

CHAIRMAN'S TERMS OF REFERENCE

1. Mentor the incumbent President and CEO.
2. Supply corporate vision and work with the President and CEO to develop and execute strategies based on the corporate vision.
3. Present corporate vision to the Board, large shareholders, partners and the outside world.
4. Represent the Corporation to the highest levels of government in Canada, Cuba and other jurisdictions where the company conducts business.
5. Manage the Corporation's balance sheet to minimize cost of capital and insure the sufficient liquidity exists to execute the corporate vision.
6. Execute the responsibilities of a company director according to lawful and ethical standards and in accordance with company policies.
7. Preside over board meetings and the annual shareholders' meeting.
8. Take a leading role in determining the composition of the board and its subcommittees to achieve maximum effectiveness.
9. The Chairman should recommend compensation awards for President and CEO and be available to advise the Board on general compensation matters.
10. Advise the Board on performance of the President and CEO and succession planning of the president and CEO.
11. In conjunction with the President and CEO, develop executive succession planning options to support the Corporation's strategies and to capitalize on opportunities for growth and/or acquisition