WELL HEALTH TECHNOLOGIES CORP.
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2024

BACKGROUND

This Interim Management's Discussion and Analysis ("**Interim MD&A**") for WELL Health Technologies Corp. (TSX: WELL; OTCQX: WHTCF) should be read in conjunction with the Company's condensed interim consolidated financial statements as at and for the three months ended March 31, 2024, and the Company's audited annual consolidated financial statements as at and for the years ended December 31, 2023 and 2022. Except as otherwise indicated or where the context so requires, references to "WELL" or the "Company" include WELL Health Technologies Corp. and its subsidiaries. The Company prepares its condensed interim consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") applicable to the preparation of interim financial statements – see notes 2 and 3 of the Company's December 31, 2023 audited annual consolidated financial statements for further information. **All dollar figures stated herein are presented in thousands of Canadian dollars ($'000 or Cdn$'000), unless otherwise specified, except share and per share amounts. Certain figures for 2022 periods have been restated to reflect the finalization of purchase price allocations for certain entities acquired by the Company in 2021 and 2022. Please refer to "Overall Performance" in this Interim MD&A and note 23 of the December 31, 2023 audited annual consolidated financial statements for details.**

This Interim MD&A contains non-GAAP financial measures and ratios, including Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, Adjusted EBITDA attributable to WELL Shareholders/Non-controlling interests, Adjusted Net Income, and Adjusted Net Income Per Share. See "Consolidated Financial Results" section for more information.

The date of this Interim MD&A is May 7, 2024, the date on which it was approved by the Board of Directors.

Additional information relevant to the Company's activities, including the Company's Annual Information Form ("**AIF**"), can be found at www.sedarplus.ca.

This Interim MD&A contains forward-looking information. See "Forward-Looking Information" for further information.

The Company was incorporated under the Business Corporations Act (British Columbia) on November 23, 2010. The Company's headquarters are located at Suite 550 - 375 Water Street, Vancouver, BC, V6B 5C6. WELL's healthcare clinics in Canada are located within the provinces of British Columbia, Alberta, Ontario, Quebec and Manitoba while its healthcare clinics in the U.S. are located in the states of California, Illinois, New York and Texas.

COMPANY OVERVIEW

WELL is a practitioner-focused digital healthcare company. WELL's overarching mission is to positively impact health outcomes by leveraging technology to empower healthcare practitioners and their patients

globally. WELL exists to enable healthcare practitioners with best-in-class technology and services. The Company has built the most comprehensive end-to-end healthcare system across Canada including the largest network of clinics supporting primary care, specialized care, and diagnostics services. In the U.S., WELL provides omni-channel patient services and solutions targeting specific markets such as provider staffing, anesthesia, gastrointestinal health, women's health, primary care and mental healthcare. In addition to providing patient services, WELL develops, integrates, and sells its own suite of technology software and technology solutions to medical clinics and healthcare practitioners. WELL's practitioner enablement platform includes: Electronic Medical Records ("**EMR**"), telehealth platforms, practice management, billing, Revenue Cycle Management ("**RCM**"), an AI-powered virtual assistant ("**WELL AI Voice**"), digital health apps and data protection solutions.

WELL provides practitioners the choice to either join WELL's network or purchase technology solutions from WELL. There are over 3,900 practitioners who are part of WELL's network in which the practitioner practices at one of WELL's owned and operated clinics and gets access to the full suite of WELL's products and services. In this scenario, the Company manages all aspects of the clinic operations and recognizes the resulting gross billings from in-person and virtual patient visits while the practitioner typically receives payment under a revenue share contractual arrangement.

In addition, there are over 36,000 practitioners who purchase technology solutions while practicing at non-WELL owned clinics. Physicians can pick and choose "a la carte" solutions offered on WELL's practitioner enablement platform. While this segment is a smaller portion of WELL's total revenues, it has enabled the Company to create relationships with healthcare practitioners across the country and positions us favorably when it comes time to attract new physicians to one of our patient services businesses.

WELL is an acquisitive company that follows a disciplined and accretive capital allocation strategy. The Company's mergers and acquisitions ("**M&A**") strategy is based on acquiring additional clinical and digital assets that are highly accretive and synergistic to WELL. The Company generally seeks to acquire cash generating companies which lead to increased cash flows that are then re-invested to make additional new cash generating acquisitions. WELL operates under a shared services model which results in obtaining cost efficiencies, technological improvements and synergies across the acquisitions and the various business units where possible. The Company is focused on the implementation of digital technology solutions in its own clinic network and then selling solutions to other practitioners and medical clinics worldwide.

The Company's revenue is derived from three key business units:

1. Canadian Patient Services;
2. WELL Health USA Patient and Provider Services; and
3. SaaS and Technology Services.

<u>Canadian Patient Services</u>

WELL is the largest owner-operator of outpatient medical clinics in Canada providing primary care, allied health, specialized care, and diagnostic healthcare services. As at March 31, 2024, the Company had a total of 97 physical facilities across Canada. The Company acquired its first primary care clinics in the Province of British Columbia in February 2018. Since then, WELL expanded its footprint through several accretive acquisitions in the provinces of Alberta, Manitoba, Ontario, and Quebec.

WELL acquired MyHealth Partners Inc. ("**MyHealth**") in July 2021, which significantly expanded WELL's clinical footprint in the province of Ontario and added diagnostic capabilities to the Company's portfolio of patient care services. MyHealth offers a wide range of diagnostic services to its patients including mammography, X-ray, ultrasounds and electrocardiograms (ECG). In addition to diagnostic services,

MyHealth also provides family medicine, specialist cardiologists and mental health counselling services.

WELL Health USA Patient and Provider Services

WELL Health USA Patient and Provider Services consists of four unique assets: CRH Medical, Provider Staffing, Circle Medical and Wisp.

WELL expanded its patient and provider services business in the U.S. with the acquisition of CRH in April 2021. CRH delivers specialized care services focused on providing gastroenterologists throughout the U.S. with innovative services and products for the treatment of gastrointestinal (GI) diseases. Through CRH, WELL gains deep access to the U.S. healthcare system, including anesthesia services for patients undergoing endoscopic procedures at 141 Ambulatory Surgery Centers (ASCs) and GI clinics across 21 states as at March 31, 2024. The acquisition of CRH meaningfully enhanced WELL's cash flow profile, enabling future reinvestment, capital compounding, and capital allocation opportunities across other attractive healthcare and healthcare-technology segments.

Furthermore, on July 1, 2023, CRH acquired CarePlus, enhancing and diversifying its service offerings. CarePlus operates three primary businesses: RADAR Healthcare Providers, which supplies staffing and recruitment services focusing on anesthesia providers; an Anesthesia services division, providing clinical anesthesia services similar to those of CRH; and Premier Choice Billing, offering billing, RCM, and collection services for healthcare entities.

Circle Medical is a full cycle primary care provider offering a blend of virtual and in-person care, with a specialization in mental health related care. Circle Medical is headquartered in San Francisco, California with a research and development office in Montreal, Canada. WELL made an initial equity investment in Circle Medical in 2018 and subsequently acquired a majority ownership stake in Circle Medical in 2020. WELL's investment allowed Circle Medical to expand its services and reach a wider patient population.

Circle Medical's team of healthcare providers includes primary care physicians, nurse practitioners and mental health specialists. Circle Medical offers virtual care services across 26 states and has physical facilities in 23 states in the U.S. Circle Medical has developed its own proprietary technology solutions including Circle Medical's mobile app which allows patients to schedule appointments, receive virtual patient care and access their medical records.

Wisp is an online provider of women's health and e-prescription services. Wisp's mission is to provide convenient, affordable, and personalized care to women. Wisp offers a range of services that address women's health needs, including birth control, treatment for urinary tract infections, and prescription skincare. In 2021, WELL acquired a majority ownership stake in Wisp.

One of Wisp's unique features is its focus on telemedicine and e-prescription services, which allows healthcare providers to send prescriptions directly to a patient's preferred pharmacy or directly to their homes. The e-prescription capabilities make it easier for patients to receive and manage their medications.

Key Metrics for Canadian and Well Health USA Patient and Provider Services

	Q1-24	Q4-23	Q3-23	Q2-23	Q1-23
Canadian Patient Services					
Billable Practitioners	1,654	1,623	1,359	1,294	1,196
Non-Billable Practitioners	651	670	425	471	437
Total Practitioners	2,305	2,293	1,784	1,765	1,633
Clinics	175	167	152	148	142
Physical Facilities	97	98	85	84	78
Total Canada Patient Visits	733,000+	678,000+	532,000+	537,000+	504,000+
WELL Health USA Patient and Provider Services					
Billable Practitioners	1,499	1,520	1,431	1,170	1,151
Non-Billable Practitioners	156	147	145	159	140
Total Practitioners	1,655	1,667	1,576	1,329	1,291
Clinics	34	34	31	33	24
Physical Facilities	33	33	30	32	23
CRH ASCs / GI clinics served	144	143	143	129	128
Total US Patient Visits	577,000+	544,000+	505,000+	478,000+	471,000+
CRH Ligators Sold	41,000+	39,000+	36,000+	32,000+	59,000+
Billed Provider Hours	89,000+	98,000+	81,000+		

Note:

[1] Billable Practitioners are defined as Allied Health Providers, Medical Technicians, Nurses, or Physicians.
[2] Non-Billable Practitioners are defined as Clinical Support Staff.

SaaS and Technology Services

The Company's SaaS and Technology Services revenue is derived from two key business units: (i) **WELL Provider Solutions;** and (ii) **WELL Cybersecurity.**

WELL Provider Solutions combines the WELL EMR Group, Billing and RCM Solutions, OceanMD and apps.health, into one single practitioner enablement platform.

WELL EMR Group is the provider of OSCAR Pro, an EMR platform based on McMaster University's popular web-based open-source OSCAR Pro EMR system (OSCAR is an acronym for "Open Source Clinical Application Resource"). WELL EMR Group's growth has been primarily driven by acquisitions and consolidation of a number of smaller OSCAR based EMR providers since 2019. WELL has also acquired and operates several non-OSCAR based specialty EMR vendors including Aware MD Inc. and Adracare Inc.

WELL's Billing and RCM Solutions business unit is the national category leader for billing and back-office services including "Billing-as-a-Service" ("**BaaS**") outsourcing services to doctors in Canada. Billing and RCM Solutions includes the acquisitions of DoctorCare Inc. ("**DoctorCare**"), Doctor Services Group Limited ("**DSG**"), Trillium Medical Billing Agency Inc. ("**Trillium**"), and the acquisition of ClinicAid billing software applications as part of the CloudMD Cloud Practice transaction. Billing and RCM Solutions helps practitioners grow their practice by minimizing errors, ensuring compliance with complicated medical billing claim codes and improving patient care.

OceanMD was acquired by WELL on December 1, 2021. OceanMD is Canada's leading provider of integrated solutions designed to connect patients, providers, and healthcare systems through the secure exchange of healthcare data. OceanMD's full suite of EMR-integrated patient engagement solutions, from online booking to patient messages, and check-in kiosks, reduces the burden on providers and clinic staff, while empowering patients to access their own health data. The same platform is giving clinicians a way to easily send eReferrals and eConsults through the OceanMD's Provider Network, improving overall system efficiency and reducing wait times.

Apps.health is a digital health app marketplace whose mission is to connect healthcare professionals with new and pioneering solutions or "apps" which integrate securely and seamlessly with a clinic's EMR software. It currently features approximately 55 digital health applications provided by 38 app publishers.

WELL Cybersecurity, through the acquisitions of the Services Division of Cycura Inc., Source 44 Consulting Incorporated, Seekintoo Ltd. (**"Seekintoo"**) and Proack Security Inc. (**"Proack"**), provides cybersecurity protection and patient data privacy solutions across all Company business units while serving external customers across diverse industries, including healthcare clients.

Key Metrics for SaaS and Technology Services

	Q1-24	Q4-23	Q3-23	Q2-23	Q1-23
SaaS and Technology Services					
Total practioners in Network	36,000+	34,000+	33,000+	31,000+	28,000+
Billing & RCM Practitioners	10,200+	9,400+	8,900+	8,500+	5,700+
EMR # of Clinics	3,400+	3,700+	4,000+	3,900+	3,900+
Apps on Apps.Health	55	55	54	54	54
OceanMD eReferrals	300,000+	245,000+	215,000+	226,000+	190,000+
Total Technology Interactions	599,000+	547,000+	458,000+	453,000+	422,000+

Note:

[1] Total Technology Interactions is defined as the total number of bookings facilitated by OceanMD, Insig, and Adracare.

[2] EMR Clinic count declined due to the sale of Intrahealth.

WELL Ventures

WELL Ventures was created to formalize WELL's commitment to invest in and advance the digitization and modernization of healthcare in Canada and around the globe. WELL Ventures' current portfolio companies include Phelix AI Inc. ("**Phelix.ai**"), Simpill Health Group Inc. ("**Pillway**"), Twig Fertility Co. ("**Twig**"), 10432423 Canada Ltd. dba Bright ("**Bright**"), 9338-7900 Quebec Inc. dba Tap Medical ("**Tap Medical**"), 11855760 Canada Inc. dba Tali.ai ("**Tali.ai**"), Cherry Health Inc. ("**Cherry Health**"), doctorly GmbH ("**doctorly**"), and ORX Surgical Inc. ("**ORX**").

SIGNIFICANT HISTORICAL EVENTS

Business updates

On May 2, 2024, the Company announced the launch of the second generation WELL AI Decision Support ("**WAIDS**"), featuring advanced chronic disease screening for conditions like diabetes and hypertension. This enhanced WAIDS version facilitates patient risk stratification and expands its disease detection capabilities. Powered by HEALWELL AI, the technology aids clinicians in decision-making, addressing chronic diseases that significantly impact Canadians.

On April 30, 2024, the Company announced a five-year collaboration with Microsoft to enhance digital healthcare across North America, integrating Microsoft's cloud and AI with WELL's platform. This partnership focuses on elevating WELL's scalability and operational efficiency, aiming to transform healthcare delivery for large enterprises, including the public sector. The collaboration will also modernize WELL's cloud infrastructure, optimize costs, ensure data security, and integrate Azure OpenAI Service to advance healthcare solutions.

On April 16, 2024, the Company announced its entry into an agreement with Shoppers Drug Mart Inc. ("**Shoppers**") to acquire all primary care medical clinics operated by Shoppers under "The Health Clinic by Shoppers™" brand. The proposed acquisition includes 10 clinics, with over 35 physicians, located in British Columbia and Ontario.

On March 7, 2024, the Company announced that its subsidiary, OceanMD, had expanded to include over 4,700 clinics and hospitals across Canada, reaching more than 37,000 active users. This represented a 78% year-over-year growth in total sites and a 65% increase in active users. OceanMD also announced the upcoming launch of its mobile-first Health Messenger product in Q2-2024, aimed at enhancing communication between healthcare providers and patients.

On February 22, 2024, the Company restructured into three groups to enhance operational efficiency. The WELL Clinics Corp Operating entity, managed by Dr. Michael Frankel, covers all Canadian clinical operations including primary care and specialized care. The Platform Solutions Group, led by Amir Javidan, consolidates Canadian platform technologies such as Provider Solutions, Cybersecurity, Public Sector, and Enterprise Solutions. WELL Health USA, overseen by Jay Kreger, continues to manage U.S. operations.

On February 7, 2024, the Company unveiled the establishment of a specialized public sector unit to aid public health systems with technology solutions. The unit aims to offer customized product offerings tailored to the public sector's distinct requirements, leveraging WELL's technology platform and outpatient clinic network. This initiative will support government endeavors to modernize healthcare delivery.

On January 26, 2024, the Company refinanced its syndicated credit facility with JPMorgan Chase Bank, N.A. to include two new syndicate members and extend the term to January 26, 2027. The US$300 million credit facility consists of a primary US$175 million credit facility with an additional US$125 million accordion for future growth. Interest on the refinanced credit facility is calculated with reference to SOFR plus 1.75% to 3.00%, depending on the total leverage ratio of the consolidated financial results of CRH. All other key terms of the previous credit facility remained materially unchanged.

On December 7, 2023, the Company announced it has been selected as the official medical provider for the Vancouver Canucks, enhancing both player health and fan experiences. This partnership provides players and management with comprehensive healthcare, including diagnostics and pain management. Premium seat holders may also access WELL's health management services, like the Longevity+ program.

Additionally, the collaboration introduces the WELL Health President's Club at Rogers Arena, offering premium amenities and promoting WELL's health programs to fans.

On November 21, 2023, the Company announced the launch of WELL AI Inbox Admin, a powerful AI-powered system that creates efficient custom workflows to help optimize clinical operations and manage incoming documents such as faxes which are still prevalent in Canada's healthcare ecosystem. WELL AI Inbox Admin seamlessly integrates with EMR systems such as WELL's OSCARPro EMR, enabling quick patient information retrieval and the ability to quickly triage and prioritize urgent matters, while its referral management features save time and enhance patient care pathways.

On November 9, 2023, the Company announced the launch of the WELL Longevity+ Program, a progressive extension of its preventative health division designed to redefine the future of personal and corporate wellness. WELL Longevity+ enhances preventative health with advanced precision diagnostics and AI technologies for the early detection of serious health conditions to dramatically improve early diagnosis of major chronic diseases, paving the way for earlier treatment interventions.

On October 18, 2023, the Company announced the launch of WELL AI Decision Support. WELL AI Decision Support is a solution that utilizes artificial intelligence ("AI") to aid healthcare providers in early disease diagnosis and preventative health, particularly in identifying over 110 complex or rare diseases. Developed by HEALWELL AI, this technology has been validated in both Canadian and U.S. healthcare systems. It aims to bridge the gap in healthcare diagnostics and patient care, ensuring more accurate and timely diagnoses, and is available through WELL's digital marketplace for EMR tools and applications.

On August 10, 2023, the Company announced that its subsidiary, OceanMD, secured a $38.5 million contract with British Columbia's health authority to implement its digital services. This collaboration, the third of its kind in Canada, strengthens WELL's position in the digital health sector and also signifies WELL's commitment to enhancing healthcare through technology across the country.

On July 27, 2023, the Company announced the re-branding of CRH Medical Corporation and launched WELL Health USA, a multi-disciplinary healthcare business spanning primary and specialized care with online and offline operations at scale. WELL Health USA will leverage its deep U.S.-based healthcare expertise and structural advantages to create a whole new category of shared services that will benefit and deliver improved integration and facilitate further growth between WELL's U.S. based lines of business including CRH Anesthesia, CRH O'Regan System, Radar Healthcare Providers, Circle Medical and Wisp.

On May 10, 2023, the Company launched WELL AI Voice, a pioneering AI product from the WELLHealth.ai program, designed to alleviate administrative tasks for healthcare providers by generating medical chart notes from patient discussions. This innovation, which integrates with existing EMR systems, marks WELL's commitment to enhancing healthcare efficiency and patient care through advanced AI technology.

On April 4, 2023, the Company announced that the province of Nova Scotia selected its subsidiary, OceanMD, to implement its Ocean eReferrals system for electronic surgical consult referrals. This initiative aims to streamline the referral process, enabling primary care providers to digitally send requests to surgeons, thus reducing wait times for patients.

Business combinations, asset acquisitions, and key investments

On December 1, 2023, the Company completed an asset purchase whereby it acquired certain assets and operations of the largest private clinic operator in Manitoba, representing the Company's first clinic in Manitoba.

On October 16, 2023, the Company converted into common shares its $1,000 investment in convertible debentures of Tali.ai, exercised $250 worth of its 2021 performance warrants for common shares, and subscribed for $372 worth of new preferred shares in Tali.ai.

On October 6, 2023, the Company completed an investment in ORX Surgical Inc., a company that is leveraging advanced AI to optimize operating room efficiencies and streamline healthcare revenue management.

On October 1, 2023, the Company completed a strategic alliance and investment transaction with HEALWELL (TSX: AIDX, formerly MCI Onehealth Technologies Inc.), a healthcare technology company focused on AI and data science for preventative care, whereby it acquired or obtained the following (collectively, the "**HEALWELL Transaction**"):

- certain Ontario based clinical assets including 14 medical and allied care clinics and an 80% interest in MCI Prime Urgent Care Clinic Inc. from MCI Medical Clinics Inc., a subsidiary of HEALWELL;
- $6,204 in secured debt plus accrued interest due from HEALWELL to a lender of and related party to HEALWELL with interest at prime plus 9% and maturity date of April 30, 2024 (subsequently extended to April 30, 2025);
- $4,000 of HEALWELL convertible debenture units consisting of $4,000 of convertible debentures with five-year maturity and 10% interest coupon and 20,000,000 warrants. The $4,000 of convertible debentures and 20,000,000 warrants are convertible or exercisable into Class A Subordinate Voting shares of HEALWELL at $0.20 per share;
- a conditional call option to purchase up to 30,800,000 Class A Subordinate Voting shares of HEALWELL at $0.125 per share and 30,800,000 Class B Multiple Voting shares in HEALWELL at $0.0001 per share over time. The call option is not exercisable until both of the following trigger conditions have been met:
  (a) a capital raise threshold whereby HEALWELL has completed one or more public offerings or private placements for aggregate gross proceeds in cash of not less than $20,000 (including proceeds from its convertible debt financing that occurred on October 1, 2023); and
  (b) one or both of the following have occurred:
    i. two years from October 1, 2023 have elapsed; or
    ii. the consolidated Adjusted EBITDA of HEALWELL (based on the definition of Adjusted EBITDA adopted by the Company in its MD&A filed with the securities commissions) has been greater than zero for any two consecutive fiscal quarters following the effective date of October 1, 2023; and
- representation on HEALWELL's board of directors.

Total consideration paid by the Company in relation to the HEALWELL Transaction was $8,784, consisting of cash of $5,500 and shares of the Company with value of $3,284 on October 1, 2023. The convertible debentures plus warrants were accounted for as a standalone transaction for consideration of $4,000. The remaining consideration of $4,784 was allocated to the other assets based on their relative fair values at the date of acquisition.

The Company also invested a total of $700 in Class A Subordinate Voting shares of HEALWELL as part of HEALWELL's bought deal equity financings.

On October 1, 2023, the Company acquired a 100% interest in Proack. Proack is a leading provider of offensive security assessments, offering services like penetration testing, red teaming, and social engineering to proactively identify and mitigate cybersecurity threats. Acquired by Cycura, WELL Health's

Cybersecurity Business Unit, Proack enhances Cycura's capabilities in safeguarding sensitive data and maintaining robust security across healthcare and corporate networks.

On August 1, 2023, the Company acquired Seekintoo through its subsidiary Cycura. Seekintoo provides Cybersecurity Operations Center services, delivering 24/7 threat protection and managed detection to enterprise clients. The former CEO of Seekintoo joined Cycura as its new CEO as part of the acquisition.

On July 19, 2023, the Company entered into an agreement to acquire clinic assets from MCI Medical Clinics Inc., a subsidiary of HEALWELL and a subscription agreement for a convertible debenture financing in HEALWELL. On July 19, 2023, the Company advanced $3 million to HEALWELL under a secured promissory note bearing interest at a rate of prime plus 9%, which was to accrue and be payable, along with all outstanding principal, on the earlier of four months or the date the HEALWELL Transaction closes. Payment of the promissory note was credited towards the cash payment obligations of WELL upon closing of the HEALWELL Transaction. The HEALWELL Transaction closed on October 1, 2023.

On July 1, 2023, the Company acquired a 100% interest in Lone Star Anesthesia Associates, PLLC ("**LSAA**"). The purchase consideration, paid via a combination of cash and deferred consideration, was $12,298 (US$9,303) plus transaction costs.

On July 1, 2023, the Company acquired a 100% interest in Care Plus Medical Corporation ("**CarePlus**"). The purchase consideration, paid via cash, was $48,098 (US$36,385). Upon closing, CarePlus had approximately $11 million in cash and net working capital.

On June 22, 2023, the Company announced that, through its subsidiary CRH, it had made a strategic investment in Graphium Health LP, a leading EMR company focused on anesthesia practices in both inpatient and outpatient settings across the U.S. The investment is part of a strategic alliance designed to further digitize and modernize CRH's billing and back-office processes.

On June 1, 2023, the Company completed the acquisition of MCI Medical Clinics (Alberta) Inc. ("**MCI AB**") for total consideration of $2,000 subject to post-closing adjustments. MCI AB is the operator of five multi-disciplinary primary care clinics based in Calgary, Alberta that offer a range of primary care services, including family medicine, women's health, and other specialties.

On May 1, 2023, the Company completed the acquisition of Trillium for total consideration of $2,000 subject to post-closing adjustments. Trillium is an Ontario based billing and back-office support agency, which upon closing was immediately amalgamated into DoctorCare Inc.

On March 2, 2023, the Company led an investment round in doctorly, a medical practice management software provider based in Germany. doctorly provides a fully centralized, cloud powered, GDPR compliant, medical practice operating system that reduces the time and effort doctors and medical assistants spend on day-to-day administrative tasks.

On March 1, 2023, the Company completed the acquisition of a 51% interest in Affiliated Tampa Anesthesia Associates, LLC ("**ATAA**") for cash consideration of $6,173 (US$4,535) plus transaction costs.

Dispositions

On February 1, 2024, the Company completed the sale of Intrahealth Systems Ltd. ("**Intrahealth**"), an EMR provider within the Company's SaaS and Technology Services reportable segment, to HEALWELL for a total consideration of approximately $24,361, consisting of cash, shares in HEALWELL and deferred payments.

On April 1, 2023, the Company, through its subsidiary CRH, sold its 51% interest in Western Ohio Sedation Associates, LLC ("**WOSA**") for total cash consideration of $11,059 (US$8,172) plus a five-year management services agreement, which includes a base fee plus performance incentives.

OUTLOOK

WELL is expecting its strong performance to continue into 2024 with a greater focus on optimizing its operations for organic growth and profitability. WELL's objective is to focus on more capital efficient growth opportunities while effectively managing its costs and delivering strong growth and sustained cashflow to shareholders. Management is pleased to provide the following update to its guidance, which only includes announced acquisitions:

- Annual revenue for 2024 is expected to be in the range of $960 million to $980 million.
- Annual Adjusted EBITDA(1) for 2024 is expected to be in the upper end of the range of $125 million to $130 million.

WELL expects to continue to grow its U.S. and Canadian Patient Services business both organically and inorganically but with greater emphasis on capital efficiency such that it can use cashflows from its business to reduce debt and share issuance levels. In Canada, WELL expects to increase its market leadership as the country's first pan-Canadian clinical network with a highly integrated network of tech-enabled outpatient healthcare clinics across the country.

WELL has implemented a cost optimization program to enhance operational efficiency and profitability. This program includes staff restructuring and several other cost optimization initiatives.

As a company with deep tech experience and capabilities, WELL has also made investments in AI technologies a key priority within the Company and expects to develop compelling new products and enhancements to roll out to WELL's provider and clinic network.

WELL's strong organic growth and robust cash flow profile allows the Company to continue to successfully execute on its growth plans while reducing its debt levels over time.

OVERALL PERFORMANCE

Consolidated Financial Results

The following table provides selected quarterly financial information for the three months ended March 31, 2024, December 31, 2023 and March 31, 2023. The results of operations from acquired businesses and entities are included from their respective dates of acquisition. **The table includes non-GAAP financial measures and reconciliations of such measures to their most comparable IFRS measure**.

	Quarter ended		
	March 31, 2024 $'000	December 31, 2023 $'000	March 31, 2023 $'000
Revenue	**231,562**	231,246	169,425
Cost of sales (excluding depreciation and amortization)	**(129,342)**	(130,207)	(83,256)
Adjusted Gross Profit[1]	**102,220**	101,039	86,169
Adjusted Gross Margin[1]	**44.1%**	43.7%	50.9%
Adjusted EBITDA[1]	**28,314**	30,750	26,683
Net income (loss)	**19,600**	**33,762**	**(10,627)**
Adjusted Net Income [1]	**20,239**	11,156	14,125
Earnings (loss) per share, basic and diluted (in $)	**0.06**	**0.12**	**(0.06)**
Adjusted Net Income per share, basic and diluted (in $) [1]	**0.08**	0.05	0.06
Weighted average number of common shares outstanding, basic and diluted	**243,133,444**	240,354,683	232,171,126
Reconciliation of net income (loss) to Adjusted EBITDA:			
Net income (loss) for the period	**19,600**	33,762	(10,627)
Depreciation and amortization	**16,560**	16,756	14,522
Income tax expense (recovery)	**(178)**	804	192
Interest income	**(238)**	(334)	(188)
Interest expense	**9,541**	9,035	7,774
Rent expense on finance leases	**(4,114)**	(3,540)	(2,490)
Stock-based compensation	**5,477**	6,386	6,599
Foreign exchange (gain) loss	**(32)**	252	(284)
Time-based earnout expense	**2,112**	7,493	10,854
Change in fair value of investments	**(13,957)**	(42,560)	-
Gain on disposal of assets and investments	**(11,284)**	(46)	-
Share of net loss of associates	**1,064**	88	97
Transaction, restructuring and integration costs expensed	**3,763**	2,654	234
Adjusted EBITDA[1]	**28,314**	30,750	26,683
Attributable to WELL shareholders	**21,371**	22,583	20,632
Attributable to Non-controlling interests	**6,943**	8,167	6,051
Adjusted EBITDA[1]			
WELL Corporate	**(4,767)**	(4,596)	(4,525)
Canada and others	**14,474**	9,985	11,805
US operations	**18,607**	25,361	19,403
Adjusted EBITDA[1] attributable to WELL shareholders			
WELL Corporate	**(4,767)**	(4,596)	(4,525)
Canada and others	**14,247**	9,839	11,511
US operations	**11,891**	17,340	13,646
Adjusted EBITDA[1] attributable to Non-controlling interests			
Canada and others	**227**	146	294
US operations	**6,716**	8,021	5,757
Reconciliation of net income (loss) to Adjusted Net Income:			
Net income (loss) for the period	**19,600**	33,762	(10,627)
Amortization of acquired intangible assets	**11,520**	12,024	11,030
Time-based earnout expense	**2,112**	7,493	10,854
Stock-based compensation	**5,477**	6,386	6,599
Change in fair value of investments	**(13,957)**	(42,560)	-
Non-controlling interest included in net income (loss)	**(4,513)**	(5,949)	(3,731)
Adjusted Net Income [1]	**20,239**	11,156	14,125
Adjusted Net Income per share [1]	**0.08**	0.05	0.06

Note:

(1) Non-GAAP financial measures

In addition to results reported in accordance with IFRS, the Company uses certain non-GAAP financial measures as supplemental indicators of its financial and operating performance. These non-GAAP financial measures include Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, Adjusted EBITDA attributable to WELL Shareholders/Non-controlling interests, Adjusted Net Income, and Adjusted Net Income Per Share. The Company believes these supplementary financial measures reflect the Company's ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in its business.

Adjusted Gross Profit and Adjusted Gross Margin

The Company defines **Adjusted Gross Profit** as revenue less cost of sales (excluding depreciation and amortization) and **Adjusted Gross Margin** as adjusted gross profit as a percentage of revenue. Adjusted gross profit and adjusted gross margin should not be construed as an alternative for revenue or net income (loss) determined in accordance with IFRS. The Company does not present gross profit in its consolidated financial statements as it is a non-GAAP financial measure. The Company believes that adjusted gross profit and adjusted gross margin are meaningful metrics that are often used by readers to measure the Company's efficiency of selling its products and services.

Adjusted EBITDA

The Company defines **Adjusted EBITDA** as net income (loss) before interest, taxes, depreciation and amortization **less** (i) net rent expense on premise leases considered to be finance leases under IFRS and **before** (ii) transaction, restructuring, and integration costs, time-based earn-out expense, change in fair value of investments, share of income (loss) of associates, foreign exchange gain/loss, and stock-based compensation expense, and (iii) gains/losses that are not reflective of ongoing operating performance. The Company considers Adjusted EBITDA to be a financial metric that measures cash flow that the Company can use to fund working capital requirements, service future interest and principal debt repayments and fund future growth initiatives. Adjusted EBITDA should not be considered alternatives to net income (loss), cash flow from operating activities or other measures of financial performance defined under IFRS.

Adjusted EBITDA attributable to WELL Shareholders/Non-controlling interests

The Company defines **Adjusted EBITDA attributable to WELL Shareholders** (or **Shareholder EBITDA**) and **Adjusted EBITDA attributable to Non-controlling interests** as the sum of the Adjusted EBITDA for each relevant legal entity multiplied by WELL's or the non-controlling interests' equity ownership, respectively.

Adjusted Net Income and Adjusted Net Income per Share

The Company defines **Adjusted Net Income** as net income (loss), after excluding the effects of stock-based compensation expense, amortization of acquired intangible assets, time-based earnout expense, change in fair value of investments, and non-controlling interests. **Adjusted Net Income Per Share** is Adjusted Net Income divided by weighted average number of shares outstanding. The Company believes that these non-GAAP financial measures provide useful information to analyze our results, enhance a reader's understanding of past financial performance and allow for greater understanding with respect to key metrics used by management in decision making. More specifically, the Company believes Adjusted Net Income is a financial metric that tracks the earning power of the business that is available to WELL shareholders.

Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, Adjusted EBITDA attributable to WELL Shareholders/Non-controlling interests, Adjusted Net Income, and Adjusted Net Income per Share are not recognized measures for financial statement presentation under IFRS and do not have standardized meanings. As such, these measures may not be comparable to similar measures presented by other companies and should be considered as supplements to, and not as substitutes for, or superior to, the corresponding measures calculated in accordance with IFRS.

DISCUSSION OF OPERATIONS

Revenue

The following table shows a breakdown of revenue for the three months ended March 31, 2024 and 2023:

	Three months ended			
	March 31, 2024		March 31, 2023	
	$'000		$'000	
Patient Services	**216,132**	**93%**	150,062	89%
SaaS and Technology Services	**15,430**	**7%**	19,363	11%
Total Revenue	**231,562**	**100%**	169,425	100%

For the three months ended March 31, 2024, the Company generated revenue of $231,562, an increase of 37%, compared to revenue of $169,425 for the three months ended March 31, 2023. The increase in revenue is primarily attributable to the Company's organic growth and acquisitions.

Patient Services revenue, which comprises Canadian Patient Services and WELL Health USA Patient Services business units, accounted for 93% of total revenue for the three months ended March 31, 2024, compared to 89% of total revenue for the three months ended March 31, 2023. Patient Services revenue increased 44% to $216,132 during the three months ended March 31, 2024, compared to $150,062 for the three months ended March 31, 2023, primarily due to the Company's integration of several Canadian medical clinics acquired in 2023, revenue from Provider Staffing, and from organic growth in Circle Medical and Wisp.

SaaS and Technology Services revenue accounted for 7% of total revenue for the three months ended March 31, 2024, as compared to 11% for the three months ended March 31, 2023. SaaS and Technology Services revenue decreased 20% to $15,430 during the three months ended March 31, 2024, compared to $19,363 during the three months ended March 31, 2023. SaaS and Technology Services revenue includes: (i) revenue from all of the Company's EMR businesses which is primarily high margin recurring revenue; (ii) digital app revenue from WELL's apps.health marketplace; (iii) revenue from Billing and RCM Solutions; (iv) practice management software revenue; and (v) cybersecurity revenue. The decrease in 2024 compared to 2023 is due to the divestiture of Intrahealth on February 1, 2024, and a decrease in revenue due to timing of contracts in Source 44.

Adjusted Gross Profit(1) and Adjusted Gross Margin(1)

The following table summarizes Adjusted Gross Profit(1) and Adjusted Gross Margin(1) for the three months ended March 31, 2024 and 2023:

	Three months ended	
	March 31, 2024	March 31, 2023
	$'000	$'000
Revenue	**231,562**	169,425
Cost of sales (excluding depreciation and amortization)	**(129,342)**	(83,256)
Adjusted Gross Profit(1)	**102,220**	86,169
Adjusted Gross Margin(1)	**44.1%**	50.9%

Note:

(1) This is a non-GAAP financial measure. Refer to section "Consolidated Financial Results" for additional information.

Adjusted Gross Profit[(1)] increased 19% to $102,220 for the three months ended March 31, 2024, compared to $86,169 for the three months ended March 31, 2023. The increase in Adjusted Gross Profit[(1)] is primarily due to the Company's organic growth and acquisitions.

Adjusted Gross Margin[(1)] percentage decreased to 44.1% for the three months ended March 31, 2024 compared to 50.9% for the three months ended March 31, 2023. The decrease in Adjusted Gross Margin[(1)] percentage is primarily driven by the addition of recruiting revenue after the acquisition of CarePlus, which has lower margins compared to other Patient Services and SaaS and Technology services revenue.

General and Administrative ("G&A") Expenses

The following is a breakdown of the Company's G&A expenses for the three months ended March 31, 2024 and 2023:

	Three months ended	
	March 31, 2024 $'000	March 31, 2023 $'000
Salaries and benefits	**36,837**	29,074
Professional and consulting fees	**5,509**	3,945
Office expenses	**6,328**	3,648
Marketing and promotion	**18,004**	15,199
Other	**4,684**	4,707
	71,362	56,573

G&A expenses increased 26% to $71,362 for the three months ended March 31, 2024, compared to $56,573 for the three months ended March 31, 2023. The increase was primarily due to higher salaries and benefits from an increase in headcount, both from acquisitions and at the Company's headquarters, as well as an increase in marketing and promotion expenses, to support the Company's growth and M&A activities. The Company has established several shared services cost centers at its headquarters to support its various clinics and subsidiary operations and the increase in headcount relates to the growing volume and scope of shared service activities.

For the three months ended March 31, 2024, the Company incurred $3,763 of transaction, restructuring and integration costs related to its M&A activities, compared to $234 for the three months ended March 31, 2023. The transaction, restructuring and integration costs are included in G&A expenses as professional and consulting fees and salaries and benefits.

Marketing and promotion expenses increased 18% to $18,004 for the three months ended March 31, 2024, compared to $15,199 for the three months ended March 31, 2023. This significant increase is mainly due to investment in growth at Circle Medical and Wisp which require higher marketing efforts than other businesses.

Stock-based compensation

For the three months ended March 31, 2024, the Company recognized $5,477 of stock-based compensation expense, compared to $6,599 for the three months ended March 31, 2023. The decrease in expense is the result of the timing of awards and vesting of stock options, restricted share units ("**RSUs**") and performance share units ("**PSUs**") issued in 2024 and 2023 to the Company's employees. The fair value of the stock options, RSUs and PSUs, as determined on the date of grant, is recognized as an expense over the vesting periods of such awards. See note 14 to the Company's March 31, 2024 condensed interim consolidated financial statements for further information.

Depreciation and amortization

For the three months ended March 31, 2024, the Company recognized depreciation and amortization expense of $16,560, compared to $14,522 for the three months ended March 31, 2023. Depreciation expense relates to right-of-use assets and other property and equipment and increased year-over-year due to the Company's acquisitions. Amortization expense relates to acquired and internally generated intangible assets and the increase corresponds directly to the number and timing of acquisitions that the Company completed during 2024 and 2023.

Interest expense and interest income

	Three months ended	
	March 31, 2024 $'000	March 31, 2023 $'000
Interest on loans and borrowings	**5,613**	4,548
Interest on convertible debentures	**2,317**	2,095
Interest accretion	**1,153**	946
Amortization of deferred financing fees	**458**	185
Interest expense	**9,541**	7,774
Interest income	**(238)**	(188)

For the three months ended March 31, 2024, the Company recognized interest expense of $9,541, as compared to $7,774 for the three months ended March 31, 2023. Interest expense relates primarily to borrowings under the Company's credit facilities with JP Morgan Chase and the Royal Bank of Canada, convertible debentures, and to interest accretion on lease liabilities and deferred acquisition cost liabilities. The increase in interest expense on loans and borrowings for the three months ended March 31, 2024 was primarily due to higher long-term debt balances outstanding and an increase in variable interest rates. Interest accretion increased primarily due to the increase in lease liabilities from acquisitions. Cash interest payments were $5,621 for the three months ended March 31, 2024 compared to $3,995 for the three months ended March 31, 2023. Interest income was mainly related to interest earned on cash and cash equivalents and convertible debenture investments.

Time-based earnout expense

	March 31, 2024 $'000	March 31, 2023 $'000
Time-based earnout expense	**1,922**	1,836
Loss on settlement of deferred acquisition cost and time-based earnout liabilities via shares	**190**	1,127
Loss on revaluation of deferred acquisition cost liability	**-**	7,891
	2,112	10,854

For the three months ended March 31, 2024, the Company recognized time-based earnout expense of $2,112, as compared to $10,854 for the three months ended March 31, 2023. Time-based earnout expense for the three months ended March 31, 2024 included $1,922 for earnouts that are recognized over time during post-acquisition requisite service periods (2023 - $1,836). During the three months ended March 31, 2024, the Company recognized a loss of $190 on the settlement of deferred acquisition cost and time-based earnout liabilities via shares (2023 - $1,127). In February 2023, the Company signed an agreement that amended the terms of the MyHealth earnout arrangement and recognized a loss of $7,891

on revaluation of the related deferred acquisition cost liability during the three months ended March 31, 2023.

Change in fair value of investments

For the three months ended March 31, 2024, the Company recognized non-cash fair value gains on its investments in associates of $13,957 compared to $nil for the three months ended March 31, 2023. The fair value gains were in relation to the Company's investments in HEALWELL (convertible debentures, warrants and call option). The increase in fair value of the Company's investments in HEALWELL was primarily driven by an increase in HEALWELL's share price from January 1, 2024 to March 31, 2024.

Income tax expense (recovery)

	March 31, 2024	March 31, 2023
	$'000	$'000
Current tax expense	**568**	3,003
Deferred tax recovery	**(745)**	(2,811)
Total income tax (recovery) expense	**(178)**	192

Income tax recovery for the three months ended March 31, 2024, was $178, comprised of current tax expense of $568 net of a deferred tax recovery of $745, as compared to an income tax expense of $192 for the three months ended March 31, 2023, comprised of current tax expense of $3,003 net of a deferred tax recovery of $2,811. The decrease in current tax expense in 2024 related to the Company's change in mix of income or losses in different legal entities and tax jurisdictions. Deferred tax expense or recovery is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The deferred tax recovery in 2024 relates primarily to deferred tax recoveries on amortization of acquired intangible assets. The decrease in deferred tax recovery as compared to the prior year pertains mainly to utilization of tax losses from prior years to offset taxable income generated in the three months ended March 31, 2024. Cash tax payments, net of refunds, were $1,564 for the three months ended March 31, 2024 compared to $3,823 for the three months ended March 31, 2023.

Net income

Net income for the three months ended March 31, 2024 was $19,600, compared to a net loss of $10,627 for the three months ended March 31, 2023.

Results by Segment

Three months ended March 31, 2024

	<--Canadian Patient Services->			**<--WELL Health USA Patient and Provider Services-->**							
	Primary	Specialized-MyHealth	**TOTAL**	Primary-Circle Medical	Primary-WISP	Specialized-CRH Medical	Specialized-Provider Staffing	**TOTAL**	**SaaS and Technology Services**	**Corporate/Eliminations**	**GRAND TOTAL**
	$'000	$'000	**$'000**	$'000	$'000	$'000	$'000	**$'000**	**$'000**	**$'000**	**$'000**
Total segment revenue	45,371	30,417	**75,788**	28,707	21,123	61,774	29,500	**141,104**	**16,209**	**3,689**	**236,790**
Inter-segment revenue	(100)	-	**(100)**	-	-	(34)	(626)	**(660)**	**(779)**	**(3,689)**	**(5,228)**
Revenue - external	45,271	30,417	**75,688**	28,707	21,123	61,740	28,874	**140,444**	**15,430**	**-**	**231,562**
Adjusted Gross Profit (1)	15,338	19,411	**34,749**	15,757	15,188	22,742	3,004	**56,691**	**11,283**	**(503)**	**102,220**
Adjusted Gross Margin (1)	33.8%	63.8%	**45.9%**	54.9%	71.9%	36.8%	10.2%	**40.2%**	69.6%	**-**	**44.1%**
Adjusted EBITDA	3,969	7,332	**11,301**	477	850	15,113	2,167	**18,607**	**3,173**	**(4,767)**	**28,314**

Three months ended March 31, 2023

	<--Canadian Patient Services->			**<--WELL Health USA Patient and Provider Services-->**							
	Primary	Specialized-MyHealth	**TOTAL**	Primary-Circle Medical	Primary-WISP	Specialized-CRH Medical	Specialized-Provider Staffing	**TOTAL**	**SaaS and Technology Services**	**Corporate/Eliminations**	**GRAND TOTAL**
	$'000	$'000	**$'000**	$'000	$'000	$'000	$'000	**$'000**	**$'000**	**$'000**	**$'000**
Total segment revenue	24,796	26,083	**50,879**	23,082	18,638	57,501	-	**99,221**	**20,621**	**4,320**	**175,041**
Inter-segment revenue	(7)	-	**(7)**	-	-	(31)	-	**(31)**	**(1,258)**	**(4,320)**	**(5,616)**
Revenue - external	24,789	26,083	**50,872**	23,082	18,638	57,470	-	**99,190**	**19,363**	**-**	**169,425**
Adjusted Gross Profit (1)	8,997	17,081	**26,078**	12,432	13,057	23,979	-	**49,468**	**11,589**	**(966)**	**86,169**
Adjusted Gross Margin (1)	36.3%	65.5%	**51.3%**	53.9%	70.1%	41.7%	-	**49.9%**	56.2%	**-**	**50.9%**
Adjusted EBITDA	1,966	5,956	**7,922**	1,277	271	17,855	-	**19,403**	**3,883**	**(4,525)**	**26,683**

Note:

(1) This is a non-GAAP financial measure. Refer to section "Consolidated Financial Results" for additional information.

Canadian Patient Services

For the three months ended March 31, 2024, the Company's Primary Care segment generated external revenue of $45,271, an increase of 83% compared to $24,789 for the three months ended March 31, 2023. The increase relates primarily to the Company's acquisitions of Ontario and Alberta based medical clinics from HEALWELL and Manitoba clinic which, in total, contributed revenue of $14,627 during the three months ended March 31, 2024. The remaining increase was due to strong organic growth in existing clinics, including the impact from clinic absorptions over the past twelve months. Adjusted gross margin for the three months ended March 31, 2024 in the Company's Primary Care segment was 33.8% compared to 36.3% for the same quarter in the prior year. The decrease was due to revenue mix between primary care medical clinics, preventative care clinics and allied care clinics. Adjusted EBITDA increased to $3,969 (or 8.7% of total segment revenue) for the three months ended March 31, 2024 from $1,966 (or 7.9% of total segment revenue) for the three months ended March 31, 2023, representing an increase of 102%, due to revenue mix and cost reductions from the Company's clinic transformation efforts.

For the three months ended March 31, 2024, the Company's MyHealth segment generated external revenue of $30,417, an increase of 17% compared to $26,083 for the three months ended March 31, 2023. The increase relates primarily to incremental revenue from one-time positive reimbursements as well as from strong organic growth across the diagnostic clinic network. Adjusted gross margin for the three months ended March 31, 2024 was 63.8% compared to 65.5% for the same quarter in the prior year. Adjusted EBITDA increased to $7,332 (or 24.1% of total segment revenue) for the three months ended March 31, 2024 from $5,956 (or 22.8% of total segment revenue) for the three months ended March 31, 2023 due to economies of scale and strong expense management.

In total, the Canadian Patient Services business unit generated Shareholder EBITDA[(1)] of $11,314 for the three months ended March 31, 2024, compared to $7,703 for the same quarter in the prior year, representing an increase of 47%. The increase was primarily due to strong organic revenue growth and cost reduction efforts in both segments as well as from acquisitions in the Primary Care segment.

WELL Health USA Patient and Provider Services

Circle Medical

For the three months ended March 31, 2024, the Company's Circle Medical segment generated external revenue of $28,707, an increase of 24% compared to $23,082 for the three months ended March 31, 2023. The increase relates primarily to strong organic growth including expansion into additional states. Adjusted gross margin for the three months ended March 31, 2024 of 54.9% was stable compared to 53.9% for the same quarter in the prior year. Adjusted EBITDA decreased to $477 (or 1.7% of total segment revenue) for the three months ended March 31, 2024 from $1,277 (or 5.5% of total segment revenue) for the three months ended March 31, 2023 due to investments in marketing to drive organic growth and the mix in reimbursement rates across services, payors and jurisdictions.

Wisp

For the three months ended March 31, 2024, the Company's Wisp segment generated external revenue of $21,123, an increase of 13% compared to $18,638 for the three months ended March 31, 2023. The increase relates primarily to strong organic growth. Adjusted gross margin for the three months ended March 31, 2024 was 71.9% compared to 70.1% for the same quarter in the prior year. Adjusted EBITDA increased to $850 (or 4.0% of total segment revenue) for the three months ended March 31, 2024 from $271 (or 1.5% of total segment revenue) for the three months ended March 31, 2023. The increase in EBITDA margin as a percentage of revenue was due to higher gross margin percentage in the first quarter of 2024.

CRH Medical

For the three months ended March 31, 2024, the Company's CRH Medical segment generated external revenue of $61,740, an increase of 7% compared to $57,470 for the three months ended March 31, 2023. The increase relates primarily to organic growth and additional revenue from businesses acquired during the past twelve months. Adjusted gross margin for the three months ended March 31, 2024 was 36.8% compared to 41.7% for the same quarter in the prior year. The decrease was mainly due to lower average reimbursement rates and to an increase in provider costs. Adjusted EBITDA decreased to $15,113 (or 24.5% of total segment revenue) for the three months ended March 31, 2024 from $17,855 (or 31.1% of total segment revenue) for the three months ended March 31, 2023. The decrease in Adjusted EBITDA as a percentage of revenue was mainly due to the lower gross margin percentage, the impact from one-time revenue and purchase accounting adjustments in the first quarter of 2023 that did not repeat in the first quarter of 2024 plus higher salaries and benefits and other general and administrative expenses

incurred to support the business.

Provider Staffing

The Company acquired its Provider Staffing segment as part of the acquisition of CarePlus on July 1, 2023. For the three months ended March 31, 2024, Provider Staffing generated external revenue of $28,874 and achieved adjusted gross margin of 10.2% and Adjusted EBITDA of $2,167 (or 7.3% of total segment revenue). Adjusted gross margin and Adjusted EBITDA as a percentage of revenue for the three months ended March 31, 2024 were slightly higher than the percentages achieved during the quarters ended December 31, 2023 and September 30, 2023 due to synergies materializing as planned.

In total, the WELL Health USA Patient and Provider Services business unit, including Circle Medical, Wisp, CRH Medical and Provider Staffing, generated Shareholder EBITDA(1) of $11,891 for the three months ended March 31, 2024, compared to $13,646 for the same quarter in the prior year, representing a decrease of 13%. The decrease was primarily due to the lower margins generated in the CRH Medical business segment as described above, most notably the impact from the one-time revenue and purchase accounting adjustments in the first quarter of 2023 which disproportionately impacted Shareholder EBITDA(1) compared to Adjusted EBITDA attributable to non-controlling interests(1).

SaaS and Technology Services

For the three months ended March 31, 2024, the Company's SaaS and Technology Services business unit generated external revenue of $15,430, a decrease of 20% compared to $19,363 for the three months ended March 31, 2023. The decrease arose from the Company's Cybersecurity division where external revenue decreased quarter over quarter by $3,841 mainly due to timing of larger software project awards which vary from quarter to quarter in the ordinary course of business. Excluding Cybersecurity, revenue from platform businesses was comparable for the first quarters ended March 31, 2024 and 2023, as organic growth across the platform was offset by the reduction of revenue from Intrahealth which was sold to HEALWELL on February 1, 2024. Adjusted gross margin for the three months ended March 31, 2024 was 69.6% compared to 56.2% for the same quarter in the prior year reflecting less revenue from lower margin Cybersecurity revenue in the current quarter. Adjusted EBITDA decreased to $3,173 (or 19.6% of total segment revenue) for the three months ended March 31, 2024 from $3,883 (or 18.8% of total segment revenue) for the three months ended March 31, 2023. Adjusted EBITDA as a percentage of revenue remained stable despite the decrease in gross profit due to cost reductions and higher software development expenditures capitalized as internally generated intangible assets during the three months ended March 31, 2024.

The SaaS and Technology Services business unit generated Shareholder EBITDA(1) of $2,933 for the three months ended March 31, 2024, compared to $3,808 for the same quarter in the prior year. Similar to Adjusted EBITDA, the decrease in Shareholder EBITDA(1) related primarily to lower revenue and margin from the Company's Cybersecurity segment due to timing of larger software project awards which vary from quarter to quarter in the ordinary course of business.

Quarterly Financial Highlights

The following quarterly financial highlights have been derived from the Company's condensed interim consolidated financial statements and should be read in conjunction with those financial statements and related notes.

	Q1 2024 $ '000	Q4 2023 $ '000	Q3 2023 $ '000	Q2 2023 $ '000	Q1 2023 $ '000	Q4 2022 $ '000	Q3 2022 $ '000	Restated Q2 2022 $ '000
Total revenue	231,562	231,246	204,461	170,922	169,425	156,513	145,789	140,326
Net income (loss)	19,600	33,762	(4,482)	(2,016)	(10,627)	22,084	611	(1,244)
Net income (loss) per share attributable to WELL, basic and diluted (in $)	0.06	0.12	(0.03)	(0.03)	(0.06)	0.09	(0.02)	(0.03)
Adjusted Gross Profit [1]	102,220	101,039	94,236	90,823	86,169	80,237	78,192	75,474
Adjusted Gross Margin [1]	44.1%	43.7%	46.1%	53.1%	50.9%	51.3%	53.6%	53.8%
Adjusted EBITDA [1]	28,314	30,750	28,172	27,789	26,683	27,174	27,458	26,434

Note:

(1) This is a non-GAAP financial measure. Refer to section "Consolidated Financial Results" for additional information.

The growth in the Company's quarterly revenue is primarily attributed to acquisitions but also includes organic growth which varies by business unit.

WELL's quarterly revenue is susceptible to seasonality which varies depending on each business unit.

- For the clinic network, the winter months historically have higher patient visits due to increased cases of flu and illness in those months, resulting in an increase in revenue in Q4 and Q1, whereas the summer months of July and August have the least amount of patient visits resulting in lower clinical revenue in those two months.
- For CRH, Q1 is the weakest quarter and Q4 is the strongest seasonal quarter in terms of revenue per procedure, Adjusted Gross Profit[1] and Adjusted EBITDA[1] margins, since many patients with commercial insurance plans tend to have endoscopic procedures in the latter half of the year, at a time when their deductibles have generally been met.
- Almost all of MyHealth revenue arises from referrals from physicians, therefore Q2 is the seasonally strongest quarter as there are more working days in Q2 compared to the slowdown in the summer months and the December holiday season.
- Revenue generated from the Company's WELL EMR Group primarily consists of monthly recurring revenue and is less susceptible to seasonal increases and decreases.

FINANCIAL POSITION

Total assets of the Company as at March 31, 2024 were $1,468,259, representing a $58,957 increase from $1,409,302 as at December 31, 2023. The change related primarily to the Company's investments measured at fair value through profit and loss which increased by $14,137, an increase in accounts and other receivables of $34,811, and an increase in investment accounted for using the equity method of $13,897. The increase in accounts receivable mainly arose from collection delays at CRH after its billing service provider experienced a cybersecurity incident and system shutdown. The billing service provider has and will continue to make advance payments to CRH to compensate for the delayed collections until the system is back online and functioning normally. The advance payments have been recognized as current liabilities on the Company's consolidated statement of financial position.

Total liabilities of the Company as at March 31, 2024 were $579,485, representing a $16,329 increase from $563,156 as at December 31, 2023. The increase related primarily to a higher amount of other liabilities driven by advances received from CRH's billings service provider as described above partially offset by settlement of deferred acquisition cost liabilities.

Net working capital, defined as current assets less current liabilities, increased to $66,236 as at March 31, 2024, compared to $60,437 at December 31, 2023.

Equity attributable to owners of WELL as at March 31, 2024 increased to $810,842, compared to $767,666 as at December 31, 2023. The net increase of $43,176 was mainly due to net income for the period and favourable foreign exchange translation on foreign operations, as well as the issuance of shares for settlement of deferred acquisition costs and time-based earnout liabilities and stock-based compensation for the period.

LIQUIDITY AND CAPITAL RESOURCES

Sources of liquidity

The Company's principal sources of liquidity are cash provided by operations and access to credit facilities and equity capital resources, including private placement share offerings. The Company's primary near-term cash requirements are to pay operating expenses, fund working capital, service and repay long-term debt and to invest in research and development and technologies for growth initiatives. Cash is also used to finance acquisitions and other long-term strategic business initiatives.

The Company had cash and cash equivalents of $48,227 as at March 31, 2024 and $43,423 as at December 31, 2023. Based on its cash position, principal sources of liquidity and operating budget, the Company believes that it will have sufficient liquidity to enable the Company to meet its anticipated operating, debt service, growth, investment and other financial requirements for at least the next twelve months from the date of issuance of this Interim MD&A.

Cash flows

The following table summarizes the Company's cash flows for the three months ended March 31, 2024 and 2023:

	Three months ended	
	March 31, 2024	March 31, 2023
	$'000	$'000
Cash provided by operating activities	**19,064**	17,623
Cash used in investing activities	**(5,809)**	(14,800)
Cash used in financing activities	**(9,735)**	(10,018)
Effect of foreign exchange rate changes on cash and cash equivalents	**581**	(23)
Net change in cash and cash equivalents	**4,101**	(7,218)
Cash included in assets held for sale at beginning of period	**703**	-
Cash and cash equivalents, beginning of period	**43,423**	48,908
Cash and cash equivalents, end of period	**48,227**	41,690

Operating activities

During the three months ended March 31, 2024, the Company generated $19,064 of cash from operating activities. Comparatively, during the three months ended March 31, 2023, the Company generated $17,623 of cash from operating activities. The increase in cash provided by operating activities was mainly due to an increase in net income.

Investing activities

During the three months ended March 31, 2024, the Company used $5,809 on investing activities, as compared to $14,800 for the three months ended March 31, 2023. This included:

(i) $1,612 used on the acquisition of property and equipment for the three months ended March 31, 2024 (2023 - $1,999);
(ii) $nil used on business and asset acquisitions for the three months ended March 31, 2024 (2023 - $6,310);
(iii) $nil used on the purchase of equity and debt investment in associates and other for the three months ended March 31, 2024 (2023 – $681);
(iv) $2,390 generated by proceeds from disposal of investments for the three months ended March 31, 2024 (2023 – nil);
(v) $95 used on working capital holdback settlements for the three months ended March 31, 2024 (2023 - $489); and
(vi) $6,492 used on deferred acquisition cost payments for the three months ended March 31, 2024 (2023 - $5,321).

Financing activities

During the three months ended March 31, 2024, the Company used $9,735 on financing activities compared to using $10,018 for the three months ended March 31, 2023. The Company made net repayments of $636 under its credit facilities for the three months ended March 31, 2024 (2023 - $99). During the three months ended March 31, 2024, the Company paid $5,166 to non-controlling interests (2023 – $7,305) and $4,519 in lease payments (2023 - $2,981).

Loans and Borrowings

The following table summarizes the Company's loans and borrowings:

	March 31, 2024 $'000	December 31, 2023 $'000
CRH syndicated credit facility with JPM:		
Revolving loan	**146,262**	145,873
Term loan	**73,662**	69,106
WHCC and MyHealth syndicated credit facility with RBC:		
Revolving loan	**39,200**	37,400
Term loan	**43,750**	44,375
Other loans and borrowings	**420**	722
Less: Financing fees	**(2,770)**	(1,875)
Total Loans and Borrowings	**300,524**	295,601

Credit facilities:

On January 26, 2024, the Company refinanced its syndicated credit facility with JPM to include two new syndicate members and extend the term to January 26, 2027. Interest on the refinanced credit facility is calculated with reference to SOFR plus 1.75% to 3.00%, depending on the total leverage ratio of the consolidated financial results of CRH. All other key terms of the previous credit facility remained materially unchanged. As of March 31, 2024, the Company had drawn $219,924 (US$162,255) under this facility (December 31, 2023 – $214,979 (US$162,543)).

On January 1, 2024, upon adoption of "Non-current Liabilities with Covenants (Amendments to IAS 1)", the Company reclassified revolving loans of $36,994 (net of deferred financing costs) under its syndicated credit facility from current to non-current. In March 2024, the Company completed an amendment to its syndicated credit facility to replace CDOR as the benchmark interest rate with the Canadian Overnight Repo Rate Average ("**CORRA**"). As of March 31, 2024, the Company had drawn $82,950 under this facility (December 31, 2023 – $81,775).

The Company's syndicated credit facilities are subject to financial covenants based on the consolidated financial results of CRH, WHCC and MyHealth. Financial covenants include maintenance of certain leverage ratios, fixed charge coverage ratios and guarantor and capital expenditure thresholds and compliance is evaluated quarterly as of March 31, June 30, September 30 and December 31 of each year. The Company was in compliance with all financial covenants and other terms and conditions under its syndicated credit facilities as of March 31, 2024.

TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's Board of Directors and certain members of the senior executive team. The remuneration of the Company's key management personnel during the three months ended March 31, 2024 and 2023 was as follows:

	Three months ended	
	March 31, 2024	March 31, 2023
	$'000	$'000
Salaries	**250**	250
Directors' fees	**60**	60
Stock-based compensation expense	**1,979**	1,953
	2,289	2,263

During the three months ended March 31, 2024, the Company granted 481,573 RSUs (197,367 to the CEO, 39,473 to the CFO, 39,473 to the COO, and 205,260 to the Board of Directors), and 78,946 PSUs (39,473 to the CFO and 39,473 to the COO). During the three months ended March 31, 2023, the Company granted 985,000 RSUs (625,000 to the CEO, 50,000 to the CFO, 50,000 to the COO, and 260,000 to the Board of Directors), and 225,000 PSUs (125,000 to the CEO, 50,000 to the CFO, and 50,000 to the COO).

Included in other current assets as at March 31, 2024 and December 31, 2023 is $6,808 ($4,231 from the CEO, $1,531 from the CFO, and $1,046 from the COO) of receivables from related parties. These receivables were primarily due to payroll taxes on stock issuances to the related parties.

Other transactions with related parties

On February 1, 2024, the Company received an advance payment of $1,400 from HEALWELL for transition services to be provided post closing of the sale of Intrahealth to HEALWELL and recognized it as unearned revenue on it consolidated statement of financial position. During the three months ended March 31, 2024, the Company recognized revenue of $220 as other income for providing transition services to HEALWELL in relation to the Intrahealth transaction and recognized $113 in G&A for transition services

provided by HEALWELL in relation to the sale of MCI Ontario and Alberta clinics from HEALWELL to the Company.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions and applies judgments in the application of its accounting policies when preparing the consolidated financial statements. The resulting accounting estimates will, by definition, rarely equal the related actual results. The underlying sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are summarized below:

Revenue recognition

Estimates are required in the determination of anesthesia services revenues and certain Patient Services revenues and the recoverability of the related accounts receivable. The Company recognizes anesthesia service revenues and certain Patient Services revenues net of contractual adjustments and implicit price concessions, which are estimated based on the historical trend of cash collections and contractual adjustments.

Impairment testing of goodwill and other intangible assets

The Company tests at least annually whether goodwill and indefinite lived intangibles have suffered any impairment, in accordance with the requirements of IAS 36 Impairment of Assets. The recoverable amounts of cash-generating units (CGUs) or groups of CGUs are determined based on the greater of their fair value less costs of disposal and value in use. These calculations, which include a discounted cash flow model, require the use of estimates.

For the purposes of impairment testing, assets are grouped into CGUs that have been identified as being the smallest identifiable group of assets that generate cash inflows that are independent of cash inflows of other assets or groups of assets. The determination of these CGUs and the allocation of goodwill to CGUs or groups of CGUs is based on management's judgment with regards to organizational structure, shared resources and infrastructure, geographical proximity, product type and other relevant factors.

Value in use calculations require management to make certain assumptions, including significant estimates about forecasted revenue levels and growth rates, operating margins, and discount rates. In arriving at its forecasts, the Company considered historical performance, current industry trends, and market opportunities.

Investment in subsidiaries and associates

When accounting for its investments in other entities, the Company must determine which entities it controls and over which entities it has significant influence. Control over a subsidiary exists when the Company is exposed to and has the rights to variable returns of the subsidiary and has the ability to affect those returns through its power over the entity. Significant influence exists when the Company has the power to participate in the financial and operating policy decisions of an entity but does not control or jointly control those policies. The Company applies considerable judgment when evaluating the relevant interests, rights, relationships, and other relevant factors to determine whether it controls another entity or has significant influence over another entity.

Business combinations

On the completion of business acquisitions, management's judgment is required to estimate the fair value of purchase consideration and to identify and estimate the fair values of assets, liabilities, and non-controlling interests. The determination of the fair value of assets and liabilities acquired is based on management's estimates using the excess earnings method and relief from royalty method to value intangible assets using discounted cash flow models. Significant assumptions include revenue growth rates, customer attrition and discount rates.

Recognition of contingent consideration

In certain acquisitions, the purchase consideration transferred by the Company may include contingent consideration which is subject to the acquired business achieving certain performance targets. At the date of acquisition and at each subsequent reporting period, the Company estimates the future performance of acquired businesses, which are subject to contingent consideration, in order to assess the probability that the acquired business will achieve its performance targets and thus earn its contingent consideration. Any change in the fair value of the contingent consideration classified as either a deferred acquisition cost liability at the date of acquisition or as a time-based earnout recognized as expense over time during the post-acquisition requisite service period is included in net income or loss in the period that the change is determined. Changes in fair value arise as a result of various factors, including the estimated probability of the acquired business achieving its earnings targets.

Initial recognition of right-of-use assets, lease receivable and liability

The preparation of consolidated financial statements requires that the Company's management makes assumptions and estimates on the classification of leases and the right-of-use assets. When assessing the classification of a lease agreement, certain estimates and assumptions need to be made and applied, which include, but are not limited to, the determination of the expected lease term and minimum lease payments, implicit borrowing rate, the assessment of the likelihood of exercising renewal options, annual inflation factor and estimation of the fair value of the lease property at lease commencement.

Assets held for sale

Judgment is required in assessing whether certain assets meet the criteria to be classified as held for sale as at December 31, 2023. For non-current assets and disposal groups to be considered as held for sale, the asset or disposal group must be available for immediate disposal, by sale or otherwise, in its present condition subject only to terms that are usual and customary for sales of such assets or disposal groups and its sale must be highly probable.

Fair value of financial instruments

The Company uses various valuation methodologies when estimating the fair value of its financial assets and financial liabilities. Fair values are based on quoted market prices where available from active markets, otherwise fair values are estimated using internal and external valuation models including discounted cash flow analysis, option pricing models and other more complex mathematical models, as applicable. Fair values determined using valuation models require the use of estimates and assumptions concerning the amount and timing of estimated future cash flows, discount rates, credit risk, and other factors. In determining these assumptions, the Company uses primarily external, readily observable market inputs, including share prices, interest rates, credit spreads and historical share price volatilities, as applicable. Assumptions or inputs that are not based on observable market data are used when external data are unavailable including expected share price volatility, expected terms, restriction period discounts and other inputs. Management applies significant judgment in selecting the valuation model to be used

for estimating fair value for each financial instrument, determining model input assumptions, determining which inputs are significant to the valuation, and when applying adjustments to model values for un-observable factors. The fair value estimates that require the most significant judgment and estimation relate to the Company's investments in HEALWELL including convertibles debentures, warrants and call option and the Company's deferred acquisition cost liabilities, and the resulting change in fair value of investments as reported in the consolidated statement of income (loss).

Hedge accounting

The Company applies judgment when assessing whether a hedging relationship meets the criteria to qualify for hedge accounting and when assessing ongoing hedge effectiveness requirements. Hedge accounting is discontinued when a hedging relationship ceases to meet the qualifying criteria including when the hedging instrument or hedged item ceases to exist as a result of maturity, expiry or termination. The fair values of hedging instruments, which can fluctuate from period to period, are primarily derived from credit risk adjusted valuation models. When hedge accounting is not applied to a hedging relationship, the changes in fair value during the period are recognized immediately in earnings and can result in significant variability in net income (loss).

FINANCIAL INSTRUMENTS

A financial instrument is a contract that gives rise to a financial asset in one entity and a financial liability or equity instrument in another entity. Financial assets and financial liabilities, including derivatives, are recognized in the consolidated statement of financial position when the Company becomes a party to the contractual provisions of the financial instrument. On initial recognition all financial instruments are recognized at fair value and are subsequently measured based on their classification.

a. Classification of financial instruments

The following table summarizes the Company's financial instruments and their carrying amounts:

	March 31, 2024	December 31, 2023
Financial assets at amortized cost	**$'000**	$'000
Cash and cash equivalents	**48,227**	43,423
Accounts and other receivables	**129,802**	94,991
Lease receivable	**2,774**	2,959
Other current and non-current assets	**27,071**	25,880
	207,874	167,253
Financial assets at fair value through profit or loss ("FVPL")		
Equity and debt investments	**70,307**	56,170
Financial liabilities at amortized cost		
Accounts payable and accrued liabilities	**55,178**	47,877
Loans and borrowings	**300,524**	295,601
Convertible debentures	**51,738**	49,421
Lease liability	**79,857**	81,261
Other current and non-current liabilities	**42,874**	23,840
	530,171	498,000
Financial liabilities at fair value through profit or loss ("FVPL")		
Deferred acquisition costs	**23,988**	37,071
Financial liabilities - derivatives designated as hedging instruments		
Interest rate swap included in other current liabilities	**84**	824

a. *Fair value measurements*

The fair value hierarchy establishes three levels to reflect the significance of the inputs used in making the measurements:

Level 1 – quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial instruments are classified based on the lowest level of input that is significant to the fair

value measurement of the asset or liability. There were no transfers of fair value measurements between level 1, 2 and level 3 of the fair value hierarchy as at March 31, 2024 and December 31, 2023.

Financial instruments carried at amortized cost:

The carrying values of cash and cash equivalents, accounts and other receivables, lease receivable, accounts payable and accrued liabilities, lease liability and certain other assets and liabilities measured at amortized cost, approximate their carrying value due to the short-term maturities of these instruments.

The Company's loans and borrowings, which are mainly comprised of the JPM facility and the RBC facility, are floating rate instruments which are based on SOFR/CDOR plus 1.25% to 3.25% dependent on CRH's total leverage ratio and WHCC and MyHealth's total funded debt to EBITDA ratio. The Company estimated the fair value of these financial instruments to be $223,952 (US$165,278) for the JPM facility, and $82,950 for the RBC facility as at March 31, 2024 based on a discounted cash flow analysis using Level 2 directly observable market inputs.

Financial instruments carried at fair value:

The Company's investments (excluding the Company's equity investments in associates) are classified as financial assets at FVPL. The fair value measurements of debt investments are categorized within Level 2 of the fair value hierarchy whereas investments in convertible debt, equity and equity derivative instruments are categorized within Level 3 of the fair value hierarchy. The fair values of debt instruments are based on discounted cash flow analyses using directly observable market inputs. The fair values of equity investments in unquoted private entities are based on recent follow-on financing rounds where applicable. The fair values of convertible debt, warrants and call options are estimated using complex mathematical models or option pricing models that incorporate directly observable market inputs (including share prices, interest rates and credit spreads), unobservable inputs (expected share price volatilities and expected terms) and iterative equations, as applicable. As at March 31, 2024 and December 31, 2023, the fair value of investments classified as financial assets at FVPL was $70,307 and $56,170, respectively.

The Company's deferred acquisition cost liabilities are estimated using discounted earnings models that use unobservable inputs for revenue and cash flow projections. The fair value measurements of deferred acquisition costs are categorized within Level 3 of the fair value hierarchy.

The Company's derivative financial instruments, including an interest rate swap and foreign currency forward contracts, are classified as financial assets or liabilities at FVPL. The fair value measurements are categorized within Level 2 of the fair value hierarchy. The fair value of interest rate swaps is determined by discounting expected future cash flows from the contracts. The future cash flows are determined by measuring the difference between fixed interest payments to be made to the counterparty and floating interest payments to be received based on forward interest rate curves. The fair value of foreign currency forward contracts and swaps is measured using observable inputs based on the difference between contracted foreign exchange rates and quoted forward exchange rates as of the reporting date.

There were no foreign currency forward contracts outstanding as at March 31, 2024 or December 31, 2023. As at March 31, 2024, the carrying value of the interest rate swap was a liability of $84 (December 31, 2023 - $824).

b. Financial risk management

Credit risk

Credit risk is the risk of a financial loss to one party to a financial instrument when the other party fails to meet its contractual obligation. Credit risk arises from the Company's financial assets. The carrying value of the financial assets represents the maximum exposure to credit risk. The Company limits its exposure to credit risk on cash and cash equivalents by placing these financial instruments with high-credit quality financial institutions and only investing in liquid, investment grade securities.

No single customer accounts for more than 10% of the Company's consolidated revenue. The Company establishes an estimate for expected credit losses on its accounts receivable. Collectability is reviewed regularly and an estimate of expected credit losses is established or adjusted, as necessary, using historic collection patterns and other relevant information. Estimates are subject to change as they are impacted by the nature of collectability, which may involve delays and the current uncertainty in the economy.

The Company's exposure to credit risk is considered to be low, given the size and nature of the various counterparties involved and their history of performance. The Company's revenue from clinic operations is from billings for insured services paid for by the provincial health authorities. The Company recognizes anesthesia service revenues, net of contractual adjustments and implicit price concessions, which are estimated based on the historical trend of cash collections and contractual adjustments. As a result, anesthesia related receivables reflect the amount the Company expects to receive from patients and third-party insurers at the reporting period end and credit risk is expected to be limited as receivables are recognized based upon historical collection patterns.

As at March 31, 2024, the Company had accounts and other receivables of $129,802 (December 31, 2023 - $94,991), net of expected credit losses of $2,972 (December 31, 2023 - $3,000).

Liquidity risk

Liquidity risk references the Company's ability to meet its financial obligations as they fall due and remain solvent. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. To date, the Company has generated operating losses and net cash outflows from operations, and has relied on equity, convertible debentures, and bank borrowings to fund its operations and acquisitions and will need to continue to secure additional funding for operations and planned growth and development activities. The Company routinely reviews the terms and conditions of its financing arrangements with a view to managing or extending maturities and/or negotiating more favourable terms and conditions. The Company believes that its principal sources of liquidity are sufficient to fund its operations on an ongoing basis.

The maturities of the contractual cash flows of the Company's financial liabilities are as follows:

At March 31, 2024	Total $'000	Less than 1 year $'000	1-3 years $'000	4-5 years $'000	After 5 years $'000
	Undiscounted payments due by period				
Deferred acquisition costs and time-based earnouts	**33,873**	19,639	13,020	1,214	-
Lease obligations' minimum payments	**93,003**	19,023	33,163	22,040	18,777
Accounts payable and accrued liabilities	**55,178**	55,178	-	-	-
Working capital holdbacks	**593**	593	-	-	-
Other current and non-current liabilities	**42,281**	40,100	2,181	-	-
Loans and borrowings	**302,805**	4,670	298,135	-	-
Convertible debentures	**81,550**	3,850	77,700	-	-
	609,283	**143,053**	**424,199**	**23,254**	**18,777**

On March 28, 2024, the Company entered into an agreement with a cloud hosting services provider to secure infrastructure services for its operations. Pursuant to this agreement, the Company has committed to spending a total of $25,000 over a period of five years.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to fluctuations in interest rates through variable rate debt obligations under its syndicated credit facilities with JPM and RBC. On March 3, 2023, the Company entered into a three-year interest rate swap agreement consisting of a series of pay-fixed interest rate swaps at a fixed interest rate of 4.68% (the hedging instrument) to hedge the variability of the cash flows attributable to changes in 1-month Term SOFR, the benchmark variable interest rate, on US$50,000 of debt outstanding under JPM credit facility (the hedged item).

On March 3, 2023, the Company designated the interest rate swap in a qualifying hedging relationship and applied hedge accounting as a cash flow hedge. During the three months ended March 31, 2024 and 2023, the Company recognized fair value gains of $889 and $2, respectively, in other comprehensive loss in relation to the interest rate swap agreement and reclassified fair value gains of $129 and $2, respectively, from accumulated other comprehensive income to net income. At March 31, 2024, the carrying value of the interest rate swap agreement was a liability of $84 (December 31, 2023 - $824).

With all other variables held constant, a 10% upward movement in the interest rate would have reduced net income by approximately $522 for the three months ended March 31, 2024. There would be an equal and opposite impact on net income with a 10% downward movement in the interest rate.

Foreign currency risk

The Company is exposed to foreign exchange risk on revenue contracts, purchase contracts and loans and borrowings denominated in currencies other than the currency of the Company's contracting entity. For Canadian operations, this is typically the U.S. dollar and for U.S. entities, this is typically the Canadian dollar. The Company is also exposed to foreign currency risk on translation of the net assets of its foreign operations to Canadian dollars.

The Company from time-to-time uses foreign currency forward contracts to manage its exposure

to transactions in foreign currencies. These transactions include forecasted transactions and firm commitments denominated in foreign currencies. The Company does not apply hedge accounting to any of its hedging relationships that involve foreign currency contracts.

The Company had no foreign currency forward contracts outstanding as at March 31, 2024 or December 31, 2023.

The Company has foreign currency subsidiaries and a 10% movement in foreign exchange rates versus the U.S. dollar would result in approximately $303 change in the Company's net income for the three months ended March 31, 2024.

WELL's ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") PROGRAM

In 2021, WELL developed and launched its ESG Program which is an integral part of the Company's growth strategy and reflects its ongoing commitment to delivering on its mission, vision, and purpose. In 2023, S&P Global Corporate Sustainability Assessment acknowledged the Company's efforts, reflecting a significant improvement from the previous year. Similarly, Sustainalytics' rankings demonstrated a remarkable leap, indicating dedication to enhancing ESG practices by WELL.

Also in 2023, WELL was independently certified as a Great Place to Work® by the Great Place to Work Institute® Canada, an achievement that reflects the Company's strong commitment to creating a workplace culture centered on trust, inclusivity, and employee well-being, aligning with its 'Healthy Place to Work' ESG strategy pillar.

Key Highlights from the latest ESG report include increased digitization and efficiency in care delivery using AI and other leading-edge technologies, as well as enhanced efforts to help the healthcare industry improve its security and privacy posture.

The Company's ESG strategy has established a number of ESG priorities that support its overall growth strategy:

- **Practitioner support and digital enablement:** To improve health outcomes for patients by supporting the practitioner to provide timely, accessible, and high-quality patient-centered continuous care.
- **Safeguarding Patient Data:** To safeguard the privacy and security of our patient's data while empowering them to leverage their health information.
- **A Healthy Place to Work:** To uphold a culture built on respect that reflects our diverse people and communities we serve, prioritizes health and wellbeing, and empowers our people to be the best they can be.
- **Disciplined Governance and Risk Framework:** Maintaining strong oversight and discipline, including management of risk and compliance, across our business activities.

WELL is a diversified, fast-growing digital health and tech-enabled healthcare company delivering on a strong ESG program and building societal value. WELL is a purpose-driven business that aims to transform the world for the better, and as such the Company has embarked on an ongoing ESG program. The Company publishes an annual ESG report highlighting WELL's ESG strategy, reporting initiatives, and targeted actions can be found at esg.well.company.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at May 7, 2024, the Company had the following securities issued and outstanding:

Description of Security	Number of Securities Outstanding	Additional Comments
Common Shares	245,759,642	
Stock Options	1,723,373	Exercisable at prices ranging from $0.43 to $3.25
RSUs	5,300,132	
PSUs	3,507,935	
Convertible debentures	7,583,966	
Total, Fully Diluted	**263,875,048**	

RISKS AND UNCERTAINTIES

The Company's management believes that the following risks are among the most important in order to understand the issues that face its financial performance, business and its approach to risk management:

1. **The Company is reliant on its key personnel –** The Company's success depends substantially on its small number of officers and executives, including Hamed Shahbazi as the CEO and Chair, Eva Fong as the CFO, and Amir Javidan as the COO. If the Company lost the services of one or more key executive members, its ability to implement its business plan could be severely impaired.

2. **Cybersecurity –** The Company relies on digital and internet technologies to conduct and expand its operations, including reliance on information technology to process, transmit and store sensitive and confidential data, including protected health information, personally identifiable information, and proprietary and confidential business performance data. As a result, the Company and/or its customers are exposed to risks related to cybersecurity. Such risks may include unauthorized access, use, or disclosure of sensitive information (including confidential patient health records), corruption or destruction of data, or operational disruption resulting from system impairment (e.g., malware and ransomware). Third parties to whom the Company outsources certain functions, their service providers and subcontractors, and third parties with whom their systems interface, are also subject to the risks outlined above and may not have or use appropriate controls to protect confidential information and business systems. A breach or attack affecting a third-party service provider or partner could harm the Company's business even if the Company does not control the service that is attacked or directly contract with an affected entity. For instance, the February 2024 ransomware attack against Change Healthcare, a unit of UnitedHealth Group, directly affected the Company's collections of receivables, as its primary revenue cycle management vendor utilized Change Healthcare as a clearing house.

   The Company's operations depend, in part, on how well it protects networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to, damage to hardware, computer viruses, hacking and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. A compromise of the Company's information technology or confidential information, or that of the Company's patients and third parties with whom the Company interacts, may result in negative consequences, including the inability to process patient transactions, reputational harm affecting patient and/or investor confidence, potential liability under privacy, security, consumer protection or other applicable laws, regulatory penalties and additional regulatory scrutiny, any of which could have a material adverse

effect on the Company's business, financial position, results of operations or cash flows. As the Company has access to sensitive and confidential information, including personal information and personal health information, and since the Company may be vulnerable to material security breaches, theft, misplaced, lost or corrupted data, programming errors, employee errors and/or malfeasance (including misappropriation by departing employees), there is a risk that sensitive and confidential information, including personal information and personal health information, may be disclosed through improper use of Company systems, software solutions or networks or that there may be unauthorized access, use, disclosure, modification or destruction of such information. The Company's ongoing risk and exposure to these matters is partially attributable to the evolving nature of these threats.

3. **Confidentiality of personal and health information –** The Company and its subsidiaries' employees and consultants have access, in the course of their duties, to personal information of clients of the Company and specifically their medical histories. Even with a compliant privacy program including policies, procedures and systems, breaches may still occur. If a client's privacy is violated, or if the Company is found to have violated any law or regulation in any jurisdiction in which it operates, in addition to the reputational risk of such violation, it could be liable for damages as a result of claims initiated by affected individuals, and/or fines or penalties issued by governmental authorities.

4. **Changes to payment rates or methods of third-party payors may adversely impact profitability –** Changes in payment rates, including U.S. government healthcare programs, changes to the U.S. laws and regulations that regulate payments for medical services, the failure of payment rates to increase as costs increase, or changes to payor mix, could adversely affect operating margins and revenues. The Company provides anesthesia services primarily through fee for service payor arrangements. Under these arrangements, the Company collects fees directly through the entities at which anesthesia services are provided, and assumes financial risks related to changes in third-party reimbursement rates and changes in payor mix. The Company's revenue decreases if the volume or reimbursement decreases, but the expenses may not decrease proportionately. The Company depends primarily on U.S. government, third party commercial and private and governmental third-party sources of payment for the services provided to patients. The amount that the Company receives for our services may be adversely affected by market and cost factors, as well as other factors over which it has no control, including changes to the Medicare and Medicaid payment systems. U.S. health reform efforts at the federal and state levels may increase the likelihood of significant changes affecting U.S. government healthcare programs and private insurance coverage. U.S. Government healthcare programs are subject to, among other things, statutory and regulatory changes, administrative rulings, interpretations and determinations concerning patient eligibility requirements, funding levels and the method of calculating payments or reimbursements, all of which could materially increase or decrease payments that the Company receives from these government programs.

5. **Reliance on physicians and other healthcare professionals –** The Company relies heavily on the availability of physicians and other healthcare professionals to provide services at its facilities. If physicians and other healthcare professionals were unavailable, or unable or unwilling to provide these services in the future due to any sort of reason including infection due to future pandemics, competition from hospitals, and shortage of workers, this would cause interruptions in the Company's business. As such, vacancies and disabilities relating to the Company's current medical staff may cause interruptions in the Company's business and result in lower revenues. As the Company expands its operations, it may encounter difficulty in securing the necessary professional medical and skilled support staff to support its expanding operations. There is currently a shortage of certain physicians in Canada and the U.S. and this may affect the Company's ability to hire physicians and other healthcare practitioners in adequate numbers to support its growth plans, which may adversely affect the business, financial condition and results of operations.

6. **AI Technologies –** The Company develops, sells and has deployed products and services which incorporate third party large language model technologies (collectively "**AI**") to facilitate–and improve healthcare delivery. While some laws, regulations, and guidance have been published with respect to the use of AI in the healthcare system, particularly as it relates to the privacy of individuals; due to its relative recent popularity, robust legislation, regulations, case-law, standards and guidance have yet to emerge across all jurisdictions. The Company has adopted a risk-based approach for the development and deployment of AI technologies across its business. Depending on future case-law or government bodies' interpretations of existing laws or regulations, the Company's interpretation of existing laws and regulations could be found to be in violation of existing laws and the Company may be subject to fines or penalties. The public's attitude towards AI technologies as part of healthcare delivery, are subject to change and may require Company to alter its product and service offering to comply with new requirements or shifting public attitudes towards AI technologies. Further, the Company relies on third party large language models to provide its product offering. If these third parties no longer provide such services, or are no longer able to provide such services to the standards required of the Company, the Company's ability to offer and utilize AI products and services will be compromised.

7. **Third Party Suppliers –** The Company relies heavily on third parties such as its IT and EMR vendors/partners and medical supply vendors to provide some of its goods and services. If these third parties were unable or unwilling to provide these goods and services in the future, or provide these goods and services less cost effectively due to inflation, WELL would need to obtain such goods or services from other providers if they are available. This could cause the Company to incur additional costs or cause material interruptions to its business until these goods and services are replaced, if possible. In the event of a loss of data or breach of the contractual provisions by the third party supplier which leads to monetary loss or damages to the Company, the Company would be affected if they could not recover such amounts from the third party supplier.

8. **Third Party real estate and/or commercial leases –** The Company acts both as a tenant, sub-tenant and a sub-landlord within the context of the commercial spaces that it operates in. The Company does not own real property. There is a risk that these leases may not be renewed at the end of term, and a risk that an alternative location cannot be found. Moreover, these leased properties are managed by third parties and as such there is no assurance that they will be managed and maintained to meet any required environmental and safety standards.

9. **Healthcare regulation and government policy –** Healthcare service providers in Canada and the U.S. are subject to various governmental regulation and licensing requirements and, as a result, the Company's businesses operate in an environment in which government regulations and funding play a key role. The level of government funding directly reflects government policy related to healthcare spending, and decisions can be made regarding such funding that are largely beyond the businesses' control. Any change in governmental regulation, delisting of services, and licensing requirements relating to healthcare services, or their interpretation and application, could adversely affect the business, financial condition, accounting treatment and results of operations of these business units. In addition, the Company could incur significant costs in the course of complying with any changes in the regulatory regime. Non-compliance with any existing or proposed laws or regulations could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of the Company.

10. **General regulatory compliance** - Due to the numerous jurisdictions in which the Company operates and the nature of its businesses, the Company needs to comply with each jurisdiction's laws and regulations on a wide variety of different subject, including: employment standards, privacy, tax,

corporate/commercial, zoning, and securities law. While such laws, regulations, and standards are often similar as between jurisdictions, differences exist and substantial resources are required to ensure compliance with changing legislation, court decisions, guidance, regulations, and amendments in each jurisdiction.

11. **Mandatory redemption of physician partners' ownership interests in anesthesia companies –** The Company's wholly-owned subsidiary, CRH, has operating agreements with its physician partners which contain a savings clause that is triggered upon an adverse governmental action, including a change in U.S. federal or state laws, rules or regulations or an interpretation of such U.S. federal or state laws, rules or regulations (each an "**Adverse Governmental Action**"). Upon the occurrence of an Adverse Governmental Action, the savings clause will require divestiture of the physicians' ownership in the anesthesia company and CRH would be required to redeem the physicians' ownership interest. If an Adverse Governmental Action occurs under a particular state's law, CRH would be required to redeem the ownership interests of each physician partner in such state. If an Adverse Governmental Action occurs under U.S. federal law, CRH would be required to redeem the ownership interest of each physician partner in the U.S. The redemption price of each anesthesia company is based upon a predetermined multiple of such anesthesia company's EBITDA, which reflects the fair market value of the redeemed interests. This could impact our cash flow during the redemption period. The redemption occurs over a period of four or five years depending on each applicable operating agreement.

12. **Stock market volatility –** There can be no assurance that an active and liquid market for the Company's common shares will be maintained and investors may find it difficult to resell the common shares. The market price of the Company's common shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company and its subsidiaries, general economic conditions, legislative changes, the impacts of any short selling activities on supply and demand for the Company's common shares, and other events and factors outside of the Company's control. In addition, stock markets have from time-to-time experienced extreme price and volume fluctuations, which could adversely affect the market price for the Company's common shares. As the Company operates a highly accretive M&A program with acquisitions partly funded by the Company's common shares, a decline in the Company's share price could adversely affect the Company's pace of acquisitions and M&A activity.

13. **Potential for software system, database or network related failures or defects –** The Company relies on software systems, databases and networks to process, transmit and store digital information. The Company also relies on technological solutions from a number of vendors and business units to effectively work together in order to deliver its digital solutions and services to its customers. A software bug, failure or defect may negatively impact software systems, databases and networks from operating properly which could result in the inability of our customers from receiving our products for an indeterminate period of time.

14. **Legal Proceedings –** The Company is currently facing claims in both Canada and the U.S., and may be subject to further investigations, claims, arbitrations, lawsuits (including class-action lawsuits) or other dispute resolution proceedings by private and public entities in the ordinary course of its business (collectively, the "**Proceedings**"). The results of all these existing and future Proceedings cannot be predicted with certainty due to the nature of the dispute resolution process, particularly as the law surrounding the medical industry, virtual services, AI, and privacy evolves across jurisdictions. New standards, legal theories, and causes of action emerge and the possibility that new decisions may be reversed on appeal result in uncertainty for the Company. Depending on the cost of any negotiated

settlement, damages, fines or penalties, the Company's insurance may not be sufficient to cover such amounts, and the Company or its subsidiaries would be required to cover the difference of any such amount.

Existing Proceedings which may have a material effect on the Company for which insurance coverage is not sufficient to cover all costs and damages being claimed include a series of claims initiated against the Company's subsidiary WISP: a class action filed in November 2023 within the Northern District of California, and individual arbitrations commenced in January 2024, all alleging that pixel tracking technologies on WISP's website illegally collected and disclosed personal health information to Meta Platforms, Inc. d/b/a Facebook, Google, Bing/Microsoft, and TikTok Inc., allegedly violating privacy, wiretapping, and unfair business practices laws and standards of care across the U.S. Current insurance coverage is not sufficient to cover the total amount for which WISP may be responsible. While management is of the opinion that WISP has good defences against the above matter, should the ultimate resolution of these matters differ from management's assessments and assumption, a material adjustment to WISP's financial position and the results of its operations, including cash flows, would result. Depending on the amount of any damages awarded and provided it is not possible for WISP to raise capital, WISP may be unable to satisfy such award and may need to seek court protection to continue to operate. It is important to note that WISP is currently unlevered and does not have a guarantee from the Company as the Company is only a majority owner of WISP.

15. **Business concentration by region and service type –** The Company processes a significant amount of primary patient services transactions and earns a majority of its revenue from two geographic locations, the Provinces of British Columbia and Ontario, Canada. Further, the Company has a substantial portion of its revenue generated by CRH through its anesthesia services in the US. If economic, regulatory, legislative, or other factors affecting the Company's business in these jurisdictions or these services were to adversely change, the revenues of the Company would be negatively impacted.

16. **Acquisitions and integration of new businesses create risks and may affect operating results –** The Company may acquire additional businesses. The Company's M&A strategy involves a number of risks related to the realization of synergies and overall integration of the Company's operations, including but not limited to, human resources, company culture, product pricing, information technology, data integrity, information systems, business processes and financial management.

17. **Public Company Financial Reporting –** The Company is subject to reporting and other obligations under applicable Canadian securities laws and TSX rules, including National Instrument 52-109. These reporting and other obligations place significant demands on the Company's management, administrative, operational and accounting resources. Moreover, any failure to maintain effective internal controls could cause the Company to fail to meet its reporting obligations or result in material misstatements in its consolidated financial statements. If the Company cannot provide reliable financial reports or prevent fraud, its reputation and operating results could be materially harmed, which could also cause investors to lose confidence in the Company's reported financial information, which could result in a lower trading price of its securities. Management does not expect that the Company's disclosure controls and procedures and internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that its objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a

company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of some persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

18. **Uncertainty of liquidity and capital requirements –** The future capital requirements of the Company will depend on many factors, including all matters relating to the risks identified herein, the number and size of acquisitions consummated (if any), rate of growth of its client base, the costs of expanding into new markets (if any), the growth of the market for healthcare services and the costs of administration. In order to meet such capital requirements, the Company may consider additional public or private financing (including the incurrence of debt and the issuance of additional common shares) to fund all or a part of a particular venture, which could cause dilution of current shareholders' interest in the Company. There can be no assurance that additional funding will be available or, if available, that it will be available on acceptable terms. There can be no assurance that the Company will be able to raise additional capital if its capital resources are depleted or exhausted. Further, due to regulatory impediments and lack of investor appetite, the ability of the Company to issue additional common shares or other securities exchangeable for or convertible into common shares to finance acquisitions may be restricted.

19. **Technological change –** The Company operates in a highly competitive environment where its software and other products and services are subject to rapid technological change and evolving industry standards. The Company's future success partly depends on its ability to acquire, design and produce new products and services, deliver enhancements to its existing products and services, accurately predict and anticipate evolving technology and respond to technological advances in its industry and its customers' increasingly sophisticated needs. As the Company continues to grow, its customer base becomes a larger target for other companies with similar products to develop targeted marketing strategies to poach customers.

20. **Use of open source software –** The Company's operations depend, in part, on how it makes use of certain open source software products, such as those utilized by NerdEMR, OSCARprn, KAI, OSCARwest, THT, MedBASE, Indivica, ClearMedica, Juno EMR and OpenHealth. These open source software products are developed by third parties over whom the Company has no control. The Company has no assurances that the open source components do not infringe on the intellectual property rights of others. The Company could be exposed to infringement claims and liability in connection with the use of these open source software components, and the Company may be forced to replace these components with internally developed software or software obtained from another supplier, which may increase its expenses. The Company has conducted no independent investigation to determine whether the sources of the open source software have the rights necessary to permit the Company to use this software free of claims of infringement by third parties. The developers of open source software may be under no obligation to maintain or update that software, and the Company may be forced to maintain or update such software itself or replace such software with internally developed software or software obtained from another supplier, which may increase its expenses. Making such replacements could also delay enhancements to the Company's services. Certain open source software licenses provide that the licensed software may be freely used, modified and distributed to others provided that any modifications made to such software, including the source code to such modifications, are also made available under the same terms and conditions. As a result, any modifications the Company makes to such software may be made available to all downstream users of the software, including its competitors. Open source software licenses may require us to make source code for the derivative works available to the public. In the event that the Company inadvertently uses open source software without the correct license form, or a copyright holder of any

open source software were to successfully establish in court that we had not complied with the terms of a license for a particular work, the Company could be required to release the source code of that work.

21. **The Company may write off intangible assets or carrying value may be impaired –** The carrying value of our intangible assets is subject to periodic impairment testing. Under current accounting standards, intangible assets are tested for impairment on a recurring basis and WELL may be subject to impairment losses as circumstances change after an acquisition. If WELL records an impairment loss related to our intangible assets, it could have a material adverse effect on the business, financial condition, results of operations, cash flows and the trading price of our common shares.

22. **Directors and officers may have conflicts of interest –** Certain of the directors and/or officers of the Company may also serve as directors and/or officers of other companies and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company is being made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company.

23. **Natural disasters, pandemics or other catastrophic events –** Catastrophic events in general can have a material impact on the potential continuity of the business. The potential resurgence of COVID-19, or the emergence of another global pandemic, could adversely affect our patient care operations, as healthcare providers may have heightened exposure if an outbreak occurs in their geography. The Company's ability to provide health care services may be adversely affected or disrupted as a result of changing patient intake patterns and needs as well as reduced availability of physicians and/or support staff. Further, an outbreak could result in adverse effects on our business and operations due to prioritization of clinic resources toward the outbreak or if quarantines and/or restrictions (such as travel restrictions) impede physician, staff or patient movement or interrupt healthcare services. In addition, the Company relies on third-party service providers to assist them in managing, monitoring and otherwise carrying out aspects of its business and operations, and the outbreak may affect their ability to devote sufficient time and resources to our programs or to travel to sites to perform work for the Company. The Company's third-party contract supplier organizations' ability to deliver on a timely basis our required medical and other supplies such as personal protective equipment may also be limited or affected materially. Such events may result in a period of business disruption, reduced operations, any of which could materially affect our business, financial condition and results of operations. The Company's ability to serve patients remotely via telehealth services could be affected by technology vulnerabilities and/or glitches that could impede the ability for physicians and patients to access and/or utilize the software reliably.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

FORWARD-LOOKING INFORMATION

Certain statements in this Interim MD&A constitute forward-looking information within the meaning of applicable securities laws. Forward-looking information includes, but are not limited to, the Company's goals, expected costs, objectives, growth strategies, merger and acquisition program, improving the patient experience, obtaining operational efficiency, improving overall care performance, the intention to

be an active acquirer within the healthcare services and digital health technologies, maximizing income potential from health clinics, the acquisition of additional health clinics and technologies, the ability to obtain cost efficiencies and improvements through synergies, the use of technology in the Company's business activities, opportunities to leverage its investments in third party technology platforms, the benefits of using open source based technology solutions, the share purchase agreements in respect of its acquisitions, expectations of future revenue and adjusted gross margins, as well as information with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking information generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events. Such forward-looking information reflects the management's current beliefs and are based on information currently available to management.

Forward-looking information involves risks and uncertainties that could cause actual results to differ materially from those contemplated by such information. Factors that could cause such differences include the highly competitive nature of the Company's industry, material adverse consequences of government regulation and funding, and other such risk factors described herein and in other disclosure documents filed by the Company with Canadian securities regulatory agencies and commissions. This list is not exhaustive of the factors that may impact the Company's forward-looking information. These and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking information. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking information. The factors underlying current expectations are dynamic and subject to change.

Although the forward-looking information contained in this Interim MD&A is based upon what management believes is reasonable assumptions, there can be no assurance that actual results will be consistent with this forward-looking information. All forward-looking information in this Interim MD&A is qualified by this cautionary information. Other than specifically required by applicable laws, we are under no obligation and we expressly disclaim any such obligation to update or alter the forward-looking information whether as a result of new information, future events or otherwise except as may be required by law. This forward-looking information is made as of the date of this Interim MD&A.

FUTURE-ORIENTED FINANCIAL INFORMATION

This Interim MD&A contains future-oriented financial information and financial outlook information (collectively, "**FOFI**") including projected 2024 annual revenue, Adjusted EBITDA, profitability on an Adjusted Net Income basis and estimated annual revenue run-rate, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set out in this Interim MD&A. The actual financial results of WELL may vary from the amounts set out or projected herein and such variation may be material. WELL and its management believe that the FOFI has been prepared on a reasonable basis, reflecting management's best estimates and judgments. However, because this information is subjective and subject to numerous risks, it should not be relied on as necessarily indicative of future results. Except as required by applicable securities laws, WELL undertakes no obligation to update such FOFI. FOFI contained in this Interim MD&A was made as of the date hereof and was provided for the purpose of providing further information about WELL's anticipated future business operations on an annual basis. Readers are cautioned that the FOFI contained in this Interim MD&A should not be used for purposes other than for which it is disclosed herein.