



Position Description of the Chair of the Board

General

The Chair of the Board of Directors (the “**Board**”) of Xebec Adsorption Inc. (the “**Corporation**”) shall be appointed by the Board for a one-year term at the first meeting of the Board following the annual meeting of shareholders each year. If there is a vacancy in such office, then the Lead Director shall fill the vacancy until such time as it is filled by the Board.

Functions and Responsibilities

The Chair of the Board shall:

1. Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties and responsibilities as stipulated in the Board mandate as well as any applicable legislation, including:
 - o Collaborating with the Lead Director and other members of management, where appropriate, to develop agendas and schedules for Board meetings;
 - o Providing appropriate information from management to enable the Board and the committees to exercise their duties;
 - o Ensuring that all items requiring Board and committee approval are appropriately tabled;
 - o Ensuring proper flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals;
 - o Ensuring that external advisors retained or to be retained by the Board are appropriately qualified;
 - o Ensuring that the Board has full access to such members of senior management and other personnel, as well as to documents of the Corporation and its subsidiaries; and
 - o Ensuring that the Board is able to act independently from management.
2. Chair every meeting of the Board and encourage free and open discussion at meetings of the Board.
3. Respond to such questions as are put to the Chair of the Board at any meeting of shareholders.
4. Together with the Corporate Governance Committee and the Human Resources Committee, identify guidelines for the selection of the directors of the Board.
5. Act as liaison between the Board and the Corporation's senior management.
6. Carry out other duties as requested by the Board as a whole, depending on need and circumstances.