OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION

January 12, 2026

ZYUS Life Sciences Corporation
(the "Company" or "ZYUS")

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	A minimum of 23,809,523 units of the Company (each, a "**Unit**" and collectively, the "**Units**") and up to a maximum of 25,396,825 Units at a price per Unit of C$0.63 (the "**Offering Price**") for minimum gross proceeds of C$15,000,000 and maximum gross proceeds of C$16,000,000 ("**Offering**") pursuant to and in accordance with the "listed issuer financing exemption" from the prospectus requirement available under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (collectively, the "**LIFE Exemption**"). Each Unit will consist of one common share in the capital of the Company (each, a "**Common Share**") and one-half of one Common Share purchase warrant of the Company (each whole warrant, a "**Warrant**"), to be offered by Canaccord Genuity Corp. (the "**Lead Agent**"), as lead agent and sole bookrunner, on behalf of a syndicate of agents (collectively with the Lead Agent, the "**Agents**") on a commercially reasonable "best efforts" private placement basis. Each Warrant shall entitle the holder therefor to acquire one Common Share (each a "**Warrant Share**") at a price of C$0.85 per Warrant Share for a period of 24 months from the date of issuance. The Warrants will be governed by a warrant indenture between the Company and TSX Trust Company of Canada, as warrant agent, to be dated as of the Closing Date (as defined below). The Units that may be sold pursuant to the Offering will be offered to (i) purchasers resident in each of the provinces of Canada (other than Quebec) pursuant to the LIFE Exemption, (ii) purchasers in the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act and (iii) purchasers in jurisdictions other than Canada and the United States provided the distribution of the Units in such jurisdiction can be made pursuant to available exemptions from the prospectus, registration or similar requirements of such jurisdiction and otherwise in accordance with all applicable local laws.
Offering Price:	C$0.63 per Unit.

Minimum and Maximum Offering Size:	The size of the Offering is subject to a minimum of 23,809,523 Units (the "**Minimum Offering**") and up to a maximum of 25,396,825 Units (the "**Maximum Offering**"), for minimum gross proceeds of C$15,000,000 and maximum gross proceeds of C$16,000,000.
Listing:	The Company will obtain the necessary approvals to list the Common Shares and Warrant Shares on the TSX Venture Exchange ("**TSXV**").
Closing Date	The Offering is expected to close on or about January 29, 2026, or such other date as determined by the Company and the Lead Agent, such date being no later than 45 days from the date the Company issues a press release announcing the Offering (the "**Closing Date**").
Exchange:	The Common Shares are listed for trading on the TSXV under the trading symbol "**ZYUS**".
Last Closing Price:	On January 9, 2026, being the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was C$0.70.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you, and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

*This offering document pursuant to the LIFE Exemption ("**Offering Document**") constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. The securities offered under this Offering Document have not been, and will not be, registered under the United States Securities Act of 1933, as amended ("**U.S. Securities Act**"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy any of these securities offered hereby within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States. "United States" and "U.S. Person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

ZYUS is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Company is relying on the exemptions in Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed $25,000,000.**
- **The Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains forward-looking information and statements within the meaning of applicable Canadian securities laws ("**Forward-Looking Information**" or "**FLI**") that involve known and unknown risks, uncertainties and other factors that may cause actual results, performance, achievements or industry results to be materially different from any future results, performance, achievements or industry results, expressed or implied by such FLI. All information and statements in this Offering Document, which are not statements of historical fact may be FLI. Such statements and information may be identified by words such as "may", "believe", "could", "expect", "will", "intend", "should", "plan", "objective", "predict", "potential", "project", "anticipate", "estimate", "suggest", "continuous" or similar words or the negative or grammatical variations thereof or other comparable terminology; including, references to assumptions. Such information may include, but is not limited to, comments with respect to strategies, expectations, planned operations or future actions.

FLI contained in this Offering Document includes, but are not limited to, statements with respect to: the Company's future business and strategies, including but not limited to regulatory and research strategies; requirements for additional capital and future financing and the availability, timing and terms thereof; research and development plans; future capital expenditures and other expenses for specific operations; intellectual property protection; ability to obtain regulatory approval or qualify for expedited regulatory approval processes respecting its products; incurrence of costs; general economic conditions; future market conditions; clinical trial and research timelines; government regulation of cannabis and biopharmaceutical operations; completion, timing and terms of the Offering; continued clinical development of Trichomylin® softgels; completion of the Phase 2a clinical trial and the preparation or initiation of a Phase 2b clinical trial; potential for a Phase 3 clinical trial and commercialization of Trichomylin® softgels; committed research and development expenditures and the timing of such expenditures; funding of committed expenditures from financing activities and operating cash flows; fluctuations in working capital and cash position; anticipated use of proceeds from the Offering and any potential reallocation thereof; impact of the Offering on the Company's business objectives and financial statements, including going-concern considerations; fluctuations in capital resources from equity or debt financings, warrant or option exercises, asset dispositions, government incentives or other funding arrangements; patient recruitment, trial administration and CRO reporting activities; engagement with relevant health authorities; application for commercial production of Trichomylin® softgels following clinical trials; and the Company's expectations regarding net losses and revenue generation.

Readers are cautioned not to place undue reliance on FLI as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, FLI involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other things contemplated by the FLI will not occur. Such FLI or information are based on a number of assumptions, which may prove to be incorrect, including those assumptions listed below and those discussed elsewhere in this Offering Document. Some of the assumptions made by the Company, upon which such FLI are based, include, but are not limited to, assumptions about: the Company's future research and development plans proceeding substantially as currently envisioned; patents and intellectual property, including, but not limited to, the Company's (a) ability to procure, defend, and/or enforce its intellectual property relating to the Company's drugs, drug formulations, drug candidates, and associated uses, methods, and/or processes, and (b) freedom to operate; future expenditures to be incurred by the Company; research and development and operating costs; the Company will receive required permits, regulatory approvals and access to markets; the Company can access financing, appropriate equipment and sufficient labour; and the Company being able to obtain financing and funding as needed on acceptable terms.

FLI reflect current expectations of management regarding future events and operating performance as of the date of this Offering Document. Such information: involves significant risks and uncertainties; should not be read as guarantees of future performance and/or results and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the FLI, including, but not limited to: the Company's business segments are heavily regulated in Canada and internationally; the regulatory regime is evolving and uncertainty exists regarding the impact of the regime on the Company; the inability to successfully complete clinical trials or obtain regulatory approval of products; contractual rights, foreign exchange restrictions, currency fluctuations and tax increases; the potential inability to obtain or retain licenses required to grow, store, sell and conduct research using cannabis; potential involvement in legal, regulatory or agency proceedings, investigations, and audits; compliance with evolving environmental, health and safety laws; potential changes or shifts in government policy, trade policy, tariffs, political and economic stability or public opinion; the cannabis industry and market is subject to general business risks, and those associated with regulated consumer products; competitive conditions, consumer tastes, patient requirements and spending patterns remain relatively unknown; there are no assurances that the medical cannabis industry and market will continue to exist or grow as anticipated; future clinical research into effective medical cannabis therapies could raise concerns regarding, and perceptions relating to, medical cannabis; the inability to retain and attract employees and key personnel; potential for delays in obtaining regulatory approvals; potential increases in material and labour costs; the Company has incurred losses since inception and may continue to incur losses in the future; the potential to experience difficulty developing new products, protecting or defending intellectual property and remaining competitive; the completion and commercial viability of new products in the research and development stage; reliance on third-party manufacturers, contract research organizations and distributors; there can be no assurances of

profit generation, immediate results, successful research and clinical trial outcomes; the inability to manage growth and effectively expand the Company's business to other jurisdictions; shareholder dilution pursuant to additional financings; compliance with laws relating to privacy, data protection, and consumer protection; potential for information systems security threats; the Company is reliant on key suppliers and skilled labour; inability to effectively implement quality control systems; there is a potential for conflicts of interest to arise among the Company's key stakeholders; exposure to product recalls, liability claims, regulatory action and litigation based on products; the Company may be unable to protect intellectual property and receive regulatory approval of its products in relevant markets; the market price for our shares may be volatile and subject to wide fluctuations or low trading volumes; outside factors may harm the Company's reputation; securities analysts may publish negative coverage; and the Company's ability to obtain additional capital in the future to conduct operations, research and development activities and develop its products. New risks may emerge from time to time and the importance of current factors may change from time to time and it is not possible for the Company to predict all such factors.

Although the FLI contained in this Offering Document are based upon what the Company's management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with such information. FLI reflect management's current beliefs and are based on information currently available to the Company. Readers of this Offering Document are cautioned not to place undue reliance on the Company's FLI because a number of factors, such as those referred to in the paragraphs above, could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates and/or intentions expressed in the FLI contained in this Offering Document. The FLI are made as of the date of this Offering Document and the Company assumes no obligation to update or revise such information to reflect new events or circumstances, except as may be required by applicable law.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

ZYUS is a clinical-stage life sciences company focused on the development and commercialization of novel non-opioid pharmaceutical drug candidates for pain management. Currently, ZYUS is conducting a Phase 2a clinical trial for its lead drug candidate, Trichomylin® softgel capsules. Through rigorous scientific exploration and clinical research, ZYUS aims to secure intellectual property protection, safeguarding its innovative therapies and bolstering shareholder value. ZYUS' unwavering commitment extends to obtaining regulatory approval of non-opioid-based pharmaceutical solutions in pursuit of transformational impact on patients' lives.

Recent Developments

Following is a brief summary of key recent developments involving or affecting the Company since September 30, 2025.

Preliminary Phase 2a Results

On January 8, 2026, the Company announced favourable preliminary results from its ongoing Phase 2a Unique Treatment of Oncology Pain in Advanced Cancer Trial ("**UTOPIA-1**"). UTOPIA-1 is a single-arm, proof-of-concept study designed to investigate the safety and preliminary analgesic efficacy of Trichomylin® softgel capsules in patients with advanced cancer and moderate to severe cancer-related pain.

Preliminary results from the Phase 2a are based on the data from the first 25% of enrolled patients who have completed treatment in the UTOPIA-1 trial. Early data suggest:

- Reduction in average daily pain, pain interference, and pain severity.
- Reduction in opioid dosing for breakthrough pain. Opioid use for breakthrough pain (i.e. rescue opioid) was monitored in patients with cancer-related pain. Rescue opioid (oral morphine equivalent) use was lower or absent during the stable Trichomylin® softgel capsules dose phase in four of the five patients. In three of those patients,

rescue opioids weren't used during the Trichomylin® stable dose phase. Select trial graduates registered to access our Zylem™ 5:5 softgels following the conclusion of their trial.

- No serious adverse events related to Trichomylin® softgel capsules.
- Trichomylin® softgel capsules were generally well tolerated, with the majority of adverse reactions being expected, mild, and occurring during dose titration, consistent with the Company's Phase 1 Z-TRI-10001 trial (NCT04867057).

Update on Clinical Trial Progress and Unit Private Placement

On December 8, 2025, the Company announced a key milestone in its ongoing Phase 2a UTOPIA-1 trial, with patient enrollment reaching twenty-five percent. Enrollment continues across three active clinical sites, with screening and dosing activities progressing as expected.

Grant of Stock Options and Deferred Share Units

On December 1, 2025, the Company announced that it had granted stock options to purchase up to an aggregate of 2,463,694 Common Shares, which included 700,000 options issued to members of the senior leadership team, being officers of the Company. Pursuant to the Company's omnibus equity compensation plan, ZYUS also granted Deferred Share Units ("**DSUs**") representing an aggregate of 295,482 Common Shares issued to members of the Board of Directors.

Close of November 2025 Unit Offering and Issuance of Warrants Pursuant to Previously Announced Loan Agreements and Promissory Note Amendment

On November 7, 2025, the Company closed a non-brokered private placement (the "**November 2025 Offering**") of 1,923,077 units (each a "**November 2025 Unit**") at a price of C$0.65 per November 2025 Unit for gross proceeds of approximately C$1.25 million.

Each November 2025 Unit consists of one Common Share and one Common Share purchase warrant (a "**November 2025 Warrant**"), whereby each November 2025 Warrant entitles the holder to acquire one Common Share at a price of C$0.95 for a period of twenty-four months from the date of issuance, unless the term of the November 2025 Warrant is accelerated pursuant to its terms (the "**Acceleration Provision**"). In accordance with the Acceleration Provision, if the volume-weighted average trading price of the Common Shares is greater than C$3.00 for a period of five consecutive trading days on the TSXV, the Company will have the right to accelerate the expiry date of the Warrants.

Furthermore, in connection with the previously announced secured loans made by an independent director of the Company to the Company's wholly-owned subsidiary, ZYUS Life Sciences Inc. ("**ZYUS Inc.**"), the Company issued to the independent director an aggregate of 2,898,550 Common Share purchase warrants having an expiry date of October 31, 2027, subject to the acceleration conditions described in the Company's October 17, 2025 and October 20, 2025 press releases. Each warrant entitles the holder to acquire one Common Share at an exercise price of C$0.69 per Common Share until the expiry date. The warrants and any shares issuable on exercise thereof are subject to a hold period expiring on March 7, 2026.

Also, in connection with the previously announced amendment to a promissory note between ZYUS inc. and 102042227 Saskatchewan Ltd. ("**102 Sask**"), an entity owned and controlled by Mr. Brent Zettl, the Company's President and CEO, as described in the Company's October 17, 2025 press release, the Company issued to 102 Sask an aggregate of 4,347,826 Common Share purchase warrants having an expiry date of October 31, 2027, subject to certain acceleration conditions. Each warrant entitles the holder to acquire one Common Share at an exercise price of $0.69 per Common Share until the expiry date. The warrants and any shares issuable on exercise thereof are subject to a hold period expiring on March 7, 2026.

Closing of Additional Secured Loan

On October 20, 2025, the Company announced the closing of an additional secured loan in the amount C$0.5 million to ZYUS Inc., a wholly-owned subsidiary of the Company (the "**October 20 Loan**"), from a director of the Company (the "**Director Lender**") constituting a related party transaction. The October 20 Loan is secured by a security interest granted under the terms of a general security agreement (subject to an exception in respect of certain assets). The October 20 Loan bears interest at an annual rate of 12%, is payable on maturity, is pre-payable by the Company at any time without penalty or premium and will mature on October 31, 2027.

As consideration for providing the October 20 Loan, the Director Lender received an aggregate of 724,637 Common Share purchase warrants (the "**October 2025 Warrants**") which have an expiry date two years from the date of issuance, subject to acceleration as described below. Each October 2025 Warrant will entitle the lender to acquire one Common Share at an exercise price of C$0.69 per share until the expiry date.

If the volume weighted average trading price (the "**VWAP**") of the Common Shares on the TSXV is greater than C$3.00 for a period of five consecutive trading days during the exercise period of the October 2025 Warrants (an "**October 2025 Acceleration Event**"), the Company will have the right to accelerate the expiry date of the October 2025 Warrants by giving notice, via a news release, to the holders of the October 2025 Warrants that the October 2025 Warrants' expiry date will be on the date that is 30 days following after the issuance of said news release of the October 2025 Acceleration Event by the Company. In addition, if any principal amount outstanding under the October 20 Loan is repaid or otherwise satisfied in full prior to October 20, 2026, then the expiry date of the October 2025 Warrants shall accelerate to 12 months from the date of issuance of the October 2025 Warrants without further notice to the holder.

Closing of Secured Loan and Amendments to Prior Secured Promissory Note

On October 17, 2025, ZYUS announced the closing of a C$1.5 million secured loan (the "**October 17 Loan**") from the Director Lender. The October 17 Loan was advanced in separate tranches of C$0.2 million, C$0.3 million, C$0.5 million and C$0.5 million on August 12, August 25, September 8 and September 22, 2025, respectively. The October 17 Loan is secured by a security interest granted under the terms of a general security agreement over all assets of ZYUS Inc. (subject to an exception in respect of certain assets). The October 17 Loan bears interest at an annual rate of 12%, is payable on maturity, is pre-payable by the Company at any time without penalty or premium and will mature on October 31, 2027.

As consideration for providing the October 17 Loan, the Director Lender received an aggregate of 2,173,913 Common Share purchase warrants (the "**Director Warrants**") which have an expiry date two years from the date of issuance, subject to acceleration as described below. Each Director Warrant will entitles the Director Lender to acquire one Common Share at an exercise price of C$0.69 per share until the expiry date. The issuance of the Director Warrants was subject to approval by the TSXV, which was received in the fourth quarter of 2025.

In connection and as condition of the October 17 Loan, the Company also announced amendments to the promissory note entered into on March 31, 2021, as amended from time to time between ZYUS Inc. and 102 Sask, an entity owned and controlled by Mr. Brent Zettl, the Company's President and CEO (the "**Prior Secured Promissory Note**"). In this related party transaction, the Prior Secured Promissory Note was secured by security comprised of (i) a security interest against the movable production and manufacturing equipment owned by the Company on the Security Date, and (ii) a mortgage of certain real property owned by the Company. The amendment extended the maturity date from December 31, 2025 to December 31, 2027 and, as consideration for the previously mentioned amendment to the Prior Secured Promissory Note, 102 Sask will receive an aggregate of 4,347,826 Director Warrants which have an expiry date two years from the date of issuance, subject to acceleration as described below. Each Director Warrant will entitle 102 Sask to acquire one Common Share at an exercise price of C$0.69 per share until the expiry date.

If the VWAP of the Common Shares on the TSXV is greater than C$3.00 for a period of five consecutive trading days during the exercise period of the Director Warrants (a "**Director Acceleration Event**"), the Company will have the right to accelerate the expiry date of the Warrants by giving notice, via a news release, to the holders of the Director Warrants that the Director Warrants' expiry date will be on the date that is 30 days following after the issuance of said news release of the Director

Acceleration Event by the Company. In addition, if any principal amount outstanding under the October 17 Loan or the Prior Secured Promissory Note is repaid or otherwise satisfied in full prior to October 16, 2026, then the expiry date of the applicable Director Warrants shall accelerate to 12 months from the date of issuance of the Director Warrants without further notice to the holder.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use the net available funds from the Offering to advance the ongoing clinical development work of our Trichomylin® softgels, including the completion of our Phase 2a clinical trial and the initial preparation of our Phase 2b trial, as well as for working capital and general corporate purposes.

The Company expects the available funds to be used as follows:

Business Objective	Expected Timeline	Minimum Offering	Maximum Offering
Completion of Phase 2a	Q3/26	C$1,500,000	C$1,500,000
General and administrative expense (including expenses relating to preparation for Phase 2b as well as non-clinical work) [(1)(2)]	Next 12 months	C$7,710,000	C$7,710,000
Unallocated working capital	Next 12 months	C$294,000	C$1,224,000
Totals		**C$9,504,000**	**C$10,434,000**

Note:

(1) The Phase 2b preparation work includes clinical design, site selection research, and the initiation of drug manufacturing. The non-clinical work includes studies related to better understanding the potential modes of action within the Trichomylin® formula, including sodium ion channel research, and toxicology work.

(2) The payment of accounts payable has not been included in the use of available funds since the total amount of available funds under "G" in the table below is presented after the deduction of the working capital deficiency, including accounts payable.

PART 3 USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

The following table discloses what the Company's available funds will be after the Offering, together with additional sources of funding:

	Assuming Minimum Offering Only	Assuming Maximum Offering
A. Amount to be raised by this Offering	C$15,000,000	C$16,000,000
B. Selling commissions and fees [(1)]	C$825,000	C$895,000

C. Estimated offering costs (e.g.: legal, accounting, audit)	C$250,000	C$250,000
D. Net proceeds of offering: D = A – (B + C)	C$13,925,000	C$14,855,000
E. Working capital as at most recent month end (deficiency) [(2) (3)]	(C$4,821,000)	(C$4,821,000)
F. Additional sources of funding [(4)]	C$400,000	C$400,000
G. Total Available Funds: G = D + E + F	C$9,504,000	C$10,434,000

Note:

(1) A Cash Fee and Corporate Finance Fee (as those terms as defined herein) equal to 5 and 2%, respectively, of the gross proceeds raised by the Agents under the Offering will be payable, other than for sales to purchasers on the President's List up to a maximum of $5 million, for which 2.5% cash commission will be payable.

(2) *Working capital deficit of $(14.1) million as reported in the Company's September 30, 2025 Management Discussion and Analysis has been adjusted by $9.5 million to reflect the conversion of certain trade payables into a term loan and the amendment of the maturity date of certain loans and borrowings to October 2027, which occurred subsequent to the reporting date.*

(3) December 31, 2025 working capital, based on September 30, 2025 data, adjusted for estimated results of operations for the three months ended December 31, 2025 and adjusted to reflect the conversion of certain trade payables into a term loan subsequent to that date.

(4) Sales from our non-clinical exempt market products.

In the Company's most recent audited consolidated annual financial statements (December 31, 2024) and unaudited condensed consolidated interim financial statements (September 30, 2025), there is a working capital deficit. ZYUS is an early developmental and clinical-stage pharmaceutical company with minimal revenue and negative historical cash flow from operating activities. As such, ZYUS has raised working capital through financing activities to fund significant research and development activity throughout 2024 and 2025. Working capital (deficit) is expected to fluctuate depending on the timing of available cash from financing activities and related research and development initiatives undertaken by the Company.

How will we use the available funds?

The following table provides a detailed breakdown of how the Company intends to use the available funds:

Business Objective	Expected Timeline	Completion Status, if Funded	Assuming Minimum Offering Only	Assuming Maximum Offering Only
Completion of Phase 2a	Q3/2026	Complete	C$1,500,000	C$1,500,000
General and administrative expense (including expenses relating to preparation for Phase 2b as well as non-clinical work)	Next 12 months	Complete	C$7,710,000	C$7,710,000
Unallocated working capital[(1)]	Next 12 months	Complete	C$294,000	C$1,224,000
Total			**C$9,504,000**	**C$10,434,000**

(1) As described above, the Company intends to use certain of the proceeds to pay accounts payable, which accounts payable are included in the Company's working capital deficiency in the table under "What will our available funds be upon the closing of the offering?". C$3,318,000 will be used to pay accounts payable. Of that, C$600,000 of the available funds will be used repay amounts drawn pursuant to the Revolver (as defined below). Payments under the Revolver are to Mr. Brent Zettl, CEO of the Company.

The above funds allocation and anticipated timing represents the Company's intentions with respect to its use of proceeds of the Offering based on current knowledge, planning and expectations of the Company's management. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors; including, the Company's ability to execute on its business plan and financing objectives.

Per the table above, the Company will be using more than 10% of available funds for research and development. That expenditure is anticipated to be utilized by Q3/26 and would entail the completion of our Phase 2a, which includes all 20 patients completing the trial, and the receipt of the final report from the contract research organization ("**CRO**") detailing the results. The remaining C$1.5 million spend includes the continued recruitment of patients at the three clinical sites (a task allotted to the sites themselves), the ongoing administration of the trial by the sites and the CRO, and the final report to be issued by Q3/26 by the CRO.

Following the completion of the Phase 2a, assuming continued positive results, the Company intends to complete a Phase 2b, the cost and timing of which are still being finalized, but we anticipate having those figures and dates, and initiating the Phase 2b trial by H2/26. If the Phase 2b is successful, the Company would continue with a Phase 3 trial (cost and timing unknown today given where the trial may be held, how many patients will be involved, and how many sites will be included). We will continue to engage with the relevant health authorities, and if the trial is successful, we will apply for commercial production of our Trichomylin ® softgels at that time.

The most recent audited consolidated annual financial statements and unaudited condensed consolidated interim financial statements (unaudited) of the Company include a going-concern note. The Company is in clinical development and, as such, the Company has not generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to advance its business objectives and is not expected to affect the decision to include a going concern note the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

Date of Financing	Funds Raised [(1)]	Intended Use of Funds[(4)]
March 10, 2025	C$1,500,000 unsecured loan with independent director of the Company	General working capital purposes
March 17, 2025	C$250,000 unsecured loan with independent director of the Company	General working capital purposes
April 21, 2025	C$100,000 drawdown on the Revolver	General working capital purposes
May 6 and 15, 2025 [(2)]	C$1,375,000 Non-Brokered Unit Private Placement	General working capital purposes
June 16 and 26, 2025 [(2)]	$747,900 Non-Brokered Unit Private Placement	General corporate and working capital purposes
July 14, 2025	C$50,000 drawdown on the Revolver	General working capital purposes
July 15, 2025	C$100,000 drawdown on the Revolver	General working capital purposes
July 29 and August 15, 2025 [(2)]	C$419,700 Non-Brokered Unit Private Placement	General corporate and working capital purposes

August 12, August 25, September 8 and September 22, 2025 [3]	C$1,500,000 Secured Loan with independent director of the Company	General working capital purposes, including further advancement of the Company's clinical research activities on its Phase 2a UTOPIA clinical trial
October 20, 2025	C$500,000 Additional Secured Loan with independent director of the Company	General working capital purposes
November 7, 2025	C$1,250,000 Non-Brokered Unit Private Placement	General corporate and working capital purposes
December 31, 2025	C$150,000 drawdown on the Revolver	General working capital purposes
January 5, 2026	C$100,000 drawdown on the Revolver	General working capital purposes

(1) Gross proceeds.

(2) Above-noted unit offering closed in two tranches.

(3) Above-noted secured loan was advanced in four tranches.

(4) There have been no material variances between the previously disclosed use of funds and the use of such funds to date.

Analysis of Capital Resources

Capital expenditure commitments

As of the date of this Offering Document, other than for building leases and those amounts within accounts payable and accrued liabilities and loans and borrowings, the Company has committed research and development expenditures of approximately $1,500,000 for advancement and completion of activities relating to its Phase 2a clinical trial. These commitments are expected to be funded from proceeds from financing activities and operating cash flows. The timing of these expenditures may vary depending on operational progress and external factors, including market conditions and regulatory approvals.

Expectation of any fluctuations in the capital resources

The Company expects that its capital resources may fluctuate from period to period. Such fluctuations will primarily be driven by research and development activities, operating expenditures, corporate overhead and the timing and size of financing activities, if any.

The Company's cash position is expected to decrease as funds are deployed toward advancing its business objective, including furthering clinical trial activities. The level and timing of these expenditures may vary depending on operational priorities, results of ongoing activities, market conditions, regulatory requirements and strategic opportunities.

Conversely, capital resources may increase from time to time as a result of equity and/or debt financings, the exercise of warrants or stock options, asset dispositions, government incentives or other funding arrangements. The availability, timing and terms of any future financings are subject to market conditions and may result in material fluctuations in the Company's capital resources.

Management monitors the Company's capital resources on an ongoing basis and adjusts its spending plans as necessary to ensure that available funds are allocated in a manner consistent with the Company's strategic objectives. There can be no assurance that additional financing will be available on acceptable terms, or at all, and such financing may result in dilution to existing shareholders.

Sources of financing that ZYUS has arranged but not yet used

On May 10, 2022, the Company entered into a revolving loan agreement ("**Revolver**") with the Company's CEO (the "**Revolving Loan Lender**") dated May 10, 2022, which was amended on June 6, 2022, September 13, 2022, December 5, 2022, May 23, 2023 and June 6, 2023. Pursuant to the Revolver, the Company may request an advance by delivering a drawdown notice to the Revolving Loan Lender in accordance with the terms of the Revolver, provided the principal amount outstanding under the Revolver does not exceed the amount of C$1.1 million. Amounts outstanding pursuant to the Revolver shall bear interest at a rate of one percent per annum, with the principal, together with any unpaid but accrued interest outstanding thereunder, due and payable on demand.

On January 9, 2026, being the last trading day prior to the date of this Offering Document, an aggregate of C$0.6 million has been drawn on the Revolver, leaving $0.5 million of the facility available for the Company.

PART 4 FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

Agents:	Canaccord Genuity Corp., as lead agent and sole bookrunner, together and on behalf of a syndicate of Agents.
Compensation Type:	Cash fee, corporate finance fee and compensation warrants.
Cash Fee:	Cash fee equal to 5% of the gross proceeds of the Offering, other than for sales to purchasers on a president's list up to maximum of $5 million (the "**President's List**") for which a 2.5% cash commission will be payable (the "**Cash Fee**"); and a corporate finance fee to the Lead Agent equal to 2% of the gross proceeds of the Offering, excluding President's List subscriptions (the "**Corporate Finance Fee**").
Agent's Warrants:	Warrants entitling the Agent to purchase that number of Common Shares equal to 5% of the aggregate number of Units sold pursuant to the Offering, other than Units sold to purchasers under the President's List, for which warrants equal to 2.5% of the number of Units sold to purchasers under the President's list will be issued; and corporate finance warrants to the Lead Agent equal to 2.0% of the number of Units sold under the Offering, excluding President's List subscriptions. In each case, the warrants shall have an exercise price equal to C$0.85 per share, expiring 36 months from the Closing Date.

Does the Lead Agent have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to the Agents, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts.*

PART 5 PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right:

(a) to rescind your purchase of these securities with the Company, or

(b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation; however, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Data Analysis and Retrieval Plus ("**SEDAR+**") at www.sedarplus.ca.

For further information regarding ZYUS, please visit our website at: www.zyus.com.

Unless otherwise noted, all currency amounts are expressed in Canadian dollars.

The contents of the Company's website do not form part of, and are not incorporated by reference in, this Offering Document and must not be relied upon in making a decision to subscribe for and purchase shares.

Investors should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the Units.

PART 7 CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after January 12, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: January 12, 2026

By: "Brent Zettl"
Name: Brent Zettl
Title: Chief Executive Officer and Director

By: "John Hyshka"
Name: John Hyshka
Title: Chief Financial Officer