

POWER OF ATTORNEY

I, Alexandre Agaian, on behalf and in representation of Terra Energy & Resource Technologies, Inc, as President and Chairman of the Board of said company organized under the laws of the State of Delaware – United States of America, duly authorized by the Board of Directors of said company, hereby constitute Mr. Mario Aldana Vargas , ecuadorian citizen (ID 170832154-0) as special attorney in fact of said company, and consequently, I confer him broad and sufficient powers as required by law, so that on behalf and in representation of the company he may appear in the representation of the 1% stock corporation of Rowtech Energy S.A. The attorney in fact is fully authorized to represent the company in the shareholders meetings and is especially empowered to carry out all the activities and procedures to comply with ecuadorian laws regarding to Superintendency of Companies and other ecuadorian companies control entities.

Date: September 30, 2010

Terra Energy & Resource Technologies, Inc.

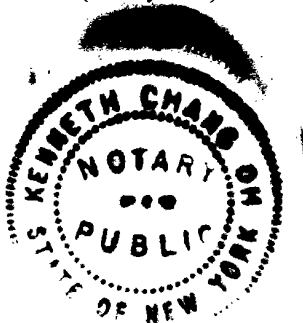
By: *Alexandre Agaian*
Name: Alexandre Agaian
Title: President and Chairman of the Board

STATE OF NEW YORK) COUNTY
COUNTY OF NEW YORK) CLERK

On this 30th day of September, 2010, before me Kenneth Chang Oh the undersigned officer, personally appeared Alexandre Agaian known personally to me to be the President and Chairman of Terra Energy & Resource Technologies, Inc. and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notary Seal)



Kenneth Chang Oh
Notary Public/Commissioner of Oath
My Commission Expires 12/14/10

KENNETH CHANG OH
NOTARY PUBLIC-STATE OF NEW YORK
No. 02OH6017586
Qualified in New York County
My Commission Expires December 14, 2010



United States of America

State of New York
Department of State

It is hereby certified, that Norman Goodman was Clerk of the County of New York in the State of New York, and Clerk of the Supreme Court therein, being a Court of Record, on the day of the date of the annexed certificate, and duly authorized to grant same; that the seal affixed to said certificate is the seal of said County and Court; that the attestation thereof of said Clerk is in due form and executed by the proper officer; and that full faith and credit may and ought to be given to said Clerk's official acts.

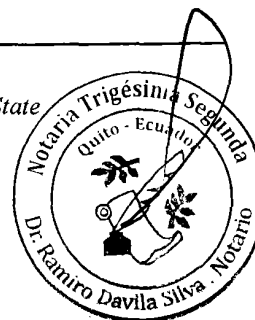
*In Testimony Whereof, the Department of the State seal
is hereunto affixed.*

*Witness my hand at the city of New York
this 01st day of October Two Thousand and Ten*



Sandra J. Tallman

Sandra J. Tallman
Special Deputy Secretary of State



NEW YORK
COUNTY

806045 Form 1

State of New York
County of New York, } ss.:

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal,
DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Kenneth Chang Oh

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

OCT 01 2010

FEE PAID \$3.00

[Signature]
County Clerk and Clerk of the Supreme Court, New York County





TERRA ENERGY & RESOURCE TECHNOLOGIES, INC

99 Park Avenue, New York, NY 10016 * ph. 212.286.9197 * fax 917.591.5988 * info@terrainsight.com

PODER GENERAL



PRIMERA.- COMPARECIENTE:

Comparece al otorgamiento del presente Poder General, por sus propios y personales derechos, el señor Alexandre Agaian (Pasaporte N. 422987572), en su calidad de Presidente de la compañía Terra Energy & Resource Technologies, Inc. domiciliada en 99 Park Avenue, 16th Floor, New York, NY 10016, Estados Unidos de América e inscrita ante el registrador de compañías del estado de Delaware bajo el numero 561940918, en adelante y para efectos de este documento se le denominara El Mandante. El compareciente es mayor de edad, de nacionalidad Estadounidense domiciliado en 245 East 93rd Street N. 22E NY 10128 Estados Unidos de América, hábil en derecho. El Señor Alexander Agaian comparece en su calidad de Presidente de la Compañía Terra Energy & Resource Technologies, Inc. debidamente autorizado por la sesión de directorio celebrada el 20 de Abril del 2011.

SEGUNDA.- PODER GENERAL:

La compañía Terra Energy & Resource Technologies Inc. debidamente representada por el señor Alexandre Agaian en su calidad de Presidente, otorga a favor de la señora Jenny Del Carmen Rivadeneira Villacres (CC. 170576884-2), Poder General, amplio y suficiente cual en derecho se requiere, autorizándoles para que en su nombre y representación, proceda a representar judicial y extrajudicialmente a la compañía Terra Energy & Resource Technologies, Inc., en las funciones relacionadas al giro ordinario del negocio en Ecuador y en particular a aquello que a continuación se enumera:

- Uno.** Presentación y firma de ofertas, cotizaciones, y todo tipo de propuestas de negocio a empresas públicas y privadas a nombre y en representación de Terra Energy & Resource Technologies, Inc. aprobadas específicamente por Terra Energy & Resource Technologies Inc.
- Dos.** Representar a Terra Energy & Resource Technologies Inc. en todas las actividades de registro de la empresa ante entidades públicas y privadas como una empresa extranjera no domiciliada en el Ecuador, así como representar a Terra Energy & Resource Technologies, Inc. en todas las negociaciones precontractuales y contractuales.
- Tres.** Para establecer una sucursal o una sociedad anónima según sea el caso conforme a los requerimientos de negocio que puedan originarse en el Ecuador, pudiendo proceder a la estructuración legal de cualquiera de las dos entidades conforme lo requieren las leyes ecuatorianas y conforme lo apruebe específicamente el Directorio de Terra Energy & Resource Technologies, Inc.
- Cuatro.** Según lo que resulte en la aplicación de la cláusula anterior, para establecer una sociedad anónima en el Ecuador con el 49% como capital accionario suscrito o participación accionaria de Terra Energy & Resource Technologies Inc. así como representar el mencionado porcentaje accionario en la junta de accionistas de la nueva entidad constituida en nombre de Terra Energy & Resource Technologies, Inc.



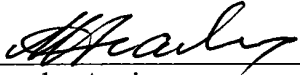
TERCERA.- PLAZO DE VIGENCIA:

El presente poder tendrá vigencia por un (1) año desde la fecha de suscripción de este documento, pudiendo ser renovado por periodos similares a criterio de Terra Energy & Resource Technologies, Inc.

CUARTA.- PROHIBICIONES Y NORMAS ESPECIALES:

La Señora Jenny del Carmen Rivadeneira Villacres queda expresamente prohibida de delegar el encargo objeto del Poder General que ahora se otorga.

Abril 20 del 2011



Alexandre Agaian

Presidente

Terra Energy & Resource Technologies, Inc.

STATE OF NEW YORK)

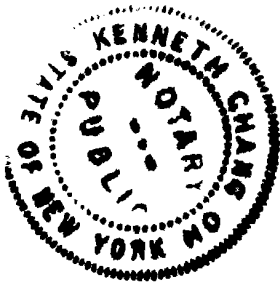
s.s.:

COUNTY OF NEW YORK)

On this 20th day of April, 2011, before me Kenneth Chang Oh the undersigned officer, personally appeared Alexandre Agaian known personally to me to be the President of Terra Energy & Resource Technologies, Inc. and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notary Seal)



Notary Public/Commissioner of Oath

My Commission Expires 12/14/2014

KENNETH CHANG OH
NOTARY PUBLIC-STATE OF NEW YORK
No. 020H6017586

Qualified in New York County
My Commission Expires December 14, 2014

NOTARIA TRIGESIMA SEGUNDA DE QUITO
En aplicación a la Ley Notarial DOY FE
que la foto copia que antecede es igual
al documento que me fue presentado
en: 4 foja(s) útil(es)

Quito a, 10 NOV. 2011



Dr. Ramiro Dávila Silva
NOTARIO TRIGESIMO SEGUNDO DE QUITO

State of New York }
County of New York, } ss.:

851241

NEW YORK
COUNTY

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal,

DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Kenneth Chang Oh

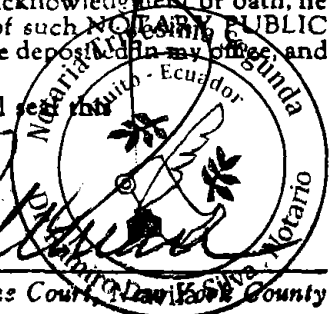
whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

FEE PAID \$3.00

MAY 19 2011

Norman Goodman
County Clerk and Clerk of the Supreme Court, New York County



PODER

Yo Alexandre Agaian, en nombre y representación de TERRA ENERGY 6 RESOURCE TECHNOLOGIES INC, como presidente del directorio de dicha compañía constituida bajo las leyes del estado de Delaware – Estados Unidos de America debidamente autorizado por el directorio de dicha compañía , por medio de la presente designo al Sr. Mario Aldana Vargas , ciudadano ecuatoriano (ID 170832154-0) como apoderado especial de dicha compañía y consecuentemente, le confiero poder amplio y suficiente , para que en nombre y representación de la compañía represente el 1% de acciones de Rowtech Energy S.A. . El apoderado está completamente autorizado para representar a la compañía en las juntas generales de accionistas y en especial para llevar a cabo toda clase de actos y procedimientos para cumplir con las leyes ecuatorianas en cuanto tiene que ver con las obligaciones ante la Superintendencia de Compañías y otras entidades de control societario.

Terra Energy & Resource Technologies, Inc

Alexandre Agaian

Presidente y Presidente del Directorio



NOTARIA TRIGESIMA SEGUNDA DE QUITO
En aplicación a la Ley Notarial DOY FE
que la foto copia que antecede es igual
al documento que me fue presentado
en: 4 foja (s) útil (es)

Quito a,

10 NOV. 2011



Dr. Ramiro Dávila Silva
NOTARIO TRIGESIMO SEGUNDO DE QUITO

