Management's Discussion and Analysis

November 16, 2022 / This Management's Discussion and Analysis of the Financial Position and Results of Operations ("MD&A") is the responsibility of management and has been reviewed and approved by the Board of Directors. This MD&A has been prepared in accordance with the requirements of the Canadian Securities Administrators.

Throughout this document, NeuPath Health Inc. is referred to as "NeuPath", "we", "our" or "the Company". This MD&A provides information management believes is relevant to an assessment and understanding of the consolidated results of operations, cash flows and financial condition of the Company. The following information should be read in conjunction with the Condensed Consolidated Interim Financial Statements and the notes thereto for the three and nine months ended September 30, 2022. The Condensed Consolidated Interim Financial Statements reported herein have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*. NeuPath's accounting policies are in accordance with International Financial Reporting Standards ("IFRS").

All amounts in this MD&A are expressed in thousands of Canadian dollars except per share, unit and warrant figures, unless otherwise noted.

The Company uses non-IFRS financial measures in this MD&A. For a detailed reconciliation of the non-IFRS measures used in this MD&A, please see the discussion under "*Non-IFRS Financial Measures*".

Materiality of Disclosures

This MD&A includes information we believe is material to investors. We consider something to be material if it results in, or would reasonably be expected to result in, a significant change in the market price or value of our shares, or if it is likely that a reasonable investor would consider the information important in making an investment decision.

Forward-looking Statements

Certain statements in this MD&A are forward looking statements which may include, but are not limited to, statements with respect to the future financial or operating performance of NeuPath and its projects, the market conditions, business strategy, corporate plans, objectives and goals, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of NeuPath to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, but are not limited to, the factors discussed in the section entitled "Risk Factors" in this MD&A and in the section entitled "Risk Factors" in the Company's Annual Information Form for the year ended December 31, 2021 dated March 17, 2022 ("AIF"). Although NeuPath has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and, other than as required by law, NeuPath disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

This MD&A also includes market data and forecasts with respect to the chronic pain, sports medicine, concussion, and workplace health services markets. Although the Company is responsible for all of the disclosure contained in this MD&A, in some cases the Company relies on and refers to market data and certain industry forecasts that were obtained from third-party surveys, market research, consultant surveys, publicly available information and industry publications and surveys that it believes to be reliable. Unless otherwise indicated, all market and industry data and other statistical information and forecasts contained in this MD&A are based on independent industry publications, reports by market research firms or other published independent sources and other externally obtained data that the Company believes to be reliable. Any such market data, information or forecast may prove to be inaccurate because of the method by which it was obtained or because it cannot always be verified with complete certainty given the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties, including those discussed in the AIF under the heading "Risk Factors". As a result, although the Company believes that these sources are reliable, it has not independently verified the information.

Non-IFRS Financial Measures

This MD&A makes reference to certain financial measures, including non-IFRS financial measures that are historical and non-GAAP or non-GAAP ratios. Management uses these financial measures for purposes of comparison to prior periods and development of future projections and earnings growth prospects. This information is also used by management to measure the profitability of ongoing operations and in analyzing business performance and trends. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and, are therefore, unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of financial information reported under IFRS. The Company uses the following non-GAAP financial measures: EBITDA, adjusted EBITDA, gross margin, adjusted gross margin and loss from operations, and the following non-GAAP ratios: gross margin % and adjusted gross margin %, to provide supplemental measures of operating performance and thus highlight trends in the core business that may not otherwise be apparent when relying solely on IFRS financial measures. Management also uses non-IFRS financial measures in order to prepare annual operating budgets and to determine management compensation. Below is an explanation of the composition of each such measure, as applicable, including a quantitative reconciliation of EBITDA and adjusted EBITDA to its most directly comparable financial measure disclosed in our financial statements to which the measure relates. See *Selected Financial Information* and *Results of Operations* for a quantitative reconciliation of gross margin, adjusted gross margin and loss from operations to its most directly comparable financial measure disclosed in the Condensed Consolidated Interim Financial Statements for the three and nine months ended September 30, 2022 to which the measure relates.

EBITDA and Adjusted EBITDA
EBITDA refers to net income (loss) determined in accordance with IFRS, before depreciation and amortization, net interest expense (income) and income tax expense (recovery). The Company defines adjusted EBITDA, as EBITDA, excluding stock-based compensation expense, restructuring costs, fair value adjustments, transaction costs, impairment charges and finance income. Management believes EBITDA and adjusted EBITDA are useful supplemental non-GAAP measures to determine the Company's ability to generate cash available for operations, working capital, capital expenditures, debt repayments, interest expense and income taxes.

The following table provides a reconciliation of net loss and comprehensive loss to EBITDA and adjusted EBITDA:

	Three Months ended September 30		Nine Months ended September 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
Net loss and comprehensive loss	**(1,139)**	(660)	**(2,415)**	(2,510)
Add back:				
Depreciation and amortization	**639**	704	**1,996**	2,243
Net interest expense	**199**	214	**618**	659
Income tax expense	**49**	-	**165**	282
EBITDA	**(252)**	258	**364**	674
Add back:				
Stock-based compensation	**(4)**	169	**45**	661
Transaction costs(1)	**187**	138	**606**	1,054
Finance income	**(5)**	(8)	**(18)**	(26)
Restructuring	**452**	-	**452**	-
Adjusted EBITDA	**378**	557	**1,449**	2,363
Attributed to:				
Shareholders of NeuPath Health Inc.	**419**	557	**1,521**	2,363
Non-controlling interest	**(41)**	-	**(72)**	-
	378	557	**1,449**	2,363

(1) For the three and nine months ended September 30, 2022 and 2021, $187 and $563 of accrued contingent consideration that under IFRS 3, *Business Combinations* (“IFRS 3”) was not permitted to be included in the acquisition cost has been accounted for as remuneration rather than consideration transferred [September 30, 2021 - $188 and $562].

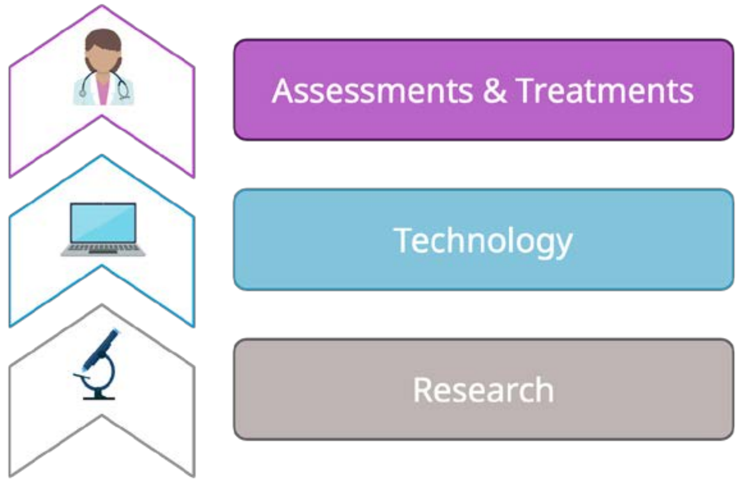
Gross Margin, Gross Margin %, Adjusted Gross Margin and Adjusted Gross Margin %

Management believes gross margin, gross margin %, adjusted gross margin and adjusted gross margin % are important supplemental non-GAAP measures for evaluating operating performance and to allow for operating performance comparability from period-to-period. Gross margin is calculated as total revenue minus cost of medical services. Gross margin % is calculated as gross margin divided by total revenue. Adjusted gross margin is calculated as gross margin, plus remuneration payment accruals related to the HealthPointe Medical Centres Ltd. (“HealthPointe”) acquisition, Restricted Share Unit (“RSU”) award accruals related to the HealthPointe physician vendors, and Canada Emergency Wage Subsidy (“CEWS”) payroll subsidies available under the COVID-19 Economic Response Plan that were included in cost of medical services. Adjusted gross margin % is calculated as adjusted gross margin divided by total revenue.

Loss From Operations

Management believes loss from operations is an important supplemental non-GAAP measure for evaluating operating performance and to allow for operating performance comparability from period-to-period. Loss from operations is calculated as total revenue, minus cost of medical services, general and administrative (“G&A”) expenses, occupancy costs, depreciation and amortization, interest cost and restructuring costs.

Overview



NeuPath's mission is to improve access to care and outcomes for patients suffering from musculoskeletal ("MSK") conditions by leveraging technology, exploiting research and data-driven insights, and delivering physician-led multidisciplinary care.

The Company's vision is to build the leading national network of MSK care clinics, recognized for their quality of care, empathy-driven patient experience, and leading-edge treatment modalities. From a business perspective, the pursuit of the Company's vision is aimed at increasing the value of our brand to employers, unions and private payors (collectively "Employers"), current and potential patients referring healthcare professionals, NeuPath physicians and staff, and investors.

Multidisciplinary Care
NeuPath operates an interdisciplinary network of medical clinics in Ontario and Alberta and an independent medical assessment business with a national network of healthcare providers. The Company's medical clinics provide comprehensive assessments and rehabilitation services to clients 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, Dieticians, Nurses and other allied health practitioners.

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 generates revenue by providing both insured and uninsured services to patients. Insured services include treatments or procedures covered by provincial health plans and third-party health insurance plans. In most cases, the insurer is billed directly by NeuPath. Uninsured services include assessments, treatments and procedures that are not covered by provincial health plans or third-party health insurance plans and are billed directly to patients.

Research
Through a wholly owned subsidiary, NeuPath provides contract research services to pharmaceutical companies. More importantly, these clinical research capabilities allow the Company to evaluate the efficacy of new and existing services and treatments. In addition, the Company utilizes its research capabilities to fill research gaps in traditionally underfunded areas, like chronic pain. In the first quarter of 2022, NeuPath completed the manuscript and is in discussions for publishing the findings of the 562-patient study focused on chronic pain and the impact of NeuPath's treatments on patients' lives. The study participants, who previously reported low levels of functioning across several daily life activities, experienced significant improvements in all measured daily life activities after undergoing NeuPath's interdisciplinary treatment. The results of this study present an exciting opportunity for NeuPath to improve the quality of life for patients by applying cutting-edge and research-driven best practices.

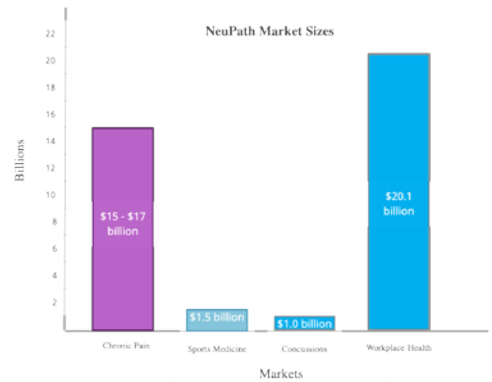
Technology
NeuPath utilizes technology to enhance in-person care or to make care more accessible or more convenient for patients. In 2020, due to the outbreak of COVID-19, the Company enhanced its virtual care capabilities by converting approximately 13% of total patient visits to virtual visits. Virtual care is becoming increasingly important

for patients. According to a recent study by Environics Research, 82% of Canadians believe their employer should provide access to virtual healthcare.

NeuPath began developing a remote chronic pain management app that will allow patients to access education and tools that will help them better self-manage chronic pain. The Company's remote pain management app will utilize a more holistic, patient-centred approach to chronic pain management by including education and tools around sleep, exercise, diet and behaviour modification, in addition to traditional pharmacotherapy approaches for managing chronic pain. The app will allow for improved data collection and will facilitate improved communication between healthcare providers and patients. A recent study by University Health Network found that "digital solutions, including remote monitoring, can help chronic pain sufferers manage their pain"[(1)]. NeuPath's proprietary remote pain management app has been completed to late-stage development.

Markets

The Company competes in the chronic pain, sports medicine, concussion and workplace health services markets in Canada. Conditions often coexist amongst these distinct markets, for example, chronic pain is one of the known consequences of a traumatic brain injury. NeuPath believes that having the ability to treat these often co-existing conditions and building collaborative, interdisciplinary teams of healthcare providers are distinct competitive advantages and are important foundations for improving patient care.



Chronic Pain

According to the Global Burden of Disease Study, chronic pain is the 4th most burdensome disease or condition[(2)] impacting approximately 1 in 5 adults worldwide[(3)]. Despite chronic pain's prevalence and impact, it has only recently started to attract increased attention. In May 2019, the World Health Organization added chronic pain to its International Classification of Diseases for the first time. The International Classification of Diseases is used worldwide as a diagnostic tool to classify causes of injury or death and the addition of chronic pain will allow for better tracking of the impact and prevalence of chronic pain. In addition, the Canadian federal government formed the Canadian Pain Task Force in March 2019 to assess how chronic pain is currently managed and make recommendations for improvement. Both of these initiatives should result in increased attention on chronic pain.

A recent study found that chronic pain costs between $38-$40 billion in Canada in 2019, of which $15-$17 billion represents direct healthcare costs[(4)].

Sports Medicine

According to a 2015 report by Parachute, injuries in sports and physical activity cost the Canadian healthcare system nearly $1.5 billion annually.

Concussions

Concussions or traumatic brain injuries ("TBIs") have gained prominence recently mainly due to research and improved understanding around chronic traumatic encephalopathy ("CTE") and its connection to head trauma. *The Cost of Injury in Canada* study, released in 2015, estimated the cost of head injuries in sports and recreation at $1.0 billion per year in Canada.

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(1) University Health Network. (2021). Digital solutions, including remote monitoring, can help chronic pain sufferers manage their pain and reduce the probability of misuse of prescription opioids, Retrieved from https://www.uhn.ca/corporate/News/PressReleases/Pages/Digital_solutions_including_remote_monitoring_can_help_chronic_pain_sufferers_manage_their_pain.aspx

(2) Kassebaum NJ, Smith AGC, Bernabé E, Fleming TD, Reynolds AE, Vos T, Murray CJL, Marcenes W; GBD 2015 Oral Health Collaborators. Global, Regional, and National Prevalence, Incidence, and Disability-Adjusted Life Years for Oral Conditions for 195 Countries, 1990-2015: A Systematic Analysis for the Global Burden of Diseases, Injuries, and Risk Factors. J Dent Res. 2017 Apr;96(4):380-387. doi: 10.1177/0022034517693566. PMID: 28792274; PMCID: PMC5912207.

(3) BU School of Public Health. (2017). Chronic Pain and the Health of Populations. Retrieved from https://www.bu.edu/sph/news/articles/2017/chronic-pain-and-the-health-of-populations/.

(4) The Canadian Pain Task Force. (2020). Working Together to Better Understand, Prevent, and Manage Chronic Pain: What We Heard. Cat.: H134-17/2020E-PDF. Retrieved from https://www.canada.ca/content/dam/hc-sc/documents/corporate/about-health-canada/public-engagement/external-advisory-bodies/canadian-pain-task-force/report-2020-rapport/report-2020.pdf.

Workplace Health Services
Spending on employee benefit group life and health plans in Canada was estimated to be $46.1 billion in 2019, with $21.9 billion spent on medical benefits. A significant portion of this cost is allocated to traditional benefits like medical, dental and life/AD&D. A recent study by Deloitte found that employers are increasingly aware that conditions like mental illness are costly for employers. As a result, some employers are investing in workplace mental health initiatives and, more importantly, are generating a positive return on investment.

According to a recent report by the Conference Board of Canada, healthcare costs in Canada are expected to increase substantially over the next decade due to an aging population, combined with population growth and the impact of COVID-19. Without substantial increases in public funding, Canadians could experience a reduction in access to care and employers could see a corresponding increase in lost productivity. Based on early experiences with workplace mental health initiatives, in an effort to reduce the costs associated with lost productivity, employers might look to implement other workplace health initiatives that impact absenteeism, presenteeism and reduce short- and/or long-term disability, resulting in an improvement to the organization's return on investment.

Significant Transactions

HealthPointe and CAO Partnership
On November 30, 2021, the Company announced it had entered into a partnership with Central Alberta Orthopedics ("CAO"), a leading provider of multidisciplinary care in musculoskeletal trauma and reconstructive surgery, to open an interdisciplinary pain institute in Red Deer, Alberta. The clinic is open to patients as of July 2022 and ownership of the newly formed corporation is split 50/50 between HealthPointe and CAO.

KumoCare Acquisition
On August 16, 2021, the Company closed the acquisition of KumoCare, a virtual care platform to further expand NeuPath's virtual care and telemedicine offerings. Under the terms of the definitive agreement, and in consideration for the purchase of 100% of the issued and outstanding shares of Aidly Inc., the owner of KumoCare, NeuPath has agreed to pay total consideration of up to $1.5 million subject to a net working capital adjustment, payable as follows: (i) $1.0 million paid in NeuPath shares at an issue price of $0.70 per share; and (ii) additional cash consideration of up to $0.5 million, based on the achievement of certain operational targets.

Prior to COVID-19, patients and their physicians alike preferred an in-person care experience. The care model changed out of necessity in 2020 to bring about virtual care via telemedicine that was both clinically useful and economically viable. The acquisition of KumoCare and its virtual platform has led to numerous benefits to NeuPath and its patients, including, without limitation:

- reduced wait times with more efficient and easy access for both patients and their physicians;
- provides a new revenue line for NeuPath across all of NeuPath's offerings;
- the ability to provide care beyond the physical constraints of clinic locations and hours; and
- seamless integration with health card validation and payment processing.

HealthPointe Acquisition
On February 7, 2021, the Company completed the acquisition of HealthPointe. HealthPointe operates a 20,000 square foot facility in Edmonton, Alberta offering physician-based care services for a wide range of injuries and issues, including chronic pain management, spinal injuries, sport medicine and concussions. Patients receive interdisciplinary care from HealthPointe's roster of Physiatrists, Neurologists, Medication Management Physicians, Orthopedic surgeons, Athletic Therapists, Psychotherapists and Nurses. In addition to the medical clinic, HealthPointe also holds a minority equity interest in two physiotherapy and sport medicine clinics in Alberta.

Under the terms of the Share Purchase Agreement, in consideration for the purchase of 100% of the issued and outstanding shares of HealthPointe, NeuPath agreed to pay total cash consideration of up to $4.7 million, including an upfront payment of $3.2 million and up to $1.5 million of contingent consideration over a two-year measurement period, based on the achievement of certain financial results, as well as the assumption of approximately $2.0 million of term debt spread across a number of facilities, which renew annually for consecutive 12-month periods bearing interest at the Royal Bank of Canada ("RBC") prime rate, and approximately $0.1 million for cash and other working capital adjustments.

Impact of COVID-19

On March 11, 2020, the World Health Organization declared the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", a global pandemic. The outbreak resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, border shutdowns, self-imposed quarantine periods, closure of non-essential businesses and restrictive social measures, have caused material disruption to businesses globally, resulting in an economic slowdown and significant volatility in global equity markets.

The ongoing COVID-19 pandemic has had, and could continue to have, a negative impact on the Company's financial condition, results of operations, and cash flows. As of the date of this MD&A, the COVID-19 pandemic and the measures imposed by the governments in response thereto has increased the cost of personal protective equipment used by healthcare professionals in the Company's clinics; increased the Company's labour costs as a result of complying with COVID-19-related government regulations and public health guidelines; reduced the Company's existing patient appointments visits for those patients in quarantine or who are immunocompromised; caused scheduling conflicts between patients and physicians; reduced new patient consults that support future revenue and growth; and restricted the Company's ability to offer some programs that are part of patient therapy.

COVID-19 had a negative impact on the Company's revenue during the early stages of the pandemic. To minimize the impact on revenue, we were able to shift some patients, physicians and staff to other clinics in our network. In addition, we started to offer virtual visits to our patients and since the start of COVID-19, we successfully converted approximately 11% of total patient visits to virtual visits.

In response to the negative economic impact of COVID-19, various government programs were announced to provide financial relief to affected businesses. The Company determined that it qualified for the CEWS program under the COVID-19 Economic Response Plan in Canada. In 2021, the Company recognized payroll subsidies under the CEWS program. In 2022, the Company did not receive any government subsidies.

NeuPath's executive team is continually monitoring the evolution of COVID-19 and has focused on using technology to improve patient care. The health and safety of our employees, patients, physicians and community continue to be a top priority and the Company will continue to operate in a manner consistent with the emergency measures implemented by the Government of Canada and the Provinces of Ontario and Alberta to combat the spread of COVID-19.

Executive Management Changes

On July 25, 2022, NeuPath announced an accelerated growth strategy and executive management changes. In support of this growth strategy, Dianne Carmichael, the Chair of the Board of Directors, took on the role of Executive Chair and Joseph Walewicz, a member of the Board of Directors, took on the new role of Chief Business Officer. Both remained on the Board of Directors while resigning their Board of Directors Committee duties. The new Compensation, Nomination and Corporate Governance Committee ("CNGC Committee") members are Sasha Cucuz, Dan Legault and Dan Chicoine. Mr. Chicoine continued to chair the Audit Committee, with Mr. Legault joined by new member Mr. Cucuz. Grant Connelly stepped down from his role as Chief Executive Officer

On September 30, 2022, for health reasons, Ms. Carmichael resigned from the Board of Directors and from her role as Executive Chair. Mr. Walewicz was appointed as Interim Chief Executive Officer to execute the current growth strategy, a continuation of the work that they had already been conducting together.

On October 18, 2022, NeuPath announced that Mr. Chicoine accepted the role of Chair of the Company's Board of Directors, replacing Ms. Carmichael. Mr. Chicoine will continue to serve as Chair of the Audit Committee and member of the CNGC Committee. In addition to Mr. Chicoine's appointment to Chair of the Board of Directors, Grishanth Ram resigned from the Board of Directors and all roles with the Company.

Growth Strategy

The Company's growth strategy is focused on two key pillars:

- *Organic growth* - The Company's focus is to generate revenue growth by improving capacity utilization at its existing medical clinics. The Company intends to add complementary services, add healthcare providers, and improve patient throughput. The Company completed the construction of two fluoroscopy suites in the third quarter of 2022, both of which are expected to open to patients in the fourth quarter of 2022. For the nine months ended September 30, 2022, capacity utilization was 62% compared to 63% in the comparative nine-month period. Capacity utilization was negatively impacted in both 2022 and 2021 by COVID-19.

- *Strategic acquisitions* - The market for medical clinics is highly fragmented in Canada. The Company acquired HealthPointe in Edmonton in February 2021 as the first step in its expansion into Western Canada. On September 22, 2021, the Company entered into a partnership with CAO to open an interdisciplinary pain institute in Red Deer, Alberta. The clinic opened to patients in July 2022 and ownership of the newly formed corporation is split 50/50 between HealthPointe and CAO. The Company's plans are to acquire medical clinics across the country to expand its national footprint and continue to leverage its existing infrastructure.

Selected Financial Information

	Three Months ended September 30		Nine Months ended September 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
Operations				
Clinic revenue	**14,267**	14,389	**43,677**	43,142
Non-clinic revenue	**962**	766	**2,899**	2,133
Total Revenue	**15,229**	15,155	**46,576**	45,275
Cost of medical services	**12,732**	12,651	**38,572**	36,964
Gross margin[(1)]	**2,497**	2,504	**8,004**	8,311
General and administrative expenses	**1,843**	1,905	**5,799**	6,046
Occupancy costs	**459**	420	**1,364**	1,174
Depreciation and amortization	**639**	683	**1,996**	2,196
Interest cost	**199**	214	**618**	659
Restructuring	**452**	-	**452**	-
Loss from operations[(1)]	**(1,095)**	(718)	**(2,225)**	(1,764)
Finance income	**(5)**	(8)	**(18)**	(26)
Transaction costs	**-**	(50)	**43**	490
Loss before income taxes	**(1,090)**	(660)	**(2,250)**	(2,228)
Income tax expense	**49**	-	**165**	282
Net loss and comprehensive loss	**(1,139)**	(660)	**(2,415)**	(2,510)
Attributed to:				
Shareholders of NeuPath Health Inc.	**(1,081)**	(660)	**(2,326)**	(2,510)
Non-controlling interest	**(58)**	-	**(89)**	-
	(1,139)	(660)	**(2,415)**	(2,510)
Adjusted EBITDA[(1)]	**378**	557	**1,449**	2,363
Net loss per common share				
- basic and diluted	**(0.02)**	(0.01)	**(0.05)**	(0.06)
Weighted average number of common shares outstanding (in thousands)				
- basic and diluted	**50,161**	45,766	**47,865**	44,666

	As at September 30, 2022	As at December 31, 2021
Financial Position	**$**	$
Cash and cash equivalents	**1,785**	5,903
Total assets	**47,876**	51,342
Total liabilities	**24,416**	25,512
Total equity	**23,460**	25,830

(1) Gross margin, loss from operations and adjusted EBITDA are non-IFRS measures. Please refer to *Non-IFRS Financial Measures* above.

Results of Operations

	Three Months ended September 30		Nine Months ended September 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
Clinic revenue	**14,267**	14,389	**43,677**	43,142
Non-clinic revenue	**962**	766	**2,899**	2,133
Total revenue	**15,229**	15,155	**46,576**	45,275
Cost of medical services	**12,732**	12,651	**38,572**	36,964
Gross margin(1)	**2,497**	2,504	**8,004**	8,311
Gross margin %(1)	**16.4%**	16.5%	**17.2%**	18.4%
Add back:				
HealthPointe RSU award accruals(2)	**-**	205	**-**	545
HealthPointe remuneration payment accruals(2)	**187**	188	**563**	562
CEWS payroll subsidies(3)	**-**	-	**-**	(47)
Adjusted gross margin(1)	**2,684**	2,897	**8,567**	9,371
Adjusted gross margin %(1)	**17.6%**	19.1%	**18.4%**	20.7%

(1) Gross margin, gross margin %, adjusted gross margin and adjusted gross margin % are non-IFRS measures. Please refer to *Non-IFRS Financial Measures* above.
(2) Includes accrued contingent consideration that under IFRS 3 was not permitted to be included in the acquisition cost and has been accounted for as remuneration rather than consideration transferred, and RSU equity award accruals also related to the HealthPointe acquisition.
(3) CEWS payroll subsidies available under the COVID-19 Economic Response Plan that were included in cost of medical services.

Total Revenue

Total revenue is comprised of clinic revenue and non-clinic revenue. Total revenue was $15.2 million and $46.6 million for the three and nine months ended September 30, 2022 compared to $15.2 million and $45.3 million for the three and nine months ended September 30, 2021.

Clinic revenue

Clinic revenue is generated through the provision of medical services to patients. Clinic revenue was $14.3 million and $43.7 million for the three and nine months ended September 30, 2022 compared to $14.4 million and $43.1 million for the three and nine months ended September 30, 2021. For the three months ended September 30, 2022, clinic revenue was consistent with the comparative three-month period. The increase in clinic revenue for the nine months ended September 30, 2022 was primarily due to the inclusion of HealthPointe's revenue for the entirety of the nine-month period, as HealthPointe was acquired in February 2021. Overall, capacity utilization was 61% and 62% in the three and nine months ended September 30, 2022 compared to 63% in the comparative three and nine-month periods.

Non-clinic revenue

Non-clinic revenue was $1.0 million and $2.9 million for the three and nine months ended September 30, 2022 compared to $0.8 million and $2.1 million for the three and nine months ended September 30, 2021. Non-clinic revenue is earned from physician staffing where NeuPath provides physicians for provincial and federal correctional institutions and hospital health departments across Canada, and from contract research services provided to pharmaceutical companies and clinical research organizations. This revenue fluctuates depending on the need for physicians in certain institutions and the timing and enrolment of clinical studies that the Company is working on.

Significant Customers

Under IFRS 8, *Operating Segments* ("IFRS 8"), major customers are those that account for greater than 10% of the Company's consolidated revenues. The Company has two major customers that accounted for 87% and 88% of the Company's total revenue for the three and nine months ended September 30, 2022 [two major customers represented 91% and 90% of the Company's total revenue for the three and nine months ended September 30, 2021]. The Company's credit risk is low as both its major customers are government organizations.

Operating Expenses

	Three Months ended September 30		Nine Months ended September 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
Cost of medical services	**12,732**	12,651	**38,572**	36,964
General and administrative	**1,843**	1,905	**5,799**	6,046
Occupancy costs	**459**	420	**1,364**	1,174
Depreciation and amortization	**639**	683	**1,996**	2,196
Interest cost	**199**	214	**618**	659
Restructuring	**452**	-	**452**	-
Total operating expenses	**16,324**	15,873	**48,801**	47,039

Total operating expenses were $16.3 million and $48.8 million for the three and nine months ended September 30, 2022 compared to $15.9 million and $47.0 million for the three and nine months ended September 30, 2021.

Cost of Medical Services
Cost of medical services was $12.7 million and $38.6 million for the three and nine months ended September 30, 2022 compared to $12.7 million and $37.0 million for the three and nine months ended September 30, 2021. For the three months ended September 30, 2022, the cost of medical services was consistent with the comparative three-month period. For the nine months ended September 30, 2022, the increase in cost of medical services was primarily driven by increased total revenue when compared to the comparative nine-month period. Cost of medical services as a percentage of total revenue was 83.6% and 82.8% for the three and nine months ended September 30, 2022 compared to 83.5% and 81.6% for the three and nine months ended September 30, 2021.

Gross margin % was 16.4% and 17.2% for the three and nine months ended September 30, 2022 compared to 16.5% and 18.4% for the three and nine months ended September 30, 2021. Gross margin % for the three months ended September 30, 2022 was consistent with the comparative three-month period. The decrease in gross margin % for the nine months ended September 30, 2022 was primarily driven by increased clinic staff and nurse wages and physician costs as a percentage of revenue.

Gross margin for both the current and comparative three and nine-month periods was impacted by remuneration payment accruals due to the HealthPointe acquisition. Additionally, gross margin for the comparative three and nine-month periods was impacted by RSU award accruals related to the HealthPointe physician vendors and CEWS. Excluding these transaction-related accruals and CEWS, gross margin % would have been 17.6% and 18.4% for the three and nine months ended September 30, 2022 compared to 19.1% and 20.7% for the three and nine months ended September 30, 2021. (See *Non-IFRS Financial Measures - Gross Margin* above*).*

General and Administrative
G&A expenses decreased to $1.8 million and $5.8 million for the three and nine months ended September 30, 2022 compared to $1.9 million and $6.0 million for the three and nine months ended September 30, 2021. The decrease in G&A expenses was due to reduced professional and consulting fees and salaries and benefits.

Occupancy Costs
Occupancy costs were $0.5 million and $1.4 million for the three and nine months ended September 30, 2022 compared to $0.4 million and $1.2 million for the three and nine months ended September 30, 2021. Occupancy costs represent the costs related to leased and owned facilities. The increase in occupancy costs for the three and nine months ended September 30, 2022 was due to higher rent costs per facility and more facilities being leased in the current periods when compared to the prior-year periods. As at September 30, 2022, the Company leased thirteen facilities and owned one facility. In August 2022, the lease on the Company's medical clinic located in Oakville, Ontario expired. As a result, the Company decided to permanently close this medical clinic and relocate its patients to the Company's other surrounding medical clinics.

Depreciation and Amortization
Depreciation and amortization expenses were $0.6 million and $2.0 million for the three and nine months ended September 30, 2022 compared to $0.7 million and $2.2 million for the three and nine months ended September 30,

2021. The decrease in depreciation and amortization expense was primarily driven by lower amortization on intangible assets, as a result of certain intangible assets having been fully amortized in the current three and nine-month periods.

Interest Costs
Interest costs were $0.2 million and $0.6 million for the three and nine months ended September 30, 2022 compared to $0.2 million and $0.7 million for the three and nine months ended September 30, 2021. Interest costs relate to the outstanding debt and interest charges due to accretion of interest related to leases.

Restructuring
In the third quarter of 2022, the Company initiated a restructuring plan that impacted its corporate office workforce. As a result, the Company recognized restructuring expenses of $452, primarily related to severance and other termination benefits.

Loss from Operations
Loss from operations was $1.1 million and $2.2 million for the three and nine months ended September 30, 2022 compared to $0.7 million and $1.8 million for the three and nine months ended September 30, 2021. The increase in loss from operations for the three and nine months ended September 30, 2022 was primarily due to restructuring expenses as described above and higher occupancy costs, partially offset by lower depreciation and amortization and lower G&A expenses.

Other Expenses (Income)

	Three Months ended September 30		Nine Months ended September 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
Finance income	**(5)**	(8)	**(18)**	(26)
Transaction costs	**-**	(50)	**43**	490
Total other expenses	**(5)**	(58)	**25**	464

Finance Income
Finance income was $5 and $18 for the three and nine months ended September 30, 2022 compared to $8 and $26 for the three and nine months ended September 30, 2021. Finance income relates to accretion on finance lease receivables from subleases at the Company's clinical and office locations in Canada.

Transaction Costs
Transaction costs were $nil and $43 for the three and nine months ended September 30, 2022 compared to $(50) and $0.5 million for the three and nine months ended September 30, 2021. Transaction costs in the comparative nine-month period related to the February 2021 acquisition of HealthPointe.

Net Loss and Comprehensive Loss

	Three Months ended September 30		Nine Months ended September 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
Net loss before income taxes	**(1,090)**	(660)	**(2,250)**	(2,228)
Income tax expense	**49**	-	**165**	282
Net loss and comprehensive loss	**(1,139)**	(660)	**(2,415)**	(2,510)

Income Tax Expense
Income tax expense was $49 and $0.2 million for the three and nine months ended September 30, 2022 compared to $nil and $0.3 million for the three and nine months ended September 30, 2021. The Company's income tax expense relates to current income taxes generated from two of its wholly owned subsidiaries. The Company has available tax losses within its consolidated operations and is assessing its tax structure.

Net Loss and Comprehensive Loss
Net loss and comprehensive loss were $1.1 million and $2.4 million for the three and nine months ended September 30, 2022 compared to $0.7 million and $2.5 million for the three and nine months ended September 30, 2021. For the three months ended September 30, 2022, the increase in net loss was primarily driven by the increase in loss from operations. For the nine months ended September 30, 2022, the decrease in net loss was primarily driven by reduced transaction costs, partially offset by the increase in loss from operations.

Segments
IFRS 8 requires operating segments to be determined based on internal reports that are regularly reviewed by the chief operating decision makers for the purpose of allocating resources to the segment and assessing its performance. The Company has one operating segment: medical services.

Liquidity and Capital Resources

	Three Months ended September 30		Nine Months ended September 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
Net loss and comprehensive loss	**(1,139)**	(660)	**(2,415)**	(2,510)
Items not involving current cash flows	**774**	1,041	**2,492**	3,402
Cash provided by (used in) operations	**(365)**	381	**77**	892
Net change in non-cash working capital	**301**	461	**(193)**	(192)
Cash provided by (used in) operating activities	**(64)**	842	**(116)**	700
Cash provided by (used in) investing activities	**(251)**	(183)	**(1,577)**	(3,141)
Cash provided by (used in) financing activities	**(758)**	(762)	**(2,425)**	(2,403)
Net change in cash and cash equivalents during the period	**(1,073)**	(103)	**(4,118)**	(4,844)
Cash and cash equivalents, beginning of period	**2,858**	6,109	**5,903**	10,850
Cash and cash equivalents, end of period	**1,785**	6,006	**1,785**	6,006

Cash and Cash Equivalents
As at September 30, 2022, cash and cash equivalents were $1.8 million compared to $5.9 million as at December 31, 2021.

Operating Activities
Cash used by operating activities was $64 and $0.1 million for the three and nine months ended September 30, 2022 compared to cash provided by operating activities of $0.8 million and $0.7 million for the three and nine months ended September 30, 2021.

For the three months ended September 30, 2022, the $0.9 decrease in cash provided by operating activities was a result of restructuring expenses paid in the current period, lower adjusted gross margin and less favorable net changes in non-cash working capital. For the nine months ended September 30, 2022, the $0.8 million decrease in cash provided by operating activities was a result of restructuring expenses paid in the current period and lower adjusted gross margin, partially offset by lower G&A expenses.

Investing Activities
Cash used in investing activities was $0.3 million for the three months ended September 30, 2022 compared to $0.2 million for the three months ended September 30, 2021. Cash used in investing activities for the current quarter primarily related to the acquisition of equipment for medical clinics, including the construction of two new fluoroscopy clinics.

Cash used in investing activities was $1.6 million for the nine months ended September 30, 2022 compared to $3.1 million for the nine months ended September 30, 2021. Cash used in investing activities for the current nine-month period primarily related to the acquisition of equipment for medical clinics, including the construction of two new fluoroscopy clinics, and software and other intangible assets related to the Company's technology. Cash used in investing activities in the comparative nine-month period primarily related to the acquisition of HealthPointe (see *Significant Transactions – HealthPointe Acquisition*).

Financing Activities
Cash used in financing activities was $0.8 million and $2.4 million for the three and nine months ended September 30, 2022 compared to $0.8 million and $2.4 million for the three and nine months ended September 30, 2021. Cash used in financing activities was related to repayments of long-term debt and lease obligations.

Working Capital
The Company defines working capital as current assets, less accounts payable and accrued liabilities, provisions and current income tax liabilities. The Company anticipates that its current working capital and the revenue it expects to generate from its continuing operations will be sufficient to satisfy its current debt obligations and working capital requirements for the next 12 months. The Company's ability to satisfy its non-current debt obligations will depend principally upon its future operating performance.

Capital Structure
The Company's strategy includes organic growth through improved capacity utilization and growth through strategic acquisition. To execute this strategy, the Company may need to access additional resources under existing loan arrangements or seek alternate sources of financing, including equity issuances.

The Company expects to continue to be able to meet all obligations as they become due using some or all of the following sources of liquidity: cash flow generated from operations, existing cash and cash equivalents on hand and additional borrowing capacity under its senior secured term loan facility. In addition, subject to market conditions, the Company may raise additional funding through equity financing. The Company believes that its capital structure will provide financial flexibility to pursue future growth strategies. However, the Company's ability to fund operating expenses and debt service requirements will depend on, among other things, future operating performance, which will be affected by general economic, industry, financial and other factors, including the impact of COVID-19 and other factors beyond the Company's control (See *Risk Factors)*.

Selected Quarterly Information

The following is selected quarterly financial information for the Company over the last eight quarterly reporting periods:

	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020
	$	$	$	$	$	$	$	$
Clinic revenue	**14,267**	14,942	14,468	14,696	14,389	15,211	13,542	12,243
Non-clinic revenue	**962**	994	943	885	766	716	651	567
Total revenue	**15,229**	15,936	15,411	15,581	15,155	15,927	14,193	12,810
Total operating expenses	**16,324**	16,243	16,234	16,534	15,873	16,809	14,357	13,652
Net loss and comprehensive loss(1)	**(1,139)**	(367)	(910)	(720)	(660)	(1,148)	(702)	(587)
Adjusted EBITDA(2)	**378**	756	315	148	557	766	1,040	116
Net loss per common share								
- basic and diluted	**(0.02)**	(0.01)	(0.02)	(0.02)	(0.01)	(0.03)	(0.02)	(0.02)

(1) Net loss and comprehensive loss includes non-controlling interests.
(2) Adjusted EBITDA is a non-IFRS measure. Please refer to *Non-IFRS Financial Measures* above.

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, 2022	December 31, 2021
	$	$
Financial assets at amortized cost		
Cash and cash equivalents	**1,785**	5,903
Accounts receivable	**9,063**	8,474
Other assets	**1,345**	1,595
Total financial assets	**12,193**	15,972
Financial liabilities at amortized cost		
Accounts payable and accrued liabilities	**8,472**	8,284
Due to related parties	**3,674**	3,674
Long-term debt	**3,656**	4,728
Lease obligations	**7,622**	8,000
Other obligations	**500**	500
Total financial liabilities	**23,924**	25,186

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 the 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, 2022 and 2021.

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 regards 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 relates 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.

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.

The Company has not noted a significant change in the credit risk of its financial instruments as a result of COVID-19.

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 a result of COVID-19, the Company has reviewed the working capital requirements needed for medical supplies and the additional safety protocols that were implemented to comply with guidelines from the Ontario Government.

As at September 30, 2022, the Company's financial liabilities had contractual maturities as summarized below:

		Current	Non-current		
	Total **$**	**Within 12 Months** **$**	**1 to 2 Years** **$**	**3 to 5 Years** **$**	**> 5 Years** **$**
Accounts payable and accrued liabilities	**8,472**	8,472	-	-	-
Due to related parties	**3,674**	-	3,674	-	-
Long-term debt	**3,656**	3,496	160	-	-
Lease obligations	**7,622**	1,400	2,218	1,236	2,768
Other obligations	**500**	500	-	-	-
	23,924	**13,868**	**6,052**	**1,236**	**2,768**

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. Four 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 loss and comprehensive 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.

Litigation

From time to time, during the ordinary course of business, the Company may be threatened with, or may be named as, a defendant in various legal proceedings, including lawsuits. Such proceedings may include, but are not limited to product liability, personal injury, breach of contract and lost profits or other consequential damage claims. Currently, there are no material ongoing proceedings.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

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, 2022	December 31, 2021
	$	$
Due to Bloom Burton & Co. Inc.	**3,631**	3,631
Due to Bloom Burton Development Corp.	**43**	43
	3,674	3,674

The amount due to Bloom Burton & Co. Inc. ("BBCI"), a shareholder of the Company, is non-interest bearing, unsecured and due on demand. BBCI has agreed not to call the loan prior to December 31, 2023.

The amount due to Bloom Burton Development Corp. ("BBDC"), a shareholder of the Company, is non-interest bearing, unsecured and due on demand. BBDC has agreed not to call the loan prior to December 31, 2023.

The Company has outstanding Prefunded Warrants which are held by related parties. Please refer to Note 10, *Warrants* in the Company's Condensed Consolidated Interim Financial Statements for the three and nine months ended September 30, 2022, for further information on these Prefunded Warrants.

Outstanding Share Data

As at September 30, 2022, the Company had (i) 50,292,892 common shares, (ii) 16,485,833 common share purchase warrants (with strike prices ranging from $0.0001 to $1.30 per common share), (iii) 87,884 RSUs (all unvested) and (iv) 1,939,115 stock options (of which 1,099,193 have vested), issued and outstanding. The fully diluted number of common shares outstanding at the date hereof is 68,805,724.

Critical Accounting Policies and Estimates

The preparation of the Consolidated Financial Statements in conformity with IFRS requires management to make estimates and assumptions at the date of the Consolidated Financial Statements that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses during the reporting periods. Management has identified accounting estimates that it believes are most critical to understanding the Consolidated Financial Statements and those that require the application of management's most subjective judgments, often requiring estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. The Company's actual results could differ from these estimates and such differences could be material. All significant accounting policies are disclosed in Note 4, *Adoption of New Accounting Standards* and Note 5, *Summary of Significant Accounting Policies* of the Company's annual Consolidated Financial Statements for the year ended December 31, 2021.

Risk Factors

The Company is exposed to a variety of known and unknown risks in the pursuit of its strategic objectives. The impact of any risk may adversely affect, among other things, the Company's business, reputation, financial condition, results of operations and cash flows, which may affect the market price of its securities.

The Company attempts to mitigate its strategic risks to an acceptable level through a variety of policies, systems and processes. A summary of certain significant risks that are reasonably likely to affect the financial performance of the Company is set forth above under the heading entitled *Financial Risk Management*. For a comprehensive discussion of the risks and uncertainties that could have an effect on the business and operations of the Company, investors are urged to review the AIF, a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

An investment in the common shares is speculative and involves a high degree of risk due to the nature of the Company's business. It is recommended that investors consult with their own professional advisors before investing in the common shares.