

CREATIVE LEARNING CORPORATION EXECUTIVE COMMITTEE CHARTER

The Executive Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of Creative Learning Corporation (the “**Company**”) to act on behalf of the Board in between meetings of the Board.

Composition

Members. The Committee shall consist of two (2) or more members of the Board. The members of the Committee shall be appointed annually by the Board. The Board may remove any member of the Committee at any time with or without cause.

Qualifications. Each Committee member shall meet the independence requirements of the listing rules of The Nasdaq Stock Market as such requirements are interpreted by the Board in its business judgment, and shall be free of any relationship that, in the opinion of the Board, may interfere with his or her exercise of independent judgment as a Committee member.

Authority and Duties

Except as set forth below, the Committee may exercise the full powers and authority of the Board in the management of the business and affairs of the Company and take any action that could be taken by the Board, including, without limitation: (i) the power to delegate its authority and duties to subcommittees or individual members of the Committee; (ii) hire independent experts, lawyers and consultants; and, (iii) use reasonable amounts of time of the Company’s internal staff.

Limitations

Notwithstanding the foregoing, the Executive Committee shall not have the authority to: (i) approve or recommend to stockholders actions or proposals required by the General Corporation Law of the State of Delaware to be approved by stockholders; (ii) fill vacancies on the Board or any committee of the Board; (iii) adopt, amend or repeal the Bylaws; (iv) authorize or approve the reacquisition of shares unless pursuant to a general formula or method specified by the Board; or (v) authorize or approve the issuance or sale or contract for the sale of shares, or determine the designation and relative rights, preferences, and limitations of a series of preferred stock except to the extent and within limits specifically authorized by the Board.

Operations

Meetings. The Committee shall meet as often as it deems appropriate to carry out its responsibilities under this Charter. The Committee may invite any officer or employee of the Company to attend meetings.

Quorum. A majority of the total number of members of the Committee constitutes a quorum of the Committee. A majority of the members of the Committee in attendance at a meeting, where a

quorum is present, is empowered to act on behalf of the Committee, except as may be provided otherwise in this Charter or by law. The Committee may delegate any of its responsibilities, as it deems appropriate, to a subcommittee composed of one or more members.

Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee and the Board and senior management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

Report to Board. The Committee shall report regularly to the entire Board and shall submit to the Board the minutes of its meetings.

Resources and Authority

In discharging its responsibilities, the Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of counsel or other advisors, experts or consultants, as it deems appropriate, in its sole discretion, without seeking approval of the Board or management. The Company shall pay all fees and expenses for any such advisors retained by the Committee.