

PREFERRED STOCK ISSUANCE RESOLUTION

WHEREAS CLAUSES

WHEREAS, Nexus Intelligent Systems, Inc. (the "Corporation") is a Delaware corporation engaged in enterprise AI services and predictive analytics;

WHEREAS, the Board of Directors (the "Board") has determined that it is in the best interests of the Corporation to authorize the issuance of a new series of preferred stock to support the Company's strategic growth initiatives;

WHEREAS, the Corporation seeks to raise additional capital to fund expansion of its AI-powered predictive maintenance platforms and enterprise digital transformation consulting services;

DEFINITIONS

1 "Preferred Stock" shall mean the Series B Convertible Preferred Stock of the Corporation, with the rights, preferences, and limitations set forth in this Resolution.

2 "Authorized Shares" shall mean up to 2,500,000 shares of Series B Convertible Preferred Stock, par value \$0.0001 per share.

3 "Liquidation Preference" shall mean the right of preferred stockholders to receive \$10.00 per share prior to any distribution to common stockholders in the event of a liquidation event.

RESOLUTION

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and authorizes:

1 Issuance of Preferred Stock

The Corporation is authorized to issue up to 2,500,000 shares of Series B Convertible Preferred Stock, with the following key terms:

a) Conversion Rights: Each share of Preferred Stock shall be convertible into one (1) share of common stock at the holder's option.

b) Voting Rights: Preferred stockholders shall be entitled to vote on an as-converted basis.

c) Dividend Preferences: Holders shall be entitled to receive cumulative dividends at a rate of 8% per

annum, payable prior to any dividend distribution to common stockholders.

2 Subscription and Pricing

- a) The Preferred Stock shall be offered at a price of \$10.00 per share.
- b) The total potential capital raise is not to exceed \$25,000,000.
- c) Subscription shall be limited to accredited investors meeting applicable securities regulations.

PROTECTIVE PROVISIONS

1 The Board shall retain the following protective rights:

a) No material corporate actions may be taken without majority approval of Preferred Stock holders, including:

- Fundamental corporate restructuring
- Sale or disposition of substantial corporate assets
- Material changes to compensation of executive officers

b) Anti-dilution protections shall be implemented to protect investor interests.

AUTHORIZATION AND EXECUTION

1 The Chief Executive Officer, Dr. Elena Rodriguez, and the Chief Financial Officer are hereby authorized to:

- a) Execute all necessary documents to effectuate this stock issuance
- b) Negotiate final terms consistent with this resolution
- c) Complete all regulatory filings required for the stock issuance

COMPLIANCE AND REGULATORY MATTERS

1 This resolution shall be implemented in full compliance with:

- Delaware General Corporation Law
- Securities Act of 1933
- Rules and regulations of the Securities and Exchange Commission

EFFECTIVENESS

1 This Resolution shall become effective immediately upon approval by the Board of Directors.

APPROVED AND ADOPTED this 22nd day of January, 2024.

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chief Technology Officer

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Sarah Williamson

Chief Strategy Officer