PRESIDENT AND CEO'S TERMS OF REFERENCE

Duties and responsibilities including, but not limited to:

1. Develop strategic options to maximize shareholder value and position the operating companies for increased return on investment.

2. Lead and direct corporate officers and business unit heads in the development and implementation of tactics to attain their respective strategic objectives.

3. Review on a quarterly basis business plans, activities, benchmarks, operating targets and results through consultation with corporate officers and business unit heads to ensure that corporate objectives and targets are met.

4. In consultations with the Corporation's Chief Financial Officer maximize the Corporation's financial resources to ensure financial objectives and benchmarks are met or exceeded.

5. Inculcate company strategy and philosophy to the executive team members.

6. Report to the Board of Directors and to shareholders regarding the Corporation's plans and performance including preparing for the Board an annual budget and three year business plan.

7. Assist the Chairman in formulation of corporate strategy and in representing the Corporation to key shareholders, the investment community, joint venture partners and other key members of the community.

8. Execute the responsibilities of a company director according to lawful and ethical standards and in accordance wit the Corporation's policies.

9. Serve on boards and key committees of major business units and joint ventures.

10. Develop, inculcate and maintain the Corporation's culture, values, standards and reputation in its markets with all executive team members, customers, suppliers, partners, regulatory and other government and official bodies and key community stakeholders. Ensure that corporate officers and business unit heads do the same with their staff.

11. Ensure that the Corporation conducts its business in compliance with legal, regulatory and company policy standards.

12. Recruit, select and develop executive team members.

13. Lead the strategic cross-functional developmental of key executives and provide the programs and tools for their professional skills development.

14. In conjunction with the Executive Chairman, develop executive succession planning options to support the Corporation's strategies and to capitalize on opportunities for growth and/or acquisition.