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*These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

## JUSTERA HEALTH LTD.



### OFFERING DOCUMENT

#### UNDER THE LISTED ISSUER FINANCING EXEMPTION

**August 22, 2023**

**JUSTERA HEALTH LTD.**  
(the “Company” or “Justera”)

### SUMMARY OF OFFERING

#### WHAT ARE WE OFFERING?

<b>Offering:</b>	A minimum of 16,666,667 Common Shares and a maximum of 50,000,000 Common Shares at a price of \$0.03.
<b>Offering Price:</b>	\$0.03 per Common Share.
<b>Offering Amount:</b>	A minimum of 16,666,667 Common Shares and a maximum of 50,000,000 Common Shares, for minimum gross proceeds of \$500,000 and maximum gross proceeds of \$1,500,000.
<b>Closing Date:</b>	Closing of the Offering expected to occur in one or more closings with the final closing to occur no later than October 3, 2023.
<b>Exchange:</b>	The Common Shares are presently listed on the Canadian Securities Exchange (CSE) under the symbol “VTAL” and on the OTCQB under the trading symbol “SCRSF”.
<b>Last Closing Price:</b>	On August 21, 2023, the closing price of the Common Shares on the CSE was \$0.015.

## Description of Common Shares

The holders of Common Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Company, out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Company; and (iii) receive notice of and to attend all meeting of the shareholders of the Company and to have one vote for each Common Share held at all meetings of the shareholders of the Company, except for meetings at which only holders of another specified class or series of shares of the Company are entitled to vote separately as a class or series.

***No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.***

**Justera Health Ltd. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the Company represents the following is true:**

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.**
- **The Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This Offering Document contains “forward-looking information” regarding the Company’s expectations for future events 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 Offering Document 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.

The Company disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by security laws.

Wherever possible, words such as “plans”, “expects”, or “does not expect”, “budget”, “scheduled”, “estimates”, “forecasts”, “anticipate” or “does not anticipate”, “believe”, “intend” and similar expressions or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved, have been used to identify forward-looking information.

## **SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

Justera is dedicated to delivering advanced health and wellness services. The Company offerings include wellness spas, Justera Health Product retail stores, and Naturevan supplements, providing diverse avenues for individuals to prioritize their health. The Company has recently expanded its portfolio to cater to a wide range of wellness needs through the strategic acquisition of Juillet Wellness Centre.

### **Recent Developments**

The Company acquired the Juillet Wellness Centre business in Burnaby, B.C. by way of asset purchase completed July 24, 2023.

On July 12, 2023, the Company announced a new Chief Executive Officer (CEO) of the Company, Edward Park, replacing Alex MacKay.

On June 8, 2023, the Company announced it secured two new bricks and mortar retail locations in Vancouver. The two new retail locations are scheduled to open at the end of August, 2023.

On June 7, 2023, the Company announced the launch and opening of intravenous (IV) therapy lounge in Vancouver.

On May 17, 2023, the Company changed its name to Justera Health Ltd.

On February 21, 2023, the Company announced that its wholly owned subsidiary Naturevan Nutrition Ltd. has its products now available at Imagine Health Pharmacies & Research facilities in Calgary and Edmonton.

On January 30, 2023, the Company announced granting 4,800,000 stock options to employees, officers, and directors of the Company.

On December 14, 2022, the Company closed a non-brokered private placement financing of units of the Company at a price of \$0.05 per Unit. The Company issued an aggregate of 9,700,000 units and a further 8,600,000 common shares at \$0.05 per share pursuant to the private placement with aggregate gross proceeds of \$915,000.

On October 24, 2022, the Company announced that Naturevan Nutrition Ltd. had its first batch of vitamin supplements available for immediate purchase on Amazon U.S.A. having announced on September 15, 2022, entering into a partnership agreement with Amazon supply agent, PTPT Stores Corp., for the distribution of Naturevan products through Amazon.

On October 17, 2022, the Company announced that its wholly owned subsidiary, Concierge Medical Consultants Inc. entered into a partnership agreement with a Canadian-based postpartum care agency, connecting women with health and wellness services during and after their pregnancy journey.

On October 3, 2022, the Company announced that Naturevan Nutrition Ltd. intended to expand distribution of products to Japan and South Korea.

On September 22, 2022, the Company announced that its Concierge Medical Consultants Inc. launched personal home care services in the Greater Toronto Area (GTA).

On September 13, 2022, the Company announced that its wholly owned subsidiary, Concierge Medical Consultants Inc. had introduced Intravenous Vitamin Therapy (IV Therapy) to its services in Toronto and Vancouver.

**Material Facts**

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company since the date that is the earlier of the date 12 months before the date of this Offering Document and the date the Company’s most recent audited annual financial statements were filed on May 1, 2023.

There can be no guarantee that the Company will be successful in raising the minimum amount under this Offering.

**Business Objectives and Milestones**

**What are the business objectives that we expect to accomplish using the available funds?**

The following table sets out: (i) the business objectives the Company expects to accomplish using its available funds following the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

<b>Business objectives</b>	<b>Significant event(s) to accomplish</b>	<b>Time period to complete</b>	<b>Estimated costs</b>
Open two (2) Justera Health Product retail stores Burnaby, BC	Fixture retail premises  Receive product inventory, train staff	Set up period of 3 months	\$100,000  \$50,000
Increase Naturevan product sales Increase brand awareness	Online and Offline marketing and advertising campaigns for Naturevan brand	12 months	\$120,000
Increase revenue from expanded service offering such as laser treatments at Juillet Wellness Centre	Purchase and install new equipment  Online and Offline marketing and advertising campaigns for Juillet Wellness Centre	6 months	\$180,000

**USE OF AVAILABLE FUNDS**

**Available Funds**

**What will our available funds be upon the closing of the offering?**

The expected availability of funds is \$229,459 and \$1,169,459 for the minimum offering and maximum offering, respectively.

		<b>Assuming minimum offering</b>	<b>Assuming maximum offering</b>
A	Amount to be raised by this offering	\$500,000	\$1,500,000
B	Selling commissions and fees	\$30,000	\$90,000
C	Estimated offering costs (e.g. legal, accounting, audit)	\$25,000	\$25,000

D	Net proceeds of offering: D=A – (B+C)	\$445,000	1,385,000
E	Working capital as at most recent month end (deficiency)	\$(215,541)	\$(215,541)
F	Additional sources of funding	N/A	N/A
G	Total available funds: G = D+E+F	\$229,459	\$1,169,459

### Use of Available Funds

#### How will we use the available funds?

The Company intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming minimum offering	Assuming maximum offering
Open Justera Health Product retail establishments	\$150,000	\$300,000
Marketing and promotion of Naturevan products to increase sales	\$79,459	\$240,000
Purchase new equipment and marketing and promotion of wellness services	\$0	\$180,000
Working Capital	\$0	\$449,459
<b>Total:</b>	\$229,459	\$1,169,459

### Use of Funds from Previous Financings

#### How have we used the other funds we have raised in the past 12 months?

The Company raised by way of private placement financing \$915,000 on December 14, 2022 for general working capital to support revenue growth and for general corporate purposes. To date the Company has spent the funds consistent with disclosure of intended use.

Date of Financing and Funds Raised	Disclosed Proposed of Use of Funds	Explanation of Variances	Impact of Variances on Business Objectives and milestones
December 14, 2022 \$915,000	General working capital to support revenue growth and for general corporate purposes	No variance in use of funds	N/A

## FEES AND COMMISSIONS

### Involvement of dealers or finders and their fees

#### Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Offering is non-brokered. The Company has not engaged any dealers or finder in connection with this Offering. The Company may compensate certain finders with a cash commission of up to 6% of the aggregate gross proceeds funds raised from the Offering and issue finders warrants equal to 6% of the total Common Shares subscribed for under the Offering.

### Dealer Conflicts

#### Do the Agents have a conflict of interest?

Not applicable.

## U.S. OFFERING RESTRICTIONS

The Common Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state in the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States.

This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any Common Shares in the United States to, or for the account or benefit of, U.S. persons or persons in the United States.

## PURCHASERS' RIGHTS

### Purchasers' rights

#### Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right

- a) to rescind your purchase of these securities with the Company, or
- b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

## ADDITIONAL INFORMATION

### Additional Information

#### Where can you find more information about us?

You can access the Company's continuous disclosure at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website [www.justerahealth.com](http://www.justerahealth.com).

## DATE AND CERTIFICATE

### Certificate

This Offering Document, together with any document filed under Canadian securities legislation on or after May 1, 2023, such date being twelve months before the date of this Offering Document, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: August 22, 2023

*"Edward Park"*

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Edward Park  
Chief Executive Officer

*"Paul Haber"*

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Paul Haber  
Chief Financial Officer