

TITAN LOGIX CORP.

MANDATE OF THE CHAIRMAN

The Board shall designate an outside, unrelated director to serve as Chairman with the responsibility to ensure that the Board executes its mandate effectively, efficiently and independently of management.

Specific Role and Responsibility:

- Ensure that the Board works as a cohesive team under his/her leadership and that Board meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view, and encourages all directors to participate in such a way that is conducive to good decision-making.
- Ensure that the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements.
- Reviews the Board meeting agendas to ensure that matters are brought up in a timely fashion, and that they are documented in a manner that allows the making of well informed decisions and provide input to the President on the preparation of agendas for Board and committee meetings.
- Ensure that a process is in place to monitor legislation and best practices which relate to the responsibilities of the Board, to assess the effectiveness of the overall Board, its committees, and individual directors on a regular basis. Consult with the President and the Board on the effectiveness of Board Committees.
- Ensure delegated committee functions are carried out and reported to the Board.
- Ensure that independent directors have adequate opportunities to meet to discuss issues without Management present.
- Chair Board and shareholder meetings.
- Communicate to management, as appropriate, the results of private discussions among outside directors and ensure that the expectations of the Board towards management and those of management towards the Board are clearly expressed in a respectful and constructive manner.
- Oversee the evaluation of the performance of the President and CEO, the CFO and other senior executives or officers, and assume the responsibility of executing a potential decision of the Board to dismiss the President and CEO.
- Oversee the Board's obligation to discharge all its fiduciary obligations and that the Company implements its code of ethics.

This Mandate of the Chairman was adopted by the Board of Directors of Titan Logix Corp. on the 24th day of June, 2005.

By order of the Board of Directors

TITAN LOGIX CORP.