ALLDAY MARTS, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors, Management, officers and staff of **AllDay Marts, Inc.** (the "Company") hereby adopts this Corporate Governance Committee Charter to guide the Company, its Board, and its officers on the principles and best practices of good governance and to fulfill its goals and commitment to good governance.

1. Objective

This Charter shall institutionalize the principles of good corporate governance in the entire organization as well as provide the framework to which the Manual on Corporate Governance of the Company ("Manual") is implemented.

The Board of Directors and Management, employees and shareholders, believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization as soon as possible.

2. Membership

The Corporate Governance Committee has the duty and responsibility to assist the Board of Directors in the performance of its corporate governance responsibilities, including the functions of a nomination and remuneration committee. 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 of the Committee

The Committee shall have the following authority, roles, and responsibilities:

3.1 Oversight powers over the implementation of the corporate governance framework and the Manual and periodically reviews the said framework to ensure that it remains appropriate and applicable relative to the size, complexity and business strategy of the Company.

3.2 Oversight powers over the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance.

3.3 Adopts corporate governance policies and ensures that these policies, as well as the Manual are reviewed and updated regularly, and consistently implemented in form and substance.

3.4 Reviews and oversees the structure, and composition of the Board and make recommendations to ensure compliance with applicable laws, rules, and regulations, including the Company's Manual and By-Laws. Included in this function is to ensure that the nomination and election process of directors are in accordance with the By-Laws and Manual of the Company, including compliance with the qualification requirements of the directors.

3.5 Reviews the effectiveness of the Board's processes and procedures in the election or replacement of directors and in appointing officers; conduct assessment on and recommend to the Board policies for the nomination and election of directors and officers of the Company.

3.6 Establishes a framework for determining the remuneration of directors and officers that is transparent and consistent with the Company's culture and strategy as well as the current business environment. Included in this function is to recommend to the Board the appropriate officers' compensation and directors' fees and other compensation based on the principle of fairness and whether such compensation is commensurate to the work required of directors and the officers.

3.7 Reviews the structure and competitiveness of the remuneration and compensation packages that should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of directors may be structured or be based on corporate and individual performance. No member of the Committee and no director will participate in deciding his/her compensation package.

4. <u>Process for Nominations to the Board</u>

The Committee shall observe the following process in receiving and evaluating nominations to the Board:

4.1 All written nominations for the election of directors shall be submitted by stockholders to the Committee on or before such date that the Board of Directors may fix.

4.2 The Committee shall review and evaluate the qualifications of all those nominated in accordance with the following criteria as set by the By-Laws of the Company:

a. ownership of at least one (1) share of stock of the Company standing in his/her name in the books of the Company;

b. a college degree or its equivalent or adequate competence and understanding of the fundamentals of doing business or sufficient experience and competence in managing a business;

c. relevant qualification, such as previous business experience, membership in good standing in relevant industry, and membership in business or professional organizations;

d. no conviction of an offense punishable by imprisonment for a period exceeding six (6) years or violation of the Revised Corporation Code committed within five (5) years prior to the date of election;

e. directorships and ownerships in other companies, taking into account the following factors:

   i. the nature of the business of the other companies (i.e. whether the business competes with that of the Company);
   ii. the percentage of ownership in other companies; and
   iii. any possible conflict of interest.

The Committee may consider and recommend to the Board other qualifications for directors, including independence standards for independent directors.

4.3 The Committee shall provide a shortlist of nominees from those submitted to ensure that only those with all the qualifications and none of the disqualifications for directorship will be considered and included in the final list of qualified nominees. The Committee shall recommend for final approval of the Board such final list, and recommend to the stockholders the qualified nominees included in the final list for election in the annual meeting of stockholders.

4.4 In cases of vacancy in the Board other than removal of a director or expiration of term, the Committee shall determine and identify whether a nominee is qualified and recommend to the Board, if the remaining directors still constitute a quorum, to elect such qualified nominee to fill the vacancy; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting called for the purpose.

5. <u>Nominations of Management Officers</u>

5.1 The Committee shall review and evaluate the qualifications of all persons nominated to management positions in the Company which require appointment by the Board. In conducting its review, the Committee shall consider the following factors:

a. Duties and responsibilities of the position/s under consideration; and

b. Qualifications of the nominees and other criteria such as:

   i. level of knowledge on the Company's business;
   ii. work experience, ability, integrity, reputation and expertise in the industry in which the Company operates;
   iii. educational background; and
   iv. if already employed in the Company, results of previous performance assessments.

6. Reportorial and Monitoring Process

6.1 The Committee shall meet as often as the Board may require and shall report regularly to the Board of Directors. The Committee Chairman shall submit and present a report to the Board on the activities and updates on all actions initiated by the Committee following each meeting.

6.2 The Committee shall also prepare and submit an annual report of its activities during the year, recommendations for improvements, and assessments of performance and compliance to this Charter and the Manual to the Board.

6.3 The Committee shall meet periodically with the Corporate Secretary and the Compliance Officer to discuss and assess actual or potential governance and compliance issues identified, and to evaluate strategic measures to address the issues.

6.4 The Committee shall utilize and follow the evaluation system established by the Compliance Officer in determining and assessing compliance of this Charter and the Manual. The Committee shall review its own performance annually with respect to the fulfilment of its duties and responsibilities as mandated in this Charter.

6.5 This Charter shall be reviewed by the Committee quarterly unless the same frequency is amended by the Board and any proposed changes shall be approved by the Board.