

Vigil Health Solutions Inc.

Board Mandate and Principles

1. The Chair of the Board will be independent.
2. The majority of the Board will be independent.
3. All directors will act in the best interest of Vigil and will put the interest of Vigil ahead of any single stakeholder, shareholder or group. The Board will monitor compliance with the Code of Ethics.
4. The Board will choose, assess and coach the CEO.
5. The Board will not manage the business day-to-day.
6. The Board will be responsible for reviewing discussing and debating Vigil's strategic direction, choice of business opportunities and the management of the risk which those opportunities entail.
7. The Board will ensure that there are objectives for management and will regularly review performance against these objectives.
8. The Board will ensure there are contingency plans for the orderly succession of management and that these plans are kept up to date.
9. The Board will ensure that Vigil communicates openly with its shareholders, other stakeholders and the public, as provided in the disclosure guidelines.
10. The Board will ensure that Vigil has effective control, accounting and information systems to monitor and discharge its responsibilities.
11. The Board will ensure that Vigil reports on its corporate governance in each management proxy circular.
12. The Board will assess each year the effectiveness of the Board, its committees and its members, including the division of responsibilities among them.