

**DIAGNOCURE INC.**

**CODE OF PROFESSIONAL ETHICS**

ADOPTED BY THE BOARD ON SEPTEMBER 11, 2006

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## **TABLE OF CONTENTS**

<b>1.</b>	<b>PREAMBLE .....</b>	<b>3</b>
<b>2.</b>	<b>APPLICATION AND INTERPRETATION .....</b>	<b>3</b>
<b>3.</b>	<b>ACTUAL OR APPARENT CONFLICTS OF INTEREST .....</b>	<b>4</b>
	<b>3.1 What is a Conflict of Interest? .....</b>	<b>4</b>
	<b>3.2 Examples of Actual or Apparent Conflicts of Interest.....</b>	<b>4</b>
<b>4.</b>	<b>OBSERVANCE OF LAWS, RULES AND STANDARDS.....</b>	<b>5</b>
<b>5.</b>	<b>INFORMATION MANAGEMENT .....</b>	<b>5</b>
	<b>5.1 Protection of Confidential Information.....</b>	<b>5</b>
	<b>5.2 Integrity of Disclosed Information.....</b>	<b>5</b>

## **1. PREAMBLE**

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At DiagnoCure, we greatly value the confidence and trust of our customers, investors and other partners. For this reason, we consider that compliance to all laws, rules and standards, as well as ethics and integrity, must guide our business conduct at all levels, which is why DiagnoCure adopted this Code of Professional Ethics (the « Code »).

Furthermore, at DiagnoCure, quality is a core principle and the personnel strives at establishing trust with the customer by offering a diagnostic test and a service that meet both the customer's needs, in accordance with specifications issued by DiagnoCure, as well as the regulatory authority requirements. These principles are applied with rigour and thoroughness by management who undertakes, through quality objectives, to maintain the effectiveness of the quality management system and its continuous improvement and make this one of DiagnoCure's priorities.

This Code is not exhaustive nor does it replace obligations imposed by Law. It aims at supporting and guiding our directors, members of management and employees and, in certain circumstances, to demonstrate DiagnoCure's expectations in terms of ethics and integrity.

Throughout this Code, "DiagnoCure" or the "Company" refers to DiagnoCure Inc. and all its subsidiaries.

## **2. APPLICATION AND INTERPRETATION**

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The culture of a company lies in the sharing of common values to a team, thus, it is for this reason that this Code applies to all of DiagnoCure's directors, members of management and employees.

This Code shall be read in conjunction with the *Policy on Disclosure and Securities Trading* and the *Whistle Blowing Policy*, which are adopted and amended by DiagnoCure from time to time (these policies are available on DiagnoCure's information system network).

In addition, specific rules apply according to functions occupied at DiagnoCure. Thus, for example, directors shall, among others, comply with enacted rules in the mandate of the Board of Directors and in the mandates of other committees on which they serve. For additional information on this matter, directors are asked to consult the Chairman of the Board of Directors or DiagnoCure's Department of Corporate Affairs. Members of management and employees must comply with obligations enacted relative to their employment contract including all other signed agreements, among others, the confidentiality agreement, the employee handbook, as well as the ethical rules and good practices applicable in their field of expertise. For additional information regarding this subject, members of management and employees should consult their immediate supervisor or DiagnoCure's Human Resources Department.

Should a director or the President and Chief Executive Officer be aware of any violation of this Code, he shall immediately inform the Chairman of the Board of Directors. The latter will then submit the analysis of the situation to the Board of Directors or to one of its committees. Should a member of management be aware of any violation of this Code, he shall immediately inform the President and Chief Executive Officer or the Chairman of the Audit and Risk Management Committee, in accordance with the Whistle Blowing Policy. Lastly, should an employee be aware of any violation of the Code, he shall immediately inform the Vice President of Corporate Affairs, the President and Chief Executive Officer or the Chairman of the Audit and Risk Management Committee, in accordance with the Whistle Blowing Policy.

No disciplinary measures will be applied nor will the company tolerate retaliation of any kind towards a director, a member of management or an employee, who in good faith and in accordance with the previous paragraph, reports any violation or a situation appearing to be a violation of this Code.

### **3. ACTUAL OR APPARENT CONFLICTS OF INTEREST**

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At all times, directors, officers, managers and employees shall carry out their functions in DiagnoCure's best interest, and shall **avoid putting themselves in a situation of an actual or apparent conflict of interest.**

#### *What is a Conflict of Interest?*

**A conflict of interest** arises when the **loyalty or actions of a director, a member of management or an employee** is divided between DiagnoCure's interests and (1) his or her own interests or those of a spouse, relative, friend; or (2) the interests of a competitor, a partner, a supplier, a customer; or (3) the interests of a non-profit organization such as associations and political or charitable organizations. An **apparent conflict of interest arises** when a third party **could have reasons to believe** that a director, a member of management or an employee is in conflict of interest. **The President and Chief Executive Officer has authority to approve certain situations, which may be considered as conflicts of interest according to the examples given below, but which do not in fact represent an actual or apparent conflict of interest.**

#### *Examples of Actual or Apparent Conflicts of Interest*

- A director or member of management shall not hold directly or through a spouse, relative or corporate body, securities of any competitor, supplier, partner or customer unless the overall securities represent a minimal portion of the securities in circulation of the said competitor, supplier, partner or customer, and that the overall securities held in competitors, suppliers, partners or customers represent only a very small portion of the overall assets held by the director or member of management.
- A director, a member of management or an employee shall not use exclusive or confidential information from DiagnoCure for personal purposes or to the detriment of DiagnoCure, including all transactions on DiagnoCure's securities with knowledge of confidential information undisclosed to the public, as further explained in detail in the *Policy on Disclosure and Securities Trading*;
- A director, a member of management or an employee shall not carry on a business relationship, directly or through a spouse, relative or corporate body, or hold financial interests with a competitor, supplier, partner or customer of DiagnoCure;
- A director, a member of management or an employee shall not use his or her position at DiagnoCure to obtain personal advantages or offer advantages to a spouse, relative or friend;
- A director, a member of management or an employee shall not purchase directly or through a spouse, relative or corporate body, assets of any kind with the intention of selling or leasing them to DiagnoCure;

- A director, a member of management or an employee shall not pursue directly or through a spouse, relative or corporate body, a business opportunity that is intended for DiagnoCure or foreseen by DiagnoCure itself;
- A director, a member of management or an employee shall not offer, solicit or accept gifts, favours or incentives of any kind related to his position at DiagnoCure except if the said gift, favour or incentive (1) is occasional and modest; (2) is offered as a gesture of appreciation or hospitality and not as an attempt to influence the actions and decisions taken in regards to DiagnoCure's business; (3) does not contravene any applicable laws, rules or standards and (4) is of such nature that would not impair DiagnoCure's reputation should it be publicly known;
- A director, a member of management or an employee shall not participate in any activities that could be detrimental for the interests, image or reputation of DiagnoCure. Furthermore, a directors, a members of management or an employee involved in political activities or any other kind of association in which he or she is called upon to take actions or take a position, must insure at all times that the public clearly dissociates these actions and positions from DiagnoCure unless having obtained previous written consent from DiagnoCure in which case he or she shall act within the limitations of the support obtained;
- A director, a member of management or an employee shall not use assets, manpower or the name of DiagnoCure for personal purposes;
- A director, a member of management or an employee shall not hold another job or responsibilities that interfere or could interfere with his or her work at DiagnoCure.

#### **4. OBSERVANCE OF LAWS, RULES AND STANDARDS**

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Given its field of activity and the fact that it is registered on the Stock Exchange, DiagnoCure is subject to several complex and constantly evolving laws, rules and standards. The directors, members of management and employees shall maintain a reasonable level of knowledge of laws, rules and standards that apply to their function at DiagnoCure. In case of doubt with reference to the application and interpretation of these laws, rules and standards, directors, members of management and employees must refer to DiagnoCure's Department of Corporate Affairs.

#### **5. INFORMATION MANAGEMENT**

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##### ***Protection of Confidential Information***

The directors, members of management and employees are bound to DiagnoCure by a confidentiality obligation, in all cases under the *Civil Code of Québec*, and, as the case may be, under the terms of their employment contract, the Code of ethics that particularly applies to their occupation as well as the confidentiality agreement they signed with DiagnoCure. They also have to comply with any instructions and guidelines from DiagnoCure in that sense particularly, including but not limited to, guidelines stipulated in the *Policy on Disclosure and Securities Trading*.

##### ***Integrity of Disclosed Information***

Information disclosed by directors, members of management and employees to regulatory authorities, to the market and to customers, shall be true, exact and complete.

Specific rules regarding disclosure of information to regulatory authorities in securities, to the market and to the media, are enacted in the *Policy on Disclosure and Securities Trading*.