

Condensed Consolidated Interim Financial Statements

Justera Health Ltd.

For the nine months ended September 30, 2024

(Expressed in Canadian dollars)

Notice to Reader

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these unaudited condensed consolidated interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

JUSTERA HEALTH LTD.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian Dollars)

	As at September 30, 2024 \$	As at December 31, 2023 \$
ASSETS		
CURRENT		
Cash	4,650	94,693
Accounts receivable	1,182,701	948,076
Marketable securities	611,409	—
Inventory [note 4]	50,933	97,943
Prepaid expenses	78,187	107,643
	1,927,880	1,248,355
PROPERTY AND EQUIPMENT [note 5]	21,146	75,547
RIGHT-OF-USE ASSET [note 8]	—	169,244
INTANGIBLE ASSETS [note 6]	154,121	178,636
Total assets	2,103,147	1,671,782
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
CURRENT		
Accounts payable and accrued liabilities	5,173,922	1,738,756
Consideration payable [notes 12 and 15]	868,958	—
Current portion of lease liabilities [note 8]	37,298	85,350
	6,080,178	1,824,106
LEASE LIABILITIES [note 8]	67,859	189,050
LOAN PAYABLE [note 12]	60,000	60,000
DEFERRED TAX LIABILITY	48,232	48,232
Total liabilities	6,256,269	2,121,388
SHAREHOLDERS' DEFICIENCY		
Share capital [note 9]	16,769,784	16,769,784
Options reserve	67,416	67,416
Warrants reserve	2,142,182	2,142,182
Accumulated deficit	(23,132,504)	(19,428,988)
Total shareholders' deficiency	(4,153,122)	(449,606)
Total liabilities and shareholders' deficiency	2,103,147	1,671,782

Approved on behalf of the Board

“Paul Haber”
Director (Signed)

“Youngcho Lee”
Director (Signed)

The accompanying notes are an integral part of these condensed consolidated interim financial statements

JUSTERA HEALTH LTD.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	For the three months ended September 30, 2024	For the three months ended September 30, 2023	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
	\$	\$	\$	\$
SALES	437,178	473,463	1,410,483	1,449,045
COST OF SALES	(193,873)	(130,836)	(527,507)	(928,607)
GROSS PROFIT	243,305	342,627	882,976	520,438
EXPENSES				
Consulting fees <i>[note 7]</i>	192,000	169,582	267,000	183,236
Depreciation <i>[notes 5, 6 and 8]</i>	34,442	132,144	110,287	386,665
General and administrative <i>[note 7]</i>	1,500,697	400,491	1,794,146	725,440
Marketing	2,817	136,138	10,852	229,173
Professional services	62,368	371,010	233,023	1,068,118
Salaries <i>[note 7]</i>	149,096	162,960	496,856	676,360
Share-based compensation <i>[note 9]</i>	—	—	—	68,826
	1,941,420	1,372,325	2,912,164	3,337,818
LOSS BEFORE OTHER ITEMS	(1,698,115)	(1,029,698)	(2,029,188)	(2,817,380)
(Loss) gain on sale of fixed assets <i>[note 5]</i>	(3,214)	426,207	60,786	426,207
Loss on write-off of inventory <i>[note 4]</i>	(10,698)	—	(10,698)	—
Loss on lease termination <i>[note 8]</i>	(105,019)	—	(5,455)	—
Excess consideration paid <i>[note 12]</i>	(1,742,161)	(489,945)	(1,742,161)	(489,945)
Other income	9,000	—	23,200	—
NET LOSS AND COMPREHENSIVE LOSS	(3,550,207)	(1,093,436)	(3,703,516)	(2,881,118)
Basic and diluted loss per share	(0.02)	(0.01)	(0.02)	(0.02)
Weighted average number of common shares - basic and diluted	160,805,583	121,728,769	160,805,583	119,772,247

The accompanying notes are an integral part of these condensed consolidated interim financial statements

JUSTERA HEALTH LTD.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	Number of shares	Share capital \$	Options reserve \$	Warrants reserve \$	Accumulated deficit \$	Total \$
Balance, December 31, 2022	118,772,247	15,592,036	—	2,142,182	(16,448,514)	1,285,704
Shares issued for acquisition <i>[notes 9 and 12]</i>	4,000,000	120,000	—	—	—	120,000
Share-based payments	—	—	68,826	—	—	68,826
Net loss for the period	—	—	—	—	(2,881,118)	(2,881,118)
Balance, September 30, 2023	122,772,247	15,712,036	68,826	2,142,182	(19,329,632)	(1,406,588)
Balance, December 31, 2023	160,805,583	16,769,784	67,416	2,142,182	(19,428,988)	(449,606)
Net loss for the period	—	—	—	—	(3,703,516)	(3,703,516)
Balance, September 30, 2024	160,805,583	16,769,784	67,416	2,142,182	(23,132,504)	(4,153,122)

The accompanying notes are an integral part of these condensed consolidated interim financial statements

JUSTERA HEALTH LTD.
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
	\$	\$
OPERATING ACTIVITIES		
Net loss	(3,703,516)	(2,881,118)
Items not affecting cash:		
Accretion and interests	18,177	8,561
Depreciation	110,287	386,665
Gain on disposal of fixed assets	(60,786)	(426,207)
Loss on termination of leases	5,455	—
Loss on write-off of inventory	10,698	—
Share-based payments	—	68,826
Excess consideration paid	1,742,161	489,945
Changes in non-cash working capital balances:		
Accounts receivable	(152,097)	(145,595)
Harmonized sales tax recoverable	—	(69,774)
Inventory	36,312	301,042
Prepaid expenses	29,456	(239,178)
Accounts payable and accrued liabilities	2,479,434	2,146,855
Cash provided by (used in) operating activities	515,581	(359,978)
INVESTING ACTIVITIES		
Acquisition of Port North, net of cash received	1	—
Purchase of marketable securities	(611,409)	—
Sale of property and equipment	60,786	—
Cash used in investing activities	(550,622)	—
FINANCING ACTIVITIES		
Lease payments	(55,002)	(67,200)
Cash used in financing activities	(55,002)	(67,200)
DECREASE IN CASH	(90,043)	(427,178)
CASH - BEGINNING OF PERIOD	94,693	437,415
CASH - END OF PERIOD	4,650	10,237
Supplementary cash flow information		
Interest income	—	—
Income tax paid	—	—

The accompanying notes are an integral part of these condensed consolidated interim financial statements

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

1. NATURE OF BUSINESS

Justera Health Ltd. (the "Company") is incorporated under the laws of the Province of Ontario. The Company's common shares are listed on the Canadian Securities Exchange under the trading symbol "VTAL".

While these condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis that presumes the realization of assets and discharge of liabilities in the normal course of business, there are material uncertainties related to adverse conditions and events that cast significant doubt on the Company's ability to continue as a going concern.

During the nine months ended September 30, 2024, the Company incurred a loss of \$3,703,516 (2023 - \$2,881,118) and, as of that date, the Company had accumulated deficit of \$23,132,504 (December 31, 2023 - \$19,428,988) and a working capital deficit of \$4,152,298 (December 31, 2023 – deficit of \$575,751). The Company's continuing operations as intended are dependent upon its the ability to raise additional funds, investor sentiment and financial market conditions. Should the Company be unable to secure additional financing, the Company may be unable to discharge its net liabilities. These uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

The office address of the Company is 2300 Yonge Street, Suite 2802, Toronto, Ontario, M4P 1E4.

2. BASIS OF PRESENTATION

2.1 Basis of presentation and statement of compliance

These condensed consolidated interim financial statements for the Company for the nine months ended September 30, 2024 have been prepared in accordance with IAS 34, Interim Financial Reporting of the IFRS, issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with IFRS have been omitted or condensed.

The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements have been set out in the notes to the Company's financial statements for the year ended December 31, 2023. These condensed consolidated interim financial statements should be read in conjunction with the Company's financial statements for the period ended December 31, 2023.

These condensed consolidated interim financial statements were approved and authorized for issuance by the Company's Board of Directors on November 29, 2024.

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

2.2 Principles of consolidation

The Company's wholly owned operating subsidiaries include:

Name of the entity	Jurisdiction of incorporation	Functional currency	Principal activity
ScreenPro Security Ltd. ("ScreenPro Ltd")	Canada	Canadian Dollar	Inactive
GoStop Inc. ("GoStop")	Canada	Canadian Dollar	Inactive
Justera Wellness Inc. (formerly Concierge Medical Consultant Inc.) ("Justera")	Canada	Canadian Dollar	Health and wellness
Add Biomedical Inc. ("AddBio")	Canada	Canadian Dollar	Health and wellness
NatureVan Nutrition Ltd. ("NatureVan")	Canada	Canadian Dollar	Health and wellness
Trinity Trading Corporation ("Trinity")	Canada	Canadian Dollar	Health and wellness
Port North Extracts Inc. ("Port North") *	Canada	Canadian Dollar	Cannabis

*Port North is consolidated from September 1, 2024, being the date the Company obtained control over Port North (note 12).

Intercompany balances and transactions are eliminated upon consolidation and preparation of these consolidated financial statements.

2.3 Basis of measurement

These condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained. The financial statements are presented in Canadian dollars which is the presentation and functional currency of the Company.

3. MATERIAL ACCOUNTING POLICIES

3.1 Significant accounting judgments and estimates

The preparation of these condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates and judgments that affect the applications of accounting policies regarding certain types of assets, liabilities, revenues, and expenses in the preparation of these consolidated financial statements. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. These estimates and judgments are based on management's historical experience, best knowledge of current events or conditions and activities that the Company may undertake in the future. Actual results could differ materially from these estimates.

3.2 Future accounting standards

The Company continues to review changes to IFRS standards. There are no other pending IFRSs or IFRIC interpretations that are expected to be relevant to the Company's consolidated financial statements.

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

4. INVENTORY

	As at September 30, 2024	As at December 31, 2023
	\$	\$
Justera – finished goods	6,157	10,000
NatureVan – finished goods	44,776	43,396
Triniti – finished goods	-	44,547
	50,933	97,943

The cost of inventory included in the cost of sales was \$50,749 (2023 - \$163,490).

During the nine months ended September 30, 2024, the Company wrote off the Triniti inventory of \$10,698.

5. PROPERTY AND EQUIPMENT

	Justera Equipment	Total
	\$	\$
Cost:		
As at December 31, 2022	—	—
Additions	145,071	145,071
Impairment	(63,891)	(63,891)
As at December 31, 2023 and September 30, 2024	81,180	81,180
Accumulated depreciation:		
As at December 31, 2022	—	—
Depreciation	10,307	10,307
Impairment	(4,674)	(4,674)
As at December 31, 2023	5,633	5,633
Depreciation	54,401	54,401
As at September 30, 2024	60,034	60,034
Net book value:		
As at December 31, 2023	75,547	75,547
As at September 30, 2024	21,146	21,146

During the nine months ended September 30, 2024, the Company sold equipment with a carrying value of \$Nil for proceeds of \$60,786 for a gain of \$60,786.

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

6. INTANGIBLE ASSETS AND GOODWILL

	Brand \$	Customer relationships	Total \$
Cost:			
As at December 31, 2022	—	—	—
Additions [note 12]	122,689	204,177	326,866
Impairment	(55,638)	(92,592)	(148,230)
As at December 31, 2023 and September 30, 2024	67,051	111,585	178,636
Accumulated depreciation:			
As at December 31, 2022 and 2023	—	—	—
Depreciation	9,202	15,313	24,515
As at September 30, 2024	9,202	15,313	24,515
Net book value:			
As at December 31, 2023	67,051	111,585	178,636
As at September 30, 2024	57,849	96,272	154,121

7. RELATED PARTY TRANSACTIONS

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company.

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

	For the nine months ended September 30, 2024 \$	For the nine months ended September 30, 2023 \$
Salaries paid to current and former officers and directors	-	90,000
Consulting fees paid to current and former officers and directors	212,250	45,000

Included in accounts receivable as at September 30, 2024 are \$436,688 (December 31, 2023 - \$359,452) receivable from current and former officers and directors of the Company. Included in accounts payable and accrued liabilities as at September 30, 2024 are \$1,362,833 (December 31, 2023 - \$377,580) payable to current and former officers and directors of the Company.

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

8. RIGHT-OF-USE ASSET AND LEASE LIABILITIES

During the thirteen months ended December 31, 2021, the Company entered into a lease agreement with a company controlled by a former director of the Company. The lease contract contained a deposit in the amount of \$10,000 that will be applied for the rent of the last two months the lease term. The lease was terminated in December 2023, and the deposit of \$10,000 was included in general and administrative expenses during the year ended December 31, 2023.

During the year ended December 31, 2022, the Company entered into a lease agreement with an arm's length party for NatureVan. The lease was for \$2,300 per month that was terminated in June 2023.

During the year ended December 31, 2023, NatureVan entered into a lease agreement with an arm's length party for NatureVan. The lease commenced on August 1, 2023, expiring on July 31, 2026, with an option to renew for an additional 5 years. The lease is for 850 sq. ft. with an initial rent of \$2,479 per month until July 31, 2024, increasing by \$1 per sq. ft. at each anniversary. The lease was terminated in November 2023.

During the year ended December 31, 2023, the Company entered into a lease agreement with an arm's length party for NatureVan. The lease commenced on May 15, 2023, expiring on May 14, 2026, with an option to renew for an additional 3 years. The lease is for 517 sq. ft. with an initial rent of \$4,093 per month until May 14, 2024, increasing by \$5 per sq. ft. at each anniversary. The lease was terminated in February 2024.

Upon completion of the acquisition of Trinita, the Company assumed the lease that ended on December 31, 2023. The Company elected to renew the lease until December 31, 2026. The lease payment is \$5,852 per month until December 31, 2025, increasing to \$5,904 per month for the last year ending December 31, 2026. The lease was terminated in August 2024 resulting in the Company recognizing a loss on lease termination of \$105,019.

Right-of-use asset

	\$
Balance at December 31, 2022	119,464
Addition	390,716
Amortization charge for the year	(108,262)
Terminated	(128,847)
Impaired	(103,827)
Balance at December 31, 2023	169,244
Amortization charge for the period	(31,371)
Terminated	(137,873)
Balance at September 30, 2024	-

Lease liability

	\$
Balance at December 31, 2022	120,664
Addition	390,716
Accretion on lease liability	17,080
Lease payments	(124,557)

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

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(Expressed in Canadian Dollars)

Terminated	(129,503)
Balance at December 31, 2023	274,400
Accretion on lease liability	18,177
Lease payments	(55,002)
Terminated	(132,418)
Balance at September 30, 2024	105,157
Classified as current	37,298
Classified as non-current	67,859

When measuring the lease liability, the Company discounted lease payments using its incremental borrowing rate of 12% to 15%.

9. SHARE CAPITAL

a) Authorized:

Unlimited number of common shares, one vote per share, without par value.

b) Issued:

On July 24, 2023, the Company acquired Juillet Wellness Spa and issued 4,000,000 common shares valued at \$120,000 (note 12). As at December 31, 2023, a total of 4,000,000 common shares were held in escrow by the Company's legal counsel.

On October 14, 2023, the Company issued 33,973,336 common shares at \$0.03 per share for gross proceeds of \$1,019,200. The Company paid finder's fees of \$33,672 and other share issue costs of \$29,280.

On November 14, 2023, the Company acquired Trinité and issued 4,060,000 common shares valued at \$101,500 (note 12).

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

Options

The Company adopted an Omnibus Incentive Plan (the “Plan”) whereby the Company may, from time to time, grant stock options or restricted share units, to certain directors, officers, employees and/or consultants of the Company. The maximum number of common shares reserved for issue pursuant to the Plan shall not exceed, in the aggregate, 10% of the number of common shares then outstanding.

In January 2023, the Company granted 4,800,000 stock options to certain officers, directors and consultants of the Company exercisable at \$0.05 per share expiring on January 26, 2025. The fair value of these options was \$67,416 calculated using the Black-Scholes Option Pricing Model using the following assumptions: expected life: 2 years, expected volatility: 180.57%, expected dividend yield: Nil, and risk-free rate: 3.57%.

During the year ended December 31, 2023, a total of 300,000 options were forfeited due to resignation of an officer and during the nine months ended September 30, 2024, a total of 1,150,000 options were forfeited due to resignations and/or termination of certain directors, officers, employees and/or consultants. As at September 30, 2024, a total of 3,350,000 (December 31, 2023 – 4,500,000) options remained outstanding and exercisable.

Warrants

The changes in the Company’s warrants for the nine months ended September 30, 2024 and the year ended December 31, 2023 are as follows:

	Number of warrants	Weighted average exercise price
Balance, December 31, 2022	68,665,005	\$0.11
Expired	(131,674)	\$0.30
Balance, December 31, 2023	68,533,331	\$0.11
Expired	(68,533,331)	\$0.11
Balance, September 30, 2024	-	-

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

10. FINANCIAL RISK FACTORS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Unless otherwise noted, the carrying value of cash, accounts receivable, accounts payable and accrued liabilities approximates fair value for each financial instrument.

Financial Risk Management

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.

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

(a) Credit Risk

Credit risk is the risk of unexpected loss if a customer or 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 credit history of new clients before extending credit. Historically, there has been no collection issue with any of the Company's customers.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations 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, 2024, the Company had a working capital deficiency of \$4,152,298 (December 31, 2023 – deficiency of \$575,751) and, as a result, the Company will need additional financing in the future.

11. 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 has been no change in the Company's capital management policy and there were no externally imposed capital requirements to which the Company is subject as at September 30, 2024.

12. ACQUISITIONS

Juillet Wellness Spa

In July 2023, the Company completed the acquisition of Juillet Wellness Spa ("Juillet"), a full-service wellness centre, providing a wide range of beauty and wellness services, including registered massage therapy, physiotherapy, traditional Chinese medicine through acupuncture, laser hair removal and skincare. The Company issued 4,000,000 common shares of the Company valued at \$120,000 (note 9) and assuming liabilities of \$450,000.

The acquisition of Juillet was accounted for as a business combination, in which the assets acquired and the liabilities assumed are recorded at their estimated fair values.

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

The allocation of the purchase consideration is as follows:

	Amount
Purchase consideration	
Common shares	\$ 120,000
Assumed liabilities	450,000
Total	\$ 570,000
Fair value of assets acquired and liabilities assumed	
Furniture and equipment	\$ 29,491
Customer relationships	204,177
Brand	122,689
Deferred tax liabilities	(88,254)
Total identifiable net assets acquired	268,103
Goodwill	301,897
Total	\$ 570,000

Goodwill recognized comprises the assembled workforce and their knowledge, regulatory affairs and expected revenue growth and future market development.

Triniti Trading Corporation (dba TonyMoly)

In November 2023, the Company completed the acquisition of Triniti, a distributor of TonyMoly skincare products. The Company issued 4,060,000 common shares of the Company valued at \$101,500 (note 9) and paid cash of \$125,000.

The acquisition of Triniti was accounted for as a business combination, in which the assets acquired and the liabilities assumed are recorded at their estimated fair values.

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

The allocation of the purchase consideration is as follows:

	Amount
Purchase consideration	
Cash	\$ 125,000
Common shares	101,500
<hr/>	
Total	\$ 226,500
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Fair value of assets acquired and liabilities assumed	
Cash	\$ 899
Inventory	30,000
Security deposits	17,243
Computer and equipment	4,183
Accounts payable and accrued liabilities	(4,211)
Loan payable	(40,000)
<hr/>	
Total identifiable net assets acquired	8,114
Goodwill	218,386
<hr/>	
Total	\$ 226,500

Goodwill recognized comprises the assembled workforce and their knowledge, regulatory affairs and expected revenue growth and future market development.

Triniti had a loan payable balance of \$40,000 related to the Canada Emergency Business Account (“CEBA”) on the date of acquisition. Triniti did not repay the principal balance of \$40,000 by the due date resulting in the Company reversing the prior loan forgiveness of \$20,000. At September 30, 2024, a total \$60,000, plus interest, is due to the Government of Canada.

Port North Extracts Inc.

In June 2024, the Company entered into the acquisition agreement with Port North Extracts Inc. (“Port North”), a cannabis brand. Effective September 1, 2024, the Company obtained control over Port North and started consolidating the assets, liabilities and operations of Port North. In October 2024, the Company closed the acquisition by issuing 80,000,000 common shares valued at \$800,000 (note 15). In addition, each Port North warrant held by shareholders at closing has been cancelled and exchanged for one share purchase warrant (“warrant”) of the Company. The Company issued 7,500,000 warrants exercisable at an exercise price of \$0.05 per share for 24 months, valued at \$68,958, determined using the Black-Scholes option pricing model using the following assumptions: (i) expected warrant life of 2.06 years; (ii) risk free rate of 2.98%; (iii) dividend yield of nil; and (iv) expected volatility of 287.36%

The acquisition of Port North was accounted for as an asset acquisition consistent with IFRS 2 – Share based payments, as it did not meet the definition of a business under IFRS 3 – Business combination.

JUSTERA HEALTH LTD.

Notes to Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

The allocation of the purchase consideration is as follows:

		Preliminary Amount
Purchase consideration		
Common shares	\$	800,000
Warrants		68,958
Total	\$	868,958
Fair value of assets acquired and liabilities assumed		
Cash	\$	1
Accounts receivable		82,528
Accounts payable and accrued liabilities		(955,732)
Total identifiable net liabilities assumed		(873,203)
Consideration paid in excess of net liabilities assumed	\$	1,742,161

The purchase price allocation is preliminary and is subject to change up to a period of one year from the acquisition date upon finalization of fair value determinations.

13. CONTINGENCY

A vendor commenced a claim against the Company in the Ontario Small Claims Court claiming damages of \$16,055. The Company has defended the claim. The claim remains outstanding as of December 31, 2023. The dispute is in its early stages and the outcome of the matter is undeterminable at this time.

14. SEGMENT INFORMATION AND MAJOR CUSTOMERS

For the years ended December 31, 2023 and 2022, the Company one operating and reportable segment being health and wellness.

During the nine months ended September 30, 2024, there was no significant customer.

15. SUBSEQUENT EVENT

In October 2024, the Company issued 80,000,000 common shares and 7,500,000 warrants to close the acquisition of Port North (note 12).