

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Justera Health Ltd. (the "**Company**")
2300 Yonge St., Suite 2802
Toronto, Ontario, M4P 1E4, Canada

2. Date of Material Change

October 16, 2024

3. News Release

A news release with respect to the material change referred to in this report was disseminated on October 17, 2024 through Accesswire.

4. Summary of Material Change

The Company announced the successful closing of its acquisition of 100% of the issued and outstanding shares of Port North Extracts Inc. ("**PortNorth**") as outlined in the definitive agreement (the "**Agreement**") signed on September 30, 2024 (the "**Transaction**").

5. Full Description of Material Change

5.1 Full Description of Material Change

On October 17, 2024, the Company announced the successful closing of the Transaction.

Under the terms of the Agreement, the Company acquired all the issued and outstanding shares of Port North in exchange for 80,000,000 common shares of the Company (the "**Payment Shares**"), issued pro rata to the shareholders of Port North at a deemed value of \$0.02 per share. In addition, each Port North warrant held by shareholders at closing has been cancelled and exchanged for a Company common share purchase warrant, allowing the holder to purchase one common share of the Company at an exercise price of \$0.05 per share, under the same terms and conditions as the original Port North warrant. The Payment Shares will be subject to a hold period until 10 trading days following the date the Company either files (i) a business acquisition report, if required under applicable securities laws that includes audited financial statement in connection with the transaction or (ii) consolidated final statements including Port North are made available.

The Transaction was completed without the payment of any cash consideration, and there were no finders' fees associated with this transaction.

The acquisition of Port North positions the Company further diversifies its product offerings and expands its footprint in the growing cannabis sector. Port North is recognized for its specialized solventless extraction techniques and product lineup, which align well with the Company's commitment to providing innovative health and wellness solutions to its customers.

In connection with closing, Joshua Herman, the current CEO of Port North, has now joined the Board of Directors of the Company.

The Company is committed to supporting Port North's continued growth and innovation as it integrates the brand into its operations. The Company plans to capitalize on Port North's reputation and market presence to drive further expansion and profitability in the coming months.

5.2 **Disclosure for Restructuring Transactions**

Not applicable.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

For additional information, please contact Paul Haber, Chief Financial Officer at info@justerahealth.com or by phone at (416) 318-6501.

9. **Date of Report**

October 24, 2024

Forward-Looking Statements:

Certain statements contained in this material change report may constitute forward-looking information, including statements relating to the future development of the Company'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. All statements included herein, other than statements of historical fact, are forward-looking statements, including but not limited to: the terms; the anticipated business plans, management structure, and future activities of the Company and Port North, including the Company's intention to integrate Port North into its business; and the anticipated benefits and synergies to be derived from the Transaction on the business of both Port North and the Company; and the date in which the consideration shares may become free-trading.

Forward-Looking Statements are based on assumptions, estimates, analyses and opinions of management of the Company at the time they were provided or made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, including: (i) the integration of the business of Port North, and anticipated benefits therefrom; (iii) the ability to manage anticipated and unanticipated costs; (iv) achieving the anticipated results of the Company's strategic plans; (v) obtaining and maintaining all required licenses, approvals and permits, including regulatory approvals; and (vi) general economic, financial market, regulatory and political conditions in which the Company operates.

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 the Company could differ materially from those anticipated in this forward-looking information as a result of the inability of Port North to complete the Financing, the inability to consummate the Transaction, including the inability to obtain required regulatory approvals and third-party consents and the satisfaction of other conditions, inputs, suppliers and skilled labour being unavailable or available only at uneconomic costs; changes in general economic, business and political conditions, including changes in the financial markets, changes in applicable laws generally and adverse future legislative and regulatory developments involving medical and recreational marijuana, competitive factors in the industries in which the Company operates, prevailing economic conditions, changes to the Company's strategic growth plans, and other factors, many of which are beyond the control of the Company.

Management of the Company 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 material change report represents the Company's expectations as of the date hereof and is subject to change after such date. The

Company 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.