

DiagnoCure inc.
(the “Corporation”)

CODE OF PROFESSIONAL ETHICS

PREAMBLE

DiagnoCure greatly values the confidence and trust of its customers, investors and other partners. Compliance with all laws, rules and standards, as well as ethics and integrity, must guide its business conduct at all levels, which is why DiagnoCure adopted this Code of Professional Ethics (the “Code”).

The Code is not exhaustive and does not replace obligations imposed by law. It rather aims at supporting and guiding our directors, members of management and employees and at demonstrating DiagnoCure’s expectations in terms of ethics and integrity.

Throughout this Code, “DiagnoCure” or the “Corporation” refers to DiagnoCure Inc. and all its subsidiaries.

APPLICATION AND INTERPRETATION

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

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

In addition, specific rules apply depending upon functions occupied within DiagnoCure. For example, directors shall comply with rules laid out in the mandate of the Board of directors and in the mandates of other committees on which they serve. For additional information on this matter, directors are asked to consult the Chairman of the Board of directors or DiagnoCure’s Corporate Secretary. Members of management and employees must comply with obligations laid out in their employment contract and any other signed agreements such as the confidentiality agreement, in the employee handbook, as well as the ethical rules and good practices applicable in their field of expertise. For additional information regarding this subject, members of management and employees should consult their immediate supervisor or DiagnoCure’s Human Resources Department.

Should a director or the Chief Executive Officer, or the person acting in that capacity, become aware of any violation of this Code, he shall immediately inform the Chairman of the Board of Directors or the Lead Director who will then submit an analysis of the situation to the Board of Directors or to one of its committees. Should a member of management become aware of any violation of this Code, he shall immediately inform the Chief Executive Officer or the person acting in that capacity or, in accordance with the Whistle Blowing Policy, the Chairman of the Audit and Risk Management Committee. Lastly, should an employee be aware of any violation of the Code, he shall immediately inform the Corporate Secretary, the Chief Executive Officer or the person acting in that capacity or, in accordance with the Whistle Blowing Policy, the Chairman of the Audit and Risk Management Committee.

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

EXISTING OR POTENTIAL CONFLICTS OF INTEREST

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

What is a Conflict of Interest?

An existing conflict of interest, whether actual or apparent, arises when the loyalty or actions of a director, a member of management or an employee may be divided between DiagnoCure's interests and (1) his or her own interests or those of a spouse, relative, friend; or (2) the interests of a competitor, a partner, a supplier, a customer; or (3) the interests of a non-profit organization such as associations and political or charitable organizations.

A **potential conflict of interest arises** when a third party could have reasons to believe that a director, a member of management or an employee is in conflict of interest.

The Chief Executive Officer or the person acting in that capacity has authority to assess if a situation is an existing or potential conflict of interest and, should the case arise, to ensure that the risk associated with such situation is properly managed. Examples of situations that may be considered existing or potential conflicts of interest are given below.

Examples of existing or potential conflicts of interest

An existing or potential conflict of interest may arise in the following situations and would have to be managed:

- *If a director or member of management holds directly or through a spouse, relative or corporate body, securities of any competitor, supplier, partner or customer, unless the overall securities represent a minimal portion of the securities in circulation of the said competitor, supplier, partner or customer, and that the overall securities held in competitors, suppliers, partners or customers represent only a very small portion of the overall assets held by the director or member of management.*
- *If a director, a member of management or an employee uses exclusive or confidential information from DiagnoCure for personal purposes or to the detriment of DiagnoCure, including all transactions on DiagnoCure's securities with knowledge of confidential information undisclosed to the public, as further explained in detail in the Policy on Disclosure and Securities Trading;*
- *If a director, a member of management or an employee carries on a business relationship, directly or through a spouse, relative or corporate body, or holds financial interests with a competitor, supplier, partner or customer of DiagnoCure;*
- *If a director, a member of management or an employee uses his or her position at DiagnoCure to obtain personal advantages or offer advantages to a spouse, relative or friend;*
- *If a director, a member of management or an employee purchases directly or through a spouse, relative or corporate body, assets of any kind with the intention of selling or leasing them to DiagnoCure;*
- *If a director, a member of management or an employee pursues directly or through a spouse, relative or corporate body, a business opportunity that is intended for DiagnoCure or foreseen by DiagnoCure itself;*
- *If a director, a member of management or an employee offers, solicits or accepts gifts, favours or incentives of any kind related to his position at DiagnoCure except if the said gift, favour or incentive (1) is occasional and modest; (2) is offered as a gesture of appreciation or hospitality and not as an attempt to influence the actions and decisions taken in regards to DiagnoCure's business; (3) does not*

contravene any applicable laws, rules or standards and (4) is of such nature that would not impair DiagnoCure's reputation should it be publicly known;

- *If a director, a member of management or an employee participates in any activities that could be detrimental to the interests, image or reputation of DiagnoCure. Furthermore, if a director, a member of management or an employee involved in political activities or any other kind of association in which he or she is called upon to take actions or take a position, does not insure at all times that the public clearly dissociates these actions and positions from DiagnoCure unless he or she has obtained previous written consent from DiagnoCure and acts within the limitations of the support obtained;*
- *If a director, a member of management or an employee uses assets, manpower or the name of DiagnoCure for personal purposes;*
- *If a director, a member of management or an employee holds another job or responsibilities that interfere or could interfere with his or her work at DiagnoCure.*

OBSERVANCE OF LAWS, RULES AND STANDARDS

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

INFORMATION MANAGEMENT

Protection of Confidential Information

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

Integrity of Disclosed Information

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

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

Updated and adopted by the Board of directors, June 4, 2014