

WELL HEALTH TECHNOLOGIES CORP.

FOR IMMEDIATE RELEASE

November 15, 2018

WELL Health Announces Agreement to Acquire NerdEMR, BC's Largest OSCAR Electronic Medical Records Service Provider

- Northwest Electronics Records and Design or "NerdEMR" is the largest provider of OSCAR EMR (Electronic Medical Records) services in the province of British Columbia
- NerdEMR provides SAAS (software as a service) to approximately 220 medical clinics with OSCAR EMR services. OSCAR means "Open Source Clinical Application Resource", originally developed by McMaster University
- NerdEMR's system supports approximately 2,000 registered practitioners, 1,700 staff and 4.85M registered patients
- NerdEMR's founders and team led by Mike Thompson and Pat Morphy to join WELL's Technology team on closing
- As part of the transaction, WELL has also agreed to acquire Butterfly Medical Ltd. (Butterfly) which owns certain Intellectual Property (IP) relating to the growth and consolidation of EMR companies related to the OSCAR platform.

Vancouver, B.C. – 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 it has entered into an arm's length share purchase agreement dated November 14, 2018 (the "**Agreement**") with the shareholders of NerdEMR, whereby the Company has agreed to acquire all of the issued and outstanding shares of NerdEMR. NerdEMR provides OSCAR EMR services to approximately 220 clinics most of which are located in the province of British Columbia.

"We're excited to welcome the very talented and committed staff of NerdEMR to the WELL Health family," said Hamed Shahbazi, Chairman and CEO of WELL Health Technologies "NerdEMR is the leading OSCAR service provider in BC with approximately 220 medical clinics under contract. The closing of this transaction will catapult WELL into the National EMR marketplace with a premier asset."

The total consideration payable by WELL in connection with the acquisition of NerdEMR and Butterfly (**the "Transaction"**) is approximately \$2,550,000, which will be allocated as follows: (i) a payment upon closing of the Transaction of \$2,071,875 consisting of \$1,434,375 in cash and 1,275,000 common shares of the Company at a deemed price of \$0.50 per share (the cash portion of which is subject to a 7.5% holdback to be released after 3 months), and (ii) a time-based earn-out of \$478,125 payable quarterly over 3 years.

"NerdEMR is thrilled to be joining WELL's amazing team," said Mike Thompson, CEO of NerdEMR. "WELL's vision for improving healthcare with emerging technologies fits perfectly with NerdEMR's goals of providing great service, better tools for physicians, and more efficiency in our customers' businesses. We're excited for what we will achieve together."

In addition to customary closing conditions, the transaction is subject to approval from the TSX Venture Exchange (the “TSXV”).

The Transaction is expected to constitute an Expedited Acquisition in accordance with Policy 5.3 of the TSXV. All shares issued in the transaction will be subject to a restricted period of four months and one day. There are no finder’s fees payable in connection with the Transaction.

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Per: “Hamed Shahbazi”
Hamed Shahbazi
Chief Executive Officer, Chairman and Director

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About “WELL”

Backed by legendary investor and business magnate Sir Li Ka-shing, WELL owns and operates Primary Healthcare Facilities in Canada. WELL's overarching objective is to empower primary care doctors to provide the best and most advanced care possible leveraging the latest trends in digital health. WELL physicians serve hundreds of thousands of patient visits per year through its network of clinics. WELL is publicly traded on the TSX Venture Exchange under the symbol WELL.V. WELL Health Technologies was recognized as a TSX Venture 50 Company in 2018.

About “NERD” EMR

NerdEMR is the most trusted OSCAR service provider in British Columbia. NerdEMR serves approximately 220 clinics most of which are all in BC with SAAS (software as a service) products and services based on OSCAR. OSCAR is the “Open Source Clinical Application Resource” developed by McMaster University that was first developed at McMaster University by Dr. David Chan. It is continuously enriched by contributions from OSCAR users and the Charter of OSCAR Service Providers that support them.

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

FORWARD-LOOKING INFORMATION AND DISCLAIMERS

This news release contains certain forward-looking statements and information (collectively, “forward looking statements”) within the meaning of applicable Canadian securities laws, including, without limitation, the closing of the Transaction; the Company obtaining all consents and TSXV approval in order to close; Mr. Thompson and Mr. Morphy joining WELL post-closing. 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”, “will”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe” or “continue”, or the negative thereof or similar variations. Although WELL believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties that may cause actual results or events to differ materially from those anticipated and no assurance can be given that these expectations will be realized, and undue reliance should not be placed on such statements.

Such 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.

Certain material factors or assumptions are applied in making the forward-looking statements, including, without limitation, the assumption that future results, including without limitation, sales and financial results, will be similar to past results; the expectation related to future general economic and market conditions; the assumption that no adverse material changes will occur in the business to be acquired or the markets in general; the assumption that any applicable regulatory approvals will be obtained; and the assumption that the timing of events will occur as anticipated. Forward-looking statements and information are based on the beliefs, assumptions and expectations of WELL’s management on the date of this news release, and WELL does not assume any obligation to update any forward-looking statement or information should those beliefs, assumptions or expectations, or other circumstances change, except as required by securities law.

This news release contains future-oriented financial information and financial outlook information (collectively, “FOFI”) about WELL’s prospective results of operations, including revenue and EBITDA, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. FOFI contained in this news release was made as of the date of this news release and was provided for the purpose of providing further information about WELL’s future business operations assuming the closing of the transactions as currently negotiated. WELL disclaims any intention or obligation to update or revise any FOFI contained in this news release, whether as a result of new information, future events or otherwise, except as required by securities law. Investors are cautioned that the FOFI contained in this news release should not be used for purposes other than for which it is disclosed herein.