

Insider Trading Prevention and Compliance Policy

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 This Insider Trading Prevention and Compliance Policy ("Policy") establishes the standards and procedures for preventing insider trading at Nexus Intelligent Systems, Inc. (the "Company") in compliance with federal securities laws and regulations.

2 This Policy applies to all employees, officers, directors, consultants, and contractors of the Company, including their immediate family members and any entities controlled by such individuals (collectively referred to as "Covered Persons").

2. DEFINITIONS

1 "Material Non-Public Information" (MNPI) means any information about the Company or its securities that:

- a) Has not been publicly disclosed
- b) A reasonable investor would consider important in making an investment decision
- c) Could potentially impact the market price of the Company's securities

2 "Trading Window" refers to the periods during which Covered Persons may trade the Company's securities without additional restrictions.

3. PROHIBITED ACTIVITIES

1 Insider Trading Prohibition

Covered Persons are strictly prohibited from:

- a) Trading securities while in possession of MNPI
- b) Sharing MNPI with any unauthorized individuals
- c) Recommending securities transactions based on MNPI
- d) Engaging in any form of "tipping" or passing material non-public information to others

2 Specific Restrictions

- a) No trading during blackout periods
- b) No hedging or derivative transactions involving Company securities

- c) No short-selling of Company securities
- d) No pledging of Company securities as collateral

4. TRADING WINDOWS AND BLACKOUT PERIODS

1 Trading Windows

- a) Trading windows will be open for 30-day periods following quarterly and annual financial results announcements
- b) Pre-clearance is required for all trades during trading windows

2 Blackout Periods

- a) Automatic blackout periods commence 15 days before quarterly and annual financial reporting
- b) Additional blackout periods may be implemented during sensitive corporate transactions

5. PRE-CLEARANCE PROCEDURES

1 All trades must receive prior written approval from the Compliance Officer or General Counsel.

2 Pre-clearance request process:

- a) Submit written request detailing proposed transaction
- b) Provide representations of no possession of MNPI
- c) Receive written confirmation before executing trade

6. REPORTING AND DISCLOSURE REQUIREMENTS

1 Section 16 Reporting

- a) Officers and directors must file Forms 3, 4, and 5 as required by SEC regulations
- b) Transactions must be reported within two business days

2 Quarterly Compliance Certifications

- a) All Covered Persons must complete quarterly compliance certifications
- b) Certify compliance with this Policy and disclosure of potential violations

7. TRAINING AND EDUCATION

1 Annual Compliance Training

- a) Mandatory training for all Covered Persons
- b) Comprehensive review of insider trading regulations

c) Detailed explanation of Company policies and procedures

8. ENFORCEMENT AND PENALTIES

1 Violations of this Policy may result in:

- a) Immediate termination of employment
- b) Potential civil and criminal legal proceedings
- c) Financial penalties and restitution

2 The Company reserves the right to pursue all legal remedies for Policy violations.

9. POLICY ADMINISTRATION

1 The General Counsel shall have primary responsibility for Policy implementation and interpretation.

2 This Policy will be reviewed annually and updated as necessary.

10. ACKNOWLEDGMENT

By signing below, the Covered Person acknowledges receipt, understanding, and agreement to comply with this Insider Trading Prevention and Compliance Policy.

Executed this 22nd day of January, 2024

[Authorized Signature]

Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.