

Insider Trading Compliance Guidelines

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 These Insider Trading Compliance Guidelines (the "Guidelines") are established by Nexus Intelligent Systems, Inc. (the "Company") to ensure strict compliance with federal and state securities laws regarding insider trading and to protect the Company, its employees, and shareholders from potential legal and financial risks associated with improper securities transactions.

2 These Guidelines apply to all employees, officers, directors, consultants, and contractors of Nexus Intelligent Systems, Inc., collectively referred to as "Covered Persons."

2. DEFINITIONS

1 "Material Non-Public Information" (MNPI) shall mean any information about the Company or its securities that:

- a) Has not been publicly disclosed
- b) Could reasonably be expected to impact the market price of the Company's securities
- c) A reasonable investor would consider important in making an investment decision

2 "Insider Trading" refers to the buying, selling, or transfer of securities while in possession of material non-public information that could provide an unfair advantage in securities transactions.

3. PROHIBITED ACTIVITIES

1 Covered Persons are expressly prohibited from:

- a) Trading securities of the Company or any other publicly traded company while possessing MNPI
- b) Sharing MNPI with any unauthorized individuals
- c) Recommending securities transactions based on MNPI
- d) Engaging in any form of "tipping" or passing confidential information to third parties

2 Trading "blackout periods" may be implemented by the Company's legal department, during which all securities transactions are suspended.

4. INFORMATION HANDLING PROTOCOLS

1 Confidentiality Obligations

- a) All Covered Persons must maintain strict confidentiality of non-public information
- b) Information should only be shared on a strict need-to-know basis
- c) Electronic and physical documents containing sensitive information must be securely stored and protected

2 Communication Restrictions

- a) Discussions about potentially material information must occur only in controlled, authorized environments
- b) Public forums, social media, and unsecured communication channels are strictly prohibited for sharing sensitive information

5. PRE-CLEARANCE PROCEDURES

1 Trading Approval Process

- a) Certain employees must obtain pre-clearance from the Company's legal department before executing any securities transactions
- b) Pre-clearance requests must be submitted in writing and include specific transaction details
- c) The legal department reserves the right to deny pre-clearance without providing specific rationale

2 Reporting Requirements

- a) Covered Persons must promptly report any potential violations of these Guidelines
- b) Quarterly and annual securities transaction reports are mandatory for specified employees

6. TRAINING AND COMPLIANCE

1 Mandatory Training

- a) All Covered Persons must complete annual insider trading compliance training
- b) New employees must complete training within 30 days of employment
- c) Training will cover legal requirements, Company policies, and potential consequences of violations

2 Monitoring and Enforcement

- a) The Company reserves the right to monitor communications and trading activities
- b) Violations may result in immediate termination and potential legal action
- c) Cooperation with internal and external investigations is mandatory

7. LEGAL DISCLAIMER

1 These Guidelines are intended to provide general guidance and do not constitute legal advice. Covered Persons are encouraged to consult legal counsel for specific interpretations.

2 The Company reserves the right to modify these Guidelines at any time without prior notice.

8. ACKNOWLEDGMENT

By signing below, the Covered Person acknowledges receipt, understanding, and agreement to comply with these Insider Trading Compliance Guidelines.

Signature

Printed Name

Date

Approved by: Legal Department, Nexus Intelligent Systems, Inc.

Effective Date: January 22, 2024