WELL Health to Acquire 100% of INSIG Corporation, a Leader in Telehealth Services in Canada

- INSIG is a leading Canadian virtual care platform with a unique SaaS-enabled marketplace currently supporting over 2,800 healthcare practitioners with approximately 200,000 virtual care appointments(1) served in the last 90 days. The platform has been used by over 500,000 patients(2) since inception.
- WELL had previously developed its telehealth program known as VirtualClinic+ on INSIG's full-stack platform and tools. WELL already owned/acquired ~40% of INSIG and is now acquiring the remainder of the company.
- This acquisition is expected to result in the addition of $6.5 million in annual telehealth revenues to WELL after elimination of intercompany revenues. INSIG has on average grown at double digit monthly growth rates since the start of the COVID-19 pandemic and continues to grow quickly.
- Following closing, founders Matthew Mazzuca and David Del Balso will continue to lead INSIG as a wholly-owned subsidiary with an ambitious growth mission to: (i) continue to develop the best virtual care experiences for healthcare providers and patients; and (ii) grow INSIG's telehealth market share.

Vancouver, B.C. – November 9, 2020 – WELL Health Technologies Corp. (TSX: WELL) ("**WELL**" or the "**Company**"), a company focused on consolidating and modernizing clinical and digital assets within the healthcare sector, is pleased to announce it has entered into a definitive share purchase agreement dated November 6, 2020 (the "**Agreement**") with INSIG Corporation ("**INSIG**"), a market leading virtual care platform in Canada, and the selling shareholders of INSIG pursuant to which WELL has agreed to acquire the issued and outstanding INSIG shares that WELL doesn't already own (the "**Transaction**"). Following the closing of the Transaction, INSIG will be a wholly-owned subsidiary of WELL.

"We are looking forward to acquiring the remaining portion of INSIG which will boost WELL's virtual care and product development expertise," said Hamed Shahbazi, Chairman and CEO of WELL. "The INSIG team has proven to be resourceful and nimble innovators, operators and market leaders in the virtual care sector in Canada. We believe the combination of INSIG's Tia Health and WELL's VirtualClinic+ will position WELL as one of the top providers of telehealth services in Canada. I'm also very pleased that Matt and Dave will be bringing their innumerable talents to WELL not only as key leaders in the organization but also as aligned shareholders."

INSIG is a privately-held Canadian company with a unique SaaS enabled virtual care marketplace that provides compelling value propositions for both healthcare professionals and patients. INSIG's B2B SaaS business provides its rapidly growing base of over 2,800 healthcare professionals with virtual care software that automates patient documentation through intelligent questionnaires. INSIG's wholly-owned B2C virtual clinic, Tia Health, leverages INSIG's B2B user base to provide patients with an unmatched supply of doctors on demand through online appointments while providing the option for continuity of care through a patient-centric patient record. Following closing, WELL expects to add an incremental $6.5M in annual revenues as a result of the acquisition when eliminating intercompany revenues between the two organizations.

"When David and I started INSIG and Tia Health, we wanted to change the way healthcare was delivered in Canada. With WELL, we will change healthcare globally," said Matthew Mazzuca, CEO of INSIG. "We've really enjoyed working with WELL over the past year and look forward to joining the WELL family. Our joint collaboration with WELL was instrumental in making telehealth services available to many thousands of Canadians during the COVID-19 pandemic."

Under the terms of the Agreement, and in consideration for the Transaction, the Company has agreed to pay: (i) approximately $22.1 million issuable in approximately 2,836,444 WELL common shares at a deemed price of $7.79 per share, subject to standard closing adjustments for cash and net liabilities existing at closing; (ii) a 60 day holdback amount of $1.4 million payable in WELL common shares; and (iii) a multi-year performance earn-out of up to a maximum aggregate amount of $7.1 million, a portion of which may be issued in WELL common shares.

David Del Balso, President of INSIG commented, "Given the strong level of integration we already enjoy with the WELL team, we believe we will hit the ground running and accelerate our growth in the weeks and months following closing. The combination of our full-stack virtual care platform and WELL's extensive other healthcare assets and capabilities will give us enormous leverage in a market that is ripe for progress and innovation. Doctors and patients will be benefactors of this strategic event."

INSIG's virtual care services are fully integrated with WELL's OSCAR Pro EMR[3] and used by hundreds of practitioners in WELL's EMR[4] network. Since its launch on WELL's **apps.health** marketplace, INSIG's virtual care "app" has been one of the most successful apps invoked by clinicians. The parties have extensive plans to further augment and embed INSIG's tools and capabilities in WELL's clinical and digital assets in Canada.

Closing of the Transaction is subject to a number of conditions including TSX approval. Completion of the Agreement is anticipated to close promptly.

Footnotes:

1. This figure includes some visits from WELL's telehealth program.
2. This figure includes patients who have patient accounts (i.e. with log-in info) and patients who have used the platform without account credentials.
3. **OSCAR Pro EMR** is WELL's offering of a professional version of the "OSCAR" Electronic Medical Records (or EMR) software. OSCAR is an acronym for "Open Source Clinical Application Resource", which is an open-source EMR system originally developed by McMaster University's Department of Family Medicine.
4. **EMR** is an acronym for "Electronic Medical Records".

WELL HEALTH TECHNOLOGIES CORP.
Per: "Hamed Shahbazi"
Hamed Shahbazi
Chief Executive Officer, Chairman and Director

About WELL Health Technologies Corp.

WELL is an omni-channel digital health company whose overarching objective is to empower doctors to provide the best and most advanced care possible while leveraging the latest trends in digital health. As such, WELL owns and operates 20 primary healthcare clinics, is Canada's third largest digital Electronic Medical Records (EMR) supplier serving over 2,000 medical clinics, operates a leading national telehealth service and is a provider of digital health and cybersecurity related technology solutions. WELL is an acquisitive company that follows a disciplined and accretive capital allocation strategy. WELL is publicly traded on the Toronto Stock Exchange under the symbol "WELL" and was recognized as a TSX Venture 50 Company three years in a row in 2018, 2019 and 2020. To access the Company's telehealth service, visit: https://virtualclinics.ca and for corporate information, visit: www.well.company.

About INSIG

INSIG is a privately-held Canadian company engaged in developing virtual care platforms, and clinical automation software. INSIG has grown to serve hundreds of physicians and medical practitioners across the country, with over 500,000 patients having used the platform. INSIG's goal is to remove the administrative burden in medical practice so doctors can focus on what they do best, practice medicine. INSIG wholly-owns Tia Health, a virtual care clinic and marketplace where patients are able to connect to doctors across Canada. Doctors using the INSIG platform are able to join the

Tia Health virtual clinic. There are currently over 400 doctors that are part of Tia Health, and the virtual clinic has helped over 100,000 patients in the past year. The goal of Tia Heath is to be the go-to place for any patient to find the care that they need in the Canadian healthcare system. The Tia Health virtual clinic stresses 'continuity of care' and approximately 50% of Tia Health's appointments in the past month have been repeat patients.

Notice Regarding Forward Looking Statements

Certain statements in this news release related to the Company are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward looking statements in this news release include statements regarding the closing of the Agreement; the receipt of conditional approval from the TSX; the expectation of additional telehealth revenues to WELL post-closing; the expectation that INSIG revenues may continue to grow as expected; that INSIG founders will continue to lead INSIG post-closing, continue to grow the virtual care platform and grow INSIG's telehealth market share; that the Transaction may position WELL as one of the top providers of telehealth services in Canada; the expectation that WELL will expand globally; the intension to augment and embed INSIG tools and capabilities in WELL's clinical and digital assets; and the expectation that closing will occur shortly after TSX approval. There are numerous risks and uncertainties that could cause actual results and WELL's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) inability to close the Transaction for any reason; (ii) COVID-19 risks; (iii) difficulties and delays associated with integrating and growing the INSIG business post-closing; and (iv) other factors beyond the control of the Company. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, the Company does not intend to update these forward-looking statements.

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

For further information

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