DIAGNOS Inc.

Interim Condensed Consolidated Financial Statements - Unaudited

Three-month and Six-month Periods ended September 30, 2025

Note to reader: These Interim Condensed Consolidated Financial Statements have not been reviewed by our auditor

DIAGNOS Inc.

Interim Consolidated Statements of Financial Position

(amounts in Canadian dollars)

		As at	
		September 30, 2025	**March 31, 2025**
	Note	$	
ASSETS			
Current			
Cash		490,593	88,722
Short-term investments		246,656	3,146,656
Accounts receivable	5	111,305	170,444
Prepaid expenses		74,758	60,092
		923,312	3,465,914
Non-current			
Capital assets	6	248,879	170,190
Total assets		**1,172,191**	**3,636,104**
LIABILITIES			
Current			
Accounts payable and accrued liabilities	7	321,986	331,321
Loans		146,413	146,413
Leases		109,322	94,206
Convertible debentures	8	1,796,389	2,545,017
		2,374,110	3,116,957
Non-current			
Loans		193,602	201,958
Leases		141,831	84,079
		335,433	286,037
Total liabilities		**2,709,543**	**3,402,994**
SHAREHOLDERS’ (DEFICIENCY) EQUITY			
Share capital		45,214,173	44,964,173
Reserve	9	10,318,809	10,129,647
Deficit		(57,143,015)	(54,933,391)
Foreign exchange differences		72,681	72,681
		(1,537,352)	**233,110**
Total liabilities and shareholders’ (deficiency) equity		**1,172,191**	**3,636,104**

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

(signed) André Larente
Director

DIAGNOS Inc.

Interim Consolidated Statements of Loss and Comprehensive Loss

(amounts in Canadian dollars)

	Note	Three-month period ended September 30, 2025	Three-month period ended September 30, 2024	Six-month period ended September 30, 2025	Six-month period ended September 30, 2024
		$	$	$	$
Revenue		**15,159**	**22,673**	**34,561**	**59,363**
Expenses					
Costs of services and research and development		375,580	312,199	767,412	438,002
Selling and administrative		653,440	590,202	1,317,711	1,079,157
	10	1,029,020	902,401	2,085,123	1,517,159
Loss before other income and interest expense		**(1,013,861)**	**(879,728)**	**(2,050,562)**	**(1,457,796)**
Other income		23,560	6,285	71,130	12,570
Interest expense		(106,041)	(145,889)	(230,192)	(290,762)
Net loss and comprehensive loss		**(1,096,342)**	**(1,019,332)**	**(2,209,624)**	**(1,735,988)**
Basic and diluted net loss per share		**(0.01)**	**(0.01)**	**(0.02)**	**(0.02)**
Weighted-average number of common shares outstanding		102,258,234	82,354,448	102,061,685	80,179,765

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

DIAGNOS Inc.

Interim Consolidated Statements of Changes in Equity

(amounts in Canadian dollars)

Six-month period ended September 30, 2025

	Share capital	Reserve	Deficit	Foreign exchange differences	Total shareholders' (deficiency) equity
			$		
Balance, beginning of period	**44,964,173**	**10,129,647**	**(54,933,391)**	**72,681**	**233,110**
Net loss	-	-	(2,209,624)	-	(2,209,624)
Conversion of denbentures	250,000	-	-	-	250,000
Issuance of warrants	-	864	-	-	864
Conversion options	-	3,166	-	-	3,166
Issue expenses	-	(1,077)	-	-	(1,077)
Stock-based compensation expense	-	186,209	-	-	186,209
Balance, end of period	**45,214,173**	**10,318,809**	**(57,143,015)**	**72,681**	**(1,537,352)**

Six-month period ended September 30, 2024

	Share capital	Reserve	Deficit	Foreign exchange differences	Total shareholders' (deficiency) equity
			$		
Balance, beginning of period	**37,700,406**	**9,822,278**	**(50,646,942)**	**72,410**	**(3,051,848)**
Net loss	-	-	(1,735,988)	-	(1,735,988)
Issuance of common shares	3,872,497	(5,313)	-	-	3,867,184
Issuance of warrants	-	8,400	-	-	8,400
Issue expenses	(63,725)	-	-	-	(63,725)
Stock-based compensation expense	-	61,317	-	-	61,317
Balance, end of period	**41,509,178**	**9,886,682**	**(52,382,930)**	**72,410**	**(914,660)**

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

DIAGNOS Inc.

Interim Consolidated Statements of Cash Flows

(amounts in Canadian dollars)

	Six-month period ended September 30,	
	2025	2024
	$	
Cash flows from operating activities		
Net loss	(2,209,624)	(1,735,988)
Items not affecting cash		
Depreciation of capital assets	67,581	64,008
Accretion on leases	6,260	12,094
Accretion on convertible debentures	97,064	129,166
Accretion on governmental loan	8,933	9,608
Governmental grant amortization	(6,570)	(6,570)
Stock-based compensation expense	186,209	61,317
Gain on amendment to convertible debentures	(24,817)	-
	(1,874,964)	(1,466,365)
Interest	108,195	149,863
Net change in operating working capital items	35,138	11,848
	(1,731,631)	**(1,304,654)**
Cash flows from investing activities		
Proceeds from disposal of short-term investments	2,900,000	500,000
Acquisition of short term investments	-	(2,500,000)
Interest on investments	33,482	-
Additions to capital assets	(7,690)	(7,114)
	2,925,792	**(2,007,114)**
Cash flows from financing activities		
Issuance of convertible debentures, net of expenses	98,078	-
Issuance of common shares and stock warrants net of issue expenses	-	3,811,859
Repayment of loans	(10,719)	(10,719)
Lease payments	(71,972)	(66,979)
Repayment of convertible debentures	(665,000)	-
Stock warrants amendment expenses	(1,000)	-
Payment of interest	(141,677)	(149,863)
	(792,290)	**3,584,298**
Net change in cash	**401,871**	**272,530**
Cash, beginning of period	88,722	219,015
Cash, end of period	**490,593**	**491,545**

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

1. Going concern assumption

These interim condensed consolidated financial statements have been prepared on a going concern basis, which assumes that the Corporation will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. However, there exist material uncertainties which cast significant doubt about the ability of the Corporation to continue as a going concern. To address these uncertainties, the Corporation is evaluating the implementation of some or all of the following measures:

- Additional financing
- Debt renegotiation
- Mergers & Acquisitions opportunities

The Corporation believes that if it were to be successful in implementing some or all of the above risk mitigating measures, it will be able to continue as a going concern. There remain significant risk and uncertainty associated with implementing any of these measures which are dependent on a number of factors of which some may be outside of the Corporation's control.

As at September 30, 2025, the Corporation is current in its payroll taxes and is not in default with regards to its debt.

2. Statutes of incorporation and nature of activities

DIAGNOS Inc. ("the Corporation") is incorporated under the Canada Business Corporations Act and the subsidiaries under the applicable regulations in their respective countries. The main office is located at 7005 Taschereau Blvd, Suite 265, Brossard, Quebec, Canada. The shares of the Corporation are listed on the TSX Venture Exchange.

The Corporation provides software-based services to assist health specialists in the detection of diabetic retinopathy and other eye-related pathologies.

These interim condensed consolidated financial statements have been approved and authorized for filing by the Board of Directors of the Corporation on November 20, 2025.

3. Basis of consolidation, statement of compliance with IFRS accounting standards and summary of accounting policies

Basis of consolidation

These interim condensed consolidated financial statements include the accounts of the Corporation and those of its subsidiaries. Subsidiaries consist of entities over which the Corporation has right, or is exposed, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries' financial statements are included in the interim condensed consolidated financial statements from the date that control commences until the date that control ceases. Subsidiaries' year end and accounting policies are aligned with those adopted by the Corporation.

Percentage of interest in the Corporation's subsidiaries is as follows:

Name of entity	Location of entity	Percentage of ownership
Diagnos Internacional SA de CV	Mexico	99.8%
Diagnos Healthcare (India) Private Limited	India	99.74%

Inter-company transactions and balances and any unrealized revenue and expense are eliminated in preparing the interim condensed consolidated financial statements.

(amounts in Canadian dollars)

3. Basis of consolidation, statement of compliance with IFRS accounting standards and summary of accounting policies (continued)

Summary of material accounting policies

These interim condensed consolidated financial statements were prepared in accordance with standard IAS 34 – Interim Financial Reporting and do not include all of the information required for a full set of financial statements prepared in accordance with International Financial Reporting Standards ("IFRS Accounting Standards") accounting standards as issued by the International Accounting Standards Board. They, however, include specific complimentary notes in order to provide information necessary to assess the financial situation of the Corporation at period end since its last annual consolidated financial statements dated March 31, 2025.

The accounting policies used to prepare these interim condensed consolidated financial statements are those described in the last annual consolidated financial statements of the Corporation and have been applied throughout the period unless otherwise stated.

4. Critical accounting judgments and key sources of estimation uncertainty

In preparing these interim condensed consolidated financial statements, management has made judgments and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The significant judgments made by management in applying the Corporation's accounting policies and the key sources of estimation uncertainty were the same as those described in the last annual financial statements dated March 31, 2025.

5. Accounts receivable

	As at,	
	September 30, 2025	**March 31, 2025**
	$	
Customers	17,354	10,412
Tax credits on research and development expenses	30,000	73,843
Demand loan bearing annual interest rate of 4%	11,994	20,000
Advances, no interest bearing	17,935	17,983
Sales taxes	32,609	46,892
Others	1,413	1,314
	111,305	170,444

All amounts are due in the short term. The net carrying amounts are a reasonable approximation of their fair value.

(amounts in Canadian dollars)

6. Capital assets

The following table discloses a reconciliation of changes in capital assets for the six-month period ended September 30, 2025:

	Office furniture and equipments	Computer and Medical equipments	Right-of-use assets	Total
		$		
Cost, beginning of period	**59,918**	**1,196,465**	**524,719**	**1,781,102**
Additions	530	7,160	138,580	146,270
Write offs	-	-	(303,672)	(303,672)
Cost, end of period	**60,448**	**1,203,625**	**359,627**	**1,623,700**
Accumulated depreciation, beginning of period	**59,918**	**1,183,363**	**367,631**	**1,610,912**
Depreciation	530	6,844	60,207	67,581
Write offs	-	-	(303,672)	(303,672)
Accumulated depreciation, end of period	**60,448**	**1,190,207**	**124,166**	**1,374,821**
Net carrying value at end of period	**-**	**13,418**	**235,461**	**248,879**

During the quarter ended September 30, 2025, the Corporation signed a new lease for its head office for a term of 24 months ending August 31, 2027. As a result, an amount of $138,580 has been recognized as a right-of-use asset and was calculated based on the following assumptions:

Maturity:	24 months
Effective interest rate::	9.43%
Monthly payments:	$6,359

During the quarter ended September 30, 2025, one head office lease expired. As a result, an amount of $303,672 has been written off from Right-of-use assets.

(amounts in Canadian dollars)

7. Accounts payable and accrued liabilities

	As at,	
	September 30, 2025	March 31, 2025
	$	
Suppliers and accrued liabilities	199,777	173,190
Interests payable on convertible debentures	39,088	62,144
Salaries and benefits	83,121	95,987
	321,986	331,321

8. Convertible debentures

	As at,	
	September 30, 2025	March 31, 2025
	$	
Unsecured convertible debentures	1,860,000	2,675,000
Fair value discount	(59,128)	(121,847)
Issue expenses	(4,483)	(8,136)
	1,796,389	2,545,017

The unsecured convertible debentures bear interest at 10% and mature at various dates between November 25, 2025 and September 5, 2026. They are convertible into common shares of the Corporation at the holders' option at prices varying between $0.22 and $0.38 per common share.

During the quarter ended September 30, 2025, as part of a private placement of units comprised of unsecured convertible debentures and stock warrants, the Corporation issued 10 unsecured convertible debentures (each a "Q2-Debenture") and 100,000 stock warrants for gross proceeds of $100,000. The Q2-Debentures bear interest at an annual rate of 10% and will mature on September 5, 2026. At the sole option of the Q2-Debentures holder, the principal amount of the Q2-Debentures may be converted at any time into common shares of the Corporation at a price of $0.28 per common share. The stock warrants entitle the holder to purchase one common share of the Corporation per stock warrant at a price of $0.40 per common share for a period of 12 months ending on September 5, 2026.

The fair value of the Q2-Debentures has been established at $95,970 using the discounted cash flows valuation method with the following assumptions:

Maturity:	1 year	Nominal interest rate:	10%
Interest payment frequency:	2 per year	Effective interest rate:	16.22%

Of the difference of $4,030 between the nominal value of the Q2-Debentures, $100,000, and the fair value of $95,970, an amount of $3,166 has been allocated to the conversion options and an amount of $864 has been allocated to the stock warrants prorated based on their respective fair values using the Black-Scholes option pricing model with the following assumptions:

Expected life:	1 year	Risk-free interest rate:	2.80%
Volatility:	61%		

(amounts in Canadian dollars)

8. Convertible debentures (continued)

During the quarter ended June 30, 2025, the Corporation amended the terms of unsecured convertible debentures (each, an "Q1-Amended Debenture") for $300,000, which were due May 18, 2025. The Q1-Amended Debentures bear interest at an annual rate of 10% and will mature on May 18, 2026. At the sole option of the Q1-Amended Debenture holder, the principal amount of the Amended Debentures may be converted at any time during the extended term into common shares of the Corporation at a price of $0.37 per common share.

The fair value of the Q1-Amended Debentures has been established at $276,183 using the discounted cash flows valuation method with the following assumptions:

Maturity:	1 year	Nominal interest rate:	10%
Interest payment frequency:	2 per year	Effective interest rate:	18.55%

The difference of $23,817 between the nominal value and the fair value of the Q1-Amended Debentures represents a gain on amendment to convertibles debentures and is presented as part of other income in the consolidated statements of loss and comprehensive loss.

The following table presents a reconciliation of changes in convertible debentures:

	$
Balance, beginning of period	**2,545,017**
Proceeds from private placements	100,000
Repayments	(665,000)
Fair value discount	(4,030)
Accretion	90,566
Gain on amendment to convertible debentures	(23,817)
Issue expenses paid in cash	(2,844)
Amortization of issue expenses	6,497
Conversion into common shares	(250,000)
Balance, end of period	**1,796,389**

9. Reserve

During the quarter ended September 30, 2025, the Corporation extended the exercise period of an aggregate number of 2,064,286 stock warrants to August 5, 2026. The Corporation did not recognize any amount to reflect such extension.

(amounts in Canadian dollars)

10. Expenses by nature

	Three-month period ended September 30,		Six-month period ended September 30,	
	2025	2024	2025	2024
	$		$	
Audit	-	2,946	33,868	63,053
Communications	7,976	7,769	16,599	16,232
Consulting fees	277,666	244,674	534,722	264,884
Depreciation and amortization	34,038	32,226	67,581	64,008
Equipment	1,600	1,565	2,908	4,003
Foreign exchange	2,688	1,081	3,499	1,211
Insurance	6,816	32,881	13,558	35,410
Leasing	8,757	8,657	17,187	16,412
Legal fees	-	691	798	691
Marketing	12,859	14,220	17,884	24,129
Overhead	31,261	29,023	69,627	36,453
Remuneration	528,422	474,419	1,102,883	913,590
Stock-based compensation	107,771	30,659	186,209	61,319
Tax credits	(15,000)	-	(30,000)	(15,000)
Travel and living	24,166	21,590	47,800	30,764
	1,029,020	902,401	2,085,123	1,517,159

11. Related party transactions

The Corporation's related parties include its subsidiaries as well as the Corporation's key management personnel. Key management personnel include directors and officers.

The following table presents the transactions with key management personnel:

	Three-month period ended September 30,		Six-month period ended September 30,	
	2025	2024	2025	2024
	$		$	
Base salary	177,692	134,212	353,540	268,425
Stock-based compensation	76,083	25,239	133,456	50,478
Demand loan repayment	(4,655)	-	(8,003)	-
	249,120	159,451	478,993	318,903

The following table presents the outstanding balance with one key management personnel:

	As at,	
	September 30, 2025	March 31, 2025
	$	
Demand loan receivable, annual interest rate of 4%	11,994	20,000

12. Risk management

As at September 30, 2025, the Corporation continues to be exposed to the liquidity risk mainly since it is not generating positive cash flows from its operations. Therefore, there still exists a risk that the Corporation cannot meet its obligations as they come due. Until the Corporation can achieve and maintain profitable operations, the available liquidity to meet near term obligations remains dependent on the Corporation's ability in securing additional financing. Refer to going concern assumptions in note 1.

DIAGNOS Inc.

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Stock Exchange Listings
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OTCQB: DGNOF
FWB: 4D4A

Transfer Agent and Registrar
Computershare Trust Company of Canada