



**Devonian Health Group Inc.
Code of Business Conduct**

APPROVED BY THE BOARD OF DIRECTORS ON SEPTEMBER 13, 2016



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1. INTRODUCTION

1.1 PURPOSE OF THE CODE

Devonian Health Group Inc. (“Devonian”) and its subsidiaries (collectively referred to as the “Corporation”) believe it is essential to ensure that the trust that customers, investors, employees, representatives, contractors, government authorities and the general public place in them is legitimate and well- deserved. This is why a high level of integrity and professionalism must be reflected through our behavior.

The key objective of the Code of Business Conduct of Devonian Health Group (“the Code”) is to make employees and all individuals involved in the Corporation’s activities aware of the high behavioral standards required from them and the importance of always acting ethically, legally, honestly and with integrity.

1.2 SCOPE OF THE CODE

The Code applies to:

- Directors;
- Officers;
- Managers;
- Employees;
- Independent contractors who provide professional services to the Corporation;
- Any person working under the Corporation’s direction and control;
- Members of the Corporation’s Committees and independent contractors who provide professional services to Committees;

The terms “employee” and “employees”, used throughout this Code, include all the people mentioned above.

Because this Code applies to the operations of DEVONIAN and of each of its subsidiaries, the term “senior management” in this Code means the senior management of DEVONIAN or of any of its subsidiaries.

Supplementary codes of conduct, policies, and procedures specific to certain groups of employees have also been developed to address conduct issues related to the Corporation’s activities. Employees will be advised by their manager if any such codes, policies, or procedures apply to their work and activities. Employees subject to such supplementary codes, policies, and procedures remain subject to this Code.

Employees may also be members of professional or industry associations with their own codes of conduct. Employees who are subject to the rules of such associations remain subject to this Code. Any conflict in adhering to applicable codes of conduct must be reported to the employee’s manager or to one of the designated departments listed in the “Designated Persons” section of this Code, so that they can be disclosed and documented, allowing appropriate measures to be taken, if required.

All employees are required to review the Code in order to understand the expectations and obligations



inherent to the Corporation's commitment to conduct business in a legal and ethical manner. They are required to comply with the Code as it is a condition of employment. Employees must apply the Code in order to comply with it both in letter and in spirit.

A number of obligations set out in the Code continue after the termination of employment or the end of a contract.

1.3 DESIGNATED PERSONS

Employees must report in good faith any questionable behavior, behavior that may seem illegal or fraudulent or against business ethics or any breach of trust of this Code. Employees can report such behavior to the Chairman of the Board.

2. COMPLIANCE WITH LAWS, REGULATIONS AND GUIDELINES

The Corporation's operations are subject to complex and changing laws and regulations.

Employees are responsible for understanding the laws, regulations, and guidelines related to their duties. They must seek advice from their manager or from one of the departments listed under "Designated Persons" if they require greater clarity with regards to compliance.

The Corporation and all persons acting on its behalf shall comply with the laws and regulations governing its business within the legal framework in which it operates. The Corporation will not tolerate any violation of the law or any unethical behavior by an employee.

Employees must apply ethical standards while taking into account the culture and business practices of the different locations in which the Corporation operates. Employees must comply with the laws and regulations in effect in the locations where the Corporation is present. Every employee also agrees to take any ongoing training required by the Corporation in order to comply with said laws and regulations.

Employees who commit or participate in illegal activities are subject to criminal prosecution in addition to the sanctions provided by the Code.

3. CONFIDENTIALITY

Employees must keep the affairs of the Corporation and its clients, employees, investors, and subsidiaries strictly confidential both during and after the termination of employment or the end of a contract.

3.1 PERSONAL INFORMATION

The Corporation collects personal and confidential information about its clients and their relatives, employees, representatives, and investors in carrying out its activities. Such information must be stored in a safe place at all times and used only for its intended purpose. This information can only be used in the Corporation's regular course of business and may only be disclosed to those persons who are entitled to access it for business purposes or as required by law. It must be used in compliance with applicable laws and Corporation protection of privacy policies and procedures.



The Corporation has protection of privacy policies and procedures and employees are required to read and comply with them, in addition to taking any required training.

In the event of a breach of privacy policies or procedures, or if confidential information is inadvertently disclosed, the employee concerned must immediately report the matter to his or her manager or to one of the departments listed under “Designated Persons”.

3.2 INFORMATION ABOUT CORPORATION BUSINESS

The Corporation’s confidential business information must also be protected. Any information about the Corporation that is not intended for the general public is confidential and must not be shared with anyone outside the Corporation unless expressly authorized by senior management or as required by law. This includes plans for new products or projects, operational and information technology systems, financial information, acquisitions, and investments. This restriction applies to information of any kind, including programs, materials, ideas, data, and lists of past, present, or prospective clients which may, if provided to outsiders, have a detrimental effect on the Corporation’s competitive position.

Employees must use discretion when discussing Corporation business in a public place or on a cellular phone. Employees must protect information of a personal and confidential nature, even after termination of their employment relationship or contract. They are not authorized to take with them any information, material, or data in electronic or any other form after termination of employment or the end of a contract.

4. CONFLICTS OF INTEREST

Employees shall avoid all situations in which their personal interests conflict or might conflict with their duties within the Corporation. A situation may represent a conflict of interest if an employee takes steps or has interests that prevent him or her from working objectively and efficiently for the Corporation. Employees have an obligation to report to the Corporation any situation in which their private interests may conflict with those of the Corporation.

To avoid conflicts of interest, new employees must fill out a Certification Upon Assumption of Duties (Appendix A). Once hired, annually, employees must complete the Annual Declaration (Appendix B) of the Code. Employees are also responsible for updating this document if a potential conflict of interest arises during the year and should a disclosure be completed, have this document sent to one of the persons or departments listed under “Designated Persons”. Employees must follow any instruction provided or agree to specific conditions to avoid the appearance of conflict of interest or to rectify the situation.

4.1 INDEPENDENCE AND OBJECTIVITY

The Corporation requires employees to perform their duties honestly, conscientiously, legally and in accordance with the best interests of the Corporation.

Employees must not use their position or the information obtained through their employment for the Corporation for their own personal advantage or in such a way that a conflict or an appearance of conflict of interest could arise between the Corporation’s interests and their own.



Employees must not participate in any way whatsoever in agreements between the Corporation and suppliers in which they, or a member of their immediate family have interests or from which a member of their family may benefit personally.

Fair treatment of customers is an integral part of the Corporation's sound commercial practices. It involves the Corporation's conduct at each stage of a product's life cycle from the moment product-related obligations arise until they expire. Fair treatment of consumers must be implemented in every area of the Corporation's operations by concerted action. Employees must, within the framework of their functions, treat customers in an honest, courteous, fair, objective and independent manner. Customers must be able to express their concerns. Complaints and disputes must be handled in a diligent and fair manner. Employees who have knowledge of a situation where a customer has been treated unfairly or where there is the appearance of such a situation must report it to one of the persons or departments listed under "Designated Persons".

4.2 GIFTS AND ENTERTAINMENT

Employees must not, directly or indirectly, solicit gifts, favors, or money from those doing business with, or seeking to do business with, the Corporation.

Employees must not, directly or indirectly, offer gifts, favors, or money in order to influence a business transaction or decision.

Employees must not, directly or indirectly, accept gifts, favors, or money from anyone doing business with, or seeking to do business with, the Corporation, other than noncash gifts of a symbolic value commonly used for promotional purposes by the donor.

Participation in business-related functions, including occasional lunches or other meals, is a normal and permissible business practice. However, care must be taken to ensure that participation in these functions is appropriate and that their value and frequency are not excessive.

Employees must use their judgement to determine if a gift or professional participation in an activity is acceptable. In doubt, employees should consult their manager or one of the departments listed under "Designated Persons".

4.3 TRANSACTIONS IN SECURITIES

Corporation employees have the right to make personal investment decisions. However, those decisions must not contravene the law, the conflict of interest provisions of this Code, or any policy or procedure established by the Corporation.

Employees shall not use material information gained in the course of employment (commonly referred to as "insider information") that is generally unknown to the public for personal gain or for the benefit of others such as friends, relatives, or related entities.

Moreover, no employee may trade securities for his or her own account or for the account of a relative on the basis of important information that was obtained in the course of employment with the Corporation and that is generally unknown to the public. Information is important if its disclosure could affect the value of an investment.



Providing insider information to another person or entity outside the ordinary course of business is illegal and could expose the Corporation and/or the employee to significant damages or imprisonment.

Employees must not knowingly allow personal investment transactions to take priority over transactions on behalf of the Corporation. Employees must ensure that no decision related to a personal investment could adversely influence the decisions they make in performing their duties for the Corporation.

An employee who knows, or has reason to believe, that the Corporation is purchasing, selling, or actively trading a particular security or other investment in a business may not purchase or sell, directly or indirectly, that business's securities for his or her own account or for the account of a relative until after the Corporation has completed the purchase or sale.

Any employee may enroll in a share purchase or dividend reinvestment program, but remains subject to the Code with respect to the sale of the shares thus purchased.

5. EMPLOYMENT ENVIRONMENT

5.1 EQUITY AND FAIRNESS IN THE WORKPLACE

The Corporation is committed to treat all of its employees with equity and fairness in its employment and remuneration practices.

All employees have the right to a workplace free from discrimination or harassment in accordance with applicable human rights laws and Corporation policies.

All of the Corporation's employment practices, including those related to the publication of vacant positions, interviews, recruitment, remuneration, benefits, and the administration of all programs affecting the personnel are to be conducted without discrimination on any of the prohibited grounds set forth in the applicable human rights laws.

Employees must discuss any concern they may have about unfair employment practices, discrimination, or harassment with their manager or one of the departments listed under "Designated Persons".

5.2 EMPLOYMENT PRACTICES

It is the Corporation's goal to maintain an effective and efficient organization in which skills and performance are recognized. The Corporation is committed to employing the best qualified individuals for all vacant positions.

Corporation employees' relatives will be considered for positions on the same basis as other candidates, subject to restrictions intended to prevent conflicts of interest.

Employees may not participate, either directly or indirectly, in any decision involving the hiring, contracting, evaluation, or promotion of a relative. Employees are also prohibited from making recommendations to the person(s) responsible for making such a decision.



5.3 REMUNERATION

The Corporation remunerates employees under formal policies governing wage rates, benefits, and incentives, where applicable.

Employees may not receive commissions or other forms of remuneration related to the sale of the Corporation's products or services except if the employee's terms of employment provide for it. Employees may not receive any kind of payment other than their regular remuneration or other incentives for negotiating, supplying, or assisting in any transaction made by, or on behalf of, the Corporation, nor have any financial interest in such a transaction.

5.4 HEALTH AND SAFETY

The Corporation is committed to taking all reasonable precautions to ensure a healthy and safe work environment for employees.

Employees who become aware of circumstances that pose potential health or safety risks must report the matter to their supervisor or manager one of the departments listed under "Designated Persons".

6. PROPERTY AND RESOURCES

6.1 USE OF PROPERTY, RESOURCES AND ASSETS GIVING ACCESS TO SOCIAL MEDIA

The Corporation has policies and procedures in place in order to safeguard its property and resources as well as to encourage their safe use. It also sets strict standards to prevent fraud and dishonesty. Employees who have access to the Corporation's resources must follow established procedures for handling and protecting this property. Employees must ensure that assets and resources such as offices, meeting rooms, personal computers, personal digital assistants ("PDAs"), computer software, copyrighted material, recorded information, telephone services, cellular phones, the Internet, and network services are used only in the Corporation's ongoing business operations.

Employees with access to the Corporation's computer resources (including, but not limited to, computer software, email, the Internet, PDAs, cellular phones, and file servers) are considered custodians of corporate information and as such are responsible for the safe and secure management of information and the use of computer systems and resources. All employees are required to follow Corporation policies related to information technology and security and must comply with all applicable laws and regulations when using Corporation resources.

All Corporation property, including systems, files, programs, documents, and any audio or video media productions developed and used to conduct the Corporation's business, remain the property of the Corporation and may not be copied, in whole or in part, or removed from Corporation premises for personal use without proper authorization.

Employees with access to proprietary systems must maintain the confidentiality of the information related to those systems. Copying software in whole or in part without proper licensing is strictly prohibited, as is the use of such software for anything other than Corporation business.

When employees are required to spend Corporation funds, it is their responsibility to ensure that



appropriate value is received by the Corporation for such expenditures. Employees responsible for accounting and recordkeeping functions are expected to diligently enforce proper practices.

6.2 SAFEGUARDING OF PROPERTY AND RESOURCES

Employees shall exercise care in the handling and safeguarding of property owned or held by the Corporation. Employees must not use Corporation property for personal use or resale.

If employees become aware that Corporation property or resources have been lost, damaged, stolen, or used in a fraudulent or improper manner, they must advise their manager or one of the departments listed under “Designated Persons”.

6.3 RECORDS AND REPORTING

All Corporation assets, liabilities, and transactions are to be recorded in an accurate and timely manner. All funds are to be recorded and all expenses are to be properly reported.

7. OUTSIDE ACTIVITIES

The Corporation encourages employee participation in community activities. However, employees may not work, in any way whatsoever, for businesses whose activities are in competition or incompatible with those of the Corporation. By the nature of their work, independent contractors providing business services to the Corporation may work for businesses whose activities are in competition with the Corporation’s activities, so long as they are not incompatible with them. In addition, all employees must give priority to their duties within the Corporation. No outside activity, whether remunerated or not, may interfere or conflict with the performance of those duties.

No outside activity should be of such a nature as to reflect poorly on the Corporation, embarrass the Corporation publicly, or affect its relationships with its clients, shareholders, employees, business partners, or with government and regulatory authorities.

Employees who participate in outside activities must ensure that their involvement is clearly personal and does not involve the Corporation in any way, unless prior authorization has been obtained from a member of the Corporation’s senior management.

Employees must ensure that they are not associated with the Corporation when participating in a political activity, unless they are specifically authorized to do so beforehand by a member of the Corporation’s senior management.

If employees are unsure as to whether their participation in an outside activity is acceptable, they are required to consult their manager or one of the departments listed under “Designated Persons”.



8. DEALING WITH OUTSIDE PERSONS AND ORGANIZATIONS

8.1 PROMPT COMMUNICATIONS

For the Corporation's good, it is essential that communications be conducted in a precise, thorough, and timely manner. It is the duty of each employee to provide prompt, courteous, and satisfactory service. Employees must respond promptly to all requests for information and all complaints.

8.2 SHARING INFORMATION WITH OTHER COMPANIES

Through its employees, the Corporation is committed to bring forward high business standards in its relationships with competitors. Misrepresentations on the Corporation's products or competitors' products, services, methods, or financial position are prohibited.

Employees who belong to industry or professional associations may share information, but must take care not to disclose confidential information or information that could place the Corporation at a competitive disadvantage.

8.3 DEALING WITH PUBLIC BODY EMPLOYEES

All dealings with public body employees are to be conducted in a manner that will not compromise their integrity or discredit their reputation or that of the Corporation. Since invitations and gifts of little value could potentially be viewed as a leveraging tool, they may not be offered to public body employees unless they are offered by a member of senior management or Corporation employees authorized by a member of senior management.

8.4 COMMUNICATIONS WITH THE MEDIA

Only the president and individuals duly authorized by DEVONIAN or its subsidiaries may express themselves to the media with regards to the Corporation's position. Employees are not permitted to speak on behalf of the Corporation unless they have been expressly instructed to do so by senior management.

Any employee with whom a representative of the media has communicated shall refer the latter to the authorized corporate spokesperson.

Senior management must authorize every article, interview, or public statement provided by an employee to the media before it is published.

8.5 SOCIAL MEDIA

The popularity of social networks is undeniable. Various platforms provide a new model for interacting with customers, co-workers and the world in general. Employees who are active in social media must comply with the principles outlined in this Code and in Corporation guidelines on the use of social media.

When employees are on social media, they may identify themselves as an employee of the Corporation for professional or personal purposes. Employees shall not act under a pseudonym, and must clearly identify themselves. Employees express themselves in their own name. Employees are responsible for their opinions and are not authorized to speak in the Corporation's name as stipulated



in section 8.4 of the Code. The following disclaimer should appear on the employee's profile, blog or other website: *The following opinions are solely my own.* This statement does not free employees of their commitment as to the content of their publications.

Employees who are on social media shall respect sections 3, 3.1 and 3.2 of this Code concerning confidential information about the Corporation, its customers, employees, suppliers and other business partners.

The opinions, photos, publications and comments published on social media could have an impact on the Corporation, its employees, managers, suppliers and customers. Employees who use social media as part of their duties, as in their personal life, must ensure that they do not damage the reputation of the Corporation, its employees, customers, suppliers and other partners. The content disclosed is public and could leave traces for a longer period. Publications could be modified, redirected, printed and transmitted to third parties, whereas that was not the desired intention.

Employees shall not publish opinions about an individual that they would not be comfortable repeating in front of that same individual.

Social media are useful, but can also be a source of distraction at work. Their use should be limited unless they are required by the employee's duties and do not in any way affect performance and productivity.

9. OPERATING RULES OF THE CODE

9.1 IMPLEMENTATION AND REVIEW

The Code was conceived in consultation with the Corporation's senior management, approved by DEVONIAN's board of directors.

The Code shall be reviewed and revised every five (5) years, or more often if necessary. Any substantive change must be approved by DEVONIAN's board of directors.

9.2 ANNUAL DECLARATION

Every new employee receives a copy of the Code. Employees must acknowledge having read it and agree to abide by it and any amendments that could be made. They must also disclose any apparent or real conflict of interest. An example of their Certification is included as Appendix A.

At least once a year all employees are required to confirm that, to the best of their knowledge, they have complied with the terms of this Code, as well as all applicable statutes, regulations, guidelines, and Corporation policies and procedures, and that they have not been involved in any undisclosed conflict of interest. An example of the Declaration is included as Appendix B.

The signature may be in a written form or via an electronic portal if such a portal is available to the employee.

9.3 BREACH OF THE CODE

An employee who learns of a potential breach of the rules set out in the Code shall immediately inform his



or her manager or one of the departments listed under “Designated Persons”.

Any violation of the Code is a serious matter. A strictly confidential investigation will take place regarding any questionable business transaction or dealing disclosed under the provisions of the Code and the result will be reported to senior management, to the board of directors, or to both, depending on the case.

9.4 WHISTLEBLOWING

All employees must feel free to report, without fear of retaliation, any allegation of misconduct they believe could reasonably constitute a proof of:

- a) A failure to comply with legal or regulatory obligations the Corporation is subject to;
- b) A criminal offence that has been committed, is being committed, or is likely to be committed;
- c) An irregularity or a financial or non-financial fraud;
- d) Improper conduct or unethical behavior, including violations of the Code;
- e) A danger to an individual’s health or safety;
- f) A violation of an individual’s human rights;
- g) Attempts to destroy or conceal information relating to any of the above;
- h) A violation of Corporation policies, procedures, guidelines or instructions;
- i) Any other improper behavior.

Suspected misconduct must be reported in good faith and without malice. Moreover, the person reporting such conduct must be reasonably sure that the information disclosed and the allegations contained therein are substantially true. The disclosure must not be made for purposes of personal gain and it must be based on reasonable grounds in all circumstances.

The Corporation does not consider reporting a known or suspected violation of the Code to be an act of “disloyalty” and it is against the Corporation’s policy to retaliate against any employee who reports what he or she reasonably believes to be an actual or potential violation of this Code. Consequently, this means that an employee will not be fined, disciplined, fired, or discriminated against in any way for voicing concerns about an actual or potential violation, so long as the employee acted honestly and in good faith. Those who retaliate or take revenge against an employee who, in good faith, has reported a known or potential violation of this Code are themselves subject to disciplinary action, including termination of their contract or dismissal.

9.5 SANCTIONS

After a thorough investigation, including statements from the employee(s) involved, sanctions reflecting the seriousness and impact of breaches of the Code may be imposed.

Failure to comply with this Code can, depending on the circumstances, be grounds for a warning, a change in responsibilities, suspension or dismissal without notice, and/or the initiation of civil or criminal proceedings.



10. DECLARATION OF PROBITY

10.1 EMPLOYEES CONCERNED

This section is reserved exclusively for directors, members of senior management and employees in a supervisory position. Supervisory position means actuarial, compliance, risk management and internal audit.

10.2 ITEMS AFFECTING PROBITY

Any relevant item affecting the integrity of a person and maintaining a relationship of trust toward him/her, including a criminal record, bankruptcy, insolvency, negative judgement by a regulatory authority or professional order, a conflict of interest or any other inappropriate behavior that could impact his/her professional responsibilities, is likely to affect probity. Any item that negatively affects a person's probity must be assessed and sanctions could be imposed, including dismissal or removal from office.

11. CONCLUSION

Although the various topics presented in this Code do not cover every situation an employee may encounter during his or her career with the Corporation, they demonstrate the Corporation's commitment to fairness and integrity and are an indicator of the type of behavior expected from all employees. It is the responsibility of the members of management to ensure that all employees under their direction or control are made aware of this Code.



APPENDIX A

CERTIFICATION UPON ASSUMPTION OF DUTIES

Last name and first name: _____

Employee code: _____

Position: _____

Corporation: _____

As an employee, defined in Section 1 of this Code, I hereby acknowledge that I have received a copy of the Code of Business Conduct of Devonian Health Group (the "Code") and any other applicable code(s) of conduct.

I confirm that I have read this Code and understand its contents. I agree to comply with the Code and any amendment that may be made thereto. I also agree to take, within the prescribed timeframe, the training required by the Corporation that applies to me, including privacy and anti- money laundering training.

As stipulated in the Code, I agree to provide all declarations and information periodically required by my manager for the purpose of enforcing the Code. I understand that any breach of the Code on my part may result in sanctions.

Every year I will review the Code and declare that I have complied with it and with all applicable statutes, regulations, guidelines, or Corporation policies or procedures and that I have not been involved in an undisclosed conflict of interest.

As a director, member of senior management or employee acting in a supervisory position, I consent to checks being made on my criminal, professional and credit history. I agree that these checks are reasonable under the circumstances and these steps constitute legitimate conditions to my employment or appointment to a position of responsibility.

I know about the possibility to report any suspicious situation to "Designated Person" (section 1.3 of this Code). The coordinates of this person are :

Dr. André Boulet
President & CEO
Tel : (514) 248-7509
Email : apboulet@groupeDevonian.com

I am disclosing below all my interests and current or future outside activities that could potentially conflict with the interests of the Corporation:

Signature

Date



Employee Copy



APPENDIX B

ANNUAL DECLARATION

Last name and first name: _____

Employee code: _____

Position: _____

I have reviewed the Code of Business Conduct of Devonian Health Group (“the Code”) and the Privacy Procedures for all Employees (the “Privacy Procedures”). I understand my responsibility to comply with the terms of the Code that are applicable to me and pledge to do so in the future. I also consent to the collection, use and disclosure of my personal information for purposes related to my employment.

I have also reviewed the Policy, Guide and Procedures for employees regarding the Anti-money laundering and anti-terrorist financing Act and Regulations (AMLATF) and all related training. I understand that it is my responsibility to comply with the terms of the Code and with AMLATF procedures.

It is also my responsibility to comply with any Policy or Procedure adopted by the Corporation in order to comply with the regulatory obligations that I must abide by in the course of my employment.

Except as disclosed below, to the best of my knowledge, during the past year:

- I have complied with the Code and the Privacy Procedures;
- I have complied with the Code and the AMLATF Procedures;
- I have complied with all laws, guidelines, supplementary codes of conduct, and Corporation policies and procedures that apply to me;
- I have not been involved in an undisclosed conflict of interest;
- I have successfully completed the Corporation’s required training that applies to me.

I acknowledge that as long as I am one of the Corporation’s employees, I must continue to abide by the Code and the Privacy Procedures, in addition to all laws, guidelines and all other applicable codes of conduct, as well as to the Corporation policies and procedures as long as I work for the Corporation.

Any business transaction or conduct considered questionable under the provisions of the Code that has not been previously disclosed to the Corporation is described below. I am also disclosing below all my interests and current or future outside activities that could potentially conflict with the interests of the Corporation.

As a director, member of senior management or employee acting in a supervisory position, I consent to checks being made on my criminal, professional and credit history. I agree that these checks are reasonable under the circumstances and these steps constitute legitimate conditions to my employment or appointment to a position of responsibility.

I know about the possibility to report any suspicious situation to “Designated Person”(section 1.3 of this Code). The coordinates of this person are:

Dr. André Boulet
President & CEO
Tel : (514) 248-7509
Email : apboulet@groupeDevonian.com

I am disclosing below all my interests and current or future outside activities that could potentially conflict with the interests of the Corporation:

Signature

Date

Employee Copy



APPENDIX A

CERTIFICATION UPON ASSUMPTION OF DUTIES

Last name and first name: _____

Employee code: _____

Position: _____

As an employee, defined in Section 1 of this Code, I hereby acknowledge that I have received a copy of the Code of Business Conduct of Devonian Health Group Inc. (the "Code") and any other applicable code(s) of conduct.

I confirm that I have read this Code and understand its contents. I agree to comply with the Code and any amendment that may be made thereto. I also agree to take, within the prescribed timeframe, the training required by the Corporation that applies to me, including privacy and anti- money laundering training.

As stipulated in the Code, I agree to provide all declarations and information periodically required by my manager for the purpose of enforcing the Code. I understand that any breach of the Code on my part may result in sanctions.

Every year I will review the Code and declare that I have complied with it and with all applicable statutes, regulations, guidelines, or Corporation policies or procedures and that I have not been involved in an undisclosed conflict of interest.

As a director, member of senior management or employee acting in a supervisory position, I consent to checks being made on my criminal, professional and credit history. I agree that these checks are reasonable under the circumstances and these steps constitute legitimate conditions to my employment or appointment to a position of responsibility.

I know about the possibility to report any suspicious situation to "Designated Persons"(section 1.3 of this Code). The coordinates of these person are :

Dr. André Boulet
President & CEO
Tel : (514) 248-7509
Email : apboulet@groupeDevonian.com

I am disclosing below all my interests and current or future outside activities that could potentially conflict with the interests of the Corporation:

Signature

Date



APPENDIX B

ANNUAL DECLARATION

Last name and first name: _____

Employee code: _____

Position: _____

I have reviewed the Code of Business Conduct of Devonian Health Group (“the Code”) and the Privacy Procedures for all Employees (the “Privacy Procedures”). I understand my responsibility to comply with the terms of the Code that are applicable to me and pledge to do so in the future. I also consent to the collection, use and disclosure of my personal information for purposes related to my employment.

I have also reviewed the Policy, Guide and Procedures for employees regarding the Anti-money laundering and anti-terrorist financing Act and Regulations (AMLATF) and all related training. I understand that it is my responsibility to comply with the terms of the Code and with AMLATF procedures.

It is also my responsibility to comply with any Policy or Procedure adopted by the Corporation in order to comply with the regulatory obligations that I must abide by in the course of my employment.

Except as disclosed below, to the best of my knowledge, during the past year:

- I have complied with the Code and the Privacy Procedures;
- I have complied with the Code and the AMLATF Procedures;
- I have complied with all laws, guidelines, supplementary codes of conduct, and Corporation policies and procedures that apply to me;
- I have not been involved in an undisclosed conflict of interest;
- I have successfully completed the Corporation’s required training that applies to me.

I acknowledge that as long as I am one of the Corporation’s employees, I must continue to abide by the Code and the Privacy Procedures, in addition to all laws, guidelines and all other applicable codes of conduct, as well as to the Corporation policies and procedures as long as I work for the Corporation.

Any business transaction or conduct considered questionable under the provisions of the Code that has not been previously disclosed to the Corporation is described below. I am also disclosing below all my interests and current or future outside activities that could potentially conflict with the interests of the Corporation.

As a director, member of senior management or employee acting in a supervisory position, I consent to checks being made on my criminal, professional and credit history. I agree that these checks are reasonable under the circumstances and these steps constitute legitimate conditions to my employment or appointment to a position of responsibility.

I know about the possibility to report any suspicious situation to “Designated Persons”(section 1.3 of this Code). The coordinates of these person are :

Dr. André Boulet
President & CEO
Tel : (514) 248-7509
Email : apboulet@groupeDevonian.com

I am disclosing below all my interests and current or future outside activities that could potentially conflict with the interests of the Corporation:

Signature

Date