

**VITALHUB CORP.**  
1 Valleybrook Drive, Suite 206  
North York, Ontario  
M3B 2S7

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual General and Special Meeting of the shareholders of VitalHub Corp. (the “Corporation”) will be held on June 27, 2018, at 9:30 a.m. (Toronto time) at Chitiz Pathak LLP, 320 Bay Street, Suite 1600, Toronto, Ontario M5H 4A6 (the “Meeting”) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2017 and the auditor’s report thereon;
2. to elect directors for the ensuing year;
3. to appoint auditors for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to annually approve the Corporation’s Stock Option Plan; and
5. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The Board of Directors has fixed May 23, 2018 as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof.

Accompanying this Notice of Meeting are the following documents: a Proxy, a Management Information Circular, the Audited Financial Statements and Management’s Discussion and Analysis for the year ended December 31, 2017, a Return Card, and a return envelope.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Information Circular.**

Dated at Toronto, Ontario this 22<sup>nd</sup> day of May, 2018

**BY ORDER OF THE BOARD**

/s/ “Daniel Matlow”

Daniel Matlow  
Director and Chief Executive Officer

**NOTES:**

1. Shareholders registered on the books of the Corporation at the close of business on May 23, 2018 are entitled to Notice of the Meeting. Shareholders registered on the books of the Corporation at the close of business on such date are entitled to vote at the Meeting.
2. The directors have fixed a time that is not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Corporation's transfer agent, Capital Transfer Agency, Inc., 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, or by facsimile through Capital Transfer Agency, Inc. at 416-350-5008, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting.

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## **MANAGEMENT INFORMATION CIRCULAR**

**For the Annual General and Special Meeting of Shareholders to be held on June 27, 2018**

### **GENERAL PROXY INFORMATION**

#### **SOLICITATION OF PROXIES**

The information contained in this management information circular (the “**Circular**”) is furnished to the holders of common shares (the “**Common Shares**”, and such shareholders, the “**Shareholders**”) of **VITALHUB CORP.** (the “**Corporation**” or “**VitalHub**”) in connection with the solicitation by management of the Corporation of proxies to be voted at the Annual General and Special Meeting (the “**Meeting**”) of the Shareholders to be held at 9:30 a.m. (Toronto time) on June 27, 2018 at the office of the Corporation’s counsel, Chitiz Pathak LLP, 320 Bay Street, Suite 1600, Toronto, Ontario M5H 4A6 for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of Shareholders (the “**Notice of Meeting**”) and at any adjournment thereof. Unless otherwise stated the information provided in this Circular is provided as of May 22, 2018.

**The solicitation of proxies is made on behalf of the management of the Corporation.** Such solicitation will be made primarily by mail, but proxies may be solicited personally or by telephone by directors and officers of the Corporation, who will not be remunerated therefore. The costs incurred in the preparation and mailing of the form of Proxy, Notice of Meeting and this Circular will be borne by the Corporation. The cost of the solicitation will be borne by the Corporation.

The board of directors of the Corporation (the “**Board**”) has fixed the close of business on May 23, 2018 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting (the “**Record Date**”).

#### **APPOINTMENT OF PROXYHOLDERS**

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. **A shareholder has the right to appoint, as proxyholder or alternate proxyholder, a person, persons or a company (who need not be a shareholder) to represent such shareholder at the meeting, other than any of the persons designated in the enclosed form of proxy, and may do so either by inserting the name of his chosen nominee in the space provided for that purpose on the form and striking out the other names on the form, or by completing another proper form of proxy.**

#### **DEPOSIT OF PROXY**

An appointment of a proxyholder or alternate proxyholders, by resolution of the directors duly passed, **WILL NOT BE VALID FOR THE MEETING OR ANY ADJOURNMENT THEREOF UNLESS IT IS DEPOSITED WITH THE CORPORATION’S TRANSFER AGENT, CAPITAL TRANSFER AGENCY, INC., 390 BAY STREET, SUITE 920, TORONTO, ONTARIO, M5H 2Y2, OR BY FACSIMILE THROUGH CAPITAL TRANSFER AGENCY, INC. AT 416-350-5008, NOT LATER THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS) BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF. A return envelope has been included with the material.**

## REVOCATION OF PROXIES

A shareholder who has given a Proxy may revoke the Proxy:

- a) by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing:
  - (i) with Capital Transfer Agency, Inc., not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used;
  - (ii) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used;
  - (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or
- b) in any other manner provided by law.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

## EXERCISE OF DISCRETION

A shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a shareholder will be voted or withheld from voting in accordance with the instructions, if any, of the shareholder on any ballot that may be called for. If the shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly by the proxy.

**In the absence of such direction in respect of a particular matter, such shares will be voted in favour of such matter. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** As of the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any such amendments, variations or other matters which are not now known to the management of the Corporation should properly come before the Meeting, the shares represented by the proxies hereby solicited will be voted thereon in accordance with the best judgment of the person or persons voting such proxies.

All matters to be voted upon as set forth in the Notice of Meeting require approval by a simple majority of all votes cast at the Meeting. Special resolutions require the affirmative vote of not less than two-thirds of the votes cast by the Shareholders who vote in respect of that resolution in order to be passed.

## VOTING IN PERSON AT THE MEETING

A registered shareholder, or a non-objecting beneficial owner ("**NOBO**") whose name has been provided to the Corporation's registrar and transfer agent, Capital Transfer Agency, Inc., will appear on a list of shareholders prepared by the registrar and transfer agent for purposes of the Meeting. To vote in person at the Meeting each registered shareholder or NOBO will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders (other than NOBOs) must appoint themselves as a proxyholder to vote in person at the Meeting. Also see "Non-Registered Holders" below.

## VOTING BY PROXY AT THE MEETING

If a registered shareholder or NOBO cannot attend the Meeting but wishes to vote on the resolutions, the registered shareholder or NOBO should sign, date and deliver the enclosed form of proxy to the Corporation's registrar and transfer agent, Capital Transfer Agency, Inc., 390 Bay Street West, Suite 920, Toronto, Ontario, M5H 2Y2, or by facsimile through Capital Transfer Agency, Inc. at 416-350-5008, so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. A shareholder giving a proxy can strike out the names of the nominees printed in the accompanying form of proxy and insert the name of another nominee in the space provided, or the shareholder may complete another form of proxy. A proxy nominee need not be a shareholder of the Corporation. A shareholder giving a proxy has the right to attend the Meeting, or appoint someone else to attend as his or her proxy at the Meeting and the proxy submitted earlier can be revoked in the manner described under "Revocation of Proxies".

## NON-REGISTERED HOLDERS

In many cases, Common Shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either:

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or,
- (b) in the name of a depository (such as The Canadian Depository for Securities Limited or "CDS"). Non-Registered Holders do not appear on the list of shareholders of the Corporation maintained by the transfer agent.

In accordance with Canadian securities law, the Corporation has distributed copies of the Notice of Meeting, this Circular and the form of proxy (collectively, the "**Meeting Materials**") to CDS and intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, intermediaries will use a service company to forward the Meeting Materials to Non-Registered Holders. Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

- A. *Voting Instruction Form*. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Holder's behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder.

Or,

- B. *Form of Proxy*. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must complete the form of proxy and deposit it with the Corporation's registrar and transfer agent, Capital Transfer Agency, Inc., 390 Bay Street West, Suite 920, Toronto, Ontario, M5H 2Y2, or by facsimile through Capital Transfer Agency, Inc. at 416-350-5008, as described above. If a Non-Registered Holder wishes to

attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided.

### Non-Objecting Beneficial Owners

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

### VOTING SHARES AND PRINCIPAL HOLDERS

The Corporation is authorized to issue an unlimited number of Common Shares with no par value. As of the date of this Circular, the Corporation has issued and outstanding 102,857,974 fully paid and non-assessable Common Shares issued and outstanding. All of the outstanding Common Shares are entitled to be voted at the Meeting and, unless otherwise stated herein, each resolution identified in the accompanying Notice of Meeting will be an ordinary resolution requiring for its approval a majority of the votes in respect of the resolution.

The Record Date for the Meeting is May 23, 2018. Each holder of Common Shares is entitled to one vote for each Common Share shown as registered in such holder's name on the list of Shareholders prepared as of the close of business on the Record Date with respect to all matters to be voted on at the Meeting. However, in the event of a transfer of Common Shares by any such holder after such date, the transferee is entitled to vote those Common Shares if such transferee produces a certificate in his or her name or properly endorsed share certificates or otherwise establishes that such transferee owns the Common Shares, and requests, not later than ten days before the Meeting, that the Corporation's transfer agent, Capital Transfer Agency, Inc., include the transferee's name in the list of Shareholders entitled to vote at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Corporation except as follows:

Name	Number of Shares	Approximate Percentage of Total Issues
CDS & Co. <sup>(1)</sup>	76,722,234	61.4%
Peter Catford. <sup>(2)</sup>	18,111,467	14.5%

Note:

- (1) Beneficial ownership of Common Shares is held by this financial intermediary, and the Corporation is not aware of the beneficial ownership of Common Shares held by this financial intermediary.
- (2) Includes shares beneficially owned, directly or indirectly.

## EXECUTIVE COMPENSATION

### Named Executive Officers

Pursuant to applicable securities regulations, the Corporation must disclose the compensation paid to its "Named Executive Officers". This includes the Corporation's Chief Executive Officer (the "CEO"), Chief Financial Officer (the "CFO") and the other most highly compensated executive officers whose total compensation exceeded \$150,000 (collectively, the "Named Executive Officers" or "NEO" or "NEOs"). The Corporation's NEOs include Dan Matlow as Chief Executive Officer, and Brian Goffenberg as both the Chief Financial Officer and Executive Vice President (the "EVP").

## COMPENSATION DISCUSSION & ANALYSIS

### Compensation Discussion and Analysis

The Corporate Governance & Compensation Committee (the “Committee”) recommends to the Board compensation of directors and senior officers. The Committee must abide by the Corporate Governance, Compensation and Nominating Committee Charter (attached to this Circular as Schedule “E”), and consists of Barry Tissenbaum, Roger Dent and Chris Schnarr. The members of the Committee, having been board members for companies similar in size and complexity to that of the Corporation, are qualified to make decisions on the suitability of the Corporation’s compensation policies and practices.

There is currently no compensation program for the Corporation’s Named Executive Officers as they are currently engaged in the capacity of consultants pursuant to consulting agreements (as described in the notes below) until replaced by a formal employment contract recommended by the compensation committee.

#### *Base Salaries*

Once base salaries for Named Executive Officers are given, such salaries will undergo annual review by the Committee with a recommendation to be made to the Board. Then, the Board will establish the base salaries for NEOs. In recommending base salary, the Committee will seek to set a pay that recognizes role, responsibility, length of service, and anticipated contribution to performance of the executive. There is no mandatory framework that will determine which of the above-referenced factors may be more or less important, and the emphasis to be placed on any factors is at the discretion of the Board and may vary among the executive officers. The Corporation does not engage in benchmarking and does not focus on any particular performance metric.

#### *Bonus Payments*

Bonuses may be awarded annually at the discretion of the Board, upon the advice of the Committee. The Committee bases its decision on the performance of the company as a whole and the awarding of bonuses is based on preset individual percentages. No specific weights are assigned to any criteria individually, rather, the performance of the Corporation is broadly considered as a whole when determining the level of bonuses (if any) to be paid.

#### *Option-Based Awards*

Stock option grants are made on the basis of the number of stock options currently held, position, overall individual performance, anticipated contribution to the Corporation’s future success and the individual’s ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Corporation in compensating, attracting, retaining and motivating the officers of the Corporation and to closely align the personal interests of such persons to the interests of the shareholders.

The recipients of incentive stock options and the terms of the stock options granted are determined from time to time by the Board, upon the recommendation of the Corporate Governance & Compensation Committee. The exercise price of the stock options granted is generally determined by the market price at the time of grant. At all times, officers (and directors, employees, consultants, contractors and agents of the Corporation) must adhere to the Corporation’s Insider Trading Policy adopted on April 19, 2017 and attached to this Circular as Schedule “F”.

The Corporation does not utilize a set of formal objective measures to determine long-term incentive entitlements, rather, long-term incentive grants, such as stock options, to executives are determined in a discretionary manner on a case by case basis, but having consideration to the number of options previously granted. There are no other specific quantitative or qualitative measures associated with option grants and no specific weights are assigned to any criteria individually, rather, the performance of the Corporation is broadly considered as a whole when determining the number of stock based compensation (if any) to be granted and the Corporation does not focus on any particular performance metric.

## Risks of Compensation Policies and Practices

The Committee and the Board work in tandem to oversee any potential risks in the Corporation's compensation policies and practices. There are no formal practices in place to identify and mitigate excessive risks other than through informal discussion at meetings of the Committee and the Board. The Board and the Committee have considered the risks of the current compensation program as set out herein and have determined that at this stage in the development of the Corporation the risks are not material.

## Purchase of Financial Instruments

The Corporation currently does not have in place any formal policies to prevent a director or NEO from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by such director or NEO.

## Summary Compensation Table

The following table sets forth the compensation earned by the Named Executive Officers for the years ended December 31, 2017 and 2016.

Name and Principal Position	Year	Consulting fees (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Dan Matlow <sup>(1)</sup> CEO and President	2017	128,004 <sup>(2)</sup>	-	56,033 <sup>(5)</sup>	-	-	-	-	184,027
	2016	32,001 <sup>(2)</sup>	-	13,832 <sup>(3)</sup>	-	-	-	-	45,833
Brian Goffenberg <sup>(7)</sup> CFO and EVP	2017	95,004 <sup>(8)</sup>	-	39,168 <sup>(5)</sup>	-	-	-	-	134,172
	2016	23,751 <sup>(8)</sup>	-	5,323 <sup>(9)</sup>	-	-	-	-	29,074
Eric Szustak <sup>(4)</sup> Former President, CFO and Secretary	2016	-	-	-	-	-	-	-	-

### Note:

- (1) Mr. Matlow was appointed CEO and President of the Corporation on November 28, 2016.
- (2) Prior to closing of its Qualifying Transaction (as such term is defined by Policy 2.4 of the TSXV) on November 28, 2016. Mr. Matlow entered into a consulting agreement with VitalHub, to be effective until replaced by a formal employment contract recommended by the compensation committee. The terms of the consulting agreements are as follows: monthly fee of \$10,667 plus HST; reimbursement of expenses related to duties; and termination by either VitalHub or Mr. Matlow on 3 months' notice.
- (3) On May 3, 2016, the Corporation granted 2,010,002 options (following application of the exchange ratio of .4738 of Quinsam Opportunities I Inc. ("QOP") for VitalHub shares in the Qualifying Transaction) to Mr. Matlow with an exercise price of \$0.10 and an expiry date of May 3, 2021. Prior to the Qualifying Transaction, Mr. Matlow surrendered 1,318,390 of options for cancellation. The fair value of these options at the date of grant was determined using the Black-Scholes pricing model with the following weighted average assumptions: expected life of 5 years, risk free rate of 1%, expected dividend yield of Nil, and expected volatility of 100%. The Corporation chose the Black-Scholes pricing model because the Audit Committee feels it is the best model to ascertain a fair, realistic value for options.
- (4) On November 28, 2016, the Corporation completed its Qualifying Transaction (as such term is defined by Policy 2.4 of the TSX Venture Exchange). On November 27, 2016, Mr. Szustak resigned as President, CFO and Secretary of the Corporation, and Mr. Dent resigned as CEO of the Corporation but remained a member of the board of directors.
- (5) On January 10, 2017, the Corporation granted 240,000 options to Mr. Matlow and 125,000 options to Mr. Goffenberg with an exercise price of \$0.12 and an expiry date of January 9, 2022. The fair value of these options at the date of grant was determined using the Black-Scholes pricing model with the following weighted average assumptions: expected life of 5 years, risk free rate of 1%, expected dividend yield of Nil, and expected volatility of 60%.

On November 27, 2017, the Corporation granted 515,000 options to Mr. Matlow and 385,000 options to Mr. Goffenberg with an exercise price of \$0.165 and an expiry date of November 26, 2022. The fair value of these options at the date of grant was determined using the Black-Scholes pricing model with the following weighted average assumptions: expected life of 5 years, risk free rate of 1.62%, expected dividend yield of Nil, and expected volatility of 60%. The Corporation chose the Black-Scholes pricing model because the Audit Committee feels it is the best model to ascertain a fair, realistic value for options.

- (6) Mr. Goffenberg was appointed CFO and EVP of the Corporation on November 28, 2016.

- (7) Prior to closing of its Qualifying Transaction (as such terms is defined by Policy 2.4 of the TSX Venture Exchange). Mr. Goffenberg entered into a consulting agreement with VitalHub, to be effective until replaced by a formal employment contract recommended by the compensation committee. The terms of the consulting agreements are as follows: monthly fee of \$7,917 plus HST; reimbursement of expenses related to duties; and termination by either Vitahub or Mr. Goffenberg on 3 months' notice.
- (8) On May 3, 2016, the Corporation granted 753,753 options (following application of the exchange ratio of .4738 of QOP for VitalHub shares in the reverse takeover transaction) to Mr. Goffenberg with an exercise price of \$0.10 and an expiry date of May 3, 2021. Prior to the reverse takeover transaction, Mr. Goffenberg surrendered 487,624 of options for cancellation. The fair value of these options at the date of grant was determined using the Black-Scholes pricing model with the following weighted average assumptions: expected life of 5 years, risk free rate of 1%, expected dividend yield of Nil, and expected volatility of 100%. The Corporation chose the Black-Scholes pricing model because the Audit Committee feels it is the best model to ascertain a fair, realistic value for options.

## INCENTIVE PLAN AWARDS

### Outstanding Option-Based Awards

The following table sets forth the outstanding option-based awards granted to Named Executive Officers of the Corporation.

Compensation Securities							
Name and Principal position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Dan Matlow CEO and President	Option-based award	515,000 options to purchase Common Shares <sup>(1)</sup> , representing 0.50% of the total issued and outstanding Common Shares (on a partially diluted basis).	November 27, 2017	\$0.165	\$0.165	\$0.185	November 26, 2022
Brian Goffenberg CFO and EVP	Option-based award	385,000 options to purchase Common Shares <sup>(1)</sup> , representing 0.37% of the total issued and outstanding Common Shares (on a partially diluted basis).	November 27, 2017	\$0.165	\$0.165	\$0.185	November 26, 2022
Dan Matlow CEO and President	Option-based award	240,000 options to purchase Common Shares <sup>(1)</sup> , representing 0.23% of the total issued and outstanding Common Shares (on a partially diluted basis).	January 10, 2017	\$0.12	\$0.105	\$0.185	January 9, 2022
Brian Goffenberg CFO and EVP	Option-based award	125,000 options to purchase Common Shares <sup>(1)</sup> , representing 0.12% of the total issued and outstanding Common Shares (on a partially diluted basis).	January 10, 2017	\$0.12	\$0.105	\$0.185	January 9, 2022
Dan Matlow CEO and President	Option-based award	691,612 options to purchase Common Shares <sup>(1)</sup> , representing 0.67% of the total issued and outstanding Common Shares (on a partially diluted basis).	May 3, 2016	\$0.10	\$0.08	\$0.12	May 3, 2021
Brian Goffenberg CFO and EVP	Option-based award	266,129 options to purchase Common Shares <sup>(1)</sup> representing 0.26% of the total issued and outstanding Common Shares (on a partially diluted basis).	May 3, 2016	\$0.10	\$0.08	\$0.12	May 3, 2021
Roger Dent Former CEO	Option-based award	400,000 options to purchase Common Shares <sup>(1)</sup> representing 0.39% of the total issued and outstanding Common Shares (on a partially diluted basis).	June 29, 2015	\$0.10	Not applicable	\$0.13	June 29, 2020
Eric Szustak Former President, CEO and Secretary	Option-based award	250,000 options to purchase Common Shares <sup>(1)</sup> representing 0.24% of the total issued and outstanding Common Shares (on a partially diluted basis).	June 29, 2015	\$0.10	Not applicable	\$0.13	June 29, 2020

Note:

- (1) Each one (1) option represents the right to purchase one (1) Common Share

### Incentive Plan Awards—Value Vested or Earned During the Year

The following table sets forth the value vested during the year for option and share based awards for Named Executive Officers for the year ended December 31, 2017.

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation- Value vested during the year (\$)
Dan Matlow	-	-	-
Brian Goffenberg	-	-	-

Note:

- (1) Option-based awards granted to NEO's vested on the date of grant. The amounts above are the aggregate sum of the difference between the market price on each date of vesting and an exercise price of \$0.12 per share.

### Exercise of Compensation Securities

The Directors and NEOs did not exercise any compensation securities for the financial year ended December 31, 2017. Dan Matlow, a director and an NEO, did not receive any compensation in addition to that disclosed above in the Summary Compensation Table for NEOs in respect of his role as a NEO.

### Stock Option Plan

The Corporation currently maintains a stock option plan and pursuant thereto grants options to purchase Common Shares (the "**Stock Option Plan**"). The purpose of the Stock Option Plan is to encourage share ownership by directors, senior officers and employees, together with consultants, who are primarily responsible for the management and growth of the business. The number of Common Shares, the exercise price per Common Share, the vesting period and any other terms and conditions of options granted pursuant to the Stock Option Plan, from time to time, are determined by the Board at the time of the grant, subject to the defined parameters of the Stock Option Plan.

The Stock Option Plan is administered by the Board, which has the authority thereunder to delegate its administration and operation to a special committee of directors appointed from time to time by the Board. Participation is limited to directors, officers, employees and consultants providing services to the Corporation.

The exercise price of any option cannot be less than the Discounted Market Price of the Common Shares at the time the option is granted. "Discounted Market Price" is a defined term under the policies of the TSX Venture Exchange (the "**Exchange**"), but generally means a discount of 25% to the market price of the Common Shares, although this discount can be less depending on a higher trading price of the Common Shares. The exercise period cannot exceed ten years. Options will terminate on the date of expiration specified, ninety days after termination of employment, or one year after the death of the grantee.

The maximum number of authorized but unissued Common Shares that may be issued upon exercise of options granted under the Stock Option Plan is equal to 10% of the issued and outstanding Common Shares on the date of the grant. The Corporation has 124,924,209 Common Shares issued and outstanding, thereby permitting the Corporation to grant options exercisable into a maximum of 12,492,421 Common Shares. The maximum number of shares reserved for issuance to any one person shall be 5% of the common shares outstanding at the time of the grant, on a non-diluted basis, less the aggregate number of shares reserved for issuance to such person under any other option to purchase shares from treasury granted as a compensation or incentive mechanism.

## DIRECTOR COMPENSATION

The Corporation did not pay any cash fees for services to its independent directors for the most recently completed financial year. Dan Matlow, a director and an NEO, did not receive any compensation in addition to that disclosed above in the Summary Compensation Table for NEOs in respect of his role as a director. Directors are entitled to receive options pursuant to the Corporation's Stock Option Plan.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no current employment or consulting contracts between the Corporation and any NEO which provide for payments to the NEOs in the event of their termination of employment or a change of control of the Corporation.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The table below sets forth information as at December 31, 2017 with respect to the Corporation's compensation plans under which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding convertible security (a)	Weighted-average exercise price of outstanding convertible security (b)	Number of securities remaining for future issuance under equity compensation plans (excluding security reflected in column (a))(c)
Equity compensation plans approved by security holders	8,247,741	\$0.13	2,038,056
Equity compensation plans not approved by security holders	N/A	N/A	N/A

## PARTICULARS OF MATTERS TO BE ACTED UPON

### ELECTION OF DIRECTORS

The articles of the Corporation provide that the Board shall consist of a minimum of one and a maximum of 10 directors, the number of which may be fixed from time to time by a resolution of the Board. The Corporation currently has five directors. The term of office of the current five directors will end at the conclusion of the Meeting. Unless a director's office is earlier vacated in accordance with the provisions the *Canada Business Corporations Act*, each director will hold office until the conclusion of the next annual meeting of the Corporation or, if no director is then elected, until a successor is elected. The Board of the Corporation shall govern itself in accordance with the Board of Directors Mandate, adopted April 19, 2017 (and attached to this Circular as Schedule "C").

The following table sets out the names of management's nominees for election as directors, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Corporation, the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date hereof. The nominees elected as directors will be expected, along with officers and other employees of the Corporation, to adhere to the Corporation's Code of Conduct adopted April 19, 2017 (and attached to this Circular as Schedule "D").

<p>Barry Tissenbaum<sup>(1)(2)</sup> Toronto, Ontario, Canada</p> <p>Principal Occupation for Last Five Years: B.A.T. consulting and corporate director (July 2005 to present)</p> <p>Director since: November 28, 2016</p> <p>Shares Held or Beneficially Owned<sup>(3)</sup> 180,000<sup>(6)</sup></p>	<p>Mr. Barry Tissenbaum, CPA, CA is a Corporate Director as well as a Consultant for B.A.T. Consulting which provides services to mostly private, family owned entrepreneurial companies. Mr. Tissenbaum is a former senior partner with Ernst &amp; Young LLP in Toronto where he headed their Retail &amp; Consumer Products division as well as working many years in the Entrepreneurial Services Group and served as the Toronto Mid-Town Managing Partner for 5 years. Barry's experience as an accountant and business advisor has seen him provide consulting services to senior management in the areas of strategy, profitability, finance, management, taxation, mergers, acquisition and divestitures. Mr. Tissenbaum has served on the board of directors of various publicly listed companies including Nobilis Health Corp., Just Energy Exchange Corp., Corel Corporation, and Medworxx Solutions Inc., and currently serves on the board of Noranda Income Fund. Mr. Tissenbaum obtained his Chartered Accountant designation in Quebec in 1968 and in Ontario in 1974. He is a member of the Canadian Institute of Chartered Accountant and the Institute of Chartered Accountant of Ontario.</p>
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<p>Roger Dent<sup>(1)(2)</sup> Toronto, Ontario, Canada</p> <p>Principal Occupation for Last Five Years: CEO and Director Quinsam Capital Corporation (December 2013 to present)</p> <p>Director since: January 9, 2015</p> <p>Shares Held or Beneficially Owned<sup>(3)</sup> 1,900,000<sup>(4)</sup></p>	<p>Mr. Dent has served as the Chief Executive Officer and a director of Quinsam Capital Corporation, an investment firm focusing on undervalued assets, companies, or projects, since December 2013. Mr. Dent is a director of AcuityAds Holdings Inc., Omni-Lite Industries Canada, Inc., Deveron UAS Corp., and California Nanotechnologies Corp. From 2003 to 2011, he held various positions, including portfolio manager, with Matrix Fund Management Inc., where he managed the Matrix strategic Small Cap Fund and the Matrix Small Companies Fund. He was formerly Vice-Chairman of Yorkton Securities Inc., one of the Canada's largest independent investment dealers and was Managing Director and Deputy Manager of Research at CIBC World Markets. He holds a Master of Business Administration from Harvard Business School and a Bachelor of Commerce from Queen's University.</p>
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<p>Stephen Garrington Boston, MA</p> <p>Principal Occupation for Last Five Years: Executive Vice President InterSystems (2011 to present)</p> <p>Director since: November 28, 2016</p> <p>Shares Held or Beneficially Owned<sup>(3)</sup> 250,000<sup>(7)</sup></p>	<p>Based in Boston, Steve Garrington is a graduate of the Australian Institute of Directors (GAICD), and brings 30 years of Healthcare IT business experience to his role on the VitalHub board. Mr. Garrington has previously served on public company boards in the UK, Australia and Canada, and has held leadership positions at several international software companies including; Misys, Torex, Ascribe, IBA health, and iSOFT. Mr. Garrington is currently Executive Vice President at InterSystems, a privately owned software technology and applications company focusing on data management solutions, headquartered in Cambridge, USA. Mr. Garrington's expertise has been developed in a range of markets including Asia Pacific, Continental Europe, Middle East, North America, Latin America and the United Kingdom.</p>
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<p>Chris Schnarr, ICD.D <sup>(1)(2)</sup> Toronto, Ontario, Canada</p> <p>Principal Occupation for Last Five Years: Managing Director Lorian Group Inc. (November 2016 to present) President and CFO, Delivra Inc. (September 2015 to November 2016) CFO, Delivra Inc. (May 2014 to September 2015)</p> <p>Director since: December 12, 2016</p> <p>Shares Held or Beneficially Owned<sup>(3) (8)</sup> Nil</p>	<p>Mr. Schnarr brings a wealth of experience to the Corporation. He is the Managing Director of Lorian Group Inc., a small cap business consultancy, and has over 25 years of experience within a broad range of roles and industries founding, managing, and advising growth companies, including strategy, corporate finance, capital markets, corporate development, M&amp;A, financial reporting and governance. Mr. Schnarr has a combined 25 years of public company Board experience across TSX and TSX Venture Exchange listed companies, as well as extensive committee experience. Mr. Schnarr also serves on the board of directors of Canopy Growth Corporation and Canopy Health Innovations Inc. He is a member of the Institute of Corporate Directors, a graduate of the Directors Education Program at the Rotman School of Business at the University of Toronto, and hold the ICD.D designation.</p>
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<p>Dan Matlow Thornhill, Ontario, Canada</p> <p>Principal Occupation for Last Five Years: President and CEO Vitalhub Corp. (May 2016 to present) President and CEO Medworxx (May 2014 to April 2016)</p> <p>Director since: November 28, 2016</p> <p>Shares Held or Beneficially Owned<sup>(3)</sup> 7,700,008<sup>(5)</sup></p>	<p>As president and CEO of Vitalhub, Mr. Matlow's focus is on increasing new license sales and services revenues, and directing the overall operations of the business. Mr. Matlow brings 20 years of software vendor management experience to VitalHub, with extensive experience in software development, marketing, consulting, and sales. Dan most recently served as President and CEO of Medworxx Solutions Inc. ("Medworxx") from 2004 to 2015, which was sold to Aptean, a subsidiary of Vista Equity Partners, in October 2015 for a valuation of \$20 million. Medworxx is a provider of healthcare patient flow solutions throughout Canada, the United States, the UK, France and Australia. Dan began his career at On-Line Software Inc. where he led the Canadian operations of a \$150M software business. He then founded and led an education services organization called SDLC Technologies Inc. ("SDLC"). SDLC developed and marketed instructor-led IT education courses in the United States and Canada. Dan led the sales function of Open Text's healthcare division as Vice President of Sales. He was SVP of Sales for Corechange, a Boston-based startup, where he led the sales team that grew both license and services revenues from less than USD\$1M in 1997, to over \$20M in 2001. Open Text acquired Corechange in early 2003. Prior to Corechange, Dan served as President &amp; CEO for an enterprise training and education company that delivered a broad range of instructor-led technical training to Fortune 1000 enterprises in the North America. Dan holds a BA from York University in Toronto, Canada.</p>
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<p>Mohan Plakkot Montreal, Quebec, Canada</p> <p>Principal Occupation for Last Five Years: Chief Strategist, Valsef Capital</p> <p>Director since: October 17, 2017</p> <p>Shares Held or Beneficially Owned<sup>(3) (9)</sup> Nil</p>	<p>Mr. Plakkot is Chief Strategist at Valsef Capital, a private investment company that specializes in public market investments within the software and technology space. He is also Chief Strategist at Valsoft, an acquisitive company that focuses on vertical market software. Mohan's prior experience includes clean tech venture capital at Emerald Technology Ventures and structuring M&amp;A transactions for internet assets. He started his career as an enterprise software engineer at SunGard and holds a MBA from McGill University as well as a bachelor's in Information Technology.</p>
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Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Corporate Governance and Compensation Committee
- (3) Information as to shares beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (4) Also holds options entitling the holder to acquire 750,000 Common Shares.
- (5) Also holds options entitling the holder to acquire 2,596,612 Common Shares.
- (6) Also holds options entitling the holder to acquire 350,000 Common Shares.
- (7) Also holds options entitling the holder to acquire 350,000 Common Shares.
- (8) Also holds options entitling the holder to acquire 350,000 Common Shares.
- (9) Also holds options entitling the holder to acquire 190,000 Common Shares.

### **Corporate Cease Trade Orders or Bankruptcies**

To the knowledge of the Corporation, other than as set forth herein, no proposed director is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (i) was subject to a cease trade order, other similar order, or an order that denied the relevant company access to any exemption under securities legislation, and which was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (iii) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Chris Schnarr was a director and an officer of BioExx Specialty Proteins Ltd. and its subsidiaries ("BioExx") which was a reporting issuer listed on the TSX. Mr. Schnarr resigned from the board of directors and as an officer of BioExx and its subsidiaries on August 28, 2013. On October 1, 2013, BioExx commenced proceedings under the *Companies' Creditors Arrangement Act* (Canada). On the same date the trading of BioExx's shares on the TSX was halted and on November 6, 2013 the shares of BioExx were delisted from the TSX.

**Management of the Corporation recommends that shareholders vote in favour of the recommended directors. You can vote for all of these directors, vote for some of them and withhold for others, or withhold for all of them. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of each of the proposed nominees set forth above as directors of the Corporation.**

### **APPOINTMENT AND REMUNERATION OF AUDITORS**

Shareholders are requested by management to approve a resolution to reappoint MNP LLP, Chartered Professional Accountants, Licensed Public Accountants ("**MNP**") as auditors of the Corporation until the next annual meeting of shareholders, and to authorize the Board to fix its remuneration.

Management of the Corporation recommends that shareholders vote in favor of reappointing MNP as auditors of the Corporation. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the approval of the resolution to appoint MNP and authorize the Board to fix its remuneration.

#### **ANNUAL APPROVAL OF STOCK OPTION PLAN**

The Corporation has in place the Stock Option Plan which provides that the board of directors may from time to time, in its discretion and in accordance with TSXV requirements, grant to directors, officers, employees and consultants of the Corporation options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Corporation’s issued and outstanding Common Shares at the date of being granted. It is a requirement of TSXV policies that issuers who have such “rolling plans” seek annual shareholder approval of their stock option plan. Accordingly, in addition to certain amendments of a housekeeping and clerical nature to the Stock Option Plan, Shareholders will be asked to re-approve the Stock Option Plan in accordance with TSXV policy.

For a description of the Stock Option Plan, see “Executive Compensation - Stock Option Plan”.

**Management of the Corporation recommends that Shareholders vote in favor of the resolution to annually approve the Stock Option Plan. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the annual approval of the Stock Option Plan.**

#### **OTHER BUSINESS**

Management of the Corporation is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

#### **CORPORATE GOVERNANCE PRACTICES**

The Board of Directors has reviewed the Corporation’s current corporate governance practices with reference to the applicable provisions of National Instrument 58-101 and has compiled the following analysis:

<b>CORPORATE GOVERNANCE GUIDELINE</b>	<b>VITALHUB PRACTICE</b>
<b>1. Board of Directors</b>	
a) Disclose the identity of directors who are independent.	Five of the Corporation’s six directors are independent, namely, Barry Tissenbaum, Roger Dent, Stephen Garrington, Chris Schnarr, and Mohan Plakkot.
b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	Daniel Matlow is not considered an independent directors by reason of being the Corporation’s Chief Executive Officer.
<b>2. Board of Directors</b>	
If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Barry Tissenbaum serves as trustee of the Noranda Income Trust. Roger Dent is Director of Quinsam Capital Corporation, Acuity Ads Holdings Inc., Omni-Lite Industries Canada, Inc., Deveron UAS Corp., and California Nanotechnologies Corp. Chris Schnarr is Director of Canopy Growth Corporation.
<b>3. Orientation and Continuing Education</b>	
Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.	As a small company, the Corporation believes that its current complement of directors have sufficient experience and knowledge to act as directors of the Corporation. The current Board will institute such further steps as may become necessary to orient new board members and maintain educational standards for directors. The directors may also be required to take

CORPORATE GOVERNANCE GUIDELINE	VITALHUB PRACTICE
	minimum professional development courses such as formal training sessions and attendance at seminars.
<b>4. Ethical Business Conduct</b>	
Describe what steps, if any, the board takes to encourage and promotes a culture of ethical business conduct.	<p>The Corporation's small size allows the Board to effectively monitor the ethical conduct of the Corporation, and ensure that it complies with applicable legal and regulatory requirements such as those of relevant securities commissions and the TSX Venture Exchange.</p> <p>The Board has implemented a whistleblower policy whereby the Audit Committee receives, retains, investigates and acts on complaints and concerns of employees, shareholders and members of the public regarding accounting, internal accounting controls and auditing matters, compliance with legal and regulatory requirements, and retaliation against employees. Any report that is made directly to management, whether openly, confidentially or anonymously, shall be promptly reported to the Audit Committee and any report, whether made to management or the Audit Committee, will be reviewed by the Committee, who may, in its discretion, consult with any member of management who is not the subject of the allegation and which may have appropriate expertise to assist the Committee. The identity of any person or group who makes a Report anonymously will not, unless required by a judicial or other legal process, be revealed by any member of the Committee and will remain confidential and the Committee shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of such person.</p>
<b>5. Nomination of Directors</b>	
<p>Disclose what steps, if any, are taken to identify new candidates for board nomination, including:</p> <ul style="list-style-type: none"> <li>a) who identifies new candidates, and</li> <li>b) the process of identifying new candidates.</li> </ul>	The Board's small size and cohesion allow it to effectively perform the duties and functions of a Nominating Committee. Given the Corporation's present stage of development, its current Board has been determined to be appropriate.
<b>6. Compensation</b>	
<p>Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:</p> <ul style="list-style-type: none"> <li>a) who determines the compensation; and</li> <li>b) the process of determining compensation.</li> </ul>	<p>The Corporation has a Corporate Governance and Compensation Committee comprised of Barry Tissenbaum, Roger Dent and Chris Schnarr, to examine executive compensation on an annual basis and makes recommendations to the Board on setting such compensation.</p> <p>All of the members of the Compensation Committee are independent directors.</p>
<b>7. Other Board Committees</b>	
If the board has standing committees other than the audit, compensation and nominating committees, describe their function.	The Board does not presently have any standing committees other than the Audit Committee and the Corporate Governance and Compensation Committee.
<b>8. Assessments</b>	

CORPORATE GOVERNANCE GUIDELINE	VITALHUB PRACTICE
Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees and its individual directors are performing effectively.	The Board has not adopted formal procedures for assessing its own effectiveness, or that of the Audit Committee or the individual directors. However, the Corporation believes that its corporate governance practices are appropriate and effective given the Corporation's development stage and its presently small size. The Corporation's method of corporate governance allows for the Corporation to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

### AUDIT COMMITTEE

The Corporation is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not officers or employees of the Corporation or of an affiliate of the Corporation (the "Audit Committee"). The Corporation's Audit Committee consists of Barry Tissenbaum, Roger Dent, and Chris Schnarr, each of whom is independent.

#### *Audit Committee Charter*

The Board has adopted a charter for its Audit Committee, the text of which is set forth in Schedule "A" attached hereto.

#### *Independence*

Multilateral Instrument 52-110 *Audit Committees*, ("MI 52-110") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of the member's independent judgment.

The Corporation's current Audit Committee consists of Barry Tissenbaum, Roger Dent, and Chris Schnarr, each of whom is independent.

#### *Relevant Education and Experience*

MI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. All existing members of the Audit Committee are financially literate as such term is defined in MI 52-110. Furthermore, the relevant and experience of each Audit Committee member are as set forth below:

Member	Relevant Experience
Barry Tissenbaum	<ul style="list-style-type: none"> <li>- Chartered Professional Accountant</li> <li>- former partner at Ernst &amp; Young LLP</li> <li>- has served on the Boards of a number of public companies and for many was on or chaired their audit committees</li> </ul>
Roger Dent	<ul style="list-style-type: none"> <li>- 25 years' experience in the Canadian investment industry, with experience primarily focused on small growth companies.</li> <li>- has served on the Boards of a number of public companies</li> </ul>
Chris Schnarr	<ul style="list-style-type: none"> <li>- ICD.D designation</li> <li>- 15 years public company executive and finance experience and over 25 years public company Board experience (TSX and TSXV)</li> </ul>

### *Audit Committee Oversight*

Since the commencement of the Corporation's most recently completed financial year, the Audit Committee of the Corporation has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

### *Reliance on Certain Exemptions*

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of MI 52-110; or
- (b) an exemption from MI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

### *Pre-Approval Policies and Procedures*

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

### *Audit Fees*

The following table sets forth the fees paid by QOP, the Company's CPC (as such term is defined in TSX Venture Exchange Policy 2.4) predecessor, to MNP, during the financial year ended December 31, 2016 for services rendered, as well as the fees paid by the Company to MNP, during the financial year ended December 31, 2017:

Category of Service	2017	2016	Description of Services
Audit fees	\$ 31,244	\$ 29,960	Assurance services related to year-end audits, and quarterly review engagements on the interim statements
Tax fees	\$ -	\$ 7,500	Tax return and SR&ED filing
TOTAL	\$ 31,244	\$ 37,460	

The Corporation is a "venture issuer" as defined in MI 52-110 and is relying on the exemption in section 6.1 of MI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

### **Report of the Audit Committee**

In the performance of its oversight function, the Audit Committee reviewed and discussed the Corporation's audited financial statements as of and for the year ended December 31, 2017 with management and the auditors. The audited financial statements were represented to have been prepared in accordance with Canadian generally accepted accounting principles.

The Audit Committee met with MNP, the CEO and CFO at the conclusion of the audit for the purposes of recommending the approval of the Corporation's annual financial statements to the Board. It is satisfied that it appropriately fulfilled its mandate to the best of its ability during and for the year ended December 31, 2017. The financial statements and Management's Discussion and Analysis for the year ended December 31, 2017 are included in the mailing with this Circular.

### **INTEREST OF CERTAIN PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth herein or as previously disclosed, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, nominee for election as a director or any shareholder holding more than 10% of the voting rights attached to the

Common Shares or an associate or affiliate of any of the foregoing in any transaction in the preceding financing year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

During the year ended December 31, 2017, no director, executive officer or associate of any director or executive officer of the Corporation was indebted to the Corporation, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). The Corporation's annual management discussion and analysis and a copy of this Circular is available to anyone, upon request, from the Corporation at 1 Valleybrook Drive, Suite 206, North York, Ontario, M3B 2S7. All financial information in respect of the Corporation is provided in the comparative financial statements and management discussion and analysis for its recently completed financial year.

The Corporation remains committed to disclosing material information in a timely manner, and in accordance with its Disclosure Policy (attached to this Circular as Schedule "G"). Additionally, the Corporation strives to maintain a commitment to complying with all applicable laws and regulations, and to that end employed internal controls and procedures to detect, prevent and deter improper activities. These controls and procedures can be found in the Corporation's Whistleblower Policy, adopted April 19, 2017 (attached to this Circular as Schedule "H").

#### **APPROVAL OF THE BOARD OF DIRECTORS**

This Circular and the mailing of same to Shareholders have been approved by the Board.

DATED the 22<sup>nd</sup> day of May, 2018.

#### **BY ORDER OF THE BOARD OF DIRECTORS**

/s/ "Daniel Matlow"

Daniel Matlow

Director and Chief Executive Officer

## SCHEDULE "A"

### AUDIT COMMITTEE CHARTER

#### **1. Mandate**

The audit committee will assist the board of directors (the "**Board**") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well as the company's business, operations and risks.

#### **2. Composition**

The audit committee will consist of a minimum of three directors.

##### *2.1 Independence*

A majority of the members of the audit committee must not be officers, employees or control persons of the Company. If the Company ceases to be a "venture issuer" as that term is defined in *National Instrument 52-110 – Audit Committees ("NI 52-110")*, then all of the members of the audit committee shall be free from any material relationship with the Company within the meaning of NI 52-110.

##### *2.2 Financial Literacy of Committee Members*

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. A person is generally considered "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

##### *2.3 Replacement of Committee Members*

Any member of the audit committee may be removed or replaced at any time by the Board and automatically ceases to be a member of the audit committee upon ceasing to be a director.

The Board may fill vacancies on the audit committee by appointing another director to the committee. The Board will fill any vacancy if the membership of the audit committee is less than three directors. Whenever there is a vacancy on the audit committee, the remaining members may exercise all of the committee's powers as long as a quorum remains in office. Subject to the foregoing, the members of the audit committee will be appointed by the Board annually, and each member of the committee will remain on the committee until the next annual meeting of shareholders after his or her appointment or until his or her successor is duly appointed and qualified.

##### *2.4 Chair*

The Chair shall be responsible for leadership of the audit committee, including overseeing the scheduling and preparation of meetings, presiding over meetings, and making regular reports to the Board. The Chair will also regularly liaise with the Chief Executive Officer and Chief Financial Officer of the Company and the lead partner of the Company's external auditors.

### **3. Meetings**

The audit committee will meet regularly at times necessary to perform the duties described in this Charter in a timely manner, but not less than four times a year. Meetings may be held at any time deemed appropriate by the committee. The audit committee may meet in person and/or by telephone or electronic means and, other than with respect to the review of the audited financial statements and the notes and Management's Discussion and Analysis relating to such financial statements with management and the independent auditor, may act by means of a written resolution signed by all members entitled to vote on the matter.

The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions, and will meet without management present at every regular meeting.

A majority of the members of the audit committee constitute quorum.

### **4. Roles and Responsibilities**

The audit committee shall fulfill the following roles and discharge the following responsibilities:

#### **4.1 External Audit**

The external auditor shall report directly to the audit committee. The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

#### **4.2 Internal Control**

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company;
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls
- (c) review and discuss with management and the external auditor the nature and appropriateness of the Company's systems to identify, assess and mitigate significant business risks and discuss with the external auditor management's responses to the external auditor's advice regarding management and internal controls.

#### *4.3 Financial Reporting*

The audit committee shall review the Company's financial statements, Management's Discussion and Analysis ("MD&A") and other financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

##### *General*

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions;
- (b) review with management and the external auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements; and
- (c) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

##### *Annual Financial Statements*

- (a) review the Company's draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (c) review the Company's MD&A respecting the annual reporting period prior to its release to the public.

##### *Interim Financial Statements*

- (a) review and approve the Company's interim financial statements prior to their release to the public; and
- (b) review the Company's MD&A respecting the interim reporting period prior to its release to the public.

##### *Release of Financial Information*

- (a) where reasonably possible, review and approve all other public disclosure, including news releases, containing financial information prior to its release to the public; and
- (b) periodically assess the procedures for the review of disclosure of financial information (other than that set forth under the headings "Annual Financial Statements" and "Interim Financial Statements" above) extracted or derived from the financial statements.

#### *4.4 Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

##### *Delegation of Authority*

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

#### *De-Minimis Non-Audit Services*

- (a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
  - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided;
  - (ii) the Company or its subsidiary did not recognize the services as non-audit services at the time of the engagement; and
  - (iii) the services are promptly brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated by the audit committee.

#### *Pre-Approval Policies and Procedures*

- (a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
  - (i) the pre-approval policies and procedures are detailed as to the particular service;
  - (ii) the audit committee is informed of each non-audit service; and
  - (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

#### *4.5 Other Responsibilities*

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board;
- (f) review and approve hiring policies regarding partners, employees and former partners and employees of the present and former external auditor;
- (g) review and update this Charter and receive approval of changes to this Charter from the Board;
- (h) review and discuss with management the appointment of the Chief Financial Officer of the Company and any other key financial executives of the Company and recommend qualified candidates to the Board, as appropriate

#### *4.6 Reporting Responsibilities*

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

#### **5. Resources and Authority of the Audit Committee**

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

The audit committee shall have full access to all books, records, facilities and personnel of the Company in connection with the performance of its duties.

Nothing in this Charter is intended or construed to impose on any member of the audit committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject. Each member of the audit committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives financial and other information, and the accuracy of the information provided to the Company by such persons or organizations.

While the audit committee has the responsibilities and powers set forth in this Charter, it is not the duty of the committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with International Financial Reporting Standards in Canada and applicable rules and regulations, which duties are the responsibility of management and the external auditors.

## SCHEDULE "B"

### VITALHUB CORP.

#### BOARD OF DIRECTORS

#### MANDATE

##### **Appointment and Composition**

Directors of VitalHub Corp. ("**VitalHub**") are elected annually by shareholders and, together with those appointed to fill vacancies or appointed as additional directors throughout the year, collectively constitute the VitalHub Board of Directors (the "**Board**"). The Executive Chairman of VitalHub, if any, will act as Chairman of the Board; however, where no person occupies such office, the Board will elect a Chairman of the Board (in either case, the "**Chairman**"). The composition of the Board, including the qualification of its members, shall comply with the applicable requirements of the *Canada Business Corporations Act*, the policies of the TSX Venture Exchange and applicable securities regulatory authorities, as adopted or in force or amended from time to time. In this regard, at least 25% of the directors must be "resident Canadian" as defined by the *Canada Business Corporations Act* and at least two of the members of the Board must qualify as "independent" directors in accordance with the policies of the TSX Venture Exchange and the rules of applicable securities regulators (collectively, the "**Independence Rules**" and references herein to "independent" shall have the meaning given in the applicable Independence Rules).

##### **Accountability and Mandate**

The Board has the statutory power and obligation to supervise the management of VitalHub. The Board's relationship with VitalHub is guided by a fiduciary principle that requires each director to act honestly and in good faith with a view to the best interests of VitalHub. In exercising their powers and discharging their duties, every director must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board's primary role is one of stewardship. The Board oversees the operations of VitalHub and supervises its management, which is responsible for the day-to-day conduct of the business. The Board establishes VitalHub's policies, monitors its strategic direction and evaluates, on an ongoing basis, whether resources are being managed in a manner consistent with the enhancement of shareholder value, ethical considerations and corporate social responsibility. The Board may also discharge its responsibilities by delegating to one or more standing committees from time-to-time, which currently includes the Audit Committee. The charter of each standing committee shall prescribe its duties and responsibilities and shall be subject to periodic review by the Board.

In carrying out its responsibilities, the Board shall focus on the following specific matters:

- (a) ensuring the protection and advancement of shareholder value;
- (b) setting VitalHub's moral and ethical norms and satisfying itself, to the extent feasible, as to the integrity of the Chief Executive Officer (the "**CEO**") and other executive officers and that the CEO and other executive officers create a culture of integrity throughout VitalHub;
- (c) monitoring compliance with Code of Business Conduct and Ethics (the "**Code**") and, as appropriate, granting any waivers to the Code;
- (d) approving the corporate compensation plan, including compensation for the CEO and for individual directors;
- (e) adopting a strategic planning process and approving, on an annual basis, a strategic plan which takes into account the opportunities and risks of the business;

- (f) identifying the principal risks of business and ensuring the implementation of appropriate systems to monitor and manage those risks;
- (g) succession planning, including appointing, training, monitoring and terminating senior management;
- (h) approving the corporate communications policy and overseeing its effective implementation, with primary emphasis on communication with shareholders;
- (i) approving annual and interim financial results, MD&A, management proxy circulars and their publication with input in the form of recommendations of the Audit Committee;
- (j) overseeing internal control and management information systems;
- (k) setting up measures for receiving feedback from shareholders;
- (l) overseeing all matter relating to VitalHub's legal, regulatory and financial integrity; and
- (m) adopting a system of corporate governance policies and practices, including an annual review.

In addition, the independent directors shall consider and approve the employment, consulting or other compensation arrangements between VitalHub and any of its directors or senior officers, or between any subsidiary of VitalHub and any of its directors or senior officers.

Independent directors shall have the opportunity to meet at appropriate times without management present at regularly scheduled meetings. In the event the Chairman is not independent, the independent directors shall appoint an independent lead director who shall be responsible for presiding over meetings of the independent directors. Independent directors may propose agenda items for meetings of independent directors members through communication with the Chairman.

### **Individual Directors**

The Board seeks directors from diverse professional and personal backgrounds with both a broad spectrum of experience and expertise and a reputation for business acumen and integrity. Potential new directors are assessed on their individual qualifications as well as skill and experience in the context of the needs of the Board. Individual directors are also expected to:

- prepare for each Board and committee meeting and maintain an excellent Board and committee meeting attendance record;
- participate fully and frankly in Board deliberations and discussions and demonstrate a willingness to listen to others' opinions and consider them;
- think, speak and act independently and be willing to raise tough questions in a manner that encourages open discussion;
- focus inquiries on issues related to strategy, policy and results rather than day-to-day issues of corporate management;
- participate on committees and become knowledgeable about the duties, purpose and goals of each committee;
- become knowledgeable about VitalHub's business and the industry in which it operates, including the regulatory, legislative, business, social and political environments;
- participate in director orientation and development programs;
- become acquainted with senior managers;

- visit VitalHub offices when appropriate; and
- annually review the Board Mandate and any other documents used by the Board in fulfilling its responsibilities.

#### **Measures for Receiving Shareholder Feedback**

VitalHub has developed a Corporate Disclosure Policy (the “**Disclosure Policy**”) to facilitate consistent disclosure practices aimed at informative, timely and broad dissemination of material information to the market in compliance with applicable securities laws and the rules and policies of the TSX Venture Exchange. The Board is responsible for overseeing and monitoring communications with, and responses to inquiries from, both institutional and individual investors and the financial community consistent with the Disclosure Policy’s objectives.

VitalHub’s spokespersons as appointed by the Board from time to time pursuant to the terms of the Disclosure Policy are available to shareholders by telephone, fax and e-mail and the Company maintains extensive material of interest to shareholders and investors on the Company’s web site.

#### **General**

Nothing in this mandate is intended, or is to be construed, to impose on any member of the Board a standard of care or diligence that is in any way more onerous or extensive than the standard required by law.

Adopted April 19, 2017

## SCHEDULE "C"

### VITALHUB CORP.

#### CODE OF BUSINESS CONDUCT AND ETHICS

##### BASIC POLICY STATEMENT

VitalHub Corp. (the "**Company**" or "**VitalHub**") conducts its business in strict compliance with both the letter and spirit of all applicable laws and in full adherence with the highest standards of business integrity and ethics. Ethical business conduct as described in this Code of Business Conduct and Ethics (the "**Code**") is part of all our dealings with our colleagues, customers, suppliers, licensors, licensees, investors and the general public. This Code is intended to promote that conduct in conjunction with the Company's Corporate Disclosure Policy (the "**Policy**").

#### **1. General**

The Code applies to the directors, officers (which term shall include executive officers) and employees (which term shall include consultants and contractors working for the Company under services agreements) of the Company and its subsidiaries. Directors, officers and employees are responsible for reading, understanding and complying with the Code.

The Code is not meant to be a complete listing of ethics and business conduct covering every eventuality. Consequently, if a director, officer or employee is confronted with a situation where further guidance is required, the matter should be discussed with your supervisor or a member of the VitalHub management team. If the matter cannot be resolved, it must be referred to the Chief Executive Officer or the Company's outside legal counsel and Corporate Secretary, who have overall responsibility to provide guidance and ensure all enquiries and issues are addressed in a timely manner.

Nothing in this Code alters the terms and conditions of an employee's employment or service provider arrangement.

This Code is meant to supplement and not replace any operating procedures or policies adopted by the Company or its subsidiaries.

VitalHub is committed to conducting its business affairs in compliance with all applicable laws, statutes, rules, regulations and stock exchange policies and expects directors, officers and employees acting on its behalf to do likewise. In addition, business dealings among directors, officers and employees, and by directors, officers and employees, with shareholders, customers, suppliers, licensors, licensees, community organizations and governmental and regulatory authorities must be based on principles of honesty, integrity and the ethical standards outlined in the Code.

#### **2. Reporting Violations**

Directors, officers and employees are expected not only to comply with various laws, statutes, rules, regulations, stock exchange policies and the Code's ethical standards but are expected to report situations of non-compliance with respect to this Code of which they become aware. Beyond instances of non-compliance, directors, officers and employees may also report concerns relating to ethics and business conduct.

If any director, officer or employee chooses to remain anonymous, every effort will be made to respect this request. No one will be punished for asking about possible breaches of law, regulation or company policy. It is corporate policy not to take any action against a director, officer or employee who reports in good faith regardless of whether or not the report proves to be accurate. Any allegation of a reprisal will be investigated.

Any report can be made to the Chairman of the Board

### **3. Disciplinary Matters**

A failure to comply with the Code may result in disciplinary actions up to and including termination of employment. VitalHub's Board of Directors (the "Board") shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was intentional or inadvertent, the extent of the likely damage to the Company and its shareholders resulting from the violation and whether the individual has committed previous violations of the Code or another policy, if any, of VitalHub concerning ethical behaviour.

The Board will provide written notice to an individual involved in the violation stating that the Board or such designee has determined that there has been a violation and indicating the action to be taken by the Board against the individual.

### **4. Integrity of Records and Compliance with Sound Accounting Practices**

Accuracy and reliability in the preparation of all business records is of critical importance to the decision making process and to the proper discharge of financial, legal and reporting obligations. All business records, expense accounts, invoices, bills, payroll and employee records and other reports are to be prepared with care and honesty. False or misleading entries are not permitted in VitalHub's books and records. All of VitalHub's assets and liabilities are to be recorded in compliance with the Company's accounting and internal control procedures.

### **5. Maintenance of Assets**

All directors, officers and employees have a responsibility to protect VitalHub's assets against loss, theft, abuse and unauthorized use or disposal. The term "VitalHub's assets" refers to all property whether tangible, intangible or electronic in form, which includes VitalHub's products, inventory, equipment, office supplies, facilities, vehicles, computers and software, intellectual property, including but not limited to: proprietary information, trade secrets and confidential information.

### **6. Confidentiality**

During the normal course of business, directors, officers and employees will have access to business and information records of a confidential nature. In some cases, the information may affect the value of VitalHub's shares or those of another company. Such confidential business information is not to be disclosed externally or used as a basis for trading in shares.

The confidential material of any such information could include information developed by other employees or information acquired from outside sources, sometimes under obligations of secrecy. Directors, officers and employees are expected to utilize such information exclusively for business purposes and this information must not be disclosed externally without a confidentiality agreement and/or the prior approval of the Chief Executive Officer or Chairman.

In cases where information or records are obtained under an agreement with a third party, such as license agreements or technology purchases, employees must ensure that the provisions of such agreements are strictly adhered to so that VitalHub will not be deemed to be in default. Unauthorized disclosure or use of information or records associated with these agreements could expose the employee involved and/or VitalHub to serious consequences.

### **7. Conflict of Interest**

Directors, officers and employees should not engage in conduct which is harmful to the Company or its reputation.

All directors, officers and employees have an obligation to be free of conflicting interests when they represent the

Company in business dealings or are making recommendations which could influence the Company's subsequent actions.

In general terms, a conflict of interest would exist when an obligation, or situation arising from the personal activities or financial affairs of a director, officer or employee, may adversely influence their judgment in the performance of their duties to VitalHub. It should be understood that the conflicting interest referred to throughout this section may be direct or indirect. For example, the interest may be that of the director, officer, employee, a family member, a relative, or a business enterprise in which any of these individuals has an interest, financial or otherwise. Conflicts of interest may include:

- A. Financial Interests:** a conflict of interest will likely exist when a director, officer or employee who is able to influence business with VitalHub, owns, directly or indirectly, a beneficial interest in an organization which is a competitor of VitalHub, or which has current or prospective business as a supplier, licensors, licensees, customer, or contractor with VitalHub. A conflict is not likely to exist, however, where the financial interest in question consists of shares, bonds or other securities of a company listed on a securities exchange and where the amount of this interest is less than one percent of the value of the class of security involved.
- B. Outside Work:** a conflict of interest will likely exist when a director, officer or employee, directly or indirectly, acts as a director, officer, employee, consultant, or agent of an organization that is a competitor of VitalHub, or which has current or prospective business as a supplier, licensors, licensees, customer or contractor with VitalHub. Similarly, a conflict of interest may exist when an employee undertakes to engage in an independent business venture or to perform work or services for another business, civic or charitable institution to the extent that the activity involved prevents such employee from devoting the time and effort to the conduct of VitalHub's business, which the employee's position requires.
- C. Gifts or Favours:** a conflict of interest will arise when a director, officer or employee, either directly or indirectly, solicits and/or accepts any gift or favour from an organization which is a competitor of VitalHub, or which has current or prospective business with VitalHub as a customer, supplier, licensors, licensees or contractor. In such cases, the acceptance or prospect of gifts or favours may tend to limit or give the appearance of limiting the director-, officer- or employee-recipient from acting solely in the best interests of VitalHub in dealings with these organizations.

For this purpose, a "gift" or "favour" includes any gratuitous service, loan, discount, money or article of value. It does not include loans from financial institutions on customary terms; articles of nominal value normally used for sales promotion purposes; or ordinary business meals or reasonable entertainment consistent with local social or business customs.

- D. Trading with VitalHub:** a conflict of interest may exist when a director, officer or employee is directly or indirectly a party to any business transaction with VitalHub.
- E. Misappropriation of Business Opportunities:** a conflict of interest will exist when a director, officer or employee, without the knowledge and consent of VitalHub, appropriates for their own use, or that of another person or organization, the benefit of any business venture, opportunity or potential about which the director, officer or employee may have learned or may have developed during the course of his/her association with VitalHub.

In accordance with all applicable privacy legislation, VitalHub respects the right of employees to privacy in their personal activities and financial affairs. The prime purpose of this section of the Code is to provide guidance to directors, officers and employees so that they can avoid situations in their personal activities and financial affairs, which are, or may appear to be, in conflict with their responsibility to act in the best interests of VitalHub.

Employees are requested to inform management and bring any potential or actual conflict of interest situation to the attention of the Chief Executive Officer for discussion, review and written approval, if required.

As soon as a director or officer becomes aware that he or she has a potential or actual conflict of interest situation

he or she must bring such conflict to the attention of the board of directors of VitalHub either in writing or in person at the next board meeting.

In respect of a conflicted officer, the board of directors shall determine whether the conflict is material or of sufficient concern to necessitate termination of such officer's involvement with VitalHub. If not, the board of directors shall determine what, if any, procedures shall be implemented to ensure that such officer's potential or actual conflict does not interfere with his or her duties to VitalHub and that he or she is not part of any decision making process where his or her potential or actual conflict could reasonably impair his or her ability to act in the best interests of VitalHub.

In respect of directors, all directors must keep the board of directors informed of actual or potential conflicts so that the disinterested board members may adopt appropriate procedures in light of such actual or potential conflict. Without limiting the foregoing, a director that has declared a potential conflict because he or she is (i) a party to a material contract or transaction or proposed material contract or transaction with VitalHub or (ii) a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with VitalHub, shall not attend any part of a meeting of the board during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is:

- (a) One that relates primarily to his or her remuneration as a director of VitalHub or an affiliate thereof;
- (b) One for indemnity or directors and officers liability insurance; or
- (c) One with an affiliate of VitalHub.

Public disclosure shall be made with respect to the material interest of any officer or director of VitalHub in any material agreement or proposed agreement between VitalHub and that director or officer. The majority of disinterested directors must consider the proper scope and nature of the disclosure.

## **8. Improper Business Payments**

The following are deemed improper business payments and are therefore prohibited:

- A. the offering or accepting of bribes, payoffs or kickbacks made directly or indirectly to obtain an advantage in a commercial transaction or to influence any decision; and
- B. the offering of gifts, gratuities, entertainment or other similar payments, except to the extent customary and reasonable in amount and not in consideration for any improper action by the recipient.

## **9. Laws, Statutes, Regulations and Stock Exchange Policies**

VitalHub is required to maintain compliance with various laws, statutes, rules, regulations and stock exchange policies governing activities in the jurisdictions in which VitalHub carries on business.

This Code does not seek to provide legal guidance for all laws, statutes, rules, regulations and stock exchange policies that impact on the Company's activities. There are, however, several items that warrant specific mention. These are listed below along with some general guidelines for compliance.

- A. Workplace Health and Safety Laws:** VitalHub is committed to create and maintain healthy and safe workplaces for its people. Employees are expected to comply with all safety laws, regulations and VitalHub policies (which may not necessarily be a law or regulation).
- B. Human Rights Legislation:** VitalHub does not discriminate on the basis of citizenship, race, colour, religion, sex/pregnancy, age, place of origin, ethnic origin or ancestry, sexual orientation, gender identity or expression, disability, veteran status, marital or family status, political affiliation, receipt of public assistance

or any other factors prohibited by federal, state/provincial, or local law. This policy applies to all terms and conditions of employment including but not limited to hiring, placement, promotion, termination, layoff, transfers, leave of absence, compensation and training. In addition, VitalHub does not and will not condone any discriminatory conduct of its agents and non-employees who have contact with employees during working hours.

Discrimination will not be tolerated. Any discrimination should be reported to the Chief Executive Officer or any member of the VitalHub management team.

**C. Competition:** VitalHub is committed to the ideals of free and competitive enterprise. To comply with fair competition laws, VitalHub is required to make its own decisions on the basis of the best interests of VitalHub and must do so independent of agreements and understandings with competitors. Certain statutes and regulations prohibit certain arrangements or agreements with others regarding product prices, terms of sale, division of markets, allocation of customers and any other practice which restrains competition.

**D. Securities Laws:** All directors, officers or employees must only trade in the shares of VitalHub in strict compliance with applicable securities laws. They must make themselves aware of matters pertaining to “insider trading” and the use of non-public information.

Any director, officer or employee who possesses material, non-public information may not buy or sell VitalHub securities while such information remains non-public. These trading prohibitions apply to directors, officers at all levels and employees. The prohibition on such trading is based on such information potentially providing an unfair advantage to such director, officer or employee. You should consider information to be material if there is a reasonable prospect that an investor would consider the information to be important in arriving at a decision to buy, sell or hold VitalHub securities. If you have any questions about whether information is material or public, contact the General Counsel & Corporate Secretary. In this regard, you must also be familiar with and act in accordance with the Policy.

**E. Stock Exchange Policies:** As a corporation listed on the TSX Venture Exchange the Company is required to operate in strict compliance with the rules and policies of the TSX Venture Exchange. All directors, officers and employees are responsible to ensure compliance with TSX Venture Exchange policies insofar as they impact upon their field of responsibility. Any officer or employee that is not aware whether or how the policies of the TSX Venture Exchange might impact on his or her role and responsibilities should discuss with his or her supervisor and/or the Company’s external legal counsel. The TSX Venture Exchange’s rules and policies are also available to the public at [www.TMX.com](http://www.TMX.com).

## **10. Amendment, Modification, Waiver and Termination of the Provisions of the Code**

VitalHub reserves the right to amend, modify, waive or terminate the rules, guidelines and policies associated with this Code at any time for any reason.

VitalHub will report any changes to this Code to the extent required by applicable regulatory authorities.

Any waiver of any provision of this Code made to any officer or director may only be made by the Board and any waiver of any provision of this Code made to any employee, officer or director will be disclosed in accordance with the regulations set forth by applicable regulatory authorities.

## **11. Public Company Reporting and Other Public Communication**

As a public company, it is of critical importance that VitalHub’s filings and submissions to securities regulatory authorities and stock exchanges are timely and accurate. Depending on his or her position with VitalHub, a director, officer or employee may be called upon to provide necessary information to assure that VitalHub’s public reports and documents filed with the securities regulatory authorities and stock exchanges and other public communications by VitalHub are full, fair, accurate, timely and understandable. VitalHub expects its director, officers and employees

to provide prompt, accurate answers to inquiries related to VitalHub's public disclosure requirements.

All directors, officers and employees must, and must cause VitalHub to comply with the system of disclosure controls and procedures devised, implemented and maintained by VitalHub to provide reasonable assurances that information required to be disclosed by VitalHub in reports that it files or submits under the rules and regulations of the securities regulatory authorities or stock exchanges is properly authorized, executed, recorded, processed and reported. In this regard, you must also be familiar with and act in accordance with the Policy.

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by VitalHub in the reports filed with the securities regulatory authorities or stock exchanges is accumulated and communicated to VitalHub's management, as appropriate, to allow timely decisions regarding required disclosure.

**12. Administration of the Code**

- A. Responsibility for the periodic review and revision of this Code lies with VitalHub's board of directors.
- B. Questions concerning the Code should be referred to the Chief Executive Officer or Chairman.
- C. Any reports of non-compliance with the Code or concerns relating to ethics and business conduct can be made to VitalHub's Chair of the Board, Chief Executive Officer, Corporate Secretary or external legal counsel.

Adopted April 19, 2017

## SCHEDULE "D"

### VITALHUB CORP. (the "Corporation")

#### CORPORATE GOVERNANCE, COMPENSATION AND NOMINATING COMMITTEE CHARTER

##### 1. Policy Statement

It is the policy of the Corporation to establish and maintain a Corporate Governance, Compensation and Nominating Committee (the "Committee") to assist the directors (individually a "Director" and collectively the "Board") of the Corporation in carrying out the Board's oversight responsibility for (i) overseeing the Corporation's human resources and compensation policies and processes, (ii) demonstrating to the shareholders of the Corporation that the compensation of the directors of the Corporation who are also employees of the Corporation is recommended by Directors who have no personal interest in the outcome of decisions of the Committee and who will have due regard to the interests of all of the shareholders of the Corporation, (iii) ensuring that the strategic direction of the Corporation is reviewed annually, and (iv) ensuring that the Board and each of its committees carry out their respective functions in accordance with an appropriate process.

The Committee shall be provided with resources commensurate with the duties and responsibilities assigned to it by the Board, including appropriate administrative support. If determined appropriate by the Committee, it will have the discretion to investigate and conduct reviews of any compensation matter including the standing authority to retain experts and, with approval of the Board, special counsel. In addition, the Committee shall have standing authority to retain special counsel or other experts, including search firms used to identify director candidates, and to determine the terms, costs and fees for such engagements, which fees and costs shall be borne by the Corporation. The Committee shall have unrestricted access to the Corporation's external auditors, is authorized to seek any information that it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

##### 2. Composition of Committee

- (a) The Committee shall be established by a resolution of the Board. The Committee shall consist of a minimum of three (3) Directors. The Board shall appoint the members of the Committee. The Board may appoint one member of the Committee to be the chair of the Committee (the "Chair").
- (b) All of the members of the Committee shall be Directors who are independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and the rules of any stock exchange or market on which the Corporation's shares are listed or posted for trading (collectively, "Applicable Governance Rules"). In this charter, the term "independent" includes the meanings given to similar terms by Applicable Governance Rules, including the terms "non-executive", "outside" and "unrelated" to the extent such terms are applicable under Applicable Governance Rules.
- (c) If a matter that is considered by the Committee is one in which a member of the Committee, either directly or indirectly, has a personal interest, that member shall excuse himself or herself from any portion of a meeting at which such matter is discussed and shall not vote on such matter.
- (d) A Director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board or until his or her resignation.

3. **Meetings of the Committee**

- (a) The Committee shall convene a minimum of twice each year at such time and place as may be determined by the Chair of the Committee, and whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of the Corporation (the “CEO”).
- (b) Notice of each meeting of the Committee shall be given to each member of the Committee, who shall each be entitled to attend each meeting of the Committee.
- (c) Notice of a meeting of the Committee shall:
  - (i) be in writing, which includes electronic communication facilities;
  - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;
  - (iii) to the extent practicable, be accompanied by a copy of documentation to be considered at the meeting; and
  - (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
- (d) A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee. However, it shall be the practice of the Committee to require review, and, if necessary, approval of important matters by all members of the Committee.
- (e) A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to chair the meeting. In addition, the members of the Committee shall choose one of the persons present to be the secretary of the meeting.
- (g) Minutes shall be kept of all meetings of the Committee and shall be signed by the chair and the secretary of the meeting. The Chair of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Board.

4. **Compensation-Related Duties and Responsibilities of the Committee**

- (a) The Committee’s primary compensation-related duties and responsibilities are to review and make recommendations to the Board in respect of:
  - (i) compensation policies and guidelines;
  - (ii) management incentive and perquisite plans and any non-standard remuneration plans;
  - (iii) senior management, executive and officer compensation; and
  - (iv) Board compensation matters, including compensation of both independent and non-independent members of the Board.

- (b) In carrying out its duties and responsibilities, the Committee shall:
- (i) annually assess and make a recommendation to the Board with regard to the competitiveness and appropriateness of the compensation package of the CEO, all other officers of the Corporation and such other key employees of the Corporation or any subsidiary of the Corporation as may be identified by the CEO and approved by the Committee (collectively the “Designated Employees”);
  - (ii) annually review the respective performance goals and criteria for the CEO and all other senior executives and evaluate the performance of the CEO and such senior executives against such goals and criteria and recommend to the Board the amount of regular and incentive compensation to be paid to the CEO and other senior executives;
  - (iii) annually review and make a recommendation to the Board regarding the CEO’s performance evaluation of Designated Employees other than the senior executives and his recommendations with respect to the amount of regular and incentive compensation to be paid to such Designated Employees other than the senior executives;
  - (iv) review and make a recommendation to the Board regarding any employment contracts or arrangements with any of the Designated Employees, including any retiring allowance arrangements or any similar arrangements to take effect in the event of a termination of employment;
  - (v) periodically review the compensation philosophy statement of the Corporation and make recommendations for changes to the Board as considered appropriate;
  - (vi) from time to time review and make recommendations to the Board in respect of the design, benefit provisions, investment options and text of applicable pension, retirement and savings plans or related matters, to the extent applicable;
  - (vii) annually, in conjunction with the Corporation’s general and administrative budget process, review and make recommendations to the Board regarding compensation guidelines for the forthcoming budget period;
  - (viii) annually review and recommend the aggregate bonus pools to be made available under the Corporation’s incentive compensation plans for senior management, executives and officers;
  - (ix) when requested by the CEO, review and make recommendations to the Board regarding short term incentive or reward plans and, to the extent delegated by the Board, approve awards to eligible participants;
  - (x) review and make recommendations to the Board regarding the structure and implementation of incentive stock option plans, restricted share unit plans, performance share unit plans, or any other long term incentive plans and, to the extent delegated by the Board, approve grants to participants and the magnitude and terms of their participation;
  - (xii) as required, fulfill the obligations assigned to the Committee pursuant to any other employee benefit plans approved by the Board;

- (xiii) review and approve any policy regarding the authorization of claims for expenses of Designated Employees;
  - (xiv) annually prepare or review the report on executive compensation and compensation discussion and analysis required to be disclosed in the Corporation's information circular or any other compensation matter required to be publicly disclosed by the Corporation;
  - (xv) periodically review and make a recommendation to the Board regarding the compensation of the Board;
  - (xvi) as required, retain independent advice in respect of compensation matters and, if deemed appropriate by the Committee, meet separately with such advisors;
  - (xvii) make the terms of this charter available; and
  - (xviii) assess, on an annual basis, the adequacy of this charter.
- (c) Charitable donations by the Corporation to organizations in which a Director is affiliated shall require prior approval by the Committee after consideration of any impact that such donation may have on director independence and such donations may be considered a form of Director compensation.
- (d) The Committee shall review management's policies and practices respecting the Corporation's compliance with applicable legal prohibitions, disclosure requirements or other requirements on making or arranging for personal loans to Directors and senior officers or amending or extending any such existing personal loans or arrangements.
- (e) The Committee shall identify, on an annual basis, the risks, if any, arising from the Corporation's compensation policies and practices, and in connection with the identification of such risks shall:
- (i) consider the implications of the identified risks,
  - (ii) evaluate the degree, if any, to which the Corporation's compensation policies and practices encourage or may be perceived as encouraging the taking of inappropriate or excessive risks on the part of management, and
  - (iii) identify any risks that may reasonably lead to a material adverse effect on the Corporation.

In carrying out this analysis, the Committee shall have regard for:

- A. the extent to which compensation policies or practices deviate within the Corporation, from one business unit to another or between members of senior management;
- B. the extent to which risk management and regulatory compliance form part of the performance metrics used to determine compensation;
- C. overall compensation expenses relative to corporate revenues;
- D. whether or not the Corporation's compensation policies provide for a maximum benefit or payout limit;
- E. the relationship between long-term organizational goals and short-term compensation mechanisms; and

F. the degree to which compensation plans containing performance goals are weighted towards short-term rather than long-term corporate objectives.

- (f) In connection with the identification of any risks associated with the compensation policies and practices of Corporation, the Committee shall recommend to the Board the adoption of practices that will assist in the identification and mitigation of any risks associated with the compensation policies and practices of the Corporation.
- (g) In addition to the foregoing, the Committee shall undertake on behalf of the Board such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate performance evaluation and compensation programs are in place and operating effectively.

**5. Governance and Nominating-Related Duties and Responsibilities of the Committee**

- (a) The Committee shall make such rules and regulations as may be necessary to carry out its responsibilities, which shall include the following:
  - (i) communicating with the Board on corporate governance matters and reviewing and approving, as required, public or regulatory disclosure respecting the corporate governance practices of the Corporation as contained in Applicable Governance Rules;
  - (ii) the Committee shall annually (a) assess the effectiveness of the Board appointment/nomination process at achieving the Corporation's diversity objectives; and (b) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board;
  - (iii) the Committee shall, based upon a consideration of his or her performance in office and any other factors considered relevant, recommend to the Board whether a Director should be nominated for election or re-election at any annual meeting of shareholders at which he or she is eligible to be elected a Director;
  - (iv) in the event of a vacancy occurring on the Board, however caused, the Committee shall recommend to the Board a person for appointment as a Director to fill the vacancy;
  - (v) the Committee shall review and make recommendations to the Board concerning qualifications, appointment and removal of committee members;
  - (vi) notwithstanding subparagraphs (iv) and (v) above, the Board may direct the Committee to give consideration to other nominations or may propose, appoint, elect or nominate any person to fill any vacancy on the Board or the committee;
  - (vii) the Committee shall annually determine whether a Director is independent;
  - (viii) the Committee shall annually review and evaluate and make recommendations to the Board with regard to the size, composition and role of the Board and its committees (including the type of committees to be established) and the methods and processes by which the Board, committees and individual directors fulfill their duties and responsibilities, including the methods and processes for evaluating Board, committee and individual director effectiveness; and
  - (ix) the Committee shall make recommendations from time to time to the Board concerning such other matters, including matters related to corporate governance, as the Committee may deem appropriate or as may be referred to it from time to time by the Board.

6. **General Duties and Responsibilities of the Committee**

- (a) The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
- (b) The Committee shall keep up to date and fully informed about strategic issues and commercial changes affecting the Corporation and the market in which it operates.
- (c) The Committee shall annually review and evaluate and make recommendations to the Board with regard to the size, composition and role of the Board and its committees (including the type of committees to be established) and the methods and processes by which the Board, committees and individual Directors fulfill their duties and responsibilities, including the methods and processes for evaluating Board, committee and individual Director effectiveness.

**Issue Date:** April 19, 2017

**Review:** Annually

**Revised Date:**

**Authorized By:**

Board of Directors

## **SCHEDULE "E"**

### **VITALHUB CORP.**

#### **INSIDER TRADING POLICY (the "Policy")**

##### **1. INTRODUCTION**

VitalHub Corp. as a public company has internal guidelines to control transactions involving its securities by all VitalHub Team Members (as defined below) to ensure VitalHub Team Members are aware of and comply with their legal obligations and VitalHub policy with respect to "insider trading" and "tipping". "VitalHub" or the "Company", as used in this Policy, means VitalHub Inc. and its subsidiaries. "VitalHub Team Members", as used in this Policy, means the directors, officers, employees, consultants, contractors and agents of VitalHub, as well as their "Associates" and "Affiliates".

We expect every VitalHub Team Member to fully comply with all applicable legal requirements, including requirements of the TSX Venture Exchange ("**TSX-V**"), and this Policy. The objectives of this Policy are to:

- educate VitalHub Team Members about their legal obligations with respect to insider trading and tipping;
- foster and facilitate compliance with applicable laws to prevent transactions by VitalHub Team Members that would not be in full compliance with the legal requirements;
- help satisfy the Company's obligations to prevent insider trading and tipping and to help VitalHub Team Members avoid the severe consequences associated with violations of insider trading laws; and
- to help protect against the Company violating securities laws related to "selective disclosure".

##### **1.1. Scope of this Policy**

This Policy applies to all VitalHub Team Members.

Significant Shareholders of VitalHub are subject to similar restrictions and obligations as those discussed in this Policy. However, this Policy is not intended to describe or be exhaustive of the restrictions and obligations applicable to Significant Shareholders of VitalHub. As a result, Significant Shareholders should consult with legal counsel to determine their restrictions and obligations under applicable law.

##### **2. LEGAL BACKGROUND**

###### **2.1. Insider Trading**

a) Securities legislation prohibits anyone from trading in VitalHub securities with knowledge of a material fact or material change that has not been generally disclosed. This prohibited activity is commonly known as "insider trading". Definitions of "material fact" and "material change" are set out in Section 2.3 below.

b) Securities legislation also prohibits anyone from trading in the securities of any public company other than VitalHub when he or she has knowledge of an undisclosed material fact or material change regarding VitalHub that may affect the other public company.

## 2.2. Tipping

Securities legislation prohibits any person from informing any other person of a material fact or material change before the material fact or material change has been generally disclosed. This prohibited activity is commonly known as “tipping”. Both the person who provides the information and the person who receives the information could be liable under securities laws if the person who receives the information trades in securities based on the provided non-public information.

## 2.3. Definitions

- a) **“Associate”** means with respect to a person or company:
- (i) any company of which such person or company beneficially owns, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the company for the time being outstanding,
  - (ii) any partner of that person or company,
  - (iii) any trust or estate in which such person or company has a substantial beneficial interest or as to which such person or company serves as trustee or in a similar capacity,
  - (iv) any relative of that person who resides in the same home as that person,
  - (v) any person who resides in the same home as that person and to whom that person is married or with whom that person is living in a conjugal relationship outside marriage, or
  - (vi) any relative of a person mentioned in clause (e) who has the same home as that person.
- b) **“Affiliate”** means, with respect to (i) a company, such company shall be deemed to be an Affiliate of another company if one of them is the subsidiary of the other or if both are subsidiaries of the same company or if each of them is controlled by the same person or company, and (ii) a specified person, such person is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified.
- c) **“Insider”** means a VitalHub Team Member who is a director or officer of VitalHub or a director or officer of a subsidiary of VitalHub.
- d) **“Major Subsidiary”** means a subsidiary of VitalHub if:
- a. the assets of the subsidiary, as included in VitalHub’s most recent annual audited or interim balance sheet, or, for a period relating to a financial year beginning on or after January 1, 2011, a statement of financial position, are 30 per cent or more of the consolidated assets of VitalHub reported on that balance sheet or statement of financial position, as the case may be, or
  - b. the revenue of the subsidiary, as included in VitalHub’s most recent annual audited or interim income statement, or, for a period relating to a financial year beginning on or after January 1, 2011, a statement of comprehensive income, is 30 per cent or more of the consolidated revenue of VitalHub reported on that statement.
- e) **“material change”** means a change in the business, operations, assets or ownership of VitalHub that would reasonably be expected to have a significant effect on the market price or value of any of the securities of VitalHub, or a decision to implement such a change made by: (a) the board of directors of VitalHub; or (b) senior management of VitalHub who believe that confirmation of the decision by the board of directors of VitalHub is probable.

- f) **“material fact”** means a fact that (i) would reasonably be expected to have a significant effect on the market price of value of the securities of VitalHub or (ii) a reasonable investor would consider important in making a decision to buy, sell or hold securities of VitalHub.
- g) **“Material Information”** means any information relating to the business and affairs of VitalHub that relate to (i) a “material change” or (ii) a “material fact.”
- h) **“Reporting Insider”** means:
  - a. the CEO, President, CFO, COO or other officer of VitalHub or of a Major Subsidiary of VitalHub;
  - b. a director of VitalHub or of a Major Subsidiary of VitalHub;
  - c. a person or company responsible for a principal business unit, division or function of VitalHub;
  - d. a management company that provides significant management or administrative services to VitalHub or a Major Subsidiary of VitalHub, every director of the management company, every CEO, CFO and COO of the management company, and every Significant Shareholder of the management company;
  - e. an individual performing functions similar to the functions performed by any of the insiders described in paragraphs a. to d.; or
  - f. any other Insider that:
    - i. in the ordinary course receives or has access to information as to material facts or material changes concerning VitalHub before the material facts or material changes are generally disclosed; and
    - ii. directly or indirectly exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of VitalHub.
- i) **“Significant Shareholder”** means a person or company that has beneficial ownership of, or control or direction over, whether direct or indirect, or a combination of beneficial ownership of, and control or direction over, whether direct or indirect, securities of an issuer carrying more than 10 per cent of the voting rights attached to all the issuer’s outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person or company as underwriter in the course of a distribution.

### 3. OBLIGATIONS

#### 3.1. Obligations on All VitalHub Team Members

- a) VitalHub Team Members cannot trade in securities of VitalHub, including exercising VitalHub stock options, while in possession of Material Information with respect to VitalHub that has not yet been generally disclosed.
- b) VitalHub Team Members cannot trade in securities of another public company while in possession of Material Information with respect to VitalHub that has not yet been generally disclosed and that would affect such other public company.
- c) VitalHub Team Members cannot inform other people of Material Information regarding VitalHub or any other public company before that Material Information has been generally disclosed.

- d) VitalHub Team Members must inform the CFO prior to a trade in securities of VitalHub.

The provisions of this Section 3.1 and the following Section 3.2 also apply to all family members of a VitalHub Team Member who reside with the VitalHub Team Member.

### **3.2. Imposition of Blackout Periods**

All VitalHub Team Members are prohibited from trading in securities of VitalHub, including exercising VitalHub stock options, during “blackout periods.” Blackout periods commence at 5 p.m. (EST) on the last day of each fiscal quarter of VitalHub and will continue through the release day and for 48 hours following the public disclosure of the financial results for such quarter.

In addition, when Material Information is deemed worthy of a blackout period or anticipated to have an impact, either positive or negative, on the price of VitalHub shares after review by the Company’s Chief Executive Officer, Chief Financial Officer or another designated person, a blackout period will be instituted and continue through the day of disclosure and for 48 hours following said disclosure.

### **3.3. Waiver**

Notwithstanding any of the prohibitions contained in Section 3.2, the Audit Committee may, at its discretion, waive the prohibitions contained in Section 3.2 in exceptional circumstances, provided that the VitalHub Team Member seeking the waiver does not have any undisclosed Material Information and that making such an exception would not violate any applicable securities laws. All requests for waivers pursuant to this section 3.3 shall be made in writing, shall contain a certification that the requesting VitalHub Team Member does not have any undisclosed Material Information, and shall be addressed to the Chair of the Audit Committee.

### **3.4. No Speculating**

Purchases of securities of VitalHub should be for investment purposes only and not short-term speculation. This includes all dealings in puts and calls, all short sales and all buying or selling on the market with the intention of quickly re-selling or buying back at a profit. In addition, there should be no trading in securities of other companies with the knowledge that VitalHub is contemplating or engaged in acquiring such company or its securities or negotiating significant business arrangements. VitalHub also strongly discourages VitalHub Team Members from making purchases using “margin loans” in order to remove the risk of their being put into a difficult situation as a result of a margin loan shortfall (margin call).

### **3.5. Discretionary Account**

If any VitalHub Team Member has a discretionary account with a broker or other investment manager (i.e. the broker or other investment manager has a certain amount of discretion to buy and sell stock on behalf of the VitalHub Team Member), they must be advised in writing that there are to be no purchases or sales of the Company shares in the discretionary account without first discussing it with such VitalHub Team Member in order to ensure compliance with this Policy and applicable insider trading laws.

### **3.6. Insider Reports**

Under Canadian securities laws and VitalHub policy, Reporting Insiders are required to file a report (the “**Insider Report**”) with securities regulators any time they trade in shares, debt securities, options (including the grant and exercise of options), deferred share units or restricted stock units of the Company (which involve the issuance or potential issuance of securities from treasury). Reporting Insiders must file an Insider Report electronically through the “System for Electronic Disclosure by Insiders” (“**SEDI**”) within 5 days after each trade.

### **3.7. Confidentiality**

In the course of conducting business, VitalHub Team Members may be in possession of information which may be of a market sensitive nature. Access to such information must be limited strictly to those persons who require it in order to perform the duties expected of them. Precautions must be adopted by each VitalHub Team Member to ensure that sensitive information within their department is not available or accessible to individuals inside or outside of the Company who have no requirement for such information. VitalHub Team Members are reminded to review the VitalHub Corporate Disclosure and Confidentiality Policy for further information.

### **3.8. Automatic Plans**

Trading restrictions during blackout periods will normally not be applicable when the VitalHub Team Member has entered into a plan allowing him or her to purchase or sell Company securities on an automatic basis according to a pre-established set of instructions with respect to timing and price, regardless of whether a blackout period may be in effect and regardless of whether the VitalHub Team Member may be in possession of material undisclosed information about VitalHub at the time of such purchase or sale.

These plans must be preapproved by board of directors of VitalHub, acting in its sole discretion, and must meet the following conditions:

- At the time the plan is entered into, (i) the VitalHub Team Member is not in possession of any material undisclosed information relating to the Company;
- Trading parameters are clearly documented in writing at the time the plan is established;
- The plan contains meaningful restrictions on the ability of the VitalHub Team Member to profit from material undisclosed information by varying, suspending, or terminating the plan;
- The plan provides that the broker may not consult with the VitalHub Team Member regarding any sales under the plan and that the VitalHub Team Member cannot disclose information to the broker that might influence the broker's execution of the plan; and
- The plan was entered into in good faith.

Plans of this nature include automatic securities purchase plans, dividend reinvestment plans and automatic pre-arranged sales plans structured in compliance with applicable securities laws. It should be noted that the insider reporting obligations discussed above continue to apply in respect to these plans, subject to certain exemptions.

## **4. MISCELLANEOUS**

### **4.1. Potential Civil and Criminal Penalties**

The consequences of prohibited insider trading or tipping where required on a timely basis can be severe and may include dismissal, fines and criminal sanctions.

Adopted April 19, 2017

## SCHEDULE "F"

### VITALHUB CORP.

#### CORPORATE DISCLOSURE POLICY

##### 1. General Statement of Policy

###### Commitment and Understanding

VitalHub Corp. (the "**Company**" or "**VitalHub**") is committed to a policy that ensures informative, timely, consistent and accurate disclosure of corporate material information concerning VitalHub to the public. This Corporate Disclosure Policy (this "**Policy**") seeks to enable informed and orderly market decisions by individual investors who deserve the same access to material information as institutional shareholders and analysts. VitalHub is also committed to providing fair and equal access to such information through broadly disseminated disclosure. Both this Policy and the attached TSX Venture Exchange Policy 3.3 "Timely Disclosure" have been reviewed and approved by VitalHub's Board of Directors.

The Company understands that timely disclosure of material information is an integral part of an Issuer's proper corporate governance procedures. This Policy and the attached Exchange Policy 3.3 "Timely Disclosure" set out the general disclosure requirements for all material information.

The Company also understands that:

- One of the underlying principles of TSX Venture Exchange policy and applicable securities laws is that all investors must have equal access to material information about an Issuer in order to make informed and reasoned investment decisions, and that such information should not be released on a selective basis, subject to very limited exceptions, as permitted by applicable securities laws.
- To maintain a listing on the TSX Venture Exchange, every Issuer must make ongoing timely and continuous disclosure and keep the TSX Venture Exchange informed of both routine and unusual events and information regarding its business, operations and affairs.
- The attached TSX Venture Exchange Policy 3.3 "Timely Disclosure" is not an exhaustive statement of the timely and continuous disclosure requirements applicable to Issuers and must be read in conjunction with all other TSX Venture Exchange requirements and applicable securities laws, including *National Policy 51-201 – Disclosure Standards* or any successor instrument.
- News releases announcing material information are intended to provide, to both existing shareholders and potential investors, factual information on which a reasoned investment decision can be made.

###### Intent

The intent of this Policy is to:

- raise the awareness of directors, officers, employees and consultants (collectively, "**Personnel**") about disclosure requirements and practices;
- provide guidance and structure in disseminating corporate information to, and in dealing with, investors, analysts, media representatives and the public; and
- ensure compliance with legal and promulgated regulatory requirements pertaining to this Policy.

###### Related Rules & Guidelines

This Policy takes into consideration the following existing rules and guidelines:

- securities laws governing corporate disclosure, confidentiality and trading by Personnel, including *National Policy 51-201 – Disclosure Standards*;
- The TSX Venture Exchange Policy 3.3 “Timely Disclosure” and Appendix 3E “News Release Guidelines” (attached);

### **Application**

This Policy applies to the conduct of Personnel and to all methods that VitalHub uses to communicate with the investing public, including, but not limited to:

- Written statements including Annual Reports, Interim Reports, News Releases, letters to shareholders, speeches by senior management, investor presentations, client presentations, e-mail messages and the Company’s website;
- Oral statements including individual or group meetings, telephone conversations, interviews and news conferences and interviews.

### **Scope**

This policy gives specific guidance in the following areas:

- disclosing material information;
- maintaining the confidentiality of information;
- disseminating information;
- communicating electronically;
- trading.

## **2. Policy Administration**

The Board of Directors oversees VitalHub’s corporate disclosure practices and ensures implementation and adherence to this Policy. Responsibilities with respect to disclosure issues include:

- maintaining an awareness and understanding of governing disclosure rules and guidelines, including any new or pending developments;
- ascertaining whether corporate developments constitute material information and, if so, ensuring procedures outlined in this policy are implemented;
- developing and implementing procedures to regularly review, update and correct corporate disclosure information, including information on VitalHub’s website;
- bringing this Policy to the attention of Personnel on a regular basis;
- monitoring for compliance of this policy and undertaking reviews of any violations, including assessment and implementation of appropriate consequences and remedial actions;
- reviewing this Policy at least annually and updating as necessary and appropriate to ensure compliance with prevailing rules and guidelines.

## **Authorized Corporate Spokespeople**

Primary authorized spokespeople responsible for communicating Company information to the investing public include:

- Chief Executive Officer (the “CEO”);
- President;
- Chief Financial Officer (the “CFO”); and
- Chairman of the Board.

These spokespeople may, from time to time, designate others to speak on behalf of the Company or to respond to specific inquiries, where doing so facilitates effective communication with the investing public. Generally, however, such designations will be limited so as to maximize consistency of communications via the above listed spokespeople. Personnel other than authorized spokespeople are not to respond to requests for Company information from the investing public unless specifically asked to do so by an authorized spokesperson. Any such requests should be referred to an authorized Company spokesperson.

It is not the intent of this policy to restrict Personnel from speaking at conferences, technical seminars or outside functions where doing so serves a legitimate business purpose. However, when doing so, Personnel must ensure that any Company information provided is in compliance with this Policy and should contact the CEO and/or Chairman of the Board of Directors if in doubt about the appropriateness of supplying certain information.

It is essential that the authorized spokesperson(s) as well as the Board continue to be fully apprised of all material VitalHub developments in order that they be in a position to evaluate and discuss those events that may impact the disclosure process.

## **Responsibility for Monitoring**

The CEO and/or the Chairman of the Board of Directors shall be responsible for implementing and monitoring this Policy, and determining when transactions, developments and other events constitute material information and require public disclosure.

## **3. Material Information**

### **Definition**

Material information is any information relating to the business and affairs of the Company that results in or would reasonably be expected to result in a significant change in the market price or value of any of the Company’s listed securities. It is also defined as anything that a reasonable investor would consider important in assessing the Company as a potential investment. Material information consists of both material facts and material changes. Examples of material information would include quarterly results, new large customer orders or cancellation of same, acquisition of new assets, senior management or director changes, and equity or debt issuances.

Decisions on the materiality of information will be made within the context of VitalHub’s overall business affairs and dimensions. Such decisions require the exercise of experienced judgment and are the responsibility of the CEO and the Board of Directors. In cases where such decisions about materiality are not clear-cut and there is doubt as to whether disclosure should be made, VitalHub will consult with and seek guidance from its external legal counsel and/or the TSX Venture Exchange. Consideration should be given to the nature of the information itself, the volatility of the Company’s securities and prevailing market conditions. In general, if there is any doubt about whether particular information is material, VitalHub should err on the side of materiality and release the information publicly.

Events deemed to be material in nature and requiring immediate disclosure in accordance with this Policy would include, but not be limited to, the following:

- (a) any issuance of securities by way of statutory exemption or Prospectus;
- (b) any change in the beneficial ownership of the Company's securities that affects or is likely to affect the control of the Company;
- (c) any change of name;
- (d) a take-over bid, issuer bid or insider bid;
- (e) any significant acquisition or disposition including a disposition of assets, property or joint venture interests;
- (f) any stock split, stock consolidation, stock dividend, exchange, call of securities for redemption, redemption, capital reorganization or other change in capital structure;
- (g) the borrowing or lending of a significant amount of funds or any mortgaging, hypothecating or encumbering in any way of any of the Company's assets, or an event of default under a financing or other agreement;
- (h) any acquisition or disposition of the Company's own securities;
- (i) the development of a material new product or any development which materially affects the Company's resources, technology, products or markets;
- (j) the entering into or loss of a material contract;
- (k) firm evidence of a material increase or decrease in near-term earnings prospects;
- (l) a significant change in capital investment plans or corporate objectives;
- (m) any change in the board of directors or senior officers;
- (n) significant litigation or mediation, or the threat or the material possibility thereof;
- (o) a material labour dispute or a dispute with a major contractor or supplier;
- (p) a reverse takeover, change of business of the Company, merger, amalgamation or other material information relating to the business, operations or assets of the Company;
- (q) a declaration or omission of dividends (either securities or cash);
- (r) any oral or written employment, consulting or other compensation arrangements between the Company or any subsidiary of the Company and any director or officer of the Company, or their associates, for their services as directors or officers, or in any other capacity;
- (s) any oral or written management contract, any agreement to provide any investor relations, promotional or market making activities related to the Company's securities, any service agreement not in the normal course of business or any related party transaction, including a transaction involving non-arm's length parties;
- (t) any amendment, termination, extension or failure to renew any agreement where disclosure of the original agreement or transaction was required pursuant to this Policy;
- (u) the establishment of any special relationship or arrangement with a participating organization or member or other registrant;

(v) any change in listing classification, including any movement by the Company between tiers of the TSX Venture Exchange;

(w) notice of suspension review or suspension of trading of the Company's securities; and

(x) any other developments relating to the business and affairs of the Company that would reasonably be expected to significantly affect the market price or value of any of the Company's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

#### **Restriction on Disclosure of Material Information**

No Personnel shall disclose material information regarding VitalHub to any person or group of persons outside of VitalHub personnel until it has been generally disseminated to the public in accordance with this Policy. The CEO and/or the Chairman of the Board and/or the Board as a whole may approve limited exceptions to this prohibition where disclosure is made to VitalHub's auditors, legal counsel, underwriters or other professional advisors in the necessary course of VitalHub's business.

#### **Public Disclosure**

When information has been determined to constitute a material change, as defined in applicable securities laws, VitalHub will immediately initiate a process to ensure full, true, plain and timely disclosure of it via recognized news services. When possible, a news release will be transmitted during non-trading hours. VitalHub's external corporate legal counsel shall review all releases relating to the disclosure of material information. If the release is being made during TSX Venture Exchange trading hours, a telephone call should be made to the TSX Venture Exchange's Regulation Services Provider prior to release, informing them of the release and allowing them an opportunity to determine whether a trading halt is necessary. Any follow-up news releases will be referenced to the original release and disseminated through the same news service as the original release. VitalHub shall comply with all applicable laws and regulations regarding the timely disclosure of material information and changes. The principal method of publicly disclosing material information will be by news release, using a news wire service that provides simultaneous distribution to widespread news services, financial media, and relevant stock exchanges and regulatory bodies. VitalHub will comply with the rules of the TSX Venture Exchange regarding the timing of release of news releases, and any requirement to obtain TSX Venture Exchange's Regulation Services Provider pre-clearance of news releases. VitalHub will file material change reports when required in accordance with applicable securities laws and regulations and all news releases relating to material information shall be filed on SEDAR.

All news releases must include all relevant information to enable readers to understand the substance and importance of the change and must not omit any information that would make the rest of the disclosure misleading. All news releases from VitalHub (except for promotional news releases that do not relate to material or financial information) shall be disseminated and pre-approved by the CEO, or as he may otherwise designate from time to time. In addition, VitalHub corporate news releases must be approved by the CEO and a minimum of two other directors as well as legal counsel. All requests for news release approval will be accompanied by relevant documentation and agreements relating to the release to ensure that the release does not contain any vague, promotional or forward-looking statements. News releases regarding VitalHub's financial statements will be issued promptly following Board approval of the annual and interim financial statements. All news releases disclosing the Company's earnings will be reviewed by the Company's Audit Committee prior to any public disclosure.

#### **Confidential Information**

In isolated and restricted circumstances, and in accordance with applicable securities laws, including but not limited to *National Instrument 51-102 – Continuous Disclosure Obligations*, disclosure of a material change concerning the business and affairs of the Company may be delayed and kept confidential temporarily if:

(a) in the opinion of the Company, and if that opinion is arrived at in a reasonable manner, immediate public disclosure of a material change would be unduly detrimental to the interests of the Company; or

(b) the material change consists of a decision to implement a change made by senior management of the Company who believe that confirmation of the decision by the board of directors is probable, and senior management of the Company has no reason to believe that persons with knowledge of the material change have made use of that knowledge in purchasing or selling securities of the Company, and the Company immediately files a confidential material change report with the applicable securities regulators and with the TSX Venture Exchange and the Regulation Services Provider (as defined in the policies of the TSX Venture Exchange), together with written reasons for non-disclosure.

If a confidential material change report has been filed, the Company is required by law to advise the regulator or securities regulatory authority in writing if it believes the report should continue to remain confidential, within 10 days of the date of filing of the initial report and every 10 days thereafter until the material change is generally disclosed, or, if the material change consists of a decision of the type referred to in paragraph (b) above, until that decision has been rejected by the board of directors of the reporting issuer.

If a confidential material change report has been filed, the Company must promptly generally disclose the material change to the public upon the Company becoming aware, or having reasonable grounds to believe, that persons or companies are purchasing or selling securities of the Company with knowledge of the material change that has not been generally disclosed.

At any time when material information is being withheld from the public in accordance with the foregoing, the Company shall ensure that such material information is kept completely confidential and that persons in possession of such undisclosed material information are prohibited from purchasing or selling securities of the Company or “tipping” such information until the material information is publicly disclosed. Such information should not be disclosed to any officers or employees of the Company, or to the Company’s advisors, except on a need to know basis in the necessary course of business.

#### **4. Disseminating Information: General Application**

The following principles and practices will be applied when disseminating corporate information to the investing public:

- VitalHub will disseminate corporate information in an equitable manner and will strive to respond in a timely manner to all legitimate requests for information;
- Material information will in all cases be disseminated broadly and publicly via recognized news services and other means;
- VitalHub will not provide confidential, proprietary or material, non-public information to the investing public, and will deny any requests for same;
- VitalHub recognizes that discussions and meetings with the investing public are an important part of the Company’s investor relations program. VitalHub will provide non-material and publicly disclosed information in individual and group discussions and meetings where doing so facilitates better understandings about the business and affairs of the company. Generally, such information will be factual and non-speculative in nature and will not in any way significantly impact, impair or be detrimental to the Company’s performance and effectiveness;
- VitalHub will not discriminate or differentiate amongst recipients of non-public, non-material information and will respond in the same manner to all requests for such information. This means that VitalHub will provide the same information and details that it has provided to analysts or fund managers, to any other individual market participant or media representative, upon request;

## **Disclosure of Intended Corporate Actions**

Many developments must be disclosed before an event actually occurs, if the development itself gives rise to a material change. Announcements of an intention to proceed with a transaction or activity should be made when a decision has been taken by the Board of Directors or by senior management with the expectation of concurrence from the Board of Directors. Updates with respect to intended corporation actions should be announced at least every 30 days until the intended event actually occurs, unless the original announcement indicates that an update will be disclosed on another indicated date. In addition, prompt disclosure is required of any material change to the proposed transaction or to the previously disclosed information.

While material information must be released immediately, judgment must be exercised as to the timing and propriety of news releases concerning corporate developments to avoid the potential for misleading or premature disclosure. Announcements of an intention to proceed with a transaction or activity should not be made unless the Company has the ability to carry out the intent (even though proceeding may be subject to contingencies).

## **Information Updates**

Prompt disclosure shall be made of significant changes to previously disclosed material information where the information becomes misleading as a result of subsequent events. If information was true at the time of its release but subsequently changes without becoming misleading, no updates are required.

## **Material Change Reports**

The Company must file a report with appropriate regulatory authorities concerning any material change as soon as practical and in any event within 10 days of the date on which the change occurs.

## **Communicating with Analysts & Investors**

The authorized corporate spokesperson indicated above may meet with analysts, investors and other similar persons on an individual or small group basis from time to time. VitalHub will, where practical, have two persons present for such meetings. Such meetings should focus on generally disclosed information and items described in the Company's Management's Discussion & Analysis (MD&A) such as long term strategy, management philosophy in running VitalHub, general business trends and competitive advantages/disadvantages. These meetings will not include the discussion of material information that has not been generally disclosed to the public. If such a disclosure should occur, then such information will be immediately disseminated to the public, and the TSX Venture Exchange should be contacted, with trading halted if necessary or if deemed appropriate by the TSX Venture Exchange.

## **Analyst Reports**

VitalHub may be requested to review draft analysts' reports from time to time. Only authorized corporate spokespersons will comment on analysts' reports, and such comments will be limited to identifying publicly disclosed factual information that could affect the analyst's model and to pointing out inaccuracies or omissions with reference to publicly available information. A written statement will be provided with each review stating that the Company reviewed the report/model for factual errors only and this review does not necessarily embrace the soft information or conclusions. It is imperative that the control of this process be reported to the Board.

## **Conference Calls & Industry Policies**

VitalHub may, from time to time, hold conference calls with the investment community to discuss financial results following the release of such financial result or to discuss other material disclosed information. All such investor conference calls shall be fully accessible and non-exclusionary. Advance public notice of the date and time of the call, the subject matter of the call and the means for accessing it will be provided by way of a news release. Interested parties will be allowed to listen in by way of telephone or through a web cast. VitalHub will keep detailed records and/or transcripts of any conference calls or industry conferences in which it presents information about its affairs.

A transcript of conference calls will be made available on the corporate website for a reasonable period of time after the call.

### **Communicating with the Media**

One of the primary responsibilities of the CEO and/or Chairman of the Board is to communicate with media representatives, community representatives and the general public, and to provide information about the Company to them.

They are also responsible for preparing senior management and developing related speeches, handouts and other materials for news conferences, interviews and meetings with the media and the public. In doing so, the CEO and/or Chairman of the Board will incorporate legal counsel as necessary to ensure that no material, non-public information is included in related speeches and materials.

Whenever possible, the CEO will participate in news conferences, interviews and meetings. If material, non-public information appears to have been inadvertently disclosed at such events, the CEO will consult with the TSX Venture Exchange, and where this is confirmed, immediate action will be taken to achieve full public disclosure of the information.

VitalHub will not provide material information to the media on an exclusive or selective basis, and will not under any circumstances provide material information to the media on upcoming events or announcements before they are publicly released.

### **Quiet Period**

The Company has instituted a “quiet period” in order to avoid the potential for, or the appearance of, selective disclosure. During this period, Personnel will not discuss or comment on the Company’s earnings and financial performance except with respect to inquiries concerning factual matters about already publicly disclosed information. The quiet period begins two weeks (10 trading days) prior to the release of quarterly or annual financial results (as applicable) and will continue through the release day and for 48 hours following the release of such information.

### **5. Responding to Market Rumours**

It is VitalHub’s general policy to not respond to, or comment on, affirmatively or negatively, market rumours or speculation, and Company spokespersons will respond by stating, “It is our policy not to comment on market rumours or speculation.”

TSX Venture Exchange rules may require that the Company issue a clarifying statement or denial in response to rumours. Should the TSX Venture Exchange or another regulatory body request that the Company make a clarifying statement in response to a market rumour that it is causing significant volatility in the stock, the Board of Directors will consider the matter and decide whether to make a policy exception. A trading halt can be instituted pending a “no corporate developments” statement from the Company.

### **6. Forward-Looking Information**

VitalHub will generally not provide forecasts of future earnings or other financial results. VitalHub may provide general forward-looking information and guidance to the investing public that would enable reasoned evaluations of the Company and its future performance prospects. Generally, such information and guidance will be consistent with and complementary to information that has been otherwise provided via timely disclosure documents such as Annual Reports, news releases, Interim Reports, etc. In no circumstance will any material forward-looking information be provided in advance of its general public disclosure.

A disclaimer cautioning the reader that there are risks and uncertainties that could cause actual results to differ materially from what is indicated in the document will accompany all documents containing forward-looking

information. When making oral forward-looking statements, reasonable care will be taken to also include appropriate reference to such risks and uncertainties in the discussion. The Company will endeavor to update forward-looking statements that change materially to the extent practicable.

## **7. Electronic Communications**

### **E-mail and Internet Use**

VitalHub views the Internet as a valuable tool and encourages Personnel to use it to learn, develop new skills, and increase their knowledge and effectiveness. All VitalHub Personnel with access to the Company's internal information network also have access to the Internet.

All Personnel are responsible and accountable for any and all actions they take on the Internet.

More generally, VitalHub considers Internet information and communication to be an extension of the corporate disclosure record. As such, VitalHub use of the Internet and e-mail is subject to the same disclosure rules, guidelines and procedures outlined in this Policy for other means of disseminating corporate information.

### **Personnel Use of Social Media**

Unless specifically authorized by VitalHub, all Personnel are prohibited from participating in discussions of VitalHub corporate matters in social media platforms (i.e. Facebook, Twitter, Instagram, YouTube, Reddit, LinkedIn, etc.), chat rooms, forums and/or bulletin boards. Personnel shall immediately report to the CEO any discussion pertaining to VitalHub that they find on the Internet which appears to be in violation of this Policy.

### **Corporate Website**

VitalHub has a website that contains information about the Company, its services and technologies, employment opportunities and other areas of interest to the public and other parties. VitalHub also uses social media to provide such information.

The Company may supplement its distribution of material information through disclosures maintained on the Company's website or social media platforms. However, disclosure on the Company's website or social media platforms does not constitute adequate dissemination of material information. Any disclosure of material information on the Company's website or social media platforms must be preceded by the issuance of a news release in the manner described above.

Appropriate disclaimers will be posted on the Company's website and the social media platforms it utilizes, and other steps will be taken to the effect that the disclosure of information on the Company's website or social media platforms does not constitute an offering of securities contrary to local securities laws or rules.

Investor relations material shall be contained within a separate section of the Company's website and shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All material information posted to the website shall show the date such material was issued. The CFO has ongoing responsibility for ensuring that information in the "Investing" section of VitalHub's website is up-to-date and maintaining records indicating the date that the material information was posted and/or removed from the "Investor Information" section of the website. The Board has a broader, oversight responsibility for this section of the website to ensure that appropriate standards of care are being applied for disclosures of information via this medium. The minimum retention period for material corporate information on the website shall be five years.

## **8. Update Material Changes in Information**

If the Company discovers that a statement it made was, in fact, materially incorrect at the time it was disclosed, the Company will publicly issue a correction of the prior misstatement as soon as the error is discovered. The Company will make an effort to continually update the forward-looking statements if and when necessary.

## **9. Maintaining Confidentiality**

### **Procedures for Maintaining Confidentiality**

In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:

- Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who “need to know” that information in the necessary course of business and code names should be used if necessary.
- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
- Personnel must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
- Transmission of documents by electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
- Unnecessary copying of confidential document should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
- Access to confidential electronic data should be restricted through the use of passwords.

### **Disclosure Made in the Necessary Course of Business**

- There may be circumstances where selective disclosure is required in the necessary course of business, such as with:
  - vendors, licensors, licensees, suppliers or strategic partners on issues such as R&D, sales and marketing and supply contracts
  - Personnel
  - lenders, legal counsel, auditors, financial advisors and underwriters
  - parties to negotiations
  - government agencies and non-governmental regulators
  - credit rating agencies

Disclosure in the “necessary course of business” does not extend to the media, analysts, institutional investors or other market professionals. Where the Company determines it is required to disclose non-public information “in the necessary course of business”, it will clearly identify to the recipient the confidential nature of the information and will obtain the recipient’s express undertaking not to disclose the information or engage in any trading in the Company’s securities.

Any confidentiality arrangements should remain in effect until the Company either determines that the information is not material non-public information or makes widespread dissemination of the material information.

#### **10. Disclosure Record**

The CFO will maintain a five-year file containing all public information about the Company, including continuous disclosure documents, news releases, analysts’ reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles (collectively “**Disclosure Activities**”). The CFO will also maintain a copy of all material back-up information relating to public disclosures.

As appropriate, at meetings of the Board, the CFO shall provide a report on all of Disclosure Activities and past disclosure issues, expected Disclosure Activities and upcoming disclosure issues, and confirm that no events have occurred which require updating of any previously disclosed information.

#### **11. Questions**

Questions concerning this Policy should be addressed to the Chairman of the Board.

#### **12. Annual Review**

This Policy has been approved by VitalHub’s Board of Directors. The CEO and the Board of Directors will review this Policy at least annually and any material changes proposed will be subject to the approval of the Board of Directors.

#### **13. Distribution of Policy**

The Policy will be circulated to all Personnel on an annual basis and whenever changes are made. New Personnel will be provided with a copy of this Policy and will be advised of its importance.

#### **14. Violation of Policy**

Any director, officer, employee and/or consultant who violates this Policy may face disciplinary action up to and including termination of his or her employment with VitalHub without notice. The violation of this Policy may also violate certain securities laws. If it appears that any Personnel may have violated securities laws, VitalHub may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

## SCHEDULE "G"

### VITALHUB CORP. (the "Corporation")

#### WHISTLEBLOWER POLICY

##### 1. Purpose

The Corporation's Code of Business Conduct and Ethics (the "Code of Conduct") requires every officer, director and employee to observe high standards of business and personal ethics as they carry out their duties and responsibilities. The Corporation expects all of its representatives to adhere to the Code of Conduct and all of the Corporation's statements and policies, and to report any suspected violations.

The Corporation is committed to achieving compliance with all applicable laws and regulations, including accounting standards, accounting controls and audit practices. The Corporation's internal controls and operating procedures are intended to detect and prevent or deter improper activities. However, even the best system of internal controls cannot provide absolute protection against irregularities. Intentional and unintentional violations of applicable laws, policies and procedures might occur. In those instances, the Corporation has a responsibility to investigate and report to appropriate parties any allegations of suspected improper activities and any actions taken to deal with these issues within the Corporation.

Securities legislation states that the Corporation's Audit Committee must establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Audit Committee has approved this Policy and the reporting mechanisms contained in this Whistleblower Policy (this "Policy") in order to fulfill its responsibilities.

This Policy sets out responsibilities, policies and procedures in conjunction with any reports that are made pursuant to the Code of Conduct or other incidents, as specified below. The Policy governs the reporting and investigation of allegations of suspected improper activities in respect of accounting, internal controls or auditing matters, violations of law and general violations of the Code of Conduct. It is the responsibility of all directors, officers and employees to report violations or suspected violations in accordance with this Policy. For the purposes of this Policy, "employees" means officers, directors and employees of the Corporation and its subsidiaries.

This Policy and information regarding problem resolution resources shall be provided to the Corporation's employees and made generally available through the Corporation's website and/or intranet.

##### 2. Reportable Conduct

Reports of complaints or concerns ("Reports") may be made on the following matters ("Reportable Matters"):

- (a) questionable accounting, internal accounting controls and auditing matters, including the circumvention or attempted circumvention of internal accounting controls or with respect to matters that would otherwise constitute a violation of the Corporation's accounting policies, which include the following:
  - fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation;
  - fraud or deliberate error in the recording and maintaining of financial records of the Corporation;
  - deficiencies in or non-compliance with the Corporation's internal accounting controls;
  - misrepresentation or a false statement to or by an officer, accountant or other

person regarding a matter contained in the financial records, financial reports or audit reports of the Corporation; or

- deviation from full and fair reporting of the Corporation's financial condition or results of operation;

(b) potential or actual non-compliance with applicable legal and regulatory requirements;

(c) retaliation against employees who make a report on any Reportable Matter;

(d) a matter likely to receive media or other public attention;

(e) a matter that involves a significant threat to the health and safety of employees or the public;

(f) a matter that may be judged to be significant or sensitive for other reasons; or

(g) any other violation of the Code of Conduct.

In addition to the above Reportable Matters, any employee who believes that he or she is being asked to commit a wrongdoing or who believes that a wrongdoing has been committed, may submit a good faith Report at any time. An employee who reports an allegation in bad faith or for frivolous reasons may be subject to disciplinary action.

### **3. Making a Report**

Any person, including any employee, acting in good faith and with reasonable grounds for believing an allegation in issue relates to a Reportable Matter, may make a Report. Knowledge or suspicion of improper activities may originate from employees in carrying out their assigned duties or in dealings with internal or external auditors, law enforcement officials, regulatory agencies, customers or other third parties.

#### **(a) Confidential Designee**

The Audit Committee will designate from time to time a person to assist the Audit Committee in addressing Reports in a manner consistent with this Policy and the role of the Audit Committee (the "Confidential Designee"). Unless otherwise designated by the Audit Committee, the Confidential Designee will be the Chair of the Audit Committee.

#### **(b) Reports by Non-Employees**

Non-employees may submit reports about a Reportable Matter to the Corporation's Board of Directors, care of the Confidential Designee.

#### **(c) Reports by Employees**

Employees should express any questions, concerns, suggestions or complaints they have with someone who can address them properly. Often, an individual's supervisor is in the best position to address a particular concern.

Where it is not possible for the employee to address a particular concern in consultation with their supervisor, the employee may submit a Report about a Reportable Matter to the Corporation's Board of Directors, care of the Confidential Designee.

Employees in a supervisory or management position should ensure that employees under their supervision are aware of this Policy and are familiar with the mechanisms available to report a suspected improper activity.

(d) *Anonymous Reports*

Employees or other persons wishing to submit a Report about a Reportable Matter may do so on an anonymous basis. It must be understood that absent full information regarding the source or nature of the Report, it may be difficult or even impossible to fully investigate the Report (as described under Section 5 of this Policy). Depending on the nature of the Report, it may also be difficult or impossible to maintain the confidentiality of the identity of the reporting person.

(e) *Address for Reports*

Reports should explain in as much detail as possible the alleged Reportable Matter and the reasons for belief that such Reportable Matter is occurring or has occurred.

Reports may be addressed to the Board of Directors of VitalHub Corp. c/o Chair of the Audit Committee or may be sent to 44 Victoria Street, Suite 1417, Toronto, ON, M5V 1Y2

#### **4. Receipt of Reports**

Any employee who receives a Report that has been made pursuant to this Policy in any written form (including by e-mail) must promptly forward the Report to the Board of Directors, care of the Confidential Designee. For Reports submitted by voicemail, the recipient should promptly forward a transcript of the voicemail message to the Board of Directors, care of the Confidential Designee. In the case of oral Reports, the recipient must prepare a reasonable summary of the Report and forward the summary to the Board of Directors, care of the Confidential Designee. If the Report has been made on an anonymous basis, the written or transcribed Report or the summary of the oral Report should state that fact.

The Confidential Designee must review all Reports promptly and will advise the Chair of the Audit Committee and CFO of the Corporation, immediately if required, or at the next scheduled meeting of the Audit Committee, depending on the nature of the Report received. If the Report would put the CFO in a position of conflict, the Confidential Designee will advise only the Chair of the Audit Committee of the nature of the Report received.

#### **5. Treatment of Reports**

(a) *Confidentiality*

All Reports will be treated as confidential, whether received anonymously or otherwise. Reports are accessible only to those persons who have, in the judgement of the Confidential Designee, a need to know. Ordinarily, a need to know arises from an obligation to investigate or to take remedial or disciplinary action on the basis of the information. For clarity, sharing information about a Report in a manner required by this Policy shall not be considered a breach of confidentiality.

Unless the Report has been made on an anonymous basis, the person who made the Report will be advised that the Report has been received and the Confidential Designee will report when the investigation has been completed. Absent approval by the Audit Committee, the Confidential Designee shall not advise the person who made the Report of the results of the investigation.

(b) *Investigation of a Report*

The Confidential Designee is responsible for assessing and evaluating Reports and for conducting investigations. In determining the extent to which the Confidential Designee should investigate a Report, the Confidential Designee (if the Confidential Designee deems it appropriate, in consultation with the Audit Committee) will consider, among any other factors, the following:

- Who is the alleged wrongdoer? If a member of management is alleged to have engaged in wrongdoing, that factor alone may influence the decision in favour of conducting the investigation.
- What is the nature of the alleged wrongdoing? Depending on the nature of the allegation, the core

investigation team should include a management representative from human resources, finance and other departments, as necessary, depending on their area of oversight and expertise (for example, environmental issues and health and safety).

- How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate it would be to undertake the investigation. If the alleged wrongdoing would materially adversely affect the integrity of the financial statements of the Corporation, that factor alone may influence the decision in favour of conducting the investigation.
- How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate it may be to undertake the investigation. In assessing credibility, all facts surrounding the allegation should be considered.

All directors, officers, employees, consultants and agents of the Corporation have an obligation to cooperate and comply with any review or investigation initiated by the Confidential Designee pursuant to this Policy.

If a Report indicates that illegal activity or a regulatory breach has occurred, the Confidential Designee (in consultation with the Chair of the Audit Committee, if applicable) may make a report to the police or other law enforcement or regulatory agency, as appropriate. If the Chair of the Audit Committee recommends against such a report and the Confidential Designee disagrees with such recommendation, the Confidential Designee shall further consult with the Chair of the Board of Directors.

At any time during the investigation of a Report, the Confidential Designee may notify the Corporation's Chief Executive Officer, Chief Financial Officer or external auditors about the submission of the Report or about the progress of the investigation. The Confidential Designee may provide sufficient detail to allow for appropriate consideration by such parties of the ongoing disclosure obligations of the Corporation, including any required officer certifications, without compromising the confidential or anonymous nature of the Report.

If the Audit Committee deems it appropriate, the Audit Committee may engage independent advisors at the expense of the Corporation to undertake investigations and/or recommend appropriate action.

During the investigation of a Report, an employee who is the subject of an investigation may be placed on an administrative leave or an investigatory leave, as appropriate, when it is determined by the Confidential Designee, in consultation with the Audit Committee, that such a leave would serve the interests of the employee, the Corporation, or both. Such a leave is not to be interpreted as an accusation or a conclusion of guilt or innocence of any individual, including the person on leave.

#### (c) *Remedial Action*

At the conclusion of any review, assessment, investigation or evaluation of a Report that the Confidential Designee has determined was made in good faith and related to a Reportable Matter that did occur or was about to occur, the Audit Committee will determine by majority vote what, if any, remedial action is appropriate. The Audit Committee will promptly inform the Board of Directors of such proposed remedial action in a written letter.

If a Report involves a complaint against the Audit Committee, the Audit Committee will retain independent advisors to provide the Board of Directors with their views on the appropriate remedial action.

Individuals who are informed that they are the subject of an investigation relating to a Report will be informed of the completion of an investigation. Individuals who are investigated will be given an opportunity to be heard prior to the taking of any disciplinary action against the individual.

Note that this Policy is not intended to supersede the Corporation's traditional complaint procedures, unless the Confidential Designee has reason to believe that the behaviour being complained of, and the related existing complaint procedure, is inadequate in the circumstances. For clarity, this Policy should not serve as an appeal mechanism for employees dissatisfied with the outcome of a properly investigated internal complaint.

## 6. Protection of Whistleblowers

The Corporation will not discharge, demote, suspend, threaten, harass or in any manner discriminate or retaliate, and will not condone any retaliation by any person or group, directly or indirectly, against any director, officer or employee who, in good faith:

- (a) reported a Reportable Matter;
- (b) lawfully provided information or assistance in an investigation regarding any conduct that the director, officer or employee reasonably believes constitutes a violation of applicable securities laws or applicable federal laws relating to fraud against securityholders;
- (c) filed, caused to be filed, testified, participated in or otherwise assisted in a proceeding related to a violation of applicable securities laws or applicable federal laws relating to fraud against securityholders;
- (d) provided a law enforcement officer with truthful information regarding the commission or possible commission of a criminal offence or other breach of law, unless the individual reporting is one of the violators; or
- (e) provided assistance to the Confidential Designee, the Audit Committee, management or any other person or group in the investigation of a Report.

The Confidential Designee, the Audit Committee and any person involved in or retained to assist in an investigation of a Report must take all reasonable steps not to reveal the identity of any person who reports a Reportable Matter anonymously, unless required to do so by law.

Any director, officer or employee who (i) fails to take all reasonable steps to maintain an employee's anonymity if requested (unless otherwise required by law); or, (ii) retaliates against a person who has made a good faith Report about a Reportable Matter, is subject to discipline up to and including dismissal.

Any director, officer or employee who feels that he or she has been subjected to any behaviour that violates this Policy should immediately report such behaviour to his or her supervisor, the CFO, or the Confidential Designee.

## 7. Records Relating to Reports

The Confidential Designee will maintain a log of all Reports, tracking how and when each Report was received, the nature and results of any investigation and the resolution of the matter. A quarterly summary of Reports received, under investigation and resolved within the preceding quarter will be reported to the Board of Directors.

Records pertaining to a Report about a Reportable Matter are the property of the Corporation and will be retained in accordance with the Corporation's record retention policies in a secure manner.

**Issue Date:** April 19, 2017  
**Review:** Annually

**Authorized By:**  
Board of Directors