

AGILITY HEALTH, INC.

CODE OF BUSINESS CONDUCT

Introduction

Agility Health, Inc. (Company), with its subsidiaries collectively “Agility Health”, will adhere to responsible ethical standards in all of its activities, and all of Agility’s Directors, Officers, Employees, and Consultants (collectively Agility Health Personnel) are expected to maintain these standards.

All Agility Health Personnel are expected to meet Agility Health’s high standard of professionalism in all of their interactions with patients, clients, co-workers, providers, and vendors. This standard of care and behavior may, in any given situation, exceed what is otherwise required by law.

It is the purpose of this Code of Business Conduct Policy to help define expectations of professional conduct at Agility Health. This will assist in protecting patients, clients, employees, and other stakeholders. Because the complexity of the law is increasing, whenever Agility Health Personnel are in doubt about the legal or ethical application or interpretation of something, they should consult with their manager, Human Resources, or Agility Health’s legal counsel.

Policy

1. Agility Health maintains a philosophy of equal opportunity for all patients, employees, and candidates. Any unlawful discrimination on the basis of race, color, religion, sex, age, national origin, disability, marital or familial status, height, weight, military or veteran status or other protected characteristics is strictly prohibited. All employees are entitled to work in an environment free from harassing or discriminating behavior.
2. Agility Health Personnel shall not furnish, on behalf of Agility Health, expensive gifts or provide excessive benefits to other persons, or use their position at Agility Health for personal gain. Employees should not accept monetary gifts, however they may accept nominal gifts on behalf of Agility Health. Acceptable gifts or entertainment are limited to what is a reasonable component of the business relationship, and not primarily intended to gain favor or influence. If in doubt, consult your manager, Human Resources, or the Compliance Officer.
3. The direct or indirect use of Agility Health funds as contributions to political parties, campaigns, or candidates for election to any level of government requires approval of the CEO.
4. Agility Health is committed to providing a safe and healthy workplace for employees and visitors to our facilities. To that end, Agility Health has published a Safety Manual that is available on its official intranet site.
5. Agility Health Personnel have an obligation to promote the best interest of Agility Health at all times. They should avoid situations where their personal interests could conflict, or reasonably appear to conflict, with the interests of Agility Health. Agility Health Personnel should avoid any outside employment or financial interests that might influence their decisions as representatives of Agility

Health. Conflicts of interest would also arise if a Director, Officer, Employee or Consultant, or a member of his or her family, receives improper personal benefits as a result of his or her position with Agility Health. Where conflicts of interest arise, Agility Health Personnel must provide full disclosure of the circumstances to their manager or the Board.

6. Agility Health Personnel may not represent themselves as an Agility Health employee or representative in outside activities or organizations without the permission of Agility Health.
7. Agility Health Personnel are responsible for protecting Agility Health assets. Agility Health senior management, with oversight from the Board, is responsible for establishing and maintaining appropriate internal controls to safeguard Agility Health assets against loss from unauthorized use or disposition.
8. Agility Health's books and records must reflect its business transactions in a timely, fair, accurate, and understandable manner in order to permit the preparation of accurate financial statements in accordance with generally accepted accounting principles and applicable law. All assets and liabilities must be recorded as necessary to maintain accountability for them. All business transactions must be properly authorized and transactions must be supported by accurate documentation in reasonable detail and recorded properly. No requested information related to Agility Health or Agility Health Personnel may be purposely concealed from Agility Health external auditors, the Board, or the Audit Committee. In addition, it is illegal to fraudulently influence, coerce, or mislead an external auditor who is auditing Agility Health financial statements.
9. It is important for all Agility Health Personnel to safeguard information considered to be confidential. Agility Health Personnel are prohibited from revealing such matters except as may be allowed under the Agility Health Insider Trading and Blackout Policy. Confidential information includes any information which is not generally disclosed that would be useful to competitors. Example include, but are not limited to financial data, planned projects, potential acquisitions, technical information, results, analyses, policies and forms, operation systems, wage and salary data, employee information, investment plans, management changes, assessments, business data or plans and investor related data. The term "confidential information" relates to the underlying nature of the information, covering both oral and written information, and is independent of the medium on which the information is stored.
10. Agility Health Personnel must strictly adhere to the terms outlined in Agility Health Insider Trading and Blackout Policy to ensure compliance with applicable securities laws governing trading in securities of Agility Health, especially while in possession of material non-public information concerning Agility Health. Tipping or disclosing material non-public information before its public disclosure to outsiders is strictly prohibited.
11. As a publicly traded company, Agility Health has an obligation to comply with the rules relating to disclosure of material and price sensitive information under the relevant securities legislation and the rules and guidance of the Toronto Stock Venture Exchange (TSX-V).
12. Speculation in business, shares and other securities, or other ventures of any kind on the basis of confidential information obtained in the course of Agility Health Personnel's duties with Agility Health is prohibited. This includes, but is not limited to, shares of any company that Agility Health is evaluating or is studying as a possible acquisition or joint venture partner or with whom a major contract may be concluded. Use or disclosure of such information can result in civil or criminal penalties, for both the individuals involved and Agility Health.

13. It is the responsibility of Agility Health Personnel to protect the reputation of Agility Health, and to bring to the attention of Agility Health knowledge of any situation that might adversely affect its reputation. Agility Health Personnel are encouraged to report, verbally, or in writing, any evidence of improper practice of which they are aware. As used here, the term “improper practice” means any illegal, fraudulent, dishonest, unsafe, negligent, or otherwise unethical action by Agility Health Personnel.
14. Agility Health fully complies with the requirements of the Health Insurance Portability and Accountability Act (HIPAA), as amended, including Health Information Technology for Economic and Clinical Health Act (HITECH). Any disclosure of confidential patient information not permitted under HIPAA or HITECH to any third parties requires approval and should be released only after a release of confidential information is authorized.
15. Agility Health and Agility Health Personnel shall comply with copyright law and any other laws applicable to the use of computer software, hardware, and related materials, as well as with any and all contracts entered into by Agility Health with suppliers or licensors of computer software, hardware, and related materials. Agility Health’s electronic communications equipment is to be used for business purposes only.

Agility Health Personnel are responsible for abiding by this Code of Business Conduct. Agility Health Personnel are encouraged to report violations of this Code of Business Conduct to the Compliance Officer, Vice President of Human Resources, or Chair of the Audit Committee of the Board pursuant to the Company’s Whistle Blowing Policy (which provides for the reporting of violation on a confidential basis). Violations of this Code of Business Conduct will result in appropriate action commensurate with the severity of the violation. This action may include disciplinary measures up to and including termination in the case of a Director, Officer, or Employee or termination of the consulting contract in the case of a Consultant and, if warranted, legal proceedings.

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