Independent Auditor's Report

MNP

To the Shareholders of Aurora Spine Corporation:

Opinion

We have audited the consolidated financial statements of Aurora Spine Corporation and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2023 and December 31, 2022, and the consolidated statements of loss and comprehensive loss, changes in Shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2023 and December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Company incurred a net loss and negative operating cash flow during the year ended December 31, 2023 and, as of that date, the Company had an accumulated deficit. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matters to be communicated in our report.

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Revenue Recognition - Principal versus Agent Assessment Relating to Third Party Supplier Products

Key Audit Matter Description

As described in Note 3 of the consolidated financial statements, the Company derives a significant portion of its revenues from hospital sales whereby the Company arranges and fulfils the medical service products being purchased by the customer. The Company completes this by purchasing the goods from a vendor and having them shipped to the hospitals or in some cases the Company holds products on consignment and bears the risk of loss and damage. As described in Note 2 of the consolidated financial statements, there is a significant judgment involved in assessing whether the Company acts as a principal or an agent. The determination impacts the presentation of revenue on a gross or net basis as well as the timing of revenue recognition. We identified the principal versus agent assessment relating to third party supplier products as a key audit matter. There is significant judgement by management in assessing whether the Company controls the goods sold to its customers. This in turn led to a high degree of auditor judgement, subjectivity and effort in performing procedures and evaluating audit evidence relating to whether transaction attributes were appropriately analyzed and presented by management.

Audit Response

We responded to this matter by performing audit procedures in relation to the principal versus agent assessment relating to third party supplier products. Our work in relation to this included, but was not restricted to, the following:

- Tested, on a sample basis, third party supplier products revenue included within the hospital sales revenue stream.
- We evaluated management's assessment of the indicators of control by examining documentation related to the agreement terms with customers, supplier terms, and assessing the customer perspective on the ordering and delivery process.
- We assessed the presentation and adequacy of the related financial statement disclosures.

Other Information

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Giacomo Angelini.

MNP LLP

Waterloo, Ontario

Chartered Professional Accountants

April 29, 2024

Licensed Public Accountants

AURORA SPINE CORPORATION

Consolidated Financial Statements

For the year ended December 31, 2023 and 2022

Presented in USD

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(US dollars)

	Notes	2023	2022
		$	$
Assets			
Current			
Cash and cash equivalents	5	766,829	423,401
Accounts receivable, net	4, 15	3,968,439	3,666,310
Prepaid and other current assets	8	204,173	186,800
Inventory	6	3,562,349	3,054,173
		8,501,790	7,330,684
Non-Current			
Notes receivable	7	454,628	
Intangible assets	9	753,180	881,354
Property, plant and equipment	10	2,275,478	1,910,940
Total Assets		11,985,076	10,122,978
Liabilities			
Current			
Accounts payable	12	3,041,959	2,832,906
Leases	11	231,099	196,693
		3,273,058	3,029,599
Non-Current			
Leases	11	853,195	356,419
Due to related parties	14	2,561,500	2,417,500
Total liabilities		6,687,753	5,806,018
Shareholder's equity			
Common shares	13	27,657,591	25,218,093
Warrants	13	2,037,090	2,091,348
Share-based compensation reserve		1,377,923	1,102,237
Deficit		(25,775,281)	(24,094,718)
Total shareholders' equity		5,297,323	4,316,960
Total liabilities and shareholders' equity		11,985,076	10,122,978
Commitments	15		

These consolidated financial statements were approved by the Board of Directors on April 29, 2024.

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

/s/ Trent Northcutt
Director

/s/ David Rosenkrantz
Director

AURORA SPINE CORPORATION
Consolidated Statements of Loss and Comprehensive Loss
Years ended December 31, 2023 and 2022

(US dollars)

	Notes	December 31, 2023	December 31, 2022
		$	$
Revenue from sale of goods	3	14,421,871	14,836,940
Revenue from commissions	3	98,565	40,384
Net revenue		14,520,436	14,877,324
Cost of Sales	6	6,309,144	7,067,596
Gross Profit		8,211,292	7,809,728
Operating Expenses			
Executive compensation	14	557,109	518,821
Salaries		3,129,426	2,454,105
Consulting fees		572,011	391,863
General and administrative		1,843,783	2,094,273
Research and development		1,114,259	1,160,313
Marketing		722,290	1,045,957
Share-based compensation	13	135,196	141,672
Insurance		583,414	477,542
Impairment of Intangible assets	9	—	62,290
Depreciation and amortization	9,10	1,049,197	868,590
Interest	11, 14	185,170	163,603
Total Operating Expenses		9,891,855	9,379,029
Other Income	15	—	67,835
Net loss and comprehensive loss		(1,680,563)	(1,501,466)
Basic and diluted loss per share	16	(0.02)	(0.02)

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

AURORA SPINE CORPORATION
Consolidated Statements of Changes in Shareholders' Equity
Years ended December 31, 2023 and 2022

(US dollars)

	Notes	Common Shares		Warrants	Share-based compensation reserve	Deficit	Total
		Share Number	Amount				
			$	$	$	$	$
Balance, January 1, 2022		66,730,510	25,087,474	2,114,525	960,565	(22,593,252)	5,569,312
Warrants exercised		325,000	130,619	(23,177)	—	—	107,442
Stock based compensation		—	—	—	141,672	—	141,672
Total comprehensive loss		—	—	—	—	(1,501,466)	(1,501,466)
Balance, December 31, 2022		67,055,510	25,218,093	2,091,348	1,102,237	(24,094,718)	4,316,960
Balance, January 1,2023		67,055,510	25,218,093	2,091,348	1,102,237	(24,094,718)	4,316,960
Warrants exercised- Jan 2023	13	2,171,000	887,283	(154,824)	—	—	732,459
Warrants expired – Jan 2023	13	—	—	(140,490)	140,490	—	—
Private placement – Oct 2023	13	6,445,939	803,149	606,772	—	—	1,409,921
Share issuance cost	13		(68,001)	—	—	—	(68,001)
Warrants exercised – Nov 2023	13	1,750,000	817,067	(365,716)	—	—	451,351
Stock based compensation	13	—	—	—	135,196	—	135,196
Total comprehensive loss		—	—	—	—	(1,680,563)	(1,680,563)
Balance, December 31, 2023		77,422,449	27,657,591	2,037,090	1,377,923	(25,775,281)	5,297,323

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

(US dollars)

	Notes	December 31, 2023	December 31, 2022
		$	$
OPERATING ACTIVITIES			
Net Loss		(1,680,563)	(1,501,466)
Adjustments for non-cash items:			
Depreciation and amortization	9,10	732,390	602,225
Depreciation of right of use	10	316,807	266,365
Impairment of intangible asset	9	—	62,290
Share-based compensation	13	135,196	141,672
Gain on extinguishment of payable	18	—	67,835
Interest on lease liability	11	41,508	18,147
Non-cash loan interest expense	14	144,000	144,000
Non-cash interest income	7	(3,277)	—
Changes in working capital components:			
Accounts receivable		(302,129)	(998,136)
Prepaid expenses and other assets		(17,373)	487,887
Inventory	6	(508,176)	(1,164,533)
Accounts payable		206,556	315,898
Cash flow used in operating activities		(935,061)	(1,557,816)
FINANCING ACTIVITIES			
Repayment of amounts due to related parties		—	(10,000)
Public offering	13	1,409,920	—
Share issuance cost	13	(68,001)	—
Principal portion paid on lease liability	11	(316,759)	(415,595)
Warrants exercised	13	732,459	107,442
Cash flows from (used in) financing activities		1,757,619	(318,153)
INVESTING ACTIVITIES			
Additions to property and equipment	10	(479,130)	(771,112)
Additions to intangibles	9	—	(102,093)
Cash flows used in investing activities		(479,130)	(873,205)
Increase (decrease) in cash and cash equivalents		343,428	(2,749,174)
Cash and cash equivalents, beginning of year		423,401	3,172,575
Cash and cash equivalents, end of year		766,829	423,401
Supplemental disclosure of cash flow information			
Cash paid during the period for:			
Taxes		$ 19,139	$ 7,970
Cash paid for interest on lease obligations		$ 41,508	$ 18,147

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

1. CORPORATE INFORMATION

Aurora Spine, LLC was incorporated under the *Delaware General Corporation Law* on February 28, 2012. Aurora Spine, Inc. ("Aurora"), a Nevada Corporation, was formed on March 14, 2013 and on April 1, 2013 Aurora Spine, LLC merged with Aurora. Upon merging, Aurora Spine, LLC was dissolved leaving the surviving business known as Aurora Spine, Inc., a Nevada Corporation.

Aurora Spine Corporation (the "Company"), was incorporated under the laws of the Province of Ontario on July 4, 2013 and on August 27, 2013 filed an Initial Public Offering Prospectus with securities regulatory authorities in the provinces of Alberta and Ontario, pursuant to which the shareholders of Aurora exchanged their shares for the shares of the Company. Aurora is a wholly owned subsidiary of the Company. The Company's shares trade on the TSX Venture Exchange under the symbol "ASG".

The Company is engaged in the development and distribution of minimally invasive, interspinous fusion systems and devices. The address of the Company's registered head office is 20 Holly Street, Suite 300, Toronto, Ontario, M4S 3B1.

These consolidated financial statements were authorized for issuance by the Board of Directors on April 29, 2024.

2. BASIS OF PREPARATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and based on the going concern assumption.

Going concern

These 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. As at December 31, 2023, the Company had an accumulated deficit of $25,775,281 (2022 – $24,094,718), and for the year ended December 31, 2023 incurred a net loss after taxes of $1,680,563 (2022 - $1,569,301), and negative operating cash flow of $935,061 (2022 - $1,557,816). The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing and or achieve profitable operations in the future. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. These adjustments could be material.

Basis of measurement and reporting

These consolidated financial statements are prepared using the historical cost method and are presented in US dollars, which is the Company's functional currency.

Basis of consolidation

These consolidated financial statements include the accounts of the Company, its United States wholly owned subsidiary Aurora Spine, Inc. All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated at consolidation. These subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern, directly or indirectly, the financial and operating policies of an entity. The existence and effect of potential voting rights that are exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are consolidated from the date that control is obtained by the Company and are deconsolidated from the date when control ceases.

2. BASIS OF PREPARATION (continued)

Use of estimates and judgement

The preparation of these consolidated financial statements in conformity with IFRS, require management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Judgment is used in situations when there is a choice and/or assessment required by management. The following are critical judgments, apart from those involving estimates that management has made in the process of applying the Company's accounting policies and that have a significant effect on the amounts recognized in the consolidated financial statements. Significant assumptions about the future, and other sources of estimates or uncertainty that management has made at the date of the consolidated financial statements, could result in a material adjustment to the carrying amounts of assets or liabilities.

In the event that actual results differ from the assumptions made, relate to, but not limited to the following:

(a) Estimated useful lives, impairment considerations and amortization of property and equipment and intangible assets

Amortization of property, plant and equipment and intangible assets is dependent upon estimates of useful lives based on management's judgment.

Impairment exists when the carrying value of an asset exceeds its estimated recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The recoverable amount is subject to management estimates and determining if impairment exists is subject to judgement.

Quarterly, management evaluates each intangible asset to determine if it continues to hold value in the future. If there is little prospect of future value associated with the asset, the asset is written off or written down to the estimated amount recoverable value unless there is persuasive evidence that an impairment allowance is not required.

(b) Contingencies

Contingencies are accrued on an undiscounted basis when it is probable that a liability for past events exist and the liability can be reasonably estimated. In determining whether a liability exists, the Company is required to make judgments as to the probability of future events that may occur.

(c) Going concern

As discussed above, these consolidated financial statements are prepared on a going concern basis in accordance with IFRS, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as future cashflows associated with operating, financing and investing activities. As it relates to financing activities the Company only include those cashflows that are committed up to the financial statement issuance date.

2. BASIS OF PREPARATION (continued)

(d) Share based payments and warrants

The fair value of each option granted is estimated at the grant date using the Black-Scholes option pricing model. The key assumptions are forfeiture rate, interest rate, dividend yield and expected volatility which is used to calculate the fair value of the instruments on the grant date. The model takes into account the historical volatility of similar companies over the expected term of the options and warrants granted. If management estimates that historical volatility requires an adjustment, they consider the historical volatility of the share price of comparable companies at similar stages of development, as well as the volatility estimates derived from the fair value calculation of financial instruments and equity instruments in periods when this information is available.

(e) Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

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

(f) Inventory

Management estimates the value of inventory based upon its assessment of the net realizable value less selling costs. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices. All expired inventory and adjustments for slow moving and excess inventory is subject to estimates and has been recognized and recorded in cost of goods sold.

(g) Provision for expected credit losses (ECLs) of accounts receivable and contract assets

The Company uses a provision matrix to calculate ECLs for accounts receivable and contract assets. The provision rates are based on days past due for groupings of various customer aging buckets.

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the health sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's accounts receivable is disclosed in Note 4.

2. BASIS OF PREPARATION (continued)

(h) Leases

The application of IFRS 16 “Leases” requires significant judgements and certain key estimations to be made. Critical judgements required in the application of IFRS 16 include the following: (i) identifying whether a contract includes a lease; (ii) determining whether it is reasonably certain that an extension or termination option will be exercised; (iii) determining whether variable payments are in-substance fixes; (iv) establishing whether there are multiple leases in an arrangement; and (v) determining the stand-alone selling price of lease and non-lease components. Key sources of estimation uncertainty in the application of IFRS 16 include the following: (i) estimating the lease term; (ii) determining the appropriate rate to discount lease payments; and (iii) assessing whether a right-of-use (ROU) asset is impaired.

(i) Revenue- Principal Vs. Agent

For hospitals sales, the Company’s role in each transaction is to arrange and fulfil the medical service products being purchased by the customer. The Company completes this by purchasing the goods from a vendor and having them shipped to the hospitals or in some cases the Company holds products on consignment and bears the risk of loss and damage. Judgement is involved in whether the Company controls the goods sold to its customers. The Company assesses that it does have control over the goods because the Company sets the selling price of the goods and selects the vendor to source the goods for delivery to the customer. Accordingly, the Company has concluded that it acts as the principal in the transaction and as a result, the Company reports revenue from hospitals on a gross basis, reflecting the sale price from the customer as revenue and a corresponding cost of hospital sales for the purchase of the goods from the vendor.

3. MATERIAL ACCOUNTING POLICIES

The principle accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Cash and cash equivalents

Cash and cash equivalents include demand deposits held with banks with original maturities of less than 90 days. Cash equivalents are carried at fair value. The Company only has cash held at US-based federally insured bank as at December 31, 2023 and December 31, 2022.

(b) Inventories

Inventories are initially recognized at cost and subsequently stated at the lower of cost and net realizable value. The Company’s inventory primarily consists of implants and consumables (devices consumed in surgery). Costs of each type of inventory is determined using the weighted average method and includes amounts incurred to acquire, sterilize and prepare the products for sale. The Company outsources its manufacturing operations.

Net realizable value is estimated selling price less applicable selling expenses. If carrying value exceeds net realizable amount, an adjustment is recognized. The adjustment may be reversed in a subsequent period if the circumstance that caused it no longer exists. When inventories are sold, the carrying amounts of inventories are recognized as an expense in the period that the related revenue is recognized.

The Company holds some third-party inventory on consignment which is sold to customers. The consignment inventory is not included in the Company’s inventory as the third-party retains title to the inventory. The Company records inventory on the statement of financial positions when legal ownership is transferred.

(c) Property and equipment

Property and equipment are recorded at cost and are depreciated over the estimated useful lives of the assets.

The Company reviews the estimated useful lives, residual values and depreciation method at each year end, accounting for the effect of any changes in estimate on a prospective basis.

3. MATERIAL ACCOUNTING POLICIES (continued)

Depreciation is recognized in the statements of comprehensive loss on the following basis:

Asset	Basis	Rate
Trays and instrument sets	Declining balance	40%
Computer equipment	Declining balance	30%
Furniture and fixtures	Declining balance	21%
Automobiles	Straight line – 5 years	20%
Leasehold improvements	Lesser of lease term or 5-year straight line	
ROU - Leases	Shorter of useful life or term of lease (1-5 years)	
ROU - Buildings	Shorter of useful life or term of lease (1-5 years)	

(d) Intangible assets, research and development costs

The Company capitalizes the cost of intangible assets in accordance with IAS 38 – Intangible Assets. Management identifies these acquired or created intangible assets if it determines that a future economic value exists, and the costs are reliably measurable. These costs may include the acquisition of intellectual property and licenses, preparing the products to enter medical testing, and government approval. The cost of these assets is amortized over the useful life of the product once ready for use. Intellectual property and patents are amortized over 20 years and license agreements are amortized over 5 years, unless the economic life is shorter.

Annually, management assesses and estimates impairment and each asset remaining useful life. As at December 31, 2023 and 2022, management's assessment of impairment is based on the following judgements:

i) Intellectual rights are not expected to expire in the near term.

ii) The Company is continuing with further development and sales related to the assets.

Research costs are expensed as incurred. Expenditures on development activities are capitalized only if the product or process is technically and commercially feasible, development costs can be measured reliably, future economic benefits are probable, the Company intends to use or sell the asset, and the Company intends and has enough resources to complete development.

(e) Impairment of property and equipment and intangible assets

At the end of each reporting period, management reviews the carrying amounts of its tangible and intangible assets to determine if those assets may have suffered an impairment loss. If it appears so, management estimates the asset's recoverable amount to determine the extent of the impairment loss, if any. When it is not possible to estimate a specific asset's recoverable amount, management estimates the recoverable amount of the cash-generating unit to which the asset belongs. The company has three cash-generating units: commissions, distributor sales for resale, and sales to hospitals and ambulatory surgery centers. Where a reasonable and consistent basis of allocation can be identified, assets are also allocated to specific cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the Company discounts estimated future cash flows to their present value using a pre-tax discount rate reflecting current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If an asset or cash-generating unit's recoverable amount is estimated to be less than its' carrying amount, the carrying amount is reduced to its recoverable amount, recognizing an impairment loss immediately in the statements of comprehensive loss. Where an impairment loss subsequently reverses, the carrying amount is increased to the revised estimate of its recoverable amount, without exceeding the carrying amount that would have been determined if no impairment loss had been recognized in prior years. A reversal of an impairment loss is recognized immediately in the consolidated statements of loss and comprehensive loss.

3. MATERIAL ACCOUNTING POLICIES (continued)

(f) Leases

The Company has five leases which fall within the scope of IFRS 16. Additional information regarding the lease is in Note 11 – Leases. The Company has recognized a right-of-use asset ("ROU") representing its rights to use the underlying asset and a lease liability representing its obligation to make lease payments. The lease liability is initially measured at the present value of the lease payments outstanding at the date of transition, discounted using the Company's incremental borrowing rate which was determined to be between 1.50% to 10.2%. The right-of use asset is presented in 'Property and equipment' and the current and long-term portions of the lease liability are separately presented in the Statement of Financial Position.

The Company has also elected to not recognize right-of-use assets and lease liabilities for leases that have a lease term of 12 months or less and for leases of low-value assets, which were determined to be $5,000 or less in annual payments. The Company will also account for leases for which the lease term ends within 12 months as short-term leases.

(g) Revenue

The Company derives its revenues primarily from the sale of spinal surgery implants, consumable products used in spinal surgeries and service revenue for referring products to its customers. Revenue from the sale of products and services are recognized when the significant risks and rewards of ownership have been transferred to the customer, the sales price and costs can be measured reliably, and it is probable that the economic benefits will flow to the Company. These criteria are generally met at the time the product is delivered to the customer, title and risk have passed to the customer and acceptance of the product has been obtained.

To determine whether to recognize revenue, the Company follows a 5-step process:
Step 1: Identify the contract(s) with the customer
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognize revenue when the entity satisfies a performance obligation

Revenue is recognized when the Company satisfies performance obligations by transferring the promised goods to the customer or when the product has been used in surgery.

The following table sets forth the disaggregation of the Company's revenue:

	2023	2022
Commissions	$ 98,565	$ 100,951
Distributors	69,175	207,800
Hospitals and ASC	14,352,696	14,568,573
Total	$ 14,520,436	$ 14,877,324

For sales to Hospitals and ASC (ambulatory surgery centers), the Company generally satisfies its performance obligation and transfers control to the customer when the medical device is implanted in the patient. Revenue is recorded at the estimated amount of consideration to which the Company expects to be entitled.

For sales to Distributors, the Company generally satisfies its performance obligation and transfers control to the customer when the medical devices are shipped to the distributor. Revenue is recorded at the estimated amount of consideration to which the Company expects to be entitled.

Commission sales are generally for the use of third-party biologics during surgery in conjunction with the Company's medical devices. The third-party bills the hospital and remits a commission to the Company. The Company records net revenue as an agent on the basis that the Company does not bear inventory or credit risk.

3. MATERIAL ACCOUNTING POLICIES (continued)

(g) Revenue (continued)

Included in revenue arising from sales of $14,520,436 (2022 - $14,877,324) are revenues of $3,388,758 (2022 - $4,602,490) which arose from sales to three of the Company's largest customers. One customer accounted for more than 10% of revenue at 11.0% in 2023 (2022 – two customers at 11.7% and 11%). No other single customer contributed 10% or more to the Company's revenue for both 2023 and 2022.

(h) Cost of goods sold

Cost of goods sold includes the cost of sold manufactured finished goods inventory and the related packaging, distribution and transportation costs. Additionally, inventory adjustments related to excess, expired or obsolete inventory are expensed to cost of goods sold.

(i) Provisions

The Company recognizes a provision when it has a present obligation (legal or constructive) as a result of a past event, it is probable that it will be required to settle the obligation, and it can make a reliable estimate of the amount of the obligation. The amount it recognizes as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

(j) Share-based payments

When equity-settled stock options are awarded to employees, the fair value of the stock options at the date of grant is charged to the statements of comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

When the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after modification, is also charged to the statement of comprehensive loss over the remaining vesting period. Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument at the grant date. The grant date fair value is recognized in the statements of comprehensive loss over the vesting period, described as the period during which all the vesting conditions have been met.

When equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statements of comprehensive loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods and services received in exchange for the share- based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of exercise restrictions, and behavioral considerations. Equity settled share-based payments are reflected in share-based compensation reserve until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based compensation reserve is credited to shareholders' capital, adjusted for any considerations. Any adjustment to cumulative share-based compensation resulting from a revision, such as changes in vesting expectations due to forfeitures or cancelations, is recognized in the current period.

3. MATERIAL ACCOUNTING POLICIES (continued)

(k) Loss per share

Loss per share is computed by dividing net loss by the weighted average number of shares outstanding during the period. The computation of diluted loss assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share. The dilutive effect of convertible securities is reflected in diluted loss per share by application of the "if converted" method. The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted loss per share by application of the treasury stock method. In years when the Company reports a comprehensive loss, the effect of potential issuances of shares under options and warrants would be anti-dilutive, and therefore, basic and diluted loss per share are the same.

(l) Foreign currency translation

The Company's functional currency is the US dollar ("USD"). The Company's subsidiaries functional currencies are the USD for Aurora Spine, Inc. and Aurora Spine Europe Limited. Monetary assets and liabilities denominated in a foreign currency are translated to USD at exchange rates in effect at the end of the reporting period and non-monetary assets are transferred at rates of exchange in effect when the assets were acquired, or obligations incurred. Revenue and expenses are translated at rates in effect at the time of the transactions. Foreign exchange gains and losses are included in the statements of comprehensive loss.

(m) Financial instruments

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.
Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of accounts receivable.

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income.

3. MATERIAL ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. Financial assets mandatorily measured at fair value through profit or loss comprised of cash and notes receivable.

- Designated at fair value through profit or loss – On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed, and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for accounts receivable. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statements of comprehensive loss as a deduction from the gross carrying amount of the financial asset. Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

3. MATERIAL ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

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

The financial instruments of the Company are classified as follows:

	IFRS 9	
	Classification	Measurement
Cash and cash equivalents	FVTPL	Fair value
Notes receivable	FVTPL	Fair value
Accounts receivable	Amortized cost	Amortized cost
Due to related parties	Other financial liabilities	Amortized cost
Accounts payables	Other financial liabilities	Amortized cost

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that include the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted 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); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial assets at Fair Value Through Profit or Loss (“FVTPL”) are measured at fair value at the date of the statement of financial position with any gain or loss recognized immediately in net income. Interest and dividends earned from these assets are also included in net income for the period. Cash is the only item currently classified as financial assets at FVTPL and is a Level 1.

3. MATERIAL ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial liabilities(continued)

Derecognition of financial liabilities (continued)

Accounts receivable are measured at amortized cost using the effective interest method. Any gains or losses are recognized in the Statement of Comprehensive Loss. Other financial liabilities are measured at amortized cost using the effective interest method with interest expense recognized on an effective yield basis. This classification applies to the majority of the Company's financial liabilities, including accounts payable.

(n) Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive loss.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive loss or in equity depending on the item to which the adjustment relates. Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that enough taxable earnings will be available to allow all or part of the asset to be recovered.

4. FINANCIAL RISK MANAGEMENT

The Company manages risk through established policies that provide management control to mitigate risk over operations. These policies provide for risk identification and assessment, and that appropriate and effective procedures are in place to mitigate risk. Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. For purposes of this disclosure, market risk is segregated into three categories: other market risk, interest rate risk and currency risk. Other risks associated with financial instruments include credit risk, concentration and liquidity risk.

Credit risk

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the end of the reporting period.

[i] Cash

The Company minimizes its exposure to credit risk by keeping all of its cash as cash on deposit in a FDIC (Federal Deposit Insurance Corporation) US-based bank. Management assesses the credit risk as negligible.

4. FINANCIAL RISK MANAGEMENT (continued)

Credit risk (continued)

[ii] Accounts receivable

The exposure to credit risk for the Company's accounts receivable is minimized as the Company does not have significant concentration of accounts receivable in an individual customer; the Company deals with reputable distributors and hospitals; and its customer base is established and continuously monitored. Management consistently assesses customers for counter party risks.

	Accounts Receivable	
Description	2023	2022
Current	$ 1,797,698	$ 1,673,657
Past due 1-30 days	729,406	558,164
Past due 31-60 days	536,969	445,957
Over 60 days	1,048,080	1,184,983
Accounts receivable balance and maximum credit risk	$ 4,112,153	$ 3,862,761
Expected credit loss	(143,714)	(196,451)
Net receivables, net of expected credit loss	$ 3,968,439	$ 3,666,310

The Company applies the simplified approach to providing for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all accounts receivable and contract assets. The loss allowance provision is based on the Company's historical collection and loss experience and incorporates forward-looking factors, where appropriate. The provision matrix below shows the expected credit loss rate at each aging category of receivables.

December 31, 2023	Current	Aged 1-30 days	Aged 31-60 days past due	Aged > 60 days past due
Expected collection rate	99.9%	99.0%	98.0%	88.3%
Gross carrying amount	$ 1,797,698	$ 729,406	$ 536,969	$ 1,048,080
Expected credit loss, end of the year	3,312	7,294	10,739	$ 122,369

December 31, 2022	Current	Aged 1-30 days	Aged 31-60 days past due	Aged > 60 days past due
Expected collection rate	100%	100%	100%	83%
Gross carrying amount	$ 1,673,657	$ 558,164	$ 445,957	$ 1,184,983
Expected credit loss, end of the year	—	—	—	$ 196,451

Individual receivables which are known to be uncollectible are expensed by reducing the carrying amount to zero. Other receivables are assessed collectively to determine whether there is objective evidence that an impairment has been incurred, but not yet been identified. The Company maintains an expected credit loss that represents an estimate of the uncollectible amounts based on historical experience. The loss allowance provision is reduced by collections of receivables after the reporting date.

Expected credit loss at December 31, 2021	$81,960
Write-off of bad debt during the year	—
Expense during the year	114,491
Expected credit loss at December 31, 2022	$196,451
Write-off of bad debt during the year	(63,475)
Expense during the year	$10,738
Expected credit loss at December 31, 2023	$143,714

The Company considers there to be an impairment of the receivables if any of the following indicators are present:

- significant financial difficulties of the debtor;
- probability that the debtor will enter bankruptcy or financial reorganization; and/or
- default or delinquency in payments

4. FINANCIAL RISK MANAGEMENT (continued)

Credit risk (continued)

[ii] Accounts receivable (continued)

Foreign currency risk

The prices paid by the Company's subsidiary for services and supplies are paid in US dollars. The Company raised funds in Canadian dollars, which have been converted to US dollars. All financial instruments are denominated in US dollars. The Company has foreign currency risk as it raises money in CAD and converts to USD. Currency risk as at December 31, 2023 and 2022 is not deemed to be a risk to be hedged at the present time.

Interest rate risk

Interest rate risk arises because of changes in market interest rates. Other than leases, the Company has no third-party borrowings bearing interest and considers itself to have minimal exposure to cashflow interest rate risk.

Liquidity risk

Liquidity risk includes the risk that the Company will not be able to meet operational liquidity requirements to conduct its business.

The Company's operating cash requirements include general, administrative and amounts necessary to obtain inventory and regulatory approval expenses to commercialize its products. The Company's objective is to maintain enough liquid resources to meet operational requirements and product line expansion.

The Company's current assets exceed current liabilities by $5,228,732 (December 31, 2022 - $4,301,085). The Company's continuing operations are dependent upon its ability to generate cash flow from operations and secure additional equity capital, none of which are assured. There can be no assurances that the Company's activities will be successful or that sufficient funds can be raised in a timely manner.

The following summarizes the maturity profile of the Company's financial liabilities as at December 31:

Liability	Terms	2023	2022
Accounts payables	Due within one year	$ 2,917,573	$ 3,142,781
Leases	Due within one year	$ 323,044	$ 199,567
Due to related parties	Due within one years	$ 2,561,500	$ 2,488,908
Leases	Due within two years	305,423	127,295
Leases	Due within three years	298,662	113,556
Leases	Due within four years	201,651	110,768
Leases	Due within five years	181,301	17,532
Leases	Due within six years	44,192	—

Capital management

The Company's objective when managing capital, defined as its debt and equity, is to safeguard the entity's ability to continue as a going concern so that it can provide returns for shareholders. The Company is not subject to any externally imposed capital requirements. Management's objective is to ensure adequate working capital to fund operations and commercialize and distribute products. If necessary, it will use the sale of equity or asset-based borrowing to fund business operations to meet objectives. The Company's management considers its capital to be the aggregate of shareholders' equity, comprising share capital, warrants, share-based remuneration reserve and deficit, which at December 31, 2023 and 2022 was $5,228,732 and $4,316,960, respectively.

5. CASH AND CASH EQUIVALENTS

	2023	2022
Cash held in banks	$ 766,829	$ 423,401

Cash is held at a US-based federally insured bank. $50,000 in cash is restricted and held by the bank as collateral for credit card purchases. The cash held at banks may earn interest at floating rates based on daily bank deposits. There was $3,514 in interest earned during 2023 (2022 $336).

6. INVENTORY

The Company categorizes inventory as follows:

	2023	2022
Finished goods:		
TiNano PEEK implants	$ 627,355	$ 686,296
ZIP implants	940,624	1,126,790
Titanium Implants	1,337,360	816,844
Consumables	327,970	337,621
Total finished goods	$ 3,233,309	$ 2,967,551
Work in process ("WIP")	329,040	86,622
Total	$ 3,562,349	$ 3,054,173

Inventory is expensed to cost of goods sold upon the sale of the product or service. Write downs are the result of inventory not expected to be sold, not suitable for re-sterilization, scrap or obsolete.

Cost of sales consist of the following:

For the year ended	December 31, 2023	December 31, 2022
	$	$
Inventory	1,434,136	1,765,877
Shipping	391,046	364,078
Royalties	640,656	459,042
Commission to Distributors	3,843,306	4,478,599
	$6,309,144	$7,067,596

7. NOTE RECEIVABLE

At issuance November 8, 2023	$ 451,351
Interest	$ 3,277
Balance at December 31, 2023	$ 454,628

The Note was issued on November 8, 2023 at 5% annual interest rate, maturity date of November 8, 2027, and is secured by shares of the Company. The note was used by a third party to exercise warrants of the Company. The note is measured at fair value through profit and loss. The note can be settled through cash or the return of the shares regardless of the value of the shares. Management has assessed the fair value at December 31, 2023 and determined the fair value approximates the carrying value.

8. PREPAID AND OTHER CURRENT ASSETS

As at	December 31, 2023	December 31, 2022
Prepaid Insurance	$ 113,397	105,388
Prepaid Interest	1,584	973
Prepaid Taxes	14,798	8,132
Other prepaid	44,964	34,441
Deposit Rent	10,000	10,000
Deposit Supplier	19,430	27,866
	$ 204,173	186,800

9. INTANGIBLE ASSETS

The following comprises intangible assets:

	Intellectual Property	Patents	Licences	Total
Cost	$	$	$	$
As at December 31, 2021	126,000	210,933	603,896	940,829
Additions	102,093	—	—	102,093
As at December 31, 2022	228,093	210,933	603,896	1,042,922
Additions	—	—	—	—
As at December 31, 2023	$ 228,093	$ 210,933	$ 603,896	$ 1,042,922
Accumulated Amortization	$	$	$	$
As at December 31, 2021	44,100	42,398	—	86,498
Amortization	6,300	6,480	—	12,780
Impairment		62,290	—	62,290
As at December 31, 2022	50,400	111,168	—	161,568
Amortization	10,979	6,481	110,714	128,174
As at December 31, 2023	$ 61,379	$ 117,649	$ 110,714	$ 289,742
Net Book Value				
As at December 31, 2021	$ 81,900	$ 168,535	$ 603,896	$ 854,331
As at December 31, 2022	$ 177,693	$ 99,765	$ 603,896	$ 881,354
As at December 31, 2023	$ 166,714	$ 93,284	$ 493,182	$ 753,180

Carrying amounts are subject to annual impairment review and whenever there is an indication that an intangible asset may be impaired, a charge is recognized. Impairment expense of $nil (2022- $62,290) was recognized as of December 31, 2023.

During the year ended December 31, 2022, the Company recorded an intangible for a 510(k) clearance from the FDA issued based on the SiLO TFX product.

10. PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2023 is comprised of the following:

	Trays and Instruments	Computer Equipment	Furniture and Fixtures	Automobiles	Leaseholds	ROU Asset - Building	Total
Cost							
December 31, 2022	$ 5,904,834	$ 117,365	$ 56,130	$ 23,157	$ 6,783	$ 1,296,384	$ 7,404,653
Additions	457,337	21,792	—	—	—	806,432	1,285,561
Disposals	—	(99,274)	—	—	(6,783)	(477,590)	(583,647)
As at December 31, 2023	6,362,171	39,883	56,130	23,157	—	1,625,226	8,106,567
Accumulated depreciation							
As at December 31, 2022	4,667,930	100,587	56,130	18,524	6,783	643,758	5,493,712
Disposals		(99,274)	—	—	(6,783)	(477,590)	(583,647)
Depreciation for the year	591,544	8,040	—	4,633	—	316,807	921,024
As at December 31, 2023	5,259,474	9,353	56,130	23,157	—	482,975	5,831,089
Net book value							
As at December 31, 2023	$ 1,102,697	$ 30,530	$ —	$ —	$ —	$ 1,142,251	$ 2,275,478

10. PROPERTY AND EQUIPMENT (continued)

Property and equipment at December 31, 2022 is comprised of the following:

	Trays and Instruments	Computer Equipment	Furniture and Fixtures	Automobiles	Leaseholds	ROU Assets	Total
Cost							
December 31, 2021	$ 5,148,474	$ 102,614	$ 56,130	$ 23,157	$ 6,783	$ 604,987	$ 5,942,145
Additions	756,361	14,751	—	—	—	691,396	1,462,508
Disposals	—	—	—	—	—	—	—
As at December 31, 2022	5,904,835	117,365	56,130	23,157	6,783	1,296,383	7,404,653
Accumulated depreciation							
As at December 31, 2021	4,095,447	96,241	49,163	13,893	5,766	377,393	4,637,903
Disposals	—	—	—	—	—	—	—
Depreciation for the year	572,484	4,346	6967	4,631	1,017	266,365	855,810
As at December 31, 2022	4,667,931	100,587	56,130	18,524	6,783	643,758	5,493,713
Net book value							
As at December 31, 2022	$ 1,236,904	$ 16,778	$ —	$ 4,633	$ —	$ 652,625	$ 1,910,940

During the year ended December 31, 2023, $583,647 in assets were written off that are no longer in use. During the year ended December 31, 2022, no assets were written off.

11. LEASE LIABILITIES

At December 31, 2023, the liability related to the right of use assets is $1,084,294 of which $853,195 (2022- $356,419) is non-current and $231,098 (2022- $196,693) is current. During the year the Company entered into a new building lease for six years.

The lease liability is secured by the related underlying asset. Future minimum lease payments as at December 31, 2023 are as follows:

December 31, 2023	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5-6 years	Total
Lease payments	$ 276,692	$ 268,608	$ 271,728	$ 184,630	$ 173,475	$43,771	$ 1,218,904
Finance charges	46,352	36,815	26,933	17,021	7,827	421	135,369
	$ 323,044	$ 305,423	$ 298,662	$ 201,651	$ 181,301	$44,192	$ 1,354,273

As of December 31, the Company's lease liabilities consisted of the following:

	Amount
Balance December 31, 2021	259,164
Additions	691,397
Interest	18,147
Payments	(415,596)
Balance December 31, 2022	553,112
Additions	806,433
Interest	41,508
Payments	(316,759)
Balance December 31, 2023	$ 1,084,294

12. ACCOUNTS PAYABLE

As at		December 31, 2023	December 31, 2022
Accounts payables	$	1,928,608	1,803,854
Accrued Liabilities		1,078,504	1,025,030
Other current liabilities		34,847	6,522
	$	3,041,959	2,835,406

13. SHAREHOLDERS' EQUITY

(a) Share capital

The authorized share capital of the Company consists of an unlimited number of voting common shares, an unlimited number of restricted voting common shares, and an unlimited number of preferred shares issuable in series. Each voting common shares carries the right to one vote. Restricted voting common shares outstanding each carries the same voting right as the voting common shares, except does not carry the right to vote in respect of the election of directors of the Company. There are no preferred shares issued and outstanding.

The continuity of share capital is as follows:

	Common Shares	
	#	$
December 31, 2021	66,730,510	25,087,474
Warrants exercised [i]	325,000	130,619
December 31, 2022	67,055,510	25,218,093
Warrants exercised [ii]	2,171,000	887,283
Private placement [iii]	6,445,939	735,148
Warrants exercised [iv]	1,750,000	817,067
December 31, 2023	77,422,449	27,657,591

i) During the year ended December 31, 2022, pursuant to the exercise of 325,000 warrants, the Company issued 325,000 shares for aggregate gross proceeds of CDN$146,250 (USD$107,442).
ii) During January 2023, pursuant to the exercise of 2,171,000 warrants, the Company issued 2,171,000 shares for aggregate gross proceeds of CDN$976,950 (USD$732,459).
iii) During October 2023, the Company completed a private raise issuing 6,445,939 shares for aggregate gross proceeds of CDN$1,299,400 and USD$427,960 for a total of (USD$1,341,920).
iv) During November 2023, pursuant to the exercise of 1,750,000, the Company issued 1,750,000 shares for aggregate gross proceeds of USD$451,351 (see note 7).

(b) Stock options

A stock option plan was approved and adopted by the Board of Directors of the Company on September 5, 2013. The Board of Directors may from time-to-time grant to directors, employees and consultants, options to acquire common shares.

The plan provides that the maximum number of common shares which may be reserved for issuance to Insiders may not exceed 10% of the common shares outstanding at the time of grant. A grant to Insiders, within any twelve-month period, of options reserving for issuance a number of shares may not exceed 10% of the common shares outstanding at the time of grant. A grant to any one individual, within any twelve-month period, of options reserving for issuance a number of shares may not exceed 5% of the common shares outstanding at the time of the grant, except in certain circumstances. A grant to all persons engaged by the Company to provide investor relations activities, within any twelve-month period, of options reserving for issuance a number of shares may not exceed 2% of the common shares outstanding at the time of the grant. Finally, a grant to any one consultant, in any twelve-month period, of options reserving for issuance a number of shares may not exceed 2% of the common shares outstanding at the time of the grant.

Options granted under the Plan can have a maximum life period of ten (10) years after the grant date. The option exercise price is established by the Board of Directors and may not be lower than the market price of the common shares at the time of grant.

13. SHAREHOLDERS' EQUITY (continued)

(b) Stock options (continued)

As at December 31, 2023, the number of outstanding options which could be exercised for an equivalent number of common shares is as follows:

	Number of options	Weighted average exercise price	Weighted average remaining life in years
Balance, December 31, 2021	4,029,750	$ 0.32	4.82
Issued(i)	511,250	$ 0.39	7.63
Exercised	—	N/A	N/A
Forfeited	—	N/A	N/A
Expired	(330,000)	N/A	N/A
Balance, December 31, 2022	4,211,000	$ 0.33	4.12
Issued(ii)	1,571,250	$ 0.37	7.69
Exercised	—	N/A	N/A
Forfeited	—	N/A	N/A
Expired	(225,000)	N/A	N/A
Balance, December 31, 2023	5,557,250	$ 0.34	4.41

(i) During the year ended December 31, 2022, the Company granted a total of 511,250 stock options. The options vest 1/3 on each annual anniversary for three years. The fair value of the stock options was estimated to be $83,450 using the Black-Scholes option pricing model. The stock compensation expensed was $141,672 which relates to current and prior period grants. The remaining expense will be recognized over the balance of the vesting periods.

(ii)During the year ended December 31, 2023, the Company granted a total of 1,571,250 stock options. The options vest 1/3 on each annual anniversary for three years. The fair value of the stock options was estimated to be $269,372 using the Black-Scholes option pricing model. The stock compensation expensed was $135,196 which relates to current and prior period grants. The remaining expense will be recognized over the balance of the vesting periods.

The following table summarizes information about stock options outstanding and exercisable as at December 31, 2023.

No. of options outstanding	No. of options Exercisable	Exercise Price	Expiry date
6,250	6,250	0.01 to 0.09	15-Sep-25
212,250	212,250	0.10 to 0.19	25-Jan-24 to 16-Apr-28
1,792,083	1,613,083	0.20 to 0.29	6-Jun-24 to 13-Jul-31
2,550,417	974,724	0.30 to 0.39	26-Oct-26 to 15-Dec-31
362,500	150,833	0.40 to 0.49	18-Jul-27 to 3-Nov-31
115,000	38,333	0.50 to 0.60	6-Oct-30 to 16-Nov-30
215,000	143,333	0.60 to 0.69	15-Jul-29
303,750	202,500	0.70 to 0.79	23-Mar-29 to 15-Jun-29
5,557,250	3,360,306		

The table below shows the principal assumptions used in the Black-Scholes pricing model:

	2023	2022
Risk-free interest rate	2.83% - 4.16%	1.60% - 3.63%
Expected average volatility	83%	85%
Expected life	8 years	8 years
Expected dividend yield	Nil	Nil
Share price at date of grant	$0.275 - 0.45	$0.26 - $0.50
Exercise price at date of grant	$0.28 - 0.45	$0.31 - $0.50

13. SHAREHOLDERS' EQUITY (continued)

(c) Warrants

The Company issued warrants effective January 30, 2020 and February 6, 2020 to purchase up to 4,466,000 common shares of the Company, exercisable at CDN$0.45 for a period of 3 years following the date of the transaction. These warrants vested in 33% increments on each anniversary of the date of the transaction and where not exercised and expired 36 months after the date of the transaction. During the year ended December 31, 2022, 325,000 warrants were exercised. During the year ended December 31, 2023, 3,921,000 were exercised and 1,970,000 expired.

The Company issued warrants effective September 17, 2021 to purchase 8,976,743 common shares of the Company, Of these, 8,415,697 are exercisable immediately and any time up to three years following the date of issuance at CDN$0.75 and 561,046 were issued to the broker and are exercisable commencing six months following the date of issuance to three years from the date of issuance at CDN$0.58.

The Company issued warrants effective October 19, 2023 to purchase 6,445,939 common shares of the Company, 6,445,939 are exercisable immediately and any time up to two years following the date of issuance at CDN$0.50.

At December 31, 2023, the number of outstanding warrants is 15,422,682 and all are exercisable for an equivalent number of common shares. A summary is provided below.

	Number of warrants	Weighted average exercise price CDN $
Balance, December 31, 2021	15,192,743	$ 0.61
Issued 2022	—	$ —
Exercised 2022	(325,000)	$ 0.45
Balance, December 31, 2022	14,867,743	$ 0.61
Issued 2023	6,445,939	$ 0.50
Exercised 2023	(3,921,000)	$ 0.41
Expired 2023	(1,970,000)	$ —
Balance, December 31, 2023	15,422,682	$ 0.64

The value of the warrants issued during 2023 is estimated at $606,771 using the Black-Scholes valuation and is based on the following assumptions:

	2023
Risk-free interest rate	4.88%
Expected volatility	83%
Expected life	2 years
Expected dividend yield	Nil
Share price at date of grant (Cdn $)	$0.35
Exercise price at date of grant (Cdn $)	$0.50
Fair value (Cdn $)	$0.13
Forfeiture rate	Nil

14. RELATED PARTY TRANSACTIONS

The Company's related parties include key management and personnel that have authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management are the members of the Board of Directors, the chief executive officer, the chief financial officer, the chief technology officer and chief legal officer. Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

The following comprises the remuneration of key management of the Company:

	2023	2022
Salaries	$ 557,109	$ 518,821
Share-based compensation	20,945	2,579
Total	$ 578,054	$ 521,400

As at December 31, 2023 and 2022, there is an outstanding secured promissory note to a director of the Company with a principal amount of $1,600,000 which bears an interest rate of 9% per annum. The note was modified in 2023 and the due date was extended to on or before June 2025. No gain or loss was recorded due to the modification. As at December 31, 2023 and 2022, the accrued interest related to the loan is $961,500 and $817,500, respectively. The note is secured by the tangible and intangible assets of the Company. Interest expense of $144,000 (2022 - $144,000) was accrued during the year ended December 31, 2023.

15. COMMITMENTS

In November 2013, the Company entered into an asset agreement whereby the Company has agreed to pay a royalty payment of 5% for all sales of the Discovery PEEK cervical implants quarterly, within 30 days of the end of each calendar quarter for as long as the Company sells the implants. Gross sales are defined as total selling price, excluding taxes. Royalties of $7,518 were paid in 2023 ($29,502 in 2022).

In November 2018, the Company entered into an agreement whereby the Company has agreed to pay a 7% royalty for sales of the SiLO TFX implant quarterly, within 45 days of the end of each quarter. The license agreement allows the Company to offset the royalties earned with training expenses related to the SiLO TFX implant up to the royalty amount. Royalties expensed in 2023 were $192,197. The implant was first sold in 2023.

On September 27, 2021, the Company entered into an asset agreement whereby the Company has agreed to pay a royalty payment of 3% of net sales of the Hydra product for a period of 10 years following commercialization and issued 50,000 stock options upon execution and will grant up to an additional 300,000 stock options based on the achievement of specific milestones. Royalties of $1,769 were paid in 2023 ($nil in 2022)

16. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share is based on the net loss for the period divided by the weighted average number of shares in circulation during the period. In calculating the diluted loss per share, potentially dilutive shares such as options and warrants have not been included as they would have the effect of decreasing the loss per share and they would, therefore be antidilutive. Details of options and warrants that could potentially dilute earnings per share in the future are given in Note 13.

	2023	2022
Net loss	$ (1,680,563)	$ (1,501,466)
Weighted average common shares outstanding	70,669,204	66,797,291
Basic and diluted loss per share	$ (0.02)	$ (0.02)

17. INCOME TAXES

The reconciliation of the combined income tax rate of 23.19% (2022 – 23.19%) to the effective tax rate is as follows:

	December 31, 2023	December 31, 2022
Net loss before recovery of income taxes	$ (1,680,563)	$ (1,501,466)
Expected income tax recovery	(389,971)	(348,190)
Difference in foreign tax rates	(4,475)	(4,690)
Share based payment and non-deductible/(taxable) expenses	55,930	39,578
Change in deferred tax asset not recognized	338,5216	313,302
Income tax (recovery) expense	$ —	$ —

	December 31, 2023	December 31, 2022
Deferred tax assets		
Net operating loss – USA	$ 272,361	$ 338,752
Deferred tax liabilities		
Property, plant and equipment	(257,055)	(312,100)
Intangibles	(15305)	(26,652)
Net deferred tax asset	$ —	$ —

As Aurora Spine is an inverted entity, it is treated as a disregarded entity for US tax purposes. As such, the US tax return is prepared on a consolidated basis, including the income or loss of Aurora Spine Corporation. However, Aurora Spine Corporation is a Canadian corporation for tax purposes. Therefore, the company has the following unrecognized temporary differences and loss carry forwards that give rise to significant portions of the deferred tax asset which has not been recognized with respect to Canada and the US:

	December 31, 2023	December 31, 2022
Share issuance costs	$ 382,969	$ 497,981
Non-capital losses carried forward – Canada	1,687,453	1,504,441
Non-capital losses carried forward – US	20,913,207	19,898,006
Non-capital losses carried forward – UK	—	—
Inventory Reserve	373,587	373,587
R&D Costs	1,638,720	1,044,282
Related Party Interest	288,000	289,526
Other temporary differences	249,625	294,036
	$ 25,533,561	$ 23,901,859

17. INCOME TAXES (continued)

The Company has not recorded deferred tax assets related to the temporary differences noted above. While the Company generated its first revenues in September 2013, there remains uncertainty regarding the revenue growth and timing of future taxable income available against which these differences can be utilized. Share issue costs will be fully amortized in 2025. There are non-capital loss carry forwards available for the Company which will expire as follows:

Non-Capital Losses		
Year of Loss	Expiry	Canada
2013	2033	$ 29,155
2014	2034	244,798
2015	2035	205,996
2016	2036	207,467
2017	2037	208,096
2018	2038	182,780
2019	2039	59,779
2020	2040	17,210
2021	2041	174,894
2022	2042	174,266
2023	2043	183,013
		$ 1,687,454

Non-Capital Losses		
Year of Loss	Expiry	United States
2013	2033	$ 1,649,634
2014	2034	7,426,530
2015	2035	2,737,330
2016	2036	1,818,246
2017	2037	1,806,000
2018	Indefinite	—
2019	Indefinite	1,165,377
2020	Indefinite	372,495
2021	Indefinite	2,476,696
2022	Indefinite	1,045,133
2023	Indefinite	415,766
		$ 20,913,207

U.S. Income Tax Status

U.S. federal tax legislation was enacted in 2004 to address perceived U.S. tax concerns in “corporate inversion” transactions. A “corporate inversion” generally occurs when a non-U.S. corporation acquires “substantially all” of the equity interests in, or the assets of, a U.S. corporation or partnership, if, after the acquisition, former equity holders of the U.S. corporation or partnership own a specified level of stock in the non-U.S. corporation. The tax consequences of these rules depend upon the percentage identity of stock ownership that results. Generally, in the “80-percent identity” transactions, i.e. former equity holders of the U.S. corporation owns 80% or more of the equity of the non-U.S. acquiring entity (excluding certain equity interests), the tax benefits of the inversion are limited by treating the non-U.S. acquiring entity as a domestic entity for U.S. tax purposes.

Management is of the view that a corporate inversion has resulted from the IPO transaction completed in 2013. Management has determined that the Company is subject to the “80 percent” identity with respect to the transactions undertaken.

18. OTHER INCOME

Reversal of previously recorded liability

In June 2022, the Company dissolved a vendor relationship that resulted in $67,835 (2021 – $nil) in payments due to the vendor being forgiven. This gain is recorded in other income.

19. SUBSEQUENT EVENTS

In March 2024, the Company purchased the assets of a supplier for $207,000. This asset purchase adds to the manufacturing capability of the Company.