

ENTHEON BIOMEDICAL CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE THREE MONTHS ENDED FEBRUARY 28, 2025 AND FEBRUARY 29,
2024**

(Expressed in Canadian Dollars)

(Unaudited)

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 condensed interim consolidated financial statements have not been reviewed by an auditor.

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

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

ENTHEON BIOMEDICAL CORP.

Condensed Interim Consolidated Statements of Financial Position
Expressed in Canadian Dollars

As at	February 28, 2025	November 30, 2024
	(Unaudited)	(Audited)
	\$	\$
Assets		
Current assets		
Cash and equivalents	525,162	136,494
Other receivables	6,129	4,241
Prepaid expenses	26,883	39,404
	558,174	180,139
Non-current assets		
Restricted cash	5,000	5,000
	563,174	185,139
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	63,454	39,811
Shareholders' equity		
Share capital (Note 5)	20,608,199	20,108,199
Reserves (Note 5)	961,866	961,866
Deficit	(21,070,345)	(20,924,737)
	499,720	145,328
	563,174	185,139

NATURE OF BUSINESS AND GOING CONCERN (Note 1)

SUBSEQUENT EVENTS (Note 8)

Approved and authorized for issue on behalf of the Board on April 1, 2025:

"Timothy Ko", Director

"Christopher Gondi", Director

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

ENTHEON BIOMEDICAL CORP.

Consolidated Statements of Loss and Comprehensive Loss

Expressed in Canadian Dollars (Unaudited)

	For the three months ended	
	February 28, 2025	February 29, 2024
	\$	\$
Operating expenses		
General and administrative (Note 6)	149,199	77,926
	149,199	77,926
Other income		
Interest income	(3,591)	(3,068)
	(3,591)	(3,068)
Net loss and comprehensive loss	145,608	74,858
Net loss per share		
Basic and diluted	\$0.01	\$0.01
Weighted average number of common shares outstanding	12,025,601	5,908,934

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

ENTHEON BIOMEDICAL CORP.

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

	Common Shares				
	Number of shares	Amount	Reserves	Deficit	Total
		\$	\$	\$	\$
Balance November 30, 2023	5,908,926	19,960,699	1,663,366	(21,308,314)	315,751
Adjustment to share balance	8	-	-	-	-
Loss for the period	-	-	-	(74,858)	(74,858)
Balance, February 29, 2024	5,908,934	19,960,699	1,663,366	(21,383,172)	240,893

	Common Shares				
	Number of shares	Amount	Reserves	Deficit	Total
		\$	\$	\$	\$
Balance November 30, 2024	8,858,934	20,108,199	961,866	(20,924,737)	145,328
Private placement issuance	5,000,000	500,000	-	-	500,000
Loss for the period	-	-	-	(145,608)	(145,608)
Balance, February 28, 2025	13,858,934	20,608,199	961,866	(21,070,345)	499,720

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

ENTHEON BIOMEDICAL CORP.

Condensed Interim Consolidated Statements of Cash Flows
Expressed in Canadian Dollars (Unaudited)

	For the three months ended February 28, 2025	For the three months ended February 29, 2024
	\$	\$
Cash provided by (used in):		
Operating activities		
Net loss and comprehensive loss	(145,608)	(74,858)
Changes in non-cash working capital balance:		
Other receivables	(1,888)	(217)
Prepaid expenses	12,521	14,679
Accounts payable and accrued liabilities	23,643	(34,316)
Cash used in operating activities	(111,332)	(94,712)
Financing activities		
Proceeds from equity financing	500,000	-
Cash provided by financing activities	500,000	-
Increase/(decrease) in cash	388,668	(94,712)
Cash, beginning of the period	136,494	344,633
Cash and equivalents, end of the period	525,162	249,921
Supplemental cash flow disclosures:		
Income taxes paid	-	-
Interest paid	-	-

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

ENTHEON BIOMEDICAL CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended February 28, 2025 and February 29, 2024
(Expressed in Canadian dollars) (Unaudited)

1. NATURE OF BUSINESS AND GOING CONCERN

Entheon Biomedical Corp. ("Entheon") or ("the Company") was incorporated on April 6, 2010 under the Canadian Business Corporations Act and maintains its head office at Suite 720, 999 West Broadway, Vancouver, British Columbia, Canada, V5Z 1K5 and registered office at 10th Floor, 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5. The Company is traded on the Canadian Securities Exchange ("CSE") under symbol ENBI.

These unaudited condensed interim consolidated financial statements are prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At present, the Company's operations do not generate sufficient cash flow. The Company has incurred losses since inception and had an accumulated deficit of \$21,070,345 as at February 28, 2025. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. Although the Company has been successful in the past in obtaining financing, there is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Should the Company identify a suitable asset or business acquisition, it would be required to raise additional capital to finance the transaction.

These unaudited condensed interim consolidated financial statements do not include adjustments that would be required if the going concern assumption is not an appropriate basis for preparation of the condensed interim consolidated financial statements. These adjustments could be material.

These unaudited condensed interim consolidated financial statements were authorized for issue on April 1, 2025, by the directors of the Company.

2. BASIS OF PREPARATION

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the Handbook of Chartered Professional Accountants of Canada applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting. These condensed interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's annual financial statements as at and for the year ended November 30, 2024. In particular, the Company's significant accounting policies were summarized in Note 2 of the consolidated financial statements for the year ended November 30, 2024, and have been consistently applied in the preparation of these condensed interim consolidated financial statements. These unaudited condensed interim consolidated financial statements were prepared on a going concern basis.

3. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new common shares, sell assets, reduce debt or increase its debt. The capital of the Company comprises the shareholders' equity. The Company is not subject to any externally imposed capital requirements.

ENTHEON BIOMEDICAL CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended February 28, 2025 and February 29, 2024
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4. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel comprise the Company's Board of Directors, Chief Executive Officer and Chief Financial Officer. Key management personnel compensation is comprised of the following:

	For the three months ended	
	February 28, 2025	February 29, 2024
	\$	\$
Payroll, consulting fees, and other benefits	43,500	28,500

As at February 28, 2025, \$1,978 (November 30, 2024 - \$3,297) was due an officer. The amounts are unsecured, non-interest bearing, due on demand and included in accounts payable and accrued liabilities.

5. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value

Issued and outstanding

As at February 28, 2025 there were 13,858,934 common shares issued and outstanding (November 30, 2024 – 8,858,934).

During the period ended February 28, 2025:

On January 3, 2025, the Company closed a private placement financing for 5,000,000 units ("Unit") for gross proceeds of \$500,000. Each Unit is comprised of one common share and one purchase warrant. Each purchase warrant entitles the holder to purchase an additional common share of the Company at \$0.15 per share within 24 months of issuance of the Unit. There was no value allocated to the warrants based on the residual method.

During the year ended November 30, 2024:

The board of directors approved a 10:1 share consolidation on February 20, 2024.

On April 18, 2024, the Company closed a private placement financing consisting of an aggregate of 2,950,000 units of the Company at a price of \$0.05 per unit for aggregate gross proceeds of \$147,500, of which 100,000 units with gross proceeds of \$5,000 were subscribed by an officer of the Company. Each unit is comprised of one common share of the Company and one common share purchase warrant of the Company. Each whole warrant is exercisable to acquire one common share of the Company at a price of \$0.10 at any time on or before April 18, 2029. There was no value allocated to the warrants based on the residual method.

ENTHEON BIOMEDICAL CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended February 28, 2025 and February 29, 2024
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5. SHARE CAPITAL (continued)

Stock options

The shareholders of the Company approved a share option plan (the "Options Plan") whereby the Board of Directors may grant to directors, officers, employees and suppliers of the Company share purchase options to acquire common shares of the Company. The terms of each share purchase option are determined by the Board of Directors. Options granted pursuant to the Options Plan shall vest and become exercisable by an optionee at such time or times as may be determined by the Board.

The aggregate number of common shares reserved for issuance pursuant to this Options Plan to all Participants shall not exceed 10% of the issued and outstanding common shares at the time of grant and the maximum number of common shares, which may be reserved for issuance to any optionee, may not exceed 10% of the outstanding common shares at the time of vesting and may not exceed 10% of the outstanding common shares to insiders within a one-year period. These options will expire no later than five years after being granted.

The exercise price per share is established by the Board at the time the option is granted, but, in the event that the common shares are traded on an exchange, the exercise price shall not be less than the closing price of the common shares on the exchange on the trading day immediately preceding the date of the option grant.

A continuity schedule of outstanding share purchase options is as follows:

	Number Outstanding	Weighted Average Exercise Price
		\$
Balance, November 30, 2023 and 2024	140,000	6.28
Balance, February 28, 2025	140,000	6.28

As at February 28, 2025, the Company had share purchase options outstanding and exercisable to acquire common shares of the Company as follows:

Grant Date	Expiry Date	Number of options	Exercisable	Exercise Price	Remaining Life
December 3, 2020	December 3, 2025	110,000	110,000	\$ 7.10	0.76
July 29, 2021	July 29, 2026	20,000	20,000	\$ 3.30	1.41
August 25, 2021	August 25, 2026	10,000	10,000	\$ 3.20	1.48
		140,000	140,000	\$ 6.28	0.90

The share-based compensation from stock options for the period ended February 28, 2025, totalled \$nil (period ended February 29, 2024 – \$nil).

ENTHEON BIOMEDICAL CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended February 28, 2025 and February 29, 2024
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5. SHARE CAPITAL (continued)

Restricted share units

The shareholders of the Company approved a restricted share unit plan (the "RSU Plan") whereby the Board of Directors may grant to directors, officers, employees and consultants of the Company restricted share units ("RSUs") to acquire common shares of the Company. The terms of each RSU are determined by the Board of Directors. The grant of an RSU shall entitle the participant to the conditional right to receive for each RSU credited to the participant's account, at the election of the Company, either one Common Share or an amount in cash, net of applicable taxes and contributions to government sponsored plans, as determined by the Board, equal to the market price of one Common Share for each RSU credited to the participant's account on the settlement date, subject to the conditions set out in the RSU Grant Letter and in the RSU Plan, and subject to all other terms of the RSU Plan.

The maximum number of Common Shares made available for issuance pursuant to the RSU Plan shall be determined from time to time by the Board, but in any case, shall not exceed 10% of the Common Shares issued and outstanding from time to time, less any Common Shares reserved for issuance under all other Share Compensation Arrangements, subject to adjustments as provided in the RSU Plan.

A continuity schedule of outstanding share RSUs is as follows:

	Number Outstanding
Balance, November 30, 2023	115,000
Expired, 2024	(115,000)
Balance, November 30, 2024 and February 28, 2025	-

The share-based compensation from RSUs for the period ended February 28, 2025, totaled \$nil (period ended February 29, 2024 – \$nil).

Share purchase warrants

A continuity schedule of outstanding share purchase warrants is as follows:

	Number Outstanding	Weighted Average Exercise Price
		\$
Balance, November 30, 2023	-	-
Issued	2,950,000	0.10
Balance, November 30, 2024	2,950,000	-
Issued	5,000,000	0.15
Balance, February 28, 2025	7,950,000	0.13

As at November, 2024, the Company had the following warrants outstanding:

Grant Date	Expiry Date	Number of warrants	Exercise Price	Remaining life
April 18, 2024	April 18, 2029	2,950,000	\$ 0.10	4.13
January 5, 2025	January 5, 2027	5,000,000	\$ 0.15	1.85
		7,950,000	\$ 0.13	2.70

ENTHEON BIOMEDICAL CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended February 28, 2025 and February 29, 2024
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6. GENERAL AND ADMINISTRATIVE EXPENSE

General and administrative expenses consist of the following:

	For the three months ended	
	February 28, 2025	February 29, 2024
	\$	\$
Management, consulting, payroll	73,833	38,693
Professional fees	48,300	14,040
Office and insurance	13,704	14,745
Transfer agent and filing fees	13,362	10,447
	149,199	77,925

7. FINANCIAL INSTRUMENTS

Fair Values and Classification

The Company's financial instruments consist of cash and restricted cash, investments in equity securities, and accounts payable. Financial instruments are classified into one of the following categories: FVTPL, FVTOCI, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	February 28, 2025	November 30, 2024
Cash, equivalents and restricted cash	FVTPL	\$ 530,162	\$ 141,494
Accounts payable	Amortized cost	33,690	17,311

IFRS 9 Financial Instruments: Disclosures establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash and equivalents and restricted cash of \$530,162 is recorded at fair value and classified as level 1. The carrying amounts of the Company's accounts payable are a reasonable approximation of their fair values based on current market rates for similar financial instruments.

Financial instrument risk exposure

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, and market risk.

(a) 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. The Company has exposure to credit risk through its cash and cash equivalents. The Company manages credit risk, in respect of cash, by maintaining the majority of cash at highly rated financial institutions.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended February 28, 2025 and February 29, 2024
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7. FINANCIAL INSTRUMENTS (continued)

The Company's maximum exposure to credit risk at the end of any period is equal to the carrying amount of these financial assets as recorded in the statement of financial position. At February 28, 2025 and November 30, 2024, no amounts were held as collateral.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows required by its operating, investing and financing activities. The Company had cash and equivalents at February 28, 2025, in the amount of \$525,162 and working capital of \$494,720 in order to meet short-term business requirements. Accounts payable have contractual maturities of approximately 30 to 90 days or are due on demand and are subject to normal trade terms.

The maturity profiles of the Company's contractual obligations and commitments as at February 28, 2025, are summarized as follows:

	Total	Less Than 1 Year	1-5 Years	More Than 5 Years
Accounts payable	\$ 33,690	\$ 33,690	\$ -	\$ -
Total	\$ 33,690	\$ 33,690	\$ -	\$ -

(c) Market Risk

Market risk consists of interest rate risk, foreign currency risk and price risk. These are discussed further below.

Interest Rate Risk

Interest rate risk consists of two components:

- (i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- (ii) To the extent that changes in prevailing market rates differ from the interest rates on the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

In management's opinion, the Company is not exposed to significant interest rate risk as the risk is primarily on cash and cash equivalents.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is not subject to significant foreign exchange risk.

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk.

The Company is exposed not exposed to any significant price risk.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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8. SUBSEQUENT EVENTS

(i) On January 24, 2025, the Company announced that it has entered into a binding letter of intent with 1000141080 Ontario Ltd. ("Mentis AI"), pursuant to which Entheon will acquire all of the issued and outstanding common shares in the capital of Mentis AI (the "Transaction"). The Transaction was terminated by Mentis AI on March 14, 2025.

(ii) On March 31, 2025, the Company granted a total of 40,000 stock options to directors of the Company pursuant to its stock option plan. The options vest immediately with an exercise price of \$0.145 and expire 2 years from the date of grant.