



WELL HEALTH TECHNOLOGIES CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2025

Expressed in thousands of Canadian dollars

WELL HEALTH TECHNOLOGIES CORP.

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

	Three months ended	
	March 31, 2025	March 31, 2024
		Restated (Note 5)
	\$'000	\$'000
Revenue (Note 5)	294,137	223,483
Expenses		
Cost of sales (excluding depreciation and amortization)	(176,665)	(129,342)
General and administrative (Note 6)	(87,734)	(71,095)
Depreciation and amortization	(19,546)	(16,560)
Stock-based compensation (Note 16)	(2,465)	(5,477)
Foreign exchange (loss) gain	(84)	32
Operating income	7,643	1,041
Interest income (Note 7)	519	238
Interest expense (Note 7)	(11,406)	(9,541)
Time-based earnout expense (Note 8)	(215)	(2,112)
Change in fair value of investments (Note 10)	(35,235)	13,957
Gain on disposal of assets and investments	24	11,284
Share of net loss of associates	(2,380)	(1,064)
Other expenses	(2,065)	(2,460)
(Loss) income before income tax	(43,115)	11,343
Income tax recovery	1,229	2,440
Net (loss) income	(41,886)	13,783
Net (loss) income attributable to:		
Owners of WELL Health Technologies Corp.	(46,574)	10,991
Non-controlling interests	4,688	2,792
	(41,886)	13,783
Other comprehensive (loss) income:		
<i>Items that may be subsequently reclassified to profit or loss:</i>		
Exchange difference on translation of foreign operations	(170)	12,526
Fair value loss on derivative instruments designated in cash flow hedges	-	889
Reclassification of fair value loss (gain) on derivative instruments to net income	113	(129)
Total comprehensive (loss) income	(41,943)	27,069
Total comprehensive (loss) income attributable to:		
Owners of WELL Health Technologies Corp.	(46,757)	24,172
Non-controlling interests	4,814	2,897
	(41,943)	27,069
(Loss) earnings per share attributable to WELL Health Technologies Corp.		
Basic	(0.19)	0.05
Diluted	(0.19)	0.04
Weighted average number of common shares outstanding		
Basic	250,488,680	243,133,444
Diluted	250,488,680	253,238,378

The accompanying notes are an integral part of these condensed interim consolidated financial statements

WELL HEALTH TECHNOLOGIES CORP.

Consolidated Statements of Financial Position

(Expressed in thousands of Canadian dollars unless otherwise stated)

As at	March 31, 2025 \$'000	December 31, 2024 \$'000
Assets		
Current		
Cash and cash equivalents	103,159	131,669
Accounts and other receivables (Note 9)	192,743	184,505
Inventory	3,128	2,691
Lease receivable	936	879
Prepayments and other assets	37,205	26,369
Total current assets	337,171	346,113
Financial assets at fair value through profit and loss (Note 10)	54,937	158,476
Investments accounted for using the equity method (Note 11)	84,480	15,310
Lease receivable – non-current	1,172	1,400
Prepayments and other assets – non-current	6,826	3,545
Deferred tax assets	47,139	41,588
Property and equipment	102,064	101,762
Intangible assets (Note 12)	602,886	573,962
Goodwill (Note 12)	575,290	565,117
Total assets	1,811,965	1,807,273
Liabilities and equity		
Current		
Accounts payable and accrued liabilities	91,051	86,583
Deferred revenue (Note 13)	64,159	59,450
Deferred acquisition costs (Note 14(a))	17,144	14,585
Other liabilities (Note 14(b))	35,144	27,982
Advances payable (Note 14(c))	129,351	165,441
Loans and borrowings (Note 15(a))	5,828	5,534
Convertible debentures (Note 15(b))	3,850	3,850
Lease liability	18,220	18,651
Total current liabilities	364,747	382,076
Deferred acquisition costs – non-current (Note 14(a))	4,941	16,354
Other liabilities – non-current (Note 14(b))	2,587	2,292
Loans and borrowings - non-current (Note 15(a))	331,990	284,731
Convertible debentures - non-current (Note 15(b))	53,827	51,244
Redeemable preferred shares (Note 15(c))	49,845	48,054
Lease liability – non-current	60,526	61,079
Deferred tax liabilities	32,513	31,722
Total liabilities	900,976	877,552
Equity		
Share capital (Note 16)	802,680	784,873
Contributed surplus (Note 16)	42,393	46,621
Accumulated other comprehensive income	66,905	67,088
Accumulated deficit	(77,549)	(30,975)
Equity attributable to owners of WELL Health Technologies Corp.	834,429	867,607
Non-controlling interests	76,560	62,114
Total equity	910,989	929,721
Total equity and liabilities	1,811,965	1,807,273

Commitments and contingencies (Notes 20 and 21(c))

Events after the reporting period (Notes 10, 11, 20 and 23)

Approved by the Directors:

"Hamed Shahbazi"

"Thomas Liston"

WELL HEALTH TECHNOLOGIES CORP.

Consolidated Statements of Changes in Equity

(Expressed in thousands of Canadian dollars unless otherwise stated, except share amounts)

	Attributable to owners of WELL Health Technologies Corp.							
	Number of Shares	Share Capital \$'000	Contributed Surplus \$'000	Accumulated Other Comprehensive Income \$'000	Accumulated Deficit \$'000	Total \$'000	Non- controlling Interests \$'000	Total Equity \$'000
Balance at December 31, 2024	249,091,940	784,873	46,621	67,088	(30,975)	867,607	62,114	929,721
Stock options exercised (Note 16)	50,000	189	(77)	-	-	112	-	112
Shares issued for RSUs/PSUs (Note 16)	1,635,485	6,616	(6,616)	-	-	-	-	-
Shares issued for settlement of deferred acquisition costs (Note 14(a))	2,170,275	11,285	-	-	-	11,285	-	11,285
Stock-based compensation (Note 16)	-	-	2,465	-	-	2,465	-	2,465
Normal course issuer bid	(41,900)	(283)	-	-	-	(283)	-	(283)
Non-controlling interests via business combination (Note 19(a))	-	-	-	-	-	-	16,441	16,441
Finalization of 2024 PPAs (Note 19(b))	-	-	-	-	-	-	(138)	(138)
Distributions paid to non-controlling interests	-	-	-	-	-	-	(6,671)	(6,671)
Derivative instruments designated in cash flow hedges	-	-	-	113	-	113	-	113
Foreign currency translation of foreign subsidiaries	-	-	-	(296)	-	(296)	126	(170)
Net (loss) income for the period	-	-	-	-	(46,574)	(46,574)	4,688	(41,886)
Balance at March 31, 2025	252,905,800	802,680	42,393	66,905	(77,549)	834,429	76,560	910,989
Balance at December 31, 2023	241,427,825	751,550	54,048	25,652	(63,584)	767,666	78,480	846,146
Stock options exercised	257,500	691	(325)	-	-	366	-	366
Shares issued for RSUs/PSUs	1,636,515	7,978	(7,978)	-	-	-	-	-
Shares issued for settlement of deferred acquisition costs	1,767,874	6,899	-	-	-	6,899	-	6,899
Shares issued for time-based earnout payments	537,563	2,144	-	-	-	2,144	-	2,144
Stock-based compensation (Note 16)	-	-	5,477	-	-	5,477	-	5,477
Distributions paid to non-controlling interests	-	-	-	-	-	-	(5,166)	(5,166)
Foreign currency translation of foreign subsidiaries (restated)	-	-	-	12,421	-	12,421	105	12,526
Derivative instruments designated in cash flow hedges	-	-	-	760	-	760	-	760
Net income for the period (restated)	-	-	-	-	10,991	10,991	2,792	13,783
Balance at March 31, 2024	245,627,277	769,262	51,222	38,833	(52,593)	806,724	76,211	882,935

The accompanying notes are an integral part of these condensed interim consolidated financial statements

WELL HEALTH TECHNOLOGIES CORP.

Consolidated Statements of Cash Flows

(Expressed in thousands of Canadian dollars unless otherwise stated)

	Three months ended	
	March 31, 2025	March 31, 2024
		Restated (Note 22)
	\$'000	\$'000
Cash flows provided by/(used in)		
Operating activities		
Net (loss) income for the period	(41,886)	13,783
<i>Adjustments to net (loss) income for non-cash items:</i>		
Interest income accretion	(420)	(140)
Interest expense accretion	5,842	3,832
Time-based earnout payments settled via shares	-	2,144
Unrealized foreign exchange and others	416	1,287
Loss on revaluation of deferred acquisition cost liability	130	-
Change in fair value of investments	35,235	(13,957)
Depreciation and amortization	19,546	16,560
Gain on disposal of investments	-	(11,284)
Share of net loss of associates	2,380	1,064
Stock-based compensation (Note 16)	2,465	5,477
(Gain) loss on deferred acquisition cost settled in shares	(1,921)	175
Non-cash loss included in other expenses	753	-
Deferred income taxes	(4,760)	(3,290)
Change in non-cash operating items (Note 22)	3,548	(14,033)
Net cash provided by operating activities	21,328	1,618
Investing activities		
Business acquisitions, net of cash acquired (Notes 19 and 22)	(37,141)	-
Net proceeds from disposal of investments	-	2,390
Equity and debt investments in associates and others (Note 22)	(6,807)	-
Acquisition of property and equipment and internally generated intangible assets	(5,444)	(1,612)
Working capital/Indemnity holdbacks	364	(95)
Settlement of deferred acquisition costs (Note 14(a))	-	(6,492)
Net cash used in investing activities	(49,028)	(5,809)
Financing activities		
Shares repurchased under NCIB (Note 16)	(283)	-
Advances received from billing service provider (Note 14(c))	-	17,446
Repayments of advances to billing service provider (Note 14(c))	(36,090)	-
Proceeds from loans and borrowings	51,202	12,904
Repayments of loans and borrowings	(3,772)	(13,540)
Proceeds from stock options exercised	112	366
Transactions with non-controlling interests	(6,671)	(5,166)
Lease payments	(5,391)	(4,519)
Lease payments received	197	220
Net cash (used in) provided by financing activities	(696)	7,711
Effects of foreign exchange difference on cash and cash equivalents	(114)	581
Cash reclassified from assets held for sale	-	703
Net change in cash	(28,510)	4,804
Cash and cash equivalents - beginning of period	131,669	43,423
Cash and cash equivalents - end of period	103,159	48,227
Cash paid for:		
Interest	(5,448)	(5,621)
Income tax	(2,628)	(1,564)

The accompanying notes are an integral part of these condensed interim consolidated financial statements

WELL HEALTH TECHNOLOGIES CORP.

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

1. Nature of Operations

WELL Health Technologies Corp. (the "Company") 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. The Company was incorporated under the Business Corporations Act of British Columbia on November 23, 2010. The Company's common shares trade on the Toronto Stock Exchange (the "TSX") under the symbol WELL.

The Company's head office is located at Suite 550 - 375 Water Street, Vancouver, BC, V6B 5C6.

These condensed interim consolidated financial statements were approved by the Company's Board of Directors on May 13, 2025.

2. Basis of Presentation

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed interim consolidated financial statements should be read in conjunction with the December 31, 2024 audited annual consolidated financial statements, which have been prepared in accordance with IFRS Accounting Standards.

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. All financial information in these condensed interim consolidated financial statements, except share and per share amounts, is presented in thousands of Canadian dollars, which is the functional currency of the Company. All amounts are rounded to the nearest thousands of Canadian dollars.

3. Material Accounting Policy Information

- (a) The preparation of these condensed interim consolidated financial statements is based on accounting principles and practices consistent with those used in the preparation of the Company's December 31, 2024 audited annual consolidated financial statements.
- (b) The International Accounting Standards Board ("IASB") issued the following new accounting standards or amendments that will become effective on future dates.

IFRS 9 and IFRS 7 Amendments

On May 30, 2024, the IASB issued amendments to IFRS 9, "Financial Instruments" and IFRS 7, "Financial Instruments: Disclosures". The amendments clarify the timing of recognition and derecognition for a financial asset or financial liability, including clarifying that a financial liability is derecognized on the settlement date. In addition to these clarifications, the amendments introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date, if specific conditions are met. Also included in the amendments, are clarifications regarding the classification of financial assets, including those with features linked to environmental, social and corporate governance. Under the amendments, additional disclosures are required for financial instruments with contingent features and investments in equity instruments classified at fair value through other comprehensive income. These amendments are effective for

WELL HEALTH TECHNOLOGIES CORP.

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annual reporting periods beginning on or after January 1, 2026. Early adoption is permitted, with an option to early adopt only the amendments to the classification of financial assets. The Company is assessing the impacts of the IFRS 9 and IFRS 7 amendments on its consolidated financial statements.

IFRS 18

On April 9, 2024, the IASB issued IFRS 18 "Presentation and Disclosures in Financial Statements". The objective of the new standard is to set out requirements for the presentation and disclosure of information in general purpose financial statements to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses. The new standard is effective for reporting periods beginning on or after January 1, 2027. The Company is assessing the impacts of IFRS 18 on its consolidated financial statements.

4. Critical Accounting Estimates and Judgments

The preparation of interim financial statements in accordance with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In preparing these condensed interim consolidated financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the December 31, 2024 audited annual consolidated financial statements.

WELL HEALTH TECHNOLOGIES CORP.

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

5. Revenue

The following table shows the details of revenues for the three months ended March 31, 2025 and 2024:

	Three months ended	
	March 31, 2025	March 31, 2024
		Restated
	\$'000	\$'000
Public insured	94,860	71,015
Non-public and other	178,357	137,038
Patient Services	273,217	208,053
SaaS and Technology Services	20,920	15,430
Total Revenue	294,137	223,483

During the year ended December 31, 2024, the Company's non-wholly owned subsidiary, Circle Medical, performed certain patient services, collected cash from its customers and recognized revenue. While preparing its audited annual consolidated financial statements for the year ended December 31, 2024, the Company determined that it had not met revenue recognition criteria related to right to payment under IFRS 15, "Revenue from Contracts with Customers" in relation to these patient services. As a consequence, revenue had been overstated in the Company's condensed interim consolidated financial statements for each of the periods ended March 31, 2024, June 30, 2024 and September 30, 2024. The Company has retrospectively restated certain financial information reported in its condensed interim consolidated financial statements for these periods. The following table summarizes the impact of the restatement on the condensed interim consolidated statement of income for the period ended March 31, 2024:

WELL HEALTH TECHNOLOGIES CORP.

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

Consolidated Statement of Income

	Impact for three months ended March 31, 2024		
	As previously reported \$'000	Adjustments \$'000	As restated \$'000
Revenue	231,562	(8,079)	223,483
Income before income tax	19,422	(8,079)	11,343
Income tax recovery	178	2,262	2,440
Net income	19,600	(5,817)	13,783
Net income attributable to:			
Owners of Well Health Technologies Corp.	15,087	(4,096)	10,991
Non-controlling interests	4,513	(1,721)	2,792
	19,600	(5,817)	13,783
Other comprehensive income	13,308	(22)	13,286
Total comprehensive income	32,908	(5,839)	27,069
Total comprehensive income attributable to:			
Owners of Well Health Technologies Corp.	28,290	(4,118)	24,172
Non-controlling interests	4,618	(1,721)	2,897
	32,908	(5,839)	27,069
Earnings per share attributable to WELL Technologies Corp.			
Basic	0.05	-	0.05
Diluted	0.05	(0.01)	0.04

Consolidated Statement of Changes in Equity

Foreign currency translation of foreign subsidiaries	12,443	(22)	12,421
Net income	19,600	(5,817)	13,783
Total equity as at March 31, 2024	888,774	(5,839)	882,935

6. General and Administrative Expenses

The following table shows the details of general and administrative expenses for the three months ended March 31, 2025 and 2024:

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Notes to Condensed Interim Consolidated Financial Statements

(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

	Three months ended	
	March 31,	March 31,
	2025	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

7. Interest Income and Expense

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

	Three months ended	
	March 31,	March 31,
	2025	2024
	\$'000	\$'000
Interest accretion on subleases	26	140
Interest income on cash and cash equivalents and others	493	98
Interest income	519	238
Interest on loans and borrowings	(5,568)	(5,613)
Interest on convertible debentures (Note 15(b))	(2,583)	(2,317)
Interest on redeemable preferred shares (Note 15(c))	(1,848)	-
Interest accretion on lease liability	(942)	(943)
Accretion of discount on deferred acquisition costs (Note 14(a))	(142)	(210)
Amortization of deferred financing fees	(323)	(458)
Interest expense	(11,406)	(9,541)

8. Time-based Earnout Expense

The following table shows a breakdown of time-based earnout expense for the three months ended March 31, 2025 and 2024:

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Notes to Condensed Interim Consolidated Financial Statements

(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

	Three months ended	
	March 31, 2025	March 31, 2024
	\$'000	\$'000
Time-based earnout expense	2,006	1,922
(Gain) loss on settlement of certain deferred acquisition cost and time-based earnout liabilities via shares (Note 14(a))	(1,921)	190
Loss on revaluation of deferred acquisition cost liability (Note 14(a))	130	-
	215	2,112

9. Accounts and Other Receivables

The following table shows the details of the Company's accounts and other receivables as at March 31, 2025 and December 31, 2024:

	March 31, 2025	December 31, 2024
	\$'000	\$'000
Accounts Receivable - gross	196,985	188,744
Less: Expected credit losses	(4,242)	(4,239)
	192,743	184,505
Accounts receivable - gross		
Canadian Patient Services - Primary	19,830	15,034
Canadian Patient Services - Specialized - MyHealth	16,639	13,322
U.S. Patient Services - Primary - Circle	8,517	11,936
U.S. Patient Services - Primary - WISP	4,088	1,300
U.S. Patient Services - Specialized - CRH Medical	87,158	100,284
U.S. Patient Services - Specialized - Provider Staffing	31,483	19,073
SAAS and Technology Services	17,203	20,214
Other receivables	12,067	7,581
	196,985	188,744

In February 2024, CRH Medical Corporation's ("CRH") former third-party billing service provider experienced a cyberattack and system shutdown and was unable to process billings or payments from CRH's customers for an extended period of time. This resulted in an increase in CRH's accounts receivable over several months in 2024. The billing service provider subsequently restored claims submission and payment functionality and as of August 2024, CRH resumed regular processes. CRH subsequently collected \$79,452 up to December 31, 2024 and \$24,233 during the three months ended March 31, 2025, and offset the payments against accounts receivable. During the year ended December 31, 2024, the Company received cash advance payments of \$165,441 directly from the billing service provider under a temporary funding assistance program to provide funding relief to CRH for the delayed collections and during the three months ended March 31, 2025, the Company repaid \$36,090 (US\$25,000) of the advances from the billing service provider. The advance payments have been recognized as advances

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(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

payable on the Company's consolidated statements of financial position and have not been offset against accounts receivable (Note 14(c)).

The Company evaluates credit losses on a periodic basis based on the aging and collectability of its accounts receivable. As at March 31, 2025, the Company recognized expected credit losses of \$4,242 (December 31, 2024 - \$4,239), which have been recorded as a reduction of accounts receivable. The expected lifetime credit loss provision for trade receivables is based on historical counterparty default rates and is adjusted for relevant forward-looking information as required.

10. Financial Assets at Fair Value Through Profit and Loss

The following table provides the carrying values of the Company's investments in financial assets measured at fair value through profit and loss as at March 31, 2025 and December 31, 2024:

		March 31, 2025 \$'000	December 31, 2024 \$'000
HEALWELL	(a)	46,508	147,824
Tali.ai		2,154	2,154
Phelix		2,859	2,859
Anesthesia RCM	(b)	-	2,901
Others		3,416	2,738
		54,937	158,476

Financial asset investments include debt, equity and derivative instruments and are measured at fair value through profit and loss (FVPL) in accordance with IFRS 9. The Company uses various fair value techniques to estimate the fair value of these investments. During the three months ended March 31, 2025, the Company recognized fair value losses of \$35,235 on the HEALWELL financial assets and \$nil on all other financial assets (three months ended March 31, 2024 – fair value gains of \$13,957 on the HEALWELL financial assets and \$nil on all other financial assets).

(a) Investment in HEALWELL AI Inc. ("HEALWELL")

On October 1, 2023, as part of a strategic alliance and investment transaction with HEALWELL, the Company acquired an interest in HEALWELL in the form of convertible debentures, warrants and a call option.

During the three months ended March 31, 2025, the Company recognized fair value losses of \$35,235 on the HEALWELL financial assets (\$14,975 on the convertible debentures, \$5,544 on the warrants and \$14,716 on the call option) and accrued interest income of \$94 on the convertible debentures.

On March 26, 2025, the Company 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. The fair value of the HEALWELL Class A Subordinate Shares acquired upon exercise and conversion of these instruments of \$70,550 was reclassified to investments accounted for using

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(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

the equity method on the Company's consolidated statement of financial position as of March 26, 2025. As at March 31, 2025, the fair value of the call option of \$46,508 continued to be recognized as a financial asset at fair value through profit and loss.

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 (Note 23).

(b) Investment in an anesthesia revenue cycle management organization ("Anesthesia RCM")

Effective January 1, 2025, CRH entered into a unit redemption and release agreement with Anesthesia RCM, whereby Anesthesia RCM redeemed all shares held by CRH. In exchange, Anesthesia RCM has agreed to reduce its aggregate fees charged to CRH and its affiliates in the state of Florida by 1% over a five-year period. The transaction was recognized at \$2,898 being the estimated fair value of the future fee reductions, which have been recorded in other non-current assets on the Company's consolidated statement of financial position as at March 31, 2025.

WELL HEALTH TECHNOLOGIES CORP.

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

11. Investments Accounted for Using the Equity Method

		March 31, 2025 \$'000	December 31, 2024 \$'000
HEALWELL	(a)	81,113	11,800
Pillway		3,367	3,510
		84,480	15,310

(a) Investment in HEALWELL

	Number of shares	\$'000
Balance as at December 31, 2024	22,640,798	11,800
Equity investment	500,000	1,000
Exercise of share purchase warrants	20,312,500	33,109
Conversion of convertible debentures and accrued interest	22,969,863	37,441
Share of loss for the period		(2,237)
Balance as at March 31, 2025	66,423,161	81,113

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 (Note 23).

On March 26, 2025, the Company 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, and reclassified the fair value of the HEALWELL Class A Subordinate Voting Shares acquired in these transactions of \$70,550 to investments accounted for using the equity method as of March 26, 2025 (Note 10(a)).

As of March 31, 2025, the Company held a 29% economic interest and 13% voting interest in HEALWELL on a non-diluted basis (December 31, 2024 – economic interest of 13% and voting interest of 14%). As of April 1, 2025, subsequent to the Company's exercise of its call option to acquire 30,800,000 Class A Subordinate Voting Shares and 30,800,000 Class B Multiple Voting shares of HEALWELL (Note 10(a)), the Company held a 37% economic interest and 69% of the voting interest in HEALWELL on a non-diluted basis (Note 23).

WELL HEALTH TECHNOLOGIES CORP.

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

12. Intangible Assets and Goodwill

	Customer relationships \$'000	Technology \$'000	Brands \$'000	Licences \$'000	Intangibles Total \$'000	Goodwill \$'000
COST						
Balance at December 31, 2023	441,445	30,001	14,824	181,761	668,031	508,061
Acquired via asset acquisitions (Note 19)	20,185	-	-	-	20,185	-
Acquired via business combination (Note 19)	9,023	2,993	-	-	12,016	28,332
Internally generated intangible assets	-	9,821	-	-	9,821	-
Exchange difference on foreign currency translation and other	46,011	1,068	631	-	47,710	28,724
Balance at December 31, 2024	516,664	43,883	15,455	181,761	757,763	565,117
PPA finalization	-	-	-	-	-	(238)
Acquired via business combination (Note 19)	39,497	-	-	-	39,497	10,732
Internally generated intangible assets	-	3,129	-	-	3,129	-
Exchange difference on foreign currency translation and other	(490)	(12)	(7)	-	(509)	(321)
Balance at March 31, 2025	555,671	47,000	15,448	181,761	799,880	575,290
ACCUMULATED AMORTIZATION						
Balance at December 31, 2023	(102,911)	(7,080)	(2,840)	-	(112,831)	-
Amortization for the period	(46,014)	(3,182)	(997)	-	(50,193)	-
Exchange difference on foreign currency translation	(19,924)	(719)	(134)	-	(20,777)	-
Balance at December 31, 2024	(168,849)	(10,981)	(3,971)	-	(183,801)	-
Amortization for the period	(12,083)	(1,162)	(253)	-	(13,498)	-
Exchange difference on foreign currency translation and other	302	2	1	-	305	-
Balance at March 31, 2025	(180,630)	(12,141)	(4,223)	-	(196,994)	-
NET CARRYING AMOUNTS						
As at December 31, 2024	347,815	32,902	11,484	181,761	573,962	565,117
As at March 31, 2025	375,041	34,859	11,225	181,761	602,886	575,290

WELL HEALTH TECHNOLOGIES CORP.

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13. Deferred Revenue

	March 31, 2025 \$'000	December 31, 2024 \$'000
Balance, beginning of period	59,450	6,903
Acquired via business combinations (Note 19)	549	-
Billings	15,942	82,479
Revenue recognized	(11,729)	(32,567)
Exchange difference	(53)	2,635
Balance, end of period	64,159	59,450
Current	64,159	59,450
Non-current	-	-
Balance, end of period	64,159	59,450

Deferred revenue represents cash received by the Company from customers for which either goods or services have not yet been delivered or the required IFRS criteria for revenue recognition have otherwise not been met.

Deferred revenue as at March 31, 2025 includes amounts billed relating to the Company's Circle Medical operating segment of \$58,378 and other operating segments of \$5,781 (December 31, 2024 – Circle Medical of \$53,949 and other of \$5,501). During the three months ended March 31, 2025, Circle Medical received cash of \$9,211 from customers for patient services rendered and recognized it as deferred revenue as at March 31, 2025 as it has not met criteria related to the right to payment under IFRS 15, "Revenue from Contracts with Customers" (three months ended March 31, 2024 – \$4,489) (Note 5).

WELL HEALTH TECHNOLOGIES CORP.

Notes to Condensed Interim Consolidated Financial Statements

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14. Deferred Acquisition Costs and Other Liabilities

(a) Deferred acquisition costs

Deferred acquisition costs are liabilities for time-based earnout payments that are treated as purchase consideration for business combinations and asset acquisitions (Note 19).

	March 31, 2025 \$'000	December 31, 2024 \$'000
Current	17,144	14,585
Non-current	4,941	16,354
	22,085	30,939

	\$'000
Balance at December 31, 2023	37,071
Additions via business combinations and asset acquisitions (Note 19)	4,530
Accretion of discount	735
Settlement in cash	(7,542)
Settlement in common shares	(6,899)
Loss on settlement via shares	175
Loss on revaluation included in time-based earnout expense	3,029
Exchange difference and other	(160)
Balance at December 31, 2024	30,939
Additions via business combinations and asset acquisitions (Note 19)	4,102
Accretion of discount	142
Settlement in common shares	(11,285)
Gain on settlement via shares	(1,921)
Loss on revaluation included in time-based earnout expense	130
Exchange difference and other	(22)
Balance at March 31, 2025	22,085

WELL HEALTH TECHNOLOGIES CORP.

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(Expressed in thousands of Canadian dollars unless otherwise stated, except share and per share amounts)

(b) Other liabilities

	March 31, 2025 \$'000	December 31, 2024 \$'000
<i>Current:</i>		
Working capital holdback	3,373	2,601
Time-based earnouts	4,975	6,040
Income tax payable	3,910	661
Payroll liabilities and others	22,886	18,680
	35,144	27,982
<i>Non-current:</i>		
Others	2,587	2,292

(c) Advances payable

During the three months ended March 31, 2025, the Company received \$nil (year ended December 31, 2024 - \$165,441) of cash advance payments from CRH's third-party billing service provider. The advance payments were paid under a temporary funding assistance program to provide funding relief to CRH after the billing service provider experienced a cybersecurity attack and system shutdown and was unable to process billings or payments from CRH's customers. 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. During the three months ended March 31, 2025, the Company repaid \$36,090 (US\$25,000) (year ended December 31, 2024 - \$nil) of the advances from the billing service provider, leaving a balance outstanding of \$129,351 (US\$89,977) as of March 31, 2025 (December 31, 2024 - \$165,441 (US\$114,977)).

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15. Loans and Borrowings, Convertible Debentures and Redeemable Preferred Shares

(a) Syndicated credit facilities

	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

(i) Financial covenants

The Company's syndicated credit facilities with loans outstanding of \$228,729 (US\$159,105) with JPMorgan Chase Bank, N.A. ("JPM") and \$110,950 with Royal bank of Canada ("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.

(ii) Minimum principal repayments

Total minimum principal repayments under the syndicated credit facilities were as follows as at March 31, 2025:

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	CRH (JPM) \$'000	WHCC and MyHealth (RBC) \$'000
Remainder of 2025	2,965	1,875
2026	3,952	2,500
2027	221,812	106,575
	228,729	110,950

(b) Convertible debentures

	March 31, 2025 \$'000	December 31, 2024 \$'000
Current	3,850	3,850
Non-current	53,827	51,244
	57,677	55,094

	\$'000
Balance as of December 31, 2023	49,421
Interest accretion	9,523
Interest paid	(3,850)
Balance as of December 31, 2024	55,094
Interest accretion	2,583
Balance as of March 31, 2025	57,677

(c) Redeemable preferred shares

On December 11, 2024, the Company's subsidiary, WELLSTAR Technologies Corp. ("WELLSTAR") issued Series A Preferred Shares for gross proceeds of \$50,378 (net proceeds of \$47,645 after issuance costs). The preferred shares are redeemable at the option of the holders for a fixed return at any time after December 31, 2026. If a holder exercises the redemption option, the Company has a call right to purchase the preferred shares and the holder has a put right to require the Company to purchase the preferred shares at a price equal to the holder's redemption price. The preferred shares automatically convert into a variable number of subordinate voting shares of WELLSTAR at a discounted price upon a qualifying initial public offering or reverse takeover public listing, or alternative liquidity transaction. The preferred shares are entitled to quarterly dividends commencing March 31, 2026 at an increasing rate over time. The dividends will accrue as notional preferred shares until the occurrence of a liquidity event, redemption or other liquidation event in accordance with the terms of the preferred shares. The preferred shares have been classified as a liability in the consolidated statements of financial position of WELLSTAR and the Company due to the redemption

WELL HEALTH TECHNOLOGIES CORP.

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feature at the option of the holders and other terms that result in the instrument meeting the definition of a financial liability. The financial liability was initially recognized at \$47,645, being fair value less transaction costs and is subsequently being measured at amortized cost using the effective interest rate method. For the three months ended March 31, 2025, the Company recognized interest expense of \$1,848 on the redeemable preferred shares liability (three months ended March 31, 2024 - \$nil).

	March 31, 2025 \$'000	December 31, 2024 \$'000
Balance, beginning of period	48,054	-
Proceeds from issuance	-	50,378
Issuance costs	(57)	(2,733)
Interest accretion	1,848	409
Balance, end of period	49,845	48,054

16. Share Capital

(a) Authorized

Unlimited common shares without par value.

(b) Issued Common Shares

As at March 31, 2025, the issued share capital consisted of 252,905,800 (December 31, 2024 – 249,091,940) common shares.

(c) Normal Course Issuer Bid ("NCIB")

On June 6, 2024, the Company received approval from the TSX for a renewal of the NCIB that expired on June 4, 2024. Under the renewed NCIB, the Company could have acquired up to an aggregate of 6,154,501 common shares from June 10, 2024 to June 9, 2025. In accordance with TSX rules, daily purchases made by the Company on the TSX could not have exceeded 209,016 common shares, subject to certain prescribed exemptions, being 25% of the average daily trading volume over the preceding six calendar months of 836,067 common shares. On January 16, 2025, the renewed NCIB program was cancelled due to the TSX approved broker deciding to wind down its operations and cease executing trade orders. As of January 15, 2025, 127,000 common shares were purchased under the prior NCIB, and 298,500 common shares have been purchased under the renewed NCIB.

(d) Options to purchase common shares

(i) Movement in stock options

The changes in stock options during the three months ended March 31, 2025 and the year ended December 31, 2024 were as follows:

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	March 31, 2025		December 31, 2024	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Balance outstanding, beginning of year	365,500	2.89	1,980,873	1.79
Options exercised	(50,000)	(2.24)	(1,615,373)	(1.53)
Balance outstanding, end of period	315,500	3.00	365,500	2.89

During three months ended March 31, 2025 and 2024, the Company recognized stock-based compensation expense of \$226 and \$194 respectively, relating to stock options in the condensed interim consolidated statements of income (loss).

(ii) Stock options outstanding at the end of the period

The following table summarizes information relating to outstanding and exercisable stock options of the Company as at March 31, 2025:

Exercise price \$	Options outstanding	Options exercisable	Weighted average remaining contractual life (years)
2.24	60,000	60,000	0.10
3.06	100,000	62,500	2.50
3.25	155,500	155,500	0.33
	315,500	278,000	0.98

The weighted average exercise price of options exercisable as at March 31, 2025 was \$3.00 (December 31, 2024 - \$2.87).

(e) Restricted Share Units ("RSUs")

The changes in RSUs during the three months ended March 31, 2025 and the year ended December 31, 2024 were as follows:

	March 31, 2025	December 31, 2024
	Number of RSUs	Number of RSUs
Balance outstanding, beginning of year	3,370,902	5,065,068
Units granted	186,104	1,595,437
Units forfeited	(10,782)	(552,059)
Units vested	(1,053,600)	(2,737,544)
Balance outstanding, end of period	2,492,624	3,370,902

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During the three months ended March 31, 2025 and 2024, the Company recognized stock-based compensation expense of \$1,320 and \$3,421, respectively, relating to RSUs in the condensed interim consolidated statements of income (loss).

(f) Performance Share Units ("PSUs")

The changes in PSUs during the three months ended March 31, 2025 and the year ended December 31, 2024 were as follows:

	March 31, 2025	December 31, 2024
	Number of PSUs	Number of PSUs
Balance outstanding, beginning of year	2,460,449	3,401,645
Units granted	160,111	801,828
Units vested	(581,885)	(1,389,361)
Units forfeited	(6,229)	(353,663)
Balance outstanding, end of period	2,032,446	2,460,449

During the three months ended March 31, 2025 and 2024, the Company recognized stock-based compensation expense of \$919 and \$1,862, respectively, relating to PSUs in the condensed interim consolidated statements of income (loss).

17. Related Party Balances and Transactions

(a) 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

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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 rates as prescribed by Canada Revenue Agency, payable on demand with no specified repayment terms. The Company has full recourse to assets of the related parties if they were unable or unwilling to pay.

(b) Related party balances and transactions with HEALWELL

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

	March 31, 2025 \$'000	December 31, 2024 \$'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.

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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.

On January 21, 2025, the Company subscribed for 500,000 subscription receipts in HEALWELL for an aggregate subscription price of \$1,000 and on March 26, 2025, the Company 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 (Note 11(a)).

18. Segment Reporting

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 has seven reportable segments as shown below that are grouped into three key business units: Canadian Patient Services, WELL Health USA Patient and Provider Services and SaaS and Technology Services.

Reportable Segment	Operations
Canadian Patient Services - Primary	Primary care and allied health clinic operations in Canada
Canadian Patient Services - Specialized Myhealth (also known as WELL Health Diagnostic Centres or WDC)	Specialty care and accredited diagnostic health services from WDC
WELL Health USA Patient and Provider Services	
- Primary Circle Medical	U.S. primary care telehealth operations from Circle Medical
- Primary WISP	U.S. primary care operations from WISP
- Specialized CRH Medical	Specialized care gastroenterology anesthesia services
- Specialized Provider Staffing	Medical recruitment and staffing services
SaaS and Technology Services	Aggregation of electronic medical records ("EMR"), billing and revenue cycle management solutions, digital applications, and cybersecurity operating segments

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Three months ended March 31, 2025

	<- Canadian Patient Services ->			<- WELL Health USA Patient and Provider Services ->					SAAS and Technology Services	Total - All segments	Corporate / Elimination	Grand total
	Primary	Specialized - WDC	Total	Primary - Circle Medical	Primary - WISP	Specialized - CRH Medical	Specialized - Provider Staffing	Total				
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Total segment revenue	61,378	38,534	99,912	29,691	29,545	62,273	52,331	173,840	22,925	296,677	3,407	300,084
Inter-segment revenue	(191)	(62)	(253)	-	-	-	(282)	(282)	(2,005)	(2,540)	(3,407)	(5,947)
Revenue from external customers	61,187	38,472	99,659	29,691	29,545	62,273	52,049	173,558	20,920	294,137	-	294,137
Cost of sales	(42,350)	(15,260)	(57,610)	(16,221)	(8,514)	(40,723)	(46,432)	(111,890)	(6,227)	(175,727)	(938)	(176,665)
Salaries and benefits	(8,510)	(9,844)	(18,354)	(6,152)	(3,026)	(5,083)	(218)	(14,479)	(6,913)	(39,746)	(3,316)	(43,062)
Marketing and promotion	(267)	(143)	(410)	(6,206)	(16,294)	(258)	(52)	(22,810)	(168)	(23,388)	(159)	(23,547)
Other G&A	(6,261)	(3,763)	(10,024)	(3,714)	(1,252)	(3,290)	(698)	(8,954)	(2,202)	(21,180)	(2,106)	(23,286)
Operating expenses	(57,388)	(29,010)	(86,398)	(32,293)	(29,086)	(49,354)	(47,400)	(158,133)	(15,510)	(260,041)	(6,519)	(266,560)
Adjusted EBITDA	3,799	9,462	13,261	(2,602)	459	12,919	4,649	15,425	5,410	34,096		

Three months ended March 31, 2024 ("Restated", refer to note 5)

	<- Canadian Patient Services ->			<- WELL Health USA Patient and Provider Services ->					SAAS and Technology Services	Total - All segments	Corporate / Elimination	Grand total
	Primary	Specialized - WDC	Total	Primary - Circle Medical	Primary - WISP	Specialized - CRH Medical	Specialized - Provider Staffing	Total				
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Total segment revenue	45,371	30,417	75,788	20,628	21,123	61,774	29,500	133,025	16,209	225,022	3,689	228,711
Inter-segment revenue	(100)	-	(100)	-	-	(34)	(626)	(660)	(779)	(1,539)	(3,689)	(5,228)
Revenue from external customers	45,271	30,417	75,688	20,628	21,123	61,740	28,874	132,365	15,430	223,483	-	223,483
Cost of sales	(29,933)	(11,006)	(40,939)	(12,950)	(5,935)	(38,998)	(25,870)	(83,753)	(4,147)	(128,839)	(503)	(129,342)
Salaries and benefits	(6,417)	(8,801)	(15,218)	(5,607)	(2,585)	(4,296)	(301)	(12,789)	(6,353)	(34,360)	(2,477)	(36,837)
Marketing and promotion	(226)	(140)	(366)	(6,243)	(10,548)	(368)	(19)	(17,178)	(153)	(17,697)	(307)	(18,004)
Other G&A	(4,726)	(3,138)	(7,864)	(3,430)	(1,205)	(2,966)	(516)	(8,117)	(1,604)	(17,585)	(1,480)	(19,065)
Operating expenses	(41,302)	(23,085)	(64,387)	(28,230)	(20,273)	(46,628)	(26,706)	(121,837)	(12,257)	(198,481)	(4,767)	(203,248)
Adjusted EBITDA	3,969	7,332	11,301	(7,602)	850	15,112	2,168	10,528	3,173	25,002		

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A reconciliation of net income before tax to segment adjusted EBITDA is as follows:

	March 31, 2025	March 31, 2024 Restated
	\$'000	\$'000
Adjusted EBITDA - all segments	34,096	25,002
Corporate expenses	(6,519)	(4,767)
Depreciation and amortization	(19,546)	(16,560)
Interest expense	(11,406)	(9,541)
Interest income	519	238
Rent expense on finance leases	4,688	4,114
Stock-based compensation	(2,465)	(5,477)
Foreign exchange gain (loss)	(84)	32
Time-based earnout expense	(215)	(2,112)
Change in fair value of investments	(35,235)	13,957
Gain on disposal of assets and investments	24	11,284
Share of net loss of associates	(2,380)	(1,064)
Transaction, restructuring and integration expensed	(3,870)	(3,482)
Legal settlements and defense recovery (costs)	31	(281)
Other items	(753)	-
Net (loss) income before income tax	(43,115)	11,343

Geographic information

Revenue by geographic location of customers and non-current assets other than financial instruments and deferred tax assets by location are summarized as follows. For the quarter ended March 31, 2025, and 2024:

	US		Canada and others		Canada (Corporate / Shared services)		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Total Segment Revenue	173,840	133,025	122,837	91,997	3,407	3,689	300,084	228,711
Inter-segment revenue	(282)	(660)	(2,258)	(879)	(3,407)	(3,689)	(5,947)	(5,228)
Revenue from external customers	173,558	132,365	120,579	91,118	-	-	294,137	223,483
Non-current assets other than financial instruments and deferred tax assets	669,964	600,280	611,338	570,893	91,436	22,197	1,372,738	1,193,370

19. Business Combinations, Asset Acquisitions and Disposals

The Company completed multiple business combinations and asset acquisitions during the three months ended March 31, 2025.

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The purchase price of these acquisitions was satisfied through, where applicable:

- (i) cash paid to the vendor, net of working capital adjustments;
- (ii) fair value of common shares of the Company issued to the vendor, determined at the opening share price on the date of the issuance;
- (iii) fair value of common shares of a Company subsidiary issued to the vendor, determined as of the date of the issuance;
- (iv) working capital/indemnification holdback; and
- (v) deferred purchase consideration in the form of time-based earnout payments that is treated as a deferred acquisition cost.

Time-based earnout payments considered to be acquisition costs have been classified as financial liabilities and are carried at amortized cost. Accordingly, such liabilities are measured at fair value on initial recognition and are subsequently measured at amortized cost using the effective interest method.

For business combinations, the excess of the fair value of the purchase consideration over the fair values of assets and liabilities acquired is recognized as goodwill. Goodwill is attributable to the workforce, expected synergies and future profitability of the acquired businesses. The Company elected to recognize the non-controlling interests at its proportionate share of the acquired net identifiable assets, where applicable.

a) 2025 Acquisitions:

During the three months ended March 31, 2025, the Company acquired interests in the following companies:

Company name	Date of Acquisition	Business/asset acquisition	% Ownership	Place of incorporation	Line of business
Harmony Anesthesia, LLC ("Harmony")	January 1, 2025	Business	65%	US	WELL Health USA Patient and Provider Services – Specialized CRH
Bison Family Medical Clinic Inc. ("Bison")	February 1, 2025	Business	100%	Canada	Canadian Patient Services – Primary
2622292 Ontario Inc. dba Healthpoint Medicine, Northpoint Family Medicine Inc. ("Healthpoint/Northpoint")	March 1, 2025	Business	100%	Canada	Canadian Patient Services – Primary

The following table summarizes the fair value of the purchase consideration and the estimated fair values of assets and liabilities acquired at the acquisition dates for business combinations and asset acquisitions that occurred during the three months ended March 31, 2025. Purchase price allocations have been classified as "Final" or "Provisional"/"Prov" based on the status of the work performed by the Company to determine net working capital or other adjustments and the fair value of the assets acquired and liabilities assumed at the acquisition date. The Company may adjust preliminary purchase price allocations, as necessary, up to one year after the acquisition closing date as new information is obtained about facts and circumstances that existed as of the closing date.

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	Harmony	Bison	Healtpoint/ Northpoint	Total
	Prov.	Prov.	Prov.	
	\$'000	\$'000	\$'000	\$'000
Cash	30,534	1,871	5,798	38,203
Working capital/Indemnity holdback	-	239	692	931
Deferred acquisition cost (Note 14(a))	1,185	1,101	1,816	4,102
Purchase consideration	31,719	3,211	8,306	43,236
Assets and liabilities acquired				
Cash	1,014	47	1	1,062
Accounts receivable and other current assets	8,804	89	302	9,195
Other current assets	-	96	16	112
Property and equipment	-	187	181	368
Right of use asset	-	1,012	689	1,701
Accounts payable	(606)	(117)	(17)	(740)
Lease liabilities	-	(1,012)	(689)	(1,701)
Deferred revenue	(549)	-	-	(549)
Non-controlling interest	(16,441)	-	-	(16,441)
Customer relationships (Note 12)	39,497	-	-	39,497
Goodwill (Note 12)	-	2,909	7,823	10,732
	31,719	3,211	8,306	43,236

b) 2024 Acquisitions and Disposals

2024 Acquisitions

During the three months ended March 31, 2025, the Company finalized the purchase accounting for the 2024 acquisitions of BlueBird IT Solutions Inc. ("BBS"), Microquest Inc. ("MQS"), Jack Nathan Medical Clinics ("JNM") and other 2024 acquisitions with adjustments as shown in the table below:

	NDA Final \$'000	BBS			MQS			JNM Final \$'000	Other*			Total \$'000
		Prov. \$'000	Adj. \$'000	Final \$'000	Prov. \$'000	Adj. \$'000	Final \$'000		Prov. \$'000	Adj. \$'000	Final \$'000	
Cash	10,170	3,293	-	3,293	13,250	-	13,250	5,000	7,097	-	7,097	38,810
Fair value of subsidiary's shares issued at closing	-	3,896	-	3,896	-	-	-	-	-	-	-	3,896
Working capital holdback	-	964	(162)	802	846	20	866	-	524	(380)	144	1,812
Deferred acquisition cost (Note 14(a))	-	244	-	244	1,971	-	1,971	-	2,315	-	2,315	4,530
Acquisition-related transaction cost	124	-	-	-	-	-	-	-	-	-	-	124
Purchase consideration	10,294	8,397	(162)	8,235	16,067	20	16,087	5,000	9,936	(380)	9,556	49,172
Assets and liabilities acquired												
Cash	-	66	-	66	297	-	297	-	1,374	-	1,374	1,737
Accounts receivable and other current assets	-	1,223	(65)	1,158	715	(1)	714	-	1,301	26	1,327	3,199
Other current assets	-	85	(5)	80	63	(9)	54	-	58	(37)	21	155
Property and equipment	-	-	-	-	-	-	-	571	208	-	208	779
Right of use asset	-	-	-	-	-	-	-	-	2,623	-	2,623	2,623
Accounts payable	-	(563)	(14)	(577)	(147)	-	(147)	-	(1,719)	(16)	(1,735)	(2,459)
Other current liabilities	-	-	(78)	(78)	(102)	30	(72)	(54)	(234)	(253)	(487)	(691)
Lease liabilities	-	-	-	-	-	-	-	-	(2,623)	-	(2,623)	(2,623)
Deferred tax liability	-	(921)	-	(921)	(2,341)	-	(2,341)	-	-	-	-	(3,262)
Non-controlling interest	(9,891)	(397)	-	(397)	-	-	-	-	(431)	138	(293)	(10,581)
Exclusive professional services agreement ("PSA") (Note 12)	20,185	-	-	-	-	-	-	-	-	-	-	20,185
Technology (Note 12)	-	-	-	-	2,993	-	2,993	-	-	-	-	2,993
Customer relationship (Note 12)	-	3,409	-	3,409	5,614	-	5,614	-	-	-	-	9,023
Goodwill (Note 12)	-	5,495	-	5,495	8,975	-	8,975	4,483	9,379	(238)	9,141	28,094
	10,294	8,397	(162)	8,235	16,067	20	16,087	5,000	9,936	(380)	9,556	49,172

PSA amortization term

15 years

* PFY, Pacific Medical, The Health Clinic by Shoppers, C-Health, 19th & Lonsdale Medical Corporations, Wilson, Grounding, HMC, Medical Associates of Meadowvale

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2024 Disposals

On February 1, 2024, the Company completed the sale of Intrahealth, an EMR provider within the Company's SaaS and Technology Services reportable segment, to HEALWELL for total consideration of \$24,361 consisting of cash of \$3,152, shares in HEALWELL with fair value of \$14,961, a holdback receivable of \$606 and other deferred payments of \$5,642. The gain on disposal before tax was \$11,750.

20. Contingencies

In the ordinary course of business, the Company is involved in and potentially subject to, legal actions and proceedings. There are many uncertainties involved in these legal actions and proceedings and as such, it is not possible for the Company to predict the final outcome of these matters with certainty. The Company does not believe that the ultimate resolution of these matters, including the matters noted below where not fully resolved, will have a material adverse impact on the Company's operations, financial condition or results of operations.

Since November 2023, the Company's subsidiary WISP, Inc. ("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 the class actions and the mass arbitration matters, with one class action settlement pending final court approval. For the year ended December 31, 2024, the Company recognized an expense of \$6,017 in other expenses for estimated settlement costs and \$290 in general and administrative expenses for legal fees (2023 - \$nil). During the three months ended March 31, 2025, the Company reached an agreement to settle an insurance claim in relation to this matter and recognized an insurance recovery of \$2,085 as other income in the consolidated statement of loss for the three months ended March 31, 2025 and as other receivable on the consolidated statement of financial position as of March 31, 2025.

In September 2024, the Company's 70%-owned Delaware subsidiary, Circle Medical Technologies, Inc. ("Circle Medical"), received a Request for Information ("RFI") from the Civil Division of the United States Attorney's Office for the Northern District of California ("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. For the year ended December 31, 2024, the Company recognized an expense of \$4,072 in other expenses for estimated settlement costs and \$511 in general and administrative expenses for legal fees. For the three months ended March 31, 2025, the Company did not recognize any expense in relation to this matter.

In 2024, the Company's subsidiary CRH received notice of a product liability claim related to its O'Regan hemorrhoid banding device. Settlement of the claim occurred in April 2025. For the year ended December 31, 2024, the Company recognized an expense of \$7,914 in other expenses for settlement costs and \$100 in general and administrative expenses for legal fees. For the three months ended March 31, 2025, the Company did not recognize any expense in relation to this matter. In April 2025, the Company reached an agreement to settle an insurance claim in relation to this matter in the amount of \$4,474.

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21. Financial Instruments

a. Classification of financial instruments

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

	March 31, 2025	December 31, 2024
	\$'000	\$'000
Financial assets at amortized cost		
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

b. Fair value measurements

The Company's loans and borrowings, which are mainly comprised of the JPM facility and the RBC facility (Note 15(a)), 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.

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The fair value of the Company's redeemable preferred shares issued by its subsidiary, WELLSTAR Technologies Corp. ("WELLSTAR") (Note 15(c)), was 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.

c. Financial risk management

Liquidity risk

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

	<i>Undiscounted payments due by period</i>				
	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 have 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 (Note 15(a)). 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.

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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.

22. Cash Flow Information

	Three months ended	
	March 31, 2025	March 31, 2024
		Restated
	\$'000	\$'000
Change in non-cash operating items:		
Accounts and other receivables	916	(28,597)
Inventory	(437)	6
Prepayments and other current assets	(10,491)	(2,875)
Other non-current assets	(367)	1,650
Accounts payable and accrued liabilities	3,382	6,621
Deferred revenue	4,160	8,360
Other non-current liabilities	295	(1,396)
Other current liabilities	6,090	2,198
	3,548	(14,033)

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	Three months ended	
	March 31, 2025	March 31, 2024
	\$'000	\$'000
Equity and debt investments in associates and others:		
Equity investment in Longevity AI	(1,432)	-
Equity investment in HEALWELL	(5,375)	-
	(6,807)	-

	Three months ended	
	March 31, 2025	March 31, 2024
	\$'000	\$'000
Business acquisitions, net of cash acquired (Note 19):		
Harmony	(29,520)	-
Bison	(1,824)	-
Healthpoint/Northpoint	(5,797)	-
	(37,141)	-

For the three months ended March 31, 2024, advances received from CRH's billing service provider of \$17,446 (Note 14(c)) have been reclassified from net cash provided by operating activities to net cash provided by financing activities to conform to the current period's presentation.

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23. Events After the Reporting Period

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 April 1, 2025, the release conditions were satisfied related to the Company's January 21, 2025 subscription for HEALWELL shares and the Company received 500,000 Class A voting shares 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 in accordance with the terms of the subscription agreement.

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 37% of the economic interest and 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. The Company has not disclosed information required under IFRS 3 "Business Combinations" as the purchase accounting was incomplete at the time these condensed interim consolidated financials statements were authorized for issue.