

Schedule "B"

Position Description Chief Executive Officer

1. Role of the Chief Executive Officer

The Chief Executive Officer (the "CEO") is the senior management officer of Lydian International Limited, LLC (the "Company"). As such, the CEO is to:

- manage the overall business
- be the leader of an effective and cohesive management team for the Company;
- set the tone for the Company by exemplifying consistent values of high ethical standards and fairness;
- lead the Company in defining its vision;
- be the main spokesperson for the Company; and,
- bear the chief responsibility to ensure the Company meets its short-term operational and long-term strategic goals.

The CEO works with and is accountable to the Board of Directors of the Company (the "Board") with due regard to the Board's requirement to be informed.

2. Duties and Responsibilities

The CEO's primary duties and responsibilities are to:

- (a) foster a corporate culture that promotes ethical practices, encourages individual integrity and fulfills social responsibility;
- (b) maintain a positive work climate that is conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels;
- (c) propose, implement and report to the Board long-term strategies and a vision for the Company that leads to creation of shareholder value;
- (d) develop and recommend for the Board's approval, annual operating plans and budgets that support the Company's long-term strategy. Once adopted, the CEO is responsible for their implementation and delivery and reports to the Board on progress at frequent and regular intervals.
- (e) develop for approval by the Board the corporate objectives which the CEO is responsible to meet;
- (f) represent the Company with all external audiences, takes lead responsibility for the maintenance and development of the Company's reputation and relationships
- (g) identify the principal risks of the Company's business and ensure the implementation of appropriate systems to manage these risks;

- (h) ensure that personnel and systems are in place so that the day-to-day business affairs of the Company are appropriately managed;
- (i) ensure that appropriate personnel and systems are in place for the integrity and adequacy of the Company's internal control and management information systems;
- (j) ensure, in cooperation with the Board, that there is an effective succession plan in place for the CEO position and his/her direct reports;
- (k) ensure, in cooperation with the Board, that the Company has an effective management team below the level of the CEO, with an active succession plan. All members of the senior management team report directly to the CEO, who is responsible for appraising the performance of each member of the team, encouraging their development and further training, when necessary replacing them, recruiting replacements whether internally or externally and formulating remuneration proposals for the Compensation Committee to review and recommend to the Board.;
- (l) ensure, in cooperation with the Board, that there is an effective disclosure policy for the Company;
- (m) comply at all times with the Company's Code of Business Conduct and Ethics; and
- (n) ensure that Board approval is obtained for the matters requiring Board approval, as set out in the Matters Reserved for the Board document.