

I. INTRODUCTION

The primary focus for the President and CEO is:

- A.** providing overall leadership and vision in developing, in concert with the Board of Directors, Tenaz Energy Corp.'s (the "Corporation") strategic direction;
- B.** providing overall leadership and vision in developing the tactics and business plans necessary to realize corporate objectives; and
- C.** managing the overall business to ensure strategic and business plans are effectively implemented.

II. DUTIES AND RESPONSIBILITIES

- A.** Develop strategic plans that will guide the Corporation in maximizing shareholder value.
- B.** Successfully implement the corresponding capital and operating plans.
- C.** Develop annual capital commitment budgets for approval by the Board.
- D.** Develop operating forecasts of revenue, expenditures, operational results, and financial performance. These forecasts serve as operating and financial guidelines and do not require Board approval.
- E.** Authorize the commitment of funds to capital projects included in budgets approved by the Board.
- F.** Authorize commitment of corporate resources. Enter into agreements, contracts, leases, etc. in order to pursue the strategies, business plans, and objectives of the Corporation.
- G.** Identify the principal risks of the Corporation's business and implement appropriate systems to manage these risks.
- H.** Authorize the appointment and discharge of staff.
- I.** Develop and maintain a sound, effective organization structure, and ensure, progressive employee training and development programs.
- J.** Ensure that all members of the organization have their responsibilities and authorities clearly established.
- K.** Establish effective control and co-ordination mechanisms for operations and activities. Ensure the integrity of the internal control and management systems.

- L.** Maintain or cause to be maintained such industry, governmental, public or other external relationships as are deemed advisable and in the interests of the Corporation. Ensure the Corporation's assets are adequately safeguarded and optimized in the best interests of the shareholders.
- M.** Manage and oversee the required interfaces between the Corporation and the public and act as the principal spokesperson for the Corporation.
- N.** Ensure that structures, systems and procedures are implemented such that all operations and activities of the Corporation are conducted in accordance with laws, regulations, and sound business practice.
- O.** Foster a corporate culture that encourages individual integrity and social responsibility.
- P.** With respect to the Board and shareholders, the President and CEO shall:

 - i) chair shareholder meetings;
 - ii) maintain an open and effective relationship with the Board Chair;
 - iii) ensure the Corporation's management is appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups;
 - iv) ensure effective communications and appropriate relationships are maintained with the shareholders of the Corporation and other stakeholders;
 - v) act as a principal link between the senior management team and the Board;
 - vi) ensure management strategies, plans and performance are appropriately represented to the Board;
 - vii) set agendas for Board meetings in consultation with the Board Chair;
 - viii) provide support to the Governance and Human Resources Committee in determining the annual slate of directors to be nominated to the Board; and
 - ix) provide support to the Governance and Human Resources Committee with its recommendation of the committee members and committee chair appointments to the Board for approval and their review of the need for, and the performance and suitability of, those committees.