



XOÇAI™
HEALTHY CHOCOLATE

Company Compensation Plan

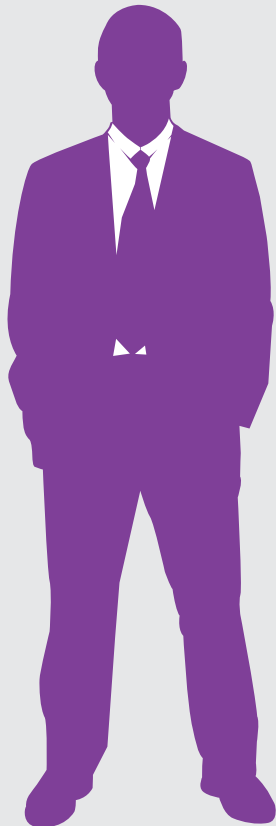


Compensation Plan

At MXI Corp, we view our Authorized Distributors as our invaluable business partners, and as such, we reward them with the most generous compensation plan in the Direct Selling Industry.

The first step is simple: achieve the rank of Royal and then help others to become Royals in your organization. This simple, yet powerful duplication process, is the foundation for building your Healthy Chocolate Business.

As you review the following eight ways to earn income through the MXI Compensation Plan, keep in mind that by enrolling in the Auto-Ship Program, recommended but not required, you will maximize your commissions and take full advantage of the up to 50% payout of commissionable volume.



Distributor Fee – \$39

Many view this enrollment fee as a “Club Membership.” This fee entitles you to purchase the product at Wholesale, receive a Associate Training Kit, and have access to the MXI Associate Back- Office for one year.



Wholesale Price



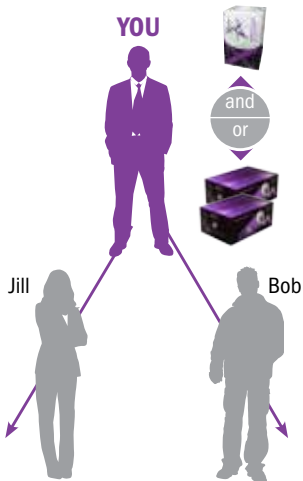
Associate Training Kit



Back-Office

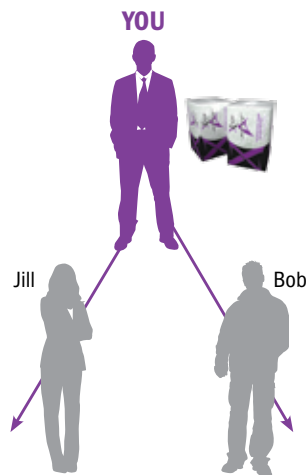
Start Your Business

Affiliate



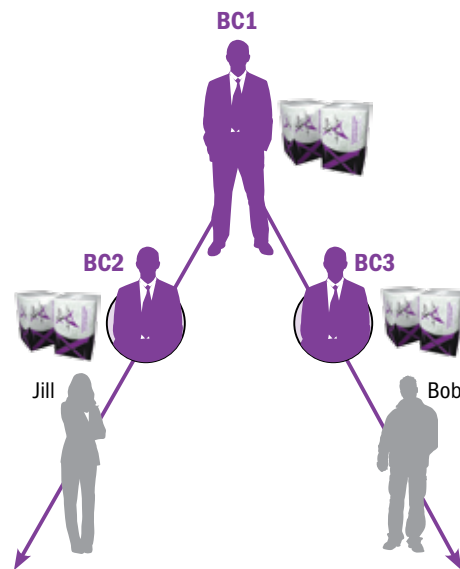
With a 100 BV Activation Order and \$25 Enrollment Fee (Optional \$14 Kit), you become an Affiliate which allows you to buy product at wholesale and be placed in the Binary Tree.

Associate



By activating One Business Center (200 BV), you have the opportunity to place two new Associates below you and you can earn one Expansion Center.

Business Builder



By activating Three Business Centers (600 BV), you have the opportunity to place two new Associates below you, place retail volume in your BC 2 or 3, receive a 20% shipping discount on activation order, and you can earn up to three Expansion Centers.

Activity Requirements or “My Business Overhead”



100 PV



200 PV

Your Activity Requirements, or “Business Overhead,” for Bonuses is 100 PV every eight weeks for Affiliates, 100 PV every four weeks for Associates, Royals, Royal 500’s, and Royal 1K’s and 200 PV every four weeks for all Executive and Lifestyle Ranks.

8 Ways to Earn Income

Retail Bonus

You purchase product at the Wholesale Price (\$110/case).

You have the opportunity to mark up the product to the Suggested Retail Price (\$150/case).

\$110

\$150

\$40
Profit!



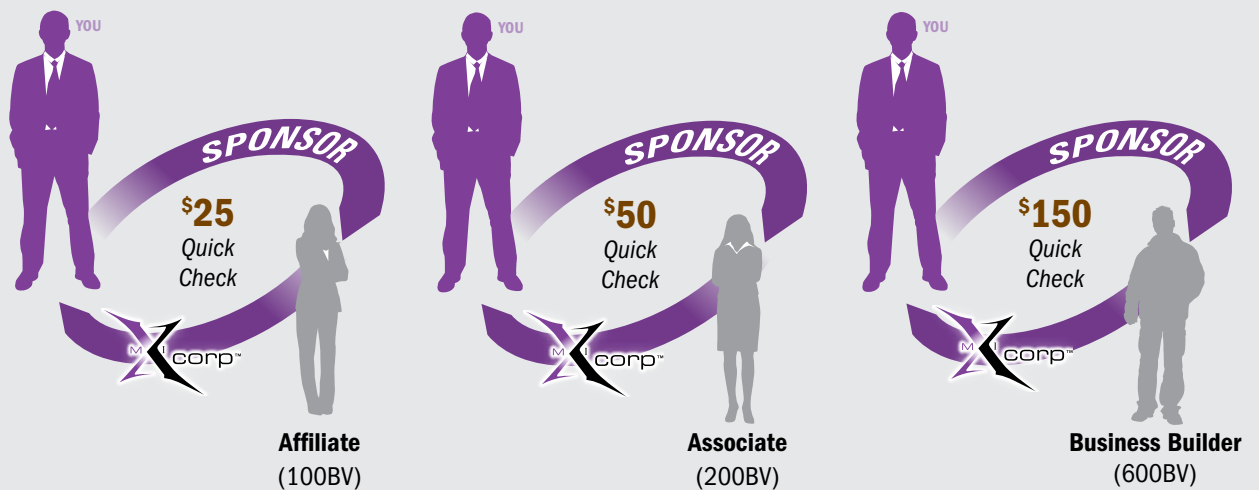
Quick Check Bonus

(The Quick Check Bonus is paid weekly.)

Personally Sponsor an Affiliate (100BV) who enrolls in the Auto-Ship Program (50PV). You must also be "active" to qualify.

Personally Sponsor an Associate (200BV) who enrolls in the Auto-Ship Program (100PV). You must also be "active" to qualify.

Personally Sponsor a Business Builder (600BV) who enrolls in the Auto-Ship Program (100PV). You must also be "active" to qualify.



X Bonus

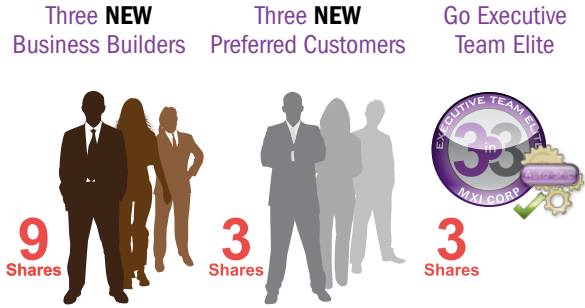
Every 3rd member of your team that you personally sponsor you receive a \$75 X Bonus. The X Bonus may be earned throughout the lifetime of an MXI Affiliate or higher. The qualification period for the X Bonus is 21 days. Bonus is paid weekly.



Sponsor must be "active" & Enrollee must enroll in Auto-Ship Program (Affiliate 50PV, Associate/Business Builder 100PV, and Executive 200PV)

Team Elite Development Pool

Personally enroll 3 new Business Builders (Earn) and 3 new Preferred Customers within 21 days to qualify as Executive Team Elite and earn 15 shares in the Team Elite Development Pool plus a free Auto-Ship. Bonus is paid weekly and dependent on X Bonus qualification.



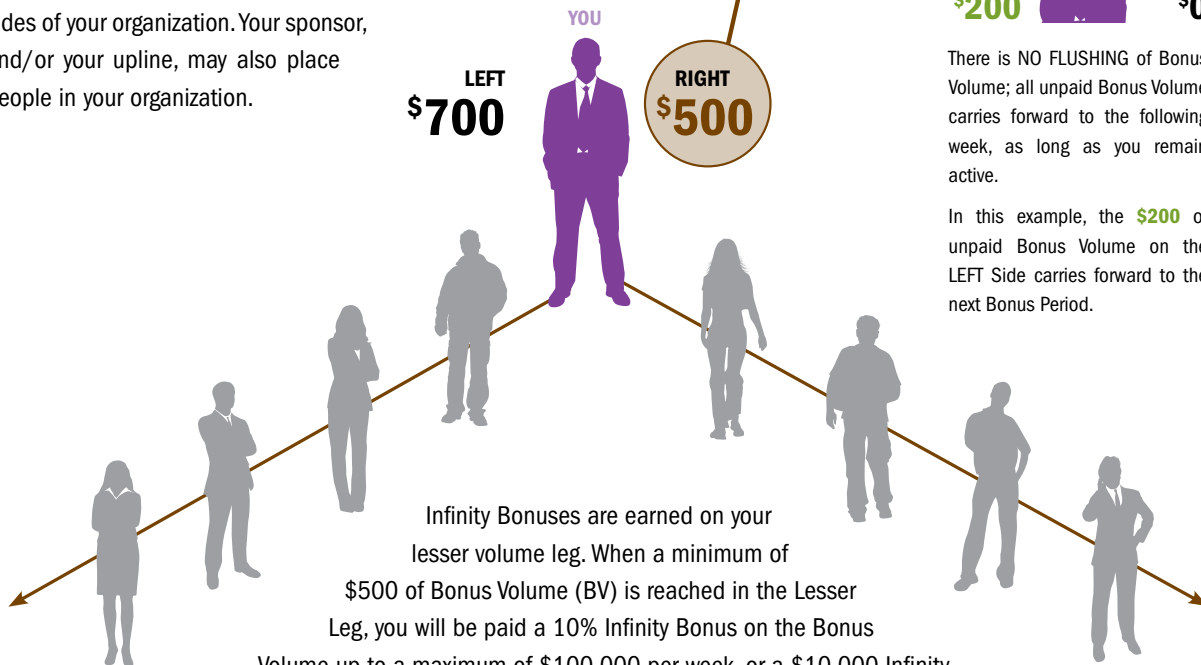
Business Builder = Three Shares, and no shares on Upgrades.

Preferred Customer Points must be 100+ within the 21-day period (minimum of 300BV in product orders).

Executive Team Elite must have a 200PV Auto-Ship. 3 Shares may only be earned once.

Infinity Bonus

The Infinity Bonus is based on a Binary Compensation model. Binary means "two," and as such you will be placed in one of two sides in your sponsor's organization. This bonus is earned by effectively building two sides of your organization. Your sponsor, and/or your upline, may also place people in your organization.



Infinity Bonuses are earned on your lesser volume leg. When a minimum of \$500 of Bonus Volume (BV) is reached in the Lesser Leg, you will be paid a 10% Infinity Bonus on the Bonus Volume up to a maximum of \$100,000 per week, or a \$10,000 Infinity Bonus per week.

\$50 Infinity Bonus



There is NO FLUSHING of Bonus Volume; all unpaid Bonus Volume carries forward to the following week, as long as you remain active.

In this example, the \$200 of unpaid Bonus Volume on the LEFT Side carries forward to the next Bonus Period.

Executive Generation Bonus

To reward our Executive or higher leadership, MXI has created the Executive Generation Bonus. This program allows you to earn a “Check Match” on the Infinity Bonuses paid to distributors you personally sponsor, the distributors they personally sponsor, and so on—up to seven generations of executives in your personal enrollment tree. As your rank increases, so does the number of generations on which you can be paid an Executive Generation Bonus. You may earn Executive Generation Bonuses not only on Executives found in each of your personal enrollment tree legs but also on Royals, Royal 500’s and Royal 1K’s who have earned an Infinity Bonus. A generation ends when a qualified Executive is found, regardless of the number of levels. Executive Generation Bonus also has unlimited width. To maximize your income, continue advancing your distributorship to the higher executive ranks and create width by personally sponsoring additional distributors, thereby creating more personal enrollment tree legs on which you can earn Executive Generation Bonuses.

In Figure 1 (adjacent page), you are a qualified Silver Executive, which enables you to earn a “Check Match” through

three generations of Executives on each of your three personal enrollment tree legs. Once a qualified Executive is found on any leg, that completes the first generation of Executives for that particular leg.

Let’s look at an example of your potential, future business. You personally sponsor Dave and in this leg, you would earn Executive Generation Bonuses through Leah, Betty, and Dana, because they are the 3rd generation executives. On the personal enrollment tree leg that begins with Mary, you would earn Executive Generation Bonuses on Mary, Joe and Sam, since all three are Executives or higher. Let’s now take a look at Lisa , your personal sponsor, who is not an Executive. Your first Executive Generation begins with Amy who is a Silver Executive, although you earn a “Check Match” on both Lisa and Amy in your first generation down through Bob who is your third generation executive. To be paid on additional generations, you must advance to the higher Executive and Leadership ranks, striving to become a Double Diamond Executive or higher, at which time you will be paid on seven generations.

Floating, Flat Percentage Example*

Rank	Executive	Bronze Executive	Silver Executive	Gold Executive	Platinum Executive	Diamond Executive	Dbl Diamond, Presidential & Ambassador
Gen 1	8%	8%	8%	8%	8%	8%	8%
Gen 2		8%	8%	8%	8%	8%	8%
Gen 3			8%	8%	8%	8%	8%
Gen 4				8%	8%	8%	8%
Gen 5					8%	8%	8%
Gen 6						8%	8%
Gen 7							8%

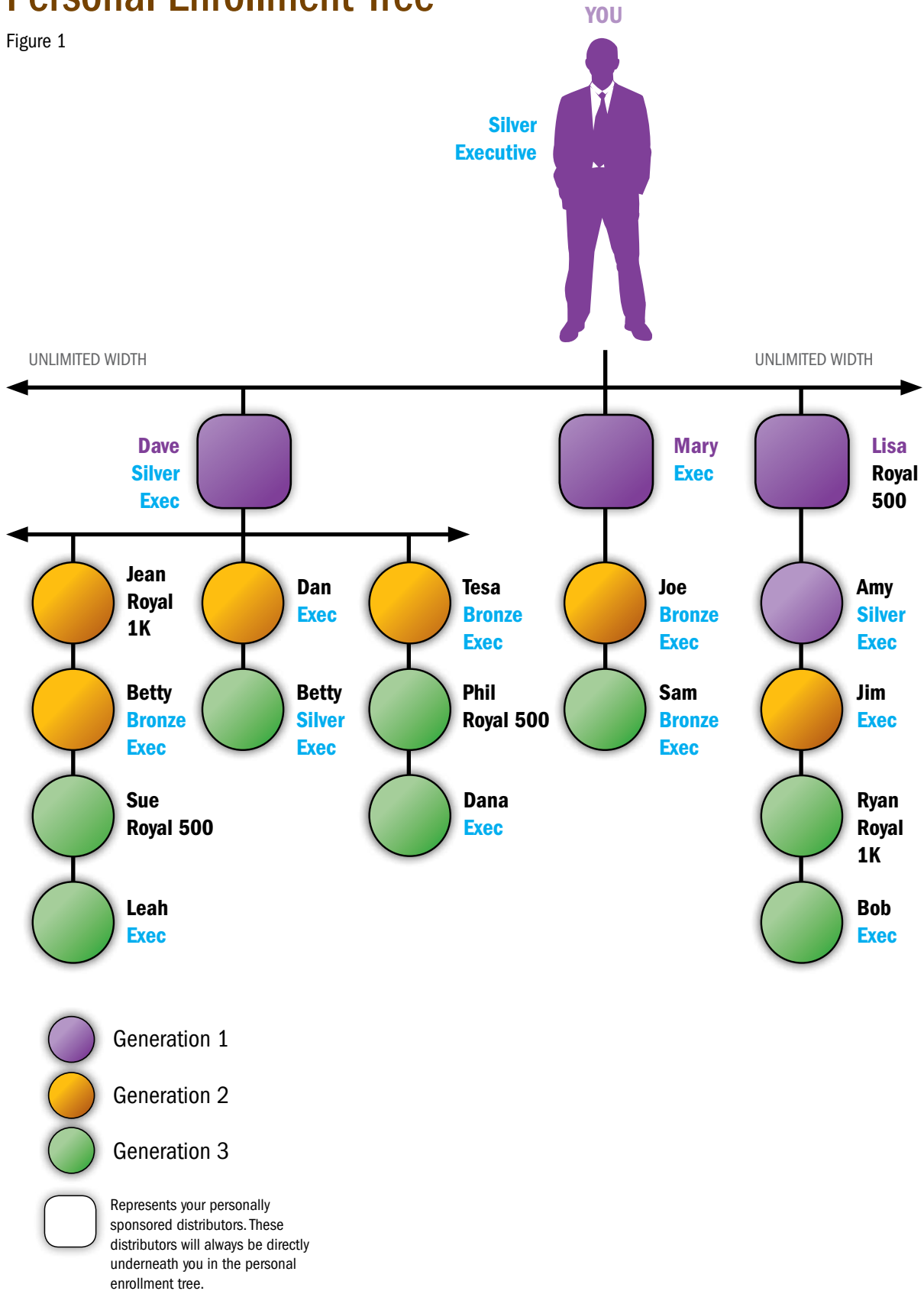
* These percentages are for illustration purposes only, and do not indicate actual percentages paid through the seven generations.

MXI Corp guarantees up to 50% payout of commissionable volume. Executive Generation Bonus is paid biweekly and is based on a floating, flat percentage through the seven generations. The above chart is an illustration of how Executive Generation Bonuses may be paid. After the various other

ways of earning commissions are calculated, all remaining available commissions (up to the 50% figure) are allocated to the Executive Generation Bonus and then paid. Executive Generation Bonuses cannot exceed the volume from your lesser volume leg.

Personal Enrollment Tree

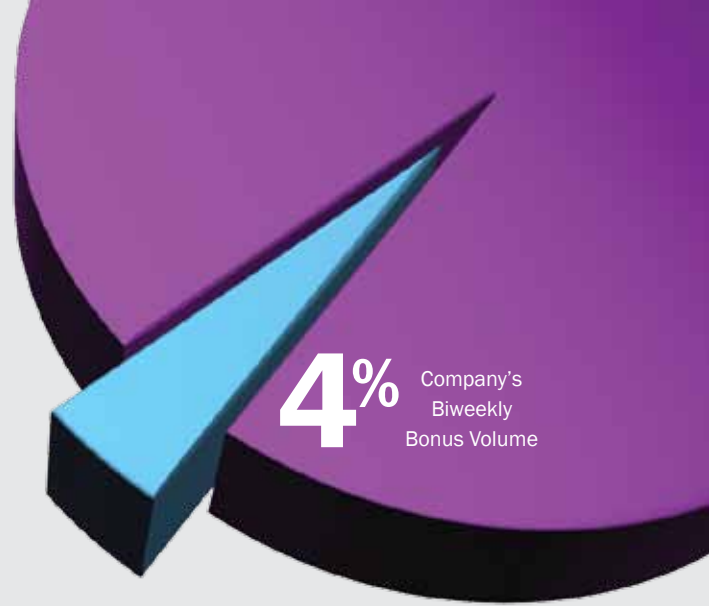
Figure 1



Leadership Pools

MXI Corp sets aside 4% of the Company's Biweekly Bonus Volume to be divided amongst the top six qualified ranks of Leadership.

Only active and qualified Golds, Platinums, Diamonds, Double Diamonds, Presidentials, and Ambassadors participate in the Leadership Pools.

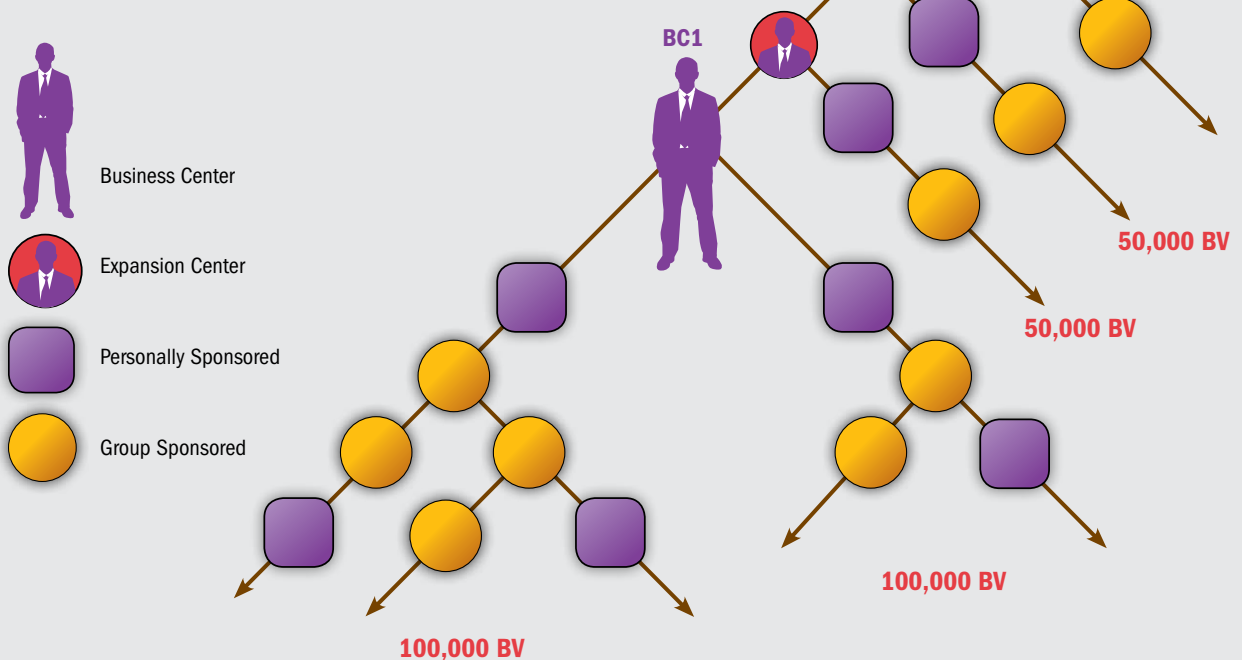


- **1% Gold Leadership Pool**
Gold Executive receives one share in the Gold Leadership Pool.
- **1% Platinum Leadership Pool**
Platinum Executive receive one share in the Gold and Platinum Leadership Pools.
- **1% Diamond Leadership Pool**
Diamond Executives receive one share in the Gold, Platinum, and Diamond Leadership Pools.
- **1% Double Diamond Leadership Pool**
Double Diamond Executives receive one share in all Leadership Pools.

Expansion Centers

By achieving the rank of a Presidential Double Diamond Executive you qualify for your first Expansion Center. Earn additional Expansion Centers by generating \$50,000 in Bonus Volume (BV) in one week in that new Expansion Center's Lesser Leg.

As your Healthy Chocolate Business grows, you can potentially earn a total of three Expansion Centers with each potentially earning \$10,000 per week in Infinity Bonuses.



Rank Qualifications

ROYAL RANKS

- **ROYAL** | Qualify by personally sponsoring a distributor on your left and right legs.
- **ROYAL 500** | 500 QV in your lesser volume leg in a given two-week period ■ Earn a 10% Infinity Bonus on the volume in your weak leg.
- **ROYAL 1K** | 1,000 QV in your lesser volume leg in a given two-week period ■ Earn a 10% Infinity Bonus on the volume in your weak leg.

EXECUTIVE RANKS

- **EXECUTIVE** | 2,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Royal 500 or higher in each leg in a given two-week period ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week ■ Earn Executive Generation Bonus on **first** generation of executives in your Enrollment Tree.
- **BRONZE EXECUTIVE** | 5,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Royal 1K or higher in each leg in a given two-week period ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week ■ Earn Executive Generation Bonus on **second** generation of executives in your Enrollment Tree.
- **SILVER EXECUTIVE** | 10,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Executive or higher in each leg in a given two-week period ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week ■ Earn Executive Generation Bonus on **third** generation of executives in your Enrollment Tree

LEADERSHIP RANKS

- **GOLD EXECUTIVE** | 10,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Bronze Executive or higher in each leg for two consecutive weeks ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week ■ Earn Executive Generation Bonus on **fourth** generation of executives in your Enrollment Tree ■ Receive one share in the Gold Leadership Pool ■ Qualify for all expense-paid, Gold Executive Fly-in to Corporate offices.
- **PLATINUM EXECUTIVE** | 15,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Silver Executive or higher in each leg for two consecutive weeks ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week ■ Earn Executive Generation Bonus on **fifth** generation of executives in your Enrollment Tree ■ Receive one share in the Gold and Platinum Leadership Pools ■ Qualify for all expense-paid, Platinum Advancement Cruise to the Caribbean for two.
- **DIAMOND EXECUTIVE** | 20,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Gold Executive or higher in each leg for two consecutive weeks ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week ■ Earn Executive Generation Bonus on **sixth** generation of executives in your Enrollment Tree ■ Receive one share in the Gold, Platinum, and Diamond Leadership Pools ■ Awarded a \$500 MXI Mercedes-Benz Car Allowance**.
- **DOUBLE DIAMOND EXECUTIVE** | 25,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Platinum Executive or higher in each leg for two consecutive weeks ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week ■ Earn Executive Generation Bonus on **seventh** generation of Executives in your Enrollment Tree ■ Share in all Leadership Pools ■ Awarded a \$1,000 MXI Mercedes-Benz Car Allowance**.
- **TRIPLE DIAMOND EXECUTIVE** | 35,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Platinum Executive or higher in each leg for two consecutive weeks ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week ■ Earn Executive Generation Bonus on **seventh** generation of Executives in your Enrollment Tree ■ Share in all Leadership Pools ■ Awarded a \$1,250 MXI Mercedes-Benz Car Allowance** ■ 3-Day Leadership Elite Retreat.

LIFESTYLE RANKS

- **PRESIDENTIAL** | 50,000 QV in your lesser volume leg for plus a minimum of 2 personal enrollment tree legs that include an active Diamond Executive or higher in each leg for four consecutive weeks ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week per business center ■ Earn Executive Generation Bonus on **seventh** generation of executives in your Enrollment Tree ■ Share in all Leadership Pools ■ Qualify for 1st Expansion Center ■ Awarded a \$1,500 MXI Mercedes-Benz Car Allowance**.
- **AMBASSADOR** | 75,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Double Diamond Executive or higher in each leg for four consecutive weeks ■ Earn a 10% Infinity Bonus on the volume in your weak leg up to a maximum Infinity Bonus of \$10,000/week per business center ■ Earn Executive Generation Bonus on seventh generation of executives in your Enrollment Tree ■ Share in all Leadership Pools ■ Receives Ambassador ring (men) and pendant (women) ■ Awarded a \$2,000 MXI Mercedes-Benz Car Allowance**.

*Must be personally active and qualified to advance to the higher ranks.

**See MXI Mercedes-Benz Car Allowance Program qualifications on page 15.

Lifestyle Rewards



GOLD EXECUTIVE FLY-IN REWARD TRIP

Qualify for this Fly-In by achieving the rank of a Gold Executive or higher. This event is a 5-day, all-expense paid trip to the Reno/Lake Tahoe area. It includes a Corporate Office tour, Lake Tahoe Dinner/Award-Cruise, full-day of personal training by MXI Executives and Field Advisory Board members and attendance to the International General Celebration. May only be attended once.



PLATINUM ADVANCEMENT CRUISE

Each Winter, MXI Corp journeys with its newest Platinum Executives to the Caribbean to celebrate their advancement. This is an all-expense paid trip for two that includes airfare, hotel, and luxurious cruise accommodations.



Mercedes-Benz Car Allowance Programs



\$500 Mercedes-Benz Car Allowance

Achieve the rank of Diamond Executive.

20,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Gold Executive or higher in each leg for two consecutive weeks.



\$1,000 Mercedes-Benz Car Allowance

Achieve the rank of Double Diamond Executive.

25,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Platinum Executive or higher in each leg for two consecutive weeks.



\$1,500 Mercedes-Benz Car Allowance

Achieve the rank of Presidential Double Diamond Executive.

50,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Diamond Executive or higher in each leg for four consecutive weeks.



\$2,000 Mercedes-Benz Car Allowance

Achieve the rank of Ambassador.

75,000 QV in your lesser volume leg plus a minimum of 2 personal enrollment tree legs that include an active Double Diamond Executive or higher in each leg for four consecutive weeks.

* When you first qualify for an MXI Mercedes-Benz Car Allowance, you immediately earn a \$500, \$1,000, \$1,500 or \$2,000 bonus from MXI Corp to purchase or lease your black Mercedes-Benz. After you have received your Mercedes-Benz, MXI Corp will continue to pay your monthly car allowance for six months. After six months, MXI Corp will review your distributorship and you will continue to receive a monthly car allowance for the next six months, based on requalifying for your \$500, \$1,000, \$1,500 or \$2,000 car allowance based upon above qualifications.

Compensation Plan FAQs

Q | *What commission payout does MXI Corp guarantee to its authorized distributors?*

MXI Corp guarantees that up to 50% of total commissionable volume will be paid out through the compensation plan.

Q | *When are commissions paid?*

All commissions are paid on the Wednesday after the biweekly commission period, except for the Quick Check, X Bonus, and Team Elite Development Pool Bonuses which are paid each Wednesday based upon prior week's activity.

Bonus Periods can be viewed online at: www.mxicorp.com/support.

Q | *What is an Auto-Ship?*

As an authorized distributor, you have the option to be enrolled in the MXI Corp Auto-Ship Program. By enrolling, you will receive at the wholesale price an automatic shipment of any product of your choice four or eight weeks after you join. It is a simple way to remain active for bonuses in the compensation plan. You can put on hold, change, or cancel your Auto-Ship at any time by calling Customer Care at 1-775-971-9903, by sending an e-mail to info@mxicorp.com, or through your Distributor Back Office. Auto-Ship orders are processed on Monday, so any changes must be made at least 3 days before (Friday) your next scheduled Auto-Ship for changes to take effect.

Q | *To be considered "active," why does my Auto-Ship run in four-week intervals rather than once a month?*

MXI Corp calculates commissions weekly and pays commissions biweekly except for the Quick Check, X Bonus, and Team Elite Development Pool Bonuses which are paid each week. A week consists of seven days starting Monday at 12:01 a.m. (PST) and ending on Sunday at midnight. Since we calculate commissions weekly rather than monthly, our definition of "active" is a four week rolling period rather than an entire month.

Q | *Why didn't I earn a Quick Check Bonus?*

You must be active and your new personally sponsored Affiliate or higher must also be active by enrolling in the Auto-Ship Program to earn a Quick Check Bonus.

Q | *I just earned an Infinity Bonus, what volume is deducted from my business?*

Any Bonus Volume on both your left and right leg that was used to earn an Infinity Bonus will then be deducted. Any unpaid volume will continue to be "banked" or accumulated as long as you remain active.

Q | *What is the difference between BV and QV as shown on the Graphical Tree in our Distributor Back-Office?*

BV is bonus volume. QV is Qualifying Volume. The Infinity Bonus is paid on BV. Rank advancements are based upon QV. QV is always equal to or larger than BV. Let's take a look at how each are calculated.

When you sponsor a new Associate and they activate a business center with \$220 that is their activation order. The entire \$220 counts as QV. Assuming that you are active and the new Associate enrolls in the Auto-Ship Program, then a Quick Check of \$50 is paid to you. The company pays out up to 50%, so \$50 Quick Check Bonus is paid and the remaining volume of the Activation order goes into BV.

QV includes all Bonus Volume. Included in that is activation volume, Auto-Ship volume and volume for any additional product purchase by MXI Associates and customers. It is this volume that is used to determine rank advancement.

Q | *If I go inactive, what happens to my "banked" or accumulate volume?*

All "banked" or accumulated Bonus Volume will be reset to zero. However, once you begin purchasing either 50 PV, 100 PV, or 200 PV, depending upon your rank, you will once again begin to accumulate Bonus Volume.

Definitions of Compensation Plan Terminology

Active	To earn commissions you must be active. You become active by purchasing 100 PV every eight weeks for Affiliates, 100 PV every four weeks for Associates, Royals, Royal 500's, and Royal 1K's and 200 PV every four weeks for all Executive, Leadership, and Lifestyle Ranks.
Business Center (BC)	Where you are. Also referred to as a binary position.
Carry Forward Volume	May be used by Associates to earn Infinity Bonuses. The maximum amount of Carry Forward Volume a distributor may use is 25% of the Bonus Volume generated in each leg during a commission period. There is no limitation when earning a minimum Infinity Bonus Check of \$50 (500BV).
EGB	Executive Generation Bonus is paid to Executives and above on up to 7 generations of Executives based upon qualifications.
Group Sponsored	Any authorized distributor brought into the organization by someone other than yourself.
Bonus Volume (BV)	Sales or purchases generated in your organization. Also referred to as Bonus Volume (BV).
Infinity Tree	The binary, or placement side, of the compensation plan with width limited to two placements.
Leg	Refers to the right or left side of your binary organization.
Lesser Leg	Refers to the Leg with the lesser sales volume, also known as your pay leg.
Organization	Refers to all authorized distributors in your downline. Also referred to as "tree" and "network."
Paid-As Rank	The rank for which you have earned and maintained all necessary requirements.
Personally Sponsored	Any authorized distributor you have directly brought into the organization.
Personal Enrollment Tree	Refers to those you have personally sponsored, those they have personally sponsored, and so on and so forth.
Personal Volume (PV)	Personal Volume or Personal purchases.
Qualified	Refers to being qualified to earn commissions. This means you must have at least one personally sponsored Affiliate or higher on both your left and right legs.
Qualifying Volume (QV)	QV includes all Bonus Volume. Included in that is activation volume, Auto-Ship volume and volume for any additional product purchased by MXI Associates or Affiliates. Qualifying Volume is used to determine rank advancements.
Royal	Personally sponsor an Affiliate or higher on both your left and right legs, also known as "Qualified." Initial rank and foundation for building a Healthy Chocolate Business.
Strong Leg	Refers to the Leg with the greater sales volume.



XOÇAI™

HEALTHY CHOCOLATE



PRODUCT



SCIENCE



TIMING



COMPANY



COMPENSATION

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