106-POL: WELL Health Insider Trading Policy

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1. Purpose and Principles

The purpose of the Insider Trading and Reporting Policy (the "**Policy**") is to summarize the insider tradingrestrictions to which directors, officers and certain employees are subject under applicable securities legislation, and to set forth a policy governing trading in the securities of WELL Health Technologies Corp. ("**WELL Health**") and WELL Health subsidiaries and affiliates ("**WELL Entities**") and the reportingthereof which is consistent with the applicable legislation.

This Policy is not intended to discourage investment in WELL Health's securities. Rather, it is intended to highlight the obligations and the restrictions imposed by relevant securities legislation.

2. Roles and Responsibilities

Role	Responsibilities
WELL Health Enterprise Risk Management	• Administers and maintains this policy • Reviews and decides trading pre-clearance requests • Identifies individuals subject to pre-clearance and communicates applicable restricted period restrictions • Provides guidance on the application of this policy and escalates material questions to Legal, Finance, or the Board, as appropriate • Document and approve any permitted exceptions
Personnel and Reporting Insiders	• Complies with all trading, tipping, hedging, short-selling, margin, and restricted period restrictions • Protects undisclosed material information and uses it only in the necessary course of business • Obtains required written pre-clearance before trading • Determines and meets their personal insider reporting obligations within applicable deadlines • Seeks guidance before trading when uncertain whether a restriction applies
WELL Health Board of Directors	• Approves financial statements and any changes to periodic restricted periods, as applicable • Refrains from approving equity-based compensation awards during a restricted period • Oversees material insider-trading matters escalated for Board consideration • Approves material amendments to the Policy, where required

3. Summary of Legislation

Securities legislation prohibits any person in a "special relationship" with WELL Health from either:

(a) purchasing or selling WELL Health's shares with the knowledge of a material fact or material change concerning WELL Health that has not been generally disclosed; or

(b) informing (or "**tipping**"), other than, when necessary, in the course of business, another person or company of a material fact or material change concerning WELL Health before such information the material fact or material change has been generally disclosed; or

(c) recommending or encouraging, while in possession of a material fact or material change concerning WELL Health that has not been generally disclosed, another person or company to purchase or sell securities of WELL Health's, other than when necessary, in the course of business.

A material change to the business or affairs of WELL Health or a material fact is one which would reasonably be expected to have an effect on the market price or value of any securities of a reporting issuer, or that could otherwise affect the decisions of a reasonable investor to buy, sell or hold securities of WELL Health. A material change is specifically defined to include any decision by a board of directors to implement a material change, as well as any decision made to implement such a change by senior management, if board of director approval is probable.

Information is "generally disclosed" when it has been publicly disclosed in a manner calculated to effectively reach the marketplace, most often by way of a press release, and public investors have been given a reasonable amount of time to analyze the information but may be disclosed by other means in accordance with the WELL Health's *Disclosure Policy*.

This prohibition applies to persons who are deemed to have a "**special relationship**" with WELL Health, which include:

- directors, officers, employees, contractors, consultants, temporary workers, volunteers, individuals providing or delivering health care or health related services, and other persons acting for or on behalf of WELL Health (collectively, "**Personnel**"), together with any partnerships, trusts, corporations, RRSPs and similar entities over which any of the above-mentioned individuals exercise control or direction; and
- persons or companies who learn of a material fact or material change concerning WELL Health.

While the penalties for a breach of this prohibition vary among jurisdictions, as WELL Health is under the jurisdiction of the British Columbia Securities Commission, a breach may render Personnel personally liable to prosecution and, upon conviction, to considerable financial penalties, incarceration, or both. Further, Personnel may be subject to civil actions at the instance of all or any of security holders, WELL Health whose securities were traded, and regulators.

Personnel should note that their associates (such as family members who reside in the same home as any Personnel), are also deemed to be in a special relationship with WELL Health where such associate possesses undisclosed material information concerning WELL Health and are subject to the same legal obligations and duties described in this Policy. Personnel may also be held responsible for trades made by such associates, or by any personal holding company or similar entity, where Personnel exercise control or direction over the associate's or entity's trading.

4. Trading Prohibitions

Therefore, all WELL Health Personnel will be subject to the following prohibitions relating to investments in WELL Health's securities and securities of other public issuers.

(a) If one has knowledge of a material fact or material change related to the affairs of WELL Health or any public issuer involved in a transaction with WELL Health which is not generally known, no trades in securities of WELL Health may be made until the information has been generally disclosed to the public and the restricted periods set forth below have expired.

(b) If one has knowledge of a material fact or material change related to the affairs of WELL Health or any public issuer involved in a transaction with WELL Health which is not generally known, no recommendation or encouragement to another person or company to trades in securities of WELL Health may be made until the information has been generally disclosed to the public and the restricted periods set forth below have expired.

(c) Knowledge of a material fact or material change must not be conveyed to any other personother than in the necessary course of business until the information has been generally disclosed to the public and the restricted periods set forth below have expired.

(d) The practice of selling "short" securities of WELL Health at any time is not permitted.

(e) The practice of buying or selling a "call" or "put" or any other financial instruments, including prepaid forward contracts, equity swaps, collars, units of exchange funds, or derivative securities that are designed to hedge or offset a decrease in the market value of securities of WELL Health (or equivalents such as share units, the value of which is derived from equity securities of WELL Health) held in respect of any securities of WELL Health is not permitted.

(f) The purchase of securities of WELL Health on margin, or the holding of WELL Health securities in a margin account, is not permitted, as such securities could be sold without Personnel's "consent" in the event of a margin call.

(g) Speculating in securities of WELL Health, which may include buying with the intention of quickly reselling such securities, or selling securities of WELL Health with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under a securities-based compensation an equity-based compensation arrangement of WELL Health) is not permitted.

(h) Trading in securities of WELL Health is prohibited when WELL Health has provided notice of a pending material fact or material change until the information has been generally disclosed to the public and the restricted periods set forth below have expired.

For purposes of this Policy, public issuer includes any issuer, whether a company or otherwise, whose securities are traded in a public market, whether on a stock exchange or "over the counter".

For purposes of this Policy, trading in securities of WELL Health includes: (i) any purchase or sale of securities of WELL Health, including the exercise of stock options and any associated sale of securities to fund related tax obligations; (ii) any settlement of share units granted under an equity-based compensation arrangement of WELL Health; and (iii) any other derivative-based transaction, agreement or arrangement that has the effect of altering Personnel's economic exposure to WELL Health and would be required to be reported in accordance with applicable laws or regulations; provided that, solely for such purposes all Personnel shall be deemed to be reporting insiders. The above prohibitions and the insider reporting obligations provided below apply equally to each of the foregoing forms of trading, and to the trading or exercising of options to acquire shares or other securities of a public issuer.

5. Insider Reporting Obligations

A person or Company who becomes a "**reporting insider**" of WELL Health must file an insider report within five days of the date of becoming a new "reporting insider". In addition, a "reporting insider" whose director indirect beneficial ownership of or control or direction over securities of WELL Health changes, must file an insider report of the change within five days of the date of the change.

Reporting insiders must also file reports in respect of any interest in, or right or obligation associated with, a related financial instrument (i.e., a derivative) involving securities of WELL Health, as well as any monetization transaction, secured loan with recourse limited to securities of WELL Health, or similar arrangement, trade or transaction that changes the reporting insider's economic exposure to or interest in securities of WELL Health, which may not necessarily involve a purchase or sale.

National Instrument 55-104 – *Insider Reporting Requirements and Exemptions* ("**NI 55-104**") defines a "reporting insider" to include, among others, an insider of the issuer if the insider is:

- the Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**") or Chief Operating Officer ("**COO**") and each director of the issuer, of a significant shareholder of the issuer or of a major subsidiary of the issuer;
- a person or company responsible for a principal business unit, division or function of the issuer;
- a significant shareholder of the issuer; and
- any other insider that in the ordinary course receives or has access to information as to material facts or material changes concerning the issuer before the material facts or materialchanges are generally disclosed and directly or indirectly, exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of the issuer.

It is each insider's personal responsibility to determine if they are a "reporting insider" as defined in NI 55-104 and should review the complete definition of such term in NI 55-104 in making such determination. Itis each reporting insider's responsibility to ensure that all requisite insider trading reports are filed with the appropriate securities commissions within the statutory time limits.

A copy of the insider report may be obtained from WELL Health and is required to be filed electronically on the System for Electronic Disclosure by Insiders.

6. Trading Pre-Clearance

To assist each of the Personnel specified below in avoiding any trade in securities of WELL Health that may contravene or be perceived to contravene applicable securities laws, these individuals are required to notify, and obtain written pre-clearance from the CLO of any proposed trade of securities of WELL Health before effecting the trade in order to confirm that no undisclosed material fact or material change exists: (a) Personnel who are "reporting insiders" of WELL Health for purposes of NI 55-104; (b) any employee who reports directly to the CEO, CFO or COO; (c) a member of WELL Health's finance staff; and (d) an individual that is notified by the CLO that the individual's trades in securities of WELL Health will be subject to pre-clearance in accordance with this policy. Notification is required not only for trades by the foregoing Personnel, but also for any proposed trades by any other person if such Personnel has control or direction over such securities. A request for pre-clearance must be made sufficiently far in advance of the date of the proposed transaction in order to allow the CLO to properly consider the request. If pre-clearance is received for a proposed trade, it will, unless otherwise specified, be effective until the earlier of (a) conclusion of the fifth trading day following the day on which pre-clearance is granted and (b) such Personnel coming into possession of a material fact or material change that has not been generally disclosed. If the proposed trade is not completed within such time, it will be necessary for the Personnel to reapply for pre-clearance. If any Personnel who has requested pre-clearance for a proposed trade and has not received such pre-clearance from the CLO by the date of the proposed transaction, the Personnel may not proceed with such trade. If any Personnel has any doubt with respect to whether they are subject to trade pre-clearance, they should contact the CLO.

7. Restricted Periods

In order to ensure uniform compliance with securities legislation, WELL Health has made the following provision for restricted periods during which restricted persons, including but not limited to Personnel who are routinely in possession of undisclosed material information, are prohibited from trading in WELL Health's securities.

The board of directors of WELL Health (the "**Board**") will not approve the grant of stock options or other forms of equity-based compensation awards during the period of any trading restricted period.

7.1. Periodic, Regular Disclosure (Quarterly and Annual Financial Results)

For each quarter, the restricted period begins 14 days after the end of the quarter, or year end, and terminates at the end of two clear trading days following the release of the financial statements following their approval by the Board, unless otherwise determined by the Board.

7.2. Unscheduled Developments

Unscheduled developments are significant corporate developments, acquisitions, divestitures, contract negotiations, or other transactions (collectively a "**Corporate Development**") that could result in a material change in the affairs of WELL Health.

The restricted period begins as soon as management is aware of the Corporate Development and has determined to implement or proceed with same and terminates at the earlier of i) the end of the second clear trading day following the disclosure to the public of the information; or ii) when the information is no longer material or relevant

If Personnel are unsure whether or not they may trade in a given circumstance, they should contact the CFO to determine if the particular information is or is not material.

8. Related Documentation

8.1. External References

Ontario Securities Commission, 2016. National Instrument 55-104 Insider Reporting Requirements and Exemptions [online]

9. Compliance

This Policy must be reviewed annually and whenever material legal, regulatory, or market changes occur. It will be republished only when amendments are made.

9.1. Non-Compliance with this Policy

All directors, officers and employees of WELL Health and WELL Health Entities will be provided with a copy of this Policy and will be subject to compliance with the procedures and restrictions set forth in this Policy.

Non-compliance with this policy is subject to disciplinary action, up to and including termination of employment and/or contract with WELL Health for cause, without notice. The violation of this Policy may also violate certain securities laws, corporate law and/or criminal laws. If it appears that a director, officer or employee may have violated such laws, WELL Health may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

9.2. Exceptions to this Policy

ALL exceptions to this policy must be documented and approved by the CFO. Exceptions must be reviewed annually at a minimum.