

**COM DEV INTERNATIONAL LTD.**  
(the “Corporation”)

**POSITION DESCRIPTION FOR THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer (“CEO”) is a full time position that shall report to the Board of Directors. The CEO shall have full responsibility for the day-to-day operations of the business in accordance with the strategic plan of the business. In discharging this responsibility, and subject always to the oversight of the Board of Directors, the CEO is responsible for the following:

1. Fostering a corporate culture that promotes ethical practices and encourages individual integrity;
2. Maintaining and developing the Corporation’s role as a leader in its industry;
3. Providing leadership to the Corporation including making strategic choices to bring about change, focusing operating activities on value, challenging prevailing wisdom and allocating appropriate time between strategy, customers, and management;
4. Maintaining and developing with the Board strategic plans and management processes for the Corporation and implementing such plans and processes;
5. Ensuring the Company meets its approved annual operating plans;
6. Selecting senior management, providing oversight of the Corporation’s staff and overseeing management of the Corporation’s human resources;
7. Recommending appropriate management rewards and incentives to the Compensation Committee of the Board of Directors for the Corporation;
8. Overseeing senior management development programs and succession planning;
9. Recommending annual CEO objectives to the Board of Directors, and setting objectives for the senior management team;
10. Providing high-level policy options, orientations and discussions for consideration by the Board;
11. Maintaining existing and developing new strategic alliances and considering possible merger or acquisition transactions which will be constructive for the Corporation’s business and will help enhance shareholder value;
12. Providing support, co-ordination and guidance to various business leaders of the Corporation;
13. Ensuring communications between the Corporation and major stakeholders, including the Corporation’s shareholders, are managed in an optimum way and in accordance with applicable securities laws;
14. Providing timely strategic, operational and reporting information to the Board and implementing its decisions in accordance with good governance, the Corporation’s policies and procedures, and within budget;
15. Acting as an entrepreneur and innovator within the strategic goals of the Corporation;

16. Coordinating the preparation of an annual business plan;
17. Ensuring appropriate resources are made available to the Board; and
18. Faithfully observing and abiding by the rules, regulations or policies that the Corporation may implement in its discretion from time to time.
19. Remaining free of conflicts of interest with the best interests of the Company.
20. Securing Board of Director approval prior to accepting any directorship positions in other entities, or before dismissing any other executive officer of the Company.

Dated: December 13th, 2006.