



Corporate Governance Guidelines

A. Introduction

These Corporate Governance guidelines established by the Board of Directors of BOOMj, Inc. provide a structure within which our directors and management can effectively pursue BOOMj's objectives for the benefit of its stockholders. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, BOOMj's charter documents and other governing legal documents.

B. Board Structure and Composition

1. Board Membership Criteria. The Nominating and Corporate Governance Committee will evaluate and recommend candidates for membership on the Board consistent with criteria established by the Board, including director nominees to be proposed by the Board to BOOMj's stockholders for election or any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board.
2. Director Tenure. Directors are reelected each year and the Board does not believe it should establish term limits because directors who have developed increasing insight into BOOMj and its operations over time provide an increasing contribution to the Board as a whole. To ensure the Board continues to generate new ideas and to operate effectively, the Nominating and Corporate Governance Committee shall monitor performance and take steps as necessary regarding continuing director tenure.
3. Director Independence. The Board believes that a majority of directors on the Board should be independent as defined by the Sarbanes-Oxley Act of 2002, the rules and regulations of the Securities and Exchange Commission, and the NASDAQ Stock Market. The Board also believes that it is often in the best interest of BOOMj and its stockholders to have non-independent directors, including current and (in some cases) former members of management, serve as directors.

4. Size of the Board. The authorized number of directors will be determined from time to time by resolution of the Board, provided the Board consists of at least two members. The Board currently has two members.

C. Duties of the Board of Directors

1. To Oversee Management and Evaluate Strategy. The fundamental responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of BOOMj and its stockholders. It is the duty of the Board to oversee the chief executive officer and the President who together run the Company on a daily basis. The Board also monitors management's performance to ensure that BOOMj operates in an effective, efficient and ethical manner in order to produce value for BOOMj's stockholders. The Board also evaluates BOOMj's overall strategy and monitors BOOMj's performance against its operating plan and against the performance of its peers.

Directors are expected to invest the time and effort necessary to understand BOOMj's business and financial strategies and challenges. The basic duties of the directors include attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of board meetings for advice and consultation.

2. To Evaluate Management Performance and Compensation. At least annually, the Compensation Committee will evaluate the performance of the chief executive officer and the other officers. On an annual basis it will determine the compensation of the chief executive officer and the other officers. It will also evaluate the compensation plans, policies and programs for officers and employees to ensure they are appropriate, competitive and properly reflect BOOMj's objectives and performance.

3. To Review Management Succession Planning. The Compensation Committee will review and recommend to the Board plans for the development, retention and replacement of executive officers of BOOMj.

4. To Monitor and Manage Potential Conflicts of Interest. All members of the Board must inform the Audit Committee of the Board of all types of transactions between them (directly or indirectly) and BOOMj as soon as reasonably practicable even if these transactions are in the ordinary course of business. The Audit Committee of the Board will review and approve all related party transactions for which audit committee approval is required by applicable law or the rules of the NASDAQ Stock Market. The Board will also ensure that there is no abuse of corporate assets or unlawful related party transactions.

5. To Monitor the Effectiveness of Board Governance Practices. The Audit Committee of the Board will periodically review and evaluate the effectiveness of the governance practices under which the Board operates and make changes to

these practices as needed.

6. To Ensure the Integrity of Financial Information. The Audit Committee of the Board evaluates the integrity of BOOMj's accounting and financial reporting systems, including the audit of BOOMj's annual financial statements by the independent auditors, and that appropriate systems of control are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes the actions that are necessary to ensure the integrity of BOOMj's accounting and financial reporting systems and that appropriate controls are in place.

7. To Select the Chair and Chief Executive Officer. The Board will select the chairman of the Board and the chief executive officer in compliance with BOOMj's Certificate of Incorporation.

D. Board Procedures

Directors are expected to prepare for, attend, and contribute meaningfully in all Board and applicable committee meetings in order to discharge their obligations.

1. Frequency of Board Meetings. Regular meetings of the Board shall be held at such times and places as determined by the Board. There will be at least four regularly scheduled meetings of the Board each year but the Board will meet more often if necessary.

2. Attendance at Board Meetings. To facilitate participation at the Board meetings, directors may attend in person, via telephone conference or via video-conference. Materials are distributed in advance of meetings.

3. Other Commitments. Each member of the Board is expected to ensure that other existing and future commitments, including employment responsibilities and service on the boards of other entities, do not materially interfere with the member's service as director.

4. Board Membership Limits of the Chief Executive Officer. The chief executive officer cannot have more than three (3) public company board memberships, including membership on the BOOMj Board.

5. Executive Sessions of Non-Management Directors. NASDAQ rules require independent Board members to regularly meet in executive session without non-independent directors. The Board's policy is to hold executive sessions without the presence of management, including the chief executive officer and other non-independent directors in connection with each regularly scheduled Board meeting, and at other times as necessary. Committees of the Board may also meet in executive session as deemed appropriate.

6. Board Access to Management. Members of the Board will have access to BOOMj's management and employees as needed to fulfill their duties. Furthermore, the Board encourages management to, from time to time, bring managers into meetings of the Board who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that senior management believes should be given exposure to the Board.

7. Code of Ethics. BOOMj has adopted a Code of Conduct to provide guidelines for the ethical conduct by directors, officers and employees.

8. Engaging Experts. The Board and each committee of the Board will have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and will have the power to hire independent legal, financial and other advisers as they may deem necessary or appropriate, without consulting with, or obtaining approval from, management of BOOMj in advance.

E. Board Committees

1. Number and Composition of Committees. The Board currently has the following standing committees: an Audit Committee, Compensation Committee, and an Executive Committee. From time to time the Board may form a new committee or disband a current committee depending on the circumstances. Each committee complies with the independence and other requirements established by applicable law and regulations, including SEC and NASDAQ rules.

2. Committee Appointments. Members of all standing committees are appointed by the Board. The Board determines the exact number of members and can at any time remove or replace a Committee member.

3. Committee Proceedings. The Chair of each committee of the Board will, in consultation with appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda.

F. Board Performance

The Board develops and maintains a process whereby the Board, its committees and its members are subject to evaluation and self-assessment.

G. Board Compensation

The Compensation Committee of the Board has the responsibility to review and recommend to the Board compensation programs for non-employee directors.

I. Auditor Rotation

The Audit Committee of the Board will ensure that the lead audit partner and the audit review partner be rotated every 5 years as is required by the rules of the SEC.

J. Communications with Stockholders

1. Stockholder Communications to the Board. Stockholders may contact the Board about bona fide issues or questions about BOOMj by sending an email to: Board@boomj.com.

2. Annual Meeting of Stockholders. Each director is encouraged to attend the Annual Meeting of Stockholders.

To notify BOOMj's Audit Committee of any concerns regarding BOOMj's accounting practices, internal controls, financial statements, or auditing matters you may mail or email your concern to the following:

Audit Committee
BOOMj, Inc.
9029 South Pecos Road
2800
Henderson, NV 89074

Audit@boomj.com

You may report your concerns anonymously; however the Audit Committee encourages you to provide your name and contact information so that we may contact you directly if necessary during an investigation and respond to your concern.