

**MCI ONEHEALTH INC.  
CODE OF BUSINESS CONDUCT AND ETHICS**

**ARTICLE I: INTRODUCTION**

The Company has a code of business conduct and ethics (the “**Code**”) for directors, officers, employees and consultants.

Directors and executive officers are required by applicable law and the Company’s corporate governance practices and policies to promptly disclose any potential conflict of interest that may arise. If a director or executive officer has a material interest in an agreement or transaction, applicable law and principles of sound corporate governance require them to declare the interest in writing and, where required by applicable law, to abstain from voting with respect to such agreement or transaction.

**ARTICLE II: RESPONSIBILITIES**

The Board will monitor compliance with the Code by delegating responsibility for investigating and enforcing matters related to the Code to management, who will report breaches of the Code to the appropriate officer of the Company. Certain of the matters covered by the Code will also be subject to Audit Committee oversight.

The Board will also delegate the communication of the Code to employees and to management who will be expected to encourage and promote a culture of ethical business conduct. Employees and consultants of MCI are required to immediately report any such conflicts of interest to their direct supervisor, a member of the human resources team or a senior executive officer.

**ARTICLE III: GENERAL STANDARDS OF CONDUCT**

The Code also sets out: (i) standards for the Company’s and its employees’ relationships with patients and others; (ii) standards for the accuracy of the Company’s books and records and the provision of information to external auditors; and (iii) rules regarding the ownership, protection and proper use of the Company’s assets.

Any waiver of the Code’s provisions in respect of a director or officer must be approved by the Board, and the CEO may approve waivers in respect of employees and consultants, and must report such waivers to the Board.

A copy of the Code will be available on the Company’s website at <https://mconehealth.com/>