

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (date of earliest event reported): **August 31, 2021**

**Assure Holdings Corp.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>333-251829</b>	<b>82-2726719</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>4600 South Ulster Street, Suite 1225 Denver, CO</b>		<b>80237</b>
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: **720-287-3093**

\_\_\_\_\_  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: **None**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### Item 3.03 Material Modification to Rights of Security Holders.

The Board of Directors of Assure Holdings Corp. (the “**Company**”) approved the consolidation of the Company’s authorized and issued and outstanding common stock, par \$0.001, on a five (old) for one (new) share basis (the “**Reverse Split**”), pursuant to Nevada Revised Statute (“**NRS**”) Section 78.207. On August 31, 2021, filed a Certificate of Change (“**Certificate of Change**”) with the Nevada Secretary of State pursuant to NRS 78.209, to effect the Reverse Split, effective at 5:30 p.m. (Eastern Time) on September 7, 2021 (the “**Effective Time**”), subject to the right of termination by the Board of Directors prior to the Effective Time.

The Board of Directors approved the Reverse Split to meet the share price requirements of NASDAQ Capital Market.

#### *Effect of Reverse Split*

At the Effective Time, the total number of shares of common stock (“**Common Stock**”) authorized by the Corporation will be reduced from 900,000,000 shares of Common Stock, par \$0.001, to 180,000,000 shares of Common Stock, par \$0.001, and the number of shares of Common Stock held by each stockholder of the Company will be consolidated automatically into the number of shares of Common Stock equal to the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Split divided by five (5): effecting a five (5) old for one (1) new reverse stock split.

No fractional shares will be issued in connection with the Reverse Split and all fractional shares will be rounded up to the next whole share, pursuant to NRS 78.205(2)(b).

As of September 3, 2021, the Company had 59,181,440 shares of Common Stock issued and outstanding, and after the Reverse Split, the Company will have approximately 11,836,288 shares of Common Stock issued and outstanding.

Also on the Effective Date, all options, warrants and other convertible securities of the Company outstanding immediately prior to the Reverse Split will be adjusted by dividing the number of shares of Common Stock into which the options, warrants and other convertible securities are exercisable or convertible by five (5) and multiplying the exercise or conversion price thereof by five (5), all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding to the nearest whole share.

Immediately after the Reverse Split, each stockholder’s percentage ownership interest in the Company and proportional voting power will remain virtually unchanged, except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Split.

#### *No Shareholder Approval Required.*

Pursuant to NRS 78.207, no consent or approval of the stockholders is required for the Reverse Split.

#### *Symbol; CUSIP*

The Common Stock will begin trading on the TSX Venture Exchange on a Reverse Split adjusted basis at the open of business on September 8, 2021. The Company’s TSXV trading symbol (IOM) remains unchanged. The Company’s OTCQB trading symbol will be designated with a “D” for the Reverse Split (ARHHD) for 20 trading days.

In connection with the Reverse Split, the CUSIP number for the Common Stock will change to 04625J204.

#### *Certificated and Non-Certificated Shares.*

The Company intends to treat stockholders holding shares of Common Stock in “street name” (that is, held through a bank, broker or other nominee) in the same manner as stockholders of record whose shares of Common Stock are registered in their names. Banks, brokers or other nominees will be instructed to effect the Reverse Split for their beneficial holders holding shares of our Common Stock in “street name;” however, these banks, brokers or other nominees may apply their own specific procedures for processing the Reverse Split. Stockholders who are holding their shares of Common Stock in electronic form at brokerage firms do not need to take any action, as the effect of the Reverse Split will automatically be reflected in their brokerage accounts.

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Stockholders who are holding their shares of Common Stock electronically in direct registered book-entry form (“DRS”) with Computershare Investor Services, Inc., the Company’s transfer agent (the “**Transfer Agent**”), will not need to take action. The Reverse Split will automatically be reflected in the Transfer Agent’s records and on such stockholders’ next account statement.

Stockholders holding paper certificates may (but are not required to) exchange their stock certificates for post-split shares of Common Stock held electronically in DRS book-entry form, which means they will not receive physical stock certificates and will receive a statement of account and instructions from the Transfer Agent regarding the transition to book-entry share registration. To obtain a Letter of Transmittal or for instructions on how a stockholder should surrender his, her or its certificates representing pre-split shares of Common Stock to the Transfer Agent in exchange for post-split shares in DRS book-entry form, please contact Computershare toll free at 1-800-564-6253 or outside the U.S. and Canada at 1-514-982-7555.

*Nevada Filing – Certificate of Change*

On August 31, 2021, filed a Certificate of Change (“**Certificate of Change**”) with the Nevada Secretary of State pursuant to NRS 78.209, to effect the Reverse Split, effective at 5:30 p.m. (Eastern Time) on September 7, 2021 (the “**Effective Time**”). Pursuant to 78.209, the Board of Directors may terminate the Reverse Split at any time prior to the Effective Time by resolution and filing of a certificate of termination.

The description contained herein of the Reverse Split and proportional decrease of the Company’s authorized shares of Common Stock is qualified in its entirety by reference to the Certificate of Change, a copy of which is attached to this report as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

*Certificate of Change*

The information set forth in Item 3.03 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.03.

*Amendment No. 1 to Bylaws*

Effective September 2, 2021, the Board of Directors approved amendments (“**Amendment No. 1**”) to certain provisions of the By-Law No.1 of the Corporation, adopted in connection of the continuance and domestication of the Corporation on May 15, 2017 (the “**Bylaws**”). The amendments were made to satisfy certain listing requirements in connection with the listing on NASDAQ Capital Markets and to correct certain errors in the Bylaws. Amendment No. 1 to the Bylaws amended the following:

- (a) Section 2.8 of the Bylaws was amended to designate the applicable court of competent jurisdiction to be the state and federal courts located in Carson City, Nevada, for the purposes of the exclusive forum provisions in the Bylaws;
- (b) Section 3.1 of the Bylaws was amended to permit the Board to increase or decrease the number of directors of the Board; and
- (c) Section 10.01 of the Bylaws was amended to set the quorum requirement for meetings of the stockholders of the Corporation to be 33-1/3% of the common stock entitled to vote at such meeting.

The description contained herein of the Amendment No. 1 is qualified in its entirety by reference to Amendment No. 1 to the Bylaws, a copy of which is attached to this report as Exhibit 3.2 hereto and incorporated herein by reference.

**Item 7.01 Regulation FD**

On September 3, 2021, the Company issued a press release (announcing its Nasdaq Capital Market listing application and that its Board of Directors approved a share consolidation and Corporate Governance changes) and issued a FAQ

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Reverse Stock Split Process dated September 3, 2021. Copies of the press release and FAQ Reverse Stock Split Process are attached to this report as Exhibit 99.1 and 99.2, respectively, and incorporated herein by this reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release filed as Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended.

The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

#### **Item 8.01 Other Events**

The Company announced that in connection with its application for listing its Common Stock on the NASDAQ Capital Market, its Board of Directors completed the following:

- Adopted new charters for its Audit Committee, Compensation Committee and Nomination and Corporate Governance Committee to comply with NASDAQ Capital Market listing requirements;
- Realigned membership for these Board Committees to comply with NASDAQ Capital Market listing requirements;
- Adopted a new Code of Business Conduct and Ethics; and
- Approved a 5:1 share consolidation to meet the share price requirements of NASDAQ Capital Market. See, Item 5.03, above.

The Board of Directors approved the new charters for its Audit Committee, Compensation Committee and Nomination and Corporate Governance Committee and its new Code of Business Conduct and Ethics to comply with NASDAQ Capital Markets listing requirements in connection with the Company’s listing application. The Audit Committee, Compensation Committee and Nomination and Corporate Governance Charters and the Code of Business Conduct and Ethics are available on the Company’s website at [www.assureneuromonitoring.com](http://www.assureneuromonitoring.com). The Company’s website is not incorporated into this report.

The Code of Business Conduct and Ethics was previously reported and a copy filed as Exhibit 14.1 to the Company’s Form 10-Q filed with the Securities and Exchange Commission on August 16, 2021.

The Company realigned membership of its Board Committees, to be comprised of independent directors, as follows:

Audit Committee: John Flood (Chairperson), Martin Burian and Christopher Rumana. Each member of the Audit Committee is independent and financially literate. Mr. Burian is an audit committee financial expert.

Compensation Committee: Steven Summer (Chairperson), Martin Burian, Christopher Rumana and John Flood. Each member of the Compensation Committee is independent.

Nomination and Corporate Governance Committee: Martin Burian (Chairperson), Steven Summer, and John Flood. Each member of the Nomination and Corporate Governance Committee is independent. Mr. Burian also acts as lead director representing the independent directors.

The listing of the Company’s common stock on NASDAQ Capital Market is subject to satisfaction of the listing requirements of NASDAQ Capital Market and approval by the exchange of the listing. There can be no assurance that NASDAQ Capital Market will approve the Company’s listing application in a timely manner, if at all.

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**Item 9.01 Exhibits**

<b>Exhibit No.</b>	<b>Name</b>
3.1	<a href="#">Certificate of Change</a>
3.2	<a href="#">Amendment No. 1 to the Bylaws</a>
99.1	<a href="#">Press Release dated September 3, 2021</a>
99.2	<a href="#">FAQ Reverse Split Process dated September 3, 2021</a>
104	Cover Page Interactive Data File (formatted in Inline XBRL and included as Exhibit 101).

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**SIGNATURE**

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**ASSURE HOLDINGS CORP.**

Date: September 3, 2021

By: /s/ John Price  
Name: John Price  
Title: Chief Financial Officer

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**BARBARA K. CEGAVSKE**  
*Secretary of State*

**KIMBERLEY PERONDI**  
*Deputy Secretary for  
Commercial Recordings*

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

*Commercial Recordings Division  
202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138*

*North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888*

**Business Entity - Filing Acknowledgement**

08/31/2021

**Work Order Item Number:** W2021083100489-1553600  
**Filing Number:** 20211716261  
**Filing Type:** Certificate Pursuant to NRS 78.209  
**Filing Date/Time:** 8/31/2021 8:00:00 AM  
**Filing Page(s):** 1  
**Indexed Entity Information:**  
**Entity ID:** E0232292017-6      **Entity Name:** ASSURE HOLDINGS CORP  
**Entity Status:** Active      **Expiration Date:** None

Commercial Registered Agent

InCorp Services Inc

3773 Howard Hughs Parkway Suite 500S, Las Vegas, NV 89169, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE  
Secretary of State



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number <b>E0232292017-6</b>
Secretary of State State Of Nevada	Filing Number <b>20211716261</b>
	Filed On <b>8/31/2021 8:00:00 AM</b>
	Number of Pages <b>1</b>

## Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**INSTRUCTIONS:**

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date or which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <b>ASSURE HOLDINGS CORP</b> Entity or Nevada Business Identification Number (NVID): E0232292017-6			
<b>2. Current Authorized Shares:</b>	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: Common Stock Authorized: 900,000,000, par value \$0.001			
<b>3. Authorized Shares After Change:</b>	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: Common Stock Authorized: 180,000,000, par value \$0.001			
<b>4. Issuance:</b>	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: 5:1 Reverse Stock Split. Each five (5) shares of issued and outstanding common stock, par value \$0.001, will be consolidated into one (1) share of common stock, par value \$0.001.			
<b>5. Provisions:</b>	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: No fractional shares will be issued. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share.			
<b>6. Provisions:</b>	The required approval of the stockholders has been obtained			
<b>7. Effective date and time:</b> (Optional)	Date <b>09/07/2021</b> Time: <b>5:30 p.m. (ET)</b> <small>(must not be later than 90 days after the certificate is filed)</small>			
<b>8. Signature: (Required)</b>	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><b>X</b> <u>/s/ John Farlinger</u> Signature of Officer</td> <td style="width: 20%; border: none; text-align: center;">President Title</td> <td style="width: 30%; border: none; text-align: center;">August 30, 2021 Date</td> </tr> </table>	<b>X</b> <u>/s/ John Farlinger</u> Signature of Officer	President Title	August 30, 2021 Date
<b>X</b> <u>/s/ John Farlinger</u> Signature of Officer	President Title	August 30, 2021 Date		

This form must be accompanied by appropriate fees.  
 If necessary, additional pages may be attached to this form.



**AMENDMENT No. 1  
TO BY-LAW No. 1 OF  
ASSURE HOLDINGS CORP.  
(the “Corporation”)**

By Resolution of the Board of Directors of Assure Holdings Corp. this Amendment No. 1 amends By-law No. 1 of the Corporation, effective as of October 5, 2017 (the “Bylaws”) as follows:

1. Section 2.8 of the Bylaws is hereby deleted in its entirety and restated as follows:

**2.8 Exclusive Forum for Certain Disputes**

- 2.8.1 Unless the Corporation consents in writing to the selection of an alternative forum, the applicable court of competent jurisdiction shall be the state and federal courts located in Carson City, Nevada (the “Nevada Court”), which Nevada Court shall, to the fullest extent permitted by law, be the sole and exclusive forum for any of the following actions or other proceedings:
    - 2.8.1.1 a derivative action, including an application for leave to commence such action, in the name of and on behalf of the Corporation;
    - 2.8.1.2 an application for an oppression remedy, including an application for leave to commence such a proceeding;
    - 2.8.1.3 an action asserting a claim of breach of the duty of care owed by the Corporation or any director, officer or other employee of the Corporation to the Corporation or to any of the Corporation’s shareholders;
    - 2.8.1.4 an action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or to any of the Corporation’s shareholders;
    - 2.8.1.5 an action or other proceeding asserting a claim or seeking a remedy pursuant to any provision of the Act or the Corporation’s articles or by-laws (as either may be amended or restated from time to time); and
    - 2.8.1.6 an action or other proceeding asserting a claim against the Corporation or any director or officer or other employee of the Corporation regarding a matter of the regulation of the business and affairs of the Corporation, including (without limitation) the articles, by-laws, internal affairs, governance, status, internal controls and procedures of the Corporation.
  - 2.8.2 If any action or other proceeding the subject matter of which is within the scope of the preceding sentence (an “**Action**”) is filed in a court other than the Nevada Court in the name of any shareholder (an “**Extra-Jurisdictional Action**”), such shareholder shall be deemed to have consented to (a) the personal jurisdiction of the Nevada Court in connection with any action or other proceeding to enforce the preceding sentence, and (b) having service of process made upon such shareholder in any such action or other proceeding by service upon such shareholder’s counsel in the Extra-Jurisdictional Action as agent for such shareholder.
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2.8.3 To the extent an Action is brought in the Nevada Court by a plaintiff who is ordinarily resident outside Nevada, the Corporation will not seek security for costs from that plaintiff solely by reason of that plaintiff's residence outside Nevada.

2.8.4 Nothing in this Section 2.8 shall apply to (a) any action or claim arising out of Section 27 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), over suits and actions brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder, or (b) Section 22 of the Securities Act of 1933, as amended (the "**U.S. Securities Act**"), over all suit brought to enforce any duty or liability created by the U.S. Securities Act or the rules and regulations thereunder.

2. Section 3.1 of the Bylaws is hereby deleted in its entirety and restated as follows:

**3.1 Number of Directors**

The authorized number of directors of the Corporation shall not be less than one (1) nor more than the number as fixed from time to time by resolution of the Board of Directors; provided that no decrease in the number of directors shall shorten the term of any incumbent directors.

3. Section 10.10 of the Bylaws is hereby deleted in its entirety and restated as follows:

**10.10 Quorum**

A quorum for the transaction of business at any meeting of shareholders shall be 33-1/3% of the common stock entitled to vote at any meeting of shareholders.

4. Terms used herein but not otherwise defined shall have the meaning ascribed to them in the Bylaws.

5. Pursuant to Section 78.120 of the Nevada Revised Statutes and the Bylaws, this Amendment has been approved by the board.

6. Except as amended by this Amendment No.1 to the Bylaws, the Bylaws remain in full force and effect.

\* \* \* \*

CERTIFICATION OF AMENDMENT

I, John Price, the duly appointed Corporate Secretary of Assure Holdings Corp., hereby certify the Amendment No. 1 to By-law No. 1 of Assure Holdings Corp. has been approved by resolutions of the Board of Directors on September 2, 2021.

/s/ John Price

John Price, Corporate Secretary



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## Assure Holdings Announces Application for NASDAQ Listing

### Assure to Effect Share Consolidation and Corporate Governance Changes to Comply with NASDAQ Capital Market Listing Requirements

DENVER, September 3, 2021 (GLOBE NEWSWIRE) – Assure Holdings Corp. (the **Company**” or **Assure**”) (TSXV: IOM; OTCQB: ARHH), a provider of intraoperative neuromonitoring services (**IONM**”), reported that it has submitted an application for listing on the NASDAQ Capital Market (**NASDAQ**”), and in connection with the application its Board of Directors approved the following:

- 5:1 share consolidation of its common stock to meet the share price requirements of NASDAQ
- Realignment of Board Committees to comply with NASDAQ requirements
- Adoption of new charters for its Audit Committee, Compensation Committee and Nomination and Corporate Governance Committee to comply with NASDAQ requirements
- Adoption of a new Code of Business Conduct and Ethics
- Amendments to Bylaws

The listing of Assure’s common stock on NASDAQ is subject to satisfaction of the listing requirements of NASDAQ and approval of the listing by the exchange. There can be no assurance that NASDAQ will approve Assure’s listing application in a timely manner, if at all.

“We believe that listing our common stock on the NASDAQ is a major step forward for Assure,” said John A. Farlinger, Assure’s executive chairman and CEO. “The reverse 5:1 stock split is intended to fulfill Nasdaq’s minimum share price requirement and the adoption of new committee charters and policies were implemented to further strengthen our overall corporate governance in compliance with NASDAQ listing requirements.”

Farlinger continued, “We made a strategic decision that now was the time to pursue a listing of our common stock on a national exchange in the United States. We believe the Company is currently prepared to take advantage of the accelerated benefits a NASDAQ listing provides including increasing Assure’s visibility and awareness, providing additional liquidity to our investors, improving access to capital and enhancing the value of our common stock for future M&A transactions.”

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## Reverse Stock Split

Assure's Board of Directors approved a 5:1 share consolidation of its issued and outstanding and authorized common stock to meet the share price requirements of NASDAQ. On August 31, 2021, the Company filed a Certificate of Change ("**Certificate of Change**") with the Nevada Secretary of State, pursuant to Nevada Revised Statute ("**NRS**") 78.209, to consolidate the Company's authorized common stock and its issued and outstanding common stock on a five (old) for one (new) share basis (the "**Reverse Split**"), effective at 5:30 p.m. (Eastern Time) on September 7, 2021 (the "**Effective Time**"), subject to the right of termination by the Board of Directors prior to the Effective Time. No stockholder consent or approval is required for the Reverse Split pursuant to NRS 78.207.

### *Effect of Reverse Split*

At the Effective Time, the total number of shares of Common Stock authorized by the Company will be reduced from 900,000,000 shares of Common Stock, par \$0.001, to 180,000,000 shares of Common Stock, par \$0.001, and the number of shares of Common Stock held by each stockholder of the Company will consolidate automatically into the number of shares of Common Stock equal to the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Split divided by five (5): effecting a five (old) for one (new) reverse stock split. No fractional shares will be issued in connection with the Reverse Split and all fractional shares will be rounded up to the next whole share, pursuant to NRS 78.205(2)(b).

As of September 3, 2021, the Company had 59,181,440 shares of Common Stock issued and outstanding, and after the Reverse Split, the Company will have approximately 11,836,288 shares of Common Stock issued and outstanding.

Immediately after the Reverse Split, each stockholder's percentage ownership interest in the Company and proportional voting power will remain virtually unchanged, except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Split.

### *Symbol; CUSIP*

The Common Stock will begin trading on the TSX Venture Exchange (TSXV) and OTCQB on a Reverse Split adjusted basis at the open of business on September 8, 2021. The Company's TSXV trading symbol (IOM) will remain unchanged. The Company's OTCQB trading symbol will be designated with a "D" for the Reverse Split (ARHHD) for 20 trading days.

In connection with the Reverse Split, the CUSIP number for the Common Stock will change to 4625J204.

### *Certificated and Non-Certificated Shares.*

The Company intends to treat stockholders holding shares of Common Stock in "street name" (that is, held through a bank, broker or other nominee) in the same manner as stockholders of record whose shares of Common Stock are registered in their names. Banks, brokers or other nominees will be instructed to affect the Reverse Split for their beneficial holders holding shares of our Common Stock in "street name;" however, these banks, brokers or other nominees may apply their own specific

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procedures for processing the Reverse Split. Stockholders who are holding their shares of Common Stock in electronic form at brokerage firms do not need to take any action, as the effect of the Reverse Split will automatically be reflected in their brokerage accounts.

Stockholders who are holding their shares of Common Stock electronically in direct registered book-entry form (“**DRS**”) with Computershare Investor Services, Inc., the Company’s transfer agent (the **Transfer Agent**”), will not need to act. The Reverse Split will automatically be reflected in the Transfer Agent’s records and on such stockholders’ next account statement.

Stockholders holding paper certificates may (but are not required to) exchange their stock certificates for post-split shares of Common Stock held electronically in DRS book-entry form, meaning they will not receive physical stock certificates and will receive a statement of account and instructions from the Transfer Agent regarding the transition to book-entry share registration. For a Letter of Transmittal or instructions on how a stockholder should surrender his, her or its certificates representing pre-split shares of Common Stock to the Transfer Agent in exchange for post-split shares in DRS book-entry form, please contact Computershare toll free at 1-800-564-6253 or outside the U.S. and Canada at 1-514-982-7555.

For more information regarding the Reverse Split, see the FAQ Reverse Stock Split Process dated September 3, 2021, available on the Company’s website at <https://ir.assureneuromonitoring.com/stock-info/reverse-stock-split-faq>.

### **Amendment to Bylaws**

Effective September 2, 2021, the Company’s Board of Directors approved amendments to certain provisions of the Corporation’s bylaws to satisfy certain NASDAQ listing requirements and to correct certain errors in the Bylaws.

The amendments to the bylaws (a) designated the state and federal courts located in Carson City, Nevada, for the purposes of the exclusive forum provisions for certain actions; (b) authorized the Company’s Board of Directors to increase or decrease the number of directors of the Board; and (c) set the quorum requirement for meetings of the stockholders of the Corporation to be 33-1/3% of the common stock entitled to vote at such meeting.

### **Charters and Code of Conduct**

Assure’s Board of Directors approved the new charters for its Audit Committee, Compensation Committee and Nomination and Corporate Governance Committee and its new Code of Business Conduct and Ethics to comply with NASDAQ Capital Market listing requirements in connection with the Company’s listing application. The new Charters and Code of Business Conduct and Ethics are available on its website at [www.assureneuromonitoring.com](http://www.assureneuromonitoring.com).

Assure realigned membership of its Board Committees to be comprised of independent directors as follows:

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Audit Committee: John Flood (Chairperson), Martin Burian and Christopher Rumana. Each member of the Audit Committee is independent and financially literate. Mr. Burian is an audit committee financial expert.

Compensation Committee: Steven Summer (Chairperson), Martin Burian, Christopher Rumana and John Flood. Each member of the Compensation Committee is independent.

Nomination and Corporate Governance Committee: Martin Burian (Chairperson), Steven Summer, and John Flood. Each member of the Nomination and Corporate Governance Committee is independent. Mr. Burian also acts as lead director representing the independent directors.

### **About Assure Holdings**

Assure Holdings Corp. is a Colorado-based company that works with neurosurgeons and orthopedic spine surgeons to provide a turnkey suite of services that support intraoperative neuromonitoring activities during invasive surgeries. Assure employs its own staff of technologists and uses its own state-of-the-art monitoring equipment, handles 100% of intraoperative neuromonitoring scheduling and setup, and bills for all technical services provided. Assure Neuromonitoring is recognized as providing the highest level of patient care in the industry and has earned The Joint Commission's Gold Seal of Approval®. For more information, visit the Company's website at [www.assureneuromonitoring.com](http://www.assureneuromonitoring.com).

### **Forward-Looking Statements**

This news release may contain "forward-looking statements" within the meaning of applicable securities laws, including, but not limited to: the Company's execution of its key corporate objectives; the Company's ability to satisfy the listing requirements of NASDAQ Capital Market; the Board's determination of independence of committee members, financial literacy and designation of its audit committee financial expert; the timing of the share consolidation satisfy the minimum share price requirements of NASDAQ Capital Market; the anticipated timely approval of the TSX Venture Exchange for the share consolidation; the anticipated approval for the listing of Assure's common stock on NASDAQ Capital Market; the benefit of listing of Assure's common stock on NASDAQ Capital Market; the improvement of overall corporate governance through the adoption of new committee charters and policies; the increased visibility and awareness created by a listing on a national exchange; the potential increase in liquidity; the potential enhancement in value of Assure's common stock for future M&A transactions and other estimates and anticipated results. Forward-looking statements may generally be identified by the use of the words "anticipates," "expects," "plans," "should," "could," "may," "will," "believes," "estimates," "potential," or "continue" and variations or similar expressions. These statements are based upon the current expectations, beliefs and projections of management and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, but are not limited to: the risk that the TSX Venture Exchange may not approve the share consolidation on a timely basis, if at all; the uncertainty surrounding the spread of COVID-19, rising COVID-19 cases, restrictions on elective surgeries due to hospital capacity and staff shortages, government mandates due to COVID-19 and other adverse consequences arising out of the pandemic; the Company's ability to successfully expand or implement its acquisition strategies; the Company's ability to collect past due accounts

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receivable; the accuracy of the reservations made to receivables; the Company may not be able to maximize the Company's in-network revenue and negotiate new in-network agreements; the Company's expansion into telehealth may not result in the negotiation of new in-network agreements and strengthen the Company's position to sell directly to hospitals; the Company may not be able to execute on this key corporate objectives; uncertainties related to market conditions and our ability to qualify for a listing on NASDAQ Capital Market; the potential adverse impact of the share consolidation on the price of the Company's common stock; the uncertainty surrounding the spread of COVID-19 and the impact of legislative changes, healthcare reform, economic activity in general could have on the Company's operations and financial results of operations; transactions contemplated by the Company in connection with its capital markets transactions, expansion or growth opportunities; the Company may not maintain its employment and compensation framework within the parameters of the Coronavirus Aid, Relief, and Economic Security Act, which may result in all or a portion of it relief loans not being forgiven, and the risks and uncertainties discussed in our most recent annual and quarterly reports filed with the Canadian securities regulators and available on the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and with the United States Securities and Exchange Commission and available at [www.sec.gov](http://www.sec.gov). Readers are cautioned not to place undue reliance on forward-looking statements. Except as required by law, Assure does not intend, and undertakes no obligation, to update any forward-looking statements to reflect, in particular, new information or future events.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

## **Contact**

Scott Kozak, Investor and Media Relations  
Assure Holdings Corp.  
1-720-287-3093  
[Scott.Kozak@assureiom.com](mailto:Scott.Kozak@assureiom.com)

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September 3, 2021

Dear Assure Stakeholders,

I am excited to report that Assure is approaching a key milestone after a multi-year effort to harness growth opportunities, strengthen and extend our platform and improve capabilities and processes. We anticipate the approval of our NASDAQ listing. Assure intends to be the first intraoperative neuromonitoring focused company trading on a major U.S. exchange.

We believe that Assure has reached the level of maturity necessary to take advantage of the accelerating benefits and opportunities that a NASDAQ listing can provide, including enhancing Assure's visibility, industry profile and market liquidity. Assure anticipates that it can leverage a NASDAQ listing to help create long-term stockholder value and attract a broader, more diverse stockholder base by appealing to institutional investors and equity research analysts. We have enhanced our corporate governance, transparency and disclosure policies to NASDAQ standards, further distinguishing Assure as a compliance leader in our industry. Finally, a NASDAQ listing may be an important differentiator for Assure as we pursue M&A transactions. These all represent important advantages for Assure and our shareholders.

In connection with our NASDAQ listing application, we will effect a 5:1 reverse stock split to meet NASDAQ's share price requirements.

We did not take this decision lightly and are moving forward fully prepared after careful consideration from our management team, board of directors and seasoned outside advisors. You may have questions about the reverse stock split, so we have prepared a FAQ, which is attached to this letter.

Finally, I summarize highlights from Assure's 2021 progress and performance. For a fuller perspective, read these in conjunction with our SEC public filings:

- **Strong Growth in Procedure Run Rate** – In 2Q'21 we performed 4,257 managed cases, increasing our procedure total by 114% compared to the year-earlier period. Our growing scale will also help us negotiate additional in-network agreements.
- **Market Share Capture** – Assure is continuing to grab market share both organically and through M&A, taking advantage of a highly fragmented industry where many of our peers lack the capabilities to adapt, grow or even survive. Assure expects organic growth to increase in the second half of this year, and our M&A pipeline has never been more active.
- **Ramping Teleneurology Platform** – Assure's telehealth professional neurology services will sharply reduce the Company's cost of delivery for providing IONM services thereby driving higher revenue and profit on every procedure we perform. Further, we believe our teleneurology platform will serve as a springboard for supporting other IONM providers and hospitals, and ultimately position the Company to market this offering to doctors and medical groups seeking telehealth neurology services associated with epilepsy, electroencephalogram (EEG), stroke and sleep disorders, among other services.
- **Strengthened Balance Sheet** – Our financial flexibility continues to improve. In June, we secured an \$11m credit facility. Assure also received a second draw Paycheck Protection Program loan we expect to be forgiven in the third quarter.
- **Ramping In-network Revenue Stream** – Approximately 30% of our commercial insurance volume is secured in contractual rates and our goal is to reach 50% of Assure's commercial insurance volume on a run-rate basis by the end of 2021. This will help us deliver better and more predictable results with less volatility.
- **Accelerated Cash Collections** – Our revenue cycle management function has become more sophisticated, automated and data-driven and represents a key differentiator compared with industry peers. The Company is now collecting cash on over 50% of the amounts that are billed or invoiced within six months, a significant step forward from where we were in early 2020.

We are excited about the future. Thank you for your continued support.

Sincerely,  
John Farlinger  
CEO, Assure Holdings Corp.

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## Assure Holdings

### FAQ Reverse Stock Split Process September 3, 2021

On September 3, 2021, Assure Holdings Corp. (“Assure”) announced that Assure’s Board of Directors approved a share reverse stock split of its issued and outstanding and authorized common stock (the “Reverse Split”) to meet the share price requirements of NASDAQ Capital Market. On August 31, 2021, Assure filed a Certificate of Change with the Nevada Secretary of State to effect the Reverse Split on a 5 (old) share to 1 (new) share basis. The Reverse Split will be effected at 5:30 p.m. (Eastern Time) on September 7, 2021, and Assure’s common stock will commence trading on a Reverse Split basis on September 8, 2021.

#### What is a reverse stock split?

A reverse stock split consolidates a fixed number of existing shares for a smaller number of new shares. Assure is effecting a 5 (old) for 1 (new) share Reverse Split, which will reduce the number of Assure’s authorized and issued and outstanding Common Stock on a 5:1 basis.

#### What is the effect of Assure’s Reverse Split?

Based on the Reverse Split ratio of 5 (old) to 1 (new), the total number of shares of common stock authorized by Assure will be reduced from 900,000,000 shares of common stock, par \$0.001, to 180,000,000 shares of common stock, par \$0.001, and the number of shares held by each stockholder will consolidate automatically on a 5 (old) for 1 (new) share basis. As of September 2, 2021, Assure had 59,181,440 shares of Common Stock issued and outstanding, and after the Reverse Split, Assure will have approximately 11,836,288 shares of Common Stock issued and outstanding.

The Reverse Split affects all Assure stockholders uniformly and does not affect any stockholder’s percentage ownership interests or proportionate voting power, except for minor changes and adjustments that will result from rounding fractional shares into whole shares.

On September 8, 2021, the trading price for Assure’s post-split common stock is expected to rise mechanically based on the 5:1 Reverse Split ratio (i.e., increase by 500% per share) to give effect to the Reverse Split.

#### Why is Assure doing a reverse stock split?

Assure has applied to list its common stock on the NASDAQ Capital Markets. The 5:1 Reverse Split of its common stock is being implemented to satisfy the share price requirements of NASDAQ Capital Market (“NASDAQ”).

The listing of Assure’s common stock on NASDAQ is subject to satisfaction of the listing requirements of NASDAQ and approval of the listing by the exchange. There can be no assurance that NASDAQ will approve Assure’s listing application in a timely manner, if at all.

#### When will the reverse stock split be effective?

The stock split will be effective at 5:30 p.m. (Eastern Time) on September 7, 2021, and Assure’s common stock will begin trading on a split-adjusted basis at market open on September 8, 2021.

#### How does the post-reverse stock split affect trading of Assure common stock on the TSX Venture Exchange?

Assure’s common stock will begin trading on the TSX Venture Exchange (TSXV) on a Reverse Split adjusted basis at the open of trading on September 8, 2021, meaning that each five (5) pre-split shares will represent one (1) post-split share

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and the share price is expected to rise mechanically and in proportion to 5:1 Reverse Split ratio (i.e., increase by 500% per share).

For example: With a Reverse Split ratio of 5 (old) to 1 (new) and assuming Assure's September 1, 2021, TSXV closing price of Cdn\$2.00, the new share price should be Cdn\$10.00 after the Reverse Split. Please note, however, that Assure cannot anticipate market changes of the share price and cannot therefore guarantee the impact of the reverse split or market factors on the share price following the completion of the reverse stock split.

Assure's TSXV trading symbol, IOM, will remain unchanged. However, the shares will trade under new CUSIP number (04625J204), which is a number used to identify a company's equity securities.

Assure has been advised that trading of Assure's common stock on the OTCQB (ARHH) will follow the TSXV market. The Company's OTCQB trading symbol will be designated with a "D" for the Reverse Split (ARHHD) for 20 trading days.

**Are all stockholders impacted the same as a result of the reverse split?**

Yes. The reverse stock split affects all Assure stockholders uniformly, except for minor changes and adjustments that will result from rounding fractional shares into whole shares and does not affect any stockholder's percentage ownership interests or proportionate voting power.

For example, as of September 7, 2021, Assure had 59,181,440 shares of Common Stock issued and outstanding, and after the Reverse Split, Assure will have approximately 11,836,288 shares of Common Stock issued and outstanding. If you own 5,000 shares of Common Stock before the Reverse Split, you will own 1,000 shares of post-split Common Stock and your percentage ownership and voting power will remain unchanged.

We should note that no fractional shares will be issued in connection with the reverse split and all fractional shares will be rounded up to the next whole share, which may have nominal effect on the issued and outstanding capitalization.

**Will I own fractional shares after the reverse stock split?**

No. All fractional shares resulting from the Reverse Split will be rounded up to the next whole share.

**Do I need to take any action?**

*Beneficial holders:* If you are a beneficial holder (your shares are held in the name of a brokerage firm, bank, trust, or other similar organization), you do not need to act.

*Registered holders whose shares are held only electronically in book-entry form:* If you are a registered holder and your shares are held only *electronically* in book-entry form (DRS) on the records of Computershare Investor Services, Inc., the Company's transfer agent (the "**Transfer Agent**"), will not need to take action. The Reverse Split will automatically be reflected in the Transfer Agent's records and on such stockholders' next account statement.

*Registered holders of shares held in certificate form:* Stockholders holding paper certificates may (but are not required to) exchange their stock certificates for post-split shares of Common Stock held electronically in DRS book-entry form, which means they will not receive physical stock certificates and will receive a statement of account and instructions from the Transfer Agent regarding the transition to book-entry share registration. To obtain a Letter of Transmittal or for instructions on how a stockholder should surrender his, her or its certificates representing pre-split shares of Common Stock to the Transfer Agent in exchange for post-split shares in DRS book-entry form, please contact Computershare Investor Services, Inc. toll free at 1-800-564-6253 or outside the U.S. and Canada at 1-514-982-7555.

**Who is the transfer agent for Assure common stock?**

**Computershare Investor Services, Inc.**  
100 University Ave, 8<sup>th</sup> Floor  
Toronto, Ontario  
M5J 2Y1

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**Where can I get more information?**

If you have questions relating to the mechanics of the Reverse Split, you should contact:

**Computershare Investor Services, Inc.**

Toll free at 1-800-564-6253 or outside the U.S. and Canada at 1-514-982-7555.  
Email: [info@computershare.com](mailto:info@computershare.com)

**Assure Holdings Corp.**

Scott Kozak, Investor and Media Relations  
Phone: 720-287-3093  
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**Caution Concerning Forward Looking Statements:**

This document contains “forward-looking statements”— within the meaning of applicable securities laws, including, but not limited to: the Company’s execution of its key corporate objectives; the Company’s ability to satisfy the listing requirements of NASDAQ Capital Market; the Board’s determination of independence of committee members, financial literacy and designation of its audit committee financial expert; the timing of the share consolidation satisfy the minimum share price requirements of NASDAQ Capital Market; the anticipated timely approval of the TSX Venture Exchange for the share consolidation; the anticipated approval for the listing of Assure’s common stock on NASDAQ Capital Market; the benefit of listing of Assure’s common stock on NASDAQ Capital Market; the improvement of overall corporate governance through the adoption of new committee charters and policies; the increased visibility and awareness created by a listing on a national exchange; the potential increase in liquidity; the potential enhancement in value of Assure’s common stock for future M&A transactions and other estimates and anticipated results. Forward-looking statements may generally be identified by the use of the words “anticipates,” “expects,” “plans,” “should,” “could,” “may,” “will,” “believes,” “estimates,” “potential,” or “continue” and variations or similar expressions. These statements are based upon the current expectations, beliefs and projections of management and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, but are not limited to: the risk that the TSX Venture Exchange may not approve the share consolidation on a timely basis, if at all; the uncertainty surrounding the spread of COVID-19, rising COVID-19 cases, restrictions on elective surgeries due to hospital capacity and staff shortages, government mandates due to COVID-19 and other adverse consequences arising out of the pandemic; the Company’s ability to successfully expand or implement its acquisition strategies; the Company’s ability to collect past due accounts receivable; the accuracy of the reservations made to receivables; the Company may not be able to maximize the Company’s in-network revenue and negotiate new in-network agreements; the Company’s expansion into telehealth may not result in the negotiation of new in-network agreements and strengthen the Company’s position to sell directly to hospitals; the Company may not be able to execute on this key corporate objectives; uncertainties related to market conditions and our ability to qualify for a listing on NASDAQ Capital Market; the potential adverse impact of the share consolidation on the price of the Company’s common stock; the uncertainty surrounding the spread of COVID-19 and the impact of legislative changes, healthcare reform, economic activity in general could have on the Company’s operations and financial results of operations; transactions contemplated by the Company in connection with its capital markets transactions, expansion or growth opportunities; the Company may not maintain its employment and compensation framework within the parameters of the Coronavirus Aid, Relief, and Economic Security Act, which may result in all or a portion of it relief loans not being forgiven, and the risks and uncertainties discussed in our most recent annual and quarterly reports filed with the Canadian securities regulators and available on the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and with the United States Securities and Exchange Commission and available at [www.sec.gov](http://www.sec.gov). Readers are cautioned not to place undue reliance on forward-looking statements. Except as required by law, Assure does not intend, and undertakes no obligation, to update any forward-looking statements to reflect, in particular, new information or future events.

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