

SHAREHOLDER DISPUTE RESOLUTION PROTOCOL

PREAMBLE

THIS SHAREHOLDER DISPUTE RESOLUTION PROTOCOL (the "Protocol") is adopted by Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), effective as of January 22, 2024.

1. DEFINITIONS

1 "Dispute" shall mean any controversy, claim, or disagreement arising between or among shareholders relating to:

- a) Corporate governance
- b) Interpretation of shareholder agreements
- c) Alleged breach of fiduciary duties
- d) Equity rights and distributions
- e) Strategic decision-making

2 "Mediation Panel" shall mean a three-member neutral arbitration group selected pursuant to Section 3 of this Protocol.

3 "Substantial Shareholder" shall mean any individual or entity holding more than 5% of the Company's outstanding equity securities.

2. DISPUTE INITIATION PROCEDURES

1 Written Notice Requirement

Any Substantial Shareholder alleging a Dispute must provide comprehensive written notice to the Company's Board of Directors, detailing:

- a) Specific nature of the Dispute
- b) Parties involved
- c) Proposed resolution
- d) Supporting documentation

2 Preliminary Confidentiality

All dispute communications shall remain strictly confidential and subject to non-disclosure

obligations.

3. MEDIATION PROCESS

1 Mediation Panel Composition

The Mediation Panel shall consist of:

- a) One representative selected by the initiating shareholder
- b) One representative selected by the responding party
- c) One mutually agreed independent arbitrator with relevant corporate governance expertise

2 Panel Selection Timeline

- a) Initial panel member selections must occur within 15 business days of dispute notice
- b) The independent arbitrator must be mutually selected within 30 days of initial notice

3 Mediation Parameters

- a) Mediation sessions shall occur within 60 days of panel formation
- b) Each party shall bear its own legal expenses
- c) Panel costs shall be equally divided among involved parties

4. RESOLUTION MECHANISMS

1 Potential Outcomes

The Mediation Panel may recommend:

- a) Binding resolution
- b) Equity restructuring
- c) Management intervention
- d) Shareholder buyout provisions
- e) Procedural modifications

2 Decision Binding Effect

Panel recommendations shall be binding on all parties, with limited judicial review permitted only for manifest procedural irregularities.

5. ESCALATION AND LITIGATION

1 Litigation Preconditions

No party may initiate litigation without:

- a) Completing full mediation process
- b) Obtaining written certification from Mediation Panel
- c) Providing 30-day notice of potential legal action

2 Jurisdiction

Any subsequent litigation shall be conducted exclusively in Delaware Court of Chancery, applying Delaware corporate law principles.

6. AMENDMENT PROVISIONS

1 Protocol Modification

This Protocol may be amended by:

- a) Majority vote of Board of Directors
- b) Consent of Substantial Shareholders representing 66% of outstanding equity

7. MISCELLANEOUS PROVISIONS

1 Severability

If any provision is deemed invalid, remaining provisions shall remain fully enforceable.

2 Effective Date

This Protocol becomes immediately effective upon Board approval.

EXECUTION

APPROVED AND EXECUTED this 22nd day of January, 2024.

—

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

—

Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.