

MANDATE OF THE CHIEF EXECUTIVE OFFICER

1. INTRODUCTION

The President and Chief Executive Officer (the “**CEO**”) of Century Global Commodities Corporation (the “**Company**”) is responsible for implementing the Company’s strategic and operating plans and to enhance shareholder value, managing the Company on a day to day basis reporting to the Board of Directors (the “**Board**”). In directing and overseeing the effective management of the Company’s operations, the CEO will, in conjunction with management:

- (a) promote a culture of integrity;
- (b) develop, implement and monitor business strategies, plans, organizational structures and policies and controls, as approved by the Board;
- (c) supervise and develop key members senior management;
- (d) oversee financial performance; and
- (e) work with the Board, keeping it well informed, to enable it to fulfill its oversight role.

2. DUTIES AND RESPONSIBILITIES

The responsibilities of the CEO include:

Corporate Leadership

- (a) foster a high performance corporate culture that promotes ethical practices, encourages individual integrity, accountability and social responsibility;
- (b) develop and recommend strategic plans, including measurable goals and objectives, to the Board that ensure the Company’s profitable growth and overall success; this includes updating and making changes, as required, and involving the Board in the early stages of developing strategy;
- (c) develop the corresponding operating plans, review and report regularly to the Board on the overall progress and results against operating and financial objectives and initiate courses of action for improvement;
- (d) develop and maintain a sound, effective organizational structure;
- (e) identify the principal risks of the Company’s business, reviewing these risks with the Board and implementing appropriate systems to manage these risks;
- (f) monitor all Company operations and activities, in light of all applicable laws, the Company’s Code of Business Conduct and Ethics, sound business practice and the policies and practices approved by the Board;

TERMS OF REFERENCE FOR THE CHIEF EXECUTIVE OFFICER

- (g) establish and maintain a Board approved plan for senior management development, compensation and succession;
- (h) ensure the integrity of the internal control and management systems;
- (i) maintain or cause to be maintained such industry, government, public or other external relationships as are deemed advisable and in the interests of the Company;
- (j) develop, manage and oversee a communications plan for the stakeholders of the Company and act as principal spokesperson of the Company;

Working with the Board

- (k) develop with the Board the corporate goals and objectives that the CEO is responsible for meeting;
- (l) collaborate with the Board Chair in setting priorities and Board agendas, keep the Board informed of the overall business operations and major issues, provide available information in a timely and effective manner and generally keep the Board fully informed of all significant operational, financial and other matters relevant to the Company;
- (m) provide the Board, at Board and committee meetings and otherwise, with exposure to the Company's senior management;
- (n) seek Board approval for expenditures and other transactions falling outside of authorizations established by the Board from time to time; and

Other

- (o) such other duties as requested from the Board or as are necessary to carry out this mandate.