



JUSTERA SIGNS LOI TO ACQUIRE CRYPTO COMPANY BABBAGE MINING CO.

Toronto, Ontario, January 29, 2025 – Justera Health Ltd. (CSE: VTAL, OTC: SCRSF) ("Justera" or the "Company") is pleased to announce that it has signed a non-binding LOI to acquire 100% of Babbage Mining Co. ("Babbage Mining"), on January 28, 2025 (the "Transaction").

The terms of the proposed transaction include the issuance of 12,000,000 common shares of the Company ("**Consideration Share**") at a deemed value of \$0.02 per Share, with a 1% royalty, subject to applicable laws and policies of the Canadian Securities Exchange (the "**CSE**") as well as board of directors and the regulatory approvals, including from the CSE. The proposed transaction is a non-binding arm's length transaction, and will not constitute a fundamental change. The Consideration Shares issued pursuant to the Transaction may be subject to a statutory 4-month hold period from the date of issuance in accordance with applicable securities laws.

Completion of the Transaction remains subject to the satisfaction of various conditions including, without limitation, the receipt by the Company and Babbage Mining of all necessary corporate and regulatory approvals and other conditions customary for a transaction of this nature, including entering into a definitive agreement.

Babbage Mining is a proof-of-stake mining operation that currently holds custodian accounts with Coinbase, among its other assets. The acquisition will allow Justera the ability to accept crypto digital currency such as Bitcoin, Ethereum and Solana as a payment method. "I am extremely excited about the immediate potential of Babbage Mining" said Joshua Herman, CEO of Justera.

Justera Health has subsidiaries in healthcare, pharmaceuticals, and wellness sectors. The company recently entered the cannabis space with the acquisition of a prominent cannabis brand, Port North, and will continue to look to provide ongoing value to its shareholders.

A further update will be provided, once a definitive agreement is signed.

About Justera Health

Established in 2020, Justera is a Canadian company focused on health and wellness. Through its services, innovative products, strategic partnerships, Justera empowers



individuals to prioritize their well-being. With four subsidiaries, it offers personalized healthcare services and solutions, such as IV Vitamin Therapy, premium nutritional supplements through its Naturevan Nutrition brand, a full 360-degree wellness and spa experience through Juillet Wellness that provides registered massage therapy, acupuncture, and new retail stores in Vancouver. Justera's mission is to enhance Canadians overall well-being with diverse solutions catering to individual needs.

For additional information on Justera Health and other corporate information, please visit the Company's website at <https://www.justerahealth.com/>

For more information about the Company, please refer to the Company's profile on SEDAR+ at www.sedarplus.com.

For further information:

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Forward-Looking Statements:

Certain statements contained in this news release may constitute forward-looking information, including statements relating to the future development of Justera's business. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. All statements included herein, other than statements of historical fact, are forward-looking statements, including but not limited to: the terms, timing and completion of the Transaction, if the Transaction is to close at all, the receipt of all necessary regulatory and CSE approvals, authorizations and consents in connection with the Transaction, and the completion or waiver, as applicable, of all conditions precedent required for the completion of the Transaction; the anticipated business plans including with respect to cryptocurrencies and future activities of the Company and Babbage Mining, including the Company's intention to integrate Babbage Mining into its business; and the anticipated benefits and synergies to be derived from the Transaction on the business of both Babbage Mining and the Company; and the date in which the Consideration Shares may become free-trading.

Forward-Looking Statements are based on assumptions, estimates, analyses and opinions of management of the Company at the time they were provided or made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, including: (i) successful completion of the Transaction and the integration of the business of Babbage Mining in connection therewith; (iii) the ability to manage anticipated and unanticipated costs; (iv) achieving the anticipated results of the Company's strategic plans; (v) obtaining and maintaining all required licenses, approvals and permits, including regulatory approvals required to complete the Transaction; (vi) any adverse changes and developments regarding cryptocurrency ecosystem; (vii) technological and business risks inherent in cryptocurrency and other



emerging sectors that the Company is or may become involved in; (viii) inherent volatility in the prices of certain cryptocurrencies; (ix) growth and development of decentralized finance and the digital asset sector; and (x) general economic, financial market, regulatory and political conditions in which the Company operates.

Forward-looking information involves known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The actual results of Justera could differ materially from those anticipated in this forward-looking information as a result of the inability to consummate the Transaction, including the inability to obtain required regulatory approvals and third-party consents and the satisfaction of other conditions; changes in general economic, business and political conditions and uncertainties, including changes in the financial markets and speculative nature of cryptocurrencies, changes in applicable laws generally and adverse future legislative and regulatory developments involving cryptocurrencies, competitive factors in the industries in which Justera operates, prevailing economic conditions, changes to Justera's strategic growth plans, and other factors, many of which are beyond the control of Justera.

Management of Justera believes that the expectations reflected in the forward-looking information herein are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents Justera's expectations as of the date hereof and is subject to change after such date. Justera disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events, or otherwise, except as required by applicable securities legislation.

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

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