

INPERIUM, INC.

DETERMINATION OF EXECUTIVE COMPENSATION SUMMARY

A. It is the policy of Inperium, Inc., to comply with the requirements of Section 4958 of the Internal Revenue Code, and its regulations, in determining the compensation of any persons who are considered “disqualified persons” under the regulations.

“Disqualified persons” are persons who, at any time during the five (5) years preceding the date that the compensation is being determined or the property is being transferred, were in a position to exercise substantial influence over the affairs of the Corporation...such as:

- Members of the governing board
- Executive officers of the Corporation
- The treasurer or chief financial officer
- Their family members

B. Inperium supports an executive compensation philosophy that rewards its executive team by providing a market competitive base salary and an incentive structure that rewards alignment of the organization’s mission and vision, achieves Financial and Operational goals, and recognizes exemplary individual achievement. Inperium targets total compensation levels above the 60th percentile of its determined market information in order to attract and retain a competent leadership staff capable of supporting desired initiatives.

C. The compensation of disqualified persons and other executives will be developed by the Compensation Committee and approved by the Board of Directors following the Safe Harbor regulations and utilizing IRS Form 990 and other data of comparable service providers to establish that the executive’s compensation:

- (1) Is determined in accordance with IRS Intermediate Sanction requirements;
- (2) Is determined in accordance with Inperium’s Executive Compensation Philosophy and Procedures;
- (3) Is determined by independent and disinterested directors;
- (4) Is documented and established as reasonable for the position.