Custom Health Completes Acquisition of Spencer Health Solutions, Bringing In-Home Medication Dispensing Technology Fully In-House

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- Effective September 4, 2026, Custom Health has completed its previously announced acquisition of Spencer Health Solutions, developer of the spencer® smart medication dispenser and in-home monitoring platform, giving the Company full ownership of the spencer® technology, intellectual property, and product roadmap.
- Spencer now operates as a wholly owned subsidiary of Custom Health, eliminating third-party support, infrastructure, and device costs previously incurred under Custom Health's prior deployment arrangement, which is expected to result in improved margins and profitability for Custom Health.

Kelowna, British Columbia--(Newsfile Corp. - September 8, 2026) - **Custom Health Holdings Inc. (TSX: CHLT) ("Custom Health"** or the "**Company")** announced today that, effective September 4, 2026, it completed its acquisition (the "**Transaction**") of Spencer Health Solutions, Inc. ("**Spencer**"), pursuant to the definitive agreement announced on August 5, 2026.

Spencer, the developer of the spencer® smart medication dispenser and in-home monitoring platform, is now a wholly owned subsidiary of Custom Health, with the Spencer team to be integrated into the Company's operations. The acquisition brings Spencer's in-home medication dispensing and monitoring technology, intellectual property and product capabilities fully in-house, further strengthening Custom Health's integrated approach to medication management at home and improving the Company's profitability. Spencer's technology will complement Custom Health's existing pharmacy, clinical and technology infrastructure, supporting the Company's continued expansion across Canada and the U.S.

Shane Bishop, Chief Executive Officer of Custom Health, commented, "With the acquisition of Spencer now complete, Custom Health owns the full technology stack supporting its in-home medication management model, from dispensing hardware through to pharmacist-led clinical follow-up. Bringing this technology and expertise in-house gives us greater control over our product roadmap and allows us to align the development of our hardware and software more closely with the needs of our pharmacy and clinical operations. The combination of Spencer's connected in-home technology with Custom Health's pharmacist-led care, including Remote Therapeutic Monitoring, is already an important part of our medication management model. We can now more closely integrate those capabilities through AdhereNet® to support faster development, improve operational efficiency and reduce per-patient costs as Custom Health continues to scale."

Transaction Summary

The Transaction was effected by way of a statutory merger between Spencer and a wholly owned subsidiary of the Company, with Spencer surviving as a wholly owned subsidiary of Custom Health. In connection with the Transaction, the Company paid consideration of US$1,500,000 in cash and stock consideration to be delivered through pre-funded warrants ("**Warrants**") exercisable for common shares of the Company ("**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 Company 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. converted into full ownership by Custom Health.

The Company received conditional approval of the TSX for the Transaction on August 25, 2026.

Certain securities issued in connection with the Transaction are subject to a statutory hold period expiring four months and one day following the date of issuance, in accordance with applicable Canadian securities legislation.

Shane Bishop

Chief Executive Officer
Custom Health Holdings Inc.

About Custom Health

Custom Health is an AI-enabled healthcare technology company building the infrastructure for medication management at home. The Company connects in-home technology, pharmacy, and pharmacist-led clinicians to create continuous visibility into a patient's medication use and support timely clinical action. Powered by its 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, medication-use insights, and pharmacist-led care to enable earlier intervention and better medication management at home. To learn more, visit customhealth.com.

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 Company with respect to future business activities and operating performance, including: the Company's ability to realize the anticipated strategic, operational and financial benefits of the Transaction; the ability of the Company to integrate Spencer into its business post-Transaction; and the ability of the Company 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 Company'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 Company 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 Company 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 potential impact of the consummation of the Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; the ability of the Company to realize upon the expected business and financial synergies as a result of the Transaction; the ability of the Company 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 Company 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 Company'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 Company 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 Company 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 Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

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Source: Custom Health Holdings Inc.