



**Nova Leap Health Corp.**

**Management Discussion & Analysis  
For the year ended December 31, 2025**

**NOVA LEAP HEALTH CORP.**  
**MANAGEMENT’S DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**

**BACKGROUND**

This Management’s Discussion and Analysis (“MD&A”) of Nova Leap Health Corp. (“Nova Leap” or “the Corporation”), together with its subsidiaries (the “Group”), is dated March 5, 2026 and provides an analysis of the Corporation’s operations for the years ended December 31, 2025 and 2024. This MD&A should be read in conjunction with the Consolidated Financial Statements for the years ended December 31, 2025 and 2024 which have been prepared in accordance with International Financial Reporting Standards (“IFRS Accounting Standards”). All amounts are in United States dollars (“USD”) unless otherwise specified. The Consolidated Financial Statements and additional information relating to Nova Leap are available on the Canadian System for Electronic Data Analysis and Retrieval (“SEDAR+”) at [www.sedarplus.com](http://www.sedarplus.com) under the Corporation’s profile. The common shares of Nova Leap are traded on the TSX Venture Exchange under the symbol “NLH” and the over-the-counter market (OTCQX) in the United States under the symbol “NVLPF”.

**CORPORATION OVERVIEW**

Nova Leap is an acquisitive home health care services corporation operating in one of the fastest-growing industries in the U.S. and Canada. The Corporation performs a vital role within the continuum of care with an individual and family centered focus, particularly those requiring dementia care. The Corporation is geographically diversified with operations in the New England, Southeastern, South Central and Midwest regions of the U.S. as well as in Nova Scotia, Canada.

Home care saves patients and taxpayers billions of dollars every year by treating clients in their own homes instead of in hospitals. An aging population, the prevalence of chronic disease, growing physician acceptance of home care, medical advancements and a movement toward cost-efficient treatment options from public and private payers have all fostered industry growth. Nova Leap is focused on a highly fragmented market of small privately held companies providing clients one on one care in their homes, facilities, or hospices.

The Corporation recently expanded its service platform with the introduction of Care Management and Palliative Care services, further strengthening its position within the continuum of care. These complementary offerings support seniors and individuals living with complex or serious illness through assessment, care planning, system navigation, coordination of medical and community services, and family-centered palliative support in the home. The expansion enhances Nova Leap’s ability to serve higher acuity clients, deepen referral relationships, increase average revenue per client, and improve client retention, while aligning with healthcare system priorities emphasizing coordinated, home-based and community-based care.

Nova Leap's post-acquisition organic growth strategy is to increase adjusted annual earnings before interest, taxes, depreciation and amortization (“Adjusted EBITDA”, see definition in *Use of Non-IFRS and Other Financial Measures*) per location through a combination of increased employee investment, including training, focused sales and marketing efforts, billing rate increases, expansion of geographical coverage, improved referral sources and implementation of efficiencies in payroll, scheduling, billing and human capital. The Corporation intends to continue its growth strategy through acquisitions, while pursuing organic growth opportunities and implementing operational efficiencies in existing operations.

The Consolidated Financial Statements and MD&A include the accounts of the Corporation and its U.S. and Canadian subsidiaries. The registered head office of the Corporation is located at 3006-7071 Bayers Road, Halifax, NS, Canada.

***DATES OF ACQUISITION***

The operating results include the results of operations for the periods ended December 31, 2025 and 2024 for Nova Leap and its subsidiaries owned on January 1, 2024 in both the US and Canada, but only the results from operations of the subsidiaries acquired during the reporting periods as follows:

1. Massachusetts, for the period from May 3, 2024, onward,
2. Florida, for the period from December 14, 2024, onward,
3. Nova Scotia, for the period from January 20, 2025, onward,
4. Nova Scotia, for the period from May 5, 2025 onward.

## SELECTED ANNUAL FINANCIAL INFORMATION

	2025 \$	2024 \$	2023 \$
<b>Service revenues</b>	<b>31,466,805</b>	25,760,606	26,179,025
<b>Income from operating activities</b>	<b>1,105,998</b>	863,712	460,152
<b>Add: Amortization and depreciation</b>	<b>833,029</b>	583,695	885,111
<b>Add: Stock-based compensation</b>	<b>107,146</b>	114,354	132,308
<b>Adjusted EBITDA<sup>(1)</sup></b>	<b>2,046,173</b>	1,561,761	1,477,571
<b>Net (loss) income</b>	<b>(189,864)</b>	1,378,468	(1,054,681)
<b>Net (loss) income per share –basic and diluted</b>	<b>(0.00)</b>	0.02	(0.01)
<b>Total assets</b>	<b>23,481,346</b>	22,388,300	20,895,727
<b>Total current liabilities</b>	<b>3,726,184</b>	3,235,917	1,784,900
<b>Long-term financial liabilities</b>	<b>713,145</b>	903,447	914,056

(1) Please see Use of Non-IFRS and Other Financial Measures

### USE OF NON-IFRS AND OTHER FINANCIAL MEASURES

This MD&A contains references to certain measures that do not have a standardized meaning under IFRS Accounting Standards as prescribed by the International Accounting Standards Board and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing a further understanding of operations from management’s perspective. Accordingly, Non-IFRS financial measures should not be considered in isolation or as a substitute for analysis of financial information reported under IFRS. The Corporation presents non-IFRS financial measures, specifically Adjusted EBITDA (as such term is hereinafter defined). The Corporation believes these measures are frequently used by lenders, securities analysts, investors and other interested parties as a measure of financial performance, and it is therefore helpful to provide supplemental measures of operating performance and thus highlight trends that may not otherwise be apparent when relying solely on IFRS financial measures.

The Corporation’s definition of its non-IFRS measure is as follows:

- Adjusted EBITDA is calculated as income from operating activities plus amortization and depreciation and stock-based compensation expense. The most directly comparable IFRS measure is income from operating activities.

### FORWARD-LOOKING INFORMATION

Certain statements in this MD&A are forward-looking statements or information (collectively, “forward-looking statements”). Any statements that express, or involve discussions as to expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “may”, “will”, “should”, “could”, “expects”, “anticipates”, “believes”, “estimates”, “intends”, “plans”, “projects”, “predicts”, “targets”, “potential”, “continue”, “goals”, “objective” and “outlook”), including statements regarding Nova Leap’s business objectives and strategies, including those described under the headings “*Corporation Overview*”, “*Operations Overview*” and “*Nova Leap’s Strategy*”, statements regarding future expansions and cost savings, plans regarding future acquisitions and business growth, expected recurring client service hours, expected cash flow projections, expectations for future financing activities and intentions relating to the payment of dividends, are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The assumptions on which these forward-looking statements are based include assumptions concerning general economic and market conditions, availability of working capital necessary for conducting Nova Leap’s operations, and Nova Leap’s ability to integrate its acquired businesses and maintain previously achieved service hour and revenue levels. Further, any forward-looking statement speaks only as of the date on which such statement is made and, except as required by applicable law, Nova Leap undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statements are made or to reflect the occurrence of unanticipated events. New factors emerge from time to time. While it is impossible to identify all such factors, factors that could cause actual results to differ materially, such as decreases in revenues or increases in costs, from those estimated by us include, but are not limited to the factors discussed in the “*Risks and Uncertainties*” section of this MD&A below and in Nova Leap’s continuous disclosure materials filed from time to time on SEDAR+.

Any financial outlook or future-oriented financial information in this MD&A has been approved by management of Nova Leap as of the date of this MD&A. Such financial outlook or future oriented financial information is provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such outlook or information should not be used for purposes other than for which it is disclosed in this MD&A.

## HIGHLIGHTS FOR 2025

- On January 20, 2025, the Corporation acquired a home care business located in Nova Scotia, Canada. The acquisition was for total consideration of CAD\$1,380,000, all of which was paid on closing, plus working capital adjustments. The cash paid on closing was financed through a non-readvanceable demand loan from the Corporation's credit agreement.
- On May 5, 2025, the Corporation acquired a home care business located in Nova Scotia. The acquisition was for total consideration of CAD\$390,000, all of which was paid with cash on closing. The cash paid on closing was financed through existing cash and cash equivalents.
- Annual revenues for 2025 of \$31,466,805 were the highest in the Corporation's history, an increase of \$5,706,199 or 22% from 2024.
- Gross profit margin as a percentage of revenues increased to 39.7% in 2025 from 38.4% in 2024.
- 2025 Adjusted EBITDA of \$2,046,173 was the highest in the Corporation's history and increased by \$484,412 over 2024 Adjusted EBITDA of \$1,561,761 (See calculation of Adjusted EBITDA in "*Segmented Information*" below).
- Income from operating activities increased to \$1,105,998 in 2025 from \$863,712 in 2024.
- Net loss was \$189,864 for the year ended December 31, 2025, as compared to net income of \$1,378,468 in 2024. The decrease in income in 2025 is primarily a result of unrealized foreign exchange losses recognized for accounting purposes as compared to unrealized foreign exchange gains recognized in 2024.
- The Corporation had cash and cash equivalents of \$1,492,925 as of December 31, 2025, as well as full access to the unutilized revolving credit facility of \$1,094,411 (CAD\$1,500,000).
- The Corporation had total demand loans and promissory notes outstanding as of December 31, 2025 of \$2,091,468, representing a leverage ratio of 1.02 times to 2025 Adjusted EBITDA of \$2,046,173.
- As of December 31, 2025, the Corporation had access to up to \$4,691,000 in available credit for business acquisitions through its existing credit agreement to support its long-term growth strategy.

## Financial results for Q4 2025

- Q4 2025 revenues of \$8,087,783 increased by \$1,501,958 compared to Q4 2024 revenues of \$6,585,825. Q4 2025 revenues decreased by \$176,543 relative to Q3 2025 revenues of \$8,264,326.
- Gross profit margin percentage was 39.8% in Q4 2025 as compared to 39.1% in Q4 2024 and 39.6% in Q3 2025.
- Q4 2025 Adjusted EBITDA was \$508,500 as compared to \$412,947 in Q4 2024 and \$670,706 in Q3 2025.
- Q4 2025 Income from operating activities was \$261,854 as compared to income from operating activities of \$221,184 in Q4 2024.
- Net loss in Q4 2025 was \$53,728 as compared to net income of \$886,268 in Q4 2024.

## **NOVA LEAP'S STRATEGY**

Nova Leap continues to execute a disciplined growth strategy focused on expanding its presence within the highly fragmented home health care industry in the United States and Canada. The Corporation's strategy combines targeted acquisitions with organic growth initiatives designed to enhance profitability, expand service capabilities, and strengthen its competitive position within the continuum of care.

### **Acquisition Strategy:**

The Corporation remains focused on acquiring home and home health care companies and will consider opportunities in the United States and Canada where clients pay out of pocket, are covered through long-term care insurance programs or government programs such as Medicare or the Department of Veteran Affairs. Acquisition targets are evaluated based on geographic fit, historical performance, management depth, cultural alignment, payer mix, and opportunity for operational improvement. Nova Leap seeks businesses that provide stable cash flows and offer opportunities to enhance Adjusted EBITDA through integration, best practice implementation, expanded referral relationships, and cross-selling of complementary services. The Corporation has completed twenty-two acquisitions as of the date of this MD&A. Achieving the Corporation's plans remains dependent on management's ability to operate cash flow positive subsidiaries, acquire profitable home and home health care businesses and to arrange financing to complete such acquisitions.

Post-acquisition, Nova Leap's strategy is to enhance all businesses and increase Adjusted EBITDA through the following:

- Enhancement of sales and marketing strategies;
- Implementation of efficiencies around payroll, scheduling, billing, accounting and human capital;
- Increased investment in staff and staff training;
- Expansion of services, partnerships and geographical coverage;
- In-State and in-Province organic expansion by increased office location footprint; and
- Enhancement of risk management policies.

### **Organic Growth and Service Expansion:**

Organic growth remains a core priority across all operating locations. The Corporation continues to invest in caregiver recruitment and retention initiatives, leadership development, sales and marketing capabilities, referral source expansion, billing rate optimization, and geographic coverage expansion within existing markets. Management's focus is on increasing service hours, strengthening same-location growth, improving contribution margins, and enhancing local market density.

In addition to expanding services within existing branches, the Corporation intends to selectively open new offices in geographic areas where it already operates. These de novo locations are designed to increase market penetration, improve referral access, and enhance brand presence within established regions. By leveraging existing regional infrastructure, management oversight, and back-office support, the Corporation expects new offices within current markets to benefit from operational synergies and lower execution risk relative to entry into entirely new geographies. During 2025, the Corporation opened one new location in Lexington, Kentucky.

In late 2025 and early 2026, Nova Leap broadened its service platform through the launch of Care Management and Palliative Care services. These complementary offerings are designed to increase client engagement across the care continuum, support higher acuity populations, enhance referral partnerships with healthcare providers, and increase average revenue per client. The expanded service model is expected to strengthen client retention, improve revenue diversification, and position the Corporation to participate in evolving healthcare delivery models emphasizing coordinated, home-based care.

## **OPERATIONS OVERVIEW**

The Corporation, through its subsidiaries, provides the following services to clients and families:

- Dementia care;
- Companionship;
- Personal care;
- Respite care;
- Palliative Care;
- Care Management;
- Cooking and meal preparation;
- Light housekeeping;
- Activities of daily living;
- Transportation services;

- Medication reminders; and
- Medication administration by nursing staff.

Services are generally paid directly by clients, the Department of Veteran Affairs or through long-term care insurance programs. Services are provided in private homes, assisted living communities, hospitals, nursing homes, hospice and rehabilitation centers.

## RESULTS OF OPERATIONS

	Three months ended December 31		Years ended December 31	
	2025	2024	2025	2024
	\$	\$	\$	\$
<b>Revenues</b>				
Service revenues	8,087,783	6,585,825	31,466,805	25,760,606
<b>Operating expenses</b>				
Cost of service	4,867,037	4,011,455	18,982,767	15,873,678
	3,220,746	2,574,370	12,484,038	9,886,928
<b>Corporate and administrative expenses</b>				
Head office and operations management	1,957,244	1,512,027	7,618,834	6,098,903
General & administrative	755,002	649,396	2,819,031	2,226,264
Amortization and depreciation	193,959	148,358	833,029	583,695
Stock-based compensation	52,687	43,405	107,146	114,354
	2,958,892	2,353,186	11,378,040	9,023,216
<b>Income from operating activities</b>	261,854	221,184	1,105,998	863,712
<b>Other income (expenses)</b>				
Finance expense	(78,382)	(45,242)	(349,866)	(106,856)
Forgiveness of government loans	-	-	-	29,544
Foreign exchange (loss) gain	(242,643)	997,980	(763,882)	1,308,375
Acquisition related expenses	(4,735)	(86,266)	(124,301)	(257,267)
Other expenses	-	(6,600)	-	(25,498)
	(325,760)	859,872	(1,238,049)	948,298
<b>(Loss) income before income taxes</b>	(63,906)	1,081,056	(132,051)	1,812,010
<b>Income taxes</b>				
Deferred income tax (recovery) expense	(59,270)	111,577	(73,503)	320,706
Current income tax expense	49,092	83,211	131,316	112,836
	(10,178)	194,788	57,813	433,542
<b>Net (loss) income</b>	(53,728)	886,268	(189,864)	1,378,468
<b>Net (loss) income per share – basic and diluted</b>	(\$0.00)	\$0.01	(\$0.00)	\$0.02

The Corporation recorded net loss of \$53,728 and \$189,864 for the three and twelve months ended December 31, 2025 as compared to net income of \$886,268 and \$1,378,468 for the three and twelve months ended December 31, 2024. The following is a discussion of the items that contributed to the change in net income period over period.

### Revenues

Revenues are billed at the hourly rates specified in client agreements and are recognized at the time services are rendered. Revenues for the three months and twelve months ended December 31, 2025 were \$8,087,783 and \$31,466,805. The increase of \$1,501,958 and \$5,706,199 for the three and twelve months ended December 31, 2025 as compared to the same period in the prior year is attributable to the impact of two business acquisitions completed in Q2 and Q4 2024 and two business acquisition completed in Q1 and Q2 2025 which contributed approximately \$1.7 million and \$7.0 million of incremental revenues in the three and twelve months ended December 31, 2025.

Revenues were also impacted by the closure of two small underperforming home care agencies in the United States in 2025. The agencies were located in States where the Corporation did not have significant scale and were achieving operating losses. The decrease in revenue for the three and twelve months ended December 31, 2025 related to these closed locations was \$0.3 million and \$1.0 million.

Revenues for agencies owned and operated fully for both periods, increased by \$0.1 million and decreased by \$0.3 million for the three and twelve months ended December 31, 2025.

### ***Cost of Services and Gross Margin***

Cost of services is comprised of hourly employee compensation, related payroll taxes, benefits and workers compensation insurance. The increase for the year ended December 31, 2025 is primarily related to increased revenues. As a percentage, cost of services is relatively consistent period over period.

Gross margin percentage increased to 39.8% in Q4 2025 from 39.1% in Q4 2024 and increased to 39.7% for the year ended December 31, 2025 from 38.4% for the year ended December 31, 2024 due in part to billing rate increases and a reduction in worker's compensation premiums. Gross margin varies slightly by location and period based on staffing models (use of overtime), billing rates, paid holidays, workers' compensation rates and state specific payroll taxes.

### ***Corporate and administrative expenses***

Head office and operations management expenses include total compensation for all home care agency office staff as well as total compensation for Head Office employees and directors of the Board. The quarter-over-quarter and year-over-year increases were mainly a result of the acquisitions since January 1, 2024 and the required increase in agency management and office staff.

General and administrative expenses relate to all advertising, bank charges/credit card processing fees, IT software, hardware and support, insurance, rent and occupancy costs and supplies related to all agency locations and Head Office. It also includes all fees related to running a public company including professional fees, regulatory and transfer agent fees and investor relations. The year-over-year increase was primarily due to two acquisitions completed in 2024 and two acquisitions completed in Q1 and Q2 2025. The Corporation also incurred incremental costs in 2025 related to the adoption of a common brand across certain of its home care agencies including a new corporate website.

Amortization and depreciation increased in the three and twelve months ended December 31, 2025 primarily as a result of the amortization of customer lists and non-compete agreements related to two acquisitions in 2024 and two acquisitions completed in 2025.

### ***Other income and other expenses***

Finance expense relates primarily to interest on outstanding demand loans and lease obligations. Finance expense increased to \$78,382 and \$349,866 for the three and twelve months ended December 31, 2025 as compared to \$45,242 and \$106,856 for the three and twelve months ended December 31, 2024 due to increased debt relating to the Florida and Nova Scotia business acquisitions completed in Q4 2024 and Q1 2025, respectively.

Foreign exchange gains and losses relate primarily to the translation of monetary balances in Head Office and are mostly unrealized and non-cash. The gains and losses include the impact of the translation of intercompany loans issued by the parent company in CAD to the US subsidiaries. Foreign exchange gains and losses will vary from period to period based on the period end foreign exchange rates. In Q4 2025, foreign exchange losses of \$242,643 were recognized due to a decrease of 1.5% in the US dollar as compared to Q3 2025. For the year ended December 31, 2025, foreign exchange losses of \$763,882 were recognized as the US dollar decreased by 4.7% as compared to December 31, 2024. For the year ended December 31, 2024, foreign exchange gains of \$1,308,375 were recognized due to an increase in the US dollar exchange rate of 8.8% at December 31, 2024 as compared to the exchange rate at December 31, 2023.

Acquisition related expenses of \$124,301 for the year ended December 31, 2025 are primarily related to the acquisition of two affiliated home care companies in Nova Scotia completed in Q1 2025 and the acquisition of another home care business in Nova Scotia completed in Q2 2025.

### ***Income taxes***

Nova Leap's combined statutory income tax rate is comprised of a blended federal and provincial corporate income tax rate of 29% (2024 – 29%) in Canada and a blended federal and state corporate income tax rate of 24.98% (2024 – 24.98%) in the United States, based on the locations where the Group operates. Nova Leap's effective tax rates are higher than the combined statutory income tax rates as stock-based compensation is not deductible, and the majority of Nova Leap's foreign exchange gains and losses are not taxable, for income tax purposes. The Corporation generated an income tax recovery of \$10,178 in Q4 2025 and an income tax expense of \$57,813 for the year ended December 31, 2025 relating to net losses before tax, compared to an expense of \$194,788 and \$433,542 for the same periods in 2024 relating to positive net income before tax in 2024.

At December 31, 2025, Nova Leap has non-capital income tax losses of \$528,733 (CAD\$724,736) available to reduce future taxable income in Canada and \$3,110,817 available to reduce future taxable income in the United States.

## SEGMENTED INFORMATION

Management identifies the Group's reportable segments as U.S. operations and Canadian operations. All businesses provide home care services to clients. These operating segments are monitored by the Group's Chief Executive Officer and strategic decisions are made based on segment operating results. Group Head Office provides financial reporting, strategic guidance, capital allocation and merger and acquisition services.

The Group's revenues from external customers and its non-current assets are all attributable to the U.S. and Canada segments. Revenues from external customers are identified based on the client's geographical location. Non-current assets are allocated based on their physical location.

Segment information for the reporting period is as follows:

<b>For the three months ended December 31, 2025</b>					
	US	Canada	Total Reportable Segments	Group Head Office	Total
	\$	\$	\$	\$	\$
<b>Segment revenues</b>	<b>6,207,238</b>	<b>1,880,545</b>	<b>8,087,783</b>	-	<b>8,087,783</b>
Cost of services	3,681,271	1,185,766	4,867,037	-	4,867,037
<b>Gross margin</b>	<b>2,525,967</b>	<b>694,779</b>	<b>3,220,746</b>	-	<b>3,220,746</b>
Corporate & administrative <sup>(1)</sup>	1,935,030	455,231	2,390,261	321,985	2,712,246
<b>Adjusted EBITDA</b>	<b>590,937</b>	<b>239,548</b>	<b>830,485</b>	<b>(321,985)</b>	<b>508,500</b>
Amortization and depreciation	124,448	53,563	178,011	15,948	193,959
Stock-based compensation	3,530	2,875	6,405	46,282	52,687
<b>Segment operating income (loss)</b>	<b>462,959</b>	<b>183,110</b>	<b>646,069</b>	<b>(384,215)</b>	<b>261,854</b>
<b>Gross margin %</b>	<b>40.7%</b>	<b>36.9%</b>	<b>39.8%</b>	<b>100.0%</b>	<b>39.8%</b>
<b>Segment assets</b>	<b>17,619,324</b>	<b>4,476,701</b>	<b>22,096,025</b>	<b>1,385,321</b>	<b>23,481,346</b>

  

<b>For the three months ended December 31, 2024</b>					
	US	Canada	Total Reportable Segments	Group Head Office	Total
	\$	\$	\$	\$	\$
<b>Segment revenues</b>	<b>5,616,462</b>	<b>966,958</b>	<b>6,583,420</b>	<b>2,405</b>	<b>6,585,825</b>
Cost of services	3,367,246	644,209	4,011,455	-	4,011,455
<b>Gross margin</b>	<b>2,249,216</b>	<b>322,749</b>	<b>2,571,965</b>	<b>2,405</b>	<b>2,574,370</b>
Corporate & administrative <sup>(1)</sup>	1,586,505	191,568	1,778,072	383,350	2,161,423
<b>Adjusted EBITDA</b>	<b>662,711</b>	<b>131,181</b>	<b>793,892</b>	<b>(380,945)</b>	<b>412,947</b>
Amortization and depreciation	120,691	11,751	132,442	15,916	148,358
Stock-based compensation	3,764	2,801	6,565	36,840	43,405
<b>Segment operating income (loss)</b>	<b>538,256</b>	<b>116,629</b>	<b>654,885</b>	<b>(433,701)</b>	<b>221,184</b>
<b>Gross margin %</b>	<b>40.0%</b>	<b>33.4%</b>	<b>39.1%</b>	<b>100.0%</b>	<b>39.1%</b>
<b>Segment assets</b>	<b>18,834,244</b>	<b>2,645,003</b>	<b>21,479,247</b>	<b>909,053</b>	<b>22,388,300</b>

1. Corporate & administrative includes Head office and operations management expenses and general & administrative expenses.

Nova Leap had positive Adjusted EBITDA and segment operating income in the US and Canada operating segments in Q4 2025 and Q4 2024.

Revenue in the US segment increased from \$5,616,462 in Q4 2024 to \$6,207,238 in Q4 2025. An acquisition in the US segment in late Q4 2024 contributed incremental revenues of \$0.8 million and positive incremental Adjusted EBITDA of \$0.1 million year over year. The closure of two agencies in 2025 had the impact of decreasing revenue by \$0.3 million in Q4 2025 as compared to Q4 2024. Revenue from agencies owned prior to October 1, 2024 increased in Q4 2025 as compared to the same period in 2024 by \$0.1 million.

Adjusted EBITDA in the US segment decreased from \$662,711 in Q4 2024 to \$590,937 in Q4 2025. Adjusted EBITDA was impacted in 2025 by investments in opening a new location in Kentucky and by initial investments in launching a Care Management service line.

The Canadian segment's revenues in US dollars in Q4 2025 were \$1,880,545 and increased by \$913,587 as compared to Q4 2024. Acquisitions in the Canadian segment in 2025 contributed incremental revenue of \$0.9 million and positive incremental adjusted EBITDA of \$0.2 million in Q4 2025. Revenue from agencies owned prior to January 1, 2024 increased by 5.1% in Q4 2025 as compared to the same period in 2024. Adjusted EBITDA increased from \$131,181 in Q4 2024 to \$239,548 in Q4 2025 primarily due to the increase in revenues related to acquisitions completed in 2025.

<b>For the year ended December 31, 2025</b>					
	US	Canada	Total Reportable Segments	Group Head Office	Total
	\$	\$	\$	\$	\$
<b>Segment revenues</b>	<b>24,677,844</b>	<b>6,788,534</b>	<b>31,466,378</b>	<b>427</b>	<b>31,466,805</b>
Cost of services	14,606,998	4,375,769	18,982,767	-	18,982,767
<b>Gross margin</b>	<b>10,070,846</b>	<b>2,412,765</b>	<b>12,483,611</b>	<b>427</b>	<b>12,484,038</b>
Corporate & administrative <sup>(1)</sup>	7,590,566	1,556,123	9,146,689	1,291,176	10,437,865
<b>Adjusted EBITDA</b>	<b>2,480,280</b>	<b>856,642</b>	<b>3,336,922</b>	<b>(1,290,749)</b>	<b>2,046,173</b>
Amortization and depreciation	575,160	194,333	769,493	63,536	833,029
Stock-based compensation	8,819	5,930	14,749	92,397	107,146
<b>Segment operating income (loss)</b>	<b>1,896,301</b>	<b>656,379</b>	<b>2,552,680</b>	<b>(1,446,682)</b>	<b>1,105,998</b>
<b>Gross margin %</b>	<b>40.8%</b>	<b>35.5%</b>	<b>39.7%</b>	<b>100.0%</b>	<b>39.7%</b>
<b>Segment assets</b>	<b>17,619,324</b>	<b>4,476,701</b>	<b>22,096,025</b>	<b>1,385,321</b>	<b>23,481,346</b>

<b>For the year ended December 31, 2024</b>					
	US	Canada	Total Reportable Segments	Group Head Office	Total
	\$	\$	\$	\$	\$
<b>Segment revenues</b>	<b>21,874,128</b>	<b>3,877,096</b>	<b>25,751,224</b>	<b>9,382</b>	<b>25,760,606</b>
Cost of services	13,168,081	2,705,597	15,873,678	-	15,873,678
<b>Gross margin</b>	<b>8,706,047</b>	<b>1,171,499</b>	<b>9,877,546</b>	<b>9,382</b>	<b>9,886,928</b>
Corporate & administrative <sup>(1)</sup>	6,299,272	753,833	7,053,105	1,272,062	8,325,167
<b>Adjusted EBITDA</b>	<b>2,406,775</b>	<b>417,666</b>	<b>2,824,441</b>	<b>(1,262,680)</b>	<b>1,561,761</b>
Amortization and depreciation	470,699	47,991	518,690	65,005	583,695
Stock-based compensation	5,626	6,657	12,283	102,071	114,354
<b>Segment operating income (loss)</b>	<b>1,930,450</b>	<b>363,018</b>	<b>2,293,468</b>	<b>(1,429,756)</b>	<b>863,712</b>
<b>Gross margin %</b>	<b>39.8%</b>	<b>30.2%</b>	<b>38.4%</b>	<b>100.0%</b>	<b>38.4%</b>
<b>Segment assets</b>	<b>18,834,244</b>	<b>2,465,003</b>	<b>21,479,247</b>	<b>909,053</b>	<b>22,388,300</b>

1. Corporate & administrative includes Head office and operations management expenses and general & administrative expenses.

Nova Leap had positive segment operating income and Adjusted EBITDA in the US and Canada operating segments for the years ended December 31, 2025 and 2024.

Revenue in the US segment increased by \$2,803,716 in 2025 as compared to 2024. Nova Leap's acquisitions in the US segment in 2025 contributed incremental revenues of \$4.2 million for the year. The closure of two agencies in 2025 had the impact of decreasing revenue by \$1.0 million in 2025 as compared to 2024. Revenue from agencies owned prior to January 1, 2024 decreased by \$0.4 million year over year.

Adjusted EBITDA in the US Segment of \$2,480,280 in 2025 was the highest in the Corporation's history and increased by \$73,505 from 2024. Nova Leap's acquisitions in the US segment in 2025 contributed incremental adjusted EBITDA of \$0.5 million for the year. Adjusted EBITDA was impacted in 2025 by investments in opening a new location in Kentucky and by

initial investments in launching a Care Management service line in Q4.

Revenue in the Canadian segment increased by \$2.9 million or 75% year over year. Acquisitions in the Canadian segment contributed incremental revenue of \$2.8 million for the year ended December 31, 2025. Revenue from agencies owned prior to January 1, 2024 was consistent year over year.

Adjusted EBITDA in the Canadian Segment was \$856,642 in 2025, an increase of \$438,976 from 2024. Acquisitions in the Canadian segment contributed incremental adjusted EBITDA of \$0.4 million for the year ended December 31, 2025.

## CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

	Three months ended December 31		For the year ended December 31	
	2025	2024	2025	2024
	\$	\$	\$	\$
Cash provided by operating activities	276,788	338,717	1,556,368	1,387,989
Cash used in investing activities	-	(1,341,000)	(1,242,934)	(1,591,000)
Cash (used in) provided by financing activities	(368,191)	1,059,783	(251,075)	729,779
Effect of foreign exchange rate change on cash and cash equivalents	12,612	(15,733)	27,799	(18,766)
(Decrease) increase in cash and cash equivalents	(78,791)	41,767	90,158	508,002

### *Operating Activities*

Cash provided by operating activities increased from \$1,387,989 in 2024 to \$1,556,368 in 2025. An increase in Adjusted EBITDA (as discussed in *Segmented Information* above) and a decrease in acquisition related costs in 2025 compared to 2024 had a positive impact on cash provided by operations. During 2025, changes in non-cash working capital used cash of \$187,072 as compared to 2024 when changes in non-cash working contributed cash of \$242,269. Changes in non-cash working capital are impacted by timing of cash inflows related to collections from customers and cash outflows related to employee payroll and vendor payments. The use of cash in 2025 includes the impact of the initial working capital investment for home care agencies acquired during the year.

The operating activities for the three and twelve months ended December 31, 2025 were primarily related to ongoing management of home care operations, the continued efforts for identification, evaluation and completion of the additional acquisitions, management expenses for back-office support of operations and the corporate and administrative costs (such as professional fees, consulting fees and salary, regulatory and transfer agent fees) associated with operating a public company.

### *Investing Activities*

The Corporation used cash in investing activities of \$1,242,934 for the year ended December 31, 2025. Cash used in investing activities in 2025 relates to the purchase of home care businesses in Nova Scotia, Canada. The cash used in investing activities in 2024 related to the purchase of home care businesses in Massachusetts and Florida.

### *Financing Activities*

Financing activities include regular payments of principal and interest on demand loans, promissory notes and leases. The Corporation used cash in financing activities of \$368,191 in Q4 2025 compared cash generated in financing activities of \$1,059,783 in Q4 2024. During Q4, 2024, the Corporation generated \$1.2 million from the proceeds of a demand loan used to finance a business acquisition in Florida.

The Corporation used cash from financing activities of \$251,075 for the twelve months ended December 31, 2025 and generated cash in financing activities of \$729,779 for the same period in 2024. During Q1 2025, the Corporation received proceeds of \$937,811 from a new demand loan, net of transaction costs, used to finance the purchase of the two affiliated Nova Scotia home care businesses.

### *Liquidity and Capital Resources*

As of December 31, 2025, the Corporation had cash and cash equivalents of \$1,492,925 and negative working capital of \$134,806. The working capital has been reduced by the full amount of Schedule 1 Canadian bank demand loans of \$1,786,887, not the amount due in the next twelve months of \$464,572, as the demand loans are classified as current liabilities due to their

demand feature.

The Corporation currently has enough cash and cash equivalents as well as access to an unused revolving credit facility of \$1,094,411 (CAD\$1,500,000) to meet its contractual obligations for the next year. The Corporation also has access to a non-revolving acquisition line with an available balance of \$4,691,000 as at December 31, 2025 to finance future acquisitions, but based on the existing situation, additional cash flow and financing could be required to support future operations and to fund significant future acquisitions. Management believes it can obtain additional capital financing as needed.

The Corporation's credit facility contains customary financial covenants, including requirements related to leverage and fixed charge coverage ratios. As at December 31, 2025, the Corporation was in compliance with all covenants under its lending arrangements. Management monitors compliance with these covenants on an ongoing basis.

Future growth plans will be dependent on management's ability to raise required funding through future issuances of equity or debt, its ability to acquire targets or business interests and develop profitable operations or a combination thereof, which is not assured. The plan is to grow the Corporation through acquisitions such that operations will, at a minimum, support all debt financing costs.

Additional potential sources of funding include unexercised stock options. On December 31, 2025, the Corporation had 8,225,000 stock options outstanding at a weighted average exercise price of CAD\$0.43 of which 6,775,000 are vested and exercisable at December 31, 2025 at a weighted average exercise price of CAD\$0.45. The exercise of all vested and in the money stock options could potentially bring in additional financing of CAD\$0.24 million. However, there is no certainty that the Corporation will receive these stock option proceeds over time as not all stock options may be exercised.

## SUMMARY OF QUARTERLY RESULTS

A summary of quarterly results is included in the table below. The financial information is extracted from or derived from the Corporation's consolidated financial statements.

	<b>Dec 31, 2025</b>	<b>Sep 30, 2025</b>	<b>June 30, 2025</b>	<b>Mar 31, 2025</b>
	\$	\$	\$	\$
<b>Revenues</b>	8,087,783	8,264,326	8,021,072	7,093,624
<b>Net (loss) income</b>	(53,728)	426,171	(484,008)	(78,299)
<b>Net (loss) income per share - basic and diluted</b>	(0.00)	0.01	(0.01)	(0.00)
<b>Cash provided by operating activities</b>	276,788	470,890	611,932	196,758
	<b>Dec 31, 2024</b>	<b>Sep 30, 2024</b>	<b>June 30, 2024</b>	<b>Mar 31, 2024</b>
	\$	\$	\$	\$
<b>Revenues</b>	6,585,825	6,406,528	6,338,532	6,429,721
<b>Net income (loss)</b>	886,268	(207,871)	226,998	473,073
<b>Net income (loss) per share - basic and diluted</b>	0.01	(0.00)	0.00	0.01
<b>Cash provided by operating activities</b>	338,717	287,259	387,709	374,304

### **Revenues**

Revenues increased from \$6.4 million in Q1 2024 to \$8.1 million in Q4 2025 due to acquisitions completed in Q2 2024, Q4 2024, Q1 2025 and Q2 2025. These acquisitions contributed revenues of \$0.15 million in Q2 2024, \$0.22 million in Q3 2024, \$0.4 million in Q4 2024, \$1.5 million in Q1 2025, \$2.0 million in Q2 2025, \$2.1 million in Q3 2025 and \$2.1 million in Q4 2025.

Same agency revenues (agencies owned from January 1, 2024 onward) declined from Q1 2024 to Q4 2025 due to the loss of client service hours at several agencies, offset by client billing rate increases.

### **Net Income (Loss)**

Net income (loss) will vary each quarter based on the period end foreign exchange rates due to the translation of US dollar monetary balances to Canadian dollars in Head Office. In Q4 2025, a foreign exchange loss of \$242,643 was recognized due to a 1.5% weakening of the US dollar relative to the Canadian dollar, decreasing net income in that period. In Q3 2025, a

foreign exchange gain of \$295,214 was recognized due to a 2.0 % strengthening of the US dollar relative to the Canadian dollar increasing income in that period. In Q2 2025, a foreign exchange loss of \$799,746 was recognized due to a 5.1 % weakening of the US dollar relative to the Canadian dollar, decreasing net income in that period. In Q4 2024, a foreign exchange gain of \$997,980 was recognized due to a 6.6% strengthening of the US dollar relative to the Canadian dollar increasing net income in that period.

***Cash provided by operating activities***

Cash provided by operating activities is impacted by factors including adjusted EBITDA, changes in non-cash working capital and acquisition-related expenses. The Corporation achieved positive cash from operating activities in every quarter in 2024 and 2025. Cash provided by operating activities in Q4 2025 of \$276,788 was impacted by negative changes in non-cash working capital of \$166,304 primarily due to the timing of employee payroll payments at the end of the quarter.

**TRANSACTIONS WITH RELATED PARTIES**

Transactions with related parties were in the normal course of operations and are measured at the exchange amount, which is the amount agreed to by the parties. Related parties include members of the Board of Directors, as well as the Chief Executive Officer and the Chief Financial Officer.

Corporate and administrative expenses include the following related party remuneration expenses:

	<b>Year ended December 31</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Management compensation	<b>463,775</b>	405,106
Directors' compensation	<b>137,375</b>	140,183
Stock-based compensation	<b>91,796</b>	102,769
	<b>692,946</b>	648,058

On January 20, 2025, the Corporation acquired 100% of the shares of two affiliated Nova Scotia based home care businesses. The acquisition was a non-arm's length transaction as the shares were previously controlled by the Chief Executive Officer and a shareholder holding more than 10% of the outstanding shares of the Corporation.

On December 14, 2024, the Corporation acquired 100% of the assets of a Florida based home care business. The acquisition was a non-arm's length transaction as the assets were previously controlled by a Director of the Corporation.

**OFF BALANCE SHEET ITEMS**

The Corporation has no off-balance sheet arrangements.

**OUTSTANDING SHARE DATA**

Authorized capital stock consists of an unlimited number of common shares without nominal or par value.

As at the date of the MD&A, there were 87,314,252 common shares of the Corporation issued and outstanding, 8,225,000 stock options outstanding and 500,000 DSUs outstanding.

**FINANCIAL INSTRUMENTS**

The Group's risk management is coordinated at its Head Office, in close cooperation with the Board of Directors, and focuses on actively securing the Group's short to medium-term cash flows by maximizing cash flow from operations. The Group is exposed to various risks in relation to financial instruments. The main types of risks are credit risk, liquidity risk and market risk. The Group is exposed to the same risks in the current year as it was exposed to in the prior year. The most significant financial risks to which the Group is exposed are described below.

**Credit risk**

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting receivables to customers and placing deposits.

The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized at the end of

the reporting period, as summarized below:

<b>Classes of financial assets – carrying amounts</b>	<b>December 31, 2025</b>	<b>December 31, 2024</b>
	\$	\$
Cash and cash equivalents	<b>1,492,925</b>	1,402,767
Accounts receivable	<b>1,837,001</b>	1,697,910
	<b>3,329,926</b>	3,100,677

#### *Credit risk management*

The credit risk is managed on a group basis based on the Group's credit risk management policies and procedures. The credit risk in respect of cash balances held with banks are managed by only using major reputable financial institutions.

The Group does not specifically assess the credit quality of clients based on a credit rating but through an informal process while onboarding for service. Invoice terms are generally payable within thirty days. The ongoing credit risk is managed through regular review of aging analysis.

At certain locations, clients are required to pay an upfront deposit, mitigating the credit risk. As of December 31, 2025, the Group had \$38,118 collected for client deposits (December 31, 2024 - \$49,084), representing approximately 2.1% of outstanding accounts receivable, billed and accrued (December 31, 2024 – 2.9%).

#### *Accounts receivable*

The Group applies the IFRS 9 simplified model of recognizing lifetime expected credit losses for all accounts receivable as these items do not have a significant financing component.

In measuring the expected credit losses, the accounts receivable have been assessed on a collective basis as they possess shared credit risk characteristics.

The expected loss rates are based on the payment profile for revenues over the past 12 months before December 31, 2025. The historical rates are adjusted to reflect current and forward-looking macroeconomic factors affecting the customer's ability to settle the amount outstanding. The Group has identified gross domestic product of the countries in which the clients are domiciled to be the most relevant factors and accordingly adjusts historical loss rates for expected changes in these factors. However, given the short period exposed to credit risk, the impact of these macroeconomic factors has not been considered significant within the reporting period.

Accounts receivable are written-off when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Group on alternative payment arrangement amongst others are considered indicators of no reasonable expectation of recovery.

Lifetime expected credit loss is less than 0.2% and the Group's accounts receivable maximum exposure to credit risk is \$1,798,883 at December 31, 2025 (December 31, 2024 – \$1,648,106) with 85% of the balance outstanding for less than 30 days (December 31, 2024 – 74%). Actual specific write-offs of accounts receivable for the year ended December 31, 2025 was \$143,767 (December 31, 2024 - \$147,517).

#### **Liquidity risk**

Liquidity risk is the risk that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecasting cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below.

Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a quarterly lookout period are identified monthly. Net cash requirements are compared to available cash balances and available borrowing facilities in order to determine headroom or shortfalls. This analysis shows that available borrowing facilities and cash balances are expected to be sufficient for the next twelve months.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and accounts receivable. The Group's existing cash resources and accounts receivable, in addition to the current unused balance of the revolving operating facility and cash flow projections are expected to be sufficient to meet the contractual cash outflow requirements over the next twelve months. Cash flows from accounts and other receivables are all

contractually due within 30 days.

The Group's financial liabilities have contractual maturities (including interest payments where applicable) as summarized below:

As at December 31, 2025	< 1 year	1-2 years	3-5 years	> 5 years
	\$	\$	\$	\$
Account payable and accrued liabilities	1,469,705	-	-	-
Client deposits	38,118	-	-	-
Promissory notes, principal and interest	136,116	113,067	-	-
Demand loans, principal and interest	587,650	552,638	995,173	-
Lease liability, principal and interest	357,489	279,235	316,738	80,770
Total	2,589,078	944,940	1,311,911	80,770

As at December 31, 2024	< 1 year	1-2 years	3-5 years	> 5 years
	\$	\$	\$	\$
Account payable and accrued liabilities	1,563,605	-	-	-
Client deposits	49,804	-	-	-
Promissory notes, principal and interest	143,767	139,317	109,866	-
Demand loans, principal and interest	397,790	367,428	895,268	-
Lease liability, principal and interest	354,501	274,957	329,262	147,955
Total	2,509,467	781,702	1,334,396	147,955

### Market risk

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk and interest rate risk, which result from both its operating and financing activities.

#### *Foreign currency sensitivity*

The Group's operations are predominantly carried out in USD. Exposure to currency exchange rates arise from Canadian assets, liabilities, home care operations and head office costs.

The Group's exposure to the Canadian dollar currency risk is as follows:

	December 31, 2025	December 31, 2024
	CAD\$	CAD\$
Cash and cash equivalents	817,447	702,022
Accounts receivable	720,324	312,147
Accounts payable & accrued liabilities	(820,061)	(632,736)
Lease liability	(681,787)	(796,046)
Demand loan	(1,107,148)	-
	(1,071,225)	(414,613)

A change of 5.0% in the Canadian dollar exchange rate at December 31, 2025 would affect net income (loss) and deficit by approximately \$37,000 (December 31, 2024 - \$13,700).

#### *Interest rate sensitivity*

As at December 31, 2025, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. An increase or decrease of 1% in interest rates would affect net income and comprehensive income and deficit by approximately \$16,400 on an annual basis (December 31, 2024 - \$11,700).

### Fair value

All financial assets and liabilities except for demand loans and promissory notes are short-term. The carrying values of short-term financial assets and liabilities are a reasonable approximation of fair value. The fair value of the demand loans and promissory notes is disclosed in notes 8 and 9 to the Consolidated Financial Statements as at December 31, 2025.

## **RISKS AND UNCERTAINTIES**

The following information is a summary of certain risk factors relating to the business of the Corporation and its subsidiaries, and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this MD&A and the documents incorporated by reference herein.

Nova Leap and its subsidiaries are subject to certain risks inherent in the operation of the business. Nova Leap and its subsidiaries manage risk and risk exposures through a combination of management oversight, insurance, systems of internal controls and disclosures and sound operating policies and practices.

These risks and uncertainties are not the only ones facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems immaterial, may also impair operations of the Corporation. If any such risks were to occur, the financial condition, liquidity and results of operations of the Corporation could be materially adversely affected and the ability of the Corporation to implement its plans could be adversely affected.

### **Risks Related to Ownership of Nova Leap Shares**

#### *Market Price of the Common Shares*

The common shares of Nova Leap (“Common Shares”) are currently listed and posted for trading on the TSX Venture Exchange. Securities of small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in cost of services, or in the financial condition or results of operations of the Corporation. Other factors unrelated to the performance of the Corporation that may have an effect on the price of the Common Shares include the following: the extent of analyst coverage available to investors concerning the business of the Corporation may be limited if investment banks with research capabilities do not follow the Corporation’s securities; lessening in trading volume and general market interest in the Corporation’s securities may affect an investor’s ability to trade significant numbers of the Common Shares; the size of the Corporation’s public float may limit the ability of some institutions to invest in the Corporation’s securities; a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Corporation’s securities to be delisted from an exchange on which they are listed, further reducing market liquidity; adverse changes in general market or industry conditions or economic trends; or a variety of other factors.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Corporation. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Corporation may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management’s attention and resources.

#### *Future Sales of Shares by Shareholders*

Sales of a large number of the Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Corporation’s ability to raise capital through future sales of the Common Shares. The Corporation cannot predict the effect that future sales of Common Shares or other equity related securities would have on the market price of the Common Shares.

#### *Dilution*

The Corporation may require additional funds in respect of the further development of the Corporation’s business. If the Corporation raises funds by issuing additional Common Shares or other equity securities, such financing will dilute the equity interests of its shareholders.

#### *Dividends*

The Corporation has never declared or paid any dividends on its Common Shares. The Corporation intends, for the foreseeable future, to retain its future earnings, if any, to finance its business activities. The payment of future dividends, if any, will be reviewed periodically by the Board and will depend upon, among other things, conditions then existing including earnings, financial conditions, cash on hand, financial requirements to fund business activities, development and growth, restrictions under the Corporation’s debt agreements and other factors that the Board may consider appropriate in the circumstances.

### **Risks Related to Growth Strategy**

*Our growth strategy depends on our ability to manage growth and effectively integrate operations and we may not be successful in managing this growth.*

Our business plan calls for significant growth in our business over the foreseeable future through the expansion of our services in existing markets and the establishment of a presence in new markets. This growth has placed and continues to place significant demands on our management team, systems, internal controls and financial and professional resources. In addition, we will need to further develop our financial controls and reporting systems to accommodate our growth. This could require us to incur expenses for hiring additional qualified personnel, retaining professionals to assist in developing the appropriate control systems and expanding our information technology infrastructure. Our inability to effectively manage growth could have a material adverse effect on our financial results.

*Previously completed or future acquisitions, or growth initiatives, may be unsuccessful and could expose us to unforeseen liabilities.*

Our growth strategy includes geographical expansion into new markets and existing markets through the acquisition of home care agencies. These acquisitions involve significant risks and uncertainties, including difficulties assimilating acquired personnel and other corporate cultures into our business, the potential loss of key employees or clients, regulatory risks, the assumption of liabilities, exposure to unforeseen liabilities of acquired agencies, and the diversion of the management team's attention.

In the past, we have made acquisitions that have not performed as expected. In addition, our due diligence review of acquired businesses may not successfully identify all potential issues. Further, following completion of an acquisition, we may not be able to maintain the growth rate, levels of revenue, earnings or operating efficiency that we and the acquired business have achieved or might achieve separately. The failure to effectively integrate future acquisitions could have a material adverse impact on our operations.

We may in the future selectively open new agencies in existing and new states. New agency locations involve risks, including those relating to licensing, hiring new personnel, and establishing relationships with referral sources. We may not be successful in generating sufficient business activity to sustain the operating costs of such new agency operations.

*We may be unable to pursue acquisitions or expand into new geographic regions without obtaining additional capital or consent from our lenders.*

We believe that future bank borrowings will be based on a multiple of an Adjusted EBITDA or cash flow ratio. An inability to produce sufficient Adjusted EBITDA to support debt repayments could cause an inability of the Corporation to achieve additional bank financing. We cannot predict the timing, size and success of our acquisition efforts, our efforts to expand into new geographic regions or the associated capital commitments. If we do not have sufficient cash resources, or availability through additional bank financing, our growth could be limited unless we obtain additional equity or debt financing. In the future, we may elect to issue additional equity securities in conjunction with raising capital, completing an acquisition or expanding into a new geographic region. Such issuances could be dilutive to existing shareholders.

In addition, our ability under our credit facility to consummate acquisitions is subject to approval by our lender. Our ability to expand in a manner consistent with historic practices may be limited if we are unable to obtain such consent from our lenders.

## **Risks Related to Operations**

### *Shortage of caregivers*

There is a shortage of caregivers in many of the regions in which the Group operates. As a result, the Group may face higher costs of recruiting and retaining caregivers, compensating caregivers or loss of clients and revenues which would all adversely impact the Corporation.

### *Renewal of Home Care Licenses*

There are licensing requirements in the States of Florida, New Hampshire, Rhode Island and Oklahoma to provide home care or home health care services and there may be similar licensing requirements in other jurisdictions in which the Corporation expands its operations. Such a license is subject to an annual renewal, and as a result there is no assurance or guarantee that the Corporation will pass any future license renewal processes. If the license is not renewed it will impact the ability to generate future profits. The Corporation currently operates under valid licenses.

### *Our industry is highly competitive, fragmented and market-specific*

We compete with other personal care service agencies, including privately held single-site agencies as well as franchises and private caregivers including family members. Some of our competitors may have greater financial, technical, political and marketing resources, name recognition or a larger number of clients than we do. In addition, some of these organizations offer more services than we do in the markets in which we operate. These competitive advantages may limit our ability to attract

and retain referrals in local markets and to increase our overall market share.

In many states and provinces, there are limited barriers to entry in providing personal care services. However, some states require entities to obtain a license before providing home care services. In addition, economic changes such as increases in minimum wage and changes in Department of Labor rules can also impact the ease of entry into a market. These factors may affect competition in the states in which we operate.

Our agreements with clients are not exclusive and there is no cost of cancellation of services. Local competitors may develop strategic relationships with referral sources and payors. This could result in pricing pressures, loss of or failure to gain market share or loss of clients, any of which could harm our business and have a negative impact on our results of operations.

#### *United States Operations and Exchange Rate Fluctuations*

The Corporation conducts many of its operations through its United States subsidiaries. Therefore, to the extent of these holdings, the Corporation (directly and indirectly) is dependent on the cash flows of these subsidiaries to meet its obligations. The ability of such subsidiaries to make payments to their parent companies may be constrained by the following factors: the level of taxation, particularly corporate profits and withholding taxes, in the jurisdiction in which each subsidiary operates; and the introduction of exchange controls or repatriation restrictions or the availability of hard currency to be repatriated.

In the past, the Corporation has financed acquisitions of US businesses in part by obtaining U.S. denominated loans that could then be serviced and repaid from anticipated future US earnings streams. Although this natural hedging strategy is partially effective in mitigating future foreign currency risks, a substantial portion of Nova Leap's revenues and cash flows are now, and are expected to continue to be, generated in US dollars. Fluctuations in exchange rates between the Canadian dollar and the US dollar may have a material adverse effect on the Corporation's reported earnings and cash flows and its ability to make future Canadian dollar cash dividends. Fluctuations in the exchange rates between the Canadian dollar and the U.S. currency may also have a material adverse effect on Nova Leap's share price. To reduce volatility from exchange rates, Nova Leap reports results in USD. The Corporation will continue to maintain cash balances in both United States and Canadian dollars, but management does not currently anticipate that it will purchase any securities or financial instruments to speculate on, or hedge against, a rise or fall in the value of the United States dollar.

#### *Goodwill and/or intangible assets impairment*

Goodwill and intangible assets with finite lives represent a significant portion of our assets. Goodwill represents the excess of cost over the fair market value of net assets acquired in business combinations. For example, if our market capitalization drops significantly below the amount of net equity recorded on our balance sheet, it might indicate a decline in our fair value and would require us to further evaluate whether our goodwill has been impaired.

If as part of our annual review of goodwill and intangibles, we were required to write down all or a significant part of our goodwill and/or intangible assets, our net earnings and net worth could be materially adversely affected, which could affect our ability to obtain additional financing. In addition, if our assumptions used in preparing our valuations for purposes of impairment testing differ materially from actual future results, we may record impairment charges in the future and our financial results may be materially adversely affected. Nova Leap recognized an impairment loss of \$1,502,562 in 2023 \$514,403 in 2022 \$605,682 in 2021 and \$800,000 in 2020 for CGUs that had not performed according to forecasts and expectations from the time of acquisition.

It is not possible at this time to determine if there will be any future impairment charges, or if there is, whether such charges would be material. We will continue to review our goodwill and other intangible assets for possible impairment. We cannot be certain that a downturn in our business, changes in market conditions or rising interest rates as a result of inflation will not result in an impairment of goodwill or other intangible assets and the recognition of resulting expenses in future periods, which could adversely affect our results of operations for those periods.

## **Liability Risks**

#### *Government Regulation and Tax Risk*

Nova Leap and its subsidiaries are subject to various federal, state, provincial, and local laws, regulations and taxation authorities. Various federal, state, provincial and local agencies as well as other governmental departments administer such laws, regulations and their related rules and policies. New laws governing Nova Leap or its business could be enacted or changes or amendments to existing laws and regulations could be enacted which could have a significant impact on the Corporation. Nova Leap utilizes the services of professional advisors in the areas of taxation, labour and general business law to mitigate the risk of non-compliance. Failure to comply with the applicable laws, regulations or tax changes may subject the

Corporation to civil or regulatory proceedings and no assurance can be given that this will not have a material impact on financial results.

*Our insurance liability coverage may not be sufficient for our business needs.*

Although Nova Leap maintains insurance consistent with industry practice, the insurance we maintain may not be sufficient to satisfy all claims made against us. We cannot assure you that claims will not be made in the future in excess of the limits of our insurance, and any such claims, if successful and in excess of such limits, may have a material adverse effect on our business or assets. If losses on asserted claims exceed the current insurance coverage and accrued reserves, our business, results of operations and financial condition could be adversely affected. Changes in our annual insurance costs depend in large part on the insurance market, and insurance coverage may not continue to be available to us at commercially reasonable rates, in adequate amounts or on satisfactory terms.

Nova Leap maintains insurance consistent with industry practice including general liability, property and automobile as well as worker's compensation insurance, through insurance policies with insurance carriers located in the US and Canada. Nova Leap also insures its directors and officers against liabilities arising from errors, omissions and wrongful acts. Management uses its knowledge, as well as the knowledge of experienced brokers, to ensure that insurable risks are insured appropriately under terms and conditions that would protect Nova Leap and its subsidiaries from losses. There can be no assurance that all perils would be fully covered or that a material loss would be recoverable under such insurance policies.

*We may have exposure to unforeseen tax liabilities.*

We are subject to income taxes, as well as non-income based taxes (such as payroll taxes), in the United States and Canada and our tax structure is subject to review by numerous taxation authorities. Significant judgment is required in determining our worldwide provision for income taxes and other tax liabilities. In the ordinary course of a global business, there are many inter-company transactions and calculations where the ultimate tax determination is uncertain. Although we strive to ensure that our tax estimates and filing positions are reasonable, we cannot assure you that the final determination of any tax audits and litigation will not be different from what is reflected in our historical income tax provisions and accruals, and any such differences may materially affect our operating results for the affected period or periods.

We also have exposure to additional non-income tax liabilities. We are subject to non-income taxes, such as payroll taxes in the United States and Canada.

## **Data Security and Privacy Risks**

*Our business depends on our information systems. Our operations may be disrupted if we are unable to effectively integrate, manage and maintain the security of our information systems.*

Our business depends on effective and secure information systems and software that assist us in, among other things, gathering information to improve the quality of consumer care, optimizing financial performance, and enhancing staff efficiency. Our business also depends on a comprehensive payroll and human resources system for basic payroll functions and reporting, payroll tax reporting and benefits tracking and offerings. Our business supports the use of Electronic Visit Verification ("EVV") to collect visit submission information through our delivery of home care services. Our solution, when used to its full functionality, uses telephony to capture time in and time out, mileage and travel time, as well as the completed care plan tasks.

We rely on external service providers to provide continual maintenance, upgrading, and enhancement of our primary information systems used for our operational needs. To the extent providers fail to support the software or systems, or if we lose our licenses, our operations could be negatively affected.

Our work from home policies for administrative employees has led to an increase in working remotely and, consequently, accessing our system remotely. As a result, we are more dependent on our systems that facilitate remote access and potentially could experience increased risks.

If we experience a reduction in the performance, reliability, or availability of our information systems, our operations and ability to process transactions and produce timely and accurate reports could be adversely affected. If we experience difficulties with the transition and integration of information systems or are unable to implement, maintain, or expand our systems properly, we could suffer from, among other things, operational disruptions, regulatory problems, and increases in administrative expenses.

*A cyber-attack or security breach could cause a loss of confidential client or employee data, give rise to remediation and other expenses, expose us to liability under HIPAA/PIPEDA, consumer protection laws, common law and other legal theories,*

*subject us to litigation and federal and state governmental inquiries, damage our reputation, and otherwise be disruptive to our business.*

We rely extensively on computer systems to manage clinical and financial data, to communicate with our clients, employees, payors (VA or insurance companies), vendors and other third parties, and to summarize and analyze our operating results. We at times exchange clinical and financial data with third parties in connection with our routine operations and in order to meet our contractual and regulatory obligations. We are required to comply with the federal and state privacy and security laws and requirements, including the Health Insurance Portability and Accountability Act (“HIPAA”).

In spite of our policies, procedures and other security measures used to protect our computer systems and data, we could (but have not to date) experience breaches that would require us to notify affected clients or employees and the government. There can be no assurance that we will not be subject to cyber-attacks or security breaches in the future. Such attacks or breaches could result in loss of protected client medical data or other information subject to privacy laws or disrupt our information technology systems or business.

In addition, our work from home policies may have an adverse impact on our information technology systems and our ability to securely preserve confidential information, including risks associated with telecommuting issues associated with our employees working remotely. If our privacy and security practices fail to comply with HIPAA and other applicable privacy and security laws and/or if we fail to satisfy applicable breach notification requirements in the event of a security breach, we could be subject to significant fines, penalties, lawsuits and reputational harm. In addition, we may be at increased risk because we outsource certain services or functions to, or have systems that interface with, third parties. Some of these third parties may store or have access to our data and may not have effective controls, processes, or practices to protect our information from attack, damage, or unauthorized access. A breach or attack, including those caused by updates and other releases, affecting any of these third parties could harm our business.

## **Human Capital Risks**

*We may not be able to attract and retain qualified personnel or we may incur increased costs in doing so.*

We must attract and retain qualified non-executive personnel in the markets in which we operate in order to provide our services. We compete for personnel with other providers of social and medical services as well as companies in other service-based industries. Increased competition for trained personnel or general inflationary pressures may require that we enhance our pay and benefits packages to compete effectively for such personnel. We may not be able to offset such added costs by increasing the rates we charge for our services. An increase in personnel costs could negatively impact our business. In addition, if we fail to attract and retain qualified and skilled personnel, our ability to conduct our business operations effectively would be harmed.

Competition may be greater for managers, such as regional and agency directors. Our ability to attract and retain personnel depends on several factors, including our ability to provide employees with attractive assignments and competitive benefits and salaries. The loss of one or more of the members of the management team or the inability of a new management team to successfully execute our strategies may adversely affect our business. If we are unable to attract and retain qualified personnel, we may be unable to provide our services, the quality of our services may decline, and we could lose clients and referral sources.

*We depend on the services of our executive team members.*

Our success depends upon the continued employment of certain members of our executive team to manage several of our key functional areas, including operations, business development, accounting, finance, human resources, marketing, information systems, and compliance. The departure of certain members of our executive team may materially adversely affect our operations.

## **General Risks**

*Inclement weather, natural disasters, acts of terrorism, pandemics, riots, civil insurrection or social unrest, looting, protests, strikes or street demonstrations may impact our ability to provide services.*

Inclement weather, natural disasters, acts of terrorism, pandemics, riots, civil insurrection or social unrest, looting, protests, strikes or street demonstrations may prevent our employees from providing services to clients. Furthermore, prolonged disruptions as a result of such events in the markets in which we operate could disrupt our relationships with clients, caregivers and employees and referral sources located in affected areas and, in the case of our corporate office, our ability to provide administrative support services, including billing and payroll services. For example, most of our agencies are located in the North-eastern US or Canada, with exposure to blizzards and other major snowstorms, ice storms, hurricanes and flooding.

The impact of disasters and similar events is inherently uncertain. Future inclement weather, natural disasters, acts of terrorism, pandemics, riots, civil insurrection or social unrest, looting, protests, strikes or street demonstrations may adversely affect our reputation, business and consolidated financial condition, results of operations and cash flows.

## **MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

The information provided in the Corporation’s Consolidated Financial Statements is the responsibility of management. In the preparation of the statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

In contrast to the certificate required under National Instrument 52-109 *Certificate of Disclosure in Issuers’ Annual and Interim Filings* (“NI 52-109”) for non-venture issuers, the Venture Issuer Basic Certificate (“Certificate”) does not include representations relating to the establishment and maintenance of disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards.

The Corporation’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the Certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## **NATURE OF THE SECURITIES**

The purchase of the Corporation’s securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Corporation’s securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

### **Approval**

Dated March 5, 2026