

SCHEDULE “C”

POSITION DESCRIPTION OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (the “CEO”) is responsible for the management of Difference Capital Financial Inc.’s (the “Company”) strategic and operational agenda and for the execution of the Board’s resolutions and policies.

The responsibilities of the CEO include the following:

(a) *With respect to strategic orientation*

- assuming accountability for the development and execution of the Company’s strategy and policies and, where appropriate, their communication to the Company’s key internal and external stakeholders;
- formulating and recommending to the Board a business plan;
- ensuring the efficient utilization of the Company’s resources to meet the Company’s strategic objectives.

(b) *With respect to the management of the Company*

- managing the business and affairs of the Company;
- developing and monitoring the Company’s organizational structure, business plans and budgets to meet goals and objectives, as approved by the Board;
- assuming responsibility for the Company’s day-to-day operations, including capital management and financial management, as well as for acquisitions and divestitures, all of which must be accomplished within the Company’s strategic framework;
- ensuring that the Company has in place effective disclosure controls and procedures and internal control over financial reporting capable of producing periodic reports that fairly present the Company’s business, financial condition and results of operations in a timely and accurate manner and enables investors to understand the business and to make investment decisions accordingly;
- taking all reasonable steps to identify, assess and manage the risks that the Company takes in the course of its business;
- ensuring that the Company recruits, develops and retains talented and motivated employees;
- ensuring that the Board’s policies with respect to compliance with laws, rules and regulations are met;
- fostering a corporate culture that promotes ethical practices and encourages individual integrity.

(c) *With respect to governance matters*

- overseeing the development of governance principles applicable to the Company;
- collaborating with the Board Chair in the setting of Board agendas;
- ensuring that the Board Chair and the Board are kept appropriately informed of the Company's overall business operations and major issues facing the Company;
- maintaining an effective communication link with the Board Chair and the Board as a whole;
- taking all reasonable steps to ensure that an open and positive climate exists between the Company and its stakeholders;
- serving as the Company's key spokesperson on all major issues.

Because of the CEO's demanding role and responsibilities, the Board Chair, in consultation with the Corporate Governance, Compensation and Nominating Committee, shall review any invitation to the CEO to join an outside board of directors to take all reasonable steps to ensure that such directorship would not impair the CEO's ability to fulfill the responsibilities of the position.