

EcoNexus Systems OÜ  
Estonian Registry Code: 17218648  
Registered Office: Sepapaja 6, Tallinn 15551, Estonia (via Xolo Leap)  
e-Residency Business Entity • EU GDPR Compliant

Document Title: IP Licensing Agreement (v2)  
Date Prepared: 26 June 2025  
Prepared by: Rex Dale Black Jr, Founder & CEO

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## 1: Parties

This agreement is entered into between:

### Licensors:

EcoNexus Systems OÜ  
Registered in Estonia under e-Residency  
Estonian Registry Code: 17218648  
Registered Office: Sepapaja 6, Tallinn 15551, Estonia (via Xolo Leap)  
e-Residency Business Entity • EU GDPR Compliant

### Licensee:

One World Lingo Ltd (proposed subsidiary, Ireland)  
Company formation in progress as fully owned and controlled subsidiary of EcoNexus Systems OÜ.

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## 2: Purpose of Agreement

This agreement governs the licensing of intellectual property, software, technology, and platform architecture developed by EcoNexus Systems OÜ ("Licensor") for operational use by One World Lingo Ltd ("Licensee") in the delivery of multilingual SaaS products and services.

### 3: Licensed Assets

The licensed assets include but are not limited to:

- Full software source code, platform designs, and system architecture.
  - Proprietary SaaS system configurations, deployment models, and backend infrastructure.
  - AI model training pipelines, optimization algorithms, and data processing logic.
  - Database schemas, authentication frameworks, and security architecture.
  - All technical documentation, operational procedures, and scalability models.
  - All future technical upgrades, derivatives, and enhancements developed under the EcoNexus Systems OÜ R&D umbrella.
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### 4: Scope of License

- **License Type:** Exclusive, worldwide, irrevocable license for operational SaaS deployment.
  - **Territory:** Global (no jurisdictional restrictions).
  - **Duration:** Perpetual (renewable in 10-year intervals for compliance maintenance).
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### 5: Royalty Terms

- Licensee shall pay Licensor a recurring royalty equal to **25% of gross revenues**, defined as total platform-generated subscription income, usage fees, and transactional income before expenses or deductions.
  - Royalty payments shall be calculated quarterly and transferred to Licensor no later than 30 days after quarter-end.
  - Royalty obligations shall remain binding regardless of changes in Licensee's ownership, capitalization, or third-party investment transactions.
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## 6: Governance & Control Provisions

- Licensors retain full intellectual property ownership of all licensed assets.
  - Licensee may not sublicense, assign, or transfer any rights under this agreement without Licensors' prior written consent.
  - Licensors maintain full audit rights to review Licensee's financial records, SaaS operations, and data reporting to verify accuracy of royalty calculations.
  - Licensee may not materially alter platform architecture or core SaaS system design without Licensors' approval.
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## 7: Termination & Enforcement

- This agreement may only be terminated by mutual written consent or upon dissolution of Licensee's operations.
  - Any breach of licensing terms constitutes immediate revocation of operating rights under applicable international intellectual property law.
  - This agreement shall be governed by Estonian law.
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## 8: Strategic Intent Declaration

This licensing framework reflects EcoNexus Systems OÜ's long-term strategic objective of:

- Maintaining parent-level IP sovereignty across all developed SaaS subsidiaries.
  - Structuring scalable, enforceable royalty flows to the parent company.
  - Preserving founder leverage during future equity investments, acquisitions, and international expansion.
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## **9: Signatures**

### **Licensor (Parent):**

EcoNexus Systems OÜ

Rex Dale Black Jr, Founder & CEO

### **Licensee (Subsidiary):**

One World Lingo Ltd

Authorized Signatory (To be signed post-subsidiary incorporation)

Signed:

Rex Dale Black Jr

Founder & CEO

EcoNexus Systems OÜ

Digitally signed via Estonian Qualified Digital Signature (DigiDoc4).

File version archived in EcoNexus Systems OÜ Secure Corporate Archive (ASiC Format).