



BioSyent to Acquire Oral Science Inc.

Accretive Transaction with Combined Companies' Pro-Forma Revenue in Excess of \$70.00 Million and EBITDA⁽¹⁾ in Excess of \$15.75 Million (TTM Sept 30, 2025)

MISSISSAUGA, Ontario, Feb. 09, 2026 -- BioSyent Inc. ("BioSyent", TSX Venture (TSXV): RX) announced today that it has entered into a Share Purchase Agreement ("SPA") dated February 8, 2026 to acquire Oral Science Inc. ("Oral Science"), a privately-owned Canadian distributor of specialized healthcare products for dental hygiene and oral health based in Brossard, Quebec.

THE TRANSACTION

Pursuant to the SPA, BioSyent will acquire from the shareholders of Oral Science (the "Sellers"), in an arm's length transaction, 100% of the issued and outstanding shares of Oral Science Inc. for a \$25.5 million purchase price consisting of \$22.5 million of cash and 234,192 BioSyent common shares (the "Consideration Shares") at a price of \$12.81 per share (\$3.0 million in aggregate). A portion of the Consideration Shares will be subject to a two-year escrow and the balance will be subject to a two-year lock-up, with 25% of the locked-up shares released every six months. This purchase price is inclusive of a \$6.3 million net working capital requirement on closing. The Sellers are also entitled to a contingent cash earn-out payment in 2027 based on the performance of the Oral Science business in 2025 and 2026 as well as contingent royalty payments until 2033 based on the future sales of one product up to a maximum value of \$6.0 million.

Subject to the satisfaction of customary closing conditions and BioSyent's receipt of certain agreements, consents and regulatory approvals, the transaction is expected to close before the end of February 2026. No finder's fees are applicable in respect of this transaction.

ABOUT ORAL SCIENCE

Founded in Canada in 2003, Oral Science is a leading and innovative Canadian dental company that partners with progressive dental practices to improve clinical outcomes in periodontal and endodontic disease, high-risk caries, dry mouth, and oral lesions. Supported by advanced healthcare technologies, Oral Science's integrated approach is built on four key pillars: diagnosis and monitoring, in-office treatments, home-care solutions, and clinical team and patient education. Today, approximately one-third of the company's sales come from proprietary products and technologies and approximately two-thirds are generated through exclusive Canadian distribution agreements with leading international partners.

Oral Science has a unique and diversified sales model:

- 54% of revenue is generated through sales to dental clinics; and
- 46% of revenue is from consumer purchases at retail pharmacies or online direct from Oral Science.

Oral Science is a profitable and growing company with a Compound Annual Growth Rate on revenue in excess of 15% since 2018. For the trailing twelve months ("TTM") ended September 30, 2025, Oral Science generated gross revenues in excess of \$30.0 million and EBITDA⁽¹⁾ in excess of \$4.0 million.

STRATEGIC FIT WITH BIOSYENT

- Similar Business Model with Diversification of Sales Channels

Like BioSyent, Oral Science has a successful track record of sourcing, promoting and distributing healthcare products to Canadian pharmacies and direct to consumers through online sales channels. Oral Science also sells and distributes directly to dental clinics and supports its own online shopping platform, diversifying the sales channels of the combined companies.

- Strong Relationships with Dental Health Professionals

Like BioSyent, Oral Science has established a presence in the practices of Canadian healthcare professionals through its national field salesforce and has become a trusted partner through its commitment to improving patient care with innovative products.

- Diversification of Product Portfolio

BioSyent's acquisition of Oral Science provides immediate diversification of the combined portfolio of pharmaceutical and oral health products.

- Opportunities in Growing Oral Health Market Segment

The Canadian oral health market is experiencing positive growth with increased government coverage for patients and is receptive to product innovation. BioSyent is confident in the growth opportunities and outlook for this market segment.

- **De-Risking Business Models through Diversification**

The acquisition of Oral Science will further diversify BioSyent's revenue streams, customer base and sales channels.

- **New Platform for Growth in Canada and Internationally**

Oral Science provides BioSyent with a new platform for growth and new opportunities to distribute a wider portfolio of products in Canada and internationally.

- **Strengthened Foundation for Long-term Growth**

The combined workforces, knowledge, market experience, product portfolios, distribution channels, and customer bases of BioSyent and Oral Science are complementary and together form a more robust foundation for the long-term growth of both companies.

FUTURE OPERATIONS

Oral Science will continue to operate from its Brossard, Quebec head office as a standalone business unit of BioSyent Inc., maintaining its focus on the growing oral health segment. The shareholders and founders of Oral Science, who also act as key management and leadership of the company, will continue to lead and manage Oral Science. The leadership of Oral Science will also become shareholders of BioSyent Inc. as a result of the share purchase consideration under the SPA. Oral Science's leadership team has achieved successful results over the company's 23-year history and the continuity of Oral Science's business model and commitment to its customers and business partners will be fundamental to driving future growth and success for BioSyent. BioSyent will continue to invest in bringing new and innovative pharmaceutical and oral health products to market to drive the future growth of both businesses.

TRANSACTION FINANCING

BioSyent's acquisition of Oral Science is supported by its strong balance sheet. The cash component of the purchase will be funded with \$16.5 million of BioSyent's liquid cash on hand along with a \$6.0 million 1-Year Senior Secured Demand Term Loan with RBC Royal Bank. BioSyent expects that it will have fully repaid this Term Loan by Q4 2026 with an estimated loan balance of \$nil on December 31, 2026. In conjunction with the Term Loan, BioSyent has also secured with RBC Royal Bank a Senior Secured Demand Revolving Credit Line Facility of up to \$12.0 million for any future working capital needs, with the total of these two facilities not to exceed \$12.0 million. BioSyent will retain cash and investments following this transaction, with its net cash and investments expected to be in excess of \$10 million on closing. This strong net cash position combined with additional short-term financing available under the new credit line facility will enable BioSyent to continue to fund future growth and add new product opportunities for the combined businesses.

KEY TRANSACTION HIGHLIGHTS

Accretive Transaction

This acquisition is expected to be accretive, with incremental profit and cash flows in 2026. On a combined basis with BioSyent, pro forma revenues for the TTM ended September 30, 2025 would have been in excess of \$70.00 million and pro forma EBITDA⁽¹⁾ would have been in excess of \$15.75 million for the consolidated companies.

Effective Deployment of Excess Capital with Attractive Rate of Return

BioSyent's ability to deploy excess cash in the acquisition of a profitable and cash-generating business unit enhances return on assets. The \$25.5 million purchase price on closing implies a purchase multiple of 6.33 times EBITDA for the TTM ended September 30, 2025 before any contingent consideration.

Delivers on BioSyent's Strategic Priorities of Profitable Growth, Diversification and Long-term Value Creation

BioSyent's acquisition of Oral Science adds substantial revenue growth and an immediate diversification of the combined product portfolio, market segments, customer bases and sales channels of the combined companies, building a more robust commercial organization for long-term growth and value creation.

RENÉ GOEHRUM, PRESIDENT AND CEO OF BIOSYENT INC.

"We are excited to announce our acquisition of Oral Science which provides BioSyent with a new platform for portfolio expansion, and revenue and profit growth," said René Goehrum, President and CEO of BioSyent. "Oral Science is a Canadian success story much like our own. Its track record of revenue and profit growth, strong cash generation and a capital-light business model make it an excellent strategic fit for BioSyent. BioSyent's acquisition of Oral Science helps us deliver on our strategic priorities of continued profitable growth, portfolio diversification, and long-term value creation for our stakeholders. We expect this acquisition to be accretive and an effective use of BioSyent's excess capital. With BioSyent's acquisition of Oral Science, combined with ongoing share buybacks and our recent increase in the quarterly dividend, we are proud to continue to deliver total shareholder return while maintaining a strong balance sheet and positive net cash balance. Together with the Oral

Science team, we look forward to continuing to improve the lives of Canadian patients while supporting their healthcare providers and to generate long-term value.”

DANIEL MÉNARD, PRESIDENT OF ORAL SCIENCE INC.

“On behalf of the owners and leadership team of Oral Science, I am very pleased to enter into this agreement with BioSyent,” said Daniel Ménard, Co-Founder and President of Oral Science. “This important milestone ensures the long-term sustainability of Oral Science and positions the company to successfully navigate an ever-evolving dental industry. With the support of our talented team in our Brossard office and our nationally deployed salesforce, as well as our suppliers and manufacturing partners, we believe we are well-positioned to continue to grow sales. This transaction represents a significant opportunity for Oral Science’s employees and collaborators to be part of BioSyent, a successful Canadian public company. This transaction enables our employees to participate in the future growth and value creation of a combined company with presence in both the dental and pharmaceutical industries. I am enthusiastic about the opportunities this new collaboration with a leading Canadian company brings to our business and to all of our stakeholders.”

COUNSEL AND ADVISORS

Wildeboer Dellelce LLP is acting as legal counsel for BioSyent and KPMG LLP acted as financial advisor to BioSyent in this transaction.

The CEO’s presentation on this transaction is available at the following link: www.biosyent.com/investors/

About BioSyent Inc.

Listed on the TSX Venture Exchange under the trading symbol “RX”, BioSyent is a profitable growth-oriented specialty healthcare company focused on acquiring or in-licensing, marketing and distributing innovative pharmaceutical and oral health products that have been successfully developed, are safe and effective, and have a proven track record of improving the lives of patients. BioSyent supports the healthcare professionals that treat these patients by marketing its products through its Canadian pharma, international pharma, and oral health business units.

As of the date of this press release and prior to the completion of the Transaction, the Company has 11,263,255 common shares outstanding.

1. **EBITDA** is a Non-IFRS Financial Measure. The term EBITDA does not have any standardized meaning under International Financial Reporting Standards (IFRS) or Accounting Standards for Private Enterprises (ASPE) and therefore may not be comparable to similar measures presented by other companies. The Company defines EBITDA as earnings before interest income or expense, income taxes, depreciation and amortization.

A reconciliation of combined pro-form EBITDA to Net Income After Tax for the trailing twelve months ended September 30, 2025 is provided in the table below:

	TTM Sept 30, 2025 (CAD 000's)
Combined Pro-Forma EBITDA	15,863
Add: Interest Income	881
Less: Depreciation - Property, Equipment	(379)
Amortization of Intangible Assets	(589)
Interest Expense	(52)
Income Tax Expense	(4,710)
Combined Pro-Forma Net Income After Tax	11,014

For further information please contact:

Mr. René C. Goehrum
President and CEO
BioSyent Inc.
E-Mail: investors@biosyent.com
Phone: 905-206-0013
Web: www.biosyent.com

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