

DIAGNOCURE INC.
(“The Company”)

MANDATE OF THE CHAIRPERSON OF THE BOARD OF DIRECTORS
(“the Chairperson”)

The Chairperson is an independent Director of the Company, or if the Chairperson is not independent, an independent Lead Director is appointed to carry out the duties that can only be performed by an independent director. The Chairperson provides overall leadership to ensure that the Board works as a cohesive team and carries out its duties in a timely and effective fashion. The Chairperson also sets the “tone” for the Board to foster ethics and integrity culture in the Company.

To that effect, and in addition to his or her responsibilities under the Mandate of the Board of Directors (the “Board”) of the Company or the Laws, the Chairperson carries out the following specific duties:

With respect to the Board management, the Chairperson:

- ❑ Takes all reasonable steps to ensure that the Board fulfill its obligations and responsibilities;
- ❑ Sets the annual work plan of the Board in collaboration with the chairpersons of the committees and the management;
- ❑ Supervises the chairpersons of the committees and take all reasonable steps to ensure that responsibilities delegated to the committees are properly carried out and that results are reported to the Board;
- ❑ Calls and chairs *in camera* sessions regularly. When the Chairperson is not independent, these sessions held without the presence of the non-independent directors are called and chaired by the Lead Director;
- ❑ Acts as a liaison between the Board and any Board member, the chairpersons of the committees and Management (in particular the President & Chief Medical Officer);
- ❑ Upholds an ethical and responsible decision-making framework at the Board level and addresses any potential unethical or dishonest situation or potential conflict of interests brought to his or her attention in a timely and efficient manner;
- ❑ Chairs the annual and special meetings of shareholders.

With respect to the meetings efficacy, the Chairperson:

- ❑ Sets the agenda for each Board meeting in collaboration with the President and Chief Medical Officer;
- ❑ Chairs the meetings of the Board;
- ❑ Arranges for adequate resources, documentation and information to be available to the Board to support its work;
- ❑ Takes all reasonable steps to encourage participation of all Directors in the Board meetings and to facilitate free and constructive discussions;

LEAD DIRECTOR

If the Chairperson of the Board is not independent, an independent Lead Director is appointed.

The responsibilities of the Lead Director are, among other things, to ensure that the Board is able to function independently of Management, oversee the quality of the information sent to directors and review any comments or requests made by the independent directors.

The Lead Director also chairs periodic meetings of the independent directors without Management and non-independent directors and reports to the Board on their deliberations, as required. The Lead Director is elected annually by a vote of the directors who qualify as independent directors.

PERFORMANCE ASSESSMENT

Each year, the Chairperson of the Board self-assesses his or her performance and is assessed by each Board member. These assessments are reported to the Corporate Governance, Human Resources and Nominating Committee of the Company, who, in turn, makes recommendations to the Board.

Adopted by the Board of Directors, September 11, 2006.

Reviewed 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.

Reviewed, updated and adopted by the Board of Directors, March 10, 2011.