Optimi Health Corp.

Condensed interim consolidated financial statements

Three Months Period Ended December 31, 2025

(Expressed in Canadian Dollars)

Unaudited

Optimi Health Corp.

Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	December 31, 2025 $	September 30, 2025 $
ASSETS			
Current			
Cash and cash equivalents	3	491,750	1,145,065
Accounts receivable		118,852	95,054
Inventory	4	310,388	310,388
Prepaids and advances	6	190,116	275,720
Total current assets		1,111,106	1,826,227
Deposits		17,548	17,548
Deferred financing costs		807,936	807,936
Plant and equipment	7	12,128,382	12,380,190
Right-of-use assets	8	171,231	180,744
Total assets		14,236,203	15,212,645
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities	9	1,549,202	1,390,980
Due to related parties	14	917,869	524,326
Deferred revenue	10	207,759	207,759
Current portion of lease liabilities	8, 14	27,426	26,045
Current portion of loans payable	11, 14	2,916,000	2,884,500
Convertible debentures	12, 14	3,450,000	3,450,000
Total current liabilities		9,068,256	8,483,610
Lease liability	8, 14	150,934	158,374
Total liabilities		9,219,190	8,641,984
Shareholders' equity			
Share capital	13	31,691,943	31,691,943
Reserves	13	1,636,858	2,120,398
Accumulated deficit		(28,311,788)	(27,241,680)
Total shareholders' equity		5,017,013	6,570,661
Total liabilities and shareholders' equity		14,236,203	15,212,645

Approved and authorized by the Board on February 17, 2026

"Jason Mosberian" Director *"John James Wilson"* Director

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

Optimi Health Corp.

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

	Note	Period Ended December 31, 2025 $	Period Ended December 31, 2024 $
Revenue		-	232,700
Cost of sales	4	-	(62,473)
Gross margin		-	170,227
Expenses			
Advertising, promotion and public relations		1,949	30,503
Amortization and depreciation	7, 8	264,749	228,917
Bank charges and interest	8, 11, 12	278,791	108,004
Consulting	14	279,193	219,734
Consumables, supplies and overhead		39,016	73,188
Insurance		56,592	82,863
Investor relations		184,670	-
Office, rent and administration		32,313	57,690
Professional fees		30,671	38,152
Research and development		48,495	201,998
Share-based compensation	13, 14	327	2,825
Shipping		7,629	26,849
Transfer agent and filing fees		59,471	33,661
Travel and accommodation		11,435	11,179
Wages and benefits		264,087	320,893
Total Expenses		(1,559,388)	(1,436,456)
Interest and other income	3	5,413	7,249
Loss and comprehensive loss for the period		(1,553,975)	(1,258,980)
Loss per share			
Basic and diluted		$(0.02)	$(0.01)
Weighted average number of common shares outstanding			
Basic and diluted		96,638,169	94,663,356

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

Optimi Health Corp.

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

	Period Ended December 31, 2025 $	Period Ended December 31, 2024 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	(1,553,975)	(1,258,980)
Add back non-cash items		
Amortization and depreciation	264,749	228,917
Share-based compensation	327	2,825
Loan accretion	31,500	48,500
Lease interest	6,841	739
Changes in non-cash working capital items		
Accounts Receivable	(23,798)	16,819
Inventory	-	262,625
Biological assets	-	-
Deferred revenue	-	99,671
Prepaids and advances	85,604	30,998
Due to related party	393,543	216,793
Accounts payable and accrued liabilities	158,222	42,105
Cash used in operating activities	(636,987)	(308,988)
CASH FLOWS FROM INVESTING ACTIVITIES		
Plant and equipment expenditures	(3,428)	(21,674)
Cash used in investing activities	(3,428)	(21,674)
CASH FLOWS FROM FINANCING ACTIVITIES		
Subscriptions received in advance	-	335,000
Share issue costs	-	(15,000)
Payment of lease obligations	(12,900)	(10,500)
Cash provided by financing activities	(12,900)	309,500
Change in cash and cash equivalents during the period	(653,315)	(21,162)
Cash and cash equivalents, beginning of period	1,145,065	103,660
Cash and cash equivalents, end of period	491,750	82,498
SUPPLEMENTAL INFORMATION		
Plant and equipment costs included in accounts payable	$14,381	$74,540
Deferred financing costs in accounts payable	$767,793	-
Equity component of loans payable	-	-
Transfer from reserves to deficit on cancellation of options	$483,867	$34,429

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

Optimi Health Corp.

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

	Common Shares	Share Capital $	Subscriptions received in advance $	Reserves $	Deficit $	Total Equity $
Balance, October 1, 2024	94,663,356	31,158,441	-	2,028,102	(23,610,831)	9,575,712
Subscriptions received in advance	-		335,000	-	-	335,000
Share issue costs	-	(15,000)	-	-	-	(15,000)
Transfer from reserves to deficit on cancellation of options	-	-	-	(34,429)	34,429	-
Share-based compensation	-	-	-	2,825	-	2,825
Loss and comprehensive loss for the period	-	-	-	-	(1,258,980)	(1,258,980)
Balance, December 31, 2024	94,663,356	31,143,441	335,000	1,996,498	(24,835,382)	8,639,557
Balance, October 1, 2025	96,638,169	31,691,943	-	2,120,398	(27,241,680)	6,570,661
Transfer from reserves to deficit on expiry of options	-	-	-	(483,867)	483,867	-
Share-based compensation	-	-	-	327	-	327
Loss and comprehensive loss for the period	-	-	-	-	(1,553,975)	(1,553,975)
Balance, December 31, 2025	96,638,169	31, 691,943	-	1,636,858	(28,311,788)	5,017,013

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

1. Nature of Operations and Going Concern

Optimi Health Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on May 27, 2020, under the name 1251417 B.C. Ltd. The Company changed its name from 1251417 B.C. Ltd. to Optimi Health Corp. on August 17, 2020.

The Company is licensed by Health Canada to produce and supply natural GMP-grade psilocybin, psilocin, and other psychedelic substances, some being synthetically formulated, as well as functional mushrooms that focus on domestic and international health and wellness markets. Built with the purpose of producing scalable psychedelic and functional mushroom products for transformational human experiences, the Company's products are grown at its two facilities comprising a total of 20,000 square feet in Princeton, British Columbia. Focused on being a compassionate supplier of safe drug and nutraceutical products, the Company works with consumers, health food distributors, and drug developers and patients regulated by Health Canada.

The registered and records office is located at 2054 Dowad Drive, Squamish, British Columbia, Canada, V8B 0Y8.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes 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 December 31, 2025, the Company incurred a net loss of $1,553,975 and has not yet achieved profitable operations. The Company has an accumulated deficit of $28,311,788 since its inception. Without additional financing, the Company may not be able to fund its ongoing operations. The Company intends to finance its future requirements through a combination of debt and/or equity issuances. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. These condensed interim consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of Presentation

a) Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"s). They do not include all disclosures required by IFRS Accounting Standards ("IFRS") for annual financial statements, and, therefore, should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2025, prepared in accordance with IFRS as issued by the IASB. Material accounting policies not included in the audited consolidated financial statements for the year ended September 30, 2025 are described below.

These condensed interim consolidated financial statements were authorized by the Audit Committee and Board of Directors of the Company (the "Board") on February 17, 2026.

b) Basis of presentation

These condensed Interim consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair value. These condensed Interim consolidated financial statements are presented in Canadian dollars, which is the Company and its subsidiaries' functional currency.

c) Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries' with intercompany balances and transactions eliminated on consolidation. Subsidiaries are those entities over which the Company has the power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. As of December 31, 2025, the Company has 100% ownership interest in Optimi Labs Inc. and Optimi Nutraceuticals Corp.

d) Significant accounting judgments and estimates

The preparation of condensed interim consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and the reported revenues and expenses during the period. Actual results may differ from these estimates.

Significant estimates and judgments are evaluations and assumptions about the future and other sources of estimation uncertainty that management has made, which could result in a material adjustment to the carrying amounts of assets and liabilities. Significant estimates and judgments used in the preparation of these condensed interim consolidated financial statements include, but are not limited to, the following:

Going concern

The assessment of whether the concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

Provisions and contingencies

The amount recognized as a provision, including legal, contractual, constructive, and other exposures or obligations, is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur. Therefore, assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. The Company assesses its liabilities and contingencies based upon the best information available.

Impairment of Plant and equipment

Management considers both external and internal sources of information in determining if there are any indications that the Company's Plant and equipment is impaired. Management considers the market, economic and legal environment in which the Company operates that are not within its control and affect the recoverable amount of its plant. Management considers the manner in which the Plant and equipment is being used or is expected to be used an indication of economic performance of the assets.

Valuation of inventory

Inventories are valued at the lower cost and net realizable value except for biological inventory which includes a fair value component. Purchased inventory is accounted for using the weighted average purchase cost of the components that comprise finished goods inventory. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs to sell.

Valuation of share-based payments

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves. The Company estimates volatility based on the Company's historical share prices, excluding specific time frames in which volatility was affected by specific transactions that are not considered to be indicative of the entities' expected share price volatility.

Biological assets and inventory

In calculating the value of the biological assets, management is required to make a number of estimates, including estimating the stage of growth of the mushrooms up to the point of harvest, harvesting costs, selling costs, sales price, wastage and expected yields for the mushrooms. In calculating final inventory values, management is required to determine an estimate of spoiled or expired inventory and compare the inventory cost versus net realizable value. The cost and fair value of biological assets are capitalized to the extent that their cost and fair value will be recoverable.

(Expressed in Canadian Dollars)

Estimated useful lives of Plant and equipment

Depreciation of Plant and equipment is dependent upon estimates of useful lives which are determined through the exercise of judgment.

3. Cash and Cash Equivalents

Cash and cash equivalents consist of the following:

	Maturity	Classification	December 31, 2025 $	September 30, 2025 $
Cash	N/A	Cash	486,750	1,140,065
Term deposit – 3.0%	Demand	Cash equivalent	-	-
Term deposit – 4.25%	Demand	Cash equivalent	-	-
Term deposit – prime – 2%	Demand	Cash equivalent	5,000	5,000
			491,750	**1,145,065**

During the period ended December 31, 2025, the Company earned $5,413 (December 30, 2024 - $7,249) in interest income.

4. Inventory

Inventory consists of the Company's finished goods functional mushroom nutraceutical products, drug products, harvested mushrooms and raw materials.

	December 31, 2025 $	September 30, 2025 $
Finished goods drug products	47,812	47,812
Mushroom biomass	262,576	262,576
	310,388	**310,388**

As at December 31, 2025, the Company holds 156kg (September 30, 2025 - 156kg) in harvested mushroom biomass.

Cost of sales consists of the following:

	December 31, 2025 $	December 31, 2024 $
Finished goods drug products	-	15,955
Finished goods nutraceutical products	-	44,672
Other	-	1,846
	-	**62,473**

(Expressed in Canadian Dollars)

5. Biological Assets

The Company grows psilocybin containing mushrooms at its plant located in Princeton, British Columbia. Biological assets consist of psilocybin mushrooms.

During the year ended September 30, 2023, the Company commenced production and harvest of psilocybin mushrooms to be used for commercial purposes. As at September 30, 2025 and December 31, 2025 (September 30, 2024 - $nil), the Company had no mushrooms in the growth stage due to the timing of harvests. Although the Company can sell its raw mushroom biomass, it will further process the raw mushroom biomass into psilocybin extract. The cost to process and extract psilocybin are considered costs to sell and are deducted from the fair value of mushroom biomass.

Determination of fair value of the biological assets requires the Company to make various estimates and assumptions. The fair value of biological assets is considered a Level 3 category in the IFRS fair value hierarchy. When applying IFRS 13 Fair Value Measurement to non-financial assets, in this case the biological asset and produce, the fair value considers a market participant's ability to use that asset in its highest and best use. The highest and best use considers the use of the asset that is physically possible, legally permissible, and financially feasible, either in combination with other assets or on a standalone basis. The significant estimates and inputs used to assess the fair value of biological assets include the following assumptions for September 30, 2024:

- Selling price – calculated based on the expected selling price of psilocybin extract derived from processing the raw mushroom biomass, based on the Company's purchase orders received to date.
- Post-harvest costs – calculated as the cost per gram required to convert the raw mushroom biomass into psilocybin extract, consisting of labour, raw materials, and laboratory testing.
- Psilocybin potency of raw mushroom inputs – calculated based on the percent psilocybin as a function of raw mushroom input biomass.
- Recovery efficiency of psilocybin extract – calculated based on the weight of psilocybin extracted from raw mushroom biomass as a function of the input psilocybin weight.

	September 30, 2024 $
Selling Price (per gram of psilocybin extract)	$ 1,000
Post harvest costs (per gram of psilocybin extract)	$ 451
Psilocybin potency (mg/g)	12
Recovery efficiency of psilocybin (%)	55.24

6. Prepaids and Advances

Prepaids and advances consist of the following:

	December 31, 2025 $	**September 30, 2025 $**
Prepaid consulting fees	17,708	17,708
Prepaid insurance	38,125	83,875
Prepaid investor relation fees	106,184	148,291
Prepaid licensing fees	6,708	13,415
Prepaid transfer agent and filing fees	21,391	12,431
	190,116	**275,720**

(Expressed in Canadian Dollars)

7. Plant and equipment

The Company's two cultivation and processing facilities located in Princeton, British Columbia (the "Princeton Facilities"). The Princeton Facilities were considered substantially complete on June 27, 2022 and depreciation commenced on the plant.

	Equipment $	Plant $	Total $
Cost			
September 30, 2025	1,769,878	13,370,246	15,140,124
Additions	3,428	-	3,428
December 31, 2025	1,773,306	13,370,246	15,143,552
Accumulated depreciation			
September 30, 2025	1,021,389	1,738,545	2,759,934
Additions	120,435	134,801	255,236
December 31, 2025	1,141,824	1,873,346	3,015,170
Net book value			
September 30, 2025	748,489	11,631,701	12,380,190
December 31, 2025	631,482	11,496,900	12,128,382

8. Right-of-Use Assets and Lease Liabilities

The Company has a lease agreement with BC Green Pharmaceuticals Inc. ("BC Green"), a company related by a common director and common officers, whereby the Company has leased industrial land from BC Green on which to build its Princeton Facilities (Note 14). During the year ended September 30, 2025, the Company renewed its lease with BC Green for a period of five years with a lease payment of $4,300 per month.

The continuity of the ROU assets and lease liability are as follows:

ROU asset	Total $
ROU asset as at September 30, 2024	22,017
Additions	190,257
Amortization	(31,530)
ROU asset as at September 30, 2025	**180,744**
Amortization	(9,513)
ROU asset as at December 31, 2025	**171,231**

Lease liability	Total $
Lease liability as at September 30, 2024	32,781
Additions	190,257
Lease payments	(47,176)
Lease interest	8,557
Lease liability as at September 30, 2025	**184,419**
Lease payments	(12,900)
Lease interest	6,841
Lease liability as at December 31, 2025	**178,360**

	December 31, 2025 $	September 30, 2025 $
Current portion	27,426	26,045
Long-term	150,934	158,374
	178,360	**184,419**

(Expressed in Canadian Dollars)

9. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities are composed of the following:

	December 31, 2025 $	September 30, 2025 $
Accounts payable	1,394,202	1,185,684
Accrued liabilities	155,000	205,296
	1,549,202	**1,390,980**

10. Deferred Revenue

Deferred revenue relates to deposits received in advance of fulfilling certain supply agreements:

Deferred revenue	**$**
Deferred revenue as at September 30, 2024	116,391
Deposits received	236,878
Revenue fulfilled	(145,510)
Deferred revenue as at September 30 and December 31, 2025	207,759

11. Loans payable

During the year ended September 30, 2024, the Company received gross proceeds of $1,000,000 from loans with an interest rate of 7.5% and a term of one and a half years secured against the assets of the Company. In connection with this financing, the Company issued 100,000 common share purchase warrants with an exercise price of $0.50 and a term of one and a half years.

The interest rate of 7.5% was determined to be a below market rate of interest. The loans were recorded at fair value on initial recognition, which was determined to be $896,000 using a discount rate of 15%, resulting in a total discount of $100,000. As the loans were provided by shareholders of the Company, the discount was considered to a component of equity. The warrants were valued at $4,000 using the Black-Scholes option pricing model and were accounted for as debt issuance costs. The inputs to the Black-Scholes pricing model were as follows: stock price – $0.17, exercise price – $0.50, expected life – 1.5 years, volatility – 100% , and discount rate – 3.79%.

During the period ended December 31, 2025, the Company recorded $103,779 (2024 - $56,250) in interest expense of which $66,279 (2024 - $56,250) was accrued interest payable recorded in accounts payable and accrued liabilities, and recorded loan accretion of $31,500 (2024 - $48,500) in relation to these loans.

Loans	**$**
Loans as at September 30, 2024	2,718,500
Loan accretion	166,000
Loans as at September 30, 2025	2,884,500
Loan accretion	31,500
Classified as current	2,916,000
Classified as long-term	-

The maturity dates of these loans are as follows:

Maturity date	**$**
April 30, 2026	1,000,000
August 4, 2026	1,000,000
August 31, 2026	1,000,000
	3,000,000

(Expressed in Canadian Dollars)

12. Convertible debentures

During the year ended September 30, 2025, the Company received $3,450,000 in cash proceeds through the issuance of convertible debentures bearing an interest rate of 15% per annum, maturing July 24, 2026. The convertible debt was issued to two corporations controlled by directors of the Company (Note 14). The principal amount of the debt is convertible into common shares of the Company at a conversion price of $0.15 per share. The Company determined that the fair value of the liability component was equal to the face value of the debt, and that the equity portion of the convertible debt was valued at $nil using the residual value method. During the period ended December 31, 2025, the Company accrued interest of $135,289 (2024 - $nil) which is recorded as due to related party at December 31, 2025.

13. Share Capital

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

The total issued and outstanding share capital as at December 31, 2025 consisted of 96,638,169 common shares without par value.

The Company did not issue any common shares during the period ended December 31, 2025.

During the period ended December 31, 2024, the Company received $335,000 in share subscriptions received in advance which formed a portion of the proceeds a the private placement completed during the year ended September 30, 2025.

c) Warrants

Warrant transactions are summarized as follows:

	Number of warrants	Weighted average exercise price
Balance, September 30, 2024	3,198,333	$0.41
Issued	1,058,334	$0.34
Balance, September 30, 2025 and December 31, 2025	4,256,667	$0.39

The following is a summary of warrants as at December 31, 2025:

Expiry date	Exercise price	Number of warrants	Weighted average remaining contractual life (years)
August 4, 2026	$0.50	100,000	0.59
August 29, 2026	$0.50	100,000	0.66
November 1, 2026	$0.50	100,000	0.84
February 23, 2026	$0.40	758,350	0.15
May 10, 2026	$0.40	333,334	0.36
May 29, 2026	$0.40	908,316	0.41
August 15, 2026	$0.40	898,333	0.62
January 24, 2027	$0.40	658,334	1.07
July 17, 2027	$0.25	400,000	1.54
	$0.39	4,256,667	0.63

d) Equity incentive plan

The Company has an equity incentive plan (“EIP”) under which the Board may, from time to time in its discretion, grant stock options, RSRs or deferred share units of the Company to its directors, officers, employees, consultants, and advisors. The aggregate number of common shares that may be subject to issuance under the EIP, together with any other securities-based compensation arrangements of the Company, shall not exceed 15% of the Company’s issued and outstanding share capital.

(Expressed in Canadian Dollars)

Stock options

The EIP authorizes the Board to grant options to eligible directors and employees (including officers). The number of options, the exercise price per option, the vesting period, and any other terms and conditions of options granted from time to time pursuant to the EIP, are determined by the Board at the time of the grant, subject to the defined parameters of the EIP. Unless otherwise determined by the Board, stock options will have a term of five years and 25% of the options granted will vest immediately, and 25% will vest each six-month period thereafter.

During the periods ended December 31, 2025 and 2024, the Company granted no stock options.

During the period ended December 31, 2025, the Company recorded $327 (2024 - $2,825) in share-based compensation expense due to the vesting of options.

Options transactions are summarized as follows:

	Number of options	Weighted average exercise price
Balance, September 30, 2024	3,915,000	$1.31
Granted	1,900,000	$0.22
Forfeited	(175,000)	$1.50
Balance, September 30, 2025	5,640,000	$0.94
Expired	(1,500,000)	$1.17
Balance, December 31, 2025	4,140,000	$0.86

The following is a summary of stock options as at December 31, 2025:

Expiry date	Exercise price	Number of options	Options exercisable	Weighted average remaining contractual life (years)
January 26, 2026	$0.60	40,000 (1)	40,000	0.07
May 6, 2026	$1.50	1,925,000	1,925,000	0.35
January 31, 2026	$1.50	50,000 (1)	50,000	0.08
March 29, 2028	$0.65	10,000	10,000	2.24
April 26, 2028	$0.65	100,000	100,000	2.32
November 1, 2028	$0.65	100,000	100,000	2.84
January 31, 2026	$0.35	15,000 (1)	11,250	0.08
August 20, 2028	$0.165	700,000	700,000	2.64
August 20, 2028	$0.20	600,000	600,000	2.64
August 20, 2028	$0.30	600,000	-	2.64
	$0.86	4,140,000	3,536,250	1.50

(1) 105,000 stock options expired subsequent to the per ended December 31, 2025 (Note 19).

Restricted share rights

The EIP authorizes the Board to grant RSRs, in its sole and absolute discretion, to any eligible employee or director. Each RSR provides the recipient with the right to receive common shares of the Company for no additional consideration as compensation for past services or as an incentive for future services. The terms, including the vesting period of the RSRs, are determined at the sole discretion of the Board.

As at December 31, 2025, the Company had nil (2024 – nil) outstanding RSRs.

(Expressed in Canadian Dollars)

14. Key Management Compensation and Related Party Transactions

During the period ended December 31, 2025 and 2024, the Company incurred the following amounts charged by officers and directors (being key management personnel) and companies controlled and/or owned by officers and directors of the Company in addition to the related party transactions disclosed elsewhere in these condensed interim consolidated financial statements:

	December 31, 2025 $	December 31, 2024 $
Consulting fees	142,645	161,234
	142,645	**161,234**

The Company has entered into a lease agreement with BC Green, as described in Note 8.

As at December 31, 2025, there was $917,869 (September 30, 2025 - $524,326) owing to key management, which is included in due to related parties. The amounts are unsecured, without interest and due on demand.

During the year ended September 30, 2023, the Company received $1,000,000 in loan proceeds from a company controlled by a director (Note 11). As at December 31, 2025, the Company owed $1,000,000 (September 30, 2025 - $1,000,000) in principal and $197,529 (September 30, 2025 - $131,250) in accrued interest in relation to this loan.

During the year ended September 30, 2025, the Company received $3,450,000 in loan proceeds from two companies controlled by directors (Note 12). As at December 31, 2025, the Company owed $3,450,000 (September 30, 2025 - $3,450,000) in principal and $218,919 (September 30, 2025 $96,175) in accrued interest in relation to this loan recorded in due to related parties.

15. Financial Instruments

a) Categories of financial instruments

The classification of the financial instruments, as well as their carrying values, is shown below:

Fair value

The fair value recorded on initial recognition of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company's financial instruments consist of cash and cash equivalents, trade receivables, accounts payable and accrued liabilities, due to related parties, lease liabilities and loans payable. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments, with the exception of lease liabilities and loans payable which are measured using Level 2 inputs.

b) Management of financial risks

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of these risks. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below.

(Expressed in Canadian Dollars)

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest rate risk is limited to potential decreases in the interest rate offered on cash held with chartered Canadian financial institutions. The Company considers this risk to be limited, as it holds no assets or liabilities subject to variable rates of interest.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and trade receivables. The Company limits exposure by maintaining its cash with major Canadian commercial banks and credit unions.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company is reliant upon equity issuances and loans as its main sources of cash. The Company manages liquidity risk by maintaining an adequate level of cash to meet its ongoing obligations. The Company continuously reviews its actual expenditures, forecasts cash flows and matches the maturity dates of its cash to capital and operating needs. All of the Company's existing commitments are budgeted and funded as at the date of the condensed interim consolidated financial statements. All financial liabilities have contractual maturities of less than one year and are subject to normal trade terms with the exception of the Company's lease liabilities, which matures based on the lease agreement, and loans payable, which have terms ranging from one and a half to three years.

Currency risk

The Company is not exposed to financial risk related to the fluctuation of foreign exchange rates.

16. Capital Disclosure

The capital structure of the Company consists of equity attributable to common shareholders comprising share capital, reserves, and deficit. The Company's objectives when managing capital are to: (i) preserve capital; (ii) obtain the best available net return; and (iii) maintain liquidity. 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. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital restrictions. There have been no changes in the Company's capital management during the period ended December 31, 2025.

17. Segment Reporting

For the period ended December 31, 2025, the Company has one reportable operating segment, being that of farming, processing and distribution of raw mushroom biomass, mushroom extracts, manufacturing of drug products, and mushroom supplements. The Company's non-current assets at December 31, 2025 are all in Canada.

18. Commitments

The Company has lease commitments for the Princeton Facilities (Note 8). Cash commitments for minimum lease payments in relation to the facility leases as at December 31, 2025, are payable as follows:

	$
Within 1 year	52,374
Between 1 year and 5 years	195,785
	248,159

19. Events after the Reporting Period

Subsequent to December 31, 2025, the Company:

- Had 105,000 stock options expire unexercised (Note 13)
- Granted 850,000 stock options with an exercise price of $0.50 and a term of 5 years. These options vest one quarter on the grant date and one quarter every year thereafter.
- Granted 555,000 restricted share rights that vest one quarter on the grant date and one quarter every year thereafter.
- Is in the process of completing an initial public offering of its common shares on the Nasdaq Capital Market under the symbol “OPTH”. As at December 31, 2025, the Company classified costs related to this listing as deferred financing costs.