RIZE ONCOLOGY INC.
(formerly GeneTether Therapeutics Inc.)

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2024 and 2023

(expressed in United States dollars)

RIZE ONCOLOGY Inc. (formerly GeneTether Therapeutics Inc.)

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For the years ended December 31, 2024 and 2023

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MANAGEMENT'S RESPONSIBILITY STATEMENT

To the Shareholders of Rize Oncology Inc. (formerly GeneTether Therapeutics Inc.):

The management of Rize Oncology Inc. (formerly GeneTether Therapeutics Inc) (the "Company"), is responsible for the preparation and presentation of the accompanying consolidated financial statements, the notes to the consolidated financial statements and other financial information contained in these consolidated financial statements (the "Financial Statements") in accordance with International Financial Reporting Standards ("IFRS").

In discharging its responsibilities for the integrity and fairness of the Financial Statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of the Financial Statements.

The Audit Committee is composed of a majority of Directors who are neither management nor employees of the Company. The Audit Committee is responsible for overseeing management in the performance of its financial reporting responsibilities. The Audit Committee has the responsibility of meeting with management and external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Audit Committee is also responsible for recommending the appointment of the Company's external auditors.

Roland Boivin

Chief Executive Officer

DMCL

dmcl.ca

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Rize Oncology Inc. (formerly GeneTether Therapeutics Inc.)

Opinion

We have audited the consolidated financial statements of Rize Oncology Inc. (formerly GeneTether Therapeutics Inc.) (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes events and conditions that indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Otto Ehinger.

DMCL.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

April 15, 2025

Rize Oncology Inc.
(formerly GeneTether Therapeutics Inc.)
Consolidated Statements of Financial Position
(Expressed in United States dollars)

As at	Notes	**December 31, 2024** $	December 31, 2023 $
Assets			
Current assets			
Cash and cash equivalents		**1,162,006**	1,363,577
Prepaid expenses and other receivables		**30,310**	47,272
Total current assets		**1,192,316**	1,410,849
Total assets		**1,192,316**	1,410,849
Liabilities			
Current liabilities			
Trade and other payables	9	**83,104**	38,593
Total current liabilities		**83,104**	38,593
Total liabilities		**83,104**	38,593
Shareholders' equity			
Share capital	4	**4,196,801**	4,196,801
Contributed surplus	4, 5, 6	**1,659,001**	1,632,885
Subscription receipts		**347,487**	-
Accumulated deficit		**(4,833,477)**	(4,282,556)
Accumulated other comprehensive loss		**(260,600)**	(174,874)
Total shareholders' equity		**1,109,212**	1,372,256
Total liabilities and shareholders' equity		**1,192,316**	1,410,849

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

Rize Oncology Inc.
(formerly GeneTether Therapeutics Inc.)
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in United States dollars)

		For the year ended December 31,	
		2024	2023
	Notes	**$**	$
Expenses			
Research and development	13	**30,317**	196,212
General and administrative	13	**558,711**	551,065
Total operating expenses		**589,028**	747,277
Loss from operations		**(589,028)**	(747,277)
Interest income		**35,509**	52,158
Foreign exchange gain		**2,598**	6,760
Net loss for the year		**(550,921)**	(688,359)
Cumulative translation adjustment		**(85,726)**	26,044
Comprehensive loss for the year		**(636,647)**	(662,315)
Net loss per share, basic and diluted	7	**(0.01)**	(0.01)
Weighted average number of shares outstanding – basic and diluted	7	**38,744,674**	46,412,495

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

Rize Oncology Inc.
(formerly GeneTether Therapeutics Inc.)
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in United States dollars)

	Notes	#	Common shares $	Contributed surplus $	Subscription receipts $	Deficit $	Accumulated other comprehensive loss $	Total $
Balance, December 31, 2022		**48,376,563**	**4,175,438**	**1,476,381**	—	**(3,594,197)**	**(200,918)**	**1,856,704**
Issuance of common shares for the vesting of restricted common stock	4	790,085	21,363	(21,363)	—	—	—	—
Cancellation of founder shares repurchased and returned to Treasury	4, 9	(10,421,974)	—	—	—	—	—	—
Share-based compensation, vesting of stock options	4, 5	—	—	177,867	—	—	—	177,867
Currency translation adjustment		—	—	—	—	—	26,044	26,044
Net loss		—	—	—	—	(688,359)	—	(688,359)
Balance, December 31, 2023		**38,744,674**	**4,196,801**	**1,632,885**	—	**(4,282,556)**	**(174,874)**	**1,372,256**

	Notes	#	Common shares $	Contributed surplus $	Subscription receipts $	Deficit $	Accumulated other comprehensive loss $	Total $
Balance, December 31, 2023		**38,744,674**	**4,196,801**	**1,632,885**	—	**(4,282,556)**	**(174,874)**	**1,372,256**
Subscription receipts	9, 14	—	—	—	347,487	—	—	347,487
Share-based compensation expense, vesting of stock options	4, 5, 6	—	—	26,116	—	—	—	26,116
Currency translation adjustment		—	—	—	—	—	(85,726)	(85,726)
Net loss		—	—	—	—	(550,921)	—	(550,921)
Balance, December 31, 2024		**38,744,674**	**4,196,801**	**1,659,001**	**347,487**	**(4,833,477)**	**(260,600)**	**1,109,212**

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

Rize Oncology Inc.

(formerly GeneTether Therapeutics Inc.)

Consolidated Statements of Cash Flows

(Expressed in United States dollars)

	For the year ended December 31, 2024	2023
	$	$
Operating activities		
Net loss for the year	**(550,921)**	(688,359)
Add items not affecting cash		
Share-based compensation expense	**26,116**	177,867
Foreign exchange loss	**(2,598)**	(6,760)
Changes in non-cash working capital balances		
Prepaid expenses	**16,962**	(101,221)
Trade and other payables	**44,511**	(48,826)
Cash used in operating activities	**(465,930)**	(464,857)
Financing activities		
Subscription receipts	**347,487**	—
Cash provided by financing activities	**347,487**	—
Effect of foreign exchange on cash	**(83,128)**	32,804
Net decrease	**(201,571)**	(432,053)
Cash, beginning of year	**1,363,577**	1,795,630
Cash, end of year	**1,162,006**	1,363,577

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

1. Nature of business and going concern

Rize Oncology Inc. (formerly GeneTether Therapeutics Inc.) ("Rize") and together with its wholly-owned subsidiary GeneTether Inc., (the "Company") was a biopharmaceutical company focused on the development of high efficiency precision gene editing for human therapeutics applications. The Company's wholly-owned subsidiary, GeneTether Inc. ("GT Inc."), was incorporated in Delaware on February 12, 2018, with the initial capitalization occurring on March 30, 2018.

The Company's registered and records office is located at 301 – 1665 Ellis St., Kelowna, British Columbia, Canada V1Y 2B3.

In February 2023, the Company announced that, following a comprehensive review of its business in the context of ongoing weakness in the global capital markets, including the status of its programs and available resources, the Company planned to significantly reduce the development of its GeneTether™ platform technology and conduct a review of strategic alternatives focused on maximizing shareholder value. A special committee of the Board of Directors was formed to lead this initiative ("Special Committee"). In May 2024, the Company decided to cease development of the GeneTether™ platform in order to prioritize exploring strategic alternatives to optimize shareholder value.

On December 12, 2024, the Company announced that at its Annual General and Special Meeting of Shareholders, the Company's shareholders approved the licensing agreement with EGB Ventures ("EGB") pursuant to which EBG would grant the Company an exclusive license of EGB's STS-201, a small molecule that has exhibited significant utility in soft tissue sarcoma, as well as other types of cancers and certain proliferative diseases ("Licensing Agreement"). Pursuant to the terms of the Licensing Agreement, closing will take place concurrently with the closing of a fully subscribed private placement that will result in gross proceeds of C$500,000 ("Private Placement"). The Licensing Agreement and Private Placement closed on January 6, 2025, subsequent to the date of these financial statements (Note 13).

Going concern

The consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes 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 operations. As at December 31, 2024, the Company is pre-revenue, has not initiated commercial sale of product and has an accumulated deficit of $4,833,477 (2023 - $4,282,556). The Company had excess of current assets over current liabilities at December 31, 2024 of $1,109,212 (2023 - $1,372,256). Included in equity are subscription receipts of $347,487 (C$500,000) related to the Private Placement. Management has forecasted the Company will have sufficient working capital to operate for the ensuing 12 months. While the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing, or that such financing will be on terms acceptable to the Company, to meet future operational needs which may result in a delay, reduction, or discontinuation of ongoing developments. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that would 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 consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the Interpretations of the International Financial Reporting and Interpretations Committee ("IFRIC"). The policies set out below have been consistently applied to all periods presented, unless otherwise noted.

These consolidated financial statements were approved and authorized for issuance by the Company's Board of Directors on April 15, 2025.

(b) Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, GT Inc. The financial statements for the subsidiary are prepared for the same reporting period as the Company using consistent accounting policies. Intercompany transactions, balances, and gains and losses on transactions are eliminated upon consolidation.

(c) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. Historical costs are generally based upon the fair value of the consideration given in exchange for goods and services received. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

(d) Functional currency and presentation currency

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of Rize is the Canadian dollar, and the functional currency of GT Inc. is the United States ("US") dollar.

Transactions in foreign currencies are translated to the Company's functional currency at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to the Company's functional currency at the period end exchange rate. Non-monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognized in the consolidated statement of loss and comprehensive loss.

These consolidated financial statements are presented in U.S. dollars, and all references to "$" are to U.S. dollars. References to "C$" are to Canadian dollars.

3. Material accounting policy information, critical accounting judgments and material accounting estimates

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities as at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

(a) Critical accounting judgements

Going concern
The determination of the Company's ability to continue as a going concern requires the Company to make certain judgements about whether the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

Functional currency
The functional currency of the Company has been assessed by management based on consideration of the currency and economic factors that mainly influence the Company's compensation and operating costs. Specifically, the Company considers the currencies in which expenses are settled by each entity as well as the currency in which each entity receives or raises financing. Changes to these factors may have an impact on the judgement applied in the determination of the Company's functional currency.

(b) Significant accounting estimates

Estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Share-based payment transactions
The Company measures the cost of equity settled transactions with employees, consultants, and investors by reference to the fair value of the equity instruments at the date of which they are vested. The Company estimates the fair value for share-based compensation payments and warrants issued with common shares as part of the units issued in private placements by using the Black-Scholes Option Pricing Model. The Black-Scholes Option Pricing Model utilizes subjective assumptions including the expected life of the share option or warrant, risk-free interest rates, expected price volatility and dividend yield. Changes in these input assumptions can significantly affect the fair value estimate of warrants and thereby the fair value of the common share issued as part of the unit, and the fair value of share-based compensation. Share-based compensation is accrued and charged to profit and loss, with a corresponding credit to reserves, on a graded basis over the vesting period of each vesting instalment. If and when the stock options are ultimately exercised, the applicable amounts of other equity reserve are transferred to share capital.

(c) Research and Development

The Company expenses research and development costs as incurred, with the exception of development costs for new products with proven technical feasibility and for which a defined future market exists. Such development costs are capitalized if all criteria are met. No development costs have been capitalized to date.

Research and development costs include rent related to the laboratory space, lab supplies, outside consulting services and the costs associated with the filing and maintenance of the patent portfolio.

(d) Income taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax is recorded by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes at the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current income tax assts and liabilities on a net basis.

(e) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized in profit or loss.

i. Financial assets

On initial recognition, a financial asset is classified as measured at amortized cost, fair value through other comprehensive income (‘‘FVOCI’’), or fair value through profit and loss (‘‘FVTPL’’). The classification of financial assets is based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated. Instead, the hybrid financial asset as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial asset	Policy
Financial assets at FVTPL	Subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets measured at amortized cost	Subsequently measured at amortized cost using the effective interest method, less any impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss.

ii. Financial liabilities

The Company initially recognizes financial liabilities at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument.

The Company classifies its financial liabilities as either financial liabilities at FVTPL or other liabilities.

Subsequent to initial recognition, other liabilities are measured at amortized cost using the effective interest method. Financial liabilities at fair value are stated at fair value with changes being recognized in profit or loss.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

iii. Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company’s own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company’s own equity instruments.

iv. Classification of financial instruments

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics and management intent as outlined below:

Financial assets/liabilities	Classification
Cash	FVTPL
Trade and other payables	Amortized cost

v. Impairment of financial assets

Financial assets, other than those classified as FVTPL, incorporate an allowance for expected credit losses.

***(f)* Share-based compensation**

Stock options and warrants awarded to employees are accounted for using the fair value method. The fair value is calculated using the Black-Scholes Option Pricing Model with assumptions applicable at the date of grant. The fair value of such stock options and warrants granted is recognized as an expense over the relevant vesting period on a proportionate basis consistent with the vesting features of each tranche of the grant.

Stock options and warrants awarded to non-employees are accounted for using the fair value of the instrument awarded or services provided. The fair value is measured at the date the Company obtains the goods or the date the counterparty renders the service. If the fair value of the goods or services cannot be reliably measured, the fair value of the options granted will be used.

***(g)* Share Capital**

The Company engages in equity financing transactions to obtain funds necessary to continue operations and to explore and evaluate additional product development opportunities. Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a reduction of equity.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurably component based on fair value and then the residual value, if any, to the less measurable component. The Company considers the fair value of the common shares issued in a unit private placement to be the more easily measured component and the common shares are valued at their fair value, as determined by the closing quote bid price on the issue date. The balance, if any, is allocated to the attached warrants. Any value attributed to the warrants is recorded as contributed surplus.

***(h)* Foreign Currency Translation**

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the consolidated statement of financial position date are translated to functional currency at the foreign exchange rate applicable at that date. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate on the date when fair values were determined. Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss when they arise.

The financial position and results of operations whose functional currency is different from the Company's presentation currency are translated as follows: assets and liabilities are translated at period-end exchange rates prevailing at the reporting date; and income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign currency operations are recorded in accumulated other comprehensive income in the consolidated statements of loss and comprehensive loss.

***(i)* New and amended accounting pronouncements**

IFRS 18 Presentation and Disclosure in Financial Statements supersedes IAS 1 Presentation of Financial Statements

IFRS 18 Presentation and Disclosure in Financial Statements was issued by the International Accounting Standards Board (IASB) in April 2024. IFRS 18 supersedes IAS 1 Presentation of Financial Statements and has resulted in numerous consequential amendments to IFRS Accounting Standards including IAS 8 Basis of Preparation of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). IFRS 18 introduces significant changes to numerous requirements, primarily how an entity:

(Expressed in United States dollars, except as otherwise indicated)

- Presents its statement of profit or loss, including the classification of income and expenses and new mandatory subtotals;
- Aggregates and disaggregates information disclosed in financial statements; and
- Discloses information about management-defined performance measures.

IFRS 18 is mandatorily effective for annual reporting periods beginning on or after January 1, 2027 (i.e. December 31, 2027 annual financial statements for entities with calendar year-ends), subject to any relevant jurisdictional endorsement. Earlier application is permitted. The Company has not yet determined the impact that implementation of this amendment will have on its consolidated financial statements for the annual period beginning January 1, 2027.

4. Share capital

(a) Authorized

Unlimited common shares.

(b) Share issuances

(i) Restricted common shares

In December 2020, the Company issued 4,742,206 common shares to each of two members of the Board of Directors, subject to repurchase provisions ("Repurchase Option") whereby the Company has the right to repurchase the common shares at $0.0001 in the event the relationship with the restricted common shareholders terminates for any reason, no reason with or without cause. The restricted common shares vest (i.e. are released from the Repurchase Option) in equal monthly amounts over three years with the last increment vesting on December 15, 2023.

The changes in the number of restricted stock units during the years ending December 31, 2024 and 2023 are as follows:

	Number of Restricted Common Shares Outstanding
Restricted common shares – original number issued	4,742,206
Number of shares vested as at December 31, 2022	(3,952,121)
Restricted common shares as at December 31, 2022	790,085
Vested	(790,085)
Restricted common shares as at December 31, 2023 and 2024	**-**

The Company recognized $nil of share-based compensation expense during the year ended December 31, 2024 (2023 – $21,363) related to vesting of restricted common shares.

(c) Escrowed securities

On March 29, 2022, in connection with the Company's initial public offering, the directors, officers, and insiders entered into an escrow agreement pursuant to which their securities will be held in escrow and released over a period of 36 months, including 40,380,875 common shares, 5,883,824 warrants, and 6,270,305 stock options.

In September 2023, pursuant to an amendment to his option grant agreement, 1,051,249 stock options of the Company's Chief Executive Officer were cancelled. In October 2023, pursuant to an amendment to his option grant agreement, all 298,586 of the outstanding options of Company's Chief Scientific Officer were cancelled, and 10,421,974 shares acquired by the Company for no consideration and returned to treasury (Note 9).

(Expressed in United States dollars, except as otherwise indicated)

As at December 31, 2024, 4,493,836 common shares, 882,574 warrants, and 738,070 stock options remain under escrow. As at December 31, 2023, 13,481,506 common shares, 2,647,721 warrants, and 2,214,212 stock options were under escrow.

5. Share-based compensation

On January 26, 2022, the Company's Board of Directors approved the GeneTether Therapeutics Stock Option Plan ("GeneTether Equity Plan"), under which any future stock options and incentive awards will be granted. The GeneTether Equity Plan allows for maximum option limit of 9,833,330 common shares, which represented 20% of the issued and outstanding common shares on January 26, 2022.

During the year ended December 31, 2024, 525,000 stock options were granted to two members of the Board of Directors for their roles on the Special Committee (Note 1), and 2,478,432 stock options expired with the expiration of certain consulting contracts. During the year ended December 31, 2023, 2,884,223 stock options were forfeited with the amendments of certain consulting contracts, as well as 650,000 stock options granted to a new consultant.

(a) Stock options

The changes in the number of stock options during the years ending December 31, 2024 and 2023 are as follows:

	Options #	Weighted Average Exercise price $
Outstanding as at December 31, 2022	9,798,135	C$0.19 (0.15)
Granted	650,000	C$0.05 (0.04)
Cancelled/expired	(2,884,233)	C$0.19 (0.15)
Outstanding as at December 31, 2023	**7,563,902**	**$0.14**
Granted	525,000	C$0.05 (0.04)
Cancelled/expired	(2,478,432)	(0.12)
Outstanding as at December 31, 2024	**5,610,470**	**$0.13**

The Company recognized $26,116 in share-based compensation expense related stock options during the year ended December 31, 2024 (2023 - $177,867).

Measurement of fair values

The fair value of stock options granted during the years ended December 31, 2024 and 2023, were estimated using a Black- Scholes Option Pricing Model with the following inputs:

Year ended December 31	2024	2023
Grant date share price ($)	C$0.05	C$0.015
Exercise price ($)	C$0.05	C$0.050
Expected dividend yield	-	-
Risk free interest rate	2.77%	2.89%
Expected life	6 years	6 years
Expected volatility	300%	300%

The expected option life represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on government bonds with a term equal to the expected life of the options.

(Expressed in United States dollars, except as otherwise indicated)

The following table is a summary of the Company's stock options as at December 31, 2024:

Expiry Date	Weighted Average Exercise Price	Options Outstanding #	Weighted Average Remaining life (years) #	Options Exercisable #
October 19, 2031	US$0.146	4,920,470	6.8	4,920,470
April 30, 2033	C$0.050	165,000	8.3	165,000
September 23, 2034	C$0.050	525,000	9.7	525,000
	$0.13	**5,610,470**	**7.1**	**5,610,470**

As at December 31, 2024, of the 5,610,470 stock options outstanding, 738,070 stock options remain in escrow until March 29, 2025 (December 31, 2023 – 7,563,902 stock options outstanding; 2,214,212 stock options escrowed) (Note 4c).

6. Warrants

The changes in the number of warrants during the years ending December 31, 2024 and 2023 are as follows:

Issue Date	Expiry Date	Number of Warrants Outstanding	Weighted Average Exercise Price
March 29, 2021	March 29, 2025	7,822,360	C$0.72
March 29, 2021	March 29, 2025	322,360	C$0.60
Outstanding as at December 31, 2022, 2023 and 2024		**8,144,720**	**C$0.72**

As at December 31, 2024, of the 8,144,720 warrants outstanding, 882,574 warrants remain in escrow until March 29, 2025 (December 31, 2023 – 8,144,720 warrants outstanding, 2,647,721 warrants escrowed) (Note 4).

7. Loss per share

Net loss per common share represents net loss attributable to common shareholders divided by the weighted average number of common shares outstanding during the year.

Diluted loss per common share is calculated by dividing the applicable net loss by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive common shares had been issued during the year.

For the years presented, diluted loss per share equals basic loss per share due to the anti-dilutive effect of the stock options, warrants outstanding which are summarized as follows:

	December 31, 2024 #	December 31, 2023 #
Stock options	**5,610,470**	7,563,902
Warrants	**8,144,720**	8,144,720
Total outstanding	**13,755,190**	15,708,622

(Expressed in United States dollars, except as otherwise indicated)

8. Commitments and contingencies

Commitments

As at December 31, 2024, the Company had no long-term commitments.

Contingencies

In the ordinary course of business, from time to time, the Company may be involved in various claims related to operations, rights, commercial, employment or other claims. Although such matters cannot be predicted with certainty, management does not consider the Company's exposure to such claims to be material to these consolidated financial statements.

9. Related party transactions

Key management personnel compensation during the years ended December 31, 2024, and 2023 consisted of the following:

	December 31, 2024 $	December 31, 2023 $
Share-based compensation expense	**25,986**	118,299
Consulting and professional fees paid to related parties	**280,136**	155,158
Total	**306,122**	273,457

At December 31, 2024, $3,390 (2023 - $7,013) was payable to a director of the Company and is included in trade and other payables.

At December 31, 2024, $337,428 (C$485,525) (2023 - $nil) in subscription receipts were received from four directors, in aggregate, regarding the planned private placement (Note 13).

Following the reduction of the CEO's cash compensation to $Nil in Q3 2023 and the Chairman of the Board's assumption of the ongoing lead role in sourcing and evaluating potential strategic transactions beginning in Q1 2023, the Board authorized reinstatement of the Chairman's director fees at a rate of $16,667 per month beginning January 1, 2024. The Chairman's director fees are included in consulting fees for the year ended December 31, 2024.

In September 2023, pursuant to an amendment to his option grant agreement, 1,051,249 stock options of the Company's Chief Executive Officer were cancelled. In October 2023, pursuant to an amendment to his option grant agreement, 298,586 stock options of the Company's Chief Scientific Officer were cancelled, and 10,421,974 shares were acquired by the Company for no consideration and returned to treasury (Note 4).

10. Financial instruments and risk management

The Company's financial instruments are exposed to certain risks as summarized below.

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, and arises principally from deposits with banks and outstanding receivables. The Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance. The Company may have credit risk related to its cash and cash equivalents. The Company manages credit risk associated with its cash and cash equivalents by maintaining its cash balance in a highly rated Canadian financial institution. The Company has not experienced any losses associated with credit risk. Credit risk is low.

(Expressed in United States dollars, except as otherwise indicated)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's exposure to liquidity risk is dependent on the Company's ability to raise additional financing to meet its commitments and sustain operations. The Company mitigates liquidity risk by management of working capital, cash flows and the issuance of share capital.

As at December 31, 2024, the Company does not have any material contractual maturities and the Company's liabilities consist of current accounts payable. Liquidity risk is moderate.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

Currency risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates. The Company is exposed to currency risk from the consulting fees as well as the purchase of goods and services primarily in the United States and cash and cash equivalent balances held in foreign currencies. Fluctuations in the U.S. dollar exchange rate could have a significant impact on the Company's results. Assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the U.S. dollar would result in approximately $107,000 increase or decrease in loss and comprehensive loss for the year ended December 31, 2024 (December 31, 2023 - $133,000).

The U.S. dollar equivalent of Canadian dollar denominated items are as follows:

	December 31, 2024	December 31, 2023
	$	$
Cash	1,162,006	1,336,438
Trade and other payables	(83,104)	(7,607)
Total	**1,078,902**	**1,332,831**

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no outstanding debt and is not exposed to interest rate risk as at December 31, 2024.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company is not exposed to other price risks as at December 31, 2024

Fair values

The carrying values of cash and cash equivalents and trade and other payables approximate the fair values due to the short-term nature of these items. The risk of material change in fair value is not considered to be significant due to a relatively short- term nature. The Company does not use derivative financial instruments to manage this risk.

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are defined as follows:

(Expressed in United States dollars, except as otherwise indicated)

- Level 1 – Unadjusted quoted prices as at the measurement date for identical assets or liabilities in active markets.
- Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Significant unobservable inputs that are supported by little or no market activity. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

Cash and cash equivalents is measured using Level 1 inputs.

11. Capital management

The general objectives of the Company's capital management strategy are to preserve its capacity to continue operating, provide benefits to its stakeholders and provide an adequate return on investment to shareholders by continuing to make investments that are commensurate within an acceptable level of operating risk. The Company determines the total amount of capital required consistent with risk levels. This capital structure is adjusted on a timely basis depending on changes in the economic environment and risks of the underlying assets. The Company is not subject to any externally imposed capital requirements. There have been no changes in capital management during the year.

12. Income Taxes

A reconciliation between the Company's income tax provision computed at statutory rates to the reported income tax provision is as follows:

	December 31 2024	December 31 2023
	$	$
Loss for the year before income tax recovery	(550,921)	(688,359)
Average statutory rate	27%	27%
Income tax recovery based on statutory rates	(148,749)	(185,857)
Non-deductible items and other	5,070	(80,391)
Impact of difference in tax rates	(2,361)	(12,125)
Change in non-recognized deferred tax assets	146,040	278,373
Income tax recovery	-	-

(Expressed in United States dollars, except as otherwise indicated)

Deferred income tax assets are only recognized to the extent that the realization of tax benefits is determined to be probable. As at December 31, 2024, the Company has not recognized the benefit of the following deductible temporary differences:

	December 31 2024	December 31 2023
	$	$
Deferred tax asset		
Losses carried forward	1,046,059	834,037
Share issuance costs	64,974	94,561
Research and development expenses	113,168	149,563
Unrecognized deferred tax assets	(1,224,201)	(1,078,161)
Total deferred tax assets	-	-

As at December 31, 2024, the Company has estimated non-capital losses for Canadian income tax purposes of approximately $1,520,000 that may be carried forward to reduce taxable income derived in future years, as well as net operating losses for US income tax purposes of approximately $2,122,000. The Canadian non-capital losses expire between 2042-2044. The Company has share issuance costs of approximately $240,000 that may be deducted over the next two years.

13. Components of expenses

	December 31, 2024	December 31, 2023
	$	$
Research and development ("R&D") expenses		
Consulting fees	12,647	76,311
Patent and IP	12,307	10,660
Research contracts and laboratory expenses	5,363	27,810
Laboratory rent and insurance	-	16,000
Share-based compensation (Notes 5 and 9)	-	64,504
Other R&D	-	927
	30,317	**196,212**

	December 31, 2024	December 31, 2023
	$	$
General and administrative ("G&A") expenses		
Consulting fees (Note 9)	282,829	127,977
Investor relations and filing fees	28,995	39,667
Legal and professional fees	79,644	54,319
Share-based compensation (Notes 5 and 9)	26,116	113,363
Insurance and other G&A	141,127	215,739
	558,711	**551,065**

14. Subsequent events

On January 6, 2025, the Company closed the previously announced Licensing Agreement for STS-201 a small molecule that has exhibited significant utility in soft tissue sarcoma, as well as other types of cancers and certain proliferative diseases (Note 1). Under the terms of the Licensing Agreement, EGB granted the Company an exclusive global license to develop and commercialize STS-201. EGB, including certain designates, received 12,000,000 common shares of the Company and $150,000 in upfront payments and will receive annual payments of $150,000. Additionally, EGB will receive a 33% royalty of aggregate net sales of STS-201 and 33% of any consideration received from the sale or other monetization of any pediatric review vouchers obtained by the Company. The Company must incur at least $100,000 annually or an aggregate of $500,000 toward development and/or commercialization. Two directors of Rize are also shareholders of EGB at the date the licensing agreement was signed.

As part of the Licensing Agreement, the Company entered into two consulting services agreements with compensation of $200,000 and $85,000, respectively.

On January 6, 2025, the Company closed a private placement of 25,000,000 units at C$0.02 per unit, raising gross proceeds of C$500,000. Of the total, $337,428 (C$485,525) was received from four directors (Note 9).

On January 6, 2025 the Company granted 7,975,890 stock options, with an exercise price of C$0.10 and expiry date of January 6, 2035. The Company's directors and officers received 7,218,444 of the options. 3,000,000 options granted to an officer of the Company vest immediately, while the remaining 4,975,890 options vest in equal monthly amounts over 36 months.

On January 9, 2025, the Company changed its name to Rize Oncology Inc. The Company's common stock commenced trading on the Canadian Securities Exchange under the new ticker symbol, "RIZE" on January 13, 2025.

On March 29, 2025, 8,144,720 warrants expired unexercised.