

PHARMACORP RX INC.
Underwritten Public Offering
\$20,034,000
November 6, 2025

The Units (as hereinafter defined) will be offered by way of a prospectus supplement to a final base shelf prospectus in each of the provinces of Canada, other than Québec. A prospectus supplement containing important information relating to the Units has not yet been filed with the applicable Canadian securities regulatory authorities. A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, other than Québec. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the Units. Investors should read the final base shelf prospectus, any amendment and any applicable prospectus supplement for disclosure of those facts, especially risk factors relating to the Units, before making an investment decision.

Copies of the final base shelf prospectus, and any applicable shelf prospectus supplement and any amendments to the documents are accessible through SEDAR+ and may be obtained from Canaccord Genuity Corp. at ecm@cgf.com or Acumen Capital Finance Partners Limited at info@acumencapital.com.

The Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the “United States”), and may not be offered or sold within the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws.

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| Issuer: | PharmaCorp Rx Inc. (“ Company ”). |
| Issue: | Offering of units (“ Units ”) of the Company. Each Unit shall be comprised of one common share of the Company (a “ Common Share ”) and one-half of one Common Share purchase warrant (each whole warrant, a “ Warrant ”). Each Warrant entitles the holder to acquire one Common Share at an exercise price of C\$0.50 for a period of two (2) years. |
| Size of Offering: | C\$20,034,000 (the “ Offering ”). |
| Issue Price: | C\$0.42 per Unit. |
| Over-Allotment Option: | Up to 15% of the number of Units issued pursuant to the Offering to any cover over-allotments and for market stabilization purposes, exercisable in whole or in part within 30 days of the closing of the Offering. |
| Type of Transaction: | Underwritten public offering pursuant to a supplement to the Company’s base shelf prospectus, subject to a formal underwriting agreement. |
| Offering Jurisdictions: | All provinces of Canada, except Quebec, and in the United States by way of private placement to selected qualified institutional investors and outside of Canada and the United States on a private placement or equivalent basis. |
| Exchange Listing: | The Company’s common shares are listed on the TSX Venture Exchange under the symbol “PCRX”. |
| Eligibility: | The Units shall be eligible for RRSPs, RRIFFs, RDSPs, RESPs, FHSAs, TFSAs and DPSPs. |
| Use of Proceeds: | For future acquisition opportunities and general working capital requirements. |
| Closing Date: | On or about November 12, 2025. |

Co-Bookrunners:

Canaccord Genuity Corp. and Acumen Capital Finance Partners Limited.