

DECISION DYNAMICS TECHNOLOGY LTD.

TERMS OF REFERENCE FOR A DIRECTOR

The Board of Decision Dynamics Technology Ltd. (“Decision Dynamics” or the “Corporation”) has established the following standards for directors.

I. GENERAL

As a member of the Board of Directors (the “Board”), each director will strive to:

- A. fulfill the legal requirements and obligations of a director, which include an understanding of the statutory and fiduciary roles; and
- B. ensure the best overall interests of Decision Dynamics are considered.

II. BOARD OF DIRECTORS ACTIVITY

As a member of the Board, each director will:

- A. act with integrity;
- B. respect confidentiality;
- C. use his or her ability, experience and influence constructively;
- D. be available as a resource to management and the Board; and
- E. demonstrate a willingness and availability for individual consultation with the CEO.

III. COMMUNICATION

Communication is fundamental to Board effectiveness and therefore each director will:

- A. participate fully and frankly in the deliberations and discussions of the Board;
- B. encourage free and open discussion of Decision Dynamics’ affairs by the Board;
- C. strive to establish an effective, independent and respected presence and a collegial relationship with other directors;
- D. focus inquiries on issues related to strategy, policy, and results rather than issues relating to the day-to-day management of Decision Dynamics; and
- E. respect the fact that the CEO is the chief spokesperson for Decision Dynamics and individual directors are usually only involved in external communications at the request of, and/or with the approval of, and in coordination with, the CEO.

IV. COMMITTEE WORK

In order to assist Board committees in being effective and productive each director will:

- A. either participate on, or assist, committees and become knowledgeable about the purpose and goals of each committee; and
- B. understand the process of committee work, and the role of management and staff supporting the committee.

V. INDUSTRY AND CORPORATE KNOWLEDGE

Recognizing that decisions can only be made by well-informed directors, each director will:

- A. become generally knowledgeable about Decision Dynamics' business and its industry;
- B. participate in director orientation and development programs developed by Decision Dynamics from time to time;
- C. maintain a general understanding of the regulatory, legislative, business, social and political environments within which Decision Dynamics operates; and
- D. become acquainted with Decision Dynamics' senior managers.