

Justera Health Ltd.
(formerly ScreenPro Security Inc.)

Management Discussion and Analysis

For the nine months ended September 30, 2023

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This Management's Discussion and Analysis ("MD&A") provides a detailed analysis of the business of Justera Health Ltd. (formerly ScreenPro Security Inc.) (the "Company") and its financial results for the nine months ended September 30, 2023. The MD&A should be read in conjunction with the unaudited interim consolidated financial statements of the Company for the nine months ended September 30, 2023 and related notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars.

This MD&A contains certain statements that may constitute "forward looking statements". Forward looking statements include but are not limited to, statements regarding future anticipated business developments and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

This MD&A is current as at November 29, 2023.

Caution on Forward-Looking Statements

The MD&A contains certain forward-looking statements concerning anticipated developments in the Company's operation in future periods. Forward-looking statements are frequently, but not always identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements in the MD&A may include statements regarding budgets, capital expenditures, timelines, strategic plans, or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes, arbitration and litigation; uncertainty of estimates of capital and operating costs, the need to obtain additional financing to develop products and contents; uncertainty as to the availability and terms of future financing; the possibility of delay in research or development programs and uncertainty in meeting anticipated milestones; uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

Overview

Justera Health Ltd. formerly ScreenPro Security Inc., was incorporated under the laws of the Province of Ontario. The Company's common shares are listed on the Canadian Securities Exchange (CSE) under the trading symbol "VTAL".

On February 28, 2021, the Company entered into a definitive agreement with ScreenPro Security Ltd. ("ScreenPro") related to a proposed reverse-takeover transaction ("RTO"). Pursuant to the definitive agreement, the parties completed a three-cornered amalgamation whereby a newly incorporated subsidiary of the Company amalgamated with ScreenPro, and the Company acquired all the issued and outstanding ScreenPro shares. The shareholders of ScreenPro received common shares in the Company in exchange for their ScreenPro shares, resulting in a reverse takeover of the Company by ScreenPro shareholders. In March 2021, the Company completed the RTO.

ScreenPro is a private company incorporated under the laws of the Province of British Columbia and is based in Vancouver. ScreenPro was incorporated in May 2020 for the purpose of distributing turnkey COVID-19 testing solutions to businesses and government organizations. ScreenPro intends to address the current market need for efficient administration of COVID-19 tests through its unique access to South Korean test kits through its strategic relationship with Datametrex AI Limited ("Datametrex"), and its relationship with a growing number of testing laboratories.

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ScreenPro was engaged by Datametrex, pursuant to the Datametrex Service Agreement, to provide COVID-19 screening services to companies that have contracted with Datametrex for the provision of such services. ScreenPro began servicing companies operating in the mining, and film and TV production industries under the Datametrex Service Agreement in June 2020 and October 2020 respectively. As its business develops, ScreenPro contracts directly with end clients for the provision of its screening and medical diagnostic testing services and access to the ScreenPro Testing Platform ("STP").

Business History

ScreenPro was incorporated on May 6, 2020, under the *Business Corporations Act* (British Columbia).

The head office of ScreenPro is located at 2300 Yonge Street, Suite 2802, Toronto, Ontario M4P 1E4. The registered office of ScreenPro is located at Suite 1500, 1050 West Georgia Street, Vancouver, British Columbia V6E 4N7.

The Company launched its medical app device, GoStop, with its film and television clients. GoStop is ScreenPro's COVID-19 digital testing platform developed with a privacy preserving approach that will enable people to use the alerting software and downloadable app. COVID-19 tests uploaded to the app, with either a negative or positive test result, trigger an instant notification to individuals in the test group. In the case of a positive result, the app advises isolation for the subject and quarantine of their contacts.

In November 2021, the Company acquired Concierge Medical Consultants Inc. ("Concierge") offering home and business visit care starting in Vancouver to capitalize on the lucrative custom care management market. In conjunction with the Company's clinic in Vancouver, ScreenPro offers concierge medical services with accredited physicians and nurses and can provide corporate wellness and executive health including urgent concierge medical care, medical advisory, and preventive screenings to determine the presence or absence of disease.

In February 2022, the Company acquired Add Biomedical Inc. ("AddBio"), a biomedical screening company with the initial focus on breast cancer detection. In March 2022, the Company completed the acquisition of all of the issued and outstanding shares of Add Biomedical. The company is currently reviewing various disease detection technologies and will report on this in due course.

In May 2022, the Company acquired NatureVan Nutrition Ltd. ("NatureVan"), a natural health supplement company with e-commerce and retail presence in the wellness industry. In October 2022, NatureVan launched its first batch of vitamin supplements on Amazon.

In May 2023, the Company changed its name from ScreenPro Security Inc. to Justera Health Ltd. and changed its stock symbol from SCRN to VTAL, to better align with the Company's commitment to the health and wellness industry.

In July 2023, the Company acquired Juillet Wellness Centre located in British Columbia, Canada to expand its health and wellness businesses, and in November 2023, the Company acquired Trinitri Trading Corp. ("Trinitri") an authorized distributor of TonyMoly skin care products in Canada.

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EBITDA and Adjusted EBITDA

Management believes that EBITDA and Adjusted EBITDA are effective measures for analyzing the performance of the Company. The term "EBITDA" refers to earnings before deducting interest, taxes, depreciation and amortization. The Company calculates Adjusted EBITDA as earnings before deducting interest and accretion, taxes, depreciation and amortization, impairment charges, listing expense, other reverse takeover fees, acquisition related costs, and share based compensation. "EBITDA", "EBITDA per share", "Adjusted EBITDA", and "Adjusted EBITDA per share" are non-GAAP measures. The Company believes that EBITDA and Adjusted EBITDA are useful additional information to management, the Board and investors as it provides an indication of the operational results generated by its business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration asset depreciation and amortization and it excludes items that could affect the comparability of our operational results and could potentially alter the trends analysis in business performance. Excluding these items does not necessarily imply they are non-recurring, infrequent or unusual. EBITDA and Adjusted EBITDA are also used by some investors and analysts for the purpose of valuing a company. Investors are cautioned that EBITDA and Adjusted EBITDA should not be construed as an alternative to operating earnings or net earnings determined in accordance with IFRS as an indicator of the Company's financial performance or as a measure of the Company's liquidity and cash flows. EBITDA and Adjusted EBITDA does not take into account the impact of working capital changes, capital expenditures, debt principal reductions and other sources and uses of cash, which are disclosed in the consolidated statements of cash flows.

The following table reconciles net loss to EBITDA and Adjusted EBITDA for the nine months ended September 30, 2023 and 2022:

	September 30, 2023 \$	September 30, 2022 \$
Net loss	(2,881,118)	(4,878,646)
Depreciation and amortization	<u>386,665</u>	<u>919,301</u>
EBITDA	<u>(2,494,453)</u>	<u>(3,959,345)</u>
Share-based compensation	<u>68,826</u>	-
Excess consideration paid	<u>489,945</u>	-
Adjusted EBITDA	<u>(1,935,682)</u>	<u>(3,959,345)</u>

FINANCIAL POSITION

As at September 30, 2023, the Company had current assets of \$1,454,052 and current liabilities of \$1,459,976. At September 30, 2023, the Company had working capital deficiency of \$5,924. At December 31, 2022, the Company had a working capital deficiency of \$2,566,902. Working capital improved during the nine months ended September 30, 2023 as a result of the deferral agreements entered into with certain vendors to delay the repayment of \$4,753,308, in aggregate, by 12 months and a day from the date of the payment requests, in writing, from the vendors, provided however, that vendors cannot provide such written request for payment for a period of one year from the date of the deferral agreement.

The Company had cash of \$10,237 at September 30, 2023. During the nine months ended September 30, 2023, the Company used cash of \$359,978 in operations.

Cash flows used in financing activities during the nine months ended September 30, 2023 was \$67,200 related to finance lease payments.

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SUMMARY OF QUARTERLY RESULTS

	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022
	\$	\$	\$	\$
Financial results:				
Net loss	(1,093,436)	(915,423)	(872,259)	(915,423)
Basic income (loss) per share	(0.01)	(0.01)	(0.01)	(0.00)

	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021
	\$	\$	\$	\$
Financial results:				
Net income (loss)	(2,009,964)	(333,829)	(2,534,853)	(333,829)
Basic income (loss) per share	(0.02)	(0.03)	(0.01)	(0.02)

RESULTS OF OPERATIONS**Nine Months Ended September 30, 2023 compared to Nine Months Ended September 30, 2022**

The Company reported a net loss of \$2,881,118 (2022 - \$4,878,646).

Total operating expenses for the nine months ended September 30, 2023 was \$3,337,818 (2022 - \$9,477,919). A large portion of the operating expenses relates to depreciation of \$386,6651 (2022 - \$919,301), marketing costs of \$229,173 (2022 - \$168,637), professional fees of \$1,068,118 (2022 - \$3,095,269), salaries of \$676,360 (2022 - \$1,120,425) and share-based compensation of \$68,826 (2022 - \$Nil).

Depreciation expense decreased due to less intangible assets and fixed assets remaining to be amortized. General and administrative expenses, professional fees and salaries all decreased due to decreased COVID-19 related sales and activities. During the nine months ended September 30, 2023, the Company sold several equipment vehicles no longer in use due to declining COVID-19 testing services, for \$660,739 resulting in a gain \$426,207.

During the nine months ended September 30, 2023, the Company completed the acquisition of Juillet Wellness Centre for a total consideration of \$570,000 (\$450,000 liabilities assumed and \$120,000 shares issued) for assets of Juillet Wellness Centre of \$80,055 (preliminary) resulting in an excess consideration of \$489,945 (preliminary).

Professional services for 2022 included legal fees related to acquisitions of AddBio and NatureVan.

In January 2023, the Company granted 4,800,000 stock options to certain offices, directors and consultants of the Company resulting in share-based compensation of \$68,826. This is the first time the Company granted stock options.

Quarter Ended September 30, 2023 compared to Quarter Ended September 30, 2022

The Company reported a net loss of \$1,093,436 (2022 - \$2,009,964). Revenue and cost of sales decreased significantly during the quarter ended September 30, 2023 as a result of COVID-19 pandemic ending and requiring less testing.

All expenses decreased, as discussed above, due to the decreased COVID-19 related sales and activities. Professional fees decreased significantly as the Company was not involved in any acquisitions of new businesses during the quarter.

Disposal of equipment and acquisition of Juillet Wellness Centre are within the quarter as well.

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LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2023, the Company had working capital deficiency of \$5,924 and had cash of \$10,237.

In October, the Company closed its non-brokered private placement offering, pursuant to the listed issuer financing exemption ("LIFE Offering"), resulting in the issuance of 33,973,336 common shares of the Company at a price of \$0.03 per share for aggregate gross proceeds of \$1,019,200. The Company paid aggregate cash commissions of \$33,672 to finders in connection with the LIFE Offering.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuation of the Company as a going concern is dependent on its ability to obtain necessary equity financing for its commitments. There is no guarantee that management will be successful in securing future equity financings due to current market conditions.

Future Cash Requirements

The Company's future capital requirements will depend on many factors, including, among others, its ability to earn cash flow from operations. Should the Company wish to pursue current and future business opportunities, additional funding may be required. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may not be able to meet its contractual requirements.

The Company has no capital expenditure requirement at September 30, 2023.

In July 2023, the Company acquired Juillet Wellness Centre using shares of the Company and assumption of outstanding liabilities.

In November 2023, the Company acquired Trinité for 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.

FINANCIAL INSTRUMENTS

Classification of financial instruments

	September 30, 2023	December 31, 2022
Financial assets	\$	\$
Amortized costs ⁽¹⁾	890,969	511,813
Financial liabilities		
Amortized costs ⁽²⁾	6,151,259	3,554,404

(1) Consists of cash and accounts receivable

(2) Consists of accounts payable and accrued liabilities and loans payable.

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

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Management of Industry and Financial Risk

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

Credit risk

Credit risk is the risk of unexpected loss if a customer of third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash, and accounts receivable. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its accounts receivable, the Company reviews a new client and share subscriber's credit history before extending credit.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through obtaining financing from its shareholders. At September 30, 2023, the Company had a working capital deficiency of \$5,924 (December 31, 2021 – working capital deficiency of \$2,566,902) and, as a result, the Company will need additional financing in the future.

Capital management

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at September 30, 2023.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions between Related Parties

Related party transactions, with entity with common management and shareholders, are as follows:

	For the nine months ended September 30, 2023	For the nine months ended September 30, 2022
	\$	\$
Salaries paid to current and former officers and directors	90,000	488,333
Consulting fees paid to current and former officers and directors	45,000	834,500

Balance due to related parties at September 30, 2023 was \$2,260 (December 31, 2022 - \$Nil).

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OUTSTANDING SHARE DATA

The following share capital data is current as of the date of this MD&A:

	Balance
Shares issued and outstanding	160,805,583

As of the date of this MD&A, the Company also has 68,533,331 share purchase warrants outstanding as follows:

Number of warrants	Exercise price	Expiry date
33,000,000	\$0.15	March 18, 2024
25,833,331	\$0.07	May 13, 2024
9,700,000	\$0.05	June 14, 2024

Critical Accounting Estimates

Critical accounting estimates have not changed since the Company's fiscal year ended December 31, 2022.

Coronavirus Global Pandemic Risk

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The Company's business began as a result of this disruption. The Company's business related to COVID-19 has been declining since 2022.

Recently, the Company has been working towards acquiring and operating other health related businesses, including AddBio, NatureVan, Juillet Wellness Centre and Triniti.

Other Information

Additional information regarding the Company is available on SEDAR at www.sedar.com.