

Vigil Health Solutions Inc.

Code of Ethics for Directors and Officers

(to be signed by each officer and director)

Officers and directors of Vigil Health Solutions Inc. (“Vigil”) are expected to abide by the highest standards of ethical conduct and to act honestly and in good faith with a view to the best interests of Vigil and its shareholders. In so doing, as an officer or director I acknowledge I am expected specifically to:

- Maintain integrity and credibility in my personal and professional life by carrying out the duties of my office in accordance with the highest legal and ethical standards.
- Avoid in my personal and professional life any relationships that might affect, or be perceived as potentially affecting, my ethical conduct in the course of carrying out the duties of my office including a relationship that may create, or create the appearance of, a conflict of interest. If conflicts do arise, declare them and ask that the conflict be noted.
- Represent myself in my personal and professional life in a reputable and dignified manner that reflects the standard of ethical conduct required by Vigil.
- Protect the security of all confidential information and Company assets. Use Vigil’s assets (including funds, equipment and information) responsibly and only in the best interests of Vigil and not for either my personal advantage or for the advantage of others.
- Honour my obligation to serve the best interests of Vigil and its shareholders by exercising the care, diligence and skill necessary to conduct its affairs appropriately, including, if a director, upholding the guidelines set out in the Company's Corporate Governance Guidelines.
- Recognize that its participants base the integrity of the capital markets on consistently honest and just actions, the conformity to market regulation, and the transparency of credible financial and non-financial corporate information, and will to the best of my ability work to ensure that Vigil acts in such a manner consistent with such principles.
- Take such action as is appropriate to confirm that Vigil provides full, fair, accurate, timely, and understandable disclosure in reports and documents that it files with or submits to public regulatory bodies, and that Vigil complies with applicable governmental laws, rules and regulations.
- Comply with the spirit as well of the letter of laws and regulation.
- Treat all its employees fairly, providing equal opportunities to all, in an environment free from discrimination and harassment.
- Provide the leadership, supervision and support for the employees, collaborators and other agents of Vigil to uphold the principles articulated in this Code of Ethics, laws and regulation.
- Ensuring that there is a means for employees to confidentially voice concerns they may have in any of these areas, without fear of reprisal.

- Report promptly to the Independent Chairman of the Board of Directors of Vigil if I become aware of fraudulent or illegal acts within Vigil or a breach of this Code of Ethics by any director or officer of Vigil, including my own acts.
- Accept personal responsibility and be accountable for my actions.
- The Corporate Governance Committee of the Board will be responsible for the periodic review of this Code and its application.

This Code of Ethics applies to all directors and officers of Vigil. A person to whom this Code of Ethics applies will be deemed to have breached it by way of being sanctioned by a governmental agency or judicial body for violating laws or regulations affecting the performance of his or her duties of office or by a finding of the Board of Directors of Vigil. Any person with power to influence or control the direction or management, policies or activities of the sanctioned person, who was aware that a breach of the Code of Ethics was likely to occur and failed to take appropriate steps to prevent such an act from occurring, will be deemed to have also breached the Code of Ethics. Any person found breaching the Code of Ethics will, in addition to any regulatory or judicial sanction, receive sanctions from the Company, including possible suspension or termination of employment.

(signed)