

WELL Health Technologies Corp.
(the “Company”)

May 1, 2022

CORPORATE GOVERNANCE GUIDELINES

1. Purpose

It is the principal duty of the board of directors of the Company (the “**Board**”) to exercise its powers in accordance with its fiduciary duties to the Company and in a manner, it reasonably believes to be in the best interests of the Company and its shareholders. It is also the Board’s duty to oversee senior management in the competent and ethical operation of the Company. To satisfy this duty, the directors will take a proactive, focused approach to their position, and set standards to ensure that the Company is committed to business excellence, ethical and honest conduct and highest levels of integrity. Directors bring to the Company a wide range of experience, knowledge and judgment, and will use their skills and competencies in the exercise of their duties as directors of the Company.

2. Composition

There should at all times be a majority of independent directors on the Board, provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with a public listing. An “independent director” is a person who meets the definition of independent director under the rules of the stock exchange on which the Company’s securities are listed.

3. Board Leadership

The Company’s articles of incorporation provide that the chair of the Board, if one is elected, shall preside at all meetings of the stockholders and the Board (the “**Chair**”). The Chair shall perform such other duties as the Board may from time to time designate. The Board should review the Board and committee leadership structure annually, and if the Chair is not independent, a lead independent director should be nominated and appointed.

4. Committees

The Board intends to establish an Audit Committee, a Compensation Committee and a Governance and Risk Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as necessary or appropriate. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.

5. Committee Charters

Each of the committees will have a written charter outlining its responsibilities. Charters will be adopted by the Board based on the recommendation of the applicable committee and the Governance and Risk Committee. In particular, and without limiting the generality of the foregoing, the composition and charter of the committees shall comply with the applicable securities laws and applicable rules and guidelines of any stock exchange on which the securities of the Company are listed and any other laws applicable to the Company.

6. Lead Independent Director

If the Board does not have an independent Chair, a lead independent director (“**Lead Independent Director**”) may be appointed by the Board. The Lead Independent Director will be responsible for calling separate meetings of the independent directors, determining the agenda and serving as chair of meetings of independent

directors, reporting to the Company's Chief Executive Officer (the "CEO") and the Chair, regarding feedback from executive sessions, serving as spokesperson for the Company as requested and performing such other responsibilities as may be designated by a majority of the independent directors from time to time. If a Lead Independent Director is appointed, their identity will be disclosed in the Company's annual proxy statement and/or published on the investor relations page of the Company's website.

7. Executive Sessions

The non-employee directors will meet in executive sessions without employee directors or management present on a periodic basis but no less than twice a year. Such executive sessions will be led by independent directors. "Non-employee directors" are all directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family membership, or for any other reason. In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but no less than twice a year in an independent director executive session.

8. Director Qualifications

The Governance and Risk Committee work with the Board to determine periodically, as appropriate, the desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity; and with respect to diversity, the Governance and Risk Committee may consider such factors as differences in professional background, education, skill and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board. The Governance and Risk Committee and the Board will evaluate each director in the context of the membership of the Board as a group, with the objective of having a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience in the various areas. Each director should be an individual of high character and integrity. Each director must ensure that other existing and anticipated future commitments do not materially interfere with the director's service as a director. Any employee director must submit their offer of resignation from the Board in writing to the chair of the Governance and Risk Committee upon termination of employment with the Company. Upon a change of their principal employer, a non-employee director shall promptly inform the Chair. The Governance and Risk Committee shall assess the appropriateness of such non-employee director remaining on the Board and, in its judgment, may recommend to the Board whether to request that such non-employee director tender their resignation. If so requested, such non-employee director is expected to promptly tender their resignation from the Board and all committees thereof in writing to the chair of the Governance and Risk Committee

9. Limitation on Other Board Service

Directors should advise the chair of the Governance and Risk Committee of any invitations to join the board of directors of any other public company prior to their acceptance of same. No director should serve on more than four additional public company boards without the approval of the Board. Any director who is a CEO should not serve on more than two additional public company boards. The Board, through the Governance and Risk Committee, will have the opportunity to review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that they held when they were elected to the Board. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

10. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the chair of the Governance and Risk Committee. Any material conflict must be resolved to the satisfaction of the Board, or the director should resign. If a director has a personal

interest in a matter before the Board, the director must in addition to taking such steps as required by applicable corporate and regulatory laws and policies; disclose the interest to the Board, excuse themselves from discussion and abstain from voting on the matter.

11. Board Access to Senior Management

The Board has access to management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. In addition, the Board encourages members of management to be invited to attend Board meetings where they may share relevant information or insight related to business discussed at the meeting.

12. Succession Planning

The Board is responsible for succession plans for the CEO, and only the Board may appoint a CEO. The Governance and Risk Committee shall monitor management's succession plans for other key executives.

13. Authority to Retain Independent Advisors

The Board and each of its committees may hire independent advisors, such as auditors, compensation consultants, legal counsel and other advisors. The Board as a whole will have access to these advisors and other independent advisors that the Company retains or that the Board considers necessary or advisable in performing its responsibilities.

14. Board Meeting Attendance

The Board will meet on a periodic basis, in person or by telephone or video conference, at such times and places as the Board determines. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting and to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chair or the applicable committee chair and the CEO in advance of the meeting.

15. Annual Meeting of Shareholder Attendance

Each director is strongly encouraged to attend each of the Company's annual meetings of shareholders.

16. Attendance of Non-Directors

The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board that involve the invitee, and (ii) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

17. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

18. Corporate Planning and Performance

The Board will:

- adopt a strategic planning process and approve a strategic plan each year;
- approve and monitor the operational plans and budgets of the Company submitted by management at the beginning of each fiscal year;
- ensure that it has adequate business and industry information to make fully informed decisions and to adopt meaningful and realistic long-term and short-term strategic objectives for the Company. This may include meeting from time to time with industry, medical and scientific experts and establishing advisory boards;
- ensure that effective policies and processes are in place relating to the proper conduct of the business, the effective management of risk and the values to be adopted by the Company; and
- if applicable, ensure that appropriate and effective environmental and occupational health and safety policies are in place, are operational and are supported by adequate resources.

The Board in conjunction with the Audit Committee will:

- ensure the integrity of the Company's financial reporting and internal control and disclosure policies and processes;
- review the Company's quarterly and year-end audited financial statements;
- review annual audit plans and findings and monitor the implementation of audit recommendations; and
- ensure that the Board has available to it any independent external advice that may be required from time to time.

19. Conduct of Business and Policies

The Board shall adopt such policies as it deems necessary and appropriate including:

- Code of Business Conduct and Ethics;
- Insider Trading Policy; and
- Disclosure Policy.

20. Supervision of Management

The Board will:

- to the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers and that all such officers are creating a culture of integrity throughout the Company;
- ensure that the CEO is appropriately managing the business of the Company;
- consider and approve major business initiatives and corporate transactions proposed by management; and
- ensure the Company has internal control and management information systems in place.

21. Management of Board Affairs

The Board will:

- ensure that an appropriate governance structure is in place, including a proper delineation of roles and clear authority and accountability among the Board, Board committees, the CEO and the Chief Financial Officer (or its functional equivalent);
- develop a process for the orientation and education of new members of the Board; and
- support continuing education opportunities for all members of the Board.

22. No Limitation on Other Rights

These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the directors under the articles or bylaws of the Company and applicable corporate law.

23. Modifications to Guidelines

Although these corporate governance guidelines have been approved by the Board, it is expected that they will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time as it deems appropriate.