

Vigil Health Solutions Inc.

Corporate Governance Committee Mandate

“Corporate Governance” has been defined by the TSX to mean:

The process and structure used to direct and manage the business and affairs of the corporation with the objective of enhancing long-term value for shareholders and the financial viability of the business. The process and structure define the division of power and accountability among shareholders, the board of directors and management and can have an impact on other stakeholders such as employees, customers, suppliers and communities.

The Corporate Governance Committee is composed of three outside independent directors and meets at least once each year. The responsibilities of the Committee include:

1. Recommending to the Board Vigil’s approach to Corporate Governance.
2. Monitoring for the Board the ongoing application of the Vigil’s Corporate Governance principles and to prepare annually a report, to be published in the Annual Proxy Circular, on the Corporation’s approach to corporate governance, including its response to the most current regulatory guidelines.
3. Ensuring that the responsibilities of the Board, Board committees, CEO and officers are separated and clearly defined.
4. Recommending to the Board possible changes in the size and composition of the Board and proposing new director candidates where appropriate.
5. Ensuring that there is a clear succession plan for senior officers.
6. Engaging and compensating any outside advisor that the committee determines necessary to permit it to carry out its duties.
7. Acting as a forum for directors who have concerns which cannot readily be discussed in a full board meeting.
8. Ensuring that the Board monitors and where possible mitigates business risk and specifically reviewing, as a committee:
 - Risk of not maintaining the integrity of the corporate governance process
 - Risk that dissent is being suppressed
 - Risk in not assessing the size and performance of the Board.

A risk review calendar will be prepared and regularly circulated to the Board showing the dates on which various business risks were last reviewed by the Board or its committees.