

ASX ANNOUNCEMENT

Flora Joint Venture acquires Heyday Medical Clinic business

19 MAY 2025

Melbourne, Australia – Vitura Health Limited (ASX: VIT) (**Vitura** and **Company**), a leading digital health platform business for traditional and emerging therapies in Australia, is pleased to announce that Flora Holdings Pty Ltd, a joint venture entity in which Vitura holds a 50% direct equity interest (**Flora**), has entered into a binding Business Sale Agreement (**Agreement**) to acquire certain assets from MC Clinic Holdings Pty Ltd (**MCC**), the owner of the Heyday Medical Clinic (**Heyday Medical**), one of Australia's most respected medicinal cannabis clinics.

Established in 2020, the Heyday Medical Clinic has earned a reputation for clinical excellence in holistic healthcare, offering gold-standard consultations with highly experienced doctors, and supported by complimentary nurse consultations for patients seeking preliminary guidance. The clinic has helped over 5,000 Australian patients and receives patient referrals from various specialists, GP clinics, pharmacies and allied health providers. Heyday Medical takes a patient-first approach built on quality, education and empathy. In recognition of its high standards, Heyday Medical was named Australia's Best Medicinal Cannabis Clinic for its exceptional patient care, advocacy and gold-standard holistic healthcare by the Australian Cannabis Industry in 2024.

The acquisition of the Heyday Medical Clinic significantly strengthens Flora's existing clinical network and positions the joint venture as a national leader in integrated holistic healthcare. Under the Flora model, which also includes the Releaf-branded clinics and the patients that Flora acquired in November 2024, patients have access to expanded face-to-face and telehealth consultations, offering a flexible and accessible approach to personalised treatment across Australia.

Key points

Under the terms of the Agreement, Flora will acquire the following Heyday Medical Clinic assets from MCC:

- Customer databases and associated patient data;
- Intellectual property and brand assets, including a non-exclusive, royalty-free licence to use the names "Heyday" and "Heyday Medical" for a period of time;
- Front-end and back-end website infrastructure;
- Social media accounts and digital assets;
- Operational and clinical documents and patient education materials;
- Rights under certain contracts, subject to assignment or novation;
- Access to patient management, booking, and CRM systems (subject to appropriate consents); and
- The goodwill of the business.

Excluded from the acquisition are certain notified debts, excluded assets, and specified IP not associated with the transferred business.

The total consideration payable by Flora for the acquisition of the Heyday Medical Clinic, of which Vitura will contribute 50% by way of loan funds, comprises:

- \$350,000 (excluding GST) in cash; and
- The issue of ordinary shares in Flora representing 15% of its issued capital post-issue to MCC.

Following completion, MCC will assist with the transition of the Heyday Medical Clinic business to Flora for a period of three months, including integration of assets, patient operations and systems handover.

The Agreement includes a 12-month restraint across Australia preventing MCC from engaging in clinical services that compete with Flora, including those related to the prescription of medicinal cannabis, nicotine, weight loss, peptides and psychedelics.

The transition will see the entire Heyday Medical clinical team, including leading cannabis doctors Dr Jim Connell and Dr Priya Ayyar, continue their work under the Flora banner. Dr Priya, who has been with the Heyday Medical Clinic since 2021 and will be the Head Doctor for the expanded Flora network, including Releaf, added:

“I’m excited to help the Heyday Medical Clinic transition into an expanded network where gold-standard holistic healthcare is the focus. The ability to offer our patients face-to-face appointments across the growing Flora network is a vital step in continuing to deliver best-practice care.”

Flora remains committed to setting the benchmark for safe, effective and compassionate cannabis-based medicine through continuous clinical innovation and national accessibility.

Funding and Capital Structure of Flora Holdings Pty Ltd

The issued capital of Flora following the acquisition of the Heyday Medical Clinic will be held as follows:

- Vitura – 850 ordinary shares (42.5%)
- F Varapodio Pty Ltd (**FV**) – 850 ordinary shares (42.5%)
- MCC – 300 ordinary shares (15%) *(also the Vendor of the Heyday Medical Clinic assets)*

Vitura and FV, as the founding shareholders of Flora, have agreed to provide shareholder loans to fund the acquisition and establishment of the business, including its previous purchase of the assets of Releaf Group Limited and, as detailed above, the assets of the Heyday Medical Clinic.

Following the purchase of the Heyday Medical Clinic business, Vitura will be offered a second seat on the Flora Board which will be increased to five Directors in total.

Commenting on the acquisition of the Heyday Medical Clinic business, Vitura CEO, Geoff Cockerill, confirmed that the purchase would further strengthen the existing clinic operations of Flora, delivering material benefits for all parties.

“We are very pleased to be joining forces with the Heyday Medical Clinic team with whom Vitura has worked closely for a number of years. We are confident that their best-in-class patient care and quality brand name will enable the expanded Flora joint venture business, comprising the Releaf and Heyday Medical Clinic brands, to deliver on its full potential,” Mr Cockerill said.

Former Heyday Medical Clinic CMO (and now Cannatrek Limited CMO), Dr Jim Connell, added:

“After extensive due diligence, we are delighted to announce the partnership with Flora. We believe the Flora model best aligns with our clinical philosophy and patient care. The opportunity for patients to access both in-person and telehealth appointments represents a paradigm shift for the future of alternative medicine. We’ve had a long-standing relationship with both Vitura and the Crisci Group and we are confident that our Heyday Medical Clinic patients will be in the best possible hands.”

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About Vitura Health Limited (ASX: VIT)

www.vitura.com.au

Vitura Health Limited is diversified digital health business listed on the ASX (ASX: VIT) and, via its wholly owned subsidiaries, operates the following businesses:

- www.burleighheadscannabis.com

Burleigh Heads Cannabis operates the market leading prescriber, patient, pharmacy, and supplier online ecosystem, Canview, which sells and distributes almost 650 therapeutic product and device SKUs within Australia from roughly 65 international and domestic brands.

- www.canview.com.au

Canview is being developed to be a complete end-to-end healthcare ecosystem designed to provide doctors, pharmacists, and patients with a simple and cost-effective way to facilitate the treatment of patients with increased efficiency and compliance. The Canview system is based on a medicines wholesaling platform which seamlessly brings together several disparate SAAS (software-as-a-service) providers including inventory control, invoicing, customer management, reporting and analytics, all linked together through customised integration from third party providers. Underpinning the suite of SAAS elements are several bespoke, internally generated operating procedures and intellectual property assets, supported by the Canview customer support and infield customer engagement teams. Through the integration of the different elements which together make up Canview, the platform provides the best user experience in the industry.

Through the Company's relationships with third party integrators, Canview provides Australian doctors with the ability to integrate their patient management systems directly with the platform and to use their patient information to generate electronic prescriptions within the Canview platform, without the need to input the patient's details. Prescriptions are then sent directly to the Canview patient app where patients can manage their treatment and submit the prescription and subsequent repeats to one of the roughly 4,700 Australian pharmacies with accounts on Canview for dispensing.

While the Company's current operations focus on the sale and distribution of medicinal cannabis products, Vitura is fully licensed and equipped, via its two state-of-the-art distribution centres in Melbourne and the Gold Coast, to distribute all products under Schedules 2, 3, 4, 8 and 9. The establishment during the year of the Company's joint venture to distribute psychedelic products, including MDMA and Psilocybin, is a timely example of the many opportunities that the Company believes can be seamlessly integrated into its existing digital health platform business.

- www.doctorsondemand.com.au

The Company owns Doctors on Demand Pty Ltd, a nationwide 24/7 x 365 telehealth platform business that provide innovative primary health solutions to hundreds of thousands of B2C and B2B patients annually. Services include general medical consults, urgent care, medical certificates, pathology referrals, specialist referrals, men's health, women's health, medicated weight loss and smoking cessation.

- www.cortexa.com.au

The Company owns 50% of Cortexa Pty Ltd, an incorporated joint venture with Canadian-based PharmAla Biotech (CSE: MDMA). Cortexa aims to be the leading supplier of psychedelics, GMP MDMA and GMP psilocybin, for research and therapeutic use in Australia.

- www.candor.com.au

The Company owns Candor Medical that undertakes nationwide telehealth consultations with patients seeking access to medicinal cannabis and other speciality products and services.

- www.releaf.com.au

The Company owns a 50% equity interest in Flora Holdings Pty Ltd, a joint venture that owns and operates a series of medicinal cannabis clinics operating under the Releaf brand.

- www.cdaclinics.com.au

The Company owns CDA Clinics that undertakes nationwide telehealth consultations with patients seeking access to medicinal cannabis.

- www.cannadoc.com.au

The Company owns 75.5% of Cannadoc Health Pty Ltd, a medicinal cannabis clinic business that undertakes nationwide telehealth consultations with patients seeking access to medicinal cannabis.

Authorised by

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Forward-looking statements

This announcement includes forward-looking statements which may be identified by words such as 'anticipates', 'believes', 'expects', 'intends', 'may', 'will', 'could', or 'should' and other similar words that involve risks and uncertainties. These forward-looking statements are based on the Company's expectations and beliefs concerning future events as at the date of this announcement. Forward-looking statements are necessarily subject to risks, uncertainties, and other factors, many of which are outside the control of the Company, which could cause actual results to differ materially from such statements. The Company makes no undertaking to update or revise the forward-looking statements made in this announcement to reflect any change in circumstances or events after the date of this announcement.