

EQUITY PARTICIPATION PLAN FOR KEY ENGINEERING PERSONNEL

SUMMIT DIGITAL SOLUTIONS, INC.

Effective Date: January 15, 2024

1. PURPOSE AND SCOPE

1. Summit Digital Solutions, Inc., a Delaware corporation (the "Company"), hereby establishes this Equity Participation Plan for Key Engineering Personnel (the "Plan") to attract, retain, and motivate exceptional engineering talent critical to the development and enhancement of the Company's Peak Performance Platform and related technological innovations.

2. This Plan is designed to provide eligible engineering personnel with the opportunity to acquire an ownership interest in the Company through the grant of Restricted Stock Units ("RSUs") and Performance Stock Units ("PSUs").

2. DEFINITIONS

1. "Key Engineer" means any full-time engineering employee designated by the Chief Technology Officer and approved by the Compensation Committee as eligible to participate in the Plan.

2. "Award" means any grant of RSUs or PSUs under this Plan.

3. "Vesting Period" means the period during which the restrictions on Awards remain in effect.

4. "Performance Metrics" means the objective criteria established by the Compensation Committee for PSU vesting.

3. ADMINISTRATION

1. The Plan shall be administered by the Compensation Committee of the Board of Directors (the "Committee").

2. The Committee shall have full authority to:

- (a) Designate Key Engineers;
- (b) Determine Award types and amounts;
- (c) Establish Performance Metrics;

- (d) Interpret Plan provisions; and
- (e) Adopt administrative procedures.

4. ELIGIBILITY AND PARTICIPATION

1. Eligible participants shall include engineering personnel who:
 - (a) Hold the title of Senior Engineer or above;
 - (b) Have completed at least twelve (12) months of continuous service;
 - (c) Maintain performance ratings of "Exceeds Expectations" or higher; and
 - (d) Are directly involved in core platform development or innovation initiatives.
2. Initial participation shall be limited to no more than fifteen percent (15%) of the Company's engineering workforce.

5. AWARD TERMS AND CONDITIONS

1. RSU Awards:
 - (a) Standard four-year vesting schedule with 25% annual vesting;
 - (b) Continued employment requirement; and
 - (c) Maximum award size of 10,000 RSUs per participant.
2. PSU Awards:
 - (a) Three-year performance period;
 - (b) Vesting contingent on achievement of specified Platform development milestones;
 - (c) Maximum award size of 15,000 PSUs per participant; and
 - (d) Performance multiplier range of 0% to 200%.

6. PERFORMANCE METRICS

1. PSU vesting shall be tied to:
 - (a) Platform reliability metrics;
 - (b) New feature deployment targets;
 - (c) System scalability achievements; and
 - (d) Innovation patent filings.
2. The Committee shall establish specific targets annually.

7. TERMINATION OF EMPLOYMENT

1. Voluntary Termination or Termination for Cause:

- (a) Unvested Awards shall be forfeited immediately.
- (b) Vested Awards must be exercised within 90 days.

2. Involuntary Termination Without Cause:

- (a) Pro-rata vesting based on service period.
- (b) Extended exercise period of 180 days.

8. CHANGE IN CONTROL

1. Upon a Change in Control:

- (a) All outstanding RSUs shall immediately vest.
- (b) PSUs shall vest at target level on a pro-rata basis.

9. AMENDMENTS AND TERMINATION

- 1. The Board may amend or terminate the Plan at any time, provided that no amendment shall impair existing Award rights without participant consent.

10. COMPLIANCE AND GOVERNING LAW

- 1. The Plan shall comply with all applicable securities laws and regulations.
- 2. This Plan shall be governed by Delaware law without regard to conflict of law principles.

11. MISCELLANEOUS

- 1. Nothing in this Plan creates an employment contract or alters at-will employment status.
- 2. Awards are subject to appropriate tax withholding.
- 3. Awards are non-transferable except by will or laws of descent.

ADOPTED by the Board of Directors of Summit Digital Solutions, Inc. on January 15, 2024.

By:

Dr. Alexandra Reeves

Chief Executive Officer

ATTEST:

Corporate Secretary