MyndTec Inc.

Audited Financial Statements
For the Years Ended December 31, 2024 and 2023
(Expressed in Canadian Dollars, unless otherwise noted)

Independent Auditor's Report

To the Shareholders of MyndTec Inc.:

Opinion

We have audited the financial statements of MyndTec Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2024 and December 31, 2023, and the statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and December 31, 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net and comprehensive loss and negative cash flows from operating activities during the year ended December 31, 2024 and, as of that date, the Company had accumulated losses. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Blair Michael Mabee.

MNP LLP

Mississauga, Ontario — Chartered Professional Accountants

April 23, 2025 — Licensed Public Accountants

MyndTec Inc.
Statements of Financial Position
As at December 31, 2024 and December 31, 2023

	December 31 2024	December 31 2023
Assets		
Current assets		
Cash and cash equivalents	**$ 117,476**	$ 187,411
Trade and other receivables (notes 4 and 13)	**11,440**	13,527
Inventories (note 5)	**115,270**	184,418
Prepaid expenses and deposits	**25,324**	50,653
	269,510	436,009
Non-current assets		
Right-of-use asset (note 6)	**-**	13,622
Equipment (note 7)	**44,059**	105,217
Total assets	**$ 313,569**	$ 554,848
Liabilities		
Current liabilities		
Trade and other payables (notes 8 and 13)	**$ 1,054,299**	$ 968,117
Deferred revenue (notes 9 and 13)	**17,000**	17,000
Current portion of long-term liabilities (note 10)	**443,206**	455,511
	1,514,505	1,440,628
Long-term liabilities, net of current portion		
Deferred revenue (notes 9 and 13)	**17,000**	34,000
Lease obligation (note 6)	**-**	-
Government loans (note 11)	**-**	-
Other long-term debt (note 12)	**19,938**	-
Total liabilities	**1,551,443**	1,474,628
Shareholders' deficiency		
Share capital (note 14)	**15,715,455**	14,971,184
Contributed surplus (note 14)	**3,972,844**	3,787,802
Accumulated deficit	**(20,926,173)**	(19,678,766)
Total deficiency	**(1,237,874)**	(919,780)
Total liabilities and shareholders' deficiency	**$ 313,569**	$ 554,848

Nature of business and going concern (note 1)

Commitments and contingencies (note 20)

Subsequent events (note 24)

*"Craig Leon"* Director

*"Bill Jackson"*_ Director

The accompanying notes are an integral part of these financial statements.

MyndTec Inc.
Statements of Loss and Comprehensive Loss
For the years ("period") ended December 31, 2024 and 2023

	Year Ended December 31 2024	2023
Revenue (notes 13 and 23)	**$ 111,434**	$ 137,312
Cost of sales (note 5)	**106,578**	82,416
Gross margin	**4,856**	54,896
Expenses		
General and administration (note 15)	**745,381**	707,637
Research and development (note 15)	**208,189**	324,253
Quality and regulatory assurance	**83,175**	65,769
Selling and marketing	**8,817**	98,546
Share-based compensation (notes 13 and 14)	**47,523**	198,202
Interest and accretion expense (note 17)	**20,690**	23,461
Depreciation and amortization (notes 6 and 7)	**95,785**	121,185
Changes in fair value (note 17)	**(1)**	105,436
Public listing costs	**61,997**	307,885
Government grants and tax credits (note 18)	**(19,293)**	(174,148)
Total operating expenses	**1,252,263**	1,778,226
Net and comprehensive loss	**$ (1,247,407)**	$ (1,723,330)
Loss per share - basic and diluted	**$ (0.05)**	$ (0.07)
Weighted average number of common shares outstanding - basic and diluted	**24,614,286**	23,152,041

The accompanying notes are an integral part of these financial statements.

MyndTec Inc.
Statements of Changes in Shareholders' Deficiency
For the years ("period") ended December 31, 2024 and 2023

	Share Capital	Contributed Surplus	Accumulated Deficit	Total Deficiency
Balance, December 31, 2022	**$ 13,853,744**	**$ 3,176,353**	**$ (17,955,436)**	**$ (925,339)**
Net loss and comprehensive loss	-	-	(1,723,330)	(1,723,330)
Debt conversion (notes 11 and 14)	378,062	-	-	378,062
Private placements (note 14)	784,659	430,900	-	1,215,559
Issuance expenses (note 14)	(45,281)	(17,653)	-	(62,934)
Share-based compensation	-	198,202	-	198,202
Balance, December 31, 2023	**$ 14,971,184**	**$ 3,787,802**	**$ (19,678,766)**	**$ (919,780)**
Net loss and comprehensive loss	-	-	(1,247,407)	(1,247,407)
Private placements (note 14)	812,380	146,042	-	958,422
Issuance expenses (note 14)	(68,109)	(8,523)	-	(76,632)
Share-based compensation	-	47,523	-	47,523
Balance, December 31, 2024	**$ 15,715,455**	**$ 3,972,844**	**$ (20,926,173)**	**$ (1,237,874)**

The accompanying notes are an integral part of these financial statements.

MyndTec Inc.
Statements of Cash Flows
For the years (“period”) ended December 31, 2024 and 2023

	December 31 2024	December 31 2023
Cash flows (used in) from operating activities		
Net loss and comprehensive loss	**$ (1,247,407)**	$ (1,723,330)
Items not affecting cash:		
Share-based compensation	**47,523**	198,202
Depreciation and amortization (notes 6 and 7)	**95,785**	121,185
Accretion expense (note 17)	**18,552**	21,426
Changes in fair value (note 17)	**(1)**	105,436
Deferred revenue (note 9)	**(17,000)**	(17,000)
	(1,102,548)	(1,294,081)
Changes in non-cash working capital items		
Trade and other receivables	**2,087**	18,711
Inventories	**69,148**	71,141
Prepaid expenses and deposits	**25,329**	(4,526)
Trade and other payables (note 8)	**86,182**	231,848
Net cash used in operating activities	**(919,802)**	(976,907)
Cash used in investing activities		
Purchase of equipment (note 7)	**(21,005)**	-
Net cash used in investing activities	**(21,005)**	-
Cash from (used in) financing activities		
Lease payments (note 6)	**(6,379)**	(27,478)
Repayment of deferred payment agreement (note 8)	**-**	(29,450)
Repayment of government loans (note 11)	**(30,000)**	-
Issuance of other long term debt (note 12)	**30,000**	-
Repayment of other long term debt (note 12)	**(4,539)**	-
Net proceeds of private placements (note 14)	**881,790**	1,152,625
Net cash from financing activities	**870,872**	1,095,697
(Decrease) increase in cash and cash equivalents	**(69,935)**	118,790
Cash and cash equivalents, beginning of period	**187,411**	68,621
Cash and cash equivalents, end of period	**$ 117,476**	$ 187,411

The accompanying notes are an integral part of these financial statements.

1 Nature of business and going concern

MyndTec Inc. (the “Company” or “MyndTec”) is a medical technology company that researches, develops and distributes innovative therapies designed to improve function, maximize independence and enhance the quality of life for individuals with paralysis due to stroke or spinal cord injury. The Company is incorporated under the Business Corporations Act of Ontario and its head office is located at 1900 Minnesota Court, Suite 122, Mississauga, Ontario, L5N 3C9. The Company became a publicly traded entity on the Canadian Securities Exchange on February 16, 2022 and is listed under the symbol MYTC.

These financial statements (the “Financial Statements”) have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. There is no certainty whether the Company will generate significant revenue or attain profitable operations in the near future, as it incurred a net and comprehensive loss of $1,247,407 and had a negative cash flow from operating activities of $919,802 for the year ended December 31, 2024. As at December 31, 2024, the Company was in default on its Federal Economic Development Agency loan, with a principal balance of $437,683 (note 11), and with respect to a claim by its former lawyer for $715,652 in fees (note 8).

The Company has accumulated $20,926,173 of losses as of December 31, 2024 and its ability to continue as a going concern is dependent on it raising future required capital, bringing its products to market and achieving and maintaining profitable operations. The outcome of these matters cannot be predicted at this time. As a result, there exists a material uncertainty which creates significant doubt regarding the Company’s ability to continue as a going concern. These financial statements do not include any adjustments and classifications of assets and liabilities, which might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

2 Basis of presentation

Statement of compliance

These Financial Statements have been prepared in accordance with IFRS® Accounting Standards issued by the International Accounting Standards Board (“IASB”) and IFRIC® Interpretations of the IFRS Interpretations Committee. The accounting policies set out in Note 3 have been applied in preparing the Financial Statements for the years ended December 31, 2024 and 2023.

These Financial Statements were approved and authorized for issuance by the Board of Directors of the Company on April 23, 2025.

Functional currency and presentation currency

These Financial Statements are presented in Canadian dollars (“CAD dollars”) and the Company’s functional currency is Canadian dollars.

Use of estimates and judgements

The preparation of these Financial Statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the Financial Statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

Estimates are based on management’s best knowledge of current events and actions the Company may undertake in the future. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

2 Basis of presentation (continued)

The following are the critical judgments, apart from those involving estimations, that management has made in the process of applying the Company’s accounting policies and that have the most significant effect on the amounts recognized in the Financial Statements:

- ***Going concern***
  Judgement is required in determining if disclosure of a material uncertainty related to events or conditions which cast significant doubt on the Company’s ability to continue as a going concern is required.

  The estimates used by management in reaching this conclusion are based on information available as of the date of these audited Financial Statements were authorized for issuance and included an internally generated cash flow forecast. Accordingly, actual results could differ from those estimates and resulting variances may be material to management’s assessment.

  As indicated in notes 1, 8, 11 and 20, a material uncertainty exists which creates significant doubt regarding the Company’s ability to continue as a going concern. These financial statements do not include any adjustments or reclassifications of assets and liabilities, which might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

- ***Inventory***
  The Company considers factors such as the aging of and future demand for inventory, the expected future selling price the Company expects to realize by selling the inventory. Reserves for excess and obsolete inventory are based upon quantities on hand and projected volumes from demand forecasts. The Company reviewed the recoverable amount of its inventory for the years ended December 31, 2024 and 2023 and determined that no write-down was required.

- ***Trade and other receivables***
  The recognition of trade and other receivables and loss allowances requires the Company to assess credit risk and collectability. The Company considers historical trends and available information indicating a customer could be experiencing liquidity or going concern problems and the status of any contractual or legal disputes with customers in performing this assessment.

  The Company applies the simplified approach for trade receivables. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses (“ECLs”) resulting from all possible default events over the assets’ contractual lifetime. The Company has established an allowance for ECLs that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. This rate is then adjusted based on management judgment to account for current economic conditions, counterparty’s present financial condition and the term to maturity of the specified receivable balance. Actual credit loss may significantly differ from this estimate of provision.

  Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof. The Company’s expected credit loss provision was insignificant as at December 31, 2024 and 2023.

- ***Stock options and warrants***
  The Company uses the Black-Scholes valuation model to determine the fair value of stock option awards granted and warrants granted in conjunction with the share capital subscriptions. Estimates are required for inputs to this model including the fair value of the underlying shares, the expected life of the option, volatility, expected dividend yield, forfeiture rates and the risk-free interest rate. Variation in actual results for any of these inputs will result in a different value of the share option realized from the original estimate. The assumptions and estimates used are further outlined in note 14.

- ***Fair value of financial instruments***
  The individual fair values attributable to the different components of a financing transaction, notably loans and borrowings are determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine the values attributable to each component of a transaction at the time of their issuance. When determining the discount rate used to estimate the fair value of government loans, the Company considers market conditions and other internal and external factors as well as third-party financing agreements entered into by the Company. In determining the fair value of the Health Technology Exchange loan, the Company uses judgment to estimate the future loan repayments based on projected future revenue. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

2 Basis of presentation (continued)

Use of estimates and judgements (continued)

- ***Income taxes***
  The Company computes an income tax provision in each of the tax jurisdictions in which it operates. Actual amounts of income tax expense only become final upon filing and acceptance of the tax return by the relevant tax authorities, which occurs subsequent to the issuance of the Financial Statements. Additionally, estimation of income taxes includes evaluating the recoverability of deferred tax assets against future taxable income based on an assessment of the ability to use the underlying future tax deductions before they expire. To the extent that estimates of future taxable income differ from the tax return, earnings would be affected in a subsequent period.

  In determining the amount of current and deferred tax, the Company considers the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

3 Summary of material accounting policies

Revenue recognition

The Company recognizes revenue on the transfer of promised services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services by applying the following steps:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to the performance obligations; and,
- recognize revenue when, or as, the Company satisfies a performance obligation.

Revenue represents the amount the Company expects to receive for products and services in its contracts with customers, net of discounts and sales taxes. The Company derives treatment revenue based upon the use of the Company's MyndMove devices by treatment clinics; as well as the sale of its products and supplies to research institutions and treatment clinics. Treatment revenue is recognized on a monthly basis as services are provided. The sale of its products and supplies is recognized when delivered to the customer and all performance obligations have been met. The sale of extended warranties is deferred and recognized over the warranty period.

The Company recognizes revenue upon transfer of control of products or services to customers at an amount that reflects the consideration the Company expects to receive in exchange for the products or services transferred. The Company evaluates contracts with customers to determine the appropriate performance obligations for revenue recognition purposes based on whether the product or service is distinct from some or all of the other products or services in the arrangement. A product or service is distinct if the customer can benefit from it on its own or together with other readily available resources and the Company's promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. Non-distinct products and services are combined with other goods or services until they are distinct as a bundle and therefore form a single performance obligation.

The Company determines the transaction price at the outset of each arrangement and the total consideration is allocated to the distinct performance obligations based on their relative fair value. The Company has determined that the recurring services promised in a contract with a customer represent a series of distinct services that are substantially the same and have the same pattern of transfer over time to the customer and each delivery of service is accounted for as a single distinct performance obligation.

The timing of revenue recognition and the contractual payment schedules often differ, resulting in some contractual payments being billed prior to the commencement of service. These amounts that are billed, but not earned, are recognized as deferred revenue in the Statements of financial position. When products or services have been transferred to customers and revenue has been recognized, but not billed, the Company recognizes and includes these amounts as unbilled trade receivables in the statements of financial position.

The Company has elected to apply the practical expedient to not adjust the total consideration over the contract term for the effect of a financing component if the period between the transfer of services to the customer and the customer's payment for these services is expected to be one year or less.

3 Summary of material accounting policies (continued)

Deferred revenue

Deferred revenue relates to revenues which have been paid for by customers prior to the performance of those services. This balance is recognized as the services are performed. The Company classifies deferred revenue relating to services to be provided in the next twelve months as current and deferred revenue relating to services to be provided beyond twelve months as non-current.

Cash and cash equivalents

Cash includes cash and short-term deposits with major financial institutions that are highly liquid with a maturity date of less than three months.

Inventories

Inventories are measured at the lower of cost and net realizable value. Cost is determined using the first-in,first-out method. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

Equipment

Equipment are recorded at cost less accumulated depreciation and impairment losses. The cost of an item of property and equipment includes expenditures that are directly attributable to the acquisition thereof. Depreciation is calculated on a straight-line basis with an expectation of the following useful life estimates:

Computer equipment	4 years
Computer software	5 years
Office equipment	7 years
Treatment devices	5 years, a revision of the prior year estimate of 10 years (note 7)
Tooling	7 years

The Company assesses an asset’s residual value, useful life and depreciation method on an annual basis and if any events indicate a change, then adjustments are made as required.

Impairment of non-financial assets

The carrying amounts of the Company’s non-financial assets are reviewed for impairment at each statement of financial position date or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. The recoverable amount of an asset or a cash generating unit is the higher of its fair value, less cost to sell, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) (a) as a result of a past event; (b) when it is more probable than not an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) when a reliable estimate can be made of the amount of the obligation.

3 Summary of material accounting policies (continued)

Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in the combined and Statements of loss and comprehensive loss except to the extent that it relates to items recognized directly in shareholders' deficiency, in which case the income tax is also recognized directly in shareholders' deficiency.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustments to tax payable in respect of previous years. Current tax assets and liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the audited Financial Statements. Deferred income tax is determined on a non-discounted basis using the tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable the assets can be recovered. Deferred tax assets and liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient earnings will be available to allow all or part of the asset to be recovered.

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Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net income (loss) of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted earnings (loss) per share is calculated by dividing the net income (loss) of the Company by the weighted average number of shares outstanding adjusted for all potentially dilutive equity instruments, as applicable. As at December 31, 2024 and 2023, all of the Company's convertible instruments are anti-dilutive.

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

- ***Financial assets***

  On initial recognition, a financial asset is classified as measured at amortized cost, fair value through other comprehensive income ('FVOCI''), or fair value through profit and loss ('FVTPL''). The classification of financial assets is based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

  A financial asset is measured at amortized cost if it is not designated as at FVTPL; it is held within a business model whose objective is to hold assets to collect contractual cash flows; and, its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

  A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

3 Summary of material accounting policies (continued)

Financial instruments (continued)

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL	Subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	Subsequently measured at amortized cost using the effective interest method, less any impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred.

- ***Financial liabilities***

The Company initially recognizes financial liabilities at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument.

The Company classifies its financial liabilities as either financial liabilities at FVTPL or amortized cost.

Subsequent to initial recognition, other liabilities are measured at amortized cost using the effective interest method. Financial liabilities at FVTPL are stated at fair value with changes being recognized in profit or loss.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

- ***Financial liabilities and equity instruments***

  - Classification as debt or equity
    Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.
  - Equity instruments
    An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognized at the proceeds received, net of direct issue cost.

Repurchase of the Company’s own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company’s own equity instruments.

- ***Classification of financial instruments***

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics and management intent as outlined below:

Classifications

Cash and cash equivalents	Amortized cost
Trade and other receivables, excluding HST	Amortized cost
Trade and other payables, excluding HST	Amortized cost
Lease obligations	Amortized cost
FEDA and CEBA Government loans	Amortized cost
HTX Government loan	FVTPL
Other long-term debt	Amortized cost

3 Summary of material accounting policies (continued)

Financial instruments (continued)

- ***Impairment of financial assets***

  An expected credit loss ("ECL") model applies to financial assets measured at amortized cost. The Company’s financial assets measured at amortized cost and subject to the ECL model consist primarily of trade receivables. The Company applies the simplified approach to impairment for trade and other receivables by recognizing lifetime expected losses on initial recognition through both the analysis of historical defaults and a reassessment of counterparty credit risk in revenue contracts on an annual basis.

Government grants and loans

Grants from the government are recognized at their fair value where there is reasonable assurance that a grant will be received, and the Company will comply with all related conditions.

Loans received from government entities are recognized initially at fair value with the difference between the fair value of the loan and the amount received being recognized immediately in the statements of loss and comprehensive loss.

Research and development costs

Research costs are charged to expenses as incurred. Development costs are deferred and amortized when the criteria for deferral are met, otherwise they are expensed as incurred. No development costs have been deferred to date.

Investment tax credits (ITCs)

ITCs are recorded when the qualifying expenditures are made and the ITCs have been received.

Foreign currency translation

Transactions denominated in foreign currencies have been translated into Canadian dollars at the average rate of exchange prevailing at the time of the respective transactions. Monetary assets and liabilities have been translated into Canadian dollars at the year-end foreign currency exchange rate. Non-monetary assets and liabilities are translated at historical foreign currency exchange rates. All foreign exchange gains and losses are included in the statements of loss and comprehensive loss.

Share-based payments

Stock option expense is recognized over the vesting periods of the respective options, if any, which is the period over which all of the specified vesting conditions are satisfied, creating a corresponding increase in contributed surplus.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. Share-based payments to non-employees are measured at fair value of services provided, measured on the service date and recorded over the service period. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

Accounting standards and interpretations not yet adopted

The following standards and interpretations have been issued but are not mandatory for annual reporting periods beginning on January 1, 2024:

- Classification of Liabilities as Current or Non-Current and Non-Current Liabilities with Covenants (Amendments to IAS 1) - Effective period beginning on or after January 1, 2024. The new standard will not have an impact on the classification of the Company’s liabilities.

4 Trade and other receivables

The aging of trade and other receivables net of expected credit losses, as at December 31, were as follows:

	December 31 2024	December 31 2023
Trade receivables		
0 - 30 days	$ 2,477	$ 4,118
31-90 days	678	5,134
Over 90 days	807	30
	$ 3,962	$ 9,282
Commodity taxes	7,478	4,245
	$ 11,440	$ 13,527

The Company provides for expected credit losses based on its assessment of probability of specific losses, estimates of future individual exposures and provisions based on historical experience. During the year the Company recorded $nil (2023 - $nil) expected credit losses.

5 Inventories

The following are the Company's inventories as at December 31, 2024 and 2023:

	December 31 2024	December 31 2023
Clinical supplies	$ 45,254	$ 41,717
Finished devices	70,016	142,701
	$ 115,270	$ 184,418

During the year ended December 31, 2024, inventory of $28,698 was recorded to cost of goods sold (2023 - $33,365). During the year ended December 31, 2024, the Company recognized a $23,803 write down of inventory (2023 - $nil), which has been included in cost of sales in the statement of loss and comprehensive loss.

6 Right-of-use asset and lease obligations

Changes in the right-of-use asset and lease obligation for the years ended December 31, 2024 and 2023 are as follows:

Right-of-use asset

	December 31 2024	December 31 2023
Cost		
Balance - beginning and end of period	$ 70,056	$ 70,056
Accumulated depreciation		
Balance - beginning of period	56,434	33,082
Amortization	13,622	23,352
Balance - end of period	70,056	56,434
Net book value - end of period	$ -	$ 13,622

The Company’s Right-of-use asset relates to the Company’s three-year office premises lease that commenced on August 1, 2021. The Company’s fair value estimate of this office lease addition and initial liability was $70,056, utilizing an incremental borrowing rate of 13.5%.

The fore-noted lease terminated on July 31, 2024 and was renewed for a one-year period. Due to the short-term nature of the renewal lease, it was not capitalized.

Lease obligation

	December 31 2024	December 31 2023
Balance - beginning of period	$ 6,253	$ 31,213
Accreted interest expense (note 17)	126	2,518
Lease payments	(6,379)	(27,478)
Balance - end of period	-	6,253
Less current portion (note 9)	-	6,253
Long-term portion	$ -	$ -

Variable payments for this lease plus total payments for the renewal lease, for the year ended December 31, 2024, were $46,281 (2023 – $32,444), recognized in general and administrative expenses in the statements of loss and comprehensive loss.

7 Equipment

Net Book Value (NBV)	Computers Software & Office Equipment	Tooling	Treatment Devices	Total
Balance, December 31, 2022	**$ 6,405**	**$ 44,469**	**$ 152,176**	**$ 203,050**
Depreciation during the period	(3,649)	(44,469)	(49,715)	(97,833)
Balance, December 31, 2023	**$ 2,756**	**$ -**	**$ 102,461**	**$ 105,217**
Additions during the period	-	-	21,005	21,005
Depreciation during the period	(662)	-	(81,501)	(82,163)
Balance, December 31, 2024	**$ 2,094**	**$ -**	**$ 41,965**	**$ 44,059**
NBV as at December 31, 2023				
Cost	$ 6,661	$ -	$ 158,170	$ 164,831
Accumulated depreciation	(3,905)	-	(55,709)	(59,614)
Net book value	**$ 2,756**	**$ -**	**$ 102,461**	**$ 105,217**
Fully depreciated equipment				
Year ended December 31, 2023	$ 25,349	$ 87,198	$ 293,746	$ 406,293
Year ended December 31, 2024	$ 1,669	$ -	$ 69,172	$ 70,841
NBV as at December 31, 2024				
Cost	$ 4,992	$ -	$ 110,003	$ 114,995
Accumulated depreciation	(2,898)	-	(68,038)	(70,936)
Net book value	**$ 2,094**	**$ -**	**$ 41,965**	**$ 44,059**

The useful life estimate for treatment devices has been revised in 2024, from 10 years to 5 years, due to decreasing use of these units that will mandate a need for technical upgrades within the next two years, to stay operational.

This change has resulted in a $60,685 increase in depreciation expense during the year ended December 31, 2024 and will increase depreciation by $1,983 in 2025, which will be offset by a $8,455 decrease in 2026, a $12,567 decrease in 2027 and a total of $41,645 of decreases over the next 5 years.

8 Trade and other payables

The following are included in trade and other payables as at December 31, 2024 and 2023:

	December 31 2024	December 31 2023
Trade and other payables	$ 330,039	$ 239,155
Warranty provision	8,609	13,310
Deferred payment agreement	550,000	550,000
Legal fees incurred after January 24, 2022	165,652	165,652
	$ 1,054,299	$ 968,117

8 Trade and other payables (continued)

Deferred Payment Agreement

On December 31, 2021, the Company entered into an agreement with its former legal firm, which was made in settlement of amounts payable by the Company for services provided in 2021 and up to January 24, 2022, that related to the preparation of the Company's non-offering prospectus and execution of its February 2022 private placement. The agreement provided for deferral of $339,000 of fees, to be paid at $2,500 per month from February 1, 2022 to June 1, 2023 plus $296,500 due and payable on June 30, 2023. In the event the Company closed a private placement or public offering, the Company was required to pay down the outstanding balance as follows:

1. if the offering is less than $3 million, the payment was to be 5% of the original deferred balance;
2. if the offering is $3 million or more, the payment was to be for the outstanding balance.

Interest was to be accrued on the balance beginning January 24, 2022 at an annual rate equal to the Royal Bank of Canada prime rate plus 5%, calculated and compounded monthly. Conditional upon the Company respecting the payment terms, the interest was to be waived.

Loan payments of $nil were made in 2024 (2023 - $29,450 and the remainder of the loan was due for payment by June 30, 2023.

On June 30, 2023, the entire deferred payment balance became due; the Company was unable to pay this obligation; and, the Company became in default of this agreement. The former legal firm (1) demanded its full entitlement under the agreement, which required the Company to expense $255,792 of penalties, included in public company costs in the statement of net and comprehensive loss, and, (2) charged the Company $14,658 in interest expense - creating a total addition to the Company's losses of $270,450 in the year ended December 31, 2023.

The Company has not accrued any interest on this loan from June 1, 2023 to December 31 2024, given the creditor has not made additional claims and the Company has made significant counterclaims.

Disputed expenses

On April 6, 2022, the Company obtained an Order for Assessment from the Ontario Superior Court of Justice to assess $198,570 of legal fees, of which the Company had already paid $32,918 and $165,652 remains unpaid. The Company intends to add the fore-noted $270,450 of interest and penalties to this Assessment, if it is unable to make alternate settlement arrangements.

Deferred Payment Agreement and Disputed Expenses.

The Company does not have funds to settle the $550,000 of disputed deferred payment agreement obligations or the $165,652 of disputed expenses and has asked its former legal firm to accept a lesser settlement, similar to the arrangement it made with the Health Technology Exchange or, perhaps, in cash (note 11).

On December 21, 2023 the Company's former legal firm filed a Statement of Claim with the Ontario Superior Court of Justice, in the amount of $715,202 to collect their fees. On January 29, 2024, the Company filed a Statement of Defense and Counterclaim with respect to the December 21, 2023 Claim for Damages, which was filed against the Company by the Company's former legal firm.

As of December 31, 2024, there have been no mediation meetings or other formal proceedings in respect of this matter. The Court has provided a May 5, 2025 date for the first court date on which the parties will be able to deal with any part of this matter.

9 Deferred revenue

Current plus long-term deferred revenue was $34,000 As at December 31, 2024 (2023 - $51,000), net of $17,000 of income recognized in 2024 (2023 - $17,000). The deferred revenue as at December 31, 2024 and 2023 relates to a five-year extended warranty for the engineering, manufacturing and delivery of devices to a research facility, the KITE Research Institute at the University Health Network, in Toronto, Canada, which is significantly influence by a director of the Company (note 13).

10 Current portion of long-term liabilities

The current portion of long-term liabilities as at December 31, 2024 and 2023 includes:

	December 31 2024	December 31 2023
Payable in cash		
Federal Economic Development Agency (note 11)	$ 437,683	$ 419,257
Health Technology Exchange (note 11)	-	1
Canadian Emergency Buisiness Account (note 11)	-	30,000
Total government loans	437,683	449,258
Lease obligations (note 6)	-	6,253
Other long-term debt (note 12)	5,523	-
	$ 443,206	$ 455,511

11 Government loans

Government loans as at December 31, 2024 and 2023 include:

	December 31 2024	December 31 2023
Federal Economic Development Agency (FEDA)	$ 437,683	$ 419,257
Health Technology Exchange (HTX)	-	1
Canadian Emergency Buisiness Account (CEBA)	-	30,000
	437,683	449,258
Less current portion (note 10)	437,683	449,258
Long-term portion	$ -	$ -

Federal Economic Development Agency of Southern Ontario (FEDA) loan

The FEDA loan is unsecured, non-interest bearing and it provided initial financing of $919,518. On December 3, 2021, the payment terms for this loan were amended and, As at December 31, 2024, the principal balance outstanding of this loan is $437,683 (2023 – $419,257), due on demand.

On December 1, 2022, the Company defaulted on a payment due to FEDA and on December 31, 2022 the Company exhausted the allowed time to cure the default and the loan became immediately due and payable. No payments have been made since November 1, 2022.

During the year ended December 31, 2024, the Company recognized $18,426 (2023 – $7,015) of accretion expense (note 17) and the Company made repayments of $nil (2023 - $nil).

Health Technology Exchange (HTX) loan

The HTX loan was unsecured, required interest at 3.1% per annum, was repayable based on 10% of certain preceding year gross revenue and provided initial financing of $749,600. As at December 31, 2024, the principal balance outstanding on this loan is $nil, pursuant to a settlement agreement with HTX, (2023 – $378,059). During the year ended December 31, 2024, the Company made a cash repayment of $nil (2023 – $nil) and the Company recognized $nil (2023 – $8,543) of accretion expense (note 17) on this loan.

On July 6, 2023 the Company closed a settlement agreement with HTX whereby the Company’s repayment obligation of $756,121 was fixed as of May 29, 2023 and partially repaid by the issuance of 540,088 in common shares (note 14) at a market price of $0.70 per share, for a total of $378,062. The $378,059 remainder of the obligation was forgiven, subject to the condition that the Company’s MyndMove product revenues did not exceed $1,000,000 in the twelve-month period ended May 29, 2024.

Pursuant to the Company’s July 6, 2023 settlement agreement with HTX, the Company has determined the December 31, 2024 fair value of the HTX loan to be $nil (2023 - $1) for the contingent forgiveness of $378,058. In the year ended December 31, 2024, the Company recorded a fair value adjustment gain of $1 (2023 - loss of $105,436).

11 Government loans (continued)

Federal Canadian Emergency Business Account (CEBA) loan

The Federal CEBA loan is part of the Canadian federal government’s support program in response to the COVID-19 pandemic, wherein the Company was able to obtain a $30,000 non-interest-bearing loan, net of a $10,000 forgivable amount. This loan was paid on January 22, 2024 to assure the $10,000 forgiveness.

During the year ended December 31, 2024, the Company recognized $nil (2023 – $3,350) accretion expense on this loan (note 17) and repaid $30,000 (2023 – $nil) of the principal.

A reconciliation of the government loans for the years ended December 31 2024 and 2023 are as follows:

	December 31 2024	December 31 2023
Balance - beginning of period	$ 449,258	$ 702,976
Loan payments	(30,000)	-
Conversion to equity	-	(378,062)
Accretion expense (note 17)	18,426	18,908
Fair value adjustment of government loans	(1)	105,436
Balance - end of period	437,683	449,258
Less current portion (note 10)	437,683	449,258
Long-term portion	$ -	$ -

12 Other long-term debt

On January 22, 2024, the Company’s Canadian Emergency Business Account loan (note 11) was repaid from the proceeds of a loan from the Royal Bank of Canada (RBC). The new $30,000 RBC loan is repayable in equal amounts over 60 months, commencing on February 22, 2024 with interest at RBC prime plus 2.84%, which totaled 8.29% at December 31, 2024.

During the year ended December 31, 2024, the Company recognized $2,480 of interest expense (note 17) and repaid $4,539 of the principal on this loan. At December 31, 2024 the outstanding principal was $25,461, of which $5,523 was included in the current portion of long-term liabilities (note 10).

13 Related party balances and transactions

During the years ended December 31, 2024 and 2023, the Company recognized treatment revenues and device sales revenues from LBB Applied Technology Inc., a significant shareholder of the Company and the Company’s distributor in the USA. that was previously able to nominate one director, who continues to remain on the Board, to the Company’s Board of Directors. These transactions were made in the normal course of business.

The Company has a shareholder and director, who is employed by the KITE Research Institute at the University Health Network in Toronto, Canada (KITE), an Institution over which he has significant influence and to which the Company is committed to a long-term license agreement (note 20), requiring the semi-annual payment of royalty fees. In addition, the Company has entered into contracts with this Institution to sell MyndMove devices, which have been modified for research purposes; and to purchase research and development (R&D) services.

In 2017, the Board approved the remuneration of a director and shareholder, for services as interim CEO provided to the Company in addition to his role as director. In the year ended December 31, 2023, the entire $75,000 amount was forgiven by the director and shareholder and recorded as a reduction of general and administration salaries and benefits.

13 Related party balances and transactions (continued)

A summary of the Company's related party transactions follows:

	December 31 2024	December 31 2023
Revenue during the year ended		
Treatment fees and product sales	$ 43,579	$ 8,125
	$ 43,579	$ 8,125
Expenses during the year ended		
Share-based compensation for directors and senior officers	$ 33,081	$ 53,720
Salaries, fees and benefits for directors and senior officers - current	338,024	386,284
License fees	3,734	4,642
	$ 374,839	$ 444,646
Assets - as at the date specified		
Accounts receivable	$ -	$ 5,360
Liabilities - as at the date specified		
License fees and expenses payable	$ 86,314	$ 96,759
Deferred revenue	$ 34,000	$ 51,000

14 Share capital, warrants and stock options

The Company is authorized to issue an unlimited number of common shares. The following shares are issued and outstanding:

	Number of Shares	$
Balance, December 31, 2022	21,838,500	13,853,744
Private placement	1,620,743	739,378
Debt conversion (note 11)	540,088	378,062
Balance, December 31, 2023	23,999,331	14,971,184
Private placements	1,277,897	744,271
Balance, December 31, 2024	25,277,228	15,715,455

Shares in Escrow

As at December 31, 2024, the Company had 1,829,356 common shares held in escrow (2023 – 5,488,068).

14 Share capital, warrants and stock options (Continued)

2024 Private Placements

On February 13, 2024, March 19, 2024, May 27, 2024, June 24, 2024, August 12, 2024, October 23, 2024 and December 24, 2024 - the Company completed total Private Placements of Units, with its two largest shareholders, at $0.75 per Unit, for a total of $958,422. Each Unit was comprised of one common share and one warrant. The warrants have an exercise price of $0.90 per warrant and expire three years from the date of issuance.

The subscribers ultimately received 1,277,897 common shares of the Company and 1,277,897 warrants to acquire common shares of the Company at $0.90. The warrants expire three years after the respective issue dates. Of the $881,790 in net proceeds, $137,519 was allocated to the value of the warrants, based on a Black Scholes valuation of the warrants with an exercise price of $0.90; a weighted average estimated $0.31 value of common shares; a weighted-average volatility rate of 85.86%; an expected 3-year life for the warrants; and a weighted-average risk-free interest rate of 3.53%.

2023 Private Placements

On January 11, 2023 and May 23, 2023, the Company completed Private Placements of 1,259,038 Units, in total, with its two largest shareholders, at $0.75 per Unit, for a total of $944,280. On November 3, 2023 and December 20, 2023, the Company completed Private Placements of 361,705 Units, in total, with its largest shareholder, at $0.75 per Unit, for a total of $271,279.

Each Unit was comprised of one Common share and one warrant. The warrants have an exercise price of $0.90 per warrant and expire three years from the date of issuance.

The subscribers ultimately received 1,620,743 common shares of the Company and 1,620,743 warrants to acquire common shares of the Company at $0.90. The warrants expire January 11, 2026, May 23, 2026, November 3, 2026 and December 20, 2026, respectively. Of the $1,152,625 in proceeds net of issue costs, $413,247 was allocated to the value of the warrants issued, based on a Black Scholes valuation of the warrants with an exercise price of $0.90; a weighted average estimated $0.77 value of common shares; a weighted-average volatility rate of 91.88%; an expected 3-year life for the warrants; and a weighted-average risk-free interest rate of 3.77%.

Debt Conversion to Equity and Forgiveness of Government Debt

On July 6, 2023, the Company closed a settlement agreement with the HTX (note 11), whereby the Company's repayment obligation of $756,121 was fixed as of May 29, 2023 and then, partially repaid by the issuance of 540,088 in common shares, at $0.70 per share, for a total of $378,062.

The $378,059 remainder of the obligation was forgiven (note 11).

Warrants

The Company estimated the fair value of the common share warrants granted using the Black-Scholes option pricing model with the assumptions outlined above.
The following warrants are issued and outstanding:

	Number of Warrants	Weighted Avg. Exercise Price
Balance, December 31, 2022	5,998,239	$ **1.01**
Private placement	1,620,743	0.90
Expired	(1,259,535)	1.06
Balance, December 31, 2023	6,359,447	**1.01**
Private placement	1,277,897	0.90
Balance, December 31, 2024	7,637,344	$ **0.96**

As at December 31, 2024, all warrants are exercisable and have a weighted average remaining contractual life of 2.03 years (2023– 2.90 years).

14 Share capital, warrants and stock options (Continued)

Stock options

Under the Company's "evergreen" stock option plan, the Company may grant stock options for up to 10% of the outstanding common shares at the time of the granting of the stock options on a fully diluted basis to certain employees and directors. The exercise price of each stock option granted may not be less than the market price of the Company's stock at the time of the grant. These stock options vest over a period of up to four years and have expiry dates of either seven or ten years. The following options are issued and outstanding:

	Number of Options	Weighted Avg. Exercise Price
Balance, December 31, 2022	**1,115,000**	**$ 0.97**
Expired	(155,000)	0.92
Issued	525,000	0.75
Balance, December 31, 2023	**1,485,000**	**0.90**
Expired	(525,000)	(0.76)
Issued	37,500	0.75
Balance, December 31, 2024	**997,500**	**$ 0.96**

The following options are issued and outstanding (note 24):

	December 31, 2024 Outstanding Stock Options		
Exercise Price	Number	Weighted Average Life (years)	Number of Stock Options Exercisable
$1.00	625,000	6.54	562,500
$0.95	200,000	7.17	200,000
$0.92	110,000	1.38	110,000
$0.75	37,500	9.32	37,500
$0.70	25,000	8.46	6,250
	997,500	7.28	916,250

The Company estimated the fair value of the stock options granted in 2024 and 2023 using the Black-Scholes option pricing model with the following weighted average assumptions:

	2024	2023	
	April 25	June 15	May 17
Options	37,500	25,000	500,000
Exercise Price	$0.75	$0.70	$0.75
Estimated share price value	$0.50	$0.70	$0.70
Volatility	113.26%	112.87%	113.26%
Expected life in years	5	10	10
Risk-free interest rate	3.89%	3.33%	3.09%
Dividend yield	nil	nil	nil
Estimated value per option	$0.385	$0.656	$0.655
Total valuation	$14,442	$16,402	$327,286

Due to the absence of Company specific volatility rates, the Company chose comparable companies in a similar industry. Compensation expense related to stock options recorded in the statement of loss and comprehensive loss, for the year, using the graded vesting method, was $47,523 (2023 – $198,202).

15 Breakdown of expenses by nature

	Year Ended December 31 2024	2023
General and administration		
Salaries and benefits (note 13 and 16)	$ 372,568	$ 293,620
Accounting, legal and professional fees	169,696	183,579
Technology expense	64,848	71,578
Additional rent	46,281	32,444
Insurance	72,480	116,520
Other expenses	19,509	9,896
Total general and administrstion	$ 745,382	$ 707,637
Research and development		
Salaries and benefits (note 16)	$ 185,731	$ 221,255
Patent expenses	19,728	24,406
Other development expenses	2,730	78,592
Total research and development	$ 208,189	$ 324,253

16 Salaries and benefits

	Year Ended December 31 2024	2023
General and administration (note 15)	$ 372,568	$ 293,620
Research, development and quality control (note 15)	185,731	221,255
Selling and marketing	-	59,643
Total salaries and benefits	$ 558,299	$ 574,518

17 Interest, accretion and changes in fair value expenses

	Year Ended December 31 2024	2023
Government loans (note 11)		
FEDA	$ 18,426	$ 7,015
HTX	-	8,543
CEBA	-	3,350
Total government loans	18,426	18,908
Lease obligation (note 6)	126	2,518
Total accretion expense	18,552	21,426
Other long-term debt (note 12)	2,479	-
Short term interest	(342)	2,035
Total interest and accretion expense	$ 20,689	$ 23,461
Government loans		
HTX (note 11)	(1)	105,436
Total change in fair value	$ (1)	$ 105,436

18 Government grants and tax credits

Scientific research and experimental development (SR&ED) tax credits

In the past, the Company has made claims for SR&ED deductions and related expenses for income tax purposes, based on the applicable legislation in the Income Tax Act (Canada). Since February 16, 2022, when the Company became publicly listed, only the Ontario portion of SR&ED credits is recoverable in cash refunds.

During the year ended December 31, 2024, the Company received and recorded $19,293 of Ontario SR&ED claims, related to the annual December 31, 2023 tax period (2023 - $174,148 of Federal and Ontario SR&ED claims, related to the stub February 15, 2022 and annual December 31, 2021 tax periods).

The Company did not have any recoverable SR&ED expenditures for the February 15, 2022 to December 31, 2022 tax period, or for the year ended December 31, 2024.

19 Income taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% (2023 – 26.5%) to the effective tax rate as follows:

	December 31, 2024	December 31, 2023
Net income (loss) before income taxes	$ (1,247,407)	$ (1,723,330)
Expected income tax (recovery) expense	$ (330,569)	$ (456,682)
Share-based compensation and other	12,594	52,524
Share issuance costs booked directly to equity	(536)	(16,678)
Change in tax benefit not recognized	318,512	420,836
	$ -	$ -

Deferred tax
The following table summarizes the components of deferred tax:

	December 31, 2024	December 31, 2023
Deferred Tax Assets		
Capital lease obligations	$ -	$ 1,657
Operating tax losses carried forward	-	102,138
	-	103,795
Deferred Tax Liabilities		
Right of use asset	-	(3,610)
Government loans	-	(100,185)
	-	(103,795)
Net deferred tax liability	$ -	$ -

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

19 Income taxes (continued)

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and carrying value of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	December 31, 2024	December 31, 2023
Equipment	$ 617,897	$ 548,134
Share issuance costs	362,762	557,399
Canadian non-capital losses carried forward	17,550,855	15,803,387
Federal tax credits	45,809	38,024
Other tax pools	693,898	693,898
Provincial tax credits	60,220	58,336
Balance at end of year	$ 19,331,441	$ 17,699,178

The Canadian non-capital income tax loss carry-forward expires as noted in the table below. Share issue costs will be fully amortized in 2028. Investment tax credits expire from 2026 to 2028. The remaining deductible differences may be carried forward indefinitely. There are no capital losses carried forward. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

The Company's Canadian unrecognized non-capital income tax losses expire as follows:

2031	$ 1,162,405
2032	1,713,175
2033	1,369,670
2034	1,205,543
2035	1,224,109
2036	1,278,163
2037	1,795,280
2038	971,810
2039	284,641
2040	1,622,214
2041	322,725
2042	1,387,970
2043	1,802,554
2044	1,410,596
	$ 17,550,855

20 Commitments and contingencies

The Company is in default of its unsecured obligations to its former legal firm (note 8) and the FEDA (note 11), for which it does not have the funds to repay. As of December 31, 2024, the Company’s only foreseeable option to settle these $1,153,335 of obligations is to issue Company securities. Otherwise, the creditors might be inclined to commence legal proceedings. These obligations are an impediment to the Company’s ability to complete future financings, which creates a material uncertainty and a going concern risk (note 1) for the Company.

On August 29, 2012, the Company entered into an agreement with a health services institution whereby it granted the Company an exclusive worldwide license to commercialize certain intellectual property related to a functional electrical stimulation device and system; for which the Institution received 400,000 of the Company’s common shares, with a fair value of $400,000. In addition, the Company is committed to paying a cumulative royalty on the net sales of stimulators used to treat motor dysfunction, as follows:

- 0% on the first $1,000,000 cumulative net sales;
- 4% on the cumulative net sales exceeding $1,000,000 but not greater than $7,500,000; and,
- 1% on the cumulative net sales exceeding $7,500,000.

The amount of these fees for the year ended December 31, 2024 and 2023 are disclosed in note 13.

The Company’s current lease agreement expires on July 31, 2025 and was not capitalized, because of the short-term duration of its term. Total rental costs for the seven months ending July 31, 2025 are expected to be $38,289.

21 Capital Management

The Company’s capital management objectives are to maintain financial flexibility in order to pursue its product development and commercialization strategy, and ultimately provide long-term returns to its shareholders. This strategy relies significantly on the Company’s ability to demonstrate growing efficacy creation in its medical devices, in order to convince potential investors to invest more capital in the Company’s development efforts.

The Company defines capital as the aggregate of its share capital and borrowings.

The Company manages its capital structure in accordance with changes in economic conditions. In order to maintain or adjust its capital structure, the Company may elect to issue or repay financial liabilities, issue shares, repurchase shares, pay dividends or undertake any other activities as deemed appropriate under the specific circumstances. The Company is not subject to any externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis. There were no material changes to this approach during the year ended December 31, 2024.

22 Financial instruments and risk management

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from deposits with banks and outstanding receivables. The Company trades only with recognized, creditworthy third parties. The Company performs credit checks for all customers who wish to trade on credit terms.

The Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance.

Credit loss impairment is determined based upon review of specific accounts as the Company does not have significant historical uncollectable receivables. As at December 31, 2024, the Company had $1,486 in overdue trade and other receivables (2023 – $5,164).

22 Financial instruments and risk management (continued)

Liquidity risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they come due. The Company’s exposure to liquidity risk is dependent on the Company’s ability to raise additional financing to meet its commitments and sustain operations. The Company mitigates liquidity risk by management of working capital, cash flows, the issuance of share capital and if desired, the issuance of debt. The Company’s trade and other payables are all due within twelve months from the date of these Financial Statements.

If unanticipated events occur that impact the Company’s ability to meet its forecast and continue to fund customer acquisition cost, research and development, and administrative requirements, the Company may need to take additional measures to increase its liquidity and capital resources, including obtaining additional debt or equity financing or strategically altering the business forecast and plan. In this case, there is no guarantee that the Company will obtain satisfactory financing terms or adequate financing. Failure to obtain adequate financing on satisfactory terms could have a material adverse effect on the Company’s results of operations or financial condition.

The Company is obligated to the following contractual maturities of undiscounted cash flows As at December 31, 2024:

	Payments Due			
	Less than 1 year	2 - 3 years	After 3 years	Total
Trade and other payables	$ 1,054,299	$ -	$ -	$ 1,054,299
Government loans	437,683	-	-	437,683
Other long-term debt	5,523	12,705	7,233	25,461
	$ 1,497,505	$ 12,705	$ 7,233	$ 1,517,443

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk:

- **Foreign currency risk** arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company’s primary exposure with respect to foreign currencies is from United States dollar denominated cash, trade and other receivables, and trade and other payables. As at December 31, 2024, a 1% change in the foreign exchange rates would result in a $516 impact to the Financial Statements (2023 - $1,731).
- **Interest rate risk** is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk as at December 31, 2024 with respect to its $25,461 indebtedness, at prime plus 2.84%, to RBC (note 12).
- **Other price risk** is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company is not exposed to other price risk as at December 31, 2024 and 2023.

Fair values

The carrying values of cash and cash equivalents, trade and other receivables excluding HST, trade and other payables excluding HST, and other long-term debt are considered representative of their respective fair values due to the short-term period to their maturity. The government loans approximate their fair value as the interest and discount rates are consistent with the current rates offered by the Company for its loans with similar terms. The Company does not use derivative financial instruments to manage this risk.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company’s valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are defined as follows:

- **Level 1** – Unadjusted quoted prices as at the measurement date for identical assets or liabilities in active markets.
- **Level 2** – Observable inputs other than quoted prices included 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 fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

22 Financial instruments and risk management (continued)

Fair values (continued)

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. During the year, there were no transfers of amounts between levels. The fair value of derivative and warrant liabilities and HTC government loan are determined using level 3 inputs.

Financial instruments measured at fair value using level 3 inputs:

	Valuation technique	**Significant unobservable inputs**	**Inter-relationship between significant unobservable inputs and fair value**
HTC government loan	Discounted cash flows (note 11)	- Discount rate - Expected timing of repayments based on revenue forecast	An increase in revenue growth or decrease in discount rate would increase the fair value of the HTC government loan.

23 Segmented information

The Company reports segment information based on internal reports used by the chief operating decision maker ("CODM") to make operating and resource decisions and to assess performance. The CODM is the Chief Executive Officer.

The Company has revenues from sales in Canada and from Canada to the United States and Malaysia. The Company has one operating segment which includes income related to its MyndMove, MyndSearch (a variation of MyndMove, which has been modified for research purposes) and MyndStep devices. The two types of revenue include: (1) treatment fees, from treatment clinics that use the Company's MyndMove devices and (2) product sales, which are revenues from the sale of MyndMove, MyndSearch or MyndStep devices to clinics or research institutions and the sale of treatment supplies.

All treatment revenue devices are located in Canada. Revenues by geographical location and by services and products, delivered in the year ended December 31, 2024 and 2023, were as follows:

	2024	2023
Revenue by geographic location of customers		
Canada	$ 64,840	$ 100,158
Non-Canadian	46,594	37,154
	$ 111,434	$ 137,312
Revenue by services and products delivered		
Treatment fees	$ 47,150	$ 72,100
Product sales	64,020	64,948
Other	264	264
	$ 111,434	$ 137,312

24 Subsequent events

Private Placements

On January 23, 2025, the Company closed a non-brokered private placement, with two existing shareholders, of 258,506 Units, at $0.75 per Unit, for a total subscription price of $193,880. Each Unit was comprised of one common share and one warrant. The warrants have an exercise price of $0.90 per warrant and expire on January 23, 2028.

On January 30, 2025, the Company announced a non-brokered private placement offer of up to 7,500,000 Units at $0.20 per Unit, to raise aggregate gross proceeds to the Company of $1,500.000. Each Unit shall be comprised of one common share and one warrant. The warrants will have an exercise price of $0.24 per warrant and will expire three years following the applicable closing date of the offer.

On April 23, 2025, the Company closed a non-brokered private placement, with the Company's largest existing shareholder, of 692,736 Units, at $0.20 per Unit, for a total subscription price of $138,547. Each Unit was comprised of one common share and one-half warrant. The warrants have an exercise price of $0.24 per warrant and expire on April 23, 2028.

Options issued

On January 16, 2025 the Company granted 100,000 stock options to four consultants, engaged by Company on its Advisory Board. Each option allows the purchase of one common share of the Company at $0.50 per share. The options vest on a monthly basis at one-twelfth per month, until January 16, 2026, and expire on January 16, 2035.