HEALWELL AI

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2026

Expressed in thousands of Canadian dollars

(Unaudited)

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HEALWELL AI INC.

Condensed Interim Consolidated Statement of Financial Position

Unaudited (in thousands of Canadian dollars)	Note	**June 30, 2026**	December 31, 2025
Assets			
Current assets			
Cash and cash equivalents		**16,784**	18,634
Short-term investment	10	**23,023**	—
Accounts receivable	4	**18,538**	21,285
Contract assets	5	**19,139**	16,632
Related party receivable	7	**1,483**	1,317
Prepaid and other assets	6	**7,218**	6,805
		86,185	64,673
Non-current assets			
Property, plant and equipment		**1,113**	910
Contract assets	5	**263**	263
Intangible assets	8	**103,778**	106,922
Right-of-use assets	14	**2,027**	4,172
Goodwill	9	**98,236**	98,546
Investment in equity securities and financial asset	10	**3,668**	8,308
Deferred tax asset		**820**	480
Other assets	6	**704**	714
TOTAL ASSETS		**296,794**	284,988
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	12	**30,225**	24,893
Contingent consideration	13	**8,086**	1,087
Contract liabilities	5	**14,702**	15,295
Related party loan-current	7	**6,011**	4,303
Lease liability	14	**1,689**	2,287
Debenture payable	15	**19,421**	18,520
Loan payable	16	**1,762**	1,273
Derivative liability	15	**1,435**	3,115
		83,331	70,773
Long-term liabilities			
Related party loan	7	**6,432**	6,183
Deferred tax liabilities		**3,425**	3,509
Contingent consideration	13	**23,143**	27,017
Lease liability	14	**1,254**	3,379
Debentures payable	15	**414**	1,635
Loan payable	16	**47,530**	48,548
TOTAL LIABILITIES		**165,529**	161,044
Shareholders' equity			
Share capital	17	**253,850**	250,426
Convertible debenture options reserve		**188**	462
Share based payments reserve		**30,018**	27,728
Accumulated other comprehensive loss		**(397)**	(2,726)
Deficit		**(152,394)**	(151,946)
TOTAL EQUITY		**131,265**	123,944
TOTAL LIABILITIES AND EQUITY		**296,794**	284,988

The financial statements were approved by the Company's board of directors (the "Board of Directors") and authorized for issue on August 6, 2026.

They were signed on behalf of the Company by:

"Alexander Dobranowski" – President/Director

"Ian Kidson"– Director

HEALWELL AI INC.

Condensed Interim Consolidated Statement of Income (Loss) and Comprehensive Income (Loss)

Unaudited (in thousands of Canadian dollars, except per share amounts)	Note	Three months ended **June 30, 2026**	Three months ended June 30, 2025	Six months ended **June 30, 2026**	Six months ended June 30, 2025
Revenue					
Subscription, Support and Maintenance		**22,028**	21,082	**43,402**	24,685
Professional Services		**10,639**	11,673	**22,161**	15,637
Software License		**291**	494	**602**	911
Total revenue		**32,958**	33,249	**66,165**	41,233
Cost of revenue		**15,034**	14,523	**28,739**	18,075
Gross profit		**17,924**	18,726	**37,426**	23,158
Expenses					
General and administrative		**8,585**	7,861	**18,211**	14,843
Research and development		**5,211**	5,768	**10,883**	7,416
Sales and marketing		**3,188**	2,784	**6,129**	3,274
Share-based payments		**2,111**	3,654	**4,090**	7,020
Amortization of intangible assets	8	**4,221**	5,557	**8,473**	7,299
Depreciation of property and equipment		**152**	220	**169**	273
Depreciation of ROU assets	14	**639**	519	**1,461**	544
Operating expenses	19	**24,107**	26,363	**49,416**	40,669
Loss before other (income) expense and taxes		**(6,183)**	(7,637)	**(11,990)**	(17,511)
Financing expenses	20	**3,327**	1,735	**6,159**	2,982
Foreign exchange loss (gain)		**(471)**	(1,285)	**(55)**	(1,283)
Changes in fair value of call options		**—**	549	**—**	760
Changes in fair value of contingent consideration	13	**2,187**	1,540	**1,350**	2,097
Changes in fair value of investments		**(18,423)**	(1,857)	**(18,383)**	(1,216)
Change in fair value of derivative liability	15	**(104)**	(3,326)	**(1,679)**	(3,326)
		(13,484)	(2,644)	**(12,608)**	14
Income (loss) before taxes from continuing operations		**7,301**	(4,993)	**618**	(17,525)
Income taxes expense (recovery)		**905**	(925)	**1,066**	(1,168)
Net income (loss) for the period on continuing operations, net of tax		**6,396**	(4,068)	**(448)**	(16,357)
Net income (loss) on discontinued operations, net of tax		**—**	(47)	**—**	(1,817)
Net income (loss) for the period		**6,396**	(4,115)	**(448)**	(18,174)
Other comprehensive income					
Foreign currency translation of foreign operations		**261**	416	**2,329**	566
Net comprehensive income (loss) for the period		**6,657**	(3,699)	**1,881**	(17,608)
Net income (loss) attributed to					
Non-controlling interests		**—**	69	**—**	(234)
Shareholders of HEALWELL AI Inc.		**6,396**	(4,184)	**(448)**	(17,940)
		6,396	(4,115)	**(448)**	(18,174)
Net comprehensive (income (loss)) earnings attributable to					
Non-controlling interests		**—**	69	**—**	(234)
Shareholders of HEALWELL AI Inc.		**6,657**	(3,768)	**1,881**	(17,374)
		6,657	(3,699)	**1,881**	(17,608)
Earnings (loss) per share attributable to HEALWELL AI Inc.					
Basic and diluted - Continuing operations	22	**0.02**	(0.02)	**—**	(0.07)
Basic and diluted - Discontinued operations	22	**—**	—	**—**	(0.01)
Basic and diluted	22	**0.02**	(0.02)	**—**	(0.08)

HEALWELL AI INC.

Condensed Interim Consolidated Statement of Changes in Equity

Unaudited (in thousands of Canadian dollars, except share amounts)	Note	**Class A Subordinate Voting Shares**	**Share Capital**	**Convertible Debenture Options Reserve**	**Share Based Payments Reserve**	**Accumulated Other Comprehensive Loss**	**Deficit**	**Total**	**Non-Controlling Interest**	**Total Equity**	**Class B Multiple Voting Shares**
Balance, December 31, 2025		**293,322,517**	**250,426**	**462**	**27,728**	**(2,726)**	**(151,946)**	**123,944**	**—**	**123,944**	**30,800,000**
Net (loss) income and comprehensive income (loss)		**—**	**—**	**—**	**—**	**2,329**	**(448)**	**1,881**	**—**	**1,881**	
Share based payments	18	**—**	**—**	**—**	**4,090**	**—**	**—**	**4,090**	**—**	**4,090**	
Shares issuance for settlement of RSUs, PSUs, DSUs and Options	17	**1,393,563**	**1,800**	**—**	**(1,800)**	**—**	**—**	**—**	**—**	**—**	
Shares issued against conversion of debentures	17	**8,741,336**	**1,606**	**(274)**	**—**	**—**	**—**	**1,332**	**—**	**1,332**	
Exercise of warrants	17	**90,000**	**18**	**—**	**—**	**—**	**—**	**18**	**—**	**18**	
Balance, June 30, 2026		**303,547,416**	**253,850**	**188**	**30,018**	**(397)**	**(152,394)**	**131,265**	**—**	**131,265**	**30,800,000**

Unaudited (in thousands of Canadian dollars, except share amounts)	Note	Class A Subordinate Voting Shares	Share Capital	Convertible Debenture Option Reserve	Share based payments reserve	Accumulated other comprehensive loss	Deficit	Total	Non-Controlling Interest	Total Equity	Class B Multiple Voting Shares
Balance, December 31, 2024		168,829,039	140,084	1,733	17,291	(3)	(95,218)	63,887	9,785	73,672	30,800,000
Net (loss) income and comprehensive income (loss)		—	—	—	—	566	(17,940)	(17,374)	(234)	(17,608)	
Share based payments	18	—	—	—	7,020	—	—	7,020	—	7,020	
Shares issuance	17	12,737,500	23,595	—	—	—	—	23,595	—	23,595	
Acquisition of Orion/Bidco		35,643,478	52,395					52,395	—	52,395	
Shares issuance for settlement of RSUs, PSUs, DSUs and Options	17	1,317,134	1,838	—	(1,838)	—	—	—	—	—	
Shares issued against conversion of debentures	17	25,651,282	4,362	(852)	—	—	—	3,510	—	3,510	
Share warrants	17	—	—	—	1,144	—	—	1,144	—	1,144	
Exercise of warrants	17	21,562,500	4,625	—	—	—	—	4,625	—	4,625	
Balance, June 30, 2025		265,740,933	226,899	881	23,617	563	(113,158)	138,802	9,551	148,353	30,800,000

Unaudited (in thousands of Canadian dollars)	Note	Six months ended **June 30, 2026**	June 30, 2025
Operating activities:			
Net loss for the period		**(448)**	(18,174)
Items not affecting cash:			
Depreciation and amortization		**10,103**	8,391
Deferred tax recovery		**(1,066)**	(1,251)
Net financing expense	20	**4,927**	1,708
Share based payments	18	**4,090**	7,020
Fair value changes in contingent consideration	13	**1,350**	2,097
Gain on foreign currency exchange rates		**(55)**	(1,283)
Excpected credit loss		**—**	61
Changes in fair value of investments		**(18,383)**	(1,216)
Changes in fair value of call options		**—**	760
Changes in fair value of derivative liability	15	**(1,679)**	(3,326)
Net Change in non-cash operating items	21	**5,657**	(4,656)
Net cash flows generated in (used in) operating activities from continuing operations		**4,496**	(9,869)
Net cash flows generated in (used in) operating activities from discontinued operations		**—**	241
Net cash flows generated in (used in) operating activities		**4,496**	(9,628)
Investing activities			
Proceeds from Mutuo holdback		**648**	—
Capitalized development costs	8	**(3,120)**	(1,138)
Purchase of property, plant and equipment		**(353)**	(295)
Advance against investment		**—**	(72,155)
Net cash flows used in investing activities from continuing operations		**(2,825)**	**(73,588)**
Net cash flows used in investing activities from discontinued operations		**—**	—
Financing activities			
Coupon payment for debentures	15	**(1,500)**	—
Lease payments	14	**(1,505)**	(1,437)
Repayment of bank loan		**(606)**	(250)
Payment of earnout	13	**(114)**	—
Repayment for BDC loan		**(96)**	(76)
Proceeds from exercise of warrants, net of expenses		**18**	4,625
Advances from related parties - net		**—**	(5,168)
Proceeds from conversion of debentures	17	**—**	3,508
Proceeds from issuance of shares	17	**—**	23,595
Proceeds from loan, net of issuance cost	16	**—**	43,833
Proceeds from debenture issuance, net of expenses		**—**	27,182
Repayment of promissory note and loans		**—**	(3,576)
Net cash flows (used in) generated in financing activities from continuing operations		**(3,803)**	92,236
Net cash flows (used in) generated in financing activities from discontinued operations		**—**	2,127
Effect of currency translation on cash		**282**	(1,484)
Net (decrease) increase in cash and cash equivalents		**(1,850)**	**9,663**
Cash and cash equivalent at beginning of the period		**18,634**	9,413
Cash and cash equivalent at ending of the period		**16,784**	19,076

1. REPORTING ENTITY

HEALWELL AI INC. ("HEALWELL") is a company incorporated in Canada under the *Canada Business Corporations Act* and headquartered in Ontario. The Company's Class A Subordinate Voting Shares ("Subordinate Voting Shares") trade on the Toronto Stock Exchange (the "TSX") under the symbol AIDX.

The condensed interim consolidated financial statements of HEALWELL for the three and six months ended June 30, 2026, and June 30, 2025, comprise HEALWELL and its subsidiaries (together referred to as the "Company"). The Company provides:

- AI-driven healthcare information analytics and insights through its Pentavere Research Group Inc. ("Pentavere") and technology-enabled rare disease screening through its Khure Health Inc. ("Khure") subsidiaries.
- Subscription-based "Healthcare Software" information software through its Intrahealth Systems Limited ("Intrahealth") and VeroSource Solutions Inc. ("VeroSource") subsidiaries.
- Comprehensive healthcare IT solutions, including electronic health records and interoperability platforms, through its Orion Health Holdings Limited ("Orion Health") subsidiary.

The head office and principal address of the Company are located at 460 College Street, Unit 301, Toronto, Ontario, M6G 1A1. The records office of the Company is located at 22 Adelaide St. W., Unit 3600, Toronto, Ontario, M5H 4E3.

2. BASIS OF PRESENTATION

a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and using the same accounting policies as those applied in the Company's audited consolidated financial statements for the year ended December 31, 2025 prepared in accordance with IFRS Accounting Standards as issued by the IASB, except as described below. These condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements, including the notes thereto, for the year ended December 31, 2025.

These condensed interim consolidated financial statements for the period ended June 30, 2026, were approved by the Board of Directors and authorized for issuance on August 6, 2026.

b) Foreign Currency Translation

The condensed interim consolidated financial statements are presented in Canadian dollars. Each subsidiary determines its functional currency based on the primary economic environment in which it operates.

Assets and liabilities of foreign subsidiaries with a different functional currency are translated into Canadian dollars using exchange rates in effect at the statement of financial position date. Revenues and expenses are translated at average rates during the period. Translation reserve adjustments are recorded in translation reserve within equity and are reclassified to earnings upon disposal of the foreign operation. Foreign currency transactions are recorded at exchange rates in effect at the transaction date, with resulting gains or losses from remeasurement of monetary items recognized in earnings.

c) Use of estimates and judgements

The preparation of condensed interim consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

In preparing these condensed interim consolidated financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the December 31, 2025 annual consolidated financial statements.

3. MATERIAL ACCOUNTING POLICIES

The preparation of these condensed interim consolidated financial statements is based on accounting principles and practices consistent with those used in the preparation of the Company's annual consolidated financial statements for the year ended December 31, 2025, except as noted below:

a) Capitalized commission costs

The Company pays sales commissions to certain employees for obtaining customer contracts. Commissions that are incremental to obtaining a contract are capitalized under IFRS 15 Revenue from Contracts with Customers when the Company expects to recover those costs, and are amortized on a straight-line basis over the term of the related contract, consistent with the period over which the related goods and services are transferred to the customer. Where a commission is earned by reference to a guaranteed initial contract term only, the asset is amortized over that guaranteed term. The Company applies the practical expedient in IFRS 15 and expenses commissions as incurred where the amortization period would be one year or less. Capitalized commissions are assessed for impairment at each reporting date and are presented within prepaid expenses and other assets to the extent expected to be amortized within 12 months of the reporting date, and within other assets (non-current) thereafter. This policy is being applied for the first time in the current period, as capitalized commission costs were previously immaterial.

b) Standards adopted during the period

Effective January 1, 2026, the Company adopted the May 2024 amendments to IFRS 9, Financial Instruments, and IFRS 7, Financial Instruments: Disclosures (the "Amendments"). The Amendments clarify the assessment of contractual cash flow characteristics of financial assets with contingent features, introduce additional disclosure requirements, and provide guidance on settlement-date accounting, including a policy election for the derecognition of financial liabilities settled through electronic payment systems.

The Company assessed the impact of the Amendments on its financial instruments, including cash, receivables, investments, payables, loans, debentures, derivative liabilities, and contingent consideration. The clarifications to the contractual cash flow characteristics assessment did not change the classification or measurement of any financial assets. With respect to electronic transfers, the Company reviewed its payment processes for financial liabilities settled through electronic funds transfers, wire transfers, and ACH payments. The Company derecognizes financial liabilities settled through electronic payment systems at the point when the funds have been irrevocably transferred from the Company's bank account and the Company no longer has the practical ability to cancel or access the payment. The Company has assessed that this practice is consistent with the derecognition exception criteria under the Amendments, as at the point of derecognition: (i) the Company has no practical ability to cancel the payment; (ii) the Company has no practical ability to access the cash; and (iii) the settlement risk associated with the electronic payment systems used by the Company is insignificant. As such, the adoption of the Amendments did not result in a change in the Company's accounting policy for the derecognition of financial liabilities settled through electronic payment systems. The Company does not hold financial instruments within the scope of the new disclosure requirements.

Adoption of the Amendments had no material impact on the Company's condensed interim consolidated financial statements for the three and six month periods ended June 30, 2026, and did not result in any adjustment to opening balances as at January 1, 2026.

c) Standards not yet effective

On April 9, 2024, the IASB issued IFRS 18 "Presentation and Disclosures in Financial Statements". The objective of the new standard is to set out requirements for the presentation and disclosure of information in general purpose financial statements to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses. The new standard is effective for reporting periods beginning on or after January 1, 2027. The Company is currently assessing the impact of the new standard.

4. ACCOUNTS RECEIVABLE

(in thousands of Canadian dollars)	**June 30, 2026**	December 31, 2025
Accounts receivable consist of the following:		
Trade receivables – AI & Data sciences	**814**	3,434
Trade receivables – Healthcare Software	**21,317**	21,589
Allowance for doubtful accounts	**(3,593)**	(3,738)
	18,538	21,285

The change in the allowance for expected credit losses are as follows:

(in thousands of Canadian dollars)	**June 30, 2026**	December 31, 2025
As at January 1	**3,738**	190
Changes from acquisitions during the year	**—**	4,298
Recovery of provision for expected credit losses	**(145)**	(750)
	3,593	3,738

The Company applies IFRS 9, Financial Instruments ("IFRS 9") to account for expected credit losses (ECL) on trade and accrued receivables using both specific and general provisions:

- A $3,593 specific provision (December 31, 2025 – $3,738) has been recognized for certain customers with elevated credit risk due to prolonged aging and collection uncertainty.

The ECL provisions are reviewed regularly based on updated credit risk assessments.

5. CONTRACT ASSETS/(LIABILITIES)

Each customer is billed in accordance with the terms of the contractual arrangement that it has entered with the Company. This means that customer billing and payments are not always aligned with revenue recognition. Contract assets arise when revenue is recognized prior to a customer being billed. Contract liabilities arise when a customer is billed in advance of revenue being earned.

Contract assets	**Total**
Balance as at January 1, 2026	16,895
Invoiced	(18,114)
Recognized	20,573
Effect of currency translation	48
Balance, June 30, 2026	19,402
Non-Current	263
Current	19,139

Contract liabilities	**Total**
Balance as at January 1, 2026	15,295
Invoiced	33,801
Recognized	(34,971)
Effect of currency translation	577
Balance, June 30, 2026	14,702

6. PREPAID AND OTHER ASSETS

(in thousands of Canadian dollars)	**June 30, 2026**	December 31, 2025
Prepaid expenses	**5,549**	4,998
Harmonized Sales Tax (HST)	**1,669**	1,807
Capitalized commission	**456**	—
Others	**248**	714
Total	**7,922**	7,519
Less: current portion assets	**(7,218)**	(6,805)
Total non-current	**704**	714

7. RELATED PARTY BALANCES AND TRANSACTIONS

The following related parties have engaged in transactions with the Company:

- WELL Health Technologies Corp. (WELL) – has common directors with the Company and is a significant/controlling shareholder of the Company.
- HEALWELL management, officers and board members.
- McCrae Tech Limited and its subsidiaries (including McCrae Hospitals (NZ) Limited), as well as Orchestral Limited – related parties through Ian McCrae, the common ultimate shareholder of McCrae Tech Limited and Orchestral Limited. Mr. McCrae served on the Board of Directors of the Company during the three and six months ended June 30, 2026 and, together with entities he controls, is a significant shareholder of the Company. Brad Porter, a director of the Company, also serves as a director of McCrae Tech Limited and Orchestral Limited.

a) Related party balance

(in thousands of Canadian dollars)	Note	**June 30, 2026**	December 31, 2025
WELL Health Technologies Corp			
Operating loan payable		**4,685**	2,795
Deferred Consideration - Intrahealth		**642**	642
Convertible principal promissory note including accrued interest		**5,900**	5,700
Holdback – Intrahealth		**606**	606
Related parties of Intrahealth			
Operating loan payable		**78**	260
Management and Board members			
2023 Debenture payable	15	**532**	483
Total		**12,443**	10,486
Total current portion		**(6,011)**	(4,303)
Non-current portion payables		**6,432**	6,183
Receivables			
Holdback – MCI Alberta		**150**	150
Holdback – Mutuo		**—**	616
Earnout receivable – Clinical research and patient services		**160**	160
Operating loan receivable - current		**25**	343
Other related parties - Healwell		**48**	48
Receivable from financial asset		**1,100**	—
Total receivables		**1,483**	1,317

b) Related party transactions

The Company has engaged in the following transactions with related parties:

	Three months ended		**Six months ended**	
(in thousands of Canadian dollars)	**June 30, 2026**	June 30, 2025	**June 30, 2026**	June 30, 2025
WELL Health Technologies Corp.				
Transition services	**368**	445	**942**	829
Revenue from related parties	**(168)**	—	**(325)**	—
Interest on debentures	**—**	21	**—**	201
Interest on promissory notes	**100**	100	**200**	200
Management and Board members				
Interest on debentures payable	**25**	21	**49**	59
Transition services	**44**	(403)	**394**	(403)

Related party transactions are incurred in the normal course of operations and are recorded at the contractual amounts between the related parties which approximates fair value.

8. INTANGIBLE ASSETS

Intangible assets consist of the following:

(in thousands of Canadian dollars)	Customer Relationships	Non-Compete Contracts	Trademarks	Software & Product Development	Total
Cost					
Balance, December 31, 2025	**55,847**	**—**	**14,938**	**64,267**	**135,052**
Additions	**—**	**—**	**—**	**3,120**	**3,120**
Effect of currency translation	**894**	**—**	**299**	**1,045**	**2,238**
Balance, June 30, 2026	**56,741**	**—**	**15,237**	**68,432**	**140,410**
Balance, December 31, 2024	19,505	303	1,050	23,322	44,180
Additions	—	—	—	3,734	3,734
Acquisition through business combination	41,156	—	13,724	42,455	97,335
Effect of currency translation	339	—	164	(2,657)	(2,154)
Disposal of subsidiary and assets	(5,153)	(303)	—	(2,587)	(8,043)
Balance, December 31, 2025	55,847	—	14,938	64,267	135,052
Accumulated Amortization					
Balance, December 31, 2025	**9,440**	**—**	**1,262**	**17,428**	**28,130**
Amortization from continuing operations	**2,944**	**—**	**766**	**4,763**	**8,473**
Effect of currency translation	**55**	**—**	**18**	**(44)**	**29**
Balance, June 30, 2026	**12,439**	**—**	**2,046**	**22,147**	**36,632**
Balance, December 31, 2024	6,385	5	115	9,372	15,877
Amortization from continuing operations	4,458	25	1,183	8,644	14,310
Amortization from discontinuing operations	468	—	—	(1)	467
Effect of currency translation	(77)	—	(36)	(95)	(208)
Disposal of subsidiary and assets	(1,794)	(30)	—	(492)	(2,316)
Balance, December 31, 2025	9,440	—	1,262	17,428	28,130
Carrying Amounts					
Balance, June 30, 2026	**44,302**	**—**	**13,191**	**46,285**	**103,778**
Balance, December 31, 2025	46,407	—	13,676	46,839	106,922

For the six months ended June 30, 2026, the Company capitalized $3,120 (Note 8) of development costs (December 31, 2025 – $3,734).

9. GOODWILL

(in thousands of Canadian dollars)	**Total**
Cost	
Balance, December 31, 2025	**98,546**
Measurement period adjustment - Orion acquisition (Note 11)	**(774)**
Effect of movements in exchange rates	**464**
Balance, June 30, 2026	**98,236**
Balance, December 31, 2024	67,143
Additions through business combinations	55,309
Effect of movements in exchange rates and other	(4,125)
Impairment	(10,297)
Disposal of subsidiary	(9,484)
Balance, December 31, 2025	**98,546**

For the six months ended June 30, 2026, the Company has identified the following CGU's to which goodwill had been allocated, each of which was tested for impairment annually as at December 31 if applicable: (i) Data Science & AI, (ii) Intrahealth , (iii) VeroSource, and (iv) Orion Health. The Company's Data Science & AI operating segment comprises Khure and Pentavere. The healthcare software operating segment is comprised of Intrahealth, VeroSource, and Orion Health.

The Company tests goodwill for impairment on an annual basis as at December 31 and whenever events or changes in circumstances indicate that an asset's carrying amount may be less than its recoverable amount. The Company determined that there are no indicators of impairment on any of the CGUs at June 30, 2026 and therefore, management has not updated any of the impairment calculations.

(in thousands of Canadian dollars)	**June 30, 2026**	December 31, 2025
Data Science & AI	**8,120**	8,120
Intrahealth	**16,887**	16,887
VeroSource	**19,269**	19,269
Orion Health	**53,960**	54,270
	98,236	98,546

10. INVESTMENT IN EQUITY SECURITIES AND FINANCIAL ASSET

The following table provides the carrying values of the Company's investments in financial assets measured at fair value through profit and loss ("FVTPL") and other comprehensive income ("OCI") as at June 30, 2026 and December 31, 2025.

(in thousands of Canadian dollars)	Note	**June 30, 2026**	December 31, 2025
Investment in Fund holding X.AI Securities	(a)	**23,023**	4,607
Investment in Future Vault Securities		**320**	353
Investment in Abstractive Health		**348**	348
Investment in financial asset	(b)	**3,000**	3,000
Total		**26,691**	8,308
Less: current		**(23,023)**	—
Total non-current		**3,668**	8,308

a) On May 9, 2024, the Company invested in a private fund with the opportunity to realize long-term appreciation from investments in the securities of X.AI Corp. ("X.AI"). The Company invested $2,752 (US$2,000) to acquire an indirect interest in less than 1% total outstanding shares in X.AI, an American company working in the area of artificial intelligence. In March 2025, X.AI acquired X (formerly Twitter) in an all-stock deal, valuing X.AI at $80 billion and X at $33 billion. On February 2, 2026, Space Exploration Technologies Corp. ("SpaceX") acquired xAI in an all-stock transaction, resulting in X.AI becoming a wholly-owned subsidiary of SpaceX. In June 2026, SpaceX completed its initial public offering ("IPO"). Following the transaction and IPO, the Company's investment continues to be held indirectly through the private fund and is subject to customary lock-ups which are expected to release over time following completion of the IPO. As at June 30, 2026, the Company's indirect interest in the fund represents 94,825 SpaceX common shares, after giving effect to the five-for-one share split completed in connection with the IPO and to the general partner's 20% carried interest, which is settled in shares. Fair value has been determined by reference to the closing price of SpaceX common shares of US$170.86 as at June 30, 2026, translated at the period-end exchange rate of 1.4210.

   The fair value of the investment in SpaceX (formerly X.AI) is $23,023 as at June 30, 2026 (December 31, 2025 - $4,607). The Company recognized an unrealized fair value gain of $18,416 on this investment in the consolidated statements of income (loss) and comprehensive income (loss) for the three and six months ended June 30, 2026 (2025 - $nil).

b) On November 1, 2025, the Company and WELL formed a 50/50 clinical research joint venture, implemented through a limited partnership structure, to advance late-stage clinical research opportunities in Canada. The Company contributed its clinical research assets in exchange for 3,000,000 Class A LP Units with a fair value of $3,000, while WELL committed $3,000 in capital for an equivalent number of Class B LP Units. An initial $500 capital call was funded at closing. The general partner of the limited partnership is controlled by WELL. The Company does not control the limited partnership and, based on the structure of the arrangement and the rights and obligations conveyed through the limited partnership units, has concluded that its interest represents financial assets measured at FVOCI rather than an investment in a subsidiary. Accordingly, the investment is accounted for in accordance with IFRS 9, Financial Instruments, and is measured at fair value through other comprehensive income (OCI). There was no impact to profit or loss for the three and six months ended June 30, 2026.

11. BUSINESS ACQUISITION

On April 1, 2025, the Company acquired 100% of the shares of Orion Health, a global healthcare intelligence platform providing subscription licenses and services to marquee public sector clients with data interoperability and healthcare navigation products. The acquisition has been accounted for as a business combination with the Company consolidating 100% of the results of operations of Orion Health from the date of the acquisition. The assets and liabilities of Orion Health are included in the consolidated financial statements.

The purchase price for the acquisition included both cash and non-cash components. Consideration of $85,233 was paid in cash. The non-cash components comprised of 35,412,075 Subordinate Voting Shares with a Fair Market Value (FMV) of $52,031. The FMV of each share on April 1, 2025 was $1.47. The non-cash component included a performance-based earnout of up to $20,300 which had an estimated fair value of $9,824 as at the acquisition date, payable over three years if Orion Health achieves Normalized EBITDA exceeding NZD 20,000 in each 12-month period. At the vendor's option, up to 50% of the earn-out may be settled in Subordinate Voting Shares, valued using the 10-day volume-weighted average price (VWAP) prior to each payment date. In addition, the non-cash component includes 50% of the acquired tax losses utilized by Orion Health, with an estimated fair value of $13,249 as at the acquisition date.

The following table summarizes the fair value of consideration paid on the acquisition date and assets and liabilities recognized as a result of the acquisition. In determining the purchase price allocation, the Company considered, among other factors, the intended future use of acquired assets, analysis of historical financial performance and estimates of future performance of Orion Health's business. The Company has finalized the purchase price allocation, including final working capital adjustments and the allocation of fair value among the identifiable net assets acquired. The allocation of the purchase price was completed within the twelve-month measurement period following the acquisition date.

Purchase price allocation (*in thousands of Canadian dollars*)	**April 1, 2025**	**Measurement period adjustment[1]**	**April 1, 2025**
Cash Consideration on closing	85,233	—	85,233
Issued shares (35,412,075 shares issued at $1.47/share)	52,031	—	52,031
Contingent Consideration	23,073	—	23,073
	160,337	**—**	**160,337**
Cash and cash equivalents	14,195	300	14,495
Trade and other receivables	17,698	72	17,770
Contract and other assets	18,397	—	18,397
Deferred tax asset	645	—	645
Property, plant and equipment	646	—	646
Other long term assets	1,893	(300)	1,593
Customer relationships	42,885	—	42,885
Software intellectual property	41,132	—	41,132
Trademark	14,349	—	14,349
Right-of-use assets	4,059	416	4,475
Trade and other payables	(19,158)	(109)	(19,267)
Current income tax liabilities	(1,133)	—	(1,133)
Payroll and other employee liabilities	(4,109)	193	(3,916)
Current Portion of lease liabilities	(2,283)	—	(2,283)
Deferred revenue	(20,096)	186	(19,910)
Non-current liabilities	(4,092)	15	(4,077)
Goodwill	55,309	(773)	54,536
	160,337	**—**	**160,337**

Orion Health is included in the Healthcare Software operating segment (Note 24). During the three and six months ended June 30, 2026, the Company incurred approximately $nil in acquisition and related costs (three and six months ended June 30, 2025 - $215 and $2,672). These costs are included in 'General and Administration' in the condensed interim consolidated statement of income (loss) and comprehensive income (loss).

12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

(in thousands of Canadian dollars)	**June 30, 2026**	December 31, 2025
Trade & Other Payables	**17,206**	14,335
Income Tax Payables	**2,172**	1,528
Accrued Liabilities	**10,820**	9,003
Deposits	**27**	27
Balance June 30, 2026	**30,225**	24,893

[1] The measurement period adjustments were recorded during the three months ended March 31, 2026 and have been applied retrospectively to the April 1, 2025 acquisition date.

13. CONTINGENT CONSIDERATION

(in thousands of Canadian dollars)	**Total**
Balance, December 31, 2025	**28,104**
Payments	**(114)**
Accretion	**1,889**
Changes in Fair Value	**1,350**
Balance, June 30, 2026	**31,229**
Current portion	**8,086**
Non-current portion	**23,143**
Balance, December 31, 2024	4,495
Additions through business combination	23,073
Payments	(5,116)
Accretion	2,842
Changes in Fair Value	2,810
Balance, December 31, 2025	28,104

i) The deferred purchase/earn-out contingent consideration amount for VeroSource represents the fair value of earn-out payments contingent upon the earnings of the business for the four-year period after the acquisition closing date and up to 50% of the amount can be settled through Subordinate Voting Shares. The determination of the fair value of deferred purchase/earn-out is based on the profitability outcomes of VeroSource during the earnout period. During the year ended December 31, 2025, the Year 1 earn-out milestone was achieved, resulting in an earn-out payment of $773, which was settled in the fourth quarter of 2025. Of this amount, $386 was settled in cash and the remaining balance was settled through the issuance of 292,043 Subordinate Voting Shares. During the six months ended June 30, 2026, the Year 2 earn-out milestone was achieved, resulting in an anticipated earn-out payment of $1,074, which is expected to be settled in the third quarter of 2026 and of which up to 50% may be settled through the issuance of Subordinate Voting Shares. During the three and six months ended June 30, 2026, the Company recognized a loss in the fair value of contingent consideration of $451 and $288 (three and six months ended June 30 2025 – gain of $428 and $304), which has been recorded in the consolidated statement of income (loss) and comprehensive income (loss).

ii) As part of the Orion Health acquisition, the Company recognized a contingent consideration/earn-out of $23,073, which was recorded as part of the purchase price allocation and recognized against goodwill. This contingent consideration represents a three-year performance-based earn-out, with up to 50% of the amount payable, at the vendor's option, in Subordinate Voting Shares based on the 10-day VWAP of those shares prior to the applicable payment date. The earn-out is contingent upon Orion Health's ability to achieve "Normalized EBITDA" (as defined in the purchase agreement) greater than $16,500 (NZ$20,000) for each 12-month period. In addition, the non-cash component includes 50% of the acquired tax losses utilized by Orion Health, with an estimated fair value of $13,249 as at the acquisition date. During the three and six months ended June 30, 2026, the Company recognized a loss in the fair value of contingent consideration of $1,736 and $1,062 (three and six months ended June 30 2025 – $nil), which has been recorded in the consolidated statement of income (loss) and comprehensive income (loss).

14. LEASES

Rental contracts are typically made for fixed periods of 5 to 12 years. For the majority of leases with renewal options, the Company has not included lease payments under extension options, as it is not reasonably certain that renewal options on those leases will be exercised. Substantially all the property leases contain variable lease payments for operating costs that are based on actual costs incurred by the lessor. The variable operating costs do not depend on an index or a rate and are recognized as an expense in the period they are incurred.

The estimated incremental borrowing rate of the Company's leases was between 3% and 7.5%.

The Company's right of use (ROU) assets as at June 30, 2026, and December 31, 2025, are as follows:

(in thousands of Canadian dollars)	Note	**Total**
Cost		
Balance, December 31, 2025		**14,143**
Additions		85
Disposals and modifications		(9,648)
Effect of currency translation		111
Balance, June 30, 2026		**4,691**
Balance, December 31, 2024		12,676
Additions		1,466
Additions through business combination		4,059
Disposals and modifications		(3,928)
Effect of currency translation		(130)
Balance, December 31, 2025		14,143
Accumulated depreciation		
Balance, December 31, 2025		**9,971**
Depreciation		1,461
Disposals and modifications		(8,590)
Effect of currency translation		(178)
Balance, June 30, 2026		**2,664**
Balance, December 31, 2024		8,554
Depreciation from continuing operations		1,958
Depreciation from discontinued operations		412
Disposals and modifications		(832)
Effect of currency translation		(121)
Balance, December 31, 2025		9,971
Net book value as at:		
June 30, 2026		**2,027**
December 31, 2025		4,172

The Company's lease liability as at June 30, 2026, and December 31, 2025, are as follows:

(in thousands of Canadian dollars)	**June 30, 2026**	December 31, 2025
Lease liability – current	**1,689**	2,287
Lease liability – non-current	**1,254**	3,379
Total Lease liability	**2,943**	5,666

Lease Liability

The movement in the lease liability as at June 30, 2026, and December 31, 2025 is broken out as follows:

(in thousands of Canadian dollars)	**June 30, 2026**	**December 31, 2025**
Balance, Beginning	**5,666**	6,183
Lease modification	**(1,546)**	597
New Leases	**84**	1,380
Business combination	**—**	5,066
Interest expense from continuing operations	**155**	304
Interest expense from discontinued operations	**—**	209
Termination	**—**	(201)
Effect of currency translation	**89**	(115)
Lease cash payments	**(1,505)**	(3,456)
Disposal of subsidiary and clinics	**—**	(4,301)
Balance, Ending	**2,943**	5,666

The maturity analysis of lease liabilities at June 30, 2026, is as follows:

	Minimum Lease Payment Due			
(in thousands of Canadian dollars)	**< 1 year**	**2 – 5 years**	**>5 years**	**Total**
Lease payments	1,791	945	466	3,202
Finance charges	(102)	(130)	(27)	(259)
Lease liabilities	1,689	815	439	2,943

15. DEBENTURE PAYABLE

(in thousands of Canadian dollars)	**June 30, 2026**	December 31, 2025
Balance, Beginning	**20,638**	6,691
2025 Debenture issuance	**—**	17,380
Coupon payment	**(1,500)**	(2,250)
Accrued interest	**2,561**	4,186
Converted into shares	**(1,332)**	(5,369)
Balance, Ending	**20,367**	20,638
Liability component	**20,367**	20,638
Reclass to Debenture payable to Management and Board member	**(532)**	(483)
Total	**19,835**	20,155
Current portion	**(19,421)**	(18,520)
Non-current portion	**414**	1,635

The debentures issued on October 1, 2023 (the "2023 Debentures") bear interest at a rate of 10% per annum and mature 5 years from their date of issuance. The principal and interest outstanding under the 2023 Debentures is convertible into Subordinate Voting Shares at $0.20/share, and for every dollar of debentures purchased, subscribers also received 5 warrants for Subordinate Voting Shares exercisable at $0.20/share.

As the conversion feature results in the conversion of a fixed amount of stated principal into a fixed number of shares, it satisfies the 'fixed for fixed' criterion and, therefore, it is classified as an equity instrument.

The Company receives a fixed amount of cash in exchange for issuing a predetermined number of equity shares with each warrant corresponding to one share. Warrants associated with the 2023 Debentures are classified as equity. The 2023 Debentures have 2 features – the debenture itself and the conversion feature. The fair value of the liability component, at inception was calculated using a market interest rate for an equivalent instrument without a conversion option. The discount rate applied was 20.5%. The 2023 Debentures are classified as a financial liability whereas the conversion feature is classified as equity.

In connection with the Orion Health acquisition, HEALWELL completed a series of financing transactions comprising a $30,000 convertible debenture offering, a $25,500 equity offering, and a $50,000 senior credit facility. The equity financing offering was completed on January 21, 2025 and the convertible debenture offering was completed on January 28, 2025. In the convertible debenture offering, the Company initially issued 30,000 subscription receipts with an aggregate principal amount of $30,000 at a discounted purchase price of $910 per receipt. Each receipt entitled the holder to $1,000 principal amount of convertible debentures (the “2025 Debentures”), bearing interest at 10% annually, payable semi-annually on June 30 and December 31, starting from March 31, 2025, when the 2025 Debentures were issued following the conversion of the subscription receipts. The 2025 Debentures have a contractual maturity date of December 31, 2029.

The principal amount of the 2025 Debentures is convertible into Subordinate Voting Shares at a fixed conversion price of $2.40 per share, subject to standard anti-dilution adjustments. Holders may convert at any time prior to maturity, and accrued interest is payable in cash upon conversion. The Company may redeem the 2025 Debentures, in whole or in part, at 110% of principal plus accrued interest, at any time between December 31, 2027 and December 31, 2029. In the event of a “Change of Control”, as defined in the debenture indenture, the Company is required to repurchase the 2025 Debentures.

Additionally, the Company holds a mandatory conversion right whereby, if the 10-day VWAP of the Subordinate Voting Shares exceeds $3.85 at any time after 10 trading days following four months and one day from the issuance date, it may require holders to convert their 2025 Debentures into Subordinate Voting Shares at the $2.40 conversion price, with accrued and unpaid interest payable in cash.

The 2025 Debentures are a hybrid financial instrument comprising liability, derivative liability, and equity components. On initial recognition, the transaction price was allocated to the liability and derivative liability components based on their standalone fair values, with any residual assigned to equity. Post-recognition, the liability is measured at amortized cost, the derivative liability at fair value through profit or loss, and the equity component is not subsequently remeasured. As at June 30, 2026, the fair value of the derivative liability was $1,435.

Classification of Debenture

The 2025 Debentures have a cash settlement maturity date of December 31, 2029. The FMV of the 2025 Debentures as at June 30, 2026 is $19,421. The holder of the debentures has the ability to convert the debentures into Subordinating Voting Shares at any time after issuance. Given the conversion right by the holder results in settlement by the transfer of the entity's own equity instruments at any time after issuance, the debenture and related derivative liability of $1,435 is classified as a current liability on the consolidated statement of financial position.

16. LOANS

As at June 30, 2026 the Company was in compliance with all covenants in respect of its loan facilities.

(in thousands of Canadian dollars)	FEDDEV LOAN	BDC LOAN	SCOTIA LOAN	Total
Balance as at December 31, 2025	**916**	**654**	**48,251**	**49,821**
Accretion	**26**	**36**	**—**	**62**
Repayment and Settlements	**(106)**	**(96)**	**(500)**	**(702)**
Amortization of financing fees	**—**	**—**	**111**	**111**
Balance as at June 30, 2026	**836**	**594**	**47,862**	**49,292**
Current portion	**167**	**594**	**1,001**	**1,762**
Non-current portion	**669**	**—**	**46,861**	**47,530**
Balance as at December 31, 2024	789	1,003	—	1,792
Drawdowns	106	—	49,500	49,606
Deferred financing cost	—	—	(667)	(667)
Accretion	21	209	—	230
Repayment and Settlements	—	(558)	(750)	(1,308)
Amortization of financing fees	—	—	168	168
Balance as at December 31, 2025	916	654	48,251	49,821

i) Pentavere has a loan payable from the Business Development Bank of Canada ("BDC") bearing interest at the lender's floating base rate plus 4.4% per annum, payable in monthly interest-only installments, with principal being due in full on February 15, 2027. The loan is secured by a general security agreement over Pentavere's assets, assignment of directors' life insurance policies and postponement of certain claims. Pentavere also has an interest-free loan payable from the Federal Economic Development Agency (FEDDEV), payable in monthly installments. The loan will be fully repaid by December 15, 2030. Furthermore, Pentavere has access to a line of credit from CIBC, that was undrawn as at June 30, 2026. Pentavere has a Debt-to-Equity covenant that is tested annually and a liquidity covenant that is tested quarterly with BDC. Pentavere was in compliance with both covenants on June 30, 2026.

ii) On March 5, 2025, the Company entered into a credit agreement with a syndicate of lenders led by The Bank of Nova Scotia and including the Royal Bank of Canada, establishing senior secured credit facilities that consist of a $30,000 revolving credit facility (including a $5,000 swingline tranche), a $20,000 non-revolving term facility and a $1,000 credit card facility. Proceeds were used to finance the Orion Health acquisition, refinance existing debt, and fund general corporate purposes. The credit facilities mature on March 4, 2028.

The term facility is repayable in quarterly principal installments of $250, with mandatory prepayments under specified conditions. Interest is calculated based on a tiered pricing grid tied to the Company's leverage ratio, with rates based on Prime, US Base Rate, CORRA (Canadian Overnight Repo Rate Average), or SOFR (Secured Overnight Financing Rate). The facilities are secured by a first-ranking charge over all present and after-acquired property of Orion Health, its parent company (a wholly-owned subsidiary of HEALWELL) and its direct and indirect subsidiaries. The agreement includes an accordion feature allowing for an increase in the revolving facility by up to $25,000, subject to lender consent.

The Company is subject to customary covenants in respect of this facility, including:

- A Total Leverage Ratio not exceeding 4:1 through June 30, 2026
- A Fixed Charge Coverage Ratio of at least 1.15:1.

The Company was in compliance with both covenants on June 30, 2026.

17. SHARE CAPITAL

(a) Authorized

The authorized share capital of the Company is an unlimited number of Class A Subordinate Voting Shares (Subordinate Voting Shares), an unlimited number of Class B Multiple Voting Shares ("Multiple Voting Shares") and an unlimited number of Preferred Shares.

(b) Issued :

	Class A Subordinate Voting Shares		**Class B Multiple Voting Shares**
(in thousands of Canadian dollars, except for Shares)	**No. of Shares**	**Amount**	
Balance, December 31, 2025	**293,322,517**	**250,426**	**30,800,000**
Issuance of Subordinate Voting Shares against RSU,PSU & DSU and options	**1,393,563**	**1,800**	
Issuance of Subordinate Voting Shares against conversion of debentures	**8,741,336**	**1,606**	
Issuance of Subordinate Voting Shares against warrants excercised	**90,000**	**18**	
Balance, June 30, 2026	**303,547,416**	**253,850**	**30,800,000**

	Class A Subordinate Voting Shares		Class B Multiple Voting Shares
	No. of Shares	Amount	
Balance, December 31, 2024	**168,829,039**	**140,084**	**30,800,000**
Issuance of Subordinate Voting Shares against warrants excercised	**21,832,687**	**4,935**	
Share issued in exchange for achieving milestone	**2,192,330**	**2,886**	
Issuance of Subordinate Voting Shares for acquisition of Orion acquisition	**35,412,075**	**52,030**	
Issuance of Subordinate Voting Shares for acquisition of Pentavere	**10,161,562**	**14,936**	
Issuance of Subordinate Voting Shares for Top-up consideration for the acquisition of Biopharma	**1,175,171**	**1,845**	
Share issuance, net of share issuance costs	**12,737,500**	**23,595**	
Issuance of Subordinate Voting Shares against conversion of debentures	**38,499,775**	**6,647**	
Issuance of Subordinate Voting Shares against RSU,PSU & DSU and options	**2,482,378**	**3,468**	
Balance, December 31, 2025	**293,322,517**	**250,426**	**30,800,000**

Warrants

The following table summarizes grants of share warrants issued as broker compensation for equity bought deal financings, debenture warrants as part of the 2023 Debenture financing and the 2025 Debenture financing, and the warrants issued as part of December 2023, May 2024 and January 2025 bought deal equity financings:

Share Warrant Type & Date	Share Warrants Outstanding as at December 31, 2025	Exercise Price	Fair Value	Exercised	Net Outstanding as at June 30, 2026
Broker Warrants					
December 22, 2023	452,376	0.80	0.49	—	452,376
May 22, 2024	586,677	1.35	1.10	—	586,677
January 21, 2025	453,750	2.08	1.34	—	453,750
January 28, 2025	455,000	2.40	1.18	—	455,000
Bought Deal Warrants					
December 22, 2023	3,294,650	1.20	0.52	—	3,294,650
May 22, 2024	7,120,000	1.80	1.01	—	7,120,000
January 21, 2025	6,368,750	2.50	0.02	—	6,368,750
Debenture Warrants					
October 1, 2023	6,705,000	0.20	0.20	90,000	6,615,000

The fair value of each warrants issued was estimated at the time of issuance using the Black-Scholes model. Black-Scholes is a pricing model used to determine the fair price or theoretical value for a warrants based on the following weighted assumptions at the respective measurement date:

	2025
Risk free rate	4.05%
Expected life (years)	3
Volatility	124.01%
Underlying stock price	$1.72 - $1.86
Strike price	$2.08 - $2.40

18. SHARE BASED PAYMENT ARRANGEMENTS

Fair value of stock options granted:

The fair value of each option granted was estimated at the time of grant using the Black-Scholes option pricing model. Black-Scholes is a pricing model used to determine the fair price or theoretical value for a call or a put option based on the following weighted assumptions at the respective measurement date:

	2025
Risk free rate	2.93%
Expected life (years)	3.85
Volatility	212.65%
Underlying stock price	$1.38
Strike price	$1.42

Fair value of modification of stock options:

The fair value of each modification stock option granted was estimated at the time of modification using the Black-Scholes option pricing model. Black-Scholes is a pricing model used to determine the fair price or theoretical value for a modification of call or a put option. There is no modification that were made during the quarter ended June 30, 2026.

(a) Share Based Payments

	June 30, 2026		
Exercise price	**Number of share options outstanding (000)**	**Number of share options exercisable**	**Weighted average remaining contractual life (years)**
0.69	**1,590**	**1,181**	**2.25**
1.36	**81**	**81**	**0.77**
1.42	**100**	**33**	**2.76**
1.92	**100**	**100**	**3.17**
2.39	**820**	**273**	**2.84**
	2,691	**1,668**	

	December 31, 2025		
Exercise price	Number of share options outstanding (000)	Number of share options exercisable	Weighted average remaining contractual life (years)
0.69	1,590	1,181	2.75
1.36	81	81	1.26
1.42	100	—	3.25
1.92	100	100	3.67
2.39	820	273	3.33
	2,691	1,635	

(in thousands, except average exercise price)	**Number of options**	**Weighted average exercise price**
Options Outstanding, December 31, 2025	**2,691**	**1.31**
Options Granted	—	—
Options Forfeited	—	—
Options Settled	—	—
Options Outstanding, June 30, 2026	**2,691**	**1.31**
Options Outstanding – December 31, 2024	2,597	1.3
Options Granted	100	1.42
Options Forfeited	—	—
Options Settled	(6)	0.69
Options Outstanding – December 31 2025	2,691	1.31

(b) DSUs, RSUs and PSUs

The Company may grant DSUs to the members of the Board of Directors as part of their annual remuneration for the services rendered as directors on the Company's Board and Committees and may also award one-time grants of DSUs to its directors in connection with major events, such as its going-public transaction in January 2021. The Company also grants RSUs to directors, employees and contractors. The amount of the DSU or RSU award payable is based on the number of units outstanding multiplied by the share price of the Subordinate Voting Shares at the date of the payout. For equity settled DSUs and RSUs, the fair value of the award is recorded as an expense at the grant date. To date, the majority of RSUs and DSUs that have been awarded by the Company have been equity-settled.

The Company also grants PSUs to employees and contractors as part of their long-term incentive compensation. The fair value of the PSUs is recorded as an expense at the grant date based on assessing the performance criteria associated with the PSUs and adjusted quarterly depending on likely achievement of the performance criteria associated with the PSUs. To date, the majority of PSUs that have been awarded by the Company have been equity settled.

Net outstanding Share based payments by type June 30, 2026	**No. of shares**	**Vested**
PSUs		
Grants in 2023	750,002	375,001
Grants in 2024	237,501	93,750
Grants in 2025	4,083,764	1,239,136
Grants in 2026	262,979	8,626
Total PSUs	5,334,246	1,716,513
RSUs		
Grants in 2023	948,334	549,999
Grants in 2024	1,456,163	1,092,899
Grants in 2025	4,473,281	1,253,223
Grants in 2026	1,259,083	367,810
Total RSUs	8,136,861	3,263,931
DSUs		
Grants in 2023	43,947	43,947
Grants in 2024	—	—
Total DSUs	43,947	43,947
Total No. of Shares	**13,515,054**	**5,024,391**

Total outstanding RSU / PSU / DSUs

	RSUs	**PSUs**	**DSUs**	**Total**
December 31, 2025	7,772,466	5,782,233	43,947	13,598,646
New Grants	1,273,788	262,979	—	1,536,767
Units vested and shares issued	(771,498)	(622,065)	—	(1,393,563)
Units forfeited	(137,895)	(88,901)	—	(226,796)
June 30, 2026	8,136,861	5,334,246	43,947	13,515,054

During the three and six months period ended June 30, 2026, the Company recognized share-based payments expense of $2,111 and $4,090 respectively, over the share based payment of $3,654 and $7,020 recognized in the comparable period of 2025, relating to share units and options in the Condensed Interim Consolidated Statement of income (loss) and Comprehensive income (loss).

19. OPERATING EXPENSE BY NATURE

	Three months ended		Six months ended	
	June 30,	June 30,	**June 30,**	June 30,
(in thousands of Canadian dollars)	**2026**	2025	**2026**	2025
Salaries and other short-term employee benefits	**12,142**	12,416	**26,168**	15,708
Research and development (non- salary) costs	**1,497**	137	**2,735**	284
Sales and marketing (non- salary) costs	**784**	572	**978**	808
Office expenses	**272**	307	**433**	529
Professional fees and accounting	**226**	1,241	**555**	2,425
Insurance	**318**	398	**416**	600
Technology and communication expenses	**570**	370	**1,102**	707
Share-based payments	**2,111**	3,654	**4,090**	7,020
Public company expenses	**270**	647	**1,161**	1,380
Depreciation of property equipment	**152**	220	**169**	273
Depreciation of ROU assets	**639**	519	**1,461**	544
Amortization of intangible assets	**4,221**	5,557	**8,473**	7,299
Travelling expenses	**381**	305	**540**	438
Acquisition and other related expenses	**366**	203	**366**	2,633
Others	**158**	(183)	**769**	21
Expenses from continuing operations	**24,107**	26,363	**49,416**	40,669

20. FINANCING EXPENSES

	Three months ended		Six months ended	
	June 30,	June 30,	**June 30,**	June 30,
(in thousands of Canadian dollars)	**2026**	2025	**2026**	2025
Financing expenses consist of the following:				
Interest on lease liabilities	**56**	101	**155**	109
Interest income	**(28)**	(78)	**(91)**	(91)
Interest on debentures payables	**1,298**	344	**2,561**	805
Interest on related party loan	**125**	180	**249**	460
Interest accretion on contingent liabilities	**1,185**	70	**1,889**	284
Interest, bank charges and fees	**691**	1,118	**1,396**	1,415
Financing expenses	**3,327**	1,735	**6,159**	2,982

21. NET CHANGE IN NON-CASH OPERATING ITEMS

The change in non-cash working capital items consists of the following:

(in thousands of Canadian dollars)	**June 30, 2026**	June 30, 2025
Accounts receivable	**2,964**	10,346
Other assets	**(703)**	(6,616)
Accounts payable and accrued liabilities	**5,416**	1,355
Deferred revenue	**(407)**	(3,570)
Advances from related parties-net	**894**	—
Unbilled Receivables	**(2,507)**	(6,171)
Total changes in non-cash operating items	**5,657**	(4,656)

22. EARNINGS PER SHARE

	Three months ended		**Six months ended**	
(in thousands of Canadian dollars, except per share amounts and weighted average number)	**June 30, 2026**	June 30, 2025	**June 30, 2026**	June 30, 2025
Net income (loss) attributable to Company shareholders:				
Continuing Operations	**6,396**	(4,068)	**(448)**	(16,357)
Discontinued Operations	—	(47)	—	(1,817)
	6,396	(4,115)	**(448)**	(18,174)
Weighted average number of Subordinate Voting Shares – basic	**300,479,173**	264,873,686	**297,437,065**	219,644,377
Dilutive effect of stock options	330,405	—	—	—
Dilutive effect of share purchase warrants	5,133,531	—	—	—
Dilutive effect of RSUs, PSUs and DSUs	13,515,054	—	—	—
Weighted average number of Subordinate Voting Shares – diluted	**319,458,163**	264,873,686	297,437,065	219,644,377
Basic earnings (loss) per share – continuing operations	**0.02**	(0.02)	—	(0.07)
Diluted earnings (loss) per share – continuing operations	**0.02**	(0.02)	—	(0.07)
Basic and diluted earnings (loss) per share – discontinued operations	—	—	—	(0.01)
Basic earnings (loss) per share	**0.02**	(0.02)	—	(0.08)
Diluted earnings (loss) per share	**0.02**	(0.02)	—	(0.08)

For the three months ended June 30, 2026, the dilutive effect of stock options and share purchase warrants was determined using the treasury stock method, and RSUs, PSUs and DSUs settleable in Subordinate Voting Shares were included in full.For the six months ended June 30, 2026 and the three and six months ended June 30, 2025, potential ordinary shares were excluded from the calculation of diluted loss per share because their effect would have been anti-dilutive;accordingly, the diluted weighted average number of shares equals the basic weighted average number of shares for those periods.

23. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed to various risks through its financial instruments. Management identifies, evaluates, and monitors these risks through established policies approved by the Board of Directors. The following analysis provides a summary of the Company's exposure to and concentrations of risk at June 30, 2026:

a) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause financial loss for the other party by failing to discharge an obligation. The Company's main credit risks relate to its accounts receivable and contract assets. Accounts receivables and contract assets consist of a large customer base in various geographical areas and the Company's trade receivables and contract assets are not exposed to any significant credit exposure to any single counterparty or group of counterparties having similar characteristics. The Company performs expected credit loss assessments and adjusts its allowance for expected credit losses based on available information and forward-looking factors.

Receivables from Government Customers

The Company's receivables from government customers arise from the provision of public health and data services to provincial and international government institutions, including customers in Canada and New Zealand. The Company has assessed the credit risk associated with these receivables as low due to the strong credit quality of government counterparties and a history of collection. Accordingly, the risk of default is considered minimal, and no significant allowance has been recognized.

Receivables from Non-Government Customers

The Company's non-government receivables are primarily derived from enterprise customers, including large corporate clients in the healthcare and life sciences sectors. The Company has not experienced significant historical credit losses from these customers. Credit risk is managed through ongoing monitoring of receivable balances and customer creditworthiness, and the Company expects credit losses, if any, to be immaterial.

b) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The Company is primarily exposed to foreign currency risk and interest rate risk.

Foreign currency risk

The Company operates internationally and is exposed to currency risk on transactions that are denominated in a currency other than the functional currency of the relevant group entity and is primarily exposed to risk in the following currencies: New Zealand Dollar (NZD), Australian Dollar (AUD), Pound Sterling (GBP), EURO (EUR), US Dollar (USD), and United Arab Emirates (AED).

The Company's exposure to foreign currency risk at the reporting date was as follows (all amounts are denominated in CAD):

(in thousands of Canadian dollars)	**NZD CAD**	**AUD CAD**	**GBP CAD**	**USD CAD**	**EUR CAD**	**AED CAD**
As at June 30, 2026						
Cash and cash equivalents	2,343	418	1,404	1,834	691	114
Trade receivables	1,969	362	4,418	12,455	732	—
Trade payables	(1,077)	160	(179)	(5,176)	(255)	(27)
Net exposure	3,235	940	5,643	9,113	1,168	87

The following table summarizes the sensitivity of profit and loss and equity with regards to the Company's financial assets and financial liabilities affected by Foreign Currency/CAD exchange rate with all other aspects being equal. It assumes a +/-10% change in the CAD to the currency exchange rate for the period ended June 30, 2026 .

(in thousands of Canadian dollars)	**NZD CAD**	**AUD CAD**	**GBP CAD**	**USD CAD**	**EUR CAD**	**AED CAD**
As at June 30, 2026						
10% strengthening in CAD	2,941	855	5,130	8,284	1,062	79
10% weakening in CAD	3,595	1,045	6,270	10,125	1,298	96

Interest rate risk

Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk with respect to its credit facilities. At June 30, 2026 the amounts outstanding are as follows: $47,862 (December 31, 2025 - $48,251) from the Scotiabank credit facility, $836 (December 31, 2025 - $916) from the FedDev credit facility and $594 (December 31, 2025 - $654) from BDC credit facility.

If interest rates increased/decreased by 50 basis points and all other variables were held constant, the Company's net loss for the six months ended June 30, 2026, would have increased/decreased by $121 (December 31, 2025 - $249).

c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages this risk by managing its working capital and ensuring that sufficient credit is available. The following are the contractual maturities of financial liabilities based on undiscounted cash flows as at June 30, 2026.

		June 30, 2026	
(in thousands of Canadian dollars)	**< 1 year**	**2 – 5 years**	**Over 5 years**
Lease payments	1,791	945	466
Accounts payable and accrued liabilities	30,225	—	—
Loan payable	1,762	47,530	—
Related party loan	6,011	6,432	—
Derivative liability	1,435	—	—
Debenture payable	—	30,955	—
Liability for contingent consideration	8,701	23,016	16,055
	49,925	**108,878**	**16,521**

The Company's liquidity position has strengthened as of the period ended June 30, 2026 as the Company has cash of $16,784 as at June 30, 2026 (December 31, 2025 - $18,634) and the liabilities have not materially changed.

The Company expects to be able to meet its obligations as they become due in the normal course of business for at least the next twelve months from June 30, 2026.

d) Fair Value

Financial assets and liabilities recognized or disclosed at fair value are classified in the fair value hierarchy based upon the nature of the inputs used in the determination of fair value. The levels of the fair value hierarchy are:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3 - Inputs for the asset or liability that are not based on observable market data (i.e., unobservable inputs).

The categories within the fair value hierarchy of the Company's financial instruments carried at fair value are as follows:

As at Asset/(Liability) *(in thousands of Canadian dollars)*	**Level 1**	**Level 2**	**Level 3**	**June 30, 2026 Total**
Investment in equity securities and financial asset	—	—	**26,691**	**26,691**
Loan payable	—	**(49,292)**	—	**(49,292)**
Derivative liability	—	—	**(1,435)**	**(1,435)**
Contingent consideration	—	—	**(31,229)**	**(31,229)**

As at Asset/(Liability) (*in thousands of Canadian dollars*)	Level 1	Level 2	Level 3	December 31, 2025 Total
Investment in equity securities and financial asset	—	—	8,308	8,308
Loan payable	—	(48,548)	—	(48,548)
Derivative liability	—	—	(3,115)	(3,115)
Contingent consideration	—	—	(28,104)	(28,104)

	Valuation techniques and key inputs
Investments in equity securities (non-listed)	Recent comparable transactions, discounts for lack of marketability
Investment in equity securities and financial asset	Market approach using comparable market data, adjusted for the investee's financial performance, market conditions, and differences in unit rights and transferability
Contingent consideration	Discounted cash flow method based upon the probability adjusted revenue of Orion Health and VeroSource, and the Company share price.
Loan payable	The fair value was determined using a discounted cash flow model based on the loan's contractual cash flows discounted at the effective interest rate, which reflects observable market interest rates for similar instruments with comparable terms and credit risk at initial recognition.
Derivative liability	Derivative liability is measured at fair value using a FINCAD valuation model.The model incorporates inputs such as interest rates, volatility and dividend yields as well as contractual terms of the instrument.

There were no transfers of assets or liabilities as at June 30, 2026 (December 31, 2025 - nil) between any levels within the fair value hierarchy.

24. SEGMENT REPORTING

The Company is organized into operating segments based on its product and service offerings. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The Company has two reportable segments (1) Data Science & AI and (2) Healthcare Software. The Company reviews on a regular basis, revenue, and gross profit, to assess the performance of the operating segments.

	Three months Ended June 30, 2026			
(in thousands of Canadian dollars)	**AI and Data Sciences**	**Healthcare Software**	**Healwell Corporate**	**Total**
Subscription, Support and Maintenance	**531**	**21,497**	**—**	**22,028**
Professional Services	**1,471**	**9,168**	**—**	**10,639**
Software License	**—**	**291**	**—**	**291**
Clinical and other revenue	**—**	**—**	**—**	**—**
Total revenue	**2,002**	**30,956**	**—**	**32,958**
Cost of Revenue	**1,179**	**13,855**	**—**	**15,034**
Gross Profit	**823**	**17,101**	**—**	**17,924**
General and administrative	**771**	**4,812**	**3,002**	**8,585**
Research and development	**131**	**5,080**	**—**	**5,211**
Sales and marketing	**370**	**2,809**	**9**	**3,188**
Other costs	**28**	**3,325**	**3,770**	**7,123**
Total Operating Expenses	**1,300**	**16,026**	**6,781**	**24,107**
EBITDA	**(484)**	**4,195**	**11,229**	**14,940**
Non Current Assets	**12,071**	**194,778**	**3,760**	**210,609**

	Three months Ended June 30, 2025			
(in thousands of Canadian dollars)	AI and Data Sciences	Healthcare Software	Healwell Corporate	Total
Subscription, Support and Maintenance	479	20,603	—	21,082
Professional Services	2,295	9,378	—	11,673
Software License	—	494	—	494
Clinical and other revenue	—	—	—	—
Total revenue	2,774	30,475	—	33,249
Cost of Revenue	863	13,660	—	14,523
Gross Profit	1,911	16,815	—	18,726
General and administrative	551	4,307	3,003	7,861
Research and development	645	5,123	—	5,768
Sales and marketing	327	2,423	34	2,784
Other costs	847	5,417	3,686	9,950
Total Operating Expenses	2,370	17,270	6,723	26,363
EBITDA	352	5,672	(3,606)	2,418
Non Current Assets	22,721	209,842	5,613	238,176

	Six months Ended June 30, 2026			
(in thousands of Canadian dollars)	**Data Science & AI**	**Healthcare Software**	**Healwell Corporate**	**Total**
Subscription, Support and Maintenance	**991**	**42,411**	**—**	**43,402**
Professional Services	**3,587**	**18,574**	**—**	**22,161**
Software License	**—**	**602**	**—**	**602**
Total revenue	**4,578**	**61,587**	**—**	**66,165**
Cost of Revenue	**2,063**	**26,676**	**—**	**28,739**
Gross Profit	**2,515**	**34,911**	**—**	**37,426**
General and administrative	**1,511**	**10,561**	**6,139**	**18,211**
Research and development	**569**	**10,314**	**—**	**10,883**
Sales and marketing	**805**	**5,293**	**31**	**6,129**
Other costs	**56**	**6,744**	**7,393**	**14,193**
Total Operating Expenses	**2,941**	**32,912**	**13,563**	**49,416**
EBITDA from continuing operations	**(429)**	**7,243**	**8,437**	**15,251**
Non Current Assets	**12,071**	**194,778**	**3,760**	**210,609**

	Six months Ended June 30, 2025			
(in thousands of Canadian dollars)	Data Science & AI	Healthcare Software	Healwell Corporate	Total
Subscription, Support and Maintenance	922	23,763	—	24,685
Professional Services	4,160	11,477	—	15,637
Software License	—	911	—	911
Total revenue	5,082	36,151	—	41,233
Cost of Revenue	1,695	16,380	—	18,075
Gross Profit	3,387	19,771	—	23,158

General and administrative	1,054	5,137	8,652	14,843
Research and development	1,255	6,161	—	7,416
Sales and marketing	585	2,655	34	3,274
Other costs	1,696	6,368	7,072	15,136
Total Operating Expenses	4,590	20,321	15,758	40,669
EBITDA from continuing operations	430	6,519	(14,031)	(7,082)
Non Current Assets	22,721	209,842	5,613	238,176

A reconciliation of net loss for the period to EBITDA for continuing operations is as follows:

	Three months ended		**Six months ended**	
(in thousands of Canadian dollars)	**June 30, 2026**	June 30, 2025	**June 30, 2026**	June 30, 2025
EBITDA for continuing operations	**14,940**	2,418	**15,251**	(7,082)
Depreciation & amortization	**(4,373)**	(5,777)	**(8,642)**	(7,572)
Interest and financing expenses	**(3,327)**	(1,735)	**(6,159)**	(2,982)
Less: Lease interest and bank charges retained in EBITDA	**61**	101	**168**	111
Income taxes (recovery) expense	**(905)**	925	**(1,066)**	1,168
Net income (loss) for the period for continuing operations	**6,396**	(4,068)	**(448)**	(16,357)

Geographical Regions

	Three months ended June 30, 2026		
(in thousands of Canadian dollars)	**Canada**	**Australia & New Zealand**	**Total**
Revenue	**4,214**	**28,744**	**32,958**
Non current assets	**39,545**	**171,064**	**210,609**

	Three months ended June 30, 2025		
(in thousands of Canadian dollars)	Canada	Australia & New Zealand	Total
Revenue	5,287	27,962	33,249
Non current assets	53,185	184,991	238,176

	Six months ended June 30, 2026		
(in thousands of Canadian dollars)	**Canada**	**Australia & New Zealand**	**Total**
Revenue	**9,089**	**57,076**	**66,165**
Non current assets	**39,545**	**171,064**	**210,609**

	Six months ended June 30, 2025		
(in thousands of Canadian dollars)	Canada	Australia & New Zealand	Total
Revenue	9,615	31,617	41,232
Non current assets	53,185	184,991	238,176