WELL HEALTH TECHNOLOGIES CORP.

INTERIM MANAGEMENT’S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2025

BACKGROUND

This Interim Management's Discussion and Analysis ("**Interim MD&A**") for WELL Health Technologies Corp. (TSX: WELL; OTCQX: WHTCF) should be read in conjunction with the Company's condensed interim consolidated financial statements as at and for the three months ended March 31, 2025, and the Company's audited annual consolidated financial statements as at and for the years ended December 31, 2024 and 2023. Except as otherwise indicated or where the context so requires, references to "WELL" or the "Company" include WELL Health Technologies Corp. and its subsidiaries. The Company prepares its annual consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") – see notes 2 and 3 of the Company's December 31, 2024 audited annual consolidated financial statements for further information. **All dollar figures stated herein are presented in thousands of Canadian dollars ($'000 or Cdn$'000), unless otherwise specified, except share and per share amounts. Certain comparative figures for 2024 quarterly periods have been restated. Please refer to "Quarterly Financial Highlights" section in this Interim MD&A for details.**

This Interim MD&A contains non-GAAP financial measures and ratios, including Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, Adjusted EBITDA attributable to WELL Shareholders/Non-controlling interests, Adjusted Net Income, and Adjusted Net Income Per Share (basic and diluted). See "Consolidated Financial Results" section for more information.

The date of this Interim MD&A is May 13, 2025, the date on which it was approved by the Board of Directors.

Additional information relevant to the Company's activities, including the Company's Annual Information Form ("**AIF**"), can be found at www.sedarplus.ca.

The Company was incorporated under the Business Corporations Act (British Columbia) on November 23, 2010. The Company's headquarters are located at Suite 550 - 375 Water Street, Vancouver, BC, V6B 5C6. WELL's healthcare clinics in Canada are located within the provinces of British Columbia, Alberta, Ontario, Quebec and Manitoba while its healthcare clinics in the U.S. are located in 24 states.

COMPANY OVERVIEW

WELL is a practitioner-focused digital healthcare company. WELL's overarching mission is to positively impact health outcomes by leveraging technology to empower healthcare practitioners and their patients globally. WELL exists to enable healthcare practitioners with best-in-class technology and services. The Company has built the most comprehensive end-to-end healthcare system across Canada including the largest network of clinics supporting primary care, specialized care, and diagnostics services. In the U.S., WELL provides omni-channel patient services and solutions targeting specific markets such as provider staffing, anesthesia, gastrointestinal health, women's health, primary care and mental healthcare. In addition to providing patient services, WELL develops, integrates, and sells its own suite of technology software and technology solutions to medical clinics and healthcare practitioners. WELL's practitioner enablement platform includes: Electronic Medical Records ("**EMR**"), telehealth platforms, practice management, billing, Revenue Cycle Management ("**RCM**"), an AI-powered virtual assistant ("**WELL AI Voice**"), digital health apps and data protection solutions.

WELL provides practitioners the choice to either join WELL's network or purchase technology solutions from WELL. There are over 4,300 practitioners who are part of WELL's network in which the practitioner practices at one of WELL's owned and operated clinics and gets access to the full suite of WELL's products and services.

In this scenario, the Company manages all aspects of the clinic operations and recognizes the resulting gross billings from in-person and virtual patient visits while the practitioner typically receives payment under a revenue share contractual arrangement.

In addition, there are over 42,000 practitioners who purchase technology solutions while practicing at non-WELL owned clinics. Physicians can pick and choose "a la carte" solutions offered on WELL's practitioner enablement platform. While this segment is a smaller portion of WELL's total revenues, it has enabled the Company to create relationships with healthcare practitioners across the country and positions us favorably when it comes time to attract new physicians to one of our patient services businesses.

WELL is an acquisitive company that follows a disciplined and accretive capital allocation strategy. The Company's mergers and acquisitions ("**M&A**") strategy is based on acquiring additional clinical and digital assets that are highly accretive and synergistic to WELL. The Company generally seeks to acquire cash generating companies which lead to increased cash flows that are then re-invested to make additional new cash generating acquisitions. WELL operates under a shared services model which results in obtaining cost efficiencies, technological improvements and synergies across the acquisitions and the various business units where possible. The Company is focused on the implementation of digital technology solutions in its own clinic network and then selling solutions to other practitioners and medical clinics worldwide.

The Company's revenue is derived from three key business units:

1. Canadian Patient Services;
2. WELL Health USA Patient and Provider Services; and
3. SaaS and Technology Services.

On April 1, 2025, WELL added a fourth key business unit, HEALWELL AI Inc ("**HEALWELL**").

Canadian Patient Services

WELL is the largest owner-operator of outpatient medical clinics in Canada providing primary care, allied health, specialized care, and diagnostic healthcare services. As at March 31, 2025, the Company had a total of 140 physical facilities across Canada. The Company acquired its first primary care clinics in the Province of British Columbia in February 2018. Since then, WELL expanded its footprint through several accretive acquisitions in the provinces of Alberta, Manitoba, Ontario, and Quebec.

WELL acquired MyHealth Partners Inc., now called WELL Health Diagnostic Centres ("**WDC**") in July 2021, which significantly expanded WELL's clinical footprint in the province of Ontario and added diagnostic capabilities to the Company's portfolio of patient care services. WDC offers a wide range of diagnostic services to its patients including mammography, X-ray, ultrasounds and electrocardiograms (ECG). In addition to diagnostic services, WDC also provides family medicine, specialist cardiologists and mental health counselling services.

WELL Health USA Patient and Provider Services

WELL Health USA Patient and Provider Services consists of four unique assets: (i) CRH Medical ("**CRH**"), (ii) Provider Staffing, (iii) Circle Medical and (iv) Wisp.

WELL expanded its patient and provider services business in the U.S. with the acquisition of CRH in April 2021. CRH delivers specialized care services focused on providing gastroenterologists throughout the U.S. with innovative services and products for the treatment of gastrointestinal (GI) diseases. Through CRH, WELL gains deep access to the U.S. healthcare system, including anesthesia services for patients undergoing endoscopic procedures at 149 Ambulatory Surgery Centers (ASCs) and GI clinics across 19 states as at March 31, 2025. The acquisition of CRH meaningfully enhanced WELL's cash flow profile, enabling future reinvestment, capital compounding, and capital allocation opportunities across other attractive healthcare and healthcare-technology segments.

On July 1, 2023, CRH acquired CarePlus, enhancing and diversifying its service offerings. CarePlus operates two primary businesses: RADAR Healthcare Providers ("**RADAR**"), which supplies staffing and recruitment services focusing on anesthesia providers; and an Anesthesia services division, providing clinical anesthesia services similar to those of CRH.

On January 1, 2025, CRH acquired Harmony Anesthesia, LLC ("**Harmony**"), a full-service anesthesia staffing company that provides staffing and recruitment services focused on anesthesia providers. This acquisition is highly complementary to RADAR.

Circle Medical is a full cycle primary care provider offering a blend of virtual and in-person care, with a specialization in mental health related care. Circle Medical is headquartered in San Francisco, California with a research and development office in Montreal, Canada. WELL made an initial equity investment in Circle Medical in 2018 and subsequently acquired a majority ownership stake in Circle Medical in 2020. WELL's investment allowed Circle Medical to expand its services and reach a wider patient population.

Circle Medical's team of healthcare providers includes primary care physicians, nurse practitioners and mental health specialists. Circle Medical offers virtual care services across 26 states and has physical facilities in 24 states in the U.S. Circle Medical has developed its own proprietary technology solutions including Circle Medical's mobile app which allows patients to schedule appointments, receive virtual patient care and access their medical records.

Wisp is an online provider of women's health and e-prescription services. Wisp's mission is to provide convenient, affordable, and personalized care to women. Wisp offers a range of services that address women's health needs, including birth control, treatment for weight care, menopause, urinary tract infections, and prescription skincare. In 2021, WELL acquired a majority ownership stake in Wisp.

One of Wisp's unique features is its focus on telemedicine and e-prescription services, which allows healthcare providers to send prescriptions directly to a patient's preferred pharmacy or directly to their homes. These e-prescription capabilities make it easier for patients to receive and manage their medications.

Key Metrics for Canadian and WELL Health USA Patient and Provider Services

	Q1-25	Q4-24	Q3-24	Q2-24	Q1-24
Canadian Patient Services					
Billable Practitioners[1]	1,833	1,792	1,769	1,706	1,654
Non-Billable Practitioners[2]	798	775	686	684	651
Total Practitioners	2,631	2,567	2,455	2,390	2,305
Clinics	220	210	185	181	175
Physical Facilities	140	130	110	106	97
WELL "Affiliate Clinics"	59	59	-	-	-
Total Canada Patient Visits	950,000+	876,000+	779,000+	766,000+	737,000+
WELL Health USA Patient and Provider Services					
Billable Practitioners[1,3]	1,517	1,425	1,398	1,379	1,313
Non-Billable Practitioners[2]	179	157	186	155	156
Total Practitioners[3]	1,696	1,582	1,584	1,534	1,469
Clinics	28	28	28	28	34
Physical Facilities	28	28	28	28	33
CRH ASCs / GI clinics served	149	148	148	148	144
Total US Patient Visits	670,000+	676,000+	682,000+	640,000+	577,000+
Billed Provider Hours	132,000+	94,000+	88,000+	84,000+	86,000+

Notes:

[1] Billable Practitioners are defined as Allied Health Providers, Medical Technicians, Nurses, or Physicians.

[2] Non-Billable Practitioners are defined as Clinical Support Staff.

[3] Billable and Total Practitioners for WELL Health USA have been adjusted to accurately reflect active providers, as inactive Certified Registered Nurse Anesthetists (CRNAs) who were still listed on our roster have now been removed.

SaaS and Technology Services

The Company's SaaS and Technology Services revenue is derived from its key business units: (i) WELLSTAR; (ii) CYBERWELL; and (iii) Other Technology Services.

WELLSTAR (formerly WELL Provider Solutions) combines the WELL EMR Group, Billing and RCM Solutions, OceanMD and apps.health, into one single practitioner enablement platform. WELLSTAR's comprehensive range of products and solutions are designed to streamline care delivery, integrate fragmented healthcare systems more seamlessly, reduce provider burnout, and improve patient healthcare experiences and outcomes.

WELL EMR Group is the provider of OSCAR Pro, an EMR platform based on McMaster University's popular web-based open-source OSCAR Pro EMR system (OSCAR is an acronym for "Open Source Clinical Application Resource"). WELL EMR Group's growth has been primarily driven by acquisitions and consolidation of a number of smaller OSCAR based EMR providers since 2019 and, most recently, Microquest Inc.

("**Microquest**"). WELL has also acquired and operates non-OSCAR based specialty EMR vendors including Aware MD Inc.

WELL's Billing and RCM Solutions business unit is the national category leader for billing and back-office services including "Billing-as-a-Service" ("**BaaS**") outsourcing services to doctors in Canada. Billing and RCM Solutions includes the acquisitions of DoctorCare Inc. ("**DoctorCare**"), Doctor Services Group Limited ("**DSG**"), Trillium Medical Billing Agency Inc. ("**Trillium**"), the acquisition of ClinicAid billing software applications as part of the acquisition of Cloud Practice Inc., and BlueBird IT Solutions Inc. ("**Bluebird**"). Billing and RCM Solutions helps practitioners grow their practice by minimizing errors, ensuring compliance with complicated medical billing claim codes and improving patient care.

OceanMD was acquired by WELL in December 2021. OceanMD is Canada's leading provider of integrated solutions designed to connect patients, providers, and healthcare systems through the secure exchange of healthcare data. OceanMD's full suite of EMR-integrated patient engagement solutions, from online booking to patient messages and check-in kiosks, reduces the burden on providers and clinic staff, while empowering patients to access their own health data. The same platform gives clinicians a way to easily send eReferrals and eConsults through the OceanMD's Provider Network, improving overall system efficiency and reducing wait times.

apps.health is a digital health app marketplace whose mission is to connect healthcare professionals with new and pioneering solutions or "apps" which integrate securely and seamlessly with a clinic's EMR software. It currently features approximately 55 digital health applications provided by 38 app publishers.

CYBERWELL (formerly WELL Cybersecurity), through the acquisitions of the Services Division of Cycura Inc., Source 44 Consulting Incorporated, Seekintoo Ltd. (**"Seekintoo"**) and Proack Security Inc. (**"Proack"**), provides cybersecurity protection and patient data privacy solutions across all Company business units while serving external customers across diverse industries, including healthcare clients.

Other Technology Services consists of Adracare Inc., which provides telehealth and specialty EMR solutions that complement WELL's SaaS and EMR offerings.

Key Metrics for SaaS and Technology Services

	Q1-25	Q4-24	Q3-24	Q2-24	Q1-24
SaaS and Technology Services					
Total Practioners in Network[1]	42,000+	41,000+	38,000+	37,000+	36,000+
Billing & RCM Practitioners	13,800+	13,500+	11,200+	10,500+	10,200+
EMR # of Clinics[1]	3,700+	3,600+	3,200+	3,200+	3,900+
Apps on Apps.Health	55	56	56	55	55
OceanMD eReferrals	414,000+	358,000+	351,000+	352,000+	300,000+
Total Technology Interactions[2]	856,000+	763,000+	675,000+	622,000+	599,000+

Notes:

[1] Growth of Total Practitioners in Network was partially offset by the sale of Intrahealth in January 2024, EMR # of clinics declined for the same reason.

[2] Total Technology Interactions is defined as the total number of bookings facilitated by OceanMD, Insig, and Adracare.

HEALWELL

WELL acquired majority voting control of HEALWELL on April 1, 2025, following the exercise of a call option. HEALWELL is a publicly traded subsidiary of WELL listed on the Toronto Stock Exchange under the symbol TSX:AIDX. HEALWELL is a healthcare artificial intelligence company focused on preventative care, early disease detection, and clinical decision support. Its technology platform is centered on the aggregation and organization of health data through health information exchanges and data lakes. These capabilities enable the development and deployment of AI-powered tools that assist healthcare providers in identifying rare and chronic diseases, improving clinical workflows, and enhancing patient outcomes.

Also on April 1, 2025, HEALWELL acquired Orion Health, a global healthcare technology company focused on enabling digital health transformation for health systems around the world. Orion Health offers a Unified Healthcare Platform made up of three core components: Virtuoso, a digital front door; Amadeus, a digital care record; and Orchestral, a health intelligence platform. These offerings are underpinned by deep data sets, machine learning, and more than 30 years of healthcare technology innovation.

WELL Ventures

WELL Ventures was created to formalize WELL's commitment to invest in and advance the digitization and modernization of healthcare in Canada and around the globe. WELL Ventures' current portfolio of companies includes companies such as Phelix AI Inc. ("**Phelix.ai**"), Simpill Health Group Inc. ("**Pillway**"), Twig Fertility Co. ("**Twig**"), 10432423 Canada Ltd. dba Bright ("**Bright**"), 9338-7900 Quebec Inc. dba Tap Medical ("**Tap Medical**"), 11855760 Canada Inc. dba Tali.ai ("**Tali.ai**"), Cherry Health Inc. ("**Cherry Health**"), and ORX Surgical Inc. ("**ORX**"). This list does not include minority venture investments made by WELL's subsidiaries CRH Medical or HEALWELL.

BUSINESS UPDATES

On May 7, 2025, the Company announced the launch of Nexus AI, a new AI-powered clinical documentation solution available across Canada. The product is initially focused on AI scribing and will expand through partnerships across the WELL ecosystem. Nexus AI is supported by government funding for up to 10,000 providers through Canada Health Infoway's AI Scribe pilot program. The solution is EMR-agnostic, integrated with systems such as OSCAR Pro, HealthQuest, and Profile, and built with enterprise-grade security in collaboration with CYBERWELL and Bluebird. Its underlying models are powered by Mutuo Health Solutions and developed by teams from the University of Toronto. The Company is positioning Nexus AI as part of a broader strategy to create interoperable and intelligent tools for clinicians, clinics, and patients.

On May 6, 2025, the Company announced the rebranding of its cybersecurity division as CYBERWELL and the appointment of Jeffrey Engle as CEO. CYBERWELL consolidates four firms: Source44, SeekIntoo, Cycura, and Proack Security into a unified cybersecurity company. The division will focus on recurring revenue, acquisitions, and international expansion.

On December 12, 2024, the Company announced the formation of WELLSTAR Technologies Corp. ("**WELLSTAR**"), a high growth, Software-as-a-Service or "SaaS" healthcare technology company. WELLSTAR is a reorganization of WELL's established WELL Provider Solutions Group whose mission is to be the leading provider of healthcare technology solutions in Canada. WELLSTAR has been funded by way of a $50.4 million preferred share investment supported by three of Canada's most prominent fund investors: Mawer Investment Management, Edgepoint Wealth Management, and PenderFund Capital Management Ltd, which was completed on December 11, 2024. Concurrent with the financing, WELLSTAR completed two tuck-in acquisitions (a 51% interest in Bluebird and a 100% interest in Microquest Inc.) for a total consideration of approximately $24 million with an effective date December 1, 2024, and announced its intention to spin out WELLSTAR.

On December 1, 2024, the Company completed the acquisition of Canadian clinical assets from Jack Nathan Medical Corp. ("**Jack Nathan**"), including 13 owned and operated clinics and 59 licensee clinics. The Company has also entered into agreements with Walmart Canada to support the potential expansion of its clinical network within Walmart's footprint of over 400 locations. The acquired clinics will be rebranded as WELL Health Medical Centres and integrated into WELL's technology-enabled healthcare model.

On October 29, 2024, WELL and HEALWELL announced the expansion of their strategic alliance to launch and manage AI-driven clinical trial sites across WELL clinic locations in Canada. This partnership leverages WELL's clinic network and HEALWELL's Contract Research Organization (CRO) capabilities to expand patient access to clinical trials and streamline trial processes. The collaboration aims to improve patient recruitment, trial efficiency, and data analysis using AI solutions, positioning WELL and HEALWELL as leaders in AI-enhanced clinical research. The initiative also generates new revenue opportunities and provides real-world data to support future healthcare innovations.

On October 17, 2024, the Company announced the launch of a comprehensive weight care vertical by its majority-owned subsidiary, Wisp. This new service provides personalized online consultations and access to four weight care solutions, including GLP-1 medications, to support women with hormonal imbalances such as perimenopause, menopause, PCOS, and endometriosis. Wisp also introduced its first over-the-counter weight-loss supplement designed to promote women's metabolic health, further expanding its menopause care offerings. Wisp now serves over 1.2 million patients as it continues to enhance its women's healthcare services.

On July 17, 2024, the Company announced the launch of its AI-powered co-pilot for cardiologists, powered by HEALWELL, to improve the detection of cardiovascular disease (CVD). This co-pilot, an extension of the WELL AI Decision Support ("**WAIDS**") product offering, will be deployed in WELL Diagnostic Centers, Canada's largest cardiology and medical diagnostic group, across over 40 locations in Ontario. This initiative aims to assist cardiologists in identifying high-risk patients, enhancing early detection and management of CVD.

On July 10, 2024, the Company announced the approval of a historic $44 million project, Health Compass II, the largest DIGITAL project ever awarded to advance AI-powered tech enablement for care providers. This initiative, led by WELL and its consortium partners, aims to enhance AI and interoperability in Canadian healthcare. As the lead commercialization partner and first customer, WELL will provide expertise and interoperability, enabling the development of new AI tools to support healthcare providers and improve patient outcomes.

On May 2, 2024, the Company announced the launch of the second generation WELL WAIDS, featuring advanced chronic disease screening for conditions like diabetes and hypertension. This enhanced WAIDS version facilitates patient risk stratification and expands its disease detection capabilities. Powered by HEALWELL, the technology aids clinicians in decision-making, addressing chronic diseases that significantly impact Canadians.

On April 30, 2024, the Company announced a five-year collaboration with Microsoft to enhance digital healthcare across North America, integrating Microsoft's cloud and AI with WELL's platform. This partnership focuses on elevating WELL's scalability and operational efficiency, aiming to transform healthcare delivery for large enterprises, including the public sector. The collaboration will also modernize WELL's cloud infrastructure, optimize costs, ensure data security, and integrate Azure OpenAI Service to advance healthcare solutions.

Business Combinations, Asset Acquisitions, and Key Investments

On April 1, 2025, the Company and the HEALWELL founders amended the terms of the conditional call option held by the Company to acquire up to 30,800,000 Class A Subordinate Voting Shares of HEALWELL at $0.125 per share and 30,800,000 Class B Multiple Voting shares of HEALWELL at $0.0001 per share such that it became exercisable, and the Company exercised the call option to acquire such shares for total consideration of $3,853. On March 26, 2025, the Company also exercised 20,312,500 HEALWELL share purchase warrants for total consideration of $4,375 and converted all outstanding HEALWELL convertible debentures and interest accrued thereon. Following these transactions, as at April 1, 2025, the Company held 97,223,161 Class A Subordinate Shares and 30,800,000 Class B Multiple Voting shares of HEALWELL, representing approximately 37% of the economic interest and approximately 69% of the voting rights in HEALWELL on a non-diluted basis. As a result, the Company obtained control of HEALWELL under IFRS Accounting Standards, and accordingly, began consolidating the financial results of HEALWELL as a subsidiary of the Company effective April 1, 2025.

On January 21, 2025, the Company subscribed for 500,000 subscription receipts in HEALWELL for an aggregate subscription price of $1,000 which entitled the Company to receive, upon satisfaction of certain release conditions, 500,000 Class A Subordinate Voting shares of HEALWELL and 250,000 share purchase warrants with each warrant exercisable into one Class A Subordinate Voting share at $2.50 per share for a period of 36 months. On April 1, 2025, the release conditions were satisfied and the Company received the shares and share purchase warrants in accordance with the terms of the subscription agreement.

During the period December 1, 2024 to January 1, 2025, the Company completed seven acquisitions across its Canadian Clinics, WELLSTAR, and WELL Health USA business units, adding approximately $100 million in annualized revenue at EBITDA margins in line with the Company's reported margins in the first 3 quarters. The seven acquisitions included one of the largest physician recruitment firms in Canada, two Canadian Primary Care Canadian Clinics, one Provider Staffing acquisition in the United States under the CRH banner, two previously announced acquisitions under the WELLSTAR banner and the previously announced acquisition of Jack Nathan Health. All transactions were funded through cash without issuing shares.

On December 1, 2024, the Company completed the acquisition of Canadian clinical assets from Jack Nathan, including 13 owned and operated clinics and 59 licensee clinics as well as Jack Nathan's rights to operate medical clinics in Walmart Canada stores, for purchase consideration of $5,000.

On October 1, 2024, the Company, through its WDC subsidiary, closed the acquisition of a 51% interest in C-health, a network of four diagnostic imaging clinics based in Alberta for total purchase consideration of up to $3,123 including cash of $2,049 and deferred consideration of $1,075 payable over three years.

On September 1, 2024, the Company completed the acquisition of Pacific Medical Clinics ("**Pacific Medical**"), consisting of three primary care clinics in British Columbia, for total purchase consideration of up to $2,265 including cash of $1,599 and deferred consideration of up to $666 payable over three years.

On June 1, 2024, the Company completed its purchase to acquire all primary care medical clinics operated by Shoppers Drug Mart Inc. ("**Shoppers**") under "The Health Clinic by Shoppers™" brand. The acquisition included 10 clinics, with over 35 physicians, located in British Columbia and Ontario.

Circle Medical Request for Information from United States Attorney's Office

In September 2024, Circle Medical received a request for the voluntary production of documents and information ("**RFI**") from the Civil Division of the United States Attorney's Office for the Northern District of California ("**USAO**") investigating certain of Circle Medical's billing practices in the US. Circle Medical has been responding to the RFI and engaging with the USAO to address and resolve this matter. The Company cannot predict the outcome of the RFI, nor the length of time it may take to resolve the RFI, or other related actions that might ensue. The Company recognized an expense of $4,072 (US$2,830) for the year ended December 31, 2024 for estimated settlement costs and $nil for the three months ended March 31, 2025. The Company does not expect the resolution of the matter to have a material effect on the Company's cash position or available resources. Refer also to section "Financial Performance – Financial Presentation Impact due to Circle Medical Revenue Deferral and Change Healthcare Cyberattack" for additional information.

Change Healthcare Cyberattack

In 2024, the Company's wholly owned subsidiary, CRH, relied on third-party Change Healthcare ("**Change HC**") as its primary revenue cycle management service provider. On February 21, 2024, Change HC experienced a cyberattack on its information technology systems resulting in a complete system shutdown for an extended period of time. As a result, CRH experienced significant delays in billing for anesthesia services and related collection activities, which impacted both revenue recognition and cash flows. On March 1, 2024, Change HC, through an affiliate company, launched a temporary funding assistance program to help bridge the gap in short-term cash flow needs for providers impacted by the disruption of Change HC's services. Under the program, Change HC provided funding relief of $165,441 (US$114,977) to CRH during the year ended December 31, 2024 for amounts that would otherwise have been received had the cyberattack and outage not occurred. Amounts provided under this program are subject to repayment within 30 days of notification of repayment and have been recorded as advances payable on the Company's consolidated statements of financial position. Change HC subsequently restored claims submission functionality and as of August 2024, CRH resumed claims submissions and billing and collection processes through Change HC's information technology systems. On July 31, 2024, CRH gave notice of termination of the Master Relationship Agreement and Solution Order to Change HC which was terminated effective October 31, 2024, and subsequently completed a process to transition to new revenue cycle management service providers. During the three months ended March 31, 2025, CRH repaid $36,090 (US$25,000) of the advances. Refer to sections "Financial Performance – Financial Presentation Impact due to Circle Medical Revenue Deferral and Change Healthcare Cyberattack" and "Liquidity and Capital Resources" for additional information.

OUTLOOK

WELL intends to continue its focus on maintaining strong performance, while strategically enhancing operations in the pursuit of organic growth and profitability. WELL is expecting its strong performance in the first quarter to continue across all its business units and for the entire Company throughout the 2025 fiscal year. WELL's objective is to invest in and achieve significant growth while effectively managing its costs and delivering cashflow to shareholders. Management is pleased to provide its guidance for 2025 (annual guidance only includes announced acquisitions):

- Annual revenue between $1.40 billion to $1.45 billion, representing 52% to 58% annual growth as compared to 2024.
- Annual Adjusted EBITDA between $190 million and $210 million.

Excluding the impact of the deferred Circle Medical revenue recognition, the Company's guidance for 2025 would be as follows:

- Annual Revenue between $1.35 billion to $1.40 billion.
- Annual Adjusted EBITDA between $140 million and $160 million.

WELL is expecting a greater focus on leveraging product and corporate synergies in 2025, with an emphasis on leveraging the depth of product and technology offerings from WELLSTAR and HEALWELL AI. The Company also continues to focus the substantial majority of its M&A and capital allocation activity in Canada where it is experiencing its strongest returns. Management will continue to pursue its focus on optimizing its operations for organic growth and profitability.

OVERALL PERFORMANCE

WELL achieved revenue of $294.1 million in the three months ended March 31, 2025, an increase of 32% compared to the same period in the prior year. Net loss was $41.9 million or $0.19 per share* for the three months ended March 31, 2025 compared to Net income of $13.8 million or $0.05 per share in the same period in the prior year (*net income (loss) per share is calculated using Net Income (loss) attributable to WELL, which excludes Net Income (loss) attributable to Non-Controlling Interests).

WELL delivered 1.6 million patient visits in the first quarter of 2025, a 24% increase from the same period in the prior year led by WELL Canada's patient services business. These results are demonstrative of the Company's unique platform and continued progress in tech enabling and supporting healthcare providers who are delivering truly outstanding care to millions of patients across North America.

As of April 1, 2025, WELL holds an approximate 37% economic interest and an approximate 69% voting interest in HEALWELL on a non-diluted basis and began consolidating HEALWELL in its financial results starting April 1, 2025. WELL is now a multi-national corporation with a geographic footprint in 11 countries following the exercise of its call option to acquire a 69% voting interest in HEALWELL concurrent with its acquisition of Orion Health, a global leader in healthcare data interoperability. With HEALWELL and Orion now in the family, WELL has tremendous depth in delivering the best in provider-focused technologies, as well as delivering at scale for large enterprises and public sector clients in a variety of countries including the UK, Saudi Arabia, the UAE, the United States, France, Spain, Australia and New Zealand.

Financial Impact due to Circle Medical Revenue Deferral and Change Healthcare Cyberattack

The presentation of the Company's consolidated financial results for the three months ended March 31, 2025, December 31, 2024 and March 31, 2024 were adversely impacted by revenue deferrals at the Company's non-wholly owned subsidiary, Circle Medical. For the three months ended December 31, 2024, the Company's consolidated financial results were also adversely impacted by the revenue impact at CRH resulting from impaired revenue cycle management services after the Change HC cyberattack.

During the three months ended March 31, 2025, Circle Medical received cash of $9,211 (US$6,424) from customers for patient services rendered and recognized it as deferred revenue as at March 31, 2025 as it had not met the revenue recognition criteria related to the right to payment under IFRS 15, "Revenue from Contracts with Customers" compared to $4,489 (US$3,313) for the three months ended March 31, 2024.

The deferred revenue of $4,754 (US$3,313) that was recorded as at March 31, 2024 was recognized as revenue during the three months ended March 31, 2025. Total cumulative deferred revenue at Circle Medical as at March 31, 2025 was $58,378 (December 31, 2024 - $53,949). While the Company expects to recognize the remaining deferred revenue amounts within a year, there is some risk that the criteria for recognizing the deferred revenue will not be satisfied as expected in this expected timeframe.

During the quarter ended December 31, 2024, CRH was required to update key assumptions in its revenue recognition model to capture (1) increased collection risk for services provided in both 2023 and 2024, (2) higher claim denials from payors due to missed timely filing deadlines by Change HC due to the cyberattack and (3) the impact of a formal agreement being reached with Change HC on treatment of the advance payments received. As a result, CRH determined it was unable to recognize an estimated $24,535 of revenue in the fourth quarter of 2024. CRH is attempting to collect these amounts from patients and third-party payors as well as negotiating compensation from Change HC. No amounts have been recognized as of March 31, 2025 given the uncertainty around collection and the terms of any settlement agreement with Change HC. Since the timing and terms of a formal agreement with Change HC are uncertain, the amount may only be recognized if and when collections related to the services provided by CRH occurs and/or as other income if and when an agreement has been reached with Change HC, and amounts are virtually certain of being collected under IFRS Accounting Standards.

Consolidated Financial Results

The following table provides selected quarterly financial information for the three months ended March 31, 2025, December 31, 2024, and March 31, 2024. The results of operations from acquired businesses and entities are included from their respective dates of acquisition. **The table includes non-GAAP financial measures and reconciliations of such measures to their most comparable IFRS measure.**

	Quarter ended		
	March 31, 2025	December 31, 2024	March 31, 2024 Restated
	$'000	$'000	$'000
Revenue	**294,137**	234,758	223,483
Cost of sales (excluding depreciation and amortization)	**(176,665)**	(152,082)	(129,342)
Adjusted Gross Profit(1)(2)	**117,472**	82,676	94,141
Adjusted Gross Margin(1)(2)	**39.9%**	35.2%	42.1%
Adjusted EBITDA(2)	**27,577**	(3,749)	20,235
Net (loss) income	**(41,886)**	**(1,835)**	**13,783**
Adjusted Net Income (Loss) (2)	**7,508**	(17,354)	17,207
(Loss) earnings per share, basic (in $)	**(0.19)**	**0.03**	**0.05**
(Loss) earnings per share, diluted (in $)	**(0.19)**	**0.03**	**0.04**
Adjusted Net Income (loss) per share, basic (in $) (1)(2)	**0.03**	(0.07)	0.07
Adjusted Net Income (loss) per share, diluted (in $) (1)(2)	**0.03**	(0.07)	0.07
Reconciliation of net income (loss) to Adjusted EBITDA(1):			
Net (loss) income for the period	**(41,886)**	(1,835)	13,783
Depreciation and amortization	**19,546**	20,963	16,560
Income tax recovery	**(1,229)**	(7,429)	(2,440)
Interest income	**(519)**	(500)	(238)
Interest expense	**11,406**	9,283	9,541
Rent expense on finance leases	**(4,688)**	(3,594)	(4,114)
Stock-based compensation	**2,465**	2,887	5,477
Foreign exchange loss (gain)	**84**	(528)	(32)
Time-based earnout expense	**215**	3,502	2,112
Change in fair value of investments	**35,235**	(48,292)	(13,957)
Gain on disposal of assets and investments	**(24)**	(500)	(11,284)
Share of net loss of associates	**2,380**	1,622	1,064
Transaction, restructuring and integration costs expensed	**3,870**	1,924	3,482
Legal settlements and defense (recovery) costs	**(31)**	18,748	281
Other items	**753**	-	-
Adjusted EBITDA(1)(2)	**27,577**	(3,749)	20,235
Attributable to WELL shareholders	**20,293**	(479)	15,705
Attributable to Non-controlling interests	**7,284**	(3,270)	4,530
Adjusted EBITDA(1)(2)			
WELL Corporate	**(6,519)**	(5,403)	(4,767)
Canada and others	**18,671**	14,771	14,474
US operations	**15,425**	(13,117)	10,528
Adjusted EBITDA(1)(2) attributable to WELL shareholders			
WELL Corporate	**(6,519)**	(5,403)	(4,767)
Canada and others	**17,209**	14,209	14,247
US operations	**9,603**	(9,285)	6,225
Adjusted EBITDA(1)(2) attributable to Non-controlling interests			
Canada and others	**1,462**	562	227
US operations	**5,822**	(3,832)	4,303
Reconciliation of net income (loss) to Adjusted Net Income(1):			
Net (loss) income for the period	**(41,886)**	(1,835)	13,783
Amortization of acquired intangible assets	**13,034**	14,885	11,520
Time-based earnout expense	**215**	3,502	2,112
Stock-based compensation	**2,465**	2,887	5,477
Change in fair value of investments	**35,235**	(48,292)	(13,957)
Share of net loss of associates	**2,380**	1,622	1,064
Other items	**753**	-	-
Non-controlling interest included in net income (loss)	**(4,688)**	9,877	(2,792)
Adjusted Net Income (Loss) (1)(2)	**7,508**	(17,354)	17,207
Adjusted Net Income (Loss) per share (1)(2)	**0.03**	(0.07)	0.07

Notes:

1. Non-GAAP Financial Measures

   In addition to results reported in accordance with IFRS, the Company uses certain non-GAAP financial measures as supplemental indicators of its financial and operating performance. These non-GAAP financial measures include Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, Adjusted EBITDA attributable to WELL Shareholders/Non-controlling interests, Adjusted Net Income, and Adjusted Net Income Per Share (basic and diluted). The Company believes these supplementary financial measures reflect the Company's ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in its business.

   Adjusted Gross Profit and Adjusted Gross Margin
   The Company defines **Adjusted Gross Profit** as revenue less cost of sales (excluding depreciation and amortization) and **Adjusted Gross Margin** as adjusted gross profit as a percentage of total segment revenue or consolidated revenue, as applicable. Adjusted Gross Profit and Adjusted Gross Margin should not be construed as an alternative for revenue or net income (loss) determined in accordance with IFRS. The Company does not present gross profit in its consolidated financial statements as it is a non-GAAP financial measure. The Company believes that Adjusted Gross Profit and Adjusted Gross Margin are meaningful metrics that are often used by readers to measure the Company's efficiency of selling its products and services.

   Adjusted EBITDA
   The Company defines **Adjusted EBITDA** as net income (loss) before interest, taxes, depreciation and amortization **less** (i) net rent expense on premise leases considered to be finance leases under IFRS and **before** (ii) transaction, restructuring, and integration costs, legal settlements and defense costs, time-based earn-out expense, change in fair value of investments, share of income (loss) of associates, foreign exchange gain/loss, and stock-based compensation expense, and (iii) gains/losses that are not reflective of ongoing operating performance. The Company considers Adjusted EBITDA to be a financial metric that measures cash flow that the Company can use to fund working capital requirements, service future interest and principal debt repayments and fund future growth initiatives. Adjusted EBITDA should not be considered alternatives to net income (loss), cash flow from operating activities or other measures of financial performance defined under IFRS.

   Adjusted EBITDA Attributable to WELL Shareholders/Non-Controlling Interests
   The Company defines **Adjusted EBITDA attributable to WELL Shareholders** (or **Shareholder EBITDA**) and **Adjusted EBITDA attributable to Non-controlling interests** as the sum of the Adjusted EBITDA for each relevant legal entity multiplied by WELL's or the non-controlling interests' equity ownership, respectively.

   Adjusted Net Income and Adjusted Net Income Per Share, Basic and Diluted
   The Company defines **Adjusted Net Income** as net income (loss), after excluding the effects of stock-based compensation expense, amortization of acquired intangible assets, time-based earnout expense, change in fair value of investments, share of income (loss) of associates, gains/losses that are not reflective of ongoing operating performance and non-controlling interests. The Company revised its definition of Adjusted Net Income starting from the quarter ended September 30, 2024 to exclude share of loss of associates and gains/losses that are not reflective of ongoing operating performance. Comparative figures have been adjusted to conform to the current period definition. **Adjusted Net Income Per Share** is Adjusted Net Income divided by the weighted average number of shares outstanding. The Company believes that these non-GAAP financial measures provide useful information to analyze our results, enhance a reader's understanding of past financial performance and allow for greater understanding with respect to key metrics used by management in decision making. More specifically, the Company believes Adjusted Net Income is a financial metric that tracks the earning power of the business that is available to WELL shareholders.

   Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, Adjusted EBITDA attributable to WELL Shareholders/Non-controlling interests, Adjusted Net Income, and Adjusted Net Income per Share (basic and diluted) are not recognized measures for financial statement presentation under IFRS and do not have standardized meanings. As such, these measures may not be comparable to similar

measures presented by other companies and should be considered as supplements to, and not as substitutes for, or superior to, the corresponding measures calculated in accordance with IFRS.

2. Certain of the Company's non-GAAP financial measures including Adjusted EBITDA, Adjusted Gross Profit, Adjusted Gross Margin, Adjusted Net Income and Adjusted Net Income per share (basic and diluted) were materially impacted by the revenue deferral at Circle Medical and the revenue impact at CRH Medical resulting from impaired revenue cycle management services after the Change HC cyberattack. Refer to section "Overall Performance" for additional information.

RESULTS OF OPERATIONS

Revenue

The following table shows a breakdown of revenue for the three months ended March 31, 2025 and 2024:

	Three months ended	
	March 31, 2025	March 31, 2024 Restated
	$'000	$'000
Patient Services	**273,217**	208,053
SaaS and Technology Services	**20,920**	15,430
Total Revenue	**294,137**	223,483

For the three months ended March 31, 2025, the Company generated revenue of $294,137, an increase of 32% compared to revenue of $223,483 for the three months ended March 31, 2024. The increase in revenue is primarily attributable to the Company's organic growth and acquisitions that have occurred over the last twelve months, including Harmony, Microquest, Bluebird and multiple primary care and diagnostic clinics. Revenue recognized for the three months ended March 31, 2025 and 2024 was also impacted negatively by the Circle Medical revenue deferral.

Patient Services revenue, which comprises Canadian Patient Services and WELL Health USA Patient Services business units, accounted for 93% of total revenue for the three months ended March 31, 2025 and for the three months ended March 31, 2024. Patient Services revenue increased 31% to $273,217 during the three months ended March 31, 2025, compared to $208,053 for the three months ended March 31, 2024, primarily due to the Company's acquisition of Harmony and the acquisition or absorption of multiple Canadian medical clinics in 2024 and in the first quarter of 2025, and from organic growth, particularly from Circle Medical and Wisp.

SaaS and Technology Services revenue includes: (i) revenue from all of the Company's EMR businesses which is primarily high margin recurring revenue; (ii) digital app revenue from WELL's apps.health marketplace; (iii) revenue from Billing and RCM Solutions; (iv) practice management software revenue; (v) EMR-integrated patient engagement solutions; and (vi) cybersecurity revenue. SaaS and Technology Services revenue accounted for 7% of total revenue for the three months ended March 31, 2025 and for the three months ended March 31, 2024. SaaS and Technology Services revenue increased 36% to $20,920, during the three months ended March 31, 2025, compared to $15,430 during the three months ended March 31, 2024, primarily due to the Microquest and Bluebird acquisitions and strong organic growth across the platform.

Adjusted Gross Profit(1) and Adjusted Gross Margin(1)

The following table summarizes Adjusted Gross Profit(1) and Adjusted Gross Margin(1) for the three months ended March 31, 2025 and 2024:

	Three months ended	
	March 31, 2025	March 31, 2024 Restated
	$'000	$'000
Revenue	**294,137**	223,483
Cost of sales (excluding depreciation and amortization)	**(176,665)**	(129,342)
Adjusted Gross Profit(1)	**117,472**	94,141

Note:

(1) This is a non-GAAP financial measure. Refer to section "Consolidated Financial Results" for additional information.

Adjusted Gross Profit(1) increased 25% to $117,472 for the three months ended March 31, 2025, compared to $94,141 for the three months ended March 31, 2024. The increase in Adjusted Gross Profit(1) is primarily due to the Company's organic growth and acquisitions.

Adjusted Gross Margin(1) percentage decreased to 39.9% for the three months ended March 31, 2025, compared to 42.1% for the three months ended March 31, 2024. The decrease in Adjusted Gross Margin(1) percentage was primarily driven by revenue mix and the addition of Provider Staffing revenue from the acquisition of Harmony in January 2025, which has lower margins compared to other Patient Services and SaaS and Technology Services revenue.

General and Administrative ("G&A") Expenses

The following is a breakdown of the Company's G&A expenses for the three months ended March 31, 2025 and 2024:

	Three months ended	
	March 31, 2025	March 31, 2024
	$'000	$'000
Salaries and benefits	**43,062**	36,837
Professional and consulting fees	**6,978**	5,242
Office expenses	**7,020**	6,328
Marketing and promotion	**23,547**	18,004
Other	**7,127**	4,684
	87,734	71,095

G&A expenses increased to $87,734 for the three months ended March 31, 2025, compared to $71,095 for the three months ended March 31, 2024. The increase was primarily due to higher salaries and benefits from increases in headcount, both from acquisitions and at the Company's headquarters, as well as an increase in marketing and promotion and office expenses to support the Company's growth and M&A activities. The Company has established shared services cost centers for multiple functions at its headquarters to support its business unit operations and the increase in headcount relates to the growing volume and scope of shared service activities.

For the three months ended March 31, 2025, the Company incurred $3,870 for M&A related transaction and integration costs and restructuring costs, compared to $3,482 for the three months ended March 31, 2024. The transaction, integration and restructuring costs are included in G&A expenses as professional and consulting fees, and salaries and benefits expenses.

Marketing and promotion expenses increased to $23,547 for the three months ended March 31, 2025, compared to $18,004 for the three months ended March 31, 2024. This increase is mainly due to investment in growth at Circle Medical and Wisp which require higher marketing efforts than other businesses.

Stock-Based Compensation

For the three months ended March 31, 2025, the Company recognized $2,465 for stock-based compensation expense, compared to $5,477 for the three months ended March 31, 2024. The decrease in expense is the result of fewer stock options, restricted share units ("**RSUs**") and performance share units ("**PSUs**") granted in 2025 compared to 2024. The fair value of the options, RSUs and PSUs, as determined on the date of grant, is recognized as an expense over the vesting periods of such awards. See note 16 to the March 31, 2025 condensed interim consolidated financial statements for further information.

Depreciation and Amortization

For the three months ended March 31, 2025, the Company recognized $19,546 of depreciation and amortization expense as compared to $16,560 of depreciation and amortization expense for the three months ended March 31, 2024. Depreciation expense relates to property and equipment (including right-of-use assets under IFRS 16 "Leases") and amortization expense relates to acquired and internally generated intangible assets. Both depreciation expense and amortization expense increased due to acquisitions that the Company completed during 2025 and 2024.

Interest Expense and Interest Income

The following is a breakdown of the Company's interest expense and interest income for the three months ended March 31, 2025 and 2024:

	Three months ended	
	March 31, 2025 $'000	March 31, 2024 $'000
Interest on loans and borrowings	**5,568**	5,613
Interest on convertible debentures	**2,583**	2,317
Interest on redeemable preferred shares	**1,848**	-
Interest accretion on lease liability and deferred acquisition cost liability	**1,084**	1,153
Amorization of deferred financing fees	**323**	458
Interest expense	**11,406**	9,541
Interest income	**(519)**	(238)

For the three months ended March 31, 2025, the Company recognized interest expense of $11,406, as compared to $9,541 for the three months ended March 31, 2024. Interest expense relates primarily to borrowings under the Company's credit facilities with JP Morgan Chase ("**JPM**") and the Royal Bank of Canada ("**RBC**"), and interest accretion on convertible debentures, redeemable preferred shares, lease liabilities and deferred acquisition cost liabilities. Interest expense on loans and borrowings for the three months ended March 31, 2025 was approximately equal to the same period in the prior year. Although total loans and borrowings outstanding increased, the interest expense impact was offset by lower interest rates. Cash interest payments for the three months ended March 31, 2025 were $5,448, compared to $5,621 for the three months ended March 31, 2024. Interest income related mainly to interest earned on cash and cash equivalents and convertible debenture investments.

Time-Based Earnout Expense

	Three months ended	
	March 31, 2025 $'000	March 31, 2024 $'000
Time-based earnout expense	**2,006**	1,922
(Gain) loss on settlement of deferred acquisition cost and time-based earnout liabilities via shares	**(1,921)**	190
Loss on revaluation of deferred acquisition cost liabilities	**130**	-
	215	2,112

For the three months ended March 31, 2025, the Company recognized total time-based earnout expense of $215, compared to $2,112 for the three months ended March 31, 2024. For the three months ended March 31, 2025, the expense was comprised of $2,006 in relation to earnouts that are recognized over time during post-acquisition requisite service periods (2024 - $1,922), a gain of $1,921 on settlement of deferred acquisition costs and time-based earnout liabilities via shares (2024 – loss of $190), and a loss of $130 on the revaluation of deferred acquisition cost liabilities (2024 - $nil).

Change in Fair Value of Investments

For the three months ended March 31, 2025, the Company recognized non-cash fair value losses of $35,235 on its financial instrument investments in HEALWELL (convertible debentures, warrants and call option) compared to a non-cash fair value gain of $13,957 for the three months ended March 31 2024. The fair value gains and losses are primarily driven by movements in HEALWELL's share price over the respective periods.

Income Tax Expense (Recovery)

	March 31, 2025 $'000	March 31, 2024 Restated $'000
Current tax expense	**3,284**	566
Deferred tax recovery	**(4,513)**	(3,006)
Total income tax recovery	**(1,229)**	(2,440)

For the three months ended March 31, 2025, the Company's total income tax recovery was $1,229, comprised of current tax expense of $3,284 net of a deferred tax recovery of $4,513. This is compared to a total income tax recovery of $2,440 for the three months ended March 31, 2024, comprised of current tax expense of $566 net of a deferred tax recovery of $3,006. The income tax recovery for the three months ended March 31, 2024 has been restated due to the Circle Medical deferred revenue adjustment as discussed in the Results by Segment section. The increase in current income tax expense in 2025 related to the Company's change in mix of income or losses in different legal entities and tax jurisdictions, changes in the timing of recognition of deferred tax assets as well as an overall increase in taxable income. Deferred tax expense or recovery is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The deferred tax recovery in both 2025 and 2024 relates primarily to deferred tax recoveries on amortization of acquired intangible assets as well as operating losses, including, in 2024, from the one-time revenue deferral at Circle Medical as discussed in the Results by Segment section below. Cash tax payments, net of refunds, were $2,628 for the three months ended March 31, 2025 compared to $1,564 for the three months ended March 31, 2024.

Net Income (Loss)

Net loss for the three months ended March 31, 2025 was $41,886, compared to net income of $13,783 for the three months ended March 31, 2024.

RESULTS BY SEGMENT

The Company is organized into operating segments based on its product and service offerings. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Company's reportable segments are shown below and are grouped into three key business units: Canadian Patient Services, WELL Health USA Patient Services and SaaS and Technology Services.

Canadian Patient Services

	Three months ended March 31, 2025			Three months ended March 31, 2024		
	Primary Care	WDC	**Total**	Primary Care	WDC	**Total**
	$'000	$'000	$'000	$'000	$'000	$'000
Total Segment Revenue	61,378	38,534	**99,912**	45,371	30,417	**75,788**
Inter-segment revenue	(191)	(62)	**(253)**	(100)	-	**(100)**
Revenue from external customers	61,187	38,472	**99,659**	45,271	30,417	**75,688**
Adjusted Gross profit (1)	18,837	23,212	**42,049**	15,338	19,411	**34,749**
Adjusted Gross margin (1)	30.7%	60.2%	42.1%	33.8%	63.8%	45.9%
Adjusted EBITDA	3,799	9,462	**13,261**	3,969	7,332	**11,301**

Note: (1) This is a non-GAAP financial measure. Refer to section "Consolidated Financial Results" for additional information.

For the three months ended March 31, 2025, the Company's Primary Care segment generated total revenue of $61,378, an increase of 35.3% compared to $45,371 for the three months ended March 31, 2024. The increase was primarily due to acquisitions including 10 clinics from Shoppers Drug Mart, Jack Nathan Medical Clinics and numerous other clinics. The Company also continued to achieve strong organic growth from efficient execution of its clinic transformation and clinic absorption programs. Adjusted gross margin in the

Company's Primary Care segment for the three months ended March 31, 2025 decreased to 30.7% from 33.8% for the same period in the prior year mainly due to lower average revenue splits with physicians and revenue mix as gross margins can vary between primary care, preventative, and allied care clinics. Adjusted EBITDA decreased to $3,799 (or 6.2% of total segment revenue) for the three months ended March 31, 2025 from $3,969 (or 8.7% of total segment revenue) for the three months ended March 31, 2024 mainly due to the lower overall gross margins.

For the three months ended March 31, 2025, the Company's WDC segment generated total revenue of $38,534, an increase of 26.7% compared to $30,417 for the three months ended March 31, 2024. The increase was driven by continued strong organic growth across the diagnostic clinic network, combined with the contribution from the C-health acquisition which closed on October 1, 2024. Adjusted gross margin for the three months ended March 31, 2025 decreased to 60.2% from 63.8% for the same period in the prior year mainly a result of incremental revenue from one-time positive reimbursements received in the first quarter of 2024. Adjusted EBITDA was $9,462 (or 24.6% of total segment revenue) for the three months ended March 31, 2025 compared to $7,332 (or 24.1% of total segment revenue) for the three months ended March 31, 2024.

In total, the Canadian Patient Services business unit generated Shareholder EBITDA(1) of $12,231, for the three months ended March 31, 2025, compared to $11,314, for the same period in the prior year, representing an increase of 8%.

WELL Health USA Patient and Provider Services

	Three months ended March 31, 2025					Three months ended March 31, 2024 ("Restated")				
	Circle Medical	WISP	CRH Medical	Provider Staffing	**Total**	Circle Medical	WISP	CRH Medical	Provider Staffing	**Total**
	$'000	$'000	$'000	$'000	**$'000**	$'000	$'000	$'000	$'000	**$'000**
Total Segment Revenue	29,691	29,545	62,273	52,331	**173,840**	20,628	21,123	61,774	29,500	**133,025**
Inter-segment revenue	-	-	-	(282)	**(282)**	-	-	(34)	(626)	**(660)**
Revenue from external customers	29,691	29,545	62,273	52,049	**173,558**	20,628	21,123	61,740	28,874	**132,365**
Adjusted Gross profit (1)	13,470	21,031	21,550	5,617	**61,668**	7,678	15,188	22,742	3,004	**48,612**
Adjusted Gross margin (1)	45.4%	71.2%	34.6%	10.7%	**35.5%**	37.2%	71.9%	36.8%	10.2%	**36.5%**
Adjusted EBITDA	(2,602)	459	12,919	4,649	**15,425**	(7,602)	850	15,112	2,168	**10,528**

Note: (1) This is a non-GAAP financial measure. Refer to section "Consolidated Financial Results" for additional information.

Circle Medical

For the three months ended March 31, 2025, the Company's Circle Medical segment generated total revenue of $29,691 compared to $20,628 for the three months ended March 31, 2024, representing organic growth of 44%. The increase was impacted by the Circle Medical revenue deferral required under IFRS 15 as at March 31, 2025 and the retrospective restatement of revenue for the three months ended March 31, 2024. See See "Overall Performance – Financial Presentation Impact due to Circle Medical Revenue Deferred and Change Healthcare Cyberattack" and "Quarterly Financial Results" for more details.

As a result of the deferred revenue adjustments, adjusted gross margin and adjusted EBITDA cannot be compared meaningfully across periods. Adjusted gross margin for the three months ended March 31, 2025 increased to 45.4% from 37.2% for the same period in the prior year; and adjusted EBITDA improved to a loss of $2,602 (or -8.8% of total segment revenue) for the three months ended March 31, 2025 from a loss

$7,602 (or -36.9% of total segment revenue) for the three months ended March 31, 2024. In addition to the impact from the revenue deferral, Circle Medical also had higher capitalization of certain software development costs in the three months ended March 31, 2025 compared to the same quarter in the prior year.

Wisp

For the three months ended March 31, 2025, the Company's Wisp segment generated total revenue of $29,545 compared to $21,123 in the prior year, representing organic growth of 39.9%. Adjusted gross margin for the three months ended March 31, 2025 decreased to 71.2% from 71.9% in the prior year mainly due to higher medical supplies costs. Adjusted EBITDA decreased to $459 (or 1.6% of total segment revenue) for the three months ended March 31, 2025 compared to $850 (or 4.0% of total segment revenue) for the three months ended March 31, 2024 primarily due an increase in marketing and promotion expenses to grow the business and incremental costs relating to compliance activities.

CRH Medical

For the three months ended March 31, 2025, the Company's CRH Medical segment generated total revenue of $62,273, an increase of 0.8% compared to $61,774 for the three months ended March 31, 2024. The increase related primarily to favourable foreign exchange translation and contribution from the North Denver Anesthesia Associates acquisition in November 2024.

Adjusted gross margin for the three months ended March 31, 2025 decreased to 34.6% from 36.8% for the same period in the prior year. The decrease was mainly due an increase in provider costs. Adjusted EBITDA was $12,919 (or 20.7% of total segment revenue) for the three months ended March 31, 2025 compared to $15,112 (or 24.5% of total segment revenue) for the three months ended March 31, 2024. The adjusted EBITDA percentage decreased mainly due to the lower adjusted gross margin percentage.

Provider Staffing

For the three months ended March 31, 2025, the Company's Provider Staffing segment generated total revenue of $52,331, compared to $29,500 for the three months ended March 31, 2024. The increase was driven by the acquisition of Harmony on January 1, 2025 and continued strong organic growth. Adjusted gross margin for the three months ended March 31, 2025 increased to 10.7% from 10.2% for the same period in the prior year. Adjusted EBITDA increased to $4,649 (or 8.9% of total segment revenue) for the three months ended March 31, 2025 compared to $2,168 (or 7.3% of total segment revenue) for the three months ended March 31, 2024 mainly due to higher adjusted gross profit and the continued execution on planned synergies to increase margins.

In total, the WELL Health USA Patient and Provider Services business unit, including Circle Medical, Wisp, CRH Medical and Provider Staffing, generated Shareholder EBITDA(1) of $9,603, for the three months ended March 31, 2025, compared to $6,225, for the same period in the prior year. The increase was driven by the continued growth at Provider Staffing and reduced losses at Circle Medical, offset by a decrease at CRH Medical and Wisp as described above.

SaaS and Technology Services

	Three months ended March 31, 2025				Three months ended March 31, 2024			
	WELLSTAR	Cybersecurity	Other	**Total**	WELLSTAR	Cybersecurity	Other	**Total**
	$'000	$'000	$'000	**$'000**	$'000	$'000	$'000	**$'000**
Total Segment Revenue	17,134	5,580	211	**22,925**	10,426	4,623	1,160	**16,209**
Inter-segment revenue	(745)	(1,260)	-	**(2,005)**	(149)	(619)	(11)	**(779)**
Revenue from external customers	16,389	4,320	211	**20,920**	10,277	4,004	1,149	**15,430**
Adjusted Gross profit (1)	13,254	1,293	146	**14,693**	9,117	1,252	914	**11,283**
Adjusted Gross margin (1)	77.4%	23.2%	69.2%	**64.1%**	87.4%	27.1%	78.8%	**69.6%**
Adjusted EBITDA	4,978	534	(102)	**5,410**	2,672	518	(17)	**3,173**

Note: (1) This is a non-GAAP financial measure. Refer to section "Consolidated Financial Results" for additional information.

WELLSTAR

For the three months ended March 31, 2025, WELLSTAR generated total revenue of $17,134, an increase of 64.3% compared to $10,426 for the three months ended March 31, 2024. The increase was mainly due to the acquisitions of Microquest and Bluebird which closed in December 2024 and from strong organic growth from the Company's OceanMD, OSCAR and DoctorCare business units. Adjusted gross margin for the three months ended March 31, 2025 was 77.4% compared to 87.4% for the same period in the prior year reflecting a change in revenue mix after the addition of Microquest and Bluebird. Adjusted EBITDA was $4,978 (or 29.1% of total segment revenue) for the three months ended March 31, 2025 compared to $2,672 (or 25.6% of total segment revenue) for the three months ended March 31, 2024. Adjusted EBITDA as a percentage of revenue increased due to the effective cost management and higher capitalization of software development expenditures during the three months ended March 31, 2025.

Cybersecurity

For the three months ended March 31, 2025, the cybersecurity segment generated total revenue of $5,580, an increase of 20.7% compared to $4,623 for the three months ended March 31, 2024. The increase was mainly due to higher valued-added reseller sales in the Company's Source44 business unit. Adjusted gross margin for the segment for the three months ended March 31, 2025 was 23.2% compared to 27.1% for the same period in the prior year reflecting a change in the revenue mix between value-added reseller sales and cybersecurity services. Adjusted EBITDA was $534 (or 9.6% of total segment revenue) for the three months ended March 31, 2025 compared to $518 (or 11.2% of total segment revenue) for the three months ended March 31, 2024. Adjusted EBITDA as a percentage of revenue decreased mainly due to the decrease in adjusted gross margin.

Other

Other is comprised of Intrahealth and Adracare. Year-over-year comparisons are impacted by the sale of Intrahealth to HEALWELL on February 1, 2024. The decrease in revenue and EBITDA is attributable to the sale of Intrahealth, which represented most of the segment's revenue and EBITDA.

The SaaS and Technology Services business unit generated Shareholder EBITDA(1) of $4,978, for the three months ended March 31, 2025, compared to $2,933 ($29 of which is from discontinued operations), for the same period in the prior year, representing an increase of 69.7%.

Corporate

Corporate expenses relate to the Company's headquarter activities including executive compensation and expenses, corporate development, public company costs and costs incurred by the Company's shared service functions that provide support to subsidiaries. Corporate expenses increased to $6,519 (or 2.2% of total consolidated revenue) for the three months ended March 31, 2025, compared to $4,767 (or 2.1% of total consolidated revenue) for the three months ended March 31, 2024. Corporate expenses increased due to overall Company growth and the additional volume and scope of the Company's shared service activities. Corporate expenses as a percentage of total consolidated revenue increased slightly due to the investment required to support targeted growth.

QUARTERLY FINANCIAL HIGHLIGHTS

The following quarterly financial highlights have been derived from the Company's condensed interim consolidated financial statements and should be read in conjunction with those financial statements and related notes.

	Q1 2025 $ '000	Q4 2024 $ '000	Restated Q3 2024 $ '000	Restated Q2 2024 $ '000	Restated Q1 2024 $ '000	Q4 2023 $ '000	Q3 2023 $ '000	Q2 2023 $ '000
Total revenue	294,137	234,758	234,135	227,312	223,483	231,246	204,461	170,922
Net income (loss)	(41,886)	(1,835)	(88,426)	105,574	13,783	33,762	(4,482)	(2,016)
Net income (loss) per share, basic (in $)	(0.19)	0.03	(0.36)	0.42	0.05	0.12	(0.03)	(0.03)
Net income (loss) per share, diluted (in $)	(0.19)	0.03	(0.36)	0.41	0.04	0.12	(0.03)	(0.03)
Adjusted Gross Profit (1)	117,472	82,676	94,648	91,546	94,141	101,039	94,236	90,823
Adjusted Gross Margin (1)	39.9%	35.2%	40.4%	40.3%	42.1%	43.7%	46.1%	53.1%
Adjusted EBITDA (1)	27,577	(3,749)	15,134	15,045	20,235	30,750	28,172	27,789

Note:

(1) This is a non-GAAP financial measure. Refer to section "Consolidated Financial Results" for additional information.

Restatement of Comparative Quarterly Financial Results

In connection with the preparation of its audited annual consolidated financial statements, the Company determined that all revenue recognition criteria under IFRS 15 had not been met for certain patient services revenue at Circle Medical recognized in 2024. The Company has retrospectively restated revenue as reported in its condensed consolidated interim financial statements for each of the quarters ended March 31, 2024, June 30, 2024 and September 30, 2024 to reflect the foregoing The Company has also restated its key performance metrics for Revenue, Net income (loss), Net income (loss) per share (basic and diluted), Adjusted Gross Profit, Adjusted Gross Margin and Adjusted EBITDA. In addition to the restatements relating to Circle Medical revenue, the Company has also retrospectively restated the classification of the advance payments received from Change HC in the consolidated statements of cash flows in the Company's condensed consolidated interim financial statements for each of the periods ended March 31, 2024, June 30, 2024 and September 30, 2024. Such cash flows were previously reported as operating activities and have been restated as financing activities. The following table provides a summary of the previously reported and restated amounts:

	Q3 2024		Q2 2024		Q1 2024	
	As reported	As restated	As reported	As restated	As reported	As restated
	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000
Total revenue	251,739	234,135	243,147	227,312	231,562	223,483
Net income (loss)	(75,752)	(88,426)	116,976	105,574	19,600	13,783
Net income (loss) per share, basic (in $)	(0.33)	(0.36)	0.45	0.42	0.06	0.05
Net income (loss) per share, diluted (in $)	(0.33)	(0.36)	0.43	0.41	0.06	0.04
Adjusted Gross Profit (1)	112,252	94,648	107,381	91,546	102,220	94,141
Adjusted Gross Margin (1)	44.6%	40.4%	44.2%	40.3%	44.1%	42.1%
Adjusted EBITDA (1)	32,738	15,134	30,880	15,045	28,314	20,235

	Nine months ended September 30, 2024		Six months ended June 30, 2024		Three months ended March 31, 2024	
	As reported	As restated	As reported	As restated	As reported	As restated
	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000
Net cash provided by (used in) operating activities	112,112	(31,639)	54,228	(25,097)	19,064	1,618
Net cash provided by (used in) financing activities	(73,255)	70,496	(40,777)	38,548	(9,735)	7,711

The growth in the Company's quarterly revenue is primarily attributed to acquisitions but also includes organic growth which varies by business unit.

WELL's quarterly revenue is susceptible to seasonality which varies depending on each business unit.

- For the clinic network, the winter months historically have higher patient visits due to increased cases of flu and illness in those months, resulting in an increase in revenue in Q4 and Q1, whereas the summer months of July and August have the least amount of patient visits resulting in lower clinical revenue in those two months.
- For CRH, Q1 is the weakest quarter and Q4 is the strongest seasonal quarter in terms of revenue per procedure, Adjusted Gross Profit(1) and Adjusted EBITDA(1) margins, since many patients with commercial insurance plans tend to have endoscopic procedures in the latter half of the year, at a time when their deductibles have generally been met.
- Almost all of WDC revenue arises from referrals from physicians, therefore Q2 is the seasonally strongest quarter as there are more working days in Q2 compared to the slowdown in the summer months and the December holiday season.
- Revenue generated from the Company's WELL EMR Group primarily consists of monthly recurring revenue and is less susceptible to seasonal increases and decreases.

FINANCIAL POSITION

Total assets of the Company as at March 31, 2025 were $1,811,965, representing an increase of $4,692 from $1,807,273 as at December 31, 2024. The change was related to increases in accounts and other receivable of $8,238, prepayments and other current assets of $10,836, goodwill and intangible assets of $39,097 mainly from business acquisitions; offset by reductions in the carrying value of investments of $34,369 driven mainly from the fair value loss on the Company's HEALWELL financial instruments, as well as the reduction of cash and cash equivalents of $28,510.

Total liabilities of the Company as at March 31, 2025 were $900,976, representing an increase of $23,424 from $877,552 as at December 31, 2024. The increase related primarily to increases in accounts payable of $4,468, deferred revenue of $4,709, and loans and borrowings of $47,553; offset by decreases in deferred acquisition cost liabilities of $8,854 and advances payable of $36,090 due to payments to CRH's billings service provider as described above.

Net working capital deficiency, defined as current assets less current liabilities, decreased to $(27,576) as at March 31, 2025, compared to $(35,963) at December 31, 2024. The decrease related primarily to repayment of advances of $36,090 to CRH's billings service provider as described above.

Equity attributable to owners of WELL as at March 31, 2025 decreased to $834,429, compared to $867,607 as at December 31, 2024. The net decrease of $33,178 was mainly due to the net loss for the period.

LIQUIDITY AND CAPITAL RESOURCES

Sources of Liquidity

The Company's principal sources of liquidity are cash provided by operations and access to credit facilities and equity capital resources, including private placement share offerings. The Company's primary near-term cash requirements are to pay operating expenses, fund working capital, service and repay long-term debt and to invest in research and development and technologies for growth initiatives. Cash is also used to finance acquisitions and other long-term strategic business initiatives.

The Company had cash and cash equivalents of $103,159 as at March 31, 2025 and $131,669 as at December 31, 2024. Based on its cash position, principal sources of liquidity and operating budget, the Company believes that it will have sufficient liquidity to enable the Company to meet its anticipated operating, debt service, growth, investment and other financial requirements for at least the next twelve months from the date of issuance of this Interim MD&A.

Cash Flows

The following table summarizes the Company's cash flows for the three months ended March 31, 2025 and 2024:

	Three months ended	
	March 31, 2025	March 31, 2024
	$'000	$'000
Cash provided by operating activities	**21,328**	1,618
Cash used in investing activities	**(49,028)**	(5,809)
Cash (used in) provided by financing activities	**(696)**	7,711
Effect of foreign exchange rate changes on cash and cash equivalents	**(114)**	581
Net change in cash and cash equivalents	**(28,510)**	4,101
Cash reclassified from assets held for sale	**-**	703
Cash and cash equivalents, beginning of period	**131,669**	43,423
Cash and cash equivalents, end of period	**103,159**	48,227

Operating Activities

During the three months ended March 31, 2025, the Company generated cash of $21,328 from operating activities compared to $1,618 for the three months ended March 31, 2024. The increase in cash provided by operating activities was mainly due to changes in non-cash operating items, mainly due to improved collection of accounts and other receivables in the current three month period compared to the same period in the prior year when CRH's billing service provider systems were offline.

Investing Activities

During the three months ended March 31, 2025, the Company used cash of $49,028 in investing activities, as compared to $5,809 for the three months ended March 31, 2024. This included:

- $5,444 used on the acquisition of property and equipment and internal development of intangible assets for the three months ended March 31, 2025 (2024 - $1,612);
- $37,141 used on business and asset acquisitions for the three months ended March 31, 2025 (2024 - $nil);
- $6,807 used on the purchase of equity and debt investment in associates and others for the three months ended March 31, 2025 (2024 – $nil);
- $nil generated by net proceeds from disposal of investments for the three months ended March 31, 2025 (2024 – $2,390);
- $364 generated on working capital holdback settlements for the three months ended March 31, 2025 (2024 - $95 used); and
- $nil used on deferred acquisition cost payments for the three months ended March 31, 2025 (2024 - $6,492).

Financing Activities

During the three months ended March 31, 2025, the Company used cash of $696 from financing activities compared to generating $7,711 for the three months ended March 31, 2024. The Company, via its subsidiary CRH, repaid $36,090 to Change HC under a temporary funding assistance program (2024 – received $17,446 of funding). The Company received net proceeds of $47,430 under its credit facilities for the three months ended March 31, 2025 (2024 – net repayment of $636). During the three months ended March 31, 2025, the Company paid $6,671 to non-controlling interests (2024 – $5,166) and $5,391 for lease payments (2024 - $4,519).

Loans and Borrowings

The following table summarizes the Company's loans and borrowings:

	March 31, 2025 $'000	December 31, 2024 $'000
CRH syndicated credit facility with JPM:		
Revolving loan	**154,603**	124,670
Term loan	**74,126**	75,183
WHCC and MyHealth syndicated credit facility with RBC:		
Revolving loan	**69,700**	50,700
Term loan	**41,250**	41,875
Other loans and borrowings	**382**	387
Less: Financing fees	**(2,243)**	(2,550)
Total Loans and Borrowings	**337,818**	290,265
Current portion	**5,828**	5,534
Non-current portion	**331,990**	284,731
Total Loans and Borrowings	**337,818**	290,265

The Company's syndicated credit facilities with loans outstanding of $228,729 (US$159,105) with JPM and $110,950 with RBC are subject to financial covenants based on the consolidated financial results of CRH, WELL Health Clinics Canada Inc. ("**WHCC**") and MyHealth Partners Inc. ("**MyHealth**"). Financial covenants include maintenance of certain leverage ratios, fixed charge coverage ratios and guarantor and capital expenditure thresholds and compliance is evaluated quarterly as of March 31, June 30, September 30 and December 31 of each year. The Company was in compliance with all financial covenants and other terms and conditions under its syndicated credit facilities as of March 31, 2025.

RELATED PARTY BALANCES AND TRANSACTIONS

Related Party Balances and Transactions with Management

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel consists of the Company's Board of Directors and certain members of the senior executive team. Key management personnel are the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO") and the Chief Operating Officer ("COO"). The remuneration of the Company's key management personnel during the three months ended March 31, 2025 and 2024 was as follows:

	Three months ended	
	March 31, 2025	March 31, 2024
	$'000	$'000
Salaries	**260**	250
Directors' fees	**100**	60
Stock-based compensation expense	**321**	1,979
	681	2,289

During the three months ended March 31, 2025, the Company granted no equity instruments to the CEO, CFO, COO and the Board of Directors. For the three months ended March 31, 2024, the Company granted 481,573 RSUs (197,367 to the CEO, 39,473 to the CFO, 39,473 to the COO and 205,260 to the Board of Directors), and 78,946 PSUs (39,473 to the CFO and 39,473 to the COO).

Included in other current assets as at March 31, 2025 and December 31, 2024 is $12,012 ($7,099 from the CEO, $2,641 from the CFO, and $2,272 from the COO) and $11,804 ($7,099 from the CEO, $2,433 from the CFO, and $2,272 from the COO), respectively, of receivables from related parties. These receivables were related to payroll taxes on stock issuance with respect to equity and option exercises for the related parties. They are interest bearing at interest rate as prescribed by Canada Revenue Agency, payable on demand with no specified payment terms. The Company has full recourse to assets of the related parties if they were unable or unwilling to pay.

Related Party Balances and Transactions with HEALWELL

The Company had the following balances outstanding with HEALWELL as of March 31, 2025 and December 31 2024:

	March 31, 2025	**December 31, 2024**
	$'000	$'000
Included in accounts and other receivable:		
Accounts receivable	**513**	167
Convertible promissory note receivable, including accrued interest	**5,400**	5,300
Other receivables	**5,406**	1,134
Deferred acquisition costs	**642**	642
Working capital holdback receivable	**606**	606
	12,567	7,849
Included in other current liabilities:		
Working capital holdback payable	**150**	150
Other current liabilities	**154**	154
	304	304

On February 1, 2024, in connection with its sale of Intrahealth to HEALWELL, the Company received a convertible promissory note from HEALWELL for a portion of the purchase price in the principal amount of $5,000. The promissory note bore interest at a rate of 18% per annum and was repayable over the 10 months following the closing date in either cash or shares. Effective November 1, 2024, the promissory note was amended to change the interest rate to 8% per annum and to extend the maturity date to March 31, 2026. The interest will be payable on maturity of the respective promissory notes. The outstanding amount may be converted into Class A Subordinate Voting Shares of HEALWELL at the option of the Company. As of March 31, 2025, the Company recognized receivables due from HEALWELL of $5,400 for the convertible promissory note including accrued interest (December 31, 2024 – $5,300), $642 for deferred acquisition costs (December 31, 2023 – $642) and $606 for a holdback (December 31, 2024 – $606) in relation to the sale of Intrahealth to HEALWELL.

During the three months ended March 31, 2025, the Company recognized revenue of $423 as other income for providing transition services to HEALWELL in relation to the Intrahealth transaction (three months ended March 31, 2024 - $220).

On March 5, 2025, the Company advanced $4,000 to HEALWELL under a temporary funding arrangement and recognized it in other receivables as of March 31, 2025. The advance was repaid on April 4, 2025.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions and applies judgments in the application of its accounting policies when preparing the consolidated financial statements. The resulting accounting estimates will, by definition, rarely equal the related actual results. The underlying sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are summarized as follows:

Revenue Recognition

Estimates are required in the determination of anesthesia services revenues and certain Patient Services revenues and the recoverability of the related accounts receivable. The Company recognizes anesthesia service revenues and certain Patient Services revenues net of contractual adjustments and implicit price concessions, which are estimated based on the historical trend of cash collections and contractual adjustments. For certain patient services relating to the Company's subsidiary Circle Medical, management used an expert to assist with the significant judgement that is required in determining the Company's right to payment under those contracts with payors.

Impairment Testing of Goodwill and Other Intangible Assets

The Company tests at least annually whether goodwill and indefinite lived intangibles have suffered any impairment, in accordance with the requirements of IAS 36 "Impairment of Assets". The recoverable amounts of cash-generating units (CGUs) or groups of CGUs are determined based on the greater of their fair value less costs of disposal and value in use. These calculations, which include a discounted cash flow model, require the use of estimates.

For the purposes of impairment testing, assets are grouped into CGUs that have been identified as being the smallest identifiable group of assets that generate cash inflows that are independent of cash inflows of other assets or groups of assets. The determination of these CGUs and the allocation of goodwill to CGUs or groups of CGUs is based on management's judgment with regards to organizational structure, shared resources and infrastructure, geographical proximity, product type and other relevant factors.

Value in use calculations require management to make certain assumptions, including significant estimates about forecasted revenue levels and growth rates, operating margins, and discount rates. In arriving at its forecasts, the Company considered historical performance, current industry trends, and market opportunities.

Investment in Subsidiaries and Associates

When accounting for its investments in other entities, the Company must determine which entities it controls and over which entities it has significant influence. Control over a subsidiary exists when the Company is exposed to and has the rights to variable returns of the subsidiary and has the ability to affect those returns through its power over the entity. Significant influence exists when the Company has the power to participate in the financial and operating policy decisions of an entity but does not control or jointly control those policies. The Company applies considerable judgment when evaluating the relevant interests, rights, relationships, and other relevant factors to determine whether it controls another entity or has significant influence over another entity. Such judgments include determining what constitutes the relevant activities of an entity and how they are directed, determining whether potential voting rights are substantive rights, and assessing the impact of any financial or operational dependencies, shared or common key management personnel or any special relationships that suggest that the Company may have more than a passive interest in the other entity.

Business Combinations

On the completion of business acquisitions, management's judgment is required to estimate the fair value of purchase consideration and to identify and estimate the fair values of assets, liabilities, and non-controlling interests. The determination of the fair value of assets and liabilities acquired is based on management's estimates using the excess earnings method and relief from royalty method to value intangible assets using discounted cash flow models. Significant assumptions include revenue growth rates, customer attrition and discount rates.

Recognition of Contingent Consideration

In certain acquisitions, the purchase consideration transferred by the Company may include contingent consideration which is subject to the acquired business achieving certain performance targets. At the date of acquisition and at each subsequent reporting period, the Company estimates the future performance of acquired businesses, which are subject to contingent consideration, in order to assess the probability that the acquired business will achieve its performance targets and thus earn its contingent consideration. Any change in the fair value of the contingent consideration classified as either a deferred acquisition cost liability at the date of acquisition or as a time-based earnout recognized as expense over time during the post-acquisition requisite service period is included in net income or loss in the period that the change is determined. Changes in fair value arise as a result of various factors, including the estimated probability of the acquired business achieving its earnings targets.

Initial Recognition of Right-of-use Assets, Lease Receivable and Liability

The preparation of consolidated financial statements requires that the Company's management makes assumptions and estimates on the classification of leases and the right-of-use assets. When assessing the classification of a lease agreement, certain estimates and assumptions need to be made and applied, which include, but are not limited to, the determination of the expected lease term and minimum lease payments, implicit borrowing rate, the assessment of the likelihood of exercising renewal options, annual inflation factor and estimation of the fair value of the lease property at lease commencement.

Assets Held for Sale

Judgment is required in assessing whether certain assets meet the criteria to be classified as held for sale. For non-current assets and disposal groups to be considered as held for sale, the asset or disposal group must be available for immediate disposal, by sale or otherwise, in its present condition subject only to terms that are usual and customary for sales of such assets or disposal groups and its sale must be highly probable.

Fair Value of Financial Instruments

The Company uses various valuation methodologies when estimating the fair value of its financial assets and financial liabilities. Fair values are based on quoted market prices where available from active markets, otherwise fair values are estimated using internal and external valuation models including discounted cash flow analysis, option pricing models and other more complex mathematical models, as applicable. Fair values determined using valuation models require the use of estimates and assumptions concerning the amount and timing of estimated future cash flows, discount rates, credit risk, and other factors. In determining these assumptions, the Company uses primarily external, readily observable market inputs, including share prices, interest rates, credit spreads and historical share price volatilities, as applicable. Assumptions or inputs that are not based on observable market data are used when external data are unavailable including expected share price volatility, expected terms, restriction period discounts and other inputs. Management applies significant judgment in selecting the valuation model to be used for estimating fair value for each financial instrument, determining model input assumptions, determining which inputs are significant to the valuation, and when applying adjustments to model values for unobservable factors. The fair value estimates that require the most significant judgment and estimation relate to the Company's investments in HEALWELL including convertibles debentures, warrants and call option and the Company's deferred acquisition cost liabilities, and the resulting change in fair value of investments as reported in the consolidated statement of income.

Hedge Accounting

The Company applies judgment when assessing whether a hedging relationship meets the criteria to qualify for hedge accounting and when assessing ongoing hedge effectiveness requirements. Hedge accounting is discontinued when a hedging relationship ceases to meet the qualifying criteria including when the hedging instrument or hedged item ceases to exist as a result of maturity, expiry or termination. The fair values of hedging instruments, which can fluctuate from period to period, are primarily derived from credit risk adjusted valuation models. When hedge accounting is not applied to a hedging relationship, the changes in fair value during the period are recognized immediately in earnings and can result in significant variability in net income (loss).

FINANCIAL INSTRUMENTS

A financial instrument is a contract that gives rise to a financial asset in one entity and a financial liability or equity instrument in another entity. Financial assets, financial liabilities and equity instruments are classified according to the substance of the contractual arrangements and the definitions of these elements under IAS 32, "Financial instruments: Presentation". Financial assets and financial liabilities, including derivatives, are recognized in the consolidated statement of financial position when the Company becomes a party to the contractual provisions of the financial instrument. On initial recognition all financial instruments are recognized at fair value and are subsequently measured based on their classification.

Classification of Financial Instruments

The following table summarizes the Company's financial instruments and their carrying amounts:

	March 31, 2025	December 31, 2024
Financial assets at amortized cost	**$'000**	$'000
Cash and cash equivalents	**103,159**	131,669
Accounts and other receivables	**192,743**	184,505
Lease receivable	**2,108**	2,279
Other current and non-current assets	**44,031**	29,914
	342,041	348,367
Financial assets at fair value through profit or loss ("FVPL")		
Equity and debt investments	**54,937**	158,476
Financial liabilities at amortized cost		
Accounts payable and accrued liabilities	**91,051**	86,583
Loans and borrowings	**337,818**	290,265
Convertible debentures	**57,677**	55,094
Redeemable preferred shares	**49,845**	48,054
Lease liability	**78,746**	79,730
Advances payable	**129,351**	165,441
Other current and non-current liabilities	**37,731**	30,274
	782,219	755,441
Financial liabilities at fair value through profit or loss ("FVPL")		
Deferred acquisition costs	**22,085**	30,939

Fair Value Measurements

The Company's loans and borrowings, which are mainly comprised of the JPM facility and the RBC facility, are floating rate instruments which are based on SOFR plus 1.75% to 3.00% dependent on CRH's total leverage ratio and CORRA plus 1.50% to 3.25% dependent on WHCC and MyHealth's total funded debt to EBITDA ratio, respectively. The Company estimated the fair value of these financial instruments to be $225,360 (US$156,761) for the JPM facility, and $110,950 for the RBC facility as at March 31, 2025 based on a discounted cash flow analysis using Level 2 directly observable market inputs (December 31, 2024 - $195,918 (US$136,158) for the JPM facility, and $92,575 for the RBC facility).

The fair value of the Company's convertible debentures, including the equity component, was $70,350 as of March 31, 2025 (December 31, 2024 - $71,750), based on the Level 1 quoted market price of the convertible debentures on that date.

The fair value of the Company's redeemable preferred shares issued by its subsidiary, WELLSTAR, is estimated to be $50,378 on March 31, 2025 and December 31, 2024, equal to the gross proceeds received upon issuance on December 11, 2024 given the short period of time that has elapsed since the redeemable preferred shares were issued.

Financial Risk Management

Liquidity Risk

The maturities of the contractual cash flows of the Company's financial liabilities are as follows:

		Undiscounted payments due by period			
	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
At March 31, 2025	**$'000**	$'000	$'000	$'000	$'000
Deferred acquisition costs and time-based earnouts	**31,037**	5,009	22,165	3,863	-
Lease obligations' minimum payments	**91,653**	21,178	36,058	19,784	14,633
Accounts payable and accrued liabilities	**91,051**	91,051	-	-	-
Working capital holdbacks	**3,373**	3,373	-	-	-
Advances payable	**129,351**	129,351	-	-	-
Other current and non-current liabilities	**34,358**	31,771	2,587	-	-
Loans and borrowings	**339,679**	5,222	334,457	-	-
Convertible debentures	**77,700**	3,850	73,850	-	-
	798,202	**290,805**	**469,117**	**23,647**	**14,633**

On March 28, 2024, the Company entered into an agreement with a cloud hosting services provider to secure infrastructure services for its operations. Pursuant to this agreement, the Company and its affiliates has committed to spending a total of $25,000 over a period of five years. As of March 31, 2025, the Company had a remaining commitment of $22,411 under this agreement.

Interest Rate Risk

The Company is exposed to fluctuations in interest rates through variable rate debt obligations under its syndicated credit facilities with JPM and RBC. The Company from time-to-time uses interest rate swap contracts to hedge the variability of the cash flows attributable to changes in the relevant benchmark variable interest rates.

With all other variables held constant, a 10% upward movement in the interest rate would have increased net loss by approximately $1,243 for the three months ended March 31, 2025. There would be an equal and opposite impact on net loss with a 10% downward movement in the interest rate.

Foreign Currency Risk

The Company is exposed to foreign exchange risk on revenue contracts, purchase contracts and loans and borrowings denominated in currencies other than the currency of the Company's contracting entity. For Canadian operations, this is typically the U.S. dollar and for U.S. entities, this is typically the Canadian dollar. The Company is also exposed to foreign currency risk on translation of the net assets of its foreign operations to Canadian dollars.

The Company from time-to-time uses foreign currency forward contracts to manage its exposure to transactions in foreign currencies. These transactions include forecasted transactions and firm commitments denominated in foreign currencies.

The Company had no foreign currency forward contracts outstanding as at March 31, 2025 and December 31, 2024.

The Company has foreign currency subsidiaries and a 10% movement in foreign exchange rates versus the U.S. dollar would result in approximately $66 change in the Company's net loss for the three months ended March 31, 2025.

WELL'S ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") PROGRAM

In 2021, WELL developed and launched its ESG Program which is an integral part of the Company's growth strategy and reflects its ongoing commitment to delivering on its mission, vision, and purpose. In 2024, WELL Health launched their latest ESG Report titled, COPILOTS in healthcare transformation. WELL Health provides tools that support the entire healthcare ecosystem: the public sector, the clinic owners, the care providers and the people who rely on their services. Just as the copilot of a plane prepares the environment to streamline the pilot's work and helps guarantee a successful voyage, WELL Health develops technologies that create a context in which today's healthcare provider is better equipped to navigate the challenges of modern healthcare. Through constant innovation and dedication to environmental, social and governmental (ESG) excellence, WELL transforms the healthcare ecosystem by drawing on proven and rapidly evolving technologies such as AI to empower healthcare providers to be more efficient, effective and confident, reduce "burn out" and provide patients with faster, more convenient access to care and better health outcomes. Also in 2024, WELL was independently certified as a Great Place to Work® by the Great Place to Work Institute® Canada for the second year in a row, and also added this prestigious certification for the USA, an achievement that reflects the Company's strong commitment to creating a workplace culture centered on trust, belonging, and employee well-being, aligning with its 'Healthy Place to Work' ESG strategy pillar. Key Highlights from the latest ESG report include increased digitization and efficiency in care delivery using AI and other leading-edge technologies, as well as enhanced efforts to help the healthcare industry improve its security and privacy posture.

The Company's ESG strategy has established a number of ESG priorities that support its overall growth strategy:

- **Practitioner support and digital enablement:** To improve health outcomes for patients by supporting the practitioner to provide timely, accessible, and high-quality patient-centered continuous care.
- **Safeguarding Patient Data:** To safeguard the privacy and security of our patient's data while empowering them to leverage their health information.
- **A Healthy Place to Work:** To uphold a culture built on respect that reflects our diverse people and communities we serve, prioritizes health and wellbeing, and empowers our people to be the best they can be.
- **Disciplined Governance and Risk Framework:** Maintaining strong oversight and discipline, including management of risk and compliance, across our business activities.

WELL is a well-diversified, fast-growing digital health and tech-enabled healthcare company delivering on a strong ESG program and building societal value. WELL is a purpose-driven business that aims to transform the world for the better, and as such the Company has embarked on an ongoing ESG program. The Company publishes an annual ESG report highlighting WELL's ESG strategy, reporting initiatives, and targeted actions can be found at esg.well.company.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure Controls and Procedures

Management, under the supervision of the CEO and the CFO of the Company, has designed or caused to be designed under their supervision disclosure controls and procedures ("**DC&P**"), as defined in National Instrument 52-109 - *Certification of Disclosure in Issuer's Annual and Interim Filings* ("**NI 52-109**"), to provide reasonable assurance that: (a) material information relating to the Company is made known to them by others, particularly during the period in which the annual and interim filings are being prepared; and (b) information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by the Company under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

Management, under the supervision of the CEO and the CFO, has evaluated, or caused to be evaluated, the effectiveness of the Company's DC&P as of March 31, 2025. As a result of this evaluation, the CEO and the CFO have concluded that the Company's DC&P were not effective as of March 31, 2025 to provide reasonable assurance that all material information relating to Circle Medical was reported as required due to a material weakness in the current operation of the Company's internal control over financial reporting as defined in NI 52-109 ("**ICFR**"), as described below.

Management's Interim Report on Internal Controls over Financial Reporting

The Company, under the supervision of the CEO and CFO, is responsible for designing ICFR in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS as issued by the IASB.

As of March 31, 2025, an evaluation was carried out, under the supervision of the CEO and the CFO, of the effectiveness of the Company's ICFR. Based on this evaluation, the CEO and the CFO concluded that a material weakness existed, as described below, and due to the material weakness, the Company's ICFR were not effective as of March 31, 2025. The control framework used to design and evaluate the effectiveness of the Company's ICFR is established under the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) on Internal Control – Integrated Framework (2013 framework). A material weakness is a deficiency, or combination of deficiencies, in ICFR, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

In connection with the Company's evaluation of ICFR, the following control deficiency was considered to be a material weakness as of December 31, 2024 that continued to exist as of March 31, 2025, and is being remediated by the Company:

Control Environment at Circle Medical

The Company has identified that it did not maintain an effective control environment at its non-wholly owned subsidiary Circle Medial as a result of the following:

- Insufficient resources and personnel with knowledge and skill commensurate with the financial reporting requirements.
- Inadequate written policies and procedures for timely reporting of information from the Company's subsidiary to the Company.

As a consequence of the foregoing, the Company did not have complete effective control activities related to the design, implementation and operation of process-level and management review control activities related to the appropriate recognition of revenue of Circle Medical for the purposes of the Company's financial reporting.

Remediation of Material Weakness in ICFR

Management, with oversight from the Audit Committee, has initiated, and will continue to implement, remediation measures related to the material weakness identified, which includes:

- Recruiting, identifying and hiring dedicated risk and compliance resources to report directly to the Circle Medical board of directors; enhancing training of accounting, legal and billing staff and assessing sufficiency of related resources and personnel; and assessing, enhancing and adopting compliance and control policies, processes and procedures, including enhanced communication of information from the Company's subsidiaries to the Company in a timely manner.

Management has initiated remediation actions to address the material weakness and further actions are ongoing or have not been implemented for a sufficient amount of time to test and conclude on the effectiveness of the remediation actions as of March 31, 2025. As a result, the material weakness continues to be present as of March 31, 2025.

Changes in internal controls over financial reporting

Other than the material weakness and related remediation process described above, there were no changes to the Company's ICFR during the three months ended March 31, 2025, that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Limitations on Effectiveness of Disclosure Controls and Procedures and Internal Control over Financial Reporting

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are 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 error or fraud, if any, will be detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected on a timely basis, notwithstanding the remediation of the material weaknesses.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at May 13, 2025 the Company had the following securities issued and outstanding:

Description of Security	Number of Securities Outstanding	Additional Comments
Common Shares	253,130,853	
Stock Options	315,500	Exercisable at prices ranging from $2.24 to $3.25
RSUs	2,371,582	
PSUs	1,928,435	
Convertible debentures	7,583,966	
Total, Fully Diluted	**265,330,336**	

RISKS AND UNCERTAINTIES

The Company's management believes that the following risks are among the most important in order to understand the issues that face its financial performance, business and its approach to risk management:

1. **The Company is Reliant on its Key Personnel:** The Company's success depends substantially on its small number of officers and executives, including Hamed Shahbazi as the CEO and Chair, Eva Fong as the CFO, and Amir Javidan as the COO. If the Company lost the services of one or more key executive members, its ability to implement its business plan could be severely impaired.

2. **Legal Proceedings:** The Company is currently facing claims in both Canada and the U.S., and may be subject to further investigations, claims, arbitrations, lawsuits (including class-action lawsuits) or other dispute resolution proceedings by private and public entities in the ordinary course of its business (collectively, the "**Proceedings**"). The results of all these existing and future Proceedings cannot be predicted with certainty due to the nature of the dispute resolution process, particularly as the law surrounding the medical industry, virtual services, AI, and privacy evolves across jurisdictions. New standards, legal theories, and causes of action emerge and the possibility that new decisions may be reversed on appeal result in uncertainty for the Company. Depending on the cost of any negotiated settlement, damages, fines or penalties, the Company's insurance may not be sufficient to cover such amounts, and the Company or its subsidiaries would be required to cover the difference of any such amount.

   Since November 2023, the Company's subsidiary WISP, has had two class actions and one mass arbitration filed against it, each alleging pixel tracking technologies deployed on WISP's website used to improve marketing and advertising initiatives, improperly collected and disclosed personal health information to third-party social media platforms (Meta Platforms Inc. dba Facebook, Google, Bing/Microsoft, and Tik Tok Inc.). WISP has settled one class action and the mass arbitration matters. The other class action has been settled pending final court approval.

   In September 2024, the Company's non-wholly owned Delaware subsidiary Circle Medical received a RFI from the Civil Division of the USAO relating to claims for reimbursement submitted to both federal health care programs and private insurers. Circle Medical voluntarily responded to the RFI and discussions with the USAO regarding this matter are ongoing. The Company cannot predict the outcome of the RFI, nor the length of time it may take to resolve the RFI, or other related actions that might ensue.

3. **Third Party Suppliers:** The Company relies heavily on third parties such as its IT and EMR vendors/partners and medical supply vendors to provide some of its goods and services. If these third parties were unable or unwilling to provide these goods and services in the future, or provide these goods and services less cost effectively due to inflation, WELL would need to obtain such goods or services from other providers if they are available. This could cause the Company to incur additional costs or cause material interruptions to its business until these goods and services are replaced, if possible. In the event of a loss of data or breach of the contractual provisions by the third party supplier which leads to monetary loss or damages to the Company, the Company would be affected if they could not recover such amounts from the third party supplier.

4. **Stock Market Volatility:** There can be no assurance that an active and liquid market for the Company's common shares will be maintained and investors may find it difficult to resell the common shares. The market price of the Company's common shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company and its subsidiaries, general economic conditions, legislative changes, the impacts of any short selling activities on supply and demand for the Company's common shares, and other events and factors outside of the Company's control. In addition, stock markets have from time-to-time experienced extreme price and volume fluctuations, which could adversely affect the market price for the Company's common shares. As the Company operates a highly accretive M&A program with acquisitions partly funded by the Company's common shares, a decline in the Company's share price could adversely affect the Company's pace of acquisitions and M&A activity.

5. **Healthcare Regulation and Government Policy:** Healthcare service providers in Canada and the U.S. are subject to various governmental regulation 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 governmental regulation, delisting of services, and licensing requirements relating to healthcare services, or their interpretation and application, could adversely affect the business, financial condition, accounting treatment and results of operations of these business units. 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.

6. **AI Technologies**: The Company develops, sells and has deployed products and services which incorporate third party large language model technologies (collectively "AI") to facilitate–and improve healthcare delivery. While some laws, regulations, and guidance have been published with respect to the use of AI in the healthcare system, particularly as it relates to the privacy of individuals; due to its relative recent popularity, robust legislation, regulations, case-law, standards and guidance have yet to emerge across all jurisdictions. The Company has adopted a risk-based approach for the development and deployment of AI technologies across its business. Depending on future case-law or government bodies' interpretations of existing laws or regulations, the Company's interpretation of existing laws and regulations could be found to be in violation of existing laws and the Company may be subject to fines or penalties. The public's attitude towards AI technologies as part of healthcare delivery, are subject to

change and may require Company to alter its product and service offering to comply with new requirements or shifting public attitudes towards AI technologies. Further, the Company relies on third party large language models to provide its product offering. If these third parties no longer provide such services, or are no longer able to provide such services to the standards required of the Company, the Company's ability to offer and utilize AI products and services will be comprised.

7. **Potential for Software Systems, Database or Network Related Failures or Defects:** The Company relies on software systems, databases and networks to process, transmit and store digital information. The Company also relies on technological solutions from a number of vendors and business units to effectively work together in order to deliver its digital solutions and services to its customers. A software bug, failure or defect may negatively impact software systems, databases and networks from operating properly which could result in the inability of our customers from receiving our products for an indeterminate period of time.

8. **Cybersecurity**: The Company relies on digital and internet technologies to conduct and expand its operations, including reliance on information technology to process, transmit and store sensitive and confidential data, including protected health information, personally identifiable information, and proprietary and confidential business performance data. As a result, the Company and/or its customers are exposed to risks related to cybersecurity. Such risks may include unauthorized access, use, or disclosure of sensitive information (including confidential patient health records), corruption or destruction of data, or operational disruption resulting from system impairment (e.g., malware and ransomware). Third parties to whom the Company outsources certain functions, their service providers and subcontractors, and third parties with whom their systems interface, are also subject to the risks outlined above and may not have or use appropriate controls to protect confidential information and business systems. A breach or attack affecting a third-party service provider or partner could harm the Company's business even if the Company does not control the service that is attacked or directly contract with an affected entity. For instance, the February 2024 ransomware attack against Change HC, a unit of UnitedHealth Group, directly affected the Company's collections of receivables, as its primary revenue cycle management vendor utilized Change HC as a clearing house. Further, the Company has noted increases in frequency and sophistication of cybersecurity attacks as a result of the use of artificial intelligence by threat actors.

   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 patients and third parties with whom the Company interacts, may result in negative consequences, including the inability to process patient transactions, reputational harm affecting patient 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' ongoing risk and exposure to these matters is partially attributable to the evolving nature of these threats.

9. **WELL has experienced rapid growth**: The Company has experienced a period of rapid growth in its headcount and operations. WELL's consolidated revenue grew from $569.1 million for the year ended December 31, 2022 to $919.6 million for the year ended December 31, 2024. The Company's number of full-time employees has increased significantly over the last few years, from 1,710 employees as of December 31, 2022 to 3,200 employees as of December 31, 2024. The Company anticipates that it will continue to significantly expand its operations and headcount in the near term as it continues to scale domestically and internationally. The Company is continually executing a number of growth initiatives, strategies and operating plans designed to enhance its business. The anticipated benefits from these efforts are based on several assumptions that may prove to be inaccurate. Moreover, the Company may not be able to successfully complete these growth initiatives, strategies and operating plans and realize all of the benefits, including growth targets and synergies, that it expects to achieve, or it may be more costly to do so than WELL anticipates. This growth has placed, and future growth will place, a significant strain on the Company's management, administrative, operational, compliance and financial infrastructure. The Company's success will depend in part on its ability to manage this growth effectively and execute its business plan. To manage the expected growth of operations and personnel, the Company will need to continue to improve its operational, financial, compliance and management controls, and its reporting systems and procedures, and the Company will need to ensure that it maintains high levels of patient care and support. Failure to effectively manage growth and execute on the business plan could result in difficulty or delays in increasing the size of the Company's customer base, declines in quality of patient care, support, or satisfaction, increases in costs, difficulties in introducing new products or features, or other operational difficulties, and any of these difficulties could adversely affect the Company's business performance and results of operations.

10. **General Regulatory Compliance:** Due to the numerous jurisdictions in which the Company operates and the nature of its businesses, the Company needs to comply with each jurisdiction's laws and regulations on a wide variety of different subject, including: employment standards, privacy, tax, corporate/commercial, zoning, and securities law. While such laws, regulations, and standards are often similar as between jurisdictions, differences exist and substantial resources are required to ensure compliance with changing legislation, court decisions, guidance, regulations, and amendments in each jurisdiction.

11. **Changes to Payment Rates or Methods of Third-Party Payors May Adversely Impact Profitability:** Changes in payment rates, including U.S. government healthcare programs, changes to the U.S. laws and regulations that regulate payments for medical services, the failure of payment rates to increase as costs increase, or changes to payor mix, could adversely affect operating margins and revenues. The Company provides anesthesia services primarily through fee for service payor arrangements. Under these arrangements, the Company collects fees directly through the entities at which anesthesia services are provided, and assumes financial risks related to changes in third-party reimbursement rates and changes in payor mix. The Company's revenue decreases if the volume or reimbursement decreases, but the expenses may not decrease proportionately. The Company depends primarily on U.S. government, third party commercial and private and governmental third-party sources of payment for the services provided to patients. The amount that the Company receives for our services

may be adversely affected by market and cost factors, as well as other factors over which it has no control, including changes to the Medicare and Medicaid payment systems. U.S. health reform efforts at the federal and state levels may increase the likelihood of significant changes affecting U.S. government programs.

12. **Acquisitions and Integration of new Businesses Create Risks and May Affect Operating Results:** The Company has and continues to expect to make acquisitions of various sizes and resulting in ownership by the Company of wholly-owned and non wholly-owned subsidiaries, and continues to integrate previously acquired businesses. There is no assurance that the Company will be able to continue to acquire businesses on satisfactory terms or at all, which could impact the growth strategy of the Company. Acquisitions involve the commitment of capital, management time and other resources, and such acquisitions could have a financial impact in the year of acquisition and beyond. The speed and effectiveness with which WELL integrates acquired companies into its existing businesses and the upfront capital that may be required to realize any synergies may have a significant impact on WELL's ability to achieve its growth and profitability targets. In addition, WELL may devote significant time and resources towards evaluating business acquisition opportunities, and ultimately elect not to proceed with such acquisitions. The successful integration and management of acquired businesses, and the Company's ability to realize the expected run-rate revenue and Adjusted EBITDA contribution and synergies, are subject to numerous risks and uncertainties that could adversely affect the Company's growth and profitability, including that: management may not be able to manage acquired businesses successfully and the integration may place significant demands on management, thereby diverting its attention from existing operations; operational, financial and management systems may be incompatible with or inadequate to integrate into the Company's systems and management may not be able to utilize acquired systems effectively; acquired businesses may require substantial financial resources that could otherwise be used in the development of other aspects of the Company's existing business; expected synergies in support of the acquisition model may not be fully realized as anticipated or could take longer to realize than expected; despite the Company undertaking comprehensive due diligence of acquired businesses, such due diligence may not uncover all liabilities of acquired businesses, and the scope of any indemnification obligations of the vendors may not be sufficient to cover any such liabilities; historical financial information for certain acquired businesses may be based on carve-out financial information given acquired businesses may have been consolidated into the larger operations of the applicable vendors; the customer contracts underlying acquired businesses may not be retained or renewed on similar terms; acquired businesses may result in liabilities and contingencies which could be significant to the Company's operations; integration activities may distract management and other employees from running the day-to-day business and result in unintended declines in service to existing customers; and personnel from acquired businesses and its existing businesses may not be integrated as efficiently or at the rate foreseen.

13. **Uncertainty of Liquidity and Capital Requirements:** The future capital requirements of the Company will depend on many factors, including all matters relating to the risks identified herein, the number and size of acquisitions consummated (if any), rate of growth of its client base, the costs of expanding into new markets (if any), the growth of the market for healthcare services and the costs of administration. In order to meet such capital requirements, the Company may consider additional public or private financing (including the incurrence of debt and the issuance of additional common shares) to fund all or a part of a particular venture, which could cause dilution of current shareholders' interest in the Company. There can be no assurance that additional funding will be available or, if available, that it will be available on

acceptable terms. There can be no assurance that the Company will be able to raise additional capital if its capital resources are depleted or exhausted. Further, due to regulatory impediments and lack of investor appetite, the ability of the Company to issue additional common shares or other securities exchangeable for or convertible into common shares to finance acquisitions may be restricted.

14. **Business Concentration by Region and Service Type:** The Company processes a significant amount of primary patient services transactions and earns a majority of its revenue from two geographic locations, the Provinces of British Columbia and Ontario, Canada. Further, the Company has a substantial portion of its revenue generated by CRH through its anesthesia services in the US. If economic, regulatory, legislative, or other factors affecting the Company's business in these jurisdictions or these services were to adversely change, the revenues of the Company would be negatively impacted.

15. **Mandatory Redemption of Physician Partners' Ownership Interests in Anesthesia Companies:** The Company's wholly-owned subsidiary, CRH, has operating agreements with its physician partners which contain a savings clause that is triggered upon an adverse governmental action, including a change in U.S. federal or state laws, rules or regulations or an interpretation of such U.S. federal or state laws, rules or regulations (each an "**Adverse Governmental Action**"). Upon the occurrence of an Adverse Governmental Action, the savings clause will require divestiture of the physicians' ownership in the anesthesia company and CRH would be required to redeem the physicians' ownership interest. If an Adverse Governmental Action occurs under a particular state's law, CRH would be required to redeem the ownership interests of each physician partner in such state. If an Adverse Governmental Action occurs under U.S. federal law, CRH would be required to redeem the ownership interest of each physician partner in the U.S. The redemption price of each anesthesia company is based upon a predetermined multiple of such anesthesia company's EBITDA, which reflects the fair market value of the redeemed interests. This could impact our cash flow during the redemption period. The redemption occurs over a period of four or five years depending on each applicable operating agreement.

16. **Privacy of Personal and Health Information:** The Company and its subsidiaries' employees and consultants have access, in the course of their duties, to personal information of clients of the Company and specifically their medical histories. Even with a compliant privacy program including policies, procedures and systems, breaches may still occur. If a client's privacy is violated, or if the Company is found to have violated any law or regulation in any jurisdiction in which it operates, in addition to the reputational risk of such violation, it could be liable for damages as a result of claims initiated by affected individuals, and/or fines or penalties issued by governmental authorities.

17. **Reliance on Physician and Other Healthcare Professionals:** The Company relies heavily on the availability of physicians and other healthcare professionals to provide services at its facilities. If physicians and other healthcare professionals were unavailable, or unable or unwilling to provide these services in the future due to any sort of reason including infection due to future pandemics, competition from hospitals, and shortage of workers, this would cause interruptions in the Company's business. As such, vacancies and disabilities relating to the Company's current medical staff may cause interruptions in the Company's business and result in lower revenues. As the Company expands its operations, it may encounter difficulty in securing the necessary professional medical and skilled support staff to support its expanding operations. There is currently a shortage of certain physicians in Canada and the U.S. and this may affect the Company's ability to hire physicians and other healthcare practitioners in adequate

numbers to support its growth plans, which may adversely affect the business, financial condition and results of operations.

18. **Public Company Financial Reporting:** The Company is subject to reporting and other obligations under applicable Canadian securities laws and TSX rules, including National Instrument 52-109. These reporting and other obligations place significant demands on the Company's management, administrative, operational, and accounting resources. In particular, NI 52-109 requires the Company's Chief Executive Officer and Chief Financial Officer to certify, among other things, the design and effectiveness of disclosure controls and procedures and internal control over financial reporting. As a result, the Company must dedicate substantial internal resources to maintain, evaluate, and improve its internal control environment and ensure compliance with certification requirements. The Company has identified certain material weaknesses in its internal controls, as described under the above section "Disclosure Controls and Internal Controls over Financial Reporting". Additional weaknesses in the Company's disclosure controls and internal control over financial reporting may also be discovered in the future. Any failure to maintain effective internal controls or any difficulties encountered in their implementation or improvement could harm the Company's results of operations or cause the Company to fail to meet its reporting obligations or result in material misstatements in its consolidated financial statements. If the Company cannot provide reliable financial reports, provide timely disclosure, or prevent fraud, its reputation and operating results could be materially harmed, which could also cause investors to lose confidence in the Company's reported financial information, which could result in a lower trading price of its securities. Management does not expect that the Company's disclosure controls and procedures and internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that its 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. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. 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. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

19. **The Company May Write off Intangible Assets or Carrying Value May Be Impaired:** The Company's intangible assets, including goodwill, are subject to periodic impairment testing. These assessments require management to make significant judgments regarding the expected future cash flows of the relevant cash-generating units and the determination of appropriate discount rates, all of which are subject to estimation uncertainty. Changes in internal or external factors, including underperformance of acquired businesses, changes in market conditions, or broader economic pressures, may lead to a reduction in the estimated recoverable amount of goodwill or other intangible assets. If the carrying value of these assets exceeds their recoverable amount, the Company would be required to record a non-cash impairment charge. Any such charge could have a material adverse impact on the Company's financial performance and condition, and may affect the trading price of its common shares.

20. **Third Party Real Estate and/or Commercial Leases:** The Company acts both as a tenant, sub-tenant and a sub-landlord within the context of the commercial spaces that it operates in. The Company

does not own real property. There is a risk that these leases may not be renewed at the end of term, and a risk that an alternative location cannot be found. Moreover, these leased properties are managed by third parties and as such there is no assurance that they will be managed and maintained to meet any required environmental and safety standards.

21. **Natural Disasters, Pandemics or Other Catastrophic Events:** Catastrophic events in general can have a material impact on the potential continuity of the business. The potential resurgence of COVID-19, or the emergence of another global pandemic, could adversely affect our patient care operations, as healthcare providers may have heightened exposure if an outbreak occurs in their geography. The Company's ability to provide health care services may be adversely affected or disrupted as a result of changing patient intake patterns and needs as well as reduced availability of physicians and/or support staff. Further, an outbreak could result in adverse effects on our business and operations due to prioritization of clinic resources toward the outbreak or if quarantines and/or restrictions (such as travel restrictions) impede physician, staff or patient movement or interrupt healthcare services. In addition, the Company relies on third-party service providers to assist them in managing, monitoring and otherwise carrying out aspects of its business and operations, and the outbreak may affect their ability to devote sufficient time and resources to our programs or to travel to sites to perform work for the Company. The Company's third-party contract supplier organizations' ability to deliver on a timely basis our required medical and other supplies such as personal protective equipment may also be limited or affected materially. Such events may result in a period of business disruption, reduced operations, any of which could materially affect our business, financial condition and results of operations. The Company's ability to serve patients remotely via telehealth services could be affected by technology vulnerabilities and/or glitches that could impede the ability for physicians and patients to access and/or utilize the software reliably.

22. **Technological Changes:** The Company operates in a highly competitive environment where its software and other products and services are subject to rapid technological change and evolving industry standards. The Company's future success partly depends on its ability to acquire, design and produce new products and services, deliver enhancements to its existing products and services, accurately predict and anticipate evolving technology and respond to technological advances in its industry and its customers' increasingly sophisticated needs. As the Company continues to grow, its customer base becomes a larger target for other companies with similar products to develop targeted marketing strategies to poach customers.

23. **Use of Open Source Software:** The Company's operations depend, in part, on how it makes use of certain open source software products and components. These open-source software products are developed by third parties over whom the Company has no control. The Company has no assurances that the open source components do not infringe on the intellectual property rights of others. The Company could be exposed to infringement claims and liability in connection with the use of these open source software components, and the Company may be forced to replace these components with internally developed software or software obtained from another supplier, which may increase its expenses. The Company has conducted no independent investigation to determine whether the sources of the open source software have the rights necessary to permit the Company to use this software free of claims of infringement by third parties. The developers of open source software may be under no obligation to maintain or update that software, and the Company may be forced to maintain or update such software itself or replace such software with internally developed software or software obtained

from another supplier, which may increase its expenses. Making such replacements could also delay enhancements to the Company's services. Certain open source software licenses provide that the licensed software may be freely used, modified and distributed to others provided that any modifications made to such software, including the source code to such modifications, are also made available under the same terms and conditions. As a result, any modifications the Company makes to such software may be made available to all downstream users of the software, including its competitors. Open source software licenses may require us to make source code for the derivative works available to the public. In the event that the Company inadvertently uses open source software without the correct license form, or a copyright holder of any open source software were to successfully establish in court that we had not complied with the terms of a license for a particular work, the Company could be required to release the source code of that work.

24. **Directors and Officers May Have Conflicts of Interests:** Certain of the directors and/or officers of the Company may also serve as directors and/or officers of other companies, including affiliates of the Company and majority-owned publicly traded and private entities, and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company is expected to be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

FORWARD-LOOKING INFORMATION

Certain statements in this Interim MD&A constitute forward-looking information within the meaning of applicable securities laws. Forward-looking information includes, but are not limited to, the Company's goals, expected costs, objectives, growth strategies, M&A program, improving the patient experience, obtaining operational efficiency, improving overall care performance, the intention to be an active acquirer within the healthcare services and digital health technologies, maximizing income potential from health clinics, the acquisition of additional health clinics and technologies, the ability to obtain cost efficiencies and improvements through synergies, the use of technology in the Company's business activities, opportunities to leverage its investments in third party technology platforms, the benefits of using open source based technology solutions, the share purchase agreements in respect of its acquisitions, expectations of future revenue and adjusted gross margins, as well as information with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking information generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events. Such forward-looking information reflects the management's current beliefs and are based on information currently available to management.

Forward-looking information involves risks and uncertainties that could cause actual results to differ materially from those contemplated by such information. Factors that could cause such differences include the highly competitive nature of the Company's industry, material adverse consequences of government regulation and funding, and other such risk factors described herein and in other disclosure documents filed by the Company with Canadian securities regulatory agencies and commissions. This list is not exhaustive of the factors that may impact the Company's forward-looking information. These and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking information. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking information. The factors underlying current expectations are dynamic and subject to change.

Although the forward-looking information contained in this Interim MD&A is based upon what management believes is reasonable assumptions, there can be no assurance that actual results will be consistent with this forward-looking information. All forward-looking information in this Interim MD&A is qualified by this cautionary information. Other than specifically required by applicable laws, we are under no obligation and we expressly disclaim any such obligation to update or alter the forward-looking information whether as a result of new information, future events or otherwise except as may be required by law. This forward-looking information is made as of the date of this Interim MD&A.

FUTURE-ORIENTED FINANCIAL INFORMATION

This Interim MD&A contains future-oriented financial information and financial outlook information (collectively, "**FOFI**") including statements regarding future financial performance under the heading "Outlook", projected 2025 annual revenue, Adjusted EBITDA, profitability on an Adjusted Net Income basis and estimated annual revenue run-rate, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set out in this Interim MD&A. The actual financial results of WELL may vary from the amounts set out or projected herein and such variation may be material. WELL and its management believe that the FOFI has been prepared on a reasonable basis, reflecting management's best estimates and judgments. However, because this information is subjective and subject to numerous risks, it should not be relied on as necessarily indicative of future results. Except as required by applicable securities laws, WELL undertakes no obligation to update such FOFI. FOFI contained in this Interim MD&A was made as of the date hereof and was provided for the purpose of providing further information about WELL's anticipated future business operations on an annual basis. Readers are cautioned that the FOFI contained in this Interim MD&A should not be used for purposes other than for which it is disclosed herein.