

## TITAN LOGIX CORP.

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### ***TERMS OF REFERENCE FOR THE CHIEF EXECUTIVE OFFICER AND CHIEF OPERATING OFFICER***

#### **Duties and responsibilities:**

The CEO shall:

- A. Lead and manage the Company;
- B. Report to the Board of Directors;
- C. Recommend to the Board strategic directions for the Company's business and when approved by the Board, to successfully implement the corresponding strategic, business and operational plans;
- D. Direct and monitor the activities of the Company in a manner that ensures agreed upon targets are met and that the assets of the Company are safeguarded and optimized in the best interests of all the shareholders;
- E. In conjunction with the COO, develop and implement operational policies to guide the Company and the framework of the strategic directions adopted by the Board;
- F. Ensure that an overall corporate organizational structure and staffing is developed for recommendation to the Board;
- G. Develop and maintain an annual (or more frequently if be required) Board approved plan for the development and succession of senior management;
- H. Manage and oversee the required interfaces between the Company and the public and act as principal spokesperson for the Company; and
- I. Meet regularly and as required with Board members to review material issues and to ensure that they are provided in a timely manner with all information and access to management necessary to permit the Board to fulfill its statutory and other obligations.

The COO shall:

- A. Report to the CEO;
- B. Work closely with the CEO in the preparation for the Company's long and short term goals and strategies and assist the CEO in his presentation to the Board of Directors;
- C. Direct the development and preparation budgets based upon the approved strategies and goals;

- D. Direct corporate operations to successfully achieve approved strategies and goals. Appraise and evaluate the results of over-all operations regularly and systematically and report these results to the CEO;
- E. Develop and establish corporate operating policies and ensure their adequate execution.
- F. In conjunction with the CEO, develop and maintain a sound plan of corporate organization; establish policies to ensure adequate management development and to provide for capable management succession;
- G. Provide leadership and direction to Company's environment, health and safety policies and practices ensuring that they meet all legal standards and requirements; provide a quarterly environment, health and safety report to the Board;
- H. Provide leadership and direction to the Company's corporate and development activities; in conjunction with the CEO, direct and personally participate in acquisition and growth activities, including investigations, evaluations, and negotiations, in accordance with corporate objectives and plans approved by Board;
- I. Recommend to the CEO changes in corporate organization as required by the development and growth of the Company;
- J. Direct the development and establishment of adequate and equitable personnel policies, salary administration policies, and employee benefit plans throughout the Company;
- K. Ensure that all corporate operations carried out in compliance with local, provincial, and federal regulations and laws governing business operations; and
- L. Assume other special activities and responsibilities from time to time as directed by the CEO and the Board of Directors.

Adopted by the Board of Directors of Titan Logix Corp. on the 24<sup>th</sup> day of June, 2005.