



GLOBAL-ESTATE RESORTS, INC.

INTERNAL AUDIT CHARTER

As recommended by the Audit Committee, the Board of Directors (the “Board”) of Global-Estate Resorts, Inc. (the “Corporation” or “Company”) hereby adopts this Internal Audit Charter of the Internal Audit Group (“Group”).

I. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

Pursuant to the New Manual of Corporate Governance (the “Manual”), the Internal Audit Department shall have the following functions:

1. Evaluate the reliability and integrity of financial information.
2. Evaluate the effectiveness and efficiency of operations and compliance with established policies and procedures.
3. Evaluate the means of safeguarding assets and verifying the existence of such assets.
4. Evaluate specific operations at the request of the Board or management, as appropriate.
5. Report the internal audit performance.

II. INTERNAL AUDIT PLAN

The Internal Audit Plan shall include but not limited to the following:

1. Human Resources and Corporate Services Department shall issue written guidelines on Work Schedule; Sick Leave Procedure; Conversion of Sick/Vacation Leave and Extension of Usage of Birthday Leave; Policies during Typhoons and Floods; Meal and Travel Allowances; Life Insurance Coverage; Amendment to the Policies during Typhoons and Floods; Proper Dress Code; and Amendment on Sick Leave and Vacation Leave Policies.
2. The Finance Division shall implement strictly the following:
 - a. 15 days duration of cash advances subject for liquidation.
 - b. Limit the approving authority of officer for Purchase Order (PO) based on the amount authorized by the Board. Need to present three price comparison for every PO.
 - c. Limit the approving authority of officer for the buyers refund based on the amount set by Board.
 - d. Limit the approving authority to accept request of buyer to change terms of payment beyond the standard terms of payment currently implement by the management.
 - e. Budget for new projects that needs to be funded within the year needs Board approval.
3. Internal Audit shall implement risk-based plan to determine priority of the internal audit activity.

III. MISCELLANEOUS

A. Access to Information.

The Group shall have free and full access to all relevant information, data, records and personnel of the Corporation.

B. Technical Assistance.

The Corporate Secretary, the management and all personnel of the Corporation shall provide assistance and support to the Group.

The Group may also invite such members of management and other resource persons to its meetings and may secure independent expert and/or professional advice as it may deem desirable or appropriate.

All resources necessary for the Group to perform its duties and functions shall be provided by the Corporation, at its expense.

C. Records/Confidentiality

The Corporate Secretary shall keep and have custody of the records of the Group. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.

D. Annual Review/Self-Evaluation

This Charter shall be reviewed by the Group annually. Any proposed changes shall be approved by the Board. The C Group shall conduct a yearly self-evaluation of its own performance.

E. Effectivity

This Charter shall take effect when approved by the Board.