

Adopted by the Board of Directors,  
December 10, 2001

**INTELLECTUAL PROPERTY POLICY OF  
CANADA HEALTH INFOWAY INC. /  
INFOROUTE SANTÉ DU CANADA INC.  
(the “Corporation”)**

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1. **Preface**

The Corporation’s mission is to foster and accelerate the development and adoption of electronic health information and compatible standards and communication technologies on a pan-Canadian basis with tangible benefits to Canadians and their health care system through collaborative partnerships.

The Corporation has determined that for the purposes of good governance and in the best interests of the Corporation, the Corporation should adopt an intellectual property policy.

Pursuant to a Memorandum of Understanding dated March 7, 2001 between the Corporation and Her Majesty The Queen in Right of Canada, as represented by the Minister of Health, the Corporation is required to develop an intellectual property policy prior to the Corporation entering into any collaborative arrangements, investment agreements or projects.

For the reasons set forth above, the Corporation has adopted this Intellectual Property Policy (the “**Policy**”).

2. **Application of the Policy**

This Policy applies to all collaborative arrangements, investment agreements or projects to which the Corporation is a party (an “**Investment**”).

3. **Purpose of the Policy**

In furtherance of its mission, one of the primary objectives of the Corporation is to seek to provide tangible benefits to Canadians and their health care system with respect to the creation, development and exploitation of any intellectual property derived from an Investment (collectively, “**Investment Derived IP**”). This Policy is intended to outline, with respect to this objective, the principles upon which the Corporation shall enter into and participate in any Investment involving Investment Derived IP.

4. **Guiding Principles**

To meet the objective of the Corporation to provide tangible benefits to Canadians and their health care system, the Corporation shall take into account the following

guiding principles with respect to any Investment involving Investment Derived IP, subject to the right of the Corporation on a case by case basis to determine that any part or all of these principles should not apply to a given Investment involving Investment Derived IP:

- (a) The Corporation will require the co-contracting parties, partners and other third party participants (the “**Participants**”) in any Investment to implement all necessary and appropriate measures to protect all Investment Derived IP.
- (b) The Corporation will require the Participants to take effective steps within a reasonable period of time to commercialize, exploit or otherwise bring to the point of practical application, as applicable, any Investment Derived IP in a manner that will provide tangible benefits to Canadians and their health care system.
- (c) The Corporation shall encourage the publication and disclosure in a timely manner of all Investment Derived IP while respecting applicable law and the commercial and proprietary interests of the Participants. The Corporation will expect the Participants to inform the Corporation, in advance, of any filing of any patent or other application in respect of such Investment Derived IP and/or publication of such Investment Derived IP.
- (d) The Corporation will require the Participants to inform the Corporation on a regular and timely basis as to the status of Investment Derived IP, and to provide the Corporation with copies of all research and other materials related thereto.
- (e) The Corporation shall seek to ensure that no patent or other application in respect of any Investment Derived IP is abandoned by a Participant without prior notification to the Corporation and without according the Corporation the right to continue such application.
- (f) The Corporation shall seek to ensure that any rights of a Participant in and to any Investment Derived IP are not licensed, assigned or otherwise transferred to a third party out of the ordinary course of business without the prior approval of the Corporation.
- (g) The Corporation shall seek to ensure that the Participants obtain the prior approval of the Corporation before granting or agreeing to grant to any third party any exclusive license or other interest in and to any Investment Derived IP.

5. **Interests of the Corporation in Investment Derived IP**

The Corporation may require Participants to grant one or more licenses to the Corporation in respect of any Investment Derived IP on a royalty-free basis for

the benefit of persons or institutions wishing to utilize such Investment Derived IP for academic or non-commercial purposes. Any such requirement shall be considered on a case-by-case basis and shall take into account, among other things, the effects of such license(s) on the proprietary and commercial interests of the applicable Participant(s).

In addition, the Corporation may, in certain circumstances, consider it appropriate to retain or acquire a royalty, participation, ownership and/or other interest in and to Investment Derived IP. The terms and scope of such interest would be determined by the Corporation on a case-by-case basis taking into account such factors as:

- (a) the objectives of the Corporation including, in particular, that the Investment Derived IP provide tangible benefits to Canadians and their health care system;
- (b) the nature of the Investment Derived IP in question;
- (c) the identity and interests of the Participant(s);
- (d) the financial situation of the Participant(s);
- (e) the need to protect the Corporation's interest in the event of the bankruptcy, insolvency, dissolution, change of control or other extraordinary event with respect to a Participant;
- (f) the amount of the Investment;
- (g) whether the Investment is made alone or in conjunction with any other investments or financing by third parties;
- (h) where the Participant(s) declare(s) in writing that it/they are not interested in owning or otherwise having any rights or interest in and to the Investment Derived IP; and
- (i) where the main purpose of the Investment is to generate knowledge and information for public dissemination.

6. **Publicity**

The Corporation shall seek to ensure that any publication or presentation in respect of the Investment Derived IP should contain an appropriate acknowledgement of the Corporation's role in the Investment.

8. **Review**

This Policy will be reviewed once a business plan for the Corporation has been approved, and periodically thereafter.

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