Docket #0002 Date Filed: 2/16/2026

VANDERBILT MINERALS, LLC
(a Delaware Limited Liability Company)

Certificate of Resolution

February 15, 2026

I, Jeffrey Brohel, the Secretary of Vanderbilt Minerals, LLC (the "Company"), a Delaware limited liability company, do hereby certify that: (a) I am the duly elected, qualified Secretary of the Company; (b) the following resolutions were duly adopted by the board of managers of the Company (the "Board"), as of February 15, 2026, in accordance with the requirements of applicable law as well as the Amended and Restated Limited Liability Company Agreement of the Company; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof.

RESOLUTIONS OF THE BOARD OF MANAGERS ADOPTED ON FEBRUARY 15, 2026

WHEREAS, the Board has regularly and carefully reviewed the materials and other information presented by the Company's management and advisors regarding the Company's business conditions, the Company's operations, its current and projected financial position, and other relevant information;

WHEREAS, the Board has thoroughly evaluated the Company's strategic alternatives, including a possible restructuring;

WHEREAS, the Board has conferred extensively with the Company's management and advisors regarding these matters, and determined that the filing of a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") is in the best interests of the Company, its subsidiaries and affiliates, and its stakeholders;

WHEREAS, the Board has determined that the entry into a new debtor-in-possession loan facility by and among the Company and Commodore Material Funding, LLC (the "DIP Facility") and any associated documents, and any and all amendments, modifications or supplements thereto (collectively, the "DIP Facility Documents"), and consummation of the transactions contemplated therein (collectively, the "DIP Facility Transactions") are in the best interests of the Company, its affiliates, its sole member and its stakeholders; and

WHEREAS, the Board has determined that entry into an Asset Purchase Agreement (the "Stalking Horse Purchase Agreement"), by and between the Company and Commodore Materials, LLC (the "Stalking Horse Bidder"), substantially in the form presented to the Board on February 15, 2026 is in the best interests of the Company, its affiliates, its sole member and its stakeholders.

NOW, THEREFORE BE IT:

Chapter 11 Filing

RESOLVED, that the Company shall be, and it hereby is, contemporaneously herewith, authorized to file the Petition and commence a case under the Bankruptcy Code (the "Chapter

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11 Case"), in the United States Bankruptcy Court for the Northern District of New York or such other court as the appropriate officer or officers of the Company shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the President, Chief Restructuring Officer and any other officer of the Company that the Board, the President or the Chief Restructuring Officer may designate from time to time (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of, and in the name of, the Company, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such Designated Officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute, acknowledge, deliver and verify any and all other documents necessary or appropriate in connection therewith or to administer the Chapter 11 Case in such form or forms as any such Designated Officer may approve in such Designated Officer's discretion; and

FURTHER RESOLVED, that the actions of any Designated Officer taken pursuant to the preceding resolution, including the execution, acknowledgment, delivery and verification of the Petition and all ancillary documents and all other agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval and the necessity or desirability thereof.

Debtor-in-Possession Financing

RESOLVED, that the Company shall be, and it hereby is, authorized to: (a) enter into the DIP Facility and any associated documents, and any and all amendments, modifications or supplements thereto, and consummate the DIP Facility Transaction, with such lenders and on such terms substantially consistent with those presented to the Board on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Designated Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, in such case, as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the DIP Facility Transactions; and

FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, security agreements, pledges, guaranties, notices and any and all other documents as any of the Designated Officers may deem necessary, in such Designated Officer's discretion, or appropriate to facilitate the DIP Facility Transactions, and any and all DIP Facility Documents; (b) DIP Facility Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Designated Officers are hereby approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other

documents, shall be conclusive evidence of such Designated Officer's approval thereof and the necessity or desirability thereof.

Potential Sale Transaction

RESOLVED, that the Company shall be, and hereby is, and the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, (a) to enter into that certain Stalking Horse Purchase Agreement subject to approval of the Bankruptcy Court and (b) to file a motion with the Bankruptcy Court (i) seeking approval of bidding procedures to be used to facilitate a potential sale of all or substantially all of the Company's assets pursuant to section 363 of the Bankruptcy Code and (ii) seeking authority to enter into the Stalking Horse Purchase Agreement and to grant certain bid protections to the Stalking Horse Bidder, as provided thereunder.

Retention of Professionals and Claims and Noticing Agent

RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized and empowered to retain, on behalf of, and in the name of, the Company: (a) Jones Day, as counsel; (b) Bond, Schoeneck & King PLLC, as co-counsel; (c) Greenhill & Co., Inc., as investment banker; (d) Applied Business Strategy LLC, as financial advisor; (e) Katten Muchin Rosenman LLP, as counsel to the Special Independent Committee of the Board; (f) Kurtzman Carson Consultants, LLC dba Verita Global, as claims and noticing agent and administrative advisor and (g) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in any such Designated Officer's judgment may be necessary or desirable in connection with the Chapter 11 Case and other related matters, on such terms as such officer or officers shall approve and such Designated Officer's retention thereof to constitute conclusive evidence of such Designated Officer's approval and the necessity and desirability thereof; and

FURTHER RESOLVED, that (a) the law firm Jones Day and the law firm Bond, Schoeneck & King PLLC and any additional special counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized and empowered to represent the Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code and (b) the law firm Katten Muchin Rosenman LLP shall be, and hereby is, authorized and empowered to represent the Special Independent Committee of the Board in connection with the Special Independent Committee's investigation, evaluation and, where appropriate, approval, disapproval, ratification or other determination of the disposition of the transactions and relationships between the Company and its parent and other affiliated entities.

Additional Resolutions

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the other officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with any of the foregoing matters in all respects are hereby ratified, confirmed and approved; and

FURTHER RESOLVED, that any Designated Officer, Secretary or Assistant Secretary of the Company shall be, and each of them, acting alone, hereby is, authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Designated Officer, a true copy of the foregoing resolutions.

[*Remainder of page intentionally left blank.*]

Upon execution of this Certificate, the undersigned has been directed to file it in the Company's corporate book.



Jeffrey Brohel, Secretary