

AGILITY HEALTH, INC.
INSIDER TRADING POLICY

Introduction

Agility Health, Inc. (the “**Corporation**”) encourages all employees to become shareholders on a long-term investment basis. However, officers, directors, employees and contractors of the Corporation (including its subsidiaries) from time to time, may become aware of corporate developments or plans or other information that may affect the value of the Corporation’s securities before these developments, plans or information are made public. In order to avoid potential civil and/or criminal insider trading violations, the Corporation has established this Insider Trading Policy to be followed by all persons who may have access to such information.

All officers, directors, key employees identified from time to time by the Corporation (the “**Key Employees**”) and key contractors identified from time to time by the Corporation (the “**Key Contractors**”) including, without limitation, those Key Employees and Key Contractors set out in Schedule “C” are required to read and acknowledge their receipt and understanding of this Insider Trading Policy by signing the certificate attached hereto as Schedule “B” and to comply fully with all of this policy’s terms. The Insider Trader Policy will be shared with all employees of the Corporation via communication during annual training, email, intranet, orientation or other means.

Persons Affected

All of the following persons are expected to comply with this Insider Trading Policy (collectively referred to as “**Insiders**”):

- (i) all directors, officers Key Employees and Key Contractors of, and other persons retained by, the Corporation or any of its subsidiaries, and each of their spouses, children and others who live in their households;
- (ii) employees, consultants, contractors and co-op, summer and intern students who, from time to time, may become aware of material non-public information regarding the Corporation’s developments that may affect the value of the Corporation’s securities before those developments or plans are made public; and
- (iii) partners, trusts, corporations, registered retirement savings plans and similar entities over which any of the above-mentioned individuals exercise control or direction (directly or indirectly).

Offense

It is always improper, and in most cases illegal, for Insiders to buy or sell securities of the Corporation while in possession of material information that is not generally available to the public or to inform others of such information (i.e. “tipping”), other than in the necessary course

of business. Violation of these restrictions can result in criminal as well as civil penalties and will be considered cause for termination.

Policy

1. No Trading on Inside Information

No Insider may trade in securities of the Corporation, or other securities, the price of which varies materially with the market price of the securities of the Corporation, with knowledge of any information concerning the Corporation or any of its subsidiaries that is not generally disclosed through dissemination in a press release or other public document and that: (a) would significantly affect, or would reasonably be expected to have a significant effect on, the market price or value of any securities of the Corporation; or (b) a reasonable investor would consider important in making an investment decision (collectively, “**Inside Information**”). A non-exhaustive list of Inside Information is set out in Schedule “A” attached hereto.

Inside Information is not considered to be generally disclosed until the opening of trading on the second business day after such information is released to the public. Accordingly, you should not engage in any trades of securities of the Corporation until the earlier of the opening of business on the second trading day following disclosure of the Inside Information, or until you have been advised in writing by the Chief Financial Officer that the information has ceased to be Inside Information.

2. Blackout Periods

Regular Blackout Periods

In addition to any other restrictions imposed by this Insider Trading Policy, trading of the Corporation’s securities by Restricted Persons (as defined below) is prohibited during a “blackout period” commencing one week before the end of each financial quarter or year-end, as applicable, and ending at the opening of trading on the second business day following the public release of the Corporation’s corresponding quarterly or annual financial results; provided that if a Restricted Person obtains knowledge of material information in connection with the preparation or review of quarterly or annual financial results the “blackout period” for such Restricted Person shall commence at the time he or she obtains such knowledge.

For the purposes of this Insider Trading Policy, “**Restricted Persons**” means:

- (i) all directors and officers of the Corporation;
- (ii) all Key Employees and Key Contractors;
- (iii) all employees of the Corporation who are involved in the preparation of, or are provided access to, the quarterly or annual financial results of the Corporation in the course of their duties with the Corporation; or
- (iv) any employee or other person retained by the Corporation or its subsidiaries who: (a) is determined by the Corporation from time to time to be a Restricted Person; or (b)

receives notification from the President, Chief Executive Officer or Chief Financial Officer that such employee or other person is regarded as a Restricted Person.

Special Circumstance Blackout Periods

Blackout periods may be prescribed from time to time as a result of special circumstances relating to the Corporation pursuant to which Insiders with knowledge of the special circumstances will be precluded from trading in securities of the Corporation.

In the case of special circumstance blackout periods, trading of the Corporation's securities by officers, directors and other Insiders with knowledge of the applicable special circumstances giving rise to the blackout period will be prohibited during the period commencing immediately upon receipt of a notice from the President, Chief Executive Officer or Chief Financial Officer of an instruction not to trade in securities of the Corporation until further notice is given by such person.

Exemptions from Blackout Periods

Insiders may apply to the Chief Executive Officer for approval to trade securities of the Corporation during a blackout period. Exemptions will be granted only in exceptional circumstances.

The prohibition of the trading of securities of the Corporation during a blackout period does not include the exercise of stock options (i.e. the purchase of shares) granted under the Corporation's stock option plan. However, the sale of shares acquired upon the exercise of stock options and the same-day "cashless exercise" of stock options (i.e. simultaneous purchase of shares under option and sale of shares so acquired) is considered a sale of shares for this purpose.

3. No Tipping

Insiders are prohibited from communicating Inside Information to others, except in the necessary course of business. If an Insider has any doubt with respect to whether disclosure of Inside Information is required in the necessary course of business, the Insider is required to contact the Chief Financial Officer.

Inside Information is to be kept strictly confidential by all Insiders until after it has been released to the public through a press release or other means approved by the board of directors of the Corporation (the "**Board**"). Discussing Inside Information within the hearing of, or leaving it exposed to, any person who has no need to know the information is to be avoided at all times.

An Insider with knowledge of Inside Information shall not encourage any other person or company to trade in the securities of the Corporation, regardless of whether the Inside Information is specifically communicated to such person or company.

4. Pre-Clearance of Trades

In order to avoid any implication of impropriety, all directors, officers, Key Employees and Key Contractors are required to notify, in advance, the Chief Financial Officer of any trading of

securities of the Corporation in order to confirm that there is no Inside Information that has not been generally disclosed.

At the date hereof, the contact information of the Chief Financial Officer is as follows:

Gene Miyamoto
Telephone: (616) 356-5012
e-mail: gene.miyamoto@agilityhealth.com

5. No Speculating

There shall be no speculation in securities of the Corporation. Consequently, Insiders may not trade in puts and call or sell the securities of the Corporation “short” or buy or sell securities of the Corporation on the market with the intention of quickly reselling or buying securities. Any sale by Insiders of securities of the Corporation that have not been held for investment for a period of at least 90 days shall be deemed to be speculative for the purpose of this paragraph. In addition, Insiders may not buy the Corporation’s securities on margin.

6. Insider Reporting Obligations

Certain Insiders, including senior officers and directors of the Corporation, have obligations to report trades and other transactions involving securities of the Corporation under applicable securities laws. While it is the personal responsibility of each Insider to comply with any reporting obligations that they may have in accordance with the foregoing, an Insider may consult with the Chief Financial Officer for assistance in determining whether or not they are subject to such reporting obligations, and as to how such requirements may be satisfied. The Corporation recommends that each of its officers and directors instruct the broker handling their trading accounts to immediately notify the Chief Financial Officer of the details of any trade in the Corporation’s securities so that the Corporation can assist in preparing and filing an insider report in a timely fashion.

7. Penalties and Civil Liability

The applicable securities laws that impose trading and tipping prohibitions also impose substantial penalties (including monetary fines and prison terms) for a breach of these provisions. Where a company is found to have committed an offence, the directors, officers and/or supervisory personnel of the company may be subject to the same or additional penalties.

8. Securities of Other Companies

In the course of the Corporation’s business, an Insider may obtain inside information about another publicly traded entity. Applicable securities laws prohibit trading in securities of that entity while in possession of such inside information or communicating such inside information to another person. The restrictions set out in the Insider Trading Policy apply to any Insider with respect to trading in the securities of, and communicating inside information about, any such other entity.

9. Pledges of Shares and Margin Loans

Sales of shares of the Corporation that Insiders have pledged as security for a loan have no special exemption from insider trading laws or this Insider Trading Policy. Accordingly, Insiders should be extremely careful when utilizing a margin loan in a brokerage account or otherwise using the Corporation's securities as collateral for a loan. Under margin arrangements, a broker is entitled to sell securities that are deposited as collateral for loans if the value of the securities falls below the brokerage firm's margin requirements. Even though an Insider does not initiate the sale or control its timing, because it is still a sale for the Insider's benefit, the Insider may be subject to liability under insider trading laws if the sale is made at a time when the Insider is in possession of material, nonpublic information. Accordingly, such a sale must be made in compliance with the restrictions under this Insider Trading Policy, including trading blackouts and pre-clearance requirements. As a result, if an Insider uses the Corporation's securities to secure a margin loan to purchase securities of companies other than the Corporation (Insiders may not buy the Corporation's securities on margin, as noted above), the Insider could be forced to take actions (for instance, depositing additional money or selling other securities or assets) to satisfy margin requirements in order to avoid the broker selling the Corporation's securities at a time that would result in a violation of insider trading laws or this Insider Trading Policy. Similar cautions apply to a bank or other loan for which the Insider has pledged the Corporation's securities as collateral.

10. Caution

The procedures and restrictions set forth in this Insider Trading Policy with respect to the trading of securities of the Corporation by Insiders present only a general framework within which an Insider may trade securities of the Corporation without violating applicable securities laws. The Insider has the ultimate responsibility for complying with applicable securities laws. The Insider should, therefore, view this Insider Trading Policy as the minimum criteria for compliance with applicable securities laws and should obtain additional guidance whenever possible.

A good rule of thumb to follow at all times is to carefully avoid any trading or disclosure which might, or might appear to, give the person receiving the information an unfair advantage over public investors if such person were to buy securities of the Corporation from, or sell securities of the Corporation to, public investors.

11. Certification

It is a condition of appointment or employment that Insiders, at all times, abide by the standards, requirements and procedures set out in this Insider Trading Policy. Any breach of this Insider Trading Policy will be grounds for sanctions including possible termination of appointment or employment.

All officers, directors, Key Employees and Key Contractors shall execute the certification set out in Schedule "B" regarding acknowledgement of, and compliance with, the procedures and restrictions set forth in this Insider Trading Policy upon appointment or employment with the Corporation, and at such other times as may be requested by the Corporation.

Should you have any questions or require further information concerning the above, please contact the Chief Financial Officer of the Corporation.

Currency of this Policy

This policy was last revised and approved by the Board on November 5, 2013.

SCHEDULE "A"

Examples of Inside Information:

- (i) significant changes in business operations, projections or strategic plans;
- (ii) potential mergers or acquisitions;
- (iii) potential sales of significant assets or subsidiaries;
- (iv) gains or losses of a major supplier, customer or contract;
- (v) introductions of new products or services;
- (vi) significant pricing changes in products or services;
- (vii) declarations of a stock split, stock consolidation, a public or private securities offering by the Corporation or a change in its dividend policies or amounts;
- (viii) changes in senior management or in the composition of the Corporation's board of directors;
- (ix) major changes in accounting methods; or
- (x) actual or threatened major lawsuits or material government and regulatory investigations.

Please note, the foregoing examples are not exhaustive.

SCHEDULE "B"

Certification – Insider Trading Policy

The undersigned hereby certifies that he/she has read and understands the Corporation's Insider Trading Policy relating to trading in the securities of the Corporation, a copy of which is attached hereto, and agrees to comply with the procedures and restrictions set forth therein.

Date: _____

Signature: _____

Name: _____
(please print)

SCHEDULE C

To

INSIDER TRADING POLICY-AGILITY HEALTH, INC.

Revised as of September 1, 2016

Key Employees and Key Contractors:

1. all employees working in the Finance Department;
2. all employees working in Information Technology and Software Development Departments;
3. all employees working in Human Resources, Payroll and Recruitment Departments;
4. all employees who work in Corporate Compliance or Risk Management Departments;
5. all billing managers in the Revenue Cycle Management Departments;
6. all employees in clinical operations who are titled Director or higher in the organization;
7. the Corporation's auditors;
8. iTechArt Group, Inc.; and
9. all outside financial advisors of the Corporation

Please note, the foregoing list is not exhaustive and will be modified as circumstances warrant.