
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C., 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTELLINETICS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

87-0613716
(I.R.S. Employer
Identification No.)

2190 Dividend Dr.
Columbus, Ohio
(Address of principal executive offices)

43228
(Zip Code)

Intellinetics, Inc. 2024 Equity Incentive Plan
Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan
(Full title of the plan)

Alison G. Forsythe
Chief Executive Officer
Intellinetics, Inc.
2190 Dividend Dr.
Columbus, Ohio 43228
(614) 388-8908

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

Emerging growth company ☐

If an emerging growth company, indicate by checkmark if the registrant has not elected to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

Intellinetics, Inc., a Nevada corporation (the “Registrant”), is filing this Registration Statement on Form S-8 to register the following securities:

- Up to an additional 674,035 shares of common stock, par value \$0.001 per share (“Common Stock”) of the Registrant issuable pursuant to future awards that may be granted under the Intellinetics, Inc. 2024 Equity Incentive Plan, as amended (the “2024 Plan”); and
- Up to an additional 152,863 shares of Common Stock of the Registrant issuable pursuant to future awards that may be granted under the Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan, as amended (the “2023 Director Plan”).

The stockholders of the Registrant approved the addition of these shares to the respective plans at the Registrant’s Annual Meeting of Stockholders held on June 25, 2026. On March 21, 2025, the Registrant filed a Registration Statement on Form S-8 (File No. 333-286002) registering the issuance of 243,122 shares of Common Stock pursuant to the 2024 Plan and 110,136 shares of Common Stock pursuant to the 2023 Director Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant incorporates by reference in this Registration Statement the following documents filed by the Registrant with the Securities and Exchange Commission (the “SEC”) (other than information that is furnished to but not filed with the SEC in those documents), pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”):

- (1) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed with the SEC on March 30, 2026;
- (2) the Registrant’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended March 31, 2026, filed with the SEC on May 14, 2026;
- (5) the Registrant’s Current Reports on Form 8-K filed with the SEC on [May 14, 2026](#); [March 30, 2026](#); and [February 17, 2026](#);
- (6) the information included in the Registrant’s definitive proxy statement on [Schedule 14A](#) for the 2026 Annual Meeting of Stockholders, as filed with the Commission on April 30, 2026, to the extent incorporated by reference into Part III of the Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025; and
- (7) the description of the Registrant’s Common Stock contained in Registrant’s registration statement on Form [10-SB](#) filed with the SEC on October 2, 2000, as the description therein has been updated and superseded by the description of the registrant’s capital stock contained in Exhibit 4.2 to the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, as filed with the SEC on March 30, 2026, and including any amendments or reports filed with the SEC for the purpose of updating such descriptions.

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold (other than information that is furnished to but not filed with the SEC in those documents) shall be deemed to be incorporated by reference in this Registration Statement from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Any Current Report on Form 8-K that is furnished to the SEC but not filed with the SEC is not deemed incorporated by reference into this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is a Nevada corporation. The Nevada General Corporation Law, the Registrant's Articles of Incorporation, and the Registrant's bylaws provide for the indemnification of directors and officers of the Registrant and certain other persons in the circumstances outlined below.

Actions other than by the Registrant

The Registrant may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the Registrant, by reason of the fact that such person is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation or other entity, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with the action, suit or proceeding if (i) such person is not liable for a breach of fiduciary duty involving intentional misconduct, fraud or a knowing violation of the law, or (ii) such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person (i) was liable for a breach of fiduciary duty involving intentional misconduct, fraud or a knowing violation of the law, or (ii) did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Registrant, and that, with respect to any criminal action or proceeding, such person had reasonable cause to believe that his or her conduct was unlawful.

Actions by the Registrant

The Registrant may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Registrant to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation or other entity, against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if (i) such person is not liable for a breach of fiduciary duty involving intentional misconduct, fraud or a knowing violation of the law, or (ii) such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Registrant. Indemnification may not be made for any claim, issue or matter as to which such person has been adjudged by a court of competent jurisdiction to be liable to the Registrant or for amounts paid in settlement to the Registrant, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Successful Defense

To the extent that a director, officer, employee or agent of the Registrant has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she must be indemnified by the Registrant against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense.

Required Approval

Any discretionary indemnification, unless ordered by a court, must be made by the Registrant only as authorized in the specific case upon a determination that indemnification of a director, officer, employee or agent is proper in the circumstances. The determination must be made by (i) the stockholders, (ii) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, (iii) if a majority of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion, or (iv) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

Advance of Expenses

The articles of incorporation, the bylaws, or an agreement made by the Registrant may provide that the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Registrant as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the officer or director to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Registrant.

Other Rights

The indemnification provisions above and the advancement of expenses (i) do not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled for either an action in his or her official capacity or an action in another capacity while holding office, except that indemnification, unless ordered by a court or for the advancement of expenses, may not be made to or on behalf of any director or officer if a final adjudication establishes that his or her acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and were material to the cause of the action, and (ii) continue for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such person.

The Registrant has obtained liability insurance for its directors and officers covering, subject to exceptions, any actual or alleged negligent act, error, omission, misstatement, misleading statement, neglect or breach of duty by such directors or officers, individually or collectively, in the discharge of their duties in their capacities as directors and officers of the Registrant.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description	Incorporation by Reference		
		Form	Exhibit	Filing Date
4.1	Articles of Incorporation of Intellinetics, Inc.	10-SB	3.1	02-2000
4.2	Certificate of Correction, effective May 22, 2007	8-K	3.1	06-15-2007
4.3	Certificate of Amendment to Articles of Incorporation of Intellinetics, Inc.	8-K	99.1	09-03-2014
4.4	Certificate of Amendment to Articles of Incorporation of Intellinetics, Inc., dated March 2, 2020	8-K	3.1	03-04-2020
4.5	Certificate of Amendment to Articles of Incorporation of Intellinetics, Inc., dated March 3, 2020	8-K	3.2	03-04-2020
4.6	Bylaws of Intellinetics, Inc.	10-SB	3.3	10-02-2000
4.7	Amendment No. 1 to the Bylaws of Intellinetics, Inc.	8-K	3.4	03-01-2012
4.8	Amendment No. 2 to the Bylaws of Intellinetics, Inc.	8-K	3.3	03-04-2020
4.9	Form of Stock Certificate	10-K	4.1	03-30-2020
5.1	Opinion of McDonald Carano LLP +			
23.1	Consent of GBQ Partners LLC +			
23.3	Consent of McDonald Carano LLP (incorporated from Exhibit 5.1)			
24.1	Powers of Attorney (included on the Signature Page of this Registration Statement).			
99.1	Intellinetics, Inc. 2024 Equity Incentive Plan	S-8	99.1	03-21-2025
99.2	Amendment to Intellinetics, Inc. 2024 Equity Incentive Plan +			
99.3	Restricted Stock Award Agreement pursuant to the 2024 Intellinetics, Inc. Equity Incentive Plan	10-K	10.19	03-30-2026
99.4	Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan	10-Q	10.1	05-15-2023
99.5	Amendment to Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan +			
99.6	Form of Non-Qualified Stock Option Agreement under Company's 2023 Director Compensation Plan	S-8	10.20	03-21-2025
107	Filing Fee Table +			

+ Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) (17 CFR § 230.424(b)) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on July 23, 2026.

INTELLINETICS, INC.

By: /s/ Alison G. Forsythe

Alison G. Forsythe

President, Chief Executive Officer, and Director

POWER OF ATTORNEY

We, the undersigned officers and directors of Intellinetics, Inc., do hereby constitute and appoint Alison G. Forsythe and Joseph D. Spain, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite are necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated below:

Signature	Title	Date
<u>/s/ Alison G. Forsythe</u> Alison G. Forsythe	President, Chief Executive Officer and Director (Principal Executive Officer)	July 23, 2026
<u>/s/ Joseph D. Spain</u> Joseph D. Spain	Treasurer and Chief Financial Officer (Principal Financial Officer; Principal Accounting Officer)	July 23, 2026
<u>/s/ Michael N. Taglich</u> Michael N. Taglich	Chairman of the Board and Director	July 23, 2026
<u>/s/ John Guttilla</u> John Guttilla	Director	July 23, 2026
<u>/s/ Stanley Jaworski Jr.</u> Stanley Jaworski Jr.	Director	July 23, 2026
<u>/s/ Paul Seid</u> Paul Seid	Director	July 23, 2026
<u>/s/ Russell Bernier</u> Russell Bernier	Director	July 23, 2026



July 23, 2026

Intellinetics, Inc.
2190 Dividend Dr.
Columbus, Ohio 43228

Re: Registration Statement/Form S-8
Intellinetics, Inc. 2024 Equity Incentive Plan, as amended
Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan, as amended
826,898 shares of Common Stock

Ladies and Gentlemen:

We have acted as special Nevada counsel to Intellinetics, Inc., a Nevada corporation (the "Company") in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company on the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"). The Registration statement relates to the registration of (i) 674,035 shares of common stock, par value \$.001 per share, of the Company (the "2024 Reserved Shares"), that may be offered and sold under, and issuable pursuant to, the Intellinetics, Inc. 2024 Equity Incentive Plan, as amended (the "2024 Plan") and (ii) 152,863 shares of common stock, par value \$.001 per share, of the Company (the "2023 Reserved Shares"), that may be offered and sold under, and issuable pursuant to, the Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan (the "2023 Plan," and collectively with the 2024 Plan, each a "Plan" and together, the "Plans"). The 2024 Reserved Shares and the 2023 Reserved Shares are collectively referred to herein as the "Shares."

As special Nevada counsel to the Company in connection with the proposed potential issuance of the Shares, we have examined the actions taken by the Company in connection with the adoption of the Plans and the authorization of the issuance of the Shares, and such other documents as we have deemed necessary to render this opinion. In addition, we have examined an executed copy of that certain certificate of officer of the Company dated as of the date hereof, and the Company's articles of incorporation and bylaws, as amended and effective as of the date hereof. We have also examined such records, documents, certificates of public officials and of the Company, made such inquiries of officials or representatives of the Company, as applicable, and considered such questions of law as we have deemed necessary for the purpose of rendering the opinion set forth herein. We have relied upon the certificates of all public officials and Company officers with respect to the accuracy of all matters contained therein, without independent verification of the facts set forth therein.

In connection with our opinion, we have also assumed the genuineness of all signatures, the legal capacity of natural personas, the authenticity and completeness of all items submitted to us as originals and the conformity with originals of all items submitted to us as copies. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Shares (i) the certificates representing the Shares will conform to the specimen thereof examined by us and will be properly executed and delivered, (ii) upon issuance of the Shares pursuant to the applicable Plan, the Company will have a sufficient number of authorized but unissued shares of common stock not restricted for other purposes to permit the issuance of the Shares, (iii) no changes occur in the applicable law or pertinent facts, and (iv) the Shares will be issued for consideration in an amount not less than the aggregate par value of such Shares. We have further assumed that the Registration Statement has been declared effective pursuant to the Securities Act, and that the Plans complied, and will comply, as applicable, with all applicable laws at the time the Shares were issued, or are issued, as applicable, pursuant to the Plans.

Based upon and subject to the foregoing and the further qualifications and limitations set forth below, we are of the opinion that the Shares have been duly authorized, and when issued and sold by the Company against receipt of payment in full therefor and otherwise in accordance with the terms and conditions of the applicable Plan, will be validly issued, fully paid and nonassessable.

We are qualified to practice law in the State of Nevada. The opinion set forth herein is expressly limited to and based exclusively on the general corporate laws of the State of Nevada, and we do not purport to be experts on, or to express any opinion with respect to the applicability or effect of, the laws of any other jurisdiction. We express no opinion herein concerning, and we assume no responsibility as to the laws or judicial decisions related to, or any orders, consents or other authorizations or approvals as may be required by, any federal laws, rules or regulations, including, without limitation, any federal securities or bankruptcy laws, rules or regulations, any state securities or “blue sky” laws, rules or regulations or any state laws regarding fraudulent transfers. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

This opinion is issued in the State of Nevada. By issuing this opinion, McDonald Carano LLP (i) shall not be deemed to be transacting business in any other state or jurisdiction other than the State of Nevada and (ii) does not consent to the jurisdiction of any state other than the State of Nevada. Any claim or cause of action arising out of the opinions expressed herein must be brought in the State of Nevada. Your acceptance of this opinion shall constitute your agreement to the foregoing.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder. This opinion is furnished to you in connection with the above-described Form S-8 and the Registration Statement and is not to be used, circulated, quoted from or otherwise relied on for any other purpose.

Sincerely,

/s/ McDonald Carano LLP

McDONALD CARANO LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 30, 2026, relating to the consolidated financial statements of Intellinetics, Inc., appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ GBQ Partners, LLC

GBQ Partners, LLC

Columbus, Ohio
July 23, 2026

AMENDMENT
TO
INTELLINETICS, INC. 2024 EQUITY INCENTIVE PLAN

This Amendment to Intellinetics, Inc. 2024 Equity Incentive Plan (this “Amendment”) is made by Intellinetics, Inc., a Nevada corporation (the “Company”), as of April 30, 2026. Capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to them in the Plan (as defined below).

WHEREAS, the Board of Directors (the “Board”) and the shareholders of the Company previously adopted and approved the Intellinetics, Inc. 2024 Equity Incentive Plan (the “Plan”);

WHEREAS, pursuant to Section 4.1 of the Plan, a total of 243,122 shares of the Company’s common stock, par value \$0.001 per share, have been reserved for issuance under the Plan, subject to further adjustments as set forth in Section 11 of the Plan;

WHEREAS, the Company desires to increase the total number of shares of common stock issuable under the Plan from 243,122 shares to 917,157 shares, including shares previously issued thereunder;

WHEREAS, the Company desires to increase the total number of shares of common stock for which Incentive Stock Options may be granted from 243,122 shares to 917,157 shares;

WHEREAS, Section 16 of the Plan permits the Board to amend the Plan from time to time, subject only to certain limitations specified therein;

NOW, THEREFORE, the Board has amended the Plan as follows, subject to approval by the stockholders of the Company:

1. Section 4.1 of the Plan is hereby amended and restated in its entirety to read as follows:

4.1 Subject to adjustment in accordance with Section 14, no more than 917,157 shares of Common Stock plus the number of shares of Common Stock underlying any award granted under the Intellinetics, Inc. 2015 Equity Incentive Plan that expires, terminates or is canceled or forfeited under the terms of the Intellinetics, Inc. 2015 Equity Incentive Plan shall be available for the grant of Awards under the Plan (the “**Total Share Reserve**”). Any shares of Common Stock granted in connection with Awards shall be counted against this limit as one (1) share for every one (1) Option or Stock Appreciation Right awarded. During the terms of the Awards, the Company shall keep available at all times the number of shares of Common Stock required to satisfy such Awards.

2. Section 4.3 of the Plan is hereby amended and restated in its entirety to read as follows:

4.3 Subject to adjustment in accordance with Section 14, no more than 917,157 shares of Common Stock may be issued in the aggregate pursuant to the exercise of Incentive Stock Options (the “**ISO Limit**”).

3. Except as modified by this Amendment, all the terms and provisions of the Plan shall continue in full force and effect.

[Signatures appear on the following page]

IN WITNESS WHEREOF, the Company has executed this Amendment to the Intellinetics, Inc. 2024 Equity Incentive Plan as of April 30, 2026.

INTELLINETICS, INC.

By: /s/ Joseph D. Spain
Name: Joseph D. Spain
Title: Chief Financial Officer

AMENDMENT

TO

INTELLINETICS, INC. 2023 NON-EMPLOYEE DIRECTOR COMPENSATION PLAN

This Amendment to the Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan (this “Amendment”) is made by Intellinetics, Inc., a Nevada corporation (the “Company”), as of April 30, 2026. Capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to them in the Plan (as defined below).

WHEREAS, the Board of Directors (the “Board”) and the shareholders of the Company previously adopted and approved the Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan (the “Plan”);

WHEREAS, pursuant to Section 6.1 of the Plan, a total of 150,000 shares of the Company’s common stock, par value \$0.001 per share, have been reserved for issuance under the Plan, subject to further adjustments as set forth in Section 6.9 of the Plan;

WHEREAS, the Company desires to increase the total number of shares of common stock issuable under the Plan from 150,000 shares to 302,863 shares, including shares previously issued thereunder;

WHEREAS, Section 8.8 of the Plan permits the Board to amend the Plan from time to time, subject only to certain limitations specified therein;

NOW, THEREFORE, the Board has amended the Plan as follows, subject to approval by the stockholders of the Company:

1. The first sentence of Section 6.1 of the Plan is hereby amended and restated in its entirety to read as follows:

6.1 Subject to adjustment in accordance with Section 6.9, a total of 302,863 shares of Common Stock shall be available for the grant of Awards under the Plan.

2. Except as modified by this Amendment, all the terms and provisions of the Plan shall continue in full force and effect.

[Signatures appear on the following page]

IN WITNESS WHEREOF, the Company has executed this Amendment to the Intellinetics, Inc. 2023 Non-Employee Director Compensation Plan as of April 30, 2026.

INTELLINETICS, INC.

By: /s/ Joseph D. Spain
Name: Joseph D. Spain
Title: Chief Financial Officer

INTELLINETICS, INC.

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, \$0.001 par value per share	Other	674,035	\$ 5.53	\$ 3,727,413.55	0.0001381	\$ 514.76
2	Equity	Common Stock, \$0.001 par value per share	Other	152,863	\$ 5.53	\$ 845,332.39	0.0001381	\$ 116.74
Total Offering Amounts:						\$ 4,572,745.94		\$ 631.50
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 631.50

Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act based upon the average of the high and low prices of the Common Stock as reported on the NYSE American stock exchange on July 20, 2026.

Represents shares of Common Stock reserved for issuance pursuant to future awards granted under the Intellinetics, Inc. 2023 Director Compensation Plan (the "Director Plan").

[illegible]

[illegible]