

Conflict of Interest and Ethics Guidelines

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 These Conflict of Interest and Ethics Guidelines (the "Guidelines") establish the fundamental ethical standards and principles governing professional conduct for all employees, officers, directors, and affiliated representatives of Nexus Intelligent Systems, Inc. (the "Company").

2 The purpose of these Guidelines is to:

- a) Promote honest and ethical conduct
- b) Prevent actual or perceived conflicts of interest
- c) Ensure compliance with legal and regulatory requirements
- d) Protect the Company's reputation and stakeholder interests

2. DEFINITIONS

1 "Conflict of Interest" shall mean any situation where an individual's personal interests, financial interests, or external relationships potentially compromise their ability to act objectively and in the best interests of the Company.

2 "Affiliated Representatives" includes consultants, contractors, temporary employees, and other individuals performing services on behalf of the Company.

3. GENERAL ETHICAL PRINCIPLES

1 Employees shall:

- a) Act with integrity and professionalism
- b) Prioritize the Company's interests
- c) Maintain confidentiality of proprietary information
- d) Comply with all applicable laws and regulations

2 Personal Relationships and Employment

2.1 Employees are prohibited from:

- Supervising or directly influencing employment decisions involving immediate family members

- Engaging in romantic relationships that create potential organizational conflicts
- Accepting personal benefits derived from their Company position

4. FINANCIAL INTERESTS AND EXTERNAL ACTIVITIES

1 Outside Business Interests

1.1 Employees must disclose and receive prior written approval for:

- Ownership stakes exceeding 5% in competitive or partner organizations
- Serving as a board member or consultant for external entities
- Engaging in entrepreneurial activities that might conflict with Company interests

2 Investment Restrictions

2.1 Employees are prohibited from:

- Trading securities based on non-public Company information
- Recommending investments to external parties using insider knowledge
- Exploiting Company business opportunities for personal gain

5. DISCLOSURE AND REPORTING REQUIREMENTS

1 Annual Disclosure

1.1 All employees must complete a comprehensive Conflict of Interest Disclosure Form annually, documenting:

- Potential conflicts of interest
- External business relationships
- Financial interests that might create organizational risks

2 Ongoing Reporting Obligations

2.1 Employees have a continuous obligation to promptly report:

- Emerging potential conflicts
- Changes in personal or professional circumstances
- Observed ethical violations

6. ENFORCEMENT AND CONSEQUENCES

1 Violation Consequences

1.1 Violations of these Guidelines may result in:

- Disciplinary action
- Potential termination of employment
- Legal proceedings
- Financial restitution

2 Non-Retaliation Policy

2.1 The Company strictly prohibits retaliation against individuals reporting potential conflicts or ethical concerns in good faith.

7. IMPLEMENTATION AND GOVERNANCE

1 The Chief Compliance Officer shall:

- Administer these Guidelines
- Conduct periodic training
- Investigate reported potential conflicts
- Recommend policy updates

8. ACKNOWLEDGMENT AND ACCEPTANCE

1 By signing below, the undersigned acknowledges receipt, understanding, and commitment to adhering to these Conflict of Interest and Ethics Guidelines.

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.