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*These securities have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any of the securities laws of any state of the United States, and may not be offered or sold to, or for the account or benefit of, U.S. persons or persons in the United States without registration under the U.S. Securities Act and all applicable U.S. state securities laws or in compliance with exemptions therefrom. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

October 3, 2023

# HEALWELL AI

HEALWELL AI INC.  
(formerly, MCI Onehealth Technologies Inc.)  
("HEALWELL" or the "Corporation")

### PART 1 SUMMARY OF OFFERING

#### What are we offering?

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<b>Offering:</b>	Class A Subordinate Voting Shares in the capital of the Corporation (" <b>Offered Shares</b> "). Holders of Offered Shares are entitled to (i) dividends, if as and when declared by the directors, (ii) to one vote per Offered Share at meetings of shareholders and, (iii) upon any liquidation, dissolution or winding-up of the Corporation, to participate equally in the remaining property and assets of the Corporation available for distribution to the holders of shares, subject to the rights of the holders of any preferred shares of the Corporation.
<b>Offering Price:</b>	\$0.60 per Offered Share.
<b>Offering amount</b>	8,333,000 Offered Share for gross proceeds of \$4,999,800 (the " <b>Offering</b> "). The Offering is being conducted on a "bought deal" basis and the Underwriters (defined below) have agreed to purchase, or find substituted purchasers for, all of the Offered Shares.
<b>Closing Date:</b>	On or about October 13, 2023 (the " <b>Closing Date</b> "), subject to approval of the Toronto Stock Exchange (" <b>TSX</b> ").
<b>Exchange:</b>	The Class A Subordinate Voting Shares of the Corporation (the " <b>Subordinate Voting Shares</b> ") are listed on the TSX. Application will be made for the Offered Shares issued in connection with the Offering to be listed for trading on the TSX.
<b>Last closing prices:</b>	The closing price of the Subordinate Voting Shares on October 2, 2023 on the TSX was \$0.75.

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***No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this decision, you should seek the advice of a registered dealer.***

HEALWELL AI Inc. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - *Prospectus Exemptions ("NI 45-106")*. In connection with the Offering, the Corporation represents the following to be true:

- The Corporation has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Corporation has filed all periodic and timely disclosure documents that it is required to have filed.
- The total amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the twelve months immediately before the date of the Offering Document, will not exceed \$5,000,000.
- The Corporation will not close the Offering unless the Corporation reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Corporation will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Corporation seeks security holder approval.

### About this Offering Document

Readers should rely only on the information contained in this Offering Document in respect of the Corporation. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Corporation, prospective purchasers should not rely on it.

### Meaning of Certain References

Unless otherwise noted or the context otherwise shall state, the "**Corporation**", "**HEALWELL**", "**we**", "**us**", and "**our**" refers to HEALWELL AI Inc. References to "**management**" in this Offering Document refer to the management of the Corporation. Any statements in this Offering Document made by or on behalf of management are made in such persons' capacities as officers of the Corporation, and not in their personal capacities. Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders. All currency amounts in this Offering Document are expressed in Canadian dollars, unless otherwise indicated.

### Forward-looking Statements

This Offering Document contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation (collectively, "**forward-looking information**"), which are based upon the Corporation's current internal expectations, estimates, projections, assumptions and beliefs and views of future events which are not representative of historical facts or information or current condition, but by their nature, are inherently uncertain and outside of the Corporation's control. Forward-looking information can often be identified by the use of forward-looking terminology such as "aim", "anticipate", "believes", "continue", "estimate", "envision", "expect", "forecast", "forward", "future", "goal", "milestone", "objective", "intend", "likely", "opportunity", "outlook", "potential", "project", "seeks" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "could", "may", "should", "will" or "would" happen, or by discussions of strategy. By identifying such information and statements in this manner, the Corporation is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such information and statements.

Forward-looking information includes estimates, plans, expectations, opinions, forecasts, projections, targets, guidance or other statements that are not statements of fact. Statements containing forward-looking

information are made as of the date of this Offering Document and include, but are not limited to, statements with respect to: the Offering and the Concurrent Offering, including the intended use of proceeds and expected Closing Date, and the approval of the TSX and any other regulatory approvals with respect to the Offering and the Concurrent Offering (as defined herein); financing requirements; the market price for the Subordinate Voting Shares; global financial conditions; management of growth; the Corporation's strategy of growth through acquisitions; currency fluctuations; competitive markets; the Corporation's growth and ability to attract new customers, retain revenue from existing merchants, and increase sales to both new and existing customers; the Corporation's business objectives and milestones; and future results of operations and client demand. Other assumptions, if any, are set out throughout this Offering Document. If any of these assumptions prove to be inaccurate, the Corporation's actual results could differ materially from those expressed or implied in forward-looking statements.

Forward-looking information in this Offering Document is based on the Corporation's opinions, estimates and assumptions in light of the Corporation's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Corporation currently believes are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. In particular, the Corporation has made assumptions including: that the TSX will approve the Offering and the Concurrent Offering; that future revenue, operations and financial metrics of the Corporation will continue to grow in accordance with management's expectations and the execution of its business strategy; that the Corporation is able to obtain future capital as and when required on reasonable commercial terms; the ability to continue as a going concern; that the Corporation is able to execute on its business strategy; there being no material variations in the legislation and regulation of health care and health care professionals in Canada and the regulation of electronic medical records as it affects the business of the Corporation; that the Corporation continues to be able to identify, negotiate and close on acquisition targets on commercially reasonable terms; that operating expenses, including general and administrative expenses, will continue in accordance with management's expectations; that the Corporation is able to attract and retain skilled personnel in terms of management, health care professionals and administrative personnel; there being no material adverse changes to the access and cost of open software products developed by third parties that are utilized by the Corporation; and with respect to general economic and financial market conditions.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that the Corporation considered appropriate and reasonable as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual actions, events, results, performance or achievements to differ materially from what is projected in forward-looking information, including but not limited to the risks described under "*Risk Factors*" in this Offering Document and "*Risks Factors*" in the Corporation's most recent Annual Information Form a copy of which is available under the Corporation's profile on SEDAR+ at <https://www.sedarplus.ca>. An investment in securities of the Corporation is speculative, and although the Corporation has attempted to identify important factors that could cause actual actions, events, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors not presently known to the Corporation or that the Corporation presently believes are not material that may cause actions, events, results, performance or achievements to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize or should assumptions underlying the forward-looking information prove incorrect, actual actions, events, results, performance, or achievements may vary materially from those expressed and implied by such statements contained in this Offering Document. The purpose of forward-looking information is to provide the reader with a description of the expectations of the Corporation's senior management team, and such statements may not be appropriate for any other purpose. Accordingly, investors should not place undue reliance on forward-looking information contained in this Offering Document. Although the Corporation believes that the expectations reflected in statements containing forward-looking information are reasonable, it can give no assurance that such expectations will prove to be correct. The forward-looking information and forward-looking statements contained in this Offering Document are made as of the date of this Offering Document. All subsequent written and oral forward-looking information and statements attributable to the Corporation or persons acting on its behalf is expressly qualified in its entirety by this notice. The Corporation disclaims any obligation to update any forward-looking

information, whether as a result of new information or future events or results, except to the extent required by applicable securities laws.

To the extent any forward-looking statement in this Offering Document constitutes "*future-oriented financial information*" or "*financial outlooks*" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally are, without limitation, based on the assumptions and subject to the risks set out above. Such information is presented for illustrative purposes only and may not be an indication of the Corporation's actual financial position or results of operations.

## **PART 2            SUMMARY OF DESCRIPTION OF BUSINESS**

### **What is our business?**

HEALWELL is a healthcare technology and data science company focused on preventative care, with a vision to improve healthcare and save lives through early identification and detection of disease. The Corporation leverages artificial intelligence ("**AI**") to empower patients and doctors to deliver increased access, reduce healthcare costs, and improve patient outcomes.

The Corporation generates revenue in predominantly two distinct areas: (i) Patient services (Government reimbursed healthcare services); and (ii) technology/research. Patient Services encompass the continuing operation of Polyclinic ("**Polyclinic**"), a family care clinic located at 2 Champagne Drive, Champagne Centre, Toronto, ON M3J 0K2 with over 50 physicians and healthcare providers. Technology & Research revenue is derived from risk stratifying patients who may be at risk for rare, ultra-rare and complex diseases and clinical research activities (such as matching patients to available clinical trials).

### **Recent developments**

A summary of material developments that have occurred since the date of the interim financial statements of the Corporation dated June 30, 2023 are set out below:

On July 12, 2023, the Corporation entered into an agreement with the vendors of Khure Health Inc. to extend the time to achieve the third and final earn-out milestone under the share purchase agreement entered into between the Corporation and the vendors dated April 6, 2021 from December 23, 2023 to December 31, 2025.

On October 1, 2023, the Corporation completed a series of transactions with WELL Health Technologies Corp. ("**WELL**"), pursuant to definitive agreements entered into between the Corporation and WELL dated July 19, 2023, whereby the Corporation sold a significant portion of its clinical assets in Ontario to WELL Health Clinic Network Inc., a subsidiary of WELL, and obtained new financing (collectively, the "**Transaction**"). The Transaction, which was approved by the shareholders of the Corporation at the annual general and special meeting of shareholders held on September 21, 2023, was comprised of the following key elements and matters:

#### ***Bridge Financing***

On July 19, 2023, WELL advanced \$3,000,000 to the Corporation under a secured promissory note to provide the Corporation with working capital to stabilize its business and to continue to operate in the ordinary course during the interim period between signing the definitive agreements and closing the Transaction. The note bore interest at a rate of prime plus 9% which accrued through October 1, 2023. When the Transaction was completed on October 1, 2023, the promissory note was repaid in full, including all principal and accrued interest, and WELL has irrevocably authorized the Corporation to discharge its security registrations against the Corporation (the "**Bridge Loan**").

### ***Convertible Debenture Financing***

On October 1, 2023, the Corporation completed a convertible debenture unit financing for gross proceeds of \$10 million, with WELL participating in the financing as the lead investor in the amount of \$4 million (the "**Debenture Offering**"). Each \$1,000 convertible debenture unit consisted of a convertible debenture in the principal amount of \$1,000 (the "**Debentures**") and 5,000 warrants to acquire Subordinate Voting Shares of the Corporation ("**Warrants**"). The Debentures are unsecured obligations of the Corporation, mature five (5) years from the closing date of the Debenture Offering, and bear interest at a rate of 10% per annum, which will be payable at maturity. The principal and interest outstanding under the Debentures will be convertible into Subordinate Voting Shares at any time, at the option of the holder, at a conversion price of \$0.20 per Subordinate Voting Share. The Warrants are exercisable at a price of \$0.20 per share and expire five (5) years from the closing date of the Debenture Offering.

### ***Sale of Ontario Clinics***

On October 1, 2023, the Corporation sold to WELL, under an asset purchase agreement between their respective subsidiaries, twelve of its fourteen medical clinics in Ontario, along with other related assets, for an aggregate purchase price of approximately \$1.5 million. The Corporation, through a wholly-owned subsidiary, has also sold to Medworks Inc. a number of assets relating to its Corporate Health Services division for a purchase price of \$100,000.

### ***Secured Debt Resolution***

On October 1, 2023, the Corporation's wholly-owned subsidiary, MCI Medical Clinics Inc., applied the proceeds from the sale of its medical clinics in Ontario to fully satisfy its outstanding secured credit facility with TD Bank, which had been the subject of a secured guarantee by the Corporation.

In addition, on October 1, 2023, under a debt resolution agreement dated July 19, 2023, the Corporation's existing secured credit facilities with The First Canadian Wellness Co. Inc. (the "**Lender**"), a related party to the Corporation, under which the Corporation previously owed an aggregate of approximately \$9.0 million in principal and accrued fees and interest was satisfied and discharged as follows: (a) the Corporation delivered and is continuing to deliver certain non-core assets consisting of debt and equity securities owned by the Corporation in four private healthcare technologies companies to the Lender in full satisfaction of a facility in the principal amount of \$1.5 million; (b) the Corporation paid \$600,000 to the Lender to partially satisfy the balance of the Corporation's outstanding obligations to the Lender under a \$7 million dollar facility (the "**Original Facility**"); and (c) WELL purchased the remainder of the Original Facility and any associated rights or security from the Lender at a discounted price of \$3,500,000 and, at closing of the Transaction, discharged the obligations of the Corporation and a number of its subsidiaries under that facility.

### ***Call Option***

On October 1, 2023, WELL acquired a call option from certain shareholders of the Corporation (the "**Call Option**"), which gives WELL the right to acquire up to 30.8 million Subordinate Voting Shares and 30.8 million Class B Multiple Voting Shares of the Corporation ("**Multiple Voting Shares**").

The exercise of the Call Option is conditional on the achievement by the Corporation of a number of performance milestones designed to demonstrate improvements in the Corporation's financial and capital markets performance. The Call Option can only be exercised in pairs, such that WELL must concurrently acquire a Subordinate Voting Share and a Multiple Voting Share, and is exercisable for thirty-six (36) months post-closing of the Transaction. The exercise of the Call Option is expected to proceed under the private agreement exemption in National Instrument 62-104 – *Take-over Bids and Issuer Bids* ("**NI 62-104**"), such that the price of the Call Option would not be permitted to exceed 115% of the market price of the Subordinate Voting Shares at the time of exercise. If at the time of exercise, the exercise price would exceed 115% of the market price of the Subordinate Voting Shares, the exercise would be subject to the standard rules and procedures applicable to take-over bids under NI 62-104.

### ***Surrender of Multiple Voting Shares***

On closing of the Transaction an aggregate of 5.2 million Multiple Voting Shares were surrendered to the Corporation for no consideration and have been cancelled. Following the surrender, the only outstanding Class B Multiple Voting Shares are those subject to the Call Option.

### ***Strategic Alliance Agreement***

On October 1, 2023, the Corporation entered into a strategic alliance agreement (the "**Strategic Alliance Agreement**") with WELL which is designed to position the Corporation for growth and expansion opportunities. WELL is the largest medical clinic owner and operator in Canada, providing primary, allied, diagnostic, specialized and preventative care services. The Strategic Alliance Agreement with WELL is intended to accelerate the growth and development of the Corporation's AI-enabled healthcare technologies and to leverage those technologies for the benefit of WELL's care providers and their patients. The Strategic Alliance Agreement established a framework under which both companies plan to co-develop and roll out AI based decision support tools to WELL's newly expanded network of clinics and providers which will now include the clinics previously owned by the Corporation. The Strategic Alliance Agreement is expected to establish a unique relationship between the two companies to harness their collective resources and expertise to drive growth and enhance the experience of doctors and patients in WELL's clinics. It is also expected that the companies will collaborate on capital allocation opportunities within the AI enabled digital health marketplace particularly as it relates to helping doctors detect and diagnose diseases as early as possible.

### ***Investor Rights Agreement and New Directors***

On October 1, 2023, the Corporation and WELL entered into an investor rights agreement providing WELL with certain rights. The investor rights agreement provides, among other things, that WELL has: (a) the right to nominate up to two (2) directors (or board observers) of the Corporation, increasing to a majority of the directors in the event that WELL holds more than 20% of the voting rights attached to all outstanding voting securities of the Corporation; (b) pre-emptive rights in respect of future issuances of securities of the Corporation; and (c) qualification and registration rights in respect of its Subordinate Voting Shares and certain convertible securities, subject to standard terms and conditions.

On October 1, 2023, Mr. Hamed Shahbazi and Mr. Erik Danudjaja were appointed to the board of directors of the Corporation and Mr. Blake Corbet was appointed as the Senior Vice President Corporate Development and Capital Markets of the Corporation. Concurrently with the appointment of Mr. Shahbazi and Mr. Danudjaja, Dr. Robert Francis and Mr. Anthony Lacavera resigned as directors of the Corporation to facilitate onboarding the new WELL nominees.

### ***Name Change and Amendment of Articles***

On September 26, 2023, in connection with the Transaction, the Corporation changed its name from "MCI Onehealth Technologies Inc." to "HEALWELL AI Inc." and, on October 2, 2023, it began trading under its new name and new ticker symbol "AIDX".

On September 26, 2023 and September 29, 2023, the Corporation amended its articles to affect a change in the attributes of its Subordinate Voting Shares and Multiple Voting Shares to facilitate the implementation of the Transaction (the "**Reorganization**"). The Reorganization involved, among other things, adding WELL as a permitted holder of Multiple Voting Shares, modifying the Subordinate Voting Share ownership parameters required to maintain the existence of the Multiple Voting Share class to require WELL, Dr. Grail, Dr. Christodoulou, Dr. Dobranowski and their respective affiliates to hold at least 5% of the Subordinate Voting Shares at any given time to prevent the cancellation of the Multiple Voting Shares, and certain clarifications to definitions and other provisions of the articles.

### ***Equity Incentive Reorganization***

In connection with the completion of the Transaction, the Corporation reorganized its equity incentive strategy to better align the interests of its board, management, employees and consultants with the new strategic

direction of the Corporation. The board of directors approved the grant of a total of 233,187 deferred share units ("**DSUs**"), 950,000 restricted share units ("**RSUs**") and 950,000 performance share units (together with the DSUs and the RSUs, the "**Equity Incentives**") entitling the holders to acquire Subordinate Voting Shares. The Equity Incentives were granted pursuant to the Corporation's long-term omnibus equity incentive plan dated December 22, 2020.

In addition to the Equity Incentive grants, the board of directors of the Corporation also approved the amendment of the outstanding options for Subordinate Voting Shares previously granted to certain employees, consultants and senior officers who will continue to serve the Corporation following completion of the Transaction. The amendments consisted of changing (a) the exercise price of each option to \$0.69 per share, (b) the expiry date of each option to October 1, 2028, and (c) the vesting terms for any unvested options to vest in annual increments of 25% over the four (4) years following the closing of the Transaction.

### **Further Information**

For more information about the Transaction see the Corporation's news releases dated July 20, 2023 and July 27, 2023, the material change report of the Corporation dated July 28, 2023, as amended by the material change report of the Corporation dated August 31, 2023, the management information circular of the Corporation dated August 21, 2023, filed on August 25, 2023, in connection with the annual general and special meeting of holders of Subordinate Voting Shares held on September 21, 2023, and the news release dated October 2, 2023, as well as copies of the definitive agreements with respect to the Transaction (the "**Definitive Agreements**") filed on the Corporation's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

### **Material facts**

The Offering is being conducted as a brokered private placement on a "bought deal" basis and will be subject to an underwriting agreement to be entered into with Eight Capital and a syndicate of underwriters (together, the "**Underwriters**").

Up to an additional 5,000,400 Subordinate Voting Shares will be offered on the same terms as the Offered Shares under the Offering to purchasers pursuant to the accredited investor exemption under NI 45-106, which Subordinate Voting Shares will be subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable Canadian securities laws (the "**Concurrent Offering**").

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Corporation in the twelve (12) months preceding the date of this Offering Document.

### **What are the business objectives that we expect to accomplish using the available funds?**

The Corporation's long term objective is to be positioned as a market leader in Canada in the technology enabled preventative care and data science space. In order to achieve that goal, certain short, medium and long term business objectives must be met. The net proceeds of the Offering and the Concurrent Offering are intended to assist the Corporation in meeting the following short and medium term business objectives and milestones:

<b>Business Objectives</b>	<b>Milestones</b>	<b>Target Completion</b>	<b>Projected Cost</b>
Re-accelerate rare disease screening competency	Exceed FY22 Technology revenue	December 31, 2024	\$3,000,000
Develop and expand clinical trial patient matching platform	Exceed FY22 clinical patients matched	December 31, 2024	\$1,000,000
Resource and expand CRO (Clinical Research Organization) business line	Exceed \$1,000,500 revenue	December 31, 2024	\$200,000

### PART 3 USE OF AVAILABLE FUNDS

#### What will our available funds be upon closing of the offering?

The gross proceeds of the Offering and the Concurrent Offering will be \$8,000,040.

	<b>Assuming 100% of Offering and the Concurrent Offering</b>
A Amount to be raised by the Offering and the Concurrent Offering	8,000,040
B Selling commissions and fees <sup>(1)</sup>	480,003
C Estimated Offering costs (e.g., legal, accounting, audit)	250,000
D <b>Net proceeds of Offering and Concurrent Offering</b> (D = A - (B+C))	7,270,037
E Estimated working capital deficiency as at September 30, 2023	(3,300,000)
F Additional sources of funding <sup>(2)</sup>	0
<b>G Total available funds</b> (G = D+E+F)	<b>3,970,037</b>

Notes:

(1) Assuming that the full cash commission is paid to Eight Capital.

(2) Does not include amounts raised under the Debenture Offering. See "How have we used the other funds we have raised in the past 12 months" below.

#### How will we use the available funds?

<b>Description of intended use of available funds listed in order of priority</b>	<b>Assuming 100% of Offering and Concurrent Offering</b>
General Corporate Purposes and Working Capital	3,970,037
<b>Total intended use of available funds</b>	<b>3,970,037</b>

The above-noted allocation represents the Corporation's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Corporation. Although the Corporation intends to expend the proceeds from this Offering and Concurrent Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Corporation's ability to execute on its business plan and financing objectives. The Corporation has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow. As a result, certain of the net proceeds from this Offering and the Concurrent Offering may be used to fund such negative cash flow from operating activities in future periods. See "Forward-looking Statements" section above.

The most recent audited annual financial statements and interim financial report of the Corporation included a going-concern note. The Corporation has not yet generated positive cash flows from its operating activities, which casts doubt on the Corporation's ability to continue as a going concern. The Offering and the Concurrent Offering are anticipated to address certain uncertainties that affect the decision on whether a going concern note is included in the next annual financing statements of the Corporation as follows: the Offering and the Concurrent Offering are expected to enable the Corporation to become current with vendors, provide operating runway through Fiscal 2025 and remove the need for a going concern note in its annual financing statements for Fiscal 2023.



## How have we used the other funds we have raised in the past 12 months?

Date of Financing	Amount of Financing	Intended Use of Funds	Variance
October 2, 2023	\$10,000,000 from the Debenture Offering	The proceeds of the Debenture Offering were and are intended to be used (a) for the implementation costs of the Transaction and the various matters described in the Definitive Agreements, (b) to implement the Reorganization, including the Debt Resolution, (c) to pursue merger and acquisition opportunities, and (d) for general corporate and working capital purposes.	No variance as of the date hereof or impact on business objectives and milestones.
July 19, 2023	\$3,000,000	Bridge Loan from WELL which provided the Corporation with working capital to stabilize its business, continue to operate in the ordinary course and to accelerate the pursuit of its strategic plan during the interim period of the Transaction. Funds from the Debenture Offering were used to pay off the Bridge Loan.	No variance.
May 18, 2023	\$1,500,000	Expansion of secured debt facility was used for general corporate and working capital purposes.	No variance.
January 6, 2023	\$2,000,000	Expansion of secured debt facility was used for general corporate and working capital purposes.	No variance.

## PART 4 FEES AND COMMISSIONS

### Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

**Underwriters:** Eight Capital and a syndicate of underwriters

**Commission:** Cash commission equal to 6% of the gross proceeds of the Offering and the Concurrent Offering and that number of compensation warrants equal to 6% of the number of Subordinate Voting Shares sold pursuant to the Offering and the Concurrent Offering. Notwithstanding the foregoing, Eight Capital will grant the Corporation a president's list of up to \$2,000,000 (the "**President's List**") and the Corporation will pay Eight Capital a reduced cash fee of three percent (3%) of the aggregate gross proceeds received from persons on the President's List and that number of non-transferable compensation warrants equal to three percent (3%) of the number of Subordinate Voting Shares sold to persons on the President's List.

Each compensation warrant will be exercisable into one Subordinate Voting Share at an exercise price of \$0.75 per share for a period of 24 months following the Closing Date.

### Do the Underwriters have a conflict of interest?

To the knowledge of the Corporation, it is not a "related issuer" or "connected issuer" of or to the Underwriters, as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts*.

## **PART 5 PURCHASERS' RIGHTS**

### **Rights of Action in the Event of a Misrepresentation**

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with HEALWELL, or
- (b) to damages against HEALWELL and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations. You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

## **PART 6 ADDITIONAL INFORMATION**

### **Where can you find more information about us?**

Security holders can access the Corporation's continuous disclosure filings on SEDAR+ under the Corporation's profile at [www.sedarplus.ca](http://www.sedarplus.ca). For further information regarding the Corporation, visit our website at <http://www.healwell.ai/>.

Each purchaser in the Offering will be required to deliver a subscription agreement to subscribe for and purchase the Offered Shares, which includes, among other things, representations, warranties and covenants of the subscriber in relation to the Offering. Prospective investors should refer to the subscription agreement for additional information.

***Prospective investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Offered Shares.***

**PART 7        DATE AND CERTIFICATE**

**This Offering Document, together with any document filed under Canadian securities legislation on or after October 3, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**October 3, 2023**

*(signed) "Alexander Dobranowski"*

Name: Alexander Dobranowski

Title: Chief Executive Officer

*(signed) "Scott Nirenberski"*

Name: Scott Nirenberski

Title: Chief Financial Officer