

Board Committee Charters

Nexus Intelligent Systems, Inc.

Effective Date: January 22, 2024

1. OVERVIEW AND PURPOSE

1 These Board Committee Charters ("Charters") establish the formal structure, responsibilities, and operational guidelines for the key committees of the Board of Directors of Nexus Intelligent Systems, Inc. (the "Company").

2 The Board of Directors shall maintain three primary committees:

- a) Audit Committee
- b) Compensation Committee
- c) Nominating and Governance Committee

2. AUDIT COMMITTEE CHARTER

1 Composition

- Minimum of three independent directors
- At least one member with demonstrated financial expertise
- Chair must be financially literate

2 Primary Responsibilities

(a) Financial Oversight

- Review quarterly and annual financial statements
- Evaluate internal financial control mechanisms
- Oversee external audit processes
- Assess financial reporting risks and compliance

(b) Audit Engagement

- Select, retain, and oversee independent external auditors
- Approve audit and non-audit services
- Review auditor independence and performance
- Establish procedures for confidential whistleblower submissions

3 Meeting Requirements

- Minimum of four meetings annually
- Quarterly financial review sessions
- Executive sessions without management present

3. COMPENSATION COMMITTEE CHARTER

1 Composition

- Minimum of three independent directors
- No current executive officers permitted
- Chair selected by full Board of Directors

2 Primary Responsibilities

(a) Executive Compensation

- Design and implement executive compensation strategies
- Benchmark compensation against industry standards
- Develop performance-based compensation frameworks
- Review and approve equity compensation plans

(b) Equity and Incentive Programs

- Administer stock option and equity grant programs
- Establish performance metrics for executive compensation
- Ensure alignment with shareholder interests
- Conduct annual comprehensive compensation reviews

3 Meeting Requirements

- Minimum of three meetings annually
- Annual comprehensive compensation review
- Performance evaluation sessions

4. NOMINATING AND GOVERNANCE COMMITTEE CHARTER

1 Composition

- Minimum of three independent directors
- Chair selected by full Board of Directors

- Diverse representation and expertise required

2 Primary Responsibilities

(a) Board Composition

- Identify and evaluate potential board candidates
- Assess board member qualifications and independence
- Develop and maintain board succession planning
- Recommend board structure and composition

(b) Governance Oversight

- Review and update corporate governance policies
- Assess board and committee performance
- Ensure compliance with regulatory requirements
- Manage director onboarding and continuing education

3 Meeting Requirements

- Minimum of two meetings annually
- Annual board performance evaluation
- Candidate review and selection sessions

5. GENERAL PROVISIONS

1 Committee Authority

- Authorized to engage independent counsel and advisors
- Full access to Company records and management
- Power to conduct investigations within scope of responsibilities

2 Reporting

- Quarterly reports to full Board of Directors
- Annual comprehensive committee performance reviews
- Immediate reporting of significant findings or concerns

3 Amendment

These Charters may be amended by majority vote of the full Board of Directors.

6. DISCLAIMER

1 These Charters are intended to provide general guidelines and do not constitute a comprehensive description of all committee responsibilities.

EXECUTION

Approved by the Board of Directors on January 22, 2024.

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Dr. Elena Rodriguez

Chief Executive Officer

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Michael Chen

Chairman of the Board