

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

Justera Health Ltd.
2300 Yonge Street, Suite 2802
Toronto, ON M4P 1E4

Item 2. Date of Material Change

A material change took place on July 7, 2023.

Item 3. News Release

On July 10, 2023, a news release in respect of the material change was released through the facilities of Newsfile Corp.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Alex MacKay
CEO and Chairman
amackay@screenprosecurity.com

Item 9. Date of Report

July 10, 2023

SCHEDULE "A"
PRESS RELEASE

Justera Health Signs LOI to Acquire Juillet Wellness Centre

Toronto, Ontario--(Newsfile Corp. - July 10, 2023) - **Justera Health Ltd. (CSE: VTAL) (OTCQB: SCRSF) (formerly ScreenPro Security Inc.) ("Justera" or the "Company")** is pleased to announce it has signed a Letter of Intent ("**LOI**") on July 7, 2023, to acquire Juillet Wellness Centre ("**Juillet Wellness**"), a well-established wellness center located in Burnaby, British Columbia.

This LOI is a non-binding agreement. The proposal to acquire Juillet Wellness positions the Company to own all assets of the fully operational and turnkey wellness center and further advance in the health and wellness industry. By integrating Juillet Wellness into its operations, the Company is exposed to an established client base, pivoting towards a cash flow model that fosters stable growth and further aligns with the Company's other products and offerings. This proposed acquisition would represent a milestone for the Company as it expands its presence in the health and wellness industry and strengthens its commitment to delivering exceptional customer experiences. The Company is scheduled to complete the proposed acquisition by the end of this month.

Juillet Wellness offers comprehensive wellness services to leading private and provincial Government insurance companies in Canada, including Manulife, Great West Life, and the Insurance Corporation of British Columbia (ICBC).

In addition, Juillet Wellness has reported revenue of approximately \$1.8 million in 2022, with earnings before interest, taxes, depreciation, and amortization (EBITDA) margin of approximately 15%. Juillet Wellness, operating since 2011, has established itself as a premier, full-service, 360-degree wellness service provider, offering a wide range of treatments such as registered massage therapy (RMT), acupuncture, physiotherapy, medical grade facials, advanced laser services, and much more. The wellness center's serene environment and commitment to customer satisfaction has garnered it a high Google rating and an established customer base.

Highlights of the Proposed Acquisition of Assets and Purchase Price

Subject to the satisfaction of the conditions described in the LOI, at the closing, the Company will acquire all or substantially all of the assets, and assume certain specified liabilities of the business, free and clear of all encumbrances. The purchase price is \$700,000 in cash and shares, subject to adjustment and payable as follows:

- i. \$200,000 payable to the vendor, or as the vendor may direct, in cash, at the closing;
- ii. \$500,000 payable at the closing through the the issuance of an aggregate of 10,000,000 common shares of the Company to be issued at a deemed price of Cdn \$0.05 per share, in accordance with the policies of the Canadian Securities Exchange ("**CSE**"), and applicable Canadian provincial securities law, and shall be subject to a statutory hold period of 4 months plus a day; and
- iii. The assumption by the Company of certain lease liabilities of the vendor in respect of the business, to a maximum of \$360,000.

Terms and Conditions:

The Company's obligation to close the proposed Transaction will be subject to customary conditions, including:

- i. The Company's satisfactory completion of due diligence;
- ii. The board of directors of the Company and vendor approving the transaction;
- iii. Execution of the Definitive Agreement and the ancillary agreements;
- iv. The receipt of regulatory approvals and third-party consents, on terms satisfactory to the Company; and

- v. A key employee of Juillet Wellness business, entering into a 3-year employment agreement with the Company on terms to include a base salary of \$90,000 per year plus quarterly incentive payment equal to 30% of the net profit of the Juillet Wellness business to a maximum of \$100,000 per year.

The LOI grants Justera exclusivity until the earlier of (a) execution of the Definitive Agreement, (b) mutual agreement, and (c) July 31, 2023.

"This proposed acquisition of Juillet Wellness marks an exciting milestone for our Company. This fully operational and turnkey business propels us towards a cash flow model that supports stable growth and enhances synergy with our existing products and offerings. By integrating Juillet Wellness into our operations, we are further solidifying our presence in the health and wellness industry and reaffirming our dedication to delivering exceptional customer experiences. We are thrilled about the possibilities this acquisition brings and look forward to the positive impact it will have on our Company, our valued customers, and shareholders," said Alex MacKay, Chief Executive Officer and Chairman of the Company.

About Juillet Wellness

Juillet Wellness is a full-service wellness center that offers a convenient and harmonious facility, bringing together a wide range of essential beauty and wellness services under one clinic. With skilled staff and premium products, Juillet Wellness provides a luxurious experience. The wellness center offers various treatments, including registered massage therapy (RMT), physiotherapy, and traditional Chinese medicine through acupuncture, promoting balance and vitality. Additionally, their Skin Laser Centre uses cutting-edge technology for personalized treatments targeting rejuvenation, acne, and hair removal. Experience the ultimate sanctuary of beauty and well-being with Juillet Wellness.

To learn more about Juillet Wellness, please visit: <https://juilletwellness.com>.

About Justera Health

Founded in 2020, Justera Health Ltd. is a health and wellness management company that provides Canadians with professional health and medical solutions. With a focus on medical services, Justera Health offers personalized health and wellness services such as IV vitamin therapy, personal home care, on-call urgent medical care, nutrition, and health screening services, such as COVID-19 testing. Our team of board-certified physicians and healthcare professionals bring years of expertise to provide knowledgeable and trustworthy solutions to improve patients' overall health outcomes.

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

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

Neither the Canadian Securities Exchange (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.

For further information:

Investor Relations & Communications

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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. 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 regulatory decisions, 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.

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To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/172796>