

**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 November 14, 2023.

Item 3. News Release

On November 15, 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

November 15, 2023

SCHEDULE "A"
PRESS RELEASE

Justera Completes Acquisition of K-Beauty Company, Triniti Trading Corp.

Toronto, Ontario--(Newsfile Corp. - November 15, 2023) - **Justera Health Ltd. (CSE: VTAL) (OTC Pink: SCRSF)** ("**Justera**" or the "**Company**") is pleased to announce it has completed the previously announced (see Press Release November 7, 2023) acquisition of all of the shares of Triniti Trading Corp. an authorized distributor of TonyMoly products in Canada (o/a TonyMoly Canada), a highly renowned beauty and skincare brand, on November 14, 2023.

The aggregate purchase price of \$328,000, was satisfied by: (a) a cash payment on closing of \$60,000; (b) assumption of \$40,000 loan; and (c) the issuance of an aggregate of 4,060,000 Common Shares of the Company at a deemed price of \$0.05 per share ("**Payment Shares**"). A further cash payment of \$65,000 is due 50 days from the closing date. A key employee of Triniti has entered into an employment agreement with Triniti, ensuring continuity of operations.

The Payment Shares are subject to voluntary restrictions on transfer and become free trading as follows:

- (a) 25% on the date that is 4 months and 1 day from date of issuance;
- (b) 25% on the date that is 6 months from date of issuance;
- (c) 25% on the date that is 9 months after issuance; and
- (d) 25% on the date that is 12 months after issuance.

"As we conclude the acquisition of Triniti Trading Corp. an authorized distributor of TonyMoly products in Canada, we're pleased with the expanded market reach and synergy. This strategic milestone enhances our growth trajectory, and we're looking forward to introducing Justera customers to TonyMoly's outstanding products, anticipating a new era of consumer satisfaction," said Edward Park, Chief Executive Officer of the Company

To learn more about TonyMoly, please visit: <https://tonymoly.ca/>.

About Justera

Established in 2020, Justera Health Ltd. 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 that sell the Naturevan brand, as well as a carefully curated range of offerings from other companies within the wellness and holistic industry. Justera's mission is to enhance Canadians overall well-being with diverse solutions catering to individual needs.

For additional information on Justera and other corporate information, please visit the Company's website at www.justerhealth.com.

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

Edward Park, Chief Executive Officer

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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, including completion of the proposed acquisition, 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/187397>