

WELL Health Completes Acquisition of Majority Stake in SleepWorks Medical Inc.

- WELL completes acquisition of 51% of private company, SleepWorks Medical Inc. (“**SleepWorks**”).
- SleepWorks is a leader in providing services for patients who suffer from sleep disorders. Since inception, SleepWorks has provided diagnostic services to over 10,000 patients.
- This transaction is immediately accretive to WELL. In the past 12 months, SleepWorks generated more than \$1.7M in revenue with EBITDA¹ margins exceeding 25%.

Vancouver, B.C. October 1, 2019. **WELL Health Technologies Corp.** (TSX.V: WELL) (the “**Company**” or “**WELL**”), a company focused on consolidating and modernizing clinical and digital assets within the primary healthcare sector, is pleased to announce, further to its news release dated July 18, 2019, that it has acquired 51% of the issued and outstanding shares in the capital of SleepWorks (the “**Transaction**”). The remaining 49% of the issued and outstanding shares of SleepWorks are held by the former principal shareholders of SleepWorks (the “**Vendors**”) who will continue to operate SleepWorks.

“We are very pleased to be majority shareholders of Sleepworks,” said Hamed Shahbazi, Chairman and CEO of WELL. “The SleepWorks team, lead by CEO and Co-founder Larry Bloom, has proven they can help patients address sleep disorders and build a strong commercial business. We are excited about their prospects for growth”.

In consideration for the acquisition of SleepWorks, the Company paid an aggregate purchase price of \$1,134,000, consisting of: (i) a cash payment upon closing of the Transaction of \$524,475; (ii) the issuance of 108,343 common shares of the Company at a deemed price of approximately \$1.57 per share; (iii) \$42,525 deposited by WELL and the Vendors into escrow in accordance with the provisions of an escrow agreement; and (iv) \$396,900 payable by WELL to the Vendors in cash or common shares of WELL at the discretion of WELL during a time based earn-out period of 3 years. WELL has the right to acquire the remaining 49% of the issued and outstanding shares of SleepWorks held by the Shareholders pursuant to a call option.

SleepWorks is engaged in the business of providing services in connection with the diagnosis and treatments of sleep disorders and the sale of equipment related to sleep disorders.. In the past 12 months, SleepWorks generated more than \$1.7M in revenue with EBITDA¹ margins exceeding 25%.

“We are very pleased to be part of the WELL family of companies”, said Mr. Bloom. “Both Sleepworks and WELL are mission driven companies that see a substantial opportunity to support patients suffering with sleep disorders and help them to attain better health outcomes”

All shares issued in connection with the Transaction are subject to a restricted period of four months and one day. There were no finder’s fees paid in connection with the Transaction.

¹ Unaudited EBITDA is a Non-GAAP measure. Earnings before interest, taxes, depreciation and amortization (“EBITDA”) should not be construed as alternatives to net income/loss determined in accordance with IFRS. EBITDA does not have any standardized meanings under IFRS and therefore may not be comparable to similar measures presented by other issuers. The Company believes that EBITDA is a meaningful financial metric as it measures cash generated from operations which the Company can use to fund working capital requirements, service future interest and principal debt prepayments and fund future growth initiatives.

WELL HEALTH TECHNOLOGIES CORP.

Per: “Hamed Shahbazi”

Hamed Shahbazi

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About WELL

WELL is a unique company that operates Primary Healthcare Facilities as well as a significant EMR or Electronic Medical Records business that supports the digitization of such clinics. WELL’s overarching objective is to empower doctors to provide the best and most advanced care possible leveraging the latest trends in digital health. In the last 12 months, WELL physicians served approximately 600,000 patient visits through its network of 19

medical clinics. WELL is publicly traded on the TSX Venture Exchange under the symbol WELL.V. WELL was recognized as a TSX Venture 50 Company in 2018 and 2019.

Forward-Looking Statements

This news release may contain "forward-looking statements" within the meaning of applicable Canadian securities laws, including, without limitation: the expectation that SleepWorks is and will continue to be accretive to WELL; that SleepWorks will continue to be a strong commercial business; that SleepWorks has continued prospects for growth; and that SleepWorks will be able to continue servicing the same number of clients going forward. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties, and contingencies. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause future results, performance or achievements to be materially different from the estimated future results, performance or achievements expressed or implied by those forward-looking statements and the forward-looking statements are not guarantees of future performance. WELL's statements expressed or implied by these forward-looking statements are subject to a number of risks, uncertainties, and conditions, many of which are outside of WELL's control, and undue reliance should not be placed on such statements. Forward-looking statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Transaction, including: that WELL's assumptions in making forward-looking statements may prove to be incorrect; adverse market conditions; risks inherent in the primary healthcare sector in general; the inability of WELL to complete the Transaction and related transactions at all or on the terms announced; the TSXV not approving the Transaction; risks relating to the satisfaction of the conditions to closing the Transaction; that future results may vary from historical results; and that market competition may affect the outcome of the Transaction and the business, results and financial condition of WELL following the closing of the Transaction. Except as required by securities law, WELL does not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, events or otherwise.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.