



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Expressed in United States Dollars)
(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

NANOSPHERE HEALTH SCIENCES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Presented in United States Dollars - Unaudited)

AS AT	September 30, 2024	December 31, 2023
ASSETS		
Current		
Cash	\$ 11,813	\$ 9,316
Receivables	<u>11,082</u>	<u>8,656</u>
	<u>\$ 22,895</u>	<u>\$ 17,972</u>
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current		
Accounts payable and accrued liabilities (Note 3)	\$ 1,675,307	\$ 1,574,433
Notes payable (Note 4)	<u>31,958</u>	<u>-</u>
	<u>1,707,265</u>	<u>1,574,433</u>
Shareholders' deficiency		
Share capital (Note 5)	18,762,420	18,762,420
Reserves (Note 5)	1,272,552	1,272,552
Accumulated other comprehensive loss	(28,424)	(44,598)
Deficit	<u>(21,690,918)</u>	<u>(21,546,835)</u>
	<u>(1,684,370)</u>	<u>(1,556,461)</u>
	<u>\$ 22,895</u>	<u>\$ 17,972</u>

Nature of business and going concern (Note 1)

Subsequent event (Note 9)

Approved and authorized by the Board of Directors on November 28, 2024:

<i>"Toby Lim"</i>	Director	<i>"Michael Iverson"</i>	Director
Toby Lim		Michael Iverson	

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

NANOSPHERE HEALTH SCIENCES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Presented in United States Dollars - Unaudited)

	For the three months ended September 30, 2024	For the three months ended September 30, 2023	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
EXPENSES				
Foreign exchange	\$ (5,979)	\$ (11,196)	\$ 7,292	\$ (244)
Interest expense (Note 4)	770	-	1,120	-
Office and administrative	376	371	1,249	1,098
Professional fees (Note 3)	25,319	25,731	57,868	80,225
Regulatory and filing	2,555	3,269	11,252	10,375
Research and development	-	4,286	9,057	10,436
Salaries and consulting (Note 3)	18,695	18,767	56,245	68,303
Share-based payments (Note 5)	-	247	-	2,991
Loss for the period	(41,736)	(41,475)	(144,083)	(173,184)
Exchange differences on translating foreign operations	13,306	17,223	(16,174)	400
Comprehensive loss for the period	\$ (28,430)	\$ (24,252)	\$ (160,257)	\$ (172,784)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.02)
Weighted average number of common shares outstanding	10,275,205	10,275,205	10,275,205	10,275,205

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NANOSPHERE HEALTH SCIENCES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Presented in United States Dollars - Unaudited)

For the nine months ended September 30,	2024	2023
CASH FROM OPERATING ACTIVITIES		
Loss for the period	\$ (144,083)	\$ (173,184)
Items not affecting cash:		
Accrued interest on loan payable	1,120	-
Share-based payments (Note 6)	-	2,991
Unrealized foreign exchange loss (gain)	23,338	(593)
Changes in non-cash working capital items:		
Receivables	(2,426)	(2,614)
Accounts payable and accrued liabilities	<u>100,874</u>	<u>129,565</u>
Net cash provided by (used in) operating activities	<u>(21,117)</u>	<u>(43,835)</u>
CASH FROM FINANCING ACTIVITIES		
Advance received on loan payable	<u>30,838</u>	<u>-</u>
Net cash provided by financing activities	<u>30,838</u>	<u>-</u>
Change in cash during the period	9,661	(56,664)
Effect on foreign exchange on cash	(7,164)	193
Cash, beginning of the period	<u>9,316</u>	<u>55,011</u>
Cash, end of the period	<u>\$ 11,813</u>	<u>\$ 11,369</u>

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NANOSPHERE HEALTH SCIENCES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Presented in United States Dollars - Unaudited)

	Share capital		Reserves	Accumulated other comprehensive loss	Deficit	Total
	Number	Amount				
Balance at December 31, 2022	10,275,205	\$ 18,762,420	\$ 1,269,564	\$ (25,151)	\$ (21,318,708)	\$ (1,311,875)
Share-based payments (Note 6)	-	-	2,991	-	-	2,991
Other comprehensive income	-	-	-	(400)	-	(400)
Loss for the period	-	-	-	-	(173,184)	(173,184)
Balance at September 30, 2023	10,275,205	18,762,420	1,272,555	(25,551)	(21,491,892)	(1,482,468)
Share-based payments (Note 6)	-	-	(3)	-	-	(3)
Other comprehensive loss	-	-	-	(19,047)	-	(19,047)
Loss for the period	-	-	-	-	(54,943)	(54,943)
Balance at December 31, 2023	10,275,205	18,762,420	1,272,552	(44,598)	(21,546,835)	(1,556,461)
Other comprehensive loss	-	-	-	16,174	-	16,174
Loss for the period	-	-	-	-	(144,083)	(144,083)
Balance at September 30, 2024	10,275,205	\$ 18,762,420	\$ 1,272,552	\$ (28,424)	\$ (21,690,918)	\$ (1,684,370)

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

NANOSPHERE HEALTH SCIENCES INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the nine months ended September 30, 2024
(Presented in United States Dollars - Unaudited)

1. NATURE OF BUSINESS AND GOING CONCERN

Nanosphere Health Sciences Inc. (the “Company”) was incorporated on April 20, 2005, under the laws of the province of Alberta, Canada and re-domiciled to British Columbia, Canada. The Company’s shares are listed on the Canadian Stock Exchange (“CSE”) under the symbol NSHS. The Company is a nano-biotechnology company focused on providing next generation delivery of biologically active compounds through licensing and joint venture arrangements. The Company has a wholly owned subsidiary. NanoSphere Health Sciences, LLC (“NanoSphere LLC”) is the Company’s operating division in the United States.

The Company’s head office and principal address is 488 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at September 30, 2024, the Company had a cumulative deficit of \$21,690,918, a working capital deficit of \$1,684,370 and cash of \$11,813. Management anticipates the need to raise additional funds within the next 12 months to continue operations. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICIES

Basis of presentation

These financial statements have been prepared in conformity with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company’s annual audited financial statements for the year ended December 31, 2023, and do not include all the information required for full annual financial statements in accordance with IFRS Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). It is suggested that these financial statements be read in conjunction with the annual audited financial statements.

The condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The condensed consolidated interim financial statements of the Company are presented in U.S. dollars, which is the functional currency of NanoSphere LLC. The parent company, Nanosphere Health Sciences Inc., has a functional currency of the Canadian Dollar.

The accounting policies, estimates and critical judgments, methods of computation and presentation applied in these condensed consolidated interim financial statements are consistent with those of the most recent annual audited consolidated financial statements and are those the Company adopted in its financial statements for the year ended December 31, 2023. Accordingly, these condensed consolidated interim financial statements should be read in conjunction with the Company’s most recent annual audited consolidated financial statements.

NANOSPHERE HEALTH SCIENCES INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the nine months ended September 30, 2024
(Presented in United States Dollars - Unaudited)

2. MATERIAL ACCOUNTING POLICIES (cont'd...)

Basis of consolidation

These condensed consolidated interim financial statements include the financial statements of the Company and its subsidiaries controlled by the Company. Subsidiaries are all entities over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the condensed consolidated interim financial statements from the date on which control is transferred to the Company until the date that control ceases. All intercompany transactions and balances have been eliminated on consolidation.

The condensed consolidated interim financial statements include the financial statements of the Company and its subsidiaries:

Company	Place of Incorporation	Effective Interest	Principal Activity
Nanosphere Health Sciences LLC	United States	100%	Operating
Nanosphere Cannabis International Inc	Canada	100%	Operating

Significant accounting judgements, estimates, and assumptions

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation and judgement uncertainty that management has made at the end of the reporting year, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to:

Going concern

The Company's condensed consolidated interim financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Ongoing operations of the Company are dependent upon its ability to receive continued financial support, complete public equity financings, or generate profitable operations in the future. The Company incurred a loss of \$144,083 during the period ended September 30, 2024, and as of that date, the Company had an accumulated deficit of \$21,690,918. Management is actively targeting sources of additional financing which would assure the continuation of the Company's operations. The Company anticipates the need to raise additional funds within the next 12 months to pay operational costs and fund any investing activities. To the extent financing is not available, lease payments, rental payments, and other payments may not be satisfied and could result in a loss of earning opportunities for the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

New accounting standards, amendments and interpretations issued

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective, and has determined that these updates are not applicable or consequential to the Company and have been excluded from discussion within these material accounting policies.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the nine months ended September 30, 2024
(Presented in United States Dollars - Unaudited)

3. RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel comprise the Chief Executive officer and interim Chief Financial Officer, former Chief Executive officers and former President.

During the period ended September 30, 2024, the Company paid or accrued the following to key management personnel:

- a) Management, salaries, and consulting fees of \$56,250 (2023 - \$68,250) for services provided by key management personnel;
- b) Professional fees of \$33,336 (2023 - \$33,284) to a director of the Company; and
- c) Share-based compensation of \$nil (2023 - \$2,852) to the officers and directors of the Company.

Included in accounts payable and accrued liabilities is \$590,615 (December 31, 2023 - \$505,973) due to directors, officers, and companies controlled by directors and officers of the Company that is non-interest bearing and due on demand.

4. NOTES PAYABLE

During the period ended September 30, 2024, the Company issued promissory notes totaling \$30,828 (CAD\$41,614) to two shareholders. The promissory notes are repayable on demand and accrue interest at 10% per annum until repayment in full.

Loan liabilities	September 30, 2024
Balance, beginning of period	\$ -
Additions	30,828
Interest accrued	1,129
Balance, end of period	\$ 31,958

5. SHARE CAPITAL AND RESERVES

Authorized share capital

The Company's authorized share capital consists of an unlimited number of common shares without par value.

Issued share capital

As at September 30, 2024, the Company had 10,275,205 common shares issued and outstanding.

Share issuances

No common shares were issued during the nine months ended September 30, 2024 or the year ended December 31, 2023.

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5. SHARE CAPITAL AND RESERVES (cont'd...)

Warrants

There was no warrant activity during the nine months ended September 30, 2024.

During the year ended December 31, 2023, 2,428,727 warrants exercisable at a price of \$0.35 expired unexercised.

Stock options

There was no stock option activity during the nine months ended September 30, 2024.

During the year ended December 31, 2023, 17,500 options exercisable at a price of \$13.00 per share expired unexercised.

The following stock options were outstanding at September 30, 2024:

Number	Exercisable	Exercise price	Expiry date
71,500	71,500 \$ CAD	5.00	July 16, 2029

Share-based payments

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan the exercise price of each option equals the market price of the Company's stock, less applicable discount, as calculated on the date of grant. The vesting terms are determined by the board of directors.

The Company did not grant any options during the nine months ended September 30, 2024 and 2023. Total share-based payments recognized in the statement of shareholders' equity for the nine months ended September 30, 2024, was \$nil (2023 - \$2,991) for stock options vested and was recognized in profit or loss.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quotes prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash, receivables, and accounts payable and accrued liabilities approximate their carrying value due to the short-term maturity.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's maximum exposure to credit risk is attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's receivables are comprised entirely of goods and services tax receivable from the government of Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through its capital management as outlined below. Accounts payable and accrued liabilities are due within one year. As at September 30, 2024, the Company had a cash balance of \$11,813 (December 31, 2023 - \$9,316) to settle current liabilities of \$1,707,265 (December 31, 2023 - \$1,574,433). All the Company's accounts payable and accrued liabilities and loans payable have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at September 30, 2024, the Company did not have any investments in investment-grade short-term deposit certificates or long-term payables with floating interest rates.

b) Foreign currency risk

The Company's foreign exchange risk arises from transactions denominated in other currencies. Through this, the Company is exposed to foreign currency risk on fluctuations related to cash, receivables, accounts payable and accrued liabilities that are denominated in United States Dollar and Canadian Dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations. A 10% change in the foreign exchange rate would result in an insignificant change in profit or loss.

7. CAPITAL MANAGEMENT

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance current production of the Company's patented NanoSphere Delivery System and development of future products utility system. Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company is not subject to externally imposed capital requirements.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on management to sustain future development and commercialization of the business. The Company will continue to assess sources of financing available and to assess the potential for collaboration with interested partners with a view to managing its current financial resources in the interest of sustaining the long-term viability of the Company's operations. The Company's overall strategy with respect to management of capital at September 30, 2024 remains fundamentally unchanged.

8. SEGMENTED INFORMATION

Operating segments are components of an entity that engage in business activities from which they incur expenses. The Company operates as a single segment, with minimal operations. The Company has no long-lived assets to report geographical information.

9. SUBSEQUENT EVENT

Subsequent to September 30, 2024, the Company terminated a Definitive Master Licensing Agreement with Delta 9 Cannabis Inc., and is seeking the return of equipment with a value of CAD\$57,000.