Mandate of the Board of Directors

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Version 2.0

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Introduction

The members of the board of directors of WELL Health Technologies Corp. (respectively, the "**Directors**", the **"Board**", and "**WELL Health**") are elected by the shareholders of WELL Health and are responsible for the stewardship of WELL Health. The purpose of this mandate (the "**Board Mandate**") is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

Certain aspects of the composition and organization of the Board are prescribed and/or governed by the *Business Corporations Act* (British Columbia) (the "**Act**") and the constating documents of WELL Health, and applicable agreements (the "**Constating Documents**").

1. Chair of the Board

The chair of the Board (the "**Chair**") shall be appointed by the Board from time to time in accordance with the Act and the Constating Documents. The Chair should support effective Board governance by helping to coordinate the work of the Board and its committees, facilitating communication among Directors and between the Board and management, and supporting effective information flow to the Board.

2. Board Size

The constating documents of WELL Health provide that the Board shall be comprised of a minimum of three Directors. The Board shall periodically review its size in light of its duties and responsibilities from time to time.

3. Independence

The Board shall be comprised of a minimum of three independent Directors. A Director shall be considered independent if he or she would be considered independent of WELL Health in accordance with applicable Canadian securities law.

4. Role and Responsibilities of the Board

(a) The Board is responsible for overseeing the management of WELL Health and expected to focus on guidance and strategic oversight with a view to increasing shareholder value. The Board's role is one of stewardship and oversight. Management is responsible for the day-to-day conduct of the business and affairs of WELL Health, subject to the oversight of the Board and the authority delegated by the Board.

(b) In accordance with the Act, in discharging their duties, each Director must act honestly and in good faith, with a view to the best interests of WELL Health. Each Director must also exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

(c) The Board shall oversee, directly and through its committees, WELL Health's culture of integrity, ethical conduct, compliance, accountability, patient and customer trust, and responsible business practices.

5. Board Meetings

(a) In accordance with the Constating Documents, meetings of the Board may be held at such times and places as the Chair may determine and as many times per year as necessary to effectively carry out the Board's responsibilities.

(b) The Independent Directors shall hold regularly scheduled in camera sessions without members of management or non-Independent Directors present. Senior executives and non-Independent Directors may be invited to attend portions of meetings as required, provided that the Independent Directors meet separately in camera.

(c) The Chair shall be responsible for establishing or causing to be established the agenda for each Board meeting, and for ensuring that regular minutes of Board proceedings are kept and circulated on a timely basis for review and approval.

(d) The Board may invite, at its discretion, any other individuals to attend its meetings. Senior executives of WELL Health shall attend a meeting if invited by the Board.

6. Delegations and Approval Authorities

(a) The Board shall appoint the chief executive officer of WELL Health (the "**CEO**") and delegate to the CEO and other senior executives the authority over the day-to-day management of the business and affairs of Company.

(b) The Board may delegate certain matters it is responsible for to the committees of the Board. The Board may establish such committees, as it deems appropriate, to the extent permissible under applicable law. Each committee shall coordinate with the Board and other committees of the Board, as appropriate, with respect to matters that fall within the responsibilities of more than one committee. The Board will, however, retain its oversight function and ultimate responsibility for such matters and associated delegated responsibilities.

7. Strategic Planning Process

(a) The Board shall adopt a strategic planning process to establish objectives and goals for WELL Health's business and shall review, approve, and modify as appropriate the strategies proposed by senior executives to achieve such objectives and goals. The Board shall review and approve, at least on an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of WELL Health's business and affairs.

(b) The strategic planning process may include consideration of WELL Health's healthcare operations, technology and data strategy, acquisition and integration strategy, regulatory environment, competitive position, capital allocation, human capital, sustainability and impact, and other opportunities and risks relevant to WELL Health's business and affairs.

8. Risk Management

(a) The Board, in conjunction with management, shall be responsible to identify the principal risks of WELL Health's business and oversee management's implementation of appropriate systems to seek to effectively monitor, manage and mitigate the impact of such risks. Pursuant to its duty to oversee the implementation of effective risk management policies and procedures, the Board may delegate to applicable Board committees the responsibility for assessing and implementing appropriate policies and procedures to address specified risks, including delegation of financial and related risk management to the Audit Committee, delegation of risks associated with compensation policies and practices to the Compensation Committee, and risks associated with management, succession and corporate governance to the Governance and Risk Committee.

(b) The Board shall oversee, directly and through its committees, WELL Health's enterprise risk management framework, including risks relating to healthcare operations, clinical quality, patient safety, regulatory compliance, privacy, cybersecurity, data governance, artificial intelligence, third-party service providers, acquisitions and integrations, business continuity, reputation, financial reporting, internal controls, compensation practices and human capital.

(c) The Board shall review and approve or receive recommendations from the Governance and Risk Committee regarding, WELL Health's enterprise risk appetite and any material changes to WELL Health's risk appetite or principal enterprise risks.

(d) The Board shall receive reports from management and applicable Board committees regarding significant risk events, including material cybersecurity, privacy, compliance, operational, healthcare quality, business continuity, or reputational incidents, as appropriate.

9. Succession Planning, Appointment and Supervision of Senior Executives

(a) The Compensation Committee shall approve the corporate goals and objectives of the CEO and review the performance of the CEO against such corporate goals and objectives. The Board shall take steps to satisfy itself as to the integrity of the CEO and other senior executives of WELL Health and that the CEO and other senior executives create a culture of integrity throughout the organization.

(b) The Board shall oversee, directly and through the Compensation Committee and the Governance and Risk Committee, as applicable, leadership development, executive succession, retention of key talent and the alignment of executive performance objectives with WELL Health's strategy, risk appetite, culture, and long-term interests.

(c) The Board shall approve the succession plan for WELL Health, including the selection, appointment, supervision, and evaluation of the senior executives of Company, and shall also approve the compensation of the senior executives of Company upon recommendation of the Compensation Committee.

(d) The Board shall also oversee emergency and long-term succession planning for the CEO and other senior executives, including continuity planning for key control, compliance, technology, privacy, cybersecurity, and healthcare operations roles where appropriate.

10. Financial Reporting and Internal Controls

The Board shall review and monitor, with the assistance of the Audit Committee, the adequacy and effectiveness of WELL Health's system of internal control over financial reporting, including any significant deficiencies or changes in internal control and the quality and integrity of WELL Health's external financial reporting processes.

The Audit Committee shall coordinate with the Governance and Risk Committee where enterprise risks, including cybersecurity, privacy, AI, regulatory or operational risks, may have a material impact on financial reporting, disclosure controls, internal controls, or public disclosure.

11. Regulatory Filings

The Board shall approve applicable regulatory filings that require or are advisable for the Board to approve, which the Board may delegate in accordance with Section (b) of the Board Mandate. These include, but are not limited to, the annual audited financial statements, interim financial statements and related management discussion and analysis accompanying such financial statements, management proxy circulars, annual information forms, offering documents and other applicable disclosure.

Management shall provide the Board, or applicable Board committee, with sufficient information to support the Board's review of material disclosure, including disclosure relating to principal risks, risk factors, material incidents, governance, executive compensation, and other matters requiring Board approval.

12. Corporate Disclosure and Communications

The Board will seek to ensure that corporate disclosure of WELL Health complies with all applicable laws, rules and regulations and the rules and regulations of the stock exchanges upon which Company's securities are listed. In addition, the Board shall adopt appropriate procedures designed to permit the Board to receive feedback from shareholders on material issues.

The Board shall oversee WELL Health's approach to shareholder engagement and shall consider feedback from shareholders and other stakeholders on material governance, strategy, compensation, risk, and disclosure matters, as appropriate.

The Board shall oversee, directly or through its committees, WELL Health's public disclosure relating to governance, sustainability and impact, risk management, cybersecurity, privacy, artificial intelligence, healthcare operations, and other matters material to WELL Health, as applicable.

13. Corporate Policies

The Board shall adopt and periodically review policies and procedures designed to ensure that WELL Health and its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct WELL Health's business ethically and with honesty and integrity.

The Board may delegate, to applicable Board committees, responsibility for reviewing and recommending approval of policies within the committee's mandate, including policies relating to ethics, compliance, disclosure, insider trading, privacy, cybersecurity, artificial intelligence, enterprise risk management, compensation, succession, and other governance matters.

The Board shall oversee, directly and through its committees, management's implementation of policies and procedures intended to promote ethical conduct, legal and regulatory compliance, accountability, and a culture of integrity throughout the organization.

14. Review of Mandate

(a) The Board may, from time to time, permit departures from the terms of this Board Mandate, either prospectively or retrospectively. This Board Mandate is not intended to give rise to civil liability on the part of WELL Health or its Directors or officers to shareholders, security holders, customers, suppliers, competitors, employees, or other persons, or to any other liability whatsoever on their part.

(b) The Governance and Risk Committee shall review this Board Mandate at least annually, or more frequently as circumstances require, and recommend any changes to the Board for approval. The Board may review and recommend changes to this Board Mandate from time to time.