A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Quebec (the "Qualifying Jurisdictions") but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities in those jurisdictions. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any applicable state securities laws. Accordingly, the securities offered hereby may not be offered or sold in the United States unless an exemption from such registration is available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".*

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of WELL Health Technologies Corp. at Suite 200, 322 Water Street, Vancouver, British Columbia V6B 1B6, telephone 604-628-7266, and are also available electronically at www.sedar.com.

PRELIMINARY SHORT FORM PROSPECTUS

NEW ISSUE September 13, 2019

WELL HEALTH TECHNOLOGIES CORP.

10,628,937 Common Shares upon exercise or deemed exercise of 9,000,000 Initial Special Warrants, 1,350,000 Option Special Warrants and 278,937 Broker Special Warrants

This short form prospectus (the "**Prospectus**") is being filed by WELL Health Technologies Corp. (the "**Corporation**" or "**WELL**") to qualify the distribution of 10,628,937 common shares in the capital of the Corporation (the "**Common Shares**") upon the exercise or deemed exercise of 9,000,000 special warrants (the "**Initial Special Warrants**"), 1,350,000 additional special warrants (the "**Option Special Warrants**") and 278,937 broker special warrants (the "**Broker Special Warrants**") of the Corporation. The Initial Special Warrants and the Option Special Warrants (together, collectively the "**Special Warrants**") were issued on August 15, 2019 (the "**Closing Date**") on a private placement basis at a price of $1.45 per Special Warrant (the "**Offering Price**"), for aggregate gross proceeds to the Corporation of $15,007,500 (the "**Offering**") pursuant to the terms of a Special Warrant Indenture dated August 15, 2019 (the "**Special Warrant Indenture**") between the Corporation and Computershare Trust Corporation of Canada, as special warrant agent thereunder (the "**Special Warrant Agent**"), and an underwriting agreement dated August 15, 2019 (the "**Underwriting Agreement**") between the Corporation and GMP Securities L.P., as sole lead underwriter on its own behalf and on behalf of a syndicate of underwriters, including Eight Capital, Beacon Securities Limited, Gravitas Securities Inc., Haywood Securities Inc. and PI Financial Corp. (the "**Underwriters**"). The Option Special Warrants were issued to the Underwriters at the Offering Price upon the exercise in full of a non-assignable option (the "**Over-Allotment Option**") granted to the Underwriters by the Corporation, pursuant to the terms of the Special Warrant Indenture and the Underwriting Agreement, representing 15% of the total number of the Initial Special Warrants. Pursuant to the Underwriting Agreement, and in addition to the Underwriters' Cash Commission (as defined below), the Broker Special Warrants were issued to the Underwriters on August 15, 2019, representing 3% of the number of Initial Special Warrants and Option Special Warrants purchased in the Offering but excluding the number of Initial Special Warrants purchased in the Offering sold to management, directors, insiders and family members thereof of the Corporation (the "**President's List Purchasers**"). Each Broker Special Warrant is non-assignable and may be exercised by the Underwriters at the Offering Price at any time during the eighteen (18) month period following the Closing Date. This Prospectus qualifies the distribution of the Common Shares issuable upon the exercise of the Special Warrants and the Broker Special Warrants.

The Special Warrants and Broker Special Warrants are not available for purchase pursuant to this Prospectus. No additional funds are to be received by the Corporation from the distribution of the Common Shares upon the exercise or deemed exercise of the Special Warrants although the Corporation will receive the exercise price of $1.45 per Common Share upon the due exercise of each Broker Special Warrant. Upon the exercise of the Broker Special Warrants, if any, the Underwriters shall be issued one (1) Common Share per Broker Special Warrant. There is currently no market through which the Special Warrants or the Broker Special Warrants may be sold and none is expected to develop. See "Risk Factors".

The outstanding Common Shares are listed for trading on the TSX Venture Exchange (the "**TSX-V**") under the symbol "WELL". On July 24, 2019, the last trading day before the original announcement of the Offering, the closing price of the Common Shares on the TSX-V was $1.70. The TSX-V has accepted for filing the Corporation's submission with respect to the Offering and the listing of the Common Shares, including the Penalty Shares (as defined below), to be issued upon the exercise or deemed exercise of the Special Warrants and the Broker Special Warrants.

	Price to the Public[(1)]	Underwriters' Cash Commission[(2)]	Net Proceeds to the Corporation[(3)(4)]
Per Special Warrant	$1.45	$0.08	$1.37
Total	**$15,007,500**	**$854,683.65**	**$14,152,816.35**

(1) The Offering Price was determined by arm's length negotiation between the Corporation and the Underwriters.

(2) In consideration for the services rendered by the Underwriters in connection with the Offering, and pursuant to the terms of the Underwriting Agreement, the Corporation paid to the Underwriters an aggregate cash commission of $854,683.65 (the "**Underwriters' Cash Commission**"), representing 6% of the gross proceeds of the sale of the Initial Special Warrants and the Option Special Warrants, excluding an aggregate of 1,052,100 Initial Special Warrants sold in the Offering to President's List Purchasers in respect of which a reduced commission of 3% applied. In addition to the Underwriters' Cash Commission, the Corporation issued to the Underwriters a total of 278,937 Broker Special Warrants, representing 3% of the Initial Special Warrants and Option Special Warrants sold in the Offering, but excluding the number of Initial Special Warrants purchased in the Offering by President's List Purchasers. Each Broker Special Warrant is non-assignable and may be exercised by the Underwriters during the eighteen (18) month period following the Closing Date. Upon the exercise of the Broker Special Warrant, if any, the Underwriters shall be issued one (1) Common Share per Broker Special Warrant. This Prospectus qualifies the distribution of the Common Shares issuable upon the exercise of the Initial Special Warrants, the Option Special Warrants and the Broker Special Warrants. See "Plan of Distribution".

(3) After deducting the Underwriters' Cash Commission, but before deducting the expenses of the Offering, including the preparation and filing of this Prospectus, which expenses are estimated to be $435,000 and have been or will be paid from the net proceeds of the Offering.

(4) The distribution of the Common Shares upon the exercise or deemed exercise of the Special Warrants will not result in any proceeds being received by the Corporation.

The Corporation is neither a "connected issuer" nor a "related issuer" of the Underwriters as defined in National Instrument 33-105 — *Underwriting Conflicts*.

Each Special Warrant that has not previously been exercised will be deemed to automatically be exercised on behalf of, and without any further action or payment required on the part of, the holder thereof at 5:00 p.m.

(Pacific time) on the date (the "**Deemed Exercise Date**") that is the earlier of: (i) December 13, 2019; and (ii) the fifth business day after the date a receipt (a "**Receipt**") is issued for the final Prospectus by the securities regulatory authorities in each of the Qualifying Jurisdictions (the "**Qualification Date**"). See "Plan of Distribution" and "Description of Securities Being Distributed".

In the event that the Qualification Date has not occurred on or before October 14, 2019 (the "**Qualification Deadline**"), each unexercised Special Warrant shall thereafter entitle the holder thereof to receive upon exercise or deemed exercise, for no additional consideration (the "**Penalty Provision**"), 1.05 Common Shares (instead of one Common Share). This Prospectus also qualifies the distribution of the 517,500 Common Shares (the "**Penalty Shares**") issuable pursuant to the Penalty Provision, if applicable, for a total of 11,146,437 Common Shares. Unless the context otherwise requires, all references herein to the "**Offering**" and "**Common Shares**" shall include any Penalty Shares that may be issued in connection with the Penalty Provision. See "Plan of Distribution". In the event that the Corporation has not obtained the Receipt prior to the Qualification Deadline, it has agreed with the Underwriters to continue to use its best efforts to obtain the Receipt as soon as possible following the Qualification Deadline until such time as all the Special Warrants have been, or are deemed to have been, exercised.

In the event that a holder of Special Warrants or Broker Special Warrants exercises such securities prior to the Deemed Exercise Date, the Common Shares issued upon exercise of such Special Warrants or Broker Special Warrants, as the case may be, will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by securities laws.

The Corporation has not authorized anyone to provide holders of Special Warrants or Broker Special Warrants with information different from that contained or incorporated by reference in this Prospectus. An investment in the Corporation is speculative and involves significant risks that should be carefully considered. See "Cautionary Statement Regarding Forward-Looking Information" and "Risk Factors".

The Offering was conducted through the book-based system and the Special Warrants (other than to certain purchasers, as determined by the Corporation, in each case, who made a specific request in this regard, who received physical special warrant share certificates) were issued in registered form to CDS Clearing and Depository Services Inc. ("**CDS**") and deposited with CDS on the Closing Date. The Common Shares issued upon exercise or deemed exercise of the Special Warrants will also be held by CDS and a purchaser of the Special Warrants will not receive definitive certificates representing the Common Shares (other than the purchasers, as determined by the Corporation, in each case, who made a specific request in this regard, who received physical special warrant share certificates). See "Plan of Distribution".

Certain legal matters in connection with the Offering and this Prospectus have been reviewed on behalf of the Corporation by Clark Wilson LLP and on behalf of the Underwriters by Blake, Cassels & Graydon LLP.

The Corporation's head office is located at Suite 200, 322 Water Street, Vancouver, British Columbia V6B 1B6. The Corporation's registered and records office is located at 800 – 885 West Georgia Street, Vancouver, British Columbia V6C 3H1.

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain information contained in this Prospectus and the documents incorporated by reference herein may constitute forward-looking information, future-oriented financial information or financial outlooks (collectively, "**forward-looking information**") within the meaning of applicable Canadian securities legislation. Such forward-looking information is based upon the Corporation's and its management's current internal predictions, expectations, beliefs, plans, projections, objectives, goals, strategies, assumptions, priorities, intentions or estimates. Forward-looking information can often be identified by forward-looking words or phrases such as "believes", "expects", "anticipates", "intends", "plans", "estimates", "schedules", "forecasts", "budgets", "proposes", or variations or comparable language of such words, and phrases or statements stating that certain actions, events or results "may", "could", "would", "should", "might" or "will" occur, be taken or be achieved or other connotations or such words or phrases or other similar expressions concerning matters that are not historical facts. Forward-looking information may also include, without limitation, any statement relating to future events, conditions or circumstances. WELL cautions the reader not to place undue reliance upon any such forward-looking information.

Forward-looking information does not constitute historical fact but rather reflects the current expectations of WELL regarding future results or events based on information that is currently available. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the results, performance, achievements, predictions, forecasts, projections and other forward-looking information will not occur or will differ materially from such anticipated results, performance, achievements, predictions, forecasts, projections or other forward-looking information. Forward-looking information in this Prospectus includes, but is not limited to, statements with respect to:

- WELL's expectations regarding its revenue, expenses and operations;
- WELL's anticipated cash needs and its needs for additional financing;
- WELL's plan for future mergers and acquisitions, including its strategy to consolidate and modernize primary healthcare assets;
- WELL's plans for and timing of expansion of its services;
- WELL's future growth plans, including its plans to make acquisitions of additional healthcare clinics and digital technologies;
- WELL's strategy to make acquisitions which assist in obtaining cost efficiencies and improvements through shared services and synergies;
- WELL's ability to attract new customers and develop and maintain relationships with existing customers;
- The ability of WELL to acquire or develop, introduce and implement new products as well as enhancements or improvements for existing products that respond, in a timely fashion, to customer/product requirements and rapid technological change;
- WELL's ability to identify, attract, hire, train, motivate and retain personnel;
- WELL's technology and data, and expected uses and benefits, including planned strategies to leverage technological assets and capabilities to modernize clinical operations to benefit customers;
- General economic, business and political conditions;
- Stock market volatility;
- Anticipated costs and ability to achieve goals, including the ability and costs necessary to make strategic acquisitions and planned expansions of products and services;
- The impact of any changes in the laws and regulations in the jurisdictions in which WELL operates;
- WELL's competitive position and its expectations regarding competition;
- WELL's reliance on digital and internet technologies to conduct and expand its operations, including reliance on information technology to process, transmit and store sensitive and confidential data, and the resulting exposure of WELL and/or its customers to risks related to cybersecurity;
- WELL's reliance on open source software products developed by third parties over whom WELL has no control and the accompanying risk that such components may infringe on the intellectual property rights

of others and thereby expose WELL to infringement claims and liability in connection with the use of these open source software components; and
- Anticipated trends and challenges in WELL's business and the markets in which it operates.

Although WELL believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. WELL cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither WELL nor any other person assumes responsibility for the accuracy or completeness of the forward-looking information. Some of the risks and other factors, some of which are beyond WELL's control, which could cause results to differ materially from those expressed in the forward-looking information contained in this Prospectus, include, but are not limited to, those set forth under "Risk Factors" in this Prospectus and in the AIF (as defined herein).

The forward-looking information contained in this Prospectus is presented as of the date of this Prospectus and, accordingly, is subject to change after such date. Forward-looking information is disclosed for the purpose of providing information about management's current expectations and plans and allowing investors and others to gain a better understanding of the Corporation's operating environment. WELL does not intend or undertake to publicly update any forward-looking information included in this Prospectus, whether as a result of new information, future events or otherwise, except in accordance with applicable Canadian securities laws.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar regulatory authorities in Canada. The Corporation is permitted to "incorporate by reference" such information, which means that the Corporation can disclose important information to you by incorporating certain documents into this Prospectus. Information that is incorporated by reference is an important part of this Prospectus. Copies of the Corporation's documents incorporated by reference may be obtained on request without charge from the Chief Financial Officer of WELL by telephone 604-628-7266, and are also accessible at www.sedar.com.

The following documents of the Corporation, which have been filed with the applicable securities commissions or similar regulatory authorities in Canada, are incorporated by reference into this Prospectus:

- the annual information form of the Corporation dated August 22, 2019 for the fourteen months ended December 31, 2018 (the "**AIF**");

- the audited consolidated financial statements of the Corporation for the fourteen months ended December 31, 2018, together with the auditor's report thereon and the notes thereto;

- the Corporation's management's discussion and analysis for the fourteen months ended December 31, 2018;

- the unaudited condensed interim consolidated financial statements of the Corporation for the period ended June 30, 2019, together with the notes thereto;

- the Corporation's management's discussion and analysis for the period ended June 30, 2019;

- the management information circular dated May 28, 2019 in respect of the Corporation's annual general meeting of shareholders to be held on June 27, 2019;

- the material change report dated September 3, 2019 with respect to receipt of approval from the TSX-V and the issuance of Common Shares in connection with the third quarterly time-based earn out payment pursuant to acquisition agreements in respect of 13 healthcare clinics announced on November 1, 2018;

- the material change report dated August 26, 2019 with respect to the Closing of the Offering;
- the material change report dated August 8, 2019 with respect to the Corporation's making of the third quarterly time-based earn out payment pursuant to acquisition agreements in respect of 13 healthcare clinics announced on November 1, 2018;
- the material change report dated August 2, 2019 with respect to the amendment of the Corporation's proposed Offering for the issuance of 9,000,000 Initial Special Warrants of the Corporation at a price per Initial Special Warrant of $1.45;
- the material change report dated July 25, 2019 with respect to the Corporation's agreement with the Underwriters for a proposed Offering of 8,276,000 Initial Special Warrants of the Corporation at a price per Special Warrant of $1.45;
- the material change report dated July 25, 2019 with respect to the Corporation entering into an agreement with the Underwriters for a proposed private placement of convertible debentures of up to $8,000,000 plus an option for an additional $1,500,000;
- the material change report dated July 16, 2019 with respect to the Corporation announcing it had granted restricted share units to certain key employees, consultants, officers and a director of the Corporation plus stock options to certain key employees, consultants and officers;
- the material change report dated July 11, 2019 with respect to the Corporation completing a previously announced acquisition of Kela Atlantic Inc. dba KAI Innovations;
- the material change report dated June 19, 2019 with respect to the Corporation's completion of a bought deal private placement offering for $10,500,000 of senior unsecured convertible debentures;
- the material change report dated June 13, 2019 with respect to the Corporation's completion of an acquisition of the issued and outstanding shares of OSCARprn - Treatment Solutions Ltd;
- the material change report dated June 7, 2019 with respect to the Corporation entering into an arm's length share purchase agreement for the acquisition of all of the issued and outstanding shares of Kela Atlantic Inc. dba KAI Innovations;
- the material change report dated June 5, 2019 with respect to the Corporation's making of the second quarterly time-based earn out payment pursuant to acquisition agreements in respect of 13 healthcare clinics announced on November 1, 2018;
- the material change report dated May 23, 2019 with respect to the Corporation entering into an arm's length share purchase agreement to acquire all of the issued and outstanding shares of OSCARprn - Treatment Solutions Ltd.;
- the material change report dated April 30, 2019 with respect to the appointment of a new Chief Financial Officer for the Corporation and an appointment of a Vice President of Corporate Strategy and Investor Relations for the Corporation;
- the material change report dated March 15, 2019 with respect to the Corporation's completion of a non-brokered private placement of approximately $2.728M in Common Shares;
- the material change report dated February 19, 2019 with respect to the agreement to terms for the issuance of $2.728M Common Shares in a private placement at a price of $0.46 per Common Share;

- the material change report dated February 5, 2019 with respect to the Corporation's making of the first quarterly time-based earn out payment made pursuant to acquisition agreements in respect of 13 healthcare clinics announced on November 1, 2018;

- the material change report dated January 23, 2019 with respect to the Corporation granting restricted share units to certain key employees, consultants, officers and a director of the Corporation;

- the material change report dated January 4, 2019 with respect to the announcement of the Corporation appointing a new Chief Operating Officer; and

- the material change report dated January 2, 2019 with respect to the Corporation's acquisition of all of the issued and outstanding shares of NerdEMR Services Ltd. and Butterfly Medical Limited.

Any material change reports (excluding confidential material change reports), annual information forms, interim consolidated financial statements and related management's discussion and analysis, annual audited consolidated financial statements (including the independent auditor's report thereon) and related management's discussion and analysis, business acquisition reports, information circulars and certain other disclosure documents, of the type referred to in section 11.1 of Form 44-101F1, filed by the Corporation with any securities commissions or similar regulatory authority in Canada after the date of this Prospectus and prior to the termination of the distribution of the Common Shares are deemed to be incorporated by reference into this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Prospectus is deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Prospectus modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

SUMMARY DESCRIPTION OF BUSINESS

Corporate Structure

The Corporation was incorporated under the *Business Corporations Act* (British Columbia) on November 23, 2010 under the name "Movarie Capital Ltd.". On June 1, 2017, the Corporation changed its name to "Wellness Lifestyles Inc." and the Corporation's trading symbol changed from "MOV" to "WELL". On July 13, 2018, the Corporation changed its name to "WELL Health Technologies Corp.".

The Corporation's head office is located at Suite 200, 322 Water Street, Vancouver, British Columbia V6B 1B6, and its registered and records office is located at 800 – 885 West Georgia Street, Vancouver, British Columbia V6C 3H1.

The Corporation is a reporting issuer in the provinces of British Columbia, Alberta, Manitoba and Ontario. The Common Shares are listed under the symbol "WELL" on the TSX-V.

As of December 31, 2018, the Corporation had the following 19 direct and indirect wholly-owned subsidiaries:

Subsidiaries		Jurisdiction of Incorporation
1.	WELL Health Brickyard Inc.	British Columbia
2.	WELL Health Clayton Heights Inc.	British Columbia
3.	WELL Health Colebrook Inc.	British Columbia
4.	WELL Health Fleetwood Inc.	British Columbia
5.	WELL Health Kerrisdale Inc.	British Columbia
6.	WELL Health Oval Inc.	British Columbia
7.	WELL Health Pemberton Marine Inc.	British Columbia
8.	WELL Health Richmond Central Inc.	British Columbia
9.	WELL Health Surlang Inc.	British Columbia
10.	WELL Health City View Inc.	British Columbia
11.	WELL Health Clover Care Inc.	British Columbia
12.	WELL Health Coquitlam Inc.	British Columbia
13.	WELL Health Hasting Sunrise Inc.	British Columbia
14.	WELL Health Lonsdale Inc.	British Columbia
15.	WELL Health Panorama Village Inc.	British Columbia
16.	WELL Health Point Grey Inc.	British Columbia
17.	WELL Health Scott Road Inc.	British Columbia
18.	WELL Health Triton Inc.	British Columbia
19.	0714410 B.C. Ltd. (1)	British Columbia

(1) 0714410 B.C. Ltd. is the holding corporation of WELL Health Scott Road Inc.

Subsequent to December 31, 2018 to the date hereof, the Corporation added the following wholly-owned subsidiaries:

Subsidiaries		Jurisdiction of Incorporation
1.	NerdEMR Services Ltd. (“**NerdEMR**”)	British Columbia
2.	Kela Atlantic Inc. (“**KAI Innovations**”)	Ontario
3.	OSCARprn - Treatment Solutions Ltd. (“**OSCARprn**”)	British Columbia
4.	WELL Health Centreview Inc.	British Columbia

Description of the Business

The Corporation’s overarching goal is to consolidate and modernize primary healthcare assets using digital technologies and processes that improve patient experience, operational efficiency and overall care performance. The Corporation intends to be an active acquirer within the healthcare services and digital health marketplaces.

From the date the Corporation acquired its first medical clinics on February 9, 2018 until the period ended December 31, 2018, the Corporation operated one business segment focused on clinical operations. Following the closing of its acquisition of NerdEMR on January 1, 2019, the Corporation commenced Electronic Medical Records (“**EMR**”) operations as its second operating segment.

<u>Clinical:</u> The Corporation currently operates a network of approximately 852 clinics with the support of over 4,000 doctors across Canada. WELL wholly-owns 19 of these clinics and provides EMR software and services to the balance of them. The Corporation’s clinical portfolio of 19 wholly-owned and operated medical clinics has approximately 180 doctors who provide patient care at these facilities. These clinics are all located in the Greater Vancouver region; however, the Corporation plans on expanding its footprint of wholly-owned clinics to other provinces in the future. WELL is focused on providing healthcare services, with the support of doctors, within the context of the publicly accessible healthcare services that are reimbursed by the provincial health authorities. To the extent there are services rendered by the Corporation that are not eligible for reimbursement, such services are charged directly to patients and/or third parties.

The Corporation's strategy for maximizing income potential from its health clinics is based on its mergers and acquisitions ("**M&A**") strategy and shared services approach which includes, but is not limited to, acquiring additional primary health clinics, obtaining cost efficiencies and improvements through synergies and providing digitally enabled healthcare through technologies such as telemedicine.

On December 11, 2018, the Corporation changed its year-end from October 31 to December 31. The Corporation's annual consolidated financial statements for the period ended December 31, 2018 include the results for the 14-months ended December 31, 2018 with comparatives for the 12-months ended October 31, 2017. The following table shows the details of revenues from continuing operations for the 14-months ended December 31, 2018 and 12 months ended October 31, 2017.

	For the fourteen months ended December 31, 2018	**For the twelve months ended October 31, 2017**
Insured services	$9,492,721	$Nil
Non-Insured services	$1,067,079	$Nil
Total Revenue	$10,559,800	$Nil

<u>EMR:</u> The Corporation's digital portfolio is based on an EMR software known as OSCAR, which is an acronym for "Open Source Clinical Application Resource". OSCAR is a web-based open source EMR system that was originally developed by McMaster University. WELL provides OSCAR EMR software and services to approximately 852 clinics through its acquisitions of NerdEMR, OSCARprn and KAI Innovations. Management believes that a robust, secure, flexible EMR system is the backbone of a medical services network upon which the Corporation can then launch other digital technology to doctors and patients such as new patient engagement and telemedicine applications.

<u>Future Growth and Patient Engagement Technologies (e.g. online booking, telemedicine, etc.):</u> The Corporation intends to continue its growth strategy by focusing on the following:

- Acquiring additional scale (organically and inorganically) across existing clinical and digital operations;
- Establishing shared services to optimize costs and/or processes across all operations;
- Organic growth – the Corporation's growth strategy includes (i) attracting and retaining patients and physicians by improving the patient and physician experience and optimizing the delivery of existing services and (ii) introducing new insured and non-insured services to the Corporation's primary health care facilities;
- Inorganic growth - executing on a disciplined and accretive capital allocation program; and
- Offering EMR customers new digital upgrades designed to enhance their operations.

The Corporation intends to continue on its shared services strategy to optimize costs and/or processes across all operations. Shared services provides benefits to the Corporation's clinical acquisitions in the areas of scheduling, back-office accounting, purchasing, information technology and cybersecurity, etc. Furthermore, WELL intends to leverage technology assets and capabilities to modernize clinical operations to benefit doctors and patients. WELL is already performing upgrades to its wholly-owned clinics, which are proving to drive efficiencies.

<u>Discontinued Operations:</u> During the 14 months ended December 31, 2018 and the 12 months ended October 31, 2017, the Corporation generated revenue of $261,874 and $414,856, respectively, related to discontinued operations.

CONSOLIDATED CAPITALIZATION

The following table sets out the consolidated capitalization of the Corporation as of June 30, 2019, both before and after giving effect to the Offering and as of the date of the Prospectus (assuming the due exercise of the Special

Warrants into Common Shares, but not including Penalty Shares, if any). Other than as described below, there have been no material changes in the consolidated share and loan capital of the Corporation since June 30, 2019, the date of the Corporation's most recent unaudited condensed interim consolidated financial statements.

	As at June 30, 2019	**As at June 30, 2019 (after giving effect to the Offering)**	**As at the date of the Prospectus (after giving effect to the Offering)**
Common Shares			
Common Shares	94,740,964	105,090,964[(1)]	108,216,193[(2)]
Other Securities exercisable or convertible into Common Shares			
stock options[(3)]	5,122,774	5,122,774	6,547,774
restricted share units ("**RSUs**")[(4)]	2,776,000	2,776,000	3,607,085
performance share units ("**PSUs**")[(5)]	450,000	450,000	450,000
agent's warrants[(6)]	1,315,675	1,315,675	1,042,248
convertible debentures[(7)]	10,500 convertible debentures (11,052,631 Common Shares)	10,500 convertible debentures (11,052,631 Common Shares)	10,500 convertible debentures (11,052,631 Common Shares)
Broker Special Warrants[(8)]	-	278,937	278,937
Total Common Shares on a fully-diluted basis	115,458,044	126,086,981	131,194,868

(1) This number is based on 94,740,964 Common Shares issued and outstanding on June 30, 2019 and assumes: (i) the exercise or deemed exercise of all 10,350,000 Special Warrants; and (ii) the Penalty Provision has not been triggered.

(2) This number is based on 97,866,193 Common Shares issued and outstanding on the date of this Prospectus and assumes: (i) the exercise or deemed exercise of all 10,350,000 Special Warrants; and (ii) the Penalty Provision has not been triggered.

(3) Each stock option represents the right to purchase, once vested, one Common Share in the capital of the Corporation.

(4) The RSUs were granted to certain key employees, consultants, officers and a director of the Corporation pursuant to the Corporation's Long-Term Performance Incentive Plan. Each RSU represents the right to receive, once vested, one Common Share in the capital of the Corporation.

(5) The PSUs were granted to consultants pursuant to the Corporation's Long-Term Performance Incentive Plan. Each PSU represents the right to receive, once vested and performance criteria are met, one Common Share in the capital of the Corporation.

(6) Each agent's warrant entitles the holder to purchase one Common Share at the exercise price thereof until the expiry date.

(7) Pursuant to the convertible debenture financing which closed in June 2019, a total of 10,500 convertible debentures were issued by the Corporation at a price of $1,000 per convertible debenture, with the principal amount convertible at $0.95 per Common Share. The Corporation will issue a total of 11,052,631 Common Shares upon the due conversion of all convertible debentures.

(8) Each Broker Special Warrant entitles the holder to purchase one Common Shares at the exercise price of $1.45 per Common Share until expiry on February 15, 2022.

USE OF PROCEEDS

The net proceeds to the Corporation from the sale of the Special Warrants, after deducting the aggregate Underwriters' Cash Commission and the estimated expenses of the Offering in the amount of $435,000, including expenses relating to the preparation and filing of this Prospectus, was approximately $13,700,000. The Corporation will not receive any additional proceeds from the exercise or deemed exercise of the Special Warrants. The use of proceeds set out herein does not include any funds the Corporation will receive upon the due exercise of the Broker Special Warrants which are exercisable at $1.45 per Common Share. Any additional capital received in connection with such exercise is intended to be used for further acquisition purposes as set out below.

As at the date of this Prospectus, the Corporation has not used any portion of the net proceeds from the Offering. As at June 30, 2019, the Corporation reported second quarter 2019 cash and cash equivalents of $6,687,904 and restricted cash of $5,776,202. Subsequent to the quarter end, the Corporation closed the previously announced acquisition of KAI Innovations on July 1, 2019 and on July 18, 2019, the Corporation announced its entry into a definitive agreement to acquire a majority ownership stake in SleepWorks Medical Inc. The Corporation anticipates it has sufficient cash and restricted cash as at June 30, 2019 to fund the post-closing acquisition obligations related to KAI Innovations, the proposed acquisition to acquire 51% of the issued and outstanding common shares of SleepWorks Medical Inc., and to fund the working capital requirements of the Corporation for the next 12 months from the date of this Prospectus.

The Corporation used $851,451 in operating cash flow for the six month period ended June 30, 2019. The Corporation's current working capital amount as at June 30, 2019 was $9,592,421 and the Corporation's cash burn rate is approximately $100,000 per month following the closing of the KAI Innovations acquisition.

The Corporation intends to use the net proceeds from the Offering for the following purposes: (i) to finance the acquisition of additional clinical and digital assets; and (ii) to fund the deferred acquisition costs and future earn-out payment obligations associated with its acquisitions.

Use of Net Proceeds	Amount
Acquisition purposes	$11,700,000
Deferred acquisition costs or earn-out payments	$2,000,000
Total	**$13,700,000**

Acquisition Purposes

The Corporation intends to use $11,700,000 from the net proceeds of the Offering to broaden its portfolio of clinical and digital assets through acquisitions. To assist in its M&A growth strategy, the Corporation maintains a M&A watch list and business development pipeline. However, the decision to proceed towards the consummation of an acquisition is made only after the Corporation performs a comprehensive due diligence process on such target companies with a particular emphasis on financial performance, information technology security, personnel, compliance and privacy policies and procedures. The Corporation is actively seeking acquisitions in the three broad areas of: (i) accretive health clinics, (ii) OSCAR based EMR service providers and (iii) other digital health technology companies with an emphasis on digital patient engagement technologies. The Corporation is currently identifying target companies and assets for acquisition but as at the date of this Prospectus, it has not entered into any definitive agreements for acquisitions other than its proposed transaction of a 51% equity interest in SleepWorks Medical Inc.

Consistent with past practice and in the normal course, the Corporation evaluates business and growth opportunities and continues to consider a number of acquisition and investment opportunities to achieve its business and growth strategies. The Corporation may have proposals, letters of intent, exclusivity arrangements or conditional agreements outstanding or may otherwise be engaged in discussions with respect to possible acquisitions or investments which may, if they proceed, be material to the Corporation. However, there can be no assurance that any of these letters, agreements, arrangements or discussions will result in a definitive agreement and, if they do, what the terms or timing of any acquisition or investment would be or that any such acquisition or investment will be completed by the Corporation.

The Corporation's acquisition strategy is underpinned by a deep value-based approach which is designed to increase shareholder value with each transaction. Hence the Corporation has in the past financed its acquisitions through a combination of cash, the issuance of Common Shares and deferred acquisition costs or future earn-out payments. Over the past two years, the Corporation has issued securities for the following transactions:

Date of Issue	Price per Common Share	Type of Securities	Number of Securities	Reason for Issuance
November 1, 2018	0.45	Common Shares	1,638,626	Acquisition of 13 clinics
January 2, 2019	0.50	Common Shares	1,275,000	Acquisition of NerdEMR
June 12, 2019	0.69	Common Shares	373,906	Acquisition of OSCARprn
July 1, 2019	0.705	Common Shares	2,836,879	Acquisition of KAI Innovations

Deferred Acquisition Costs and Earn-out Payments

The Corporation intends to allocate $2,000,000 of the net proceeds of the Offering towards current deferred acquisition costs and earn-out payments until December 2020 as follows:

Acquisition	Amount of Deferred Acquisition Costs and Earn-Out
19 Clinics (Closed Feb. 2018 and Nov. 2018)	$343,000
NerdEMR	$66,000
KAI Innovations	$1,591,000
Total	**$2,000,000**

Management anticipates that deferred acquisition costs and earn-out payments beyond 2020 will be covered by future working capital from operations and any future financings. These obligations arose from: (i) the acquisition of the 19 clinics which closed on February 9, 2018 and November 1, 2018; (ii) from the acquisition of NerdEMR which closed on January 2, 2019; and (iii) from the acquisition of KAI Innovations which closed on July 1, 2019.

The KAI Innovations transaction included post-closing payment obligations of $2.75M in deferred acquisition costs to be paid in the first year after the closing. The Corporation also agreed to pay a conditional earn-out based on overall operating performance of up to $7.0M over a period of up to 5 years after the closing of the KAI Innovations acquisition. The performance based earn-out is more heavily weighted to the latter years of the pay-out period. The Corporation anticipates paying the balance of the deferred acquisition costs (in excess of $1,591,000 as set out above) and the earn-out payments from existing working capital and not from the net proceeds of the Offering.

For the six month period ended June 30, 2019, the Corporation incurred $272,442 of time based earn-out expenses related to prior acquisitions and the Corporation also paid $126,057 to settle deferred acquisition costs related to prior acquisitions. The Corporation is expected to incur similar on-going acquisition related expenses for the remainder of the year.

Business Objectives and Milestones

The Corporation intends to use the net proceeds of the Offering to acquire clinical and/or digital assets that broaden its portfolio of medical clinics/services and software capabilities within the digital health marketplace. To consummate such acquisitions, the Corporation is required to identify suitable acquisition targets, perform due diligence thereon, negotiate favorable terms and then proceed to close the transaction. Although the Corporation intends to allocate $11,700,000 of the net proceeds towards future acquisitions, it cannot with any certainty predict how many such acquisitions will be made or the cost of such acquisitions due to the wide-range of suitable target companies that may ultimately be acquired. Acquisitions of medical clinics are typically characterized by smaller value transactions due to the fragmented nature of the industry at present. Acquisitions of EMR businesses or those holding digital or telemedicine assets are expected to be larger value transactions. Management anticipates it will continue on its trend of consolidating the acquisitions of medical clinics with a higher frequency than EMR, digital and telemedicine acquisitions.

Until the net proceeds of the Offering are used, the Corporation intends to invest the funds in short-term interest-bearing securities, including high interest savings accounts. The Corporation will undertake and be responsible for the investment of any unused net proceeds from the Offering.

Although the Corporation intends to use net proceeds of the Offering as stated above, there may be circumstances where, for business and operations reasons, a reallocation of funds may be necessary, as may be determined at the discretion of management of the Corporation. See "Risk Factors".

DESCRIPTION OF COMMON SHARES AND SPECIAL WARRANTS

Authorized Share Capital

The Corporation is authorized to issue an unlimited number of Common Shares, of which as at the date of this Prospectus, 97,866,193 Common Shares were outstanding.

Common Shares

Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Corporation and to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Corporation's Board of Directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Corporation are entitled to receive on a pro rata basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Special Warrants

The Special Warrants were issued pursuant to and are governed by the Special Warrant Indenture. The following summary of certain provisions of the Special Warrant Indenture does not purport to be complete and is qualified in its entirety by reference to the provisions of the Special Warrant Indenture, a copy of which is available at www.sedar.com or which may be obtained on request without charge from the Corporation at Suite 200, 322 Water Street, Vancouver, British Columbia V6B 1B6.

Pursuant to the Special Warrant Indenture, each Special Warrant is exercisable, without payment of additional consideration, into one Common Share at any time following the Closing Date, and all unexercised Special Warrants will automatically be exercised on behalf of, and without any further action or payment required on the part of, the holder thereof at 5:00 p.m. (Pacific time) on the Deemed Exercise Date, being the earlier of: (i) the Qualification Date, being the fifth business day after the date a Receipt is issued for the final Prospectus by the securities regulatory authorities in each of the Qualifying Jurisdictions; and (ii) December 13, 2019. The Corporation has agreed to use its commercially reasonable efforts to obtain a Receipt on or before the Qualification Deadline. If a Receipt for the final Prospectus is not obtained on or before the Qualification Deadline, each holder of a Special Warrant shall be entitled to receive, without payment of additional consideration, 1.05 Common Shares per Special Warrant (in lieu of 1.0 Common Share) upon the exercise or deemed exercise of the Special Warrants.

The Special Warrant Indenture provides for adjustment in the number of Common Shares issuable upon the exercise or deemed exercise of the Special Warrants upon the occurrence of certain events, including: (i) the subdivision, re-division or change of the outstanding Common Shares into a greater number of Common Shares; (ii) the reduction, combination or consolidation of the outstanding Common Shares into a lesser number of shares; (iii) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares as a stock dividend or other distribution or a distribution of Common Shares, other than the issuance of Common Shares or convertible securities to such holders as dividends paid in the Ordinary Course (as such expressions are defined in the Special Warrant Indenture); (iv) the fixing of a record date for the distribution to all or substantially all of the holders of the outstanding Common Shares of rights, options or warrants under which such holders are entitled, for a period expiring not more than 45 days after such record date, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price" (as defined in the Special Warrant Indenture) for the Common Shares on such record date; and (v) the fixing of a record date for the issuance or distribution to all or substantially all of the holders of the Common Shares of (a) shares of any class other than the Common Shares; (b) rights, options or warrants to acquire Common Shares or securities exchangeable or convertible into Common Shares; (c) evidences of indebtedness; or (d) any property or other assets.

The Special Warrant Indenture also provides for adjustments in the number of Common Shares issuable upon exercise or deemed exercise of the Special Warrants or the receipt of other securities or property of the Corporation, as the case may be, in the event of the following additional events: (i) reclassifications of the Common Shares or a capital reorganization other than as described above; or (ii) consolidations, amalgamations, plan of arrangements, mergers or other business combinations of the Corporation with or into another entity (other than a consolidation, amalgamation, plan of arrangement or merger which does not result in any reclassification of the outstanding Common Shares or a change of the Common Shares into other shares).

The Corporation also covenants in the Special Warrant Indenture that, during the period in which the Special Warrants are exercisable, it will give a 14 days' prior written notice to holders of Special Warrants of certain stated events, including events that would result in an adjustment to the exercise price of the Initial Special Warrants or to the number of Common Shares issuable upon exercise or deemed exercise of the Special Warrants.

No fractional Common Shares will be issuable upon the exercise or deemed exercise of any Special Warrants, and no cash or other consideration will be paid in lieu of fractional shares. Holders of Special Warrants will not have any voting or pre-emptive rights or any other rights that a holder of Common Shares would have.

From time to time, the Corporation and the Special Warrant Agent may amend or supplement the Special Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Special Warrants. Any amendment or supplement to the Special Warrant Indenture that adversely affects the interests of the holders of Special Warrants may only be made by "extraordinary resolution", which is defined in the Special Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Special Warrants at which there are holders of Special Warrants present in person or represented by proxy representing at least 25% of the aggregate number of the then outstanding Special Warrants and passed by the affirmative vote of holders of Special Warrants representing not less than 66 2/3% of the aggregate number of all the then outstanding Special Warrants represented at the meeting and voted on the poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of Special Warrants representing not less than 66 2/3% of the aggregate number of all the then outstanding Special Warrants.

PRIOR SALES

The following table sets out the details concerning the Common Shares, and securities convertible into Common Shares, issued by the Corporation during the 12-month period prior to the date of this Prospectus:

Date of Issue/Grant	Price/Exercise Price per Common Share	Type of Securities	Number of Securities	Reason for Issuance
September 14, 2018	0.30	Common Shares	3,650	exercise of warrants
September 28, 2018	0.30	Common Shares	20,000	exercise of warrants
October 17, 2018	0.15	Common Shares	11,330	exercise of warrants
November 1, 2018	0.45	Common Shares	1,638,626	acquisition related
December 17, 2018	0.15	Common Shares	2,333	exercise of warrants
January 2, 2019	0.50	Common Shares	1,275,000	acquisition related
January 15, 2019	0.15	Common Shares	40,000	exercise of warrants
February 6, 2019	0.45	Common Shares	42,846	acquisition related
February 7, 2019	0.25	Common Shares	500,000	exercise of warrants
February 13, 2019	0.39	Common Shares	250,000	exercise of stock options
February 26, 2019	0.25	Common Shares	660,000	exercise of warrants
March 7, 2019	0.46	Common Shares	5,929,350	private placement
March 15, 2019	0.25	Common Shares	280,500	exercise of warrants
March 15, 2019	0.30	Common Shares	304	exercise of warrants
March 19, 2019	0.25	Common Shares	167,500	exercise of warrants
April 4, 2019	0.25	Common Shares	83,000	exercise of warrants
April 4, 2019	0.25	Common Shares	120,000	exercise of warrants
April 8, 2019	0.36	Common Shares	277,574	exercise of warrants
April 8, 2019	0.15	Common Shares	32,445	exercise of warrants
April 8, 2019	0.25	Common Shares	335,000	exercise of warrants
April 26, 2019	0.25	Common Shares	33,333	exercise of warrants
April 30, 2019	0.15	Common Shares	99,160	exercise of warrants
April 30, 2019	0.25	Common Shares	100,000	exercise of warrants

May 1, 2019	0.54	Common Shares	35,691	acquisition related
May 9, 2019	0.25	Common Shares	33,333	exercise of warrants
May 13, 2019	0.15	Common Shares	67,900	exercise of warrants
May 16, 2019	0.25	Common Shares	33,500	exercise of warrants
May 23, 2019	0.15	Common Shares	3,500	exercise of warrants
May 23, 2019	0.25	Common Shares	188,333	exercise of warrants
May 28, 2019	0.25	Common Shares	167,500	exercise of warrants
May 31, 2019	0.25	Common Shares	215,000	exercise of warrants
June 5, 2019	0.15	Common Shares	82,600	exercise of warrants
June 5, 2019	0.25	Common Shares	41,000	exercise of warrants
June 7, 2019	0.30	Common Shares	10,950	exercise of warrants
June 7, 2019	0.25	Common Shares	50,000	exercise of warrants
June 10, 2019	0.15	Common Shares	18,666	exercise of warrants
June 11, 2019	0.69	Common Shares	373,906	acquisition related
June 12, 2019	0.15	Common Shares	100,000	exercise of warrants
June 12, 2019	0.25	Common Shares	387,500	exercise of warrants
June 27, 2019	0.30	Common Shares	160,000	exercise of warrants
July 1, 2019	0.705	Common Shares	2,836,879	acquisition related
July 10, 2019	0.30	Common Shares	242,828	exercise of warrants
August 1, 2019	1.29	Common Shares	14,933	acquisition related
August 12, 2019	0.30	Common Shares	20,000	exercise of warrants
August 23, 2019	0.30	Common Shares	10,599	exercise of warrants
January 22, 2019	0.43	stock options	765,000	stock option grant
July 12, 2019	1.42	stock options	1,425,000	stock option grant
January 22, 2019	0.43 (closing price of Corporations' Common Shares on date of issuance)	RSUs	2,776,000	RSU grant
July 12, 2019	1.76 (closing price of Corporations' Common Shares on date of issuance)	RSUs	831,085	RSU grant
January 22, 2019	0.43 (closing price of Corporations' Common Shares on date of issuance)	PSUs	450,000	PSU grant
June 13, 2019	0.95	convertible debentures	9,500[(1)]	private placement
June 19, 2019	0.95	convertible debentures	1,000[(2)]	private placement
June 13, 2019	0.95	agent's warrants	481,576	grant of agent's warrants
August 15, 2019	1.45	Special Warrants	10,350,000	private placement

August 15, 2019	1.45	Broker Special Warrants	278,937	grant of Broker Special Warrants

(1) Convertible into 10,000,000 Common Shares.
(2) Convertible into 1,052,631 Common Shares.

TRADING PRICE AND VOLUME

The Common Shares are currently listed on the TSX-V under the trading symbol "WELL". The following table sets forth the reported intraday high and low prices and the trading volume for the Common Shares on the TSX-V on a monthly basis for the 12-month period prior to the date of this Prospectus:

Month	High ($)(1)	Low ($)(1)	Volume(2)
September 2018	0.58	0.46	2,243,500
October 2018	0.55	0.45	1,569,400
November 2018	0.53	0.44	1,348,600
December 2018	0.45	0.36	1,745,200
January 2019	0.48	0.39	1,887,000
February 2019	0.54	0.42	2,434,800
March 2019	0.69	0.52	3,791,500
April 2019	0.69	0.60	1,749,200
May 2019	0.78	0.65	6,484,500
June 2019	1.02	0.73	5,204,500
July 2019	1.87	0.91	31,723,800
August 2019	1.87	1.55	7,039,500
September 1 – 10, 2019	1.65	1.58	977,100

(1) High and low daily trading prices in the month.
(2) Total volume traded in the month.

PLAN OF DISTRIBUTION

This Prospectus is being filed in the Qualifying Jurisdictions to qualify the distribution of 10,628,937 Common Shares issuable upon the exercise or deemed exercise of 9,000,000 Initial Special Warrants, 1,350,000 Option Special Warrants and 278,937 Broker Special Warrants.

On the Closing Date, and pursuant to the terms of the Underwriting Agreement, the Corporation completed the Offering of an aggregate of 10,628,937 Special Warrants at the Offering Price pursuant to prospectus exemptions under applicable securities legislation. Pursuant to the Underwriting Agreement, the Underwriters agreed to purchase on a "bought deal" basis or to arrange substitute purchasers for 9,000,000 Initial Special Warrants at the Offering Price. Pursuant to the Underwriting Agreement, the Underwriters were granted an Over-Allotment Option, representing 15% of the total number of Initial Special Warrants issued in the Offering, exercisable at any time up to 48 hours before the Closing Date at a price per Option Special Warrant equal to the Offering Price. The Underwriters exercised such option in full and were issued 1,350,000 Option Special Warrants as at the Closing Date. Pursuant to the Underwriting Agreement, the Corporation paid the Underwriters' Cash Commission of $854,683.65 (excluding reimbursement for certain expenses incurred in connection with the Offering by the Underwriters). In addition to the Underwriters' Cash Commission, a total of 278,937 Broker Special Warrants were issued to the Underwriters, representing 3% of the number of Special Warrants issued in the Offering but excluding the number of Initial Special Warrants sold to President's List Purchasers. Each Broker Special Warrant is non-assignable and may be exercised by the Underwriters at the price of the Offering at any time during the eighteen (18) month period following the Closing Date.

The Special Warrants were issued pursuant to the terms of the Special Warrant Indenture. Each Special Warrant entitles the holder thereof to receive one (1.0) Common Share, subject to adjustment in certain circumstances as set forth in the Special Warrant Indenture and the Penalty Provision, upon the exercise or deemed exercise of the Special Warrant without payment of any additional consideration or further action on the part of the holder. Any Special Warrants that have not been exercised prior to the Deemed Exercise Date will be deemed to be exercised on the Deemed Exercise Date in accordance with the terms of the Special Warrant Indenture.

Pursuant to the Underwriting Agreement, the Corporation has agreed to use its commercially reasonable efforts to prepare and file this Prospectus in respect of the Common Shares upon the exercise or deemed exercise of the Special Warrants, and upon exercise, if any, of the Broker Special Warrants under the applicable securities laws in each of the Qualifying Jurisdictions, to satisfy all comments from the regulators in each of the Qualifying Jurisdictions and to obtain a Receipt for the final Prospectus in each of the Qualifying Jurisdictions by no later than the Qualification Deadline. In the event that such a Receipt is not received by the Qualification Deadline, each Special Warrant will thereafter entitle the holder thereof to receive 1.05 Common Shares per Special Warrant (in lieu of 1.0 Common Share) upon exercise or deemed exercise of the Special Warrants. This Prospectus also qualifies the distribution of any Penalty Shares upon the exercise or deemed exercise of the Special Warrants. In particular, this Prospectus qualifies a total of 517,500 Penalty Shares issuable pursuant to the Penalty Provision. In the event that the Corporation has not obtained the Receipt prior to the Qualification Deadline, it has agreed with the Underwriters to continue to use its best efforts to obtain the Receipt as soon as possible following the Qualification Deadline until such time as all the Special Warrants have been, or are deemed to have been, exercised.

In the event that a holder of Special Warrants or Broker Special Warrants exercises such securities prior to the Deemed Exercise Date of the Special Warrants, the Common Shares issued upon exercise of Special Warrants or Broker Special Warrants will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by securities laws.

The Special Warrants, Broker Special Warrants and the Common Shares have not been, and will not be, registered under the U.S. Securities Act or any state securities laws and the Special Warrants and Broker Special Warrants may not be exercised by or on behalf of a U.S. Person or a person in the United States unless an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available. Accordingly, the Special Warrants, Broker Special Warrants and the Common Shares will bear appropriate legends evidencing the restrictions on the offering, sale and transfer of such securities.

The Offering was conducted through the book-based system and the Special Warrants (other than those issued to certain purchasers who, as determined by the Corporation, received definitive certificates) were issued in registered form to CDS and deposited with CDS on the Closing Date. The Common Shares issued upon exercise or deemed exercise of the Special Warrants will also be held by CDS and a purchaser of the Special Warrants (other than those issued to certain purchasers who, as determined by the Corporation, received definitive certificates) will not receive definitive certificates representing the Common Shares.

Pursuant to the Underwriting Agreement, the Corporation has agreed, for a period of 120 days from the Closing Date, not to, directly or indirectly, without the prior written consent of the Underwriters, issue any Common Shares or other equity securities or other financial instruments convertible or exercisable into, or exchangeable or redeemable for, Common Shares, or announce any intention to issue any Common Shares or securities or other financial instruments convertible or exercisable into, or exchangeable or redeemable for, Common Shares other than: (i) pursuant to this Offering; (ii) pursuant to the grant or exercise of equity-based compensation awards and other similar issuances pursuant to any equity-based compensation plan or similar arrangement that is in place on July 24, 2019; (iii) pursuant to the exercise, conversion, exchange or redemption of securities of the Corporation which, by their terms, are exercisable, convertible, exchangeable or redeemable and which were outstanding prior to the Closing Date; or (iv) in connection with an acquisition, merger, business combination, tender offer, take-over bid, arrangement, asset purchase transaction, joint venture or similar transaction, including share consideration and earn-out provisions for such transactions.

Pursuant to the Underwriting Agreement, the directors and executive officers of the Corporation executed lock-up agreements with the Underwriters pursuant to which they agreed not to, for a period of 180 days from the Closing Date, directly or indirectly, without the prior written consent of the Underwriters, offer, sell, contract to sell, lend, swap, or enter into any other agreement to transfer the economic consequences of, or otherwise dispose of or deal with, or publicly announce any intention to offer, sell, contract to sell, grant or sell any option to purchase, hypothecate, pledge, transfer, assign, purchase any option or contract to sell, lend, swap, or enter into any agreement to transfer the economic consequences of, or otherwise dispose of or deal with, whether through the facilities of a stock exchange, by private placement or otherwise, any Common Shares or other equity securities of the Corporation (or securities convertible or exercisable into, or exchangeable or redeemable for, Common Shares or other equity securities of the Corporation) held by them, directly or indirectly, on the Closing Date, except in respect of: (i) transfers to affiliates of directors and executive officers, or any Corporation, trust or other entity owned by or maintained for the benefit of the directors and officers, or (ii) transfers occurring by operation of law or in connection with transactions arising as a result of the death of the directors or executive officers, provided, in each of (i) and (ii), that any such transferee shall first execute a lock-up agreement in substantially the same form agreed to with the Underwriters covering the remainder of the 180 day period, or (iii) transfers made pursuant to a *bona fide* take-over bid made to all holders of voting securities of the Corporation or similar acquisition or merger transaction, provided that in the event that the take-over or acquisition or merger transaction is not completed, any locked-up securities shall remain subject to the restrictions contained in the lock-up agreement, or (iv) transfers to any nominee or custodian where there is no change in beneficial ownership, for *bona fide* tax planning purposes including, but not limited to, transfers into a registered retirement savings plan and where the locked-up securities are still subject to and governed by the original lock-up agreement.

Pursuant to the Underwriting Agreement, the Corporation has also agreed to indemnify the Underwriters, each of their respective affiliates and subsidiaries, each of their respective directors, officers and employees, each person if any, controlling such Underwriter or any of its affiliates and each shareholder thereof, against certain liabilities.

The outstanding Common Shares are currently listed on the TSX-V under the symbol "WELL". On July 24, 2019, the last trading day before the original announcement of the Offering, the closing price of the Common Shares on the TSX-V was $1.70. The TSX-V has accepted for filing the Corporation's submission with respect to the Offering and the listing of the Common Shares.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is a general summary, as of the date hereof, of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (the "**Tax Act**") generally applicable to a beneficial owner of Special Warrants who acquires Common Shares pursuant to the exercise or deemed exercise of Special Warrants and who, for the purposes of the application of the Tax Act and at all relevant times: (i) is, or is deemed to be resident in Canada; (ii) deals at arm's length with the Corporation and the Underwriters and is not affiliated with the Corporation or the Underwriters; and (iii) holds the Special Warrants, and will hold any Common Shares received pursuant to the exercise or deemed exercise of Special Warrants, as capital property. Persons meeting such requirements are referred to as a "**Holder**" or "**Holders**" herein, and this summary only addresses such Holders. Special Warrants and Common Shares will generally be capital property to a Holder unless they are held in the course of carrying on a business of trading or dealing in securities or were acquired in one or more transactions considered to be an adventure or concern in the nature of trade. Holders whose Common Shares do not otherwise qualify as capital property may in certain circumstances make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have their Common Shares, and every other "Canadian security" (as defined in the Tax Act) owned by such Holder in the taxation year of the election and in all subsequent taxation years, be deemed to be capital property. Holders whose Common Shares might not otherwise be considered to be capital property should consult their own tax advisors concerning this election. Such election is not available in respect of Special Warrants.

This summary is not applicable to a Holder (i) that is a "financial institution", as defined in the Tax Act for the purpose of the mark-to-market rules; (ii) an interest in which would be a "tax shelter investment", as defined in the Tax Act; (iii) that is a "specified financial institution", as defined in the Tax Act; (iv) that has made an election under the Tax Act to determine its Canadian tax results in a foreign currency; or (v) that has entered or will enter into, with respect to their Special Warrants or Common Shares, a "derivative forward agreement" or "synthetic disposition arrangement", as defined in the Tax Act. Such Holders should consult their own tax advisors with respect to their own particular circumstances.

This summary is based upon the current provisions of the Tax Act and the regulations thereunder (the "**Regulations**"), all specific proposals to amend the Tax Act or the Regulations that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**"), and an understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") made publicly available prior to the date hereof. No assurance can be given that the Proposed Amendments will be enacted in the form proposed, or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except as mentioned above, does not take into account or anticipate any changes in law, administrative policy or assessing practice, whether by legislative, regulatory, administrative, governmental or judicial decision or action, nor does it take into account the tax laws of any province or territory of Canada or of any jurisdiction outside of Canada, which may differ significantly from the Canadian federal income tax considerations discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors having regard to their own particular circumstances.

Acquisition of Common Shares Pursuant to Special Warrants

A Holder of Special Warrants will not realize any gain or loss upon the acquisition of Common Shares pursuant to the provisions of the Special Warrant Indenture. The Holder's cost of the Common Shares so acquired will be equal to the amount paid to acquire such Special Warrants. The Holder's adjusted cost base of the Common Shares so acquired will be determined by averaging such cost with the adjusted cost base to the Holder of all other Common Shares owned by the Holder immediately prior to such acquisition.

Dispositions of Common Shares

Upon a disposition or deemed disposition of a Common Share, a capital gain (or loss) will generally be realized by a Holder in the year of disposition to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Common Share to the Holder immediately before the disposition. Any such capital gain (or capital loss) will be subject to the treatment described below under the heading "Taxation of Capital Gains and Capital Losses".

Taxation of Capital Gains and Capital Losses

Generally, a Holder is required to include in computing its income for a taxation year one-half of the amount of any capital gain (a "**taxable capital gain**") realized in the year. Subject to and in accordance with the provisions of the Tax Act, a Holder is required to deduct one-half of the amount of any capital loss (an "**allowable capital loss**") realized in a taxation year from taxable capital gains realized in the year by such Holder. Allowable capital losses in excess of taxable capital gains may be carried back and deducted in any of the three preceding years or carried forward and deducted in any following taxation year against taxable capital gains realized in such year to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized by a Holder that is a corporation on a disposition of Common Shares may, in certain circumstances, be reduced by the amount of dividends received or deemed to have been received by it on such Common Shares to the extent and under the circumstances specified in the Tax Act. Similar rules may apply where a Common Share is owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Holders to whom these rules may be relevant should consult their own tax advisors.

A Holder that is throughout the year a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable for a 10⅔% tax, a portion of which may be refundable, on "aggregate investment income" (as defined in the Tax Act), which includes amounts in respect of taxable capital gains.

Dividends

Dividends received or deemed to be received by a Holder on the Common Shares will be included in computing the Holder's income for purposes of the Tax Act. In the case of a Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit provisions where the Corporation provides notice to the recipient designating the dividend as an "eligible dividend" for purposes of the Tax Act. There may be limitations on the ability of the Corporation to designate dividends as "eligible dividends".

Dividends received or deemed to be received on the Common Shares by a Holder that is a corporation will generally be deductible in computing its taxable income, subject to all applicable restrictions in the Tax Act, including subsection 55(2) of the Tax Act. Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

A Holder that is a "private corporation" (as defined in the Tax Act) or any other corporation controlled by or for the benefit of an individual (other than a trust) or related group of individuals (other than trusts) generally will be liable to pay a special tax of 38⅓% under Part IV of the Tax Act (refundable in certain circumstances) on dividends received or deemed to be received on the Common Shares to the extent that such dividends are deductible in computing the Holder's taxable income. Holders to whom these rules may be relevant should consult their own tax advisors.

Alternative Minimum Tax

Capital gains realized and dividends received by a Holder that is an individual or a trust, other than certain specified trusts, may give rise to an alternative minimum tax under the Tax Act. Holders should consult their own tax advisors with respect to the application of minimum tax.

ELIGIBILITY FOR INVESTMENT

Based on the current provisions of the Tax Act and the Regulations, the Common Shares will be a "qualified investment" under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered disability savings plan, a registered education savings plan, a tax-free savings account, all as defined in the Tax Act (each a "**Deferred Income Plan**" and collectively "**Deferred Income Plans**") or a deferred profit sharing plan, as defined in the Tax Act, provided that (i) the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes Tiers 1 and 2 of the TSX-V); or (ii) the Corporation is a "public corporation" within the meaning of the Tax Act.

Notwithstanding the foregoing, if a Common Share is a "prohibited investment" for a Deferred Income Plan for purposes of the Tax Act, the holder, annuitant, or subscriber of such Deferred Income Plan, as the case may be, may be subject to a penalty tax under the Tax Act. A Common Share will generally not be a prohibited investment, provided that the holder, annuitant or subscriber of such Deferred Income Plan, as the case may be: (i) deals at arm's length with the Corporation for the purposes of the Tax Act; and (ii) does not have a "significant interest" in the Corporation (within the meaning of the Tax Act).

The Common Shares will not be a prohibited investment for a Deferred Income Plan if such securities are "excluded property" (as defined in the Tax Act) for the Deferred Income Plan. **Purchasers who intend to hold Common Shares in a trust governed by a Deferred Income Plan should consult their own tax advisors with respect to the application of these rules in their particular circumstances.**

RISK FACTORS

Investors should carefully consider the risks set out below and other information contained in or incorporated by reference in this Prospectus, including those risks contained in the AIF under the heading “Risk Factors”. The operations of the Corporation are highly speculative and notably involve risks inherent to the Corporation’s capacity to successfully implement its solutions with the customers it is currently servicing and its ability to market such solutions. The risks and uncertainties set out below relating to the Offering and the additional risks and uncertainties incorporated by reference herein are not the only ones facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems immaterial, may also impair the Corporation’s operations. If any of the risks actually occur, the Corporation’s business, operating results and financial condition. As a result, the trading price of the Common Shares could decline and investors could lose part or all of their investment. The Corporation’s business is subject to significant risks and past performance is no guarantee of future performance.

Risks Related to the Offering

Use of Proceeds

The Corporation currently intends to allocate the net proceeds received from the Offering as described under “Use of Proceeds” in this Prospectus. However, management will have discretion in the actual application of the net proceeds and may elect to allocate proceeds differently from as described under “Use of Proceeds” if it is believed it would be in the best interests of the Corporation to do so as circumstances change. The failure by management to apply these funds effectively could have a material adverse effect on the Corporation’s business, operating results and financial condition.

Additional Financing

The Corporation may require additional capital in the future and no assurance can be given that such capital will be available on terms acceptable to the Corporation or at all. The Corporation anticipates that the currently available funds of the Corporation will be sufficient to finance its operations for approximately 12 months. Accordingly, depending on its ability to achieve the goals set out in its business plan, the Corporation may need to raise further equity and/or debt financing to fund its operations and execute on its business plan. The success and the pricing of any such equity and/or debt financing will be dependent upon the prevailing market conditions at that time. If additional capital is raised by an issue of securities, this may have the effect of diluting shareholders’ interests in the Corporation. Any debt financing, if available, may involve financial covenants which limit the Corporation’s operations. If the Corporation requires additional capital and is unable to obtain it, there may be a possibility that it will not be able to fund its operations and execute on its business plan, which would have a materially adverse effect on its business, operating results and financial condition.

Market Price of Securities

There can be no assurance that an active market for the Common Shares will be sustained after the Closing Date or the Qualification Date. Securities of small-cap and mid-cap companies have experienced substantial volatility in the recent past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by the Corporation’s financial condition or results of operations as reflected in its financial statements. Other factors unrelated to the performance of the Corporation that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning the business of the Corporation may be limited if investment banks with research capabilities do not follow the Corporation’s securities; lessening in trading volume and general market interest in the Corporation’s securities may affect an investor’s ability to trade significant numbers of Common Shares; the size of the Corporation’s public float may limit the ability of some institutions to invest in the Corporation’s securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Corporation's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Corporation. Class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Corporation may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Dilution to Common Shares

As of August 14, 2019 (the day prior to the issuance of the Special Warrants and the Broker Special Warrants), the Corporation had the following securities issued and outstanding: 97,855,594 Common Shares, 6,547,774 stock options, 3,607,085 RSUs, 450,000 PSUs, 1,052,847 agent's warrants and 10,500 convertible debentures (convertible into 11,052,631 Common Shares). Following the Deemed Exercise Date, assuming that the Penalty Provision has not been triggered, there will be an additional 10,350,000 Common Shares and 278,937 Broker Special Warrants issued and outstanding. See "*Description of Securities Being Distributed*" and *"Consolidated Capitalization"*. The increase in the number of Common Shares to be issued on exercise or deemed exercise of the Special Warrants or Broker Special Warrants may have a depressive effect on the price of the Common Shares. In addition, as a result of such additional Common Shares, the voting power of the Corporation's existing shareholders will be diluted.

Operating Cash Flow

The Corporation reported $1,056,122 cash flow used in continuing operations for the fourteen months ended December 31, 2018 and $851,451 used in the six month period ended June 30, 2019. It is anticipated that the Corporation will continue to report negative operating cash flow in future periods, likely until the second quarter of 2020. Management anticipates that it has sufficient working capital to fund its negative operating cash flow for the next 12 month period but if there is a shortfall for any reason, the Corporation may be required to utilize some of the net proceeds from the Offering. Under such circumstances, the Corporation will have less available funds for future acquisitions. See "Use of Proceeds".

Cybersecurity

The Corporation relies on digital and internet technologies to conduct and expand its operations, including reliance on information technology to process, transmit and store sensitive and confidential data, including protected health information, personally identifiable information, and proprietary and confidential business performance data. As a result, the Corporation and/or its customers are exposed to risks related to cybersecurity. Such risks may include unauthorized access, use, or disclosure of sensitive information (including confidential patient health records), corruption or destruction of data, or operational disruption resulting from system impairment (e.g., malware). Third parties to whom the Corporation outsources certain functions, or with whom their systems interface, are also subject to the risks outlined above and may not have or use appropriate controls to protect confidential information. A breach or attack affecting a third-party service provider or partner could harm the Corporation's business even if the Corporation does not control the service that is attacked.

The Corporation's operations depend, in part, on how well it protects networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to damage to hardware, computer viruses, hacking and theft. The Corporation's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. A compromise of the Corporation's information technology or confidential information, or that of the Corporation's patients and third parties with whom the Corporation interacts, may result in negative consequences, including the inability to process patient transactions, reputational harm affecting patient and/or investor confidence, potential liability under privacy, security, consumer protection or other applicable laws, regulatory penalties and additional regulatory scrutiny, any of which could have a material adverse effect on the Corporation's business, financial position, results of operations or cash flows. As the Corporation has access to sensitive and confidential information, including personal information and personal health information, and since the Corporation may be vulnerable to material security breaches, theft, misplaced, lost or corrupted data, programming errors, employee errors and/or malfeasance (including misappropriation by departing employees), there is a risk that sensitive and confidential information, including personal information and personal health information, may be disclosed through improper use of Corporation systems, software solutions or networks or that there may be unauthorized access, use, disclosure, modification or destruction of such information. The Corporation's on-going risk and exposure to these matters is partially attributable to, among other things, the evolving nature of these threats. As a result, cybersecurity and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage, malfunction, human error, technological error or unauthorized access is a priority. As cyber threats continue to evolve, the Corporation may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Use of Open Source Software

The Corporation's operations depend, in part, on how it makes use of certain open source software products, such as those utilized by OSCARprn, NerdEMR and KAI Innovations. These open source software products are developed by third parties over whom the Corporation has no control. The Corporation has no assurances that the open source components do not infringe on the intellectual property rights of others. The Corporation could be exposed to infringement claims and liability in connection with the use of these open source software components, and the Corporation may be forced to replace these components with internally developed software or software obtained from another supplier, which may increase its expenses. The Corporation has conducted no independent investigation to determine whether the sources of the open source software have the rights necessary to permit the Corporation to use this software free of claims of infringement by third parties. The developers of open source software may be under no obligation to maintain or update that software, and the Corporation may be forced to maintain or update such software itself or replace such software with internally developed software or software obtained from another supplier, which may increase its expenses. Making such replacements could also delay enhancements to the Corporation's services. Certain open source software licenses provide that the licensed software may be freely used, modified and distributed to others provided that any modifications made to such software, including the source code to such modifications, are also made available under the same terms and conditions. As a result, any modifications the Corporation makes to such software may be made available to all downstream users of the software, including its competitors. Open source software licenses may require us to make source code for the derivative works available to the public. In the event that we inadvertently use open source software without the correct license form, or a copyright holder of any open source software were to successfully establish in court that we had not complied with the terms of a license for a particular work, we could be required to release the source code of that work to the public. We could also incur costs associated with litigation or other regulatory penalties as a result.

INTEREST OF EXPERTS

Charlton & Company, Chartered Professional Accountants, are the Corporation's former auditors and have prepared an opinion with respect to the Corporation's consolidated financial statements as at and for the year ended October 31, 2017. Charlton & Company report that they are independent of the Corporation in accordance with the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

PricewaterhouseCoopers LLP, Chartered Professional Accountants, are the Corporation's auditors and have prepared an opinion with respect to the Corporation's consolidated financial statements as at and for the fourteen months ended December 31, 2018. PricewaterhouseCoopers LLP report that they are independent of the Corporation in accordance with the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

Certain legal matters relating to this Offering will be passed upon on behalf of the Corporation by Clark Wilson LLP, and on behalf of the Underwriters by Blake, Cassels & Graydon LLP. As at the date of this Prospectus, the partners and associates of Clark Wilson LLP and Blake, Cassels & Graydon LLP own, each as a group, directly or indirectly, less than one percent of the outstanding securities of the Corporation or of any associate or affiliate of the Corporation.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In certain provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission, revision of the price or damages if the Prospectus or any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

CONTRACTUAL RIGHT OF RESCISSION

The Corporation has granted each holder of Special Warrants a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrants were initially acquired. The contractual right of rescission provides that in the event that a holder of a Special Warrants who acquires Common Shares upon the exercise of the Special Warrants as provided for in this Prospectus is, or becomes, entitled under applicable securities legislation to the remedy of rescission because this Prospectus or an amendment to this Prospectus contains a misrepresentation,

(a) the holder is entitled to rescission of both the exercise of its Special Warrants and the private placement transaction under which the Special Warrants were initially acquired;

(b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Corporation or the Underwriters, as the case may be, on the acquisition of the Special Warrants; and

(c) if the holder is a permitted assignee of the interest of the original Special Warrants subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

CERTIFICATE OF THE CORPORATION

Dated: September 13, 2019

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the Provinces of British Columbia, Alberta, Manitoba, Saskatchewan, Ontario and Quebec.

"Hamed Shahbazi"	*"Eva Fong"*
Hamed Shahbazi	Eva Fong
Chief Executive Officer, Chairman and Director	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"John Kim"	*"Thomas Liston"*
John Kim	Thomas Liston
Director	Director

CERTIFICATE OF THE UNDERWRITERS

Dated: September 13, 2019

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the Provinces of British Columbia, Alberta, Manitoba, Saskatchewan, Ontario and Quebec.

GMP SECURITIES L.P.

Per: *"Paul Bissett"*
Paul Bissett
Director, Investment Banking

EIGHT CAPITAL

Per: *"Omar Murad"*
Omar Murad
Managing Director, Investment Banking

BEACON SECURITIES LIMITED

Per: *"Stephen Delaney"*
Stephen Delaney
Managing Director, Investment Banking

GRAVITAS SECURITIES INC.

Per: *"Robert Carbonaro"*
Robert Carbonaro
CEO & Head of Investment Banking

HAYWOOD SECURITIES INC.

Per: *"Beng Lai"*
Beng Lai
Managing Director, Investment Banking

PI FINANCIAL CORP.

Per: *"Blake Corbet"*
Blake Corbet
Managing Director, Investment Banking

CERTIFICATE OF THE PROMOTER

Dated: September 13, 2019

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the Provinces of British Columbia, Alberta, Manitoba, Saskatchewan, Ontario and Quebec.

"Hamed Shahbazi"
Hamed Shahbazi
Promoter