

MARVEL BIOSCIENCES CORP.

**Condensed Interim Consolidated Financial Statements
For the Three Months Ended October 31, 2025 and 2024
*(Unaudited - expressed in Canadian Dollars)***

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim consolidated financial statements by an entity's auditor.

MARVEL BIOSCIENCES CORP.

Condensed Interim Consolidated Statements of Financial Position

As at October 31, 2025 and 2024

(Unaudited - expressed in Canadian Dollars)

		October 31, 2025	July 31, 2025
	Notes	\$	\$
Assets			
Current assets			
Cash		633,536	128,855
GST receivable		25,086	17,549
Grant receivable	6	-	150,000
Prepaid expenses and deposits		24,434	30,311
		683,056	326,715
Total assets		683,056	326,715
Liabilities and Shareholders' Deficit			
Current liabilities			
Accounts payable and accrued liabilities	3,7	2,024,833	2,022,952
Convertible debentures	4	2,310,000	2,310,000
		4,334,833	4,332,952
Total liabilities		4,334,833	4,332,952
Shareholders' deficit			
Share capital	5	9,150,410	8,464,581
Reserves		450,567	439,673
Accumulated deficit		(13,252,754)	(12,910,491)
Total shareholders' deficit		(3,651,777)	(4,006,237)
Total liabilities and shareholders' deficit		683,056	326,715

Going concern (Note 2)

Subsequent events (Note 11)

Approved on behalf of the Board of Directors

/s/ "J. Roderick Matheson"

Roderick Matheson
CEO and Director

/s/ "Randall Smallbone"

Randall Smallbone
Director

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

MARVEL BIOSCIENCES CORP.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the Three Months Ended October 31, 2025 and 2024
(Unaudited - expressed in Canadian Dollars)

	Notes	October 31, 2025 \$	October 31, 2024 \$
Expenses:			
Clinical study	6	57,457	11,423
Management, director and consulting fees	7	93,714	85,458
Professional fees	7	24,827	36,881
General and administrative	7	70,751	65,981
Interest and bank charges	4,7	56,400	35,788
Transfer agent fees		10,523	9,390
Travel		-	1,365
Share-based compensation	5,7	6,085	21,482
Loss before other items		(319,757)	(267,768)
Other items:			
Foreign exchange loss		(22,506)	(10,477)
Net loss and comprehensive loss		(342,263)	(278,245)
Basic and diluted net loss per share		(0.01)	(0.01)
Weighted average number of common shares outstanding		55,569,848	44,786,231

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

MARVEL BIOSCIENCES CORP.

Condensed Interim Consolidated Statements of Cash Flows
For the Three Months Ended October 31, 2025 and 2024
(Unaudited - expressed in Canadian Dollars)

	October 31, 2025 \$	October 31, 2024 \$
Operating Activities		
Net loss	(342,263)	(278,245)
Non-cash items:		
Director fees settled by deferred share units	7,500	-
Share-based compensation	6,085	21,482
	(328,678)	(256,763)
Changes in non-cash working capital items:		
GST receivable	(7,537)	(8,915)
Prepaid expenses and deposits	5,877	9,100
Grant receivable	150,000	-
Accounts payable and accrued liabilities	1,881	(5,903)
Net cash used in operating activities	(178,457)	(262,481)
Financing Activities		
Proceeds from exercise of warrants	683,138	-
Net cash provided by financing activities	683,138	-
Net decrease in cash	504,681	(262,481)
Cash, beginning of the period	128,855	345,769
Cash, end of the period	633,536	83,288
Non-cash investment and financing activities		
Fair value of warrants exercised	2,691	-

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MARVEL BIOSCIENCES CORP.

Consolidated Statements of Changes in Shareholders' Deficit
For the Three Months Ended October 31, 2025 and 2024
(Unaudited - expressed in Canadian Dollars)

	Common Shares #	Share capital \$	Reserves \$	Accumulated deficit \$	Total \$
Balance, July 31, 2024	44,786,231	7,578,608	294,611	(10,699,023)	(2,825,804)
Share-based compensation (Note 5)	-	-	21,482	-	21,482
Net loss and comprehensive loss	-	-	-	(278,245)	(278,245)
Balance, October 31, 2024	44,786,231	7,578,608	316,093	(10,977,268)	(3,082,567)
Private placement (Note 5)	8,150,000	988,750	30,000	-	1,018,750
Share issuance costs (Note 5)	-	(87,966)	-	-	(87,966)
Finder's warrants (Note 5)	-	(18,599)	18,599	-	-
Share-based compensation (Note 5)	-	-	75,126	-	75,126
Warrants exercised	17,500	3,788	(1,163)	-	2,625
Deferred share units granted (Note 5)	-	-	22,500	-	22,500
Net loss and comprehensive loss	-	-	-	(1,933,223)	(1,933,223)
Balance, July 31, 2025	52,953,731	8,464,581	439,673	(12,910,491)	(4,006,237)
Share-based compensation (Note 5)	-	-	6,085	-	6,085
Warrants exercised	4,550,750	685,829	(2,691)	-	683,138
Deferred share units granted (Note 5)	-	-	7,500	-	7,500
Net loss and comprehensive loss	-	-	-	(342,263)	(342,263)
Balance, October 31, 2025	57,504,481	9,150,410	450,567	(13,252,754)	(3,651,777)

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

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Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended October 31, 2025 and 2024
(Unaudited - expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Marvel Biosciences Corp. (“Marvel” or the “Company”) is a biotechnology company that was incorporated on August 1, 2018, under the laws of the Province of British Columbia. The Company continued from British Columbia to Alberta on June 14, 2021. The address of the Company’s head office and principal place of business is 420, 505 8th Ave SW, Calgary, Alberta T2P 1G2 and its registered and records office is 600, 815 8th Avenue SW, Calgary Alberta T2P 3T2.

The Company’s common shares are listed on the TSX Venture Exchange (“TSXV” or the “Exchange”) under the symbol “MRVL”. The Company is classified as a Tier 2 issuer pursuant to TSXV policies and a reporting issuer in each of the Provinces of British Columbia, Alberta, and Ontario.

The Company is currently a pre-clinical stage pharmaceutical development biotechnology company that utilizes a “drug redevelopment” approach to drug development.

2. BASIS OF PREPARATION

Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with IFRS issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed interim consolidated financial statements have been prepared on the basis of the accounting policies, methods of computation, and estimates and judgements consistent with those applied in the Company’s July 31, 2025 annual audited consolidated financial statements.

These condensed interim financial statements do not include all of the information required of the full audited consolidated financial statements and therefore these condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended July 31, 2025.

Going concern

These condensed interim consolidated financial statements have been prepared on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

During the period ended October 31, 2025, the Company incurred a net loss and comprehensive loss of \$342,263 (2024 - \$278,245) and utilized cash totalling \$178,457 (2024 - \$262,481) in operating activities and as at that date, its current liabilities exceeded its current assets by \$3,651,777 (2024 – \$1,372,567) and has an accumulated deficit of \$13,252,754 (July 31, 2025 - \$12,910,491).

The Company will need to raise sufficient funds to maintain operations. Without additional financing, the Company may not be able to fund its ongoing operations and complete development activities. The Company has incurred operating losses from inception, has no revenue and does not currently have the financial resources to sustain operations in the long-term.

The Company actively manages its cash flow and investment in research to match its cash generated from financing activities including eligible government programs. In order to conserve cash, the Company plans to focus on developing compounds with positive indicators of activity that can be patented or are patentable and commercialized; minimize operating expenses where possible; and limit capital expenditure. As the Company continues to expend on research and development, these activities will be financed through eligible government programs and external financing. Management

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believes that successful execution of its business plan will result in sufficient cash flow and new financing to fund projected operational and investment requirements for its pipeline of compounds it has identified. However, no assurances can be given that the Company will be able to achieve all or part of the objectives discussed here, or that sufficient financing from outside sources will be available. Further, if the Company's operations are unable to generate cash flow levels at or above current projections, the Company may not have sufficient funds to meet its obligations over the next twelve months.

The failure of the Company to achieve one or all of the above items may have a material adverse impact on the Company's financial position, results of financial performance and cash flows. These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

These condensed interim consolidated financial statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the statement of financial position classification used.

Basis of presentation

These condensed interim consolidated financial statements been prepared on a historical cost basis.

Basis of Consolidation

The condensed interim consolidated financial statements include the accounts of Marvel Biotechnologies Inc., which was incorporation on August 1, 2018 and is a wholly owned subsidiary of the Company.

Functional and presentation currency

The financial statements are presented in Canadian Dollars, which is the Company and its subsidiary's functional and presentation currency.

Approval of the financial statements

The condensed interim consolidated financial statements of the Company for the period ended April 30, 2025, were approved and authorized for issuance by the Board of Directors on June 17, 2025.

3. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Details of the Company's accounts payable and accrued liabilities are below:

	October 31, 2025	July 31, 2025
	\$	\$
Trade payables	1,607,814	1,500,303
Accrued liabilities	95,375	236,293
Interest payable (Note 4)	321,644	286,356
	2,024,833	2,022,952

4. CONVERTIBLE DEBENTURES

On February 24, 2023, the Company raised gross proceeds of \$1,000,000 through the issuance of unsecured convertible debentures. The convertible debentures units will mature on February 24, 2026, and bear simple interest of 8% per annum. Interest is payable annually in arrears.

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On January 19, 2024, the Company raised additional gross proceeds of \$500,000 through the issuance of unsecured convertible debentures. The convertible debentures units will mature on January 19, 2027, and bear simple interest of 12% per annum. Interest is payable annually in arrears.

The entire principal amount of the convertible debenture may be converted at the election of the holder into common shares of the Company at a conversion price of \$0.12 per share at any time prior to the maturity date. The conversion is subject to certain price adjustment clauses as provided in the unsecured convertible debentures agreement, which may change the number of shares that would be issued if conversions were exercised.

The accrued interest may be paid in cash or common shares, at the option of the Company, based on a conversion price equal to the 20-day volume-weighted average price ("VWAP") of the Company's common shares on the TSXV immediately preceding the date the interest is due.

In line with the Company's accounting policies, the Company designated these convertible debentures as measured at fair value in their entirety (debt host as well as the conversion feature). The fair values of the convertible debentures were determined using a convertible bond pricing model. The fair value of the convertible debentures that was estimated to be \$2,310,000 as at October 31, 2025 (July 31, 2025 - \$2,310,000), as such, a fair value increase of \$nil (2024 - \$nil) was recorded in profit or loss. Significant unobservable (level 3) inputs include: risk-free rate of 2.64% – 2.69%, credit spread of 21.31% - 37.98%, and discount rate of 24.00% - 40.62%. Other significant inputs include volatility of 67.24% – 69.38%.

Changes in the fair value of the convertible debentures and accrued interest is as follows:

	Convertible debenture \$	Interest payable (Note 4) \$	Total \$
Balance, July 31, 2024	1,710,000	146,356	1,856,356
Interest	-	140,000	140,000
Fair value adjustment	600,000	-	600,000
Balance, July 31, 2025	2,310,000	286,356	2,596,356
Interest	-	35,288	35,288
Balance, October 31, 2025	2,310,000	321,644	2,631,644

5. SHARE CAPITAL

(a) Common Shares

Authorized:

Unlimited number of common shares without par value.

Issued and outstanding:

During the three months ended October 31, 2025, the Company issued the following shares:

The Company issued 4,550,750 common shares were issued pursuant to the exercise of warrants for proceeds of \$683,138. The Company re-allocated \$2,691 in warrant value from reserves to share capital.

During the three months ended October 31, 2024, the Company did not complete any financings.

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(b) Warrants

Warrant transactions are summarized as follows as at October 31, 2025 and 2024:

	Number of warrants	Weighted Average Exercise Price \$	Weighted Average Remaining Life (years)
Balance, July 31, 2024	5,252,000	0.15	1.72
Issued	8,479,210	0.175	-
Exercised	(17,500)	0.15	-
Balance, July 31, 2025	13,713,710	0.165	1.42
Exercised	(4,550,750)	0.15	-
Balance, October 31, 2025	9,162,960	0.17	1.39

(c) Stock Options

The Company has established a stock option plan (the "Plan") whereby it provides for a rolling number of common shares to be reserved and available to be granted. This number is approved by the Company's Shareholders from time to time and not to exceed 10% of the Company's issued and outstanding common shares on an undiluted basis and including securities authorized under any equity compensation plans, at the time of approval. The exercise price of the common shares subject to each stock option is determined by the Board of Directors and may not be less than the discounted market price as defined by the TSXV.

The balance of options outstanding and related information for the three months ended October 31, 2025 and 2024 are as follows:

	Number of options	Weighted Average Exercise Price \$	Weighted Average Remaining Life (years)
Balance, July 31, 2025	4,075,000	0.15	2.46
Balance, October 31, 2025	4,075,000	0.15	2.21

The balance of options outstanding as at October 31, 2025 was as follows:

Expiry Date	Exercise price \$	Number of options outstanding	Unvested	Exercisable
July 14, 2026	0.25	975,000	-	975,000
July 14, 2027	0.10	1,425,000	-	1,425,000
October 19, 2027	0.14	200,000	-	200,000
July 23, 2029	0.125	1,475,000	491,667	983,333
		4,075,000	491,667	3,583,333

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During the three months ended October 31, 2025, the Company did not grant share options.

During the year ended July 31, 2025, the Company did not grant any share options. During the year ended July 31, 2025, the Company recorded \$75,126 (2024 - \$75,720) relating to the vesting of previously granted options.

(d) Deferred share units

On July 31, 2025, the Company adopted a deferred share unit ("DSU") plan as an alternative form of compensation for employees, officers, consultants and directors of the Company. Each DSU is comprised of one notional common share that entitles the participant, on termination of services, to receive, at the discretion of the Company, common shares of the Company up to the number of DSUs held or the cash equivalent. In the event the Company decides to settle all or a portion of the DSUs outstanding in cash, the total DSUs owing will be multiplied by the fair market value of one common share of the Company. The fair market value will be determined as the VWAP of the Company's common shares on the valuation date.

During the three months ended October 31, 2025, the Company granted 35,697 DSUs with an aggregate fair value of \$7,500 to directors of the Company. The fair value of the DSUs are included as director fees in profit or loss for the period.

During the year ended July 31, 2025, the Company granted 142,987 DSUs with an aggregate fair value of \$22,500 to directors of the Company. The fair value of the DSUs are included as director fees in profit or loss for the year.

(e) Loss per share

The calculation of weighted average common shares outstanding for the diluted loss per share calculation excludes the impact of the options and warrants outstanding as at October 31, 2025 and 2024 as the effect is anti-dilutive.

6. CLINICAL STUDY EXPENSE

During the three months ended October 31, 2025, the Company continued conducting ongoing clinical studies to determine if the Company had indications of viable active compounds, that could lead to drugs being developed commercially, totaling \$57,457 (2024 - \$11,423). Since the costs incurred were to determine if a viable active compound existed and further development should be undertaken, the amounts have been expensed. The costs incurred, broken down by nature, are as follows:

	October 31, 2025	October 31, 2024
	\$	\$
Consultants	1,750	1,063
Research, laboratory work and supplies	55,707	10,360
	57,757	11,423

During the year ended July 31, 2025, the Company was awarded the Alberta Innovates AICE Validates grant and recognized \$300,000 in grant revenue to support preclinical validation of MB204. The Company received \$150,000 upon being awarded the grant and the remainder was subject to completion of certain milestones, including completion of certain experiments. As at July 31, 2025, the Company had met the requirements to receive the remainder of the grant and has therefore recorded the balance as a grant receivable at July 31, 2025. As at October 31, 2025, the amount was received. The grant was recognized as a government grant and recorded as other income in profit or loss.

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7. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial or operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The compensation incurred in respect of key personnel, being the executive and non-executive officers and directors of the Company, for services provided during the three months ended October 31, 2025 and 2024 are as follows:

	October 31, 2025	October 31, 2024
	\$	\$
General and administrative	9,918	9,918
Management, director and consulting fees	82,500	82,500
Professional fees	21,000	21,000
Share-based compensation	5,259	21,482
	118,677	134,900

Included in accounts payable and accrued liabilities at October 31, 2025, are amounts due to related parties of \$52,649 (July 31, 2025 - \$76,417) for the above services. The amounts owing are non-interest bearing and due on demand.

During the three months ended October 31, 2025, the Company paid \$7,500 (2024 - \$2,750) in general and administrative expenses to a family member of the CEO. Included in accounts payable and accrued liabilities at October 31, 2025, is \$3,885 (July 31, 2025 - \$2,385).

During the year ended July 31, 2023, the Company issued \$500,000 in convertible debentures to the CEO of the Company (Note 4). During the three months ended October 31, 2025, the Company recorded \$10,082 (2024 - \$17,644) in interest expense on the convertible debt related to the CEO and as at October 31, 2025, \$107,397 (July 31, 2025 - \$97,315) remains unpaid and is recorded as interest payable (Notes 3 and 4).

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); amortized costs; and fair value through other comprehensive income.

The Company is required to make disclosures about the inputs to fair value measurements, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

As at October 31, 2025, the Company's financial instruments consist of cash, accounts payable and accrued liabilities and convertible debentures. Cash and accounts payable and accrued liabilities are classified as measured at amortized costs and their fair values approximate their carrying values

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because of the short-term nature of these instruments. Convertible debentures are classified as measured at FVTPL in accordance with Level 3, refer to Note 4.

Risk management

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at October 31, 2025 and 2024, the Company's credit risk is primarily related to cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's approach to management of credit risk has not changed materially from that of the year ended July 31, 2025.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2025, the Company had a cash balance of \$633,536 (July 31, 2025 - \$128,855) to settle current liabilities of \$4,334,833 (July 31, 2025 - \$4,332,952).

All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. Interest on convertible debentures is payable annually. The convertible debentures totalling \$1,000,000 and \$500,000 are due on February 24, 2026 and January 19, 2027, respectively.

To maintain liquidity, the Company is currently exploring financing opportunities. The Company's approach to management of liquidity risk has not changed materially from that of the year ended July 31, 2025.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to material other price risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rate on the Company's convertible debentures is fixed during the term of the convertible debentures. The Company's approach to management of interest rate risk has not changed materially from that of the year ended July 31, 2025.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. A portion of the Company's financial assets and liabilities are denominated in US dollars and give rise to risks from changes in the foreign exchange rate between the Canadian dollar (functional currency) and US dollar. As at October 31, 2025, included in the Company's cash balance was US dollars with a Canadian dollar equivalent of \$729 (July 31, 2025 - \$2,328) and included in accounts payables were US dollar liabilities with a Canadian dollar equivalent of \$1,502,975 (July 31, 2025 - \$1,353,770). A 10% increase (decrease) in the Canadian Dollar/US dollar exchange rates on that date would have resulted in an increase or decrease of

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approximately \$150,000 (July 31, 2025 - \$135,000). The Company does not use derivative financial instruments to reduce its foreign exchange exposure and is subject to fluctuations in exchange rate between Canadian dollars and US dollars. The Company's approach to management of currency rate risk has not changed materially from that of the year ended July 31, 2025.

9. CAPITAL MANAGEMENT

The Company manages its capital, being the components of shareholders' deficit, and makes adjustments to it, based on the funds available to the Company, in order to support research and development activities. The Company actively manages its cash flow and investment in research to match its cash generated from financing activities including eligible government programs. In order to conserve cash, the Company plans to focus on developing compounds with positive indicators of activity that can be patented or are patentable and commercialized; minimize operating expenses where possible; and limit capital expenditure. As the Company continues to expend on research and development, these activities will be financed through eligible government programs and external financing. The Company's capital structure as at October 31, 2025, is comprised of shareholders' deficit of \$3,651,777 (July 31, 2025 - \$4,006,237).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to any externally imposed capital restrictions. The Company did not change its approach to capital management during the year ended July 31, 2025.

10. SEGMENT REPORTING

The Company operates as one reportable segment being pre-clinical stage pharmaceutical development within Canada.

11. SUBSEQUENT EVENTS

Subsequent to October 31, 2025, the Company issued 500,000 common shares pursuant to the exercise of warrants for gross proceeds of \$75,000.