

VOTING RIGHTS AND SHAREHOLDER PRIVILEGES DOCUMENT

For Nexus Intelligent Systems, Inc.

A Delaware Corporation

PREAMBLE

THIS VOTING RIGHTS AND SHAREHOLDER PRIVILEGES DOCUMENT (the "Document") is executed this 22nd day of January, 2024, by and among the shareholders of Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company").

1. DEFINITIONS

- 1 "Common Stock" shall mean the common shares of the Company, par value \$0.001 per share.
- 2 "Preferred Stock" shall mean the Series B Preferred Shares issued to institutional investors.
- 3 "Voting Securities" shall collectively refer to all issued and outstanding shares with voting rights.

2. VOTING RIGHTS

1 Common Stock Voting Rights

- a) Each holder of Common Stock shall be entitled to one (1) vote per share on all matters submitted to a shareholder vote.
- b) Common stockholders shall elect directors on a pro-rata basis.

2 Preferred Stock Voting Rights

- a) Preferred stockholders shall have weighted voting rights proportional to their investment.
- b) Preferred shares shall have 1.5 votes per share on matters involving:
 - Corporate restructuring
 - Material acquisitions
 - Significant capital raises
 - Changes to board composition

3 Voting Thresholds

- a) Standard Matters: Majority vote of outstanding shares
- b) Extraordinary Matters: 66.67% supermajority vote required

- c) Fundamental Changes: 75% shareholder approval necessary

3. SHAREHOLDER PRIVILEGES

1 Information Rights

- a) All shareholders shall receive:

- Quarterly financial statements
- Annual audited financial reports
- Material event notifications

- b) Preferred shareholders shall receive additional detailed operational reports

2 Inspection Rights

- a) Shareholders may inspect corporate books and records upon reasonable written request
- b) Inspection limited to material business documents
- c) Confidentiality restrictions apply

3 Preemptive Rights

- a) Existing shareholders have right of first refusal on new equity issuances
- b) Pro-rata participation in future financing rounds
- c) Notice requirement of 30 days prior to new issuance

4. TRANSFER RESTRICTIONS

1 Common Stock Transfers

- a) No material restrictions on common stock transfers
- b) Right of first refusal for existing shareholders

2 Preferred Stock Transfers

- a) Transfers subject to board approval
- b) Drag-along and tag-along rights applicable
- c) Transfer must comply with existing investor agreements

5. LIQUIDATION PREFERENCES

1 Preferred Stock Liquidation

- a) Preferred shareholders entitled to 1x liquidation preference

- b) Preference applies before common stockholder distributions
- c) Participation rights in additional proceeds

6. ANTI-DILUTION PROTECTIONS

1 Weighted Average Anti-Dilution

- a) Preferred shareholders protected against equity dilution
- b) Adjustment mechanism for future financing rounds
- c) Standard broad-based weighted average calculation method

7. MISCELLANEOUS PROVISIONS

1 Amendments

- a) This document may be amended with 66.67% shareholder consent
- b) Written notification required for all amendments

2 Governing Law

State of Delaware law shall govern all interpretations and disputes.

SIGNATURE BLOCK

EXECUTED as of the date first above written:

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.

[Corporate Seal]