

EVER- GOTESCO RESOURCES AND HOLDINGS, INC.

EXECUTIVE COMMITTEE CHARTER

PURPOSE

The Executive Committee ("Committee") of Ever- Gotesco Resources and Holdings, Inc. (the "Company") shall have the power to direct the business of the Company vested by law in the Board of Directors in so far as such powers and authority may be lawfully delegated to the Executive Committee.

MEMBERSHIP

The Committee shall be composed of three (3) members to be elected by the Board from among its members, immediately after the annual stockholders' meeting, and shall serve as such for a term of one year, or until the next annual stockholders' meeting.

The President or CEO shall be designated as Chairman of the Committee of the Executive Committee and another member as Vice Chairman of the Executive Committee. The Corporate Secretary of the Company shall serve as Secretary of the meetings of the Executive Committee.

Any member of the Committee may be removed from the committee, with or without cause, by majority vote of the Board.

Any vacancy in the membership of the Committee may be filled by a majority vote of the Board.

QUORUM

A majority of the members of the Committee shall constitute a quorum for holding an Executive Committee meeting, and the affirmative vote of a majority of the Committee members present at a duly constituted meeting shall be required to approve any matter requiring the Committee's approval or in passing a resolution of the Executive Committee.

MEETINGS

The Committee shall meet upon the call of its Chairman, or in his absence, by the Vice-Chairman. Meetings of the Committee shall be held at the principal office of the Company unless advised otherwise by the Chairman, or in his absence, the Vice Chairman.

Notice of Committee meetings shall be sent to the Committee members at least one week prior to the scheduled meeting. Meetings may be held via teleconferencing or videoconferencing. The minutes of Committee meetings shall be submitted to the Board for information and ratification at the next succeeding meeting of the Board.

PROCEDURES

The Committee may establish such rules of procedure as it deems necessary from time to time.

POWERS, DUTIES, AND RESPONSIBILITIES

The Committee shall act on such specific matters within the competence of the Board as may be delegated to it by the majority of the Board, except with respect to:

- a. Approval of any action for which shareholders' approval is also required;
- b. Filling of vacancies in the Board of Directors;
- c. Amendment or repeal of the By-laws, or the adoption of new By-laws of the Corporation;
- d. Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- e. Declaration and distribution of cash dividends to shareholders; and
- f. Any matter that may be limited by law, or by the Board of Directors by the majority vote of its members.

The Committee shall also have the authority to:

- a. Review the financial performance of the various subsidiaries of the Company.
- b. Assist the Board in overseeing the implementation of strategies and sustaining the Company's long-term growth and success, in a manner consistent with the Company's vision and mission.
- c. Approve the sale of Company assets in the ordinary course of business.
- d. Approve and designate authorized signatories for contracts with utility providers in the ordinary course of business, such as, but not limited, for mobile phone subscription, telecommunications and internet services, electricity and water, contracts for security and janitorial services, contracts for acquisition of office supplies, furniture and equipment, and other similar contracts in the usual course of business.

REVIEW OF CHARTER

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.