

CORPORATE GOVERNANCE GUIDELINES
OF THE BOARD OF DIRECTORS OF
MCI ONEHEALTH INC.

ARTICLE I: PURPOSE

The securities regulatory authorities in Canada adopted National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”). NP 58-201 contains a series of guidelines for effective corporate governance. The guidelines deal with such matters as the constitution and independence of corporate boards, their functions, the effectiveness and education of Board members and other items dealing with sound corporate governance.

For the purposes of this disclosure, the applicable meaning of “independent” is that which is provided in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

ARTICLE II: COMPOSITION

Three of the six members who are expected to form the Board of Directors following the Closing are “independent”, within the meaning of NI 52-110. The Board of Directors has determined that none of Messrs. Kingsley Ward, Anthony Lacavera and Bashar Al-Rehany has a material relationship with the Company that could be reasonably expected to interfere with the exercise of their respective independent judgement. Further, none of the circumstances set out in Sections 1.4 and 1.5 of NI 52-110 apply to any of Messrs. Kingsley Ward, Anthony Lacavera and Bashar Al-Rehany. In addition, the Board of Directors has considered that none of Messrs. Kingsley Ward, Anthony Lacavera or Bashar Al-Rehany exercise control over the Company by virtue of beneficial ownership of the Company’s securities or any relationship with a beneficial owner thereof, and accordingly the Board of Directors does not consider that any such security holdings or relationships will interfere with the exercise of their respective independent judgement. Dr. Sven Grail, Dr. George Christodoulou and Dr. Alexander Dobranowski, are not considered “independent” because they also function as NEOs of the Company and, in the cases of Dr. Sven Grail and Dr. George Christodoulou, by virtue of their shareholdings in MCI.

ARTICLE III: AUTHORITY

Kingsley Ward has been appointed as the Lead Director by the Board of Directors and is responsible for ensuring that the independent directors have opportunities to meet without management and non-independent directors, as required. The Lead Director will be appointed and replaced from time to time by a majority of independent directors and will be an independent director. Discussions among the independent directors will be led by the Lead Director who will provide feedback subsequently to the Co-Chairs of the Board of Directors.

Upon the Closing, charters will be implemented for the Board and each of its standing committees, as well as a position description for the CEO. Position descriptions for each of the Co-Chairs of the Board, the Lead

Director and the chairs of each of the Human Resources and Compensation Committee, the Corporate Governance and Nominating Committee and the Audit Committee, will be included in their respective charters. Each of these charters and position descriptions will be available on the Company's website at www.mcibrighthouse.com. A copy of the charter of the Audit Committee is appended to this prospectus at Appendix "B".