

Nomination and Governance Committee Guidelines

Nexus Intelligent Systems, Inc.

1. Purpose and Establishment

1 These Nomination and Governance Committee Guidelines (the "Guidelines") are established by the Board of Directors of Nexus Intelligent Systems, Inc. (the "Company") to provide a comprehensive framework for the oversight, composition, and operational protocols of the Nomination and Governance Committee (the "Committee").

2 The primary objectives of these Guidelines are to:

- a) Ensure robust and independent director nomination processes
- b) Maintain high standards of corporate governance
- c) Provide clear mechanisms for board succession and evaluation
- d) Align the Company's governance practices with best-in-class corporate standards

2. Committee Composition

1 Membership

- a) The Committee shall consist of no fewer than three (3) and no more than five (5) independent directors
- b) All Committee members must meet the independence requirements established by applicable securities regulations and exchange listing standards
- c) Members shall be appointed annually by the full Board of Directors

2 Qualifications

- a) Committee members must demonstrate:
 - Significant corporate governance experience
 - Strategic leadership capabilities
 - Comprehensive understanding of board dynamics
 - Commitment to ethical business practices

3 Chair Selection

- a) The Committee Chair shall be selected by majority vote of the Board of Directors
- b) The Chair must have a minimum of five (5) years of board-level governance experience

- c) The Chair's term shall be renewable on an annual basis

3. Nomination Protocols

1 Director Candidate Evaluation

- a) The Committee shall develop and maintain a comprehensive director candidate evaluation framework
- b) Candidate assessment shall include, but not be limited to:
 - Professional background and expertise
 - Industry-specific knowledge
 - Demonstrated leadership capabilities
 - Potential conflicts of interest
 - Diversity and inclusion considerations

2 Nomination Process

- a) Candidate identification shall utilize multiple sourcing strategies, including:
 - Internal recommendations
 - Professional networks
 - Executive search firms
 - Targeted recruitment initiatives

3 Diversity and Inclusion

- a) The Committee is committed to promoting board diversity across multiple dimensions:
 - Gender representation
 - Ethnic and racial diversity
 - Professional background
 - Cognitive diversity
- b) Diversity considerations shall be integral to the nomination process

4. Governance Responsibilities

1 Board Performance Evaluation

- a) Annual comprehensive board performance assessment
- b) Individual director performance reviews

c) Committee effectiveness self-evaluation

2 Governance Policy Development

a) Continuous review and refinement of corporate governance policies

b) Alignment with regulatory requirements and best practices

c) Proactive identification of governance enhancement opportunities

5. Meeting Protocols

1 Meeting Frequency

a) Minimum of four (4) meetings per calendar year

b) Special meetings may be called by the Chair with reasonable notice

2 Quorum and Voting

a) Quorum shall require a majority of Committee members

b) Decisions made by majority vote

c) Detailed minutes shall be maintained and reported to the full Board

6. Confidentiality and Ethical Standards

1 All Committee members shall:

a) Maintain strict confidentiality of deliberations

b) Adhere to the Company's Code of Conduct

c) Promptly disclose any potential conflicts of interest

7. Amendment and Review

1 These Guidelines may be amended by majority vote of the full Board of Directors

2 Comprehensive review shall occur annually

8. Disclaimer

1 These Guidelines are intended to provide general governance framework and do not constitute legal advice or create any contractual obligations.

Approved: January 22, 2024

Effective Date: February 1, 2024

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Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.