

**EVER- GOTESCO RESOURCES AND HOLDINGS, INC.**

**CORPORATE GOVERNANCE COMMITTEE**

**Purpose**

The Corporate Governance Committee (the “Committee”) shall ensure compliance with and proper observance of corporate governance principles and practices.

**Members**

The Committee may be composed of at least three (3) members which shall be appointed by the Board of Directors.

**Quorum**

A majority of the members of the Committee shall constitute a quorum for holding a Corporate Governance 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.

**Duties and Functions**

The Committee has the following duties and functions, among others:

- a. To oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the corporation’s size, complexity and business strategy, as well as its business and regulatory environments;
- b. To oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conduct a annual self-evaluation for its performance;
- c. To ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvements;
- d. To recommend continuing education/training programs for directors, assignment of tasks and/or projects to board committees, succession plans for the board members and senior officers, and remuneration packages for corporate and individual performance;
- e. Adopts corporate governance policies, reviews and updates it regularly, and consistently implements it in form and substance;
- f. To propose and plan relevant trainings for the members of the Board;
- g. To determine the nomination and election process for the company’s directors and has the special duty of defining the general profile of board members that the company may need and ensure appropriate knowledge, competencies, and expertise that complement the existing skills of the Board;
- h. To establish a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the corporation’s culture and strategy as well as the business environment in which it operates.