



INTERNATIONAL BIO RECOVERY CORPORATION

POSITION DESCRIPTION CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

GENERAL

This position description describes the appointment, role and responsibilities of the Chairman (the "Chairman") of the Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of International Bio Recovery Corporation ("IBR"). This position description should be read together with the written charter of the Committee (the "Charter"), as such Charter may be amended from time to time.

OFFICE OF THE CHAIRMAN

The Board shall appoint the Chairman from the members of the Committee (or if it fails to do so, the members of the Committee shall appoint the Chairman of the Committee from among its members). The designation of the Committee's Chairman shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the designation of Chairman is not so made, the Director who is then serving as Chairman shall continue as Chairman until his or her successor is appointed. The Chairman shall receive such remuneration as the Board may determine from time to time.

RESPONSIBILITIES OF THE CHAIRMAN

Board Leadership

The Chairman shall be responsible for providing leadership to the independent directors. This will include chairing *in camera* meetings of the independent directors and providing input to the Chairman of the Board on behalf of the independent directors with respect to board agendas.

The Chairman, in cooperation with the Chairman of the Board and the Board, shall provide the leadership necessary to provide greater assurance that adequate resources and timely and relevant information are available to the Board to allow it to effectively carry out its work.

Committee Leadership

The Chairman will provide leadership to the Committee in discharging its mandate as set out in the Charter of the Committee, including by:

- (a) promoting a thorough understanding by members of the Committee and management, of:
 - (i) the duties and responsibilities of the Committee; and

- (ii) the relationship between the Committee and each of IBR's
 - (A) management; and
 - (B) outside advisors
- (b) promoting cohesiveness among members of the Committee.

Liaison between the Committee and Management

The Chairman shall be the liaison between the Committee and IBR's management, and outside advisors, promoting open and constructive discussions between members of the Committee and each of these parties.

Information Flow

The Chairman shall promote the proper flow of information to the Committee to keep the Committee fully apprised of all matters which are material to IBR at all times.

Meetings of the Committee

In connection with meetings of the Committee, the Chairman shall be responsible for:

- (c) scheduling meetings of the Committee;
- (d) organizing and presenting the agenda for Committee meetings such that:
 - (i) all of the responsibilities assigned to the Committee under the terms of its Charter are discharged on a timely and diligent basis; and
 - (ii) members of the Committee have input into the agendas;
- (e) monitoring the adequacy of materials provided to the Committee by management in connection with the Committee's deliberations;
- (f) ensuring that the Committee has sufficient time to review the materials provided to it and to fully discuss the business that comes before the Committee;
- (g) presiding over meetings of the Committee; and
- (h) presiding over *in camera* meetings of the Committee.

Reporting to the Board

The Chairman shall report to the Board on the activities of the Committee as contemplated in the Committee's Charter.

Other Responsibilities

On an annual basis, the Chairman shall follow the process established by the Board for assessing the performance of the Committee.

The Chairman shall perform such other functions:

- (i) as may be ancillary to the duties and responsibilities described above; and
- (j) as may be delegated to the Chairman by the Committee or the Board from time to time.

Charter Review

The Committee shall review and assess the adequacy of this Charter annually and recommend to the Board any changes it deems appropriate.