Charter for the Audit Committee of the Board of Directors

PURPOSE:

The purpose of the Audit Committee of the Board of Directors of Neighborhood Intelligence, Inc. (the "***Company***") shall be to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

MEMBERSHIP:

The Audit Committee members will be appointed by, and will serve at the discretion of, the Board of Directors, and will consist of at least three members of the Board of Directors, subject to any available cure period or exception under Nasdaq rules. Each member shall meet the independence requirements of the Nasdaq Stock Market LLC ("***Nasdaq***"), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***") and the rules and regulations of the Securities and Exchange Commission, subject in each case to applicable transition provisions or exceptions, and each member shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement, in accordance with applicable Nasdaq listing standards. In addition, at least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. A director who qualifies as an "audit committee financial expert" under the rules of the Securities and Exchange Commission shall be presumed to have such financial sophistication. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. Unless a Chair is designated by the Board of Directors, the Audit Committee may designate a Chair by majority vote of the full Audit Committee membership.

RESPONSIBILITIES:

The independent auditors shall report directly to the Audit Committee. The responsibilities of the Audit Committee shall include:

- Being directly responsible for the appointment, compensation, retention and dismissal of the independent auditors, and oversight of the work of the independent auditors and any other registered public accounting firm, engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, including being responsible for resolving any disagreements between management and the independent auditors regarding financial reporting, and the independent auditor and each such other registered public accounting firm must report directly to the Audit Committee;

- Obtaining and reviewing a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and (c) any steps taken to deal with any such issue;

- Evaluating the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors, and presenting the Committee's conclusions to the Board;

- Reviewing the independent auditors' proposed audit scope, approach and independence, and approving all audit engagement fees and terms;

- Providing oversight and monitoring with respect to the Company's financial reporting process, internal controls and the design and operation of the Company's disclosure controls and procedures;

- Reviewing and discussing with management and the independent auditor any major issues regarding the adequacy of the Company's internal controls, any special steps adopted in light of any material control deficiencies, and the adequacy of disclosures about changes in internal control over financial reporting;

- Reviewing and discussing with management (including the senior internal audit executive) and the independent auditor the Company's assessment of internal control over financial reporting and the independent auditor's report on the Company's assessment of internal control over financial reporting prior to the filing of the Company's Form 10-K;

- Approving or pre-approving all auditing services, internal control-related services, and permitted non-audit services to be provided to the Company by the independent auditors in accordance with Section 10A(i) of the Exchange Act; provided that the Audit Committee may delegate authority to subcommittees consisting of one or more members when appropriate, including authority to grant pre-approvals of audit and permitted non-audit services, provided that the decisions of such subcommittee to grant pre-approvals shall be presented to the Audit Committee at its next scheduled meeting;

- Ensuring the regular rotation of the lead or coordinating audit partner, and of the audit partner responsible for reviewing the audit, as required by Section 10A(j) of the Exchange Act;

- Ensuring its receipt, at least annually, obtaining and reviewing the letter and written disclosures from the independent auditor required by the Public Company

Accounting Oversight Board (the "***PCAOB***") regarding the independent auditor's communications with the Audit Committee concerning independence, including a formal written statement by the independent auditor delineating all relationships between the auditor and the Company, and actively engaging in a dialog with the independent auditor with respect to the independent auditor's independence and any disclosed relationships or services that may impact the objectivity and independence of the independent auditor, and taking appropriate action to oversee the independence of the independent auditors;

- Reviewing and directing the Company's independent auditors to review before filing with the SEC the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;

- Discussing with the independent auditors the matters required to be discussed by PCAOB Auditing Standard 2410 (*Related Parties*) and other related auditing standards, including without limitation information regarding the Company's relationships with related parties, the Company's significant unusual transactions and the Company's financial relationships and transactions with its executive officers, if any;

- Receiving appropriate communications from the Company's independent auditors in conjunction with audits and interim reviews, including discussing with the independent auditors the matters required to be discussed by PCAOB Auditing Standard No. 1301;

- Reviewing with management and the independent auditors, before release, the audited and interim financial statements and Management's Discussion and Analysis, as well as the auditors' judgment about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting, and, to the extent appropriate, (i) the selection, application, effects and disclosure of critical accounting policies, (ii) any new or changed accounting policies, significant estimates, judgments or unusual transactions, and (iii) any off-balance sheet transactions or relationships with any unconsolidated entities or any other persons that may have a material current or future effect on the financial condition or results of the Company and are or will be required to be reported under SEC rules;

- Reviewing and discussing with the independent auditor the nature of each critical audit matter, the independent auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the independent auditor's report;

- Obtaining and considering quarterly reports from the independent auditors regarding: (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the

Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (3) other material written communications between the independent auditors and Company management, such as any management letter or schedule of unadjusted differences;

- Discussing with the independent auditors the auditors' conclusions regarding the reasonableness of the judgments and estimates made in the preparation of the financial statements that may be viewed as critical, as well as the clarity of the Company's financial statement disclosures;

- Discussing with the independent auditors any material issues on which the Company's audit team consulted the national office of the independent auditors;

- Obtaining from the independent auditors assurance that Section 10A(b) of the Exchange Act has not been implicated so as to require the independent auditors to inform the Audit Committee of any illegal act or to provide a report with respect to any illegal act;

- Obtaining reports from management and from the Company's senior internal auditing executive that the Company and its subsidiary/foreign affiliated entities are in compliance with applicable legal requirements and the Company's Code of Business Conduct and Ethics.

- Discussing with the Company's senior legal officers any legal or regulatory matters that may have a material effect on the financial statements or the Company's compliance policies;

- Reviewing and discussing with management the Company's earnings press releases, including the use of any non-GAAP financial measures, prior to release;

- Discussing with management and the independent auditor the effect of regulatory and accounting initiatives as well as any off-balance sheet structures on the Company's financial statements;

- Discussing with management the Company's major financial, operational, legal and other risk exposures, including information technology risks such as cybersecurity and data privacy risks, proprietary information risks and business continuity risks, and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies;

- Reviewing the appointment and replacement of the Company's senior internal auditing executive;

- Reviewing significant reports to management prepared by the internal auditing department and management's responses;

- Discussing with management and the independent auditors the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit;

- Reviewing the CEO and CFO certifications under Sections 302 and 906 of the Sarbanes- Oxley Act and the Company's disclosures relating thereto;

- Recommending to the Board whether the financial statements should be included in the Company's Annual Report on Form 10-K;

- Providing a report in the Company's proxy statement in accordance with the requirements of Regulation S-K and Schedule 14A;

- Causing the Company to establish hiring practices for employees or former employees of the independent auditor that are consistent with Section 10A(l) of the Exchange Act;

- Periodically reviewing the Company's policies and procedures for reviewing and approving "related person transactions" as defined by Item 404 of Regulation S-K and, in accordance with such policies and Nasdaq rules, reviewing and, if appropriate, approving related person transactions and overseeing such transactions for potential conflict of interest situations on an ongoing basis;

- Establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;

- Reviewing with management and the independent auditors any correspondence with regulators and any published reports that raise material issues regarding the Company's accounting policies;

- Reviewing the Audit Committee's own structure, processes and membership requirements, reviewing and reassessing the adequacy of this Charter on an annual basis, and recommending proposed changes to this Charter to the Board for approval; and

- Performing such other duties as may be requested by the Board of Directors.

In carrying out its duties, the Audit Committee shall have full authority to conduct investigations into any matter within its scope of authority and to engage, without further Board approval, independent legal, accounting and other advisors as the Audit Committee may deem necessary. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for the compensation of any such advisors and to pay any ordinary administrative expenses of the Audit Committee that are

necessary or appropriate in carrying out its duties. The Audit Committee may delegate any or all of its responsibilities to a subcommittee of the Audit Committee.

PERFORMANCE AND CHARTER EVALUATION:

The Committee shall periodically evaluate the Committee's performance of its duties under this charter. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. Any member of the Committee may present the evaluation to the Board either orally or in writing.

The Audit Committee will review and assess the adequacy of this charter annually and, if appropriate, recommend changes to the Board.

MEETINGS:

The Audit Committee will meet at least quarterly. The Audit Committee may establish its own schedule, which it will provide to the Board of Directors in advance.

The Audit Committee will meet in executive session at least twice a year and will meet separately with the independent auditors as well as members of the Company's management and internal audit department as it deems appropriate in order to review the financial controls of the Company.

MINUTES:

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS:

Apart from the report prepared pursuant to Regulation S-K and Item Schedule 14A, the Audit Committee will summarize its examinations and recommendations to the Board from time to time as may be appropriate, consistent with the Committee's charter.

RELIANCE ON INFORMATION:

In adopting this Audit Committee Charter, the Board of Directors acknowledges that the Audit Committee members are not employees of the Company and are not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work or auditing standards. Each member of the Audit Committee shall be entitled to rely on the integrity of the persons and organizations within and without the Company that provide information to the Audit Committee and the accuracy and completeness of the financial and other information provided to the Audit Committee by such persons or organizations absent actual knowledge that any such information is inaccurate or incorrect.

Effective: November 1, 2026