ASSURE HOLDINGS CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
Year Ended December 31, 2018

This Management's Discussion and Analysis ("MD&A") explains the variations in the consolidated operating results and financial position and cash flows of Assure Holdings Corp. ("Assure" or the "Company") as of and for the years ended December 31, 2018 and 2017. This analysis should be read in conjunction with Assure's consolidated financial statements for the years ended December 31, 2018 and 2017 and related notes (the "consolidated financial statements"). The consolidated financial statements of Assure, and extracts of those consolidated financial statements provided in this MD&A, were prepared in United States dollars and in accordance with International Financial Reporting Standards ("IFRS"). Readers are cautioned that this MD&A contains certain forward-looking information. Please see the "Forward Looking Statements" section below for a discussion of the use of such information in this MD&A.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company balances and transactions have been eliminated on consolidation.

The information in this report is dated as of April 15, 2019.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Our MD&A includes "forward-looking statements" that are subject to risks and uncertainties that may result in actual results differing from the statements we make. Certain information included or incorporated by reference in this report may contain forward-looking statements. This information may involve known and unknown risks, uncertainties, and other factors which may cause our actual results, performance, or achievements to be materially different from the future results, performance, or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies, and expectations, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "plan," "intend" or "project" or the negative of these words or other variations on these words or comparable terminology. Certain risks underlying our assumptions are highlighted below; if risks materialize, or if assumptions prove otherwise to be untrue, our results will differ from those suggested by our forward-looking statements and our results and operations may be negatively affected.

Forward-looking statements in this report include statements regarding profitability, additional acquisitions, increasing revenue and adjusted EBITDA, continued growth of our business in line with historical growth rates, trends in our industry, financing plans, our anticipated needs for working capital and leveraging our capabilities. Actual events or results may differ materially from those discussed in forward-looking statements. There can be no assurance that the forward-looking statements currently contained in this report will in fact occur. The Company bases its forward-looking statements on information currently available to it. The Company disclaims any intent or obligations to update or revise publicly any forward-looking statements whether as a result of new information, estimates or options, future events or results or otherwise, unless required to do so by law. Forward-looking information reflects current expectations of management regarding future events and operating performance as of the date of this document. Such information involves significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved.

A number of factors could cause actual results to differ materially from the results discussed in forward-looking information, including, without limitation: our need for additional financing and our estimates regarding our capital requirements, future revenues and profitability; if our patient volume or cases do not grow as expected, or decreases, this could impact revenue and profitability; if we are unable to complete transactions with new physician practices, this could impact our future revenue growth and profitability; unfavorable economic conditions could have an adverse effect on our business; risks related to increased leverage resulting from incurring additional debt; the policies of health insurance carriers may affect the amount of revenue the Company receives; our ability to successfully market and sell our products and services; we may be subject to competition and technological risk which may impact the price and amount of services we can sell and the nature of services we can provide; regulatory changes that are unfavorable in the states where our operations are conducted or concentrated; our ability to comply and the cost of compliance with extensive existing regulation and any changes or amendments thereto; changes within the medical industry and third-party reimbursement policies and our estimates of associated timing and costs with the same; risks related to the Company's reliance on third-party billing and collection companies to appropriately bill healthcare payers and to maximize reimbursement during the collections process; risks related to the Affordable Care Act (the "ACA") or any replacement legislation in terms of patient volume and reimbursement and the corresponding effect on our business; changes in key United States federal or state laws, rules, and regulations; our ability to establish, maintain and defend intellectual property rights; risks related to United States antitrust regulations; risks related to record keeping and confidentiality by our affiliated physicians; our ability to recruit and retain qualified personnel and other resources to provide our services; risks related to any affiliated physicians leaving our affiliated Provider Network Entities ("PNEs"); our ability to enforce non-competition and other restrictive covenants in our agreements; contracts with PNEs, or other customers may be terminated, or may not be renewed, by the counterparty; risks related to corporate practice of medicine and our ability to renew and maintain agreements our contractors; our ability to adequately forecast expansion and the Company's management of anticipated growth; risks related to our dependence on complex information systems; our senior management has been key to our growth and we may be adversely affected if we are unable to retain them, conflicts of interest develop or we lose any key member of our senior management team; risks associated our dependence on third-party suppliers; changes in the industry and the economy may affect the Company's business; risks related to the competitive nature of the medical industry; evolving practices and regulation of corporate governance and public disclosure may result in additional corporate expenses; adverse events relating to our product or services could result in risks relating to product liability, medical malpractice, other legal claims, insurance and other liabilities; various risks associated with legal, regulatory or investigative proceedings; risks associated with governmental or other investigations or inquiries into marketing and other business practices; we are subject to health and safety risks within our industry; our ability to successfully identify and complete future transactions and integrate our acquisitions; anti-takeover provisions create risks related to lost opportunities; we may not continue to attract PNEs and other licensed providers to provide our services resulting in slower than expected growth; risks associated with the trading of our common shares on a public marketplace which could result in changes to stock prices unrelated to our performance; risks related to the reduction in the reimbursement of our service procedure codes; changes in our effective income tax rates; risks related to our ability to retain and manage third-party service providers; risks related to the failure of our employees and third-party contractors to appropriately record or document services that they provide; risks that while the primary market for the Company's common stock is the TSX Venture Exchange and the Company is a "reporting issuer" in Canada, the Company is a Nevada corporation and its principal business is located in the United States, subject to United States federal and state securities laws, there may be uncertainty regarding the application of the federal and state securities laws to the shares of common stock issued in connection with the qualifying transaction between Assure Holdings, Inc. and Montreux Capital Corp. on May 26, 2017; and risks related to criminal or civil sanctions in connection with failure to comply with privacy regulations regarding the use and disclosure of personal identifiable or other patient information.

OVERVIEW

Assure is focused on providing physicians with a comprehensive suite of services for Intraoperative Neuromonitoring ("IONM"). IONM is a service that has been well established as a standard of care for over 20 years as a risk mitigation tool during invasive surgeries such as spine, ear, nose, and throat, cardiovascular, and other parts of the human body. The Company's operations consist of a single reportable segment. In 2015, Assure Neuromonitoring, LLC was established to provide technical IONM services during such surgeries; however, this entity did not begin formal operations until March of 2016. This entity employs a technical staff that is on site in the operating room during each procedure and covers the case using industry standard, company-owned diagnostic machinery. The technical staff are certified by a third-party credentialing agency. On an ongoing basis since 2015, Assure has addressed the Professional IONM component of its business via a series of investments in and management service agreements with Provider Network Entities ("PNEs"). These PNEs are contracted with offsite neurologists/readers to provide IONM coverage from a remote location as a level of redundancy and risk mitigation in addition to the onsite technical services of the technical company. Collectively, the technical and professional IONM services offered and rendered provide a turnkey platform to help make surgeries safer. The Company's goal is to establish Assure as the premier provider of IONM services by offering a value-added platform that handles every component from scheduling to coverage, to billing and collections. The Company's strategy focuses on utilizing best of breed staff and partners to deliver outcomes that are beneficial to all stakeholders including patients, physicians, and shareholders.

During 2018, the majority of Assure's revenue came from services provided primarily in the state of Colorado where it employs its own technicians and machinery in invasive surgeries on a daily basis. In September 2017, the Company announced that it had expanded into the vascular surgery market. Historically, the Company had primarily been engaged in the neuromonitoring of spine and neurosurgeries. The expansion into additional surgical verticals is part of Assure's growth strategy. By applying its neuromonitoring platform to additional surgical verticals such as vascular, ear nose and throat, and several others, the addressable market for Assure's service is greatly expanded. In November of 2017, the Company announced that it monitored its first case in the state of Texas. This marked the first case the Company covered outside the state of Colorado. More importantly, this was the first successful step in the Company's geographic expansion initiatives. During 2018, the Company also expanded operations to Louisiana, Michigan, Pennsylvania and Utah. The Company believes that the geographic expansion initiatives coupled with the surgical vertical expansion efforts will combine to generate substantial growth opportunities going forward.

The Company has financed its cash requirements primarily from revenues generated from its services, by utilizing a bank line of credit and from the sale of common stock. The Company's ability to maintain the carrying value of its assets is dependent on successfully marketing its services and maintaining future profitable operations, the outcome of which cannot be predicted at this time. The Company has also stated its intention to grow its operations by developing additional PNE relationships and directly contracting with hospitals and surgery centers for services. In the future, it may be necessary for the Company to raise additional funds for the continuing development of its business plan. For further information about Assure, please visit www.sedar.com and www.otcmarkets.com.

RESULTS OF OPERATIONS

Financial and operating highlights for the years ended December 31, 2018 and 2017 and to the date of this report

The following table provides selected financial information from the consolidated statements of income for the years ended December 31, 2018 and 2017:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Revenue		
Out-of-Network fees, net	$ 13,898,843	$ 15,394,640
Contract fees	913,391	401,180
Total revenue	14,812,234	15,795,820
Cost of revenues	(3,551,278)	(2,618,715)
Gross margin	11,260,956	13,177,105
Operating expenses		
General and administrative	5,311,884	3,092,222
Provision for performance share compensation	-	16,011,500
Depreciation and amortization	406,967	205,836
Sales and marketing	807,285	398,731
Total operating expenses	6,526,136	19,708,289
Income/(loss) from operations	4,734,820	(6,531,184)
Other income/(expenses)		
Earnings from equity method investments	1,167,448	2,266,035
Provision for broker warrant fair value	61,583	(1,195,080)
Provision for stock option fair value	79,990	(261,866)
Deemed share costs related to RTO	-	(1,551,126)
Interest, net	7,150	(48,780)
Total other income/(expenses)	1,316,171	(790,817)
Income/(loss) before income taxes	6,050,991	(7,322,001)
Income tax (expense)/benefit	(1,731,223)	1,820,843
Net income/(loss)	$ 4,319,768	$ (5,501,158)
Basic income/(loss) per common share	$ 0.12	$ (0.17)
Fully diluted income/(loss) per common share	$ 0.10	$ (0.17)

	Year Ended December 31, 2018	Year Ended December 31, 2017
Total number of cases	2,799	1,562
Number of Cases From New Operations	919	1

Except where otherwise indicated, all financial information discussed below is 100% of the consolidated results of the Company.

NON-IFRS FINANCIAL MEASURES (unaudited)

The following are non-IFRS measures. Investors are cautioned not to place undue reliance on them and are urged to read all IFRS accounting disclosures present in the consolidated financial statements and accompanying notes to the consolidated financial statements for the years ended December 31, 2018 and 2017. In addition to results reported in accordance with IFRS, the Company uses certain non-IFRS financial measures as supplemental indicators of its financial and operating performance. These non-IFRS financial measures include Adjusted EBITDA and Adjusted Operating Expenses. The Company believes these supplementary financial measures reflect the Company's ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in its business. The Company defines Adjusted EBITDA as net income before interest, taxes, depreciation, stock-based compensation, and related expenses. The Company discloses Adjusted EBITDA to capture the pre-tax profitability of its business before the impact of working capital changes and financing charges. The Company defines Adjusted Operating Expenses as operating expenses before equity compensation, depreciation and fair value adjustments. The Company discloses Adjusted Operating Expenses to capture the cash basis operating expense separately from the non-operating expenses. Adjusted EBITDA and Adjusted Operating Expenses do not have any standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. The Company cautions readers to consider these non-IFRS financial measures in addition to, and not as an alternative for, measures calculated in accordance with IFRS.

The non-IFRS measures for the years ended December 31, 2018 and 2017 are reconciled to reported IFRS figures in the tables below:

Adjusted EBITDA

	Year Ended December 31, 2018	Year Ended December 31, 2017
Reported net income/(loss)	$ 4,319,768	$ (5,501,158)
Interest, net	(7,150)	48,780
Depreciation and amortization	406,967	205,836
Share based compensation	364,167	74,148
Performance share compensation	-	16,011,500
Income tax expense/(benefit)	1,731,223	(1,820,843)
Deemed share costs related to RTO	-	1,551,126
Provision for broker warrant fair value	(61,583)	1,195,080
Provision for stock option fair value	(79,990)	261,866
	$ 6,673,402	$ 12,026,335

Adjusted Operating Expenses:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Reported operating expenses	$ 6,526,136	$ 19,708,289
Share based compensation	(364,167)	(74,148)
Performance share compensation	-	(16,011,500)
Depreciation and amortization	(406,967)	(205,836)
	$ 5,755,002	$ 3,416,805

Revenue

Revenues are generated from rendering Technical IONM services under which Assure is entitled to 100% of earned revenue. Revenues are also generated from rendering Professional IONM services through Assure's two wholly-owned Provider Network Entities ("PNEs"). Contract fees are billings to hospital and surgery center customers at contract rates for cases in which private pay insurers are not involved. The Company also receives a management fee from certain PNEs for which the Company does not have an ownership interest in.

For the years ended December31, 2018 and 2017, out-of-network fees represent approximately 94% and 97%, respectively, of the Company's revenue. The Company continues to analyze payor rate data with regard to cash collection experience. This data is the basis for the Company's calculation of the appropriate amount of net realized revenue and the appropriate amount of bad debt expected to be reported in the financial statements.

Revenues for the year ended December 31, 2018 were $14,812,234 compared to $15,795,820 for the same period in 2017. For the year ended December 31, 2018, the Company recorded bad debt expense of $11,233,268. For the year ended December 31, 2017, the Company recorded virtually no bad debt expense. During the fourth quarter of 2018, the Company performed a cash collection analysis for its historical out-of-network billings to private insurance companies. This analysis showed that the estimated realizable value of revenues and the related accounts receivable generated from out-of-network revenue was approximately $10 million less than the amount recorded for fiscal years 2017 and 2018. Of this amount, approximately $3 million related to revenue recorded in 2017.

For the year ended December 31, 2018, Assure generated 64% of its revenue from the Colorado market while generating 36% from markets outside of Colorado. In the same period in 2017, virtually all revenues were generated from the Colorado market. For the year ended December 31, 2018, Assure managed 2,799 cases compared to 1,562 cases in the same period in the prior year, a 79% increase in case volume. The continued acceptance of Assure's neurmonitoring platform has led to an increasing number of relationships in the state of Colorado and expansion into Louisiana, Michigan, Pennsylvania, Texas and Utah. The expansion into new states added 919 new cases for the year ended December 31, 2018. Assure focuses primarily on billing out-of-network fees for private insurance cases and certain commercial payer managed government cases, while other government cases are typically billed to hospitals or surgery centers at contracted fees.

For cases billed to private insurance and certain commercial managed parties, the Company has to date collected approximately 81% of the related out-of-network fee revenue recorded in 2017 and 18% of the related out-of-network fee revenue recorded in 2018.

The Company experienced an additional increase in revenue in 2018 as a result of referrals from existing partners. In the future, the Company expects revenue to continue to increase as it expands its physician network and increases physician acceptance of the Company's services, expands into other verticals, and expands into other states or regions of the country. The Company began exploring commercial expansion efforts into multiple new states and adjunct surgical verticals in the second quarter of 2017. The Company began to generate material number of cases from these initiatives during the year ending December 31, 2018.

Cost of Revenues

Cost of revenues consist primarily of third-party billing fees, technician wages and medical supplies. Cost of revenues for the year ended December 31, 2018 were $3,551,278 compared to $2,618,715 for the same period in 2017. The cost of revenues as a percentage of total revenues for the year ended December 31, 2018 was 24% versus 17% for the same period in 2017. Absent the bad debt expense adjustment in the fourth quarter of 2018, discussed above, the cost of revenue as a percentage of total revenue would have been approximately 18% for the year ended December 31, 2018. The dollar increase in the 2018 period versus the 2017 period was due primarily to business development costs for the Company's expansion into Texas, Pennsylvania, Louisiana and Utah and to the costs associated with hiring and training technicians prior the start of any revenue generation in those new markets.

Total Operating Expenses

For the year ended December 31, 2018, total operating expenses were $6,526,136, compared to $19,708,289 for the year ended December 31, 2017. Operating expenses primarily consist of professional fees, general and administrative salaries and expenses related to various overhead functions, sales and marketing expenses, and other related expenses. During 2017, the Company recorded a $16 million non-cash charge related to performance share compensation. Absent this charge, operating expenses increased by approximately 77% for the year ended December 31, 2018 versus the same period in 2017 due to staffing additions to support the growth of the business, commission expenses for the expansion achieved in 2018, legal and professional fees associated with the resignation of the former auditor, the forensic audit and the issues associated with the former executives and outside advisory fees to support continued expansion into new states.

The Company expects operating expenses to increase as the Company continues to invest in activities designed to increase demand, expand its footprint, and increase commercial acceptance of its turnkey IONM platform.

The Company expects sales and marketing expenses to increase in aggregate as this is the primary source of business development. During fiscal year 2018, the Company did not rely on any forms of marketing such as trade shows, publications, or event sponsorship, but rather leveraged existing relationships and catered to prospective professional partners. In addition, there is an ongoing component of the sales and marketing expense that is devoted to retention of these key partnerships. To date, there have not been any clients of Assure that have left the partnerships aside from one physician who moved her practice to another state in which Assure does not currently operate and one physician who stopped practicing. Management attributes this to a high level of service and a high degree of overall value and satisfaction generated by the Assure platform.

Income/(Loss) from Operations

Income from operations for the year ended December 31, 2018 was $4,734,820 compared to a loss from operations for the year ended December 31, 2017 of $6,531,184. The increase is primarily due to the one-time charge of $16,011,500 provision for performance share compensation during 2017, partially offset by the $11,233,268 of bad debt expense recognized during 2018.

Earnings from Equity Method Investments

Assure recognizes its pro-rata share of the net income generated by the non-wholly-owned PNEs. During the year ended December 31, 2018, the Company recognized $1,167,448 of earnings from equity method investments compared to $2,266,035 for the year ended December 31, 2017. During 2018, the Company performed a cash collection analysis for the historical out-of-network billings to private insurance companies for the PNEs. This analysis showed that the estimated realizable value of revenues and the related accounts receivable from out-of-network revenues for the PNEs was less than the amount recorded for 2017 and 2018. The Company's portion of this amount was approximately $2.3 million and approximately $0.9 million of this amount related to 2017.

Income/(Loss) Before Tax

Income before income taxes for the year ended December 31, 2018 was $6,050,991 compared to a loss before tax of for the year ended December 31, 2017 of $7,322,001 largely resulting from the variance in income from operations as discussed above.

Adjusted EBITDA

The Adjusted EBITDA is net income/(loss) before other income and expenses, such as depreciation, provision for broker warrant fair value, equity-based compensation expense, income taxes and interest income and expenses. For the year ended December 31, 2018, the Company generated $6,673,402 of Adjusted EBITDA compared to $12,026,335 for the year ended December 31, 2017. The Adjusted EBITDA for the year ended December 31, 2018 included approximately $3 million of Company bad debt expense and $0.9 million of PNE bad debt expense related to 2017. The Company continues to experience commercial acceptance of Assure's neuromonitoring platform. That has led to an increasing number of relationships in the state of Colorado and expansion into other states. The Company also experienced an additional increase in revenue as a result of referrals. The Company also expanded the number of PNEs that it works with in 2018.

Income Tax (Expense)/Benefit

For the year ended December 31, 2018, the Company recorded a income tax expense of $1,731,223 compared to income tax benefit of $1,820,843 for the year ended December 31, 2017. The Company's estimated annual tax rate is impacted primarily by the amount of taxable income earned in each jurisdiction the Company operates in and permanent differences between financial statement carrying amounts and the tax basis. In general, we do not anticipate that our effective tax rate will differ from statutory rates to any material degree.

Net Income/(Loss) and Earnings/(Loss) Per Basic Common Share

For the year ended December 31, 2018, the Company recorded net income attributable to shareholders of the Company of $4,319,768 or $0.12 per share, compared to a net loss of $5,501,158 or $0.17 per share for the same period in 2017. The increase in net income was due to the discussions above.

Summary of Quarterly Results

	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Revenue	$ (3,026,088)	$ 6,103,163	$ 6,034,008	$ 5,701,151
Net Income/(loss)	(5,039,509)	3,117,636	3,276,810	2,964,831
Basic earnings/(loss) per common share	(0.14)	0.09	0.09	0.08

	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017
Revenue	$ 4,710,580	$ 3,899,668	$ 4,119,001	$ 3,066,571
Net Income/(loss)	(10,225,646)	2,252,551	199,605	2,272,332
Basic earnings/(loss) per common share	(0.33)	0.06	0.01	0.09

LIQUIDITY AND CAPITAL RESOURCE

For the year ended December 31, 2018, the Company's cash position increased $615,640 from December 31, 2017 to $830,966. The increase in cash is primarily a reflection of distributions from the PNEs and cash from borrowings, partially offset by cash used in operating activities. Working capital increased $5,777,961 to $22,315,874 at December 31, 2018 compared to $16,516,728 at December 31, 2017, largely on the basis of an increase of approximately of $5,551,373 in net accounts receivables. The Company relies on payments from multiple private insurers and hospital systems that have payment policies and payment cycles that vary widely. The Company is dependent on a third-party contractor for billing and collection. The Company believes that using a third-party billing and collection vendor currently benefits the Company with a lower cost to collect than developing an in-house billing and collection function. The extended cash collection cycle is mitigated by low corporate overhead, modest expenses related to generating revenue, and minimal capital expenditures. However, the Company's approach to billing and collections is critically important to the liquidity of its operations and will evolve and adjust over time. For the year ended December 31, 2018, the Company collected approximately $9 million of cash from its accounts receivable balance compared to collecting approximately $4.5 million in the same prior year period. The Company had $1,171,292 of cash distributions from its PNE entities in the year ended December 31, 2018 compared to $1,133,601 the same prior year period. The Company believes that it is adequately capitalized and has sufficient liquidity to execute upon its business plan and to support modest multi-state expansion initiatives. An accelerated multi-state expansion initiative may require the Company to obtain additional capital.

The Company has financed its operations primarily from revenues generated from services rendered and through equity and debt financings. The Company expects to meet its short-term obligations, through cash earned through operating activities and utilizing its bank line of credit. As of December 31, 2018, the Company had approximately $725,000 of availability under its banking line of credit. During January 2019, the Company replaced its existing line of credit with a $2 million promissory note and a $1 million line of credit.

Cash used in operating activities for the year ended December 31, 2018 was $361,173 compared to cash used in operating activities of $2,675,278 for the same period in the preceding year. For the year ended December 31, 2018, cash was used to fund working capital increases primarily in accounts receivable related to the growth of the Company.

Cash provided by investing activities of $874,900 and $1,094,069 for the years ended December 31, 2018 and 2017, respectively, was primarily due to distributions received from equity method investments, partially offset by the purchase of equipment and furniture.

Cash provided by financing activities of $101,913 for the year ended December 31, 2018 was primarily due to net proceeds from the Company's line of credit, offset by payments associated with finance leases. Cash provided by financing activities of $1,707,652 for the year ended December 31, 2017 related to the proceeds from the private placement, partially offset by pre-RTO distributions. For a complete discussion of the private placement and the RTO, see Note 2 to the Company's annual financial statements for the year ended December 31, 2018.

The Company's near-term cash requirements relate primarily to payroll expenses, trade payables, debt payments, capital lease payments, and general corporate obligations. Approximately 63% and 58% of the trade and other payables at December 31, 2018 and 2017, respectively, consist of accrued billing fees. These fees will not be due and payable until the underlying accounts receivable is collected. Based on the current business plan, the Company believes cash from operations and its bank line of credit will be sufficient to fund the Company's operating, debt repayment and capital requirements for the next 12 months. The Company updates its forecasts on a regular basis and will consider additional financing sources as appropriate. The following table summarizes the relative maturities of the financial liabilities, including interest, as applicable, of the Company:

December 31, 2018

	Total	Less than 1 year	1 - 3 years	4 - 5 years	Over 5 years
Trade and other payables	$ 3,015,794	$ 3,015,794	$ -	$ -	$ -
Finance leases	691,254	274,376	416,878	-	-
	$ 3,707,048	$ 3,290,170	$ 416,878	$ -	$ -

December 31, 2017

	Total	Less than 1 year	1 - 3 years	4 - 5 years	Over 5 years
Trade and other payables	$ 2,504,519	$ 2,504,519	$ -	$ -	$ -
Finance leases	570,923	181,787	389,136	-	-
	$ 3,075,442	$ 2,686,306	$ 389,136	$ -	$ -

As of December 31, 2018, the Company has no material cash contractual obligations, other than those obligations relating to its debt agreements as described above. The Company has a month-to-month lease arrangement with a related party.

OUTSTANDING SHARE CAPITAL

As of December 31, 2018, there were 35,562,105 (December 31, 2017: 35,505,105) common shares issued and outstanding. The Company has 3,335,000 options and 49,000 broker warrants outstanding under terms described in Note 11 to the consolidated financial statements for the year ended December 31, 2018.

Performance share compensation – As part of the RTO transaction, the Company entered into a one-time stock grant agreement with two executives (Messrs. Preston Parsons and Matthew Willer) on November 8, 2016, each of which defines a bonus share threshold as follows: should the Company meet or exceed a 2017 fiscal year EBITDA threshold of $7,500,000 CAD, the Company would issue 6,000,000 common shares of the surviving issuer at the trailing 30-day average closing price. The performance share grant was structured as part of the RTO transaction to provide additional equity to management conditioned upon performance achievements. Mr. Parsons has agreed to modify his stock grant agreement by changing the EBIDTA threshold and to add a timing threshold the Company must achieve in order to grant the performance shares. The new metric will modify the threshold from EBITDA to cash received from operations to achieve the equivalent EBITDA threshold. Additionally, Mr. Parsons has voluntarily decided, once the performance shares are issued, to distribute a meaningful portion of the shares to other members of the management team and key personnel. Mr. Willer agreed to reduce the 1 million performance shares due to him by 250,000 shares to settle amounts he owes the Company. As the Company achieved the EBITDA threshold for the year ended December 31, 2017, the Company has recorded a liability of approximately $16,000,000 for the value of the shares to be issued while the agreements are modified and the cash collected threshold is achieved, which the Company deems probable.

On May 26, 2017, the Company announced the closing of its qualifying transaction with Assure Holdings, Inc., a private Colorado corporation (“Assure Colorado”), and the commencement of trading of our common stock on the TSX-V. The Company engaged United States and Canadian legal counsel to advise us on the qualifying transaction and related transactions. The Company relied upon exemptions from the registration requirements of Section 5 of the Securities Act and Rule 415 thereunder, including Section 4(a)(2), Rule 506(b) and Rule 903 of Regulation S. The issuance of certain securities may not have been exempt from the registration requirements under federal or state securities laws and may have been subject to a private right of action for rescission or damages. The statute of limitation for rescission expired on May 26, 2018, one year from the date of the violation. While the Company believes that the likelihood of a claim is remote and has determined that for the purpose of our financial reporting this matter is not material, there can be no assurance that a liability will not arise in the future in connection with this matter.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no material undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on our results of operations or financial condition.

PROPOSED TRANSACTIONS

The Company has no material undisclosed transactions in process.

TRANSACTIONS WITH RELATED PARTIES

Balances and transactions between the Company and its wholly owned and controlled subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of the transactions between the Company and other related parties are disclosed below:

	December 31, 2018		December 31, 2017	
Due from PNEs(a)	$	399,399	$	331,046
Due from management (b)		2,566,231		1,915,095
Other		-		9,976
Due from related parties	$	2,965,630	$	2,256,117

(a) Amount due from or to a PNE is interest-free and subject to repayment within one year.

(b) Amount due from management is related to personal expenses, distributions and compensation not authorized by an employment agreement or otherwise. The amounts due from the Company's Founder and former Executive Chairman and CEO, Preston Parsons and former President and Corporate Secretary, Matthew Willer, are deemed collectable and considered a current asset. Mr. Parsons has entered into an agreement to repay the Company and has pledged common stock to secure the promissory note, refer to Release, Pledge and Secure Promissory Note. Mr. Willer, who is no longer affiliated with the Company in any capacity, has agreed to repay the Company. For further discussion see Note 18 to the December 31, 2018 Consolidated Financial Statements regarding the settlements with Messrs. Parsons and Willer.

(c) Compensation to family members of the Company's Founder and former Executive Chairman for business development services and patient advocate services rendered during the years ended December 31, 2018 and 2017 totaled $207,245 and $198,315, respectively.

The Company has a month-to-month lease agreement with one of the shareholders. Related party rent expense for the years ended December 31, 2018 and 2017 was $44,231 and $37,756, respectively.

There were no amounts outstanding at December 31, 2018.

AUDITOR RESIGNATION

Assure announced on March 12, 2018 that EKS&H LLLP (the "Former Auditor") resigned from its position as auditor of the Company. The Former Auditor had advised the Company that there was a "reportable event" with respect to "unresolved issues," as such terms are defined in NI 51-102 in connection with their resignation. The Company reported that it would not be in a position to file its Audited Financial Statements and MD&A for the period ended December 31, 2017 which were due on April 30, 2018.

APPONTMENT OF NEW AUDITOR

On May 15, 2018, Assure announced the appointment of Squar Milner LLP ("Squar Milner") as its new independent registered public auditing firm for its fiscal year ending December 31, 2017. Squar Milner is one of the 50 largest accounting firms in the United States and one of the largest independent accounting and advisory firms in the State of California with an active life sciences and healthcare practice group.

During August 2018, the Company filed its audited financial statements for the period ended December 31, 2017.

CEASE-TRADE ORDER

On March 12, 2018, in accordance with National Policy 12-203 – *Management Cease Trade Orders* ("NP-12-203"), Assure, in consultation with the Audit Committee, applied to the British Columbia Securities Commission ("BCSC"), as its principal regulator, to obtain a management cease trade order ("MCTO"). Assure issued a black-out policy in accordance with its insider trading policy and, as a result, no directors, officers or consultants are able to trade in any of the securities of Assure until the Audited Financial Statements and MD&A are filed and the default is remedied. The MCTO was granted by the BCSC on May 1, 2018.

On August 8, 2018, Assure announced as a result of the delay in filing the First Quarter 2018 Filings, the British Columbia Securities Commission ("BCSC") imposed a cease trade order (the "CTO") on the Company effective August 7, 2018 pursuant to National Policy 11-207 – *Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions*.

On August 24, 2018, the cease trade order was lifted by the BCSC and the TSX Venture Exchange, as a result the Company's common shares began trading on that date.

FORENSIC AUDIT

As disclosed on March 21, 2018, the Company, at the direction of the Audit Committee, retained RubinBrown LLP ("RubinBrown"), as a forensic accountant to address the concerns of the former auditor and related matters. The initial scope of work conducted by RubinBrown included the following: (i) a review of compensation paid to Mr. Parsons and Mr. Willer, the former President and former director of the Company; (ii) activity in the Company's shareholders' distribution accounts for Mr. Parsons and Mr. Willer; (iii) activity in the Company's due to/from management accounts for Mr. Parsons and Mr. Willer; and (iv) use of the Company's credit card for business expenses and personal expenses of Mr. Parsons and Mr. Willer.

On May 3, 2018, RubinBrown provided the Audit Committee with its confidential report (the "Forensic Report"). The Audit Committee reviewed the Forensic Report and recommended that its findings be accepted by the Board. On May 7, 2018, the Board accepted the May 3, 2018 Forensic Report and authorized RubinBrown to conduct additional work as described below.

Based on the findings of the Forensic Report, the Audit Committee recommended to the Board and the Board determined that the amount of $788,702 previously characterized as shareholders' distributions in the interim period ending June 30, 2017 unaudited condensed interim consolidated financial statements of the Company be reclassified as amounts due from related parties to be repaid to the Company. As a result, Mr. Parsons owes $600,000 to the Company and Mr. Willer owes $188,702.

In addition, the Forensic Report identified that Mr. Willer was paid a total amount of $30,956 in excess of compensation amounts authorized to him under his employment agreement in calendar year 2017 and for personal use of a Company credit card. For the period of May 25, 2017 to March 31, 2018, personal expenses paid by the Company on behalf of Messrs. Parsons and Willer totaled $849,695 and $39,531, respectively. On the recommendation of the Audit Committee, accepted by the Board, these amounts were added as amounts due from related parties.

On June 26, 2018, the Company announced that the Board, on the advice of the Audit Committee, resolved that Mr. Parsons owes approximately $2.1 million to the Company. This amount is greater than the amount contemplated in the Company's news release dated May 15, 2018 because a) the Board recommended and Mr. Parsons agreed to repay a substantial amount of professional and advisory fees incurred by the Company since the resignation of the Former Auditor, b) interest was assessed on all amounts owed from the dates incurred; and c) some expenses originally booked as business expenses were assessed by the Audit Committee to be more accurately defined as personal expenses and thus subject to repayment by Mr. Parsons.

During January 2019, Mr. Parson repaid his indebtedness to the Company by surrendering and cancelling 1,461,392 shares of common stock owned by him. The common shares were valued at $1.50 per share, approximately equal to the weighted average trading price of the Company's common shares during the month of December 2018. As part of the repayment, the Agreements were cancelled.

During March 2019, Mr. Parsons agreed to amend his performance share agreement whereby the 5 million common shares due him will be distributed based upon the Company collecting $9.8 million of cash receipts and achieving certain other milestones. As of December 31, 2018, the Company has collected 99% of the required cash receipts. The last date that the common shares can be issued to Mr. Parson is March 31, 2020. Additionally, Mr. Parsons has voluntarily decided that once the performance shares have been issued to distribute a meaningful portion of the shares to other members of the management ream and key personnel.

During March 2019, Mr. Willer agreed to settle his indebtedness to the Company. Prior to the settlement, Mr. Willer was owed 1 million common shares pursuant to a performance share agreement. As part of the settlement, Mr. Willer agreed to reduce the number of common shares owed to him pursuant to the performance share agreement by 250,000 common shares.

RELEASE, PLEDGE AND SECURED PROMISSORY NOTE

During August 2018 Assure entered into a Secured Promissory Note and a Pledge and Security Agreement ("the Agreements") with Preston Parsons. The Agreements provide for a secured promissory note whereby Mr. Parsons agrees to repay the Company $2,086,886 plus accrued interest. The repayment amount includes $250,000 attributed to third-party costs incurred by the Company. The interest rate on the promissory note is 8%. The secured promissory note is secured by a pledge of 5,600,000 common shares of stock held by Mr. Parsons. As part of the January 2019 repayment discussed above, the Agreements were cancelled.

MANAGEMENT AND BOARD CHANGES

On May 15, 2018, Assure announced that Mr. John A. Farlinger (CPA, CA), a board member and previous Chair of the Audit Committee was appointed the Executive Chairman and Interim Chief Executive Officer of the Company, following the resignation of Mr. Parsons, the founder and now former Chairman and Chief Executive Officer of the Company. Mr. Parsons remains a board member of the Company and is focused exclusively on working to generate increased revenue by engaging new surgeons to its platform, executing on the Company's multi-state expansion strategy and focusing on expanding the Company's intraoperative neuromonitoring services to ENT, Cardiovascular and other highly invasive surgeries. As a result of the appointment of Mr. Farlinger, Mr. Farlinger is no longer an independent director of the Company. Mr. Farlinger remains a member of the Audit Committee, however, the role of Chair was assumed by independent director Martin Burian. Mr. Burian stepped down as Chair of the Compensation Committee but remains a member of that Committee. Independent Director Kent Lund, who on April 9, 2018, was appointed to the Board and Audit Committee, assumed the role of Chair of the Compensation Committee. On November 30, 2018, Mr. Lund resigned as a Board member. On November 30, 2018, the Company's shareholders elected Scott Page to the Board. Mr. Page is the Chairman of the Governance and Compensation Committee. On December 19, 2018, the Company appointed Dr. Christopher Rumana to the Board.

On March 12, 2018, Assure announced in connection with the resignation by the Former Auditor, Mr. Willer, the President of the Company resigned from the Board and his position on the Audit Committee. Subsequently, on March 21, 2018, the Company announced that Mr. Willer submitted his resignation as President and Corporate Secretary of the Company effective immediately.

On August 17, 2018, Peter P. Csapo, Assure's Chief Financial Officer submitted his resignation from the Company to join another healthcare company that is not a competitor to Assure. On October 22, 2018, Trent Carman was appointment the new Chief Financial Officer.

LEGAL PROCEEDINGS

The Company is a party to a variety of agreements in the ordinary course of business under which it may be obligated to indemnify third parties with respect to certain matters. These obligations include, but are not limited to, contracts entered into with physicians where the Company agrees, under certain circumstances, to indemnify a third party, against losses arising from matters including but not limited to medical malpractice and product liability. The impact of any such future claims, if made, on future financial results is not subject to reasonable estimation because considerable uncertainty exists as to final outcome of these potential claims. The Company maintains general liability insurance policies in accordance with the standards and policy limits set forth by each hospital at which it renders services. The Company has not been a party to any legal proceedings since inception.