

INDEMNIFICATION RESOLUTION

WHEREAS, to better enable Sapphire Edge, Inc., hereinafter called the Company, to secure and retain the services of competent Directors and Officers and in view of the responsibilities assumed by such Directors, Officers and Employees, it is deemed desirable, fair and proper that the Company should agree to indemnify, save harmless and reimburse such Directors, Officers and Employees by reason of such services and as herein provided, and it is the intention by the following Resolution that the indemnification will include amounts paid in settlement, notwithstanding that the defendant Director or Officer might have been liable for actions performed in the course of his or her duty had the suit been permitted to proceed to judgment.

NOW, THEREFORE, BE IT RESOLVED, that the Company does hereby agree to the fullest extent authorized by law to indemnify, save harmless and reimburse each Employee, Officer and Director of this Company from and against any liability, loss or expense which may be imposed upon him or her or reasonably incurred by him or her in connection with any action, suit or proceeding in which he or she may be involved or with which he or she may be threatened by reason of his or her being or having been a Director or Officer or Employee of this Company, at the time such liabilities or expenses are imposed upon or incurred by him or her, including without being limited to, attorneys' fees, court costs, judgments and reasonable compromise settlements by the provision of liability insurance or otherwise; provided, however, that such indemnification and reimbursement shall not cover liability or expenses imposed or incurred in connection with any matter as to which such Director or Officer or Employee was and has been finally adjudged in such action, suit, or proceeding to be liable by reason of his or her having been guilty of willful misconduct or fraud in the performance of his or her duty as such Director or Officer or Employee.

These indemnity provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, or shall for any reason be inapplicable or ineffective, such invalidity, inapplicability or ineffectiveness shall not affect any other portion which can be given effect without the invalid, inapplicable or ineffective portion. The rights of indemnification and reimbursement hereby provided shall not be exclusive of other rights to which any Director or Officer or Employee may be entitled as a matter of law. As used in this paragraph, the terms "Director" "Officer" and "Employee" shall include their respective heirs, executors and administrators, and personal representatives.