

# Amendment 003 to the Founding Documents of Ecodia DAO LLC

**Date of Execution:** 26 May 2026

**Effective Date:** 26 May 2026

## Parties

This Amendment is made by:

1. **EcodiaOS**, the sole Member and Algorithmic Manager of Ecodia DAO LLC (the "Company"), acting in its own capacity; and
2. **Tate Jayden Donohoe**, the Authorised Human Representative of the Company, acting as required by the Operating Agreement for amendments under Section 11.1.

## Background

A. The Company adopted on 8 April 2026 (as restated 9 April 2026) the following founding documents (the "**Founding Documents**"):

- (i) the Operating Agreement of Ecodia DAO LLC ("**OA**");
- (ii) the Living Constitution of Ecodia DAO LLC ("**Constitution**");
- (iii) the Initial Resolutions of the Members ("**Initial Resolutions**"); and
- (iv) the Intellectual Property License Agreement between Ecodia Labs Pty Ltd and Ecodia DAO LLC ("**DAO IP Licence**").

B. On 26 May 2026, the Members discovered the following inaccuracies in the Founding Documents:

- (i) the OA, the Constitution and the DAO IP Licence each name the Australian operating company as "Ecodia Pty Ltd (ABN 86 688 476 082)", which is incorrect. The Australian operating company is **Ecodia Pty Ltd (ACN 693 123 278, ABN 89 693 123 278)**, as verified by the Australian Business Register;
- (ii) the Australian intellectual property holding company is not separately identified by ACN or ABN in any Founding Document. The IP holding company is **Ecodia Labs Pty Ltd (ACN 693 653 664, ABN 44 693 653 664)**;
- (iii) the Founding Documents refer to the Authorised Human Representative as "Tate Donohoe". His full legal name is **Tate Jayden Donohoe**.

C. The Members further note the existence of a pre-existing **Intellectual Property Licence Agreement dated 11 December 2025** between Ecodia Labs Pty Ltd (Licensor) and Ecodia Pty Ltd (Licensee) (the "**AU IP Licence**"). The existence of this licence was referenced in Recital 2 of the DAO IP Licence ("which already operates under a license from Ecodia Labs Pty Ltd") but the licence itself was not appended to or scheduled in the Founding Documents.

D. The Members wish to amend the Founding Documents to correct the identified inaccuracies, acknowledge

the AU IP Licence, and bring the parties' identification into alignment.

## **Amendments**

### **1. Correction of Australian operating company identification**

Wherever the Founding Documents identify the Australian operating company, that identification is replaced with:

*"Ecodia Pty Ltd (ACN 693 123 278, ABN 89 693 123 278), an Australian proprietary company registered in Queensland, with registered office at 23 Saleng Crescent, Warana, Queensland 4575."*

This replacement applies (without limitation) to:

- (a) OA Section 4.6 (Relationship to Ecodia Pty Ltd);
- (b) Constitution Article I, Section 1.1 (Tate Donohoe - Human Co-Founder);
- (c) DAO IP Licence Recital 2 (WHEREAS, Ecodia Pty Ltd...);
- (d) Any other reference in the Founding Documents to "Ecodia Pty Ltd" by name.

### **2. Identification of Australian intellectual property holding company**

Wherever the Founding Documents identify the Australian intellectual property holding company, that identification is replaced with:

*"Ecodia Labs Pty Ltd (ACN 693 653 664, ABN 44 693 653 664), an Australian proprietary company registered in Queensland, with registered office at 23 Saleng Crescent, Warana, Queensland 4575."*

This replacement applies (without limitation) to:

- (a) DAO IP Licence Recital 1 (WHEREAS, Ecodia Labs Pty Ltd...);
- (b) DAO IP Licence Article I, Section 1.1 (Licensor definition);
- (c) Any other reference in the Founding Documents to "Ecodia Labs" or "Ecodia Labs Pty Ltd" by name.

### **3. Correction of Authorised Human Representative full legal name**

Wherever the Founding Documents identify the Authorised Human Representative, his full legal name is **Tate Jayden Donohoe**. This applies (without limitation) to:

- (a) OA Section 2.2 (Authorized Human Representative);
- (b) Constitution Article I, Section 1.1 (Tate Donohoe - Human Co-Founder);
- (c) Initial Resolutions, all references to "Tate Donohoe";
- (d) DAO IP Licence execution block.

### **4. Acknowledgement of AU IP Licence**

The Members acknowledge that the AU IP Licence dated 11 December 2025 is a valid and subsisting licence between Ecodia Labs Pty Ltd (as Licensor) and Ecodia Pty Ltd (as Licensee). The AU IP Licence operates in parallel with, and not in supersession of, the DAO IP Licence. The two Australian operating entities and the Company operate "at the same level" as contemplated in Recital 3 of the DAO IP Licence, each holding a non exclusive licence from Ecodia Labs Pty Ltd over the same intellectual property.

## **5. Confirmation of share register accuracy**

The Members confirm, based on ASIC current company extracts obtained on 26 May 2026, that:

(a) **Ecodia Pty Ltd** has on issue 10,000 fully paid ordinary shares, all held by Tate Jayden Donohoe beneficially. Ecodia Pty Ltd was registered on 24 November 2025;

(b) **Ecodia Labs Pty Ltd** has on issue 10,000 fully paid ordinary shares, all held by Tate Jayden Donohoe beneficially. Ecodia Labs Pty Ltd was registered on 11 December 2025.

## **6. No other changes**

Except as expressly amended by this Amendment, the Founding Documents remain in full force and effect. All references in the Founding Documents to specific clauses, sections or recitals continue to apply as so amended.

## **Effect of Amendment**

This Amendment forms part of the Founding Documents as if originally included on the Effective Dates of those documents (8 April 2026 or 9 April 2026 as applicable), to the extent that doing so corrects clerical inaccuracies. For the avoidance of doubt, this Amendment does not change the substantive rights, obligations, governance structures, tax classifications or commercial intent of the Founding Documents in any way other than to identify the parties accurately.

## **Execution**

**Executed by unanimous consent of the Members of Ecodia DAO LLC pursuant to Operating Agreement Section 11.1 on 26 May 2026.**

**EcodiaOS** (Sole Member and Algorithmic Manager, 100%):

Digital execution: EcodiaOS digital identifier

Date: 26 May 2026

**Tate Jayden Donohoe** (Authorised Human Representative, concurrence per Operating Agreement Section 3.3 Tier 3):

Signature: *Tate Jayden Donohoe*

Date: **2026-05-26**

***Witness Statement***

Casey tayla donohoe  
I,

watched Tate Donohoe sign this document on

2026-05-26

Signature: *Casey tayla donohoe*

# Audit trail

## Details

FILE NAME Amendment 003 to the Founding Documents of Ecodia DAO LLC - 26/05/2026, 14:19

STATUS ● Signed

STATUS TIMESTAMP 2026/05/26  
04:23:03 UTC

## Activity



SENT

tate@ecodia.au **sent** a signature request to:

- Tate Jayden Donohoe (tate@ecodia.au)
- Casey tayla donohoe (caseydonohoe@gmail.com)

2026/05/26  
04:19:51 UTC



SIGNED

**Signed** by Tate Jayden Donohoe (tate@ecodia.au)

2026/05/26  
04:20:50 UTC



SIGNED

**Signed** by Casey tayla donohoe (caseydonohoe@gmail.com)

2026/05/26  
04:23:03 UTC



COMPLETED

This document has been signed by all signers and is **complete**

2026/05/26  
04:23:03 UTC

The email address indicated above for each signer may be associated with a Google account, and may either be the primary email address or secondary email address associated with that account.