WELL Health Announces Major Expansion into U.S. Market with Proposed Acquisition of CRH Medical and Concurrent C$295.5M Equity Offering Led by Mr. Li Ka-Shing at a 25% Premium to Market

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- NYSE and TSX listed CRH Medical or "CRH" generates a revenue run-rate(1) that is greater than US$120M with approximately 40% operating EBITDA(2) margins and more than 25% free cash flow(3) margins.

- Significant financial accretion anticipated for WELL, including approximately 120% on a revenue per share basis and 800% on an EBITDA per share basis in 2021.

- Proposed acquisition of CRH represents a significant opportunity for WELL to provide digital tools, tech-enablement and data protection to 69 Ambulatory Surgery Centers(4) or "ASCs" and GI (Gastroenterologist) Clinics located in 13 U.S. states and thousands of GI partners in all 48 lower US states.

- Meaningfully enhances WELL's free cash flow profile, enabling future reinvestment, capital compounding, and capital allocation opportunities across other attractive healthcare and healthcare-technology segments.

- Fully-funded via: (i) C$295.5M non-brokered private placement led by Mr. Li Ka-shing and leading Canadian and US based financial institutions at C$9.80, a 25% premium to WELL's 5-day VWAP; (ii) committed credit facilities from the Canadian Imperial Bank of Commerce as lead arranger and joint bookrunner along with HSBC Bank Canada; and (iii) WELL's existing cash on hand.

Vancouver, BC - February 8, 2021 - **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 an arrangement agreement (the "**Agreement**") to acquire all of the issued and outstanding shares of CRH Medical Corporation ("**CRH**") (TSX:CRH and NYSE:CRHM) at US$4.00 per share in cash (the "**Acquisition**") representing equity consideration of approximately US$292.7M and a transaction value of approximately US$369.2M, inclusive of CRH credit facility. WELL has also entered into binding agreements with a group of institutional and individual investors including Mr. Li Ka-shing (collectively the "**Investors**") to raise C$295.5M of equity under a non-brokered offering of subscription receipts at a price of

C$9.80 per share (the "**Offering**"). The Offering price represents a 25% premium to the 5-day volume weighted average price ("**VWAP**") of WELL's common shares on the Toronto Stock Exchange (the "**TSX**") preceding this announcement. The proceeds of the Offering are expected to be combined with debt facilities provided jointly by the Canadian Imperial Bank of Commerce and HSBC Bank Canada as well as WELL's existing cash to fund the Acquisition. The Offering is expected to close in mid-February 2021 and the Acquisition is expected to close in Q2 2021. Completion of the Acquisition is subject to regulatory, CRH shareholder, and court approvals. The WELL common shares to be issued in connection with the Offering have received conditional listing approval from the TSX. Further details of CRH, the Acquisition and Offering are set out below.

"This will be a monumental acquisition for WELL as it will significantly boost our revenue and EBITDA profile, dramatically enhance our U.S. operations, and provide us with additional inorganic and organic growth opportunities," said Hamed Shahbazi, Chairman and CEO of WELL. "The proposed acquisition of CRH is a fantastic opportunity to apply WELL's expertise in digitization and modernization of healthcare clinics to GI practices in the United States. Furthermore, CRH's profitability and cash-flow generation will provide WELL with ample opportunities to allocate capital and grow without dilution. On a post-closing basis, CRH is expected to be operated by its talented staff led by Dr. Tushar Ramani who currently serves as Chairman and CEO. We also expect that CRH will continue to conduct its highly active and successful M&A program following closing. WELL's technology and shared services teams will work with CRH to help digitize and modernize operations in a manner similar to how WELL has executed in the primary healthcare space in Canada. We are very excited for WELL's future growth and profitability outlook upon closing of this very strategic and accretive acquisition."

CRH at a Glance

CRH provides GIs throughout the U.S. with innovative products and services for the treatment of gastrointestinal diseases including anesthesia services for patients undergoing endoscopic procedures at 69 ASCs and GI clinics across 13 states, representing approximately 440,000 annual cases (on a run-rate basis). CRH has relationships with 3,200 GIs in the U.S. and Canada and initially entered the GI anesthesia provider space in 2014. CRH uses a team of more than 670 CRNAs (Certified Registered Nurse Anesthetists) and Physician Anesthesiologists. Additionally, approximately 10% of CRH's revenue is derived from product sales of its FDA-approved and patented medical device known as the CRH O'Regan System, which is a single-use disposable product for the treatment and safe removal of hemorrhoids. CRH has a successful track-record of M&A, having completed more than 30 anesthesia-related acquisitions with an active pipeline that aligns with WELL's M&A strategy. Post-closing, WELL expects CRH will continue to operate autonomously as WELL's seventh business unit, under the leadership of its current Chairman and CEO, Dr. Tushar Ramani.

Acquisition Highlights

- **Major Access to US Healthcare with a Rapidly Growing Asset**. This strategic acquisition will provide deep access to the U.S. healthcare system by partnering with a market leader in gastroenterology anesthesia services. CRH's core business is expected to experience strong growth in 2021 driven by underlying trends in case-loads, billing rates, and organic and acquisitive expansion. Post-closing, WELL will have access to 3,200 GIs mostly in the U.S. and their extended practitioner networks which represents a compelling channel to unlock new revenue and business opportunities.

- **Attractive Financial and Operating Profile**. CRH's revenue run-rate[1] currently exceeds US$120M (based on unaudited Q3 2020 results) derived primarily from a stable, predictable and growing base of practitioner services. Additionally, CRH is highly profitable with approximately 40% operating EBITDA[2] margins and greater than 25% free cash flow[3] margins.

- **Significant Financial Accretion**. The acquisition is expected to drive significant financial accretion for WELL, including approximately 120% on a revenue per share basis and 800% on an EBITDA per share basis in 2021, before considering synergies.

- **Immediate Synergy and Tech-Enablement Opportunity**. WELL intends to deliver its suite of digital tools, tech-enablement and data protection solutions to CRH's network across the GI healthcare marketplace. WELL plans to introduce digital health tools and capabilities to help GI-focused ASCs engage more effectively with their patients, improve clinical workflow, improve accuracy and efficiency, and ultimately to increase revenues and reduce costs. Post-closing, WELL expects to launch a patient-centric digital application on iOS, Android and its own "apps.health" marketplace to: (i) educate patients about colorectal and GI issues, preventative health programs and best practices; (ii) suggest treatment options to discuss with providers for chronic issues; and (iii) connect patients and GI practices.

- **Financed on Attractive Terms with Key Institutional Partners**. WELL has received binding equity commitments of C$295.5M under a non-brokered private placement of subscription receipts led by Mr. Li Ka-shing at a price of C$9.80, representing a 25% premium to WELL's 5-day VWAP. WELL has also received a committed credit facility to support the acquisition with the Canadian Imperial Bank of Commerce acting as lead arranger and joint bookrunner along with HSBC Bank Canada. As a result of the foregoing and together with cash on hand, WELL is fully-funded to complete the Acquisition.

- **Enhanced Healthcare Leadership Position**. Post-closing, WELL's financial and operating profile makes it a clear leader in the Canadian healthcare market and a strong emerging player in the U.S. healthcare market. WELL will be optimally positioned for continued growth and expansion across desired healthcare verticals within North America.

Dr. Tushar Ramani, Chairman and CEO of CRH Medical commented, "Today's announcement is the result of many years of hard work and dedication by all of us at CRH, and we are rightfully proud of the confidence WELL has shown in CRH. I'd like to thank our talented staff for their continued hard work and support. We are confident that today's transaction will benefit patients and providers in our ecosystem."

Details of the Acquisition

The Acquisition, which is to be carried out by way of a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia), will require the approval of: (i) two-thirds of the votes cast by shareholders of CRH; and (ii) two-thirds of the votes cast by shareholders, holders of CRH stock options and holders of CRH restricted share units, voting together as single class (the "**Meeting**"). Certain employee incentive securities of CRH will be exchanged for equivalent employee incentive securities of WELL pursuant to the Acquisition. CRH's directors and officers, holding in aggregate 2.1% of the outstanding common shares of CRH, have each entered into voting support agreements to vote their shares in favour of the Acquisition. Completion of the Acquisition will also be subject to court and regulatory approvals, which are currently expected to be received in Q2 2021.

The Acquisition Agreement contains certain customary provisions, including covenants in respect of non-solicitation of alternative acquisition proposals for CRH, a right to match any superior proposals for WELL and a termination fee of $10M payable to WELL in certain circumstances. The Acquisition Agreement also provides for a reverse termination fee of $10M payable to CRH in the event of any breach of any representation and warranty or covenant by WELL.

Further details with respect to the Acquisition will be included in the information circular to be mailed to CRH shareholders in connection with the Meeting. A copy of the

Agreement will be filed on WELL's SEDAR profile and will be available for viewing at www.sedar.com.

Details of the Offering

Pursuant to the terms of the Offering, 1286392 B.C. Ltd., a wholly-owned British Columbia subsidiary of WELL ("**Finco**") will issue and sell 30,153,061 subscription receipts ("**Subscription Receipts**") at a price of C$9.80 per Subscription Receipt for anticipated gross proceeds of approximately C$295.5M. Upon the closing of the Offering, which is anticipated to occur in mid-February 2021, the proceeds will be deposited in escrow with Computershare Trust Company of Canada (the "**Escrow Agent**") pursuant to the terms of a Subscription Receipt Agreement among WELL, Finco and the Escrow Agent. In conjunction with completion of the Acquisition, the escrowed proceeds of the Offering will be released to Finco by the Escrow Agent and each Subscription Receipt will automatically convert, without any further action on the part of the subscription receipt holders and for no additional consideration, into one common share of Finco (each an "**Finco Share**"). Immediately thereafter, and as part of the plan of arrangement under the Acquisition, each Finco Share will be exchanged for one common share of WELL. If the Acquisition is not completed on or before June 30, 2021, then, unless otherwise agreed by the holders of the Subscription Receipts, such holders will be entitled to receive the aggregate subscription amount paid for their Subscription Receipts and the Subscription Receipts will be cancelled. The TSX has conditionally approved the listing of the WELL common shares upon completion of the Acquisition.

WELL has received binding commitments for participation in the Offering from all members of WELL's board of directors and the extended management team (including but not limited to WELL's CEO, CFO, COO, CMO and CLO) in the aggregate of C$1,000,000 or 102,040 Subscription Receipts. WELL's CEO accounted for more than 50% of this amount. Accordingly, the Offering constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), which requires that the Company, in the absence of exemptions, obtain a formal valuation for, and minority shareholder approval of, the related party transaction. The Offering will be exempt from the valuation and the minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in section 5.5(a) and 5.7(1)(a), respectively, as neither the fair market value of the consideration for the subscription receipts nor the value of the Subscription Receipts issuable to "related parties" is more than 25% of the Company's market capitalization. As the material change report relating to the completion of the Offering will be filed on SEDAR less than 21 days before the completion of the Offering, there is a requirement under MI 61–101 to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Company, such shorter period is reasonable and necessary in the circumstances because the subscribers the Company wished to complete the Offering in a timely manner, given the importance of the proceeds of the Offering to the successful completion of the Acquisition.

The securities being offered in the Offering have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Details of the Debt Financing Commitment

CRH currently has a US$200M line of credit which includes a committed US$150M line and a US$50M accordion with a syndicate of major banks in the United States and Canada, of which US$76.5M is currently drawn. WELL has commitments in place to replace this debt facility and complete the Acquisition. The Canadian Imperial Bank of Commerce is acting as lead arranger and joint bookrunner with HSBC Bank Canada on the credit facilities in support of the Acquisition.

Advisors and Counsels

CIBC Capital Markets, Eight Capital, HSBC Securities (Canada) Inc. and Stifel GMP are acting as financial advisors to WELL. Torys LLP and Clark Wilson LLP are acting as legal counsel to WELL.

Conference Call Details

WELL will be hosting a conference call webinar for investors and analysts to discuss the Acquisition. Please see details below to participate:

Date:	Monday, February 8, 2021
Time:	9am PST (12 noon EST)
Webinar:	https://www.well.company/for-investors/events/
Dial-in:	647 558 0588 (Toronto Local)
	778 907 2071 (Vancouver Local)
Webinar ID:	954 8793 9595

Footnotes:

1. **Run-rate** figures are based on published Q3 results for CRH.
2. **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 meaning 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 repayments and fund future growth initiatives. For EBITDA reconciliation to Net income, please refer to the Company's Management Discussion and Analysis filings on Sedar.com.
3. **Free cash flow** is defined as EBITDA less NCI and capex
4. **ASC** or ambulatory surgery center, is a health care facility that specializes in providing surgery and pain management.

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 27 primary healthcare clinics, is Canada's third largest digital Electronic Medical Records (EMR) supplier serving approximately 2,200 healthcare clinics, operates a high quality telehealth services in both Canada and the United States and is a provider of digital health, billing 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**". To access the Company's telehealth service, visit: tiahealth.com, and for corporate information, visit: www.well.company.

About CRH Medical Corporation

CRH is a North American company focused on providing gastroenterologists throughout the United States with innovative services and products for the treatment of gastrointestinal diseases. In 2014, CRH became a full service gastroenterology anesthesia company that provides anesthesia services for patients undergoing endoscopic procedures in ambulatory surgical centers. To date, CRH has completed 30 anesthesia acquisitions, and now serves 69 ambulatory surgical centers in 13 states. In addition, CRH owns the “CRH O'Regan System”, a single-use, disposable, hemorrhoid banding technology that is safe and highly effective in treating all grades of hemorrhoids. CRH distributes the O'Regan System, treatment protocols, operational and marketing expertise as a complete, turnkey package directly to gastroenterology practices, creating meaningful relationships with the gastroenterologists it serves. CRH's O'Regan System is currently used in all 48 lower US states.

Notice Regarding Forward Looking Statements

Certain statements in this news release related to the Company are forward-looking statements and are prospective in nature including the statements regarding: the completion and timing of the Acquisition and the Offering; post-closing objectives of WELL for the CRH business unit; the expectation that CRH will be operated by its current staff led by Dr. Tushar Ramani; the expectation that CRH will continue to conduct its M&A program; the expectation that WELL’s technology and shared services teams will work with CRH to help digitize and modernize operations in a fashion similar to how WELL has executed in the primary healthcare space in Canada; the expectations regarding WELL’s future growth and profitability outlook upon closing of the acquisition; and anticipated accretive revenue, free cash-flow and EBITDA to WELL resulting from the Acquisition. 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”, “would”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe”, “working on” or “continue”, or the negative thereof or similar variations. 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: risks that the Offering or Acquisition may not close for any number of reasons; inability to secure regulatory and CRH shareholder approval for any reason; risks outlined in WELL’s publicly filed documents available on SEDAR; business disruption risks relating to COVID-19; regulatory risks, including those related to healthcare, privacy and data security; and integration risks relating to the acquired business on a post-closing basis. 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.

This news release contains future-oriented financial information and financial outlook information (collectively, "**FOFI**") about WELL's expected increase in revenue, cash flow and EBITDA on a post-closing basis assuming consummation of the Acquisition, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set out in the above paragraphs. The actual financial results of WELL on a post-closing basis may vary from the amounts set out 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 news release 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 a post-closing basis. Readers are cautioned that the FOFI contained in this news release should not be used for purposes other than for which it is disclosed herein.

For further information

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