

Conflict of Interest Management and Disclosure Policy

Nexus Intelligent Systems, Inc.

1. Purpose and Scope

1 This Conflict of Interest Management and Disclosure Policy ("Policy") establishes the standards and procedures for identifying, managing, and disclosing potential conflicts of interest for Nexus Intelligent Systems, Inc. (the "Company").

2 This Policy applies to all employees, officers, directors, consultants, and contractors of the Company, collectively referred to as "Covered Individuals."

2. Definitions

1 "Conflict of Interest" means any situation where a Covered Individual's personal interests, financial interests, or external activities could potentially compromise, or appear to compromise, their ability to act in the best interests of the Company.

2 "Material Interest" shall mean any financial, professional, or personal relationship that could reasonably be expected to influence a Covered Individual's judgment or decision-making.

3 "Related Party" includes:

- a) Immediate family members
- b) Domestic partners
- c) Entities in which a Covered Individual or their immediate family members hold a significant financial interest
- d) Organizations where a Covered Individual serves in a leadership or advisory capacity

3. Identification of Potential Conflicts

1 Covered Individuals are required to proactively identify and disclose potential conflicts of interest, including but not limited to:

- a) Financial investments in competitor or vendor organizations
- b) Outside employment or consulting arrangements
- c) Personal relationships that could influence business decisions
- d) Ownership interests in companies doing business with Nexus Intelligent Systems

2 Annual Disclosure Requirements

- a) All Covered Individuals must complete a comprehensive Conflict of Interest Disclosure Form annually
- b) Disclosures must be submitted no later than January 31st of each calendar year
- c) Additional disclosures are required within 30 days of any material change in circumstances

4. Disclosure and Review Process

1 Disclosure Submission

- a) Completed disclosure forms must be submitted to the Chief Compliance Officer
- b) Forms must be complete, accurate, and signed under penalty of perjury
- c) Electronic submissions through the Company's secure compliance portal are preferred

2 Review and Evaluation

- a) The Compliance Committee will review all disclosed potential conflicts
- b) The committee may request additional information or clarification
- c) Determinations will be made within 15 business days of complete submission

3 Mitigation Strategies

The Compliance Committee may recommend:

- a) Full disclosure to relevant stakeholders
- b) Recusal from specific decisions or projects
- c) Divestment of conflicting interests
- d) Modification of job responsibilities
- e) Termination of the conflicting relationship or employment

5. Prohibited Conduct

1 Covered Individuals are expressly prohibited from:

- a) Using Company resources for personal benefit
- b) Engaging in business opportunities discovered through Company connections
- c) Accepting improper gifts or compensation from vendors or competitors
- d) Maintaining undisclosed relationships that could compromise professional judgment

6. Consequences of Non-Compliance

1 Failure to comply with this Policy may result in:

- a) Disciplinary action up to and including termination
- b) Potential legal action
- c) Referral to appropriate regulatory authorities

7. Confidentiality and Protection

1 All conflict of interest disclosures will be treated as confidential and maintained in secure files accessible only to authorized compliance personnel.

8. Policy Administration

1 The Chief Compliance Officer is responsible for:

- a) Implementing and maintaining this Policy
- b) Conducting periodic training
- c) Updating the Policy as necessary

9. Acknowledgment

1 By continuing employment or engagement with Nexus Intelligent Systems, Covered Individuals acknowledge receipt and understanding of this Policy.

10. Effective Date and Amendments

1 This Policy is effective as of January 1, 2024, and may be amended at the discretion of the Company's Board of Directors.

Approved by: Board of Directors

Date of Approval: December 15, 2023

Version: 1.2