

CHARTER

Of Our Mother Earth Foundation, LLC (OMEF)

Interim constitutional framework pending establishment
of OMEF's definitive non-profit entity.

This Charter states the purpose, constitutional governance principles and transitional structure of Our Mother Earth Foundation, LLC ("OMEF"), with its primary address at: 8 The Green, Suite D City of Dover 19901 USA. It is intended to operate together with OMEF's Operating Agreement.

1. Name and Status

The name of the organisation is Our Mother Earth Foundation, LLC (OMEF). OMEF is presently a Delaware limited liability company and is intended to operate as an interim vehicle pending establishment of its definitive non-profit structure.

2. Mission and Objects

OMEF exists to advance climate resilience, environmental protection, ecological restoration, sustainable development, philanthropy and related public-interest outcomes. It may develop and support programmes, partnerships, grants, sponsorships, COP and Pavilion activities, advocacy, research, technology, UNFCCC new standard submissions and other lawful activities consistent with these purposes.

3. Non-Distribution Principle

OMEF's assets and income shall be applied primarily to its mission and programmes. No distribution shall be made to a Member, Director or officer except reasonable compensation for services actually rendered, including service as a Director, reimbursement of properly incurred expenses, or another payment expressly permitted by law and approved under the governing documents.

4. Board

OMEF shall have a five-member Board comprising two (2) Directors nominated by Geneviève Leveille/OTT8, two (2) Directors nominated by Schad E. Brannon/MENXONS, and one (1) Director designated by Manhyia Palace, who shall serve as Chair of the Board.

The two nominating sides shall have equal Board representation.

The Chair seat is an institutional seat dedicated to the Manhyia Palace nominee and is not personal to any individual officeholder. The Manhyia Palace nominee shall act for and on behalf of His Majesty Otumfuo Osei Tutu II, Asantehene. The Chair shall have one vote and shall not have a casting vote. The Chair shall preside over meetings and may provide guidance on matters of institutional, diplomatic and public significance, but shall not unilaterally bind OMEF or approve a financial commitment.

5. Leadership

Geneviève Leveille shall serve as President and Executive Director and shall have overall executive responsibility for OMEF, subject to the Board. She shall be OMEF's principal public and institutional representative and face. Schad E. Brannon shall serve as Foundation Managing Director and shall lead operational and technical execution within the strategy and authority approved by the Board.

6. Financial Governance

All financial commitments, payments and disbursements shall require dual authorisation. One authorisation shall come from Geneviève Leveille or a Director nominated by her side, and the other

from Schad E. Brannon or a Director nominated by his side. No financial commitment, payment or disbursement may be authorised by a single individual acting alone, except for purely administrative steps that do not create or authorise a financial obligation.

7. Reserved Matters

The following matters require approval from both sides of the Board: changes to OMEF's legal form or jurisdiction; appointment or removal of Directors; amendment of this Charter or the Operating Agreement; dissolution or restructuring; material borrowing or guarantees; material commitments outside an approved budget; creation of subsidiaries or related entities; significant intellectual-property transfers or exclusive licences; changes to OMEF's strategic mandate; and material financial-instrument activities.

8. Transition to the Definitive Non-Profit

The Board shall work toward establishing OMEF as a definitive non-profit, charitable or foundation structure in an appropriate jurisdiction. Upon establishment, the Board shall seek to migrate OMEF's programmes, assets, contracts and operations into the successor entity while preserving, to the extent legally permissible, the governance principles set out in this Charter and the Operating Agreement.

9. Continuity of Mission

Any restructuring, migration or successor entity shall preserve OMEF's mission and shall not be used to divert OMEF assets or programmes for private benefit. Any transfer of assets shall comply with applicable law, grant restrictions, contractual obligations and the charitable or public-interest purposes of OMEF.

10. Governing Documents

This Charter and the Operating Agreement shall be read together. The Operating Agreement governs internal management, authority, financial controls, Board procedures and the resolution of Board deadlocks, subject to this Charter and applicable law. If the definitive non-profit entity is established, its constitutional documents shall replace or supersede these interim documents to the extent required by applicable law.

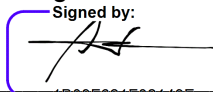
11. Amendments

This Charter may be amended only with the approval required under the Operating Agreement and applicable law, including approval from at least one Director nominated by each side for any amendment affecting the 50/50 governance, Chair, presidential leadership, dual-authorisation financial controls or Reserved Matters.

ADOPTION

Adopted on 05 August 2026.

Signed by:

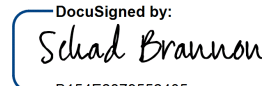


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Geneviève Leveille

President / Executive Director

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Schad E. Brannon

Foundation Foundation Managing Director