ALLDAY MARTS, INC.

AUDIT COMMITTEE CHARTER

1. Objective

This Charter shall institutionalize the principles of good corporate governance in the entire organization.

The Board of Directors (the "Board") and Management, officers and staff of **AllDay Marts, Inc.** ("Corporation") hereby commit themselves to the principles and best practices contained in this Charter, and acknowledge that the same shall guide the attainment of their corporate goals.

2. Membership

2.1 The Audit Committee shall consist of at least three (3) appropriately qualified non-executive directors, at least two (2) of whom shall be independent directors, including the committee's chairperson. Preferably, all of the members of the committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, or related financial management expertise or experience.

2.2 The chairman of the Audit Committee should not be the chairman of the Board or of any other committees.

3. Duties and Responsibilities

3.1 Oversight

3.1.1 The Audit Committee shall enhance the Board's oversight capability over the Company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.

3.1.2 Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks of the Corporation. This function shall include regular receipt from Management of information on risk exposure and risk management activities.

3.1.3 Perform oversight functions over the Corporation's internal and external auditors. It should ensure that the internal and external auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions.

3.1.4 Review the annual internal audit plan to ensure its conformity with the objectives of the Corporation. The plan shall include the audit scope, resources and budget necessary to implement it.

3.1.5 Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts.

3.1.6 It shall be responsible for the setting up of the Internal Audit Department and for the appointment of the internal auditor as well as the independent external auditor who shall both report directly to the Audit Committee. It shall review the reports submitted by the internal and external auditors.

3.1.7 It shall monitor and evaluate the adequacy and effectiveness of the internal control system, including financial reporting control and information technology security.

3.1.8 Review the quarterly, half-year and annual financial statements before their submission to the Board, with particular focus on the following matters:

- Any changes in accounting policies and practices
- Major judgmental areas
- Significant adjustments resulting from the audit
- Going concern assumptions
- Compliance with account standards
- Compliance with tax, legal and regulatory requirements

3.1.9 Coordinate, monitor and facilitate compliance with laws, rules and regulations.

3.1.10 Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Corporation's annual report.

3.1.11 The Audit Committee shall have explicit authority to investigate any matter within its terms of reference, full access to and cooperation by management and full discretion to invite any director or executive officer to attend meetings, and adequate resources to enable it to effectively discharge its functions.

3.2 External Audit

3.2.1 An external auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the Corporation, an external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.

3.2.2 The reasons for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the Corporation's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

3.2.3 The external auditor shall not at the same time provide the services of an internal auditor to the same client the Corporation shall ensure that other non-audit work shall not be in conflict with the functions of the external auditor.

3.2.4 The external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.

3.2.5 If an external auditor believes that the statements made in the annual report, information statement or proxy statement filed during his engagement is incorrect or incomplete, he shall present his views in said reports.

3.3 Internal Audit

3.3.1 The Corporation shall have in place an independent internal audit function which shall be performed by an internal auditor or a group of internal auditors, through which the Board, senior management, and stockholders shall be provided with reasonable assurance that its key organization and procedural controls are effective, appropriate, and complied with.

3.3.2 The minimum internal control mechanisms for management's operational responsibility shall center on the CEO, being ultimately accountable for the Corporation's organizational and procedural controls.

3.3.3 The scope and particulars shall be based on the following factors: the nature and complexity of business and the business culture; the volume, size and complexity of transactions; the degree or risk; the degree of centralization and delegation of authority; the extent and effectiveness of information technology; and the extent of regulatory compliance.

3.3.4 The internal auditor should submit to the Audit Committee and Management and annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans, and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management.

3.3.5 The internal auditor should certify that he conducts his activities in accordance with the International Standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards.

4. Reportorial or Disclosure System

4.1 The reports or disclosures required under this Charter shall be prepared and submitted to the Board by the Committee or officer through the Corporation's Compliance Officer.

4.2 All material information, i.e., anything that could potentially affect share price, shall be publicly disclosed. Such information shall include earnings results, acquisition or disposal or assets, board changes, related party transactions, shareholdings of directors and changes of ownership.

4.3 Other information that shall always be disclosed includes remuneration (including stock options) of all directors and senior management, corporate strategy, and off balance sheet transactions.

4.4 All disclosed information shall be released via the approved stock exchange procedure for company announcements as well as through the annual report.

4.5 The Committee shall commit at all times to fully disclose material information dealings. It shall cause the filing of all required information for the interest of the stakeholders.

5. Monitoring and Assessment

5.1 The Committee shall report regularly to the Board of Directors.

5.2 The Compliance Officer shall establish an evaluation system to determine and measure compliance with this Charter. Any violation thereof shall subject the responsible officer or employee to the penalty provided under Part 8 of the Corporation's Manual on Corporate Governance.

5.3 The establishment of such evaluation system, including the features thereof, shall be disclosed in the Corporation's annual report (SEC Form 17-A) or in such form of report that is applicable to the Corporation. The adoption of such performance evaluation system must be covered by a Board approval.

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