SCHEDULE “F”

VITALHUB CORP.

CORPORATE DISCLOSURE   
POLICY

1. General Statement of Policy

**Commitment and Understanding**

VitalHub Corp. (the “**Company**” or “**VitalHub**”) is committed to a policy that ensures informative, timely, consistent and accurate disclosure of corporate material information concerning VitalHub to the public. This Corporate Disclosure Policy (this “**Policy**”) seeks to enable informed and orderly market decisions by individual investors who deserve the same access to material information as institutional shareholders and analysts. VitalHub is also committed to providing fair and equal access to such information through broadly disseminated disclosure. Both this Policy and the attached Toronto Stock Exchange (the “TSX”) Policy on “Timely Disclosure” have been reviewed and approved by VitalHub’s Board of Directors.

The Company understands that timely disclosure of material information is an integral part of an Issuer’s proper corporate governance procedures. This Policy and the attached Exchange Policy 3.3 “Timely Disclosure” set out the general disclosure requirements for all material information.

The Company also understands that:

* One of the underlying principles of TSX policy and applicable securities laws is that all investors must have equal access to material information about an Issuer in order to make informed and reasoned investment decisions, and that such information should not be released on a selective basis, subject to very limited exceptions, as permitted by applicable securities laws.
* To maintain a listing on the TSX, every Issuer must make ongoing timely and continuous disclosure and keep the TSX informed of both routine and unusual events and information regarding its business, operations and affairs.
* The attached TSX Policy on “Timely Disclosure” is not an exhaustive statement of the timely and continuous disclosure requirements applicable to Issuers and must be read in conjunction with all other TSX requirements and applicable securities laws, including National Policy 51-201 – Disclosure Standards or any successor instrument.
* News releases announcing material information are intended to provide, to both existing shareholders and potential investors, factual information on which a reasoned investment decision can be made.

**Intent**

The intent of this Policy is to:

* raise the awareness of directors, officers, employees and consultants (collectively, “Personnel”) about disclosure requirements and practices;
* provide guidance and structure in disseminating corporate information to, and in dealing with, investors, analysts, media representatives and the public; and
* ensure compliance with legal and promulgated regulatory requirements pertaining to this Policy.

**Related Rules & Guidelines**

This Policy takes into consideration the following existing rules and guidelines:

* securities laws governing corporate disclosure, confidentiality and trading by Personnel, including National Policy 51-201 – Disclosure Standards;
* 3E “News Release Guidelines” (attached);

**Application**

This Policy applies to the conduct of Personnel and to all methods that VitalHub uses to communicate with the investing public, including, but not limited to:

* Written statements including Annual Reports, Interim Reports, News Releases, letters to shareholders, speeches by senior management, investor presentations, client presentations, e-mail messages and the Company’s website;
* Oral statements including individual or group meetings, telephone conversations, interviews and news conferences and interviews.

**Scope**

This policy gives specific guidance in the following areas:

* disclosing material information;
* maintaining the confidentiality of information;
* disseminating information;
* communicating electronically;
* trading.

1. Policy Administration

The Board of Directors oversees VitalHub’s corporate disclosure practices and ensures implementation and adherence to this Policy. Responsibilities with respect to disclosure issues include:

* maintaining an awareness and understanding of governing disclosure rules and guidelines, including any new or pending developments;
* ascertaining whether corporate developments constitute material information and, if so, ensuring procedures outlined in this policy are implemented;
* developing and implementing procedures to regularly review, update and correct corporate disclosure information, including information on VitalHub’s website;
* bringing this Policy to the attention of Personnel on a regular basis;
* monitoring for compliance of this policy and undertaking reviews of any violations, including assessment and implementation of appropriate consequences and remedial actions;
* reviewing this Policy at least annually and updating as necessary and appropriate to ensure compliance with prevailing rules and guidelines.

**Authorized Corporate Spokespeople**

Primary authorized spokespeople responsible for communicating Company information to the investing public include:

* Chief Executive Officer (the “**CEO**”);
* President;
* Chief Financial Officer (the “**CFO**”); and
* Chairman of the Board.

These spokespeople may, from time to time, designate others to speak on behalf of the Company or to respond to specific inquiries, where doing so facilitates effective communication with the investing public. Generally, however, such designations will be limited so as to maximize consistency of communications via the above listed spokespeople. Personnel other than authorized spokespeople are not to respond to requests for Company information from the investing public unless specifically asked to do so by an authorized spokesperson. Any such requests should be referred to an authorized Company spokesperson.

It is not the intent of this policy to restrict Personnel from speaking at conferences, technical seminars or outside functions where doing so serves a legitimate business purpose. However, when doing so, Personnel must ensure that any Company information provided is in compliance with this Policy and should contact the CEO and/or Chairman of the Board of Directors if in doubt about the appropriateness of supplying certain information.

It is essential that the authorized spokesperson(s) as well as the Board continue to be fully apprised of all material VitalHub developments in order that they be in a position to evaluate and discuss those events that may impact the disclosure process.

**Responsibility for Monitoring**

The CEO and/or the Chairman of the Board of Directors shall be responsible for implementing and monitoring this Policy, and determining when transactions, developments and other events constitute material information and require public disclosure.

1. Material Information

**Definition**

Material information is any information relating to the business and affairs of the Company that results in or would reasonably be expected to result in a significant change in the market price or value of any of the Company’s listed securities. It is also defined as anything that a reasonable investor would consider important in assessing the Company as a potential investment. Material information consists of both material facts and material changes. Examples of material information would include quarterly results, new large customer orders or cancellation of same, acquisition of new assets, senior management or director changes, and equity or debt issuances.

Decisions on the materiality of information will be made within the context of VitalHub’s overall business affairs and dimensions. Such decisions require the exercise of experienced judgment and are the responsibility of the CEO and the Board of Directors. In cases where such decisions about materiality are not clear-cut and there is doubt as to whether disclosure should be made, VitalHub will consult with and seek guidance from its external legal counsel and/or the TSX. Consideration should be given to the nature of the information itself, the volatility of the Company’s securities and prevailing market conditions. In general, if there is any doubt about whether particular information is material, VitalHub should err on the side of materiality and release the information publicly.

Events deemed to be material in nature and requiring immediate disclosure in accordance with this Policy would include, but not be limited to, the following:

* 1. any issuance of securities by way of statutory exemption or Prospectus;
  2. any change in the beneficial ownership of the Company’s securities that affects or is likely to affect the control of the Company;
  3. any change of name;
  4. a take-over bid, issuer bid or insider bid;
  5. any significant acquisition or disposition including a disposition of assets, property or joint venture interests;
  6. any stock split, stock consolidation, stock dividend, exchange, call of securities for redemption, redemption, capital reorganization or other change in capital structure;
  7. the borrowing or lending of a significant amount of funds or any mortgaging, hypothecating or encumbering in any way of any of the Company’s assets, or an event of default under a financing or other agreement;
  8. any acquisition or disposition of the Company’s own securities;
  9. the development of a material new product or any development which
  10. the entering into or loss of a material contract;
  11. firm evidence of a material increase or decrease in near-term earnings prospects;
  12. a significant change in capital investment plans or corporate objectives;
  13. any change in the board of directors or senior officers;
  14. significant litigation or mediation, or the threat or the material possibility thereof;
  15. a material labour dispute or a dispute with a major contractor or supplier;
  16. a reverse takeover, change of business of the Company, merger, amalgamation or other material information relating to the business, operations or assets of the Company;
  17. a declaration or omission of dividends (either securities or cash);
  18. any oral or written employment, consulting or other compensation arrangements between the Company or any subsidiary of the Company and any director or officer of the Company, or their associates, for their services as directors or officers, or in
  19. any oral or written management contract, any agreement to provide any investor relations, promotional or market making activities related to the Company’s securities, any service agreement not in the normal course of business or any related party transaction, including a transaction involving non-arm’s length parties;
  20. any amendment, termination, extension or failure to renew any agreement where disclosure of the original agreement or transaction was required pursuant to this Policy;
  21. the establishment of any special relationship or arrangement with a participating organization or member or other registrant;
  22. any change in listing classification, including any movement by the Company between tiers of the TSX;
  23. of suspension review or suspension of trading of the Company’s securities; and
  24. any other developments relating to the business and affairs of the Company that would reasonably be expected to significantly affect the market price or value of any of the Company’s securities or that would reasonably be expected to have a significant influence on a reasonable investor’s investment decisions.

**Restriction on Disclosure of Material Information**

No Personnel shall disclose material information regarding VitalHub to any person or group of persons outside of VitalHub personnel until it has been generally disseminated to the public in accordance with this Policy. The CEO and/or the Chairman of the Board and/or the Board as a whole may approve limited exceptions to this prohibition where disclosure is made to VitalHub’s auditors, legal counsel, underwriters or other professional advisors in the necessary course of VitalHub’s business.

**Public Disclosure**

When information has been determined to constitute a material change, as defined in applicable securities laws, VitalHub will immediately initiate a process to ensure full, true, plain and timely disclosure of it via recognized news services. When possible, a news release will be transmitted during non-trading hours. VitalHub’s external corporate legal counsel shall review all releases relating to the disclosure of material information. If the release is being made during TSX trading hours, a telephone call should be made to the TSX Exchange’s Regulation Services Provider prior to release, informing them of the release and allowing them an opportunity to determine whether a trading halt is necessary. Any follow-up news releases will be referenced to the original release and disseminated through the same news service as the original release. VitalHub shall comply with all applicable laws and regulations regarding the timely disclosure of material information and changes. The principal method of publicly disclosing material information will be by news release, using a news wire service that provides simultaneous distribution to widespread news services, financial media, and relevant stock exchanges and regulatory bodies. VitalHub will comply with the rules of the TSX regarding the timing of release of news releases, and any requirement to obtain TSX Exchange’s Regulation Services Provider pre-clearance of news releases. VitalHub will file material change reports when required in accordance with applicable securities laws and regulations and all news releases relating to material information shall be filed on SEDAR.

All news releases must include all relevant information to enable readers to understand the substance and importance of the change and must not omit any information that would make the rest of the disclosure misleading. All news releases from VitalHub (except for promotional news releases that do not relate to material or financial information) shall be disseminated and pre-approved by the CEO, or as he may otherwise designate from time to time. In addition, VitalHub corporate news releases must be approved by the CEO and a minimum of two other directors as well as legal counsel. All requests for news release approval will be accompanied by relevant documentation and agreements relating to the release to ensure that the release does not contain any vague, promotional or forward-looking statements. News releases regarding VitalHub’s financial statements will be issued promptly following Board approval of the annual and interim financial statements. All news releases disclosing the Company’s earnings will be reviewed by the Company’s Audit Committee prior to any public disclosure.

**Confidential Information**

In isolated and restricted circumstances, and in accordance with applicable securities laws, including but not limited to National Instrument 51-102 – Continuous Disclosure Obligations, disclosure of a material change concerning the business and affairs of the Company may be delayed and kept confidential temporarily if:

* 1. in the opinion of the Company, and if that opinion is arrived at in a reasonable manner, immediate public disclosure of a material change would be unduly detrimental to the interests of the Company; or
  2. the material change consists of a decision to implement a change made by senior management of the Company who believe that confirmation of the decision by the board of directors is probable, and senior management of the Company has no reason to believe that persons with knowledge of the material change have made use of that knowledge in purchasing or selling securities of the Company, and the Company immediately files a confidential material change report with the applicable securities regulators and with the TSX and the Regulation Services Provider (as defined in the policies of the TSX), together with written reasons for non-disclosure.

If a confidential material change report has been filed, the Company is required by law to advise the regulator or securities regulatory authority in writing if it believes the report should continue to remain confidential, within 10 days of the date of filing of the initial report and every 10 days thereafter until the material change is generally disclosed, or, if the material change consists of a decision of the type referred to in paragraph (b) above, until that decision has been rejected by the board of directors of the reporting issuer.

If a confidential material change report has been filed, the Company must promptly generally disclose the material change to the public upon the Company becoming aware, or having reasonable grounds to believe, that persons or companies are purchasing or selling securities of the Company with knowledge of the material change that has not been generally disclosed.

At any time when material information is being withheld from the public in accordance with the foregoing, the Company shall ensure that such material information is kept completely confidential and that persons in possession of such undisclosed material information are prohibited from purchasing or selling securities of the Company or “tipping” such information until the material information is publicly disclosed. Such information should not be disclosed to any officers or employees of the Company, or to the Company’s advisors, except on a need to know basis in the necessary course of business.

1. Disseminating Information: General Application

The following principles and practices will be applied when disseminating corporate information to the investing public:

* VitalHub will disseminate corporate information in an equitable manner and will strive to respond in a timely manner to all legitimate requests for information;
* Material information will in all cases be disseminated broadly and publicly via recognized news services and other means;
* VitalHub will not provide confidential, proprietary or material, non-public information to the investing public, and will deny any requests for same;
* VitalHub recognizes that discussions and meetings with the investing public are an important part of the Company’s investor relations program. VitalHub will provide non-material and publicly disclosed information in individual and group discussions and meetings where doing so facilitates better understandings about the business and affairs of the company. Generally, such information will be factual and non-speculative in nature and will not in any way significantly impact, impair or be detrimental to the Company’s performance and effectiveness;
* VitalHub will not discriminate or differentiate amongst recipients of non-public, non-material information and will respond in the same manner to all requests for such information. This means that VitalHub will provide the same information and details that it has provided to analysts or fund managers, to any other individual market participant or media representative, upon request.

**Disclosure of Intended Corporate Actions**

Many developments must be disclosed before an event actually occurs, if the development itself gives rise to a material change. Announcements of an intention to proceed with a transaction or activity should be made when a decision has been taken by the Board of Directors or by senior management with the expectation of concurrence from the Board of Directors. Updates with respect to intended corporation actions should be announced at least every 30 days until the intended event actually occurs, unless the original announcement indicates that an update will be disclosed on another indicated date. In addition, prompt disclosure is required of any material change to the proposed transaction or to the previously disclosed information.

While material information must be released immediately, judgment must be exercised as to the timing and propriety of news releases concerning corporate developments to avoid the potential for misleading or premature disclosure. Announcements of an intention to proceed with a transaction or activity should not be made unless the Company has the ability to carry out the intent (even though proceeding may be subject to contingencies).

**Information Updates**

Prompt disclosure shall be made of significant changes to previously disclosed material information where the information becomes misleading as a result of subsequent events. If information was true at the time of its release but subsequently changes without becoming misleading, no updates are required.

**Material Change Reports**

The Company must file a report with appropriate regulatory authorities concerning any material change as soon as practical and in any event within 10 days of the date on which the change occurs.

**Communicating with Analysts & Investors**

The authorized corporate spokespeople indicated above may meet with analysts, investors and other similar persons on an individual or small group basis from time to time. VitalHub will, where practical, have two persons present for such meetings. Such meetings should focus on generally disclosed information and items described in the Company’s Management’s Discussion & Analysis (MD&A) such as long term strategy, management philosophy in running VitalHub, general business trends and competitive advantages/disadvantages. These meetings will not include the discussion of material information that has not been generally disclosed to the public. If such a disclosure should occur, then such information will be immediately disseminated to the public, and the TSX should be contacted, with trading halted if necessary or if deemed appropriate by the TSX.

**Analyst Reports**

VitalHub may be requested to review draft analysts’ reports from time to time. Only authorized corporate spokespeople will comment on analysts’ reports, and such comments will be limited to identifying publicly disclosed factual information that could affect the analyst’s model and to pointing out inaccuracies or omissions with reference to publicly available information. A written statement will be provided with each review stating that the Company reviewed the report/model for factual errors only and this review does not necessarily embrace the soft information or conclusions. It is imperative that the control of this process be reported to the Board.

**Conference Calls & Industry Policies**

VitalHub may, from time to time, hold conference calls with the investment community to discuss financial results following the release of such financial result or to discuss other material disclosed information. All such investor conference calls shall be fully accessible and non-exclusionary. Advance public notice of the date and time of the call, the subject matter of the call and the means for accessing it will be provided by way of a news release. Interested parties will be allowed to listen in by way of telephone or through a web cast. VitalHub will keep detailed records and/or transcripts of any conference calls or industry conferences in which it presents information about its affairs.

A transcript of conference calls will be made available on the corporate website for a reasonable period of time after the call.

**Communicating with the Media**

One of the primary responsibilities of the CEO and/or Chairman of the Board is to communicate with media representatives, community representatives and the general public, and to provide information about the Company to them.

They are also responsible for preparing senior management and developing related speeches, handouts and other materials for news conferences, interviews and meetings with the media and the public. In doing so, the CEO and/or Chairman of the Board will corporate legal counsel as necessary to ensure that no material, non-public information is included in related speeches and materials.

Whenever possible, the CEO will participate in news conferences, interviews and meetings. If material, non-public information appears to have been inadvertently disclosed at such events, the CEO will consult with the TSX, and where this is confirmed, immediate action will be taken to achieve full public disclosure of the information.

VitalHub will not provide material information to the media on an exclusive or selective basis, and will not under any circumstances provide material information to the media on upcoming events or announcements before they are publicly released.

**Quiet Period**

The Company has instituted a “quiet period” in order to avoid the potential for, or the appearance of, selective disclosure. During this period, Personnel will not discuss or comment on the Company’s earnings and financial performance except with respect to inquiries concerning factual matters about already publicly disclosed information. The quiet period begins two weeks (10 trading days) prior to the release of quarterly or annual financial results (as applicable) and will continue through the release day and for 48 hours following the release of such information.

1. Responding to Market Rumours

It is VitalHub’s general policy to not respond to, or comment on, affirmatively or negatively, market rumours or speculation, and Company spokespersons will respond by stating, “It is our policy not to comment on market rumours or speculation.”

TSX rules may require that the Company issue a clarifying statement or denial in response to rumours. Should the TSX or another regulatory body request that the Company make a clarifying statement in response to a market rumour that it is causing significant volatility in the stock, the Board of Directors will consider the matter and decide whether to make a policy exception. A trading halt can be instituted pending a “no corporate developments” statement from the Company.

1. Forward-Looking Information

VitalHub will generally not provide forecasts of future earnings or other financial results. VitalHub may provide general forward-looking information and guidance to the investing public that would enable reasoned evaluations of the Company and its future performance prospects. Generally, such information and guidance will be consistent with and complementary to information that has been otherwise provided via timely disclosure documents such as Annual Reports, news releases, Interim Reports, etc. In no circumstance will any material forward-looking information be provided in advance of its general public disclosure.

A disclaimer cautioning the reader that there are risks and uncertainties that could cause actual results to differ materially from what is indicated in the document will accompany all documents containing forward-looking information. When making oral forward-looking statements, reasonable care will be taken to also include appropriate reference to such risks and uncertainties in the discussion. The Company will endeavor to update forward-looking statements that change materially to the extent practicable.

1. Electronic Communications

**E-mail and Internet Use**

VitalHub views the Internet as a valuable tool and encourages Personnel to use it to learn, develop new skills, and increase their knowledge and effectiveness. All VitalHub Personnel with access to the Company’s internal information network also have access to the Internet.

All Personnel are responsible and accountable for any and all actions they take on the Internet.

More generally, VitalHub considers Internet information and communication to be an extension of the corporate disclosure record. As such, VitalHub use of the Internet and e-mail is subject to the same disclosure rules, guidelines and procedures outlined in this Policy for other means of disseminating corporate information.

**Personnel Use of Social Media**

Unless specifically authorized by VitalHub, all Personnel are prohibited from participating in discussions of VitalHub corporate matters in social media platforms (i.e. Facebook, Twitter, Instagram, YouTube, Reddit, LinkedIn, etc.), chat rooms, forums and/or bulletin boards. Personnel shall immediately report to the CEO any discussion pertaining to VitalHub that they find on the Internet which appears to be in violation of this Policy.

**Corporate Website**

VitalHub has a website that contains information about the Company, its services and technologies, employment opportunities and other areas of interest to the public and other parties. VitalHub also uses social media to provide such information.

The Company may supplement its distribution of material information through disclosures maintained on the Company’s website or social media platforms. However, disclosure on the Company’s website or social media platforms does not constitute adequate dissemination of material information. Any disclosure of material information on the Company’s website or social media platforms must be preceded by the issuance of a news release in the manner described above.

Appropriate disclaimers will be posted on the Company’s website and the social media platforms it utilizes, and other steps will be taken to the effect that the disclosure of information on the Company’s website or social media platforms does not constitute an offering of securities contrary to local securities laws or rules.

Investor relations material shall be contained within a separate section of the Company’s website and shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All material information posted to the website shall show the date such material was issued. The CFO has ongoing responsibility for ensuring that information in the “Investing” section of VitalHub’s website is up-to-date and maintaining records indicating the date that the material information was posted and/or removed from the “Investor Information” section of the website. The Board has a broader, oversight responsibility for this section of the website to ensure that appropriate standards of care are being applied for disclosures of information via this medium. The minimum retention period for material corporate information on the website shall be five years.

1. Update Material Changes in Information

If the Company discovers that a statement it made was, in fact, materially incorrect at the time it was disclosed, the Company will publicly issue a correction of the prior misstatement as soon as the error is discovered. The Company will make an effort to continually update the forward-looking statements if and when necessary.

1. Maintaining Confidentiality

**Procedures for Maintaining Confidentiality**

In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:

* Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who “need to know” that information in the necessary course of business and code names should be used if necessary.
* Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
* Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
* Personnel must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
* Transmission of documents by electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
* Unnecessary copying of confidential document should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
* Access to confidential electronic data should be restricted through the use of passwords.

**Disclosure Made in the Necessary Course of Business**

* There may be circumstances where selective disclosure is required in the necessary course of business, such as with:
* vendors, licensors, licensees, suppliers or strategic partners on issues such as R&D, sales and marketing and supply contracts
* Personnel
* lenders, legal counsel, auditors, financial advisors and underwriters
* parties to negotiations
* government agencies and non-governmental regulators
* credit rating agencies

Disclosure in the “necessary course of business” does not extend to the media, analysts, institutional investors or other market professionals. Where the Company determines it is required to disclose non-public information “in the necessary course of business”, it will clearly identify to the recipient the confidential nature of the information and will obtain the recipient’s express undertaking not to disclose the information or engage in any trading in the Company’s securities.

Any confidentiality arrangements should remain in effect until the Company either determines that the information is not material non-public information or makes widespread dissemination of the material information.

1. Disclosure Record

The CFO will maintain a five-year file containing all public information about the Company, including continuous disclosure documents, news releases, analysts’ reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles (collectively “**Disclosure Activities**”). The CFO will also maintain a copy of all material back-up information relating to public disclosures.

As appropriate, at meetings of the Board, the CFO shall provide a report on all of Disclosure Activities and past disclosure issues, expected Disclosure Activities and upcoming disclosure issues, and confirm that no events have occurred which require updating of any previously disclosed information.

1. Questions

Questions concerning this Policy should be addressed to the Chairman of the Board.

1. Annual Review

This Policy has been approved by VitalHub’s Board of Directors. The CEO and the Board of Directors will review this Policy at least annually and any material changes proposed will be subject to the approval of the Board of Directors.

1. Distribution of Policy

The Policy will be circulated to all Personnel on an annual basis and whenever changes are made. New Personnel will be provided with a copy of this Policy and will be advised of its importance.

1. Violation of Policy

Any director, officer, employee and/or consultant who violates this Policy may face disciplinary action up to and including termination of his or her employment with VitalHub without notice. The violation of this Policy may also violate certain securities laws. If it appears that any Personnel may have violated securities laws, VitalHub may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.