



**AJA HEALTH AND WELLNESS INC.
ANNOUNCES AGREEMENT FOR THE PURCHASE OF ASSETS OF CANADIAN TRAVEL
AND DOCTORS CLINICS INC., ANNOUNCES SHARE SUBSCRIPTION AGREEMENT
WITH GEM GLOBAL YIELD LLC SCS, AND PROVIDES UPDATE ON DELAY IN
FILING FINANCIAL STATEMENTS**

Not for dissemination in the United States of America

VANCOUVER, British Columbia – August 29, 2025 – Aja Health and Wellness Inc. ("Aja" or the "Company") (TSXV:Aja) announces that its wholly-owned subsidiary, Aja Health Inc. ("**AHI**"), has signed an Asset Purchase Agreement (the "**APA**"), dated August 22, 2025, with Canadian Travel and Doctors Clinics Inc. (the "**Vendor**"), pursuant to which AHI has agreed to purchase certain assets, including equipment, medical supplies, and intellectual property associated with the travel clinic business operated by the Vendor for a purchase price of \$150,000.00 CAD (the "**Transaction**"). The Transaction is expected to be completed on or about September 15, 2025 and is subject to customary conditions and approvals.

Share Subscription Agreement

Aja is pleased to announce that it has entered into a Share Subscription Agreement (the "**Subscription Agreement**"), dated July 31, 2025, with GEM Global Yield LLC SCS ("**GEM**"), GEM Yield Bahamas Limited ("**GYBL**"), and future share lenders, being the holders of Common Shares of Aja who become parties to the Subscription Agreement (the "**Share Lenders**"). Pursuant to the Subscription Agreement, GEM has agreed to subscribe for up to CDN \$25 Million of securities of Aja over a three-year period, subject to the terms and conditions of the Subscription Agreement.

Pursuant to the Subscription Agreement, Aja may issue Draw Down Notices to request capital from GEM, subject to certain conditions including trading volume thresholds, receipt of all necessary regulatory approvals, and Share Lenders agreeing to loan Common Shares to GEM (the "**Loaned Shares**") until Aja issues new unrestricted Common Shares from treasury to GEM (the "**Issued Shares**"). In accordance with the terms of the Subscription Agreement, GEM may trade the Loaned Shares but will not have voting rights with respect to the Loaned Shares. GEM must return the Loaned Shares to the Share Lenders upon receiving the Issued Shares. Pursuant to the Subscription Agreement, GEM has discretion to accept or reject Draw Down Notices.

The Subscription Agreement includes standard covenants, representations and warranties from Aja and GEM, including with respect to resale restrictions, short-selling limitations, and adherence to applicable securities laws.

In connection with the Subscription Agreement, Aja has agreed to pay GYBL a fee of CDN\$500,000, payable in installments of 2% of each draw down due on the closing date of each placement. Such fee may be paid in cash, from draw down proceeds, in freely tradeable Common Shares priced at 90% of market value, or a combination thereof. If there's a material change in ownership, control, or a material adverse event, the full fee becomes immediately payable to GYBL. To secure Aja's obligations with respect to the fee, Aja has issued a promissory note in favour of GYBL.

Update on Filing of Annual and Interim Financial Statements

Aja is getting closer to filing its annual audited financial statements for the financial year ending December 31, 2024, including the related management's discussion and analysis and certifications from the CEO and CFO (the "**Annual Filings**") and the Company's unaudited interim financial statements for the three months ended March 31, 2025, the management's discussion and analysis for the same period and management certifications of the interim filings (the "**Interim Filings**"). On August 1, 2025, the Alberta Securities Commission issued a Failure-to-File Cease Trade Order (the "**FFCTO**") because the Company was unable to file the Annual Filings and Interim Filings in time to meet the April 30, 2025 and May 30, 2025 deadlines, respectively.

Aja previously announced that the delay in filing the Annual Filings was due to the determination that the previously announced reverse takeover transaction, which closed on September 17, 2024, will be characterized as a series of acquisitions for accounting purposes. This characterization requires a valuation of the purchase price allocation to complete the audited financial statements for the financial year ending December 31, 2024. The valuator continues to work on valuing the purchase price allocation and anticipates having the valuation finalized on or before September 5, 2025. Following receipt of the valuation, the auditors will continue working with the Company to complete the audited financial statements for the financial year ending December 31, 2024. The Company is working to complete the Annual Filings as soon as possible and expects the Annual Filings to be filed on or before September 15, 2025.

Aja is working to complete the Interim Filings as soon as possible and expects the Interim Filings to be filed on or before September 15, 2025.

The Company anticipates that the FFCTO will remain in place until such time as the Annual Filings and the Interim Filings are filed.

On behalf of the Board of Directors

"Sanjeev Parsad"

Sanjeev Parsad
President, CEO and Director

The above may contain "forward-looking information" within the meaning of applicable securities laws. When used in this address, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. Although the Company believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, readers are cautioned to not place undue reliance on forward-looking information because the Company can give no assurance that they will prove to be correct. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date of publication of this information and the Company undertakes no obligation to update such forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Furthermore, the Company undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of the Company. All forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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