

# Dialogue

## **HUMAN RESOURCES, COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

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## I. PURPOSE

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The Human Resources, Compensation, Nominating and Governance Committee (the “**HRCNG Committee**”) is a standing committee appointed by the board of directors (the “**Board**”) of Dialogue Health Technologies Inc. (the “**Company**”). The HRCNG Committee is responsible for, among other things as may be delegated by the Board from time to time:

- (a) developing our corporate governance guidelines and principles and providing governance leadership;
- (b) identifying individuals qualified to be nominated as members of the Board;
- (c) overseeing director orientation and continuing education;
- (d) overseeing the implementation and monitoring compliance with the Company’s code of business conduct (the “**Code of Conduct**”);
- (e) reviewing the structure, composition and mandate of the Board committees;
- (f) evaluating the performance and effectiveness of the Board and of the Board committees; and
- (g) assisting the Board in discharging the Board’s oversight responsibilities relating to the compensation and retention of key senior management employees, and in particular the Chief Executive Officer (the “**CEO**”) of the Company.

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

## II. PROCEDURES

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### 1. *Number of Members*

The members of the HRCNG Committee shall be appointed by the Board. The HRCNG Committee will be composed of not less than three (3) Board members.

### 2. *Quorum*

The quorum of the HRCNG Committee shall be at least two (2) members.

### 3. *Independence*

The HRCNG Committee shall be constituted, at all times, entirely of members who are “independent” within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). The Board will consider all relevant facts and circumstances in making a determination of independence for each director and, as appropriate, impose independence requirements more stringent than those provided for by NI 58-101 to the extent required by Canadian securities laws, including rules and policies promulgated by the TSX.

### 4. *Appointment and Replacement of HRCNG Committee Members*

Any member of the HRCNG Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the HRCNG Committee upon ceasing to be a director. The Board may fill vacancies on the HRCNG Committee by appointing another qualified director to the HRCNG Committee. The Board shall fill any

vacancy if the membership of the HRCNG Committee is less than three (3) directors. Whenever there is a vacancy on the HRCNG Committee, the remaining members may exercise all of the HRCNG Committee's powers as long as a quorum remains in office. Subject to the foregoing, the members of the HRCNG Committee shall be appointed by the Board annually and each member of the HRCNG Committee shall remain on the HRCNG Committee until his or her successor shall be duly appointed and qualified or his or her earlier resignation or removal.

**5.        *Committee Chair***

Unless a chair of the HRCNG Committee (the "**Committee Chair**") is designated by the full Board, the members of the HRCNG Committee may designate a Committee Chair by majority vote of the full HRCNG Committee. The Committee Chair shall be responsible for leadership of the HRCNG Committee, including preparing the agenda in consultation with other HRCNG Committee members and members of management, presiding over the meetings, making HRCNG Committee assignments and reporting to the Board following each meeting and as otherwise necessary or appropriate. If the Committee Chair is not present at any meeting of the HRCNG Committee, one of the other members of the HRCNG Committee who is present shall be chosen by the HRCNG Committee to preside at the meeting. The HRCNG Committee will report through the Committee Chair to the Board following meetings of the HRCNG Committee on matters considered by the HRCNG Committee, its activities and compliance with this Charter.

**6.        *Conflicts of Interest***

If a HRCNG Committee member faces a potential or actual conflict of interest relating to a matter before the HRCNG Committee, other than matters relating to the compensation of directors, that member shall be responsible for alerting the Committee Chair. If the Committee Chair faces a potential or actual conflict of interest, the Committee Chair shall advise the Chair of the Board (the "Chair of the Board"). If the Committee Chair, or the Chair of the Board, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the HRCNG Committee the member's interest and shall not participate in consideration of the matter and shall not vote on the matter.

**7.        *Meetings***

The HRCNG Committee shall meet regularly and as often as it deems necessary to perform the duties described herein in a timely manner, but not less than 4 times a year. Meetings may be held at any time deemed appropriate by the HRCNG Committee. The HRCNG Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

**III.      RESPONSIBILITIES**

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The HRCNG Committee shall perform the functions customarily performed by human resources, compensation, nominating and corporate governance committees and any other functions assigned by the Board. The HRCNG Committee is responsible for, and has the explicit authority to investigate, any matters that fall within its responsibilities. To that end, the HRCNG Committee shall have the following duties and responsibilities:

**1.        *BOARD COMPOSITION AND DIRECTOR NOMINATIONS***

- (a)        The HRCNG Committee shall:
  - (i)        identify and recommend to the Board qualified nominees for election or appointment, as the case may be, as directors;
  - (ii)       review from time to time the size of the Board;
  - (iii)      develop and review periodically standards to be applied in making determinations as to the presence or absence of material relationships between a director and the Company and management and make recommendations to enable the Board to function independently of management;

- (iv) review annually the competencies, skills and personal qualities required of directors in order to add value to the Company, in light of:
  - (A) the opportunities and risks facing the Company and the Company's proposed strategy;
  - (B) the need to ensure that, for purposes of the composition of the Board, a majority of the directors are independent directors; and
  - (C) the Company's corporate governance guidelines and Board policies, in effect from time to time, with respect to director tenure, retirement and succession, diversity and the number of boards on which directors may sit;
- (v) review periodically the competencies, skills and personal qualities of each existing director, and the contributions made by the director to the effective operation of the Board and review any significant change in the primary occupation of the director;
- (vi) make recommendations for changes to the composition of the Board as it deems necessary or appropriate;
- (vii) recruit and consider candidates for director, including any candidates nominated by shareholders, having regard for the independence, background, employment and qualifications of possible candidates and the alignment of such candidate's competencies, skills and personal qualities with the Company's needs and shareholders' interests; and
- (viii) perform the above items (i) – (vii) with the objective to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of skills and experience to provide for the overall stewardship of the Company.

## **2. *SUCCESSION PLANNING AND DEVELOPMENT***

- (a) The HRCNG Committee shall periodically review with the Chair of the Board and the CEO the succession plans relating to the position of the CEO and generally with respect to other senior positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- (b) The HRCNG Committee shall review plans in respect of an unexpected incapacitation of the CEO.
- (c) The HRCNG Committee shall oversee the Company's talent management activities with respect to its senior or potential senior positions, including, without limitation, any education and training programs and initiatives with respect to such employees in light of applicable succession planning and the selection of individuals to occupy these positions.

## **3. *CORPORATE GOVERNANCE AND DIVERSITY***

- (a) The HRCNG Committee is responsible for considering matters of corporate governance, reviewing periodically the Company's corporate governance policies, its approach to governance issues, reviewing at least annually the Company's corporate governance guidelines and, if applicable, recommending to the Board changes to the same.
- (b) In the event a director submits a resignation for consideration by the Board pursuant to the corporate governance guidelines or a Board policy, the HRCNG Committee will recommend to the Board whether or not to accept it.
- (c) The HRCNG Committee shall assess any shareholder proposals to be included in the management information circular prepared in connection with any applicable meeting of shareholders and make appropriate recommendations to the Board.

- (d) The HRCNG Committee shall oversee the Company's initiatives in promoting diversity in each of its Board and overall workforce and shall oversee applicable Board and/or workforce diversity policies, programs and initiatives.

**4. DIRECTOR PROTECTION**

- (a) The HRCNG Committee shall assess the directors and officers insurance policy of the Company and make recommendations for its renewal or amendment, or the replacement of the insurer.
- (b) Subject to applicable law and the constating documents of the Company, the HRCNG Committee is responsible for administering all policies and practices of the Company with respect to the indemnification of directors by the Company and for approving or, in the HRCNG Committee's sole discretion, recommending that the Board approve, all payments made pursuant to such policies and practices.

**5. BUSINESS AND ETHICAL CONDUCT**

- (a) The HRCNG Committee shall:
  - (i) establish and update periodically a Code of Conduct for employees, officers and directors of the Company; and
  - (ii) in conjunction with the Audit Committee of the Board or representatives thereof, as applicable, monitor, and review management's monitoring of, compliance with the Company's Code of Conduct.

**6. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

- (a) The HRCNG Committee shall oversee the orientation of new directors to familiarize them with the Company's business and operations, including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance programs and policies, management and the external auditors as well as the expectations of serving as a director. The HRCNG Committee shall also oversee ongoing educational opportunities for all directors.

**7. BOARD EVALUATIONS**

- (a) The HRCNG Committee shall annually review and make recommendations to the Board for changes to the mandate for the Board and the position descriptions for the Chair of the Board and other director roles.
- (b) The HRCNG Committee shall oversee the annual director performance evaluation process, including conducting surveys of director observations, suggestions, views, effectiveness and preferences.
- (c) The HRCNG Committee shall consider the performance of the incumbent members of the Board in determining whether to recommend that they be nominated for re-election, and evaluate and recommend termination of membership of individual directors in accordance with the Company's constating documents for cause or other appropriate reasons.
- (d) The HRCNG Committee shall also annually assess the effectiveness of the Board as a whole and each committee of the Board, including by reviewing assessments conducted by the committees themselves, having regard for the mandate of the Board and the charter of the relevant Board committee, as the case may be, and make recommendations to the Board.

**8. OPERATIONS OF THE BOARD**

- (a) The HRCNG Committee shall make recommendations respecting succession planning for the Chair of the Board and, in the event of a change in the Chair of the Board, shall make recommendations to the Board respecting the appointment of a new Chair of the Board.
- (b) The HRCNG Committee shall review from time to time, and at least annually, the charters of the committees of the Board and, if applicable, make recommendations regarding the charters to the Board and recommend timely changes in the role, size, composition and structure of Board committees.

**9. COMPENSATION-RELATED RESPONSIBILITIES**

- (a) The HRCNG Committee shall:
  - (i) at least annually, assess the compensation of the directors of the Board and make recommendations to the Board;
  - (ii) from time to time, as appropriate, review with the Chair of the Board, the lead independent director, if applicable, and the CEO of the Company the long-term goals and objectives of the Company in relation to compensation;
  - (iii) at least annually, review and make recommendations to the Board with respect to the corporate goals and objectives relevant to the compensation of the CEO and evaluating the CEO's performance in light of those goals and objectives.
  - (iv) at least annually, review and make recommendations to the Board with respect to the compensation of the CEO and, based on the recommendation of the CEO, the other members of the executive management group, including salary, incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements and change of control arrangements or provisions, and any special or supplemental benefits provided that the HRCNG Committee will not be required to review or approve annual cash bonuses to employees of the Company other than the executive management group;
  - (v) from time to time, as appropriate, review the Company's policies on salary administration, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives and recommending changes to the Board if appropriate; and
  - (vi) review management's policies and practices for ensuring that the Company complies with legal prohibitions, disclosure and other requirements on making or arranging for personal loans and amending or extending any such loans or arrangements.

**10. COMPENSATION POLICIES**

- (a) The HRCNG Committee shall review and recommend to the Board compensation policies and processes and any new incentive compensation and equity compensation plans of the Company or changes to any such plans now or hereafter existing and effective.

**11. ADVISORS AND CONSULTANTS**

- (a) The HRCNG Committee may retain special legal, accounting, financial or other consultants to advise the HRCNG Committee at the Company's expense.

**12. COMPLIANCE WITH DISCLOSURE REQUIREMENTS**

- (a) The HRCNG Committee shall annually review and recommend approval to the Board (if deemed advisable) the disclosure of the Company's corporate governance practices, nomination practices and executive compensation included in the management information circular prepared in connection with the applicable meetings of shareholders, on the Company's website and in other public disclosure or communications.

**13. GENERAL**

- (a) The HRCNG Committee shall undertake on behalf of the Board such other corporate governance, nomination or compensation initiatives as may be necessary or desirable to enable the Board to provide effective corporate governance for the Company, to enable the Company to achieve its goals and strategies at a fair and competitive compensation, including appropriate performance incentives, and to otherwise contribute to the success of the Company and enhance shareholder value.
- (b) The HRCNG Committee shall perform such other functions as required by law, the Company's constating documents or the Board.

**14. EXCEPTIONS**

- (a) The HRCNG Committee may delegate from time to time to any person or committee any of its responsibilities that may lawfully be delegated, provided that the authority to grant awards under compensation and equity plans may not be delegated to the Company's management or to any other person.

**15. DUTIES OF THE COMMITTEE CHAIR**

- (a) In addition to fulfilling his or her duties as an individual director, the duties and responsibilities of the Committee Chair are to:
  - (i) serve as the HRCNG Committee's role model for responsible, ethical and effective decision-making;
  - (ii) independently and effectively lead and oversee the HRCNG Committee in discharging all duties set out in this Charter and as are delegated to the HRCNG Committee by the Board;
  - (iii) foster effective, ethical and responsible decision-making by the HRCNG Committee and its members;
  - (iv) manage the HRCNG Committee's affairs to ensure that it is organized properly and functions effectively;
  - (v) with the Board's input, oversee the structure, size, composition, membership (including independence and expertise) and activities delegated to the HRCNG Committee;
  - (vi) monitor developments and best practices relating to the HRCNG Committee's mandate and provide information and guidance to the HRCNG Committee regarding such developments and practices and their potential adoption by the Company;
  - (vii) ensure the HRCNG Committee meets as frequently as necessary to carry out its duties effectively and ensure that there is sufficient time during HRCNG Committee meetings to fully discuss all business properly put before the HRCNG Committee;
  - (viii) ensure that notice of all meetings of the HRCNG Committee are provided to all HRCNG Committee members, the CEO and the Chief Financial Officer ("CFO");



- (ix) chair, and together with the members of the HRCNG Committee, management and external advisors, as appropriate, call, and set the agenda and determine the time and place for each HRCNG Committee meeting, provided that if the Committee Chair is not present, the members of the HRCNG Committee, by a majority vote may select another member to preside at the meeting;
- (x) ensure that the HRCNG Committee meets periodically in closed session with management and meets periodically without management present, and chair each such session;
- (xi) coordinate with the CFO and Corporate Secretary and management to ensure that:
  - (A) materials are delivered to HRCNG Committee members in sufficient time in advance of HRCNG Committee meetings for a thorough review;
  - (B) matters are properly presented for consideration at HRCNG Committee meetings;
  - (C) HRCNG Committee members express their viewpoints and work together constructively towards their recommendations to the Board; and
  - (D) HRCNG Committee members have an appropriate opportunity to question senior 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 HRCNG Committee;
- (xii) communicate with each HRCNG Committee member and management to ensure that:
  - (A) each HRCNG Committee member is heard and participates in decision making;
  - (B) HRCNG Committee members receive information from and are exposed to presentations from management to fulfill their Charter obligations; and
  - (C) each HRCNG Committee member is accountable to the HRCNG Committee;
- (xiii) maintain effective communication and working relationships between HRCNG Committee members, the Board, management and advisors;
- (xiv) arrange for the preparation, accuracy and distribution of HRCNG Committee minutes to the HRCNG Committee, the Board and the CEO and CFO;
- (xv) ensure that the Committee promptly reports to the Board regarding its activities, findings and recommendations and makes HRCNG Committee information available to any director upon request;
- (xvi) ensure that the HRCNG Committee annually reviews and assesses its performance, effectiveness and contribution;
- (xvii) ensure that resources and expertise are available to the HRCNG Committee so that it may conduct its work effectively and efficiently;
- (xviii) coordinate with the HRCNG Committee to retain, oversee and compensate independent advisors to assist the HRCNG Committee in its activities; and
- (xix) perform such other duties and responsibilities as may be delegated by the Board from time to time.

#### IV. REVIEW OF CHARTER

The HRCNG Committee shall review and reassess at least annually the adequacy of this Charter and as required by applicable laws or by the TSX. The Board may amend this Charter as required. This Charter shall be posted on the Company's website.

**LAST UPDATED: ●, 2021**