

WHITENOISE LABORATORIES INC.
BOARD OF DIRECTORS CHARTER
Amended as of September 13, 2006

BOARD STRUCTURE AND COMPOSITION

The Board of Directors (the “Board”) shall have directors who meet the criteria for “independence”, Each as amended from time to time. Directors who meet these criteria are referred to as Independent Directors.

BOARD OPERATIONS AND MEETINGS

Generally, Board members receive information in advance of Board meetings as appropriate so they will have an opportunity to prepare for discussion of the items at the meeting. Particularly sensitive subject matters may be discussed at the meeting without advance distribution of written materials. At Board meetings, ample time is scheduled to assure full discussion of important matters.

Management presentations are scheduled to permit a substantial proportion of Board meeting time to be available for discussion and comments. Board members are expected to rigorously prepare for and attend and participate in all Board and applicable Committee meetings and to spend the time needed and meet as often as necessary to properly discharge their obligations. Each Board member is expected to ensure that other commitments do not materially interfere with the members’ service as Director. To facilitate participation, directors may attend in person, via phone conference or via video conference. In accordance with applicable law, only Board members attending in person or via video conference are counted for purposes of establishing the quorum. In accordance with law, attendance in person by a majority of Board members is required for certain Board decisions, for purposes of establishing the quorum.

COMMITTEES

The Board of Directors of the Company has four standing committees: a Nominating committee, a Governance Committee, an Audit Committee and a Compensation Committee. All of the members of the Audit Committee, the Nominating Committee and the Compensation Committee will meet appropriate criteria. The members of these Committees will also meet the other membership

criteria specified in the respective charters.

Committee members are appointed by the Board upon recommendation made by the Nominating Committee. Each of the Committees makes recommendations to the Board, for final decision by the full Board as required by Law.

Each Committee has its own charter. The charter sets forth the principles, policies, objectives and responsibilities of the Committees in addition to the qualifications for Committee membership, procedures for Committee member nomination and removal, Committee organization and functioning and how the Committee will communicate with the Board. The charters provide that each Committee will meet to review its performance at least once a year. The Board and each committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and shall have the power to hire independent legal, financial and other advisors as they may deem necessary, without consulting with, or obtaining approval from, any officer of the Company in advance.

The Board may, from time to time, form new committees as it deems appropriate.
