

CHARTER OF THE EXECUTIVE COMMITTEE OF AGRINURTURE, INC.

I. PURPOSE

The purpose of the Executive Committee (EXCOM) of AgriNurture, Inc. (ANI) is to exercise all of the powers and authority of the Board of Directors (BOARD) of ANI when the BOARD is not in session, or when it is impractical to convene the BOARD.

II. COMPOSITION

The BOARD shall appoint all the members of the EXCOM which shall consist of five (5) members, at least three (3) of whom are members of the BOARD. The BOARD shall designate one from among the members of the EXCOM as Chairman and one as Vice Chairman.

Any vacancy will be filled by a majority vote of the BOARD.

III. EXCOM ADVISORS AND SECRETARY

The Chief Executive Officer and the Chief Financial Officer of ANI shall be advisors to the EXCOM and shall attend the meetings of the EXCOM. The EXCOM may appoint any other persons as additional advisors to the EXCOM who shall, upon invitation by the EXCOM, attend the meetings of the EXCOM. The EXCOM may, at any time, cancel the appointment of said additional advisors. All advisors to the EXCOM shall have the right to speak at the meetings but shall have no right to vote.

The EXCOM may also invite resource speakers to attend any of the meetings.

The EXCOM shall appoint an EXCOM Secretary who may or may not be a member of the EXCOM. The EXCOM may, at any time, cancel the appointment of the EXCOM Secretary and appoint a new EXCOM Secretary.

IV. SCOPE AND RESPONSIBILITIES OF EXECUTIVE COMMITTEE

A. GENERAL

The BOARD (and indirectly the shareholders) shall delegate to the EXCOM certain general and specific items within the BOARD's competence including, but not limited to, providing management sound guidance and advice, policies, and strategic guidelines on capital expenditures, and periodically evaluate and monitor implementation of the strategies which have been previously approved by the BOARD.

The management of the company is required to seek the approval of the EXCOM for all matter related to the business, the strategy, the company and the organization of the company, unless the estimated impact of the specific matter is within the authority thresholds of the authority matrix. The authority matrix will be updated and adjusted by the Audit Committee at least once a year.

B. LIMITS OF AUTHORITY

The BOARD may not delegate to the EXCOM the following matters:

1. Approval of the following actions which would require approval of the shareholders under the Corporation Code:
 - a. Amendments to the Articles of Incorporation;
 - b. Extending or shortening the corporate term;
 - c. Sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the corporate property;
 - d. Incurring, creating or increasing bonded indebtedness;
 - e. Increase or decrease of capital stock;
 - f. Merger or consolidation of the corporation with another corporation or other corporations;
 - g. Investment of corporate funds in another corporation or business or for any other purpose other than the primary purpose;
 - h. Dissolution of the corporation;
 - i. Declaration of stock dividends;
 - j. Entering into a management contract with another corporation; and
 - k. Election of Directors;
2. Filling of vacancies in the BOARD;
3. Amendment or repeal of By-laws or adoption of new By-laws;
4. Amendment or repeal of any resolution of the BOARD which by its express terms is not amendable or repealable;
5. Distribution of cash dividends to shareholders; and
6. The exercise of powers delegated by the BOARD to other committees, if any.

The following may be delegated to the EXCOM by the BOARD provided that said delegation is approved by at least 75% of the members of the BOARD:

1. any change to the capital stock of the company, including (but not limited to): (a) the issuance of equity securities, or securities or other instruments convertible into equity securities, by the company; or (b) the issue or grant of additional shares or rights of subscription, conversion or exchange in respect of shares in the company's capital stock; or (c) undertaking any share split, share subdivision or any other kind of restructuring of the company's share or loan capital, which does not involve any corporate act falling under Item III(B)(1) above;
2. any changes in the stock option plan of the company which does not involve any corporate act falling under Item III(B)(1) above;
3. a change in the number of the company's directors, which does not involve any corporate act falling under Item III(B)(1) above;

The following may be delegated to the EXCOM by the BOARD provided that said delegation is approved by at least 70% of the members of the BOARD:

1. any material change to the existing business of the Company or its subsidiaries and commencement of a material business that is not ancillary or incidental to the existing business of the company or its subsidiaries, with the exception of actions or resolutions relating to or necessary to implement any material business which was initiated or established prior to 30 September 2011;
2. the approval of any amendment, waiver or consent of the company with respect to the executive service agreements, including the written approval of the company to permit key management to accept any new directorships;
3. The sale or disposition of all or a material part of the business of the company and/or its subsidiaries; for purposes of this section "material" shall mean equivalent in value to more than 5 % of the value of the company's assets, as stated in its latest audited financial statements, which does not involve any corporate act falling under Item III(B)(1) above;
4. Incurring capital expenditures outside the business plan of more than the equivalent of US\$1,000,000 per annum; and
5. The sale or purchase of assets valued at more than the equivalent of US\$1,000,000.

V. RULES AND PROCEDURES

A. QUORUMS AND MEETINGS

1. A majority of all the members of the EXCOM shall constitute a quorum.
2. The Chairman of the EXCOM, and in his absence, the Vice Chairman, shall call for a meeting of the EXCOM by directing the EXCOM Secretary to send notices of such meeting to all members at least seven (7) calendar days before such meeting, together with the agenda for the meeting. Notwithstanding the foregoing however, the EXCOM members may waive such notice of the meeting.
3. Meetings may be conducted in person or via video conference or teleconference and any of the members may participate in the meetings in person or via video conference or teleconference.
4. After an EXCOM meeting, the EXCOM Secretary shall circulate all matters approved during said meeting to the members of the EXCOM through a written document, electronic mail or any other analogous

means within forty-eight (48) hours after said meeting. The members of the EXCOM may comment or provide their remarks on said matters within forty-eight (48) hours from the time the same is sent out by the EXCOM Secretary. If there are no comments or remarks received by the EXCOM Secretary within forty-eight (48) hours, the matters circulated by the EXCOM Secretary shall be deemed as an accurate and correct representation, reflection and recording of the matters approved by the EXCOM during the meeting. If there are comments or remarks received by the EXCOM Secretary within forty-eight (48) hours from the time of send out, the EXCOM Secretary shall resolve the same and/or make the necessary revisions to the matters immediately then send out the revised matters to the EXCOM members. If there are no comments or remarks received by the EXCOM Secretary within forty-eight (48) hours from the time of send out, the revised matters circulated by the EXCOM Secretary shall be deemed as an accurate and correct representation, reflection and recording of the matters approved by the EXCOM during the meeting.

5. All meetings shall be minuted by the EXCOM Secretary and submitted to the EXCOM for approval. The written minutes of an EXCOM meeting shall be circulated to the EXCOM for signature during the next meeting.

B. APPROVALS

1. The EXCOM shall act by a majority vote of all its members.
2. In certain exceptional circumstances, and at the request of management, the Chairman of the EXCOM may request the EXCOM Secretary to seek the approval of each member of the EXCOM by circulation of the proposal for which approval is being sought through a written document, electronic mail or any other analogous means possible, provided that such circulated proposals are ratified at the immediately following meeting of the EXCOM.
3. All actions of the EXCOM that is within its scope of authority shall not require the ratification and approval of the BOARD for its validity and effectivity.

VI. OTHER RULES OF PROCEDURE

The EXCOM may set such other rules of procedure as it deems necessary from time to time, subject only to the limits stated in this Charter.

VII. REVIEW AND AMENDMENTS TO THIS CHARTER

The EXCOM shall review the Charter as needed. Amendments to this Charter shall be approved by the BOARD.