

MINORITY SHAREHOLDER RIGHTS PROTOCOL

PREAMBLE

THIS MINORITY SHAREHOLDER RIGHTS PROTOCOL (the "Protocol") is executed this 22nd day of January, 2024, by and between Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), and its minority shareholders.

WHEREAS, the Company recognizes the fundamental importance of protecting and preserving the rights of minority shareholders in maintaining corporate governance integrity;

WHEREAS, transparent and equitable shareholder protections are critical to maintaining investor confidence and long-term corporate sustainability;

NOW, THEREFORE, the parties hereby agree to the following provisions:

1. DEFINITIONS

1 "Minority Shareholder" shall mean any shareholder owning less than 50% of the Company's outstanding voting shares.

2 "Material Transaction" shall mean any corporate action involving more than 15% of the Company's total assets or requiring fundamental corporate restructuring.

3 "Voting Rights" shall encompass all shareholder voting privileges as defined in the Company's Articles of Incorporation and Delaware corporate law.

2. INFORMATION RIGHTS

1 Quarterly Reporting

Minority shareholders shall receive comprehensive quarterly financial reports within 30 calendar days following each fiscal quarter's conclusion, including:

- Detailed financial statements
- Management's operational analysis
- Key performance indicator summaries
- Material changes in corporate strategy

2 Annual Disclosure

The Company shall provide an annual comprehensive report detailing:

- Audited financial statements
- Strategic initiatives
- Significant corporate developments
- Compensation for executive leadership

3. VOTING AND CONSULTATION MECHANISMS

1 Voting Thresholds

Certain corporate actions shall require supermajority approval, including:

- Mergers and acquisitions
- Significant asset sales
- Corporate restructuring
- Amendments to Articles of Incorporation

2 Pre-Transaction Consultation

For Material Transactions, the Company shall:

- Provide detailed transaction documentation
- Host a formal shareholder consultation meeting
- Allow minority shareholders meaningful input prior to transaction execution

4. PROTECTIVE PROVISIONS

1 Anti-Dilution Protections

Minority shareholders shall have pro-rata participation rights in future financing rounds, ensuring their ownership percentage remains proportionally consistent.

2 Liquidation Preferences

In the event of corporate liquidation, minority shareholders shall receive equitable distribution consistent with their ownership percentage and any previously established preference structures.

5. DISPUTE RESOLUTION

1 Mediation Process

Any disputes arising from this Protocol shall first undergo mandatory mediation with a mutually

agreed-upon neutral third-party corporate governance expert.

2 Arbitration

Unresolved disputes shall be submitted to binding arbitration in Delaware, conducted under American Arbitration Association corporate dispute resolution rules.

6. COMPLIANCE AND ENFORCEMENT

1 The Company commits to full, good-faith implementation of this Protocol, recognizing its critical role in maintaining investor trust and corporate governance standards.

2 Any material violation of this Protocol may constitute grounds for legal action by minority shareholders.

7. MISCELLANEOUS PROVISIONS

1 This Protocol shall be governed by and construed in accordance with the laws of the State of Delaware.

2 The Protocol may be amended only through unanimous written consent of all parties.

SIGNATURE BLOCK

EXECUTED this 22nd day of January, 2024

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Authorized Minority Shareholder Representative