



INTERNATIONAL BIO RECOVERY CORPORATION

POSITION DESCRIPTION CHAIRMAN OF THE BOARD

GENERAL

This position description describes the appointment, role and responsibilities of the Chairman (the “Chairman”) of the Board of Directors of International Bio Recovery Corporation (“IBR”). It should be read together with the:

- written charter of the Board (the “Charter”)
- position description of the Chairman of Corporate Governance Committee (the “Governance Committee Chair”)
- position description of the Chief Executive Officer (the “CEO”)

all as such documents may be amended from time to time.

A “Director” means any member of the Board.

OFFICE OF THE CHAIRMAN

The Board shall appoint the Chairman for a one year term at the first meeting of the Board following the annual meeting of shareholders each year. If no successor is appointed at the end of such term, the Governance Committee Chairman (or if such position is vacant, then the Chairman of the Audit Committee) shall serve as the interim Chairman until a successor is appointed.

RESPONSIBILITIES OF THE CHAIRMAN

Board Leadership

The Chairman will provide leadership to Directors in discharging their mandate as set out in the Charter, including by:

- (a) leading, managing and organizing the Board consistent with the approach to corporate governance adopted by the Board from time to time;
- (b) promoting cohesiveness among the Directors; and
- (c) being satisfied that the responsibilities of the Board and its Committees are well understood by the Directors.

Stewardship

The Chairman will assist the Board in discharging its stewardship function, which includes:

- (a) satisfying itself as to the integrity of the CEO, other senior officers and that the CEO and other senior officers created a culture of integrity throughout the organization;
- (b) strategic planning;
- (c) identifying the managing risks;
- (d) succession planning;
- (e) communication policy;
- (f) internal control and management information systems; and
- (g) IBR's approach to corporate governance

Relationship with Chief Executive Officer

The Chairman shall provide advice, counsel and mentorship to the Chief Executive Officer, particularly with respect to matters of strategic significance to the Corporation.

Information Flow

The Chairman shall promote the delivery of information to the Directors on a timely basis to keep the Directors fully apprised of all matters which are material to Directors at all times.

Meetings of the Board

In connection with meetings of the Directors, the Chairman shall be responsible for the following (in consultation with the Governance Committee Chairman, as appropriate):

- (a) scheduling meetings of the Directors;
- (b) coordinating with the chairmen of the committees of the Directors to schedule meetings of the committees;
- (c) ensuring that all business required to come before the board is brought before the board, such that the board is able to carry out all of its duties to manage or supervise the management of the business and affairs of the Corporation;
- (d) setting the agenda for meetings of the Board, with input from CEO;
- (e) monitoring the adequacy of materials provided to the Directors by management in connection with the Director's deliberations;
- (f) ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- (g) presiding over meetings of the Directors; and
- (h) encouraging free and open discussion at meetings of the Board.

Meetings of Shareholders

The Chairman shall preside over meetings of IBR's shareholders.

Other Responsibilities

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 Board from time to time.