

Dialogue

AUDIT, FINANCE & RISK COMMITTEE CHARTER

TABLE OF CONTENTS

	Page
I. PURPOSE.....	2
II. DUTIES AND RESPONSIBILITIES	2
A. FINANCIAL REPORTING AND CONTROL	2
B. OVERSIGHT OF THE EXTERNAL AUDITOR.....	4
C. COMPLIANCE WITH LEGAL AND ACCOUNTING REQUIREMENTS	5
D. OVERSIGHT OF THE COMPANY’S INTERNAL CONTROL SYSTEM.....	5
E. OVERSIGHT OF THE COMPANY’S RISK MANAGEMENT.....	5
F. INTERNAL AUDIT FUNCTION	6
III. EVALUATION OF THE COMMITTEE AND REPORT TO BOARD	6
IV. OUTSIDE ADVISORS	7
V. MEMBERSHIP	7
VI. COMMITTEE CHAIR POSITION DESCRIPTION.....	7
VII. TERM.....	8
VIII. PROCEDURES FOR MEETINGS	9
IX. QUORUM AND VOTING	9
X. SECRETARY	9
XI. VACANCIES	9
XII. LIMITATION ON DUTIES.....	9
XIII. RECORDS.....	10
XIV. ACCESS TO INFORMATION AND AUTHORITY.....	10
XV. REVIEW OF CHARTER.....	10

I. PURPOSE

The purpose of the audit, finance & risk committee (the “**Committee**”) of the board of directors (the “**Board**”) of Dialogue Health Technologies Inc. (the “**Company**”) is to assist the Board in its oversight of:

- A. the quality and integrity of the financial statements, the financial reporting process and related information;
- B. the independence, qualifications, appointment, compensation and performance of the Company’s external auditor (the “**External Auditor**”) and, if the Company determines to have an internal audit function, the performance of the Company’s internal audit function;
- C. the accounting and financial reporting policies, practices and procedures of the Company and its subsidiaries and affiliates;
- D. the Company’s compliance with applicable legal and regulatory requirements, as applicable and subject to the advice of internal or external legal counsel of the Company;
- E. Management’s design, implementation and effective conduct of disclosure, internal controls and audit procedures (external and, if applicable, internal) over financial reporting;
- F. preparation of disclosures and reports required to be prepared by the Committee by any law, regulation, rule or stock exchange listing standard;
- G. enterprise risk management processes and practices, treasury, tax, hedging, and financial strategies and policies; and
- H. if the Company determines to have such a policy, whistleblower policy and processes (the “**Whistleblower Policy**”).

In addition, the Committee provides an avenue for communication between the External Auditor, management of the Company (“**Management**”), and other employees of the Company, as well as the Board, concerning, among other things, accounting and auditing matters.

The composition and meetings of the Committee are subject to the requirements set forth in the articles and by-laws of the Company, as well as in applicable laws and the rules of the Toronto Stock Exchange (the “**TSX**”). The present charter (the “**Committee Charter**”) is not intended to limit, enlarge or change in any way the responsibilities of the Committee as determined by such articles, by-laws, applicable laws or rules.

II. DUTIES AND RESPONSIBILITIES

The Committee shall perform the functions customarily performed by audit committees and any other functions assigned by the Board. The Committee is responsible for, and has the explicit authority, to investigate any matters that fall within its duties and responsibilities, which are the following:

A. FINANCIAL REPORTING AND CONTROL

- 1. Review and discuss with Management and the External Auditor the following:
 - a. major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company’s selection or application of accounting principles, and issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies;
 - b. analyses prepared by Management and/or the External Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the

financial statements, including the adoption of all major accounting policies and practices, any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of Management that may be material to financial reporting;

- c. the effect of regulatory and accounting developments, as well as any off-balance sheet arrangements, on the financial statements of the Company;
 - d. the type and presentation of information to be included in earnings press releases (including any use of pro-forma or non-IFRS information as well as the presentation of future-oriented financial information and other forward-looking information);
 - e. going concern assumptions, if any;
 - f. corporate governance issues which could significantly affect the financial statements; and
 - g. all matters required to be communicated to the Committee under accounting policies, auditing standards or other applicable requirements.
2. Review and discuss with Management and the External Auditor, report and, where appropriate, provide recommendations to the Board on the following, prior to its public disclosure in accordance with the Company's disclosure policy (the "**Disclosure Policy**"):
- a. the annual and interim consolidated financial statements and related management's discussion and analysis, annual information forms, annual and interim profit or loss press releases and the quality and integrity of the financial reporting and internal controls of the Company;
 - b. any audit issues raised by the External Auditor and Management's response thereto, including any restrictions on the scope of the activities of the External Auditor or access to requested information and any significant disagreements with Management;
 - c. to the extent not previously reviewed by the Committee, all financial statements included in any prospectus, business acquisition report or offering memorandum and all other financial reports, financial statements and other financial information required by regulatory authorities, applicable laws, regulations, rules, stock exchange requirements and/or requiring approval by the Board; and
 - d. any correspondence broadly disseminated to the shareholders of the Company, other relevant material written and oral communications or presentations, and any other information deemed necessary to review as determined by the Board, Management, the External Auditor or the Committee itself.
3. Review and discuss reports from the External Auditor on:
- a. all critical accounting policies and practices used by the Company;
 - b. all material selections of accounting policies when there is a choice of policies available under IFRS (or other applicable accounting standard) that have been discussed with Management, including the ramifications of the use of such alternative treatment and the alternative preferred by the External Auditor;
 - c. other material written communications between the External Auditor and Management, and discuss such communications with the External Auditor;

- d. the adequacy of procedures in place for the review of public disclosure of financial information extracted or derived from the financial statements; and
- e. all such other reports prepared by the External Auditor, from time to time.

B. OVERSIGHT OF THE EXTERNAL AUDITOR

1. Recommend to the Board the External Auditor to be nominated for the purpose of preparing the External Auditor's report as well as the compensation thereof. The External Auditor must report directly to the Committee.
2. Oversee the work of the External Auditor and any other auditor preparing or issuing an audit report or performing other audit, review or attest services for the Company or any subsidiary, where required, and review, report and, provide recommendations to the Board on the appointment, terms and review of engagement, removal, independence and proposed fees of the External Auditor.
3. Approve in advance all audit, review or attest engagement fees and terms for all audit, review or attest services to be provided by the External Auditor to the Company and any consolidated subsidiary and any other auditor preparing or issuing an audit report or performing other audit services or attest services for the Company or any consolidated subsidiary, where required.
4. Pre-approve all engagements for permitted non-audit services provided by the External Auditor to the Company and any consolidated subsidiary, and to this effect, establish policies and procedures as appropriate for the engagement of the External Auditor to provide non-audit services.
5. Establish policies for the hiring of partners, employees and former partners and employees of the External Auditor in order to protect the independence of the External Auditor.
6. At least annually (or as frequently as may be required under applicable laws, regulations, rules or stock exchange requirements), consider, assess, and report to the Board on:
 - a. the independence of the External Auditor, including that the External Auditor's performance of permitted non-audit services does not impair the External Auditor's independence;
 - b. the External Auditor's written statement (i) delineating all relationships between the External Auditor and the Company; (ii) assuring that lead audit partner rotation is carried out, as required by law; and (iii) delineating any other relationships that may adversely affect the independence of the External Auditor; and
 - c. the evaluation of the lead audit partner, taking into account the opinions of Management.
7. At least annually (or as frequently as may be required under applicable laws, regulations, rules or stock exchange requirements), obtain and review a report by the External Auditor describing:
 - a. the External Auditor's internal quality-control procedures; and
 - b. any material issues raised by the most recent internal quality-control review, or peer review of the External Auditor firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the External Auditor firm, and any steps taken to deal with any such issues.
8. Resolve any disagreement between Management and the External Auditor regarding financial reporting.

9. Review the annual audit plan with the External Auditor.
10. At least quarterly and when otherwise required or deemed necessary by the Committee, meet with the External Auditor in the absence of Management.

C. COMPLIANCE WITH LEGAL AND ACCOUNTING REQUIREMENTS

1. Review and discuss with Management, legal counsel of the Company and the External Auditor, monitor, report and, when appropriate, provide recommendations to the Board on the adequacy of the Company's processes for complying with laws, regulations, rules, stock exchange requirements and applicable accounting standards.
2. Review, on a periodic basis with legal counsel, the Company's legal compliance with respect to: (a) the legal and regulatory matters which may have a material effect on the Company and/or its financial statements, including with respect to pending or threatened material litigations; and (b) corporate compliance policies and codes of conduct.

D. OVERSIGHT OF THE COMPANY'S INTERNAL CONTROL SYSTEM

1. Review and discuss with Management (and the internal audit team, if applicable) and the External Auditor, monitor, report and, where appropriate, make recommendations to the Board on the following:
 - a. the Company's systems of internal controls over financial reporting, including information technology security and control, and any weakness, deficiency, significant finding or recommendation in relation therewith;
 - b. compliance with the policies and practices of the Company relating to business ethics;
 - c. compliance by directors, officers and other management personnel with the Disclosure Policy;
 - d. the Company's disclosure controls and procedures; and
 - e. the relationship of the Committee with other committees of the Board, Management and the Company's subsidiaries' audit and other committees, as appropriate.
2. Review and discuss with the chief executive officer (the "CEO") and chief financial officer (the "CFO", and together with the CEO and the other executive officers, as appropriate, the "Executive Officers") of the Company the process for the certifications to be provided in the Company's public disclosure documents.
3. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including procedures for confidential, anonymous submissions by employees regarding questionable accounting or auditing matters (including allegations with respect to fraud, accounting misconduct, harassment, violence, retaliation, etc.) pursuant to, and in accordance with, among other things, the Whistleblower Policy (if applicable).

E. OVERSIGHT OF THE COMPANY'S RISK MANAGEMENT

1. Review, monitor, report and, where appropriate, make recommendations to the Board on the Company's and its subsidiaries' major business, operational, and financial risk exposures and the guidelines, policies and practices regarding risk assessment and risk management, including the following:

- a. processes for identifying, assessing and managing risks;
 - b. the steps the Company has taken to monitor and control such exposures;
 - c. compliance with internal policies and practices regarding risk assessment and risk management and progress in remedying any material deficiencies thereto;
 - d. monitoring of major security risks and security trends, including cybersecurity and privacy risks, that may impact the Company's operations and business; and
 - e. business continuity plans, including work stoppage and disaster recovery plans.
2. Review with Management the credit worthiness, liquidity and important treasury matters including financial plans and strategies of the Company.
 3. Review the Company's tax strategy, including its tax planning and compliance.
 4. Review with Management any hedging strategy that may be in place from time to time, including with respect to foreign exchange and interest rate hedging.
 5. Review all related party transactions and actual or potential conflicts of interest.

F. INTERNAL AUDIT FUNCTION

If the Company determines to have an internal audit function, the Committee shall also have the following duties and responsibilities:

1. Review, including with the assistance of Executive Officers, and approve the charter, nature, scope of work and organizational structure of the internal audit function as well as the internal audit budget, the annual audit plan and any major changes thereon.
2. Ensure that the internal audit function has the necessary resources to fulfill its mandate.
3. Periodically review the audit plan status, including a progress report on the internal audit mandates and a follow-up on past due recommendations.
4. Review internal audit reports, including Management responses, and ensure that the necessary steps are taken to follow up on important report recommendations.
5. Ensure the independence and effectiveness of the internal audit function, including by requiring that the function be free of any influence that could adversely affect its ability to objectively assume its responsibilities, by ensuring that it reports directly to the Committee for all internal audit matters, and by meeting regularly with the lead of the internal audit function, without Management being present in order to discuss, among others, the questions they raise regarding the relationship between the internal audit function and Management and access to the information required.

III. EVALUATION OF THE COMMITTEE AND REPORT TO BOARD

1. The Committee shall evaluate and review with the Board, at least on an annual basis (or as frequently as may be required under applicable laws, regulations, rules or stock exchange requirements), the performance of the Committee as a whole, as well as the performance of the chair of the Committee (the "**Committee Chair**") and of each individual member of the Committee while taking into account: (i) in the case of the Committee as a whole, this Committee Charter, (ii) in the case of the Committee Chair, the applicable position description(s), and (iii) in the case of each individual member of the Committee, the competencies and skills each individual member is expected to contribute to the Committee.

2. The Committee shall evaluate and assess, on an annual basis, the financial literacy and independence of the members of the Committee (in accordance with applicable laws, rules, regulations and stock exchange listing requirements as referenced below).
3. The Committee shall report to the Board periodically on the Committee's activities.

IV. OUTSIDE ADVISORS

The Committee shall have the authority to engage, and set and pay the compensation of, outside counsel and other outside advisors as it deems appropriate to assist the Committee in performing its duties. The Company shall provide appropriate compensation for such advisors as determined by the Committee.

V. MEMBERSHIP

The Committee shall consist of such number of directors, in no event be less than three, as the Board may from time to time by resolution determine. Each member of the Committee shall meet the independence test and other membership requirements (including the financial literacy requirements pursuant to National Instrument 52-110 - *Audit committees*) under applicable laws, rules, regulations and stock exchange requirements.

VI. COMMITTEE CHAIR POSITION DESCRIPTION

The Committee Chair shall be appointed by the Board, provided that if the Board does not so designate a chair, the Committee, by majority vote, may designate the Committee Chair. The Committee Chair leads the Committee in all aspects of its work and is responsible for effectively managing the affairs of the Committee and ensuring that it is properly organized and functions efficiently. More specifically, the Committee Chair shall:

1. serve as the Committee's role model for responsible, ethical and effective decision-making;
2. independently and effectively lead the Committee in discharging all duties set out in its Charter and as are delegated to the Committee by the Board;
3. foster effective, ethical and responsible decision-making by the Committee and its members;
4. oversee all aspects of the Committee's direction and administration in fulfilling the terms of the Charter;
5. manage the affairs of the Committee so that it is organized properly and functions effectively;
6. with the Board's input, oversee the structure, size, composition, membership (including independence, financial literacy and expertise) and activities delegated to the Committee;
7. monitor developments and best practices relating to the Committee's mandate and provide information and guidance to the Committee regarding such developments and practices and their potential adoption by the Company;
8. ensure the Committee meets as frequently as necessary to carry out its duties effectively and ensure that there is sufficient time during Committee meetings to fully discuss all business properly put before the Committee;
9. ensure that notice of all meetings of the Committee are provided to all Committee members, the External Auditor and the Executive Officers;
10. chair, and together with the members of the Committee, Management, External Auditor and advisors, as appropriate, call, and set the agenda and determine the time and place for, each Committee meeting, provided that if the Chair is not present, the members of the Committee, by a majority vote may select another Committee member to preside at the Committee meeting;

11. ensure that the Committee meets periodically in closed session with each of the External Auditor and Management and meets regularly without the External Auditor or Management present;
12. coordinate with the CFO, Corporate Secretary, Management and the External Auditor to ensure that:
 - a. materials are delivered to Committee members in sufficient time in advance of Committee meetings for a thorough review;
 - b. matters are properly presented for consideration at Committee meetings;
 - c. Committee members have an appropriate opportunity to question Executive Officers, Management, employees, External Auditors, experts and advisors regarding financial results, internal controls, the collection of financial information and all other matters of importance to the Committee; and
 - d. Committee members work together constructively towards their recommendations to the Board, and Committee members express their viewpoints;
13. communicate with each Committee member and Management to ensure that:
 - a. each Committee member is heard and participates in decision making;
 - b. Committee members receive information from and are exposed to presentations from Management to fulfill their Charter obligations;
 - c. the expectations of Committee members with respect to information (e.g., nature, level of detail, timing, reports, etc.) is appropriate and the information received is responsive to important performance measures and to the key risks the Committee oversees; and
 - d. each Committee member is accountable to the Committee;
14. maintain effective, free and open communication and working relationships between Committee members, the Board, Management, External Auditor, and advisors;
15. arrange for the preparation, accuracy and distribution of Committee minutes to the Committee, the Board, the External Auditor, the CEO and the CFO;
16. ensure that the Committee promptly reports to the Board regarding its activities, findings and recommendations and makes Committee information available to any director upon request;
17. ensure that the Committee annually reviews and assesses its performance, effectiveness and contribution;
18. ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently;
19. coordinate with the Committee to retain, oversee and compensate independent advisors to assist the Committee in its activities; and
20. perform such other duties and responsibilities as may be delegated by the Board from time to time.

VII. TERM

The members of the Committee shall be appointed or changed by resolution of the Board to hold office from the time of their appointment until the next annual meeting of the shareholders, or until their successors are appointed.

VIII. PROCEDURES FOR MEETINGS

Meetings of the Committee may be called by any member of the Committee or by the External Auditor. The Committee shall fix its own procedures at meetings and for the calling of meetings. The Committee will meet at least each quarter and otherwise as frequently necessary. The Committee shall meet separately in an “in-camera” session, in the absence of Management and the External Auditor, at each regularly scheduled meeting. The Committee will also meet with the External Auditor without Management being present. Reasonable notice shall at all times be provided to the members of the Committee ahead of any meetings of the Committee, together with all applicable and relevant documentation for purposes of such meetings.

The Committee may invite any directors, officers or employees of the Company or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee. The External Auditor shall receive notice of and attend, at the expense of the Company, each meeting of the Committee.

IX. QUORUM AND VOTING

Unless otherwise determined from time to time by resolution of the Board, two members of the Committee shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Committee Chair is absent, the chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by members of the Committee, except where only two members are present, in which case any question shall be decided unanimously.

X. SECRETARY

Unless otherwise determined by resolution, the Corporate Secretary or his or her delegate shall be the secretary of the Committee and shall be tasked with taking minutes of the meetings of the Committee and do such other things as may be requested by the Committee, from time to time.

XI. VACANCIES

Vacancies at any time occurring shall be filled by resolution of the Board.

XII. LIMITATION ON DUTIES

Notwithstanding the foregoing and subject to applicable law, nothing contained in the present charter is intended to require the Committee to ensure the Company’s compliance with applicable laws or regulations.

In contributing to the Committee’s discharge of its duties under this charter, each member shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this charter is intended or may be construed as imposing on any member a standard of care or diligence that is in any way more onerous or extensive than the standard applicable to members of the Board.

The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Company’s shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. The terms contained herein are not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

The Committee shall discharge its responsibilities and shall assess the information provided by the Management and any external advisors, including the External Auditor, in accordance with its business judgment. Committee members are not full-time employees of the Company and are not, and do not represent themselves to be, professional accountants or auditors. The authority and responsibilities set forth in this Committee Charter do not create any duty or obligation of the Committee to (i) plan or conduct any audits, (ii) determine or certify that the Company’s financial statements are complete, accurate, fairly presented or in accordance with applicable accounting

and audit standards and applicable laws, regulation, rules or stock exchange listing standards, (iii) guarantee the External Auditor's reports, or (iv) provide any expert or special assurance as to internal controls or management of risk. Committee members are entitled to rely, absent knowledge to the contrary, on the integrity of the persons from whom they receive information, the accuracy and completeness of the information provided and Management's representations as to any audit or non-audit services provided by the External Auditor.

XIII. RECORDS

The Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board as appropriate.

XIV. ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by the members of the Committee. The Committee also has the authority to communicate directly with the External Auditor, the CFO, the lead of the internal audit function as well as any other employee of the Company as it deems necessary. The Committee shall have the authority to delegate to subcommittees of the Board, provided however that the Committee shall not delegate any power or authority required by any law, regulation, rule or stock exchange listing requirement to be exercised by the Board, or the Committee, as a whole

XV. REVIEW OF CHARTER

The Committee will annually review and assess the adequacy of this Committee Charter and recommend to the Board any proposed changes for consideration. The Board may amend this Committee Charter, as required.

LAST UPDATED: ●, 2021