FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

WELL Health Technologies Corp. (the "**Company**" or "**WELL**")
200 – 322 Water Street
Vancouver, BC V6B 1B6

Item 2. Date of Material Change

October 11, 2019

Item 3. News Release

The news release was disseminated by CNW Group on October 11, 2019.

Item 4. Summary of Material Change

On October 11, 2019, the Company announced that the TSX Venture Exchange has accepted its Notice of an Intention to Make a Normal Course Issuer Bid which shall commence on October 17, 2019 and terminate on October 16, 2020, or such earlier date if the maximum number of shares are purchased.

At the opening of the stock market on today's date, the Company is expected to have 108,324,535 common shares issued and outstanding following the conversion of the previously announced special warrants financing of the Company. Under the Normal Course Issuer Bid, the Company may acquire up to an aggregate of 5,416,226 common shares over the next 12-month period, representing approximately 5% of the issued and outstanding common shares of the Company.

WELL believes that share purchases pursuant to the Normal Course Issuer Bid will contribute to the facilitation of an orderly market and be in the best interests of the Company and its shareholders. In the event that WELL believes that its common shares begin trading in a price range that does not adequately reflect their underlying value based on WELL's business prospects and strong financial position, WELL may purchase shares pursuant to the Normal Course Issuer Bid. Depending upon future price movements and other factors, WELL believes that its outstanding common shares represent an attractive investment and a desirable use of a portion of its corporate funds.

Purchases subject to this Normal Course Issuer Bid will be carried out pursuant to open market transactions through the facilities of the TSX Venture Exchange and any other available markets and alternative trading systems in Canada by GMP Securities LP on behalf of the Company in accordance with applicable regulatory requirements. All common shares purchased by the Company under the Normal Course Issuer Bid will be returned to treasury and cancelled.

To the knowledge of the Company, no director, senior officer or other insider of the Company currently intends to sell any common shares under this bid. However, sales by such persons through the facilities of the TSX-V or any other available market or alternative trading system in Canada may occur if the personal circumstances of any such person change or if any such person makes a decision unrelated to these normal course purchases. The benefits to any such person whose shares are purchased would be the same as the benefits available to all other holders whose shares are purchased.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the attached news release, which has been filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Please contact Hamed Shahbazi, Chief Executive Officer and Chairman at 604-628-7266.

Item 9. Date of Report

October 11, 2019

WELL Health Announces Normal Course Issuer Bid

/THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES./

VANCOUVER, Oct. 11, 2019 /CNW/ - **WELL Health Technologies Corp. (TSX.V: WELL)** ("**WELL**" or the "**Company**"), a company focused on consolidating and modernizing clinical and digital assets within the primary healthcare sector, today announced that the TSX Venture Exchange has accepted its Notice of an Intention to Make a Normal Course Issuer Bid which shall commence on October 17, 2019 and terminate on October 16, 2020, or such earlier date if the maximum number of shares are purchased.

At the opening of the stock market on today's date, the Company is expected to have 108,324,535 common shares issued and outstanding following the conversion of the previously announced special warrants financing of the Company. Under the Normal Course Issuer Bid, the Company may acquire up to an aggregate of 5,416,226 common shares over the next 12-month period, representing approximately 5% of the issued and outstanding common shares of the Company.

WELL believes that share purchases pursuant to the Normal Course Issuer Bid will contribute to the facilitation of an orderly market and be in the best interests of the Company and its shareholders. In the event that WELL believes that its common shares begin trading in a price range that does not adequately reflect their underlying value based on WELL's business prospects and strong financial position, WELL may purchase shares pursuant to the Normal Course Issuer Bid. Depending upon future price movements and other factors, WELL believes that its outstanding common shares represent an attractive investment and a desirable use of a portion of its corporate funds.

Purchases subject to this Normal Course Issuer Bid will be carried out pursuant to open market transactions through the facilities of the TSX Venture Exchange and any other available markets and alternative trading systems in Canada by GMP Securities LP on behalf of the Company in accordance with applicable regulatory requirements. All common shares purchased by the Company under the Normal Course Issuer Bid will be returned to treasury and cancelled.

To the knowledge of the Company, no director, senior officer or other insider of the Company currently intends to sell any common shares under this bid. However, sales by such persons through the facilities of the TSX-V or any other available market or alternative trading system in Canada may occur if the personal circumstances of any such person change or if any such person makes a decision unrelated to these normal course purchases. The benefits to any such person whose shares are purchased would be the same as the benefits available to all other holders whose shares are purchased

US Disclaimer

This new release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

WELL HEALTH TECHNOLOGIES CORP.

Per: "Hamed Shahbazi"
Hamed Shahbazi
Chief Executive Officer, Chairman and Director

About WELL

WELL is a unique company that operates Primary Healthcare Facilities as well as a significant EMR or Electronic Medical Records business that supports the digitization of such clinics. WELL wholly owns and operates 19 medical clinics and provides digital Electronic Medical Records (EMR) software and services to 852 medical clinics across Canada. WELL's overarching objective is to empower doctors to provide the best and most advanced care possible leveraging the latest trends in digital health. WELL is publicly traded on the TSX Venture Exchange under the symbol WELL.V. WELL was recognized as a TSX Venture 50 Company in 2018 and 2019.

Forward-Looking Statements

This news release may contain "forward-looking statements" within the meaning of applicable Canadian securities laws, including, without limitation, the expectation that the Company will conduct a Normal Course Issuer Bid and purchase the maximum number of common shares permissible thereunder as described in this news release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties, and contingencies. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause future results, performance or achievements to be materially different from the estimated future results, performance or achievements expressed or implied by those forward-looking statements and the forward-looking statements are not guarantees of future performance. WELL's statements expressed or implied by these forward-looking statements are subject to a number of risks, uncertainties, and conditions, many of which are outside of WELL 's control, and undue reliance should not be placed on such statements. Forward-looking statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Transaction, including: that WELL's assumptions in making forward-looking statements may prove to be incorrect; adverse market conditions; risks inherent in the primary healthcare sector in general; that future results may vary from historical results; and that market competition may affect the outcome of the business, results and financial condition of WELL. Except as required by securities law, WELL does not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, events or otherwise.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

SOURCE WELL Health Technologies Corp.

View original content: http://www.newswire.ca/en/releases/archive/October2019/11/c4853.html

%SEDAR: 00033135E

For further information: Pardeep S. Sangha, VP Corporate Strategy and Investor Relations, investor@well.company, 604-628-7266, www.WELL.company

CO: WELL Health Technologies Corp.

CNW 07:00e 11-OCT-19