

DIAGNOS

HUMAN RESOURCES COMMITTEE CHARTER of DIAGNOS INC. (the “Corporation”)

This Human Resources Committee (the “Committee”) Charter integrates;

- *the Remuneration Committee Charter, and*
- *the Nominating and Governance Committee Charter.*

I. Purpose

The main objective of the Committee is to assist the Board of Director's (the "Board") with regards to the remuneration of the Corporation's executive officers, such as:

- Nomination of directors;
- Annual remuneration;
- Stock options and other equity participation plans;
- Severance arrangements,
- Any special or supplemental benefits; and
- Any other payments that are deemed remuneration.

The Committee also assists the Board in;

- Identifying individuals qualified to become Board members, and
- Developing and recommending to the Board a set of corporate governance guidelines applicable to the Corporation.

II. Organization

- The Committee shall consist of a minimum of three (3) independent directors of the Corporation with relevant experience in matters related to executive remuneration.

- The Committee shall appoint one of its members to act as Chairman of the Committee. The Chairman shall appoint a secretary who shall keep minutes of all meetings (the "Secretary"). The Secretary need not be a member of the Committee or a director.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- The Committee may delegate authority to subcommittees when appropriate.
- Any member of the Committee may be removed or replaced at any time by the Board.

III. Meetings

- The Committee shall meet at least once a year or more often, as necessary to carry out its responsibilities.
- No business may be transacted by the Committee except at a meeting of its members at which a quorum, consisting of a majority of the members of the Committee, is present or by a resolution in writing signed by all of the members of the Committee.

IV. Authority and Responsibilities

The Committee's responsibilities related to remuneration matters shall include:

- Review and approval, on an annual basis, of corporate goals and objectives relevant to the CEO's remuneration.
- Assist the Board with regards to the remuneration of the members of the Board.
- Assist the CEO with regards to the remuneration of the officers of the Corporation.
- The implementation and management of succession plans for the CEO and each of the CEO's direct reports.
- Prepare the required reporting to be included in the annual regulatory filings such as the AIF and/or the Proxy Circular.
- Conduct annual remuneration risk evaluation and assessment.
- The implementation and management of orientation program for new directors and continuing education programs for directors. And,
- Any other duty the Board may request from the Committee.

In fulfilling its responsibilities, the Committee shall consider, among other factors, the director or officer past performance, the Corporation's performance, the shareholders' returns, the value of similar incentive awards to directors and officers of comparable companies and past remuneration plans.

U. Resources

- The Board of Directors shall have the sole authority to negotiate the terms of engagement of any consultant hired to assist the Committee in the fulfillment of its duties.