102-POL: WELL Health Majority Voting Policy

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Version 2.0

Table of Contents

1. Policy

The forms of proxy for the vote at a meeting of holders of common shares of WELL Health Technologies Corp. (“**WELL Health**”) where directors of WELL Health are to be elected will enable each shareholder to vote in favour of, or to “withhold” from voting for, each nominee on an individual basis.

In an uncontested election of directors (each, a “**Director**”) to serve on the board of directors of WELL Health (the “**Board**”) at a meeting of the shareholders of WELL Health, if the number of votes “withheld” from exceeds the number of votes “for” his or her election (a **“Minority Vote”**), such nominee shall immediately tender his or her resignation, as a Director, to the Chair of the Board following the meeting at which the Director was elected, which resignation will become effective upon acceptance by the Board. Following each uncontested election of directors at which a Minority Vote occurs WELL Health shall forthwith issue a news release disclosing the detailed voting results for the election of each director and shall forthwith provide a copy of the news release to the Toronto Stock Exchange (“TSX”) (by email todisclosure@tsx.com) if there is a Minority Vote. For purposes of this Majority Voting Policy (this “Policy”), an “uncontested election” shall mean an election where the number of nominees for Director shall be equal to the number of Directors to be elected. In any election of directors other than an uncontested election, this Policy shall not apply.

The Board shall consider the tendered resignation from a Director who has received a Minority Vote and shall accept it except in situations where extenuating circumstances would warrant the applicable Director to continue to serve on the Board (the “**Exceptional Circumstances**”). In considering whether or not to accept the resignation, the Board will consider all factors deemed relevant by the Directors including, without limitation (i) any stated reasons why shareholders “withheld” votes from the election of that nominee; (ii) what the Board believes to be the underlying reasons for the Minority Vote, including whether these reasons relate to the incumbent Director’s performance as a Director, whether these reasons relate to WELL Health or another issuer, and whether these reasons are curable and alternatives for effecting any cure; (iii) the percentage of outstanding shares represented by votes cast for and withheld on the election of the subject Director; (iv) WELL Health’s corporate governance policies; (v) the overall composition of the Board (including whether accepting the resignation would cause WELL Health to fail to meet any applicable regulatory or stock exchange listing requirements); and (vi) whether the resignation of the Director could result in the triggering of change in control or similar provisions under any contract by which WELL Health is bound or any benefit plan of WELL Health and, if so, the potential impact thereof.

The Board shall accept or refuse such resignation within 90 days following the applicable meeting of shareholders. The Board shall accept the resignation absent Exceptional Circumstances. The resignation will be effective when accepted by the Board. WELL Health shall promptly issue a news release with the Board's decision, a copy of which must be provided to the TSX (by email to disclosure@tsx.com). If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision. If a resignation is accepted, the Board may, in accordance with the provisions of the *Business Corporations Act* (British Columbia) and the constating documents of WELL Health: (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of WELL Health; (ii) appoint a new Director to fill the vacancy created by the resignation; (iii) reduce the size of the Board; or (iv) call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position.

Any Director who tenders his or her resignation pursuant to this Policy or who otherwise receives a Minority Vote shall not participate in any meeting of the Board (or any subcommittee thereof) at which the decision to accept or reject his or her resignation, or the resignation of another Director that received a Minority Vote, is considered or decided. However, if a sufficient number of Directors received a Minority Vote in the same election such that that the Board no longer has a quorum, then although each Director receiving a Minority Vote shall not be permitted to participate in any meeting of the Board at which their resignation offer is considered, they shall be eligible to be counted for the purpose of determining whether the Board has quorum.

In the event that any Director who received a Minority Vote does not tender his or her resignation in accordance with this Policy, they will not be re-nominated by the Board.

The Board may adopt such procedures and appoint such committees as it sees fit to assist it in its determinations with respect to this Policy.

2. Compliance

2.1. Non-Compliance with this Policy

Each of the current Directors has agreed to abide by the provisions of this Policy and any subsequent candidate elected or appointed to the Board will, as a condition of such nomination, be required to abide by this Policy.

Non-compliance with this Policy is subject to disciplinary action, up to and including termination of employment and/or contract, where applicable, as well as any other remedies as legally applicable depending on jurisdiction, context, and local regulatory requirements.

2.2. Exceptions to this Policy

ALL exceptions to this Policy must be documented and approved by the WELL Health Chief Legal Officer. Exceptions must be reviewed annually at a minimum.

3. Revision History

This Policy MUST be reviewed every two years or in response to material legal/regulatory or market changes.