



NeuPath Health Inc.

**Condensed Consolidated
Interim Financial Statements
September 30, 2025 and 2024
(unaudited)**

NOTICE TO READER

The accompanying Condensed Consolidated Interim Financial Statements of NeuPath Health Inc. (the “Company”) have been prepared by and are the responsibility of the Company’s management.

The Company’s independent external auditors, Ernst & Young LLP, have not performed a review or an audit of these Condensed Consolidated Interim Financial Statements in accordance with Canadian generally accepted standards for a review of interim financial statements by an entity’s auditor.

The Condensed Consolidated Interim Financial Statements include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these Condensed Consolidated Interim Financial Statements in accordance with International Financial Reporting Standards (“IFRS”). Management has determined such amounts on a reasonable basis in order to ensure that these Condensed Consolidated Interim Financial Statements are presented fairly in all material respects.

NEUPATH HEALTH INC.
CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (UNAUDITED)

	<i>Notes</i>	As at September 30, 2025	As at December 31, 2024
<i>(Canadian dollars in thousands)</i>		\$	\$
ASSETS			
CURRENT			
Cash and cash equivalents		4,633	2,923
Accounts receivable		9,046	7,668
Other assets		821	529
TOTAL CURRENT ASSETS		14,500	11,120
NON-CURRENT			
Property, plant and equipment		3,453	3,453
Right-of-use assets		6,288	4,756
Other assets		380	524
Intangible assets		487	629
Goodwill		20,752	20,752
Deferred income tax assets		68	68
TOTAL ASSETS		45,928	41,302
LIABILITIES AND EQUITY			
CURRENT			
Accounts payable and accrued liabilities		10,921	8,446
Current portion of long-term debt	5	650	2,083
Current portion of lease obligations	4	1,088	1,101
Current income tax liabilities		295	75
Current portion of due to related parties	13	-	3,674
TOTAL CURRENT LIABILITIES		12,954	15,379
NON-CURRENT			
Long-term debt	5	5,687	-
Lease obligations	4	6,027	4,491
TOTAL LIABILITIES		24,668	19,870
EQUITY			
Share capital	6	43,564	44,049
Warrants	8	-	849
Contributed surplus	7	4,497	3,256
Deficit		(27,058)	(26,750)
Equity attributable to shareholders of NeuPath Health Inc.		21,003	21,404
Non-controlling interest		257	28
TOTAL EQUITY		21,260	21,432
TOTAL LIABILITIES AND EQUITY		45,928	41,302

Note 11, *Commitments*

The accompanying Notes are an integral part of these Condensed Consolidated Interim Financial Statements.

**NEUPATH HEALTH INC.
CONSOLIDATED INTERIM STATEMENTS OF NET AND
COMPREHENSIVE LOSS (UNAUDITED)**

		Three months ended September 30		Nine months ended September 30	
		2025	2024	2025	2024
<i>(Canadian dollars in thousands, except per share figures or otherwise noted)</i>	Notes	\$	\$	\$	\$
REVENUE					
Medical services	14	22,079	17,552	65,044	53,918
Total revenue		22,079	17,552	65,044	53,918
OPERATING EXPENSES					
Cost of medical services		17,868	14,338	52,514	43,687
General and administrative expenses		2,691	2,035	7,434	5,960
Occupancy costs		474	458	1,339	1,442
Depreciation and amortization		557	575	1,728	1,709
Total operating expenses		21,590	17,406	63,015	52,798
OTHER EXPENSES					
Interest cost	4, 5	206	242	691	721
Transaction costs		258	175	1,017	529
Net income (loss) before income taxes		25	(271)	321	(130)
INCOME TAXES					
Current income tax expense		119	52	400	175
NET AND COMPREHENSIVE LOSS		(94)	(323)	(79)	(305)
Attributed to:					
Shareholders of NeuPath Health Inc.		(153)	(401)	(308)	(483)
Non-controlling interest		59	78	229	178
		(94)	(323)	(79)	(305)
Net loss per common share					
- basic		-	(0.01)	-	(0.01)
- diluted		-	(0.01)	-	(0.01)
Weighted average number of common shares outstanding (in thousands)					
- basic		56,446	56,393	56,412	56,332
- diluted		58,258	56,598	58,224	56,537

The accompanying Notes are an integral part of these Condensed Consolidated Interim Financial Statements.

NEUPATH HEALTH INC.
CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

	<u>Attributable to shareholders of NeuPath Health Inc.</u>						Total	Non-controlling Interest	Total Equity
	Share Capital	Warrants	Contributed Surplus	Deficit					
<i>(Canadian dollars in thousands, except number of shares)</i>	Notes	000s	\$	\$	\$	\$	\$	\$	
Balance, December 31, 2023		56,293	44,127	849	3,100	(26,022)	22,054	(215)	21,839
Stock-based compensation expense	7	-	-	-	81	-	81	-	81
Restricted share units, vested and exercised	7	108	21	-	(21)	-	-	-	-
Net and comprehensive income (loss)		-	-	-	-	(483)	(483)	178	(305)
Balance, September 30, 2024		56,401	44,148	849	3,160	(26,505)	21,652	(37)	21,615
Stock-based compensation expense	7	-	-	-	21	-	21	-	21
Restricted share units, vested and exercised	7	16	3	-	(3)	-	-	-	-
Shares repurchased and cancelled	6	(30)	(23)	-	18	-	(5)	-	(5)
Shares repurchased, but not cancelled	6	-	(79)	-	60	-	(19)	-	(19)
Net and comprehensive income (loss)		-	-	-	-	(245)	(245)	65	(180)
Balance, December 31, 2024		56,387	44,049	849	3,256	(26,750)	21,404	28	21,432
Stock-based compensation expense	7	-	-	-	163	-	163	-	163
Conversion of warrants	8	781	163	(46)	-	-	117	-	117
Expiry of warrants	8	-	-	(3)	3	-	-	-	-
Shares repurchased and cancelled	6	(933)	(648)	-	455	-	(193)	-	(193)
Warrants repurchased and cancelled	8	-	-	(800)	620	-	(180)	-	(180)
Net and comprehensive income (loss)		-	-	-	-	(308)	(308)	229	(79)
Balance, September 30, 2025		56,235	43,564	-	4,497	(27,058)	21,003	257	21,260

The accompanying Notes are an integral part of these Condensed Consolidated Interim Financial Statements.

NEUPATH HEALTH INC.
CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (UNAUDITED)

		Nine months ended September 30	
		2025	2024
<i>(Canadian dollars in thousands)</i>	<i>Notes</i>	<i>\$</i>	<i>\$</i>
OPERATING ACTIVITIES			
Net and comprehensive loss		(79)	(305)
Items not involving current cash flows:			
Depreciation and amortization		1,728	1,709
Accretion of lease obligations	4	320	365
Accretion of other assets		(9)	(11)
Accretion of debenture offering	5	134	222
Equity-settled stock-based compensation expense	7	163	81
		2,257	2,061
Net change in non-cash working capital	10	1,084	130
CASH PROVIDED BY OPERATING ACTIVITIES		3,341	2,191
INVESTING ACTIVITIES			
Acquisition of London Spine Centre	3	-	(175)
Acquisition of property, plant and equipment		(618)	(679)
CASH USED IN INVESTING ACTIVITIES		(618)	(854)
FINANCING ACTIVITIES			
Repayment of long-term debt	5	(927)	(146)
Repayment of related party loans	13	(3,674)	-
Repayment of debenture offering	5	(1,453)	-
Advances of long-term debt	5	6,500	25
Repayment of lease obligations	4	(1,276)	(1,350)
Common shares repurchased	6	(193)	-
Receipts from other assets receivable		73	98
Proceeds on conversion of warrants	8	117	-
Warrants repurchased and cancelled	8	(180)	-
CASH USED IN FINANCING ACTIVITIES		(1,013)	(1,373)
Net change in cash and cash equivalents during the period		1,710	(36)
Cash and cash equivalents, beginning of period		2,923	3,177
CASH AND CASH EQUIVALENTS, END OF PERIOD		4,633	3,141
Supplemental cash flow information			
<i>Interest paid¹</i>		257	169
<i>Income taxes paid</i>		232	287

¹ Amounts received for interest were reflected as operating cash flows in the Condensed Consolidated Interim Statements of Cash Flows.

The accompanying Notes are an integral part of these Condensed Consolidated Interim Financial Statements.

NEUPATH HEALTH INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.

1. NATURE OF BUSINESS

NeuPath Health Inc. (“NeuPath” or the “Company”) 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-centred multidisciplinary care, enabling each individual to live their best life.

The Company operates a network of medical clinics in Ontario and Alberta that provide comprehensive assessments and rehabilitation services to patients with chronic pain, musculoskeletal/back injuries, sports-related injuries and concussions. NeuPath’s healthcare providers cover a broad range of specialties and include: Physiatrists, Neurologists, Anesthesiologists, Orthopedic Surgeons, General Practitioners with specialized training in chronic pain, as well as Medication Management Physicians, Athletic Therapists, Psychotherapists, Dietitians, Nurses and other allied health practitioners.

In addition, NeuPath provides workplace health services and independent medical assessments to employers and disability insurers through a national network of healthcare providers, including: Cardiologists, Dentists, Dermatologists, Endocrinologists, Psychiatrists, Gastroenterologists, General Practitioners, Internal Medicine Specialists, Neurologists, Neuropsychiatrists, Neuropsychologists, Occupational Therapists, Ophthalmologists, Orthopedic Surgeons, Physiatrists, Physiotherapists, Psychologists, Respirologists and Rheumatologists.

NeuPath has 10 locations across Ontario and 2 locations in Alberta staffed with more than 154 healthcare providers.

The Company’s registered office is located at 181 Bay Street, Suite 2100, Toronto, Ontario, Canada, M5J 2T3.

2. BASIS OF PREPARATION

Statement of Compliance

The Company prepares its Condensed Consolidated Interim Financial Statements in accordance with International Accounting Standard 34, *Interim Financial Reporting*. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to these Condensed Consolidated Interim Financial Statements, were the same as those applied to the Company’s annual Consolidated Financial Statements as at and for the year ended December 31, 2024.

These Condensed Consolidated Interim Financial Statements should be read in conjunction, and reflect consistent accounting policies, with the annual Consolidated Financial Statements for the year ended December 31, 2024, except for the adoption of new standards effective as of January 1, 2025. Several amendments apply for the first time in 2025, but do not have a material impact on the Company’s Condensed Consolidated Interim Financial Statements. The Company has not early adopted any other standard, interpretation or amendment that has been issued, but is not yet effective.

These unaudited Condensed Consolidated Interim Financial Statements were issued and effective as at November 12, 2025, the date the Board of Directors approved these Condensed Consolidated Interim Financial Statements.

Use of Estimates and Judgments

The preparation of these Condensed Consolidated Interim Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of these Condensed Consolidated Interim Financial Statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates and such differences could be material.

Basis of Measurement

These Condensed Consolidated Interim Financial Statements have been prepared under the historical cost convention, except for the revaluation of certain financial liabilities to fair value. Items included in the financial statements of each consolidated entity in the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). These Condensed Consolidated Interim Financial Statements are presented in Canadian dollars, which is the Company’s functional currency.

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024***Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.***Basis of Consolidation**

These Condensed Consolidated Interim Financial Statements include the accounts of the Company and its subsidiaries as follows:

	% Ownership
5033421 Ontario Inc.	100%
Aidly Inc.	100%
CompreMed Canada Inc.	100%
HealthPointe Medical Centres Ltd. ⁽ⁱ⁾	100%
Renaissance Asset Management (London) Inc.	100%
Viable Healthworks (Canada) Corp.	100%

⁽ⁱ⁾ Includes a 50% ownership in HealthPointe@CAO Services Ltd., a subsidiary of HealthPointe Medical Centres Ltd. ("HealthPointe").

The Company controls its subsidiaries with the power to govern their financial and operating policies. All significant intercompany balances and transactions have been eliminated upon consolidation. The Company attributes the total comprehensive income or loss of HealthPointe@CAO Services Ltd. between the equity holders of the parent and the non-controlling interests based on their respective ownership interests.

3. BUSINESS COMBINATIONS**Acquisition of London Spine Centre**

On January 12, 2024, the Company acquired control of the assets of SIBI Medical Inc. operating as the London Spine Centre in London, Ontario. The London Spine Centre had an interdisciplinary group of healthcare providers that use evidence-based care to help treat back, neck and other spinal conditions.

This transaction included all existing tangible assets of the London Spine Centre, intellectual property, patient relationships, and the assumption of a facility lease and existing physician and staff contracts. The transaction has been accounted for as a business combination within the scope of IFRS 3, *Business Combinations*, as the acquired assets meet the definition of a business. The acquisition aligns with the Company's growth strategy of expanding its clinic network through acquisitions.

The Company finalized its measurement of the assets acquired and liabilities assumed, as a result of the London Spine Centre acquisition on October 1, 2024. The consideration transferred and fair values of identifiable assets and liabilities of the London Spine Centre as at the date of acquisition were:

Consideration transferred	\$
Amount settled in cash	175
Fair value of contingent consideration	-
Total consideration transferred	175
Recognized amounts of identifiable net assets	
Other current assets	2
Property, plant and equipment	31
Right-of-use assets	155
Intangible asset - patient relationships	110
Total identifiable assets acquired	298
Accounts payable and accrued liabilities	(2)
Lease obligations	(155)
Total liabilities assumed	(157)
Total identifiable net assets acquired	141
Goodwill on acquisition	34

NEUPATH HEALTH INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.

Consideration Transferred

The acquisition of the London Spine Centre was settled using \$0.2 million from cash on hand. The purchase and sale agreement included additional contingent consideration payable to the vendor as amounts equal to five times the Normalized EBITDA, as defined in the agreement of purchase and sale of the clinic, in each of the three months ended March 31, 2024, June 30, 2024 and September 30, 2024. The Company assessed the fair value of the initially recognized contingent consideration to be \$nil, which represented the present value of the Company's probability-weighted estimate of cash outflow and management's estimate if certain targets were achieved.

No amounts were payable or paid relating to additional contingent consideration for each of the three months ended March 31, 2024, June 30, 2024 and September 30, 2024.

Identifiable Intangible Assets

The identifiable patient relationships were valued using an income approach. Specifically, patient relationships were valued using a multi-period excess earnings method, applying a discount rate of 15%.

Patient relationships are considered finite-lived intangible assets and will be amortized on a straight-line basis over their estimated useful life of seven years, with amortization having commenced on the acquisition date.

Other Identifiable Net Assets

As part of the acquisition, the Company assumed the underlying lease of the existing clinic space in London, Ontario. The Company assessed the related right-of-use ("ROU") asset and related lease obligation associated with the clinic in accordance with IFRS 16, *Leases* (see Note 4, *Lease Obligations*). The acquisition-date fair value was determined as the present value of the lease payments using the Company's incremental borrowing rate of 7.2%.

Effective October 27, 2024, the Company terminated its facility lease agreement for the clinic space, by transferring its rights and obligations under the facility lease agreement back to the landlord. The Company incurred nominal costs related to this transfer.

Goodwill

Goodwill of \$34 is primarily related to growth expectations and future profitability from expected cost synergies. Goodwill has been allocated to the medical clinic's cash-generating unit and was not deductible for income tax purposes.

Contribution to the Company's Results in the Year of Acquisition

For the year ended December 31, 2024, the acquisition accounted for \$0.9 million in revenue and \$0.1 million in net loss, since the January 12, 2024 acquisition date. If the acquisition had been completed on January 1, 2024, the Company estimates it would have recorded \$72.9 million in pro-forma revenues and \$0.5 million in pro-forma net loss for the year ended December 31, 2024.

Amounts Recognized Separately from the Business Combination

Acquisition-related costs of \$43 were recognized as part of transaction costs for the year ended December 31, 2024. These costs were not included as part of the consideration transferred.

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024***Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.***4. LEASE OBLIGATIONS**

The Company leases medical equipment, computer equipment and real property for its clinical and office locations in Canada. Lease obligations consist of the following:

	2025	2024
	\$	\$
Balance, as at January 1	5,592	6,481
Additions during the period	2,479	422
Payments during the period	(1,276)	(1,350)
Interest expense during the period	320	365
	7,115	5,918
Less: amounts due within one year	1,088	1,116
Long-term balance, September 30	6,027	4,802

During the three and nine months ended September 30, 2025, the Company entered into new lease agreements for several of its existing locations, resulting in total lease obligation additions of \$2.5 million.

During the three and nine months ended September 30, 2024, the Company acquired new lease obligations as part of the acquisition of the London Spine Centre (see Note 3, *Business Combinations*) totalling \$0.2 million. Additionally, the Company entered into new lease agreements for its corporate office space and existing locations during the three and nine months ended September 30, 2024, resulting in additional lease obligations of \$0.2 million. The Company recognizes corresponding ROU assets for any lease obligation additions.

For the three and nine months ended September 30, 2025, lease payments totalled \$0.4 million and \$1.3 million [\$0.4 million and \$1.4 million for the three and nine months ended September 30, 2024]. The Company expenses payments for short-term leases and low-value leases as incurred. These payments for short-term leases and low-value leases were not material for the three and nine months ended September 30, 2025 and 2024.

The Company's future cash outflows may change due to variable lease payments, renewal options, termination options, residual value guarantees and leases that have not yet commenced, which the Company is committed to, but are not reflected in the lease obligations.

The following is a maturity analysis for undiscounted lease payments that are reflected in the lease obligations as at September 30, 2025:

	\$
Less than 1 year	1,520
1 to 2 years	1,515
2 to 3 years	1,344
3 to 4 years	1,229
4 to 5 years	1,096
Beyond 5 years	2,047
	8,751

See Note 11, *Commitments* for additional information on estimated additional rent payment obligations related to the Company's leases on its clinical and office locations.

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024***Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.***5. LONG-TERM DEBT**

	September 30, 2025	December 31, 2024
	\$	\$
National Bank of Canada	6,337	-
Royal Bank of Canada	-	764
Debenture Offering	-	1,319
	6,337	2,083
Less: amounts due within one year	650	2,083
Long-term balance	5,687	-

National Bank of Canada Credit Facilities

On March 26, 2025, the Company entered into a new credit agreement (the “Credit Agreement”) with the National Bank of Canada (“NBC”), providing total credit facilities of \$13.5 million in loans, comprised of (i) \$4.0 million revolving credit facility (the “Revolving Facility”), (ii) \$3.0 million non-revolving delayed draw term loan facility (the “Acquisition Line”), and (iii) \$6.5 million non-revolving term loan facility (the “Term Loan”, and collectively with the Revolving Facility and Acquisition Line, the “Credit Facilities”). The Credit Facilities replaced the Company’s existing Credit Facility with the Royal Bank of Canada (“RBC”).

The Revolving Facility permits the Company to draw amounts at any time for working capital, capital expenditures and general corporate purposes, subject to the Company satisfying certain financial covenants. The Company is required to make monthly interest payments in respect of the balance outstanding under the Revolving Facility. Amounts drawn under the Revolving Facility are revolving in nature and bear interest based on a variable pricing grid tied to the Company’s leverage ratio. There were no amounts drawn on the Revolving Facility and the effective interest rate was NBC Prime+1.00% as at September 30, 2025.

The Acquisition Line permits the Company to draw amounts for permitted acquisitions under the Credit Agreement, with prior consent from NBC. The Company may draw a maximum of three advances, with the minimum denominated amount of each drawing of \$1.0 million. Amounts drawn under the Acquisition Line are non-revolving in nature and bear interest based on a variable pricing grid tied to the Company’s leverage ratio, and any amounts repaid may not be reborrowed or subject to any further advances. The Company is required to make quarterly repayments based on a 10-year amortization period on outstanding balances. There were no amounts drawn on the Acquisition Line and the effective interest rate was NBC Prime+1.00% as at September 30, 2025.

The Term Loan was advanced to the Company in the form of a single advance on the closing date of the Credit Agreement, to be used by the Company for the purpose of refinancing its existing debt on the closing date. The Company used the Term Loan proceeds of \$6.5 million to repay amounts outstanding under the RBC credit facility, to redeem and fully repay the Debentures, and repaid all outstanding related party loans. Amounts drawn under the Term Loan are non-revolving in nature and bear interest based on a variable pricing grid tied to the Company’s leverage ratio, and any amounts repaid may not be reborrowed or subject to any further advances. The Term Loan renews on March 26, 2028, and the Company is required to make quarterly principal repayments based on a 10-year amortization period on the outstanding balance. The effective interest rate on the outstanding Term Loan balance was NBC Prime+1.00% as at September 30, 2025.

Under the terms of the Credit Agreement, the lenders have security over substantially all the assets of the Company, along with postponement of claims and subordination from all borrowers, including related parties. The terms of the Credit Facilities require the Company to meet certain financial tests and to satisfy various affirmative and negative covenants that limit, among other things, the Company’s ability to incur additional indebtedness outside of permitted amounts. The Credit Facilities also include customary events of default, including payment and covenant breaches, bankruptcy events and the occurrence of change of control.

Private Placement Debenture Offering

On May 2, 2023, the Company announced the closing of its brokered private placement offering of 10% subordinated and postponed unsecured non-convertible debenture units of the Company (the “Debenture Units”) for gross proceeds of \$1.5 million (the “Debenture Offering”). As part of the Debenture Offering, the Company issued 1,453 Debenture Units, with each Debenture Unit comprised of: (i) \$1,000 principal amount of subordinated and

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024***Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.*

postponed unsecured non-convertible debentures of the Company (the “Debentures”); (ii) for no additional consideration, such number of common shares (collectively, the “Bonus Shares”) as was equal to 10% of the principal amount of the Debentures purchased divided by \$0.09, being the market closing price of the common shares on the TSX Venture Exchange (the “Exchange”) on April 10, 2023, totalling 1,614,444 Bonus Shares; and (iii) 836,111 Private Placement Broker Warrants (“Broker Warrants”) exercisable for one common share of the Company at an exercise price equal to \$0.15 per common share until May 2, 2025.

The Debentures were issued pursuant to and were governed by the terms of a debenture indenture dated May 2, 2023 entered into between the Company and the TSX Trust Company as the debenture trustee. The Debentures had a maturity date of May 2, 2025 and bore interest at a rate of 10% per annum payable quarterly in arrears in cash. The Company was entitled to redeem the Debentures at any time prior to May 2, 2025, in part or in full, subject to an early repayment premium that varied based on the redemption date.

On March 26, 2025, the Company provided notice to holders of its Debenture Units of its intention to redeem all outstanding Debentures, and paid the principal amount of \$1.5 million, plus an early repayment penalty amounting to \$44, and all accrued and unpaid interest (the “Total Redemption Price”) to the TSX Trust Company, to hold in trust as debenture trustee until paid to debenture holders on April 25, 2025 (the “Redemption Date”). Upon payment of the Total Redemption Price on the Redemption Date, all redeemed Debenture Units were cancelled, and the previous Debenture holders have no further rights in respect thereof, except to obtain payment of their portion of the Total Redemption Price. The Company incurred a loss on settlement of Debentures resulting from the early repayment amounting to \$44, which was included in transaction costs during the nine months ended September 30, 2025.

Debentures consist of the following:

	September 30, 2025	December 31, 2024
	\$	\$
Debentures	1,453	1,453
Less: discount due to bonus shares	(210)	(210)
Less: transaction costs	(385)	(385)
	858	858
Add: accrued interest	46	146
Less: cash interest paid to Debenture holders	(46)	(146)
Add: accretion of Debenture Offering	595	461
Less: debenture balance repayment	(1,453)	-
Debenture Offering	-	1,319
Less: current portion	-	1,319
Long-term Debenture Offering	-	-

Cash interest of \$nil and \$46 was paid on the Debentures during the three and nine months ended September 30, 2025 [\$37 and \$0.1 million for the three and nine months ended September 30, 2024]. Accretion of the Debenture Offering was \$nil and \$0.1 million during the three and nine months ended September 30, 2025 [\$82 and \$0.2 million during the three and nine months ended September 30, 2024].

RBC Credit Facility

The Royal Bank of Canada Credit Facility (“RBC Credit Facility”) provided the Company up to \$5.0 million of borrowing capacity through a \$3.5 million revolving operating line (“RBC Revolving Facility”), a \$0.5 million lease facility (“RBC Lease Facility”), and refinancing of existing term debt of \$1.0 million (“RBC Term Loan”).

The RBC Revolving Facility, bearing interest at RBC Prime+1.75%, was available for working capital and general corporate purposes. The RBC Lease Facility allowed the Company to finance equipment at prevailing market interest rates at the time of drawdown over a five-year amortization period. The RBC Term Loan refinanced the previous long-term debt, assumed as part of the HealthPointe acquisition in February 2021, over a five-year

NEUPATH HEALTH INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.

amortization period, and bore interest at RBC Prime+1.80%. The RBC Lease Facility and RBC Term Loan were jointly capped at \$1.5 million of borrowings.

On March 26, 2025, the Company utilized partial proceeds from the NBC Credit Facilities to repay the total outstanding balance of the RBC Term Loan and terminated the RBC Revolving Facility and RBC Lease Facility.

6. SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares with no nominal or par value, with a right to one vote per share and a right to a dividend when declared by the Board of Directors.

The following table summarizes the Company's outstanding common shares:

	Number of shares	\$
Balance, December 31, 2023	56,293	44,127
Shares issued through options exercised (Note 7)	124	24
Shares repurchased and cancelled	(30)	(23)
Shares repurchased, but not cancelled	-	(79)
Balance, December 31, 2024	56,387	44,049
Conversion of warrants (Note 8)	781	163
Shares repurchased and cancelled	(933)	(648)
Balance, September 30, 2025	56,235	43,564

On November 27, 2024, the Company announced that the Exchange approved its proposed Normal Course Issuer Bid ("NCIB") to purchase up to a maximum of 2,820,044 common shares for cancellation starting November 27, 2024 and ending November 26, 2025 or such earlier date as the Company completes its purchases pursuant to the NCIB or provides notice of termination. In connection with the NCIB, the Company entered into an automatic securities purchase plan ("ASPP") that contains strict parameters regarding how its common shares may be repurchased during times when it would ordinarily not be permitted to purchase common shares due to regulatory restrictions or self-imposed blackout periods. Such purchases are executed by the broker on parameters established by the Company prior to the pre-established ASPP period. The Company may terminate or amend the NCIB and ASPP provided the insiders of the Company are not then in a trading blackout and the Company is not otherwise in possession of any material undisclosed information about its business. The balance of the Company's maximum repurchase commitment with the broker for the remainder of the NCIB program amounted to \$70 as at September 30, 2025.

During the nine months ended September 30, 2025, 832,800 common shares with a carrying value of \$0.6 million were repurchased for cancellation under the Company's NCIB for cash consideration of \$0.2 million, at a weighted average price of \$0.23. The excess of the carrying value over the purchase price was recorded to contributed surplus. An additional 100,000 common shares repurchased during the year ended December 31, 2024 were cancelled during the nine months ended September 30, 2025.

During the nine months ended September 30, 2025, the Company issued 780,694 common shares related to the conversion of Broker Warrants to common shares (see Note 8, *Warrants*). During the three and nine months ended September 30, 2024, the Company issued 108,158 common shares related to the vesting of restricted share units ("RSUs") (see Note 7, *Stock-Based Compensation*).

7. STOCK-BASED COMPENSATION

The Company has three stock-based compensation plans: the Amended and Restated Stock Option Plan ("Stock Option Plan"), the Amended and Restated Restricted Share Unit Plan ("RSU Plan") and the Employee Share Purchase Plan ("ESPP").

NEUPATH HEALTH INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.

Stock Option Plan

On June 12, 2025, the Company granted 150,000 stock options (“Options”) to non-executive directors of the Company at an exercise price of \$0.26 per share, with an expiry date of June 12, 2032. The Options are subject to time-based vesting and will fully vest on June 12, 2026.

On May 21, 2025, the Company granted 375,000 Options to an officer of the Company at an exercise price of \$0.24 per share, with an expiry date of May 21, 2032. The Options are subject to time-based vesting and will fully vest on May 21, 2029. The terms of the Options granted on May 21, 2025 are in accordance with the Company’s Stock Option Plan approved by shareholders at the Annual General and Special Meeting of Shareholders held on June 11, 2025 (the “2025 AGM”).

On September 24, 2024, the Company granted 120,000 Options under the Stock Option Plan to employees of the Company at an exercise price of \$0.18 per share, with an expiry date of September 24, 2031. The Options are subject to time-based vesting and fully vest on September 24, 2028.

As at September 30, 2025, the maximum number of common shares available for issuance under the Stock Option Plan was 372,262 [December 31, 2024 - 825,668].

The following is a schedule of the Options outstanding:

	Options 000s	Range of Exercise Price \$	Weighted Average Exercise Price \$
Balance, December 31, 2024	4,814	0.14 – 1.00	0.24
Granted	525	0.24 – 0.26	0.25
Expired	(63)	0.16 – 1.00	0.50
Forfeited	(25)	0.14 – 0.19	0.15
Balance, September 30, 2025	5,251	0.14 – 1.00	0.23

The following table summarizes the outstanding and exercisable Options held by directors, officers, employees and contractors as at September 30, 2025:

Exercise Price Range \$	Options 000s	Outstanding		Weighted Average Exercise Price \$	Exercisable	
		Remaining Contractual Life Years	Weighted Average Exercise Price \$		Vested Options 000s	Weighted Average Exercise Price \$
1.00	140	0.2	1.00	140	1.00	
0.87	127	1.9	0.87	127	0.87	
0.45	267	1.7 – 3.7	0.45	242	0.45	
0.30	465	3.9	0.30	465	0.30	
0.26	150	6.7	0.26	-	0.26	
0.24	375	6.6	0.24	-	0.24	
0.19	820	6.2	0.19	-	0.19	
0.18	120	6.0	0.18	30	0.18	
0.16	1,244	4.1 – 4.7	0.16	802	0.16	
0.14	1,543	4.7	0.14	790	0.14	

Restricted Share Unit Plan

On June 12, 2025, the Company granted 60,000 RSUs to non-executive directors of the Company. The RSUs are subject to time-based vesting in accordance with the policies of the Exchange. RSUs granted will fully vest on June 12, 2026. The terms of the RSUs granted are in accordance with the RSU Plan.

On May 21, 2025, the Company granted 375,000 RSUs to an officer of the Company. The RSUs are subject to time-based vesting such that 1/4 of the RSUs vest annually starting on May 21, 2026.

NEUPATH HEALTH INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.

The terms of the RSUs are in accordance with the Company's RSU Plan, which was approved by shareholders at the 2025 AGM. The Company amended its RSU Plan to increase the maximum number of common shares issuable under this plan from 3,000,000 to 5,000,000.

There were no issuances of RSUs under the RSU Plan during the three and nine months ended September 30, 2024.

As at September 30, 2025, the maximum number of common shares available for issuance under the RSU Plan was 2,938,693.

The following is a schedule of RSUs outstanding:

	RSUs 000s	Range of Exercise Price \$	Weighted Average Exercise Price \$
Balance, December 31, 2024	516	0.16 – 0.87	0.19
Granted	435	0.24 – 0.26	0.24
Balance, September 30, 2025	951	0.16 – 0.87	0.21

The following table summarizes the outstanding RSUs held by directors, officers, employees and contractors as at September 30, 2025:

RSUs 000s	Grant Date	Share Price \$	Vesting Period Years	Fair Value per RSU \$
31	November 22, 2022	0.16	4	0.16
60	December 9, 2024	0.19	1	0.19
425	December 9, 2024	0.19	4	0.19
375	May 21, 2025	0.24	4	0.24
60	June 12, 2025	0.26	1	0.26

Employee Share Purchase Plan

The maximum number of common shares that can be issued under the ESPP is 500,000. As at September 30, 2025, the ESPP has not yet been implemented and no common shares have been issued under this plan.

Summary of Stock-based Compensation

Stock-based compensation expense for the three and nine months ended September 30, 2025 was \$68 and \$163, all of which have been included in general and administrative expenses [\$17 and \$81 for the three and nine months ended September 30, 2024].

The maximum number of common shares that can be issued under all three plans cannot exceed 20% of the total number of common shares outstanding calculated on a non-diluted basis.

8. WARRANTS

As at September 30, 2025, the Company had no warrants outstanding.

On September 29, 2025, the Company repurchased and cancelled 4,480,000 outstanding warrants held by related parties. These warrants were classified as equity instruments and had a carrying amount of \$0.8 million. The Company paid total cash consideration of \$0.2 million and the difference of \$0.6 million was recognized as an increase to contributed surplus (see Note 13, *Related Party Transactions*).

On May 2, 2023, the Company issued 836,111 Broker Warrants in connection with the Debenture Offering (see Note 5, *Long-term Debt*), exercisable for one common share of the Company at an exercise price of \$0.15 per common share until May 2, 2025. During the nine months ended September 30, 2025, 780,694 Broker Warrants with a fair value of \$46 and exercise price of \$0.15 were exercised for common shares. The Company received

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024**

Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.

\$0.1 million in cash proceeds upon exercise. The remaining 55,417 Broker Warrants with a fair value of \$3 expired without being exercised.

The Company did not issue any warrants during the three and nine months ended September 30, 2025 and 2024.

9. NET LOSS PER COMMON SHARE

Net loss per common share is computed as follows:

	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
<i>(Canadian dollars in thousands, except per share figures or otherwise noted)</i>	\$	\$	\$	\$
Net loss	(94)	(323)	(79)	(305)
Average number of shares outstanding during the period	56,446	56,393	56,412	56,332
Basic loss per share	-	(0.01)	-	(0.01)
Net loss	(94)	(323)	(79)	(305)
Dilutive effect of Options, RSUs and Warrants:	-	-	-	-
Net loss, assuming dilution	(94)	(323)	(79)	(305)
Average number of shares outstanding during the period	56,446	56,393	56,412	56,332
Dilutive effect of:				
Vested Options	861	82	861	82
Unvested RSUs	951	47	951	47
Warrants	-	76	-	76
Weighted average common shares outstanding, assuming dilution	58,258	56,598	58,224	56,537
Diluted loss per share	-	(0.01)	-	(0.01)

The following table presents the maximum number of shares that would be outstanding if all dilutive and potentially dilutive instruments were exercised or converted as at:

	September 30, 2025		September 30, 2024	
	Weighted Average Exercise Price	Units Outstanding	Weighted Average Exercise Price	Units Outstanding
	\$	000s	\$	000s
Common shares issued and outstanding	-	56,412	-	56,332
Options outstanding (Note 7)	0.23	5,251	0.28	4,210
RSUs outstanding (Note 7)	0.21	951	0.16	47
Warrants (Note 8)	-	-	0.23	5,316
		62,614		65,905

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024***Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.***10. NET CHANGE IN NON-CASH WORKING CAPITAL**

Net change in non-cash working capital consists of:

	Nine months ended September 30, 2025	Nine months ended September 30, 2024
	\$	\$
Accounts receivable	(1,378)	(569)
Other assets	(233)	48
Accounts payable and accrued liabilities	2,475	762
Income tax liabilities	220	(111)
Net change in non-cash working capital	1,084	130

11. COMMITMENTS

The Company leases real property for its clinical and office locations in Canada. The Company is committed for estimated additional variable rent payment obligations as follows:

	Expiry	Additional Rent Payments	1 Year	2 to 3 Years	4 to 5 Years	> 5 Years
<i>Clinic Location</i>		\$	\$	\$	\$	\$
Hamilton	November 30, 2025	7	7	-	-	-
Kitchener	December 31, 2025	4	4	-	-	-
Mississauga	January 31, 2026	16	16	-	-	-
Ottawa	July 31, 2028	363	128	235	-	-
Windsor	March 31, 2030	144	32	64	48	-
London	June 30, 2030	536	113	226	197	-
Scarborough	July 31, 2030	242	50	100	92	-
Oshawa	November 30, 2030	381	73	148	148	12
Brampton	July 31, 2031	379	65	130	130	54
Red Deer	July 31, 2032	349	51	102	102	94
Edmonton	December 31, 2033	3,334	404	808	808	1,314
Mississauga	February 28, 2034	591	71	136	142	242
		6,346	1,014	1,949	1,667	1,716

These additional rent payments are variable and, therefore, have not been included in ROU assets or lease obligations.

NEUPATH HEALTH INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.

12. FINANCIAL INSTRUMENTS

Classification of Financial Instruments

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The classification of the financial instruments, as well as their carrying values, are shown in the table below:

	September 30, 2025	December 31, 2024
	\$	\$
Financial assets at amortized cost		
Cash and cash equivalents	4,633	2,923
Accounts receivable	9,046	7,668
Other assets	1,201	1,053
Total financial assets	14,880	11,644
Financial liabilities at amortized cost		
Accounts payable and accrued liabilities	10,921	8,446
Long-term debt	6,337	2,083
Lease obligations	7,115	5,592
Due to related parties	-	3,674
Total financial liabilities	24,373	19,795

The Company's financial instruments are measured at amortized cost and their fair values approximate carrying values.

Financial Instruments

IFRS 13, *Fair Value Measurement* requires disclosure of a three-level hierarchy that reflects the significance of the inputs used in making fair value measurements. All assets and liabilities for which fair value is measured or disclosed in these Condensed Consolidated Interim Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.
- Level 2 – Observable inputs other than quoted prices in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Significant unobservable inputs that are supported by little or no market activity.

The Company reviews the fair value hierarchy classification on a quarterly basis. Changes to the ability to observe valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy. The Company did not have any transfer of assets or liabilities between Level 1, Level 2 and Level 3 of the fair value hierarchy during the three and nine months ended September 30, 2025 and 2024.

Credit Risk

The Company, in the normal course of business, is exposed to credit risk from its customers. Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk on its cash and cash equivalents, accounts receivable and other assets. The Company's objective with respect to credit risk in its operating activities is to reduce its exposure to losses. As the Company does not utilize credit derivatives or similar instruments, the maximum exposure to credit risk is the full amount of the carrying value of its cash and cash equivalents and accounts receivable.

The Company's accounts receivable relate to revenue earned from its customers. Credit risk is low as the Company's major customers are government organizations. Non-government customers include private health plans and employers, and do not significantly impact the Company's credit risk.

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024***Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.*

The Company's cash and cash equivalents are held with multiple financial institutions in various bank accounts. These financial institutions include three major banks in Canada, which the Company believes lessens the degree of credit risk. Cash and cash equivalents include cash on hand and current balances with banks and similar institutions, including money market mutual funds, which are readily convertible into known amounts of cash and have an insignificant risk of changes in value.

Risk Factors

The following is a discussion of liquidity risk and interest rate risk and related mitigation strategies that have been identified. This is not an exhaustive list of all risks nor will the mitigation strategies eliminate all risks listed.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting its financial liability obligations as they become due. The Company's objective is to provide for expected cash requirements and accommodate for changes in liquidity needs. The Company manages this risk by managing its capital structure through continuous monitoring of its actual and projected cash flows.

As at September 30, 2025, the Company's financial liabilities had contractual maturities as summarized below:

	Total \$	Current	Non-current		
		Within 12 Months \$	1 to 2 Years \$	3 to 5 Years \$	> 5 Years \$
Accounts payable and accrued liabilities	10,921	10,921	-	-	-
Long-term debt	6,337	650	1,300	1,300	3,087
Lease obligations	7,115	1,088	2,225	1,955	1,847
	24,373	12,659	3,525	3,255	4,934

Interest rate risk

Financial instruments that potentially subject the Company to cash flow interest rate risk are those assets and liabilities with a variable interest rate. Three of the Company's loan facilities, included in long-term debt, have a variable interest rate. Accordingly, with respect to the carrying and fair values of interest-bearing liabilities, an assumed 25-basis point increase or decrease in interest rates would not have a significant impact on net and comprehensive income (loss).

Financial assets and financial liabilities that bear interest at fixed rates are subject to fair value interest rate risk. The Company's lease obligations and certain long-term debt are at fixed rates of interest. Those financial assets and financial liabilities that are non-interest bearing are carried at amortized cost and calculated using discount rates appropriate to the related debt.

The Company's policy is to minimize interest rate cash flow risk exposures on its long-term financing.

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024***Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.***13. RELATED PARTY TRANSACTIONS**

The Company's related parties include certain investors and shareholders, subsidiaries and key management personnel.

Loans from Related Parties

The following related party balances were outstanding as at:

	September 30, 2025	December 31, 2024
	\$	\$
Due to Bloom Burton & Co. Inc.	-	3,631
Due to Bloom Burton Development Corp.	-	43
	-	3,674

The amount due to Bloom Burton & Co. Inc. ("BBCI"), a shareholder of the Company, was non-interest bearing, unsecured and due on demand. The amount due to Bloom Burton Development Corp. ("BBDC"), a shareholder of the Company, was non-interest bearing, unsecured and due on demand. On March 26, 2025, the Company utilized partial proceeds from the NBC Credit Facilities to repay the outstanding loans from BBCI and BBDC in full, amounting to \$3.7 million.

Bloom Burton Securities Inc. ("BBSI") acted as a broker for the Debenture Offering (see Note 5, *Long-term Debt*). The fees paid to BBSI for the Debenture Offering were nominal. BBSI also received 76,390 Broker Warrants issued in connection with the Debenture Offering, with a fair value of \$5 (see Note 8, *Warrants*). In April 2025, BBSI exercised its Broker Warrants for common shares of the Company for cash proceeds of \$12.

On September 29, 2025, the Company repurchased and cancelled 1,600,000 warrants previously issued to Bloom Burton Healthcare Structured Lending Fund II LLP ("BBHSLF") and 2,880,000 warrants previously issued to Bloom Burton Healthcare Lending Trust ("BBHLT"). These warrants entitled the warrant holders to purchase common shares of the Company at a fixed price and were classified as equity instruments. At the time of repurchase, the warrants had a carrying value of \$0.8 million and the Company paid total cash consideration of \$0.2 million to BBHSLF and BBHLT. The difference of \$0.6 million was recognized as an increase to contributed surplus (see Note 8, *Warrants*).

Joseph Walewicz, Chief Executive Officer and a Director of the Company and Daniel Chicoine, the Chair of the Board of Directors of the Company, participated in the Debenture Offering. Their participation accounted for 11% of the gross proceeds from the Debenture Offering and they received a proportionate share of the Bonus Shares issued based on their participation rate. On March 26, 2025, the Company provided notice to holders of its Debenture Units of its intention to redeem all outstanding Debentures, and the Company utilized partial proceeds from the NBC Credit Facilities to repay the Total Redemption Price (see Note 5, *Long-term Debt*).

14. DISAGGREGATED REVENUES

The Company's revenues are disaggregated by major category:

	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
	\$	\$	\$	\$
Clinic revenue	20,787	16,335	61,042	49,769
Non-clinic revenue	1,292	1,217	4,002	4,149
Total revenue	22,079	17,552	65,044	53,918

NEUPATH HEALTH INC.**Notes to the Condensed Consolidated Interim Financial Statements****For the three and nine months ended September 30, 2025 and 2024***Unless noted otherwise, all amounts shown are in thousands, except share and per share amounts.*

Non-clinic revenue is earned from physician staffing allocation services where the Company provides physicians for provincial and federal correctional institutions across Canada, and from contract research services provided to pharmaceutical companies and clinical research organizations.

The Company has two major customers that accounted for 89% and 88% of the Company's total revenue for the three and nine months ended September 30, 2025 [two major customers represented 86% and 88% of the Company's total revenue for the three and nine months ended September 30, 2024].

15. CONTINGENCIES**Litigation**

The Company is engaged in various legal proceedings that have arisen in the normal course of business. The Company believes it has prepared valid defences and that its defences against these claims will be successful. The Company believes that any current ongoing claims are without merit and frivolous in nature and has determined that a loss is not more likely than not to occur. Accordingly, no amounts have been provisioned for such claims in these Condensed Consolidated Interim Financial Statements. Management intends to defend the matters vigorously. The Company believes that no material exposure exists on the eventual settlement of such litigation.

Harmonized Sales Tax

From time to time, the Company may be subject to review and audit of its tax filing positions, which arises in the normal course of business. The Company underwent a Harmonized Sales Tax ("HST") audit by the Canada Revenue Agency ("CRA"), which resulted in additional HST assessments for the years 2014 to 2019, totalling \$2.0 million. In May 2023, the Company received a positive response from the CRA confirming that they allowed several objections, leading to a refund of approximately \$1.9 million. In August 2023, the Company filed a Notice of Objection with the CRA for claims amounting to approximately \$0.2 million related to 2015 and 2016 filing periods, which was approved by the CRA in December 2024, resulting in an additional refund of approximately \$0.2 million, including interest, received in February 2025.