

## **Vigil Health Solutions Inc.**

### **Chairman Mandate and Position Description**

1. With the CEO, organize the agenda for all meetings of the board.
2. Chair all meetings of the board.
3. Transmit to the CEO the sense of conclusions reached at all in camera meetings of independent directors of the board.
4. Maintain close contact with the CEO, all committee chairs and all directors on all matters affecting the business of the Company.
5. Authorize, where appropriate, the hiring of outside counsel (legal or other) at the request of one or more independent directors.
6. Manage the process of appraising the performance of the Board and report thereon, no less than once each year, to the Board.
7. Discuss with each board member individually his or her performance at least once each year.
8. Ensure that the Board, supported by management, is fully informed and prepared with action plans for potential takeover bids.
9. With the Chair of the Corporate Governance Committee, ensure that the mandate of the Board is reviewed and if necessary revised no less than once each year.