



CORPORATE GOVERNANCE GUIDELINES

ADOPTED BY THE BOARD OF DIRECTORS ON JULY 11, 2018

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INTRODUCTION

These Corporate Governance Guidelines (the “**Guidelines**”) provide a framework of authority and accountability to enable the Board (the “**Board**”) and management of Opsens Inc. (the “**Corporation**”) to make timely and effective decisions that promote shareholder value while complying with applicable law and the Corporation’s commitment to ethical conduct, integrity and transparency.

The Board and management of the Corporation are committed to implementing these Guidelines and to making good governance integral to the culture of the Corporation.

1. THE RESPONSIBILITIES OF THE BOARD AND OF MANAGEMENT

A. The Role of the Board

- i) The Board’s primary responsibility is to foster the long-term success of the Corporation and to maximize shareholder value.
- ii) The Board has plenary power. Any responsibility not delegated to a committee of the Board or to management remains with the Board. To elaborate on the role of the Board beyond the scope of these Guidelines, the Board shall issue a Charter for the Board.
- iii) The Board may delegate its responsibilities under these Guidelines to appropriate committees of the Board.

B. The Role of the Chair of the Board

- i) The Chair’s primary responsibility is to oversee the efficient operation of the Board and its committees and to set the tone for the Board and its members so as to foster ethical and responsible decision-making appropriate oversight of management and best practices in corporate governance.
- ii) The Chair of the Board shall be appointed annually by the Board from among those directors who are independent in accordance with these Guidelines and under any laws and regulations applicable to the Corporation and under any governance guidelines or listing standards of any stock or securities exchange upon which the securities of the Corporation are from time to time listed.

C. The Role of the Individual Directors

- i) Each director is responsible for providing constructive counsel to and oversight of management, consistent with a director’s statutory and fiduciary obligations to the Corporation. Each director shall advance the interests of the Corporation and the effectiveness of the Board by bringing his or her knowledge and experience to bear on the strategic and operational issues facing the Corporation, by preparing for and participating in meetings of the Board and its committees and by enhancing his or her familiarity with the Corporation and its business, people and competitive environment.
- ii) Each director shall attend all meetings of the Board and meetings of committees of the Board of which each director is a member in person or by means of telephone or other telecommunication device that permits all persons participating in the meeting to communicate with each other. The attendance record of each director shall be disclosed annually in appropriate public documents.

D. The Board Management Relationship

- i) While the Board oversees the management of the business, the President and Chief Executive Officer is responsible for the executive leadership and operational management of the Corporation.
- ii) The President and Chief Executive Officer's primary responsibility is to lead the Corporation. The President and Chief Executive Officer formulates the Corporation's proposed goals, strategies and objectives, and presents them to the Board for approval. The Board approves the goals, strategies and objectives within which the Corporation is managed and oversees senior managements' performance and compensation. The President and Chief Executive Officer keeps the Board informed of the Corporation's progress towards its goals and of all material deviations from the goals, strategies and objectives approved by the Board.
- iii) To elaborate on the role of the President and Chief Executive Officer beyond the scope of these Guidelines, the Board shall issue a position description for the President and Chief Executive Officer.

E. Corporate Strategy

Management is responsible for the development of an overall corporate strategy to be presented annually to the Board. The Board participates in the strategic planning process and reviews in depth and approves the strategy, including the human, technological and capital resources on its implementation. The Board then monitors management's execution of the strategy and its achievement of objectives.

F. Business Risks

The Board maintains a continuing understanding of the principal risks associated with the Corporation's business. It is the responsibility of management to ensure that the Board and its committees are kept well-informed of changing risks.

G. Limits of Management Authority

From time to time, the Board establishes limits on management's authority depending on the nature and size of proposed transactions. These limits permit some flexibility within approved budgets but otherwise must not be exceeded without Board approval.

H. Financial Integrity and Reporting

- i) The Board shall take reasonable steps to ensure that the integrity and effectiveness of the Corporation's internal control and management information systems are maintained and to ensure that the financial performance of the Corporation is fairly, accurately, timely and regularly reported to shareholders and appropriate government agencies.
- ii) The Board approves the content of the Corporation's major communications to shareholders and the investing public including, the quarterly reports, the Annual Report, the Management Report, Management Proxy Circular, Annual Information Form and any prospectuses that may be issued.

I. Evaluation of the President and Chief Executive Officer

The Board shall conduct an annual performance evaluation of the President and Chief Executive Officer taking into accounts the views and recommendations of the Human Resources and Compensation Committee.

J. Management Succession Planning

- i) The Board considers succession planning and management development to be an ongoing process.
- ii) The Board creates opportunities to become acquainted with employees within the Corporation who have the potential to become members of senior management. Such opportunities may include presentations to the Board by these employees or any form of interaction with them.

K. Management Evaluation and Compensation

- i) The Board ensures that senior executives are fairly and competitively compensated and that a large portion of their compensation is performance based.
- ii) Through the Human Resources and Compensation Committee, the Board strives to link management compensation to meaningful and measurable performance targets. The granting of options or performance units shall be limited and shall have vesting periods.

L. Corporate Disclosure

- i) The Board shall set for the Corporation the goal of attaining continuous and conspicuous disclosure of all significant facts, policies and procedures to all shareholders simultaneously. The achievement of this goal shall include the following:
 - (a) reporting in the appropriate public documents, in as meaningful a manner as possible, compliance with governance requirements of regulators, stock exchanges and professional authorities in all jurisdictions where the Corporation's securities trade, and explaining any non-compliance;
 - (b) reporting, on an annual basis, the Corporation's governance philosophy, practices and monitoring processes where these standards incorporate or exceed regulatory requirements; and
 - (c) reporting substantive issues, changes and developments in corporate governance practices at the Corporation that could affect shareholder interests.
- ii) Although the Board approves the content of the Corporation's principal public communications, it is the function of management to communicate on behalf of the Corporation with the investment community, the media, customers, suppliers, employees, governments and the general public.

2. THE COMPOSITION AND INDEPENDENCE OF THE BOARD

A. Board Size and Composition

The Corporation's articles of amalgamation specify that the Board may be composed of a minimum of three and a maximum of ten directors.

B. Independence Standards

A majority of the Board shall qualify as independent directors. A director is an independent director if the Board has affirmatively determined that the director has no direct or indirect material relationship with the Corporation (indirectly, through family relationships, or as a partner, shareholder, or officer of an organization that has a relationship with the Corporation). The Board's determination is based on the consideration of all relevant circumstances including, but not limited to, the following:

- i) A director who is an employee or an executive officer, or whose immediate family member is an executive officer, of the Corporation is not independent until three years after the end of such employment relationship;
- ii) a director who receives, or whose immediate family member who is employed as an executive officer of the Corporation receives, more than \$75,000 per year in direct compensation from the Corporation during any 12-month period within the last three years, other than director or committee and compensation under a retirement plan, is not independent until three years after he or she ceases to receive more than \$75,000 per year in such compensation;
- iii) a director who is a partner with or employed by the internal or external auditor of the Corporation and personally worked on the Corporation's audit, is not independent until three years after the end of the partnership, employment or auditing relationship;
- iv) a director who is, or whose immediate family member is, an executive officer of another Corporation on whose compensation committee any of the Corporation's present executive officers serve, is not independent until three years after the end of such service; and
- v) a director who is a member of management or other employee, or whose immediate family member is a member of the management of a business that makes payments to or receives property from the Corporation, or services whose amount, in a fiscal year, exceeds \$75,000, will be considered as independent only three years after its remuneration is below that threshold.

For purposes of determining the independence of a director, an "immediate family member" includes a director's spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law and anyone (other than an employee of either the director or the director's immediate family member) who shares the director's home.

In addition, a majority of the directors must have the status of independent director.

C. Independence of Directors

- i) At least annually and at the time of each Annual General Meeting of the shareholders of the Corporation, the Board shall consider and determine whether a director or nominee to be a director would, upon election, be an independent director.
- ii) At the request, persons who are being considered for nomination or re-nomination to the Board shall provide the Secretary with complete and accurate information regarding the interests and relationships that might bear on the determination of whether the person would be an independent director.
- iii) Directors shall promptly advise the Secretary of any changes in their relationships or interests that might bear on their independence, as defined by law or these Guidelines.
- iv) The Corporation shall disclose the determinations regarding the independence of its directors or director nominees in its Annual Information Form. Any waiver of the foregoing standards for independence that the Board grants with respect to a director or director nominee shall be explained in the Annual Information Form.

D. Limitations on the Number and Role of Non-Independent Directors

- i) The Board prefers that the President and Chief Executive Officer and another member of management be appointed as needed.
- ii) The Chair of the Board shall be an independent director.

- iii) Only independent directors shall serve on the Audit Committee and a majority of independent directors shall be appointed to all other committees of the Board.
- iv) To enhance the independence of members of the Audit Committee in particular, no member of the Audit Committee shall (a) receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation or any of its subsidiaries; (b) receive any compensation for acting as a member of the Committee, other than director fees, as well as all of the other regular benefits that the directors receive, or (c) have a relationship with the Corporation that would be considered material under applicable laws or regulatory standards including, without limitation, serving as a partner of, a member of, an executive officer of or another officer (such as a managing director) occupying a comparable position in an entity that provides accounting, consulting, legal, investment banking or financial advisory services to the Corporation.

E. Meetings of Independent Directors

At any time, any director may request that a meeting of the Board or any Board committee be held without management or non-independent directors present or that all or some representatives of management. The agenda for each Board meeting shall provide for a period of discussion between Board members in the absence of any members of management or non-independent directors.

F. Communications to Independent Directors and Audit Committee

Interested parties may contact the Audit Committee by sending by regular mail (or other means of delivery) to the corporate headquarters address of the Corporation a sealed envelope marked “Private and Strictly Confidential – Attention: Chair of the Audit Committee of Opsens Inc.” Any such envelope shall be delivered unopened to the Chair of the Audit Committee. In addition, access to the Audit Committee for the communication of complaints about the Corporation’s accounting, internal accounting controls or auditing matters shall be provided in accordance with the Corporation’s “Audit Committee Whistleblower Procedures” displayed on the Corporation’s web site.

3. THE QUALIFICATIONS, NOMINATION AND TENURE OF DIRECTORS

A. Qualifications of Directors

The Corporation’s directors shall have the following characteristics and competencies:

- i) Demonstrated integrity, high ethical standards and an established reputation for honesty and ethical conduct;
- ii) career experience, business knowledge and sound judgment relevant to the Corporation’s business purpose, financial responsibilities and risk profile;
- iii) understanding of fiduciary duty;
- iv) experience and abilities that complement those of other Board members so as to enhance the Board’s effectiveness and performance; and
- v) willingness to devote sufficient time and resources to the work of the Board and its committees.

B. Director Succession Planning

The Board shall develop and annually update a plan for the composition of the Board that takes into consideration the opportunities, risks and strategic direction of the Corporation and the consequent ideal mix of directors’ qualifications.

C. Nomination of Directors

- i) The Board, through the Nomination Committee, is responsible for identifying suitable candidates to be nominated for election to the Board by the shareholders. Nominees shall be presented individually, rather than as a slate, for shareholder vote.
- ii) The Board is responsible for appointing nominees to the Board of Directors of its subsidiaries.
- iii) The Nomination Committee is responsible for compiling names of potential nominees, screening their qualifications against the skill and experience needs of the Board, taking into account long-term succession plans, and making recommendations to the Board.
- iv) The Nomination Committee shall review and consider all candidates identified by shareholders as potential nominees for the Board.
- v) All directors are encouraged to identify potential nominees.
- vi) The Chair of the Board shall provide additional direct input into the process.
- vii) An invitation by the Board to an individual to stand as a nominee for election to the Board should be made through the Chair of the Board.

D. Tenure of Directors

Each director is elected annually by the shareholders.

4. DIRECTOR CONFLICTS OF INTEREST

A. Disclosure of Conflicts of Interest

- i) Prior to the beginning of his or her service on the Board, and thereafter upon the request of the Chair of the Board or of the Secretary, every director shall disclose to the Secretary all potential conflicts of interest so that a course of action can be determined to resolve any such conflicts before any interest of the Corporation is jeopardized. If a director undertakes any new interests or relationships not previously disclosed, the director shall immediately inform the Secretary of this change in potential conflicts of interest.
- ii) If the Board, or a committee of the Board, is deliberating on a matter that may affect a director's interests or relationships outside the Corporation, the director shall disclose such interests or relationships to the Chair of the Board prior to discussion or vote on the matter, so that consideration can be given in the director's absence from discussion and voting or other recusal.

5. MEETINGS OF THE BOARD

A. Frequency of Meetings

The Board shall meet a minimum of four (4) times per year.

B. Agendas and Information for Meetings

The Chair of the Board and the Chief Executive Officer, in consultation with the Secretary, shall develop and set the agenda for each Board meeting. The Chief Financial Officer and the Secretary shall be responsible for the quality of materials sent to directors. Under normal circumstances, the agenda and pertinent

informational materials shall be distributed to directors at least four (4) days before the meeting. All directors are free to suggest to the Chair of the Board revisions to the agenda.

6. COMMITTEES OF THE BOARD

A. Establishment of Committees

The Board shall establish committees to fulfill the responsibilities stated in their respective Charters. The current committee structure includes the:

- i) Audit Committee;
- ii) Human Resources and Compensation Committee; and
- iii) Nomination Committee.

The committee structure is subject to change, from time to time, as the Board considers which of its responsibilities can best be fulfilled through more detailed review of matters in a committee.

B. Appointment of Committee Chairs

The Board shall annually appoint the chair of each committee. To elaborate on the role of the committee chairs beyond the scope of these Guidelines, the Board shall issue position descriptions for the committee chairs.

7. BOARD ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

A. Board Access to Management

All of the directors shall have open access to the Corporation's management for consultation. It is expected that directors will exercise judgment to ensure that their contacts will not distract unduly from the Corporation's business operations.

The Board also encourages individual directors to make themselves available for consultation with management at times other than Board meetings, in order to provide advice on subjects as to which such directors have special knowledge and experience and in order to expand the director's understanding of the Corporation's business.

B. Board Access to Independent Consultants or Advisors

Occasionally, the Board or Board committees may wish to engage the services of a consultant or advisor not employed by the Corporation to assist on legal, accounting or other matters within their respective responsibilities. The Board, the Chair of the Board or any of the committees of the Board may, on their own initiative, engage an independent consultant or advisor at the Corporation's expense. Individual directors may engage the services of an outside advisor at the expense of the Corporation if he or she first obtains authorization of the Chair.

8. BOARD EDUCATION AND SELF-ASSESSMENT

A. Director Orientation and Continuing Education

- i) New directors shall be provided with an orientation that includes: (i) written information about the business and operations of the Corporation; (ii) documents from recent Board meetings; and (iii) opportunities for meetings and discussion with senior management and other directors. The details of

the orientation of each new director shall be tailored to that director's individual needs and areas of interest.

- ii) The Corporation shall provide access to continuing education programs for current directors.

B. Assessing the Board's Performance

- i) The Board shall make an annual assessment of the overall effectiveness of the Board and its committees, the Board Chair and of the contributions of the individual directors.
- iii) The objective of this assessment is to contribute to a process of continuous improvement in the Board's execution of its responsibilities. These assessments are expected to identify any areas in which the directors and management believe that the Board, its committees, the Chair of the Board or individual directors could make a better contribution to overseeing the affairs of the Corporation so as to enhance shareholder value and fulfill these Guidelines.

9. DIRECTOR COMPENSATION AND SHARE OWNERSHIP

A. Compensation of Directors

The Human Resources and Compensation Committee shall review the compensation of the directors each year. The Committee shall make recommendations to the Board for consideration when they believe changes in compensation are warranted. In its review, the Committees may consider surveys of comparable companies and the duties, responsibilities and time commitments required of directors.

B. Ownership of Stock

Each director must be a shareholder of the Corporation to ensure that his/her interests align with those of the shareholders.

C. Reporting of Director Compensation

The Corporation shall disclose annually the compensation of the directors.

10. REVIEW, MODIFICATION AND WAIVER OF GUIDELINES

The Board shall review these Guidelines periodically and shall take into consideration the emerging best practices at leading and comparable corporations. These Guidelines may be materially amended or modified only by the Board and may be waived only by the Board, subject to the disclosure and other provisions of applicable laws and regulatory requirements.