



Jeremiah Franklin Shrack

CHAIRMAN & CHIEF EXECUTIVE OFFICER · SIRIUSB IQ · KINCAID RMC

BOARD OF DIRECTORS · PRE-READ & CHAIRMAN'S BRIEFING

The Room, The Receipts, The Record

A working brief for the Chairman in advance of the meeting:
two directors to seat, a strategic partner to welcome, the
engine to certify, and a month worth entering into the
record.

CONVENING

Board of Directors · SiriusB IQ AI Data
Sciences Lab, Inc. · Carmel, Indiana

REGISTER

Stanford precision · MIT systems
thinking · Notre Dame conscience

DOCTRINE

Disruption by math, not by marketing.
Evidence lineage is the M.O.

WHY THIS MEETING MATTERS

A board does not vote on stories. It votes on a record it can defend.

This pre-read exists so that no minute of the meeting is spent reconstructing context. Every item below arrives decided in substance and clean in form — bios in hand, motions drafted, the engine articulated, and the month's signal separated from its noise. The Chairman's task in the room is to *seat good people, certify good work, and keep faith with the people on the other side of every number.*

Two themes run through the agenda. The first is **governance as a control system** — directors, gates, and attestations arranged so that authority is always traceable to its source. The second is **capital efficiency as a moral act** — every dollar of recovered leakage is a premium some family did not overpay. We hold both at once. They are the same objective at different altitudes.

Order of Business

I · Welcome & Invited Perspective

Amit Midha

Dharma Foundry co-founder; remarks on Kincaid IQ.

II · Election of Two Directors

Vote

Eric Dreyfus & Ann Lewandowski; cap table to follow.

III · Chairman's Review

The month

Most meaningful developments since the last convening.

IV · Strategic Brief

The engine

Kincaid IQ — the AI Actuarial Intelligence Engine.

V · Momentum & Market Signals

Pipeline

Amplification, agency channel, referrals, capital.

VI · Humanitarian Close

Adjourn

Recovered capital is recovered care.

WELCOME OF A STRATEGIC PARTNER

Introducing Amit Midha



Amit Midha

CO-FOUNDER · DHARMA FOUNDRY, LLC · STRATEGIC PARTNER TO SIRIUSB IQ

Amit joins us not as a director but as a **co-founder of Dharma Foundry** — the venture Jeremiah and Ann Lewandowski built alongside him to carry this mission beyond any single company. Our working relationship is now formalized through executed mutual confidentiality and non-solicitation instruments, which means the Board can speak freely with him inside a protected perimeter.

The Chairman has invited Amit to offer the Board his unfiltered read on Kincaid IQ — what he believes is defensible, where he sees the steepest commercial slope, and what he would harden before we scale. His vantage is exactly the one a board needs: close enough to the work to be credible, far enough from the build to be honest.

The Chairman's questions for Amit (to be put to him in the room)

These prompts are circulated in advance so Amit's perspective is structured and the Board's time is well spent. His remarks are his own; the Chairman frames only the questions.

1 · The moat

Where does Kincaid IQ's defensibility actually live — in the deterministic engine, the evidence lineage, or the data position? Which would you protect first?

2 · The buyer

We sell to the CFO and the Board, not to HR. Is that the right room? What sharpens the wedge with a skeptical finance chief?

3 · The risk

If you were advising an acquirer doing diligence on us, what would you press hardest? What is the gap you would close before Series A?

4 · The Foundry

How should Dharma Foundry and SiriusB IQ divide labor so the mission compounds rather than competes for attention?

TWO SEATS, ONE STANDARD

The directors before us

Both have been serving under interim Chairman appointment (IBCL §23-1-33-3). This meeting moves them onto the standing Board by formal vote — confirming their authority, starting their record clean, and reconciling the cap table.

AL

Ann Lewandowski

DIRECTOR · DISTINGUISHED CHAIR, ERISA & PATIENT ADVOCACY

Ann is the CEO of the **Healthcare Rebel Alliance** and one of the most credible ERISA fiduciary advocates in the country. She co-founded **Dharma Foundry** with Jeremiah and Amit, and she is the architect of the FRAME methodology that anchors our Rebel IQ work. She brings the conscience of the patient and the precision of the fiduciary into the same seat — the rarest and most valuable combination this board can hold.

How we connected: the relationship grew out of shared work on prescription-benefit forensics — a single live engagement surfaced suspect fees and 340B carve-out exposure that neither dashboards nor brokers had ever named. The proof that the math could expose what marketing concealed is what made the alliance inevitable.

ED

Eric Dreyfus

DIRECTOR

Eric joins the standing Board as a Director after a period of interim service. His contribution is judged the way this Board judges every seat — by the quality of counsel he brings to the room and the doors his network opens for the mission. The Chairman recommends his confirmation and invites Eric to introduce himself and his interest in this company in his own words.

Chairman's note: Eric's personal introduction is best delivered live; the prepared welcome on the following page is offered as a courtesy, to be edited or set aside as he prefers.

Prepared welcome remarks — suggested, for delivery

Drafts the Chairman may circulate so each director can speak briefly and warmly. These are suggestions, not a script.

SUGGESTED REMARKS — ANN LEWANDOWSKI

"I came to this work as an advocate, not an engineer. What pulled me onto this board was the discovery that rigor and mercy are not in tension here — that the same evidence which protects a plan also protects the family paying into it. I am here to keep us honest about who we are ultimately serving."

SUGGESTED REMARKS — ERIC DREYFUS

"I joined because I believe the thesis is right and early: that transparency, done with discipline, becomes infrastructure. I intend to be useful in the places where a board is supposed to be useful — judgment, access, and candor — and I am glad to be in this room."

MOTION · ITEM II

RESOLVED, that Eric Dreyfus and Ann Lewandowski, each having served by interim appointment of the Chairman pursuant to IBCL §23-1-33-3, are hereby **elected and confirmed as Directors** of the Corporation; and that each be granted **1.0% of the fully-diluted equity** from the founder allocation, vested as of the date of grant in recognition of service; such issuance taken under IBCL §23-1-25-2.

MOVED

SECONDED

IN FAVOR

OPPOSED

ABSTAINING

Capitalization — before and after the vote

PRE-VOTE · 7 DIRECTORS

DIRECTOR	EQUITY
J. F. Shrack — Chairman & CEO	88.8%
M. Hamann — Public Sector	3.0%
C. Farley — Executive Chair	2.2%
N. Burns — GTM	2.0%
J. Thorpe — UHNW Advisory	2.0%
Dr. J. El-Sayed	1.0%
K. Riddle — Chief Insurance Officer	1.0%

POST-VOTE · 9 DIRECTORS

DIRECTOR	EQUITY
J. F. Shrack — Chairman & CEO	86.8%
M. Hamann — Public Sector	3.0%
C. Farley — Executive Chair	2.2%
N. Burns — GTM	2.0%
J. Thorpe — UHNW Advisory	2.0%
E. Dreyfus — Director ♦ new	1.0%
A. Lewandowski — ERISA & Patient Advocacy ♦ new	1.0%
Dr. J. El-Sayed	1.0%
K. Riddle — Chief Insurance Officer	1.0%

200,000 shares move from the founder allocation rather than a new issuance — no dilution event for any other director, and a clean securities posture for diligence.

SIGNAL, SEPARATED FROM NOISE

What actually moved

A disciplined month. The throughline: we converted intellectual property into governed product, and relationships into structure.

GOVERNANCE

Board Meeting №3 convened. Cap table, audit committee, and a CAA fiduciary-attestation posture formalized; the two directors before us today seated by interim appointment ahead of this vote.

VENTURE FORMATION

Dharma Foundry, LLC organized in Indiana. The mission vehicle co-founded with Ann and Amit moved from intent to entity, with confidentiality and non-solicitation instruments executed.

PRODUCT · REBEL IQ

The FRAME Intelligence Platform MVP was blueprinted — a 25-page execution document built on Ann's protected methodology, plus a one-page brief for broker and employer conversations.

PRODUCT · ACCESS IQ

Access IQ was defined as a single falsifiable test — a public-data wedge, ranked assumptions, instrumented experiments, and a pre-committed day-90 decision gate. Discipline over theater.

THOUGHT LEADERSHIP

A white paper articulated the AI Actuarial Intelligence Engine (June 3), and the NTT 2026 AI-leadership playbook was translated into our constitutional architecture (June 8) — "From Pilots to Receipts."

OUTPUT

The Verify™ portfolio compounded — on the order of ten forensic reports and three research papers inside roughly thirty days, each carrying its evidence with it.

№3

BOARD MEETING CONVENEED

9

DIRECTORS POST-VOTE

13+

INTELLIGENCE ARTIFACTS / 30 DAYS

KINCAID IQ, FOR THE BOARD

From volatile liability to predictable asset

The fiduciary imperative

The benefits market runs on information asymmetry, and that asymmetry is now a legal exposure. The transparency and fiduciary-accountability duties crystallizing under the Consolidated Appropriations Act make passive oversight untenable: fiduciaries must demonstrate *active prudence* and prove that every dollar paid to a service provider is reasonable and disclosed. Kincaid IQ turns that obligation from a burden into an advantage — it supplies the auditable evidence a fiduciary needs to act with certainty rather than hope.

A system, not a dashboard — the architecture as a control loop

Powered by the siriusB.ai deterministic core, the engine is engineered so that every output is traceable, explainable, and verifiable — the opposite of a black box. Read it as a closed control system: data enters, is normalized, is computed under governance, and exits only as sealed evidence.

Ingestion & Normalization

DOL 5500 filings, pharmacy and medical claims, drug-pricing benchmarks, and PBM contract structures resolved into one semantic model.

Actuarial Engineering Core

Monte Carlo at scale — tail-event modeling, CVaR, and P95 exposure quantified rather than estimated.

Risk & Optimization

Carrier-margin extraction surfaced, drug-price shocks modeled, stop-loss attachment points optimized.

Evidence-to-Decision

Raw data becomes board-ready intelligence, each step sealed by SHA-256 hash chains from ingestion to report.

Confidence is a first-class output. Every figure the engine emits is tiered, so the Board always knows what is proven versus inferred.

● CERTIFIED

● MODELED

● INSUFFICIENT EVIDENCE

ENGINEERING TRUST

The 7-Gate Governance Framework

A zero-trust protocol in which each gate is a control point. Authority is never assumed; it is checked, sealed, and passed forward — or the chain halts. This is what makes an output board-defensible rather than merely persuasive.

- 1 Purpose Alignment.** Every plan provision and vendor agreement is tied explicitly to fiduciary objectives and participant interest.
- 2 Ethical Foundation.** Unbiased data handling and analysis held to the highest standard at the point of computation.
- 3 Stakeholder Fiduciary.** Fiduciary responsibility defined and enforced across PBMs, brokers, and consultants alike.
- 4 Risk Stewardship.** Material financial and operational risks proactively identified, quantified, and mitigated.
- 5 Transparency Protocol.** Full disclosure of all direct and indirect compensation, pricing methodology, and data use.
- 6 Performance Integrity.** Continuous validation of vendor performance against contract and actuarial benchmark.
- 7 Continuous Evolution.** A feedback loop for ongoing optimization and adaptation to regulatory change — the system learns under governance.

Systems-thinking translation for the Board: gates 1-3 set *intent*, gates 4-6 enforce *integrity*, and gate 7 closes the *loop*. Deterministic computation runs autonomously where it is reproducible and governed; generative outputs are constrained, cited, and gated. The two layers never merge. **No anchor, no claim. No lineage, no publish.**

FROM INSIGHT TO RECOVERED CAPITAL

The Negotiation Playbook

Granular engine output, translated into contractual leverage. Figures below are illustrative of a large self-funded plan and carry the engine's confidence discipline — proven where evidence exists, modeled where it must be inferred.

● MODELED Dollar ranges are modeled for a representative large plan; per-engagement figures are computed from that plan's own claims.

Pass-Through Pharmacy Pricing

> \$1.5M / yr

Eliminate opaque MAC lists and spread pricing; the plan pays exactly what the pharmacy is paid.

Rebate Transparency & Capture

> \$800K / yr

100% pass-through of manufacturer rebates, admin fees, and concessions — closing systemic retention leakage.

Data Ownership & Access

Structural

Contractual affirmation of the plan's absolute data ownership; the precondition for independent actuarial review.

Audit Rights & Extrapolation

> \$500K recovery

36-month lookback with statistical extrapolation to recover systemic overcharges.

Fiduciary Loyalty Commitment

ERISA §3(21)

Explicit acknowledgment of the PBM's functional fiduciary status — legally compelling loyalty to participants.

The discipline turns a PBM contract from a source of hidden cost into an instrument of capital optimization. This is the heart of the thesis: **spread pricing only works in the dark**. The engine brings a ledger.

ON A LIGHTER NOTE — AND A SERIOUS ONE

The market is starting to pull

Distribution is compounding

Mark Cuban has been amplifying the Chairman's writing on a regular cadence — sharing a post roughly every seven to ten days, and engaging when he does not. That single signal has **tripled subscribers** to the daily *PBM Crime Boss* publication, now at roughly **2,000 across the daily list**. Earned distribution from a credible voice is the cheapest customer acquisition there is.

An agency channel is opening

A principal who controls agencies employing **more than 1,100 producers** intends to roll out Kincaid IQ through an agency he recently acquired in Tennessee. This is the distribution shape the thesis was built for — Kincaid IQ as the intelligence layer beneath a producer network, not a competitor to it.

Board referrals & the Rx Defense lead mandate

Each director carries a standing ask: bring two to three named organizations with self-funded prescription benefits. The working proof point remains the public-sector engagement surfacing **\$1.7M** in exposure — concrete enough to open any CFO's door. The Brown & Brown relationship runs through our own Chief Insurance Officer, whose carrier-side lens continues to sharpen every vendor conversation we carry forward.

~2,000

DAILY SUBSCRIBERS

1,100+

PRODUCERS IN TARGET CHANNEL

\$1.7M

LIVE PROOF-POINT EXPOSURE

Capital formation. The Goldman Sachs 10,000 Small Businesses application is in progress — non-dilutive credibility and network, consistent with the bootstrap-to-infrastructure path the Board has endorsed.

THE HUMAN LEDGER

Recovered capital is recovered care.

We are building infrastructure for the most misallocated capital system in the economy. But the Board should remember what sits on the other side of the ledger: every dollar of leakage we expose is a premium a family did not overpay, a benefit a plan could afford to keep, a worker whose coverage held because the math was honest.

The directors we seat today, the engine we certify, and the discipline we hold ourselves to are not in service of a valuation. They are in service of a promise — that rigor and mercy are the same act when the evidence is real. That is why the architecture is built the way it is. Not to win an argument. To keep faith with the people who cannot see the receipts.

I believe in myself.

Jeremiah Franklin Shrack

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