

## WELL Health Completes Acquisition of MedBASE's OSCAR EMR Business

- MedBASE Software Inc. provides OSCAR<sup>(1)</sup> Electronic Medical Record (EMR) services to 61 medical clinics in Ontario.
- With the acquisition of MedBASE's OSCAR EMR business, WELL has increased its EMR footprint to supporting over 1,500 primary health medical clinics across Canada.
- MedBASE is WELL's sixth acquisition of an OSCAR EMR service provider, which further strengthens the Company's position as both the largest provider of OSCAR EMR services as well as overall the third largest EMR service provider in Canada.

Vancouver, B.C. - May 4, 2020 - WELL Health Technologies Corp. (TSX: 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 February 12, 2020, that its wholly-owned subsidiary WELL EMR Group Inc. has acquired all of the issued and outstanding shares in the capital of MedBASE Software Inc. ("MedBASE").

"We are pleased to welcome MedBASE's OSCAR EMR customers to the WELL EMR Group," said Hamed Shahbazi, Chairman and CEO of WELL. "MedBASE has been a trusted software service provider to physicians in the Province of Ontario for many years with a reputation of strong service and support".

In consideration for the acquisition of MedBASE, the Company paid an aggregate purchase price of \$650,000, consisting of: (i) a cash payment of \$325,000, subject to a working capital adjustment and holdback pursuant to the terms of an escrow agreement; (ii) approximately \$162,500 paid by the issuance of 85,526 common shares of the Company at a deemed price of approximately \$1.90 per share; and (iii) a time-based earn out of \$162,500 which is payable by WELL in quarterly cash payments over a period of 3 years.

MedBASE provides OSCAR EMR services to 61 medical clinics in Ontario. With the acquisition of MedBASE, WELL has increased its EMR footprint to supporting over 1,500 primary health medical clinics across Canada. WELL's acquisition only includes MedBASE's OSCAR EMR customers and services, and not its other billing products. This acquisition is expected to generate approximately \$150,000 in annual Normalized EBITDA<sup>(2)</sup>.

All shares issued in 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) OSCAR, an acronym for “Open Source Clinical Application Resource”, is an open-source EMR system developed by McMaster University’s Department of Family Medicine to inspire collaboration between the wide spectrum of health professionals with the goal to drive downstream benefits to patient care.
- (2) Normalized EBITDA is a Non-GAAP measure. Earnings before interest, tax, depreciation and amortization (“EBITDA”) should not be construed as an alternative 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 Normalized EBITDA is a meaningful financial metric as it measures cash generated from operations, taking into consideration non-speculative acquisition related synergies based on trailing and/or current revenue performance, 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

Chief Executive Officer, Chairman and Director

### **About WELL**

WELL is a unique company that operates Primary Healthcare Facilities, is the third largest Electronic Medical Records (EMR) supplier in Canada and is a provider of telehealth services. WELL owns and operates 21 medical clinics, provides digital EMR software and services to over 1500 medical clinics across Canada and is a majority owner of SleepWorks Medical. WELL's overarching objective is to empower doctors to provide the best and most advanced care possible while leveraging the latest trends in digital health. WELL is publicly traded on the Toronto Stock Exchange under the symbol "WELL-T". WELL was recognized as a TSX Venture 50 Company in 2018, 2019 and 2020. To access the Company's telehealth service, visit: [virtualclinics.ca](http://virtualclinics.ca) and for corporate information, visit: [www.WELL.company](http://www.WELL.company).

### **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 the acquisition will generate \$150,000 in annual Normalized EBITDA. 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, 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; COVID-19 related risks; that future results may vary from historical results; and that market competition may affect the outcome of integrating MedBASE's operations with those of WELL 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 nor its Regulation Services Provider (as that term is defined in policies of the TSX Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**For further information:**

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