



FILAMENT HEALTH CORP.

BOARD OF DIRECTORS CHARTER

A. General

1. Composition of the Board

The board of directors (the “**Board**”) of Filament Health Corp. (the “**Corporation**”) will consist of such number of directors as may be fixed from time to time by the Board, subject to the constating documents of the Corporation. A majority of the directors of the Corporation will be independent.

Under Canadian securities laws, a director is “independent” if the director has no direct or indirect material relationship with the Corporation. A “material relationship” means a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment, and includes certain relationships identified in National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators.

The directors of the Corporation should have a mix of competencies, skills and experience necessary to enable the Board and the Board committees to properly discharge their respective responsibilities.

2. Nomination of Board Members

The Corporate Governance and Nominating Committee will annually (or more frequently, if appropriate) recommend to the Board nominees for election or appointment as directors. Recommendations are made in consultation with the chair of the Board (the “**Chair**”) based on the appropriate size and composition of the Board and Board committees, as well as the competencies, skills and personal qualities required of directors to enable the Board and Board committees to properly discharge their respective responsibilities. The Board will approve the final choice of nominees.

Directors are elected at each annual meeting of shareholders.

3. Orientation of New Directors and Continuing Education

The Board will give new directors such information and orientation opportunities as may be deemed by the Board to be necessary or appropriate to ensure that they understand the nature and operation of the Corporation’s business, the role of the Board and its committees and the contribution individual directors are expected to make.

The Board will give all directors such continuing education opportunities as may be deemed by the Board to be necessary or appropriate so that they may maintain or enhance

their skills and abilities as directors, and to ensure that their understanding of the nature and operations of the Corporation's business remains current.

4. Chair

The Board will appoint the Chair from among its members. If the Chair is not present at any meeting of the Board, one of the other directors chosen from those directors present at the meeting will preside at the meeting.

5. Responsibilities of the Chair

The Chair will provide leadership to the Board in fulfilling its mandate. The Chair's responsibilities will include:

- (a) consulting with the Chief Executive Officer (the "CEO") and the Secretary of the Corporation in determining the dates and locations of Board meetings and shareholders meetings;
- (b) presiding at meetings of the Board and meetings of the shareholders of the Corporation;
- (c) setting the schedule and agenda for Board meetings with input from the other directors, the CEO and other senior management of the Corporation where appropriate;
- (d) assisting the chairs of Board committees in developing agendas for Board committee meetings that will enable the Board committees to successfully carry out their responsibilities;
- (e) ensuring that all business that is required to be brought before a meeting of shareholders is brought before a meeting of shareholders;
- (f) arranging for senior management and others to attend Board meetings where appropriate;
- (g) facilitating the delivery of accurate, timely and clear information to the Board to enable the Board to successfully carry out its responsibilities;
- (h) coordinating the activities of the Board committees with the activities of the Board;
- (i) assigning tasks to appropriate directors and Board committees;
- (j) acting as the principal interface between the Board and the CEO;
- (k) providing advice, counsel and mentorship to the CEO, other directors and senior management of the Corporation;
- (l) together with the CEO, speaking for the Corporation in its communications with shareholders and the public; and

(m) performing such other functions as may reasonably be requested by the Board.

6. Secretary of the Board

The Board will appoint the Secretary of the Corporation or another officer of the Corporation to act as secretary. The recording of Board meetings and the preparation of Minutes for each such Meeting will be delegated as appropriate.

7. Board Meetings

The Board will meet at least four times per fiscal year and will meet at such other times during each fiscal year as it deems appropriate. In addition, the Chair or any director may call a special meeting of the Board at any time.

The independent directors will hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance.

In camera sessions among those directors of the Corporation which are independent and present at a meeting will be held at the end of each meeting of the Board.

8. Attendance of the Corporation's Officers or External Advisers at Meetings

At the invitation of the Chair, or one or more officers of the Corporation or the Corporation's external auditors or legal, financial or other advisers may attend any meeting of the Board or part thereof.

9. Procedure, Records

Subject to any statute or the constating documents of the Corporation, the Board will fix its own procedures at meetings and keep records of its proceedings. The minutes of its meetings will be tabled at the next meeting of the Board.

10. Board Attendance

Directors are expected to attend and review in advance all materials for Board meetings, meetings of Board committees of which they are members and the annual meeting of the shareholders of the Corporation. Directors are also expected to spend the time needed, and to meet as frequently as necessary, to discharge their responsibilities.

11. Delegation of Responsibilities

The Board will be entitled to delegate from time to time to any individual or committee any of its responsibilities that lawfully may be delegated.

12. Procedures for Shareholder Feedback

The Board will establish and annually review the measures by which shareholders can communicate with the Corporation and the Board, including the adequacy of resources available within the Corporation to respond to shareholders.

13. Authority to Engage Advisers

Each director shall be entitled, subject to the approval of the Corporate Governance and Nominating Committee, to retain independent counsel or such other advisers as he/she deems necessary to carry out his/her duties as a member of the Board. The engagement of any such counsel or advisers will be at the Corporation's expense.

B. Mandate of the Board

1. General

The Board is responsible for the overall stewardship of the Corporation and for supervising the management of the business and affairs of the Corporation with a view to the best interests of the Corporation.

Directors shall exercise their business judgment in a manner consistent with their fiduciary duties. In particular, in exercising their powers and performing their duties, the directors will act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board discharges its responsibilities for supervising the management of the business and affairs of the Corporation by delegating the day-to-day management of the Corporation to senior officers. The Board relies on senior officers to keep it apprised of all significant developments affecting the Corporation and its operations. The directors are entitled to rely on the honesty and integrity of those senior officers and the auditors and other professional advisors of the Corporation in discharging their fiduciary duties.

2. Specific Responsibilities

In fulfilling its general responsibility for the overall stewardship of the Corporation, the Board has specific responsibility for the following:

- (a) satisfying itself as to the integrity of the CEO and other senior officers of the Corporation and that the CEO and other senior officers create a culture of integrity throughout the organization;
- (b) adopting a strategic planning process and approving and reviewing, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Corporation's business;

- (c) overseeing the identification of the principal risks of the Corporation's business and the implementation of appropriate systems to manage these risks;
- (d) overseeing the integrity of the Corporation's internal control and management information systems;
- (e) succession planning (including appointing, training and monitoring senior management);
- (f) adopting a disclosure policy, insider trading policy, whistleblowing policy and a code of business conduct and ethics for the Corporation, as well as such other policies, codes and charters as the Board deems necessary;
- (g) developing, maintaining and evaluating the Corporation's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation;
- (h) in addition to those matters which must by law be approved by the Board, overseeing the development of, and reviewing and approving, significant corporate plans and initiatives, including the strategic plan, the annual business plan and budget, major acquisitions and dispositions and other significant matters or corporate strategy or policy; and
- (i) at least annually, performing a self-evaluation to determine the Board's effectiveness and performance (which will be orally assessed and reported), review this Charter and, if required, implement the required and desirable changes.

June [●], 2021.