

ORGANIZATIONAL AND CORPORATE DOCUMENT

NEXUS INDUSTRIAL INTELLIGENCE, INC.

Dated as of January 15, 2024

1.0 PREAMBLE AND RECITALS

WHEREAS, Nexus Industrial Intelligence, Inc., a Delaware corporation (the "Company"), was duly incorporated under the laws of the State of Delaware on March 15, 2018, with its principal place of business located at 1200 Technology Drive, Suite 400, Wilmington, Delaware 19801;

WHEREAS, the Company develops and commercializes proprietary artificial intelligence and machine learning solutions for industrial process optimization, including its flagship NexusCore™ Industrial AI Platform, which encompasses advanced neural network architectures, machine learning algorithms, and proprietary data processing methodologies;

WHEREAS, the Company maintains substantial intellectual property rights, including patents, trademarks, and trade secrets, relating to its artificial intelligence technologies and industrial applications thereof;

WHEREAS, the Board of Directors of the Company (the "Board") has determined it to be in the best interests of the Company to establish certain organizational and governance provisions relating to the Company's artificial intelligence technology and corporate operations, including the establishment of appropriate oversight mechanisms, risk management protocols, and ethical guidelines for AI development;

WHEREAS, the Company operates in compliance with all applicable federal and state regulations governing artificial intelligence technologies, industrial automation, and corporate governance requirements;

WHEREAS, this Document has been duly authorized by all necessary corporate action on the part of the Company, including approval by the Board pursuant to resolutions adopted on January 12, 2024, following thorough review by the Technology Committee and Ethics Advisory Board; and

WHEREAS, the Company seeks to memorialize its organizational structure, operational procedures, and governance frameworks through this comprehensive document.

NOW, THEREFORE, the Company hereby adopts this Organizational and Corporate Document (this "Document") as follows:

2.0 DEFINITIONS AND INTERPRETATION

2.1 Defined Terms. For purposes of this Document, the following terms shall have the meanings specified:

"Artificial Intelligence Technology" means the Company's proprietary artificial intelligence and machine learning algorithms, methodologies, and systems, including computer vision capabilities, predictive analytics engines, process optimization technologies, neural network architectures, deep learning models, and associated training datasets, whether deployed in production environments or under development.

"Board" has the meaning set forth in the Recitals.

"Company" has the meaning set forth in the Recitals.

"Confidential Information" means any proprietary, non-public information relating to the Company's technology, products, business strategies, customer data, financial information, trade secrets, and operational methodologies, whether in written, electronic, or verbal form.

"Edge Computing Infrastructure" means the distributed computing architecture, including hardware components, networking equipment, and embedded systems that enable local data processing and AI model deployment at industrial facilities.

"Intellectual Property" means all patents, patent applications, trademarks, trademark applications, service marks, trade names, copyrights, copyright registrations, trade secrets, know-how, software, data rights, database rights, design rights, moral rights, inventions, discoveries, improvements, technology, technical data, documentation, specifications, techniques, and other intellectual property owned, controlled, or licensed by the Company.

"Machine Learning Models" means the Company's trained algorithmic systems, including supervised and unsupervised learning models, reinforcement learning agents, and hybrid AI systems developed for industrial applications.

"NexusCore Platform" means the Company's enterprise software platform that integrates computer vision, machine learning, and edge computing capabilities for industrial process optimization and automated decision support, including all associated modules, components, documentation, APIs, user interfaces, and third-party integrations.

"Series C Preferred Stock" means the Series C Preferred Stock, par value \$0.001 per share, of the Company.

"Technical Documentation" means all user manuals, training materials, specifications, protocols, documentation, and other written materials relating to the use, operation, and maintenance of the Company's technology.

2.2 Interpretation. In this Document: (a) Section headings are for convenience only and shall not affect interpretation (b) Words importing the singular include the plural and vice versa (c) References to Sections are to Sections of this Document (d) The terms "hereof," "herein," and "hereunder" refer to this Document as a whole (e) References to any statute, regulation, or law include amendments, modifications, and successor provisions (f) The word "including" means "including without limitation" (g) References to time periods shall be calculated in calendar days unless otherwise specified (h) Any reference to "written" or "in writing" includes electronic communications (i) Technical terms shall be interpreted according to their generally accepted meaning within the artificial intelligence and industrial automation industries (j) Ambiguities shall not be interpreted against any party by reason of that party having drafted the relevant provision (k) References to currency are to United States dollars unless explicitly stated otherwise (l) The exhibits, schedules, and attachments form an integral part of this Document

3.0 CORPORATE STRUCTURE AND GOVERNANCE

3.1 Board of Directors

(a) Composition. The Board shall consist of seven (7) directors, including: (i) The Chief Executive Officer (ii) Two (2) directors designated by Series C investors (iii) Four (4) independent directors with relevant industry expertise

(b) Director Qualifications (i) Independent directors must have minimum ten (10) years executive experience (ii) At least two (2) independent directors must possess artificial intelligence expertise (iii) No director may serve on boards of competing artificial intelligence companies (iv) Directors must meet qualification requirements under applicable securities laws

(c) Technical Committee. The Board shall maintain a Technical Committee responsible for oversight of the Company's artificial intelligence and technology development, comprised of: (i) The Chief Technology Officer (ii) The Chief AI Officer (iii) Two (2) independent directors with artificial intelligence expertise (iv) Such other members as the Board may appoint

(d) Additional Committees (i) Audit Committee comprising at least three (3) independent directors (ii) Compensation Committee overseeing executive compensation (iii) Nomination and Governance Committee for Board composition (iv) Strategic Planning Committee for long-term technology initiatives

3.2 Officers and Management

(a) Required Officers. The Company shall have the following required officers: (i) Chief Executive Officer (currently Dr. Sarah Chen) (ii) Chief Technology Officer (currently Michael Roberts) (iii) Chief Financial Officer (currently David Kumar) (iv) Chief AI Officer (currently Dr. James Wilson)

(b) Officer Responsibilities (i) The CEO shall have primary responsibility for overall strategy and operations (ii) The CTO shall oversee technology development and platform architecture (iii) The Chief AI Officer shall direct artificial intelligence innovation (iv) The CFO shall manage financial operations and investor relations

(c) Officer Qualifications (i) CEO must possess doctorate degree in relevant field (ii) CTO must have minimum fifteen (15) years technology leadership experience (iii) Chief AI Officer must have doctorate in artificial intelligence or related field (iv) CFO must be certified public accountant with public company experience

(d) Succession Planning (i) Board shall maintain succession plans for all officer positions (ii) Emergency succession protocols for immediate leadership transitions (iii) Annual review of succession readiness and candidate development (iv) Mandatory retirement age of seventy (70) years for all officers

3.3 Voting and Corporate Actions

(a) Board Approval Requirements. The following actions require Board approval: (i) Annual operating plan and budget (ii) Material technology licensing agreements (iii) Significant artificial intelligence development initiatives (iv) Issuance of equity securities (v) Capital expenditures exceeding \$5,000,000 (vi) Material changes to intellectual property strategy (vii) Establishment of foreign subsidiaries or operations

(b) Special Voting Rights. Series C investors shall have protective voting rights on: (i) Sale or license of core artificial intelligence technology (ii) Material changes to NexusCore Platform strategy (iii) Appointment or removal of technical leadership (iv) Modifications to artificial intelligence development roadmap

(c) Voting Procedures (i) Quorum requires presence of majority of directors (ii) Actions require majority vote unless otherwise specified (iii) Technical Committee recommendations require two-thirds approval (iv) Written consent in lieu of meeting requires unanimous approval

3.4 Corporate Policies

(a) Ethics and Compliance (i) Mandatory artificial intelligence ethics guidelines (ii) Annual compliance training for all directors and officers (iii) Quarterly ethics reviews of technology development (iv) Whistleblower protection protocols

(b) Conflicts of Interest (i) Annual disclosure of potential conflicts (ii) Recusal procedures for conflicted parties (iii) Review of related party transactions (iv) Prohibition on competing business interests

(c) Confidentiality (i) Protection of artificial intelligence trade secrets (ii) Information security protocols (iii) Board materials handling procedures (iv) Public communications guidelines

4.0 INTELLECTUAL PROPERTY PROVISIONS

4.1 Ownership of Technology

(a) The Company shall own all right, title and interest in: (i) The NexusCore Platform and all components, including software architecture, user interfaces, databases, and computational frameworks (ii) All artificial intelligence algorithms and models, including machine learning systems, neural networks, and derivative works (iii) All technical data and training datasets, including annotated data, validation sets, and performance metrics (iv) All associated patents, copyrights, trade secrets, and other intellectual property rights, whether registered or unregistered

(b) Employee and Contractor IP Assignment (i) All employees and contractors shall assign all technology rights to Company through written agreements (ii) Technical personnel shall execute enhanced IP protection agreements including non-compete and confidentiality provisions (iii) Inventors shall cooperate in patent prosecution and documentation (iv) Assignment includes future improvements and derivative works

4.2 Technology Protection

(a) Trade Secret Protection (i) Classification of core AI algorithms as trade secrets, including training methodologies and optimization techniques (ii) Implementation of technical and legal protection measures, including access controls and monitoring systems (iii) Restricted access protocols for sensitive technology with multi-factor authentication (iv) Regular security audits and compliance reviews (v) Mandatory exit interviews and technology return procedures

(b) Patent Strategy (i) Regular patent filings on key innovations in AI and industrial applications (ii) Defensive patent portfolio development across multiple jurisdictions (iii) Freedom to operate analysis for new technology deployment (iv) Maintenance of continuation applications for strategic coverage (v) Regular patent landscape monitoring and competitive analysis

4.3 Technology Licensing

(a) Platform Licensing (i) Enterprise customer deployment rights with specified usage limitations (ii) Usage restrictions and monitoring, including API call limits and user authentication (iii) Customer data rights and privacy protections, including data segregation requirements (iv) Service level agreements and technical support obligations (v) Termination and technology transition provisions

(b) API and Integration Rights (i) Authorized integration partner provisions, including certification requirements (ii) Technical documentation access with confidentiality obligations (iii) Quality control requirements and performance standards (iv) Security and compliance requirements for integrated systems

4.4 Intellectual Property Development

(a) Research and Development (i) Documentation requirements for new technology development (ii) Internal invention disclosure procedures (iii) Regular technology reviews and protection strategy updates (iv) Collaboration guidelines with research institutions

(b) Third-Party Technology (i) Due diligence requirements for technology acquisition (ii) Open-source software usage policies and compliance (iii) Third-party license management and audit procedures (iv) Technology escrow arrangements where applicable

4.5 Enforcement and Remedies

(a) Infringement Response (i) Monitoring procedures for unauthorized use (ii) Investigation and documentation requirements (iii) Graduated enforcement response protocols (iv) Litigation and alternative dispute resolution procedures

(b) Compliance Measures (i) Regular IP audit requirements (ii) Training programs for technical staff (iii) Incident reporting and response procedures (iv) Remedial action plans for unauthorized disclosures

SIGNATURE PAGE

IN WITNESS WHEREOF, the Company has caused this Document to be executed as of the date first written above.

NEXUS INDUSTRIAL INTELLIGENCE, INC.

By: _____ Name: Dr. Sarah Chen Title: Chief Executive Officer

EXHIBIT A

Schedule of Intellectual Property Assets [Schedule of patents, trademarks, and core technology assets]

EXHIBIT B

Technical Committee Charter [Detailed committee responsibilities and procedures]

APPENDIX 1

NexusCore Platform Technical Architecture [Platform component specifications and documentation]