

Vigil Health Solutions Inc.

Compensation Committee Charter

PURPOSE

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's senior executives.

MEMBERSHIP

- The Committee shall consist of a minimum of three members of the Board of Directors, appointed annually, each of whom is affirmatively confirmed as independent by the Board of Directors. The Committee will meet as required.
- The Committee will elect, by a majority vote, one member as chairperson to be approved by the Board of Directors.

RESPONSIBILITIES

Review and recommend to the Board:

- The appointment of persons to senior executive positions.
- The terms of employment of senior executives, including matters of compensation for senior executives, with a view to ensuring that the Corporation is able to recruit, retain and motivate performance-oriented senior executives, and that their interests are aligned with the interests of the shareholders.
- Annual performance appraisal of the CEO
- The linking of compensation package to meaningful and measurable performance targets.
- Compensation for senior executives.
- Review corporate compensation plans to ensure they are competitive, based on industry surveys, and will enable the company to attract the appropriate talented people.
- The company Stock Option Plan.
- All stock option grants including annual employee grants.
- Compensation for Directors; ensure that it is competitive with similar companies and review annually.
- Succession planning for senior executives.

Where necessary the committee is authorized to engage and compensate any outside advisor that it determines to be necessary to carry out its duties.