

**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 24, 2023.

Item 3. News Release

On July 25, 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

Edward Park
CEO
epark@justerahealth.com

Item 9. Date of Report

July 27, 2023

SCHEDULE "A"
PRESS RELEASE

Justera Health Completes the Acquisition of Juillet Wellness Centre

Toronto, Ontario--(Newsfile Corp. - July 25, 2023) - **Justera Health Ltd. (CSE: VTAL) (OTCQB: SCRSF) (formerly ScreenPro Security Inc.) ("Justera" or the "Company")** is pleased to announce it has completed the acquisition of Juillet Wellness Centre ("**Juillet Wellness**"), a wellness center located in Burnaby, British Columbia, as of July 24, 2023.

The Company acquired all or substantially all of the assets of the business pursuant to an asset purchase agreement made on July 13, 2023, as amended on July 21, 2023. The purchase price of \$650,000, subject to adjustments, is as follows:

- i. \$200,000 through the issuance of an aggregate of 4,000,000 common shares of the Company issued at a deemed price of Cdn \$0.05 per share which are subject to both a statutory hold period of 4 months plus a day and an up to 1 year hold back to address possible post-closing adjustments; and
- ii. The assumption by the Company of certain lease liabilities in respect of the business, up to \$450,000.

A key employee of the Juillet Wellness business, Lisa Lim, has entered into a 3-year employment agreement with the Company. Lisa Lim will play a key role in the operations of the business, ensuring the continuity of growth, sales, and leadership of Juillet Wellness.

The addition of Juillet Wellness positions the Company's current business portfolio to achieve greater success in the health and wellness industry. According to new market research, the surge of interest in self-pampering, as well as spa services has increased and is expected to expand globally. The global professional spa services market is expected to be worth \$114.88 billion USD this 2023 and is expected to grow at a 5.4% CAGR rate, reaching \$194.39 billion by 2033. Additionally, North America is the leading region in the professional spa service market, holding a 24% rate in the market for professional spa services in the US and Canada.

(Source: <https://www.factmr.com/report/professional-spa-services-market>)

"The completion of this acquisition marks an exciting milestone for the Company as it enters the professional spa and wellness center market. The Company is now exposed to a fully operational and turnkey business that positions Justera towards a cash flow model that supports stable growth and provides a secondary source for our other offerings and services in the wellness market," 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>.

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, Chief Executive Officer

Tel: (416) 901-5611 x 203

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/174702>