FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

May 10, 2021

Item 3. News Release

The news release was disseminated by CNW Group on May 10, 2021.

Item 4. Summary of Material Change

The Company announced that the Notice of an Intention to Make a Normal Course Issuer Bid ("**NCIB**") it has filed with the Toronto Stock Exchange ("**TSX**") has been approved by the TSX.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that the Notice of an Intention to Make a NCIB it has filed with the TSX has been approved by the TSX.

At the opening of the stock market on today's date, the Company had 195,161,273 common shares issued and outstanding. Under the NCIB, the Company may acquire up to an aggregate of 4,879,031 common shares over the next 12-month period, representing approximately 2.5% of the issued and outstanding common shares of the Company. In accordance with TSX rules, daily purchases made by the Company on the TSX will not exceed 260,501 common shares, subject to certain prescribed exemptions, being 25% of the average daily trading volume over the preceding six calendar months of 1,042,004 common shares. The NCIB will be effective from May 12, 2021 to May 11, 2022. Although the Company was eligible to purchase up to 5,943,822 common shares pursuant to the NCIB previously announced on March 23, 2020, the Company did not purchase any common shares.

Purchases subject to this NCIB will be carried out pursuant to open market transactions through the facilities of the TSX and any other stock exchanges or alternative trading systems in Canada on which the Company's common shares may be listed at the relevant time by Eight Capital on behalf of the Company in accordance with applicable regulatory requirements. All common shares purchased by the Company under the NCIB will be returned to treasury and cancelled.

To the knowledge of the Company, no director, senior officer or other insider of the Company or any of their associates currently intends to sell any common shares under this bid. However, sales by such persons through the facilities of the TSX 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.

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

May 11, 2021

WELL Health Announces Approval of Normal Course Issuer Bid

VANCOUVER, BC, May 10, 2021 /CNW/ - **WELL Health Technologies Corp.** (TSX: WELL) (the "**Company**" or "**WELL**"), a company focused on consolidating and modernizing clinical and digital assets within the primary healthcare sector, today announced that the Notice of an Intention to Make a Normal Course Issuer Bid ("**NCIB**") it has filed with the Toronto Stock Exchange ("**TSX**") has been approved by the TSX.

WELL believes that share purchases pursuant to the NCIB 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 NCIB. 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.

At the opening of the stock market on today's date, the Company had 195,161,273 common shares issued and outstanding. Under the NCIB, the Company may acquire up to an aggregate of 4,879,031 common shares over the next 12-month period, representing approximately 2.5% of the issued and outstanding common shares of the Company. In accordance with TSX rules, daily purchases made by the Company on the TSX will not exceed 260,501 common shares, subject to certain prescribed exemptions, being 25% of the average daily trading volume over the preceding six calendar months of 1,042,004 common shares. The NCIB will be effective from May 12, 2021 to May 11, 2022. Although the Company was eligible to purchase up to 5,943,822 common shares pursuant to the NCIB previously announced on March 23, 2020, the Company did not purchase any common shares.

Purchases subject to this NCIB will be carried out pursuant to open market transactions through the facilities of the TSX and any other stock exchanges or alternative trading systems in Canada on which the Company's common shares may be listed at the relevant time by Eight Capital on behalf of the Company in accordance with applicable regulatory requirements. All common shares purchased by the Company under the NCIB will be returned to treasury and cancelled.

To the knowledge of the Company, no director, senior officer or other insider of the Company or any of their associates currently intends to sell any common shares under this bid. However, sales by such persons through the facilities of the TSX 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.

WELL HEALTH TECHNOLOGIES CORP.

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

About WELL Health Technologies Corp.

WELL is an omni-channel digital health company whose overarching objective is to empower doctors to provide the best and most advanced care possible while leveraging the latest trends in digital health. As such, WELL owns and operates primary and executive healthcare clinics in both Canada and the US, operates a multi-national digital Electronic Medical Records (EMR) business serving thousands of healthcare clinics and health systems of all sizes, operates a multi-national portfolio of telehealth services which includes one of the largest telehealth service providers in Canada. WELL is also a provider of digital health, billing and cybersecurity related technology solutions. WELL's wholly owned subsidiary CRH Medical is a leading provider of anesthesia services and the patented O'Regan hemorrhoid banding product to gastrointestinal focused clinics. WELL is an acquisitive company that follows a disciplined and accretive capital allocation strategy. WELL is publicly traded on the Toronto Stock Exchange under the symbol "WELL". To access the Company's telehealth service, visit: tiahealth.com, and for corporate information, visit: www.well.company.

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 an NCIB 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 NCIB, 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.

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For further information: Pardeep S. Sangha, VP Corporate Strategy and Investor Relations, investor@well.company, 604-572-6392

CO: WELL Health Technologies Corp.

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