

**DIAGNOCURE INC.**  
**("The Company")**

**MANDATE OF THE CORPORATE GOVERNANCE, HUMAN RESOURCES AND  
NOMINATING COMMITTEE**  
**("the Committee")**

**Purpose of the Committee**

The Corporate Governance, Human Resources and Nominating Committee assists the Board on issues related to corporate governance, compensation and performance of the Board and its Committees, compensation and performance of the Company's management and employees, nomination of directors and officers of the Company. Unless specified otherwise hereunder, the Committee has no decisional authority and makes recommendations to the Board on the issues under its responsibility.

**Responsibilities**

**Human resources and performance management**

The Committee:

- 1) reviews periodically the organisational structure of the Company and makes recommendations to the Board as needed;
- 2) when needed, identifies and recommends candidates for the position of CEO, following a formal process;
- 3) reviews and recommends a detailed description of duties and responsibilities for the CEO as well as the corporate goals and objectives that he/she is responsible of meeting annually and in the long term; annually assesses the CEO's performance and reports to the Board on this appraisal;
- 4) reviews the CEO's recommendations with regard to the nomination of other senior managers reporting to him, including their job descriptions;
- 5) develops and recommends a succession planning process for the management of the Company; such process should include appropriate training and monitoring of successors' development;
- 6) annually reviews and recommends the compensation of the CEO, reviews the CEO's recommendation with regard to the compensation of other senior managers, reviews and recommends the compensation policy for the other employees of the Company, discusses and recommends the overall cash compensation budget;

- 7) reviews and recommends from time to time important employee and management benefits, such as the pension plan and stock option plan;
- 8) reviews and recommends the annual management proxy circular, in particular the list of candidates for the Board, and the description of the Officers' and Directors' compensation.

### **Corporate governance**

The Committee:

- 1) develops and recommends the Company's approach to corporate governance, including corporate governance principles and guidelines in line with the Company's mission and objectives;
- 2) at least annually reviews and recommends an effective structure for the Board and its committees, including the number of directors, taking into account the directors' competencies and individual qualifications;
- 3) develops and recommends detailed descriptions of duties and responsibilities of the chairpersons of the Board and its committees;
- 4) develops, reviews, and recommends improvements with regard to the orientation of the new directors and continuing education opportunities of all directors;
- 5) develops and recommends a nomination process of new directors; identifies and recommends the candidates based on the following criteria:
  - a. Professional qualifications - to ensure proper balance among Board members
  - b. Experience in the management of a public company
  - c. Experience/knowledge of the biotech/diagnostics/service laboratory industry
  - d. Business acumen
- 6) reviews and recommends the compensation of Board directors; may hire an external consultant for a more in-depth review;
- 7) develops, recommends and implements a process whereby all the directors participate in an annual assessment of the Board's effectiveness and performance;
- 8) develops, recommends and implements a process to review periodically the competencies required to be a director of the Company and assess annually each director's effectiveness and contribution in regard of Board's expectations;
- 9) develops, recommends and monitors a written code of business conduct and ethics for the directors, management and employees of the Company;

- 10) reviews the Disclosure Policy, assesses its efficacy and makes appropriate recommendations to the Board;
- 11) ensures that the corporate governance principles of the Company are communicated in the management proxy circular, and that such communication complies with the applicable legislation and regulation;
- 12) makes recommendations to the Board on the conduct of the annual meeting and extraordinary meetings of the shareholders;
- 13) reviews and authorises directors' requests to hire external consultants at the Company's expense;
- 14) annually reviews the liability insurance coverage of the Company for directors and officers.

#### **Composition**

- o The Committee is comprised of at least three (3) independent directors and a maximum of five (5).
- o The Committee members are appointed each year by the Board. The Board may at all times appoint another member to replace a vacancy or simply replace a member.
- o The Committee members are appointed on the basis of their knowledge and experience with corporate governance and human resources issues.
- o The Board appoints one of the Committee members as the chairperson of the Committee.

#### **Meetings and quorum**

- o The Committee meets at least once every quarter and otherwise as needed. The chairperson of the Committee chairs the meetings.
- o The Committee meeting is called to order when a majority of Committee members are in attendance.
- o The Committee reports regularly to the Board on its discussions and submits its recommendations.

#### **Independent consultants**

As needed, the Committee can hire an independent consultant to help with issues under its responsibilities, agree on the fees and other contractual conditions and have the Company pay for the agreed upon expenses.

**Review of this mandate**

The Committee must review this mandate at least once a year and recommends amendments to the Board as needed.

**Performance assessment**

Each year, the Committee members assess the Committee's performance and report on its mandate to the Board.

*Adopted by the Board of Directors, December 14, 2005.*

*Reviewed, updated and adopted by the Board of Directors, March 16, 2006.*

*Reviewed, updated and adopted by the Board of Directors, March 5, 2008.*

*Reviewed, updated and adopted by the Board of Directors, March 17, 2009.*

*Reviewed, updated and adopted by the Board of Directors, March 17, 2010.*