

DIAGNOS

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “Meeting”) of Diagnos Inc. (the “Corporation”) will be held on September 28th, 2020, at 10:00 a.m., at the Corporation’s head office located at 7005, Taschereau Blvd, Suite 265, Brossard, Quebec **and by virtual means (please refer to section 6 of the MANAGEMENT INFORMATION CIRCULAR on how to attend the Meeting in person or remotely)**, for the following purposes:

1. to receive the annual report of management, the audited consolidated financial statements of the Corporation for the financial year ended March 31, 2020 and the independent auditor’s report thereon;
2. to elect the directors of the Corporation;
3. to reappoint Raymond Chabot Grant Thornton, LLP, as independent auditor of the Corporation for the ensuing year and to authorize the directors to fix its remuneration;
4. to approve by ordinary resolution the amendment to the Corporation’s existing stock option plan to increase the maximum number of common shares that may be issued pursuant thereto, as approved by the Board of directors on August 26th, 2020; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Form of Proxy, the Management information circular as well as the annual management report and the audited consolidated financial statements of the Corporation for the financial year ended March 31, 2020 accompany this notice.

DATED at Brossard, Quebec, this 26th day of August 2020.

By order of the Board of Directors

(s) Marc-André Massue

Marc-André Massue, CPA, CA
Vice-President Finance and Corporate Secretary
Diagnos Inc.

If you are unable to attend the Meeting in person, please complete, date and sign the enclosed Form of Proxy and return it in the envelope provided for that purpose.

Diagnos Inc.

MANAGEMENT INFORMATION CIRCULAR

1. SOLICITATION OF PROXIES

This Management Information Circular (the “Circular”), dated August 26th, 2020, is provided in connection with the solicitation of proxies by the management of Diagnos Inc. (the “Corporation”) for use at the Annual and Special Meeting of Shareholders of the Corporation (the “Meeting”) to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone by employees of the Corporation. The cost of solicitation is borne by the Corporation.

2. APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy (the “Form of Proxy”) are officers of the Corporation. A shareholder of the Corporation (a “Shareholder”) wishing to appoint some other person (who need not be a Shareholder) to represent him at the Meeting, may do so by inserting such person’s name in the blank space provided in the Form of Proxy and depositing the duly completed Form of Proxy at the registered office of the Corporation or the Corporation's transfer agent indicated on the enclosed envelope prior to the close of business on the second business day preceding the date of the Meeting (exclusive of Saturdays, Sundays and holidays).

To be valid, a proxy must be signed by the Shareholder or his legal representative authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized in writing. The proxy, to be acted upon, must be deposited with Computershare Investor Services Inc., at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, at any time prior to 5:00 p.m. two business days preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or with the Secretary or the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Any proxy given may be revoked, as to any motion on which a vote has not already been cast pursuant to the authority conferred by it, by an instrument in writing, including another Form of Proxy bearing a later date, executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized in writing, and deposited either at the registered office of the Corporation or its transfer agent at any time prior to the close of business on the second business day preceding the date of the Meeting or with the Secretary or the Chairman of the Meeting on the day of the Meeting or at any adjournment thereof, or in any other manner permitted by law. The Shareholder may choose to attend the Meeting in person and exercise his/her voting rights.

3. EXERCISE OF DISCRETION BY PROXIES

A Shareholder forwarding the enclosed Form of Proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. The persons named in the Form of Proxy will vote the shares in respect of which they are appointed in accordance with the direction, if any, of the Shareholders appointing them.

In the absence of such direction, such shares will be voted:

- (i) FOR the election to the Board of Directors (the “Board”) of the four nominees whose names are set forth herein;**
- (ii) FOR the appointment of Raymond Chabot Grant Thornton, LLP as independent auditor of the Corporation and authorizing the Board to establish its remuneration; and**
- (iii) FOR the amendment of the existing stock option plan of the Corporation in order to increase the maximum number of common shares that may be issued pursuant thereto.**

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to any amendment or variation to matters identified in the Notice of Meeting and to any other matter which may properly come before the Meeting. At the time of the Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, in either case, the persons named in the Form of Proxy will vote according to their best judgment.

4. NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a person (a “Non-Registered Holder”) are registered either; (i) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Corporation’s securities, such as securities dealers or brokers, banks, trust companies, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or (ii) in the name of a clearing agency of which the Intermediary is a participant. In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting and this Circular (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders, and often use a service company for this purpose. Non-Registered Holders will either:

- a) typically, be provided with a computerized form (often called a “voting instruction form”) which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. In order for the applicable computerized form to validly constitute a voting instruction form, the Non-Registered Holder must properly complete and sign the form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or service company. In certain cases, the Non-Registered Holder may provide such voting instructions to the Intermediary or its service company through the Internet or through a toll-free telephone number; or
- b) less commonly, be given a proxy form which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the proxy form and submit it to Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares which they beneficially own.

Should a Non-Registered Holder who receives a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should print his or her own name, or that of such other person, on the voting instruction form and return it to the Intermediary or its service company. Should a Non-Registered Holder who receives a proxy form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons set out in the proxy form and insert the name of the Non-Registered Holder or such other person in the blank space provided and submit it to Computershare Investor Services Inc. at the address set out above.

In all cases, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when, where and by what means the voting instruction form or proxy form must be delivered.

A Non-Registered Holder may revoke voting instructions which have been given to an Intermediary at any time by written notice to the Intermediary.

The management does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the proxy-related materials and *Form 54-101F7 – Request for Voting Instructions Made by Intermediary*, and in the case of an objecting beneficial owner, the objecting beneficial owner will not receive the materials unless the objecting beneficial owner's Intermediary assumes the cost of delivery.

5. INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the best of the Corporation's knowledge, no one who has been (i) a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year; (ii) a proposed nominee for election as a director of the Corporation and (iii) an associate or affiliate of any of the persons listed in (i) and (ii) above, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted upon other than the election of directors or the appointment of auditor.

6. VOTING SHARES AND PRINCIPAL HOLDERS

As at August 24th, 2020, 61,366,004 common shares of the Corporation (the "Common Shares") were issued and outstanding. The Common Shares are the only securities outstanding and entitled to be voted at the Meeting. Each Common Share entitles the holder thereof to one vote. The Board of the Corporation has set August 24th, 2020 (the "Record Date") as the record date for the determination of the registered holders of voting shares entitled to receive notice of the Meeting. All holders of Common Shares as of the Record Date are entitled to attend and vote thereat in person or by proxy.

Attendance / participation at the Meeting:

Due to COVID-19 sanitary measures, only registered Shareholders and duly appointed proxyholders who intend to vote at the Meeting will be able to attend the Meeting in person. Registered Shareholders and Non-registered Holders who do not intend to vote at the Meeting are kindly asked to participate via videoconferencing. In all cases, attendees are required to contact us by email at agm2020@diagnos.ca, or by phone at (450) 678-8882 ext. 236, to secure their attendance in person or their remote participation. In your message, please specify whether you plan on voting in person at the Meeting or only wish to participate remotely. Remote participants will not be able to vote at the Meeting.

As at August 24th, 2020, to the knowledge of the directors and executive officers of the Corporation, the following person beneficially owned or exercised control or direction, directly or indirectly, over more than 10% of the outstanding Common Shares of the Corporation:

Name of Person	Approximate number of Common Shares beneficially owned or controlled or directed, directly or indirectly	Percentage of Common Shares beneficially owned or controlled or directed, directly or indirectly
Tristram Coffin	11,847,561*	18.09%*

*taking into account the exercise of stock warrants

7. ELECTION OF DIRECTORS

The Shareholders will be called upon to elect four directors who, subject to the by-laws of the Corporation, will remain in office until the next Annual Meeting of Shareholders or until their respective successors have been duly elected or appointed.

The following table sets out the names and country of residence of the nominees for election as directors, their principal occupations, their offices held with the Corporation, the date on which they became directors and the number of Common Shares which they beneficially own, directly or indirectly, or over which they exercise control or direction, as at the date hereof.

Name and place of residence	Principal occupation	Position(s) with the Corporation	Date became a director of the Corporation	Number of Common Shares beneficially owned or over which control or direction is exercised
Mr. Georges Hébert ⁽¹⁾ <i>Canada</i>	Private investor	Chairman of the Audit committee	January 10, 2017	1,424,357
Mr. André Larente ⁽¹⁾ <i>Canada</i>	President <i>Diagnos Inc.</i>	Director & President of the Corporation	September 21, 2000	235,484
Dr. Reid Maclellan <i>USA</i>	Instructor of Surgery, <i>Harvard Medical School and Boston Children's Hospital</i>	Director	April 3, 2018	-
Mr. Francis Bellido ⁽¹⁾ <i>Canada</i>	President & CEO – <i>SoundBite Medical Solutions</i>	Director	November 27, 2019	555,556

⁽¹⁾ Member of the Audit Committee.

With the exception of Mr. Francis Bellido, all of the nominees whose names are hereinabove mentioned have previously been elected directors of the Corporation at a Shareholders' meeting for which a management information circular was issued. The appointment of Mr. Bellido to the Board was announced via press release on November 28, 2019.

To the knowledge of the management of the Corporation, no nominee as a director of the Corporation:

- a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
 - i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- c) has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee in bankruptcy appointed to hold the assets of the proposed director.

None of the foregoing nominees for election as director of the Corporation has been subject to:

- a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Unless otherwise specifically instructed, the persons whose name are printed on the enclosed Form of Proxy intend to vote at the Meeting FOR the election of the nominees whose names are set forth above to the Board.

Management is not presently aware that any of the nominees will be unwilling to serve as a director of the Corporation if elected but in the event that, prior to the Meeting, any vacancies occur in the slate of nominees submitted herewith, the enclosed Form of Proxy confers discretionary authority upon the persons named therein to vote for the election of any other eligible person designated by the Board of the Corporation, unless instructions have been given to refrain from voting with respect to the election of directors.

8. EXECUTIVE COMPENSATION

8.1 Compensation discussion and analysis

This compensation discussion and analysis is intended to disclose all relevant information on compensation the Board intended to pay, reward, grant, give or otherwise provide each named executive officer of the Corporation for the financial year ended March 31, 2020. "Named Executive Officer" or "NEOs" means the following individuals:

- a) each Chief Executive Officer or any individual who acted in a similar capacity, for any part of the most recently completed financial year ("CEO");
- b) each Chief Financial Officer or any individual who acted in a similar capacity, for any part of the most recently completed financial year ("CFO"); and

- c) each of the Corporation's three most highly compensated executive officers (or three most highly compensated individuals acting in a similar capacity), other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000.

For the financial year ended March 31, 2020, the Corporation did not have an executive compensation board or committee. Executive compensation was reviewed by the Board on a case-by-case basis.

The Corporation's approach to executive compensation has been to attract and retain, over a long-term period, qualified and motivated individuals who are prepared to invest time and grow the Corporation in order to produce high return on investments to the Shareholders. The Corporation's process for determining executive compensation is to rely solely on board discussion without any formal objectives, criteria and analysis. The Board has not formally considered the implications of the risks associated with the Corporation's compensation policies and practices.

The following is a description of the elements of compensation for the NEOs.

CEO and CFO

The Corporation's compensation arrangements for the CEO and the CFO are composed of a base salary and group insurance benefits. From time to time the Board may approve additional compensation in the form of special bonus and grant of stock options. Options are granted to align the individual's interest with those of the Corporation. Previous grants of option-based awards are taken into account by the Board when considering new grants. The stock options principal terms and conditions are detailed in section 9.1 of this Circular.

NEO (other than the CEO and the CFO)

The Corporation's compensation arrangements for the NEOs (other than the CEO and the CFO) are composed of a base salary and group insurance benefits. In addition to base salary and group insurance benefits, NEOs (other than the CEO and the CFO) involved in business development are eligible to commissions on sales. Payment of these amounts is processed when money is received from the client in order not to affect the liquidities of the Corporation.

Furthermore, the NEOs (other than the CEO and the CFO) may also receive compensation in the form of grant of stock options as determined by the Board, in its sole discretion. Options are granted to align the individual's interest with those of the Corporation. Previous grants of option-based awards are taken into account by the Board when considering new grants. The stock options principal terms and conditions are detailed in section 9.1 of this Circular.

NEOs and directors are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

The Corporation does not intend to make any significant changes to its compensation practices in the next financial year.

8.2 Summary compensation table (NEO)

The following table lists the compensation received by the NEOs for each of the three most recently completed financial years.

				Non-equity incentive plan compensation (\$)			
Name and principal position	Year ending March 31	Salary (\$)	Option based awards (\$) ⁽²⁾	Annual incentive plans	Long term incentive plans	Director's fees earned (\$)	Total compensation (\$)
André Larente ⁽¹⁾ President	2020	211,693	35,520	50,000	N/A	-	297,213
	2019	206,156	31,123	35,000	N/A	-	272,279
	2018	231,414	60,900	100,000	N/A	-	392,314
Marc-André Massue Vice-President & CFO	2020	130,308	9,990	10,000	N/A	N/A	150,298
	2019	129,809	21,726	20,000	N/A	N/A	171,535
	2018	143,668	17,750	50,000	N/A	N/A	211,418

⁽¹⁾Mr. Larente also acts as director of the Corporation. Mr. Larente's remuneration as director included in the amounts above is detailed as follows;

	2020	2019	2018
Option based awards (\$)	35,520	31,123	60,900

⁽²⁾These amounts represent the grant date fair value of the stock options, which was determined using the Black-Scholes option pricing model. The following weighted average assumptions were used in such calculations:

	2020	2019	2018
Risk-free interest rate	0.59% to 1.46%	1.6% to 2.20%	1.6%
Expected life	5 years	5 years	5 years
Expected volatility	93.01% to 93.10%	94.32% to 96.54%	95.8%
Expected dividend yield	0%	0%	0%

8.3 Termination and change of control benefits

André Larente

Mr. Larente acts as President for an indeterminate term under an employment agreement which was entered into on June 14, 2004. The agreement may be terminated at any time under certain circumstances by the Corporation and is subject to a twelve month written notice. The amount that would be payable under this clause is \$200,000. The agreement contains clauses related to exclusivity, confidentiality, non-solicitation and non-competition which remain in-force during the following periods of time:

<i>Clause</i>	<i>Period</i>
Exclusivity	Employment
Confidentiality	Life
Non-solicitation	Employment & twelve months following termination
Non-competition	Employment & twelve months following termination

Marc-André Massue

Mr. Massue acts as Vice-President and Chief Financial Officer for an indeterminate term under an employment agreement which was entered into on April 7, 2008. The agreement may be terminated under certain circumstances by the Corporation and is subject to a written notice equivalent to one month per year of continuous service, up to twelve months. The amount that would be payable under this clause is \$125,000. The agreement contains clauses related to exclusivity, confidentiality, non-solicitation and non-competition which remain in-force during the following periods of time:

<i>Clause</i>	<i>Period</i>
Exclusivity	Employment
Confidentiality	Life
Non-solicitation	Employment & twelve months following termination
Non-competition	Employment & twelve months following termination

8.4 Incentive plan awards

The following table lists the outstanding option-based awards for the NEOs as at March 31, 2020. The number of securities underlying unexercised option and the option exercise prices have been adjusted to reflect the share consolidation (1:10) which became effective April 24, 2019.

Option-based awards				
Name	Number of securities underlying unexercised option (#)	Option exercise price (\$)	Option expiration date (YYYY-MM-DD)	Value of unexercised in-the-money options (\$)
André Larente ⁽¹⁾	100,000	0.70	2021-09-24	-
	50,000	1.30	2022-08-11	-
	100,000	1.30	2022-11-28	-
	50,000	0.75	2023-05-28	-
	60,000	0.50	2024-01-28	-
	600,000	0.20	2024-09-25	-
Marc-André Massue	40,000	0.70	2021-09-24	-
	25,000	1.30	2022-08-11	-
	40,000	0.75	2023-05-28	-
	30,000	0.50	2024-01-28	-
	150,000	0.20	2024-09-25	-

⁽¹⁾ Mr. Larente also acts as director of the Corporation. Mr. Larente's option-based awards as director included in the amounts above are detailed as follows;

Option-based awards			
Number of securities underlying unexercised option (#)	Option exercise price (\$)	Option expiration date (YYYY-MM-DD)	Value of unexercised in-the-money options (\$)
100,000	0.70	2021-09-24	-
50,000	1.30	2022-08-11	-
100,000	1.30	2022-11-28	-
50,000	0.75	2023-05-28	-
60,000	0.50	2024-01-28	-
600,000	0.20	2024-09-25	-

The following table lists the value vested or earned with regards to option-based awards and the value earned with regards to non-equity incentive plan compensation for the NEOs during the financial year ended March 31, 2020.

Name	Option-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
André Larente ⁽¹⁾	45,009	50,000
Marc-André Massue	19,353	10,000

⁽¹⁾ Mr. Larente also acts as director of the Corporation. Mr. Larente's values vested and earned during the year as director included in the amounts above are detailed as follows;

Option-based Awards – Value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
45,009	-

8.5 Director compensation

The directors' compensation is comprised solely of stock options awards. Stock options awards are subject to the same terms and conditions as described in the section 9.1 of this Circular. This compensation scheme was put in place in order to retain highly qualified individuals, build value for the shareholders while preserving the liquidities of the Corporation.

Since Mr. André Larente is both NEO and director, any element of his compensation as NEO is solely determined and approved by the other members of the Board. Mr. Larente's compensation as NEO and director is disclosed in sections 8.2 and 8.4 above.

The following table lists the compensation awarded to the directors during the financial year ended March 31, 2020.

Name	Fees earned (\$)	Share- based awards (\$)	Option based awards (\$)⁽¹⁾	Non-equity incentive plans compensation (\$)	All other compensation (\$)	Total (\$)
François Côté	-	-	35,520	-	-	35,520
Georges Hébert	-	-	23,680	-	-	23,680
Reid Maclellan	-	-	23,680	-	-	23,680
Francis Bellido	-	-	54,400	-	-	54,400

⁽¹⁾ This amount represents the grant date fair value of the stock options, which was determined using the Black-Scholes option pricing model. The following weighted average assumptions were used in such calculations:

Risk-free interest rate	0.59% to 1.46%
Expected life	5 years
Expected volatility	93.01% to 93.10%
Expected dividend yield	0%

8.6 Directors incentive plan awards

The following table lists the outstanding option-based awards for the directors during the financial year ended March 31, 2020. The number of securities underlying unexercised option and the option exercise prices have been adjusted to reflect the share consolidation (1:10) which became effective April 24, 2019.

Option-based awards				
Name	Number of securities underlying unexercised option (#)	Option exercise price (\$)	Option expiration date (YYYY-MM-DD)	Value of unexercised in-the-money options (\$)
François Côté	600,000	0.20	2021-08-25	-
Georges Hébert	50,000	1.60	2022-01-10	-
	75,000	1.30	2022-08-11	-
	75,000	0.75	2023-05-28	-
	60,000	0.50	2024-01-28	-
	400,000	0.20	2024-09-25	-
Reid Maclellan	50,000	0.75	2023-05-28	-
	50,000	0.50	2024-01-28	-
	400,000	0.20	2024-09-25	-
Francis Bellido	500,000	0.235	2025-03-27	-

The following table lists the value vested or earned with regards to option-based awards and the value earned with regards to non-equity incentive plan compensation for the directors during the financial year ended March 31, 2020.

Name	Option-based Awards – Value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
François Côté	9,148	-
Georges Hébert	37,447	-
Reid Maclellan	20,779	-
Francis Bellido	298	-

8.7 Directors and Officers Insurance

The Corporation is covered by a liability insurance plan for the benefit of its directors and officers. The total amount of the coverage for the financial year is \$2,000,000, subject to a deductible of \$50,000 to be paid by the Corporation in the event of a claim.

8.8 Diversity

For the financial year ended March 31, 2020, the Corporation did not have a formal policy for the representation and nomination of women, Aboriginal persons, members of visible minorities and persons with disabilities on the board of directors or senior management. It is expected that during the fiscal year ending March 31, 2021, the Corporation will implement formal policies to value diversity of abilities, experience, skill sets, perspective, education, gender, background, race and ethnical origin.

As at the date of this document, there was no women, Aboriginal persons, members of visible minorities and persons with disabilities on the board of directors or as part of senior management.

9. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at March 31, 2020, the end of the Corporation's last financial year, with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by Shareholders • Stock options	4,396,000	\$0.39	1,291,909

9.1 Stock option plan

The Corporation has established a stock option plan for its key employees, directors and consultants by virtue of which they can acquire Common Shares (the "SOP"). The SOP currently provides that 9,000,000 is the maximum number of Common Shares which may be reserved for issuance. Management considers the SOP as a means to attract experienced and skilled individuals to join the ranks of the Corporation.

The Corporation has no other compensation plans or arrangements in place. The Corporation does not provide financial assistance to participants under the SOP to facilitate the purchase of Common Shares.

The following is a summary of the principal terms of the SOP. The SOP provides that it is solely within the discretion of the Board to determine who should be awarded stock options, in what amounts and under which terms. However, in no case will the issuance of stock options result in:

- the number of options awarded to any one individual in any 12-month period, exceeding 5% of the issued shares of the Corporation;
- the number of options awarded to any one consultant in any 12-month period, exceeding 2% of the issued shares of the Corporation;
- the number of options awarded to an employee that give investor relations services in any 12-month period, exceeding 2% of the issued shares of the Corporation; and
- the number of options awarded to any insiders and any associate of an insider of the Corporation in any 12-month period, exceeding 10% of the issued shares of the Corporation.

Options granted after July 20, 2017 vest at 50% per year, commencing with the first anniversary of the grant. Options granted before July 21, 2017 vest at 33.33% per year, commencing with the first anniversary of the grant. The period during which an option may be exercised shall not exceed 5 years as of the date the option is granted to the holder.

The exercise price of an option will not be less than the discounted market price of the Corporation's Common Shares as of the date of the grant of the stock option (the "Award Date"). The market price of the Corporation's shares of a particular Award Date is the closing trading price of the Corporation's Common Shares on the last trading day immediately preceding the Award Date. Discounted market price means the market price less a discount to be determined by the Board, which shall in any event not exceed the amount set forth under rules and regulations of the TSX Venture Exchange.

Where an option holder ceases to be an officer, employee, or consultant of the Corporation, the stock option expires and terminates the earlier of:

- the expiry date of the stock option; or
- 90 days from the termination date of employment.

Where an option holder ceases to be a director of the Corporation, the stock option expires and terminates the earlier of:

- the expiry date of the stock option; or
- 365 days from the termination date of employment.

In the case of a consultant that gives investor relations services, the stock option expires 30 days following the date on which the consultant ceased to be eligible to the SOP.

A stock option will be non-assignable, except that it will be exercisable by the personal representative of the option holder in the event of the option holder's death or incapacity. In such a case, the exercise of the stock option must occur the earlier of:

- the expiry date of the stock option; or
- at any time during the twelve months following the death or incapacity of the option holder,
provided the option holder could have exercised the stock option on the date the event occurred.

Upon a change in control or takeover bid, the SOP provides for the accelerated vesting of any unvested outstanding stock options, and allows the option holder to exercise their stock options for the total number of remaining Common Shares within 90 days following the closing of any such transaction.

The SOP also contains an adjustment mechanism, which permits the Board to make any modifications to the stock options granted or being granted, as well as any alteration of the exercise price and number of Common Shares issuable under the stock options, resulting from a share reorganization, corporate reorganization or other such event not in the ordinary course of business.

The Board has the discretion to terminate or amend the SOP, subject to any applicable regulatory approval, without having to obtain shareholder approval. Shareholder approval will be required however for, without limitation:

- (i) any increase in the maximum number of Common Shares issuable under the SOP;
- (ii) any change to the method for determining the exercise price; and
- (iii) any change or amendment to the terms of previously granted stock options.

Amendments to the terms of stock options will also be subject to disinterested shareholder approval.

Amendment to the Plan

With the recent increase in the number of issued common shares, management considers that it would be advisable to amend the Plan pursuant to which the maximum number of Common Shares that may be issued be set at 9,000,000, representing an increase of 3,000,000 Common Shares. The increase of 3,000,000 to the maximum number of Common Shares reserved for issuance under the Plan was approved by the Board of Directors on August 26th, 2020.

Except otherwise instructed, the persons named in the accompanying Form of Proxy will vote FOR the approval of the amendment to the Plan.

To be effective, the resolution amending the Plan must be approved by a majority of votes cast by disinterested shareholders at the Meeting. To this end, as of the date of this Circular, an aggregate of 2,215,397 Common Shares held directly or indirectly by persons who are both insiders (as defined in the *Securities Act* (Québec)) and who are eligible to receive options under the Plan will not be voted at the Meeting. In addition, the amendment to the Plan is subject to regulatory approval. The following is the text of the ordinary resolution to be considered by the shareholders of the Corporation:

«BE IT RESOLVED:

THAT subject to regulatory approvals, the stock option plan of the Corporation be and same is hereby amended as follows: the maximum number of common shares in the capital of the Corporation that may be reserved for issuance for all purposes under the plan is increased from 6,000,000 to 9,000,000 common shares, representing an increase of 3,000,000 common shares; and

THAT any one director or officer of the Corporation be and he is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.»

10. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

AGGREGATE INDEBTEDNESS (\$)		
Purpose (a)	To the Company or its Subsidiaries (b)	To Another Entity (c)
Share purchases	-	-
Other	\$65,690	-

With the exception of (i) Mr. André Larente who owes \$44,854 under the terms of a demand loan bearing annual interest of 4% and (ii) Mr. Guillermo Moreno Robles who owes \$20,841 under the terms of a cash advance, non-interest bearing, as at August 26th, 2020 none of the executive officers, directors, employees or former executive officers, directors or employees of the Corporation or any of its subsidiaries were indebted to the Corporation and, as at the same date, the indebtedness, if any, of such persons to other entities was not the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

With the exception of (i) Mr. André Larente who owes \$44,854 under the terms of a demand loan bearing annual interest of 4% and (ii) Mr. Guillermo Moreno Robles who owes \$20,841 under the terms of a cash advance non-interest bearing, as of August 26th, 2020, none of the persons who are or who were, at any time during the financial year ended March 31, 2020, (i) directors or executive officers of the Corporation; (ii) proposed nominees for election as a director of the Corporation; or (iii) associates of any such director, executive officer or proposed nominee, were, at any time during the financial year ended March 31, 2020, indebted to: (a) the Corporation or any of its subsidiaries; or (b) another entity, if such indebtedness has

been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any subsidiary thereof, other than “routine indebtedness” as defined in National Instrument 51-102 Continuous Disclosure Obligations of the Canadian Securities Administrators.

11. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Circular, “informed person” of the Corporation means; (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, Common Shares of the Corporation or who exercises control or direction over Common Shares of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation, other than Common Shares held by the person or company as underwriter in the course of a distribution; and (d) the Corporation, if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

To the knowledge of the Corporation, no director, proposed nominee for election as a director, or informed person of the Corporation, and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the beginning of the Corporation’s last completed financial year or in any proposed transaction which, in either such case, has materially affected or will materially affect the Corporation or any of its subsidiaries.

12. SHAREHOLDER PROPOSALS

The *Canada Business Corporations Act* (the “CBCA”) provides, in effect, that a registered holder or beneficial owner of shares that is entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the meeting (referred to as a “Proposal”) and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The CBCA further provides, in effect, that the Corporation must set out the Proposal in its management information circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its management information circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation at least 90 days before the anniversary date of the notice of meeting that was sent to the shareholders in connection with the previous Annual Meeting of Shareholders of the Corporation. As the notice in connection with the Meeting is dated August 26th, 2020, the deadline for submitting a Proposal to the Corporation in connection with the next annual meeting of shareholders is May 25th, 2021.

The foregoing is a summary only; Shareholders should carefully review the provisions of the CBCA relating to Proposals and consult with a legal advisor.

13. APPOINTMENT OF INDEPENDENT AUDITOR

The management of the Corporation proposes that Raymond Chabot Grant Thornton, LLP (“RCGT”) be appointed as independent auditor of the Corporation to hold office until the next Annual Meeting of Shareholders or until their successor is appointed and that the directors be authorized to establish its remuneration. RCGT has been acting as independent auditor of Corporation since 2018.

Except where authority to vote on the appointment of the independent auditor of the Corporation is withheld, persons named in the accompanying Form of Proxy will vote FOR the appointment of Raymond Chabot Grant Thornton, LLP, as independent auditor of the Corporation to hold office until the next Annual Meeting of Shareholders or until its successor is appointed, at such remuneration as may be determined by the Board.

14. CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 *Corporate Governance Guidelines*, National Instrument 58-101 *Disclosure of Corporate Governance Practices* and Policy 3.1 *Directors, Officers, Other Insiders & Personnel and Corporate Governance* of the TSX Venture Exchange Manual set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

a) Board of Directors

The Board considers Messrs. Georges Hébert, Reid Maclellan and Francis Bellido to be "independent" directors within the meaning of National Instrument 52-110 *Audit Committee* ("NI 52-110"). The Board considers that Mr. André Larente is not an "independent" director within the meaning of NI 52-110 due to his role as President of the Corporation.

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are excluded. The independent directors are however free to hold such meetings if they consider such advisable. The Board considers that special measures to provide leadership for its independent directors are not necessary.

b) Members of other boards of directors

Mr. André Larente is a director of Windfall Geotek Inc., a reporting issuer located in Canada. Mr. Georges Hébert is a director of Prosys Tech Corporation, a reporting issuer located in Canada.

c) Board mandate

The Board assumes responsibility for the stewardship of the Corporation. The mandate of the Board is to supervise the business and affairs of the Corporation generally, as well as establish strategic direction and objectives.

The Board conducts a strategic planning process annually to identify the Corporation's financial and other objectives.

Risk identification is specially addressed by the Board in connection with material transactions. The Board examines all issues relating to the Corporation's communications with its Shareholders, financial analysts and the media.

As a subcommittee of the Board, the Audit Committee, in consultation with the independent auditor of the Corporation, monitors the integrity of the Corporation's financial reporting processes as well as the adequacy of its internal accounting controls.

d) Orientation and continuing education

The Board encourages directors to follow appropriate education programs offered by relevant regulatory bodies and provides them with the opportunity to enhance their understanding of the nature and operation of the Corporation.

e) Ethical business conduct

Each director of the Corporation, in exercising his power and discharging his duties, must act honestly and in good faith with a view to the best interests of the Corporation and further must act in accordance with the law and applicable regulations, policies and standards. In their regular dealing with senior management and employees of the Corporation, each member of the Board encourages and promotes ethical business conduct.

f) Nomination of directors

The Corporation may use various sources in order to identify the candidates for the Board, including its own contacts and the references of other directors, officers, advisors of the Corporation and executive placement agencies. The Board selects nominees for election to the Board, after having carefully reviewed and assessed the professional competencies and skills, personality and other qualities of each proposed candidate, including the time and energy that the candidate can devote to the task, and the contribution that the candidate can bring to the Board.

g) Compensation

The Board is responsible for determining the compensation of the directors and officers as it does not have a compensation committee. Compensation is comprised of stock options granted from time to time under the Stock option plan of the Corporation. Reference is made to section 8 of this Circular entitled “Executive Compensation” for details on the annual compensation of the President and Chief Executive Officer of the Corporation.

h) Other Board of Directors committees

Aside from the Audit Committee, the Board has no other committee.

i) Assessments

The Chairman of the Board is responsible for assessing the effectiveness of the Board as a whole, of individual directors and for making recommendations when appropriate. In addition, during meetings, directors, as need be, will discuss their level of preparation, the relevance of the documentation provided to them as well as the time allowed to discuss and debate and will agree on any adjustments required thereto. The Audit Committee has the responsibility for assessing its own performance.

15. AUDIT COMMITTEE INFORMATION

a) Audit Committee charter

The Audit Committee charter sets out its responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the Board. A copy of the charter is attached to this Circular as Schedule “A”.

b) Composition of the Audit Committee

Name	Independent⁽¹⁾	Financially literate⁽¹⁾
Georges Hébert ⁽²⁾	Yes	Yes
Francis Bellido	Yes	Yes
André Larente	No	Yes

⁽¹⁾ as such terms are defined in NI 52-110

⁽²⁾ Chairman of the Audit Committee

c) Relevant education and experience

Mr. Hébert is currently President of Prosys-Tec Inc. and a director of Cubeler Inc., a private Fintech company. Mr. Hébert was a director at the Laurentian Bank, where he served for twenty years as a member of the audit committee. He was also a director of Vitran Corp for seven years, where he served as a member of the audit committee and chairman of the compensation committee.

Mr. Bellido has spent his career overseeing and leading the development of several organizations in the healthcare industry. He brings sound financial management expertise, deep operating and leadership experience, and a global business perspective that he acquired over 30 years of international experience in the Biosciences, Healthcare and Financial industries.

Mr. Larente has been active in the information technology sector for many years. He has previously held leading management positions with companies such as Siemens, Syscan International, Newbridge Networks, Legent, Cognos, Tandem Computers and Honeywell Information Systems.

d) Pre-approval policies and procedures

Under its charter, the Audit Committee has the mandate to review and pre-approve management requests for any consulting engagement to be performed by the independent auditor of the Corporation that is beyond the scope of their audit services.

e) Service fees

Audit Fees

The total audit fees billed by the Corporation's independent auditor for the fiscal year ended March 31, 2020 were \$52,500 and \$52,000 for the fiscal year ended March 31, 2019.

Audit-Related Fees

The total audit-related fees billed by the Corporation's independent auditor for the fiscal year ended March 31, 2020 were \$8,319. No audit-related fees were billed by the Corporation's independent auditor for the fiscal year ended March 31, 2019.

Tax Fees

The total tax fees billed by the Corporation's independent auditor for the fiscal year ended March 31, 2020 were \$7,573 and \$10,500 for March 31, 2019.

All Other Fees

No Other fees were billed by the Corporation's independent auditor for the fiscal year ended March 31, 2020. Other fees billed by the Corporation's independent auditor for the fiscal year ended March 31, 2019 were \$3,500.

The Corporation is relying upon the exemption in section 6.1 of the Regulation.

16. OTHER BUSINESS

Management of the Corporation knows of no amendments or changes to the matters referred to in the Notice of Meeting, nor of any matters which are not known to management to be discussed other than those referred to in the Notice. However, if any amendments, changes, or other matters should properly come before the Meeting, the enclosed Form of Proxy gives discretionary authority to the persons named therein to vote on these matters as they may deem advisable.

17. ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation's consolidated audited financial statements for the year ended March 31, 2020 and the related management's discussion and analysis (the "MD&A"). Shareholders who wish to obtain a copy of the consolidated audited financial statements and MD&A of the Corporation may contact the Corporation as follows:

By phone: (450) 678-8882

By fax: (450) 678-8119

By e-mail: mmassue@diagnos.ca

By mail: 7005, Taschereau Blvd, Suite 265, Brossard, Quebec J4Z 1A7

18. DIRECTORS' APPROVAL

The contents of the Circular and the sending thereof have been approved by the Board of Directors of the Corporation on August 26th, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Georges Hébert

Georges Hébert
Brossard, Québec

SCHEDULE « A »

TO THE MANAGEMENT INFORMATION CIRCULAR OF DIAGNOS INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Audit Committee (the “Committee”) is a subcommittee of the Board of Directors. The primary function of the Committee is to assist the Board of Directors in fulfilling its fiscal reporting and controls responsibilities to the Shareholders of the Corporation and the investment community. The external independent auditor will report directly to the Committee.

The Committee's primary duties and responsibilities are:

- overseeing the integrity of the Corporation's financial statements and reviewing the fiscal reports and other fiscal information provided by the Corporation to any governmental body or the public and other relevant documents;
- recommending the appointment and reviewing and appraising the audit efforts of the Corporation's external independent auditor, overseeing the external independent auditor's qualifications and independence and providing an open avenue of communication among the external independent auditor, fiscal and senior management and the Board of Directors; and
- monitoring the Corporation's fiscal reporting process and internal controls, its management of business and fiscal risk, and its compliance with legal, ethical and regulatory requirements.

II. COMPOSITION

The Committee shall consist of a minimum of three directors of the Corporation the majority of whom shall not be officers or “control persons”, as such term is defined hereunder, of the Corporation. All members shall, to the satisfaction of the Board of Directors, be “fiscally literate” as such term is defined hereunder.

The members of the Committee shall be appointed by the Board of Directors. The Board of Directors may remove a member of the Committee at any time in its sole discretion by resolution of the Board of Directors.

III. DUTIES AND RESPONSIBILITIES

The Committee shall review and recommend to the Board of Directors for approval;

- a) the Corporation's financial statements, Management Discussion and Analysis (“MD&A”) and earnings releases to be filed with regulatory bodies such as securities commissions prior to filing or prior to the release of earnings; and
- b) documents referencing, containing or incorporating by reference the annual audited consolidated financial statements or interim fiscal results (e.g., prospectuses, press releases with fiscal results) prior to their release.

The Committee, in fulfilling its mandate, will:

- a) satisfy itself that adequate internal controls and procedures are in place to allow the Chief Executive Officer and the Chief Financial Officer to certify financial statements and other disclosure documents as required under securities laws;
- b) recommend to the Board of Directors the selection of the external independent auditor, consider the independence and effectiveness and approve the fees and other compensation to be paid to the external independent auditor;
- c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- d) monitor the relationship between management and the external independent auditor including reviewing any management letters or other reports of the external independent auditor;
- e) pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor;
- f) be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the issuer's financial statements, other than the Corporation's financial statements, MD&A and annual and interim profit or loss press releases, and periodically assess the adequacy of those procedures;
- g) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters;
- h) review and approve the issuer's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer;
- i) periodically consult with the external independent auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the financial statements;
- j) obtain and review annually a report prepared by the external independent auditor summarizing the independent auditor's internal quality-control procedures and processes;
- k) review the scope of the external audit, including the fees involved;
- l) review the report of the external independent auditor on the annual audited financial statements;
- m) review the problems identified during audit, and, if any, the limits and restrictions imposed by management and any significant accounting matter for which management sought a second opinion;
- n) review and approve requests for any management consulting engagement to be performed by the external independent auditor and be advised of any other study undertaken at the request of management that is beyond the scope of the audit engagement letter and related fees;
- o) review with management, the external independent auditor and legal counsel, any litigation, claims or other contingency, including tax assessments, which could have a material affect upon the fiscal position or operating results of the Corporation, and whether these matters have been appropriately disclosed in the financial statements;
- p) review with management their approach with respect to business ethics and corporate conduct;

- q) review periodically legal and regulatory requirements that, if breached, could have a significant impact on the Corporation's published fiscal reports or reputation. Inquire on the extent of compliance with those requirements;
- r) review with management the accuracy and timeliness of filings with regulatory authorities; and
- s) review annually general insurance coverage of the Corporation to ensure adequate protection of major corporate assets including but not limited to D&O coverage.

Annually, the Committee will review its Charter and, where appropriate, recommend changes to the Board of Directors.

IV. MEETINGS

- At least once a year, the Committee shall meet separately with management and with the external independent auditor.
- The external independent auditor of the Corporation will receive notice of every meeting of the Committee. The external independent auditor may also call a meeting of the Committee.
- The Board of Directors shall be kept informed of the Committee's activities by copies of minutes, at the next Board meeting following each Committee meeting or by a verbal report.

V. QUORUM

Quorum for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Committee.

VI. DEFINITIONS

(in accordance with *National Instrument 52-110 – Audit Committees*)

“Fiscally literate” means “that the director has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.”

“Control Person” means “any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation except where there is evidence showing that the holder of those securities does not materially affect the control of the Corporation.”