UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended September 30, 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 001-40785

ASSURE HOLDINGS CORP.

(Exact Name of Registrant as Specified in its Charter)

Nevada	**82-2726719**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
7887 E. Belleview Ave., Suite 240 Denver, Colorado	**80111**
(Address of principal executive offices)	(Zip Code)

(720) 287-3093

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value per share	IONM	Nasdaq Stock Market LLC (Nasdaq Capital Market)

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT**: None**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐ Accelerated Filer ☐ Non-Accelerated Filer ☒ Smaller Reporting Company ☒ 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The number of the registrant's shares of common stock outstanding as of December 18, 2023 was 6,720,460.

ASSURE HOLDINGS CORP.
FORM 10Q
FOR THE QUARTER ENDED SEPTEMBER 30, 2023
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ITEM 1. FINANCIAL STATEMENTS

ASSURE HOLDINGS CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and par amounts)

	September 30, 2023 (unaudited)	December 31, 2022
ASSETS		
Current assets		
Cash	$ 634	$ 905
Accounts receivable, net	6,013	15,143
Other current assets	862	340
Due from MSAs	4,394	5,006
Assets held for sale	2,435	1,867
Total current assets	14,338	23,261
Equity method investments	262	310
Fixed assets	—	6
Operating lease right of use asset, net	692	672
Total assets	$ 15,292	$ 24,249
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 5,193	$ 2,919
Current portion of debt	3,238	965
Current portion of lease liability	632	550
Current portion of acquisition liability	505	306
Other current liabilities	20	231
Total current liabilities	9,588	4,971
Lease liability, net of current portion	653	964
Debt, net of current portion	10,232	11,874
Acquisition liability, net of current portion	272	179
Deferred income taxes, net	616	796
Total liabilities	21,361	18,784
Commitments and contingencies (Note 10)		
SHAREHOLDERS' EQUITY (DEFICIT)		
Common stock: $0.001 par value; 9,000,000 shares authorized; 6,720,460 and 1,051,098 shares issued and outstanding, as of September 30, 2023, and December 31, 2022, respectively	27	21
Additional paid-in capital	55,475	50,000
Accumulated deficit	(61,571)	(44,556)
Total shareholders' equity (deficit)	(6,069)	5,465
Total liabilities and shareholders' equity (deficit)	$ 15,292	$ 24,249

See accompanying notes to condensed consolidated financial statements.

ASSURE HOLDINGS CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share amounts)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue, net	$ 48	$ 162	$ 226	$ 356
Cost of revenues	622	613	1,998	1,926
Gross margin	(574)	(451)	(1,772)	(1,570)
Operating expenses				
General and administrative	3,544	3,339	10,105	11,176
Bad debt expense related to termination of managed service agreements	84	—	84	—
Depreciation and amortization	5	14	6	45
Total operating expenses	3,633	3,353	10,195	11,221
Loss from operations	(4,207)	(3,804)	(11,967)	(12,791)
Other income (expenses)				
Income from equity method investments	—	13	38	18
Gain on Paycheck Protection Program loan forgiveness	—	—	—	1,665
Interest income	11	—	11	—
Interest expense	(519)	(452)	(1,511)	(1,254)
Other (expense) income, net	(53)	(42)	329	28
Accretion expense (Note 7)	(170)	(170)	(511)	(511)
Total other expense, net	(731)	(651)	(1,644)	(54)
Loss from continuing operations before income taxes	(4,938)	(4,455)	(13,611)	(12,845)
Income tax benefit on continuing operations	—	1,226	171	3,508
Loss from continuing operations	(4,938)	(3,229)	(13,440)	(9,337)
Income (loss) from discontinued operations, net of tax	(2,501)	1,796	(3,575)	719
Net loss	$ (7,439)	$ (1,433)	$ (17,015)	$ (8,618)
Loss per share				
Basic	$ (1.23)	$ (1.88)	$ (4.89)	$ (12.59)
Diluted	$ (1.23)	$ (1.88)	$ (4.89)	$ (12.59)
Weighted average number of shares used in per share calculation – basic	6,043,356	761,047	3,480,014	684,334
Weighted average number of shares used in per share calculation – diluted	6,043,356	761,047	3,480,014	684,334

See accompanying notes to condensed consolidated financial statements.

ASSURE HOLDINGS CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended September 30,	
	2023	2022
Cash flows from operating activities		
Net loss	$ (17,015)	$ (8,618)
Adjustments to reconcile net loss to net cash used in operating activities		
Income from equity method investments	(38)	(18)
Stock-based compensation	(107)	464
Depreciation and amortization	6	408
Amortization of debt issuance costs	120	120
Bad debt provision	84	—
Provision for stock option fair value	—	(25)
Gain on Paycheck Protection Program loan forgiveness	—	(1,665)
Accretion expense	511	511
Net settlement of MSA agreements	98	—
Right of use assets	253	585
Deferred income taxes, net	(216)	(3,158)
Change in operating assets and liabilities		
Accounts receivable, net	9,130	6,950
Prepaid expenses	(351)	(66)
Accounts payable and accrued liabilities	2,271	391
Due from MSAs	340	(716)
Lease liability	(182)	(540)
Other assets and liabilities	(210)	117
Operating cash flows from discontinued operations	484	—
Net cash used in operating activities	(4,822)	(5,260)
Cash flows from investing activities		
Purchase of fixed assets	—	(26)
Net cash paid for acquisitions	(419)	(204)
Distributions received from equity method investments	60	69
Net cash used in investing activities	(359)	(161)
Cash flows from financing activities		
Proceeds from exercise of stock options	—	4
Proceeds from share issuance, net	5,383	5,195
Finance lease principal payments	(243)	—
Payment of acquisition liability	(230)	—
Net cash provided by financing activities	4,910	5,199
Decrease in cash	(271)	(222)
Cash at beginning of period	905	4,020
Cash at end of period	**$ 634**	**$ 3,798**
Supplemental cash flow information		
Interest paid	$ 1,368	$ 1,093
Income taxes paid	$ —	$ —
Supplemental non-cash flow information		
Purchase of equipment with finance leases	$ —	$ 79
Right-of-use asset in exchange for lease liability	$ 42	$ —
Shares issued related to acquisition	$ 205	$ —

See accompanying notes to condensed consolidated financial statements.

ASSURE HOLDINGS CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
(in thousands, except share amounts)
(unaudited)

	Common Stock		Additional paid-in	Accumulated	Total shareholders'
	Shares	Amount	Capital	deficit	equity (deficit)
Balances, June 30, 2022	645,983	$ 13	$ 43,963	$ (21,629)	$ 22,347
Share issuance, net	278,804	6	5,189	—	5,195
Stock-based compensation	843	—	(108)	—	(108)
Net loss	—	—	—	(1,433)	(1,433)
Balances, September 30, 2022	925,630	$ 19	$ 49,044	$ (23,062)	$ 26,001
Balances, June 30, 2023	5,422,014	$ 26	$ 55,434	$ (54,132)	$ 1,328
Exercise of warrants	750,000	—	—	—	—
Share issuance, acquisition related	547,946	1	204	—	205
Stock-based compensation	—	—	(163)	—	(163)
Net loss	—	—	—	(7,439)	(7,439)
Balances, September 30, 2023	6,719,960	$ 27	$ 55,475	$ (61,571)	$ (6,069)

	Common Stock		Additional paid-in	Accumulated	Total shareholders'
	Shares	Amount	Capital	deficit	equity (deficit)
Balances, December 31, 2021	645,943	$ 13	$ 43,387	$ (14,444)	$ 28,956
Exercise of stock options	40	—	4	—	4
Share issuance, net	278,804	6	5,189		5,195
Stock-based compensation	843	—	464	—	464
Net loss	—	—	—	(8,618)	(8,618)
Balances, September 30, 2022	925,630	$ 19	$ 49,044	$ (23,062)	$ 26,001
Balances, December 31, 2022	1,051,098	$ 21	$ 50,000	$ (44,556)	$ 5,465
Exercise of warrants	750,000	—	—	—	—
Share issuance, net	4,091,667	5	5,378	—	5,383
Share issuance, acquisition related	547,946	1	204	—	205
Stock-based compensation	268,081	—	(107)	—	(107)
Fractional shares issued related to reverse split	11,168	—	—	—	—
Net loss	—	—	—	(17,015)	(17,015)
Balances, September 30, 2023	6,719,960	$ 27	$ 55,475	$ (61,571)	$ (6,069)

See accompanying notes to condensed consolidated financial statements.

ASSURE HOLDINGS CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. NATURE OF OPERATIONS

Assure Holdings Corp. (“Assure” or the “Company”), through its two indirect wholly-owned subsidiaries, Assure Neuromonitoring, LLC (“Neuromonitoring”) and Assure Networks, LLC (“Networks”), provides technical and professional intraoperative neuromonitoring (“IONM”) surgical support services for neurosurgery, spine, cardiovascular, orthopedic, ear, nose, and throat, and other surgical procedures that place the nervous system at risk. These services have been recognized as the standard of care by hospitals and surgeons for risk mitigation. Assure Holdings, Inc., a wholly-owned subsidiary, employs most of the administrative employees and performs various corporate services on behalf of the Company. Assure Neuromonitoring employs interoperative neurophysiologists (“INP”) who utilize technical equipment and their technical training to monitor evoked potentials (”EPS”), electroencephalographic (“EEG”) and electromyography (“EMG”) signals during surgical procedures and to pre-emptively notify the underlying surgeon of any nervous related issues that are identified. The INPs perform their services in the operating room during the surgeries. The INPs are certified by a third-party accreditation agency.

The Company was originally incorporated in Colorado on November 7, 2016. In conjunction with a reverse merger, the Company was redomiciled in Nevada on May 16, 2017.

Neuromonitoring was formed on August 25, 2015, in Colorado and currently has multiple wholly-owned subsidiaries. The Company’s services are sold in the United States, directly through the Company.

Networks was formed on November 7, 2016, in Colorado and holds varying ownerships interests in numerous Provider Network Entities (“PE”), which are professional IONM entities. These entities are accounted for under the equity method of accounting. Additionally, Networks manages other PEs that Networks does not have an ownership interest and charges those PEs a management fee. The Company has been actively terminating these arrangements since 2022.

Strategic Shift in Business Strategy

During September 2023, the Company’s Board of Directors approved a plan to explore strategic alternatives. In consultation with financial and legal advisors, a comprehensive strategic review process began immediately and is evaluating a broad range of options to maximize shareholder value. As of September 30, 2023 the Company has decided to sell off the neuromonitoring portion of the business.

As part of this review process, Assure is exploring potential strategic alternatives that may include, but are not limited to, an acquisition, merger, business combination, sale of assets or other strategic or financial transaction. The review process is ongoing and there can be no assurance that this review process will result in pursuing a transaction or that any transaction, if pursued, will be completed.

Financial Reporting and Classification

As a result of the corporate actions described above, the Company’s technical and professional services meet the criteria to be considered “held for sale” as that term is defined in accounting principles generally accepted in the United States (“GAAP”). Accordingly. the assets associated with these services are classified and reflected on our consolidated balance sheets as “held for sale” as of September 30, 2023, and December 31, 2022, and their results of operations are classified as “discontinued operations” in the consolidated statements of operations for the three and nine months ended September 30, 2023 and 2022. Certain financial disclosures including major components of the assets and results of operations related to discontinued operations are provided in Note 4. Our billing and collections services and our publicly traded entity comprise our continuing operation and are presented as such for all periods presented herein and until such time a strategic transaction is completed.

ASSURE HOLDINGS CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

2. BASIS OF PRESENTATION

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, and majority-owned entities. The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and the instructions to Form 10-Q and Article 8 of Regulation S-X for interim financial information, which contemplates continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. Accordingly, they do not include all of the information and notes required for complete financial statements prepared in conformity with GAAP. In our opinion, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation have been included. However, our results of operations for the interim periods presented are not necessarily indicative of the results that may be expected for the full year. For entities in which management has determined the Company does not have a controlling financial interest but has varying degrees of influence regarding operating policies of that entity, the Company's investment is accounted for using the equity method of accounting. All significant intercompany balances and transactions have been eliminated in consolidation.

Liquidity and Going Concern

The Company's current cash balance and estimated cash from operations for the next 12 months is not sufficient to meet the Company's working capital needs for the next 12 months, which raised substantial doubt as to the Company's ability to continue as a going concern. The Company intends to seek equity or debt financing and have implemented significant cost cutting measures to mitigate its going concern. Such financings may include the issuance of shares of common stock, warrants to purchase common stock, convertible debt or other instruments that may dilute current stockholders. Financing may not be available on acceptable terms depending on market conditions at the time the Company seeks financing. The Company has filed for a $3.2 million refund from the IRS under the CARES Act Employee Retention Credit program, however, there is no guarantee when, or if, these funds will be received. For these reasons, the Company is a going concern. The accompanying consolidated financial statements do not include any adjustments that might become necessary should the Company be unable to continue as a going concern.

Accounting Policies

There have been no changes to the Company's significant accounting policies or recent accounting pronouncements during the three and nine months ended September 30, 2023, as compared to the significant accounting policies disclosed in the 10-K for the year ended December 31, 2022, as filed on March 31, 2023.

On January 1, 2023, the Company adopted *Accounting Standards Update No, 2016-13,* Measurement of Credit Losses on Financial Instruments, and its related amendments using the prospective method. The new standard requires the use of a current expected credit loss impairment model to develop and recognize credit losses for financial instruments at amortized cost when the asset is first originated or acquired, and each subsequent reporting period. The adoption of this standard did not have a material impact to the Company's 2023 financial statements.

Common Stock Reverse Split

During March 2023, the Company effectuated a twenty -for-one reverse stock split. All share, stock option and warrant information has been retroactively adjusted to reflect the stock split. See Note 8 for additional discussion.

Reclassifications

Certain amounts for the three and nine months ended September 30, 2022, and as of December 31, 2022, have been reclassified to conform to the 2023 presentation as it relates to assets held for sale and discontinued operations. Total assets, liabilities, equity and net loss did not change for the prior periods due to the reclassifications.

ASSURE HOLDINGS CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Credit Risk

Credit risk arises from cash and cash equivalents and trade and other receivables. The exposure to credit risk was as follows (in thousands):

	September 30, 2023 (unaudited)	December 31, 2022
Cash	$ 634	$ 905
Accounts receivable, net	6,013	15,143

Cash

Cash is held in financial institutions with good standing, which, at times, may exceed the Federal Deposit Insurance Corporation coverage limit of $250,000. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

Accounts receivable, net

On January 1, 2023, the Company adopted *Accounting Standards Update No, 2016-13,* Measurement of Credit Losses on Financial Instruments, and its related amendments using the prospective method. The new standard requires the use of a current expected credit loss impairment model to develop and recognize credit losses for financial instruments at amortized cost when the asset is first originated or acquired, and each subsequent reporting period.

The cash collection cycles of the Company may be protracted due to the majority of its revenue being billed to third-party commercial insurance payors on an out-of-network basis. The collection cycle for IONM to out-of-network payors may require an extended period to maximize reimbursement on claims, which results in accounts receivable growth tied to the Company's overall growth in technical and professional service revenues. The collection cycle may consist of multiple payments from out-of-network private insurance payors, as the collection process entails multiple rounds of denials, underpayments, appeals and negotiations as part of the process to maximize the reimbursement yield on claims. Based on the Company's historical experience, claims generally become uncollectible once they are aged greater than 24 months; as such, included in the Company's allowance for implicit price concessions is an estimate of the likelihood that a portion of the Company's accounts receivable may become uncollectible due to age. The Company continues collection efforts on claims aged over 24 months. Collections on claims are recorded as revenue in the period received as such collections represent a subsequent change to the initial estimation of the transaction price.

3. ACQUISITION

Acquisition of Certain Assets of Innovation Neuromonitoring, LLC

On August 2, 2023, Assure Networks Texas Holdings II, LLC ("Purchaser"), a wholly owned subsidiary of Assure Networks, LLC, a wholly owned subsidiary of Assure Holdings Corp., entered into an asset purchase agreement (the "Purchase Agreement") with Innovation Neuromonitoring LLC (the "Seller") and each of Anthony Casarez and Jason Ehrhardt (each a "Principal" and collectively, the "Principals"). Pursuant to the Purchase Agreement, Purchaser agreed to purchase certain assets of the Seller related to the Seller's operating businesses that provide intraoperative neuromonitoring and related services (the "Business"). The acquired assets include, but are not limited to, tangible personal property, inventory, records, contracts, licenses, warranties, intellectual property, goodwill, software, (collectively, the "Assets"). The acquisition of the Assets closed on August 29, 2023 (the "Closing").

ASSURE HOLDINGS CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Subject to certain adjustments, the Assets were acquired for a purchase price of $1,200,000 payable as set forth below.

(1) $800,000 in cash installment payments, in accordance with the following payment schedule:
   a. $100,000 was paid in cash in conjunction with the signing of the Letter of Intent and is subject to repayment if the transaction is not closed;
   b. $200,000 was paid at the closing minus $131,422, the amount that has been pre-paid to Seller, and also minus $34,000 which was paid to a vendor, for amounts owed to the vendor by the Seller;
   c. $500,000 shall be paid in cash in twenty-four equal monthly installments, with the first installment being due on or before September 1, 2023, and the remaining installments being due on the first business day of each month thereafter, with the monthly installment subject to adjustment based on the performance of the Assets as set forth in the Purchase Agreement; and

(2) $400,000 in common stock of the Company, calculated as of the date the purchase agreement was executed, which is subject a six-month lock-up.

Pursuant to the Purchase Agreement, the Company agreed to register the Shares under the Securities Act of 1933 on a registration statement on Form S-1 (the "Registration Statement") with the Securities and Exchange Commission within 15 days of the Closing (collectively, the "Registrable Securities") for resale by the Seller or Principals. The Company filed the registration statement on Form S-1 with the SEC (File No. 333-269759) during September 2023, and is working to have the SEC bring it effective.

The Purchase Agreement contains customary representations, warranties and covenants from each of the parties. Under the Purchase Agreement, the Seller have agreed to indemnify Assure for (a) any misrepresentation, omission, or breach by Seller and/or Principals of any representation or warranty contained in the Purchase Agreement or in any of the documents executed and delivered by Seller and/or Principals pursuant thereto; (b) any nonperformance, failure to comply, or breach of or default by Seller and/or Principals of any covenant, promise, or agreement of Seller and/or Principals contained in the Purchase Agreement or in any of the documents executed and delivered by Seller and/or Principals pursuant thereto; (c) any and all debts, obligations, duties, or liabilities (including taxes) of Seller and/or Principals relating to the Business or any of the Assets, that arise prior to the effective time of the Purchase Agreement, and any debts, obligations, duties, or liabilities of Seller relating to any asset retained by Seller, regardless of whether any notice, invoices, or bills for such debts, obligations, duties, or liabilities are received on or after the Closing Date; and (d) any material matter, act, thing, or occurrence caused by or resulting from any act or omission of Seller and/or Principals prior to the effective time of the Purchase Agreement. Under the Purchase Agreement, Purchaser has agreed to indemnify the Seller and Principals for (a) any misrepresentation, omission, or breach by Purchaser of any representation or warranty contained in the Purchase Agreement or in any of the documents executed and delivered by Purchaser pursuant thereto; (b) any nonperformance, failure to comply, or breach of or default by Purchaser of any covenant, promise, or agreement of Purchaser contained in the Purchase Agreement or in any of the documents executed and delivered by Purchaser pursuant thereto; (c) any and all debts, obligations, duties, or liabilities including, without limitation, those assumed by Purchaser hereunder, relating, directly or indirectly to the business activity of the Business that arise after the effective time of the Purchase Agreement; and (d) any matter, act, thing, or occurrence caused by or resulting from any act or omission of Purchaser.

Additionally, on August 2, 2023, Assure Networks Texas Holdings II, LLC entered into an equipment sale agreement with Innovation to purchase certain equipment from Innovation for $165,000. This transaction closed on August 2, 2023. Due to the timing of this agreement, the purchase price and acquired equipment is included in the purchase price allocation below.

ASSURE HOLDINGS CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

The following table summarizes the allocation of the total consideration to the assets acquired, based on fair values as determined by the Company, as of the close date of the acquisition (stated in thousands):

Total purchase price	$	1,365
Less fair value of claw back provision		(37)
Less fair value adjustment for issuance of common shares		(195)
Net purchase price		1,133
Equipment		248
Total assets acquired		248
Total goodwill	$	885

4. DISCONTINUED OPERATIONS

During September 2023, the Company's Board of Directors approved a plan to explore strategic alternatives. In consultation with financial and legal advisors, a comprehensive strategic review process began immediately and is evaluating a broad range of options to maximize shareholder value.

As part of this review process, Assure is exploring potential strategic alternatives that may include, but are not limited to, an acquisition, merger, business combination, sale of assets or other strategic or financial transaction. The process is ongoing and there can be no assurance that this review process will result in pursuing a transaction or that any transaction, if pursued, will be completed.

As a result of the corporate actions described above, the Company's technical and professional services meet the criteria to be considered "held for sale". Accordingly. the assets associated with these services are classified and reflected on our consolidated balance sheets as "held for sale" as of September 30, 2023, and December 31, 2022, and their results of operations are classified as "discontinued operations" in the consolidated statements of operations for the three and nine months ended September 30, 2023 and 2022.

The following table presents the major classes of assets of the discontinued operations (stated in thousands):

	September 30, 2023	December 31, 2022
ASSETS		
Fixed assets	$ 311	$ 70
Finance lease right of use asset, net	118	382
Intangibles, net	98	390
Goodwill	1,910	1,025
Total assets	$ 2,437	$ 1,867
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
SHAREHOLDERS' EQUITY		
Accumulated deficit	S 2,437	$ 1,867
Total shareholders' equity	2,437	1,867
Total liabilities and shareholders' equity	$ 2,437	$ 1,867

ASSURE HOLDINGS CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

The following table summarizes the results of operations of the discontinued operations (stated in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue				
Technical services	$ —	$ 1,685	$ 1,332	$ 2,654
Professional services	826	3,783	3,571	7,605
Other	103	574	939	1,936
Revenue, net	929	6,042	5,842	12,195
Cost of revenues, excluding depreciation and amortization	3,115	3,072	8,514	9,638
Gross margin	(2,186)	2,970	(2,672)	2,557
Operating expenses				
Sales and marketing	87	198	284	688
Depreciation and amortization	218	229	583	716
Total operating expenses	305	427	867	1,404
(Loss) income from discontinued operations	(2,491)	2,543	(3,539)	1,153
Other expenses				
Interest expense	(10)	(19)	(36)	(63)
Total other expense	(10)	(19)	(36)	(63)
(Loss) income from discontinued operations	(2,501)	2,524	(3,575)	1,090
Income tax expense	—	728	—	371
Net (loss) income from discontinued operations	$ (2,501)	$ 1,796	$ (3,575)	$ 719

5. REVENUE

The Company disaggregates revenue between continuing operations and discontinued operations. Revenue streams from contracts with customers depicts the nature, amount, timing and uncertainty of its revenue and cash flows as affected by economic factors. Commercial insurance consists of neuromonitoring cases whereby a patient has healthcare insurance that we bill. Facility billing consists of neuromonitoring cases whereby the Company has an agreement to bill the medical facility for patients that do not have health care insurance.

The Company's revenue disaggregated by payor is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Managed service agreements and other	$ 48	$ 162	$ 226	$ 356
Discontinued operations	929	6,042	5,842	12,195

ASSURE HOLDINGS CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Accounts Receivable

A summary of the accounts receivable, net, by revenue stream is as follows (in thousands):

	September 30, 2023	December 31, 2022
Technical service	$ 1,711	$ 3,072
Professional service	4,302	11,829
Other	—	242
Total accounts receivable, net	$ 6,013	$ 15,143

Accounts receivable as of September 30, 2023 and December 31, 2022 is net of implicit price concessions of $12.2 million and $13.9 million, respectively

The concentration of accounts receivable, net, by payor as a percentage of total accounts receivable is as follows:

	As of September 30, 2023	As of December 31, 2022
Commercial insurance	85 %	84 %
Facility billing	14 %	9 %
Other	1 %	7 %
Total	100 %	100 %

6. LEASES

Under ASC 842, *Leases*, a contract is a lease, or contains a lease, if the contract conveys the right to control the use of identified property, plant, or equipment (an identified asset) for a period of time in exchange for consideration. To determine whether a contract conveys the right to control the use of an identified asset for a period of time, an entity shall assess whether, throughout the period of use, the entity has both of the following: (a) the right to obtain substantially all of the economic benefits from the use of the identified asset; and (b) the right to direct the use of the identified asset. The Company does not assume renewals in the determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. Lease agreements generally do not contain material residual value guarantees or material restrictive covenants.

Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet; the Company recognizes lease expense for these leases on a straight-line basis over the lease term. As a practical expedient, the Company elected not to separate non-lease components for the corporate office facility (e.g., common-area maintenance costs) from lease components (e.g., fixed payments including rent) and instead to account for each separate lease component and its associated non-lease components as a single lease component.

Operating leases

The Company leases a corporate office facility under an operating lease which expires October 31, 2025. The incremental borrowing rate for this lease was 10%.

During April 2023, the Company entered into a lease for corporate offices space which expires May 2025. The incremental borrowing rate for this lease was 7%

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Finance leases

The Company leases medical equipment under various financing leases with stated interest rates ranging from 5.2% — 13.4% per annum which expire at various dates through 2026. Finance lease assets are included in assets held for sale as of September 30, 2023, and December 31, 2022.

The condensed consolidated balance sheets include the following amounts for right-of-use ("ROU") assets as of September 30, 2023, and December 31, 2022 (in thousands):

	September 30, 2023	December 31, 2022
Operating	$ 692	$ 672

The following are the components of lease cost for operating and finance leases (in thousands). Finance lease costs are included in loss from discontinued operations in the consolidated statements of operations for the periods presented.

	Nine Months Ended September 30,	
	2023	2022
Lease cost:		
Operating leases:		
Amortization of ROU assets	$ 253	$ 231
Interest on lease liabilities	54	68
Total operating lease cost, included in general and administrative expenses	307	299
Finance leases:		
Amortization of ROU assets	183	353
Interest on lease liabilities	36	64
Total finance lease cost, included in discontinued operations	219	417
Total lease cost	$ 526	$ 716

During the nine months ended September 30, 2023, the Company incurred operating and finance lease principal payments of $180 thousand and $243 thousand, respectively, and paid $90 thousand and $450 thousand related to operating and finance lease principal payments, respectively, during the nine months ended September 30, 2022.

The following are the weighted average lease terms and discount rates for operating and finance leases:

	As of September 30, 2023	As of September 30, 2022
Weighted average remaining lease term (years):		
Operating leases	4.1	3.0
Finance leases	2.0	2.6
Weighted average discount rate (%):		
Operating leases	9.9	10.0
Finance leases	7.9	7.8

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Future minimum lease payments and related lease liabilities as of September 30, 2023, were as follows (in thousands):

	Operating Leases	Finance Leases	Total Lease Liabilities
Remainder of 2023	$ 106	$ 81	$ 187
2024	431	268	699
2025	352	153	505
2026	—	23	23
Total lease payments	889	525	1,414
Less: imputed interest	88	41	129
Present value of lease liabilities	801	484	1,285
Less: current portion of lease liabilities	366	266	632
Noncurrent lease liabilities	$ 435	$ 218	$ 653

Note: Future minimum lease payments exclude short-term leases as well as payments to landlords for variable common area maintenance, insurance and real estate taxes.

7. DEBT

The Company's debt obligations are summarized as follows:

	September 30, 2023	December 31, 2022
Face value of convertible debt	$ 3,450	$ 3,450
Less: principal converted to common shares	(60)	(60)
Less: deemed fair value ascribed to conversion feature and warrants	(1,523)	(1,523)
Plus: accretion of implied interest	1,371	1,086
Total convertible debt	3,238	2,953
Face value of Centurion debt	11,000	11,000
Less: deemed fair value ascribed to warrants	(1,204)	(1,204)
Plus: accretion of implied interest	702	476
Less: net debt issuance costs	(266)	(386)
Total Centurion debt	10,232	9,886
Total debt	13,470	12,839
Less: current portion of debt	(3,238)	(965)
Long-term debt	$ 10,232	$ 11,874

The following table depicts accretion expense and interest expense (excluding debt issuance cost amortization) related to the Company's debt obligations for the three and nine months ended September 30, 2023, and 2022 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Accretion expense				
Convertible debt	$ 95	$ 95	$ 285	$ 285
Centurion debt	75	75	226	226
	$ 170	$ 170	$ 511	$ 511

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Debt issuance cost amortization				
Centurion debt	$ 40	$ 40	$ 120	$ 120
Interest paid				
Convertible debt	$ —	$ —	$ 221	$ 221
Centurion debt	388	324	1,147	872
	$ 388	$ 324	$ 1,368	$ 1,093

As of September 30, 2023, future minimum principal payments are summarized as follows (in thousands):

	Convertible Debt	Debenture
2023	$ 965	$ —
2024	2,425	—
2025	—	11,000
Total	3,390	11,000
Less: fair value ascribed to conversion feature and warrants	(1,523)	(1,204)
Plus: accretion and implied interest	1,371	702
Less: net debt issuance costs	—	(266)
	$ 3,238	$ 10,232

Paycheck Protection Program

During March 2021, the Company received an unsecured loan under the United States Small Business Administration Paycheck Protection Program ("PPP") in the amount of $1.7 million. Assure executed a PPP promissory note, with an original maturity date of February 25, 2026 (the "PPP Loan"). Under the terms of the PPP Loan, all or a portion of the PPP Loan could be forgiven if the Company maintains its employment and compensation within certain parameters during the 24-week period following the loan origination date and the proceeds of the PPP Loan were spent on payroll costs, rent or lease agreements dated before February 15, 2020, and utility payments arising under service agreements dated before February 15, 2020. In January 2022, the Company received forgiveness of the $1.7 million PPP Loan resulting in no balance due.

Convertible Debt

From November 2019 through May 2020, the Company closed multiple non-brokered private placements of convertible debenture units ("CD Unit") for gross proceeds of $3.5 million. Each CD Unit was offered at a price of $1. Each CD Unit included, among other things, one common share purchase warrant that allows the holder to purchase shares of the Company's common stock at prices ranging from $140 to $190 per share for a period of three years and the right to convert the CD Unit into shares of the Company's common stock at a conversion price of $100 per share for a period of four years. The CD Units carry a 9% coupon rate.

The fair value of the convertible debt was determined to be $1.7 million, the conversion feature $1.2 million and the warrants $600 thousand. The difference between the fair value of the debt of $1.7 million and the face value of convertible debt of $3.4 million is being accreted over the four-year life of the CD Units.

Centurion Debt

In June 2021, Assure issued a debenture to Centurion Financial Trust ("Centurion") with a maturity date of June 9, 2025 (the "Maturity Date"), in the principal amount of $11 million related to a credit facility comprised of a $6 million senior term loan (the "Senior Term Loan"), a $2 million senior revolving loan (the "Senior Revolving Loan") and a $3 million senior term acquisition line (the "Senior

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Term Acquisition Line" and together with the Senior Term Loan and the Senior Revolving Loan, the "Credit Facility"). Additionally, the Company issued 13,750 warrants with an exercise price of $7.55 which expire on June 14, 2025. During November 2021, the Company and Centurion entered into an amendment to allow the Senior Short Term Acquisition Line to be utilized for organic growth and general working capital purposes. Under the terms and conditions of the debt arrangement, Centurion modified their debt covenant calculations to allow bad debt expense to be excluded. The Company's was not in compliance with the debt covenants as of September 30, 2023. However, on November 20, 2023, the Company received a debt covenant waiver as of September 30, 2023. The Company expects similar waivers will be required from Centurion in future periods.

The Credit Facility matures in June 2025 and bears interest at the rate of the greater of 9.50% or the Royal Bank of Canada Prime Rate plus 7.05% per annum.

The fair value of the Centurion debt was determined to be $6.8 million and the warrants $1.2 million. The difference between the fair value of the debt of $6.8 million and the face value of the Centurion debt of $8.0 million will be accreted over the four-year term of the Debenture.

8. SHAREHOLDERS' EQUITY (DEFICIT)

Common stock

Common stock: 9,000,000 authorized; $0.001 par value. As of September 30, 2023, and December 31, 2022, there were 6,720,460 and 1,051,098 shares of common stock issued and outstanding, respectively.

Reverse Share Split

During March 2023, the total number of shares of common stock authorized by the Company was reduced from 180,000,000 shares of common stock, par $0.001, to 9,000,000 shares of common stock, par $0.001, and the number of shares of common stock held by each stockholder of the Company were 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 twenty (20): effecting a twenty (20) old for one (1) new reverse stock split.

No fractional shares were issued in connection with the reverse split and all fractional shares were rounded up to the next whole share.

Additionally, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse split were adjusted by dividing the number of shares of common stock into which the options, warrants and other convertible securities are exercisable or convertible by twenty (20) and multiplying the exercise or conversion price thereof by twenty (20), 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.

All shares of common stock, options, warrants and other convertible securities and the corresponding price per share amounts have been presented to reflect the reverse split in all periods presented within this Form 10-Q.

Share Issuance

During March 2023, the Company completed a private placement for 50,000 common shares at $6.00 per common shares for gross proceeds of $300 thousand.

During May 2023, the Company completed its pricing of an underwritten public offering of 5,000,000 shares of common stock (or prefunded warrants in lieu thereof) at an offering price to the public of $1.20 per share (or $1.199 per pre-funded warrant). The Company issued 750,000 pre-funded warrants which were immediately exercisable at a nominal exercise price of $0.001 or on a cashless basis

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and may be exercised at any time until all of the pre-funded warrants are exercised in full. The 750,000 prefunded warrants were exercised during August 2023.

The gross proceeds to the Company from the offering of approximately $6 million, before deducting the underwriters' fees and other offering expenses payable by Assure. The Company intends to use the net proceeds from the offering of $5.1 million for general corporate purposes, including working capital, marketing, and capital expenditures.

The Company granted the underwriters in the offering a 45-day option to purchase up to 750,000 additional shares of the Company's common stock and/or pre-funded warrants, in any combination thereof, from the Company at the public offering price, less underwriting discounts and commissions, solely to cover over-allotments, if any. No additional shares were issued under the allotment.

During June 2023, the Company issued 59,748 common shares to certain employees, directors and vendors in lieu of cash compensation.

During August 2023, the Company issued 547,946 common shares per the terms of the Innovation asset purchase agreement (see Note 3).

Nasdaq Notices

On July 25, 2023, the Company received a letter from the Listing Qualifications Staff (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") indicating that, based upon the closing bid price of the Company's common stock, par value $0.001 per share ("Common Stock"), for the last 30 consecutive business days, the Company is not currently in compliance with the requirement to maintain a minimum bid price of $1.00 per share for continued listing on The Nasdaq Capital Market, as set forth in Nasdaq Listing Rule 5550(a)(2) (the "Notice").

The Notice has no immediate effect on the continued listing status of the Company's Common Stock on The Nasdaq Capital Market, and, therefore, the Company's listing remains fully effective.

The Company is provided a compliance period of 180 calendar days from the date of the Notice, or until January 22, 2024, to regain compliance with the minimum closing bid requirement, pursuant to Nasdaq Listing Rule 5810(c)(3)(A). If at any time before January 22, 2024, the closing bid price of the Company's Common Stock closes at or above $1.00 per share for a minimum of 10 consecutive business days, subject to Nasdaq's discretion to extend this period pursuant to Nasdaq Listing Rule 5810(c)(3)(G) to 20 consecutive business days, Nasdaq will provide written notification that the Company has achieved compliance with the minimum bid price requirement, and the matter would be resolved. If the Company does not regain compliance during the compliance period ending January 22, 2024, then Nasdaq may grant the Company a second 180 calendar day period to regain compliance, provided the Company meets the continued listing requirement for market value of publicly-held shares and all other initial listing standards for The Nasdaq Capital Market, other than the minimum closing bid price requirement, and notifies Nasdaq of its intent to cure the deficiency.

The Company will continue to monitor the closing bid price of its Common Stock and seek to regain compliance with all applicable Nasdaq requirements within the allotted compliance periods. If the Company does not regain compliance within the allotted compliance periods, including any extensions that may be granted by Nasdaq, Nasdaq will provide notice that the Company's Common Stock will be subject to delisting. The Company would then be entitled to appeal that determination to a Nasdaq hearings panel. There can be no assurance that the Company will regain compliance with the minimum bid price requirement during the 180-day compliance period, secure a second period of 180 days to regain compliance or maintain compliance with the other Nasdaq listing requirements.

On August 16, 2023, the Company received notice from the Staff of the Nasdaq that the Company no longer satisfies the $2.5 million stockholders' equity requirement for continued listing on The Nasdaq Capital Market, or the alternatives to that requirement - a $35 million market value of listed securities or $500,000 in net income in the most recent fiscal year or two or the last three fiscal years - as required by Nasdaq Listing Rule 5550(b) (the "Equity Requirement"). The notification is separate from, and in addition to, the previously deficiency letter that the Company received from the Staff on July 25, 2023, as discussed above.

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As with the Bid Price Deficiency Letter (as defined above), the Staff's notification has no immediate effect on the Company's continued listing on The Nasdaq Capital Market. In accordance with the Nasdaq Listing Rules, the Company was provided 45 calendar days, or until October 2, 2023, to submit a plan to regain compliance with the Equity Requirement (the "Compliance Plan").

On October 2, 2023, the Company submitted its plan of compliance to the Staff. On November 1, 2023, the Staff provided notice to the Company that the Staff had granted an extension until January 22, 2024, to complete certain key steps of the Company's compliance plan and, assuming those steps are complete on or before January 22, 2024, the Company must demonstrate compliance upon filing its periodic report for the quarter ended March 31, 2024.

During November 2023, the Company received notice from the Staff of the Nasdaq that the Staff has determined to grant the Company an extension of time to regain compliance with Listing Rule 5550(b) (the "Rule"). The Rule requires a minimum $2,500,000 stockholders' equity, $35,000,000 market value of listed securities, or $500,000 net income from continuing operations (the "Equity Requirement").

If the Company fails to evidence compliance upon filing its periodic report for the quarter ended March 31, 2024, with the SEC and Nasdaq, the Company may be subject to delisting. In the event the Company does not satisfy these terms, Staff will provide written notification that its securities will be delisted. At that time, the Company may appeal Staff's determination to a Hearings Panel.

Stock options

On December 10, 2020, shareholders approved amendments to the Company's stock option plan, which amended the plan previously approved on November 20, 2019 (the "Amended Stock Option Plan"). On December 10, 2020, the Company's shareholders approved the adoption of a new fixed equity incentive plan (the **"**Equity Incentive Plan"), which authorizes the Company to grant (a) stock options, (b) restricted awards, (c) performance share units, and other equity-based awards for compensation purposes (collectively, "Awards").

In November 2021, the Company adopted and approved the 2021 Stock Incentive Plan and the 2021 Employee Stock Purchase Plan. The intent of the Company and the Board of Directors is that while the amended 2020 stock option plan and the 2020 equity incentive plan will continue in existence in relation to the options and awards previously granted, the Board will not grant future options or awards thereunder. Instead, only the 2021 Stock Incentive Plan will be used for the grant of options and awards to eligible participants.

As of September 30, 2023, there was 31,859 stock options outstanding under the Amended Stock Option Plan. No additional stock options will be issued under the Amended Stock Option Plan. As of September 30, 2023, there was 11,500 stock options outstanding and an aggregate of 88,500 shares of common stock were available for issuance under the 2021 Stock Option Plan. As of September 30, 2023, no transactions have occurred under the 2021 Employee Stock Purchase Plan.

Options under the 2021 Stock Option Plan are granted from time to time at the discretion of the Board of Directors, with vesting periods and other terms as determined by the Board of Directors.

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A summary of the stock option activity is presented below:

	Options Outstanding			
	Number of Shares Subject to Options	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Balance at December 31, 2021	60,212	$ 111.20	3.60	
Options granted	6,500	$ 103.20		
Options exercised	(40)	$ 100.80		
Options canceled / expired	(17,632)	$ 50.20		
Balance at December 31, 2022	49,040	$ 129.60	2.8	
Options granted	10,000	$ 0.86		
Options canceled / expired	(15,950)	$ 126.25		
Balance at September 30, 2023	43,090	$ 101.25	2.5	$ —
Vested and exercisable at September 30, 2023	30,567	$ 125.83	1.9	$ —

The following table summarizes information about stock options outstanding and exercisable under the Company's Stock Option Plan at September 30, 2023:

Options Outstanding			Options Exercisable	
Number of Outstanding	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price Per Share	Number Exercisable	Weighted Average Exercise Price Per Share
3,020	—	$ 180.00	3,400	$ 180.00
5,740	0.3	$ 156.00	5,740	$ 156.00
2,525	1.0	$ 128.00	2,525	$ 128.00
2,500	2.2	$ 97.00	2,383	$ 97.00
9,955	2.3	$ 106.00	7,634	$ 106.00
1,500	2.5	$ 112.00	1,100	$ 112.00
6,350	3.0	$ 153.00	5,085	$ 153.00
1,500	3.4	$ 103.20	700	$ 103.20
10,000	4.7	$ 0.86	2,000	$ 0.86
43,090	2.5	$ 101.25	30,567	$ 125.83

The Company uses the Black-Scholes option pricing model to determine the estimated fair value of options. The fair value of each option grant is determined on the date of grant and the expense is recorded on a straight-line basis and is included as a component of general and administrative expense in the consolidated statements of operations. The assumptions used in the model include expected life, volatility, risk-free interest rate, dividend yield and forfeiture rate. The Company's determination of these assumptions is outlined below.

Expected life — The expected life assumption is based on an analysis of the Company's historical employee exercise patterns.

Volatility — Volatility is calculated using the historical volatility of the Company's common stock for a term consistent with the expected life.

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Risk-free interest rate — The risk-free interest rate assumption is based on the U.S. Treasury rate for issues with remaining terms similar to the expected life of the options.

Dividend yield — Expected dividend yield is calculated based on cash dividends declared by the Board for the previous four quarters and dividing that result by the average closing price of the Company's common stock for the quarter. The Company has not declared a dividend to date.

Forfeiture rate — The Company does not estimate a forfeiture rate at the time of the grant due to the limited number of historical forfeitures. As a result, the forfeitures are recorded at the time the grant is forfeited, which can result in negative stock-based compensation expense in the period of forfeiture.

The following assumptions were used to value the awards granted during the nine months ended September 30, 2023, and 2022:

	Nine Months Ended September 30,	
	2023	2022
Expected life (in years)	5.0	5.0
Risk-free interest rate	4.0 %	1.7 %
Dividend yield	— %	— %
Expected volatility	137 %	132 %

Stock-based compensation benefit for the three months ended September 30, 2023, and 2022 was $163 thousand and $108 thousand, respectively. Stock-based compensation (benefit) expense for the nine months ended September 30, 2023, and 2022 was $(107) thousand and $464 thousand, respectively. The stock-based compensation benefit for the three and nine months ended September 30, 2023, and the three months ended September 30, 2022, was related to stock option forfeitures and cancellations. As of September 30, 2023, there was approximately $618 thousand of total unrecognized compensation cost related to 12,523 unvested stock options that is expected to be recognized over a weighted-average remaining vesting period of 2.9 years.

Warrants

The following table details warrant activity for the nine months ended September 30, 2023:

	Number of Warrants outstanding
Balance at December 31, 2021	197,000
Debenture, warrants issued	9,000
Balance at December 31, 2022	206,000
Warrants expired	(11,026)
Warrants issued	750,000
Warrants exercised	(750,000)
Balance at September 30, 2023	194,974

The following table summarizes warrants outstanding by transaction type:

	Number of Warrants outstanding
Convertible debt, warrants issued (Note 5)	8,645
Debenture, warrants issued (Note 5)	13,750
Other warrants issued	9,000
December 2020 equity financing warrants issued (1)	163,579
Total warrant outstanding	194,974

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(1) For a complete discussion of the warrants issued during December 2020, see Note 11 to the consolidated financial statement for the year ended December 31, 2021, as filed on Form 10-K on March 14, 2022.

9. LOSS PER SHARE

The following table sets forth the computation of basic and fully diluted loss per share for the three and nine months ended September 30, 2023, and 2022 (in thousands, except per share amounts):

	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Net loss	$ (7,439)	$ (1,433)	$ (17,015)	$ (8,618)
Basic weighted average common stock outstanding	6,043,356	761,047	3,480,014	684,334
Basic loss per share	$ (1.23)	$ (1.88)	$ (4.89)	$ (12.59)
Net loss	$ (7,439)	$ (1,433)	$ (17,015)	$ (8,618)
Dilutive weighted average common stock outstanding	6,043,356	761,047	3,480,014	684,334
Diluted loss per share	$ (1.23)	$ (1.88)	$ (4.89)	$ (12.59)

Basic net income (loss) per share is computed using the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed using the treasury stock method to calculate the weighted average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential dilutive common shares include incremental common shares issuable upon the exercise of stock options, less shares from assumed proceeds. The assumed proceeds calculation includes actual proceeds to be received from the employee upon exercise and the average unrecognized stock compensation cost during the period.

Stock options to purchase 43,090 and 44,129 shares of common stock and warrants to purchase 194,974 and 197,000 shares of common stock were outstanding at September 30, 2023, and 2022 that were not included in the computation of diluted weighted average common stock outstanding because their effect would have been anti-dilutive.

10. COMMITMENTS AND CONTINGENCIES

Indemnifications

The Company is a party to a variety of agreements in the ordinary course of business under which it may be obligated to indemnify third parties with respect to certain matters. These obligations include, but are not limited to, contracts entered into with physicians where the Company agrees, under certain circumstances, to indemnify a third party, against losses arising from matters including but not limited to medical malpractice and other liability. The impact of any such future claims, if made, on future financial results is not subject to reasonable estimation because considerable uncertainty exists as to final outcome of these potential claims.

As permitted under Nevada law, the Company has agreements whereby it indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was, serving at the Company’s request in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company believes, given the absence of any such payments in the Company’s history, and the estimated low probability of such payments in the future, that the estimated fair value of these indemnification agreements is immaterial. In addition, the Company has directors’ and officers’ liability insurance coverage that is intended to reduce its financial exposure and may enable the Company to recover any payments, should they occur.

In April 2022, the U.S. Department of Justice (“DOJ)” issued Civil Investigative Demands which seek information with respect to a civil investigation under the Anti-kickback Statute and the False Claims Act. The Company voluntarily contacted the DOJ offering to provide any materials needed in the investigation and to answer any questions. While the Company's policy during the relevant time was to not seek payments from federal health care programs, the third-party billing company utilized at that time submitted some claims to Medicare Advantage plans administered by commercial insurance companies. The Company has worked diligently to ensure that payments from Medicare Advantage plans have been returned to the commercial insurance companies and believes it has returned substantially all such payments that it has discovered to date, totaling approximately $450 thousand. We are currently unable to predict the eventual scope, ultimate timing, or outcome of this investigation. As a result, we are unable to estimate the amount or range of any potential loss, if any, arising from this investigation.

11. SUBSEQUENT EVENT

Nasdaq notice

During November 2023, the Company received notice from the Staff who has determined to grant the Company an extension of time to regain compliance with Listing Rule 5550(b) (the "Rule"). The Rule requires a minimum $2,500,000 stockholders' equity, $35,000,000 market value of listed securities, or $500,000 net income from continuing operations (the "Equity Requirement").

As discussed in Note 8 the Company received notice from the Staff that the Company no longer satisfies the $2.5 million stockholders' equity requirement for continued listing on The Nasdaq Capital Market, or the alternatives to that requirement - a $35 million market value of listed securities or $500,000 in net income in the most recent fiscal year or two of the last three fiscal years. The Company was provided 45 calendar days, or until October 2, 2023, to submit a plan to the Staff to regain compliance with the Equity Requirement.

On October 2, 2023, the Company submitted its plan of compliance to the Staff. On November 1, 2023, the Staff provided notice to the Company that the Staff had granted an extension until January 22, 2024 to complete certain key steps of the Company's compliance plan and, assuming those steps are complete on or before January 22, 2024, the Company must demonstrate compliance upon filing its periodic report for the quarter ended March 31, 2024.

If the Company fails to evidence compliance upon filing its periodic report for the quarter ended March 31, 2024, with the SEC and Nasdaq, the Company may be subject to delisting. In the event the Company does not satisfy these terms, Staff will provide written notification that its securities will be delisted. At that time, the Company may appeal Staff's determination to a Hearings Panel.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the attached unaudited condensed consolidated financial statements and notes thereto, and with our audited financial statements and notes thereto for the year ended December 31, 2022, found in the annual report on Form 10-K filed by Assure Holdings Corp. on March 31, 2023 (the "Form 10-K")

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included in this Annual Report, including statements regarding the Company's future financial condition, results of operations, plans, objectives, expectations, future performance, business operations and business prospects, are forward-looking statements and may be identified by the use of words including, but not limited to the following; "may," "believe," "will," "expect," "project," "estimate," "anticipate," "plan," "continue," or the negative thereof or other variations thereon or comparable terminology.

These forward-looking statements are based on our management's current plans and expectations and are subject to uncertainty and changes in circumstances. We cannot assure you that future developments affecting us will be those that we have anticipated or occur in the manner we expected. Actual results may differ materially from these expectations due to changes in expected future political, legal, economic, business, competition, market and regulatory conditions and other factors and assumptions of management in making such statements, many of which are beyond our control.

Although forward-looking statements in this Quarterly Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks, uncertainties, and changes in condition, significance, value, and effect, including those discussed under the heading "Risk Factors" in our annual report on Form 10-K and other documents we file from time to time with the Securities and Exchange Commission ("SEC"), such as our quarterly reports on Form 10-Q and our current reports on Form 8-K. Such risks, uncertainties and changes in condition, significance, value, and effect could cause our actual results to differ materially from those expressed herein and in ways not readily foreseeable. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report and are based on information currently and reasonably known to us. We undertake no obligation to revise or update any forward-looking statements to reflect any event or circumstance that may arise after the date of this Quarterly Report, other than as required by law. Readers are urged to carefully review and consider the various disclosures made in this Quarterly Report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

As used in this Quarterly Report, references to "Assure," the "Company," "we," "our," or "us" mean Assure Holdings Corp., and consolidated subsidiaries, or any one or more of them, as the context requires.

OVERVIEW

Assure is a provider of remote neurology services and Intraoperative neuromonitoring ("IONM"). The Company delivers a turnkey suite of clinical and operational services to support surgeons and medical facilities during invasive surgical procedures. IONM has been well established as a standard of care and risk mitigation tool for various surgical verticals such as neurosurgery, spine, cardiovascular, orthopedic, ear, nose, and throat ("ENT"), and other surgical procures that place the nervous system at risk. Accredited by The Joint Commission, Assure's mission is to provide exceptional surgical care and help make invasive surgeries safer. Our strategy focuses on utilizing best of class personnel and partners to deliver outcomes that are beneficial to all stakeholders including patients, surgeons, hospitals, insurers, and stockholders.

During each procedure, Assure provides two types of services, the Technical Component and Professional Component of IONM. Our in-house Interoperative Neurophysiologists ("INP") provide the Technical Component IONM services from the operating room throughout the procedure, while telehealth-oriented supervising practitioners provide a level of redundancy and risk mitigation in support of the onsite INPs and the surgical team. In addition, Assure offers a comprehensive suite of IONM services, including scheduling the INP and supervising practitioner, real time monitoring, patient advocacy and subsequent billing and collecting for services provided.

Clinical leadership, surgeon support and patient care are Assure's cornerstones. We make substantial ongoing investments in our training and development of clinical staff and have created a training program to rigorously train new INPs to cost-effectively join the Assure team. In addition, we have partnered with the internationally renowned Texas Back Institute on clinical research relating to IONM safety and efficacy.

Historically, the foundation of Assure's business has been providing the Technical Component of IONM via our INP staff. We employ highly trained INPs, which provide a direct point of contact in the operating room during the surgeries to relay critical information to the surgical team. In this one-to-one business model, Assure pairs a team of INPs with third-party surgeons to promote a level of familiarity, comfort and efficiency between the surgeon and the INP. Each INP can support approximately 200 cases annually. Our INPs monitor the surgical procedure using state of the art, commercially available, diagnostic medical equipment. Assure INP's are certified by a third-party accreditation board, ABRET Neurodiagnostic Credentialing and Accreditation ("ABRET"). The success of our service depends upon the timely recognition and successful interpretation of the data signals by our INPs and remote supervisors to quickly determine if the patient is experiencing a deficiency and advise the surgeon to determine if surgical intervention is required to positively impact the patient and surgery.

Beginning in the second quarter of 2021, Assure began executing on its long-term vertical integration plan by expanding into tele-neurology services. This includes delivering remote neurology services in support of the surgical team and INPs. Supervising practitioners are utilizing equipment and training to monitor electroencephalographic ("EEG") and electromyography ("EMG") and several other complex modalities during surgical procedures to pre-emptively notify the surgeon of any nerve related issues as they are identified. Assure has utilized employee and third-party contractors, working from remote locations as supervising practitioners supporting surgical teams and our INPs.

The Professional Component of IONM is provided via tele-neurology services under a one-to-many business model, and as a result, has a different financial profile than the Technical Component. Supervising practitioners provide tele-neurology services from an off-site location and maintain the ability to monitor multiple surgical cases simultaneously. As a result, each supervising practitioner has the ability to monitor approximately 2,500 or more cases annually.

Expansion in the Professional Component of IONM was intended to better position the Company to oversee quality of service for providing tele-neurology services and to significantly reduce cost of delivery, allowing the Company to improve profitability on every case performed. Assure's objective was to significantly cut the cost of delivery for tele-neurology services going forward.

Assure has made substantial investments to make its revenue cycle management function more data-driven, analytical, and automated. This modernization facilitated successful state-level arbitrations in 2022 and federal arbitrations in 2023. Success in arbitration supported improving cash flow. Many IONM competitors, particularly smaller peers that remain reliant on third-party billing companies lack the analytics and transparency to similarly leverage opportunities presented by the arbitration process. Going forward, the Company intends to continue to seek arbitration opportunities related to uncollected accounts receivable and offer billing and collections services to third parties.

Additionally, the Company continues to move away from Assure's legacy Managed Service Agreement ("MSA") model in order to keep all collections generated from services provided by the Professional Component of IONM. The Company expects all MSA relationships to be terminated by the end of 2023.

During September 2023, the Company's Board of Directors initiated a process to explore strategic alternatives. In consultation with financial and legal advisors, the comprehensive strategic review process began immediately and evaluates a broad range of options to maximize shareholder value.

As part of this review process, Assure is exploring potential strategic alternatives that may include, but are not limited to, an acquisition, merger, business combination, sale of assets or other strategic or financial transaction. The review process is ongoing and there can be no assurance that this review process will result in pursuing a transaction or that any transaction, if pursued, will be completed.

However, the Company will continue to support professional and technical cases during the review process. In 2023, Assure provided IONM services for approximately 191 surgeons in 130 hospitals and surgery centers across the Company's operational footprint.

The Company has financed its cash requirements primarily through revenues generated from its services, by utilizing debt facilities and from the sale of common stock.

Payment for services, revenue mix and seasonality related to discontinued operations

Nearly half of Assure's patients commonly have commercial health insurance coverage ("Commercial Payor") and we are compensated via their health insurance plan. Assure's commercial insurance patients represent the significant majority of our revenue and profit margin. We produce separate bills for the Technical Component and the Professional Component of the IONM services we perform. The majority of our commercial payors are billed out-of-network and we negotiate payment for each claim. The remainder of commercial payors utilize a contracted rate. The majority of contracted rates are via indirect agreements with third-party organizations or related entities of the commercial payor.

We bill, collect, and retain 100% of the revenue associated with the Technical Component of the services we provide. For the Professional Component, when the supervising practitioner is an Assure employee or where we own 100% of the entity managing the procedure, the Company bills, collects and retains 100% of the revenue. In instances in which the Professional Component is provided via MSAs with surgeons or through agreements with Professional Entities ("PE"), we engage in a revenue share based on the percentage outlined in the underlying agreement. Assure is taking steps to reduce business associated with MSAs.

For the balance of the patients we serve, billing is made under individual facility service agreements with hospitals. In these cases, the hospital's patient may be uninsured or have government insurance. Regardless, Assure provides the same high level of service and quality of care.

The surgical segment of the health care industry tends to be impacted by seasonality due to the nature of most benefit plans resetting on a calendar year basis. As patients utilize and reduce their remaining deductible throughout the year, Assure typically sees an increase in volume throughout the year with the biggest impact coming during the fourth quarter. As a result, historically our annual revenues are overweighted in the fourth quarter.

Seasonality impacts our revenue mix for similar reasons. As patients with commercial insurance utilize and reduce their remaining deductible throughout the year, we typically see an increase in volume with the biggest impact coming in the fourth quarter. Historically, our revenue mix is relatively overweighted to patients with commercial insurance in the second half of the year and to patients with government insurance in the first half of the year.

RESULTS OF OPERATIONS

Three Months Ended September 30, 2023, Compared to the Three Months Ended September 30, 2022

The following table provides selected financial information from the condensed consolidated financial statements of income for the three months ended September 30, 2023, and 2022. All dollar amounts set forth in the table below are expressed thousands of dollars, except share and per share amounts.

	Three Months Ended September 30,		Change	Change
	2023	2022	$	%
Revenue, net	$ 48	$ 162	$ (114)	(70)%
Cost of revenues	622	613	9	1 %
Gross margin	(574)	(451)	(123)	27 %
Operating expenses				
General and administrative	3,544	3,339	205	6 %
Bad debt expense related to termination of managed service agreements	84	—	84	100 %
Depreciation and amortization	5	14	(9)	(64)%
Total operating expenses	3,633	3,353	280	8 %
Loss from operations	(4,207)	(3,804)	(403)	11 %
Other income (expenses)				
Income from equity method investments	—	13	(13)	(100)%
Interest income	11	—	11	100 %
Interest expense	(519)	(452)	(67)	15 %
Other expense, net	(53)	(42)	(11)	26 %
Accretion expense	(170)	(170)	—	— %
Total other expense, net	(731)	(651)	(80)	12 %
Loss from continuing operations before income taxes	(4,938)	(4,455)	(483)	11 %
Income tax benefit on continuing operations	—	1,226	(1,226)	(100)%
Loss from continuing operations	(4,938)	(3,229)	(1,709)	53 %
Income (loss) from discontinued operations, net of tax	(2,501)	1,796	(4,297)	(239)%
Net loss	$ (7,439)	$ (1,433)	$ (6,006)	419 %
Loss per share				
Basic	$ (1.23)	$ (1.88)	$ 0.65	(35)%
Diluted	$ (1.23)	$ (1.88)	$ 0.65	(35)%
Weighted average number shares – basic	6,043,356	761,047	5,282,309	694 %
Weighted average number shares – diluted	6,043,356	761,047	5,282,309	694 %

Revenue

Total revenue for the three months ended September 30, 2023, and 2022, were $48 thousand and $162 thousand, respectively. The Company did not incur implicit price concessions during the three months ended September 30, 2023, and 2022. Revenue consists of income generated by our billing and collections team related to third-party collections and from managed service arrangements on a contractual basis. Revenue from services rendered is recorded after services are rendered. The decrease in revenue is attributable to the Company’s efforts to exit the managed service arrangements.

Cost of revenues

Cost of revenues for the three months ended September 30, 2023, were $622 thousand consistent with $613 thousand for the same period in 2022. Cost of revenues consist primarily of the cost of our internal billing and collection department.

General and administrative

General and administrative expenses were $3.5 million and $3.3 million for the three months ended September 30, 2023, and 2022, respectively. The increase is primarily related to costs associated with legal and consulting costs associated with our acquisition of certain assets of Innovation, partially offset by a decrease in employee related costs due to a decrease in headcount.

Interest expense

Interest expense, net was $519 thousand for the three months ended September 30, 2023, compared to $452 thousand for the three months ended September 30, 2022. The increase year-over-year is primarily due to higher outstanding debt balances. Specifically, interest expense was $388 thousand and $324 thousand for the three months ended September 30, 2023, and 2022, respectively, for the Centurion debt. The remaining amount of interest expense is associated with implied interest on the Company's lease obligations.

Accretion expense

The Company recorded non-cash accretion expense of $170 thousand for the three months ended September 30, 2023, and 2022, respectively. The Company accretes the difference between the fair value of the convertible debt and the debenture and the face value of the convertible debt and the debenture over the term of the convertible debt and the debenture. Specifically, accretion expense was $95 thousand for each period related to the convertible debt and $75 thousand for each period related to the Centurion debt.

Income tax benefit

For the three months ended September 30, 2023, income tax benefit was $nil compared to income tax benefit of $1.2 million for the three months ended September 30, 2022. The Company's estimated annual tax rate is impacted primarily by the amount of taxable income earned in each jurisdiction the Company operates in and permanent differences between financial statement carrying amounts and the tax basis.

Discontinued operations

Loss from discontinued operations was $2.5 million for the three months ended September 30, 2023, compared to income of $1.8 million for the three months ended September 30, 2022. Discontinued operations consist of the following activities:

Technical and professional service revenue is recognized in the period in which IONM services are rendered, at net realizable amounts due from third party payors when collections are reasonably assured and can be estimated. The majority of the Company's services are rendered on an out-of-network basis and billed to third-party insurers. We estimate out-of-network technical and professional revenue per case based upon our historical cash collection rates from private health insurance carriers. Our revenue estimation process for out-of-network revenue is based on the collection experience from insurance cases that are between 1 and 24 months old as management believes the more recent collection experience is more indicative of future per case collection rates. The Company reserves accounts receivable beginning in the fifth quarter after date of service and continuing to increase the reserve percentage until the receivable is aged to 24 months and a day at which point it is fully reserved.

Cost of revenues consist primarily of the cost of technologist and supervising practitioner wages, third-party supervising practitioner fees, and medical supplies. Technologist and supervising practitioner wages and medical supplies vary with the number of neuromonitoring cases. The decrease in costs of revenues is primarily related to the Company's efforts focused on reducing the Company's average cost of delivery in providing our services, both on the technologist and the remote neurology parts of the business.

Additionally, discontinued operations consist of sales and marketing expenses related to the generation of revenue and depreciation, amortization and implied interest expenses related to the medical equipment utilized in operations.

Nine Months Ended September 30, 2023, Compared to the Nine Months Ended September 30, 2022

	Nine Months Ended September 30,		Change	Change
	2023	2022	$	%
Revenue, net	$ 226	$ 356	$ (130)	(37)%
Cost of revenues	1,998	1,926	72	4 %
Gross margin	(1,772)	(1,570)	(202)	13 %
Operating expenses				
General and administrative	10,105	11,176	(1,071)	(10)%
Bad debt expense related to termination of managed service agreements	84	—	84	100 %
Depreciation and amortization	6	45	(39)	(87)%
Total operating expenses	10,195	11,221	(1,026)	(9)%
Loss from operations	(11,967)	(12,791)	824	6 %
Other income (expenses)				
Income from equity method investments	38	18	20	(111)%
Gain on Paycheck Protection Program loan forgiveness	—	1,665	(1,665)	100 %
Interest income	11	—	11	— %
Interest expense	(1,511)	(1,254)	(257)	20 %
Other income, net	329	28	301	1,075 %
Accretion expense	(511)	(511)	—	— %
Total other expense, net	(1,644)	(54)	(1,590)	2,944 %
Loss from continuing operations before taxes	(13,611)	(12,845)	(766)	(6)%
Income tax benefit on continuing operations	171	3,508	(3,337)	(95)%
Loss from continuing operations	(13,440)	(9,337)	(4,103)	44 %
Income (loss) from discontinued operations, net of tax	(3,575)	719	(4,294)	(597)%
Net loss	$ (17,015)	$ (8,618)	$ (8,397)	(97)%
Loss per share				
Basic	$ (4.89)	$ (12.59)	$ 7.70	61 %
Diluted	$ (4.89)	$ (12.59)	$ 7.70	61 %
Weighted average number shares – basic	3,480,014	684,334	2,795,680	409 %
Weighted average number shares – diluted	3,480,014	684,334	2,795,680	409 %

Revenue

Total revenue for the nine months ended September 30, 2023, and 2022, were $226 thousand and $356 thousand, respectively. Revenue consists of income generated by our billing and collections team related to third-party collections and from managed service arrangements on a contractual basis. Revenue from services rendered is recorded after services are rendered. The decrease in revenue is attributable to the Company’s efforts to exit the managed service arrangements.

Cost of revenues

Cost of revenues for the nine months ended September 30, 2023, were $2.0 million consistent with $1.9 million for the same period in 2022. Cost of revenues consist primarily of the cost of our internal billing and collection department.

General and administrative

General and administrative expenses were $10.1 million and $11.2 million for the nine months ended September 30, 2023, and 2022, respectively. The decrease is primarily related to lower employee costs due to a decrease in headcount and a decrease in stock-based compensation related to forfeitures and cancellations of employee stock options.

Gain on Paycheck Protection Program loan forgiveness

During March 2021, the Company received an unsecured loan under the United States Small Business Administration Paycheck Protection Program ("PPP") pursuant to the recently adopted Coronavirus Aid, Relief, and Economic Security Act (the "PPP Loan") in the amount of $1.7 million. During January 2022, the Company was granted forgiveness of the PPP Loan. As of September 30, 2022, the Company recorded a gain on forgiveness of the PPP Loan of $1.7 million. There were no similar transactions during the nine months ended September 30, 2023.

Interest expense

Interest expense, net was $1.5 million for the nine months ended September 30, 2023, compared to $1.3 million for the nine months ended September 30, 2022. The increase year-over-year is primarily due to higher outstanding debt balances. Specifically, interest expense was $221 for each of the nine months ended September 30, 2023, and 2022 related to the convertible debt, respectively, and $1.1 million and $872 thousand for the nine months ended September 30, 2023, and 2022, respectively, for the Centurion debt. The remaining amount of interest expense is associated with implied interest on the Company's lease obligations.

Accretion expense

The Company recorded non-cash accretion expense of $511 thousand for the nine months ended September 30, 2023, and 2022, respectively. The Company accretes the difference between the fair value of the convertible debt and the debenture and the face value of the convertible debt and the debenture over the term of the convertible debt and the debenture. Specifically, accretion expense was $285 thousand for each period related to the convertible debt and $226 thousand for each period related to the Centurion debt.

Income tax benefit

For the nine months ended September 30, 2023, income tax benefit was $171 thousand compared to income tax benefit of $3.5 million for the nine months ended September 30, 2022. The Company's estimated annual tax rate is impacted primarily by the amount of taxable income earned in each jurisdiction the Company operates in and permanent differences between financial statement carrying amounts and the tax basis.

Discontinued operations

Loss from discontinued operations was $3.6 million for the nine months ended September 30, 2023, compared to income of $719 thousand for the nine months ended September 30, 2022. Discontinued operations consist of the following activities:

Technical and professional service revenue is recognized in the period in which IONM services are rendered, at net realizable amounts due from third party payors when collections are reasonably assured and can be estimated. The majority of the Company's services are rendered on an out-of-network basis and billed to third-party insurers. We estimate out-of-network technical and professional revenue per case based upon our historical cash collection rates from private health insurance carriers. Our revenue estimation process for out-of-network revenue is based on the collection experience from insurance cases that are between 1 and 24 months old as management believes the more recent collection experience is more indicative of future per case collection rates. The Company reserves accounts receivable beginning in the fifth quarter after date of service and continuing to increase the reserve percentage until the receivable is aged to 24 months and a day at which point it is fully reserved.

Cost of revenues consist primarily of the cost of technologist and supervising practitioner wages, third-party supervising practitioner fees, and medical supplies. Technologist and supervising practitioner wages and medical supplies vary with the number of neuromonitoring cases. The decrease in costs of revenues is primarily related to the Company's efforts focused on reducing the Company's average cost of delivery in providing our services, both on the technologist and the remote neurology parts of the business.

Additionally, discontinued operations consist of sales and marketing expenses related to the generation of revenue and depreciation, amortization and implied interest expenses related to the medical equipment utilized in operations.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

Funding Requirements

Our cash position as of September 30, 2023, was $634 thousand compared to the December 31, 2022 cash balance of $905 thousand. Working capital was $4.7 million as of September 30, 2023, compared to $18.3 million at December 31, 2022. Our working capital balance and our estimated cash flows from operations during 2023 will not support our operating activities and our obligations for the next 12 months. We intend to seek equity or debt financing and have implemented significant cost cutting measures to mitigate our going concern. Such financings may include the issuance of shares of common stock, warrants to purchase common stock, convertible debt or other instruments that may dilute our current stockholders. Financing may not be available to us on acceptable terms depending on market conditions at the time we seek financing. We applied for a $3.2 million refund under the CARES Act Employee Retention Credit program, however there is no guarantee when, or if, these funds will be received during 2023. Furthermore, our independent registered public accountants have expressed that substantial doubt exists as to the Company's ability to continue as a going concern. See Item 8. Report of Independent Registered Public Accountant in our Annual Report on Form 10-K as filed with the SEC on March 31, 2023, for further discussion.

On July 25, 2023, the Company received a letter from the Listing Qualifications Staff of The Nasdaq Stock Market LLC ("Nasdaq") indicating that, based upon the closing bid price of the Company's common stock for 30 consecutive business days, the Company is not currently in compliance with the requirement to maintain a minimum bid price of $1.00 per share for continued listing on The Nasdaq Capital Market, as set forth in Nasdaq Listing Rule 5550(a)(2) (the "Notice").

On August 16, 2023, the Company received notice from the Staff of the Nasdaq that the Company no longer satisfies the $2.5 million stockholders' equity requirement for continued listing on The Nasdaq Capital Market, or the alternatives to that requirement - a $35 million market value of listed securities or $500,000 in net income in the most recent fiscal year or two or the last three fiscal years - as required by Nasdaq Listing Rule 5550(b) (the "Equity Requirement"). The notification is separate from, and in addition to, the previously deficiency letter that the Company received from the Staff on July 25, 2023, as discussed above.

During November 2023, the Company received notice from the Staff of the Nasdaq that the Staff has determined to grant the Company an extension of time to regain compliance with Listing Rule 5550(b) (the "Rule"). The Rule requires a minimum $2,500,000 stockholders' equity, $35,000,000 market value of listed securities, or $500,000 net income from continuing operations (the "Equity Requirement").

On October 2, 2023, the Company submitted its plan of compliance to the Staff. On November 1, 2023, the Staff provided notice to the Company that the Staff had granted an extension until January 22, 2024, to complete certain key steps of the Company's compliance plan and, assuming those steps are complete on or before January 22, 2024, the Company must demonstrate compliance upon filing its periodic report for the quarter ended March 31, 2024. A delisting from Nasdaq would negatively impact our ability to raise additional capital through equity financings on acceptable terms in order to meet our plan of continued growth.

We are also dependent on Centurion granting us certain add-backs and other one-time adjustments in the calculation of our financial covenants related to EBITDA related to the Centurion debt and if we are not granted such allowances we may not meet our financial covenants which could result in a default on our obligations and the lender could foreclose on our assets if we cannot otherwise payoff the debt. The Company's was not in compliance with the debt covenants as of September 30, 2023. However, on November 20, 2023, 2023, the Company received a debt covenant waiver as of September 30, 2023. The Company expects similar waivers will be required from Centurion in future periods. We currently owe approximately $11 million in face amount on the Centurion debt and an additional approximately $3.45 million in convertible debentures.

Our near-term cash requirements relate primarily to payroll expenses, trade payables, debt payments, capital lease payments, and general corporate obligations.

Cash flows from operating activities

For the nine months ended September 30, 2023, we collected approximately $12.5 million of cash from operations compared to collecting approximately $17.4 million in the same prior year period. As of September 30, 2023, accounts receivable, which are recorded net of implicit price concessions, was $6.0 million compared to $15.1 million at December 31, 2022. The decrease in our accounts receivable balance during 2023 is primarily related to the increased velocity of cash receipts and implicit price concession charges.

Cash used in operating activities for the nine months ended September 30, 2023 and 2022, was $4.8 million and $5.3 million, respectively. Cash was used to fund operations and to fund operations and the acquisition of Innovation assets.

In October 2022, we experienced a meaningful decrease in the Texas reimbursement benchmark, which has been utilized in state arbitration claims to great success through September of this year. Texas state arbitration reimbursement has realigned to a level much closer to the state average across our operational footprint based on our arbitration experience. Since Texas represents approximately 60% of our patient volume, we expect to remain focused on participation rates for state arbitrations in Texas.

Cash flows used in investing activities

Cash used in investing activities of $359 thousand for the nine months ended September 30, 2023, was related the PE distributions of $60 thousand, offset by payments related to acquisition of $419 thousand. Cash used in investing activities of $161 thousand for the nine months ended September 30, 2022, was related the PE distributions of $69 thousand, offset by fixed asset purchases of $26 thousand, and payments related to acquisitions of $204 thousand.

We have receivables from equity investments in PEs and other entities that are due and payable upon those entities collecting on their own accounts receivable. To the extent that these entities are unable to collect on their accounts receivable or there is an impairment in the valuation of those accounts receivable, the Company will need to reduce its related party receivables and/or its equity investments in the PEs.

Cash flows from financing activities

Cash provided by financing activities of $4.9 million for the nine months ended September 30, 2023, resulted from a public offering of approximately 4 million common shares at a price of $1.20 per common share and a private placement of 50,000 common shares at a price of $6.00 per common share, partially offset by finance lease principal payments of $289 and acquisition liability payments of $230 thousand. Cash provided by financing activities of $5.2 million for the nine months ended September 30, 2022, was due the issuance of 5,576,087 common shares at a price per common shares of $1.12.

Off-Balance Sheet Arrangements

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

CRITICAL ACCOUNTING POLICIES

We prepare our consolidated financial statements in conformity with GAAP. Application of GAAP requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes and within this Management's Discussion and Analysis of Financial Condition and Results of Operations section. We consider our most important accounting policies that require significant estimates and management judgment to be those policies with respect to revenue, accounts receivable, stock-based compensation, acquired intangible assets, goodwill, and income taxes, which are discussed below. Our other significant accounting policies are summarized in Note 2, "Basis of Presentation" and Note 3, "Summary of Significant Accounting Policies," of the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2022 as filed with the Securities and Exchange Commission on March 31, 2023.

We continually evaluate the accounting policies and estimates used to prepare the consolidated financial statements. In general, our estimates are based on historical experience, evaluation of current trends, information from third-party professionals and various other assumptions that we believe to be reasonable under the known facts and circumstances. Estimates can require a significant amount of judgment and a different set of assumptions could result in material changes to our reported results.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, an evaluation was carried out under the supervision of, and with the participation of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operations of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on that evaluation, the CEO and the CFO have concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our internal control over financial reporting was ineffective.

Material Weaknesses

Management noted inadequate controls over the review of the accounting for complex transactions which management believes to be a material weakness.

A material weakness (within the meaning of PCAOB Auditing Standard No. 5) is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the company's financial reporting.

Remediation

In response to the identified material weakness, during the fourth quarter of 2023, management has implemented a rigorous review process regarding the accounting for complex transactions.

Changes in Internal Control over Financial Reporting

There has been no other changes in our internal control over financial reporting during the quarter ended September 30, 2023 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not aware of any material pending or threatened legal proceedings or of any proceedings known to be contemplated by governmental authorities that are, or would be, likely to have a material adverse effect upon us or our operations, taken as a whole.

In April 2022, the U.S. Department of Justice ("DOJ") issued Civil Investigative Demands which seek information with respect to a civil investigation under the Anti-kickback Statute and the False Claims Act. We voluntarily contacted the DOJ offering to provide any materials needed in the investigation and to answer any questions. While our policy during the relevant time was to not seek payments from federal health care programs, the third-party billing company we used at that time submitted some claims to Medicare Advantage plans administered by commercial insurance companies. We have worked diligently to ensure that payments from Medicare Advantage plans have been returned to the commercial insurance companies and we believe we have returned substantially all such payments that we have discovered to date, totaling approximately $450,000. We are currently unable to predict the eventual scope, ultimate timing, or outcome of this investigation. As a result, we are unable to estimate the amount or range of any potential loss, if any, arising from this investigation.

ITEM 1A. RISK FACTORS

During the nine months ended September 30, 2023, there were no material changes to the risk factors disclosed in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2022, with the exception of the following:

We have not been in compliance with the requirements of the NASDAQ for continued listing and if NASDAQ does not concur that we have adequately remedied our non-compliance, our common stock may be delisted from trading on NASDAQ, which could have a material adverse effect on us and our stockholders.

On July 25, 2023, the Company received a written notice from Nasdaq that, because the closing bid price for the Company's common stock had fallen below $1.00 per share for 30 consecutive business days, the Company no longer complies with the minimum bid price requirement for continued listing on the Nasdaq.

The Notice has no immediate effect on the continued listing status of the Company's Common Stock on The Nasdaq Capital Market, and, therefore, the Company's listing remains fully effective.

The Company is provided a compliance period of 180 calendar days from the date of the Notice, or until January 22, 2024, to regain compliance with the minimum closing bid requirement, pursuant to Nasdaq Listing Rule 5810(c)(3)(A). If at any time before January 22, 2024, the closing bid price of the Company’s Common Stock closes at or above $1.00 per share for a minimum of 10 consecutive business days, subject to Nasdaq’s discretion to extend this period pursuant to Nasdaq Listing Rule 5810(c)(3)(G) to 20 consecutive business days, Nasdaq will provide written notification that the Company has achieved compliance with the minimum bid price requirement, and the matter would be resolved. If the Company does not regain compliance during the compliance period ending January 22, 2024, then Nasdaq may grant the Company a second 180 calendar day period to regain compliance, provided the Company meets the continued listing requirement for market value of publicly-held shares and all other initial listing standards for The Nasdaq Capital Market, other than the minimum closing bid price requirement, and notifies Nasdaq of its intent to cure the deficiency.

The Company will continue to monitor the closing bid price of its Common Stock and seek to regain compliance with all applicable Nasdaq requirements within the allotted compliance periods. If the Company does not regain compliance within the allotted compliance periods, including any extensions that may be granted by Nasdaq, Nasdaq will provide notice that the Company's Common Stock will be subject to delisting. The Company would then be entitled to appeal that determination to a Nasdaq hearings panel. There can be no assurance that the Company will regain compliance with the minimum bid price requirement during the 180-day compliance period, secure a second period of 180 days to regain compliance or maintain compliance with the other Nasdaq listing requirements.

On August 16, 2023, the Company received notice from the Staff of the Nasdaq that the Company no longer satisfies the $2.5 million stockholders’ equity requirement for continued listing on The Nasdaq Capital Market, or the alternatives to that requirement - a $35 million market value of listed securities or $500,000 in net income in the most recent fiscal year or two or the last three fiscal years - as required by Nasdaq Listing Rule 5550(b) (the “Equity Requirement”). The notification is separate from, and in addition to, the previously deficiency letter that the Company received from the Staff on July 25, 2023, as discussed above.

As with the bid price deficiency letter, the Staff’s notification has no immediate effect on the Company’s continued listing on The Nasdaq Capital Market. In accordance with the Nasdaq Listing Rules, the Company was provided 45 calendar days, or until October 2, 2023, to submit a plan to regain compliance with the Equity Requirement (the “Compliance Plan”). The Company submitted its Compliance Plan on October 2, 2023. On November 1, 2023, the Staff provided notice to the Company that the Staff had granted an extension until January 22, 2024 to complete certain key steps of the Company’s compliance plan and, assuming those steps are complete on or before January 22, 2024, the Company must demonstrate compliance upon filing its periodic report for the quarter ended March 31, 2024.

If Nasdaq delists our common stock from trading on its exchange and we are not able to list our securities on another national securities exchange, we expect our securities could be quoted on an over-the-counter market. If this were to occur, we could face significant material adverse consequences, including:

- a limited availability of market quotations for our securities;
- reduced liquidity for our securities;

- a determination that our common stock is a "penny stock" which will require brokers trading in our common stock to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities;
- a limited amount of news and analyst coverage; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

We have identified and disclosed in this Form 10-Q material weaknesses in our internal control over financial reporting. If we are not able to remediate these material weaknesses and maintain an effective system of internal controls, we may not be able to accurately or timely report our financial results, which could cause our stock price to fall or result in our stock being delisted.

We need to devote significant resources and time to comply with the requirements of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") with respect to internal control over financial reporting. In addition, Section 404 under Sarbanes-Oxley requires that we assess the design and operating effectiveness of our controls over financial reporting, which are necessary for us to provide reliable and accurate financial reports.

As reported in Item 2. – Item 4, Controls and Procedures, there was a material weakness in our internal controls over financial reporting at September 30, 2023. Specifically, management's assessment concluded that the Company has a material weakness related to the review of the accounting for complex transactions.

To effectively manage our company today, we need to remediate the material weakness and continue to improve our operational, financial, and management controls and our reporting systems and procedures. Any failure to remediate these material weaknesses and implement required new or improved controls, or difficulties encountered in the implementation or operation of these controls, could harm our operating results, cause us to fail to meet our financial reporting obligations, or make it more difficult to raise capital (or, if we are able to raise such capital, make such capital more expensive), one or more of which could adversely affect our business and/or jeopardize our listing on the Nasdaq, any of which would harm our stock price.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Items 2(b) and 2(c) are not applicable.

Item 2(a) – Stock Issuances - All issuances of equity securities on an unregistered basis during the quarter ended September 30, 2023, were previously reported on a Current Report on Form 8-K.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	Certificate of Change of Assure Holdings Corp. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed with the SEC on March 3, 2023)
3.2	Amended and Restated Bylaws of Assure Holdings Corp. (incorporated by reference to Exhibit 3.8 to the Company's 10-Q filed with the SEC on November 15, 2021)
4.1	Form of Pre-Funded Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1/A filed with the SEC on May 2, 2023)
4.2	Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.2 to the Company's Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 filed with the SEC on May 12, 2023)
10.1	Purchase Agreement dated August 2, 2023, by and between Assure Networks Texas Holdings II, LLC and Innovation Neuromonitoring LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on August 8, 2023)
10.2	Nominee Agreement dated August 2, 2023, by and between Assure Networks Texas Holdings II, LLC and Innovation Neuromonitoring LLC (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on August 8, 2023)
31.1+	Certification of the Principal Executive Officer pursuant to Rule 13a-14 of the Exchange Act
31.2+	Certification of the Principal Financial Officer pursuant to Rule 13a-14 of the Exchange Act
32.1++	Certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2++	Certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS+	Inline XBRL Instance Document
101.SCH+	Inline XBRL Schema Document
101.CAL+	Inline XBRL Calculation Linkbase Document
101.DEF+	Inline XBRL Definition Linkbase Document
101.LAB+	Inline XBRL Label Linkbase Document
101.PRE+	Inline XBRL Presentation Linkbase Document
104+	The cover page of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, formatted in Inline XBRL (contained in Exhibit 101)

\+ Filed herewith.
++ Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

By: /s/ *John Farlinger*	By: /s/ *Paul Webster*
John Farlinger, Executive Chairman and Chief Executive Officer (Principal Executive Officer)	Paul Webster, Chief Financial Officer (Principal Financial Officer)
Date: December 21, 2023	Date: December 21, 2023

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, John Farlinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Assure Holdings Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal controls over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 21, 2023

By: /s/ *John Farlinger*
Name: John Farlinger
Title: Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Paul Webster, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Assure Holdings Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present, in all material respects, the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 21, 2023

/s/ *Paul Webster*
Name: Paul Webster
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

STATEMENT PURSUANT TO
18 U.S.C. SECTION 1350
AS REQUIRED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Assure Holdings Corp. (the "Company") on Form 10-Q for the period ending September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

December 21, 2023	*/s/ John Farlinger*	Chief Executive Officer
	Name: John Farlinger	(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Assure Holdings Corp. and will be retained by Assure Holdings Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

STATEMENT PURSUANT TO
18 U.S.C. SECTION 1350
AS REQUIRED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Assure Holdings Corp. (the "Company") on Form 10-Q for the period ending September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

December 21, 2023	*/s/ Paul Webster* Name: Paul Webster	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to Assure Holdings Corp. and will be retained by Assure Holdings Corp. and furnished to the Securities and Exchange Commission or its staff upon request.