

H E A L W E L L A I

HEALWELL AI INC.

(f/k/a MCI Onehealth Technologies Inc.)

ANNUAL INFORMATION FORM

For the fiscal year ended December 31, 2023

Dated: April 1, 2024

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ANNUAL INFORMATION FORM

In this annual information form (the “**Annual Information Form**”), unless otherwise noted or the context indicates otherwise, the “**Company**”, “**HEALWELL**”, “**we**”, “**us**” and “**our**” refer to HEALWELL AI Inc. All financial information in this Annual Information Form is reported in Canadian dollars. Certain defined terms used herein have the meanings given to them under “*Glossary of Defined Terms*”.

The information contained herein is dated as of April 1, 2024 unless otherwise stated.

GLOSSARY OF DEFINED TERMS

In this Annual Information Form, the following words and terms shall have the following meanings:

“**2023 Debenture Offering**” has the meaning given to such term under “*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*”.

“**2023 Debenture Warrants**” has the meaning given to such term under “*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*”.

“**2023 Debentures**” has the meaning given to such term under “*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*”.

“**2nd A&R Agreement**” has the meaning given to such term under “*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*”.

“**Acorn**” means Acorn Biolabs, Inc.

“**affiliate**” means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with such specified Person.

“**AI**” means artificial intelligence.

“**Alberta Sale**” has the meaning given to such term under “*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*”.

“**Ariel**” means Ariel Precision Medicine Inc.

“**ASPP**” means the Company’s automatic share purchase plan, entered into on July 8, 2021 with TD Securities Inc. See “*General Development of the Business – Developments during the Financial Year Ended 2021*”.

“**Audit Committee**” means the audit committee of the Board.

“**Awards**” has the meaning given to such term under “*General Description of Capital Structure – Options and Rights to Purchase Securities*”.

“**BCA**” means BCA Research Inc.

“**Board of Directors**” or “**Board**” means the board of directors of the Company.

“**brightOS**” means the Company’s data analytics platform that enables the Company’s clinicians and data scientists to better visualize and derive insights from de-identified clinical data.

“**Call Option Agreement**” has the meaning given to such term under “*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*”.

“Call Option” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Capital Changes” has the meaning given to such term under *“Corporate Structure - General”*.

“CBCA” means the *Canada Business Corporations Act*.

“CEO” means Chief Executive Officer.

“Class A Subordinate Voting Shares” means the Class A subordinate voting shares in the capital of the Company.

“Class B Multiple Voting Shares” means the Class B multiple voting shares in the capital of the Company.

“Corporate Governance and Nominating Committee” means the corporate governance and nominating committee of the Company.

“Court” has the meaning given to such term under *“Legal Proceedings and Regulatory Actions”*.

“DCP” means Disclosure Controls and Procedures.

“Debt Resolution Agreement” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“December Bought Deal Warrants” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“December Bought Deal” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“doctorly” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Dr. Christodoulou” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2022”*.

“Dr. Grail” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2022”*.

“DSU” means a deferred share unit granted under the Equity Incentive Plan.

“DTC” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Equity Incentive Plan” has the meaning given to such term under *“General Description of Capital Structure – Options and Rights to Purchase Securities”*.

“FCW” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2022”*.

“Financial Statements” means the Company’s financial statements for the years ended December 31, 2023 and 2022, including the notes thereto, which have been prepared in accordance with IFRS.

“Human Resources and Compensation Committee” means the human resources and compensation committee of the Board.

“ICFR” means Internal Control over Financial Reporting.

“IFRS” means International Financial Reporting Standards as issued by the International Accounting Standards Board.

“Intrahealth Transaction” has the meaning given to such term under *“General Development of the Business – Developments Subsequent to the Financial Year Ended December 31, 2023”*.

“Intrahealth” has the meaning given to such term under *“General Development of the Business – Developments Subsequent to the Financial Year Ended December 31, 2023”*.

“Investor Rights Agreement” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“IP Rights” has the meaning given to such term under *“Risk Factors – Risks Relating to Intellectual Property and Technology”*.

“IPO Closing Date” means January 6, 2021.

“IPO Underwriters” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2021”*.

“IPO” means the initial public offering of the Company.

“Khure” means Khure Health Inc.

“Lender” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2022”*.

“M&A” means mergers, acquisitions and other similar transactions.

“Master Services Agreement” has the meaning given to such term under *“Risk Factors – Risks Relating to Intellectual Property and Technology”*.

“MCI Connect” means the portal for applications and services developed by the Company.

“MCI Polyclinic” means MCI Polyclinic Group Inc., a subsidiary of the Company.

“MD&A” means the Company’s Management’s Discussion & Analysis for the years ended December 31, 2023 and December 31, 2022.

“MI 61-101” means Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*.

“Microquest” means Microquest Inc.

“NCIB” means the Company’s normal course issuer bid, commenced on May 19, 2021 and ended on May 19, 2022. See *“General Development of the Business – 2021”*.

“NDR” means Ned Davis Group.

“New Facility” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“NI 52-110” means National Instrument 52-110 – *Audit Committees*.

“NI 62-104” means National Instrument 62-104 – *Take-over Bids and Issuer Bids*.

“Non-Core Assets” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“October Bought Deal Warrants” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“October Bought Deal” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“October Underwriters” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Option Term” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Optioned Shares” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Options” means options to acquire Class A Subordinate Voting Shares, including those granted under the Equity Incentive Plan or under stand-alone option agreements, but excluding the Optioned Shares subject to the Call Option.

“Original Facility” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“ORO” means Oro Health, Inc.

“Palantir” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2022”*.

“Pentavere Agreement” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Pentavere Transaction” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Pentavere” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Person” means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company.

“PIPEDA” means Canada’s *Personal Information Protection and Electronic Documents Act*.

“Polyclinic” means the Polyclinic Group of Companies, consisting of Canadian Phase Onward Inc., The Quit Clinic Inc., North York Pulmonary Function Center Inc., and Executive Medical Concierge Canada (2021) Ltd.

“Provincial Plans” has the meaning given to such term under *“Risk Factors - Risks Relating to the Business and the Industry”*.

“ReGen” means ReGen Scientific Inc.

“Reorganization” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“RSU” means a restricted share unit granted under the Equity Incentive Plan.

“SAFE” means a Simple Agreement for Future Equity instrument.

“SEDAR+” means the System for Electronic Document Analysis and Retrieval.

“Special Committee” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Strategic Alliance Agreement” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Strategic Transaction” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“Subject Clinic” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“TSX” means the Toronto Stock Exchange.

“TSX Company Manual” means the Toronto Stock Exchange Company Manual.

“Unit” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

“United States” has the meaning given to such term as defined in Regulation S under the United States Securities Act of 1933, as amended.

“VWAP” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2021”*.

“Warrants” means warrants to purchase Class A Subordinate Voting Shares.

“WELL” has the meaning given to such term under *“General Development of the Business – Developments during the Financial Year Ended December 31, 2023”*.

Words importing the singular include the plural and vice versa and words importing any gender include all genders.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Annual Information Form contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities legislation (collectively, “forward-looking information”), which are based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs and views of future events which are not representative of historical facts or information or current condition, but by their nature, are inherently uncertain and outside of the Company’s control. Forward-looking information can often be identified by the use of forward-looking terminology such as “aim”, “anticipate”, “believes”, “continue”, “estimate”, “envision”, “expect”, “forecast”, “forward”, “future”, “goal”, “intend”, “likely”, “opportunity”, “outlook”, “potential”, “project”, “seeks” and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions “could”, “may”, “should”, “will” or “would” happen, or by discussions of strategy. By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements.

Forward-looking information includes estimates, plans, expectations, opinions, forecasts, projections, targets, guidance or other statements that are not statements of fact. Statements containing forward-looking information are made as of the date of this Annual Information Form and include, but are not limited to, statements with respect to: the performance of the Company’s business and operations; the Company’s expectations regarding revenues, expenses and anticipated cash needs, including the Company’s outlook and revenue projections; the advances in healthcare delivery, and the demand for and benefits of technology-aided healthcare and the Company’s service and product offerings, in particular; the Company’s technology roadmap, intellectual property and license agreements; the

Company's revenue streams; the Company's intention to scale applications and services globally to other healthcare industry stakeholders; the growth of the Company through acquisitions, strategic partnerships, and alliances; the Company's ability to improve corporate customer retention rates and to rapidly grow new service offerings; the anticipated trends and challenges in the Company's business and the markets and jurisdictions in which the Company operates; the Company's products and services, both existing and under development, and existing and potential customers' acceptance thereof; the Company's goal of improving patient-physician consult experience; the estimated preventability of primary care errors; the benefits to physicians of working with the Company; the Company's expectations regarding the renegotiation or termination of contracts; the Company's mission to increase access, improve quality and consistency of the healthcare system; the competitive and business strategies of the Company; the Company's ability to provide custom health packages; the expected timing and completion of the Company's near-term objectives; the expansion of the Company's healthcare and healthcare-related service offerings through its advanced technologies; the opportunities in respect of healthcare data; the expected benefit from global health technology and digital health spending; the legal framework and compliance program development in respect of certain laws which may apply to the Company, its business and operations; the Company's expectation to compete with a broad and diverse set of businesses in Canada and internationally as a result of the Company's technology and data analytics solutions; the Company's principal shareholders and capital structure; the Company's sufficiency of capital, ability to obtain capital and ability to continue to operate as a going concern; legal proceedings; and general economic, financial market, regulatory and political conditions in which the Company operates.

Forward-looking information in this Annual Information Form is based on the Company's opinions, estimates and assumptions in light of the Company's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company currently believes are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. In particular, the Company has made assumptions including: that future revenue, operations and financial metrics of the Company will continue to grow in accordance with management's expectations and the execution of its business strategy; that the Company is able to obtain future capital as and when required on reasonable commercial terms; that the Company is able to execute on its business strategy; there being no material variations in the legislation and regulation of health care and health care professionals in Canada and the regulation of electronic medical records as it affects the business of the Company; that the Company continues to be able to identify, negotiate and close on acquisition targets on commercially reasonable terms; that operating expenses, including general and administrative expenses, will continue in accordance with management's expectations; that the Company is able to attract and retain skilled personnel in terms of management, health care professionals and administrative personnel; there being no material adverse changes to the access and cost of open software products developed by third parties that are utilized by the Company; and with respect to general economic and financial market conditions.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that the Company considered appropriate and reasonable as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual actions, events, results, performance or achievements to differ materially from what is projected in forward-looking information, including but not limited to the risks described under "*Risk Factors*" in this Annual Information Form.

An investment in securities of the Company is speculative, and although the Company has attempted to identify important factors that could cause actual actions, events, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors not presently known to the Company or that the Company presently believes are not material that may cause actions, events, results, performance or achievements to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize or should assumptions underlying the forward-looking information prove incorrect, actual actions, events, results, performance, or achievements may vary materially from those expressed and implied by such statements contained in this Annual Information Form. The purpose of forward-looking information is to provide the reader with a description of the expectations of the Company's senior management team, and such statements may not be appropriate for any other purpose. Accordingly, investors should not place undue reliance on forward-looking information contained in this Annual Information Form. Although the Company believes that the expectations reflected in statements containing forward-looking information are reasonable, it can give no assurance that such expectations will prove to be correct. The forward-looking information and forward-looking statements contained in this Annual Information Form are made as of the date of this Annual Information Form. All subsequent written and oral forward-looking information and statements attributable to the Company or Persons acting on its behalf is expressly qualified in its entirety by this notice. The Company disclaims any obligation to update any forward-looking

information, whether as a result of new information or future events or results, except to the extent required by applicable securities laws.

To the extent any forward-looking statement in this Annual Information Form constitutes “future-oriented financial information” or “financial outlooks” within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally are, without limitation, based on the assumptions and subject to the risks set out above. The Company’s actual financial position and results of operations may differ materially from the current expectations of the Company’s senior management team and, as a result, the Company’s revenue and expenses may differ materially from the revenue and expenses profiles provided in this Annual Information Form. Such information is presented for illustrative purposes only and may not be an indication of the Company’s actual financial position or results of operations.

INDUSTRY AND OTHER STATISTICAL INFORMATION

This Annual Information Form includes market share, industry and other statistical information that the Company has obtained from independent industry publications, government publications, market research reports and other published independent sources. Such publications and reports generally state that the information contained therein has been obtained from sources believed to be reliable. Although the Company believes these publications and reports to be reliable, it has not independently verified any of the data or other statistical information contained therein, nor has it ascertained or validated the underlying economic or other assumptions relied upon by these sources. The Company does not intend, and undertakes no obligation, to update or revise any such information or data, whether as a result of new information, future events or otherwise, except as and to the extent required by applicable securities laws.

TRADEMARK AND TRADE NAMES

This Annual Information Form includes, or may include, trademarks and trade names that are protected under applicable intellectual property laws and are the property of the Company. Solely for convenience, our trademarks and trade names referred to in this Annual Information Form may appear without the ® symbol, or other applicable symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks, and trade names.

CORPORATE STRUCTURE

General

The Company was incorporated on July 18, 2012 under the *Business Corporations Act* (Ontario) as “Altima Healthcare Canada Inc.”. The Company’s articles of incorporation were amended on September 14, 2020 in order to change its name to “MCI Brighthouse Technologies Inc.”. On December 2, 2020, the Company’s articles of incorporation were further amended to change its name to “MCI Onehealth Technologies Inc.”.

In connection with and in advance of the completion of its IPO, the Company completed the following capital changes on December 29, 2020 (collectively, the “**Capital Changes**”): (i) the Company was continued under the CBCA; (ii) the Company’s share structure was amended so as to create a new class of an unlimited number of Class A Subordinate Voting Shares, create a new class of an unlimited number of Class B Multiple Voting Shares, create a new class of an unlimited number of preferred shares, issuable in series, and repeal all other classes of shares; (iii) all of the Company’s issued and outstanding common shares were exchanged for Class A Subordinate Voting Shares and Class B Multiple Voting Shares (each common share was exchanged for approximately 190,000 Class A Subordinate Voting Shares and approximately 190,000 Class B Multiple Voting Shares); and (iv) an aggregate of 4,000,000 Class A Subordinate Voting Shares were transferred by certain holders thereof to certain third parties, resulting in the cancellation of an aggregate of 4,000,000 Class B Multiple Voting Shares.

On January 6, 2021, the Company completed its IPO and the Class A Subordinate Voting Shares began trading on the TSX under the trading symbol “DRDR”.

On September 26, 2023 and September 29, 2023, the Company's articles of incorporation were further amended to change its name to “HEALWELL AI Inc.” and to affect a change in the attributes of its Class A Subordinate Voting Shares and Class B Multiple Voting Shares, as described in more detail in “*General Development of the Business –Corporate Developments during the Financial Year Ended December 31, 2023*”. On October 2, 2023, the Class A Subordinate Voting Shares began trading on the TSX under the new name and trading symbol “AIDX”.

The Company’s head office is located at 4881 Yonge Street, Suite 300, Toronto, Ontario, M2N 5X3 and its registered and records office is located at Suite 2400, Bay Adelaide Centre, 333 Bay Street, Toronto, Ontario M5H 2T6.

The Company’s fiscal year end is December 31.

Intercorporate Relationships

As at December 31, 2023, the Company had the following direct and indirect subsidiaries:

Subsidiary	Jurisdiction of Incorporation	Ownership Percentage	Direct or Indirect Ownership
MCI Medical Clinics Inc.	Ontario	100%	Direct
MCI Polyclinic Group Inc.	Ontario	80%	Direct
Canadian Phase Onward Inc.	Ontario	80% ⁽¹⁾	Indirect
The Quit Clinic Inc.	Ontario	80% ⁽¹⁾	Indirect
North York Pulmonary Function Center Inc.	Ontario	80% ⁽¹⁾	Indirect
Executive Medical Concierge Canada (2021) Ltd.	Ontario	80% ⁽¹⁾	Indirect
Khure Health Inc.	Ontario	100%	Direct
MCI Uptown Health Inc.	Ontario	100%	Direct
Onehealth Technologies Inc.	Ontario	100%	Direct
Pentavere Research Group Inc.	Ontario	50.8% ⁽²⁾	Direct

Notes:

- (1) These entities are 100% owned by MCI Polyclinic Group Inc., which in turn is 80% owned by the Company. The Company anticipates acquiring the remaining 20% interest in MCI Polyclinic Group Inc. in Q2 2024.
- (2) The Company acquired a 50.8% interest in Pentavere on December 1, 2023. The Company also acquired an option, which it has not yet exercised, to acquire the remaining issued and outstanding shares of Pentavere on a future date. See “*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*” for additional details.

GENERAL DEVELOPMENT OF THE BUSINESS

Set out below are the events and conditions which have influenced the general development of HEALWELL's business during the three most recently completed financial years:

Corporate Developments during the Financial Year Ended December 31, 2021

On January 6, 2021 (the “**IPO Closing Date**”), the Company completed its IPO of an aggregate of 6,000,000 Class A Subordinate Voting Shares at a price of \$5.00 per share for aggregate gross proceeds of \$30,000,000. Pursuant to the terms of an IPO underwriting agreement dated December 29, 2020 among the Company and a syndicate of underwriters (the “**IPO Underwriters**”), the Company granted the IPO Underwriters an over-allotment option, exercisable in whole or in part for a period of 30 days following the IPO Closing Date, to purchase up to an additional 900,000 Class A Subordinate Voting Shares at the offering price for additional gross proceeds of approximately \$4,500,000, which was not ultimately exercised. On the IPO Closing Date, the Class A Subordinate Voting Shares commenced trading on the TSX under the symbol “DRDR”.

On February 16, 2021, the Company acquired Onehealth Technologies Inc., a company previously under the control of two former directors of the Company. The purchase consideration was \$1.00 and the assumption of the obligations of Onehealth Technologies Inc. under a promissory note in the amount of \$115,000. The total consideration for the acquisition was \$143,000. It was not necessary for the Company to file a Form 52-102F4 in connection with this acquisition.

On February 17, 2021, the Company announced the launch of MCI Connect, a complete virtual health platform, offering telemedicine and extending the 30-year legacy of “MCI The Doctor’s Office” brick-and-mortar network.

On March 15, 2021, the Company amended its line of credit facility with the Toronto Dominion Bank to increase the amount available under the line to \$1.5 million from \$1.0 million.

On March 26, 2021, the Company invested \$250,000 to purchase an interest in Acorn through a Simple Agreement for Future Equity (“SAFE”) instrument issued by Acorn. See “*Description of the Business – Investments*” for further information.

On April 12, 2021, the Company announced a commercial partnership with ReGen, a leader in innovation and personalized, preventative, and regenerative health, designed to allow for both parties to further enhance the patient experience through a hybrid approach. In connection with this partnership, the Company executed a share exchange agreement and investor rights agreement with ReGen. See “*Description of the Business – Investments*” for further information.

On April 23, 2021, the Company invested \$312,000 in a convertible promissory note issued by Ariel, whose business focuses on precision diagnosis and targeted therapeutics. The transaction agreements provide the Company with the right (but not the obligation) to participate, on a pro-rata basis, in any issuances by Ariel of equity securities or any security convertible into equity securities occurring after a qualified financing. See “*Description of the Business – Investments*” for further information.

On April 26, 2021, the Company acquired 100% of the issued and outstanding shares of Khure for aggregate consideration of up to \$12.6 million. Khure’s technology platform harnesses clinical data, enabling physicians to rapidly screen and identify patients with rare diseases and facilitate more personalized treatment. The aggregate consideration paid by the Company included (a) \$500,000 cash paid on closing, (b) \$3.5 million Class A Subordinate Voting Shares issued on closing at their volume weighted average price (“VWAP”), (c) a 12-month indemnity holdback of \$3 million Class A Subordinate Voting Shares issued at their VWAP on the closing date and subject to adjustment on the terms of the transaction agreements, and (d) earn-outs providing for the issuance of up to \$5.6 million Class A Subordinate Voting Shares at their VWAP on the date of issuance, depending on the achievement of certain revenue milestones. In addition, up to \$900,000 Class A Subordinate Voting Shares are issuable to two principals of Khure based on the achievement of performance triggers. HEALWELL’s acquisition of Khure was motivated in large part by expectations that (a) Khure would continue its rapid growth by expanding on its existing customer base, garnering new customer wins and leveraging HEALWELL’s patient and physician base; (b) integrating Khure into HEALWELL’s ecosystem would enhance opportunities to launch and participate in research initiatives that aid in the development of innovative treatment options; and (c) Khure’s precision medicine platform, which harnesses clinical data, enabling physicians to rapidly screen and identify patients with rare diseases and facilitate more personalized treatment, would enhance HEALWELL’s data analytics offerings through Khure’s continued work with leading pharmaceutical and medical device companies in North America, Europe and Japan. See “*Description of the Business – New Products, Services & Acquisitions*” for further information. It was not necessary for the Company to file a Form 52-102F4 in connection with this acquisition.

On May 17, 2021, the Company announced that the TSX had accepted the notice of the Company’s intention to conduct an NCIB to purchase for cancellation up to 2,435,129 of its Class A Subordinate Voting Shares. The NCIB was to be conducted through the facilities of the TSX or alternative trading systems, if eligible. Repurchases under the NCIB commenced on May 19, 2021 and terminated on May 18, 2022. Daily purchases were limited to 18,415 Class A Subordinate Voting Shares, other than block purchase exemptions. The price that the Company was permitted to pay for any Class A Subordinate Voting Shares purchased in the open market under the NCIB was the prevailing market price at the time of purchase (plus brokerage fees). The Company appointed TD Securities Inc. to make any purchases

under the NCIB. In total, the Company purchased for cancellation 320,000 Class A Subordinate Voting Shares under the NCIB for an aggregate purchase price of approximately \$870,000.

On June 7, 2021, the Company signed a share exchange agreement to acquire 14.25% of common shares of Acorn in exchange for the issuance of 380,953 Class A Subordinate Voting Shares, with the result that the Company owned a minority interest in Acorn. Acorn is a healthcare technology company with a focus on regenerative medicine, which offers a non-invasive live cell collection, analysis and cryopreservation service. See *“Description of the Business – Investments”* for further information.

On July 8, 2021, the Company entered into an ASPP with TD Securities Inc., its designated broker, to facilitate the repurchase of Class A Subordinate Voting Shares under the Company’s NCIB. Pursuant to the ASPP, the designated broker was authorized to purchase up to 320,000 Class A Subordinate Voting Shares commencing on July 12, 2021, until the expiry of the NCIB on May 18, 2022. Such purchases were to be determined by the broker at its sole discretion based on the purchasing parameters set out by the Company in accordance with the rules of the Exchange, applicable securities laws and the terms of the ASPP. By the end of September 2021, all 320,000 Class A Subordinate Voting Shares had been purchased for cancellation under the ASPP.

On July 14, 2021, the Company invested \$250,000 to acquire 3,425 preferred shares of ORO, a dermatologically-focused specialized telemedicine and virtual healthcare provider and the developer of the DermaGo platform. See *“Description of the Business – Investments”* for further information.

On July 30, 2021, the Company completed a series of share purchase transactions to acquire an 80% interest in the “Polyclinic Group of Companies”, consisting of Canadian Phase Onward Inc. (a clinical research organization with seasoned expertise in clinical studies, trial recruitment and management), The Quit Clinic Inc. (operating as Polyclinic Family and Specialty Medicine Facility, consisting of primary care, specialist and diagnostic clinics, with historical annual patient volumes exceeding 100,000 patient visits per year), North York Pulmonary Function Center Inc. and Executive Medical Concierge Canada (2021) Ltd. (an executive healthcare practice with a growing client list that the Company anticipated could be leveraged by HEALWELL’s client base and 400+ corporate clients) (collectively, “**Polyclinic**”) through its subsidiary MCI Polyclinic. Polyclinic provides onsite integrated health services including primary care, specialist care, concierge medicine, lab services and an in-house clinical research organization. Under the terms of the agreement, the Company paid total consideration of approximately \$7,104,000 to the selling shareholders of Polyclinic, settled through a combination of \$5,416,000 cash, financed from cash on hand, the grant of a 20% ownership interest in MCI Polyclinic and the issuance of \$384,000 in Class A Subordinate Voting Shares at a deemed price per share of \$2.71. MCI Polyclinic provides onsite integrated health services including primary care, specialist care, lab services and an in-house clinical research organization. It was not necessary for the Company to file a Form 52-102F4 in connection with this acquisition.

On December 9, 2021, the Company announced a partnership between Khure and Microquest, in which Khure’s AI dashboard solution would be integrated with Microquest’s electronic medical record software, Healthquest, bringing the power of Khure’s AI platform to support identification of patients living with rare diseases to the growing number of physicians using Healthquest.

On December 16, 2021, Khure achieved its first earn-out milestone under the purchase agreement entered into by the Company in connection with its acquisition of Khure, and the Company issued 1,170,204 Class A Subordinate Voting Shares from treasury valued at approximately \$1.7 million.

Corporate Developments during the Financial Year Ended December 31, 2022

On March 1, 2022, the Company announced the appointment of Jennifer Foster as Chief Operating Officer.

On July 5, 2022, the Company announced that it had entered into a secured loan agreement to borrow up to \$5,000,000 from The First Canadian Wellness Co. Inc. (the “**Lender**” or “**FCW**”). The purpose of the loan was to fund ongoing operations and general and administrative expenses while the Company continued to pursue its strategic plan. The loan bore interest at a rate of prime plus 9% per annum and was repayable on the earlier of December 31, 2023, the date that there is a change of control of the Company or any refinancing by the Company. Pursuant to the

loan agreement, the Company and its material subsidiaries entered into a general security agreement in favour of FCW, and amounts advanced under the loan were secured against substantially all of the property and undertaking of the Company and such subsidiaries. Dr. George Christodoulou (“**Dr. Christodoulou**”) and Dr. Sven Grail (“**Dr. Grail**”), former directors, co-chairs and control persons of the Company, controlled the Lender and, as such, the loan constituted a related party transaction under the TSX Company Manual and under MI 61-101. The Loan did not have an effect on the percentage of securities of the Company beneficially owned or controlled by FCW, Dr. Christodoulou or Dr. Grail, since no securities of HEALWELL were issuable in connection with the loan agreement. The loan was approved by the independent members of the Board of Directors of the Company, with Dr. Christodoulou and Dr. Grail abstaining from the vote.

On July 28, 2022, the Company announced a partnership with MDClone, a digital health company and leader in synthetic data. The Company’s collaboration with MDClone was expected to improve data collection and curation to better serve the needs of applied healthcare research. The MDClone ADAMS Platform’s unique ability to convert datasets and cohorts of interest into synthetic files that are statistically comparable to the original data, but composed entirely of artificial patients, aids in broader and more secure access and larger-scale research impact.

On August 12, 2022, the Company announced a partnership with Euclid Telehealth. The partnership was expected to increase access to healthcare that can help curtail and potentially prevent vision loss among Ontario patients. The Company used its data insights infrastructure to help family physicians identify patients within their practices that might be at risk for eye disease. Patients were then contacted by the Company to confirm their interest in attending a diagnostic session provided by Euclid Telehealth at the Company’s clinic, where Euclid Telehealth provided its portable diagnostic equipment and expert Ophthalmologists.

On August 30, 2022, the Company announced that it had entered into a three-year commercial agreement with Palantir Technologies Inc. (“**Palantir**”), a US-based leader in big data analytics. Palantir’s “Foundry” platform was anticipated to power analytics for improved patient care and research projects for the Company’s international stakeholders in the health, pharmaceutical, therapeutic and life sciences sectors.

On September 21, 2022, the Company announced, through a collaboration with ORO, the launch of new platform, MCI Dermatology Connect. MCI Dermatology Connect is a telehealth platform that was created to assist in meeting the needs of Ontarians currently waiting for a consultation on minor dermatological conditions, lessen wait times, and increase Ontarians’ access to Dermatologists regardless of geographic constraints.

On October 4, 2022, the Company announced that Khure had launched “Clinical Clarity”, a resource for enhanced physician continuing medical education. Through Khure, Clinical Clarity offered an evolutionary advancement in continuing medical education delivery, allowing physicians to take certified continuing medical educational courses from within the Khure platform.

On December 6, 2022, the Company announced that it was a distributor for Virgin Pulse, a leading global digital-first health, well being and navigation company. The Virgin Pulse platform was offered by the Company’s Corporate Health Solutions division as “MCI Wellness Connect”, and was anticipated to be offered to the Company’s established base of corporate clients while introducing it to additional market segments. MCI Wellness Connect was expected to provide Canadian businesses access to all the features of the Virgin Pulse platform that normally benefit enterprise-size companies. The platform delivered meaningful health outcomes, leveraging a proprietary combination of behavior science, gamification, and incentives that motivate employees to create healthy, lasting habits. The Virgin Pulse platform had 14 million members globally and was growing significantly in the Canadian market.

On December 13, 2022, the Company announced that it would be consolidating five of its under-performing Ontario clinics into its remaining fourteen Ontario clinics to enable extended hours and intensification of services at the remaining clinics, as well as to significantly reduce overhead costs. The consolidated clinics ceased operations in the fourth quarter of 2022, and the majority of their physicians, nurses and staff were redeployed.

On December 15, 2022, the Company announced an update on Khure’s expansion into the American healthcare market, with Khure now offering its AI-enabled clinical intelligence technology and services for rare and complex diseases to healthcare practitioners in the United States. Khure signed its first American contract with one of the largest private nephrology practices in the southern United States, comprising over 25 outpatient clinics and more than 40 dialysis centers, which will allow Khure to showcase its clinical data insights capabilities in a specialist healthcare setting and will enable further clinical research and data insights partnerships with life sciences companies.

Corporate Developments during the Financial Year Ended December 31, 2023

On January 3, 2023, the Company and FCW entered into an amended and restated loan agreement with respect to the loan previously made available to the Company by FCW on June 30, 2022. Pursuant to the amended and restated agreement, the amount available to the Company under the loan agreement was increased from \$5 million to \$7 million, bearing interest at a rate of prime plus 9% per annum. The loan was repayable on the earlier of December 31, 2023, the date that there is a change of control of the Company or any refinancing by the Company. Each of the Company's material subsidiaries provided a guarantee in favour of the Lender with respect to amounts advanced under the Loan. Pursuant to the amended and restated loan agreement, the Company and its material subsidiaries provided security in favour of the Lender and amounts advanced under the loan were secured against substantially all of the property and undertaking of the Company and such subsidiaries. In connection with the amendment of the loan terms, the Company was required to pay a fee of \$40,000. The Company used the proceeds available under the loan to continue to fund its ongoing operations and for general and administrative expenses.

On January 17, 2023, the Company eliminated the position of Chief Operating Officer as part of a larger restructuring of its management team structure, and Jennifer Foster departed the Company.

On February 15, 2023, the Company issued 3,794,571 Class A Subordinate Voting Shares from treasury valued at approximately \$2,677,000 in connection with the achievement of the second Khure earn-out milestone.

On March 9, 2023, the Company announced a partnership with uMed, the UK-based provider of a leading automated patient recruitment platform, to increase patient access to international research studies and accelerate enrollment and improve retention of the Company's patients in clinical trials. The Company is the first Canadian partner of uMed.

On March 28, 2023, the Company announced a partnership with LMC Healthcare and LMC Clinical research Inc. dba Centricity Research, to increase patient access to international research studies and accelerate enrollment and improve retention of the Company's patients in clinical trials.

On April 3, 2023, the Company announced that the Company's special committee, comprised of two independent directors (the "**Special Committee**") was reviewing and evaluating a range of potential strategic alternatives for the Company, as a result of certain financial, liquidity and operational challenges it was facing at the time.

On April 20, 2023, the Company announced an update on its review of strategic alternatives, including the entering into of into an exclusivity agreement with a large multi-national strategic investor to consider a potential business combination, sale of assets, strategic partnership or other transaction or series of transactions intended to address the Company's financial and operational challenges. The Company also announced that it commenced a targeted solicitation process to identify and canvass potential purchasers for the sale of certain non-core assets, consisting of debt and equity investments held by the Company in four healthcare/technology companies ("**Non-Core Assets**").

On April 27, 2023, the Company announced that it was seeking approval from the TSX for an additional \$1,500,000 debt financing facility from FCW (the "**New Facility**") to fund its ongoing operations and for general and administrative expenses while it continued to work towards longer term growth and stability. The New Facility was made available to the Company under a second amended and restated loan agreement (the "**2nd A&R Agreement**") which amended and restated the current agreement between the Company and FCW in respect of their existing \$7,000,000 debt facility (the "**Original Facility**"). The New facility could be drawn down in increments of \$750,000, subject to FCW's approval in its sole and absolute discretion, and was repayable on the earlier of (a) April 30, 2024, (b) the date that there is a change of control of the Company, or (c) the date of any refinancing of the Company. Subject to the consent of the Company's senior lenders, the Company could prepay the New Facility at any time without penalty, and the Company agreed that it could apply the net proceeds from the sale of its Non-Core Assets to prepay amounts outstanding under the New Facility. The New Facility was secured by the same security and guarantees applicable to the Original Facility, which granted FCW security over substantially all of the property and undertaking of the Company and its subsidiaries. The New Facility did not bear interest, but required the Company to pay a \$75,000 set-up fee as well as a monthly fee equal to 1.67% of the principal amount outstanding under the New Facility on the first of each month, pro-rated for the first month the New Facility was in place. These fees were payable to FCW on demand, on 10 business days prior written notice, in either cash or Class A Subordinate Voting Shares of the Company at the election of FCW, valued at their fifteen-day VWAP on the date a demand for payment is made, or, subject to the

requirements of the TSX, at such other price as the Company and FCW may agree. All payments in Class A Subordinate Voting Shares were subject to the future approval by the TSX and, in the absence of such approval, were to be paid in cash. No demand for payment of fees could be made before July 1, 2023, unless an acceleration event occurred under the loan and security agreements.

On May 18, 2023, the Company announced the closing of the New Facility.

On May 19, 2023, the Company announced that it entered into a definitive agreement with WELL Health Technologies Corp. (“WELL”), for the sale of its operations in Alberta, including its five MCI The Doctor’s Office medical clinics, for a purchase price of \$2 million (the “**Alberta Sale**”). The Alberta Sale was implemented under a share purchase agreement dated May 18, 2023, between the Company and WELL. The consideration paid by WELL in connection with the Alberta Sale was \$2,000,000, with \$1,000,000 paid in cash at signing, and the balance subject to customary closing and post-closing adjustments and holdbacks. The cash paid at signing was used by the Company to provide some additional short-term liquidity to partially address some of its financial challenges and liquidity constraints at the time.

On June 1, 2023, the Company announced that it completed the sale of its operations in Alberta to WELL for total consideration of \$2,000,000, less customary closing and post-closing adjustments and holdbacks.

On June 27, 2023, the Company announced that it was applying to the Ontario Superior Court of Justice (Commercial List) under s.133(3) of the CBCA for an extension of time to call an annual general meeting of shareholders in respect of its financial year ended December 31, 2022 until a date no later than September 30, 2023. The Company filed its Notice of Application on June 27, 2023, and the application came on for a hearing on June 30, 2023.

On June 30, 2023, the Company announced that its application to the Court for an extension of time to call its annual general meeting of shareholders had been granted by the Court. The Company also requested and was granted a similar extension by the TSX under the TSX Company Manual until September 29, 2023.

On July 12, 2023, the Company entered into an agreement with the vendors of Khure to extend the time to achieve the third and final earn-out milestone under the share purchase agreement entered into between the Company and the vendors dated April 6, 2021 from December 23, 2023 to December 31, 2025.

On July 20, 2023, the Company announced that it had entered into definitive agreements with WELL dated July 19, 2023 to, among other things, sell a significant portion of the Company’s clinical assets in Ontario to WELL Health Clinic Network Inc., a subsidiary of WELL, and to obtain new financing (collectively, the “**Strategic Transaction**”), as described in more detail below.

On July 27, 2023, the Company announced that it was seeking approval from the TSX to transfer the Non-Core Assets to FCW as a first step towards the implementation of the Strategic Transaction. The Non-Core Assets consisted of certain debt and equity securities which the Company held in four private healthcare and technology companies. The transfers were completed pursuant to a debt resolution agreement entered into among the Company, FCW, MCI Medical Clinics Inc. and WELL (the “**Debt Resolution Agreement**”) to satisfy the Company’s outstanding obligations to FCW in respect of the New Facility.

On September 21, 2023, the Company announced the results of its 2023 annual general and special meeting of shareholders, where shareholders authorized, among other things: (i) the Strategic Transaction; (ii) the Company to file articles of amendment to amend the share terms applicable to its Class B Multiple Voting Shares to facilitate the completion of the Strategic Transaction; (iii) a change to the Company’s name from “MCI Onehealth Technologies Inc.” to a name to be later determined by the Board; (iv) Dr. Grail and Dr. Christodoulou, each a control person of the Company, and their permitted transferees to grant a call option in respect of the Strategic Transaction and to make one or more distributions of their respective Class A Subordinate Voting Shares; and (v) the amendment of Options held by certain directors and officers of the Company to reduce their exercise prices and increase their term beyond their original expiry dates. Dr. Grail and Dr. Christodoulou did not stand for re-election on the Board at the meeting and the size of the Company’s board was reduced to five (5).

On September 26, 2023, in connection with the Strategic Transaction, the Company changed its name from “MCI Onehealth Technologies Inc.” to “HEALWELL AI Inc.” and on October 2, 2023, the Company began trading under its new name and new ticker symbol “AIDX”. On September 26, 2023 and September 29, 2023, the Company amended its articles to affect a change in the attributes of its Class A Subordinate Voting Shares and Class B Multiple Voting

Shares to facilitate the implementation of the Strategic Transaction (the “**Reorganization**”). The Reorganization involved, among other things, adding WELL as a permitted holder of the Class B Multiple Voting Shares, modifying the Class A Subordinate Voting Share ownership parameters required to maintain the existence of the Class B Multiple Voting Share class, to require WELL, Dr. Grail, Dr. Christodoulou, Dr. Dobranowski and their respective affiliates to hold at least 5% of the Class A Subordinate Voting Shares at any given time to prevent the cancellation of the Class B Multiple Voting Shares, and certain clarifications to definitions and other provisions of the articles.

On October 1, 2023, the Company announced the completion of the Strategic Transaction. The Strategic Transaction was comprised of the following key elements:

Bridge Financing

On July 19, 2023, WELL advanced \$3 million to the Company under a secured promissory note to provide the Company with working capital to stabilize its business and to continue to operate in the ordinary course during the interim period between signing the definitive agreements and closing the Strategic Transaction. The note bore interest at a rate of prime plus 9% which accrued through October 1, 2023. When the Strategic Transaction was completed on October 1, 2023, the promissory note was repaid in full, including all principal and accrued interest, and WELL irrevocably authorized the Company to discharge its security registrations against the Company.

Convertible Debenture Financing

On October 1, 2023, the Company completed a convertible debenture unit financing for gross proceeds of \$10 million, with WELL participating in the financing as the lead investor in the amount of \$4 million (the “**2023 Debenture Offering**”). Each \$1,000 convertible debenture unit consisted of a convertible debenture in the principal amount of \$1,000 (the “**2023 Debentures**”) and 5,000 Warrants (the “**2023 Debenture Warrants**”). The 2023 Debentures are unsecured obligations of the Company, mature five (5) years from the closing date of the 2023 Debenture Offering, and bear interest at a rate of ten percent (10%) per annum, which will be payable at maturity. The principal and interest outstanding under the 2023 Debentures will be convertible into Class A Subordinate Voting Shares at any time, at the option of the holder, at a conversion price of \$0.20 per share. The 2023 Debenture Warrants are exercisable at a price of \$0.20 per share and expire five years from the closing date of the 2023 Debenture Offering.

Sale of Ontario Clinics

On October 1, 2023, the Company sold to WELL, under an asset purchase agreement between their respective subsidiaries, ten of its fourteen medical clinics in Ontario, along with other related assets, for an aggregate purchase price of approximately \$1.5 million. In connection with the completion of the Strategic Transaction and the transfer of the clinics, the Company terminated, assigned or wound down a number of its commercial partnerships including Virgin Pulse, Microquest, Palantir and Euclid Health.

Other than the leases associated with two medical clinics (together, the “**Subject Clinics**”), substantially all of the assets of such Subject Clinics were transferred to WELL in connection with the Strategic Transaction. The physicians, staff and other health practitioners of the Subject Clinics have been transferred to WELL and have continued to operate at their original locations. The Company and the landlords of such Subject Clinics are currently negotiating the terms of lease terminations and the Company expects that termination payments will be payable in connection with the terminations.

WELL is also currently negotiating a new long-term lease at one of the Subject Clinics and the Company currently expects such negotiations to conclude by the end of the first quarter of 2024. Once a new long-term lease is negotiated, the Company expects to settle any outstanding rent amounts in arrears for such Subject Clinic. The other Subject Clinic’s lease is expected to be terminated and settled after WELL moves the physicians, staff and other healthcare practitioners to another nearby WELL clinic. There is a risk that WELL may not be able to execute an operating lease with the Subject Clinic’s landlord or the Company is unable to reach satisfactory termination and settlement terms with the landlords of the Subject Clinics, in which case the Company will be required to consider alternatives satisfactory to the Company and WELL. If such leases are terminated, the Company will incur a liability for the settlement of rental arrears and to settle payments for the remainder of the leases.

If the negotiations with the landlords do not conclude successfully, the estimated settlement cost may be higher than currently expected by management. However, in such a circumstance, the Company will be required to conduct an assessment of all potential avenues available with respect to such obligations, including the potential for engaging in bankruptcy and insolvency proceedings with respect to MCI Medical Clinics Inc., the Company's wholly owned subsidiary which bears all liability with respect to such leases. While the Company remains committed to finding an amicable resolution, should the Company pursue such avenues it is anticipated that the liabilities associated with the leases will be extinguished in connection with such proceedings without any meaningful effect on the business or financial condition of the Company. As of December 31, 2023, rental arrears owed by MCI Medical Clinics Inc. in respect of the Subject Clinics were \$1,806,724.94.

Further, the Company, through a wholly-owned subsidiary, has also sold a number of assets relating to its Corporate Health Services division to Medworks Inc. for a purchase price of \$100,000.

Secured Debt Resolution

On October 1, 2023, the Company's wholly-owned subsidiary, MCI Medical Clinics Inc., applied the proceeds from the sale of its medical clinics in Ontario to fully satisfy its outstanding secured credit facility with Toronto Dominion Bank, which had been the subject of a secured guarantee by the Company.

In addition, on October 1, 2023, under the Debt Resolution Agreement dated July 19, 2023, the Company's existing secured credit facilities with FCW, a related party to the Company, under which the Company previously owed an aggregate of approximately \$9.0 million in principal and accrued fees and interest was satisfied and discharged as follows: (a) the Company delivered the Non-Core Assets consisting of debt and equity securities owned by the Company in four private healthcare technologies companies to FCW in full satisfaction of the New Facility in the principal amount of \$1.5 million; (b) the Company paid \$600,000 to FCW to partially satisfy the balance of the Company's outstanding obligations to the Lender under the Original Facility; (c) WELL purchased the remainder of the Original Facility and any associated rights or security from FCW; and (d) WELL provided a release in favour of the Company and each of its subsidiaries, other than MCI Medical Clinics Inc., pursuant to which WELL absolutely and unconditionally released and discharged the Company from any and all liability and obligations under the Original Facility with WELL. As of December 31, 2023, the principal amount and interest outstanding on the Original Facility was approximately \$7.2 million for which MCI Medical Clinics Inc. is liable.

On December 15, 2023, MCI Medical Clinics Inc. and WELL entered into a amendment agreement and amended the Original Facility by extending the maturity date of the Original Facility from April 30, 2024 to April 30, 2025. The amendment agreement also included a waiver by WELL of any defaults and breaches by MCI Medical Clinics Inc. under the Original Facility from the date of the Original Facility until December 15, 2023.

WELL has indicated that it may, in its sole discretion, forgive the amount (or a portion thereof) outstanding under the Original Facility, however, there is no formal or binding commitment on WELL to such effect. If the Original Facility is not forgiven by WELL and is required to be repaid by MCI Medical Clinics Inc. in accordance with its terms, the Company may, but has no obligation to, provide funds to MCI Medical Clinics Inc. to make payment for the Original Facility.

Call Option

On October 1, 2023, WELL acquired a call option from Dr. Grail and Dr. Christodoulou, shareholders and former directors of the Company (the "**Call Option**"), which gives WELL the right to acquire up to 30.8 million Class A Subordinate Voting Shares and 30.8 million Class B Multiple Voting Shares. The purchase price for the Call Option is \$0.125 per Class A Subordinate Voting Share and \$0.0001 per Class B Multiple Voting Share.

The exercise of the Call Option is conditional on the achievement by the Company of a number of performance milestones designed to demonstrate improvements in the Company's financial and capital markets performance. The Call Option can only be exercised in pairs, such that WELL must concurrently acquire a Class A Subordinate Voting Share and a Class B Multiple Voting Share, and is exercisable for 36 months post-closing of the Strategic Transaction (the "**Option Term**"). The exercise of the Call Option is

expected to proceed under the private agreement exemption in NI 62-104 such that the price of the Call Option would not be permitted to exceed 115% of the market price of the Class A Subordinate Voting Shares at the time of exercise. If at the time of exercise, the exercise price would exceed 115% of the market price of the Class A Subordinate Voting Shares, the exercise would be subject to the standard rules and procedures applicable to take-over bids under NI 62-104.

The Class A Subordinate Voting Shares and the Class B Multiple Voting Shares subject to the Call Option (the “**Optioned Shares**”) remain under the control of Dr. Grail and Dr. Christodoulou until the Call Option is exercised and their ownership transfers to WELL. However, there are certain restraints on Dr. Grail and Dr. Christodoulou’s ability to deal with the Optioned Shares during the call option exercise period, including: (i) under the call option agreement (the “**Call Option Agreement**”) entered into among the parties, Dr. Grail and Dr. Christodoulou are restricted from transferring their Optioned Shares, except to certain permitted transferees, who are related parties to Dr. Grail and Dr. Christodoulou and who will also agree to be bound by the Call Option Agreement; and (ii) under Lock-Up Agreements entered into by Dr. Grail and Dr. Christodoulou on closing the Strategic Transaction, they agreed, among other things, to vote the Optioned Shares in favour of all matters in support of, and against all matters that could reasonably be expected to delay, prevent, impede or frustrate, the Company’s obligations under the investor rights agreement dated October 1, 2023 entered into between the Company and WELL (the “**Investor Rights Agreement**”). For greater certainty, Dr. Grail and Dr. Christodoulou still have the ability to vote the Optioned Shares at their discretion on matters beyond the scope of the Investor Rights Agreement. Pursuant to the provisions of the Call Option Agreement, Dr. Grail and Dr. Christodoulou are prohibited from transferring the Optioned Shares during the Option Term, subject to certain exceptions set forth in the Call Option Agreement.

Surrender of Multiple Voting Shares

On closing of the Strategic Transaction, an aggregate of 5.2 million Class B Multiple Voting Shares were surrendered to the Company for no consideration. Following the surrender, the only outstanding Class B Multiple Voting Shares are those subject to the Call Option.

Strategic Alliance Agreement

On October 1, 2023, the Company entered into a strategic alliance agreement (the “**Strategic Alliance Agreement**”) with WELL which is designed to position the Company for growth and expansion opportunities. WELL is the largest medical clinic owner and operator in Canada, providing primary, allied, diagnostic, specialized and preventative care services. The Strategic Alliance Agreement with WELL is intended to accelerate the growth and development of the Company’s AI-enabled healthcare technologies and to leverage those technologies for the benefit of WELL’s care providers and their patients. Pursuant to the Strategic Alliance Agreement, the Company and WELL may enter into (i) statements of work pursuant to which WELL would acquire the services of the Company; (ii) data access agreements providing the Company with access to WELL’s data; and (iii) technology licence agreements with respect to the Company’s products. As of the date of this Annual Information Form, no such agreements have been entered into between the parties under the Strategic Alliance Agreement and no revenues are currently being generated by the Company under the Strategic Alliance Agreement.

Investor Rights Agreement and New Directors

On October 1, 2023, the Company and WELL entered into the Investor Rights Agreement providing WELL with certain rights. The Investor Rights Agreement provides, among other things, that WELL has: (a) the right to nominate up to two (2) directors (or board observers) of the Company, increasing to a majority of the directors in the event that WELL holds more than 20% of the voting rights attached to all outstanding voting securities of the Company; (b) pre-emptive rights in respect of future issuances of securities of the Company; and (c) qualification and registration rights in respect of its Class A Subordinate Voting Shares and certain convertible securities, subject to standard terms and conditions.

On October 1, 2023, Mr. Hamed Shahbazi (Founder, Chairman and Chief Executive Officer of WELL) and Mr. Erik Danudjaja (Senior Associate, Corporate Development and Strategy of WELL) were appointed to the Board, and Mr. Blake Corbet was appointed as the Senior Vice President Corporate Development and Capital Markets of the Company. Concurrently with the appointment of Mr. Shahbazi and Mr. Danudjaja, Dr. Robert

Francis and Mr. Anthony Lacavera resigned as directors of the Company to facilitate onboarding the new WELL nominees.

Equity Incentive Reorganization

In connection with the completion of the Strategic Transaction, the Company reorganized its equity incentive strategy to better align the interests of its Board, management, employees and consultants with the new strategic direction of the Company. The Board approved the grant of a total of 223,187 DSUs, 950,000 RSUs and 950,000 PSUs entitling the holders to acquire Class A Subordinate Voting Shares. The equity incentive grants were granted pursuant to the Company's Equity Incentive Plan.

In addition to the equity incentive grants, the Board also approved the amendment of 2,133,000 outstanding Options previously granted to certain employees, consultants and senior officers who will continue to serve the Company following completion of the Strategic Transaction. The amendments to the Options consisted of changing: (a) the exercise price of each Option from a range of \$5.00 to \$0.95 per share to \$0.69 per share; (b) the expiry date of each Option from expiry dates ranging from January 6, 2026 to October 5, 2027 to expiring on October 1, 2028; and (c) the vesting terms for any unvested Options to now vest in annual increments of 25% over the four (4) years following the closing of the Strategic Transaction rather than vesting in accordance with their original vesting schedules.

Changes in Significant Shareholders

As a result of the Strategic Transaction and as at the closing of the Strategic Transaction, assuming the conversion of all 2023 Debentures and exercise of all 2023 Debenture Warrants held by WELL, WELL would have beneficially owned and controlled 40,000,000 Class A Subordinate Voting Shares, representing approximately 42.6% of the outstanding Class A Subordinate Voting Shares, on a partially diluted basis (not including any of the Optioned Shares that may be acquired by WELL under the Call Option, once exercisable, or the 333,333 Subordinate Voting Shares subsequently acquired by WELL under the October Bought Deal (as defined below)).

The exercise of the Call Option may also result in Dr. Grail and Dr. Christodoulou ceasing to be control persons or ceasing to have beneficial ownership of, or control or direction over, securities of the Company carrying greater than ten (10%) percent of the voting rights attached to all of the Company's outstanding voting securities, once a sufficient number of their Optioned Shares have been acquired by WELL.

For more information regarding the Strategic Transaction, see the material change report of the Company dated July 28, 2023, as amended by the material change report of the Company dated August 31, 2023, and the management information circular of the Company dated August 21, 2023, filed on August 25, 2023, on the Company's SEDAR+ profile at www.sedarplus.com.

On October 17, 2023, the Company announced that it closed a "bought deal" private placement of 13,333,400 Class A Subordinate Voting Shares at a price of \$0.60 per share, for aggregate gross proceeds of \$8,000,040 (the "**October Bought Deal**"). The October Bought Deal was conducted on a "bought deal" private placement basis by Eight Capital, as lead underwriter and sole bookrunner, together with Stifel Nicolaus Canada Inc., Canaccord Genuity Corp. and PI Financial Corp., as underwriters (collectively with Eight Capital, the "**October Underwriters**"). In consideration for the services provided to the Company by the October Underwriters in connection with the October Bought Deal, the Company paid the October Underwriters cash commissions in the aggregate amount of approximately \$418,800 and issued to the October Underwriters an aggregate of 699,801 non-transferable compensation warrants (the "**October Bought Deal Warrants**"), with each such Bought Deal Warrant exercisable to acquire one additional Class A Subordinate Voting Share at an exercise price of \$0.75 for a period of 24 months following closing of the Bought Deal.

On October 18, 2023, the Company announced the launch of WELL AI Decision Support, in conjunction with WELL, to assist healthcare providers in improving early disease diagnosis and preventative health. See "*Description of the Business – Strategic Goals*" for additional information.

On November 9, 2023, the Company announced a strategic investment in doctorly GmbH ("**doctorly**"), an innovative provider of comprehensive practice management software based in Germany. Concurrently, the Company also entered into a strategic alliance agreement with doctorly which provides the Company with access to doctorly's

rapidly growing healthcare provider base and support for provider onboarding onto the Company's clinical decision support platform. The partnership with doctorly marked the Company's entrance into the European healthcare technology market.

On November 15, 2023, the Company announced that it had entered into an agreement with Pentavere Research Group Inc. ("**Pentavere**") dated November 14, 2023, to acquire a majority ownership position in Pentavere (the "**Pentavere Agreement**"), an AI health-technology company based in Toronto, that focuses on identifying eligible patients for approved medications and interventions.

On November 21, 2023, the Company announced that its Class A Subordinate Voting Shares began trading on the OTCQX® Best Market under the ticker "HWAIF" and that the Depository Trust Company ("**DTC**") has made the Class A Subordinate Voting Shares eligible for electronic deposit in the DTC.

On December 4, 2023, the Company announced that it had completed the acquisition in Pentavere. Pursuant to the Pentavere Agreement, the Company acquired a majority ownership interest of Pentavere on a non-diluted basis under a share purchase agreement with certain vendors set forth therein and a subscription agreement with Pentavere, whereby the Company acquired Class A common shares of Pentavere and Class A common share purchase warrants of Pentavere (the "**Pentavere Transaction**"). In connection with the Pentavere Agreement, the Company was also granted a call option to buy the remaining interest in Pentavere over a 48 month period.

On December 5, 2023, the Company announced that it had entered into an agreement pursuant to which Eight Capital, as lead underwriter and sole book runner, together with a syndicate of underwriters (collectively with Eight Capital, the "**December Underwriters**"), pursuant to which the December Underwriters would purchase units of the Company on a "bought deal" basis pursuant to the filing of a short form prospectus, at a price of \$0.80 per unit (the "**December Bought Deal**"). Each unit was comprised of one Class A Subordinate Voting Share and one-half of one share purchase warrant of the Company (each whole warrant, a "**December Bought Deal Warrant**"). Each December Bought Deal Warrant entitles the holder thereof to purchase one Class A Subordinate Voting Share at an exercise price of \$1.20 for a period of three years following the closing of the December Bought Deal. The Company also agreed to grant the December Underwriters an over-allotment option to purchase up to an additional 15% of the units at the same price, exercisable in whole or in part, at any time on or prior to the date that is 30 days following the closing of the December Bought Deal to cover over-allotments, if any, and for market stabilization purposes. On December 6, 2023 the Company announced that it entered into an amending agreement to upsize the December Bought Deal Offering. On December 22, 2024, the Company announced that it had closed the December Bought Deal Offering, including the exercise in full of the December Underwriters' over-allotment option, and issued 14,375,000 Units at a price of \$0.80 per Unit, for aggregate gross proceeds of \$11,500,000.

On December 15, 2023, the Company announced that MCI Medical Clinics Inc. and WELL extended the maturity date of MCI Medical Clinic Inc.'s credit facility from April 30, 2024 to April 30, 2025 pursuant to an amending agreement entered into between MCI Medical Clinics Inc. and WELL amending the 2nd A&R Agreement. The 2nd A&R Agreement was assigned to WELL on July 19, 2023 pursuant to the terms of the Debt Resolution Agreement.

Corporate Developments Subsequent to the Financial Year Ended December 31, 2023

On January 25, 2024, the Company announced that it had entered into an agreement to acquire Intrahealth Systems Limited ("**Intrahealth**"), a subsidiary of WELL, an insider of the Company, pursuant to an arm's length negotiated transaction for total consideration of approximately \$24.2 million (the "**Intrahealth Transaction**"). Intrahealth is an advanced SaaS-based Electronic Health Records management platform for small and medium enterprise healthcare organizations across Canada, Australia and New Zealand. Intrahealth was originally acquired by WELL in April 2021. The independent directors of the Company unanimously approved the Intrahealth Transaction, with the directors appointed by WELL Recusing themselves from voting.

On February 1, 2024, the Company announced that it completed the Intrahealth Transaction. The Company acquired 100% of the shares outstanding of Intrahealth from WELL for total consideration of approximately \$24.2 million, to be paid by the Company as follows: (i) \$3.6 million was paid in cash on closing; (ii) the issuance of \$15 million in Class A Subordinated Voting Shares of the Company, or approximately 21.7 million Class A Subordinated Voting Shares, at a deemed price of \$0.69 per share based on the volume weighted average price of the Class A Subordinated Voting Shares for the five trading days immediately preceding the date of the press release announcing the Intrahealth

Transaction; and (iii) a promissory note in the principal amount of \$5 million, to be paid out over the following 10 months following closing in either cash or Class A Subordinated Voting Shares of the Company, at WELL's discretion. WELL will also pay an earnout to the prior owners of Intrahealth of approximately \$0.6 million due in May 2024. As part of the Intrahealth Transaction, the Company, WELL and Intrahealth entered into a transition services agreement whereby WELL agreed to provide customary transition services to ensure a timely and efficient transition of the services of Intrahealth to the Company. As a result of the completed Intrahealth Transaction, WELL became a new control person of the Company, holding between 22.7 million and 32.7 million Class A Subordinate Voting Shares depending upon whether WELL elects to receive payment of the post-closing \$5 million payment in Class A Subordinate Voting Shares, thereby representing between 20.7% and 27.3% of the issued and outstanding voting securities of the Company as of the date of closing. WELL was approved as a new control person of the Company at its most recent shareholders' meeting in September 2023.

On February 27, 2024, the Company announced the appointment of Hamed Shahbazi as Chairman of the Board.

On February 29, 2024, the Company announced that it had filed a final short form base shelf prospectus with the securities commissions in each of the provinces of Canada. The shelf prospectus will allow the Company to undertake offerings of Class A Subordinate Voting Shares, debt securities, Warrants, units and subscription receipts, or any combination thereof, up to an aggregate total of \$150,000,000 from time to time during the 25-month period that the prospectus remains effective.

On March 14, 2024, the Company announced that it signed service agreements with each of WELL Health USA ("**WELL USA**") and its affiliate Circle Medical Technologies Inc. ("**Circle Medical**"), a subsidiary of WELL. Under the terms of the service agreements, the Company will provide US patients with access to its subsidiaries Pentavere and Khure for the purposes of earlier diagnosis and identification of patients with potential risks of certain conditions, identification of patient eligibility for approved medications or interventions, optimizing patient care pathways and improving patient health outcomes. WELL USA's CRH Medical which has over 100 Gastrointestinal (GI) only sites of service, has identified data from approximately 200,000 patients across 21 states that can be analyzed, in a secure and compliant manner using Pentavere's DARWEN™ AI platform. The platform can enable high-quality, real-world data generation on the relationships between biologic prescribing, clinic-demographics, and outcomes to support patients suffering from inflammatory bowel disease and other gastrointestinal conditions. This information is expected to be used to enhance the understanding of how different factors, such as the type of medication prescribed and patient characteristics, relate to treatment outcomes. The partnership is expected to help support sub-optimally treated inflammatory bowel disease patients in the US, reducing healthcare costs and the burden on healthcare systems. Khure has also partnered with US based Circle Medical, a subsidiary of WELL, to integrate its proprietary AI platform with Circle Medical's electronic medical record system, expanding its footprint into the US. Circle Medical currently provides virtual care services in over 30 states and has 23 physical locations across the US, representing access to over 75% of the American population. Khure will be able to analyze Circle Medical's large US clinical data-sets, using its proprietary machine learning algorithms to screen for and flag individual patients whom the health care practitioner might want to consider for further investigation for certain conditions and identifying those patients for early diagnosis of rare disease. Khure will also have the ability to screen for US patient cohorts that may be candidates for clinical trial eligibility. Circle Medical is a leader in providing primary based care in the US and it is currently on a run-rate of delivering more than 700,000 patient visits per year and growing quickly.

On March 26, 2024, the Company announced the successful new implementation of Intrahealth's Profile ("**Profile**") Electronic Health Records with Toronto Public Health, a health unit responsible for delivering public health programs and services, enforcing public health regulations and reporting to the Toronto Board of Health on public health issues. Intrahealth is in the final stages of its Electronic Health Records implementation with Toronto Public Health, which is expected to go live within the upcoming weeks. Intrahealth was awarded the Toronto Public Health contract through a competitive RFP bidding process. Profile offers a flexible environment that allows public health units the ability to tailor the provider experience, so that providers have the right information at the right time, Profile also enables public health units to manage patient privacy across a large organization.

DESCRIPTION OF THE BUSINESS

Summary

The Company is a healthcare technology company focused on AI and data science for preventative care. The Company's mission is to improve healthcare and save lives through early identification and detection of disease. Using its own proprietary technology, the Company is developing and commercializing advanced clinical decision support systems that can help healthcare providers detect rare and chronic diseases, improve efficiency of their practice and ultimately help improve patient health outcomes. The Company's AI technology ingests clinical information and clinical data patient records, structures that clinical data, and then applies AI technology to screen those records and help find patients that are at high risk of certain conditions, and that have specific unmet needs from a therapeutic perspective. Early detection, and the tools the Company has built around AI provide value to physicians and providers, making their workflow more efficient and allowing them to find patients that otherwise would have fallen through the cracks.

The Company's data driven insights business aims to take advantage of the unique ecosystem of clinics to which the Company has obtained access through its strategic alliance with WELL, including the broader WELL ecosystem in Canada and the US. The Company expects to scale its operations organically through investment in its data platform as well as inorganically through the acquisition of complimentary technology and healthcare services.

The Company is executing a strategy centered around developing and acquiring technology and clinical sciences capabilities that complement the Company's road map. The Company acquired Pentavere, one of Canada's leading healthcare AI companies focused on early disease detection. The Company also recently acquired Intrahealth, an enterprise grade EHR company, which gives the Company access to 15,000 healthcare providers across multiple jurisdictions and provides the Company with a vector of access to deploy its AI technology.

The Company's revenue consists of healthcare software as a service revenue provided by Intrahealth, an enterprise grade EHR platform, technology-enabled rare disease screening from its Khure Health and Pentavere divisions, clinical research and revenue related to medical consultations delivered through the Company's medical clinics in Ontario. Rare disease and clinic research revenue are contract based revenues. Over time, the Company expects its revenue mix will shift to emphasize revenue generated by its data driven health insights and clinical research business with less emphasis on revenue generated by medical clinics.

Clinics and Patient Services

The Company's revenue during the year ended December 31, 2023 consisted primarily of provincially-funded medical consultations delivered through the Company's brick and mortar medical clinics. The Company also offers executive concierge medicine, technology-enabled rare disease screening, and clinical research and pulmonary function testing services. Executive concierge medical service revenue is subscription based, rare disease and clinic research revenue are contract based with each customer and pulmonary function testing service revenue is through government reimbursement. Over time, the Company expects its revenue mix will shift to emphasize revenue generated by its data driven health insights and clinical research business, with less emphasis on revenue generated by medical clinics.

The Company generated approximately \$32,295,000 of total revenue from continued and discontinued operations during the year ended December 31, 2023 as compared to revenue of approximately \$53,192,000 achieved during the year ended December 31, 2022, reflecting year-over-year revenue decline of approximately 39.3%. However, a majority of the revenue from operations during the year ended December 31, 2023 was derived from the medical clinics sold to WELL under the Strategic Transaction. During the year ended December 31, 2023, the Company reported revenue from continuing operations of approximately \$7,317,000, compared to \$10,424,000 achieved during the year ended December 31, 2022. Readers should refer to the Financial Statements for details on the Company's recent financial performance.

Technology and Research

The Company offers a suite of services providing data driven health insights and clinical research insights.

The Company's primary technology offering is its AI-enabled decision support platform (the "Early Disease Detection Platform") which assists healthcare providers in improving early disease diagnosis and preventative health. Clinic information sources for the Early Disease Detection Platform include clinician and electronic medical record access through strategic partnerships, laboratory and diagnostic information, clinical research, clinical trials and semi-structured data. The Early Disease Detection Platform aims to provide clinic insights to life science companies, pharmaceutical companies, precision medicine companies and medical device companies. The Early Disease Detection Platform is currently commercially viable, however, is being routinely enhanced and updated based on customer feedback and market input. The Company conducts its own research and development for the Early Disease Detection Platform internally with a dedicated machine learning and application development and subcontracts certain additional application development work streams to a remote team.

The Company's WELL AI Decision Support is a white-labelled version of the Early Disease Detection Platform which is being provided exclusively for use by WELL. The product is commercially viable; however, the Company does not expect revenues to be derived from the WELL AI Decision Support until the first half of 2024.

Additionally, the Company's Khure AI-enabled clinical intelligence technology and Pentavere's DARWEN™ AI products are available for commercial use and are generating revenue. The Company is currently working to rebuild its pipeline with customers and its physician base to advance the capabilities of those services. The Company may invest in future developments, features and enhancements of these products in the future, including based on customer feedback and market input. At this point in time, the primary focus for each of these offerings is marketing and deployment. The Company expects such marketing and deployment initiatives to take place over the next 12 to 18 months.

The Company is also partnered with MDClone, with respect to the MDClone ADAMS Platform. The platform is currently on hold as a result of the hostilities currently ongoing in Israel. The Company expects that if the MDClone ADAMS Platform Service were to start back up, that it would take at least a full fiscal quarter to become fully active but expects that the cost of restarting the program would be minimal.

Strategic Goals

The Company is endeavouring to build a leading healthcare technology company focused on AI and data science for preventative care. The Company's mission is to improve health care and save lives through early identification and detection of disease. The Company believes that advanced technologies will play a key role in the Company's ability to expand its healthcare and healthcare-related service offerings. Led by a management team with expertise in healthcare and technology sectors, the Company is focused on the following strategic initiatives that are aimed at executing its strategy centered around developing and acquiring technology and clinical science capabilities, growing the Company's revenues and expanding its operating profits:

- Leveraging information that the Company collects through its strategic partnerships, particularly with WELL;
- Leveraging digitally-enabled healthcare adoption through internally developed technology, acquired technology, and strategic partnerships and joint ventures with third parties to develop and/or license technology; and
- Implementing its acquisitive growth strategy and Strategic Partnership with WELL to acquire preventative health and AI target companies.

Leveraging Information

Pursuant to the Strategic Alliance Agreement, the Company and WELL have established a framework which allows the Company to access WELL's healthcare and associated data. Data will be provided to the Company pursuant to the terms of data access agreements to be entered into between the Company and WELL. In addition, WELL has agreed not to grant the Company's competitors access to any such data prior to April 1, 2024. The Company believes that information generated by the volume of WELL's patients seen annually provides a foundation on which to grow its data analytics platform in support of this mission.

The Company has contracted with Palantir, a US-based leader in big data analytics, to continue to advance its technology and data solutions. Under the terms of the Company's contract with Palantir, the Company gained access

to Palantir’s “Foundry” platform to fuel AI-driven data analytics based on its data lake of over 3 million health records. All intellectual property developed for the Company is the sole property of the Company and may not be used by anyone else or any other organization without the Company’s express permission. A mature development process has been carefully orchestrated and maintained to allow for the reliable and timely development of commercial grade and secure web and native applications. Development assets include expertise in development operations, user experience and user interface design, front and back-end development, quality assurance testing, database engineering and science and dedicated cyber security.

Leveraging Digitally-Enabled Healthcare Adoption

HEALWELL uses clinical data and applies symbolic AI technologies such as natural language processing (NLP), decision trees and high-dimensional regression to screen and risk-stratify patients at scale and in real time with the aim of providing: (i) patients with early intervention, personalized patient care and better patient outcomes, (ii) practitioners with improved patient care, streamlined workflow and decreased doctor burn-out, (iii) pharmaceutical companies with drug development data and improved outcomes, and (iv) an AI platform that improves medical research, increases efficiency at lower costs and enables longer therapy durations.

Implementing its Acquisitive Growth Strategy and Strategic Partnership with WELL

The Company expects to scale its operations organically through investment in its data platform as well as inorganically through the acquisition of complimentary technology and other healthcare services. In connection with the Strategic Transaction (as described in “*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*”), the Company entered into the Strategic Alliance Agreement with WELL. The Strategic Alliance Agreement established a framework under which both companies plan to co-develop and roll out AI based decision support tools to WELL’s newly expanded network of clinics and providers which will now include the clinics previously owned by the Company. The Strategic Alliance Agreement is expected to establish a unique relationship between the two companies to harness their collective resources and expertise to drive growth and enhance the experience of doctors and patients in WELL’s clinics. It is also expected that the companies will collaborate on capital allocation opportunities within the AI enabled digital health marketplace particularly as it relates to helping doctors detect and diagnose diseases as early as possible.

The development of “WELL AI Decision Support” is the first collaborative initiative between the Company and WELL under the Strategic Alliance Agreement, which leverages AI technologies developed by the Company for the earlier diagnosis and treatment of ailments. The Company developed WELL AI Decision Support in close collaboration with physicians, leading researchers, data privacy professionals, pharmaceutical companies, and other domain experts. WELL AI Decision Support is a highly modular service which the Company plans to expand in the future. Initially, the service enables healthcare providers to identify over 110 complex or rare diseases.

Technology Roadmap

The Company expects that its technology roadmap will be primarily focused on the development, scaling and preparation for commercialization of AI and data-driven technologies (including data-analytics and visualization) that are reliant on access to well-structured and de-identified clinical data for preventative care.

In order to execute its roadmap, the Company intends to continue to expand its contracted development team, hire focused expertise and acquire ore license complimentary technology and resources.

Business Model

The Company’s gross revenue for the year ended December 31, 2023 from continuing and discontinued operations was approximately \$32,295,000, generated primarily from the operation and management of primary care clinics offering walk-in, family practice and medical specialty services. These clinical services are delivered either directly to the patients at medical clinics or through telehealth/virtual care consultations. The Company’s clinics are staffed by approximately 30 licensed medical practitioners who service approximately 120,000 patient visits annually. The Company also provided occupational health services to nearly 600 corporate customers and earned additional revenue by subleasing space within its primary care facilities to other healthcare providers such as dentists,

chiropractors, opticians and massage therapists. Upon the closing of the Strategic Transaction, there are only two operating clinics remaining in the Company, and as the Company shifts its focus on its AI and technology enabled offerings it expects that the significance of primary care clinics on revenue in 2024 will be significantly reduced.

Over the next 24 months, the Company plans to grow its revenue through the expansion of its data-insights-as-a-service offering, the deployment of new technology products and services currently under development, expanded private healthcare services and acquisitions of technology and geographically strategic clinics. By combining data analytics, patient and physician facing technologies such as telehealth, virtual care and healthcare expertise, the Company believes it can improve the quality, consistency and efficiency of services provided at its primary care clinics. The Company's overarching goal for the deployment of its healthcare technology is to improve patient outcomes through the delivery of a comprehensive set of healthcare services.

Over the next 24 months, the Company expects to generate revenue through five primary sources:

- Traditional government funded healthcare services driven by patient visits and government reimbursements from the Company's brick and mortar medical clinics.
- Healthcare research services that perform clinical research trials on pharmaceuticals, medical devices and consumer products for large pharmaceutical companies, life sciences companies, medical device companies and consumer products companies.
- Technology solutions including subscription sales of de-identified data and de-identified data insights, as well as patient and physician facing applications. Potential purchasers of these insights and solutions include life sciences companies, medical device companies, academic institutions and diagnostics companies.
- Electronic Healthcare Record subscription software provided to public and private healthcare institutional clients.

Production and Services

Clinical Decision Support Platform

The Company's AI-enabled decision support platform (the "**Early Disease Detection Platform**") assists healthcare providers in improving early disease diagnosis and preventative health. Clinic information sources for the Early Disease Detection Platform include clinician and electronic medical record access through strategic partnerships, laboratory and diagnostic information, clinical research, clinical trials and semi-structured data. The Early Disease Detection Platform aims to provide clinic insights to life science companies, pharmaceutical companies, precision medicine companies and medical device companies.

Clinical Clarity

Clinical Clarity is a new medical education service offered through the Company's subsidiary, Khure. Clinical Clarity is a resource for enhanced physician continuing medical education, allowing physicians to take certified continuing medical educational courses from within the Khure platform.

Data-Insights-as-a-Service

The Company leverages its data lake of over 3 million health records and its strategic partnerships with WELL, Palantir and doctorly, to offer a growing set of data-insights-as-a-service offerings in six key categories, including: rare disease; complex major medical/chronic; patient cohort building; clinical trial recruitment; synthetic health data and bespoke insights.

Specialized Skill and Knowledge

The Company's health technology-driven growth plans are rooted in the experience of its senior leadership team in the areas of clinical practice, technology planning, funding, development and mergers and acquisitions experience.

The Company also relies on its years of experience in efficiently managing healthcare clinic networks to deliver high quality healthcare in government and privately funded healthcare systems. The Company's management team strongly believes its experience in healthcare provides a strong foundation on which to deploy capital efficiently in healthcare technology development, healthcare clinic services and mergers and acquisitions in these sectors. The Company's experience in and focus on the primary care industry differentiates the Company from competitors acquiring deploying technology with limited or no prior clinical experience.

Management further believes its experience in developing strategic partnerships and funding sources in the United States will provide support for the Company's expansion plans.

The Company requires specialized skills and knowledge in operations, human resource management, finance, healthcare regulation and data privacy. HEALWELL believes that it has adequate personnel and resources with the specialized skills required to carry out its operations successfully. See "Risk Factors— Risks Relating to the Business and the Industry" in this Annual Information Form.

Competitive Conditions

The Company's technology and data analytics solutions are expected to compete with a broad and diverse set of businesses in Canada and internationally, including large systems integrators such as Accenture and Deloitte, as well as industry-focused data aggregators and analytics providers such as Inovalon and IQVIA.

Management believes that the Company is uniquely positioned to be a leader in the healthcare and healthcare-related services industries, in providing patients and physicians with advanced technologies intended to increase access, and to improve the quality and consistency of medical services due to its ability to marry health services with information technology generated and used by those same services and its strategic partnerships, including with WELL. The Company is a clinician-led company with inherently deep knowledge of health services, which gives it an advantage in applying technology-enabled information insights to health services to deliver better healthcare.

In technology-enabled healthcare services, the Company's primary competitors in Canada include: Babylon operated by Telus, Medeo operated by Loblaws, LiveCare operated by CloudMD, Tia Health operated by Insig, Doxy.me, Maple, Dialogue and Virtual Clinic+ operated by WELL. Telehealth and virtual care technologies is an emerging market in Canada that has only recently gained traction in terms of increased patient visits due to the COVID-19 pandemic.

With respect to Polyclinic, the Company believes its most direct competition today is from primary care providers. The primary healthcare market is fragmented, with thousands of medical clinics spread across Canada, the majority of which are owned and managed by physicians. Prior to the completion of the Strategic Transaction, the Company was one of the largest primary healthcare providers in Canada. Having said that, WELL is one of the largest operators of primary care clinics in Canada which footprint has grown by the clinics recently sold to WELL by the Company.

New Products, Services & Acquisitions

On October 4, 2022, Khure launched *Clinical Clarity*, a resource for significantly enhanced physician continuing medical education. *Clinical Clarity* is now offered on Khure's platform, allowing physicians to take certified continuing medical educational courses and immediately apply their learning across their entire practice to improve patient care. The Ministry of Health and Long-Term Care and Ontario Health are working together to align quality improvement efforts to better reflect current priorities and health system changes, and some medical organizations have existing legislative and/or contractual obligations to complete clinical Quality Improvement Plans (QIPs). Clinical Clarity offers physicians the ability to efficiently develop and complete QIPs through the use of Khure's advanced technology.

On December 15, 2022, Khure expanded into the American healthcare market to offer its AI-enabled clinical intelligence technology and services for rare and complex diseases to healthcare practitioners in the United States. Khure signed its first US contract with one of the largest private nephrology practices in the southern United States comprising over 25 outpatient clinics and more than 40 dialysis centers. The agreement will allow Khure to showcase its clinical data insights capabilities in a specialist healthcare setting and will enable further clinical research and data insights partnerships with life sciences companies. Khure has grown its business within Canada helping primary care physicians and specialists identify potential rare and complex disease risk within their practices. By partnering with global pharmaceutical

companies and patient advocacy groups, Khure develops advanced clinical algorithms to identify patients with potential risk or in need of care pathway optimization. Khure's AI-enabled, privacy regulation-compliant technology is also helping to accelerate clinical research and scientific discovery.

On October 18, 2023, the Company announced the launch of WELL AI Decision Support, in conjunction with WELL, to assist healthcare providers in improving early disease diagnosis and preventative health. See *"Description of the Business – Strategic Goals"*.

On November 9, 2023, the Company announced a strategic investment in doctorly, an innovative provider of comprehensive practice management software based in Germany. See *"General Development of the Business – Developments during the Financial Year Ended December 31, 2023"*.

On November 15, 2023, the Company announced that it entered into an agreement to acquire a majority interest in Pentavere, a healthcare AI company that focuses on identifying eligible patients for approved medications and interventions. On December 1, 2023, the Company completed the acquisition of a majority interest in Pentavere. See *"General Development of the Business – Developments during the Financial Year Ended December 31, 2023"*.

On February 1, 2024, the Company completed the acquisition of Intrahealth, a SaaS based enterprise class multi-national EHR provider. See *"General Development of the Business – Developments Subsequent to the Financial Year Ended December 31, 2023"*.

Through its acquisitive growth strategy and strategic partnership with WELL, the Company intends to continue to be an active acquirer and enter into numerous strategic partnerships within the healthcare services and digital health marketplaces. The Company seeks to solve current challenges by acquiring, partnering with, developing, and implementing innovative technologies.

Components

HEALWELL sources clinical supplies, exam room equipment and medical equipment used in the provision of healthcare services at its Polyclinic from multiple suppliers. Under normal operating conditions, none of the materials, supplies and equipment it uses are sole sourced nor are they in critical supply. During the COVID-19 pandemic, some supplies have been and continue to be more difficult to obtain, but the Company's ability to multi-source supplies and materials enabled it to largely continue its operations, subject to any applicable local public health orders or restrictions. As a result, supply shortages did not materially impact results. See *"Risk Factors – Risks Relating to the Business and the Industry"* for further information.

Intangible Properties

As a health care technology company, the Company's intellectual property and proprietary information is a fundamental element of the Company's success. The Company protects its proprietary rights through a combination of copyright, trade-mark and trade secret laws as well as contractual provisions. The source code for its software is generally protected under Canadian and United States copyright laws. The Company seeks to avoid disclosure of its intellectual property and proprietary information through its general practice of requiring employees, contractors and consultants to execute agreements mandating non-disclosure of, and assignment to, the Company of intellectual property. Such agreements require employees and consultants to assign to the Company all intellectual property developed in the course of their employment or engagement, as applicable, and to keep information relating to the Company confidential.

The Company also utilizes non-disclosure agreements to govern interactions with business partners, prospective business partners and other relationships that may necessitate disclosure of proprietary information.

The Company has applied for the trademark "HEALWELL AI".

Cycles

While HEALWELL's health care technology and clinical practice business is fairly consistent throughout the year due to the nature of the health care industry and needs patients, the Company expects the fourth quarter of any given financial year to bring the strongest results.

Economic Dependence

HEALWELL enters into a number of partnerships, acquisitions, joint ventures, and contracts with independent contractors to further its business model. There are no contracts in particular upon which the Company's business is substantially dependent.

Changes to Contracts

The Company is in the process of negotiating the termination of its lease agreements with respect to the clinics that were closed in connection with the Strategic Transaction. The timing of such terminations and the quantum of any liabilities in connection with same have yet to be determined.

Except as otherwise disclosed herein, the Company does not expect to be materially impacted by the renegotiation or termination of contracts or sub-contracts in the current financial year.

Environmental Protection

The Company uses, generates, stores, handles and disposes of potentially hazardous materials at its Polyclinic. Further, government regulations have become stricter due to the COVID-19 pandemic and, as such, the Company's protocols have been adjusted accordingly. New laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination, new clean-up requirements or claims on environmental indemnities the Company committed to may result in the Company having to incur substantial costs. This could have a materially negative effect on the Company's financial condition and results of operations.

The Company believes its current operations are in compliance in all material respects with environmental laws and regulations. Environmental protection requirements are not expected to have material financial or operational effects on the Company's capital expenditures, profit or loss, or competitive condition in the current financial year or in the future years.

Employees and Independent Contractors

As of the date of this Annual Information Form, the Company and its subsidiaries have approximately 102 employees, including, without limitation, clinical and non-clinical support employees, and approximately 40 independent contractors, including, without limitation, physicians, nurses, and dedicated technology professionals.

Foreign Operations

The Company's subsidiary, Khure, has expanded into the United States healthcare market. During 2022, Khure signed its first contract with one of the largest private nephrology practices in the southern United States comprising over 25 outpatient clinics and more than 40 dialysis centers. The agreement is expected to allow Khure to showcase its clinical data insights capabilities in a specialist healthcare setting and will enable further clinical research and data insights partnerships with life sciences companies. In addition, the Company entered the German healthcare market through its investment into and strategic partnership with doctorly. See "*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*".

General Healthcare Regulation in Canada

Healthcare service providers in Canada are subject to various governmental regulations and licensing requirements and, as a result, the Company's businesses operate in an environment in which government regulations and funding play a key role. The level of government funding directly reflects government policy related to healthcare spending, and decisions can be made regarding such funding that are largely beyond the businesses' control. Any change in government regulation, delisting of services, and licensing requirements relating to healthcare services, or their

interpretation and application, could adversely affect the business, financial conditions and results of operations of the Company's businesses. In addition, the Company could incur significant costs in the course of complying with any changes in the regulatory regime. Non-compliance with any existing or proposed laws or regulations could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of the Company. See "Risk Factors – Risks Relating to Regulation and Litigation" in this Annual Information Form.

HEALWELL is subject to applicable Canadian privacy laws regarding its handling of patient, corporate customer and employee data. Among other things, Canada's PIPEDA and its provincial counterparts, govern the collection, use and disclosure of personal information in the course of commercial activities by private sector organizations in Canada. As the Company's business is integrated in the healthcare industry, it is also subject to provincial health privacy legislation in the provinces in which it operates, which governs the collection, use and disclosure of patient personal health information by healthcare providers and their service providers. In addition, provincial privacy legislation regulates the Company's handling of employee personal information. These privacy laws impose various obligations on the Company and restrict the Company's collection, use and disclosure of personal information. Further, such privacy laws require the Company to safeguard the information and to provide individuals with various rights to access and correct their personal information, or (in some cases) to withhold or revoke their consent, and provide for oversight by privacy commissioners. See "Risk Factors – Risks Relating to Regulation and Litigation" in this Annual Information Form.

Russian Sanctions

On February 24, 2022, armed conflict broke out between Russia and Ukraine. In response to the conflict, the Government of Canada has enacted a series of regulations under the *Special Economic Measures Act* (Canada) which restrict dealings between Canadian companies and certain individuals and companies with connections to Russia. The Company has reviewed its relationships with customers, vendors, business partners, investee companies, lenders, registered shareholders, directors, officers and key employees against the list of sanctioned individuals at December 31, 2023 and has determined that, as of that date, it did not have any material connection with or exposure to any persons that are subject to these sanctions. The Company is continuing to review its relationships on an ongoing basis as new sanctions and sanctioned persons are being added by the Government of Canada on a regular basis.

Lending

The Company does not have a formal policy with respect to lending activities, nor does it have any lending or investment restrictions. The Company evaluates potential lending and investment opportunities on a case-by-case basis as part of its overall growth and strategic acquisition strategy.

Investments

On July 19, 2023, the Company entered into the Debt Resolution Agreement with FCW and WELL, pursuant to which the Company's investments in the Non-Core Assets (as described in more detail below) were transferred to FCW to settle the Company's outstanding obligations to FCW in respect of the New Facility. The transfers were completed during the year ended December 31, 2023.

- **Investments in Acorn:**
 - On March 26, 2021, the Company invested \$250,000 to purchase an interest in Acorn through a SAFE instrument issued by Acorn. The SAFE enabled the Company to convert its SAFE investment in Acorn into Acorn equity in the next round of financing at a 20% discount to the agreed upon valuation of the future round to a maximum valuation for Acorn of \$25,000,000. In the event of a bona fide transaction or series of related equity financing transactions for the purpose of raising capital in which Acorn issues and sells shares generating gross proceeds of at least \$5,000,000, which subsequently fails to close, the SAFE would automatically convert into that number of SAFE shares equal to the purchase amount divided by the discount price described herein.
 - On June 17, 2021, the Company announced that it had completed a further investment in Acorn. Pursuant to a share exchange agreement entered into between HEALWELL and Acorn, HEALWELL

acquired common shares in the capital of Acorn in exchange for 380,953 Class A Subordinate Voting Shares in the capital of HEALWELL issued at a deemed price of \$5.25 per share. Additionally, the Company agreed to provide commercial support to Acorn by including Acorn's patented stem cell collection services in the Company's selection of service offerings. Furthermore, in July 2021, select HEALWELL clinics began offering Acorn's services, including non-invasive hair follicle-based stem cell collection and storage, as well as live cell and genetic analytics.

- On June 23, 2023, Acorn's board of directors and shareholders approved the conversion of the SAFE and waived the requirement to generate gross proceeds of at least \$5,000,000. HEALWELL's SAFE converted into 1,904,036 Class v A-1 preferred shares of Acorn at a conversion price of USD\$0.09916 per share, and valued at USD\$189,000.
- On August 21, 2023, as part of the settlement of the New Facility under the Debt Resolution Agreement, the Company's investment in Acorn was transferred at fair value of \$1,456,000 to FCW.
- Investment in ReGen:
 - On April 12, 2021, the Company announced a commercial partnership with ReGen, a leader in innovation and personalized, preventative, and regenerative health, designed to allow for both parties to further enhance the patient experience through a hybrid approach. In connection with this partnership, the Company executed a share exchange agreement and investor rights agreement with ReGen. Under the terms of the arrangement, the Company acquired approximately 9% of the issued and outstanding shares of ReGen in exchange for the issuance of 800,000 Class A Subordinate Voting Shares. Concurrently, the Company provided a short-term non-revolving loan to ReGen in the amount of \$1,000,000, which bore interest at a rate of 5% per annum, and was repaid in full in June 2021.
 - On November 14, 2023, as part of the settlement of the New Facility under the Debt Resolution Agreement, the Company's investment in ReGen was transferred at fair value of \$79,000 to FCW.
- Investment in Ariel:
 - On April 23, 2021, the Company invested \$312,000 in a convertible promissory note issued by Ariel. The transaction agreement provided the Company the right, but not the obligation, to participate, on a pro-rata basis, in any issuances by Ariel of equity securities or any security convertible into equity securities occurring after a qualified financing.
 - On August 4, 2023, as part of the settlement of the New Facility under the Debt Resolution Agreement, the Company's investment in Ariel was transferred at fair value of \$28,000 to FCW.
- Investment in ORO:
 - On July 14, 2021, the Company invested \$250,000 to acquire 3,425 preferred shares in the capital of ORO, a dermatologically focused specialized telemedicine, virtual healthcare provider and developer of the DermaGo platform, as part of a seed round financing by ORO.
 - On November 14, 2023, as part of the settlement of the New Facility under the Debt Resolution Agreement, the Company's investment in ORO was transferred FCW. The Company determined that the fair value of ORO was nil.
- Investment in doctorly:
 - On November 9, 2023, the Company announced a strategic investment in doctorly, an innovative provider and comprehensive practice management software based in Germany. The Company also entered into a strategic alliance agreement with doctorly which provides the Company with access

to doctorly's healthcare provider base and support for provider onboarding onto the Company's clinical decision support platform.

Bankruptcy and Similar Procedures

There were no bankruptcy, receivership or similar proceedings, whether voluntary or involuntary, involving the Company or its subsidiaries within the three most recently completed financial years or during or proposed for the current financial year.

As mentioned above, WELL is currently negotiating a new long-term lease at one of the Subject Clinics and the Company currently expects such negotiations to conclude by the end of the first quarter of 2024. If negotiations with landlords do not conclude successfully, the Company will be required to conduct an assessment of all potential avenues available with respect to such obligations, including the potential for engaging in bankruptcy and insolvency proceedings with respect to MCI Medical Clinics Inc., which bears all liability with respect to such leases. While the Company remains committed to finding an amicable resolution, should the Company pursue such avenues it is anticipated that the liabilities associated with the leases will be extinguished in connection with such proceedings without any meaningful effect on the business or financial condition of the Company.

Reorganizations

In connection with and in advance of the completion of its IPO on the IPO Closing Date, on December 29, 2020 the Company completed the following Capital Changes: (i) the Company was continued under the CBCA; (ii) the Company's share structure was amended so as to create a new class of an unlimited number of Class A Subordinate Voting Shares, create a new class of an unlimited number of Class B Multiple Voting Shares, create a new class of an unlimited number of preferred shares, issuable in series and repeal all other classes of shares; (iii) all of the Company's issued and outstanding common shares were exchanged for Class A Subordinate Voting Shares and Class B Multiple Voting Shares (each common share was exchanged for approximately 190,000 Class A Subordinate Voting Shares and approximately 190,000 Class B Multiple Voting Shares); and (iv) an aggregate of 4,000,000 Class A Subordinate Voting Shares was transferred by certain holders thereof to certain third parties resulting in the cancellation of an aggregate of 4,000,000 Class B Multiple Voting Shares.

In connection with the Reorganization which was completed in connection with the Strategic Transaction, on September 26, 2023, the Company amended its articles of incorporation to (i) add WELL as a permitted holder of the Class B Multiple Voting Shares, and (ii) to add WELL as one of the persons whose Class A Subordinate Voting Share holdings count towards the 5% cancellation threshold for the Class B Multiple Voting Shares. See "*General Development of the Business – Developments during the Financial Year Ended December 31, 2023*".

Various changes to the Company's capitalization also resulted from the Strategic Transaction. See "*General Description of Capital Structure*".

RISK FACTORS

In addition to the other information presented in this Annual Information Form and in the MD&A, the following risk factors should be given special consideration when evaluating the Company and its business. Some of the following factors are interrelated and, consequently, investors should consider such risk factors as a whole. The following information is a summary of only certain risk factors that investors consider and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Annual Information Form. An investment in securities of the Company is speculative, and these risks and uncertainties are not the only ones that could affect the Company or its securities and additional risks and uncertainties not currently known to the Company, or that it currently deems immaterial, may also impair the business, financial condition and results of operations of the Company and/or the value of its securities. If any of the following risks or other risks occur, they could have a material adverse effect on the Company's business, financial condition and results of operations and/or the value of its securities. There is no assurance that any steps taken by the Company or any risk management frameworks, policies, procedures, plans, and strategies will result in the mitigation or avoidance of future loss due to the occurrence of the risks described below or other unforeseen risks.

Risks Relating to the Business and the Industry

Future capital requirements and going concern risk.

The Company experienced operating losses of approximately \$31,545,000 and negative cash flows from operations of approximately \$10,798,000 during the financial year ended December 31, 2023. Whether and when the Company can attain profitability and positive cash flows from operations is uncertain.

Management intends to improve revenue and profitability of the existing business by growing revenue and reducing costs. The Company intends to continue to grow revenue in its data services and clinical research services by broadening its customer base. Revenue in technology health services is intended to grow through broadening the number of corporate health service offerings and through the Company's strategic alliance with WELL. The Company also intends to reduce costs by streamlining operations, resource optimization and elimination of redundancies where possible.

The continued operations of the Company depend upon the Company's ability to meet its financing requirements on a continuing basis, to continue to have access to financing, and to generate positive operating results. There can be no assurance, however, that the Company can reach profitability, raise working capital financing, or secure adequate debt or equity financing on desirable terms or at all. These material uncertainties raise significant doubt about the Company's ability to continue as a going concern.

The Company took significant steps during the year ended December 31, 2023 to attempt to address its liquidity constraints, re-focus its business on its data services and artificial intelligence enabled offerings and raise the financing required to implement its strategic plan. These steps included, but were not limited to, the sale of a significant portion of the Company's medical clinics, the consolidation or closure of a number of non-performing medical clinics, the delivery of certain non-core assets to the Company's most significant secured creditor; the settlement of some of the Company's outstanding secured debt; and the completion of a number of debt and equity financings in Q4 2023.

Despite these efforts, there continues to be uncertainty as to the Company's ability to continue to operate as a going concern. This uncertainty is increased by a number of liabilities which the Company has taken on which can be satisfied in either cash or Class A Subordinate Voting Shares at the option of the counterparty. Approximately \$10,000,000 of the total liabilities owing by the Company as at the end of the Reporting Period were under convertible debentures maturing October 1, 2028, which may be satisfied at the option of the holders in either cash or Class A Subordinate Voting Shares at a conversion price of \$0.20 per share. Furthermore, on February 1, 2024, the Company completed the transaction to acquire Intrahealth from WELL, the terms of which provide that a \$5 million portion of the purchase price is payable over the 10 months following closing in either cash or Class A Subordinate Voting Shares at the option of WELL. While the Company anticipates that a significant portion of these liabilities will be ultimately settled in Class A Subordinate Voting Shares, there can be no assurance this will be the case and, in the event that the counterparties elect to be paid in cash this will further exacerbate the Company's liquidity constraints. The Company also has a \$443,000 cash commitment for the final payout to the minority shareholders of Pentavere. Finally, the Company is in the process of terminating landlord leases from two clinics whose assets were transferred to WELL, which could result in substantial liabilities.

It is possible that required future financing will not be available or, if available, will not be available on favourable terms. If the Company issues treasury shares to finance its operations or expansion plans, control of the Company may change and shareholders may suffer dilution of their investment. If the Company raises debt financing, the carrying costs of such financing including fees, interest and compliance costs may reduce profitability and prolong the time required for the Company to become cash-flow positive. The recent trend of increasing interest rates across the markets in which the Company operates is likely to exacerbate the problem. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to take advantage of new business opportunities, respond to competitive pressures or remain in business at all. Although the Company has been successful in the past in obtaining financing, there can be no assurance that additional funding will be available, or available under terms favourable to the Company. Failure to obtain additional financing would likely result in the Company being unable to continue as a going concern.

The Company derives a majority of its revenue from healthcare services.

The Company derives the majority of its revenue from healthcare services. While the Company has and intends to continue to broaden the scope of technology enabled products and services it offers, it may not be successful in deriving the revenue from these efforts that it expects. Failure to broaden the scope of technology enabled products and services that are attractive to the Company's existing and potential clients and corporate customers or penetrate additional verticals may inhibit the growth of repeat users and harm the Company's business. The products and services that may be attractive to the Company's existing and potential clients and corporate customers may not always remain that way, and while the Company may research the nature and prospects of such products and services in advance of investing in them, it cannot guarantee that any revenue may be derived from such investments. Furthermore, the Company may have limited or no experience with new offerings and these offerings may present new and difficult technology, regulatory, operational and other challenges. If the Company experiences service disruptions, failures or other issues with any such new offerings, the Company's business may be materially and adversely affected. The Company's newer activities may not recoup the Company's investments in a timely manner or at all. If any of this were to occur, it could damage the Company's reputation, limit the Company's growth and materially and adversely affect the Company's business, financial condition and results of operations.

If the Company cannot keep pace with rapid developments in healthcare technology and change in the Company's industry and continue to grow its client base, the use of the Company's services could decline, reducing the Company's revenue.

Certain markets in which the Company competes are subject to rapid and significant changes. The healthcare technology market, in particular, is characterized by rapid technological change, new product and service introductions, evolving industry standards, changing client needs, consolidation and the entrance of non-traditional competitors. In order to remain competitive and continue to acquire new clients, the Company is continually involved in a number of projects to develop new services and improve the Company's existing services. These projects may not be successful and carry some risks, such as cost overruns, delays in delivery, performance problems, and lack of client adoption, and may cause the Company to become subject to additional regulation. Any inability to develop or delay in the delivery of new services or the failure to differentiate the Company's services or to accurately predict and address market demand could render the Company's services less desirable, or even obsolete, to the Company's clients. In addition, many current or prospective clients may find competing services more attractive if the Company does not keep pace with market innovation or changes.

The Company relies in part, and may in the future rely in part, on third parties, including some of the Company's competitors and potential competitors, for the development of, and access to, new technologies. If the Company is unable to maintain these relationships, it may lose access to new technologies or may not have the speed-to-market necessary to successfully launch new offerings.

The Company's future success will depend on the Company's ability to adapt to technological changes and evolving industry standards. The Company cannot predict the effects of technological changes on the Company's business. If the Company is unable to adapt to technological changes or evolving industry standards on a timely and cost-effective basis by introducing new services and improving existing services, the Company's business, financial condition and results of operations could be materially adversely affected.

The Company may face challenges in expanding into new geographic regions inside and outside of Canada and continuing the Company's growth within these markets.

All of the Company's revenue in 2020 and 2021 was generated in Canada. In the last quarter of 2022, the Company began to grow the Company's data-driven analytics business in the United States through its subsidiary, Khure. The Company has and will continue to face challenges associated with entering and expanding in markets in which the Company has limited or no experience and in which the Company may not be well-known. Offering the Company's products and services in new geographic regions requires substantial expenditures and takes considerable time, and the Company may not recover its investments in new markets in a timely manner or at all. For example, the Company may be unable to attract a sufficient number of clients, fail to anticipate competitive conditions, or fail to adapt and tailor the Company's products and services to different markets.

The development of the Company's products and services globally exposes the Company to risks relating to staffing and managing cross-border operations, increased costs and difficulty protecting intellectual property and sensitive data, tariffs and other trade barriers, differing and potentially adverse tax consequences, increased and conflicting legal and regulatory compliance requirements, differing policy agendas with respect to healthcare, lack of acceptance

of the Company's products and services, challenges caused by distance, language, and cultural differences, exchange rate risk and exposure to political instability. Accordingly, the Company's efforts to develop and expand the geographic footprint of the Company's operations may not be successful, which could limit the Company's ability to grow its business.

The Company's growth depends on its ability to retain existing clients, market additional services to existing clients and attract new clients.

The Company's future growth and profitability depend upon its ability to retain existing clients, market additional services to existing clients and attract new clients in the face of intense competition in its industry. While the Company has longstanding relationships with many of its clients, they can obtain health services from other competitors. The Company cannot predict the level of attrition in the future and higher than expected attrition could lead to a decline in revenue. Potential clients may be resistant to changing their healthcare services providers and may prefer to stay with their current providers. Any of the foregoing could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's efforts to expand its product portfolio and market reach may not succeed and may reduce the Company's revenue growth.

The Company expects to derive a significant portion of its revenue growth by deploying and expanding the Company's data-driven analytics platform and technology tools into the Canadian market for healthcare services, acquiring technology to support the Company's roadmap and acquiring health service providers to expand the Company's health services offerings. The Company's efforts to expand its product portfolio and market reach may not succeed and may reduce the Company's revenue growth. The Company's efforts will depend on its ability to retain existing patients and corporate health services customers, increase sales of new health services to existing patients and corporate health customers, and attract new customers to its data analytics platform and data-insights-as-a-service offerings.

It may be difficult to attract new customers to the Company's data analytics platform because of potential complications associated with software integration costs and other transition costs, business disruption and loss of accustomed functionality. Attracting data analytics customers may require them to switch from one vendor to the Company, which is a significant undertaking and, as a result, potential customers often resist changing vendors. The Company intends to overcome these factors by making continuing to make investments to enhance the functionality of its data analytics software and to differentiate its services. However, there can be no assurance that the Company's efforts will be successful, and this resistance may adversely affect the Company's growth.

Substantial and increasingly intense competition may harm the Company's business.

The industry in which the Company operates is highly competitive, is evolving and is characterized by technological change. The Company competes with traditional healthcare service providers such as government-operated facilities, individual physician practices, and other networks of clinics. Current or future competitors may have longer operating histories, larger corporate customer bases, greater brand recognition and more extensive commercial relationships in certain jurisdictions, and greater financial, technical, marketing and other resources than the Company. As a result, the Company's competitors may be able to develop products and services better received by corporate customers or may be able to respond more quickly and effectively than the Company can to new or changing opportunities, technologies, regulations or corporate customer requirements. In addition, larger competitors may be able to leverage a larger client base to adopt more aggressive pricing policies, which could cause the Company to lose potential clients or corporate customers, or to sell its solutions at lower prices.

Competition may intensify as the Company's competitors enter into business combinations or alliances or raise additional capital, or as established companies in other market segments or geographic markets expand into the Company's market segments or geographic markets. The Company also expects to face additional competition from new entrants. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and patient and corporate customer support. If the Company cannot compete against existing and future competitors, its business, results of operations and financial condition could be materially and adversely affected.

The Company's success will be dependent on its ability to market its products and services. There is no guarantee that the Company's products and services will remain competitive. Unforeseen competition, and the inability of the Company to effectively develop and expand the market for its products and services, could have a significant adverse effect on the growth potential of the Company. The Company cannot assure that it will be able to compete effectively against existing and future competitors. In addition, competition or other competitive pressures may result in price reductions, reduced margins or loss of market share, any of which could have a material adverse effect on the Company's business, financial condition or results of operations.

If the Company fails to manage its growth effectively, its business could be harmed.

In order to manage the Company's growth effectively, the Company must continue to strengthen its existing infrastructure, develop and improve its processes and internal controls, create and improve its reporting systems, and timely address issues as they arise. As the Company continues to strengthen its existing infrastructure and systems, the Company will also be required to hire additional personnel. These efforts may require substantial financial expenditures, commitments of resources, developments of the Company's processes, and other investments and innovations. Furthermore, the Company encourages employees to quickly develop and launch new features for the Company's products and services. As the Company grows, the Company may not be able to execute as quickly as smaller, more efficient organizations. In addition, as the Company grows, the Company may not be able to maintain its entrepreneurial company culture, which fosters innovation and talent. If the Company does not successfully manage its growth, its business may be adversely affected.

The Company's business has generated net losses and the Company expects to continue to generate net losses as the Company continues to make significant investments in the Company's business.

As a result of the nature of government insured primary care offerings, the Company's investments in new technology and service offerings, and increased expenses associated with its ongoing growth and its status as a public company, the Company generated net losses and the Company expects to continue to generate net losses. If the Company is able to successfully address its short-term liquidity constraints, its medium and long-term strategic plan contemplates accelerating investments in its business, including with respect to its employee base, sales, distribution and marketing; development of new products, services and features; expansion of office space and other infrastructure; and development of international operations and general administration, including legal, finance and other compliance expenses related to being a public company. If the Company is unable to generate adequate revenue growth and manage its expenses, the Company's results of operations and operating metrics may fluctuate and the Company expects to continue to incur net losses, which could cause the market price of the Company's securities to decline. The Company cannot assure investors that their increased investment in the business will result in corresponding revenue growth.

Any future acquisitions, partnerships or joint ventures that the Company makes or enters into could disrupt the Company's business and harm the Company's financial condition.

Acquisitions, partnerships and joint ventures are an integral part of the Company's growth strategy, and in recent years, the Company has consummated a number of acquisitions and entered into a number of commercial partnerships. The Company evaluates, and expects in the future to evaluate, potential strategic acquisitions of, and partnerships or joint ventures with, businesses providing services or technologies that are complementary to the Company's existing services and technologies. The Company's acquisition strategy involves a number of risks related to the realization of synergies and overall integration of the Company's operations, including but not limited to, human resources, company culture, product pricing, information technology, data integrity, information systems, business processes and financial management. However, the Company may not be successful in identifying acquisition, partnership and joint venture targets or the Company may use estimates and judgments to evaluate the operations and future revenue of a target that turn out to be inaccurate. In addition, the Company may not be able to successfully finance or integrate a particular business, service or technology that the Company acquires or with which the Company forms a partnership or joint venture, and the Company may not achieve the anticipated benefits of such project or the Company may lose customers or patients as a result. Furthermore, the integration of any acquisition, partnership or joint venture may divert management's time and resources from the Company's existing business and disrupt its operations. Certain acquisitions, partnerships and joint ventures the Company has and may in the future make may prevent the Company from competing for certain customers or in certain lines of business and may lead to a loss of customers to the extent the Company acquires businesses with non-competes or exclusivity provisions in their agreements with corporate customers. Certain

acquisitions may also enmesh the Company in outstanding or unforeseen legal, regulatory, contractual, employee or other issues. As a result of any of the foregoing, the Company may spend time and money on projects that do not increase its revenue or profitability. Moreover, the Company's competitors may be willing or able to pay more than the Company for acquisitions, which may cause the Company to lose certain acquisitions that the Company would otherwise desire to complete. Even if the Company successfully competes for a certain acquisition, partnership or joint venture, the Company may finance the project with cash on hand, equity or debt, or a combination thereof, which could decrease the Company's cash reserves, dilute the Company's shareholders or significantly increase the Company's level of indebtedness or place other restrictions on the Company's operations. The Company cannot ensure that any acquisition, partnership or joint venture the Company makes will not have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's results of operations may be adversely affected by changes in foreign currency exchange rates.

The Company's financial results are reported in Canadian dollars. Currently all of the Company's sales and a substantial portion of the Company's operating costs are transacted in Canadian dollars. The Company has not historically entered into arrangements to hedge foreign currency risk given the Company's operating profile. In the future, a growing percentage of the Company's sales may be transacted in foreign currencies, including in particular United States dollars, but also European and Asian currencies. In situations where the Company is not hedged, either through hedging arrangements or through a natural hedging resulting from an offset in such currencies, the Company's results of operations will be affected by movements in these currencies against the Canadian dollar. Significant fluctuations in relative currency values against the Canadian dollar could thus have a significant impact on the Company's results of operations.

A deterioration in the quality of the products and services the Company offers, including support services, could adversely impact the Company's ability to attract and retain patients and clients.

The Company's clients and patients expect a consistent level of quality in the provision of health services it offers. The health services the Company currently provides, as well as future offerings to broaden its appeal are a key element of the value proposition to the Company's existing patient and corporate health customers as well as the Company's ability to attract new patients and corporate customers. Any deterioration in quality or the Company's ability to expand its health service offerings could adversely affect the Company's health services growth plans.

Technology-enabled products such as the Company's data-driven analytics platform will require service and customer engagement to support and foster new corporate customers. The products and services that the Company delivers and intends to deliver are designed to provide reports and complex information, all at high volumes and processing speeds. If the reliability, functionality or speed of the Company's products and services is compromised or the quality of those products or services is otherwise degraded, or if the Company fails to provide a high level of support and quickly detect and remediate any performance issues, the Company could experience significant processing or reporting errors. This, in turn, could prevent the Company from attracting new corporate customers. In addition, if the Company is unable to finance and scale the Company's support functions to address the growth of its corporate customer base, the quality of the Company's support may decrease, which could adversely affect the Company's ability to attract and retain corporate customers.

If the Company loses key personnel, the Company's business, financial condition and results of operations may be adversely affected.

The success of the Company's business strategy is dependent upon the ability and experience of a number of key personnel who have substantial experience with the Company's operations, the rapidly changing healthcare technology industry and the markets in which the Company offers its services. Many of the Company's key personnel have worked for the Company for a significant amount of time or were recruited by the Company specifically due to their industry experience. In particular, the Company is highly dependent on the contributions of the Company's entire leadership team, including the CEO and Chief Financial Officer, as well as other members of the Company's management team. The loss of the services of one or a combination of the Company's senior executives and key managers could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's business functions at the intersection of rapidly changing technological, medical, social, economic and regulatory developments that require a wide-ranging set of expertise and intellectual capital. In order for the Company to successfully compete and grow, the Company must attract, recruit, develop and retain the necessary personnel who can provide the needed expertise across the entire spectrum of the Company's healthcare professionals and intellectual capital needs. The market for qualified personnel is competitive, and the Company may not succeed in recruiting and retaining additional personnel, or the Company may fail to effectively replace departing personnel with qualified or effective successors. Failure to retain or attract key personnel could have a material adverse effect on the Company's business, financial condition and results of operations. The Company's efforts to retain and develop personnel may also result in significant additional expenses, which could adversely affect the Company's profitability.

The Company's balance sheet includes intangible assets and goodwill. The impairment of a significant portion of these assets may negatively affect the Company's business, financial condition and results of operations.

The Company's balance sheet includes intangible assets and goodwill. These assets consisted primarily of identified intangible assets associated with patient and partner relationships, technologies and goodwill associated with recent acquisitions. The Company also expects to engage in additional acquisitions, which may result in the Company's recognition of additional intangible assets and goodwill. Under current accounting standards, the Company is required to amortize certain intangible assets over the useful life of the asset, while certain other intangible assets are not amortized. On at least an annual basis, the Company assesses whether there have been impairments in the carrying value of certain intangible assets. If the carrying value of the asset is determined to be impaired, then it is written down to fair value by a charge to earnings. An impairment of a significant portion of intangible assets and/or goodwill could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company is subject to risks associated with leasing space and equipment.

The Company previously leased its primary care clinic locations prior to the sale of the clinics to WELL pursuant to the Strategic Transaction, and currently leases its Polyclinic, headquarters, and Pentavere office. The Company is subject to risks associated with leasing, occupying and making tenant improvements to real property, including adverse demographic and competitive changes affecting the property, changes in availability of and contractual terms for leasable space, credit risk in relation to tenant improvement allowances from landlords and potential liability for environmental conditions or personal injury claims. There can be no assurances that the Company will be able to extend, renew or continue to lease its existing primary care clinic locations.

Additional sites that the Company leases may be subject to long-term non-cancelable leases if the Company is unable to negotiate shorter terms. If an existing or future location is not profitable, and the Company decides to close it, the Company may nonetheless be committed to perform its obligations under the applicable lease including, among other things, paying the base rent for the balance of the lease term. In addition, if the Company is not able to enter into new leases or renew existing leases on terms acceptable to the Company, this could have an adverse effect on the Company's results of operations and profitability. Any failure to make lease payments when due, or the inability to extend, renew or continue to lease space and equipment in key locations, would likely harm the Company's business, profitability and results of operations.

Additionally, there is a risk that the Company may not be successful in negotiating the terms of a lease termination or lease assignment (as the case may be) with its landlords for the Subject Clinic leases.

One of the Subject Clinics is expected to be closed and the physicians, associated patients, staff and other health practitioners transferred to a nearby clinic operated by WELL, which is anticipated to occur in the first half of 2024. The Company and the landlord of such Subject Clinic are currently negotiating the terms of a lease termination and the Company expects that a termination payment will be payable in connection with the termination. WELL is also currently negotiating a new long-term lease at the other Subject Clinic and the Company currently expects such negotiations to conclude in the first half of 2024. Once a new long-term lease is negotiated, the Company expects to settle any outstanding rent amounts in arrears and complete the transfer of each Subject Clinic to WELL. There is a risk that WELL may not be able to execute an operating lease with the Subject Clinic's landlord, in which case the Company will be required to consider alternatives satisfactory to the Company and WELL. If such lease is terminated, the Company may incur a liability for the settlement of rent arrears and to settle payments for the remainder of the lease.

The Company's insurance policies may not be sufficient to cover all claims.

The Company's insurance policies may not adequately cover all risks to which the Company is exposed and may not be adequate for all liabilities actually incurred or indemnification claims against the Company. A significant claim not covered by the Company's insurance, in full or in part, may result in significant expenditures by the Company. Moreover, the Company may not be able to maintain insurance policies in the future at reasonable costs, on acceptable terms or at all, which may adversely affect the Company's business and the trading price of its securities. The successful assertion of one or more large claims against the Company that exceed available insurance coverage, or the occurrence of changes in the Company's insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could adversely affect the Company's business, financial condition and results of operations.

Management has limited experience with the requirements and demands of managing a publicly-traded company.

Management has historically operated the business of the Company as a privately-owned company. The individuals who constitute the Company's senior management team had limited experience in managing a publicly-traded entity prior to the Company's IPO. The Company has been and will continue to be required to develop control systems and procedures to operate as a public company, and these systems and procedures could place a significant strain on the Company's management systems, infrastructure and other resources. The Company can provide no assurances that its management's past experience will be sufficient to enable the Company to successfully operate as a public company. Although management has engaged a number of professional service providers to assist the Company with complying with its continuous disclosure, filing, and other requirements applicable to public entities, if management of the Company is unable to satisfactorily manage the Company as a public entity and ensure that it remains in compliance with all continuous disclosure and other requirements applicable to public entities, there could occur a material adverse effect on the Company's business, financial condition and results of operations.

Management may not be able to successfully implement adequate internal controls over financial reporting.

Proper systems of internal controls over financial accounting and disclosure are critical to the operation of a public company. However, the Company does not expect that its DCP or ICFR will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Due to the inherent limitations in a cost-effective control system, including realities that judgments in decision-making can be faulty, breakdowns can occur because of simple errors or mistakes, and controls can also be circumvented by individual acts of some persons, by collusion of two or more people or by management override of the controls, misstatements due to error or fraud may occur and may not be detected in a timely manner or at all. If the Company cannot provide reliable financial reports or prevent fraud, its reputation and operating results could be materially adversely affected, which could cause investors to lose confidence in the Company's reported financial information, which in turn could result in a reduction in the value of the Company's securities.

Conflicts of interest may arise between the Company and its directors and officers as a result of other business activities undertaken by such individuals.

The Company may be subject to various potential conflicts of interest because of the fact that some of its directors and executive officers may be engaged in a range of business activities. In addition, the Company's directors and executive officers may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Company and subject to any contractual restrictions restricting such activities. In some cases, the Company's executive officers and directors may have fiduciary obligations associated with business interests that interfere with their ability to devote time to the Company's business and affairs, which could adversely affect the Company's operations. These business interests could require significant time and attention of the Company's executive officers and directors.

Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws and policies of the Company. For example, a director who has a material interest in a matter before the Board or any committee on which he or she serves is required to disclose such interest as soon as the director becomes aware of it and absent

himself or herself from the meeting while discussions and voting with respect to the matter are taking place. In accordance with applicable laws, the directors of the Company are required to act honestly and in good faith with a view to the best interests of the Company.

The Company's risk management policies and procedures may not be fully effective in mitigating the Company's risk exposure in all market environments or against all types of risks, which could expose the Company to losses and liability and otherwise harm the Company's business.

The Company operates in a regulated industry and the Company and industry have experienced significant change in recent years, including in connection with certain acquisitions, the IPO, and the Strategic Transaction. Accordingly, the Company's risk management policies and procedures may not be fully effective at identifying, monitoring and managing the Company's risks. Some of the Company's risk evaluation methods depend upon information provided by third parties regarding markets, customers or other matters that are otherwise inaccessible to the Company. In some cases, however, that information may not be accurate, complete or up-to-date. The Company's risk management policies, procedures, techniques and processes may not be effective at identifying all of the risks to which the Company is exposed or enabling it to mitigate the risks the Company has identified. In addition, when the Company introduces new services, focuses on new business types or begins to operate in markets in which the Company has a limited history or experience, the Company may be less able to forecast and reserve accurately for new risks. If the Company's risk management policies and processes are ineffective, the Company may suffer financial losses, the Company may be subject to liability and the Company's business, financial condition and results of operations may be materially and adversely affected.

The Company's services must integrate and interoperate with a variety of operating systems, software, hardware, web browsers and networks.

The Company is dependent on the ability of the Company's products and services to integrate with a variety of operating systems, software, hardware, networks and web browsers that the Company does not control. Any changes in these systems or networks that degrade the functionality of the Company's products and services, impose additional costs or requirements on the Company or give preferential treatment to competitive services could materially and adversely affect usage of the Company's products and services. Given the nature of the Company's business and the pace of technological change, the Company may be unsuccessful in attempting to keep up with changing systems or the cost of doing so could be prohibitive, either of which could materially adversely affect the Company's business and operations. In the event that it is difficult for the Company's patients and corporate customers to access and use the Company's products and services, the Company's business may be materially and adversely affected.

In addition, the Company's solutions, including hardware and software, interoperate with mobile networks offered by telecom operators and mobile devices developed by third parties. Changes in these networks or in the design of these mobile devices may limit the interoperability of the Company's solutions with such networks and devices and require modifications to the Company's solutions. If the Company is unable to ensure that its hardware and software continue to interoperate effectively with such networks and devices, or if doing so is costly, the Company's business, financial condition and results of operations may be materially and adversely affected.

If certain of the Company's suppliers do not meet the Company's needs, or if there are material price increases on supplies, it could negatively impact the Company's ability to effectively provide the services the Company offers and could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

The Company has significant suppliers that may be the sole or primary source of products critical to the services that the Company provides, or to which the Company has committed obligations to make purchases, sometimes at particular prices. If any of these suppliers do not meet the Company's needs for the products they supply, including in the event of a product recall, shortage or dispute, and the Company is not able to find adequate alternative sources, or if the Company experiences material price increases from these suppliers that the Company is unable to mitigate, it could have a material adverse impact on the Company's business, results of operations, financial condition and cash flows.

Changes in accounting standards or inaccurate estimates or assumptions in the application of accounting policies could adversely affect the Company's financial condition and results of operations.

The Company's accounting policies and methods are fundamental to how the Company records and reports the Company's financial condition and results of operations. Future changes in accounting standards, pronouncements or interpretations could require the Company to change its policies and procedures. Such changes could materially impact how the Company records and reports its financial condition and results of operations.

Additionally, the Company's assumptions, estimates and judgments related to complex accounting matters could significantly affect its financial results. IFRS and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to the Company's business, including, but not limited to, revenue recognition, impairment of long-lived assets, leases and related economic transactions, intangibles, self-insurance, income taxes, property and equipment, litigation and equity-based compensation are highly complex and involve many subjective assumptions, estimates and judgments by the Company. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments by the Company (i) could require the Company to make changes to its accounting systems to implement these changes that could increase the Company's operating costs, and (ii) could significantly change the Company's reported or expected financial performance.

An occurrence of a natural disaster, widespread health epidemic, pandemic or other events such as wars, acts of terrorism, power shortages or communication interruptions could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's business could be materially and adversely affected by natural disasters, such as fires or floods, the outbreak of a widespread health epidemic, pandemic, such as COVID-19 (including new variants of COVID-19), or other events, such as wars, acts of terrorism, power shortages or communication interruptions. In addition to identified risks associated with the current COVID-19 pandemic, the occurrence of a war, disaster or similar event could materially disrupt the Company's business and operations. These events could also cause the Company to close its operating facilities temporarily, which would severely disrupt the Company's operations and have a material adverse effect on the Company's business, financial condition and results of operations. In addition, the Company's revenues could be materially reduced to the extent that a natural disaster, health epidemic, such as COVID-19, or other major event harms the economies of the regions in which the Company operates. The Company's operations could also be severely disrupted if the Company's clients and other third-party providers or other participants were affected by natural disasters, health epidemics, such as COVID-19, or other major events.

Current economic and geopolitical events could materially impact the Company's business and future results of operations and financial condition.

Rising interest rates, significant and persistent inflationary pressures, the Russia-Ukraine war, conflict in Israel, and other associated recent geopolitical developments continue to have an uncertain and potentially adverse impact on global economic conditions. The severity and duration of any of these factors, or a combination of these conditions, could continue to impact the global economy and lead to lower demand for the Company's products and services.

The continued trend of rising interest rates may impact the Company's ability to finance its future growth and cause the Company to slow the pace of its technological innovations and commercial partnerships, which could impact its ability to raise revenue and negatively impact its financial condition and performance. The inflationary impact on operating costs such that capital and credit markets and industry sentiment are adversely affected, may make it more difficult for the Company to access the necessary capital or credit markets, or if able to do so, at a higher cost or less advantageous terms than existing borrowings.

Risks Relating to Intellectual Property and Technology

Accidental or unauthorized access to or disclosure, loss, destruction or modification of data, through cybersecurity breaches, computer viruses, human error, natural or man-made disasters, or disruption of the Company's services could expose the Company to liability, protracted and costly litigation and damage to the Company's reputation.

In connection with the various services the Company provides and anticipates to provide to its clients, the Company collects, stores processes and transmits the sensitive personal and health data of its patients and customers, in some cases through providing services to the Company's clients as well as other end users of health services, including but not limited to names, addresses, identification numbers, medical histories, credit or debit card numbers and expiration dates and/or bank account numbers.

Cybersecurity incidents are increasing in frequency and evolving in nature and include, but are not limited to, installation of malicious software, ransomware, viruses, social engineering (including phishing attacks), denial of service or other attacks, employee theft or misuse, unauthorized access to data and other electronic security breaches. Threats may derive from human error, fraud or malice on the part of employees or third parties, or may result from accidental technological failure. Concerns about security increase when the Company transmits information (including personal and health data). Electronic transmissions can be subject to attack, interception, loss or corruption. In addition, computer viruses and malware can be distributed and spread rapidly over the internet and could infiltrate the Company's systems or those of its clients and other associated participants. Infiltration of the Company's systems or those of the Company's associated participants could in the future lead to, disruptions in systems, accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of confidential or otherwise protected information (including personal and health data) and the corruption of data.

An increasing number of organizations, including large enterprises and businesses, other large technology companies, financial institutions and government institutions, have disclosed breaches of their information technology systems, some of which have involved sophisticated and highly targeted attacks, including on portions of their websites or infrastructure. Given the unpredictability of the timing, nature and scope of information technology disruptions, there can be no assurance that any security procedures and controls that the Company or its associated participants have implemented will be sufficient to prevent security incidents from occurring. Furthermore, because there are many different security breach techniques and such techniques continue to evolve and are generally not detected until after an incident has occurred, the Company may be unable to anticipate attempted security breaches or other security incidents, react in a timely manner, determine the nature or scope of an incident, or implement adequate preventive measures.

The Company's operations depend, in part, on how well it protects networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to damage to hardware, computer viruses, hacking and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. A compromise of the Company's information technology or confidential information, or that of the Company's clients and third parties with whom the Company interacts, may result in negative consequences, including the inability to process client transactions, reputational harm affecting customer and/or investor confidence, potential liability under privacy, security, consumer protection or other applicable laws, regulatory penalties and additional regulatory scrutiny, any of which could have a material adverse effect on the Company's business, financial position, results of operations or cash flows. As the Company has access to sensitive and confidential information, including personal information and personal health information, and since the Company may be vulnerable to material security breaches, theft, misplaced, lost or corrupted data, programming errors, employee errors and/or malfeasance (including misappropriation by departing employees), there is a risk that sensitive and confidential information, including personal information and personal health information, may be disclosed through improper use of Company systems, software solutions or networks or that there may be unauthorized access, use, disclosure, modification or destruction of such information. The Company's on-going risk and exposure to these matters is partially attributable to, among other things, the evolving nature of these threats. As a result, cybersecurity and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage, malfunction, human error, technological error or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

As a defense, in connection with its IT security program, the Company maintains a disaster recovery plan and has implemented controls over unauthorized access, including remediation strategies and controls to prevent future attacks. The Company's CEO oversees and implements the Company's cybersecurity risk mitigation strategy. The Company's defensive measures, however, may not prevent future access or protect the Company against use of sensitive data or against other cybersecurity related incidents. Furthermore, the Company cannot be certain that these measures will be successful and will be sufficient to counter all current and emerging technology threats that are designed to breach the Company's systems. While the Company maintains insurance coverage that may cover certain aspects of cyber risks and incidents, the Company's insurance coverage may be insufficient to cover all losses resulting from a cybersecurity incident.

In connection with the services the Company provides, the Company shares information with its associated participants who collect, process, store and transmit sensitive data. The accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of data by the Company or through systems the Company provides could result in significant fines, penalties, orders, sanctions and proceedings or actions against the Company by governmental bodies and other regulatory authorities, end users or third parties, which could have a material adverse effect on the Company's business, financial condition and results of operations. Any such proceeding or action, and any related indemnification obligation, could damage the Company's reputation, force the Company to incur significant expenses in defense of these proceedings, distract the Company's management, increase the Company's costs of doing business or result in the imposition of financial liability.

The Company's security measures or those of its corporate customers could be insufficient and breached as a result of third-party action, human (including employee) errors, technological limitations, defects or vulnerabilities in the Company's offerings or those of the Company's third-party service providers, natural or man-made disasters, malfeasance or otherwise. In addition, many of the Company's physicians have limited competency regarding data security and handling requirements and may thus experience data losses. Because the Company does not control its corporate customers and the Company's ability to monitor their data security is limited, the Company cannot ensure that the security measures it takes will be sufficient to protect data (including personal and health data).

Any accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of data, cybersecurity breach or other security incident that the Company or its corporate customers have in the past experienced, and in the future could experience, or the perception that one has occurred or may occur, could harm the Company's reputation, reduce the demand for the Company's products and services and disrupt normal business operations. In addition, it may require the Company to spend material resources to investigate or correct the breach and to prevent future security breaches and incidents, expose the Company to uninsured liability, increase the Company's risk of regulatory scrutiny, expose the Company to legal liabilities, including litigation, regulatory enforcement, indemnity obligations or damages for contract breach, and cause the Company to incur significant costs, any of which could materially adversely affect the Company's business, financial condition and results of operations. Moreover, there could be public announcements regarding any such incidents and any steps the Company takes to respond to or remediate such incidents, and if securities analysts or investors perceive these announcements to be negative, it could have a substantial adverse effect on the price of the Company's securities. In addition, the Company's remediation efforts may not be successful. While no security incidents have had a material adverse effect on the Company's business, financial condition or results of operations, the Company cannot predict the impact of any such future events. These risks may increase as the Company continues to grow and collect, process, store and transmit increasingly large amounts of data.

The Company relies on external suppliers and development firms in foreign jurisdictions.

The Company is dependent on external suppliers and offshore contracted development firms for development of its software applications and core data analytics platform. The Company does not control many aspects of the activities of the parties it relies on. The Company has entered into a master services agreement with its primary development supplier (the "**Master Services Agreement**") and the primary development supplier may subcontract development to other parties not vetted by the Company, subject to the terms of the Master Services Agreement.

The success of the Company's technology solutions is dependent upon the ability of its external suppliers and contractor development firms to attract, recruit, develop, retain and subcontract with the necessary personnel who can provide the needed expertise to develop the Company's software applications and core data analytics platform. The market for qualified personnel is competitive and is not limited to competition from within the industry. Larger companies with diverse technology development needs may be able to leverage their superior resources to limit the personnel available in the labour market. The Company's suppliers may not succeed in recruiting and retaining additional personnel, or may fail to effectively replace departing personnel with qualified or effective successors. Increased costs in retaining and developing personnel may also result in significant additional expenses, which could adversely affect the Company's profitability.

While the Company's relationship with its external suppliers and development firms is generally positive, there is no assurance that the Company will be successful in maintaining these contractual relationships. In the event that these external firms do not carry on the development work on the software applications and core data analytics platform

on conditions and in a manner that is agreeable to the Company, it may need to identify and engage other suitable firms to take on the development work, in which case the estimated costs of the development may increase and the schedule for completion may be delayed. If any of the external firms seek to impose conditions on their obligations to conduct their work for the Company in addition to or different from the terms set forth in the Master Services Agreement and other development services agreements that the Company has entered into, or decide to discontinue their relationship with the Company or take some other adverse action against the Company, the Company may not be able to complete the development of its software applications, core data analytics platform or data backbone, or may be delayed in doing so, and the costs for developing the Company's products may significantly increase beyond those forecasted.

The jurisdictions in which the Company's external suppliers and development firms are located may expose them to heightened political, economic and regulatory instability. Exposure to these factors could result in the disruption of business, theft or extortion of funds, regulatory infractions, difficulty enforcing contracts and reputational damage to the Company. In addition, the Company is responsible for ensuring that its software applications and core data analytics platform are being developed to meet any guidelines and requirements of applicable regulatory authorities, laws and regulations and industry standards in the jurisdictions where the technology will be deployed. The Company's reliance on third parties does not relieve it of these responsibilities.

The Company's systems and the Company's third-party providers' systems may fail, including due to factors beyond the Company's control, which could interrupt the Company's service, cause the Company to lose business and increase the Company's costs.

The Company depends on the efficient and uninterrupted operation of numerous systems, including the Company's computer systems, the Company's software and that of third parties and telecommunications networks, as well as data centers and other systems of third parties. The Company's systems and operations or those of its associated participants could be exposed to interruptions, delays or outages from, among other things, fire, natural disaster, power loss, telecommunications failure, unauthorized entry and computer viruses. The Company's systems or those of third parties may also contain undetected errors or other performance problems or may fail due to human error. Although the Company maintains insurance policies specifically for property and business interruptions, these policies may not be adequate to cover losses arising as a result of any such interruptions. Defects in the Company's systems or those of third parties, errors or delays in the processing of health data and the provision of care, telecommunications failures or other difficulties could result in: loss of revenue; loss of clients or corporate customers; loss or breach of clients or corporate customers, or health services end user data; fines imposed by regulators; harm to the Company's business or reputation resulting from negative publicity; exposure to fraud losses or other liabilities; additional operating and development costs; diversion of technical and other resources; and/or breach of contractual obligations, such as guarantees to maintain performance levels at certain levels given to many of the Company's corporate customers, which could harm corporate customer relationships and cause the Company to incur other additional liability.

The Company's business is also dependent on the continued growth and maintenance of the internet's infrastructure. There can be no assurance that the internet's infrastructure will continue to be able to support the demands placed on it by sustained growth in the number of users and amount of traffic. To the extent that the internet's infrastructure is unable to support the demands placed on it, the business of patients and corporate customers, and thus the Company's business, may be impacted. The Company may also be disadvantaged by the adverse effect of any delays or cancellations of private sector or government initiatives designed to expand broadband access. The Company, and its patients and corporate customers, may be impacted by a reduction in the growth of, or a decline in, access to broadband and internet.

The Company relies on third-party data centers to host aspects of its platform and solutions. Any interruptions, delays or outages in the services provided by these providers, or a deterioration of the Company's relationships with them, could impact the use of, and the Company's patients and corporate customers satisfaction with, the Company's products and services and could harm the Company's business and reputation. Any of the foregoing could have a material adverse effect on the Company's business, financial condition and results of operations.

If the Company is unable to successfully obtain, maintain, protect, enforce or otherwise manage the Company's intellectual property and proprietary rights, the Company may incur significant expenses and the Company's business may be adversely affected.

The Company's success will depend in part on obtaining, maintaining, protecting and enforcing relevant intellectual property and proprietary rights, which may include patent, design, utility model, trademark, copyright and trade secret protection, as well as regulatory exclusivity periods and confidentiality agreements (collectively, "IP Rights"). The Company cannot be sure that its means of obtaining, maintaining and enforcing the Company's IP Rights in Canada or abroad will be adequate to protect such rights against infringement, misappropriation or other violation. The Company may not receive protection for pending or future applications relating to IP Rights owned by or licensed to the Company, and the scope of protection granted under any issued or registered IP Rights may not be sufficiently broad to protect the Company's technology, products, services, systems, brands, trademarks or information. Also, because of the rapid pace of technological change in the Company's industry, aspects of the Company's business and the Company's products and services rely on technologies developed or licensed by third parties, and the Company may not be able to obtain or continue to obtain licenses and technologies from these third parties on reasonable terms or at all. Moreover, the laws of certain jurisdictions, including emerging countries, do not protect IP Rights to the same extent as the laws of Canada. If the Company cannot adequately obtain, maintain, protect or enforce the Company's IP Rights, third parties may be able to compete more successfully against the Company and develop and commercialize substantially identical products, services or technologies, which could have a material adverse effect on the Company's business, financial condition or results of operations.

Third parties may challenge, invalidate, circumvent, infringe or misappropriate the Company's IP Rights, and such IP Rights may be lost or no longer sufficient to permit the Company to take advantage of current market trends or to otherwise provide competitive advantages, which could result in costly redesign efforts, discontinuance of certain service offerings or other competitive harm. Others, including the Company's competitors, may independently develop similar technology, duplicate the Company's products and services or design around the Company's IP Rights, and in such cases, the Company could not assert its IP Rights against such parties. Moreover, third parties may infringe, misappropriate or otherwise violate IP Rights owned or licensed by the Company and the Company may assert claims against such third parties to enforce, or determine the scope and enforceability of, the Company's IP Rights, which could result in lengthy litigation or other proceedings and could cause a diversion of resources and may not prove successful. Such third parties could also counterclaim that any IP Rights the Company asserts are invalid or unenforceable and if such counterclaims are successful, the Company could lose valuable IP Rights.

The Company relies heavily on trade secrets and proprietary know-how to protect its products, services and technology and their development and commercialization, and rely in part on confidentiality agreements with suppliers and other partners, employees, independent contractors and consultants. However, the Company cannot guarantee that the Company has entered into such agreements with each party that has or may have had access to the Company's trade secrets. Moreover, these agreements may be breached, and the Company may not have or be able to enforce adequate remedies for any such breach. There is also no guarantee that these agreements or other precautions will provide sufficient protection against any unauthorized access, use or misuse, misappropriation, counterfeiting, cloning, reverse engineering or disclosure of any of the Company's trade secrets, proprietary know-how and any other information or technology. Trade secrets can be difficult to protect and some courts inside and outside of Canada are unwilling or less willing to protect trade secrets as compared to other forms of intellectual property. Defending against unauthorized access, use or misuse, misappropriation, counterfeiting, cloning, reverse engineering or disclosure of the Company's technology, trade secrets, proprietary know-how and other IP Rights and technology may result in lengthy and expensive litigation or other proceedings with uncertain outcomes and cause significant disruption to the Company's business and operations. If the Company is unable to obtain, maintain, protect or effectively enforce the Company's IP Rights, it could impact the development, manufacture and commercialization of the Company's products, services and solutions and have a material adverse effect on the Company's business, financial condition or results of operations.

Claims by others that the Company has infringed their proprietary technology or other IP Rights could harm the Company's business.

The Company's success depends, in part, on its ability to develop and commercialize its services and technologies without infringing, misappropriating or otherwise violating the IP Rights of third parties. However, the Company may not be aware that the Company's products, services, solutions or technologies are infringing, misappropriating or otherwise violating third-party IP Rights, and such third parties may bring claims alleging such infringement, misappropriation or violation. Third parties may have issued, or may eventually issue, patents that could be infringed by the Company's services or technology. Any of these third parties could make a claim of infringement against the Company with respect to its services or technology. The Company may also be subject to claims by third parties for breach of copyright, trademark, license usage or other IP Rights. When any such claims are asserted against the Company, the Company may seek to license the third party's IP Rights, which could be expensive. The Company may

be unable to obtain the necessary licenses on satisfactory terms, if at all. Any claim from third parties may result in a limitation on the Company's ability to use the intellectual property subject to these claims or could prevent the Company from registering its brands as trademarks. Even if the Company believes that intellectual property-related claims are without merit, defending against such claims is time-consuming and expensive, and could result in the diversion of the time and attention of the Company's management and employees. Claims of intellectual property infringement also might require the Company to redesign affected services, enter into costly settlement or license agreements, pay costly damage awards, change the Company's brands or face a temporary or permanent injunction prohibiting the Company from importing, marketing, selling or operating certain of the Company's services, using certain of the Company's brands or operating the Company's business as presently conducted. Even if the Company has an agreement for indemnification against such costs, the indemnifying party, if any in such circumstances, may be unable to uphold its contractual obligations.

The Company may be subject to adverse publicity or reputational harm, even if claims against the Company are later shown to be unfounded or unsubstantiated. Moreover, there could be public announcements of the results of hearings, motions or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have an adverse effect on the price of the Company's securities. The award of damages, or the Company's entry into any license or settlement agreement in connection with such claims, could affect the Company's ability to compete with third parties and have a material adverse effect on the Company's business, financial condition and results of operations.

If the Company is unable to obtain or fails to comply with the licenses required to operate the Company's business or experience disputes with licensors or disruptions to the Company's business relationships with its licensors, the Company could lose license rights that are important to the Company's business.

The Company has entered and will enter into license agreements with third parties and may need to obtain additional licenses from the Company's existing licensors and others to advance or allow commercialization of the Company's solutions. It is possible that the Company may be unable to obtain any additional licenses at a reasonable cost or on reasonable terms, if at all. In that event, the Company may be required to expend significant time and resources to redesign the Company's solutions or to develop or license replacement technology, all of which may not be feasible on a technical or commercial basis. If the Company is unable to do so, the Company may be unable to develop or commercialize the affected solutions, which could disrupt and adversely affect the Company's business.

Disputes may arise regarding intellectual property, including software and data, that is subject to a licensing agreement, including the scope of rights granted under the license agreement and other interpretation-related issues. In addition, the agreements under which the Company currently licenses intellectual property or technology from third parties are complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what the Company believes to be the scope of the Company's rights to the relevant intellectual property or technology or increase what the Company believes to be the Company's financial or other obligations under the relevant agreement. If these events were to occur, the Company may lose the right to continue to use and exploit such licensed intellectual property or technology in connection with the Company's operations and solutions, which could have a material adverse effect on the Company's business, financial condition and results of operations.

The incorporation of AI may present risks.

The Company has incorporated, and plans to incorporate in the future, AI into its products. AI is a new and emerging technology that is in its early stages of commercial use, particularly within the medical device industry. If any of the Company's products that incorporate AI have perceived or actual negative impacts on the clinicians or patients who use them, the Company may experience brand or reputational harm, competitive harm or legal liability. The rapid evolution of AI may also require the application of significant resources to develop, test and maintain the Company's products and services that incorporate AI in order to help ensure that it is implemented in a socially responsible manner, to minimize any real or perceived unintended harmful impacts. In addition, AI is subject to a complex and evolving regulatory landscape, including data protection, privacy, and potentially other laws and different jurisdictions have taken and may take in the future varying approaches to regulating AI. Compliance with these laws and regulations can be complex, costly and time-consuming, and there is risk of regulatory enforcement actions or litigation if the Company fails to comply with these requirements. As regulations evolve, the Company may have to alter its business practices or products in order to comply with regulatory requirements.

A number of competitors have substantially greater capital resources, larger customer bases, larger technical, sales and marketing forces and stronger reputations with target customers than the Company. The Company expects that the rapid technological changes occurring in the health care industry could lead to the entry of new competitors, particularly as AI Driven software gains market acceptance in the field. If the Company does not compete successfully, its revenue and market share could decline and its business, financial condition, and results of operations could be adversely affected.

The Company's use of open source software could negatively affect the Company's ability to sell the Company's solutions and could subject the Company to litigation.

The Company's solutions may incorporate and could be dependent to some extent on the use and development of open source software and the Company intends to continue the Company's use and development of open source software in the future. Such open source software is generally licensed by its authors or other third parties under so-called "open source" licenses and is typically freely accessible, usable and modifiable.

Pursuant to such open source licenses, the Company may be subject to certain conditions, including requirements that the Company offer its proprietary software that incorporates the open source software for no cost, that the Company make available source code for modifications or derivative works the Company creates based upon, incorporating or using the open source software, that the Company licenses such modifications or derivative works under the terms of the particular open source license or that the Company grants other licenses to its intellectual property. The Company seeks to ensure that its proprietary software is not combined with, and does not incorporate, open source software in ways that would require the release of the source code of the Company's proprietary software to the public. Certain components of the Company's platform and products incorporate software that is licensed under an open source license which would require release of proprietary code if such platform or products was released or distributed to third parties. The Company takes steps to ensure that such platform or products are not released or distributed but the Company has co-located certain such platform or products on third parties' premises.

If an author or other third party that uses or distributes such open source software were to allege that the Company had not complied with the conditions of one or more of these licenses, the Company could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of the Company's solutions that contain or are dependent upon such open source software and required to comply with the foregoing conditions, which could disrupt the distribution and sale of some of the Company's solutions. Litigation could be costly for the Company to defend, have a negative effect on the Company's operating results and financial condition or require the Company to devote additional research and development resources to change the Company's platform. As there is little or no legal precedent or judicial interpretation governing the interpretation of many of the terms of certain of these licenses, the potential impact of these terms on the Company's business is uncertain and may result in unanticipated obligations regarding the Company's solutions and technologies.

Any requirement to disclose the Company's proprietary source code, in defending its use of open source licenses or otherwise, the termination of open source license rights or payments of damages for breach of contract could be harmful to the Company's business, results of operations or financial condition, and could help the Company's competitors develop products and services that are similar to or better than ours with lower development effort and time. Alternatively, to avoid the public release of the affected portions of its source code, the Company could be required to expend substantial time and resources to re-engineer some or all of the Company's software.

In addition to risks related to license requirements, use of open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties, controls on the origin or development of the software or remedies against the licensors, nor are there any guarantees of any updates to the open source software being released, which means that some open source software can be more susceptible to cybersecurity attacks than commercially available software. Many of the risks associated with usage of open source software cannot be eliminated and could adversely affect the Company's business.

It is possible that the Company may not be aware of all instances where open source software has been incorporated into the Company's proprietary software or used in connection with the Company's solutions or its corresponding obligations under open source licenses. The Company does not have open source software usage policies or monitoring procedures in place. The Company relies on multiple software programmers to design its proprietary software and the Company cannot be certain that its programmers have not incorporated open source software into its proprietary

software that the Company intends to maintain as confidential or that they will not do so in the future. To the extent that the Company is required to disclose the source code of certain of its proprietary software developments to third parties, including the Company's competitors, in order to comply with applicable open source license terms, such disclosure could harm the Company's intellectual property position, competitive advantage, results of operations and financial condition. In addition, to the extent that the Company has failed to comply with the Company's obligations under particular licenses for open source software, the Company may lose the right to continue to use and exploit such open source software in connection with the Company's operations and solutions, which could disrupt and adversely affect the Company's business.

Risks Relating to Regulation and Litigation

The Company is subject to costs and risks associated with new or changing laws and regulations and governmental action affecting the Company's business.

The Company operates in a complex regulatory and legal environment and are subject to a wide variety of laws and regulations in the jurisdictions in which the Company operates. Some of the provincial and federal laws and regulations in Canada and other jurisdictions in which the Company operates that affect or may affect it include: those relating to provision of healthcare, consumer products, product liability and consumer protection; those relating to negligence; those relating to the manner in which the Company advertises, markets and sells products and services; labour and employment laws, including wage and hour laws; tax laws or interpretations thereof; data protection and privacy laws and regulations. Continuing to achieve and sustain compliance with these laws may prove costly.

The laws and regulations specifically applicable to the Company may also change on the basis of a change in the nature of the Company's products or services, or a change in the jurisdictions in which those products or services are being offered, including, but not limited to, as a result of acquisitions. There can be no guarantee that the Company will have sufficient resources to comply with new laws, regulations or government action, or to successfully compete in the context of a shifting regulatory environment. Moreover, these laws and regulations may change, sometimes significantly, as a result of political, economic and social events.

Laws and regulations relating to the healthcare industry and privacy are particularly complex and subject to change which could create significant additional costs related to monitoring and compliance, and could require changes to its operating model which could result in lower revenue. The Company expects its future technology and data-driven revenue streams will be governed by Canadian federal and provincial laws, as well as applicable foreign laws, covering data privacy and security. As such, the Company, with its external counsel, is developing a legal framework to ensure it will be compliant with all local and federal laws in the jurisdictions in which it operates. Currently, the Company's CEO is acting as Chief Privacy and Information Officer. As the Company's data-driven business grows, it intends to separate the Chief Privacy and Information Officer role from the CEO by hiring a dedicated Chief Privacy and Information Officer. Regardless of its plans, and although the Company maintains that its operations are in compliance with existing laws, there can be no assurance that the Company's operations will not be challenged in the future and, if challenged, that they will not be found to violate applicable laws. Any such ruling against the Company could subject it to potential damages, injunctions and/or civil and criminal penalties or require it to restructure the Company's arrangements in a way that would affect the control or quality of the Company's services or change the amounts that the Company receives from its operations, which could have a material adverse effect on the Company's business.

The costs and effects of pending and future litigation, investigations or similar matters, or adverse facts and developments related thereto, could materially affect the Company's business, financial position and results of operations.

The Company is, and may be in the future, party to legal, arbitration and administrative investigations, inspections and proceedings arising in the ordinary course of the Company's business or from extraordinary corporate, tax or regulatory events that involve the Company or its associated participants, particularly with respect to negligence, civil, tax and labour claims.

The Company's indemnities and insurance may not cover all claims that may be asserted against the Company, and any claims asserted against the Company, regardless of merit or eventual outcome, may harm the Company's reputation. Furthermore, there is no guarantee that the Company will be successful in defending itself in pending or future litigation or similar matters under various laws. Should the ultimate judgments or settlements in any pending

or future litigation or investigation significantly exceed the Company's indemnity rights, they could have a material adverse effect on the Company's business, financial condition and results of operations and the price of the Company's securities. Further, even if the Company adequately addresses issues raised by an inspection conducted by an agency or successfully defends the Company's case in an administrative proceeding or court action, the Company may have to set aside significant financial and management resources to respond and settle issues raised by such proceedings, which could adversely affect the Company's business.

The Company relies on certain healthcare professionals, and the Company's success depends on the satisfactory performance by its healthcare professionals of their professional obligations including maintenance of their required qualifications. The Company's healthcare professionals could be subject to negligence claims, suits or complaints relating to services provided from time to time. From time to time, the Company's healthcare professionals may enmesh the Company in outstanding or unforeseen legal, regulatory, contractual, employee or other issues. The failure of the Company's healthcare professionals to perform their professional obligations or the successful assertion of one or more large claims against the Company, whether or not those claims may be covered by an indemnity or insurance, could adversely affect the Company's business, financial condition and results of operations. As the Company shifts its focus on its AI and technology enabled offerings, it expects that the risks relating to healthcare professionals will be decreased in 2024.

The Company may be subject to claims that the Company has wrongfully hired an employee or healthcare professional from a competitor, or that the Company's employees, consultants or independent contractors have wrongfully used or disclosed confidential information of third parties or that the Company's employees have wrongfully used or disclosed alleged trade secrets of their former employers.

Many of the Company's employees, consultants and advisors, or individuals that may in the future serve as the Company's employees, consultants and advisors, are currently or were previously employed at companies that are the Company's competitors or are potential competitors. The Company may be subject to claims that the Company, its employees, consultants or independent contractors or advisors have, inadvertently or otherwise, used or disclosed confidential or proprietary information, trade secrets or know-how of these third parties. Litigation may be necessary to defend against these claims. Even if the Company is successful in defending against these claims, litigation could result in substantial cost and be a distraction to the Company's management and employees. If the Company fails in defending any such claims, in addition to paying monetary damages, the Company may lose valuable intellectual property rights or personnel. Any of the foregoing could have a material adverse effect on the Company's business, financial condition and results of operations.

Changes in laws or regulations relating to privacy and data protection, or any actual or perceived failure by the Company to comply with such laws and regulations, or contractual or other obligation relating to, privacy and data protection could adversely affect the Company's business.

The Company receives, generates and stores significant and increasing volumes of sensitive information, notably, personal and health information of the Company's employees, its patients, corporate customers and any end users of health services. The Company is and will increasingly be subject to a variety of laws, directives and regulations, as well as contractual obligations, relating to the collection, use, retention, security, disclosure, de-identification and other processing of personal information in the jurisdictions in which the Company operates. The regulatory framework for privacy, data protection and data transfers is rapidly evolving and is likely to remain uncertain for the foreseeable future.

Complying with evolving Canadian laws, regulations or other obligations relating to privacy, data protection, data transfers, data localization, or information security may cause the Company to incur substantial operational costs or require the Company to modify its data practices. Non-compliance could result in proceedings against the Company by governmental entities or others, could result in substantial fines or other liability, and may otherwise adversely affect the Company's business, financial condition and results of operations.

Although the Company endeavors to comply with its published policies concerning the Company's data privacy practices, the Company may at times fail to do so or be alleged to have failed to do so. The publication of the Company's privacy policies that provide promises and assurances about privacy and security can subject the Company to potential government or legal action if they are found to be deceptive, unfair, or misrepresentative of the Company's actual practices. Any failure, real or perceived, by the Company to comply with its posted privacy policies

or with any regulatory requirements, certifications or orders, or other privacy laws and regulations applicable to the Company could cause patients to reduce their use of the Company's products and services and could materially and adversely affect the Company's business. In many jurisdictions, enforcement actions and consequences for noncompliance can be significant and are rising.

Additionally, some Canadian privacy laws require companies to notify individuals of security breaches involving particular personal information, which could result from breaches experienced by the Company or its service providers. Any actual or perceived security breach could harm the Company's reputation and brand, expose the Company to potential liability, result in a fine or require the Company to expend significant resources on data security and in responding to any such actual or perceived breach. Any contractual protections the Company may have from its service providers may not be sufficient to adequately protect the Company from any such liabilities and losses, and the Company may be unable to enforce any such contractual protections.

In addition to government regulation, the Company's clients and prospective corporate customers have required, and may in the future require, the Company to comply with certain privacy, data protection and information security standards, including with respect to the Company's data encryption practices, and the Company may undertake contractual commitments to adhere to such standards.

The Company expects that there will continue to be new proposed laws (including amendments to laws) and regulations and guidance concerning privacy, data protection and information security, and the Company cannot yet determine the impact such future laws, regulations, standards and guidance may have on the Company's business. New laws, amendments to or re-interpretations of existing laws, regulations, industry standards, guidance, contractual obligations, corporate customer expectations and other obligations may require the Company to incur additional costs and restrict the Company's business operations. Because the interpretation and application of laws, standards, contractual obligations and other obligations relating to privacy and data protection are still uncertain, it is possible that these obligations may be interpreted and applied in a manner that varies by jurisdiction and/or that is inconsistent with the Company's data privacy policies and procedures, including with respect to the Company's data encryption practices, or the features of the Company's platform. If so, the Company may face fines, lawsuits, regulatory investigations, imprisonment of Company officials and public censure, other claims and penalties, significant costs for remediation and damage to the Company's reputation. The Company could also be required to fundamentally change its business activities and practices, which could adversely affect the Company's business. The Company may be unable to make such changes and modifications in a commercially reasonable manner, or at all. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, policies and guidance that are applicable to the businesses of the Company's patients and corporate customers may limit the use and adoption of, and reduce the overall demand for, the Company's services. Any inability to adequately address privacy, data protection, or information security-related concerns, even if unfounded, or to successfully negotiate related contractual terms with corporate customers, or to comply with applicable laws, regulations, policies, standards and guidance relating to privacy, data protection and information security, including those with which the Company elects to comply, could result in additional cost and liability to the Company, harm the Company's reputation and brand, damage the Company's relationship with important providers and adversely affect the Company's business, financial condition and results of operations.

The Company may become involved in regulatory or agency proceedings, investigations and audits.

The Company's business requires compliance with many laws and regulations and the sensitive nature of the healthcare industry may attract increased regulatory and agency scrutiny. Failure to comply with these laws and regulations could subject the Company to regulatory or agency proceedings or investigations and could also lead to damage awards, fines and penalties. The Company may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require the Company to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition and results of operation.

The Company may also become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of the

Class A Subordinate Voting Shares and could use significant resources. Even if the Company is involved in litigation and is successful, litigation can redirect significant Company resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of HEALWELL's brand.

Risks Relating to Ownership of Class A Subordinate Voting Shares

The Company's dual class share structure has the effect of concentrating voting control and the ability to influence corporate matters with those shareholders who held its shares prior to the IPO, including the Company's executive officers, employees and directors and their affiliates.

The Company's Class B Multiple Voting Shares have nine votes per share and the Company's Class A Subordinate Voting Shares have one vote per share. Shareholders who hold Class B Multiple Voting Shares, including the Company's executive officers, directors and their affiliates, together hold over 90% of the voting power of the Company's outstanding voting shares, on a fully diluted basis, and therefore have significant influence over the Company's management and affairs and over all matters requiring shareholder approval, including the election of directors and significant corporate transactions.

In addition, because of the 9-to-1 voting ratio between the Company's Class B Multiple Voting Shares and Class A Subordinate Voting Shares, the holders of the Company's Class B Multiple Voting Shares collectively continue to control a majority of the combined voting power of the Company's voting shares even where the Class B Multiple Voting Shares represent a substantially reduced percentage of the Company's total outstanding shares. The concentrated voting control of holders of the Company's Class B Multiple Voting Shares limits the ability of holders of Class A Subordinate Voting Shares to influence corporate matters for the foreseeable future, including the election of directors as well as with respect to decisions regarding amendment of the Company's share capital, creating and issuing additional classes of shares, making significant acquisitions, selling significant assets or parts of the Company's business, merging with other companies and undertaking other significant transactions. As a result, holders of Class B Multiple Voting Shares have the ability to influence many matters affecting the Company and actions may be taken that the holders of the Company's Class A Subordinate Voting Shares may not view as beneficial. The market price of the Company's Class A Subordinate Voting Shares could be adversely affected due to the significant influence and voting power of the holders of Class B Multiple Voting Shares. Additionally, the significant voting interest of holders of Class B Multiple Voting Shares may discourage transactions involving a change of control, including transactions in which an investor, as a holder of the Class A Subordinate Voting Shares, might otherwise receive a premium for the Class A Subordinate Voting Shares over the then-current market price, or discourage competing proposals if a going private transaction is proposed by one or more holders of Class B Multiple Voting Shares.

Future transfers of the Class A Subordinate Voting Shares held by Dr. Christodoulou, Dr. Grail, Dr. Alex Dobranowski and/or a permitted holder may result in some or all of their Class B Multiple Voting Shares being cancelled, which might have the effect, over time, of increasing the relative voting power of the holders of Class B Multiple Voting Shares who retain their shares. Each of the Company's directors and officers owes a fiduciary duty to the Company and must act honestly and in good faith with a view to the best interests of the Company. However, any director and/or officer that is a shareholder, even a controlling shareholder, is entitled to vote his or her shares in his or her own interests, which may not always be in the interests of the Company's shareholders generally.

The Company's articles of incorporation amend certain default rights provided for under the CBCA for holders of Class B Multiple Voting Shares and Class A Subordinate Voting Shares to vote separately as a class for certain types of amendments to the Company's articles of incorporation. Specifically, neither the holders of the Class B Multiple Voting Shares nor the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the Company's articles of incorporation to (1) increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or (2) create a new class of shares equal or superior to the shares of such class, which rights are otherwise provided for in paragraphs (a) and (e) of subsection 176(1) of the CBCA. Pursuant to the Company's articles of incorporation, neither holders of the Company's Class A Subordinate Voting Shares nor holders of the Company's Class B Multiple Voting Shares are entitled to vote separately as a class on a proposal to amend the Company's articles of incorporation to effect an exchange, reclassification or cancellation of the shares of such class pursuant to Section 176(1)(b) of the CBCA.

The Company's capital structure and certain Canadian legislation could delay or deter a change of control, limit attempts by the Company's shareholders to replace or remove the Company's current senior management and affect the market price of the Company's Class A Subordinate Voting Shares.

The Company's articles of incorporation authorize the Company's Board of Directors to issue an unlimited number of preferred shares without shareholder approval and to determine the rights, privileges, restrictions and conditions granted to or imposed on any unissued series of preferred shares. Those rights may be superior to those of the Company's Class A Subordinate Voting Shares and Class B Multiple Voting Shares. For example, preferred shares may rank prior to Class A Subordinate Voting Shares as to dividend rights, liquidation preferences or both, may have full or limited voting rights and may be convertible into Class A Subordinate Voting Shares or Class B Multiple Voting Shares. If the Company were to issue a significant number of preferred shares, these issuances could deter or delay an attempted acquisition of the Company or make the removal of management more difficult, particularly in the event that the Company issues preferred shares with special voting rights. Issuances of preferred shares, or the perception that such issuances may occur, could cause the trading price of the Company's Class A Subordinate Voting Shares to drop.

In addition, provisions in the CBCA and in the Company's articles of incorporation and by-laws may have the effect of delaying or preventing changes in the Company's senior management, including provisions that:

- require that any action to be taken by the Company's shareholders be effected at a duly called annual or special meeting and not by written consent;
- establish an advance notice procedure for shareholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to the Company's Board of Directors; and
- require the approval of a two-thirds majority of the votes cast by shareholders present in person or by proxy in order to amend certain provisions of the Company's articles of incorporation, including, in some circumstances, by separate class votes of holders of the Company's Class A Subordinate Voting Shares and Class B Multiple Voting Shares.

These provisions may frustrate or prevent any attempts by the Company's shareholders to launch a proxy contest or replace or remove the Company's current senior management by making it more difficult for shareholders to replace members of the Company's Board of Directors, which is responsible for appointing the members of the Company's senior management. Any of these provisions could have the effect of delaying, preventing or deferring a change in control which could limit the opportunity for the holders of the Company's Class A Subordinate Voting Shares to receive a premium for their Class A Subordinate Voting Shares, and could also affect the price that investors are willing to pay for Class A Subordinate Voting Shares.

The Company's articles of incorporation permit the Company to issue an unlimited number of Class A Subordinate Voting Shares and Class B Multiple Voting Shares. The Company anticipates that the Company will, from time to time, issue additional Class A Subordinate Voting Shares in the future. Subject to the requirements of the TSX, the Company will not be required to obtain the approval of shareholders for the issuance of additional Class A Subordinate Voting Shares. Any further issuances of Class A Subordinate Voting Shares will result in immediate dilution to existing shareholders and may have an adverse effect on the value of their shareholdings.

The Company may in the future issue preferred shares and, if preferred shares are issued in the future, the terms selected by the Company's Board of Directors could decrease the amount of earnings and assets available for distribution to holders of the Company's Class A Subordinate Voting Shares or adversely affect the rights and powers, including the voting rights, of the holders of the Company's Class A Subordinate Voting Shares and Class B Multiple Voting Shares without any further vote or action by the holders of the Company's Class A Subordinate Voting Shares and Class B Multiple Voting Shares. The issuance of preferred shares, or the issuance of rights to purchase preferred shares, could make it more difficult for a third-party to acquire a majority of the Company's outstanding voting shares and thereby have the effect of delaying, deferring or preventing a change of control of the Company or an unsolicited acquisition proposal or of making the removal of management more difficult. Additionally, the issuance of preferred shares may have the effect of decreasing the market price of the Company's Class A Subordinate Voting Shares.

The price of the Class A Subordinate Voting Shares in public markets may experience significant fluctuations.

The market price for Class A Subordinate Voting Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following: (i) actual or anticipated fluctuations in the Company's financial condition and quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of other issuers that investors deem comparable to the Company; (iv) addition or departure of the Company's executive officers and other key personnel; (v) release or expiration of lock-up or other transfer restrictions on the Company's voting shares; (vi) sales or perceived sales of the Company's voting shares; (vii) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; and (viii) news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets. As the Company operates a highly accretive acquisition program with acquisitions partly funded by the Class A Subordinate Voting Shares, a decline in the Company's share price could adversely affect the Company's pace of acquisitions and acquisition activity.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of public entities and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such entities. Accordingly, the market price of the Class A Subordinate Voting Shares may decline even if the Company's operating results or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of the Company's environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to satisfy such criteria may result in limited or no investment in the Class A Subordinate Voting Shares by those institutions, which could materially adversely affect the trading price of the Class A Subordinate Voting Shares. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue for a protracted period of time, there could be a material adverse effect on the Company's business, financial condition and results of operations, as well as the trading price of the Class A Subordinate Voting Shares.

As a result of any of these factors, the market price of the Class A Subordinate Voting Shares at any given point in time may not accurately reflect the long-term value of the Company. Class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

The Company's failure to raise additional capital or generate cash flows necessary to expand its operations and invest in new technologies in the future could reduce its ability to compete successfully and harm its results of operations.

The Company may need to raise additional funds, and the Company may not be able to obtain additional debt or equity on favourable terms or at all. If the Company engages in additional debt financing, the Company may be required to accept terms that restrict its ability to incur additional indebtedness, force the Company to maintain specified liquidity or other ratios or restrict its operations and its ability to pay dividends or make acquisitions. Any failure to adhere to these covenants could result in penalties or defaults that could further restrict its liquidity or limit its ability to obtain financing. If the Company needs additional capital and cannot raise it on acceptable terms, or at all, the Company may not be able to pursue its growth strategy.

The Company may in the future attempt to increase its capital resources by making offerings of debt securities or additional offerings of equity securities. Upon bankruptcy or liquidation, holders of its debt securities and lenders with respect to other borrowings will receive a distribution of its available assets prior to the holders of Class A Subordinate Voting Shares. Future equity offerings of other types of equity securities may dilute the holdings of its existing shareholders or reduce the market price of the Class A Subordinate Voting Shares, or both. The Company's decision to issue securities in any future offering will depend on market conditions and other factors beyond its control. As a result, the Company cannot predict or estimate the amount, timing or nature of its future offerings.

In addition, the Company may not be able to refinance the principal amount of the 2023 Debentures in order to repay the principal outstanding or may not have generated enough cash from operations to meet such obligations. There is no guarantee that the Company will be able to repay the outstanding principal amount upon maturity of the 2023

Debentures. The 2023 Debentures are convertible into Class A Subordinate Voting Shares at the election of the holder, and there can be no assurance that the holders of the 2023 Debentures will elect to convert their debt into Class A Subordinate Voting Shares.

Holders of Class A Subordinate Voting Shares may be subject to dilution resulting from future offerings of Class A Subordinate Voting Shares by the Company.

HEALWELL may raise additional funds in the future by issuing equity securities. Holders of Class A Subordinate Voting Shares will have no pre-emptive rights in connection with such further issues. The Board of Directors has the discretion to determine if an issuance of Class A Subordinate Voting Shares is warranted, the price at which such issuance is effected and the other terms of issue of Class A Subordinate Voting Shares. In addition, additional Class A Subordinate Voting Shares may be issued by the Company in connection with the exercise of Options granted following the completion of the IPO, the exercise of the 2023 Debenture Warrants and conversion of the 2023 Debentures pursuant to the 2023 Debenture Offering, and the exercise of the October Bought Deal Warrants and December Bought Deal Warrants pursuant to the October Bought Deal and December Bought Deal. Such additional equity issuances could, depending on the price at which such securities are issued, substantially dilute the interests of the holders of Class A Subordinate Voting Shares. Additionally, there are certain amounts payable in Class A Subordinate Voting Shares in connection with various M&A transactions completed by the Company, including the acquisition of Intrahealth. Additionally, the potential for WELL to partially or fully exercise the Call Option may result in a shift in the extent of its influence on the Company. See “General Development of the Business – Corporate Developments During the Financial Year Ended December 31, 2023” and “General Development of the Business – Corporate Developments Subsequent to the Financial Year Ended December 31, 2023” for more details.

It is not anticipated that any dividend will be paid to holders of Class A Subordinate Voting Shares for the foreseeable future.

No dividends on the Class A Subordinate Voting Shares have been paid to date. The Company anticipates that, for the foreseeable future, it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Board of Directors after taking into account many factors, including the Company’s earnings, operating results, financial condition, current and anticipated cash needs, and restrictions in financing agreements.

Significant holders of the Company’s Class A Subordinate Voting Shares may seek to sell all or a portion of their shareholdings in the future, which could reduce the market price of the Class A Subordinate Voting Shares.

Sales of a substantial number of the Company’s voting shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of the Company’s voting shares intend to sell such shares, especially where the holders of such shares are Company insiders, could significantly reduce the market price of the Class A Subordinate Voting Shares. There is no assurance that current shareholders will maintain ownership of their holdings of the Company’s voting shares for any significant period of time, if at all. Furthermore, the Company cannot predict the effect, if any, that future public sales of these securities or the availability of these securities for sale will have on the market price of the Class A Subordinate Voting Shares. If the market price of the Class A Subordinate Voting Shares were to drop as a result, this might impede the Company’s ability to raise additional capital and might cause remaining holders of Class A Subordinate Voting Shares to lose all or part of their investments.

Holders of Options to purchase Class A Subordinate Voting Shares will have an immediate income inclusion for tax purposes when they exercise their Options (that is, tax is not deferred until they sell the underlying Class A Subordinate Voting Shares). As a result, these holders may need to sell Class A Subordinate Voting Shares purchased on the exercise of Options in the same year that they exercise their Options. This might result in a greater number of Class A Subordinate Voting Shares being sold in the public market, and fewer long-term holdings of Class A Subordinate Voting Shares by management of the Company and other employees.

Requirements to comply with public company reporting obligations, as well as those of any stock exchange, may strain the Company’s systems and resources.

As a public entity, the Company is subject to the reporting requirements and related rules and regulations of the Canadian provincial securities regulators, as well as the rules of any stock exchange on which the Company’s securities

may be listed from time to time. These requirements may place a strain on the Company's systems and resources. The applicable securities legislation requires that HEALWELL file annual, quarterly and event-driven reports with respect to its business and financial condition and operations and requires that HEALWELL maintain effective DCP and ICFR. In order to maintain and improve the effectiveness of the Company's disclosure controls and procedures, significant resources and management oversight will be required. The Company has and will continue to implement procedures and processes for the purpose of addressing the standards and requirements applicable to public companies. The Company can provide no assurance that these procedures and processes adopted by it will be sufficient to allow it to satisfy its obligations as a public company on a timely basis. In addition, sustaining HEALWELL's growth will also require it to commit additional management, operational and financial resources to identify new professionals to join the Company and to maintain appropriate operational and financial systems to adequately support expansion. These activities may divert management's attention from other business concerns, which could have a material adverse effect on the Company's business, financial condition, financial performance and cash flows. HEALWELL has and expects that it will continue to incur significant annual expenses related to these steps.

Tax and accounting requirements may change in ways that are unforeseen to the Company and the Company may face difficulty or be unable to implement and/or comply with any such changes.

The Company is subject to numerous tax and accounting requirements, and changes in existing accounting or taxation rules or practices, or varying interpretations of current rules or practices, could have a significant adverse effect on the Company's financial results, the manner in which it conducts its business or the marketability of any of its products. In the future, the geographic scope of the Company's business may expand, and such expansion will require the Company to comply with the tax laws and regulations of multiple jurisdictions. Requirements as to taxation vary substantially among jurisdictions. Complying with the tax laws of these jurisdictions can be time consuming and expensive and could potentially subject the Company to penalties and fees in the future if the Company were to inadvertently fail to comply. In the event the Company was to inadvertently fail to comply with applicable tax laws, this could have a material adverse effect on the business, results of operations and financial condition of the Company.

DIVIDENDS

Other than as described below, HEALWELL has not paid dividends since the date of its incorporation and it does not expect to pay dividends in the near future. The Company expects that it will retain earnings to finance further growth. The Board of Directors will determine if and when dividends should be declared and paid in the future and any such determination will be based on the Company's financial position, business environment, operating results, capital requirements, any contractual restrictions on the payment of dividends and any other factors that the Board may deem relevant at the time.

The Company declared and paid a dividend of \$2,009,000 to Dr. Grail and Dr. Christodoulou, the former co-chairs of the Company in their capacity as shareholders on October 21, 2020, prior to the Capital Changes.

GENERAL DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Company consists of an unlimited number of Class A Subordinate Voting Shares, unlimited number of Class B Multiple Voting Shares and an unlimited number of preferred shares.

As at the date of this Annual Information Form, the Company has 113,195,516 Class A Subordinate Voting Shares and 30,800,000 Class B Multiple Voting Shares outstanding. The Company has not issued any preferred shares.

Class A Subordinate Voting Shares

The holders of Class A Subordinate Voting Shares are entitled to dividends, if, as and when declared by the Board of Directors, entitled to one vote per share at meetings of the shareholders and, upon liquidation, dissolution or winding-up of the Company, entitled to participate equally in the remaining property and assets of the Company available for distribution to the holders of shares, subject to the rights of the holders of any preferred shares.

The Class A Subordinate Voting Shares are not subject to any call or assessment rights, any pre-emptive rights, any conversion or any exchange rights. The Class A Subordinate Voting Shares are not subject to any redemption, retraction, purchase for cancellation, surrender, sinking or purchase fund provisions. Additionally, the Class A Subordinate Voting Shares are not subject to any provisions permitting or restricting the issuance of additional securities and any other material restrictions or any provisions requiring a securityholder to contribute additional capital to the Company.

Class B Multiple Voting Shares

Other than their superior voting rights, as a result of each Class B Multiple Voting Share being entitled to nine votes per share, the holders of Class B Multiple Voting Shares have no other rights or entitlements (e.g., no rights to dividends or assets of the Company).

The Class B Multiple Voting Shares are not subject to any call or assessment rights, any pre-emptive rights, any conversion or any exchange rights. The Class B Multiple Voting Shares are not subject to any redemption, retraction, purchase for cancellation, surrender, sinking or purchase fund provisions. Additionally, the Class B Multiple Voting Shares are not subject to any provisions permitting or restricting the issuance of additional securities and any other material restrictions or any provisions requiring a securityholder to contribute additional capital to the Company.

The Class B Multiple Voting Shares can only be held by permitted holders, and require that WELL, Dr. Grail, Dr. Christodoulou, Dr. Dobranowski and their respective affiliates must hold at least 5% of the Class A Subordinate Voting Shares at any given time to prevent the cancellation of the Class B Multiple Voting Shares.

Preferred Shares

The Company is authorized to issue an unlimited number of preferred shares issuable in series. Each series of preferred shares shall consist of such number of shares and having such rights, privileges, restrictions and conditions as may be determined by the Company's Board of Directors prior to the issuance thereof. Holders of preferred shares, except as otherwise provided in the terms specific to a series of preferred shares or as required by law, will not be entitled to vote at meetings of holders of shares, and will not be entitled to vote separately as a class upon a proposal to amend the Company's articles of incorporation in the case of the following kinds of amendments (as per paragraph (a), (b), and (e) of subsection 176(1) of the CBCA):

- to increase or decrease any maximum number of authorized preferred shares, or increase any maximum number of authorized shares of the authorized shares of a class having rights or privileges equal or superior to the shares of such class;
- to effect an exchange, reclassification, or cancellation of all or part of the Company's preferred shares; and
- to create a new class of shares equal or superior to the preferred shares.

With respect to the payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the preferred shares are entitled to preference over the Class A Subordinate Voting Shares and any other shares ranking junior to the preferred shares. Holders of preferred shares may also be given such other preferences over holders of Class A Subordinate Voting Shares, Class B Multiple Voting Shares and any other shares ranking junior to the preferred shares, as may be determined at the time of creation of such series.

The preferred shares are not subject to any call or assessment rights, any pre-emptive rights, any conversion or any exchange rights. The preferred shares are not subject to any redemption, retraction, purchase for cancellation, surrender, sinking or purchase fund provisions. Additionally, the preferred shares are not subject to any provisions permitting or restricting the issuance of additional securities and any other material restrictions or any provisions requiring a securityholder to contribute additional capital to the Company.

Options and Rights to Purchase Securities

On December 22, 2020, the Company's Board of Directors established an omnibus long-term incentive plan (the "Equity Incentive Plan"), under which Options, RSUs, DSUs, performance awards or other share or performance-based awards

(collectively, the “**Awards**”) may be granted to employees, officers, consultants and non-employee directors of the Company and its affiliates. The total number of Class A Subordinate Voting Shares reserved and available for grant and issuance pursuant to Awards shall not exceed ten percent of the total issued and outstanding voting shares of the Company.

During the year ended December 31, 2023, the Company granted an aggregate of nil Options, 223,187 DSUs, 1,845,000 RSUs, 1,275,000 PSUs, 10,000 debenture units, 58,749,801 Warrants, and had 855,000 Options canceled in connection with the closing of the Strategic Transaction.

On September 30, 2023, the Company entered into option cancellation agreements with certain directors and officers of the Company which resulted in the cancellation of 855,000 vested Options that had originally been granted on January 6, 2021.

On September 30, 2023, the Company entered into Option amendment agreements with certain directors, officers and employees to (a) reduce the exercise price of their Options to \$0.69 per Class A Subordinate Voting Share, (b) extend out the expiry date of the Options until September 30, 2028, and (c) amend the vesting terms for any unvested Options to vest in increments of 25% per year over the four years following the date of amendment. 1,116,500 vested and 1,016,500 unvested Options were amended.

On September 30, 2023, the Company granted an aggregate of 223,187 DSUs, each settleable for one Class A Subordinate Voting Share, to non-employee directors in satisfaction of their Board fees for 2023.

On September 30, 2023, the Company granted an aggregate of 950,000 RSUs, each settleable for one Class A Subordinate Voting Share, to key employees. The closing price of the Class A Subordinate Voting Shares on the last trading day prior to September 30, 2023 was \$0.55 per Class A Subordinate Voting Share.

On September 30, 2023, the Company granted an aggregate of 950,000 PSUs, each settleable for one Class A Subordinate Voting Share, to key employees.

On October 1, 2023, the Company issued an aggregate of 10,000 debenture units with each unit consisting of a convertible debenture in the principal amount of \$1,000 and 50,000 2023 Debenture Warrants, for a total of \$10,000,000 debentures and 50,000,000 2023 Debenture Warrants. The debentures are unsecured obligations of the Company, mature on October 1, 2028, and bear interest at a rate of 10% per annum, which is payable at maturity. The principal and interest outstanding under the debentures are convertible into Class A Subordinate Voting Shares at any time, at the option of the holder, at a conversion price of \$0.20/share. The 2023 Debenture Warrants are exercisable at a price of \$0.20 per share and expire on October 1, 2028.

On October 17, 2023, the Company issued an aggregate of 699,801 Warrants as compensation to the underwriters in the October Bought Deal.

On October 23, 2023, the Company granted an aggregate of 895,000 RSUs, each settleable for one Class A Subordinate Voting Share, to key employees and consultants. The closing price of the Class A Subordinate Voting Shares on the last trading day prior to October 23, 2023 was \$0.75 per Class A Subordinate Voting Share.

On October 23, 2023, the Company granted an aggregate of 325,000 PSUs, each settleable for one Class A Subordinate Voting Share, to key employees.

On December 22, 2023, the Company issued a total of 14,375,000 units pursuant to the December Bought Deal, with each unit consisting of one Class A Subordinate Voting Share and on-half of one Warrant, at a price of \$0.80 per unit for aggregate gross proceeds of \$11,500,000. An additional 862,500 Warrants were issued as compensation to the underwriters in the December Bought Deal.

The following table sets out the aggregate number of Options outstanding as of December 31, 2023:

Grant Date	Number of Options	Exercise Price	Expiry Date
January 6, 2021	1,460,000	\$0.69	September 30, 2028

May 18, 2021	107,500	\$0.69	September 30, 2028
May 18, 2021	45,000	\$3.10	May 18, 2026
September 10, 2021	95,000	\$0.69	September 30, 2028
April 8, 2022	320,000	\$0.69	September 30, 2028
April 8, 2022	81,250	\$1.36	April 6, 2027
October 5, 2022	150,000	\$0.69	September 30, 2028
	<u>TOTAL</u> : 2,258,750	<u>Weighted Average Exercise Price</u> : \$0.76	

The following table sets out the aggregate number of DSUs outstanding as of December 31, 2023:

Grant Date	Number of DSUs	Exercise Price	Expiry Date
September 10, 2021	22,900	N/A	N/A
April 8, 2022	85,293	N/A	N/A
September 30, 2023	168,115	N/A	N/A
	<u>TOTAL</u> : 276,308		

The following table sets out the aggregate number of RSUs outstanding as of December 31, 2023:

Grant Date	Number of RSUs	Exercise Price	Expiry Date
September 30, 2023	950,000	N/A	N/A
October 23, 2023	395,000	N/A	N/A
	<u>TOTAL</u> : 1,345,000		

The following table sets out the aggregate number of PSUs outstanding as of December 31, 2023:

Grant Date	Number of PSUs	Exercise Price	Expiry Date
September 30, 2023	950,000	N/A	N/A
October 23, 2023	325,000	N/A	N/A
	<u>TOTAL</u> : 1,275,000		

The following table sets out the aggregate number of debentures outstanding as of December 31, 2023:

Grant Date	Number of Debentures ⁽¹⁾	Conversion Price	Maturity Date
October 1, 2023	10,000	\$0.20	October 1, 2023
	<u>TOTAL</u> : 10,000		

Notes:

⁽¹⁾ Each debenture unit is comprised of a convertible debenture in the principal amount of \$1,000 and 5,000 Warrants.

The following table sets out the aggregate number of Warrants outstanding as of December 31, 2023:

Grant Date	Number of Warrants	Exercise Price	Expiry Date
October 1, 2023	50,000,000	\$0.20	October 1, 2028
October 17, 2023	699,801	\$0.75	October 17, 2025
December 22, 2023	7,187,500	\$1.20	December 22, 2026
December 22, 2023	862,500	\$0.80	December 22, 2025
	<u>TOTAL:</u> 58,749,801	<u>Weighted Average Exercise Price:</u> \$0.33	

MARKET FOR SECURITIES

Trading Price and Volume

The Class A Subordinate Voting Shares are currently traded on the TSX under the symbol "AIDX." The Class B Multiple Voting Shares and the preferred shares are currently not traded on the TSX or any Canadian marketplace.

The following table sets out the price range (monthly high and low prices) and monthly trading volumes of the Class A Subordinate Voting Shares on the TSX for the period beginning January 1, 2023 to December 31, 2023.

Period	High (\$)	Low (\$)	Volume
January 2023	0.71	0.48	101,085
February 2023	0.95	0.59	112,035
March 2023	0.615	0.40	99,822
April 2023	0.46	0.18	747,950
May 2023	0.20	0.085	710,578
June 2023	0.20	0.115	172,974
July 2023	0.27	0.155	480,345
August 2023	0.485	0.26	449,187
September 2023	0.81	0.34	424,673
October 2023	0.90	0.49	4,923,957
November 2023	1.00	0.65	8,028,393
December 2023	1.04	0.66	5,717,200

Prior Sales

The Company has not sold or issued any Class B Multiple Voting Shares or Preferred Shares during the year ended December 31, 2022.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The Company currently has lock-up agreements (the “**Lock-Up Agreements**”) in effect that were entered into by the certain individuals in connection with the closing of the Strategic Transaction. The Lock-Up Agreements provide, among other things, that the individuals party to the Lock-Up Agreements will vote their shares in favour of all matters in support of, and against all matters that could reasonably be expected to delay, prevent, impede or frustrate, the Company’s obligations under the Investor Rights Agreement dated October 1, 2023 entered into between the Company and WELL. The Lock-Up Agreements expire 30 months following the closing of the Strategic Transaction on October 1, 2023, being April 1, 2026.

The following table sets out the aggregate number of escrowed securities of the Company as of December 31, 2023:

Designation of Class	Number of securities held in escrow or that are subject to a contractual restriction on⁽¹⁾⁽²⁾	Percentage of Class
Class A Subordinate Voting Shares	38,739,781	44.02%
Class B Multiple Voting Shares	30,800,000	100%
Options	1,185,000	55.58%
DSUs	276,308	83.38%
RSUs	975,000	52.84%
PSUs	975,000	76.47%
Debentures⁽³⁾	4,205	42.05%
Warrants	21,025,000	42.05%

Notes:

⁽¹⁾ The information above is based on information provided by the locked-up shareholders to the Company as at December 31, 2023.

⁽²⁾ 1/5 of the locked-up securities will be released 6 months after October 1, 2023; 1/4 of the remaining locked-up securities will be released 12 months after October 1, 2023; 1/3 of the remaining locked-up securities will be released 18 months after October 1, 2023; 1/2 of the remaining locked-up securities will be released 24 months after October 1, 2023; and the remaining locked-up securities will be released 30 months after October 1, 2023.

⁽³⁾ Each debenture unit is comprised of a convertible debenture in the principal amount of \$1,000 and 5,000 Warrants.

DIRECTORS AND OFFICERS

The following table sets out information regarding our directors and executive officers as at the date hereof. The Company’s directors are elected annually and all of them are expected to hold office until the next annual meeting of holders of HEALWELL, at which time they may be re-elected or replaced.

Name, Titles and Place of Residence	Director Since	Principal Occupation(s) for the Past Five Years	Number and Percentage of Shares Outstanding (%)
Dr. Alexander Dobranowski Founder, Chief Executive Officer, Director Ontario, Canada	01/19/2020	<ul style="list-style-type: none"> • CEO of the Company (September 2020 to present). • Clinical Director of Technology of MCI Medical Clinics Inc. (January 2019 to August 2020). • Self Employed (March 2016 to January 2019). 	2,016,160 Class A Subordinate Voting Shares 1.78%
Kingsley Ward ⁽¹⁾⁽²⁾⁽³⁾ Director Ontario, Canada	29/12/2020	<ul style="list-style-type: none"> • Chairman of Vimy Ridge Group (2014 to present). • Managing Partner of VRG Capital Corp. (2011 to present). • Director (2002 to 2014) and Chairman (2014 to present) of Clarus Securities Inc. Chairman of Data Communications Management (2016 to present). • Chairman of Globalive Technology (2018 to 2021) and GT Holdings Corp. (2021 to present). • Chairman (2015 to 2019) and Director (2018 to present) of Founders Advantage Capital. 	1,200,000 Class A Subordinate Voting Shares 1.06%
Bashar Al-Rehany ⁽¹⁾⁽²⁾⁽³⁾ Director Ontario, Canada	29/12/2020	<ul style="list-style-type: none"> • Member of the Board of Directors and Vice Chair at Infrastructure Ontario (Feb 2022 to present). • Chief Executive Officer of Euromoney's Investment Research Division (2017 to 2021). • Executive Director & member of the board at Euromoney Institutional Investor plc (2009 to 2016). • Chief Executive Officer of BCA Research Inc. (2003 to 2021). • Executive Chairman of Ned Davis Group (NDR) (2017 to 2021). 	20,000 Class A Subordinate Voting Shares 0.02%
Hamed Shahbazi ⁽²⁾ Director, Chairman of the Board British Columbia, Canada	01/10/2023	<ul style="list-style-type: none"> • CEO of WELL Health Technologies Corp. (2016 – present). • CEO of TIO Networks Corp. (1997 – 2017) 	129,167 Class A Subordinate Voting Shares 0.11%

Erik Danudjaja ⁽¹⁾⁽³⁾ Director Ontario, Canada	01/10/2023	<ul style="list-style-type: none"> Senior Associate of Corporate Development & Strategy at WELL Health Technologies Corp. (2021 – present). Investment analyst at Burgundy Asset Management (2019 - 2021). 	18,750 Class A Subordinate Voting Shares 0.02%
G. Scott Nirenberski Chief Financial Officer, Corporate Secretary Ontario, Canada	N/A	<ul style="list-style-type: none"> Chief Financial Officer of the Company (2020 to present). Chief Operating Officer of Globalive Technology (2018 to 2020). Consultant at Muskoka Advisors (2015 to present). Chief Executive Officer of Muskoka Capital Management LLC. (2009 to 2015). Various Portfolio Manager/Analyst positions: Seasons Capital, Mosaic Asset Management, Pequot Capital (1999-2008). Sell Side Analyst, Montgomery Securities, Deutch Bank, Credit Suisse First Boston (1995-1999). Senior Financial Analyst FP&A, Intel Corporation (1992-1995). 	2,000 Class A Subordinate Voting Shares 0.0%
Blake Corbet Senior Vice President - Corporate Development and Capital Markets British Columbia, Canada	N/A	<ul style="list-style-type: none"> Corporate development at BBTV Holdings Inc. (March 2021 – August 2023). PI Financial Corp. – Managing Director and co-Head of Investment Banking (November 2010 – February 2021). 	130,627 Class A Subordinate Voting Shares 0.11%

Notes:

- (1) Member of the Audit Committee.
(2) Member of the Human Resources and Compensation Committee.
(3) Member of the Corporate Governance and Nominating Committee.

Applicable corporate law permits the Board to appoint directors to fill any casual vacancies that may occur. The Board is permitted to add additional directors between successive annual meetings of holders of voting shares so long as the number appointed does not exceed more than one-third of the number of directors appointed at the previous annual meeting. Individuals appointed as directors to fill casual vacancies on the Board or added as additional directors hold office like any other director until the next annual meeting at which time they may be re-elected or replaced.

As a group, the Company's directors and executive officers beneficially own, or control or direct, directly or indirectly, a total of 3,516,704 Class A Subordinate Voting Shares, representing approximately 3.10% of the Class A Subordinate

Voting Shares (on a non-diluted basis) and nil Class B Multiple Voting Shares, representing 0% of the Class B Multiple Voting Shares.

The following is a brief description of each of the directors and officers of the Company:

Dr. Alexander Dobranowski (Co-Founder, Chief Executive Officer, Director)

Dr. Alexander Dobranowski is the CEO and co-founder of HEALWELL. With over 15 years of specialized clinical and healthcare technology experience, Dr. Dobranowski has successfully led multiple teams in the development and execution of innovative technology solutions to complex healthcare problems.

Dr. Dobranowski attended business school at McMaster University and the University of Tennessee before attending the University of Adelaide Medical School (Australia) to earn his Bachelor of Medicine and Bachelor of Surgery (MBBS). Dr. Dobranowski has published a number of medical research papers and book chapters, and he co-authored “Radiology: Chest X-Ray Interpretation”, a medical textbook that received the prestigious British Medical Association’s (BMA) book of the year award in 2014.

Prior to joining the HEALWELL team, Dr. Dobranowski co-founded and developed the technology for a data-driven diagnostic imaging artificial intelligence venture (deepscreen.ai) and he has collaborated with a number of artificial intelligence experts on data-driven healthcare initiatives. Dr. Dobranowski then worked as the Clinical Director of Technology at MCI Medical Inc. and Altima Dental Inc., where he led the development and scaling of clinical and patient interfacing applications that have been applied to a patient population of over 3 million. Subsequent to this, Dr. Dobranowski then became the CEO of MCI Onehealth technologies Inc and led an initial public offering of the company on the TSX on January 6th 2021 and raised \$30M (CAD) in proceeds.

As a former distinguished athlete, Dr. Dobranowski was a Canadian national track and field champion in the decathlon and Canadian national junior record holder. He competed internationally for Canada while being a scholarship member on the track and field team at the University of Tennessee (Division I). During his athletic career, Dr. Dobranowski qualified and competed in the Pan-American games (2003, Barbados), and earned the esteemed “Blue” Award (2008) for his athletic achievements while attending medical school.

Kingsley Ward

Mr. Ward has more than 30 years of experience initiating, structuring and monetizing private equity investments. Mr. Ward is the chairman of the board of directors of his family holding company, Vimy Ridge Group Investments Inc. (VRGII), and Managing Partner at VRG Capital Inc. He also serves as the chairman of the board of directors for each of Clarus Securities Inc., an institutional investment dealer; DATA Communications Management Corporation (TSX: DCM), one of Canada’s largest marketing services companies., and is Chairman and Interim CEO of Simply Better Brands Corp., (TSX-V: SBBC) - a consumer packaged goods and brand marketing company. He is director of Dominion Lending Centres, Canada’s largest mortgage brokerage company. Mr. Ward is or has been a director of numerous other public and private companies. Mr. Ward has also been actively involved in multiple philanthropic activities, including Young Presidents’ Organization (YPO) since 1999, holding a number of executive positions.

Bashar Al-Rehany (Director)

Bashar Al-Rehany was most recently the Chief Executive Officer of Euromoney Institutional Investor plc Investment Research Division (IRD) which is comprised of two brands: BCA Research (BCA) and Ned Davis Group (NDR). He was also the Chief Executive Officer of BCA and executive chairman of the board of NDR. He was the Chief Executive Officer of BCA from 2003 until 2021 and joined Euromoney in 2006 through the acquisition of Metal Bulletin plc, which included BCA. He joined Euromoney Institutional Investor plc as an executive director in 2009 and stepped down in 2016. He became the chairman of the board of NDR in February 2017 and stepped down in 2021. Mr. Al-Rehany led the phenomenal growth of BCA from a small revenue company to the leading independent macroeconomic investment research firm in the world. He also led NDR to path of revenue and profitability growth after years of decline through investment in sales and marketing and new products development. Mr. Al-Rehany also created a smarter Investment Research Division structure by integrating BCA Research and NDR realizing synergies with the strategy of “two brands one infrastructure”.

Before joining BCA, Mr. Al-Rehany spent six years as CEO of Dow Jones Markets Canada and Bridge Information Systems Canada. Prior to that, he spent 13 years at Reuters plc in various management roles in the Middle East and Canada. He holds a diploma in Mathematics & Computer Science from Teesside Polytechnic.

Hamed Shahbazi (Director, Chairman of the Board)

Mr. Shahbazi is a technology focused operator and investor with more than 20 years of experience. He founded TIO Networks Corp., a former TSX-V listed company, which was acquired by PayPal Holdings, Inc. in 2017. Mr. Shahbazi served as the CEO and Chairman of TIO Networks Corp. from its inception in August 1997 until its acquisition in 2017. Mr. Shahbazi owns and operates Impactreneur Capital Corp. which has more than a dozen investments in leading digital content, ehealth, insuretech and other technology inspired companies.

Erik Danudjaja (Director)

Mr. Danudjaja is the Senior Associate of Corporate Development & Strategy at WELL. Since joining WELL in 2021, he has been a key contributor to WELL's capital allocation and M&A program helping WELL complete more than a dozen transactions. Before his tenure at WELL, Erik served as an investment analyst at Burgundy Asset Management, focusing on US small and mid-cap equities.

G. Scott Nirenberski (Chief Financial Officer, Corporate Secretary)

Mr. Nirenberski has over 20 years' experience investing in the technology sector in the San Francisco Bay Area. He began his career in corporate finance and planning at Intel and subsequently held research analyst positions with Montgomery Securities, Deutsche Bank and Credit Suisse First Boston. Mr. Nirenberski ran technology research teams for multi-billion dollar hedge funds Pequot Capital and Seasons Capital. He co-founded Mosaic Asset Management, a San Francisco based \$280 million TMT hedge fund. Most recently Mr. Nirenberski held the Chief Operating Officer position at Globalive Technology Inc. (TSX: LIVE), a publicly listed software development company. Mr. Nirenberski has a B.Sc. (Hon) from the University of Toronto, an MBA from Carnegie Mellon University, and is a CFA holder.

Blake Corbet (Senior Vice President - Corporate Development and Capital Markets)

Mr. Corbet has over 25 years of experience working as an investment banker in London, Toronto and Vancouver involving financing, advisory and acquisition transactions in a variety of international markets. Most recently, Mr. Corbet ran the Corporate Development group at BBTV Holdings Inc. (TSX: BBTV) joining shortly after that company completed its IPO, and prior to that was co-head of investment banking at PI Financial Corp. As the SVP of Corporate Development at HEALWELL, Mr. Corbet is responsible for Corporate Development activities including acquisitions, divestitures and partnerships.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, none of the directors or executive officers of the Company (nor any personal holding company of any of such individuals) is, or has been within ten (10) years before the date of this Annual Information Form a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

where "order" refers to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days.

To the knowledge of the Company, none of the directors or executive officers of the Company (nor any personal holding company of any of such individuals), or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this Annual Information Form, or has been within the ten (10) years before the date of this Annual Information Form, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the ten (10) years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the Company's knowledge, none of the directors or executive officers of the Company (nor any personal holding company of any of such individuals), or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision about the Company.

Conflicts of Interest

The members of the Board are bound by the provisions of the CBCA, as amended, and are required by law in general to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict is required to disclose his or her interest and abstain from voting on such matter.

Other than disclosed herein, there are no known existing or potential conflicts of interest among the Company, its directors and officers or other members of management of the Company or of any proposed director, officer or other member of management as a result of their outside business interests, except that some of the directors, officers, and/or the promoters of the Company serve as directors, officers and/or promoters of other reporting and non-reporting issuers. Accordingly, it is possible that a conflict may arise with respect to such persons between their duties to the Company and their duties as a director, officer, and/or promoted of such other companies. Such conflicts could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Company, notwithstanding the duties of such persons to the Company as required by law. See "Risk Factors" for further information.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The full text of HEALWELL's Audit Committee Charter is disclosed in Schedule A of this Annual Information Form.

Audit Committee Responsibilities and Authority

The Audit Committee's primary responsibility is to assist the Board in discharging its oversight responsibilities with respect to financial matters and compliance with laws and regulations. The Audit Committee's specific responsibilities with respect to its oversight of financial matters include, among other things:

- (a) recommend the appointment, compensation, retention, and, where appropriate, replacement, of the Company's external auditor, and oversee such external auditor;
- (b) participate in the identification of candidates for the positions of Chief Financial Officer and the manager of the Company's internal auditing function;
- (c) review periodically with the Company's senior management team the Company's disclosure controls and procedures;
- (d) discuss periodically with the Company's senior management team and the Company's external auditor the quality and adequacy of the Company's internal controls and internal auditing procedures;
- (e) review periodically with the Company's senior management team and the Company's external auditor the quality, as well as acceptability, of the Company's critical accounting policies and estimates;
- (f) approve, in advance, all audit services and all permitted non-audit services to be provided to the Company by the external auditor;
- (g) review with the Company's counsel, senior management team, and external auditor any financial disclosure and recommend such disclosure to the Board for approval;
- (h) review and make recommendations with respect to any litigation, claim or contingency that could have a material effect upon the financial position of the Company and the appropriateness of the disclosure thereof in the documents reviewed by the Audit Committee;
- (i) review and make recommendations regarding insurance coverage (annually or as may be otherwise appropriate); and
- (j) review and reassess at least annually the adequacy of the Audit Committee Charter and recommend any proposed changes to the Board for approval.

In accordance with the Audit Committee Charter, the Audit Committee also has the authority to:

- (k) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (l) set and pay the compensation for any advisors employed by the Audit Committee; and
- (m) communicate directly with internal and external auditors.

Composition of Audit Committee and Independence

The members of the Audit Committee are Kingsley Ward, Bashar Al-Rehany and Erik Danudjaja. Each of the members of the Audit Committee are directors of the Company and are "independent" within the meaning of NI 52-110.

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with HEALWELL, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. The Board of Directors has determined that each of Messrs. Ward, Danudjaja and Al-Rehany do not have a material relationship with the Company that could be reasonably expected to interfere with the exercise of their respective independent judgement. Further, none of the circumstances set out in Sections 1.4 and 1.5 of NI 52-110 apply to Messrs. Ward, Danudjaja and Al-Rehany. In addition, the Board of Directors has considered that none of Messrs. Ward, Danudjaja and Al-Rehany exercise control over the Company by virtue of beneficial ownership of the Company's securities or any relationship with a beneficial owner thereof, and accordingly

the Board of Directors does not consider that any such security holdings or relationships will interfere with the exercise of their respective independent judgement.

Relevant Education and Experience

Each of the members of the Audit Committee are also “financially literate” within the meaning of NI 52-110. For the purposes of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and level of complexity of the issues that can reasonably be expected to be raised by an issuer’s financial statements.

All members of the Audit Committee have experience reviewing financial statements and dealing with related accounting and auditing issues. Specifically, all three members of the Audit Committee have been senior officers and/or directors of publicly traded companies or have been business executives, in each case with the responsibility of performing financial functions, for a number of years. In these positions, each such director has been responsible for receiving financial information relating to the entities of which they were directors, officers or executives. They have, or have developed, an understanding of financial statements generally and of how statements are used to assess the financial position of a company and its operating results. Each member of the Audit Committee also has a significant understanding of the business in which the Company is engaged and has an appreciation for the relevant accounting principles used in the Company’s business.

Further, each member has the requisite education and experience that has provided the member with:

- an understanding of the accounting principles used by the Company to prepare the Company's financial statements;
- the ability to assess the general application of the above-noted principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

A brief summary of the education and experience of each expected member of the Audit Committee relevant to the performance of his or her duties as a member of the Audit Committee can be found below.

Kingsley Ward

Mr. Ward has more than 30 years of experience initiating, structuring and monetizing private equity investments. Mr. Ward is the chairman of the board of directors of his family holding company, Vimy Ridge Group Investments Inc. (VRGII), and Managing Partner at VRG Capital Inc. He also serves as the chairman of the board of directors for each of Clarus Securities Inc., an institutional investment dealer; DATA Communications Management Corporation (TSX: DCM), one of Canada’s largest marketing services companies., and is Chairman and Interim CEO of Simply Better Brands Corp., (TSX-V: SBBC) - a consumer packaged goods and brand marketing company. He is director of Dominion Lending Centres, Canada’s largest mortgage brokerage company. Mr. Ward is or has been a director of numerous other public and private companies. Mr. Ward has also been actively involved in multiple philanthropic activities, including Young Presidents’ Organization (YPO) since 1999, holding a number of executive positions.

Bashar Al-Rehany

Bashar Al-Rehany was most recently the Chief Executive Officer of Euromoney Institutional Investor plc Investment Research Division (IRD) which is comprised of two brands: BCA Research (BCA) and Ned Davis Group (NDR). He was also the Chief Executive Officer of BCA and executive chairman of the board of NDR. He was the Chief Executive Officer of BCA

from 2003 until 2021 and joined Euromoney in 2006 through the acquisition of Metal Bulletin plc, which included BCA. He joined Euromoney Institutional Investor plc as an executive director in 2009 and stepped down in 2016. He became the chairman of the board of NDR in February 2017 and stepped down in 2021. Mr. Al-Rehany led the phenomenal growth of BCA from a small revenue company to the leading independent macroeconomic investment research firm in the world. He also led NDR to path of revenue and profitability growth after years of decline through investment in sales and marketing and new products development. Mr. Al-Rehany also created a smarter Investment Research Division structure by integrating BCA Research and NDR realizing synergies with the strategy of “two brands one infrastructure”.

Before joining BCA, Mr. Al-Rehany spent six years as CEO of Dow Jones Markets Canada and Bridge Information Systems Canada. Prior to that, he spent 13 years at Reuters plc in various management roles in the Middle East and Canada. He holds a diploma in Mathematics & Computer Science from Teesside Polytechnic.

Erik Danudjaja

Mr. Danudjaja is the Senior Associate of Corporate Development & Strategy at WELL. Since joining in 2021, he has been a key contributor to WELL’s capital allocation and M&A program helping WELL complete more than a dozen transactions. Before his tenure at WELL, Erik served as an investment analyst at Burgundy Asset Management, focusing on US small and mid-cap equities.

Audit Committee Oversight

Since the commencement of HEALWELL’s most recently completed financial year, the Audit Committee has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Except as set out below, since the commencement of HEALWELL’s most recently completed financial year, HEALWELL has not relied upon:

- (a) the exemption in Section 2.4 (*De Minimis Non-Audit Services*) of NI 52-110;
- (b) the exemption in Section 3.4 (*Events Outside Control of Member*) of NI 52-110;
- (c) the exemption in Section 3.5 (*Death, Disability or Resignation of Member*) of NI 52-110; or
- (d) an exemption from NI 52 -110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

The Company relied on the exemption contained in Section 3.2 of NI 52-110 following the Company’s IPO during which period Dr. Christodoulou, a former director, was a member of the Audit Committee. In order to comply with the obligations imposed by NI 52-110, the Board of Directors reconstituted the Audit Committee to be comprised of Kingsley Ward, Bashar Al-Rehany and Anthony Lacavara, all of whom were independent. Anthony Lacavara resigned as director of the Company on October 1, 2023 and was replaced on the Audit Committee by Erik Danudjaja, whom is also independent.

Pre-Approval Policies and Procedures

The Audit Committee Charter includes responsibilities regarding the provision of non-audit services by HEALWELL’s external auditors. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor’s independence. Through the Audit Committee Charter, the Audit Committee is informed of each non-audit service, and is required to pre-approve such services, provided that any non-audit services performed pursuant to an exception to the pre-approval requirement permitted by applicable securities regulators shall not be deemed unauthorized and as permitted under the rules of professional conduct of the Chartered Professional Accountants of Ontario. These responsibilities cannot be delegated to the Company’s senior management team.

External Auditors Service Fees (By Category)

Fees billed by BDO Canada LLP in the years ended December 31, 2023 and 2022 were \$678,150 and \$556,126 respectively, as detailed below. “Audit fees” refers to the aggregate fees billed by the external auditor for audit services. “Audit related fees” refers to aggregate fees billed for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Financial Statements and not reported under audit fees including the review of interim filings and travel related expenses for the annual audit. “Tax fees” includes fees for professional services rendered by the external auditor for tax compliance, tax advice, and tax planning. “All other fees” includes all fees billed by the external auditors for services not covered in the other three categories.

Nature of Fees	Year Ended December 31, 2023	Year Ended December 31, 2022
Audit Fees	\$365,200	\$386,582
Audit-Related Fees	\$312,950	\$169,544
Tax Fees	\$0	\$0
All Other Fees	\$0	\$0
	<u>TOTAL:</u> \$678,150	<u>TOTAL:</u> \$556,126

PROMOTERS

Dr. Alexander Dobranowski and WELL may be considered to be promoters of the Company within the meaning of Canadian securities legislation, as they have taken the initiative in reorganizing and financing the business of the Company. Other than as disclosed herein, there is nothing of value, including money, property, contracts, options or rights of any kind, received or to be received by Dr. Alexander Dobranowski or WELL, directly or indirectly, from the Company or any subsidiary thereof nor any assets, services or other consideration received or to be received by the Company or any subsidiary thereof in return.

Dr. Dobranowski is a party to an employment contract with the Company and receives remuneration in that capacity. See “*Executive Compensation*” in the Company’s management information circular dated August 21, 2023 which is also available under the Company’s profile on www.sedarplus.com. In consideration of entering into a contract with the Company to assume the role of Chief Executive Officer, Dr. Dobranowski assigned and transferred certain intellectual property rights relating to brightOS to HEALWELL in October 2020. Dr. Dobranowski holds 2,016,160 Class A Subordinate Voting Shares (being 1.78% of the Class A Subordinate Voting Shares).

WELL holds 22,640,798 Class A Subordinate Voting Shares (being 20% of the Class A Subordinate Voting Shares). On October 1, 2023, WELL acquired the Call Option which gives WELL the right to acquire up to 30.8 million Class A Subordinate Voting Shares and 30.8 million Class B Multiple Voting Shares from Dr. Grail and Dr. Christodoulou. The purchase price for the call Option is \$0.125 per Class A Subordinate Voting Share and \$0.0001 per Class B Multiple Voting Share. For more details regarding the Call Option, see “*General Development of the Business – Corporate Developments during the Financial Year Ended December 31, 2023*”.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company currently, and from time to time, is involved in legal proceedings, as well as demands, claims and threatened litigation, that arise in the normal course of the Company’s business.

There is a current claim by a former patient asserted against the Company to the Ontario Human Rights Tribunal alleging discrimination. The damages sought are approximately \$200,000. The Company denies these allegations and has asked

the tribunal to dismiss the complaint. The matter has gone to mediation and estimated damages are likely to be immaterial to the Company.

In October 2019, a third-party claim was lodged at the Ontario Superior Court of Justice (the “**Court**”) against MCI Medical Clinics Inc. and others by U-Heights Project Developer Corp. asserting that the Company had breached a lease agreement for a clinic. The matter is currently being considered by the Court, and progress has been slower than anticipated, such that the Company now expects judgment before the end of 2023. The Company considers it to be too early to make a determination as to its probability of the outcome and has therefore not recognized a provision in relation to this claim. The potential undiscounted amount of the total payments that the Company could be required to make, if there was an adverse decision related to the lawsuit, is estimated to be approximately \$3,000,000. HEALWELL intends to vigorously defend this claim, and believes that the ultimate amount of liability, if any, for any pending claims of any type will not materially affect its financial position or results of operations. However, the ultimate outcome of any litigation is uncertain and, regardless of outcome, litigation can have an adverse impact on the Company’s business because of defence costs, negative publicity, diversion of management resources and other factors. See “*Risk Factors*”.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Annual Information Form or in the Financial Statements, none of the directors or executive officers of the Company, nor any Person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the Company’s outstanding voting securities, nor any associate or affiliate of the foregoing Persons, has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years prior to the date of this Annual Information Form that has materially affected or is reasonably expected to materially affect the Company or its subsidiaries. Reference should be made to the notes to the Financial Statements for a more detailed description of any material transaction.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are BDO Canada LLP, located at 222 Bay Street, Suite 2100, Toronto, ON M5K 1H1.

The transfer agent and registrar of the Class A Subordinate Voting Shares is Computershare Investor Services Inc., located at its principal offices located at 100 University Ave, Toronto, ON M5J 2Y1.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business of the Company, the following contracts are the only contracts entered into by the Company to the date hereof which are currently in effect and considered to be currently material to the Company:

- Asset purchase agreement between MCI Medical Clinics Inc. and WELL dated July 19, 2023 entered into in connection with the Strategic Transaction;
- Subscription agreement with WELL dated July 19, 2023 entered into in connection with the Strategic Transaction;
- Investor Rights Agreement;
- Strategic Alliance Agreement;
- Underwriting agreement among the Company, Eight Capital, Stifel Nicolaus Canada Inc., Canaccord Genuity Corp. and PI Financial Corp. dated October 17, 2023;
- Pentavere Agreement;

- Underwriting agreement among the Company, Eight Capital, Clarus Securities Inc., Beacon Securities Limited, Canaccord Genuity Corp., PI Financial Corp., and Stifel Nicolaus Canada Inc. dated December 8, 2023;
- Amendment agreement between MCI Medical Clinics Inc. and WELL dated December 15, 2023 which amends the Original Facility to extend the maturity date of the Original Facility from April 30, 2024 to April 30, 2025;
- Warrant indenture dated December 22, 2023 between the Company and Computershare Trust Company of Canada in respect of the Warrants issued in the December Bought Deal;
- Share purchase agreement between the Company and WELL for the purchase of 100% of the shares outstanding of Intrahealth; and
- Transition services agreement between the Company, WELL and Intrahealth regarding the transition of services of Intrahealth to the Company.

Additional details with respect to the terms of these contracts are included in “*General Development of the Business*” in this Annual Information Form. Copies of the above material contracts are available on the Company’s SEDAR+ profile at www.sedarplus.com.

INTERESTS OF EXPERTS

BDO Canada LLP are the external auditors of the Company, and have confirmed that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario (registered name of the Institute of Chartered Accountants of Ontario), and in accordance with and any applicable legislation or regulations.

ADDITIONAL INFORMATION

Additional information relating to HEALWELL is available on www.sedarplus.com under the Company’s profile.

Additional financial information is provided in the Company’s Financial Statements and MD&A for the year ended December 31, 2023. HEALWELL shareholders may contact the Company at its office by mail at Bay Adelaide Centre, 333 Bay Street, Suite 2400 PO Box 20, Toronto, Ontario M5H 2T6, to request copies of HEALWELL’s Financial Statements and related MD&A.

Additional information, including information about directors’ and officers’ remuneration and indebtedness, principal holders of the Company’s securities and securities authorized for issuance under equity compensation plans, is contained in the Company’s information circular dated August 21, 2023, which is also available under the Company’s profile on www.sedarplus.com.

SCHEDULE A AUDIT COMMITTEE CHARTER

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of HEALWELL AI Inc. (the “**Corporation**”) is to:

- (a) assist the Board in fulfilling its responsibility to oversee the Corporation’s accounting and financial reporting processes and audits of the Corporation’s financial statements;
- (b) review the Corporation’s financial reports and other financial information, disclosure controls and procedures and internal accounting and financial controls;
- (c) review the Corporation’s financial statements, management’s discussion and analysis and annual and interim profit or loss press releases before public release;
- (d) serve as an independent and objective party to monitor the Corporation’s financial reporting processes and internal control systems;
- (e) recommend to the Board the appointment of the external auditors, to be approved by the shareholders, compensation, and retention (and where appropriate, replacement) of the external auditors;
- (f) oversee the work of the external auditor in preparing or issuing an audit report or related work, monitor the independence of the external auditor and pre-approve all auditing services and permitted non-audit services provided by the external auditor;
- (g) receive direct reports from the external auditor and resolve any disagreements between management and the external auditor regarding financial reporting;
- (h) review the Corporation’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation; and
- (i) carry out the specific responsibilities set forth below in furtherance of this stated purpose.

ARTICLE II: COMPOSITION, TERM AND INDEPENDENCE

Committee members shall be appointed by the Board, and shall serve at the pleasure of the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. The Board shall designate one member as chair of the Committee (the “**Chair**”). The Committee shall be comprised of three or more directors, each of whom shall be “independent” and “financially literate”, as required by and defined in National Instrument 52-110 – *Audit Committees* (“**NI 52 110**”), subject to any exceptions permitted under NI 52-110.

ARTICLE III: MANDATE AND RESPONSIBILITIES

The Committee’s role is one of oversight of the integrity of the Corporation’s accounting and financial reporting process, including financial reporting processes, internal controls over financial reporting and disclosure controls procedures. It is recognized that the Corporation’s management is responsible for preparing the financial statements and notes thereto and that the Corporation’s external auditor is ultimately accountable to the Board and the Committee, as representatives of the shareholders and other stakeholders, for providing an audit opinion on the financial statements and notes.

The mandate and responsibilities of the Committee are as follows:

- (a) *Appointment of External auditor.* The Committee shall have direct responsibility for recommending the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of any accounting firm selected to be the Corporation's external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Corporation, and to review the performance of the external auditors.
- (b) *Appointment of Chief Financial Officer and Internal Auditor.* The Committee shall participate in the identification of candidates for the positions of Chief Financial Officer and the manager of the Corporation's internal auditing function, if any, and shall advise management with respect to the decision to hire a particular candidate.
- (c) *Disclosure Controls and Procedures.* The Committee shall review periodically with management the Corporation's disclosure controls and procedures.
- (d) *Internal Controls.* The Committee shall discuss periodically with management and the external auditor the quality and adequacy of the Corporation's internal controls and internal auditing procedures, if any, including any significant deficiencies in the design or operation of those controls which could adversely affect the Corporation's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls. The Committee shall also discuss with the external auditor how the Corporation's financial systems and controls compare with industry practices.
- (e) *Accounting Policies.* The Committee shall review periodically with management and the external auditor the quality, as well as acceptability, of the Corporation's accounting policies, and discuss with the external auditor how the Corporation's accounting policies compare with those in the industry. The Committee shall discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles, including all critical accounting policies and estimates used, any alternate treatment of financial information that have been discussed with management, the ramifications of use of such alternative classifications, recognitions, derecognitions, measurements, presentations and disclosures and treatments and the auditor's preferred treatment, as well as any other material communications with management.
- (f) *Pre-approval of All Audit Services and Permitted Non-Audit Services.* The Committee shall approve, in advance, all audit services and all permitted non-audit services to be provided to the Corporation by the external auditor; provided that any non-audit services performed pursuant to an exception to the pre-approval requirement permitted by applicable securities regulators shall not be deemed unauthorized and as permitted under the rules of professional conduct of the Chartered Professional Accountants of Ontario.
- (g) *Annual Audit.* In connection with the annual audit of the Corporation's financial statements, the Committee shall:
 - (i) request from the external auditor a formal written statement delineating all relationships between the external auditor and the Corporation;
 - (ii) discuss with the external auditor any disclosed relationships and their impact on the external auditor's objectivity and independence, and take appropriate action to oversee the independence of the external auditor;
 - (iii) approve the selection, and the terms of the engagement, of the external auditor;
 - (iv) review with management and the external auditor the audited financial statements to be filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and review and consider with the external auditor the matters required to be discussed under applicable statements of auditing standards;

(v) perform the procedures set forth under the heading “Financial Reporting Procedures” below with respect to the annual financial statements;

(vi) review with the Corporation’s counsel, external auditors and management any legal or regulatory matter that could have a significant impact on the Corporation’s financial statements;

(vii) review and make recommendations with respect to any litigation, claim or contingency that could have a material effect upon the financial position of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee; and

(viii) review with management and the external auditor the Corporation’s critical accounting policies and estimates.

(h) *Financial Reporting Procedures.* In connection with the Committee’s review of each reporting of the Corporation’s annual financial information, the Committee shall:

(i) discuss with the external auditor whether all material correcting adjustments identified (if any) by the external auditor in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board of London, England and adopted by the Canadian Accounting Standards Board, Generally Accepted Auditing Standards of Canada and the rules of the applicable securities regulators, as may be amended from time to time, are reflected in the Corporation’s financial statements;

(ii) review with the external auditor all material communications between the external auditor and management, such as any management letter or schedule of unadjusted differences (if any);

(iii) review with management and the external auditor any significant financial or other arrangements of the Corporation which do not appear on the Corporation’s financial statements and any transactions or courses of dealing with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Corporation’s financial statements; and

(iv) resolve any disagreements, if any, between management and the external auditor regarding financial reporting.

(i) *Insurance Coverage.* Review and make recommendation regarding insurance coverage (annually or as may be otherwise appropriate).

(j) *Audit Committee Charter.* The Committee shall review and reassess at least annually the adequacy of this Audit Committee Charter and recommend any proposed changes to the Board for approval.

ARTICLE IV: MEETINGS AND PROCEDURES

4.1 Meetings

The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Chair. The Committee shall meet as many times as it considers necessary to carry out its responsibilities effectively and shall, in any event, meet at least once per quarter.

4.2 Quorum

Unless otherwise determined by the Committee, two or more members of the Committee shall constitute a quorum.

4.3 Attendance

The Committee may invite such officers, directors or employees of the Corporation, external auditors, insurance agents and brokers, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend at meetings of the Committee and to assist in the discussion of matters being considered by the Committee.

4.4 Chair

The Chair shall preside at all meetings of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised. In case of an equality of votes on any matter voted on by the Committee, the Chair shall have a second casting vote.

4.5 Decisions

Decisions of the Committee shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all of the members of the Committee.

4.6 Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board, redacted as may be determined necessary by the Chair to remove any sensitive personnel information not otherwise material to the Board.

4.7 Authority to Engage Advisors

The Committee shall have the authority to engage, at the expense of the Corporation, such outside advisors as it determines necessary or advisable to carry out its duties, including legal, financial, tax, technical and accounting advisors, and establish the compensation of such advisors

4.8 Reporting to the Board

The Committee shall report to the Board on such matters and questions relating to the mandate and activities of the Committee as the Committee may deem appropriate or as the Board may from time to time request or refer to the Committee.

4.9 Complaints

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this regard, the Committee shall establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

ARTICLE V: RESOURCES AND AUTHORITY

The Committee is granted all authority required by NI 52-110, including without limitation the authority to:

- (a) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Corporation;
- (b) engage independent legal, tax, accounting or other advisors to obtain such advice and assistance as the Committee determines necessary to carry out its duties and set and pay the compensation for any advisors so engaged; and
- (c) communicate directly with the external auditors (and internal auditors, if any).

The Committee may request any officer or employee of the Corporation or the Corporation's counsel or other advisors to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

The Corporation shall provide the Committee all appropriate funding, as determined by the Committee, for payment of compensation to any such advisors and any external auditor, as well as for any ordinary administrative expenses of the Committee that it determines are necessary or appropriate in carrying out its responsibilities.

This Charter is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: October 1, 2023