

**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 12, 2023 and July 17, 2023.

Item 3. News Release

On July 12, 2023 and July 17, 2023 a news release in respect of the material changes was released through the facilities of Newsfile Corp.

Item 4. Summary of Material Change

The material changes are fully described in the Company's press releases which are attached as Schedule "A" and Schedule "B" and incorporated herein.

Item 5. Full Description of Material Change

A full description of the material changes are 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

Edward Park
CEO
epark@justerahealth.com

Item 9. Date of Report

July 17, 2023

SCHEDULE "A"
PRESS RELEASE – JULY 12, 2023

Justera Health Appoints a New Chief Executive Officer

Toronto, Ontario--(Newsfile Corp. - July 12, 2023) - **Justera Health Ltd. (CSE: VTAL) (OTCQB: SCRSF) (formerly ScreenPro Security Inc.) ("Justera" or the "Company")** is pleased to announce it has appointed Edward Park as its new Chief Executive Officer (CEO) of the Company, effective immediately.

Mr. Park is a highly experienced professional with a prominent background in business development and sales operations. With a strong career spanning over 19 years, he spent over 16 years at LG Display, a renowned technology company, where he honed his skills in business development and played a pivotal role in driving growth and market expansion. Following his successful tenure at LG Display, he joined Datametrex AI, where he contributed to the company's success for over 2 years.

Additionally, previous CEO and Chairman, Alexander MacKay has stepped down from the management and the board to pursue other opportunities. The Company would like to thank Mr. MacKay for his contributions to the Company and wish him luck with his future endeavours.

"The Company is going through a positive change and diving further into the health and wellness industry following our latest news of a new acquisition. Management is excited to acquire a new wellness center and bring more exposure to the health and wellness industry. I look forward to bring my past experience and success in business development and sales operations to Justera Health to build a stronger foundation and improve sales," said Edward Park, newly appointed Chief Executive Officer of the Company.

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.justerahealth.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

Priya Monique Atwal, Director of Communications
Tel: (416) 901-5611 x 204
Email: priya@justerahealth.com

Edward Park, CEO, and Chairman
Tel: 1 (437) 688-5266

Email: epark@justerahealth.com

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/173291>

SCHEDULE "B"
PRESS RELEASE – JULY 17, 2023

Justera Health Signs Definitive Agreement to Acquire Juillet Wellness Centre

Toronto, Ontario--(Newsfile Corp. - July 17, 2023) - **Justera Health Ltd. (CSE: VTAL) (OTCQB: SCRSF) (formerly ScreenPro Security Inc.) ("Justera" or the "Company")** is pleased to announce it has executed the definitive agreement on July 13, 2023, to acquire Juillet Wellness Centre ("**Juillet Wellness**"), a wellness center located in Burnaby, British Columbia.

Subject to the satisfaction of the conditions of 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 adjustments 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 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, which 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.

A key employee of Juillet Wellness business will enter 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 Company is scheduled to complete the proposed arm's length acquisition on or about July 21, 2023.

Additionally, following the news announced on July 12, 2023, the Company has appointed Edward Park as a new member of the board of directors.

"We are one step closer to the completion of this new acquisition and entering into the professional spa and wellness market. This is a significant milestone for the Company and we are excited to embark on this new journey and work towards a more positive future for the Company," said Edward Park, Chief Executive Officer 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>

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For further information:

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Tel: (416) 901-5611 x 204

Email: priya@justerahealth.com

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