DIAGNOCURE INC.
(“The Company”)

MANDATE OF THE CHAIRPERSON OF THE AUDIT AND RISK MANAGEMENT COMMITTEE
(“the Chairperson”)

The Chairperson of the Audit and Risk Management Committee (the “Committee”) is an independent Director and is a member of the Committee. He or she provides overall leadership to ensure that the Committee works as a cohesive team and carries out its duties in a timely and effective fashion. The Chairperson also fosters ethics and integrity culture in the Company.

To that effect, and in addition to his or her responsibilities under the Mandate of the Audit and Risk Management Committee of the Company or the Laws, the Chairperson carries out the following specific duties:

With respect to the Committee management, the Chairperson:

- Takes all reasonable steps to ensure that the Committee fulfills its obligations and responsibilities;
- Sets the annual work plan of the Committee in collaboration with the Chairperson of the Board and the management;
- Calls and chairs *in camera* sessions regularly;
- Acts as a liaison with the Board, the chairpersons of the other committees, the external auditors and the management;
- Reports to the Board on the Committee’s work and recommendations;
- Upholds an ethical and responsible decision-making framework at the Committee 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;
- As the designated person for handling complaints under the *Whistle Blowing policy*, the Chairperson also takes all reasonable steps to have appropriate investigation carefully carried out with regard to the Company’s accounting and auditing practices as well as internal controls and any other management issue that could have a material impact on the business of the Company, whenever required;

With respect to the meetings efficacy, the Chairperson:

- Sets the agenda for each Committee meeting in collaboration with the Chairperson of the Board, the CEO and the CFO;
- Chairs the meetings of the Committee;
- Arranges for adequate resources, documentation and information to be available to the Committee to support its work;
- Takes all reasonable steps to encourage participation of all Committee members in the Committee meetings and to facilitate free and constructive discussions;

PERFORMANCE ASSESSMENT

Each year, the Chairperson of the Audit and Risk Management Committee 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 and adopted by the Board of Directors, June 8, 2009.