



VICTORIAS MILLING COMPANY, INC.

BUDGET COMMITTEE CHARTER

I. PURPOSE

The Finance and Budget Committee shall provide assistance to the Board of Directors, herein referred to as the Board, in fulfilling its responsibility to the shareholders in respect to the policies and practices that relate to the management of the financial and budgetary affairs of the Company.

II. COMPOSITION

1. The Committee shall consist of no fewer than 3 members. The number of members in any given fiscal year shall be determined by the Board. The members of the Committee must be members of the Board. Removal and withdrawal from the Committee must be coursed through the Board. A majority of the members shall constitute a quorum.
2. A Chairman of the Committee shall either be assigned by the Board or elected amongst the members by mere motion. If two or more members wish to be Chairman, the Board shall decide. The Chair will call all meetings and set agendas for such meetings.
3. All members of the Committee shall have a working familiarity with basic finance practices, and at least one member shall have financial management expertise.
4. The Committee shall at its discretion invite as resource persons members of management who are not Board members but such invitation shall not be construed as membership to the Committee.
5. The Committee shall at its discretion invite as resource persons expert advisors who shall act in a consultative manner.
6. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee but whose membership shall be from the Committee.

III. AUTHORITY & RESPONSIBILITIES

The Committee's primary responsibilities are:

1. Review management's plans to manage the Company's exposure to financial risk
2. Review the company's business plans including but not limited to operating budgets, capital expenditure programs, asset disposition plans, cash plan, balance sheet and capital structure
3. Consider and recommend dividend actions to the Board
4. Periodically review, assess and evaluate the performance and returns of approved capital expenditures
5. Review and recommend the Company's capital allocation strategy
6. Review and assess corporate charitable contributions
7. Exercise the powers of a Treasury office as may be granted by the Board with respect to the prudent management and investment of funds
8. Consider and recommend stock buy-back programs as it relates to increasing shareholder value

IV. Schedule of Meetings

1. The Committee shall meet at least three times annually or more frequently as circumstances dictate. A report shall be furnished to the Board after every meeting of the Committee.
2. Any member of the Board may attend any and all meetings of the Committee provided that any director attending who is not a member of the Committee may not vote on any matter coming before the Committee. The Committee may meet in executive session as it deems appropriate.