ALLDAY MARTS, INC.

BOARD RISK OVERSIGHT COMMITTEE CHARTER

1. Objective

This Board Risk Oversight Committee Charter (this "Charter") establishes the objective, qualifications and membership, duties and responsibilities of the Board Risk Oversight Committee (the "Committee") of AllDay Marts, Inc. (the "Company"), and the procedures which will guide the conduct of its functions.

The purpose of the Board Risk Oversight Committee is to oversee the establishment and implementation of the Enterprise Risk Management (ERM) framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in discussing and identifying needed adjustments or expansion of policies in order to consider best practices in the industry or among the retail companies.

2. Membership

The Board Risk Oversight Committee is responsible for the oversight of a Company's ERM framework to ensure its functionality and effectiveness. It shall be composed of at least three (3) members, at least two (2) of whom shall be independent directors including the Chairman of the committee.

3. Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

3.1 Oversee the establishment of ERM framework that will serve as the core system that provides standards for a disciplined approach to risk according to the Company's business objectives. This codifies the various policies established to identify, assess, monitor and manage the risks associated with the Company's business. The Committee shall be responsible for defining the Company's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability.

3.2 Report directly to the Board on a regular basis, or as deemed necessary, the Company's risk exposures, the actions taken to reduce the risks, and recommends adjustments on the Company's risk tolerance levels and limits, and advise the Board on further actions or measures to be taken to mitigate risks and risk exposures.

3.3 Review and evaluate regularly the ERM framework to ensure its continued relevance, comprehensiveness and effectiveness. The Committee shall continually monitor and evaluate defined risk management strategies, analyze emerging or changing material exposures, and study current updates and significant developments in the market and industry that may seriously impact the likelihood of harm or losses.

3.4 Review the Corporation's risk tolerance levels and limits based on changes and developments in the business and the industry, the regulatory environment relative to the industry, the economic environment, and occurrence of major events that may have a material impact onthe Company and its businesses.

3.5 Analyze and evaluate possiblesignificant financial impact and likelihood of occurrence of identified risks. Focus must be directed to those risks that are the most likely to occur and to impact the performance and stabilityof the Company and its shareholders.

3.6 In coordination with the Audit Committee, assess information relative to the Company's activities in managing credit, market, liquidity, operational, legal and other risk exposures.

4. Reportorial and Monitoring Process

4.1 The Chairman of the Committee shall regularly report to the Board of Directors ofthe results of the Committee's activities following each meeting.

4.2 The Committee shall prepare an annual report of its activities, recommendations, and assessments to the Board for inclusionin the Company's annual report.

4.3 The Compliance Officer shall establish an evaluation system to determine and measure compliance with this Charter.

4.4 This Charter shall be subject to quarterly review unless the same frequency is amended by the Board.