

## **WELL Health Enters US Market with Completion of Majority Stake Acquisition of Circle Medical Technologies**

- Silicon Valley based Circle Medical Technologies, Inc. ("**Circle Medical**") is a National US telehealth provider that also operates two brick and mortar medical clinics in the San Francisco Bay Area.
- WELL's aggregate control investment of approximately US\$14.3M in Circle Medical included a subscription of US\$5.0M in shares from Circle Medical's treasury and the purchase of shares from existing shareholders of Circle Medical in exchange for WELL shares and cash consideration.
- Circle Medical's current revenue run rate is approximately US\$5.7M per year and growing quickly having recently experienced double-digit monthly growth rates. WELL's cash investment and shared services support are anticipated to help the company significantly scale its growth over the coming quarters.

Vancouver, B.C. – November 13, 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, announces that, further to its news release dated September 1, 2020, it has completed its acquisition of a majority interest in Circle Medical (the "**Transaction**"). The existing shareholders of Circle Medical will continue to own the outstanding minority stake and will be responsible for the ongoing operation of the business.

"This highly accretive transaction is a key milestone for WELL as it expands our reach into the telehealth and physical medical clinic market in the US," said Hamed Shahbazi, Chairman & CEO of WELL. "The Circle Medical team has done an incredible job expanding its telehealth service since the start of the COVID-19 pandemic and delivering outstanding NPS scores via their unique app and omni-channel experience. We welcome the founders George Favvas and Jean-Sebastien Boulanger as well as the physicians and extended Circle Medical team to WELL."

The aggregate consideration paid by the Company in connection with the Transaction equaled approximately US\$14.3M and consisted of the following: (i) the purchase by the Company of preferred shares in the capital of Circle Medical equal to US\$5.0M which were issued from treasury to provide Circle Medical with capital for growth and scale; and (ii) the purchase of common and preferred shares from certain existing shareholders

of Circle Medical in exchange for cash consideration equal to approximately US\$333,249 and the issuance of 2,487,712 common shares in the capital of the Company (the "**Common Shares**") at a deemed price of CAD\$4.77 per Common Share (approximately US\$3.61), such price being the twenty day VWAP or volume weighted average price of the Common Shares prior to the announcement of the Transaction.

Effective as of the closing of the Transaction, WELL's equity ownership interest in Circle Medical equaled approximately 58% on a fully diluted basis. The Company was also granted a call option right from Circle Medical's existing shareholders to purchase the remaining outstanding shares of Circle Medical which it does not already own.

George Favvas, Co-Founder and CEO of Circle Medical commented, "We are very pleased to be joining forces with WELL. This investment from WELL is a strong vote of confidence in our business and will assist us in accelerating our growth."

There were no finder's fees paid in connection with the Transaction.

#### **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: [virtualclinics.ca](https://virtualclinics.ca) and for corporate information, visit: [www.well.company](https://www.well.company).

#### **About Circle Medical**

Circle Medical is a graduate of the Y-Combinator program and a true pioneer in providing a tech forward primary healthcare experience for patients and doctors,

bringing the doctor's office to a patient's home or work. The company's primary healthcare practice is "in-network" with the majority of US-based insurance carriers and runs on Circle Medical's proprietary technology platform which leverages artificial intelligence to scale a better patient experience, improve health outcomes and maintain a lower operating cost than traditional primary care models. Circle Medical's insurer relationships provide care to approximately 200M Americans. An "in-network" patient can download and use the app anytime for either no cost or a small co-pay. "Out of-network" patients can also use the app at any time with a per use fee. Circle Medical's deep technology and use of artificial intelligence has created a better patient experience consistently resulting in the industry leading NPS scores of 80-90% satisfaction and the company's omnichannel experience has delivered exceptional customer satisfaction.

### **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 expectation that Circle Medical is and will continue to be accretive to WELL; that Circle Medical will continue to be a strong commercial business; that Circle Medical has continued prospects for growth and that Circle Medical will be able to continue servicing the same number of clients going forward. 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) adverse market conditions; (ii) risks inherent in the primary healthcare sector in general and 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**

Pardeep S. Sangha  
VP Corporate Strategy and Investor Relations  
investor@well.company  
604-572-6392