

MANDATE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

(Adopted by the Board of Directors on November 10, 2006)

A. STEWARDSHIP RESPONSIBILITY

Subject to the Articles of Response Biomedical Corporation (the "Company") and applicable law, the board of directors (the "Board") of the Company has the responsibility to supervise the management of the business and affairs of the Company including without limitation a stewardship responsibility to:

1. to oversee the conduct of the business of the Company;
2. provide leadership and direction to management;
3. evaluate management;
4. set policies appropriate for the business of the Company;
5. approve corporate strategies and goals; and
6. nominate directors.

The day-to-day management of the business and affairs of the Company is delegated by the Board to the Chief Executive Officer, ("CEO"). The Board will give direction and guidance through the CEO to management and the CEO will keep management informed of the Board's evaluation of the senior officers in achieving and complying with established goals and policies.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Board shall:
 - a. before each annual general meeting, recommend nominees to the shareholders for election as directors for the ensuing year;
 - b. identify, review the qualifications of, and approve candidates to fill vacancies on the Board between annual general meetings;
 - c. appoint such committees of the Board as it deems appropriate and appoint the chair of each committee;
 - d. establish the mandate, duties and responsibilities of each committee of the Board;
 - e. elect a chairman of the board and, when desirable, a vice-chairman of the board, and establish their duties and responsibilities;
 - f. appoint a CEO of the Company and establish the duties and responsibilities of the CEO; and
 - g. on the recommendation of the CEO, appoint the senior officers of the Company and approve the senior management structure of the Company.
2. A principal responsibility of the chairman of the Board is to manage, and act as the chief administrative officer of, the Board with such duties and responsibilities as the Board may establish from time-to-time.
3. The Board shall meet not less than four times during each year and will endeavor to hold one meeting in each quarter generally. The Board will also meet at any other time at the call of the chairman of the Board or, subject to the Articles of the Company, the CEO or any director.

C. DUTIES AND RESPONSIBILITIES

The Board has the following specific duties and responsibilities:

1. approve, supervise and provide guidance on the strategic planning process. The CEO and senior management team will have direct responsibility for the ongoing strategic planning process and the establishment of long-term goals for the Company, which are to be reviewed and approved by the Board. The Board will provide guidance to the CEO and senior management team on the Company's ongoing strategic plan. Based on the reports from the CEO, the Board will monitor the success of management in implementing the approved strategies and goals;
2. identify the principal risks of the Company's business and use reasonable steps to ensure the implementation of appropriate systems to manage these risks;

3. use reasonable steps to ensure that the Company has management of the highest calibre. This responsibility is carried out primarily through the appointment of the CEO as the Company's business leader. The Board will assess, on an ongoing basis, the CEO's performance against criteria and objectives established by the Board from time to time. The Board will also use reasonable steps to ensure that the CEO has in place adequate programs to train, develop and assess the performance of senior management;
4. keep in place adequate and effective succession plans for the CEO and senior management;
5. place limits on management's authority as may be determined advisable by the Board;
6. oversee the integrity of the Company's internal control and management information systems;
7. monitor the Company's communications policy;
8. require that the Board be kept informed of the Company's material activities and performance and take appropriate action to correct inadequate performance;
9. approve all significant capital plans and establish priorities for the allocation of funds to ongoing operations and capital projects;
10. approve all single expenditure items proposed by the Company exceeding \$250,000 not provided for in any approved capital plan;
11. provide for the independent functioning of the Board.
12. adopt a formal code of business ethics that governs the behaviour of its directors, officers and employees and monitor compliance with the code of conduct and grant any waivers.
13. provide advice and counsel to management on significant issues;
14. review and approve any significant policies of the Company; and
15. oversee the quality and integrity of the Company's accounting and financial reporting systems, disclosure controls and internal controls.

The duties and responsibilities set out above do not extend, and are not to be interpreted as extending, the obligations and liabilities of the directors beyond those imposed by applicable law and in each case are subject to the Articles of the Company and applicable law.