

Burcon NutraScience Corporation
Chair of the Board of Directors Position Description

In addition to the duties and responsibilities set out in the Board of Directors' Mandate, the Chair of the Board of Directors of Burcon NutraScience Corporation (the "Corporation") has the duties and responsibilities described below. If the Chair is not independent, then the Lead Director shall perform the duties and responsibilities described below.

The Chair of the Board of Directors shall:

1. Board Leadership

- (a) Serve on and chair the Board of Directors.
- (b) Provide the leadership necessary to ensure effective functioning of the Board of Directors.
- (c) Chair meetings of the Board of Directors.
- (d) Assist in setting meeting schedules.
- (e) Assist in setting meeting agendas.
- (f) Communicate with Directors between meetings.
- (g) Monitor meeting attendance.
- (h) Assist in Committee appointments and nominate Committee Chairs for approval by the Board of Directors.
- (j) Attend other Committee meetings where appropriate.
- (k) Consult with the Compensation Committee on Directors' compensation.

2. Board Development

- (a) Lead in the performance assessment of the Board of Directors and continuous improvement of Board of Directors.
- (b) Assist the Corporate Governance and Nominating Committees in planning the composition of and nomination/succession to the Board of Directors and its Committees.

3. Working with Management

- (a) Assist in effective communication among the Board of Directors and management, including follow-up of major items required by management.

- (b) Lead the Board of Directors in monitoring and influencing the development of strategic business plans.
- (c) Build effective relationships with members of management.
- (d) Help define problems, challenges and opportunities.
- (e) Assist the Compensation Committee in monitoring and evaluating performance of the Chief Executive Officer (“CEO”) and senior officers of the Corporation.
- (f) Counsel with the CEO, as appropriate, including potential senior staff plans and changes.
- (g) Assist in representing shareholders, the Board of Directors and to management.
- (h) Assist in representing management to the Board of Directors and shareholders.
- (i) Lead the Board of Directors in maintaining accountability by management.
- (j) Lead the Board of Directors in ensuring succession plans are in place at senior management levels.

4. Management Shareholder Relations

- (a) Meet or communicate with shareholders and potential shareholders as requested by the CEO.

On an annual basis, this position description shall be reviewed and assessed, and any proposed changes shall be submitted to the Board of Directors for consideration.