



CHARTER OF THE BOARD OF DIRECTORS

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I. **PURPOSE**

The board of directors (the “**Board**”) of Dialogue Health Technologies Inc. (the “**Company**”) is responsible for the supervision of the management of the business and affairs of the Company. The Board shall act honestly and in good faith with a view to pursue the best interests of the Company, shall discharge its duties directly and through its various subcommittees that may exist from time to time and shall exercise the care, diligence and skill that reasonably prudent persons would exercise in comparable circumstances. The Board shall have the authority to delegate to subcommittees of the Board, provided however that the Board shall not delegate any power or authority required by any law, regulation, rule or stock exchange requirement to be exercised by the Board as a whole.

The composition and meetings of the Board 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 mandate of the board of directors (“**Board Charter**”) is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles, by-laws, applicable laws and rules.

II. **DUTIES AND RESPONSIBILITIES OF THE BOARD**

Further to its purpose, the Board assumes the following duties and responsibilities, some of which are initially reviewed and recommended by the applicable subcommittee of the Board (each, a “**Committee**”) to the full Board for approval:

A. STRATEGY AND BUDGET

1. Review and approve, as appropriate, the Company’s mission and business vision.
2. Ensure a strategic planning process is in place and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business.
3. Approve the Company’s annual operating and capital budgets.
4. Review and monitor the Company’s performance against the adopted business plan and budgets.
5. Review and approve material transactions and capital investments which are not in the ordinary course of business.

B. GOVERNANCE

1. Oversee the Company’s policies concerning business conduct, ethics, public disclosure of material information and other matters.
2. Oversee any charitable contributions made by the Company.
3. Develop, adopt, implement, review and enforce the Company’s various policies, charters, articles and by-laws that are in effect and adopted by the Board from time to time, and the actions, reports and recommendations received periodically from subcommittees of the Board, including the audit, finance and risk committee (the “**Audit Committee**”), and the human resources, compensation, nominating and governance committee (the “**HRCNG Committee**” and, together with the Audit Committee, the “**Committees**”) of the Company with respect to the conduct of the business in compliance with such charters and policies.

C. BOARD AND COMMITTEE MEMBERS

1. Identify individuals qualified to become members of the Board, considering, among other things, the size of the Board, the industry, similar companies and the competencies and skills of directors and proposed directors and the nominees for election at the next annual meeting of shareholders.
2. Approve the nomination of directors to the Board and its Committees, as well as:
 - a. ensure that the requisite number of the Company's directors have no direct or indirect material relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and determine who, in the reasonable opinion of the Board, are "independent" in accordance with the foregoing and applicable legislation, regulations and stock exchange listing requirements;
 - b. develop appropriate qualifications and criteria for the selection of the members of the Board, including criteria for determining director independence; and
 - c. appoint the chair of the Board (the "**Board Chair**"), a lead independent director (the "**Lead Director**") in accordance with this Board Charter if applicable, the members and chair of each Committee (each a "**Committee Chair**"), in consultation with the members of the relevant Committees.
3. Determine the directors' remuneration for Board and Committee service while ensuring that the Company's compensation policy for directors reflects realistically the time spent, responsibilities and risks involved in being an effective director.
4. Assess annually the effectiveness and contribution of the Board, the Board Chair, the Lead Director if applicable, each Committee and their respective Committee Chairs and of each individual director.
5. Identify individuals qualified to become members of the Audit Committee in light of the independence, financial literacy, accounting or related financial management experience and other membership requirements set forth under applicable laws, rules, regulations and stock exchange requirements.
6. Develop and maintain adequate orientation for new directors to the Board and continuing education opportunities for all directors.
7. Develop written position descriptions, as applicable, for the Board Chair, the Lead Director and the respective Committee Chairs of each Committee.
8. Review and discuss with each Committee the appropriateness of its respective charter and any changes to such charter which may be recommended by such Committee to the Board.

D. EXECUTIVE OFFICERS AND COMPENSATION AND BENEFIT POLICIES

1. Appoint the executive officers of the Company including, but not limited to, the chief executive officer (the "**CEO**") and the chief financial officer (the "**CFO**") and together with the CEO and the other executive officers, as appropriate, the "**Executive Officers**").
2. Develop a written position description for the role of the CEO.
3. Develop the corporate goals and objectives that each Executive Officer is responsible for meeting and review the performance of each Executive Officer against such corporate goals and objectives.

4. Evaluate, in conjunction with the HRCNG Committee, the performance of each Executive Officer in relation with the corporate and personal objectives set by the Board.
5. Approve, upon recommendation of the HRCNG Committee, the Company's compensation and benefits policies or any changes thereto for Executive Officers.
6. Approve, by the independent directors, all forms of compensation for the Executive Officers.
7. Ensure, upon recommendation of the HRCNG Committee, that the Company's compensation and benefits policies create and reinforce good conduct, ethical behaviour and promote reasonable risk taking.
8. Satisfy itself as to the integrity of the Executive Officers and management of the Company ("**Management**") and that the Executive Officers and Management create a culture of integrity throughout the organization.
9. Provide stewardship in respect of succession planning, and approve, as may be required, (i) the succession plan with respect to the positions of the Executive Officers, and (ii) the appointment, training and monitoring of the Executive Officers and Management.

E. RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

1. Identify and assess the principal risks of the Company's business, and ensure the implementation of appropriate systems to manage these risks, including reviewing reports provided at least annually by Management on the risks inherent in the Company's business (including, but not limited to, crisis preparedness, information system controls, business continuity, cybersecurity and privacy matters and disaster recovery).
2. Review, oversee and ensure the integrity of the Company's internal controls over financial reporting and its disclosure controls and procedures and management information systems and the safeguarding of the Company's assets.
3. Review, approve and, as required, oversee compliance with the Company's disclosure policy (regarding corporate disclosure and confidentiality) (the "**Disclosure Policy**") by directors, Executive Officers, other members of Management and employees of the Company, as well as such other persons that may, from time to time, have a relationship with the Company.
4. Review and approve the Company's internal and external policies for overseeing, communicating and disseminating information with, among others, shareholders and other stakeholders of the Company, analysts and the public, the whole in accordance with the Disclosure Policy.
5. Review and approve the Company's code of conduct and business ethics (the "**Code**") with the purpose of promoting integrity and deterring wrongdoing, and encouraging and promoting a culture of ethical business conduct and, as required, oversee compliance with the Code by directors, Executive Officers, other members of Management and employees of the Company, as well as such other persons that may, from time to time, have a relationship with the Company and reviewing any waivers or violations of such Code.

F. FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS

1. Review and approve, as required, after they have been recommended for approval by the Audit Committee, the Company's annual and interim financial statements, MD&A, prospectus-type documents, press releases (including financial outlook, future-oriented financial information and other forward-looking information) and other disclosure material or related financial information before such information is publicly filed in accordance with the Disclosure Policy.

2. Appoint the external auditor of the Company (the “**External Auditor**”) (including compensation and the terms and review of their engagement), based on the recommendation of the Audit Committee and subject to the approval of the shareholders of the Company, as well as remove the External Auditor of the Company as the case may be.
3. Establish appropriate limits on the authority delegated to the Executive Officers and other members of Management to manage the business and affairs of the Company.

G. LEGAL REQUIREMENTS AND DIALOGUE WITH STAKEHOLDERS

1. Oversee the adequacy of the Company’s processes to ensure compliance by the Company with applicable legal and regulatory requirements.
2. Establish appropriate measures for receiving feedback from stakeholders of the Company.

H. OTHER

1. Review, approve and, as required, oversee, with the assistance of the HRCNG Committee, the compliance with the Company’s environmental, social, health and safety, governance and ethics policies and guidelines that may be established by the Board, from time to time, by the Company’s directors, Executive Officers, other members of Management and employees of the Company, as well as such other persons that may, from time to time, have a relationship with the Company.
2. Perform any other function as prescribed by law or as not delegated by the Board to one of the Committees or to Management.

III. BOARD CHAIR

A. APPOINTMENT OF THE BOARD CHAIR

The Board Chair shall be appointed at the first meeting of the Board after each annual meeting of the shareholders or between annual meetings upon the resignation, death, disqualification or removal of the Board Chair. The Board Chair shall serve at the pleasure of the Board, or until the earlier of the close of the next annual meeting, the death of the Board Chair or his or her resignation, disqualification or removal from the Board.

B. DUTIES AND RESPONSIBILITIES OF THE BOARD CHAIR

The Board Chair leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently. Furthermore, the Board Chair, as the presiding member, must ensure that the Board serves the best interests of the Company.

More specifically, in fulfilling his or her responsibilities, the Board Chair shall, in addition to any responsibilities that may be attributed to him or her from time to time by the Board:

1. provide leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in this Board Charter and as otherwise may be appropriate, and take steps to foster the Board’s understanding of its responsibilities and boundaries with management;
2. oversee the Board’s discharge of the duties assigned to it by law, in the constating documents of the Company and, if the Company adopts such guidelines, the Company’s corporate governance guidelines;
3. chair meetings of the Board and meetings of the shareholders, and conduct the meetings in an efficient, effective and focused manner;

4. organize and present agendas in order to ensure that all business that is required to be brought before a meeting of the Board or a meeting of shareholders is brought before such meeting;
5. in consultation with the Executive Officers, the corporate secretary of the Company (or such other individual or Executive Officer serving in such capacity) (the “**Corporate Secretary**”) and the relevant Committee Chairs, as appropriate, determine the frequency, dates and locations of the meetings of (i) the Board, (ii) the Committees, and (iii) the shareholders;
6. ensure the Board has the opportunity, if and when required, to meet separately without non-independent directors and members of Management present;
7. oversee the responsibilities delegated to Board committees, including, but not limited to, those relating to governance, performance evaluation and compensation, financial reporting and oversight of internal controls;
8. liaising with any committee responsible for investigating allegations of bribery, corruption, fraud or other serious misconduct that requires elevation to the Board Chair or the Lead Director, as applicable;
9. assist in reviewing and monitoring business plans, annual budgets, succession planning, strategies and policies of the Company and the achievement of its objectives;
10. establish procedures to govern the effective and efficient conduct of the Board’s work;
11. oversee the distribution of information to the Board in a manageable form, sufficiently in advance of each meeting;
12. help the Board fulfil the goals it sets by assigning specific tasks to members of the Board;
13. oversee the functions delegated to the Committees and monitor each Committee’s work to see that these functions are carried out and results are reported to the Board;
14. oversee the appropriate communication of management strategy, plans and performance to the Board;
15. act as a liaison between the Board and management, and communicate with the senior officers of the Company so that they are aware of concerns of the Board, shareholders and other stakeholders of the Company;
16. together with the CEO, serve as the chief spokesperson for the Company to stakeholders and external groups, including, without limitation, shareholders, creditors, consumer groups, local communities where the Company operates and all levels of government; and
17. in conjunction with the Lead Director, if applicable, ensure that the Board is provided with the resources, including external advisers and consultants to the Board as considered appropriate, to permit it to carry out its responsibilities and bring to the attention of the Board Chair and the CEO any issues that are preventing the Board from being able to carry out its responsibilities.
18. carry out other duties as requested by the Board as needs and circumstances arise.

IV. LEAD DIRECTOR

A. APPOINTMENT OF LEAD DIRECTOR

If the appointed Board Chair is also an Executive Officer, the directors may annually appoint a Lead Director that will assist the Board Chair in performing the duties and responsibilities associated with the Board Chair. The Lead Director should be sufficiently removed from the day-to-day running of the business to ensure that the Board can objectively oversee the Company's affairs and be attentive to its obligations to its shareholders.

The primary function of the Lead Director is to ensure that, in event that the Board Chair is not an independent director, there is an independent director available to deal with issues or comments which any director on the Board may have in relation to the independence and overall functioning of the Board and its Committees. The Lead Director shall have access as required to management and employees of the Company and access to outside advisors as approved in advance by the Board Chair.

The Lead Director shall be elected at the first meeting of the Board after each annual meeting of the shareholders or between annual meetings upon the resignation, death, disqualification or removal of the Lead Director. The Lead Director shall serve at the pleasure of the Board, or until the earlier of the close of the next annual meeting, the death of the Lead Director or his or her resignation, disqualification or removal from the Board.

B. DUTIES AND RESPONSIBILITIES OF THE LEAD DIRECTOR

The Lead Director, in addition to any responsibilities that may be attributed to him or her from time to time by the Board, shall have the following responsibilities:

1. together with the Board Chair, (i) oversee the Board's discharge of its duties assigned to it by law, in the constating documents, this Board Charter and the policies and guidelines of the Company, (ii) take steps to foster the Board's understanding of its responsibilities and boundaries with Management, (iii) ensure that the Board evaluates performance of Management objectively and (iv) oversee the discharge by Board committees of the responsibilities and functions delegated to them;
2. perform the duties of the Board Chair when there is a conflict of interest between the Board Chair and Executive Officer roles;
3. evaluate any conflicts of interest affecting the Company and determine the process for dealing with the same, and, if appropriate, ask the director with a conflict of interest to recuse him or herself from voting on the relevant matter.
4. foster ethical and responsible decision-making by the Board, and create a cooperative atmosphere where Board members are encouraged to openly discuss, debate and question matters requiring their attention in a constructive and productive fashion
5. in the absence of the Board Chair, serve as the acting chair of the Board presiding over meetings of the Board and meetings of the shareholders of the Company;
6. review agendas and give input for meetings of the Board in advance with the Board Chair;
7. act as a resource person and advisor to the Executive Officers, as well as the various Committees;
8. convene and preside over meetings of the independent directors and communicate the results of these sessions, where appropriate, to the Board Chair, Management or the Board;
9. generally serve as the principal liaison between the independent directors and the Board Chair and between the independent directors and Management, and ensure that questions and comments of independent Directors are heard and addressed;

10. review annually, on a retrospective basis, the expenses of the Board Chair and of the Executive Officers;
11. together with the HRCNG Committee, oversee that a proper assessment process is in place for the Board as a whole, each Board member and each committee of the Board;
12. report to the Board on material matters arising in undertaking his or her functions and responsibilities under this position description and if necessary, make recommendations to the Board for its approval on such matters; and
13. upon request of the Board, carry out any other duties or functions as may be appropriate in the circumstances.

V. EVALUATION OF THE BOARD

The Board shall, on an annual basis, evaluate and review its performance as a whole, as well as the performance of each individual director, Committee and Committee Chairs while taking into account: (i) in the case of the Board as a whole, this Board Charter, (ii) in the case of an individual director, the competencies and skills each individual director is expected to contribute to the Board, (iii) in the case of the Committees as a whole, the relevant committee charter or policy, and (iv) in the case of Committee Chairs, the applicable position description(s).

VI. OUTSIDE ADVISORS

The Board shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Board in the performance of its functions. The Company shall provide appropriate funding for such advisors as determined by the Board.

VII. MEMBERSHIP

The majority of the directors shall, pursuant to applicable laws, rules, regulations and stock exchange listing requirements: (i) meet the independence requirements; and (ii) have the required experience and qualifications as determined by the Board from time to time.

VIII. TERM

The members of the Board 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 of the Company or until their successors are appointed. The Board Chair, Lead Director and each Committee Chair may be removed from their respective position at any time at the discretion of the Board. The incumbent Board Chair, Lead Director and/or Committee Chair, as applicable, will continue in office until a successor is appointed or he or she is removed by the Board or ceases to be a director of the Company.

IX. PROCEDURES FOR MEETINGS

The Board shall fix its own procedure at meetings and for the calling of meetings. Meetings of the Board will be held quarterly, or more frequently, as required. Independent directors may meet before or after each Board meeting or more often if required. All independent directors and non-Management directors shall meet in an executive session in the absence of Management following each regularly scheduled meeting of the Board. Reasonable notice shall at all times be provided to the members of the Board ahead of any meetings of the Board, together with all applicable and relevant documentation for purposes of such meetings.

The Board may invite any of the Company's officers, employees, advisors or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

Directors are expected to attend all meetings of the Board and of the Committees (if applicable) and review, in advance, the meeting materials.

The proceedings and deliberations of the Board and the Committees are confidential. Each director shall maintain, at all times, the confidentiality of all information received in his or her capacity as a director of the Company.

X. QUORUM AND VOTING

The majority of the Board shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Board Chair is absent, the chair of the meeting will be the Lead Director if applicable. For any meeting(s) at which the Board Chair and the Lead Director are absent, the Board will, by majority vote, select another director to preside the meeting. At a duly convened meeting, any question shall be decided by a majority of the votes cast.

XI. SECRETARY

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

XII. RECORDS

The Board shall keep such records as it may deem necessary of its proceedings.

XIII. LIMITATION ON DUTIES

The Board shall discharge its responsibilities and shall assess the information provided by Management and any external advisors, including the External Auditor, in accordance with its business judgment. Directors are entitled to rely, absent knowledge to the contrary, on the integrity of the persons from whom they receive information and the accuracy and completeness of the information provided.

Nothing in this Board Charter is intended or may be construed as to impose on any director a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law. This Board Charter is not intended to change or interpret the articles or by-laws of the Company or any law, regulation, rule or stock exchange listing standard to which the Company is subject, and this Board Charter should be interpreted in a manner consistent with all such applicable laws, regulations, rules and stock exchange listing standards. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to the Company's securityholders or other liability whatsoever.

XIV. REVIEW OF CHARTER

The Board shall review and assess the adequacy of this Board Charter annually and at such other times as it considers appropriate and shall make such changes to this Board Charter as it considers necessary or appropriate.

LAST UPDATED: ●, 2021