

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

**POSITION DESCRIPTION FOR CHAIRMAN OF THE BOARD**

**I. WHO MAY BE CHAIRMAN**

The Chairman will be appointed by the Board of Directors and shall remain in office until he or she resigns, is removed by the Board of Directors or his successor is appointed by the Board of Directors.

**II. RESPONSIBILITIES**

The prime responsibility of the Chairman of the Board is to provide leadership to the Board of Directors to enhance the Board of Directors effectiveness. The Board of Directors has ultimate accountability for supervision of the management of the Corporation. Critical to meeting this accountability is the relationship between the Board of Directors, management, shareholders and other stakeholders. The Chairman, as the presiding member, must ensure that these relationships are effective, efficient and further the best interests of the Corporation.

The following are the responsibilities of the Chairman:

1. Chairing all meetings of the Board of Directors.
2. Chairing all shareholder meetings.
3. Providing leadership to the Board to enhance the Board’s effectiveness, including:
  - (a) Ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected;
  - (b) Ensuring that the Board works as a cohesive team and providing the leadership essential for this purpose;
  - (c) Working with the Corporate Secretary, ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;
  - (d) Ensuring that a process is in place by which the effectiveness of the Board and its committees is assessed on a regular basis; and
  - (e) Ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the board and committees is assessed on a regular basis.
4. Managing the Board, including:
  - (a) Working with the Corporate Secretary, establishing a schedule of Board meetings and preparing the agenda of the Board meetings;

- (b) Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
  - (c) Ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
  - (d) Ensuring that a succession planning process is in place to appoint the Chief Executive Officer and other members of management when necessary;
  - (e) Leading the Board's performance evaluation of the Chief Executive Officer;
  - (f) Working with the Corporate Governance and Nominating Committee, approaching potential candidates once potential candidates are identified, to explore their interest in joining the Board; and
  - (g) Acting as a sounding board and advisor to the Chief Executive Officer and the other executive officers.
5. Acting as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Chief Executive Officer to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.
6. At the request of the Board and the Chief Executive Officer, representing the Corporation to external groups such as shareholders and other stakeholders, including community groups and governments.

Dated: December 13th, 2006.