

**PETROTAL CORP.
CHIEF EXECUTIVE OFFICER
POSITION DESCRIPTION**

Appointment

The Chief Executive Officer (the “**CEO**”) of PetroTal Corp. (the “**Corporation**”) shall have such skills and abilities appropriate to the appointment as Chief Executive Officer as determined by the Board.

The CEO shall be a duly elected or appointed member of the Board and shall be specifically appointed or re-appointed, as CEO by the Board at the first meeting of the Board following each annual meeting of shareholders of the Corporation. The CEO is not an independent director of the Corporation and shall not be a member of any committee that is required by applicable laws to be comprised solely of independent directors.

Responsibilities

The CEO, in exercising his powers and discharging his duties, is responsible to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The CEO shall have the specific duties set out below and shall have such powers and duties as the Board may delegate.

The CEO shall also present annual performance targets to the Corporate Governance and Compensation Committee for approval, which shall consist of personal and corporate goals and shall review annually with the Corporate Governance and Compensation Committee his performance against such targets.

Specific Duties

The CEO shall:

1. Provide leadership and vision for the Corporation.
2. Set the ethical tone for the Corporation and its management, including: (i) overseeing the administration and implementation of, and compliance with, the Corporation’s policies and procedures; (ii) take all reasonable steps to satisfy the Board as to the integrity of the CFO and other senior officers; and (iii) take all reasonable steps to satisfy the Board that the CFO and other senior officers create a culture of integrity throughout the organization.
3. Develop a strong organization with the right people in the right positions.
4. Provide general supervision and management of the day-to-day affairs of the Corporation.
5. Provide stewardship for: (i) the Corporation’s assets; and (ii) the Corporation’s expenditures within financial plans and budgets approved by the Board and, where required, the Audit Committee.

6. Develop long-term and short-term strategic plans and an annual financial plan for review and approval by the Board and effectively implement the approved plan. 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.
7. Develop an annual capital budget for review and approval by the Board and effectively implement the approved budget. Authorize the commitment of funds to capital projects included in budgets approved by the Board.
8. Develop senior management succession and development plans and report to the Board at least annually on such plans. Recommend candidates for appointment as officers of the Corporation to the Board. Recommend appointments to senior management, monitor performance of senior management and provide feedback and training as appropriate.
9. Communicate, in a timely fashion, with the Board on material matters affecting the Corporation.
10. Manage relationships with the Corporation's stakeholders, subject to compliance with the Corporation's Corporate Disclosure Policy as may be adopted and amended from time to time.
11. Approve commitments within the limits of delegated approval authorities.
12. Ensure appropriate policies and procedures of the Corporation are developed, maintained and disclosed.
13. Ensure that the Corporation has complied with all regulatory requirements for the Corporation's financial information, reporting, disclosure requirements and internal controls over financial reporting.
14. Identify the principal risks of the Corporation's business and implement appropriate systems to manage these risks.
15. Provide appropriate certifications regarding the Corporation and its activities, as may be required from time to time.

Review of Position Description

The Board of Directors shall review the adequacy of this position description annually or otherwise as it deems appropriate.