



**POSITION DESCRIPTION FOR THE
CHIEF EXECUTIVE OFFICER**

I. FUNCTION

The primary responsibility of the Chief Executive Officer is to lead Tantalus Systems Holding Inc. (the “**Company**”) by providing a strategic direction that includes the development and implementation of plans, policies, strategies and budgets for the growth and profitable operation of the Company

The Chief Executive Officer will report to the Company’s board of directors (the “**Board**”).

A. SPECIFIC RESPONSIBILITIES

In fulfilling his or her responsibilities, the Chief Executive Officer will:

1. oversee that the day-to-day business affairs of the Company are appropriately managed;
2. recommend to the Board and, following its approval, consistently strive to achieve, the Company’s financial and operating goals and objectives;
3. formulate Company policies and proposed actions and present to the Board for approval the long-term business plan and strategies and policies that lead to the creation of shareholder value;
4. develop and recommend to the Board annual business plans and budgets that support the Company’s long-term business plan and strategies;
5. oversee the Company’s achievement and maintenance of a competitive position within its industry;
6. along with the Chief Financial Officer, bear express responsibility for designing, establishing, maintaining, reviewing and evaluating the Company’s disclosure controls and procedures and internal controls over financial reporting (as each is defined under applicable securities laws) and maintaining and enhancing, as necessary, the effectiveness of the same;
7. respect the Board’s independence, including discussing major corporate commitments with the Board before they are made and respecting independent directors’ need to meet in executive sessions outside the presence of the Chief Executive Officer;
8. fulfil all responsibilities as assigned by the Board, in the manner expected by the Board;
9. keep the Board fully informed in a timely and candid manner of the progress of the Company towards the achievement of its established goals and of all material deviations from the goals or objectives and policies established by the Board;
10. evaluate the performance of the other officers of the Company and other senior employees and make recommendations with respect to their compensation;
11. take steps to build an effective management team below the level of the Chief Executive Officer, and oversee the Company’s active plan for management’s development and succession;
12. foster a corporate culture that promotes and encourages ethical practices, integrity and compliance with applicable laws;
13. maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels;
14. ensure the information communicated to the public timely, accurately and completely portrays the position of the Company;
15. represent the Company in a way that enhances and maintains the Company’s reputation; and
16. serve as the chief spokesperson for the Company.