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The securities offered under this offering document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This offering document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

Offering Document under the Listed Issuer Financing Exemption

April 21, 2026



PERIMETER MEDICAL IMAGING AI, INC.
(the “Corporation” or “Perimeter”)

SUMMARY OF OFFERING

What are we offering?

Offering:	Up to 21,489,000 units (the “Units”) of the Corporation (the “Offering”). Each Unit will be comprised of one common share in the capital of the Corporation (each a “Common Share”) and one Common Share purchase warrant (each a “Warrant”). Each Warrant shall entitle the holder to acquire an additional Common Share for a period of 60 months, at an exercise price of \$0.50.
Offering Price:	\$0.35 per Unit.
Offering Amount:	The Offering will be for up to a maximum of 21,489,000 Units for gross proceeds of up to approximately \$7.52 million, subject to a minimum offering amount of at least 15,859,000 Units for gross proceeds of approximately \$5.55 million (the “Minimum Raise Amount”).
Agent:	Paradigm Capital Inc., as lead agent on behalf of a syndicate of agents (collectively, the “Agents”).

Offering Jurisdictions:	The Units will be offered in all provinces and territories of Canada, except Québec, in accordance with Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> , under the listed issuer financing exemption, as amended and supplemented by Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> . The Units may also be offered in the United States on a private placement basis pursuant to applicable exemptions from the registration requirements of the United States Securities Act of 1933, as amended and applicable state securities laws, and in other offshore jurisdictions provided that no prospectus filing or comparable obligation arises.
Concurrent Placement:	In addition to the Offering, the Corporation intends to complete a concurrent non-brokered private placement to purchasers pursuant to applicable exemptions under National Instrument 45-106 – <i>Prospectus Exemptions</i> of convertible debentures, convertible into units of the Corporation (the “ Debenture Units ”) at a price of \$0.415 per Debenture Unit, for aggregate gross proceeds of up to approximately US\$5 million (the “ Concurrent Offering ”). Each Debenture Unit will be comprised of one Common Share and one Common Share purchase warrant (each, a “ Debenture Warrant ”). Each Debenture Warrant shall entitle the holder to acquire one Common Share for a period of 60 months from the initial closing of the Concurrent Offering, at an exercise price of \$0.59. The Corporation has entered into binding subscription agreements with Adrian Mendes, its Chief Executive Officer, and SC Master Holdings LLC, representing expected subscription proceeds totaling approximately \$5.5 million in connection with the Concurrent Offering.
Closing Date:	The Offering may close in one or more tranches, subject to the Minimum Raise Amount being satisfied, the first of which is expected to close on or about May 5, 2026, and subsequent tranche(s) on such date(s) as may be agreed by the Corporation and the Agent, and, in any event, on or before a date not later than 45 days after the date of the filing of this offering document.
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol “PINK”, on the OTCQB (the “ OTC ”) under the trading symbol “PYNKF” and on the Frankfurt Stock Exchange under the symbol “4PC”.
Last Closing Price:	The closing price of the Common Shares on the TSXV, on the OTC and on the FSE on April 20, 2026, the most recent trading day before the date of this offering document, was \$0.415, US\$0.3175, and €0.232 respectively.
Description of Common Shares	Each Common Share entitles the holder thereof to: (i) dividends if, as and when declared by the board of directors of the Corporation; (ii) one vote per share held at all meetings of shareholders; and (iii) participate pro rata in any distribution of the Corporation’s assets upon liquidation, dissolution or winding up.

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The Corporation is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*. In connection with this Offering, the issuer represents the following is true:

- The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The issuer is relying on the exemptions in Coordinated Blanket Order 45-935 - *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.
- The issuer will not close this Offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The issuer will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Corporation’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning plans regarding future operations; the completion of the Concurrent Offering, the Corporation’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the expected closing date(s). Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Corporation. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements are based on the opinions and estimates of management of the Corporation at the date the statements are made based on information then available to the Corporation. Various factors and assumptions are applied in drawing conclusions or making the forecasts or projections set out in forward-looking statements. Forward-looking statements are subject to and involve a number of known and unknown, variables, risks and uncertainties, many of which are beyond the control of the Corporation, which may cause the Corporation’s actual performance and results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. These factors include: the Corporation’s ability to obtain additional financing on terms favorable to it, if at all; transition from research and development activities to commercial activities; market acceptance and adoption of the products; risks relating to the Corporation’s implementation of a sales and marketing model with respect to its platform; the risk that changes to current healthcare reimbursement codes or healthcare spending will negatively affect the acceptance or usage of the products; quarter to quarter fluctuations in financial results due to numerous external risk factors; risks related to third-party contractual performance; risks associated with the introduction of products or existing products by competitors that compete with the products; risks associated with conducting business internationally; risks related to medical or scientific advances that could render the products obsolete; market acceptance and adoption of the its platform; dependence on key supplier for components of certain products; regulatory and clinical risks; risks relating to the protection of its patents, trade secrets, trademarks and other intellectual property and third party intellectual property; risks inherent in the conduct of research and development activities, including the risk of unfavorable or inconclusive clinical trial outcomes; potential product liability, competition and the risks posed by potential technological advances; and, risks relating to fluctuations in the exchange rate between the U.S. and the Canadian dollar. Further risks, uncertainties and assumptions include, but are not limited to, those applicable to Perimeter and described in Perimeter’s Annual Information Form for the year ended December 31, 2025, which is available on Perimeter’s SEDAR+ profile at www.sedarplus.com.

No assurance can be given that the expectations reflected in forward-looking statements will prove to be correct. Although the forward-looking statements contained in this offering document are based upon what management of the Corporation believes, or believed at the time, to be reasonable assumptions, the Corporation cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended.

Readers should not place undue reliance on the forward-looking statements and information contained in this offering document. The forward-looking information and forward-looking statements contained in this offering document are made as of the date of this offering document, and the Corporation does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Perimeter is a commercial-stage medical technology company aiming to advance cancer surgery with optical imaging designed to help surgeons achieve clear margins during procedures by using Optical Coherence Tomography (“**OCT**”) to provide ultra-high-resolution imaging of tissue microstructure in real time. Perimeter’s initial product, the S-Series OCT, provides cross-sectional, real-time margin visualization of excised tissue specimens in the operating room at 10 times higher image resolution than X-ray and ultrasound, and 100 times greater image resolution than MRI.

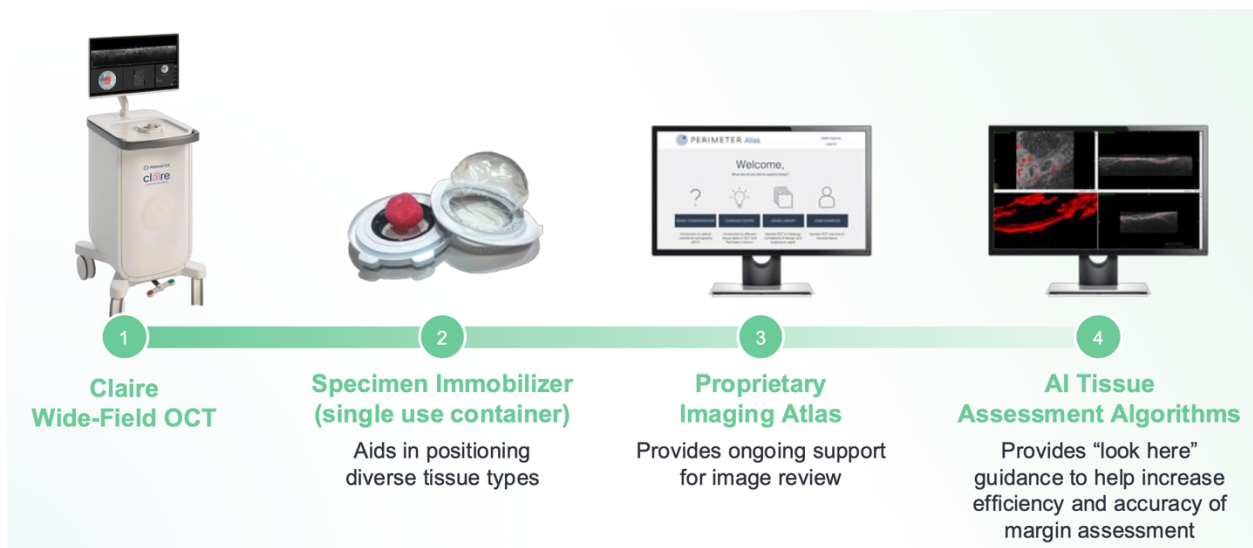
Recognizing the unmet need in the field of breast cancer margin visualization, Perimeter completed a clinical trial to develop the next generation of Perimeter’s commercially available S-Series OCT device. The objective of this multi-site pivotal study was to evaluate Claire™ OCT against the current standard of care and assess the impact on re-operation rates for patients undergoing breast conservation surgery. Supported by the positive results of the pivotal study, the U.S. Food and Drug Administration (the “**FDA**”) approved Claire™ OCT for intraoperative breast cancer margin assessment in March 2026, and Perimeter is taking steps toward a potential U.S. commercial launch of the technology.

Perimeter’s Medical Imaging Platform

The console of Perimeter’s OCT imaging system includes:

- an intraoperative device for automated scanning of the specimen that provides a rapid subsurface map of up to a 10 cm by 10 cm surface area;
- a specimen handling consumable designed to hold and maintain orientation of the specimen;
- a proprietary image library and training set; and
- AI Tissue Assessment Algorithms.

A tissue specimen is placed in the consumable container and scanned during the surgical procedure, with results available for display on the device’s touchscreen typically within one to two minutes, enabling collaboration between surgeons, radiologists, and pathologists. A graphical user interface allows the surgeon/user to navigate through different areas of the specimen and to adjust display parameters on selected images of interest.



Perimeter's technology has been designed to integrate into current clinical workflows. Following surgical excision, the excised tissue is scanned for confirmation prior to completion of the surgery. This real-time imaging provides the surgeon with information needed to determine whether additional intervention is required. Several key features include:

- **Margin visualization:** 2 mm subsurface imaging to visualize microscopic tissue structures in real-time.
- **Automated image capture:** Automated scanning of individual margins with no increased operator workload from manipulating an imaging probe.
- **Full specimen coverage:** High resolution images of one to six margins, with 10 times higher resolution than ultrasound or X-ray.
- **Orientation management:** Preserves and conveys specimen orientation, with ability to label and capture images of individual margins.
- **Non-destructive:** Images tissue without compromising standard histopathology.
- **No oral or injectable required:** Because patient dosing is not required, so there are no drug-related side-effects.

Perimeter has six issued patents in total in the U.S. and internationally. Three of the granted patents are expected to expire in 2033, one in 2037, and two in 2038.

Perimeter S-Series OCT

Cleared by the FDA with a general tissue indication, the Perimeter S-Series OCT system is commercially available across the United States. Perimeter S-Series OCT provides cross-sectional images of tissues down to 2 mm depth, with 10-times higher image resolution than standard x-ray and ultrasound. This innovative technology gives physicians the ability to visualize microscopic tissue structures at the point-of-

care – during the primary surgery compared to days later when pathology reports are available – which has the potential to result in better long-term outcomes for patients and lower costs to the healthcare system.

Perimeter’s Next-Generation Machine Learning and AI Technology

Perimeter advanced its proprietary, next-generation machine learning tools and AI technology, called “ImgAssist AI,” through clinical development under its ATLAS AI project, which was supported, in part, by a \$7.4 million grant awarded by the Cancer Prevention and Research Institute of Texas.

Perimeter’s ImgAssist AI technology has the potential to increase the efficiency of image review and be an additional tool when combined with Perimeter OCT to aid physicians with real-time margin visualization and assessment – with the goal of improving surgical outcomes for patients and reducing the likelihood of needing additional surgeries.

During the initial stages of the ATLAS AI Project more than 400 volumes of images of excised breast tissue were collected at leading cancer centers in Texas using the Perimeter S-Series OCT. This database of breast tissue images was then precisely labeled and signed off by a board-certified pathologist and subsequently used to train and test the accuracy of Perimeter’s proprietary ImgAssist AI algorithm.

The output of the initial stages of the ATLAS AI Project was the standalone ImgAssist AI, which achieved a key performance metric of 0.94 AUC (area under the receiver operating characteristic curve), which is a measure of how well the algorithm can differentiate between suspicious and non-suspicious breast tissue areas. Subsequently, results published in a peer reviewed retrospective study demonstrated that Perimeter’s deep learning model showed high levels of sensitivity and specificity, accurately identifying 96.8% of pathology-positive margins.

Perimeter Claire™ OCT

Claire™ OCT combines Perimeter’s ImgAssist AI with its patented wide-field OCT imaging to enable high-resolution, real-time evaluation of excised tumor margins. The system delivers 10 times higher resolution than standard X-ray and ultrasound at 2mm imaging depth – the clinically relevant margin width for breast cancer margin assessment. Claire™’s innovative AI technology was trained on Perimeter’s proprietary and growing OCT image library of over 2 million breast tissue images.

In April 2021, the FDA granted a Breakthrough Device Designation for Claire™ OCT, which incorporates ImgAssist AI, allowing for accelerated interactions with the FDA during product development and prioritized review of future regulatory submissions. In November 2021, the FDA granted an IDE, enabling the ATLAS AI Project to move into the next validation stage of clinical development by evaluating Claire™ OCT in a pivotal study.

Led by Principal Investigator, Dr. Alastair Thompson at Baylor College of Medicine, Perimeter completed in 2024, a multi-center, randomized, two-arm clinical trial to measure the effectiveness of the breakthrough-device-designated Claire™ OCT in reducing the number of unaddressed positive margins in breast lumpectomy procedures when used in addition to standard intraoperative margin assessment. All eight of the initially planned clinical trial sites were activated and, subsequently, Perimeter received FDA approval to expand the number of institutions with the goal of further accelerating enrollment. The pivotal trial met its primary endpoint, achieving a statistically significant (p -value = 0.0050) reduction in patients with residual cancer during surgery. These results demonstrate super-superiority (lower bound of confidence interval for treatment effect greater than a predetermined minimal clinically meaningful difference) of the Claire™ OCT

system's ability to aid surgeons in achieving clear surgical margins during surgery, potentially lowering the need for reoperation.

In March 2025, Perimeter announced the submission of a PMA application to the FDA for the Corporation's next-generation Claire™ OCT for use during BCS in the United States. The Agency approved the PMA for Perimeter's Claire™ OCT in March 2026.

Recent Developments

The following is a brief summary of the key recent developments involving or affecting the Corporation:

- In January 2026, Perimeter announced a systemwide agreement with Intermountain Health, the largest nonprofit healthcare system in the Intermountain West, to deploy its S-Series OCT imaging technology across the system's hospitals — initially at LDS Hospital in Salt Lake City and American Fork Hospital in Utah.
- In February 2026, the Corporation entered into stock option cancellation agreements, pursuant to which it cancelled 2,175,619 previously issued stock options (the "**Original Options**"), exercisable at prices ranging from C\$0.38 to C\$2.85, granted to 27 employees and consultants of the Corporation. In replacement for such cancelled Original Options, the Corporation granted 2,175,619 stock options (the "**Replacement Options**") to such employees and consultants entitling them to acquire 2,175,619 Common Shares at a price of C\$0.30 per Common Share. The Replacement Options vest as follows: (i) 1,848,990 Replacement Options vest at 1/48 per month, beginning January 1, 2026; (ii) 234,125 Replacement Options vest at 1/36 per month, beginning January 1, 2026; and (iii) the remaining 92,504 Replacement Options vest 1/12 per month, beginning January 1, 2026. The Replacement Options have the same expiry date as the Original Options which they replaced. No directors or officers of the Corporation entered into cancellation agreements, had Original Options cancelled or received Replacement Options.
- On March 3, 2026, the Corporation announced that it received FDA premarket approval ("**PMA**") for Claire™ OCT, the first AI-enabled imaging device approved in the United States for intraoperative breast cancer margin assessment. The technology received Breakthrough Device designation from the FDA and is designed to enhance surgeons' ability to detect difficult-to-see cancer during breast-conserving surgery and potentially reduce the need for re-operations.
- In March 2026, the Corporation entered into a warrant cancellation agreement with SC Master Holdings LLC ("**Social Capital**"), pursuant to which Social Capital agreed to surrender 14,466,667 Common Share purchase warrants of the Corporation for cancellation, for no consideration.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed since the date that is 12 months before the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds

The Corporation intends to use the available funds to continue commercial support of current S-Series customers and to launch Claire™ OCT+AI next generation technology. The significant events that must

occur for the business objectives to be accomplished are commercial preparations, execution of Claire™ OCT+AI sales, and supporting ongoing business objectives. Such events are expected to be ongoing through March 2027. The cost related to such significant events are expected to be \$8,186,520 and \$5,348,585, respectively.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

The following table sets out the Corporation's expected available funds following the closing of the Offering:

		Assuming Minimum Raise Amount only	Assuming 100% of Offering
A	Amount to be raised by this Offering	\$5,550,650	\$7,521,150
B	Selling commissions and fees	\$388,545	\$526,480
C	Estimated offering costs (e.g., legal, accounting, audit)	\$250,000	\$250,000
D	Net proceeds of offering: $D = A - (B+C)$	\$4,912,105	\$6,744,670
E	Working capital as at most recent month end (deficiency)	\$(897,000)	\$(897,000)
F	Additional sources of funding (e.g. Concurrent Offering, Expected Customer Billings) ⁽¹⁾⁽²⁾	\$9,520,000	\$9,520,000
G	Total available funds: $G = D+E+F$	\$13,535,105	\$15,367,670

Note:

- (1) Assumes gross proceeds of approximately \$5,520,000 in connection with the Concurrent Offering, being equal to the binding subscription agreements received prior to the date hereof.
- (2) Assumes customer billing revenue of approximately \$4,000,000.

How will we use the available funds?

The Corporation intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming Minimum Raise Amount only	Assuming 100% of offering
Commercialization of Technology⁽¹⁾	\$7,461,520	\$7,961,520
Direct Product Manufacturing	\$725,000	\$975,000
General Working Capital & Corporate Expenses	\$5,348,585	\$6,431,150
Total	\$13,535,105	\$15,367,670

Note:

- (1) Commercialization of technology to include sales and clinical support employee costs, product marketing and current product usability improvements.

The above noted allocation of available funds and anticipated timing represents the Corporation's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Corporation intends to expend the proceeds from the Offering and the Concurrent Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Corporation's ability to execute on its business plan. See the "*Cautionary Statement Regarding Forward-Looking Information*" section above.

How have we used the other funds we have raised in the past 12 months?

In connection with the Corporation's (i) non-brokered private placement, which closed on December 9, 2025, for aggregate gross proceeds of approximately \$3.6 million (the "**December 2025 Private Placement**"), and (ii) prospectus offering, which closed on June 3, 2025, for aggregate gross proceeds of approximately \$3.13 million (the "**June 2025 Prospectus Offering**"), the Corporation announced that the funds would be used for commercialization of its technology, development of clinical evidence, continued product development, and for working capital and other general corporate purposes. The Corporation has spent the funds in accordance with such previous disclosure and there is no variance.

Previous Financing	Intended Use of Proceeds	Disclosed Amount	Used to Date	Variances and Impact
December 2025 Private Placement	Continued commercialization of its technology, continued product development, and working capital and other general corporate purposes	\$3.6 million	Complete	No variance
June 2025 Prospectus Offering	Continued commercialization of its technology, establish clinical evidence and continued product development	\$3.13 million	Complete	No variance

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

Agent:	The Corporation has engaged Paradigm Capital Inc., as lead agent on behalf of the Agents, in connection with the Offering and intends to enter into an agency agreement with the Agents prior to the closing of the Offering.
Compensation Type:	In connection with the closing of the Offering, the Agents shall receive a cash commission and broker warrants (the " Broker Warrants ") as detailed below.

Cash Commission:	The Corporation shall pay to the Agents a cash fee equal to 7% of the gross proceeds raised under the Offering (the “ Cash Commission ”), provided however that the Cash Commission payable in connection with sales to certain president’s list purchasers will be reduced to 3.5%.
Broker Warrants:	The Corporation shall grant the Agents broker warrants equal to 7% of the aggregate number of Units issued under the Offering (the “ Broker Warrants ”), provided however that the number of Broker Warrants issued shall be reduced to 3.5% in connection with sales to certain president’s list purchasers. Each Broker Warrant shall entitle the holder to buy one Common Share at a price of \$0.35 per Common Share. The Broker Warrants shall be exercisable until that date which is 24 months following the closing date.

Do the Agents have a conflict of interest?

To the knowledge of the Corporation, the Corporation is not a “related issuer” or “connected issuer” of or to any of the Agents, as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts*.

PURCHASERS’ RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with the Corporation, or**
- (b) to damages against the Corporation and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Corporation’s continuous disclosure filings on SEDAR+ at www.sedarplus.com under the Corporation’s profile.

For further information regarding the Corporation, visit our website at: <https://perimetermed.com/>.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

CERTIFICATE OF THE CORPORATION

This offering document, together with any document filed under Canadian securities legislation on or after April 21, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

April 21, 2026

By: _____

Name: Adrian Mendes

Title: Chief Executive Officer

By: _____

Name: Sara Brien

Title: Chief Financial Officer