

AGILITY HEALTH, INC.

DISCLOSURE POLICY

The Policy:

Agility Health, Inc (“AHI”) is a reporting issuer whose common shares are listed on the Toronto Stock Venture Exchange Inc. (the “Exchange”).

This policy establishes procedures which are designed to (i) permit the disclosure of information about Agility Health to the public in an informative, timely and broadly disseminated manner, (ii) coordinates with AHI’s Insider Trading Policy.

These procedures are consistent with sound disclosure practices of National Policy 51-201 and the Exchange’s rules on disclosure and trading.

This policy has been reviewed and approved by the directors of Agility Health on June 25, 2014.

Definitions Used in this Policy:

Certain defined terms used in this policy are set out in **Schedule “A”**.

Terms of this Policy:

If there is any question or concern with respect to the application of this policy to any Employee or to any particular circumstance, a Disclosure Officer should be contacted for guidance.

PART I DISCLOSURE

1. Timely Disclosure

Agility Health will publicly disclose Material Information immediately upon it becoming apparent that the information is material except in circumstances where, in the opinion of Disclosure Officers, immediate release of the information would be unduly detrimental to the interest of Agility Health and where, in such an event, Agility Health complies with any confidential filing obligations and maintains confidentiality of the information. Examples of timely disclosure which would be detrimental to the interest of Agility Health may be found in section 12 hereof.

2. Disclosure Officers

Concurrent with the adoption of this policy the following senior officers are appointed as Disclosure Officers: the Chief Executive Officer and Chief Financial Officer or at other times, at the discretion of the Board.

Generally, the Disclosure Officers are the only individuals authorized to communicate with analysts, the media and investors about information concerning Agility Health. Employees who are not Disclosure Officers should refer all calls from the financial community, shareholders and media to the Disclosure Officers.

If, in the opinion of a Disclosure Officer, it is appropriate for another employee, director or officer to discuss information about Agility Health, the Employee will first advise a Disclosure Officer of the nature of the information to be discussed and, afterwards, advise the Disclosure Officer of what actually was discussed. Employees may not communicate Undisclosed Material Information.

Any Employee who becomes aware of any information which may constitute Material Information must advise a Disclosure Officer as soon as possible.

It is the responsibility of senior management to ensure that the Disclosure Officers are fully informed at all times of Agility Health developments in order that they can evaluate those events that may require disclosure, the status of material operational developments, extraordinary transactions, other transactions outside the normal course of business, etc. The Disclosure Officers must ensure that directors are advised of the disclosure of Material Information.

3. What Constitutes Material Information?

Information is material if it would reasonably be expected to result in a significant change in the market price or value of any of Agility Health's securities or if the information would be considered important by investors making decisions to buy or sell securities of Agility Health.

If an Employee is unsure whether or not information is material, the Employee should contact a Disclosure Officer before disclosing it to anyone. Employees should be cautious in such matters. If the Disclosure Officers are unable to reach a consensus on whether or not the information is material, he may convene a meeting of senior management and, if necessary, of the directors, to determine if the information is material, whether or not it should be disclosed or remain confidential, and if the information needs to be disclosed and the method for disseminating the information.

Developments which are likely to give rise to material information with respect to Agility Health and its business and thus to require prompt disclosure may include, but are not limited to those events listed on **Schedule "B"**.

4. Basic Disclosure Rules

All public disclosure by Agility Health of Material Information pursuant to this policy must be made by way of press release, disseminated through a widely circulated newswire service company.

In order to maintain consistent and accurate disclosure about Agility Health, the following principles should generally be followed:

- (a) no selective disclosure. Previously undisclosed information may not be disclosed to selected persons; if there is disclosure it must be made widely, i.e. by way of a press release;
- (b) disclosure must be updated if earlier disclosure has become misleading as a result of intervening events; and
- (c) unfavorable information must be disclosed as promptly and completely as favorable information;
- (d) half-truths are misleading. Disclosure must include any information without which the rest of the disclosure would be misleading;
- (e) if Material Information is to be announced at a conference or at a shareholders' meeting or a press conference or other forum, its announcement must be coordinated with an advance general public announcement by a press release containing the relevant information.

Agility Health will maintain a routine procedure for all corporate communications. For Material Information the procedure consists of drafting a press release, circulating it for review to the Disclosure

Officers; the directors (with respect to material announcements or announcements involving financial results); and other officers as appropriate to confirm the accuracy of the information contained in the disclosure, disseminating the release through a national wire service. The company may also use other distribution channels so as to effect broad dissemination to the public. With the exception of Material Changes requiring immediate disclosure, news releases will be released outside of market hours whenever possible.

Agility Health recognizes that posting information to its website will not, by itself, ordinarily satisfy the “generally disclosed” requirement of securities legislation. However, the company will post to its website press releases disclosing Material Information and shall provide a link to SEDAR, for access to all material documents regarding Agility Health.

Any news release containing financial information based on Agility Health’s financial statements (prior to the release of such financial statements) should be reviewed by the directors or the audit committee of the board of directors. It is not contemplated that Agility Health will provide “earnings guidance.”

5. Forward-Looking Information

Subject to the approval and disclosure procedures provided elsewhere in this policy, Agility Health may provide limited forward-looking information to enable shareholders and the investment community to better evaluate Agility Health and its strategy prospects and opportunities. Agility Health will ensure that such statements are identified as forward-looking. Moreover, such statements will be accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those projected in the statements and a description of the factors or assumptions that were used in making the forward-looking statements.

Agility Health, to the extent practicable in the circumstances, will update forward-looking statements which continue to be material or which change materially over time.

6. Correction of Selective or Inaccurate Disclosure

If previously Undisclosed Material Information has been inadvertently disclosed to an analyst or any other person or if Material Information that has been disclosed previously is revealed to be inaccurate or incomplete, the Undisclosed Material Information or the information required to correct any inaccuracy in previously disclosed Material Information must be publicly disclosed immediately by way of press release. The Exchange should be contacted and, as need be, a halt in trading in Agility Health securities should be requested pending the issuance of the press release. Pending the public release of the Material Information, the parties who have knowledge of the information should be advised that the information is material and has not been generally disclosed.

7. Rumors

Rumors can cause unusual market activity. Agility Health will respond consistently to market rumors in the following manner: “it is our policy not to comment on market rumors or speculation”. If market activity indicates that trading is being unduly influenced by rumors, the Exchange may request, or Agility Health may determine, that a clarifying statement be made through a press release. A trading halt may be instituted or requested pending an announcement by Agility Health. If the rumor is true, either in whole or in part, immediate disclosure of Undisclosed Material Information will generally be required. The determination to make disclosure will be made by the Disclosure Officers and, if necessary, by the directors.

8. Contact with Significant Investors, Analysts and Others; Analyst Reports

Agility Health recognizes that meetings with significant investors, analysts and other market participants are an important element of Agility Health’s investor relations program. Agility Health will

meet with investors, analysts and other market participants on an individual or small group basis (including participating in industry conferences) as needed and will initiate contacts or respond to calls in a timely, consistent and accurate fashion in accordance with the requirements of this policy. Agility Health recognizes, however, that private meetings carry with them the risk of inadvertent selective disclosure.

In the event that analyst reports are prepared with respect to the activities and prospects of Agility Health, the Disclosure Officers should avoid getting involved in the content of an analyst's report, except to correct factual errors. Confirmation of or attempting to influence an analyst's opinions or conclusions may be considered to be selective disclosure by Agility Health. "No comment" is an acceptable answer to questions that cannot be answered without violating the rule against selective disclosure. With regard to responding to financial models or drafts of analyst's reports, it is Agility Health's policy to review, on request, the model or report for publicly disclosed factual content only and to give guidance only when assumptions have been made on the basis of incorrect public data. It is imperative that the control of this process be centralized through the Disclosure Officers. Agility Health should confirm in writing that its review has been limited to publicly available factual information and detail what information (if any) has been provided. Agility Health will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with an analyst's model or earnings estimate. Meetings with analysts may include general discussions regarding Agility Health's prospects, business environment, management philosophy and long-term strategy but should avoid discussions regarding non-publicly disclosed Material Information.

Agility Health will not redistribute analyst reports to persons outside of Agility Health (including by posting such reports on its website).

Agility Health will consider including in its regular periodic disclosures (such as its quarterly and annual management discussion and analysis disclosure) details about topics of interest to analysts, investors and other market participants as a means of providing more information to the marketplace generally and limiting its "selective disclosure" risks.

9. Quiet Periods

In order to limit the potential for selective disclosure (and the perception or appearance of any selective disclosure), Agility Health will observe a "quiet period" which will correspond to the Blackout Period described in AHI's Insider Trading Policy.

10. Notification of Market Surveillance

When the Exchange is open for trading, advance notice of a press release announcing Material Information may, as appropriate, be provided to the market surveillance department (or similar department) of the Exchange to determine if a halt in trading is necessary to provide time for the market to digest the news. When a press release announcing Material Information is issued outside of trading hours, the market surveillance department of the Exchange should be notified before the opening of the market.

11. Electronic Communications; Agility Health Website

This policy also applies to electronic communications, including Agility Health's website. Accordingly, the Disclosure Officers are also responsible for electronic communication of Material Information.

The Chief Executive Officer and Chief Financial Officer are responsible for updating the investor relations section of Agility Health's website and for monitoring all information placed on the website to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.

Disclosure on Agility Health's website alone does not constitute adequate disclosure of information that is considered Undisclosed Material Information. Any disclosure of Material Information on the website will be preceded by the issuance of a press release.

The Chief Executive Officer and Chief Financial Officer are also responsible for responses to electronic inquiries regarding Material Information. Only public information or information which could otherwise be provided in accordance with this policy will be utilized in responding to electronic inquiries.

In order to ensure that no Undisclosed Material Information is inadvertently disclosed, Employees may not participate in Internet chat rooms or newsgroup discussions on matters pertaining to Agility Health's activities or its securities. Employees who encounter a discussion pertaining to Agility Health should advise a Disclosure Officer promptly, so that discussion may be monitored, if determined appropriate.

Agility Health will not host or link to chat rooms, bulletin boards or news groups and will not link to or post analyst's reports on its website.

PART II CONFIDENTIALITY

12. When Information May Be Kept Confidential

Where the immediate disclosure of Material Information would be unduly detrimental to the interest of Agility Health, its disclosure may be delayed and kept confidential temporarily. Keeping information confidential can only be justified where the potential harm to Agility Health or to investors caused by immediate disclosure may reasonably be considered to outweigh the undesirable consequences of delaying disclosure and where confidentiality of the information is maintained.

Examples of circumstances in which disclosure might be unduly detrimental to the interests of Agility Health include: (a) where the release of information would prejudice the ability of Agility Health to pursue specific and limited objectives or to complete a transaction that is underway; (b) where the disclosure of the information would provide competitors with confidential information that would be of significant benefit to them or would undermine the competitive position of Agility Health; and (c) where the disclosure of information concerning the status of ongoing negotiations would prejudice the successful completion of those negotiations; (d) where the disclosure of information is indeterminate and/or based on hearsay, conjecture or incomplete information

All decisions to keep Material Information confidential must be made by the Disclosure Officers or, if necessary, by the directors of Agility Health. In such circumstances, Agility Health will comply with any obligation to make a confidential filing with applicable securities regulators and maintain confidentiality of the information.

13. Access to Confidential Information

Employees will be given access to confidential information on an "as needed" basis only and must not disclose that information to anyone except with the prior approval of a Disclosure Officer and where such disclosure is in the necessary course of business (e.g., discussions with Agility Health's bankers or advisers where the disclosure of the confidential information is necessary and the persons receiving it understand that it is to be kept confidential). Other circumstances where disclosure may be considered in the "necessary course of business" may include communications with: (i) vendors, suppliers or strategic partners; (ii) employees, officers and directors; (iii) lenders, legal counsel, auditors, financial advisors and underwriters; (iv) parties to negotiations; (v) labour unions and industry associations; (vi) government agencies in non-governmental regulators; and (vii) credit rating agencies. Selective disclosure of Material Information to an analyst, institutional investor or other market professional is not generally considered in the "necessary course of business".

Employees must not discuss confidential information in situations where they may be overheard or participate in discussions regarding decisions by others about investments in Agility Health.

14. Disclosure of Confidential Information

In the event that confidential information, or rumors respecting the same, is divulged in any manner (other than in the necessary course of business), Agility Health is required to make an immediate announcement on the matter. The Exchange must be notified of the announcement in advance in the usual manner.

15. Disclosure of Information to Outsiders

Before a meeting with other parties at which Undisclosed Material Information of Agility Health may be discussed in compliance with this policy, the other parties should be told that they must not divulge that information to anyone else, other than in the necessary course of business, and that they may not trade in Agility Health's securities until after the information is publicly disclosed and a reasonable period of time for its dissemination has passed. In such circumstances, the feasibility of having such parties enter into a confidentiality agreement with Agility Health should be considered.

16. Penalties

When other **Key Employees and Key Contractors** violate this policy, it causes harm to the reputation to Agility Health and undermines investors' confidence in Agility Health. As a result, Agility Health may take its own disciplinary actions, which could result in termination of employment. Agility Health is also entitled to pursue legal remedies through the courts. If appropriate, Agility Health will also report the matter to the appropriate regulatory authorities.

The prohibition against trading on (or informing others with respect to) Undisclosed Material Information as set forth in Canadian securities legislation can be enforced by securities regulators through a wide range of penalties, including: (a) fines and penal sanctions; (b) civil actions for damages; (c) an accounting to Agility Health for any benefit or advantage received; and (d) administrative sanctions by securities commissions, such as cease trade orders and removal of exemptions.

17. Policy Review and Oversight

The Chief Financial Officer and Chief Executive Officer shall have overall responsibility for developing and implementing this policy, monitoring the effectiveness of and compliance with this policy and informing Agility Health's directors, officers and employees about the policy.

Agility Health will review this policy periodically to ensure that it is achieving its purpose and remains current based on the activities of Agility Health at the time of review. Based on the results of the review, the policy may be revised accordingly. The Chairman of the Governance Committee shall be responsible for initiating the review. Any changes to this policy shall be approved by the board of directors.

SCHEDULE “A”

DEFINITIONS

“**Blackout Period**” as described in the Insider Trading Policy;

“**Disclosure Officers**” means the individuals who are responsible for communicating with analysts, the news media and investors and ensuring that other Employees do not communicate confidential information about Agility Health;

“**Employees**” means all individuals currently employed by Agility Health and its subsidiaries who may become aware of Undisclosed Material Information;

“**Insiders**” shall have the meaning ascribed thereto pursuant to the *Securities Act* (Québec);

“**Material Change**” means a change in the business, operations or capital of Agility Health that would reasonably be expected to have a significant effect on the market price or value of any of the securities of Agility Health and includes a decision to implement the change by the directors of Agility Health or by senior management of Agility Health who believe that confirmation of the decision by the directors is probable;

“**Material Fact**” means a fact that significantly affects or would reasonably be expected to have a significant effect on the market price or value of Agility Health’s securities;

“**Material Information**” means any Material Fact or Material Change;

“**Key Employees and Key Contractors**” as defined in the Insider Trading Policy

“**Undisclosed Material Information**” means Material Information pertaining to Agility Health that has not been publicly disclosed or information that has been publicly disclosed, but a reasonable period of time for its dissemination has not passed.

SCHEDULE “B”

EXAMPLES OF POTENTIALLY MATERIAL INFORMATION

The following are examples of the types of events or information which may be material to Agility Health. This list is not exhaustive and is based on the examples provided by National Policy 51-201.

Changes in Corporate Structure

- changes in share ownership that may affect control of Agility Health
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in Capital Structure

- public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of common shares or offerings or warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in Agility Health’s dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to rights of security holders

Changes in Financial Results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any periods
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of Agility Health’s assets
- any material change in Agility Health’s accounting policy

Changes in Business and Operations

- any development that affects Agility Health’s resources, services or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major suppliers or clients
- significant new contracts, beyond the normal course of business; or services

- losses of significant contracts or business
- changes to the Board of Directors or executive management, including the departure of Agility Health's CEO, Chairman or CFO (or persons in equivalent positions).
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of Agility Health's securities or their movement from one quotation system or exchange to another

Acquisitions and Dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies including a take-over bid for, or merger with, another Company

Changes in Credit Arrangements

- the borrowing or lending of a significant amount of money, outside the normal course of business
- any mortgaging or encumbering of Agility Health's assets, outside the normal course of business
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions, if any
- significant new credit arrangements

Other

- any other developments relating to the business and affairs of Agility Health that would reasonably be expected to significantly affect the market price or value of any of Agility Health's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions