



ZYUS Life Sciences Corporation Announces Closing of First Tranche of Unit Offering and Issuance of Warrants Pursuant to Previously Announced Loan Agreements and Promissory Note Amendment

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SASKATOON, SK, Nov. 7, 2025 /CNW/ - ZYUS Life Sciences Corporation (the "**Company**") (TSXV: ZYUS), a Canadian-based life sciences company focused on the development and commercialization of novel cannabinoid-based pharmaceutical drug candidates for pain management, is pleased to announce that it has closed a first tranche (the "**First Tranche**") of a non-brokered private placement (the "**Offering**") of up to 2,307,692 units (each a "Unit") at a price of \$0.65 per Unit for gross proceeds of up to \$1,500,000. Under the First Tranche of the Offering, 1,923,077 Units were issued for gross proceeds of approximately \$1,250,000.50.

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

Proceeds of the Offering will be used for general corporate and working capital purposes. No finder's fees were paid in connection with the Offering.

The Units were offered by way of private placement pursuant to exemptions from prospectus requirements under applicable securities laws. All securities issued by way of the First Tranche are subject to a hold period expiring March 7, 2026, in accordance with applicable securities laws and the policies of the TSXV. The Offering has received conditional approval from the TSXV and remains subject to final acceptance of the TSXV.

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

Also, in connection with the previously announced amendment to a promissory note between ZYUS

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

The issuance of warrants pursuant to the independent director loans and the 102 Sask loan amendment have been approved by the TSXV.

The issuance of warrants in respect of the independent director loans and the 102 Sask loan amendment each constitute a "related party transaction" as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), as the independent director is a director of the Company and Mr. Zetl is a director and officer of the Company. The Company has relied on the exemption from the valuation requirement pursuant to section 5.5(b) (Issuer Not Listed on Specified Markets) of MI 61-101 and from the minority shareholder approval requirement prescribed by section 5.7(1)(a) (Fair Market Value Not More Than 25 Percent of Market Capitalization) of MI 61-101 respecting issuance of the warrants.

About ZYUS Life Sciences Corporation

ZYUS (TSXV: ZYUS) is a life sciences company focused on the development and commercialization of novel cannabinoid-based pharmaceutical drug candidates for pain management. Through rigorous scientific exploration and clinical research, ZYUS aims to secure intellectual property protection, safeguarding its innovative therapies and bolstering shareholder value. ZYUS' unwavering commitment extends to obtaining regulatory approval of non-opioid-based pharmaceutical solutions, in pursuit of transformational impact on patients' lives. For additional information, visit www.zyus.com or follow us on X @ZYUSCorp.

Cautionary Note Regarding Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the Company's business, the Company's ability to advance clinical research activities, obtain regulatory approval of cannabinoid-based pharmaceutical drug candidates and introduce products that act as alternatives to current pain management therapies such as opioids, receipt of TSXV final acceptance, closing of any additional tranche of the Offering use of proceeds from the Offering and acceleration of the exercise period of the warrants. Any such forward-looking statements may be identified by words such as "expects", "anticipates", "intends", "contemplates", "believes", "projects", "plans", "will" and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Statements about, among other things, the Company's business, the Company's ability to advance clinical research activities, obtain regulatory approval of cannabinoid-based pharmaceutical drug candidates, and introduce products that act as alternatives to current pain management therapies such as opioids, receipt of TSXV final acceptance, closing of any additional tranche of the Offering, use of proceeds from the Offering and acceleration of the exercise period of the warrants are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Company will be able to achieve these results. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances or actual results unless required by applicable law.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the

TSXV) accepts responsibility for the adequacy or accuracy of this press release.

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