Custom Health to Acquire Spencer Health Solutions, Strengthening Its Medication Management Infrastructure at Home

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- Custom Health has entered into a definitive agreement to acquire Spencer Health Solutions, which is expected to unite Custom Health's pharmacist-led medication management platform with the spencer® in-home smart dispensing and monitoring system, bringing an important in-home medication technology capability fully in-house and further strengthening Custom Health's medication management at home.
- The Transaction is expected to expand the Corporation's margins by eliminating third-party support and infrastructure fees and reducing device costs, while giving Custom Health full ownership of Spencer's intellectual property, product roadmap, and real-world adherence data platform.

Kelowna, British Columbia--(Newsfile Corp. - August 5, 2026) - **Custom Health Holdings Inc. (TSX: CHLT)** ("**Custom Health**" or the "**Corporation**") is pleased to announce that it has entered into a binding agreement (the "**Agreement**") to acquire all of the issued and outstanding equity interests of Spencer Health Solutions, Inc. ("**Spencer**"), the developer of the spencer® smart medication dispenser and in-home monitoring platform (the "**Transaction**"). The Transaction is expected to deliver meaningful financial benefits, including margin expansion through the elimination of third-party support and infrastructure fees, reduced device costs, and full ownership and control of Spencer's intellectual property and product roadmap.

Strategic Rationale

Custom Health currently deploys spencer® as part of its medication management model. The acquisition is expected to bring the technology fully in-house, aligning the product roadmap and engineering directly with Custom Health's pharmacy and clinical operations, strengthening the proprietary foundation built with AdhereNet®, and supporting continued scale across North America.

Dispensing events and patient signals flow into Custom Health's AdhereNet® platform, where AI-enabled workflows help surface emerging issues and prioritize patients for clinical attention. Custom Health's pharmacist-led clinicians can act on those signals by following up with patients, engaging authorized caregivers when appropriate, and coordinating with prescribing providers. This supports the delivery of Remote Patient Monitoring (RPM) and Remote Therapeutic Monitoring (RTM) programs as ongoing services rather than periodic check-ins. For patients and caregivers, this can provide greater support, insight and connection at home. For health plans and providers, it can enable earlier engagement and more informed clinical action.

Shane Bishop, Chief Executive Officer of Custom Health, commented, "Spencer's technology has already proven itself as an important part of how we deliver continuous, real-time visibility into medication use at home, including Remote Therapeutic Monitoring. Bringing Spencer fully into the Custom Health family is expected to strengthen our ability to scale that capability across our growing pharmacy network. This acquisition represents another step in Custom Health's strategy of building the infrastructure for medication management at home by expanding capabilities and creating more opportunities to deploy technology-enabled, pharmacist-led care. It is expected to bring important device technology fully in-house, aligning product development and engineering directly with our pharmacy and clinical operations, while strengthening the proprietary foundation we've built with AdhereNet®. We look forward to welcoming the Spencer team to Custom Health upon completion of the acquisition as we continue to scale our medication management capabilities across North America."

Transaction Summary

The Transaction will be effected by way of a statutory merger between Spencer and a wholly owned subsidiary of the Corporation, with Spencer surviving as a wholly owned subsidiary of Custom Health. In connection with the Transaction, the Corporation expects to pay consideration consisting of up to US$1,500,000 in cash and stock consideration to be delivered through pre-funded warrants ("**Warrants**") exercisable for common shares of the Corporation ("**Shares**") at any time from 90 days following the closing of the Transaction ("**Closing**") until 15 months following the Closing based on the market price of the Shares at the time of exercise of each applicable Warrant with an aggregate value of approximately US$23,500,000 (subject to adjustments for working capital and other amounts as set out in the Agreement) plus a 12% annualized gross up adjustment amount for each Warrant calculated based on the actual number of days elapsed from the Closing to the date of exercise of each Warrant all in accordance with their terms. The number of Shares issuable upon the exercise of the Warrants is subject to certain additional issuance limits as agreed between the parties to the Agreement and in accordance with certain issuance limits pursuant to the policies of the Toronto Stock Exchange (the "**TSX**"), including an aggregate cap of 24.999% on the number of Shares issuable pursuant to the Transaction and an individual cap of 19.99% of the number of Shares issued and outstanding immediately prior to Closing in accordance with TSX policies, with the equivalent value of any such unissued Shares to be recognized by the issuance of one or more promissory notes issuable by the Corporation upon the exercise of the Warrants.

Under the terms of this agreement, Custom Health's existing funding and forbearance arrangement with Spencer and Research Corporation Technologies, Inc. will convert into full ownership by Custom Health.

Closing is expected on or about September 1, 2026, subject to customary conditions, including Spencer stockholder approval, disinterested stockholder approval under Delaware law, receipt of TSX conditional approval, release of existing security interests, and other customary closing conditions. Following closing, Spencer will continue to operate as a wholly owned subsidiary of Custom Health, and the Spencer team will join Custom Health.

Shane Bishop

Chief Executive Officer
Custom Health Holdings Inc.

About Custom Health

Custom Health is an AI-enabled healthcare technology company that is building the infrastructure for medication management at home. The Corporation connects in-home technology, pharmacy, and pharmacist-led clinicians to create continuous visibility into a patient's therapy. Powered by the proprietary AdhereNet® platform, Custom Health operates an integrated pharmacy network across Canada and the U.S. as part of its broader infrastructure, supporting medication delivery, continuous monitoring, and clinical action to enable earlier engagement and support improved outcomes. To learn more, visit customhealth.com.

About Spencer Health Solutions

Spencer Health Solutions, headquartered in Morrisville, North Carolina, is the developer of the spencer® smart medication dispenser — an FDA-listed Class I, cloud-connected in-home device that automates medication dispensing, captures real-time adherence data, collects patient-reported outcomes and connected vital signs, and links patients directly with pharmacists and clinicians through telehealth. The spencer® platform serves patients across chronic care, specialty pharmacy, and clinical trial settings.

Cautionary Note Regarding Forward-Looking Information

This press release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Corporation with respect to future business activities and operating performance, including: whether the Transaction will be consummated, including whether conditions to the consummation of the Transaction will be satisfied and the timing of closing; the payment of the consideration for the Transaction and the number of Warrants and Shares issuable in connection therewith; the Corporation's ability to realize the anticipated strategic, operational and financial benefits of the Transaction; and the ability of the Corporation to carry out its proposed business activities. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate" or "expect" or similar expressions.

Readers are cautioned that forward-looking information is not based on historical facts but instead reflect management of the Corporation's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Corporation believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Corporation and Spencer. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the ability to consummate the Transaction as expected and the timing of same; the ability of the parties under the Agreement to meet their respective obligations under the Agreement; the ability to obtain requisite regulatory (including TSX), stockholder and other approvals and the satisfaction of other conditions to the consummation of the Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; the ability of the Corporation to realize upon the expected business and financial synergies as a result of the Transaction; the ability of the Corporation to integrate Spencer into its business post-Transaction; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; the ability of the Corporation to carry out its business plans and activities as currently contemplated; compliance with extensive government regulation; the ability to meet existing and potential contractual obligations; the diversion of management time on the Transaction; and the other risks, uncertainties and factors discussed in the Corporation's public disclosure documents available on its SEDAR+ profile at www.sedarplus.ca. This forward-looking information may be affected by risks and uncertainties in the business of the Corporation and market conditions.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Corporation has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Corporation does not intend, and do not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

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