



NEUPATH HEALTH ANNOUNCES PROPOSED BROKERED OFFERING OF SUBORDINATED AND POSTPONED UNSECURED NON-CONVERTIBLE DEBENTURES OF UP TO \$1.4 MILLION

TORONTO, ONTARIO, April 11, 2023 – NeuPath Health Inc. (TSXV:NPTH), (“**NeuPath**” or the “**Company**”), owner and operator of a network of clinics delivering category-leading chronic pain treatment, today announced a proposed offering of up to 1,400 units of the Company (the “**Units**”) pursuant to which NeuPath proposes to raise gross proceeds of up to \$1.4 million (the “**Offering**”). The Offering is being led by Bloom Burton Securities Inc. as lead agent and Hampton Securities Ltd. (collectively, the “**Agents**”).

Each Unit will be comprised of: (i) \$1,000 principal amount of subordinated and postponed unsecured non-convertible debentures of the Company (the “**Debentures**”); and (ii) for no additional consideration, such number of common shares in the capital of the Company (each whole common share, a “**Bonus Share**”, and collectively, the “**Bonus Shares**”) as is equal to 10% of the principal amount of the Debentures purchased divided by \$0.09, being the closing market price of the common shares of the Company on the TSX Venture Exchange (the “**TSXV**”) on April 10, 2023. In the event that the maximum \$1,400,000 amount of Debentures are issued in connection with the Offering, a maximum of 1,555,555 Bonus Shares will be issuable. The Company expects to use the proceeds of the Offering for corporate and general working capital purposes.

The Debentures will mature on the date that is 24 months from the closing date (the “**Closing Date**”) of the Offering (the “**Maturity Date**”) and bear interest at a rate of 10% per annum payable quarterly in arrears in cash. The Debentures and the Bonus Shares to be issued pursuant to the Offering, will be subject to a hold period of four months plus one day from the Closing Date, except as permitted by applicable securities legislation and the rules of the TSXV. The Offering is subject to approval by the TSXV.

The Offering is expected to include participation of certain insiders, including, the Company’s Chief Executive Officer, Joseph Walewicz. Such participation will be considered a related party transaction within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The related party transaction will be exempt from minority approval, information circular, and formal valuation requirements pursuant to the exemptions contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the gross securities issued nor the consideration paid will exceed 25% of the Company’s market capitalization.

As consideration for brokered services provided to the Company in connection with the Offering, the Company has agreed to pay the Agents, a commission comprised of: (i) a cash fee equal to 7% of the gross proceeds raised from the sale of Units sold pursuant to the Offering (other than in respect of Units sold to persons included on the president’s list of the Company, for which no commission shall be payable); and (ii) that number of broker warrants of the Company (“**Broker Warrants**”) equal to 7% of the aggregate gross proceeds from the Offering (excluding proceeds from Units sold to persons included on the president’s list of the Company) divided by \$0.09. Each Broker Warrant shall be exercisable for one common share of the Company at an exercise price equal to \$0.15 per common share for a period of 24 months from the Closing Date, subject to approval from the TSXV.

The Company also announces that Bloom Burton & Co. Inc. has provided the Company with a bridge loan in the aggregate amount of \$500,000 (the “**BBCI Loan**”). The BBCI Loan bears no interest and is payable on demand. A portion of the net proceeds of the Offering will be used to pay off the BBCI Loan shortly after closing of the Offering.

About NeuPath

NeuPath operates a network of healthcare clinics and related businesses focused on improved access to care and outcomes for patients by leveraging best-in-class treatments and delivering patient-centered multidisciplinary care. We operate a network of medical clinics in Ontario and Alberta that provide comprehensive assessments and rehabilitation services to clients with chronic pain, musculoskeletal/back injuries, sports related injuries and concussions. In addition, NeuPath provides workplace health services and independent medical assessments to employers and disability insurers through a national network of healthcare providers, as well as contract research services to pharmaceutical and biotechnology companies. NeuPath is focused on enabling each individual we treat to live their best life.

Forward-Looking Statements

This news release contains forward-looking statements. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including, without limitation, the anticipated terms and timing of the Offering, regulatory and exchange approvals, the participation of the Company's Chief Executive Officer in the Offering, the listing of the common shares offered pursuant to the Offering on the TSXV, are forward-looking statements. These forward-looking statements reflect the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations included in this news release include, among other things, the direct and indirect impacts that the COVID-19 pandemic may continue to have on the Company's operations, adverse market conditions, risks associated with obtaining and maintaining the necessary governmental permits and licenses related to the business of the Company, increasing competition in the market and other risks generally inherent in the chronic pain, sports medicine, concussion and workplace health services markets. A comprehensive discussion of these and other risks and uncertainties can be found in the Company's annual information form dated March 29, 2023 filed on SEDAR under the Company's profile at www.sedar.com.

Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to their inherent uncertainty.

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