PHARMATHER HOLDINGS LTD.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE AND NINE MONTHS ENDED FEBRUARY 28, 2026 AND 2025

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Notice To Reader

The accompanying unaudited condensed interim consolidated financial statements of PharmaTher Holdings Ltd. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

PharmaTher Holdings Ltd.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	As at February 28, 2026	As at May 31, 2025
ASSETS		
Current assets		
Cash	**$ 794,804**	$ 923,213
Amounts receivable	**8,307**	15,933
Investment (note 3)	**66,667**	200,000
Total current assets	**869,778**	1,139,146
Non-current assets		
Investment in associate (note 4)	**192,813**	200,732
Total assets	**$ 1,062,591**	$ 1,339,878
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (note 10(a))	**$ 527,018**	$ 364,232
Due to related party (note 10(a)(vi))	**2,046**	2,102
Total liabilities	**529,064**	366,334
Equity		
Share capital (note 5)	**8,952,563**	8,504,977
Warrants and broker warrants (note 6)	**4,113,811**	4,113,811
Contributed surplus (note 7)	**463,875**	708,803
Deficit	**(12,996,722)**	(12,354,047)
Total equity	**533,527**	973,544
Total liabilities and equity	**$ 1,062,591**	$ 1,339,878

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

Business of the Company and going concern (note 1)
Commitments (note 11)

On Behalf of the Board:

"Fabio Chianelli"
Director

"Carlo Sansalone"
Director

PharmaTher Holdings Ltd.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Three months ended February 28, 2026	Three months ended February 28, 2025	Nine months ended February 28, 2026	Nine months ended February 28, 2025
Expenses				
Research (notes 10 and 12)	$ 17,202	$ 154,484	$ 185,557	$ 332,264
Professional fees (note 10)	22,839	22,089	78,772	98,585
Consulting fees (note 10(a)(i))	90,000	115,000	279,327	360,457
General and administrative (note 10)	43,381	58,473	151,422	205,320
Shareholder information and filing fees	39,032	7,411	63,787	36,261
Comprehensive loss before below items	(212,454)	(357,457)	(758,865)	(1,032,887)
Unrealized loss on investment (note 3)	-	-	(133,333)	(100,000)
Interest income	404	11,095	415	54,875
Loss from investment in associate (note 4)	-	(23,122)	(7,919)	(39,308)
Other income	209,685	-	209,685	-
Net loss and comprehensive loss for the period	$ (2,365)	$ (369,484)	$ (690,017)	$ (1,117,320)
Basic and diluted net loss for the period (note 9)	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding - basic and diluted	91,019,065	88,519,065	90,912,655	88,519,065

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

PharmaTher Holdings Ltd.

Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Share Capital		Warrants and broker warrants	Contributed Surplus	Deficit	Total
	Number of shares	Amount				
Balance, May 31, 2024	**88,519,065**	**$ 8,504,977**	**$ 4,113,811**	**$ 546,046**	**$ (10,827,941)**	**$ 2,336,893**
Net loss for the period	-	-	-	-	(1,117,320)	(1,117,320)
Balance, February 28, 2025	**88,519,065**	**$ 8,504,977**	**$ 4,113,811**	**$ 546,046**	**$ (11,945,261)**	**$ 1,219,573**
Balance, May 31, 2025	**88,519,065**	**$ 8,504,977**	**$ 4,113,811**	**$ 708,803**	**$ (12,354,047)**	**$ 973,544**
Exercise of stock options	2,500,000	447,586	-	(197,586)	-	250,000
Expiry of stock options	-	-	-	(47,342)	47,342	-
Net loss for the period	-	-	-	-	(690,017)	(690,017)
Balance, February 28, 2026	**91,019,065**	**$ 8,952,563**	**$ 4,113,811**	**$ 463,875**	**$ (12,996,722)**	**$ 533,527**

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

PharmaTher Holdings Ltd.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

Nine months ended February 28,	**2026**	**2025**
Operating activities		
Net loss for the period	$ (690,017)	$ (1,117,320)
Adjustments for:		
Foreign exchange loss	(56)	-
Loss from investment in associate (note 4)	7,919	39,308
Unrealized loss on investment (note 3)	133,333	100,000
Non-cash working capital items:		
Account receivable	7,626	7,510
Prepaid expenses	-	15,148
Accounts payable and accrued liabilities	162,786	47,309
Due to related party	-	56
Net cash (used in) operating activities	(378,409)	(907,989)
Financing activities		
Proceeds from exercise of stock options	250,000	-
Net cash provided by financing activities	250,000	-
Net change in cash	(128,409)	(907,989)
Cash, beginning of period	923,213	2,133,231
Cash, end of period	$ 794,804	$ 1,225,242

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

1. Business of the Company and going concern

PharmaTher Holdings Inc. ("PharmaTher" or the "Company") was incorporated under the Business Corporations Act (British Columbia). The registered head office of the Company is 82 Richmond Street East, Toronto, Ontario M5C 1P1.

PharmaTher is a specialty pharmaceutical company focused on the development and commercialization of KETARX™ (Ketamine) to fill the global unmet medical needs for surgery, pain, mental health, neurological, and medical countermeasures indications. PharmaTher has in development novel delivery forms of ketamine via a microneedle patch and subcutaneous wearable pump to treat depression, Parkinson's disease, amyotrophic lateral sclerosis, and complex regional pain syndrome. The Company aims to leverage the U.S. Food and Drug Administration ("FDA") regulatory incentives for expedited approvals, such as the FDA 505(b)(2) regulatory pathway, orphan drug, and fast track designations. PharmaTher's patent portfolio includes granted and provisional patents on method of uses of KETARX™ and drug delivery systems. In addition, the Company actively seeks licensing, acquisition or partnership opportunities from industry and academia.

On July 18, 2023, PharmaTher acquired 49% interest in Sairiyo Therapeutics Inc., which focuses on advancing the clinical development of an improved and patented enteric-coated orally bioavailable formulation of cepharanthine (PD-001) to treat responsive cancers and infectious diseases, including COVID-19.

On January 13, 2021, the common shares of the Company were approved for trading on the OTCQB® Venture Market ("OTCQB"). The Company's U.S. listing will trade under the symbol "PHRRF" while the Company's primary Canadian listing will continue to trade on the Canadian Securities Exchange under "PHRM".

On October 1, 2020, the Company's common shares were approved for listing on the Canadian Securities Exchange (the "CSE") and began trading on the CSE under the trading symbol "PHRM" as of market open on October 9, 2020.

These unaudited condensed interim consolidated financial statements were prepared on a going concern basis of presentation, which assumes that the Company will continue operations for the foreseeable future and be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. To date, the Company has not earned significant revenue and incurred a comprehensive loss of $690,017 during the nine months ended February 28, 2026.

The Company's ability to continue as a going concern is dependent upon raising additional capital to meet its present and future commitments. If additional financing is arranged through the issuance of shares, control of the Company may change and shareholders may suffer significant dilution. In addition, the Company has not generated any revenue to date. These circumstances indicate that material uncertainties exist that may cast significant doubt about the Company's ability to continue as a going concern and, accordingly, the ultimate use of accounting principles applicable to a going concern. The consolidated financial statements do not reflect adjustments to the carrying values and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments may be material.

2. Basis of Presentation and Material Accounting Policies

Statement of compliance

The Company applies IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full audited annual financial statements.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRS issued and outstanding as of April 29, 2026, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent financial statements as at and for the year ended May 31, 2025, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending May 31, 2026 could result in restatement of these unaudited condensed interim consolidated financial statements.

Accounting pronouncements not yet adopted

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretation Committee ("IFRIC") that are mandatory for accounting periods on or after June 1, 2025 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following has not yet been adopted and is being evaluated to determine their impact on the Company.

In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required and early adoption is permitted.

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standards replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted.

3. Investment

During the year ended May 31, 2021, the Company received 6,666,667 shares of Revive Therapeutics Ltd. ("Revive") valued at $4,000,000 and cash of $3,000,000 for sale of the full rights to PharmaTher's intellectual property pertaining to psilocybin. As at February 28, 2026, the fair value of investment in Revive shares was $66,667 (May 31, 2025 - $200,000), resulting in an unrealized loss on investment of $nil and $133,333, respectively during the three and nine months ended February 28, 2026 (three and nine months ended February 28, 2025 - unrealized loss of $nil and $100,000, respectively).

(Expressed in Canadian Dollars)

4. Investment in associate

On July 18, 2023, PharmaTher Inc. the wholly-owned subsidiary of PharmaTher Holdings Ltd, entered into a unanimous shareholders agreement pursuant to which PharmaTher Inc. will subscribe for 72,058,824 common shares of PharmaDrug Inc. ("PharmaDrug")'s subsidiary Sairiyo Therapeutics Inc. ("Sairiyo") for $300,000. PharmaTher Inc. became a 49% shareholder of Sairiyo. In the event that PharmaDrug elects not to participate in any new issuance of Sairiyo shares, PharmaTher Inc. may increase its ownership from 49% to 51% with an investment of $250,000. Either side may increase its ownership by 10% for additional $100,000 investments. Neither side may be diluted beyond a 10% carried interest.

The Company is diversifying its research portfolio with its stake in Sairiyo, whose sole asset is a patented reformulated version of the drug Cepharanthine as a potential treatment for medical countermeasures and cancer. Based on the terms of the unanimous shareholders agreement, management has assessed that the Company has significant influence over Sairiyo and that the investment should be accounted for using the equity method of accounting.

A continuity of the Company's investment in associate is as follows:

	Carrying value of investment in associate
Balance, May 31, 2024	**$ 251,270**
Share of loss	(39,308)
Balance, February 28, 2025	**211,962**
Share of loss	(11,230)
Balance, May 31, 2025	**200,732**
Share of loss	(7,919)
Balance, February 28, 2026	**$ 192,813**

Summarized financial information of Sairiyo based on the financial statements of Sairiyo is set out below:

As at February 28, 2026	
Cash	$ 5,346
Total current assets	$ 5,346
Total non-current assets	$ 539,579
Total current liabilities	$ (994,705)
Net loss	$ (7,792)
Proportionate share of loss	$ (7,919)

(Expressed in Canadian Dollars)

5. Share capital

a) Authorized share capital

Authorized unlimited common shares and unlimited number of preferred shares

b) Common shares issued

	Number of Common Shares	Amount ($)
Balance, May 31, 2024 and February 28, 2025	**88,519,065**	**8,504,977**
Balance, May 31, 2025	**88,519,065**	**8,504,977**
Exercise of stock options	2,500,000	250,000
Reclassification of fair value of stock options exercised	-	197,586
Balance, February 28, 2026	**91,019,065**	**8,952,563**

6. Warrants and broker warrants

The Company issued warrants and broker warrants to acquire common shares as follows:

	Number of Warrants	Weighted Average Exercise Price ($)
Balance, May 31, 2024, February 28, 2025, May 31, 2025 and February 28, 2026	**16,875,000**	**0.80**

The following table reflects the warrants and broker warrants issued and outstanding as of February 28, 2026:

Expiry Date	Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Number of Warrants Outstanding
September 28, 2026	0.80	0.58	15,625,000
September 28, 2026	0.80	0.58	1,250,000
	0.80	**0.58**	**16,875,000**

7. Stock options

The Company issued stock options to acquire common shares as follows:

	Number of Stock Options	Weighted Average Exercise Price ($)
Balance, May 31, 2024 and February 28, 2025	**4,599,000**	**0.16**
Granted	800,000	0.22
Balance, May 31, 2025	**5,399,000**	**0.17**
Expired	(599,000)	0.10
Exercised	(2,500,000)	0.10
Balance, February 28, 2026	**2,300,000**	**0.26**

(Expressed in Canadian Dollars)

7. Stock options (continued)

The following table reflects the actual stock options issued and outstanding as of February 28, 2026:

Expiry Date	Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)
September 10, 2026	0.91	0.53	250,000	250,000
March 30, 2027	0.18	1.08	250,000	250,000
April 4, 2027	0.16	1.10	500,000	500,000
April 18, 2027	0.15	1.13	500,000	500,000
January 2, 2030	0.22	3.85	800,000	800,000
	0.17	2.00	2,300,000	2,300,000

8. Capital management

The Company considers its capital to be its shareholders' equity. As at February 28, 2026, the Company had shareholders' equity of $533,527. The Company's objective when managing its capital is to seek continuous improvement in the return to its shareholders while maintaining a moderate to high tolerance for risk. The objective is achieved by prudently managing the capital generated through internal growth and profitability, through the use of lower cost capital, including raising share capital or debt when required to fund opportunities as they arise. The Company may also return capital to shareholders through the repurchase of shares, pay dividends or reduce debt where it determines any of these to be an effective method of achieving the above objective. The Company does not use ratios in the management of its capital. There have been no changes to management's approach to managing its capital during the nine months ended February 28, 2026.

9. Net Income (loss) per share

The calculation of basic income (loss) per share for the three and nine months ended February 28, 2026 was based on the loss attributable to common shareholders of income of $(2,365) and loss of $690,017, respectively (three and nine months ended February 28, 2025 - loss of $369,484 and $1,117,320, respectively) and the basic weighted average number of common shares outstanding of 91,019,065 and 90,912,655, respectively (three and nine months ended February 28, 2025 - 88,519,065). Diluted income (loss) per share for the three and nine months ended February 28, 2026 did not include the effect of 16,875,000 warrants and broker warrants (three and nine months ended February 28, 2025 - 16,875,000) and 2,300,000 options (three and nine months ended February 28, 2025 - 4,599,000) as they are out-of-the-money or anti-dilutive.

(Expressed in Canadian Dollars)

10. Related party transactions

(a) Related party balances and transactions

Related parties include the directors of the Company, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

	Three months ended February 28		Nine months ended February 28,	
	2026	**2025**	**2026**	**2025**
Fabiotech Inc. (i)	**$ 90,000**	$ 90,000	**$ 270,000**	$ 270,000
Marrelli Support Services Inc. ("MSSI") (ii)	**$ 10,989**	$ 10,240	**$ 39,168**	$ 37,479
DSA Corporate Services LP ("DSA") (iii)	**$ 2,775**	$ 4,810	**$ 19,827**	$ 20,225
Larnic Inc. (iv)	**$ -**	$ 15,000	**$ -**	$ 105,000
Marrelli Trust Company Limited ("Marrelli Trust") (v)	**$ 3,037**	$ 1,522	**$ 5,678**	$ 5,290

(i) Fees are related to services of Fabio Chianelli to act as the Chief Executive Officer ("CEO") of the Company. Fabio Chianelli is the owner of Fabiotech Inc. As at February 28, 2026, $60,000 (May 31, 2025 - $nil) was owed to the Fabiotech Inc.

(ii) Fees are related to services of Carmelo Marrelli to act as the Chief Financial Officer ("CFO") of the Company. Carmelo Marrelli is the Managing Director of MSSI. Services were incurred for bookkeeping, accounting and CFO services. As at February 28, 2026, MSSI was owed $3,392 (May 31, 2025 - $2,318) and this amount was included in accounts payable and accrued liabilities. This amount is unsecured and non-interest bearing.

(iii) The CFO of the Company is the beneficial owner of DSA. Fees are related to corporate secretarial and filing services provided by DSA. As at February 28, 2026, DSA was owed $1,074 (May 31, 2025 - $3,870) and this amount was included in accounts payable and accrued liabilities. This amount is unsecured and non-interest bearing.

(iv) During the three and nine months ended February 28, 2026, the Company incurred consulting fees of $nil (three and nine months ended February 28, 2025 - $15,000 and $105,000, respectively) to a company controlled by the spouse of the CEO and the consulting fees have been included in research expenses, which services supported aspects of the product and clinical development, regulatory and market research of the Company's product pipeline. As at February 28, 2026, the company controlled by the spouse of the CEO was owed $nil (May 31, 2025 - $nil).

(v) The CFO of the Company is a director of Marrelli Trust. Marrelli Trust provided stock transfer services to the Company. As at February 28, 2026, Marrelli Trust was owed $463 (May 31, 2025 - $463) and this amount was included in accounts payable and accrued liabilities. This amount is unsecured and non-interest bearing.

(vi) During the year ended May 31, 2021, one of the officers of the Company paid research and development expenses in the amount of $2,608 on behalf of the Company. As at February 28, 2026, the Company owed $2,046 (May 31, 2025 - $2,102) to the officer.

(b) Remuneration of directors and key management

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. During the three and nine months ended February 28, 2026 and 2025, the Company incurred no remuneration of management with the exception of the consulting fees paid to the CEO and CFO as outlined above.

10. Related party transactions (continued)

(c) Major shareholders

To the knowledge of the directors and senior officers of the Company, as at February 28, 2026, no person or corporation beneficially owns or exercises control over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than Mr. Fabio Chianelli who owns 17.42% of the Company. The holding can change at any time at the discretion of the owners.

None of the Company's major shareholders have different voting rights compared to holders of the Company's common shares.

The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change in control of the Company. To the knowledge of the Company, it is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

11. Commitments

The Company has entered into an exclusive patent license agreement with the Arizona Board of Regents on behalf of the University of Arizona, whereby certain milestone payments and royalties are payable upon the achievement of certain events. The Company will record these amounts as the events occur.

The Company has entered into an exclusive license agreement with The University of Kansas, whereby certain milestone payments and royalties are payable upon the achievement of certain events. The Company will record these amounts as the events occur.

The Company has entered into an exclusive license agreement with BioRae, Inc., whereby certain milestone payments and royalties are payable upon the achievement of certain events. The Company will record these amounts as the events occur.

12. Research

Ketamine

PharmaTher has entered into an exclusive license agreement with the University of Arizona for the development and commercialization of ketamine in the treatment of Parkinson’s disease and the Company is developing a novel injectable and intravenous ketamine product. During the three and nine months ended February 28, 2026, the Company incurred $17,202 and $185,557, respectively (three and nine months ended February 28, 2025 - $154,484 and $287,348, respectively) in the research of Ketamine for the treatment of Parkinson's disease and its novel injectable and intravenous ketamine product.

12. Research (continued)

Other

During the three and nine months ended February 28, 2026, the Company incurred $nil (three and nine months ended February 28, 2025 - $nil and ($84), respectively) on expenses related to research including research advisory, drug repurposing, pre-clinical and regulatory expenditures.

Microneedle

PharmaTher entered into an exclusive worldwide patent and know-how license agreement with The Queen's University of Belfast to develop and commercialize a patented hydrogel-forming microneedle patch delivery technology. During the three and nine months ended February 28, 2026, the Company incurred $nil (three and nine months ended February 28, 2025 - $nil and $45,000, respectively) in the research of Microneedle patch.

Other income

During the three and nine months ended February 28, 2026, the Company closed the sale of its Abbreviated New Drug Application (ANDA #217858) for Ketamine Hydrochloride Injection USP to a leading sterile-injectables pharmaceutical company. During the three and nine months ended February 28, 2026, the Company received $209,685 payment for the sale of the application which has been recorded in the other income in the unaudited condensed interim consolidated statements of loss and comprehensive loss for the three and nine months ended February 28, 2026. The Company remains eligible to receive additional milestone payments based on cumulative sales thresholds, as well as profit-sharing payments for seven years following first commercial sale.