Governance and Risk Committee Charter

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Version 2.0

Table of Contents

1. Mandate and Purpose of the Committee

The purpose of the Governance and Risk Committee (the "**Committee**") is to assist the board of directors of WELL Health Technologies Corp. (respectively, the "**Board**" and "**WELL Health**") in overseeing management development and succession, corporate governance Board and Committee composition and effectiveness, enterprise risk management, compliance and ethics, and significant non-financial risks, including privacy, cybersecurity, data governance, artificial intelligence, third-party risk, healthcare operations, business continuity and reputational risk.

2. Authority of the Committee

(a) The Committee has the authority to delegate to subcommittees, provided however that the Committee shall not delegate any power or authority required by any law, regulation, rule or listing standard to be exercised by the Committee as a whole.

(b) The Committee has the authority, and WELL Health will provide it with proper funding to enable it, to:

(i) engage independent counsel and other advisors, including search firms, as it determines necessary or advisable to carry out its duties and to set and pay the compensation for any such advisors;

(ii) conduct or authorize investigations into or studies of matters within the scope of the Committee's responsibilities; and

(iii) to obtain information it requires from employees, officers, directors, and external parties.

(c) The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, governance consultant, independent legal counsel, risk, compliance, privacy, cybersecurity, artificial intelligence, or other advisor retained by the Committee.

(d) In selecting independent counsel or another advisor, the Committee shall consider all factors relevant to that advisor's independence from management, though nothing herein requires such advisor to be independent, only that the Committee consider relevant independence factors before selecting or receiving advice from the advisor.

I. PROCEDURAL MATTERS

1. Composition

The Committee will be composed of a minimum of three members.

2. Member Qualifications

(a) Every Committee member must be a director of WELL Health.

(b) Every Committee member must be qualified to serve on the Committee pursuant to the requirements of any applicable law, regulation, rule or listing standard, including being “independent” as such term is defined by applicable laws, regulations, rules, and listing standards. In this charter, the term “independent” includes the meanings given to similar terms by applicable laws, regulations, rules and listing standard to the extent applicable to WELL Health, including the terms “non-executive”, “outside” and “unrelated.”

3. Member Appointment and Removal

Committee members will be appointed by the Board. The members of the Committee will be appointed promptly after each annual shareholders’ meeting and will hold office until a successor is appointed, until they are removed by the Board, or they cease to be directors of WELL Health.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee and will be filled by the Board if the membership of the Committee falls below three directors.

4. Committee Structure and Operations

(a) Chair

The Board will appoint one Committee member to function as its chair (the “**Chair**”), provided that if the Board does not so designate a Chair, the Committee, by a majority vote, may designate a Chair. The Chair may be removed at any time at the discretion of the Board. The incumbent Chair will continue in office until a successor is appointed or they are removed by the Board or ceases to be a director of WELL Health. If the Chair is absent from a meeting, the Committee will, by majority vote, select another Committee member to preside at that meeting.

(b) Meetings

The Chair will be responsible for developing and setting the agenda for Committee meetings and determining the time, place, and frequency of Committee meetings, provided that any two members of the Committee may call a Committee meeting.

(c) Notice

Notice of the time and place of every Committee meeting will be given verbally or in writing to each member of the Committee at least 24 hours prior to the time fixed for such meeting.

(d) Quorum

A majority of the Committee constitutes a quorum. No business may be transacted by the Committee except by resolution in writing signed by all the Committee members or at a Committee meeting at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. At Committee meetings, Committee actions shall require approval of a majority of Committee members.

(e) Attendees

The Committee may invite any directors, officers and employees of WELL Health and any advisors as it sees fit from time to time to attend Committee meetings (or any part thereof) and assist in the discussion and consideration of matters relating to the Committee, provided that the Chief Executive Officer of WELL Health (the "**CEO**") may not be present during any portion of a Committee meeting in which any deliberation or vote regarding their compensation occurs. The Committee will meet in camera at each meeting.

(f) Secretary

The Committee may appoint a secretary to the Committee who need not be a director or officer of WELL Health. If no secretary is appointed, the Chair shall be responsible for all of the secretary's responsibilities.

(g) Records

Minutes of Committee meetings will be recorded and maintained by the Committee's secretary and will be presented to the Chair for review and approval. If no secretary is appointed, the Committee shall authorize all decisions and actions by written resolution, which shall be maintained by the Chair.

5. Committee and Charter Review

The Committee will annually review and assess its performance, effectiveness, and contribution, including an evaluation of whether this Charter appropriately addresses the matters that are and should be within its scope. The Committee will conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board, including any recommended changes to this Charter and to WELL Health's policies and procedures. As part of this review, the Committee should consider whether its annual workplan appropriately covers the matters within this Charter, including scheduled reviews of governance policies, Board and Committee composition, succession planning, enterprise risk management, cybersecurity, privacy, compliance and ethics, artificial intelligence governance, third-party risk and significant legal or regulatory developments.

6. Reporting to the Board

The Committee will report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

II. RESPONSIBILITIES

7. Management Succession Planning

The Committee is responsible for reviewing with the CEO and management's assessment of existing management resources and succession plans and reporting on this to the Board as appropriate. The Committee shall coordinate with the Compensation Committee and the Board, as appropriate, where management succession planning relates to CEO performance, executive compensation, retention risk, leadership development, talent risk, or human capital matters.

8. Corporate Governance

The Committee is responsible for:

(a) providing general guidance and oversight to WELL Health regarding matters of corporate governance, including WELL Health's environmental, social and governance programs;

(b) assisting the Board, as required, in interpreting and applying WELL Health's *Code of Business Conduct and Ethics* (the "**Code**"), committee charters, board mandates, description of the Chair of the Board's responsibilities, and other corporate governance policies and processes;

(c) reviewing at least annually the Code and recommending any necessary or appropriate changes to the Board;

(d) to the extent permitted by law, considering waivers of the Code (other than waivers applicable to members of the Committee, which shall be considered by the Audit Committee) and if appropriate, granting any such waivers;

(e) reviewing from time to time WELL Health's *Disclosure Policy and Insider Trading Policy* and recommending any necessary and appropriate changes to the Board; and

(f) providing recommendations to the Board regarding any shareholder proposals required by law to be included in WELL Health's proxy circular, as applicable.

9. Board and Committee Composition

The Committee is responsible for:

(a) periodically reviewing and making recommendations to the Board regarding the size, composition and role of the Board and committees thereof (including the type of committees to be established) and the methods by which the Board, committees thereof and individual directors fulfill their duties and responsibilities;

(b) creating and maintaining a list of the skills and competencies necessary and desirable for the Board as a whole and committees thereof, and tracking the skills and competencies of existing Board members relative to such list;

(c) recommending to the Board evaluation criteria for prospective directors; and

(d) annually reviewing the qualifications of each director to serve on the Board and any committees thereof.

10. Board and Committee Nominees and Succession Planning

The Committee is responsible for:

(a) developing a succession plan for the Board and committees thereof, including maintaining a list of qualified candidates for nomination to the Board and committees thereof;

(b) identifying and recommending suitable candidates for nomination to the Board and committees thereof and assessing their qualifications in light of applicable laws, regulations, rules, and listing standards, including when vacancies arise on the Board or committees thereof;

(c) preparing a policy on the orientation and training of new directors;

(d) oversight of ongoing director education on matters relevant to WELL Health, including healthcare regulation, privacy, cybersecurity, AI governance, enterprise risk management, public company disclosure, and director duties.

(e) considering resignations by director nominees submitted pursuant to WELL Health's *Majority Voting Policy*, and making recommendations to the Board as to whether or not to accept such resignations; and

(f) overseeing the onboarding of new directors and continuing education of existing directors.

11. Board, Committee and Director Performance

The Committee is responsible for reviewing and assessing at least annually the performance, effectiveness and contributions of the Board, committees thereof and the directors themselves and reporting on such review and assessment to the Board. This shall include a review of the Board's mandate and the charters of each committee thereof.

12. Coordination with Other Committees

The Committee will 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 Committee shall coordinate with the Audit Committee regarding risks relating to financial reporting, internal controls, disclosure controls and procedures, and other matters within the mandate of the Audit Committee. The Committee shall also coordinate with any other committee of the Board, as appropriate, regarding risks or governance matters within that committee's mandate, including compensation-related risks, succession matters, technology risks, privacy risks, cybersecurity risks, compliance risks, and reputational risks.

The Committee may refer any matter to another committee of the Board or to the Board where the Committee determines that such matter falls more appropriately within the mandate of such committee or the Board.

13. Enterprise Risk Management, Compliance and Non-Financial Risk Oversight

The Committee is responsible for developing an enterprise risk management framework ("**ERM Framework**") for approval by the Board. The ERM Framework will include:

(a) a risk management policy outlining the responsibilities and reporting framework related to risks taken on by WELL Health;

(b) a risk management process setting forth the approach to risk assessment, the risk approach and philosophy, as well as the various responsibilities and ownership for risk management within WELL Health;

(c) maintaining a risk register identifying WELL Health's principal and emerging risks, with prioritization based on likelihood, impact, and alignment with Board-approved risk appetite. The risk register should identify risk owners, mitigation strategies, key controls, reporting cadence, escalation triggers and any relevant risk indicators or tolerance thresholds.

(d) receiving reports on the effectiveness of the ERM Framework, regularly assessing the effectiveness of the ERM Framework, and recommending to WELL Health any changes that are considered advisable; and

(e) reviewing the ERM Framework at least once per year and recommending any material changes of the ERM Framework to the Board for approval.

The Committee is also responsible for:

(f) reviewing, with WELL Health counsel, compliance and legal matters that could have a significant impact on WELL Health, including pending or threatened material litigation, and using judgment to identify such matters to the Audit Committee where they could have a significant impact on WELL Health's financial statements or on its corporate reputation. This may include receiving reports regarding material legal, regulatory, privacy, healthcare compliance, cybersecurity, artificial intelligence, sanctions, anti-bribery/anti-corruption, competition, employment, and other compliance matters, as applicable to WELL Health's business and risk profile;

(g) discussing WELL Health's policies with respect to risk assessment and risk management, including WELL Health's insurance coverage. This review may include consideration of insurance coverage related to directors' and officers' liability, cyber/privacy liability, professional liability, errors and omissions, healthcare operations, business interruption, and other material insurable risks, as appropriate;

(h) in consultation with management, identifying and reviewing the principal business, financial and reputational risks, recommending WELL Health's "appetite" for such risks to the Board, and, with respect to financial risks, using judgment to report such risks to the Audit Committee; and

(i) making recommendations on WELL Health's risk management practices.

14. Limitation on Duties of the Committee

The Committee shall discharge its responsibilities and shall assess the information provided by WELL Health's management and any external advisors in accordance with its business judgment. Committee members are not full-time WELL Health employees. Committee members are entitled to rely, absent knowledge to the contrary, on the integrity of the persons from whom they receive information, and on the accuracy and completeness of the information provided.

Nothing in this Charter is intended or may be construed as to impose on any Committee member or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law. This Charter is not intended to change or interpret WELL Health's amended articles of incorporation or by-laws or any law, regulation, rule or listing standard to which WELL Health is subject, and this Charter should be interpreted in a manner consistent with all such applicable laws, regulations, rules and listing standards. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to WELL Health securityholders or other liability whatsoever.