

**FORM 51-102F4  
BUSINESS ACQUISITION REPORT**

**1.1 Name and Address of Company**

AJA Health and Wellness Inc. (formerly Premier Diversified Holdings Inc.) (the "**Company**")  
680-1199 West Pender Street  
Vancouver, B.C. V6E 2R1

**1.2 Executive Officer**

Sanjeev Parsad  
President and Chief Executive Officer

Telephone: (604) 678-9115  
Email: sparsad@ajahw.com

**2.1 Nature of Business Acquired**

On September 17, 2024, the Company completed the acquisition of AJA Health and Wellness Ltd. (as it was then) ("**AJA Health**") pursuant to an amalgamation agreement dated June 3, 2024, among 2564858 Alberta Inc. (a wholly owned subsidiary of the Company), the Company, and AJA Health (the "**AJA Health Amalgamation**"), the acquisition of Assured Diagnosis Inc. (as it was then) ("**ADI**"), pursuant to an amalgamation agreement dated June 3, 2024, among 2564891 Alberta Inc. (a wholly owned subsidiary of the Company), the Company, and ADI (the "**ADI Amalgamation**"), and the acquisition of 1,500,000 shares in the capital of AJA Therapeutics Inc. ("**ATI**") from James Viccars, Elizabeth Bryant Viccars and Deluxe Holdings Inc., pursuant to a share purchase agreement dated June 3, 2024 (the "**ATI Share Purchase**", and together with the AJA Health Amalgamation and ADI Amalgamation, the "**Transaction**").

Prior to consummating the Transaction, the Company participated in diversified industries through its acquisitions of securities and/or assets of public and private entities. The Company acted as a holding company (either directly or through a subsidiary) and participated in management of subsidiary entities to varying degrees.

Following completion of the Transaction, the Company has been engaged in the business of AJA Health, operating a telemedicine platform and full-service travel clinics, the business of ADI, offering health insurance options and employee benefit packages, and the business of ATI, offering natural therapeutics products.

Detailed information about the Transaction is available on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) under the Company's issuer profile.

**2.2 Acquisition Date**

September 17, 2024.

### 2.3 **Consideration**

In accordance with the terms of the amalgamation agreement, AJA Health Shareholders received one Company share for each share in AJA Health held immediately prior to the Aja Health Amalgamation. In connection with the closing of the AJA Health Amalgamation, the Company issued a total of 29,407,904 shares to AJA Health Shareholders at a deemed price of \$0.05 per share.

In accordance with the terms of the amalgamation agreement, ADI Shareholders received one Company share for each share in ADI held immediately prior to the ADI Amalgamation. In connection with the closing of the ADI Amalgamation, the Company issued a total of 10,600,000 shares to ADI Shareholders at a deemed price of \$0.05 per share.

In accordance with the terms of the share purchase agreement, James Viccars, Elizabeth Bryant Viccars and Deluxe Holdings Inc. received a total of 1,500,000 shares in the Company, at a deemed price of \$0.05 per share, as consideration for their shares in ATI.

Concurrent with the Transaction, AJA Health completed a non-brokered private placement of 10,833,334 common shares at \$0.20 per share, with the common shares automatically converting into shares of the Company on closing of the Transaction.

Concurrent with the Transaction, the Company issued 29,635,820 shares to settle outstanding debt of \$5,927,164 pursuant to the terms of a debt settlement agreement.

### 2.4 **Effect on Financial Position**

Upon completion of the Transaction, AJA Health, ADI and ATI became subsidiaries of the Company. The expected effect of the Transaction on the Company's financial position is outlined in the unaudited *pro forma* consolidated financial statements of the Company attached as Schedule E.

### 2.5 **Prior Valuations**

Since the AJA Health Amalgamation was a "related party transaction" pursuant to MI 61-101, the Company obtained a formal valuation in respect of the AJA Health Amalgamation (the "**AJA Health Valuation**"). Evans & Evans Inc. prepared the AJA Health Valuation, dated May 13, 2025, regarding the fair market value of AJA Health and ATI.

The AJA Health Valuation was based upon techniques and assumptions that Evans & Evans Inc. considered appropriate in the circumstances to arrive at an opinion as to the range of fair market values of AJA Health's and ATI's combined assets.

For the purposes of determining the fair market value of AJA Health and ATI, Evans & Evans Inc. relied on the following methodologies:

- (a) the Discounted Cash Flow Method under the Income Approach; and
- (b) the Guideline Public Company Method under the Market Approach.

Based upon the scope of its review and subject to the restrictions, qualifications and assumptions set out in the AJA Health Valuation, Evans & Evans Inc. estimated the fair market value of equity of AJA Health and ATI, together, on a controlling, marketable basis to be in the range of \$2,870,000 to \$3,640,000.

The Company also obtained a formal valuation in respect of the ADI Amalgamation (the "**ADI Valuation**"). Evans & Evans Inc. prepared the ADI Valuation, dated May 13, 2024, regarding the fair market value of ADI.

The ADI Valuation was based upon techniques and assumptions that Evans & Evans Inc. considered appropriate in the circumstances to arrive at an opinion as to the range of fair market values of ADI's assets.

For the purposes of determining the fair market value of ADI, Evans & Evans Inc. relied on the following methodologies:

- (a) the Discounted Cash Flow Method under the Income Approach; and
- (b) the Guideline Public Company Method under the Market Approach.

Based upon the scope of its review and subject to the restrictions, qualifications and assumptions set out in the ADI Valuation, Evans & Evans Inc. estimated the fair market value of equity of ADI, on a controlling, marketable basis to be in the range of \$1,430,000 to \$1,590,000.

## 2.6 **Parties to Transaction**

None of the transactions referred to herein were with an informed person, associate or affiliate of the Corporation.

## 2.7 **Date of Report**

July 4, 2025.

## **Item 3 - Financial Statements and Other Information**

The following financial statements required by Part 8 of National Instrument 51-102 - *Continuous Disclosure Obligations* are attached as schedules to the Business Acquisition Report:

- (a) Schedule A: Audited financial statements of AJA Health and ATI for the years ended December 31, 2023 and 2022, together with the notes thereto;
- (b) Schedule B: Interim financial statements of AJA Health and ATI for the period from January 1, 2024 to March 31, 2024 and comparative financial information for the corresponding period in the preceding year;
- (c) Schedule C: Audited financial statements of ADI for the years ended December 31, 2023 and 2022, together with the notes thereto;
- (d) Schedule D: Interim financial statements of ADI for the period from January 1, 2024 to March 31, 2024 and comparative financial information for the corresponding period in the preceding year; and

- (e) Schedule E: Unaudited proforma consolidated financial statements of the Company that give effect to the Transaction.

**SCHEDULE A**  
**FINANCIAL STATEMENTS OF AJA HEALTH AND ATI**  
**DECEMBER 31, 2023 AND 2022**

**AJA Health and Wellness Ltd.**  
**Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
*(in Canadian dollars)*

**AJA Health and Wellness Ltd.**  
**Consolidated Financial Statements**  
**For the Years Ended December 31, 2023 and 2022**  
(in Canadian dollars)

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To the Directors of AJA Health and Wellness Ltd.:

## Opinion

We have audited the consolidated financial statements of AJA Health and Wellness Ltd. and its subsidiaries (the "Company"), which comprise the consolidated statement of financial position as at December 31, 2023, and the consolidated statements of loss and comprehensive loss, shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2023, and the results of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

## Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Material Uncertainty Related to Going Concern

We draw attention to Note 4 in the consolidated financial statements, which indicates that the Company had a loss and negative cash flows from operating activities during the year ended December 31, 2023 and, as of that date, the Company had a negative working capital balance and deficit. As stated in Note 4, these events or conditions, along with other matters as set forth in Note 4, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Calgary, Alberta

July 22, 2024

*MNP LLP*

Chartered Professional Accountants

**MNP**

**AJA Health and Wellness Ltd.**  
**Consolidated Statements of Financial Position**  
(in Canadian Dollars)

As at December 31,	2023 \$ (audited)	2022 \$ (unaudited)
<b>Assets</b>		
<b>Current</b>		
Cash	193,225	29,468
Trade and other receivables (Note 17)	65,205	65,307
Prepaid expenses and deposits	27,593	14,531
<b>Total current assets</b>	<b>286,023</b>	<b>109,306</b>
<b>Non-current</b>		
Property and equipment (Note 6)	234,431	302,109
Investment (Note 7)	50,000	50,000
<b>Total assets</b>	<b>570,454</b>	<b>461,415</b>
<b>Liabilities</b>		
<b>Current</b>		
Trade and other payables (Note 8)	182,581	217,329
Due to related parties (Note 9)	368,547	294,808
Other current liabilities (Notes 9 and 12)	107,900	85,253
Shareholder loans (Note 10)	2,085,206	1,493,006
<b>Total current liabilities</b>	<b>2,744,234</b>	<b>2,090,396</b>
<b>Non-current</b>		
Lease liability (Note 12)	211,421	279,321
<b>Total liabilities</b>	<b>2,955,655</b>	<b>2,369,717</b>
<b>Shareholders' Deficit</b>		
Share capital (Notes 13)	4,831,948	4,217,431
Contributed surplus	2,194,325	2,134,325
Deficit	(9,411,474)	(8,260,058)
<b>Total shareholders' deficit</b>	<b>(2,385,201)</b>	<b>(1,908,302)</b>
<b>Total liabilities and shareholders' deficit</b>	<b>570,454</b>	<b>461,415</b>

Going concern (Note 4)  
Letter of intent (Note 18)

Approved on behalf of the Board on

signed "Jim Viccars"  
Jim Viccars- Director

signed "Liz Bryant Viccars"  
Liz Bryant Viccars - Director

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

**AJA Health and Wellness Ltd.**  
**Consolidated Statements of Loss and Comprehensive Loss**  
(in Canadian Dollars)

For the years ended December 31,	2023 \$ (audited)	2022 \$ (unaudited)
<b>Revenue</b>	<b>500,499</b>	587,754
<b>Cost of sales</b>	<b>257,552</b>	210,405
	<b>242,947</b>	377,349
<b>Expenses</b>		
General and administrative expenses <i>(Note 15)</i>	<b>1,110,282</b>	939,988
Interest and bank charges <i>(Note 10 and 11)</i>	<b>211,883</b>	156,007
Depreciation <i>(Note 6)</i>	<b>72,198</b>	62,953
	<b>1,394,363</b>	1,158,948
<b>Total loss and comprehensive loss</b>	<b>(1,151,416)</b>	(781,599)
Loss per share, basic and diluted	<b>(0.06)</b>	(0.04)
Weighted average shares outstanding, basic and diluted <i>(Note 13)</i>	<b>19,073,679</b>	18,605,693

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

**AJA Health and Wellness Ltd.**  
**Consolidated Statement of Changes in Shareholders' Equity**  
(in Canadian Dollars)

	Share Capital		Reserves			Deficit	Total shareholders' equity	
	Common Shares	Amount	Warrants	Contributed Surplus	Total			
<b>Balance at December 31, 2021 (unaudited)</b>	#	26,313,383	\$ 4,217,431	125,000	2,009,325	2,134,325	(7,478,459)	(1,126,703)
Total loss and comprehensive loss		-	-	-	-	-	(781,599)	(781,599)
<b>Balance at December 31, 2022 (unaudited)</b>	#	26,313,383	\$ 4,217,431	125,000	2,009,325	2,134,325	(8,260,058)	(1,908,302)
Issuance of class A shares		2,933,334	554,517	-	-	-	-	554,517
Issuance of warrants (Note 14)		-	-	110,000	-	110,000	-	110,000
Exercise of performance warrants:								
Cash		-	10,000	-	-	-	-	10,000
Warrant value		-	50,000	(50,000)	-	(50,000)	-	-
Expiry of performance warrants		-	-	(75,000)	75,000	-	-	-
Total loss and comprehensive loss		-	-	-	-	-	(1,151,416)	(1,151,416)
<b>Balance at December 31, 2023</b>	#	<b>29,246,717</b>	<b>\$ 4,831,948</b>	<b>110,000</b>	<b>2,084,325</b>	<b>2,194,325</b>	<b>(9,411,474)</b>	<b>(2,385,201)</b>

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

**AJA Health and Wellness Ltd.**  
**Consolidated Statements Changes in Cash Flows**  
(in Canadian Dollars)

For the years ended December 31,	2023 \$ (audited)	2022 \$ (unaudited)
<b>Cash flows from operating activities</b>		
Total loss and comprehensive loss	(1,151,416)	(781,599)
Adjustments for:		
Depreciation (Note 6)	72,198	62,953
Performance warrants (Note 14)	110,000	-
Interest (Note 10 and 11)	192,753	144,057
Changes in working capital accounts		
Trade and other receivables	102	(30,232)
Due from related parties	-	6,317
Prepaid expenses and deposits	(13,062)	6,698
Trade and other payables	(34,748)	198,005
Net cash flows used in operations	<b>(824,173)</b>	<b>(393,801)</b>
<b>Cash flows from financing activities</b>		
Due to related parties (Note 9)	73,739	43,177
Share issuances (Note 13)	564,517	-
Office lease payments (Note 12)	(81,195)	(64,367)
Shareholder loans (Note 10)	435,389	405,000
Net cash flows provided by financing activities	<b>992,450</b>	<b>383,810</b>
<b>Cash flows from investing activities</b>		
Purchase of property and equipment (Note 6)	(4,520)	(9,521)
Net cash flows used in investing activities	<b>(4,520)</b>	<b>(9,521)</b>
<b>Increase (decrease) in cash</b>	<b>163,757</b>	<b>(19,512)</b>
<b>Cash, beginning of year</b>	<b>29,468</b>	<b>48,980</b>
<b>Cash, end of year</b>	<b>193,225</b>	<b>29,468</b>

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

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**1. General information**

These consolidated financial statements represent the operations of AJA Health and Wellness Ltd. (“AJA Health”) and its subsidiary AJA Therapeutics Inc. (“ATI”), collectively the “Company”. AJA Health was incorporated on February 18, 2015 in Alberta under the name MyCare MedTech Inc. The name was subsequently changed on September 6, 2023 to AJA Health and Wellness Ltd. AJA Health is a privately owned Alberta-based Canadian telemedicine company that has developed GOeVisit, an innovative platform which provides virtual consultations 24/7 from coast to coast. It also operates two full-service travel clinics in Vancouver and Surrey, British Columbia. ATI was incorporated on April 5, 2019, in the state of Delaware, United States under the name MyCare MedTech USA, Inc. The name was subsequently changed to AJA Therapeutics Inc. on September 5, 2022. ATI has established virtual specialty clinics for special conditions, offering natural, non-prescription solutions and products with the potential to replace opioid drugs for chronic pain.

**2. Basis of presentation**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board and interpretations issued by the International Financial Reporting Interpretations Committee and in effect as of January 1, 2023 and include the accounts of the Company and its 94% owned subsidiary, ATI. All intercompany transactions and balances have been eliminated on consolidation. These financial statements represent the first financial statements prepared under IFRS by the Company.

The Company and its subsidiary’s transactions are measured using the currency of the primary economic environment in which the Company operates (the “functional currency”), which is in Canadian dollars for AJA Health and U.S. Dollars for ATI. The consolidated financial statements are presented in Canadian dollars.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

These financial statements were approved and authorized for issuance by the Board of directors on July 22, 2024.

**3. Significant accounting judgements, estimates and assumptions**

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect reported amounts of assets and liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the periods covered by the financial statements.

Judgements and estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. Changes in estimates are recorded in the accounting period in which they are determined.

**Judgements**

The key areas of judgement that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are:

*Going concern:* Management has applied judgments in the assessment of the Company’s ability to continue as a going concern when preparing these consolidated financial statements. In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

*Financial instruments:* The Company is required to classify its various financial instruments into certain categories for the financial instruments’ initial and subsequent measurement. This classification is based on the Company’s judgment as to the purpose of the financial instrument and to which category is most applicable.

*Taxes:* The Company recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available to utilize the Company’s deductible temporary differences which are based on management’s judgment on the degree of future taxable profits. To the extent that future taxable profits differ significantly from the estimates impacts the amount of the deferred tax assets management judges is probable.

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**3. Significant accounting judgements, estimates and assumptions (cont'd)**

**Estimates**

The key source of estimate uncertainty that has significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements is taxes. Provisions and valuation allowances are made using the best estimate of the amount expected to be paid or received based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period; however, it is possible that at some future date an additional liability or asset could result from audits by taxing authorities. Where the outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions or recovery in the period in which such determination is made.

**4. Going concern**

These consolidated financial statements have been prepared on a going concern basis, which implies that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2023, the Company has a deficit balance of \$9,411,474 and a negative working capital balance of \$2,458,211 and, for the year ended, has a net loss of \$1,151,416 and negative cash flows from operating activities of \$824,173.

These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company actively manages its cash outflow to match to its cash generated from operations. To maximize cash generated from operations, the Company minimizes operating expenses and capital expenditures where possible. Management believes that successful execution of its business plan will result in sufficient cash flow and new financing to fund projected operational and investment requirements. However, no assurances can be given that the Company will be able to achieve all or substantially all of the objectives, or that sufficient financing from outside sources will be available.

**5. Material accounting policies**

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, unless otherwise indicated.

**Cash**

Cash includes balances with banks.

**Trade receivables**

Receivables include balances for monthly services provided to travel clinics and telehealth services provided to corporate benefit providers. Receivables are recorded at the fair value of consideration received net of any impairment provisions.

**Investments**

Investments consist of shares of a private company which are not publicly traded. The shares are designated as fair value through profit and loss ("FVTPL") based on management's intentions and characteristics of the instrument. The investment was initially measured at fair value from the trade date. Subsequent to initial recognition, the investment is carried at fair value with changes in fair value recorded in profit in the period in which the changes occur.

Fair value is based on the price that would be received to sell the investment in an orderly transaction between market participants at the measurement date. The investment is not quoted in an open market directly or indirectly and as such fair value is determined using level 3 inputs. This includes reference to cash flows of the underlying operations as provided by management of the company in which the investment was made, performance of companies in a similar industry and other economic factors that may influence the timing and amount of cash flows of the operations of the investment.

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**5. Material accounting policies (cont'd)**

***Property and equipment***

Property and equipment are recorded at cost, including all expenditures incurred to prepare an asset for its intended use.

Depreciation is based on the cost of an asset less its residual value and is provided over the expected useful life of the asset. Depreciation commences when an asset is available for use. Estimates of remaining useful life and residual values are reviewed annually and any changes in estimates are accounted for prospectively.

The Company depreciates all its assets over their estimated useful lives. Property and equipment are comprised mainly of office furniture, computer equipment and medical equipment which are amortized on a declining balance basis ranging from 30% to 45%.

The Company performs impairment testing on property and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset, or group of assets, may not be recoverable. The carrying amount of property and equipment is not recoverable if the carrying amount exceeds the sum of the undiscounted future cash flows from its use and disposal. Impairment is then measured as the amount by which the asset's carrying amount exceeds its fair value. Fair value is measured using prices for similar items. Any impairment is included in earnings for the year.

***Leases***

The Company, as a lessee, leases commercial property and recognizes a right-of use asset and a lease liability at the commencement date. The right-of-use asset is initially measured at cost which is comprised of the amount of the initial lease liability and any lease payments made at or before the commencement date less any lease incentives received, initial direct costs and restoration costs. The right-of-use asset is depreciated or amortized over the shorter of the asset's useful life and the lease term plus one renewal option on a straight-line basis.

The lease liability arising from the lease is originally measured on a present value basis. Lease liabilities include the net present value of fixed payments less any lease incentives receivable, variable lease payments that are based on an index or a rate, amounts expected to be payable by the lessee under residual value guarantees, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and payment of penalties for terminating a lease if the lease term reflects the lessee exercising that option. The lease payments are discounted using the Company's incremental borrowing rate. Payments associated with short-term leases and leases of low-value are recognized on a straight-line basis as an expense in profit. Short-term leases are leases with a lease term of 12 months or less.

***Revenue recognition***

Revenue is recognized in the period services are provided or performed, collectability is reasonably assured, and the price is fixed or determinable.

***Foreign currency translation***

These consolidated financial statements have been presented in Canadian dollars, the functional currency of the Company's operations. The functional currency of its subsidiary is U.S. dollars.

The Company translates the assets, liabilities, income and expenses of its U.S. operations which have a functional currency of U.S. dollars, to Canadian dollars on the following basis:

- Assets and liabilities are translated at the closing rate of exchange in effect at the balance sheet dates.
- Income and expense items are translated using the average rate for the month in which they occur, which is considered to be a reasonable approximation of actual rates.
- Equity items are translated at their historical rates.
- The translation adjustment from the use of different rates is included as a separate component of equity.

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**5. Material accounting policies (continued)**

**Taxes**

Tax expense comprises current and deferred tax. Tax is recognized in the statement of loss and comprehensive loss except to the extent it relates to items recognized in other comprehensive loss or directly in equity.

*Current Tax*

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

*Deferred Tax*

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxation authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

**Financial instruments**

*Classification and measurement of financial instruments*

The Company measures its financial assets and financial liabilities at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification which in the case of financial assets, is determined by the context of the Company's business model and the contractual cash flow characteristics of the financial asset. Financial assets are classified into the following categories: (1) measured at amortized cost and (2) fair value through profit and loss ("FVTPL") and (3) fair value through other comprehensive income ("FVTOCI"). Financial liabilities are subsequently measured at amortized cost, other than financial liabilities that are measured at FVTPL or designated as FVTPL where any change in fair value resulting from an entity's own credit risk is recorded as other comprehensive income ("OCI").

The Company classifies its trade and other receivables, trade and other payables, due to related parties, shareholder loans and long-term debt as measured at amortized cost. The Company has classified its cash and investments at FVTPL. The contractual cash flows received from the financial assets are solely payments of principal and interest and are held within a business model whose objective is to collect the contractual cash flows.

*Fair value of financial instruments*

Financial assets and financial liabilities recorded at fair value on the balance sheet are measured and classified in a hierarchy consisting of three levels for disclosure purposes. The fair value of financial assets and financial liabilities is considered to be the carrying value when they are of short duration or when the investment's interest rate approximates current observable market rates. Where other financial assets and financial liabilities are of longer duration, then fair value is determined using the discounted cash flow method using discount rates based on adjusted observable market rates. The three levels are based on the priority of the inputs to the respective valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**5. Material accounting policies (cont'd)**

Quoted prices in markets that are not active or inputs that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices) are considered Level 2. An asset or liability's classification within the fair value hierarchy is based on the lowest level of significant input to its valuation.

All financial assets are assessed for impairment at each reporting date. Impairment is recognized in profit when there is objective evidence that a loss event has occurred which has impaired future cash flows of an assets.

Trade receivables are considered impaired when there is objective evidence of deterioration in credit quality that indicates the Company no longer has reasonable assurance that the full amount of principal and interest will be collected. The Company then establishes specific provisions for losses and balances are subsequently measured at their net realizable amount based on discounting the cash flows at the original effective interest rate inherent in the receivable or the fair value of the underlying security. Changes in the net realizable value of impaired receivables are recognized in comprehensive loss.

***Trade and other payables***

Trade and other payables are classified as other financial liabilities and are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method.

***Loss per share***

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted earnings or loss per share is calculated by adjusting the number of common shares for the effects of dilutive options and other dilutive potential units. Diluted loss per share does not adjust the loss attributable to common shareholders on the weighted average number of common shares outstanding when the effect is antidilutive.

***Performance warrants***

The Company uses the fair value method to account for all performance warrants. Under this method, an expense is charged directly to earnings over the vesting period with a corresponding credit to contributed surplus. When performance warrants are exercised the consideration and the related contributed surplus are recorded in share capital. The fair value of performance warrants granted to employees is estimated using the Black-Scholes option pricing model, taking into account amounts that are believed to approximate the expected volatility of the trading price of the Company's stock, the expected lives of the awards of stock-based compensation, the fair value of the Company's stock and the risk-free interest rate, as determined at the grant date. The fair value of performance warrants granted to non-employees is estimated by determining the fair value of goods or services received for similar goods or services and is recorded as an expense as the goods or services are provided.

***Convertible preferred shares***

The Company's convertible preferred shares are classified as equity by the Company since the entire preferred share is considered a non-derivative financial instrument. As such no embedded derivative accounting is required. Although the issue of new shares at a price which would trigger the down round provision would result in a variable number of shares being issued on conversion of the preferred share, this issue of new shares is within the control of the entity and therefore does not represent a contractual obligation.

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**5. Material accounting policies (cont'd)**

***Recent accounting pronouncements***

International Accounting Standard (“IAS”) 1 and IFRS Practice Statement (“PS”) 2: In February 2021, the IASB issued amendments to IAS 1 and the IFRS PS 2, Making Materiality Judgements, to provide guidance on the application of materiality judgments to accounting policy disclosures. The amendments to IAS 1 replace the requirement to disclose “significant” accounting policies with a requirement to disclose “material” accounting policies. The standard was adopted by the Company on January 1, 2023.

**6. Property and equipment**

	<i>Furniture &amp; equipment</i>	<i>Computers</i>	<i>Right of use asset for office space</i>	<i>Total</i>
<b>Cost</b>				
Balance, December 31, 2021	-	33,925	360,403	394,328
Additions	9,521	-	-	9,521
Balance, December 31, 2022	9,521	33,925	360,403	403,849
Additions	-	4,520	-	4,520
<b>Balance December 31, 2023</b>	<b>9,521</b>	<b>38,445</b>	<b>360,403</b>	<b>408,369</b>
<b>Accumulated depreciation</b>				
Balance, December 31, 2021	-	27,671	11,116	38,787
Depreciation	2,088	2,814	58,051	62,953
Balance, December 31, 2022	2,088	30,485	69,167	101,740
Depreciation	2,230	3,314	66,654	72,198
<b>Balance, December 31, 2023</b>	<b>4,318</b>	<b>33,799</b>	<b>135,821</b>	<b>173,938</b>
Net book value, December 31, 2022	7,433	3,440	291,236	302,109
<b>Net book value, December 31, 2023</b>	<b>5,203</b>	<b>4,646</b>	<b>224,582</b>	<b>234,431</b>

No impairments were recognized during the year (December 31, 2022 - \$nil).

**7. Investment**

On July 6, 2021, the Company acquired 125,000 common shares in a private company for \$50,000. It was determined that there was no change in the timing or amount of future cash flows resulting in no change to fair value as at December 31, 2023 or 2022.

**8. Trade and other payables**

	<i>December 31, 2023</i>	December 31, 2022
Trade accounts payable	<b>144,071</b>	151,093
Withholding taxes payable	<b>38,510</b>	66,235
	<b>182,581</b>	217,328

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**9. Due to related parties**

The following amounts are transactions related to general and administrative expenses with related parties and are in the normal course of operations and initially recorded at fair value.

	2023		2022
Assured Diagnosis Inc., a company controlled by the directors	\$ 2,000	\$	-
Employee, close relative of a shareholder	101,354		102,644
Shareholder of the Company	52,500		56,875
Premier Diversified Holdings Inc., a shareholder	(4,224)		(11,100)
Aspen Marketing, a company controlled by the directors	154,882		155,132
	<b>\$ 306,512</b>	<b>\$</b>	<b>303,551</b>

As at December 31, 2023, the amount owing to each related party is non-interest bearing and due on demand and is as follows:

	2023		2022
Assured Diagnosis Inc., a company controlled by the directors	\$ 6,206	\$	8,206
Premier Diversified Holdings Inc., a shareholder	155,234		84,535
Aspen Marketing, a company controlled by the directors	207,107		202,067
	<b>\$ 368,547</b>	<b>\$</b>	<b>294,808</b>

Key management includes the Company's directors and officers. Compensation awarded to key management included salaries and short term benefits of \$163,400 (December 31, 2022 – \$189,350).

**10. Shareholder loans**

	2023		2022
Premier Diversified Holdings Inc.	1,945,107		1,364,593
Shareholder loan	140,099		128,413
	<b>2,085,206</b>		<b>1,493,006</b>

The Company entered into a loan agreement with Premier Diversified Holdings Inc. to provide a credit facility bearing interest at 9% per annum compounded monthly. The amounts outstanding are unsecured and due within one year and as such are recorded as a current liability. The loan is convertible into common shares of the Company at the option of the holder anytime prior to the maturity date. The conversion price is based on the most recent equity financing of common shares of the Company provided that if such equity price is less than \$0.15 per common share, then the conversion price will be \$0.15.

The shareholder loan bears interest at 9% per annum, is due on demand and unsecured.

Interest accrued on the loans is added to the principal loan balance and included in the amounts outstanding above. During the year ended December 31, 2023, the Company recognized interest expense related to these loans of \$156,811 (December 31, 2022 - \$108,763).

**11. Long-term debt**

During the year ended December 31, 2020, a Canada Emergency Business Account interest-free loan in the amount of \$40,000 was granted by the Government of Canada through the Company's financial institution. It was determined by the Company's financial institution that the Company was not eligible for loan forgiveness; therefore, the entire amount is recorded as outstanding as at December 31, 2022 and 2021. In 2024, the full \$40,000 was converted to a term loan due on demand with a 5% interest rate. Additionally in 2024, the Company repaid \$20,000 to reduce the amount outstanding. The loan is unsecured.

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**12. Lease liability**

Lease obligations relate to office leases. Future minimum lease payments under leases together with the present value of the net minimum lease payments are as follows:

	2023		2022	
	Minimum payments	Present value of payments	Minimum payments	Present value of payments
Within one year	96,825	67,900	81,196	45,254
After one year but not more than three years	225,384	184,683	277,845	212,500
More than three years	21,920	21,175	66,284	61,258

During the year, \$35,942 (December 31, 2022 - \$35,294) in interest expense was incurred on leases. The incremental borrowing rate is 12%.

**13. Share capital**

- a) There are unlimited number of common shares authorized for issuance and an unlimited number of preferred shares, issuable in series.

The Company has the following shares issued and outstanding:

	Number of shares	Amount \$
<i>Preferred shares:</i>		
Series 2 convertible preferred shares, balance December 2023, 2022 and 2021	<b>7,707,690</b>	<b>1,519,467</b>
<i>Common shares:</i>		
Balance, December 31, 2022 and 2021	18,605,693	2,697,964
Issuance of Class A common shares	2,933,334	614,517
<b>Balance, December 31, 2023</b>	<b>21,539,027</b>	<b>3,312,481</b>
<b>Total shares capital</b>	<b>29,246,717</b>	<b>4,831,948</b>

The rights associated with the Series 2 convertible preferred shares include one vote per share, are pari passu with holders of Class A common shares upon liquidation, are entitled to receive other than ordinary course dividends on a share for share basis with holders of common shares, shall have the right to receive the same kind and amount of securities as it would have been entitled to receive if a holder of common shares for a fundamental transaction (excluding a reverse takeover transaction) and is convertible at the option of the holder into common shares at a conversion ratio that preserves the amount of the proceeds upon issuance, commonly called a down round feature. A down round feature is an anti-dilution provision that adjusts the conversion ratio if, after a convertible instrument is issued, there is an issue of shares at a price that is less than the conversion price. As the conversion feature only results in a variable number of shares issued when the Company chooses to issue common shares at a price below the conversion price, this feature is not considered a contractual obligation and as such is not a derivative measured separately for purposes of financial instruments.

- b) Basic per share amounts are calculated using the weighted average number of shares outstanding during the year ended December 31, 2023 of 19,073,679 (December 31, 2022 – 18,605,693). The calculation of diluted loss per share equals basic loss per share.
- c) Subsequent to December 31, 2023, the Company completed four private placements totalling 6,133,335 class A common shares for gross proceeds of \$1,250,931. Of the total raised, \$684,090 was used to repay shareholder loans, \$225,788 was used for product development and marketing activities in ATI and the remainder for general corporate purposes.

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**14. Performance warrants**

As of January 1, 2021, the Company had 2,000,000 performance warrants available for issuance, upon approval by the Board of Directors, with each performance warrant entitling the holder to purchase one fully paid common share of the Company. Each performance warrant is exercisable to purchase one common share at a price of \$0.05 per share, vests immediately upon granting to a holder and expires on the earlier of the date which is two years after grate date, the date the Company common shares are listed and posted for trading on a stock exchange, two weeks prior to the completion of a change of control transaction and such a date as may be determined by the Company.

During the year ended December 31, 2023, there were 1,500,000 performance warrants granted to employees and directors (Nil performance warrants granted in December 31, 2022). The performance warrants granted were measured at fair value using the Black Scholes option pricing model with the following assumptions: interest rate 4.47%, volatility 100%, nil dividend, \$0.05 strike price. As such there was \$110,000 recorded in general and administrative expenses on the consolidated statement of loss with an offsetting increase to contributed surplus on the consolidated statement of financial position.

No performance warrants were exercised in December 31, 2022 and 200,000 performance warrants were exercised and 300,000 expired during the year ended December 31, 2023. Subsequent to December 31, 2023 there were 1,000,000 performance warrants exercised.

**15. General and administrative expenses**

	December 31, 2023	December 31, 2022
Salaries and benefits	546,001	389,690
Professional fees	325,142	357,775
Rent	26,396	11,971
Marketing	88,583	67,834
Office	77,309	43,626
Telecommunications	39,852	62,044
Travel	6,999	7,048
	<b>1,110,282</b>	<b>939,988</b>

**16. Taxes**

The provision for income taxes, differs from the result which would be obtained by applying the combined Canadian federal and provincial statutory tax rate of 23% to the loss before taxes (December 31, 2022 – 23%) due to the following:

	December 31, 2023	December 31, 2022
Loss before taxes	(1,151,416)	(781,599)
Statutory tax rate	23%	23%
Expected tax recovery	(264,826)	(179,768)
Non-deductible items	28,084	-
Change in tax asset not recognized	236,742	179,768
Tax recovery	-	-

Deferred tax assets have not been recognized in respect of the following gross temporary differences because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

	December 31, 2023	December 31, 2022
Property and equipment	1,093	4,736
Lease liability	54,739	33,339
Non-capital losses	6,466,715	5,455,160
Total timing differences	<b>6,522,547</b>	<b>5,493,235</b>

The Company losses are available to be carried forward and applied to future income for tax purposes and will begin to expire in 2033 if not utilized.

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**17. Financial instruments**

The Company, as part of its operations, carries a number of financial instruments. It is management's opinion that the Company is not exposed to significant interest rate, currency, credit, liquidity or other price risks arising from these financial instruments except as otherwise disclosed.

***Foreign currency risk***

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company enters into transactions to purchase goods from vendors denominated in US currency for which the related expenses and trade and other payables balances are subject to exchange rate fluctuations. The Company is not significantly exposed to fluctuations in foreign currency.

***Credit risk***

The Company is exposed to credit risk resulting from the possibility that counter parties may default on their financial obligations. The Company deals with creditworthy counterparties to mitigate the risk of financial loss from defaults. The Company monitors credit risk of customers through credit rating reviews. The Company deals largely with well established travel clinics and corporate health benefit providers to mitigate credit risk. The Company deals with Canadian financial institutions to mitigate the risk of financial loss relating to cash and cash equivalents.

As at December 31, 2023, two customers accounted for 94% of accounts receivable (2022 – two customers accounted for 95% of accounts receivable). The Company believes that there is no unusual exposure associated with the collection of these receivables and, subsequent to year-end, the Company collected all the outstanding receivables related to these customers. The Company performs regular credit assessments of its customers and provides allowances for potentially uncollectible accounts receivable. Approximately 70% of receivables are less than 90 days aged.

There were three customers which accounted for 91% of the Company's revenue for the year ended December 31, 2023 (2022 – three customers at 90%).

***Interest rate risk***

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. Changes in market interest rates may have an effect on the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on the fair value of other financial assets or liabilities, known as price risk. The Company's shareholder loans are at a fixed rate of interest and as a result, the Company is not exposed to variability in cash flows resulting from interest.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. This risk relates to the Company's ability to generate or obtain sufficient cash to satisfy these financial obligations as they become due. The Company's process for managing liquidity risk includes preparing and monitoring budgets, coordinating and authorizing expenditures and authorization of contractual agreements. The Company may seek additional financing based on the results of these processes. The budgets are updated with forecasts when required and as conditions change. Cash and cash equivalents and the shareholder loans are available and are expected to be available to satisfy the Company's short and long-term requirements.

***Capital management***

The Company's objectives when managing capital are to maintain financial flexibility to meet financial obligations, to facilitate growth, and to optimize the use of capital resources to provide an appropriate investment return to its shareholders. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company considers its capital structure to include shareholders' deficit, shareholder loans, due to related parties, and working capital. There were no changes to how the Company manages its capital in 2023. There were no changes to how the Company manages its capital in 2023.

**AJA Health and Wellness Ltd.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian Dollars)

**18. Letter of intent**

On September 20, 2023, the Company entered into a non-binding letter of intent with Premier Diversified Holdings Inc. ("PDH"), pursuant to which, subject to regulatory approval, PDH intends to acquire the issued and outstanding shares of the Company by way of share exchange, three-cornered amalgamation or other similar form of transaction. The final form of the transaction is subject to receipt of tax, corporate and securities law advice. Upon completion of the transaction, the resulting issuer will carry on the business of the Company. There have been no changes to how management manages capital in 2023.

Concurrent with the transaction, AJA Health has executed agreements to:

- a) convert 1,692,308 series 2 convertible preferred shares at a conversion ratio of 1.3 Class A common shares for each one series 2 convertible preferred share;
- b) convert all shareholder loans including accrued interest and subsequent repayments in the aggregate amount of \$1,503,615 into 7,518,075 Class A common shares at \$0.20 per share; and
- c) convert due to related parties in the aggregate amount of \$352,681, excluding amounts owing to Assured Diagnosis Inc., into 2,351,207 Class A common shares at \$0.15 per share.

**SCHEDULE B**  
**FINANCIAL STATEMENTS OF AJA HEALTH AND ATI**  
**MARCH 31, 2024 AND 2023**

**AJA Health and Wellness Ltd.**  
**Condensed Consolidated Interim Financial Statements**  
**For the Three Months Ended March 31, 2024 and 2023**  
*(in Canadian dollars)*  
*(Unaudited)*

**AJA Health and Wellness Ltd.**  
**Condensed Consolidated Interim Financial Statements**  
**For the Three Months Ended March 31, 2024 and 2023**  
*(in Canadian dollars)*  
*(unaudited)*

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**AJA Health and Wellness Ltd.**  
**Condensed Consolidated Interim Statements of Financial Position**  
(in Canadian Dollars)

As at:	March 31, 2024 \$ <i>(unaudited)</i>	December 31, 2023 \$ <i>(audited)</i>
<b>Assets</b>		
<b>Current</b>		
Cash	299,165	193,225
Trade and other receivables	39,024	65,205
Prepaid expenses and deposits	27,593	27,593
<b>Total current assets</b>	<b>365,782</b>	<b>286,023</b>
<b>Non-current</b>		
Property and equipment	216,618	234,431
Investment <i>(Note 5)</i>	50,000	50,000
<b>Total assets</b>	<b>632,400</b>	<b>570,454</b>
<b>Liabilities</b>		
<b>Current</b>		
Trade and other payables	168,613	182,581
Due to related parties <i>(Note 6)</i>	385,745	368,547
Other current liabilities <i>(Note 8)</i>	117,350	107,900
Shareholder loans <i>(Note 7)</i>	1,768,513	2,085,206
<b>Total current liabilities</b>	<b>2,440,221</b>	<b>2,744,234</b>
<b>Non-current</b>		
Lease liability <i>(Note 8)</i>	166,031	211,421
<b>Total liabilities</b>	<b>2,606,252</b>	<b>2,955,655</b>
<b>Shareholders' Deficit</b>		
Share capital <i>(Notes 9 and 10)</i>	5,639,158	4,831,948
Contributed surplus	2,084,325	2,194,325
Deficit	(9,697,335)	(9,411,474)
<b>Total shareholders' deficit</b>	<b>(1,973,852)</b>	<b>(2,385,201)</b>
<b>Total liabilities and shareholders' deficit</b>	<b>632,400</b>	<b>570,454</b>

*Going concern (Note 3)*  
*Letter of intent (Note 12)*

Approved on behalf of the Board of Directors:

*signed "Jim Viccars"*  


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**Jim Viccars - Director**

*signed "Liz Bryant Viccars"*  


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**Liz Bryant Viccars - Director**

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

**AJA Health and Wellness Ltd.**  
**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss**  
(in Canadian Dollars)

For the:	Three months ended March 31, 2024 \$ (unaudited)	Three months ended March 31, 2023 \$ (unaudited)
<b>Revenue</b>	<b>154,556</b>	173,309
<b>Cost of sales</b>	<b>88,197</b>	113,143
	<b>66,359</b>	60,166
<b>Expenses</b>		
General and administrative expenses <i>(Note 11)</i>	<b>286,730</b>	236,078
Interest and bank charges <i>(Notes 7 and 8)</i>	<b>47,677</b>	44,889
Depreciation	<b>17,813</b>	18,116
	<b>352,220</b>	299,083
<b>Total loss and comprehensive loss</b>	<b>(285,861)</b>	(238,917)
Loss per share, basic and diluted	<b>(0.01)</b>	(0.01)
Weighted average shares outstanding, basic and diluted <i>(Note 9)</i>	<b>23,587,604</b>	18,605,186

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

**AJA Health and Wellness Ltd.**  
**Condensed Consolidated Interim Statement of Changes in Shareholders' Equity**  
*(in Canadian Dollars)*  
*(unaudited)*

		Share Capital		Reserves			Deficit	Total shareholders' equity
		Common Shares	Amount	Warrants	Contributed Surplus	Total		
<b>Balance at December 31, 2022</b>	#	26,313,383	4,217,431	125,000	2,009,325	2,134,325	(8,260,058)	(1,908,302)
Total loss and comprehensive loss		-	-	-	-	-	(238,917)	(238,917)
<b>Balance at March 31, 2023</b>	#	26,313,383	4,217,431	125,000	2,009,325	2,134,325	(8,498,975)	(2,147,219)
<b>Balance at December 31, 2023</b>	#	29,246,717	\$ 4,831,948	110,000	2,084,325	2,194,325	(9,411,474)	(2,385,201)
Issuance of class A shares		3,200,001	647,210	-	-	-	-	647,210
Exercise of performance warrants:								
Cash		1,000,000	50,000	-	-	-	-	50,000
Warrant value (note 10)		-	110,000	(110,000)	-	(110,000)	-	-
Total loss and comprehensive loss		-	-	-	-	-	(285,861)	(285,861)
<b>Balance at March 31, 2024</b>	#	<b>33,446,718</b>	<b>5,639,158</b>	-	<b>2,084,325</b>	<b>2,084,325</b>	<b>(9,697,335)</b>	<b>(1,973,852)</b>

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

**AJA Health and Wellness Ltd.**  
**Condensed Consolidated Interim Statements Changes in Cash Flows**  
(in Canadian Dollars)

For the:	Three months ended March 31, 2024	Three months ended March 31, 2023
	\$ (unaudited)	\$ (unaudited)
<b>Cash flows from operating activities</b>	<b>(285,861)</b>	<b>(238,917)</b>
Total loss and comprehensive loss		
Adjustments for:		
Depreciation	17,813	18,116
Interest	46,052	43,202
Changes in working capital accounts		
Trade and other receivables	26,181	(10,039)
Prepaid expenses and deposits	-	(3,062)
Trade and other payables	(13,968)	(19,731)
Net cash flows used in operations	<b>(209,783)</b>	<b>(210,431)</b>
<b>Cash flows from financing activities</b>		
Due to related parties	17,198	16,358
Share issuances	697,210	-
CEBA loan repayment	(20,000)	-
Office lease payments	(23,924)	(18,747)
Shareholder loans	(354,761)	200,339
Net cash flows provided by financing activities	<b>315,723</b>	<b>197,950</b>
<b>Increase (decrease) in cash</b>	<b>105,940</b>	<b>(12,481)</b>
<b>Cash, beginning of period</b>	<b>193,225</b>	<b>29,468</b>
<b>Cash, end of period</b>	<b>299,165</b>	<b>16,987</b>

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

**AJA Health and Wellness Ltd.**  
**Notes to the Condensed Consolidated Unaudited Interim Financial Statements**  
**For the three months ended March 31, 2024 and 2023**  
*(in Canadian Dollars)*

**1. General information**

These condensed consolidated interim financial statements represent the operations of AJA Health and Wellness Ltd. ("AJA Health") and its subsidiary AJA Therapeutics Inc. ("ATI"), collectively the "Company". AJA Health was incorporated on February 18, 2015 in Alberta under the name MyCare MedTech Inc. The name was subsequently changed on September 6, 2023 to AJA Health and Wellness Ltd. AJA Health is a privately owned Alberta-based Canadian telemedicine company that has developed GOeVisit, an innovative platform which provides virtual consultations 24/7 from coast to coast. It also operates two full-service travel clinics in Vancouver and Surrey, British Columbia. ATI was incorporated on April 5, 2019, in the state of Delaware, United States under the name MyCare MedTech USA, Inc. The name was subsequently changed to AJA Therapeutics Inc. on September 5, 2022. ATI has established virtual specialty clinics for special conditions, offering natural, non-prescription solutions and products with the potential to replace opioid drugs for chronic pain.

**2. Basis of presentation**

**a) Statement of compliance**

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee applicable to the preparation of condensed interim financial statements, including International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34") and have been prepared following the same accounting policies and method of computation as the annual consolidated financial statements for the year ended December 31, 2023. The disclosures provided below are incremental to those included with the annual consolidated financial statements. Certain information and disclosures normally included in the notes to the annual consolidated financial statements have been condensed or have been disclosed on an annual basis only. Accordingly, these condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed consolidated interim financial statements include the accounts of the Company and its 94% owned subsidiary, ATI. All intercompany transactions and balances have been eliminated on consolidation.

These financial statements were approved and authorized for issuance by the Board of directors on July 22, 2024.

**b) Functional and presentation currency**

The Company and its subsidiary's transactions are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"), which is in Canadian dollars for AJA Health and U.S. Dollars for ATI. The condensed consolidated interim financial statements are presented in Canadian dollars.

**c) Basis of measurement**

The condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

**d) Use of estimates and judgments**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual amounts may differ from these estimates.

Estimates, judgments and underlying assumptions are reviewed on an ongoing basis and revisions to accounting estimates are recognized in the period in which such estimates are revised if the revision affects only that period or in the period of the revision and future periods if the review affects both the current and future periods.

**AJA Health and Wellness Ltd.**  
**Notes to the Condensed Consolidated Unaudited Interim Financial Statements**  
**For the three months ended March 31, 2024 and 2023**  
*(in Canadian Dollars)*

**3. Going concern**

These condensed consolidated interim financial statements have been prepared on a going concern basis, which implies that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2024, the Company has a deficit balance of \$9,697,335 and a negative working capital balance of \$2,074,439 and, for the three months ended March 31, 2024, has a net loss of \$285,861 and negative cash flows from operating activities of \$209,783.

These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company actively manages its cash outflow to match to its cash generated from operations. To maximize cash generated from operations, the Company minimizes operating expenses and capital expenditures where possible. Management believes that successful execution of its business plan will result in sufficient cash flow and new financing to fund projected operational and investment requirements. However, no assurances can be given that the Company will be able to achieve all or substantially all of the objectives, or that sufficient financing from outside sources will be available.

**4. Material accounting policies**

The material accounting policies used in the preparation of these condensed consolidated interim financial statements are unchanged from those disclosed in the Company's consolidated financial statements for the year ended December 31, 2023.

**5. Investment**

On July 6, 2021, the Company acquired 125,000 common shares in a private company for \$50,000. It was determined that there was no change in the timing or amount of future cash flows resulting in no change to fair value as at March 31, 2024.

**6. Due to related parties**

The following amounts are transactions related to general and administrative expenses with related parties and are in the normal course of operations and initially recorded at fair value.

	<b>Three months ended March 31, 2024</b>	Three months ended March 31, 2023
Employee, close relative of a shareholder	<b>26,052</b>	25,200
Shareholder of the Company	<b>13,125</b>	13,125
Premier Diversified Holdings Inc., a shareholder	<b>(1,070)</b>	(995)
Aspen Marketing, a company controlled by the directors	<b>45,495</b>	50,032
	<b>\$ 83,602</b>	\$ 87,362

The amounts owing to each related party is non-interest bearing and due on demand and is as follows:

As at:	<b>March 31, 2024</b>	December 31, 2023
Assured Diagnosis Inc., a company controlled by the directors	<b>\$ 6,206</b>	\$ 6,206
Premier Diversified Holdings Inc., a shareholder	<b>172,432</b>	155,234
Aspen Marketing, a company controlled by the directors	<b>207,107</b>	207,107
	<b>\$ 385,745</b>	\$ 368,547

Key management includes the Company's directors and officers. Compensation awarded to key management for the three months ended March 31, 2024 included salaries and short term benefits of \$58,621 (March 31, 2023 – \$63,157).

**AJA Health and Wellness Ltd.**  
**Notes to the Condensed Consolidated Unaudited Interim Financial Statements**  
**For the three months ended March 31, 2024 and 2023**  
*(in Canadian Dollars)*

**7. Shareholder loans**

	March 31, 2024	March 31, 2023
Premier Diversified Holdings Inc.	1,625,270	1,945,107
Shareholder loan	143,243	140,099
	<b>1,768,513</b>	<b>2,085,206</b>

The Company entered into a loan agreement with Premier Diversified Holdings Inc. to provide a credit facility bearing interest at 9% per annum compounded monthly. The amounts outstanding are unsecured and due within one year and as such are recorded as a current liability.

The shareholder loan bears interest at 9% per annum, is due on demand and unsecured.

Interest accrued on the loans is added to the principal loan balance and included in the amounts outstanding above. During the three months ended March 31, 2024, the Company recognized interest expense related to these loans of \$38,069 (March 31, 2023 - \$38,235).

**8. Lease liability**

Future minimum lease payments under leases are as follows:

As at:	March 31, 2024	December 31, 2023
Within one year	86,610	96,825
After one year but not more than three years	208,895	225,384
More than three years	13,700	21,920

During the three months ended March 31, 2024 \$7,983 (March 31, 2023 - \$9,457) in interest expense was incurred on leases. The incremental borrowing rate is 12%. The current portion of lease liability is included within other current liabilities on the condensed consolidated interim statement of financial position.

**9. Share capital**

- a) There are unlimited number of common shares authorized for issuance and an unlimited number of preferred shares, issuable in series.

The Company has the following shares issued and outstanding:

	Number of shares	Amount \$
<i>Preferred shares:</i>		
Series 2 convertible preferred shares, balance December 2023, 2022 and 2021	7,707,690	1,519,467
<i>Common shares:</i>		
Balance, December 31, 2023	21,539,027	3,312,481
Issuance of Class A common shares	4,200,001	807,210
<b>Balance March 31, 2024</b>	<b>25,739,028</b>	<b>4,119,691</b>
<b>Total share capital</b>	<b>33,446,718</b>	<b>5,639,158</b>

- b) Basic per share amounts are calculated using the weighted average number of shares outstanding during the three months ended March 31, 2024 of 23,587,604 (March 31, 2023 – 18,605,186). The calculation of diluted loss per share equals basic loss per share.
- c) Subsequent to March 31, 2024, the Company completed two private placements totalling 2,933,334 class A common shares for gross proceeds of \$601,942. Of the total raised, \$328,332 was used to repay shareholder loans, \$109,444 was used for product development and marketing activities in ATI and the remainder for general corporate purposes.

**AJA Health and Wellness Ltd.**  
**Notes to the Condensed Consolidated Unaudited Interim Financial Statements**  
**For the three months ended March 31, 2024 and 2023**  
*(in Canadian Dollars)*

**10. Performance warrants**

As of January 1, 2021, the Company had 2,000,000 performance warrants available for issuance, upon approval by the Board of Directors, with each performance warrant entitling the holder to purchase one fully paid common share of the Company. Each performance warrant is exercisable to purchase one common share at a price of \$0.05 per share, vests immediately upon granting to a holder and expires on the earlier of the date which is two years after grate date, the date the Company common shares are listed and posted for trading on a stock exchange, two weeks prior to the completion of a change of control transaction and such a date as may be determined by the Company.

During the three months ended March 31, 2024 there were no performance warrants granted.

During the three months ended March 31, 2024 there were 1,000,000 performance warrants exercised.

**11. General and administrative expenses**

	<b>Three months ended March 31, 2024</b>	Three months ended March 31, 2023
Salaries and benefits	<b>93,148</b>	121,796
Professional fees	<b>125,634</b>	68,483
Office	<b>28,858</b>	8,477
Marketing	<b>17,529</b>	12,832
Telecommunications	<b>9,760</b>	11,964
Rent	<b>8,559</b>	10,746
Travel	<b>3,242</b>	1,780
	<b>286,730</b>	236,078

**12. Letter of intent**

On September 20, 2023, the Company entered into a non-binding letter of intent with Premier Diversified Holdings Inc. ("PDH), pursuant to which, subject to regulatory approval, PDH intends to acquire the issued and outstanding shares of the Company by way of share exchange, three-cornered amalgamation or other similar form of transaction. The final form of the transaction is subject to receipt of tax, corporate and securities law advice. Upon completion of the transaction, the resulting issuer will carry on the business of the Company.

Concurrent with the transaction, AJA Health has executed agreements to:

- a) convert 1,692,308 series 2 convertible preferred shares at a conversion ratio of 1.3 Class A common shares for each one series 2 convertible preferred share;
- b) convert all shareholder loans including accrued interest and subsequent repayments in the aggregate amount of \$1,503,615 into 7,518,075 Class A common shares at \$0.20 per share; and
- c) convert amounts due to related parties in the aggregate amount of \$352,681, excluding amounts owing to Assured Diagnosis Inc., into 2,351,207 Class A common shares at \$0.15 per share.

**13. Financial Instruments Capital Management**

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk and market risk. Market risk is comprised of interest rate, foreign currency and other price risk. The Company regularly evaluates and manages the risks assumed with its financial instruments.

Management of risks during the three months ended March 31, 2024 did not change materially from the year ended December 31, 2023. Additionally, there have been no changes to how the Company manages capital in 2024.

**SCHEDULE C**  
**FINANCIAL STATEMENTS OF ADI**  
**DECEMBER 31, 2023 AND 2022**

**Assured Diagnosis Inc.**  
**Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
*(in Canadian dollars)*

**Assured Diagnosis Inc.**  
**Financial Statements**  
**For the Years Ended December 31, 2023 and 2022**  
(in Canadian dollars)

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To the Directors of Assured Diagnosis Inc.:

## Opinion

We have audited the financial statements of Assured Diagnosis Inc. (the "Company"), which comprise the statement of financial position as at December 31, 2023, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023, and the results of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

## Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Material Uncertainty Related to Going Concern

We draw attention to Note 4 in the financial statements, which indicates that the Company had negative cash flows from operations and a net loss during the year ended December 31, 2023 and, as of that date, the Company had an accumulated deficit and a negative working capital balance. As stated in Note 4, these events or conditions, along with other matters as set forth in Note 4, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Calgary, Alberta

July 22, 2024

*MNP LLP*

Chartered Professional Accountants

**Assured Diagnosis Inc.**  
**Statements of Financial Position**  
(in Canadian dollars)

As at December 31,	2023 \$ <i>(audited)</i>	2022 \$ <i>(unaudited)</i>
<b>Assets</b>		
<b>Current</b>		
Cash	17,410	36,368
Receivables	21,014	-
Prepaid expenses	-	10,000
Due from related parties <i>(Note 8)</i>	6,206	8,206
<b>Total current assets</b>	<b>44,630</b>	<b>54,574</b>
<b>Non-current</b>		
Property and equipment <i>(Note 6)</i>	5,834	7,778
Intangible assets <i>(Note 7)</i>	30,214	60,425
<b>Total assets</b>	<b>80,678</b>	<b>122,777</b>
<b>Liabilities</b>		
<b>Current</b>		
Trade and other payables	66,615	51,322
Due to related parties <i>(Note 8)</i>	38,176	15,539
<b>Total current liabilities</b>	<b>104,791</b>	<b>66,861</b>
<b>Shareholders' Equity</b>		
Share capital <i>(Note 9)</i>	940,100	940,100
Deficit	(964,213)	(884,184)
<b>Total shareholders' (deficit) / equity</b>	<b>(24,113)</b>	<b>55,916</b>
<b>Total liabilities and shareholders' equity</b>	<b>80,678</b>	<b>122,777</b>

*Going concern (Note 4)*  
*Letter of intent (Note 13)*

Approved on behalf of the Board of Directors:

signed "Jim Viccars"  
**Jim Viccars - Director**

signed "Liz Bryant Viccars"  
**Liz Bryant Viccars - Director**

*The accompanying notes are an integral part of these financial statements.*

**Assured Diagnosis Inc.**  
**Statements of Loss and Comprehensive Loss**  
(in Canadian dollars)

For the years ended December 31,	2023 \$ (audited)	2022 \$ (unaudited)
<b>Revenue</b>	<b>393,657</b>	416,582
<b>Cost of sales</b>	<b>257,338</b>	288,244
	<b>136,319</b>	128,338
<b>Expenses</b>		
General and administrative expenses <i>(Note 12)</i>	<b>184,193</b>	197,857
Depreciation of property and equipment	<b>1,944</b>	1,944
Amortization of intangible assets <i>(Note 7)</i>	<b>30,211</b>	30,211
	<b>216,348</b>	230,012
<b>Total loss and comprehensive loss</b>	<b>(80,029)</b>	(101,674)
Loss per share – basic and diluted	<b>(0.01)</b>	(0.01)
Weighted average shares outstanding – basic and diluted <i>(note 9)</i>	<b>10,600,000</b>	10,600,000

*The accompanying notes are an integral part of these financial statements.*

**Assured Diagnosis Inc.**  
**Statement of Changes in Shareholders' Equity**  
(in Canadian dollars)

For the years ended December 31,	Share Capital			Total shareholders' equity
	Common Shares	Amount	Deficit	
<b>Balance at December 31, 2021 (unaudited)</b>	10,600,000	940,100	(782,510)	157,590
Total loss and comprehensive loss	--	--	(101,674)	(101,674)
<b>Balance at December 31, 2022 (unaudited)</b>	<b>10,600,000</b>	<b>940,100</b>	<b>(884,184)</b>	55,916
Total loss and comprehensive loss	--	--	(80,029)	(80,029)
<b>Balance at December 31, 2023</b>	<b>10,600,000</b>	<b>940,100</b>	<b>(964,213)</b>	<b>(24,113)</b>

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*The accompanying notes are an integral part of these financial statements.*

**Assured Diagnosis Inc.**  
**Statements of Changes in Cash Flows**  
(in Canadian dollars)

For the years ended December 31,	2023 \$ (audited)	2022 \$ (unaudited)
<b>Cash flows from operating activities</b>		
Total loss and comprehensive loss	(80,029)	(101,674)
Adjustments for:		
Depreciation	1,944	1,944
Amortization (Note 7)	30,211	30,211
Changes in working capital accounts		
Receivables	(21,014)	15,849
Prepaid expenses	10,000	(10,000)
Trade and other payables	15,293	51,127
Net cash flows used in operating activities	(43,595)	(12,543)
<b>Cash flows from financing activities</b>		
Repayment to related parties (Note 8)	24,637	(11,503)
Net cash flows used in financing activities	24,637	(11,503)
<b>Decrease in cash</b>	<b>(18,958)</b>	<b>(24,046)</b>
<b>Cash, beginning of year</b>	<b>36,368</b>	<b>60,414</b>
<b>Cash, end of year</b>	<b>17,410</b>	<b>36,368</b>

The accompanying notes are an integral part of these financial statements.

**Assured Diagnosis Inc.**  
**Notes to Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian dollars)

**1. General information**

These financial statements represent the operations of Assured Diagnosis Inc., (“ADI” or the “Company”). ADI was incorporated on September 22, 2009, in Alberta and is a privately owned Alberta-based company providing Canadians with access to North American healthcare facilities under its trademark, “MyCare”. MyCare products are primarily added as health insurance options to companies and associations in Canada as an addition to their employee benefit packages.

**2. Basis of presentation**

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board and interpretations issued by the International Financial Reporting Interpretations Committee and in effect as of January 1, 2023. These financial statements represent the first financial statements prepared under IFRS by the Company.

The financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency and have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

These financial statements were approved and authorized for issuance by the Board of directors on July 22, 2024.

**3. Significant accounting judgements, estimates and assumptions**

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect reported amounts of assets and liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the periods covered by the financial statements.

Judgements and estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. Changes in estimates are recorded in the accounting period in which they are determined.

**Judgements**

The key areas of judgement that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Going concern: Management has applied judgments in the assessment of the Company’s ability to continue as a going concern when preparing these financial statements. In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

Taxes: The Company recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available to utilize the Company’s deductible temporary differences which are based on management’s judgment on the degree of future taxable profits. To the extent that future taxable profits differ significantly from the estimates impacts the amount of the deferred tax assets management judges is probable.

**Estimates**

The key source of estimate uncertainty that has significant risk of causing material adjustment to the amounts recognized in the financial statements is taxes. Provisions and valuation allowances are made using the best estimate of the amount expected to be paid or received based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period; however, it is possible that at some future date an additional liability or asset could result from audits by taxing authorities. Where the outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions or recovery in the period in which such determination is made.

**Assured Diagnosis Inc.**  
**Notes to Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian dollars)

**4. Going concern**

These financial statements have been prepared on a going concern basis, which implies that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2023, the Company has a deficit balance of \$964,213 and a negative working capital balance of \$60,161 and, for the year then ended, has a net loss of \$80,029 and negative cash flows from operating activities of \$43,595.

These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company actively manages its cash outflow to match to its cash generated from operations. To maximize cash generated from operations, the Company minimizes operating expenses and capital expenditures where possible. Management believes that successful execution of its business plan will result in sufficient cash flow and new financing to fund projected operational and investment requirements. However, no assurances can be given that the Company will be able to achieve all or substantially all of the objectives, or that sufficient financing from outside sources will be available.

**5. Material accounting policies**

The accounting policies set out below have been applied consistently to all years presented in these financial statements, unless otherwise indicated.

***Cash***

Cash includes balances with banks.

***Receivables***

Receivables include commissions receivable due from third party administrators and are recognized on the date the Company becomes a party to the contractual provisions in the terms of the related insurance contract. Receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Receivables are recorded at the fair value of consideration received net of any impairment provisions.

***Property and equipment***

Property and equipment are recorded at cost, including all expenditures incurred to prepare an asset for its intended use.

Depreciation is based on the cost of an asset less its residual value and is provided over the expected useful life of the asset. Depreciation commences when an asset is available for use. Estimates of remaining useful life and residual values are reviewed annually and any changes in estimates are accounted for prospectively.

The Company depreciates all its assets on a straight-line basis over their estimated useful lives of five years.

The Company performs impairment testing on property and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset, or group of assets, may not be recoverable. The carrying amount of property and equipment is not recoverable if the carrying amount exceeds the sum of the undiscounted future cash flows from its use and disposal. Impairment is then measured as the amount by which the asset's carrying amount exceeds its fair value. Fair value is measured using prices for similar items. Any impairment is included in earnings for the year.

***Intangible assets***

Intangible assets consist of website development and are initially recognized at cost. The website costs consist of certain externally developed costs.

The Company assesses whether the useful life of an intangible asset is finite or indefinite. The Company amortizes intangible assets straight-line over its expected useful life of ten years.

Following initial recognition, intangible assets are carried at cost, less accumulated amortization and accumulated impairment losses, if any.

**Assured Diagnosis Inc.**  
**Notes to Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian dollars)

**5. Material accounting policies (continued)**

The intangible asset is tested for impairment when events or circumstances indicate that the carrying value may not be recoverable. When the recoverable amount is less than the net carrying value an impairment loss is recognized in profit. In the event that the value of previously impaired assets recover, the previously recognized impairment loss is recovered in profit at that time. The recovery is limited to the original carrying amount at the time of impairment, net of any amortization that would have been recorded had the asset not been impaired.

***Revenue recognition***

Revenue is comprised of gross premiums due from the insured third party and is recognized in the period when premiums are due. Gross premiums are not reduced for commissions, brokerage fees or underwriting costs that may be incurred by a third-party administrator or insurer. These expenses are included in cost of sales and are recognized when incurred.

***Taxes***

Tax expense comprises current and deferred tax. Tax is recognized in the statement of loss and comprehensive loss except to the extent it relates to items recognized in other comprehensive loss or directly in equity.

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

***Financial instruments***

Financial assets are classified into the following categories: (1) measured at amortized cost and (2) fair value through profit and loss ("FVTPL") and (3) fair value through other comprehensive income ("FVTOCI"). Financial liabilities are subsequently measured at amortized cost, other than financial liabilities that are measured at FVTPL or designated as FVTPL where any change in fair value resulting from an entity's own credit risk is recorded as other comprehensive income ("OCI").

The Company measures its financial assets and financial liabilities at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification which in the case of financial assets, is determined by the context of the Company's business model and the contractual cash flow characteristics of the financial asset.

The Company classifies its receivables, due from related parties, trade and other payables and due to related parties as measured at amortized cost. The Company has classified its cash at FVTPL. The contractual cash flows received from the financial assets are solely payments of principal and interest and are held within a business model whose objective is to collect the contractual cash flows. Except for cash, there are no financial assets or financial liabilities classified as FVTPL.

All financial assets are assessed for impairment at each reporting date. Impairment is recognized in profit when there is objective evidence that a loss event has occurred which has impaired future cash flows of an assets.

**Assured Diagnosis Inc.**  
**Notes to Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian dollars)

**5. Material accounting policies (continued)**

Receivables are considered impaired when there is objective evidence of deterioration in credit quality that indicates the Company no longer has reasonable assurance that the full amount of principal and interest will be collected. The Company then establishes specific provisions for losses and balances are subsequently measured at their net realizable amount based on discounting the cash flows at the original effective interest rate inherent in the receivable or the fair value of the underlying security. Changes in the net realizable value of impaired receivables are recognized in comprehensive loss.

***Trade and other payables***

Trade and other payables are classified as other financial liabilities and are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method.

***Loss per share***

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated by adjusting the number of common shares for the effects of dilutive options and other dilutive potential units. Diluted loss per share does not adjust the loss attributable to common shareholders on the weighted average number of common shares outstanding when the effect is antidilutive. Shares held in escrow that are only released upon contingent events are not included in the calculation of the weighted average number of common shares.

***Recent accounting pronouncements***

International Accounting Standard (“IAS”) 1 and IFRS Practice Statement (“PS”) 2: In February 2021, the IASB issued amendments to IAS 1 and the IFRS PS 2, Making Materiality Judgements, to provide guidance on the application of materiality judgments to accounting policy disclosures. The amendments to IAS 1 replace the requirement to disclose “significant” accounting policies with a requirement to disclose “material” accounting policies. The standard was adopted by the Company on January 1, 2023.

**6. Property and equipment**

During the year, there were no purchases or disposals (December 31, 2022 - \$Nil).

**7. Intangible assets**

	<b>\$</b>
<b>Cost</b>	
Balance December 31, 2021, 2022 and 2023	<b>302,111</b>
<b>Accumulated amortization</b>	
Balance, December 31, 2021	211,475
Depreciation	30,211
Balance, December 31, 2022	241,686
Depreciation	30,211
Balance, December 31, 2023	<b>271,897</b>
Net book value, December 31, 2022	60,425
<b>Net book value, December 31, 2023</b>	<b>30,214</b>

**Assured Diagnosis Inc.**  
**Notes to Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian dollars)

**8. Due to related parties**

The Company has a consulting services agreement with a related party which provides for management services paid with a combination of a fixed monthly fee and a royalty based on certain monthly invoices revenues. The related party is controlled by a shareholder of the Company. There was \$78,862 costs incurred by the Company during the year ended December 31, 2023 (December 31, 2022 - \$79,754). These transactions are in the normal course of operations and are initially recorded at fair value. Amounts owing under this agreement are payable upon receipt of invoice, due on demand and bear no interest. As at December 31, 2023, the amount owing to the related parties for the above noted services is \$13,476 (December 31, 2022 - \$15,539).

There was \$24,700 incurred by the Company during the year for professional services paid for by a company related through common directors (December 31, 2022 - \$nil). The amount is due on demand, non-interest bearing and unsecured.

Amounts due from related parties of \$6,206 (December 31, 2022 - \$8,206) are due from a company related through common directors. The amount is due on demand, non-interest bearing and unsecured.

Key management includes the Company's directors and officers. Compensation awarded to key management included salaries and short term benefits of \$63,000 (December 31, 2022 - 68,854).

**9. Share capital**

- a) There are an unlimited number of common shares authorized and an unlimited number of preferred shares authorized and issuable in series.

The Company has the following shares issued and outstanding:

	Number of shares	Amount \$
<b>Class A Common shares</b>	<b>6,600,000</b>	6,600
<b>Class B Common shares</b>	<b>900,000</b>	45,000
<b>Class D Common shares</b>	<b>3,100,000</b>	888,500
<b>Balance, December 31, 2023, 2022, and 2021</b>	<b>10,600,000</b>	<b>940,100</b>

- b) Basic per share amounts are calculated using the weighted average number of shares outstanding during the year ended December 31, 2023 of 10,600,000 (December 31, 2022 - 10,600,000). The calculation of diluted loss per share equals basic loss per share.

**10. Taxes**

The tax provision differs from the amount that would be computed by applying the expected tax rates to the loss before taxes. The reasons for the difference are as follows:

	2023	2022
Loss before taxes	<b>(80,029)</b>	(101,674)
Statutory tax rate	<b>23%</b>	23%
Expected tax recovery	<b>18,407</b>	23,385
Tax asset not recognized	<b>(18,407)</b>	(23,385)
Tax recovery	-	-

Deferred tax assets have not been recognized in respect of the following gross temporary differences because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

	2023	2022
Non-capital losses	486,735	411,706
Total timing differences	<b>486,735</b>	411,706

The Company has non-capital losses of \$478,919 (December 31, 2022 - \$435,779) that are available to be carried forward and applied to future income for tax purposes and which will begin to expire in 2033 if not utilized.

**Assured Diagnosis Inc.**  
**Notes to Financial Statements**  
**For the years ended December 31, 2023 and 2022**  
(in Canadian dollars)

**11. Financial instruments**

The Company, as part of its operations, carries limited financial instruments. It is management's opinion that the Company is not exposed to significant interest rate, currency, credit, or other price risks arising from these financial instruments except as otherwise disclosed.

***Credit risk***

The Company is exposed to credit risk resulting from the possibility that counter parties may default on their financial obligations. The Company deals with creditworthy counterparties to mitigate the risk of financial loss from defaults. The Company monitors credit risk of customers through credit rating reviews. The Company deals largely with well established third party administrators and brokers to mitigate credit risk. The Company deals with Canadian financial institutions to mitigate the risk of financial loss relating to cash and cash equivalents.

The Company believes that there is no unusual exposure associated with the collection of amounts due from counterparties. The Company performs regular credit assessments of its customers and provides allowances for potentially uncollectible accounts receivable. There was five third party administrators which accounted for 95% of the Company's revenue for the year ended December 31, 2023 (2022 – five third party administrators at 84%). Approximately 82% of receivables are less than 30 days old. The remaining amount has been collected subsequent to year end.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. This risk relates to the Company's ability to generate or obtain sufficient cash to satisfy these financial obligations as they become due. The Company's process for managing liquidity risk includes preparing and monitoring capital and operating budgets, coordinating and authorizing expenditures and authorization of contractual agreements. The Company may seek additional financing based on the results of these processes. The budgets are updated with forecasts when required and as conditions change. Cash and cash equivalents are available and are expected to be available to satisfy the Company's short and long-term requirements.

***Capital management***

The Company's objectives when managing capital are to maintain financial flexibility to meet financial obligations, to facilitate growth, and to optimize the use of capital resources to provide an appropriate investment return to its shareholders. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company considers its capital structure to include shareholders' equity, term debt, capital leases and working capital.

**12. General and administrative expenses**

The components of general and administrative expenses are as follows:

	<b>2023</b>	<b>2022</b>
Accounting and legal professional services	\$ 109,330	\$ 125,318
Management fees	63,000	68,854
Office	4,653	3,685
Marketing	7,210	-
	<b>\$ 184,193</b>	<b>\$ 197,857</b>

**13. Letter of intent**

On September 20, 2023, the Company entered into a non-binding letter of intent with Premier Diversified Holdings Inc. ("PDH), pursuant to which, subject to regulatory approval, PDH intends to acquire the issued and outstanding shares of the Company by way of share exchange, three-cornered amalgamation or other similar form of transaction. The final form of the transaction is subject to receipt of tax, corporate and securities law advice. Upon completion of the transaction, the resulting issuer will carry on the business of the Company.

Concurrent with the closing of the transaction, the Company executed an agreement to convert existing debts due to a related party in the aggregate amount of \$24,700 into 123,500 Class A Common Shares at \$0.20 per share.

**SCHEDULE D  
FINANCIAL STATEMENTS OF ADI  
MARCH 31, 2024 AND 2023**

**Assured Diagnosis Inc.**  
**Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2024 and 2023**  
*(in Canadian dollars)*  
*(Unaudited)*

**Assured Diagnosis Inc.**  
**Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2024 and 2023**  
*(in Canadian dollars)*  
*(unaudited)*

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Notes to Condensed Interim Financial Statements	5

**Assured Diagnosis Inc.**  
**Condensed Interim Statements of Financial Position**  
(in Canadian dollars)

As at:	March 31, 2024	December 31, 2023
	\$	\$
	<i>(unaudited)</i>	<i>(audited)</i>
<b>Assets</b>		
<b>Current</b>		
Cash	15,445	17,410
Receivables	6,523	21,014
Due from related parties <i>(Note 5)</i>	6,206	6,206
<b>Total current assets</b>	<b>28,174</b>	<b>44,630</b>
<b>Non-current</b>		
Property and equipment	5,523	5,834
Intangible assets	22,661	30,214
<b>Total assets</b>	<b>56,358</b>	<b>80,678</b>
<b>Liabilities</b>		
<b>Current</b>		
Trade and other payables	65,395	66,615
Due to related parties <i>(Note 5)</i>	40,535	38,176
<b>Total current liabilities</b>	<b>105,930</b>	<b>104,791</b>
<b>Shareholders' Deficit</b>		
Share capital <i>(Note 6)</i>	940,100	940,100
Deficit	(989,672)	(964,213)
<b>Total shareholders' deficit</b>	<b>(49,572)</b>	<b>(24,113)</b>
<b>Total liabilities and shareholders' deficit</b>	<b>56,358</b>	<b>80,678</b>

*Going concern (Note 3)*  
*Letter of intent (Note 8)*

Approved on behalf of the Board of Directors:

*signed "Jim Viccars"*  
\_\_\_\_\_  
**Jim Viccars - Director**

*signed "Liz Bryant Viccars"*  
\_\_\_\_\_  
**Liz Bryant Viccars - Director**

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

**Assured Diagnosis Inc.**  
**Condensed Interim Statements of Loss and Comprehensive Loss**  
(in Canadian dollars)

For the three months ended	<b>March 31, 2024</b>	March 31, 2023
	\$	\$
	<i>(unaudited)</i>	<i>(unaudited)</i>
<b>Revenue</b>	<b>94,115</b>	97,760
<b>Cost of sales</b>	<b>60,239</b>	65,795
	<b>33,876</b>	31,965
<b>Expenses</b>		
General and administrative expenses <i>(Note 7)</i>	<b>51,471</b>	49,100
Depreciation of property and equipment	<b>311</b>	389
Amortization of intangible assets	<b>7,553</b>	7,553
	<b>59,335</b>	57,042
<b>Total loss and comprehensive loss</b>	<b>(25,459)</b>	(25,077)
Loss per share – basic and diluted	<b>(0.00)</b>	(0.00)
Weighted average shares outstanding – basic and diluted <i>(note 6)</i>	<b>10,600,000</b>	10,600,000

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

**Assured Diagnosis Inc.**  
**Condensed Interim Statement of Changes in Shareholders' (Deficit) Equity**  
*(in Canadian dollars)*  
*(unaudited)*

	Share Capital			Total shareholders' (deficit) equity
	Common Shares	Amount	Deficit	
<b>Balance at December 31, 2022</b>	10,600,000	940,100	(884,184)	55,916
Total loss and comprehensive loss	--	--	(25,077)	(25,077)
<b>Balance at March 31, 2023</b>	<b>10,600,000</b>	<b>940,100</b>	<b>(909,261)</b>	30,839
<b>Balance at December 31, 2023</b>	<b>10,600,000</b>	<b>940,100</b>	<b>(964,213)</b>	<b>(24,113)</b>
Total loss and comprehensive loss	--	--	(25,459)	(25,459)
<b>Balance at March 31, 2024</b>	<b>10,600,000</b>	<b>940,100</b>	<b>(989,672)</b>	<b>(49,572)</b>

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

**Assured Diagnosis Inc.**  
**Condensed Interim Statements of Changes in Cash Flows**  
(in Canadian dollars)

For the three months ended	March 31, 2024	March 31, 2023
	\$	\$
	<i>(unaudited)</i>	<i>(unaudited)</i>
<b>Cash flows from operating activities</b>		
Total loss and comprehensive loss	(25,459)	(25,077)
Adjustments for:		
Depreciation	311	389
Amortization	7,553	7,553
Changes in working capital accounts		
Receivables	14,491	(4,178)
Prepaid expenses	-	10,000
Trade and other payables	(1,220)	8,026
Net cash flows used in operating activities	(4,324)	(3,287)
<b>Cash flows from financing activities</b>		
Advances from (repayment to) related parties	2,359	(13,623)
Net cash flows provided by (used in) financing activities	2,359	(13,623)
<b>Decrease in cash</b>	<b>(1,965)</b>	<b>(16,910)</b>
<b>Cash, beginning of period</b>	<b>17,410</b>	<b>36,368</b>
<b>Cash, end of period</b>	<b>15,445</b>	<b>19,458</b>

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

**Assured Diagnosis Inc.**  
**Notes to Condensed Unaudited Interim Financial Statements**  
**For the three months ended March 31, 2024 and 2023**  
(in Canadian dollars)

**1. General information**

These condensed interim financial statements represent the operations of Assured Diagnosis Inc., (“ADI” or the “Company”). ADI was incorporated on September 22, 2009, in Alberta and is a privately owned Alberta-based company providing Canadians with access to North American healthcare facilities under its trademark, “MyCare”. MyCare products are primarily added as health insurance options to companies and associations in Canada as an addition to their employee benefit packages.

**2. Basis of presentation**

**a) Statement of compliance**

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee applicable to the preparation of condensed interim financial statements, including International Accounting Standard 34, “Interim Financial Reporting” (“IAS 34”) and have been prepared following the same accounting policies and method of computation as the annual financial statements for the year ended December 31, 2023. The disclosures provided below are incremental to those included with the annual financial statements. Certain information and disclosures normally included in the notes to the annual financial statements have been condensed or have been disclosed on an annual basis only. Accordingly, these condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS as issued by the IASB.

These financial statements were approved and authorized for issuance by the Board of directors on July 22, 2024.

**b) Basis of measurement**

The financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency and have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

**c) Use of estimates and judgments**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual amounts may differ from these estimates.

Estimates, judgments and underlying assumptions are reviewed on an ongoing basis and revisions to accounting estimates are recognized in the period in which such estimates are revised if the revision affects only that period or in the period of the revision and future periods if the review affects both the current and future periods.

**3. Going concern**

These condensed interim financial statements have been prepared on a going concern basis, which implies that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2024, the Company has a deficit balance of \$989,672 and a negative working capital balance of \$77,756 and, for the three months ended March 31, 2024, has a net loss of \$25,459 and negative cash flows from operating activities of \$4,324.

These factors indicate the existence of material uncertainty that may cast significant doubt on the Company’s ability to continue as a going concern. The Company actively manages its cash outflow to match to its cash generated from operations. To maximize cash generated from operations, the Company minimizes operating expenses and capital expenditures where possible. Management believes that successful execution of its business plan will result in sufficient cash flow and new financing to fund projected operational and investment requirements. However, no assurances can be given that the Company will be able to achieve all or substantially all of the objectives, or that sufficient financing from outside sources will be available.

**Assured Diagnosis Inc.**  
**Notes to Condensed Unaudited Interim Financial Statements**  
**For the three months ended March 31, 2024 and 2023**  
(in Canadian dollars)

**4. Material accounting policies**

The material accounting policies used in the preparation of these condensed consolidated interim financial statements are unchanged from those disclosed in the Company's consolidated financial statements for the year ended December 31, 2023.

**5. Due to and from related parties**

The Company has a consulting services agreement with a related party which provides for management services paid with a combination of a fixed monthly fee and a royalty based on certain monthly invoices revenues. The related party is controlled by a shareholder of the Company. There was \$18,108 costs incurred by the Company during the three months ended March 31, 2024 (March 31, 2023 - \$18,188). Amounts owing under this agreement are payable upon receipt of invoice, due on demand and bear no interest. As at March 31, 2024, the amount owing to the related parties for the above noted services is \$15,835 (December 31, 2023 - \$1,916).

There was \$24,700 incurred by the Company during the three months ended December 31, 2023 for professional services paid for by a company related through common directors (March 31, 2023 - \$nil). The amount remains outstanding as at March 31, 2024, is due on demand, non-interest bearing and unsecured.

Amounts due from related parties of \$6,206 (March 31, 2023 - \$8,206) are due from a company related through common directors. The amount is due on demand, non-interest bearing and unsecured.

Key management includes the Company's directors and officers. Compensation awarded to key management included management fees of \$15,750 (March 31, 2023 – \$15,750).

These transactions are in the normal course of operations and are initially recorded at fair value.

**6. Share capital**

- a) There are an unlimited number of common shares authorized and an unlimited number of preferred shares authorized and issuable in series.

The Company has the following shares issued and outstanding:

	<b>Number of shares</b>	<b>Amount \$</b>
<b>Class A Common shares</b>	<b>6,600,000</b>	6,600
<b>Class B Common shares</b>	<b>900,000</b>	45,000
<b>Class D Common shares</b>	<b>3,100,000</b>	888,500
<b>Balance, March 31, 2024 and December 31, 2023</b>	<b>10,600,000</b>	<b>940,100</b>

- b) Basic per share amounts are calculated using the weighted average number of shares outstanding during the three months ended March 31, 2024 of 10,600,000 (December 31, 2023 – 10,600,000). The calculation of diluted loss per share equals basic loss per share.

**Assured Diagnosis Inc.**  
**Notes to Condensed Unaudited Interim Financial Statements**  
**For the three months ended March 31, 2024 and 2023**  
(in Canadian dollars)

**7. General and administrative expenses**

The components of general and administrative expenses are as follows:

	<b>March 31, 2024</b>		March 31, 2023
Accounting and legal professional services	\$ 32,517	\$	27,730
Management fees	15,750		15,750
Office	3,204		887
Marketing	-		4,733
	<b>\$ 51,471</b>	<b>\$</b>	<b>49,100</b>

**8. Letter of intent**

On September 20, 2023, the Company entered into a non-binding letter of intent with Premier Diversified Holdings Inc. ("PDH), pursuant to which, subject to regulatory approval, PDH intends to acquire the issued and outstanding shares of the Company by way of share exchange, three-cornered amalgamation or other similar form of transaction. The final form of the transaction is subject to receipt of tax, corporate and securities law advice. Upon completion of the transaction, the resulting issuer will carry on the business of the Company.

Concurrent with the closing of the transaction, the Company executed an agreement to convert existing debts due to a related party in the aggregate amount of \$24,700 into 123,500 Class A Common Shares at \$0.20 per share.

**9. Financial Instruments and Capital Management**

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk and market risk. Market risk is comprised of interest rate, foreign currency and other price risk. The Company regularly evaluates and manages the risks assumed with its financial instruments.

Management of risks during the three months ended March 31, 2024 did not change materially from the year ended December 31, 2023. Additionally, there have been no changes to how the Company manages capital in 2024.

**SCHEDULE E**  
***PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS***

**AJA HEALTH AND WELLNESS INC. (FORMERLY PREMIER DIVERSIFIED HOLDINGS  
INC.) PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS  
AS AT MARCH 31, 2024**

*(UNAUDITED)*

**EXPRESSED IN CDN\$**

**AJA HEALTH AND WELLNESS INC. (formerly PREMIER DIVERSIFIED HOLDINGS INC.)**  
**Consolidated Statement of Financial Position (Expressed in Canadian dollars)**  
**(Unaudited)**

As at March 31, 2024	PDH	AJA Health	ADI	Pro forma adjustments	Notes	Total
	\$	\$	\$	\$		\$
<b>ASSETS</b>						
<b>Current assets</b>						
Cash and cash equivalents	87,907	299,165	15,445	2,500,000	3e	2,902,517
Trade and other receivables	-	39,024	6,523	-		45,547
Prepaid expenses and deposits	-	27,593	-	-		27,593
Due from related parties	-	-	6,206	(6,206)	3f	-
	87,907	365,782	28,174	2,493,794		2,975,657
Property and equipment, net	-	216,618	5,523	-		222,141
Intangible assets	-	-	22,661	-		22,661
Investment	-	50,000	-	-		50,000
<b>TOTAL ASSETS</b>	<b>87,907</b>	<b>632,400</b>	<b>56,358</b>	<b>2,493,794</b>		<b>3,270,459</b>
<b>LIABILITIES</b>						
<b>Current liabilities</b>						
Trade and other payables	343,950	168,613	65,395	400,000	3f	977,958
Due to (from) related parties	-	385,745	40,535	(413,475)	3c, 3f	12,805
Other current liabilities	-	117,350	-	-		117,350
Shareholder loans	5,300,311	1,768,513	-	(7,068,824)	3a,3c, 3d	-
	5,644,261	2,440,221	105,930	(7,082,299)		1,108,113
Other non-current liabilities	-	166,032	-	-		166,032
<b>TOTAL LIABILITIES</b>	<b>5,644,261</b>	<b>2,606,253</b>	<b>105,930</b>	<b>(7,082,299)</b>		<b>1,274,145</b>
<b>SHAREHOLDERS' EQUITY</b>						
Share capital	29,525,931	5,639,157	940,100	876,622	3a	
				221,861	3b	
				1,696,376	3c	
				5,927,164	3d	
				(29,525,931)	3f	
				3,037,070	3f	
				2,500,000	3e	20,838,350
Contributed surplus	879,433	2,084,325	-	(1,101,294)	3b, 3f	1,862,464
Deficit	(35,961,718)	(9,697,335)	(989,672)	25,944,225	3a,3d,3f	(20,704,500)
<b>TOTAL SHAREHOLDERS' EQUITY (DEFICIT)</b>	<b>(5,556,354)</b>	<b>(1,973,853)</b>	<b>(49,572)</b>	<b>9,576,093</b>		<b>1,996,314</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>87,907</b>	<b>632,400</b>	<b>56,358</b>	<b>2,493,794</b>		<b>3,270,459</b>

**AJA HEALTH AND WELLNESS INC. (formerly PREMIER DIVERSIFIED HOLDINGS INC.)**  
**Consolidated Income Statement (Expressed in Canadian dollars)**  
**(Unaudited)**

For the twelve months ended September 30, 2023	PDH	AJA Health	ADI	Pro forma adjustments	Notes	Total
	\$	\$		\$		\$
<b>Revenue</b>	-	536,099	622,090	-		1,158,189
<b>Cost of sales</b>	-	289,282	420,126	-		709,408
		246,817	201,964	-		448,781
<b>Expenses</b>						
General and administrative	529,317	1,129,771	232,094	-		1,891,182
Interest and bank charges	256,855	197,321	-	-		454,176
Expected credit losses	3,639,405	-	-	(2,324,816)	3f	1,314,589
Impairment losses	926,363	-	-	(811,004)	3f	115,359
Share of loss in associate	548,774	-	-	(362,400)	3f	186,374
Amortization	-	69,887	48,234	-		118,121
Gain on modification of promissory note	(709,103)	-	-	-		(709,103)
Listing costs and other expense(income)	(22,614)	-	-	2,893,113	3f	2,870,499
	5,168,997	1,396,979	280,328	(605,107)		6,241,197
<b>Net loss</b>	(5,168,997)	(1,150,162)	(78,364)	605,107		(5,792,416)

For the six months ended March 31, 2024	PDH	AJA Health	ADI	Pro forma adjustments	Notes	Total
	\$	\$		\$		\$
<b>Revenue</b>	-	249,980	185,219	-		435,199
<b>Cost of sales</b>	-	139,506	116,819	-		256,325
	-	110,474	68,400	-		178,874
<b>Expenses</b>						
General and administrative	589,245	542,613	111,691	-		1,243,549
Interest and bank charges	360,917	111,302	-	-		472,219
Expected credit losses	103,129	-	-	(64,134)	3f	38,995
Recovery of expected credit losses	(526,088)	-	-	526,088	3f	-
Amortization	-	35,862	15,902	-		51,764
Other expense(income)	(16,006)	-	-	-		(16,006)
	511,197	689,777	127,593	461,954		1,790,521
<b>Net loss</b>	(511,197)	(579,303)	(59,193)	(461,954)		(1,611,647)

**AJA HEALTH AND WELLNESS INC. (formerly PREMIER DIVERSIFIED HOLDINGS INC.)**  
**Notes to the Consolidated Statements (Expressed in Canadian dollars)**  
**(Unaudited)**

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**1. BASIS OF PRESENTATION AND PREPARATION**

Premier Diversified Holdings Inc. ("PDH") was formed by a Certificate of Amalgamation pursuant to the Business Corporations Act (British Columbia) on July 16, 2010 and its shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "PDH".

AJA Health and Wellness Ltd. ("AJA Health") was incorporated on February 18, 2015 in Alberta under the name MyCare MedTech Inc. The name was subsequently changed on September 6, 2023 to AJA Health and Wellness Ltd. No securities of AJA Health are currently publicly traded on any stock exchange and AJA Health is not a reporting issuer in any jurisdiction.

AJA Therapeutics Inc. ("ATI") is a 94% owned subsidiary of AJA Health and was incorporated on April 5, 2019, in the state of Delaware, United States under the name MyCare MedTech USA, Inc. The name was subsequently changed to AJA Therapeutics Inc. on September 5, 2022. No securities of ATI are currently publicly traded on any stock exchange and ATI is not a reporting issuer in any jurisdiction.

Assured Diagnosis Inc. ("ADI") was incorporated on September 22, 2009 in Alberta. No securities of ADI are currently publicly traded on any stock exchange and ADI is not a reporting issuer in any jurisdiction.

At the request of PDH, trading in the PDH Shares was halted on September 20, 2023 following the execution of the Letter of Intent in respect of the transaction described in note 2 Summary of Proposed Transaction (the "Transaction"). The closing price of the PDH Shares prior to the halt was \$0.055. Trading in PDH Shares remains halted as of the date of these unaudited pro forma consolidated financial statements.

The unaudited pro forma consolidated financial statements give effect to the Transaction as if it had occurred on October 1, 2022. These unaudited pro forma consolidated financial statements have been prepared by management for inclusion in PDH's information circular to be dated on or about dated August 6, 2024.

The unaudited pro-forma consolidated statement of financial position is the result of combining the unaudited condensed interim consolidated statement of financial position of PDH, the unaudited condensed interim consolidated statement of financial position of AJA Health and the unaudited condensed interim statement of financial position of ADI as at March 31, 2024.

The unaudited pro-forma consolidated income statement for the twelve months ended September 30, 2023 is the result of combining the audited consolidated income statement of PDH for the year ended September 30, 2023 and the unaudited condensed interim consolidated income statements of AJA Health and the unaudited condensed interim income statements of ADI for the three months ended December 31, 2022 and the nine months ended September 30, 2023.

The unaudited pro-forma consolidated income statement for the six months ended March 31, 2024 is the result of combining the unaudited condensed interim consolidated income statement of PDH for the six months ended March 31, 2024, the unaudited condensed interim consolidated income statement of AJA Health and the unaudited condensed interim income statement of ADI for the three months ended December 31, 2023 and the three months ended March 31, 2024.

The unaudited pro forma consolidated financial statements have been prepared for illustrative purposes only and may not be indicative of the combined entities' financial position that would have occurred if the acquisition had been in effect at the date indicated. Actual amounts recorded upon consummation of the Agreement will likely differ from those recorded in the unaudited pro forma consolidated statement of financial position.

The unaudited pro forma consolidated financial statements have been prepared in accordance with PDH, AJA Health and ADI, accounting policies, as disclosed in PDH's audited consolidated financial statements for the year ended September 30, 2023, in the AJA Health audited consolidated financial statements for the year ended December 31, 2023 and in the ADI audited financial statements for the year ended December 31, 2023. There are no material differences in accounting policies between PDH, AJA Health and ADI.

It is management of PDH's opinion that the unaudited pro-forma consolidated financial statements includes all adjustments required for the fair presentation, in all material respects, of the transaction described in Note 2 in accordance with IFRS.

**AJA HEALTH AND WELLNESS INC. (formerly PREMIER DIVERSIFIED HOLDINGS INC.)**  
**Notes to the Consolidated Statements (Expressed in Canadian dollars)**  
**(Unaudited)**

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**2. SUMMARY OF PROPOSED TRANSACTION**

PDH has entered into an amalgamation agreement (the "AJA Health Agreement") with AJA Health and ("Subco 1"), pursuant to which, PDH will acquire all of the issued and outstanding Class A common shares ("AJA Class A Shares") and series 2 preferred shares of AJA Health ("AJA Preferred Shares" and together with the AJA Class A Shares, the "AJA Shares") (the "AJA Health Acquisition"). The AJA Health Agreement sets out the terms of the AJA Health Acquisition including, the exchange of common shares of PDH ("PDH Shares") for the AJA Shares at a ratio of one PDH Share for every one AJA Share.

PDH has entered into an amalgamation agreement (the "ADI Agreement") with ADI and ("Subco 2"), pursuant to which, PDH will acquire all of the issued and outstanding shares of ADI (the "ADI Shares") (the "ADI Acquisition"). The ADI Agreement sets out the terms of the ADI Acquisition including the exchange of PDH Shares for ADI Shares at a ratio of one PDH Share for every one ADI Share.

PDH has entered into a share purchase agreement (the "ATI Agreement") with ATI, James Viccars, Elizabeth Bryant Viccars and Deluxe Holdings Inc. ("DHI") pursuant to which, among other things, PDH will acquire all of the shares of ATI (the "ATI Shares") held by James Viccars, Elizabeth Bryant Viccars and DHI (the "ATI Acquisition"). The ATI Agreement sets out the terms of the ATI Acquisition including, among other things, the exchange of PDH Shares for ATI Shares at a ratio of one PDH Share for every one ATI Share.

The AJA Health Acquisition, ADI Acquisition and ATI Share Purchase together (the "Acquisition") will constitute a reverse takeover transaction (the "RTO") of PDH as AJA Health, ADI and ATI are considered entities under common control and therefore, collectively, are considered the acquiring entity.

**3. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS**

The pro forma consolidated statement of financial position was prepared based on the following assumptions and adjustments:

- a) On May 10, 2024 and June 26, 2024, AJA Health issued a total of 2,933,334 AJA Shares for gross proceeds of \$601,942 with \$328,332 reducing a shareholder loan, \$109,444 for product development in ATI and the remainder for general corporate purposes.
- b) On June 3, 2024, AJA Health entered into an agreement to convert 1,692,308 series 2 preferred shares into 2,200,001 AJA Shares at a ratio of 1.3 AJA Shares for each series 2 preferred share. The weighted average cost basis for the series 2 preferred shares was \$0.19 per share with the difference of \$221,861 reducing contributed surplus. The conversion will be subject to the closing of the RTO and will occur concurrently with closing.
- c) On June 5, 2024, AJA Health entered into an agreement to convert \$207,107 into 1,380,714 AJA Health Shares related to settlement off due to related parties. Additionally, on June 5, 2024, ADI entered into an agreement to convert \$24,700 into 123,500 AJA Health Shares related to due to related parties. On June 30, 2024, AJA Health entered into an agreement to convert certain debts in the aggregate amount of \$1,365,333 into 6,826,665 AJA Health Shares. Of this amount \$1,192,901 related to shareholder loans and \$172,432 related to due to related parties. The conversion will be subject to the closing of the RTO and will occur concurrently with closing.
- d) On June 5, 2024 PDH entered into a Debt Settlement Agreement with MPIC Fund I LP ("MPIC") to convert \$5,927,164 into 29,635,820 PDH Shares. The conversion will be subject to the closing of the Acquisition and will occur concurrently with closing. Interest and accretion between PDH and MPIC increased during the period of April 1, 2024 to June 5, 2024 by \$626,853.
- e) In connection with the Acquisition, AJA Health will complete a private placement to raise gross proceeds of a minimum \$2,000,000 to a maximum \$2,500,000 through the issuance of up to 12,500,000 AJA Common Shares at a deemed price per share of \$0.20. The proceeds raised through the Private Placement will be used to fund the Acquisition and for working capital purposes. For purposes of these proforma consolidated financial statements the maximum gross proceeds has been reflected in the consolidated statement of financial position.
- f) The shareholders of AJA Health, ATI and ADI will acquire control of PDH, thereby constituting a reverse takeover of PDH accounted for under IFRS 2, "Share-based payments". The Acquisition is considered an asset acquisition as the operations of PDH did not meet the definition of a business under IFRS 3, "Business Combinations". All intercompany transactions have been eliminated. Costs incurred prior to closing the transaction and related to the acquisition of \$315,000 have been included in general and administrative expenses.

**AJA HEALTH AND WELLNESS INC. (formerly PREMIER DIVERSIFIED HOLDINGS INC.)**  
**Notes to the Consolidated Statements (Expressed in Canadian dollars)**  
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**3. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS, continued**

The following is the allocation of the transaction value, net of transaction costs, to the fair value of the net assets of PDH:

	Amounts
Fair value of shares retained by former shareholders (15,185,348 shares at \$0.20 per share)	\$ 3,037,070
Transaction costs	(400,000)
<b>Total consideration</b>	<b>2,637,070</b>
Net assets (liabilities) of PDH:	
Cash and cash equivalents	\$ 87,907
Accounts payable and accrued liabilities	(343,950)
<b>Total net assets</b>	<b>(256,043)</b>
Listing expense	\$ 2,893,113

**4. PRO FORMA CAPITALIZATION**

Following completion of the RTO, there will be the following fully diluted Resulting Issuer common shares outstanding upon completion of the minimum and maximum proceeds from the private placement:

	Minimum Number of Shares	Amounts	Maximum Number of Shares	Amounts
Opening balance as at March 31, 2024, after giving effect to the RTO	4,710,684	\$ 3,037,070	4,710,684	\$ 3,037,070
AJA Health Acquisition <sup>(1)</sup>	29,407,904	8,434,015	29,407,904	8,434,015
ATI Acquisition	1,500,000	1	1,500,000	1
ADI Acquisition	10,600,000	940,100	10,600,000	940,100
PDH Shares pre- private placement	46,218,588	12,411,186	46,218,588	12,411,186
Shares issued to MPIC on settlement of debt (note 2(d))	29,635,820	5,927,164	29,635,820	5,927,164
Private placement in AJA Health (note 2(e))	10,000,000	2,000,000	12,500,000	2,500,000
<b>Total Resulting Issuer common shares outstanding after RTO</b>	<b>85,854,408</b>	<b>\$ 20,338,350</b>	<b>88,354,408</b>	<b>\$ 20,838,350</b>

(1) The AJA Health Acquisition will include shares issued by AJA Health up to June 30, 2024, less shares currently owned by PDH. See notes 3a, 3b, 3c.

**5. INCOME TAXES**

The effective consolidated pro forma tax rate is expected to approximate 23%.