

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2025
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission file number: 001-35994

Scorpius Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
1305 East Houston Street
San Antonio, TX
(Address of principal executive offices)

26-2844103
(I.R.S. Employer
Identification No.)

78205
(Zip Code)

(726) 201-5050
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **None**

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| | | |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of February 17, 2026, there were 61,142,712 shares of Common Stock, \$0.0002 par value per share, outstanding.

[Table of Contents](#)

SCORPIUS HOLDINGS, INC.

TABLE OF CONTENTS

| | <u>Page No.</u> |
|--|-----------------|
| <u>PART I—FINANCIAL INFORMATION</u> | |
| <u>Item 1.</u> <u>Financial Statements</u> | |
| <u>Condensed Consolidated Balance Sheets as of September 30, 2025 (Unaudited) and December 31, 2024</u> | 2 |
| <u>Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited) for the three and nine months ended September 30, 2025 September 30, 2024</u> | 3 |
| <u>Condensed Consolidated Statements of Stockholders' (Deficit) Equity (Unaudited) for the three and nine months ended September 30, 2025 and September 30, 2024</u> | 4 |
| <u>Condensed Consolidated Statements of Cash Flows (Unaudited) for the nine months ended September 30, 2025 and 2024</u> | 6 |
| <u>Notes to the Condensed Consolidated Financial Statements (Unaudited)</u> | 8 |
| <u>Item 2.</u> <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 25 |
| <u>Item 3.</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u> | 32 |
| <u>Item 4.</u> <u>Controls and Procedures</u> | 32 |
| <u>PART II—OTHER INFORMATION</u> | |
| <u>Item 1.</u> <u>Legal Proceedings</u> | 33 |
| <u>Item 1A.</u> <u>Risk Factors</u> | 33 |
| <u>Item 2.</u> <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | 37 |
| <u>Item 3.</u> <u>Defaults Upon Senior Securities</u> | 37 |
| <u>Item 4.</u> <u>Mine Safety Disclosures</u> | 37 |
| <u>Item 5.</u> <u>Other Information</u> | 37 |
| <u>Item 6.</u> <u>Exhibits</u> | 37 |
| <u>SIGNATURES</u> | 41 |

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements, other than statements of historical facts, contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans and objectives of management, are forward-looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “target,” “potential,” “will,” “would,” “could,” “should,” “continue” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements are not guarantees of future performance and our actual results could differ materially from the results discussed in the forward-looking statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, our ability to raise additional capital to support our manufacturing operations and other operations, our ability to develop products of commercial value and to identify the outcome of research and development activities, our reliance on third-parties, our ability to successfully operate a manufacturing facility, competitive developments, the effect of current and future legislation and regulation and regulatory actions, as well as other risks described more fully in this Quarterly Report on Form 10-Q and our other filings with the Securities and Exchange Commission (the “SEC”). Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified below, under Part II, Item 1A. “Risk Factors” and elsewhere herein and those identified under Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on April 30, 2025 (the “2024 Annual Report”). Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

As a result of these and other factors, we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. We do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

NOTE REGARDING COMPANY REFERENCES

Throughout this Quarterly Report on Form 10-Q, “Scorpius”, “the Company,” “we”, “us”, and “our” refer to Scorpius Holdings, Inc.

[Table of Contents](#)

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SCORPIUS HOLDINGS, INC.
Condensed Consolidated Balance Sheets

| | September 30, 2025 <i>(unaudited)</i> | December 31, 2024 |
|---|---|------------------------------|
| Current Assets | | |
| Cash and cash equivalents | \$ 581,608 | \$ 1,027,997 |
| Short-term investments | 19,178 | 135,143 |
| Accounts receivable | 179,887 | 143,469 |
| Prepaid expenses and other current assets | 1,137,478 | 1,755,658 |
| Inventory - raw materials | 203,483 | 198,688 |
| Total Current Assets | 2,121,634 | 3,260,955 |
| Long Term Assets | | |
| Property and equipment, net | 8,403,597 | 12,315,460 |
| Operating lease right-of-use asset | 577,705 | 4,803,361 |
| Finance lease right-of-use asset | 9,571,213 | 17,223,359 |
| Deposits | 96,826 | 271,449 |
| Other assets | — | 203,135 |
| Related party receivable | — | 1,100,000 |
| Total Assets (Note 1) | \$ 20,770,975 | \$ 39,177,719 |
| Liabilities and Stockholders' (Deficit) Equity | | |
| Current Liabilities | | |
| Accounts payable | \$ 5,087,024 | \$ 3,227,313 |
| Deferred revenue | 1,618,931 | 1,466,094 |
| Operating lease liability, current portion | 184,943 | 474,972 |
| Finance lease liability, current portion | 1,151,975 | 945,058 |
| Accrued expenses and other liabilities | 2,881,210 | 2,160,258 |
| Convertible promissory notes payable, related party | 8,862,000 | 16,015,400 |
| Non-convertible promissory notes payable, related party | 2,410,000 | — |
| Total Current Liabilities | 22,196,083 | 24,289,095 |
| Long Term Liabilities | | |
| Operating lease liability, net of current portion | 555,936 | 3,036,157 |
| Finance lease liability, net of current portion | 4,951,684 | 8,076,989 |
| Warrant liability | 46,000 | 2,098,000 |
| Total Liabilities (Note 1) | 27,749,703 | 37,500,241 |
| Commitments and Contingencies (Notes 7, 12, and 13) | | |
| Stockholders' (Deficit) Equity | | |
| Common stock, \$0.0002 par value; 250,000,000 shares authorized, 61,142,712 and 5,083,268 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively | 12,229 | 1,017 |
| Additional paid-in capital | 301,508,976 | 293,253,163 |
| Accumulated deficit | (302,957,937) | (287,178,670) |
| Accumulated other comprehensive income | 107,036 | 224,110 |
| Total Scorpions Holdings, Inc. Stockholders' (Deficit) Equity | (1,329,696) | 6,299,620 |
| Non-Controlling Interest | (5,649,032) | (4,622,142) |
| Total Stockholders' (Deficit) Equity | (6,978,728) | 1,677,478 |
| Total Liabilities and Stockholders' (Deficit) Equity | \$ 20,770,975 | \$ 39,177,719 |

See Notes to Consolidated Financial Statements (Unaudited)

[Table of Contents](#)

SCORPIUS HOLDINGS, INC.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|------------------------|------------------------------------|------------------------|
| | 2025 | 2024 | 2025 | 2024 |
| Revenue | \$ 229,842 | \$ 922,365 | \$ 669,640 | \$ 5,196,257 |
| Operating expenses: | | | | |
| Cost of revenues | 145,370 | 852,016 | 735,185 | 2,628,165 |
| Research and development | 2,465,853 | 4,297,015 | 8,423,716 | 11,791,981 |
| Selling, general and administrative | 2,346,061 | 5,628,158 | 9,347,101 | 15,651,060 |
| Loss on lease assignment and termination | — | — | 5,733,298 | — |
| Loss on disposal of long-lived assets | — | — | 721,564 | 564,692 |
| Change in fair value of contingent earn-out receivable, related party | — | (190,000) | — | (1,190,000) |
| Total operating expenses | <u>4,957,284</u> | <u>10,587,189</u> | <u>24,960,864</u> | <u>29,445,898</u> |
| Operating loss | (4,727,442) | (9,664,824) | (24,291,224) | (24,249,641) |
| Interest income | 106 | 1,713 | 1,565 | 19,777 |
| Interest expense | (163,638) | (233,656) | (575,163) | (723,582) |
| Loss on settlement of related party receivable | — | — | (780,000) | — |
| Loss on extinguishment of warrant liability | — | — | (279,000) | — |
| Loss on debt extinguishment | (2,647,000) | (730,000) | (2,647,000) | (560,000) |
| Change in fair value of warrant liability | 241,000 | — | 2,331,000 | — |
| Change in fair value of related party receivable | — | 140,000 | 230,000 | 140,000 |
| Change in fair value of non-convertible promissory notes, related party | 1,060,000 | (10,000) | 1,300,000 | (20,000) |
| Change in fair value of convertible promissory notes, related party | 5,017,000 | (120,000) | 7,791,321 | (224,250) |
| Other income | 20,413 | 71,011 | 112,344 | 1,129,548 |
| Unrealized gain on short-term investments | — | 4 | — | 999 |
| Total non-operating income (expense) | <u>3,527,881</u> | <u>(880,928)</u> | <u>7,485,067</u> | <u>(237,508)</u> |
| Net loss before income taxes | (1,199,561) | (10,545,752) | (16,806,157) | (24,487,149) |
| Income tax benefit | — | — | — | — |
| Net loss | (1,199,561) | (10,545,752) | (16,806,157) | (24,487,149) |
| Net loss - non-controlling interest | (215,132) | (431,608) | (1,026,890) | (1,080,608) |
| Net loss attributable to Scorpius Holdings, Inc. | <u>\$ (984,429)</u> | <u>\$ (10,114,144)</u> | <u>\$ (15,779,267)</u> | <u>\$ (23,406,541)</u> |
| Weighted-average common shares outstanding, basic and diluted (Note 10) | 61,142,712 | 7,055,768 | 38,667,703 | 2,525,432 |
| Net loss per common share attributable to Scorpius Holdings, Inc., basic and diluted | <u>\$ (0.02)</u> | <u>\$ (1.43)</u> | <u>\$ (0.41)</u> | <u>\$ (9.27)</u> |
| Comprehensive loss | | | | |
| Net loss | \$ (1,199,561) | \$ (10,545,752) | \$ (16,806,157) | \$ (24,487,149) |
| Unrealized loss on foreign currency translation | (20,635) | (70,834) | (117,074) | (32,542) |
| Total comprehensive loss | (1,220,196) | (10,616,586) | (16,923,231) | (24,519,691) |
| Comprehensive loss attributable to non-controlling interest | (215,132) | (431,608) | (1,026,890) | (1,080,608) |
| Comprehensive loss - Scorpius Holdings, Inc. | <u>\$ (1,005,064)</u> | <u>\$ (10,184,978)</u> | <u>\$ (15,896,341)</u> | <u>\$ (23,439,083)</u> |

See Notes to Consolidated Financial Statements (Unaudited)

SCORPIUS HOLDINGS, INC.
Condensed Consolidated Statements of Stockholders' (Deficit) Equity
(Unaudited)

| | Three Months Ended September 30, 2025 | | | | | |
|--|--|------------------------------|--------------------------------|---|---------------------------------|---|
| | Common Stock | APIC | Accumulated Deficit | Accumulated Other Comprehensive Income | Non-Controlling Interest | Total Stockholders' Deficit |
| Balance at June 30, 2025 | \$ 12,229 | \$ 299,348,234 | \$ (301,973,508) | \$ 127,671 | \$ (5,433,900) | \$ (7,919,274) |
| Contribution recognized for 2025 Non-Convertible Promissory Notes, Related Party issued at premium | — | 1,949,083 | — | — | — | 1,949,083 |
| Stock-based compensation | — | 211,659 | — | — | — | 211,659 |
| Other comprehensive income | — | — | — | (20,635) | — | (20,635) |
| Net loss | — | — | (984,429) | — | (215,132) | (1,199,561) |
| Balance at September 30, 2025 | <u>\$ 12,229</u> | <u>\$ 301,508,976</u> | <u>\$ (302,957,937)</u> | <u>\$ 107,036</u> | <u>\$ (5,649,032)</u> | <u>\$ (6,978,728)</u> |
| | Nine Months Ended September 30, 2025 | | | | | |
| | Common Stock | APIC | Accumulated Deficit | Accumulated Other Comprehensive Income | Non-Controlling Interest | Total Stockholders' Equity (Deficit) |
| Balance at December 31, 2024 | \$ 1,017 | \$ 293,253,163 | \$ (287,178,670) | \$ 224,110 | \$ (4,622,142) | \$ 1,677,478 |
| Partial conversion of December 2024 Secured Convertible Notes, Related Party | 1,204 | 2,007,875 | — | — | — | 2,009,079 |
| Exercise of August 2024 pre-funded warrants | 257 | (257) | — | — | — | — |
| Contribution recognized for 2025 Non-Convertible Promissory Notes, Related Party issued at premium | — | 3,679,083 | — | — | — | 3,679,083 |
| Private investment in public entity | 9,751 | 1,932,899 | — | — | — | 1,942,650 |
| Stock-based compensation | — | 636,213 | — | — | — | 636,213 |
| Other comprehensive income | — | — | — | (117,074) | — | (117,074) |
| Net loss | — | — | (15,779,267) | — | (1,026,890) | (16,806,157) |
| Balance at September 30, 2025 | <u>\$ 12,229</u> | <u>\$ 301,508,976</u> | <u>\$ (302,957,937)</u> | <u>\$ 107,036</u> | <u>\$ (5,649,032)</u> | <u>\$ (6,978,728)</u> |

See Notes to Consolidated Financial Statements (Unaudited)

[Table of Contents](#)

SCORPIUS HOLDINGS, INC.
Condensed Consolidated Statements of Stockholders' (Deficit) Equity
(Unaudited)

| | Three Months Ended September 30, 2024 | | | | | |
|---|---------------------------------------|-----------------------|-------------------------|----------------------------|--------------------------|----------------------------|
| | Common Stock | APIC | Accumulated Deficit | Other Comprehensive Income | Non-Controlling Interest | Total Stockholders' Equity |
| | \$ 99 | \$ 293,187,709 | \$ (267,663,224) | \$ 87,169 | \$ (3,751,197) | \$ 21,860,556 |
| Balance at June 30, 2024 | | | | | | |
| Issuance of common stock from public offering | 2,875 | 13,047,124 | — | — | — | 13,049,999 |
| Stock-based compensation | — | 254,939 | — | — | — | 254,939 |
| Cash-in-lieu of fractional shares from reverse split | — | (4,582) | — | — | — | (4,582) |
| Other comprehensive loss | — | — | — | (70,834) | — | (70,834) |
| Net loss | — | — | (10,114,144) | — | (431,608) | (10,545,752) |
| Balance at September 30, 2024 | \$ 2,974 | \$ 306,485,190 | \$ (277,777,368) | \$ 16,335 | \$ (4,182,805) | \$ 24,544,326 |
| Nine Months Ended September 30, 2024 | | | | | | |
| | Common Stock | APIC | Accumulated Deficit | Other Comprehensive Income | Non-Controlling Interest | Total Stockholders' Equity |
| | \$ 26 | \$ 285,718,456 | \$ (254,370,827) | \$ 48,877 | \$ (3,102,197) | \$ 28,294,335 |
| | \$ 26 | \$ 285,718,456 | \$ (254,370,827) | \$ 48,877 | \$ (3,102,197) | \$ 28,294,335 |
| Balance at December 31, 2023 | | | | | | |
| Issuance of common stock - ESPP | — | 12,904 | — | — | — | 12,904 |
| Stock-based compensation | — | 788,025 | — | — | — | 788,025 |
| Cash-in-lieu of fractional shares from reverse split | — | (4,582) | — | — | — | (4,582) |
| At-the-market sale of common stock, net of issuance costs | — | 8,053 | — | — | — | 8,053 |
| Issuance of common stock from public offering | 2,948 | 19,962,334 | — | — | — | 19,965,282 |
| Other comprehensive income | — | — | — | (32,542) | — | (32,542) |
| Net loss | — | — | (23,406,541) | — | (1,080,608) | (24,487,149) |
| Balance at September 30, 2024 | \$ 2,974 | \$ 306,485,190 | \$ (277,777,368) | \$ 16,335 | \$ (4,182,805) | \$ 24,544,326 |

See Notes to Consolidated Financial Statements (Unaudited)

[Table of Contents](#)

SCORPIUS HOLDINGS, INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|---------------------|
| | 2025 | 2024 |
| Cash Flows from Operating Activities | | |
| Net loss | \$ (16,806,157) | \$ (24,487,149) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 4,526,073 | 5,371,248 |
| Noncash lease expense | 79,526 | 270,778 |
| Stock-based compensation | 636,213 | 788,025 |
| Loss on lease assignment and termination | 5,733,298 | — |
| Foreign exchange gain | (117,335) | — |
| Loss on disposal of long-lived assets | 721,564 | — |
| Loss on settlement of related party receivable | 780,000 | — |
| Loss on extinguishment of warrant liability | 279,000 | — |
| Loss on debt extinguishment | 2,647,000 | 560,000 |
| Change in fair value of warrant liability | (2,331,000) | — |
| Change in fair value of related party receivable | (230,000) | (140,000) |
| Change in fair value of non-convertible promissory notes, related party | (1,300,000) | 20,000 |
| Change in fair value of convertible promissory notes, related party | (7,791,321) | 224,250 |
| Change in fair value of contingent earn-out receivable, related party | — | (1,190,000) |
| Unrealized gain on short-term investments | — | (999) |
| (Increase) decrease in: | | |
| Accounts receivable | (36,418) | (828,588) |
| Prepaid expenses and other current assets | 618,180 | (379,592) |
| Inventory - raw materials | (4,795) | 734,102 |
| Other assets | 203,135 | — |
| Deposits | 174,623 | (26,622) |
| Increase (decrease) in: | | |
| Accounts payable | 1,650,217 | (1,695,391) |
| Deferred revenue | 152,837 | (48,577) |
| Accrued expenses and other liabilities | 720,952 | 110,767 |
| Net Cash Used In Operating Activities | (9,694,408) | (20,717,748) |
| Cash Flows from Investing Activities | | |
| Purchase of short-term investments | (30,186) | (933,193) |
| Proceeds from sale of short-term investments | 146,151 | 2,890,355 |
| Purchases of property and equipment | (57,704) | (695,700) |
| Proceeds from disposal of property and equipment | — | 564,692 |
| Proceeds from sale of intellectual property license | — | 1,000,000 |
| Net Cash Provided by Investing Activities | 58,261 | 2,826,154 |
| Cash Flows from Financing Activities | | |
| Proceeds from settlement of related party receivable | 550,000 | — |
| Repayments of principal under finance lease | (692,236) | (714,669) |
| Proceeds from issuance of common stock | 1,942,650 | 22,001,799 |
| Stock issuance costs | — | (2,219,868) |
| Proceeds from issuance of convertible promissory note, related party | — | 2,253,750 |
| Proceeds from issuance of non-convertible promissory notes, related party | 7,839,083 | 750,000 |
| Proceeds from issuance of common stock through at-the-market | — | 8,399 |
| Proceeds from issuance of common stock upon exercise of warrants | — | 178,424 |
| Proceeds from issuance of common stock under ESPP | — | 12,904 |
| Repayments of non-convertible promissory notes, related party | (450,000) | — |
| Net Cash Provided by Financing Activities | 9,189,497 | 22,270,739 |
| Effect of exchange rate changes on cash and cash equivalents | 261 | (4,736) |
| Net (Decrease) Increase in Cash and Cash Equivalents | (446,389) | 4,374,409 |
| Cash and Cash Equivalents – Beginning of the Period | 1,027,997 | 184,925 |
| Cash and Cash Equivalents – End of the Period | \$ 581,608 | \$ 4,559,334 |

(Continued)

[Table of Contents](#)

SCORPIUS HOLDINGS, INC.
Condensed Consolidated Statements of Cash Flows (Continued)
(Unaudited)

| | Nine Months Ended September 30, | |
|---|--|--------------|
| | 2025 | 2024 |
| Supplemental Disclosure for Cash Flow Information: | | |
| Right-of-use assets obtained upon finance lease modifications | \$ 65,245 | \$ — |
| Right-of-use assets surrendered upon operating lease modifications | \$ — | \$ (85,226) |
| Supplemental Disclosure of Non-Cash Investing and Financing Activities: | | |
| Exercise of August 2024 pre-funded warrants | \$ 257 | \$ — |
| Issuance of common stock from conversion of promissory note, related party | \$ 2,009,079 | \$ — |
| Vendor credit memo applied against capitalized lab equipment | \$ 15,157 | \$ — |
| Reclassification of contingent earn-out receivable, related party to related party receivable | \$ — | \$ 1,430,000 |

See Notes to Consolidated Financial Statements (Unaudited)

[Table of Contents](#)

1. Organizational Structure and Basis of Presentation

Organizational Structure

On October 10, 2025, Scorpius Holdings, Inc. and subsidiaries (“the Company” or “Scorpius”) received a Notice of Public Disposition under the Uniform Commercial Code (the “UCC Notice”) from the collateral agent on behalf of the holders of the December 2024 Secured Convertible Notes (the “Collateral Agent”). The December 2024 Secured Convertible Notes were in default and secured by a lien on all of the Company’s assets. The UCC Notice established the timing and location of a foreclosure sale of all or a portion of the Company’s pledged collateral, which occurred on November 24, 2025. The Collateral Agent closed on the sale of substantially all assets of the Company on December 10, 2025 for \$16,253,147. See Note 7 *Debt* and Note 13 *Subsequent Events* for details of the allocation of proceeds from the foreclosure sale as well as the aggregate obligations remaining after the application of those proceeds. Upon the closing, the Company has no or nominal operations and no or nominal assets.

Basis of Presentation

The accompanying unaudited consolidated financial statements of the Company have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial reporting and should be read in conjunction with the audited consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024. Certain information or footnote disclosures normally included in the annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted, pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). In the opinion of the Company’s management, these financial statements include all normal and recurring adjustments necessary to present fairly the financial position, results of operations, and cash flows for the interim periods presented. However, the results of operations included in such financial statements may not necessarily be indicative of future or annual results.

Unless otherwise noted, all share amounts and per share data in prior period interim consolidated financial statements have been adjusted to give effect to the 1-for-200 reverse stock split that occurred on July 17, 2024.

2. Summary of Significant Accounting Policies

Going Concern Uncertainty

The Company has an accumulated deficit of \$303.0 million as of September 30, 2025; a net loss of approximately \$16.8 million for the nine months ended September 30, 2025; and has not generated significant revenue or positive cash flows from operations. As further described in Note 7 *Debt*, the Company is in default on the December 2024 Secured Convertible Notes, Related Party and the 2025 Non-Convertible Promissory Notes, Related Party as a result of, among other things, its failure to repay amounts when due. As of September 30, 2025, the Company had approximately \$0.6 million in cash and cash equivalents. Management has determined that there is substantial doubt about the Company’s ability to continue as a going concern within one year after the consolidated financial statements are issued.

As a result of the foreclosure sale of substantially all assets of the Company by the Collateral Agent on November 24, 2025, Scorpius does not have any assets that can generate revenue, and therefore, management does not anticipate generating any revenue from operations in the near term. Management does not expect to generate revenue unless and until the Company consummates a strategic transaction such as a reverse merger or asset acquisition. However, there is no assurance that the Company will be able to find a merger candidate or funding to acquire other assets. If the Company is unable to find financing or undertake a strategic alternative, it may need to file for bankruptcy, liquidate, reorganize, or a combination of the foregoing.

Concentration of Credit Risk

At times, cash balances may exceed the Federal Deposit Insurance Corporation (“FDIC”) insurable limits. The Company has never experienced any losses related to such balances and does not believe it is exposed to significant credit risk on

[Table of Contents](#)

cash and cash equivalents. As of September 30, 2025, uninsured amounts totaled approximately \$70,000. As of December 31, 2024, one account balance was approximately \$940,000, resulting in an uninsured balance of approximately \$690,000.

Other Assets

The balance at December 31, 2024 consists of \$0.2 million of land option agreements related to the location for a potential Kansas commercial CDMO facility. During the nine months ended September 30, 2025, the agreements expired and plans for the facility were abandoned with the related charge recognized as a component of selling, general, and administrative expense.

Contingent Earn-Out Receivable, Related Party and Related Party Receivable

Contingent earn-out receivable, related party represented the estimated fair value of royalty earnout payments related to consideration from the divestiture of Elusys Therapeutics, Inc. (“Elusys”) to Elusys Holdings, Inc. (“Elusys Holdings”), a company controlled by the Company’s Chairman, Chief Executive Officer, and President, Jeffrey Wolf.

The contingent earn-out provisions were prescribed by the Asset and Equity Interests Purchase Agreement (the “Purchase Agreement”), dated December 11, 2023, by and between Elusys Holdings and the Company.

On July 30, 2024, the Purchase Agreement was amended (the “First Amendment”) which, among other provisions, restructured the contingent earn-out to a fixed \$2.5 million to be paid on or before December 31, 2028, resulting in a reclassification of the receivable to related party receivable. On March 12, 2025, the Company entered into a Second Amendment (the “Second Amendment”) to the Purchase Agreement whereby the \$2.5 million payment obligation was settled in exchange for \$550,000 paid by Elusys Holdings to the Company. The Company recognized a loss on settlement of related party receivable of nil and \$0.8 million for the three and nine months ended September 30, 2025, corresponding to the estimated fair value of the related party receivable immediately prior to the Second Amendment.

Convertible and Non-convertible Promissory Notes, Related Party

The Company accounts for its convertible and non-convertible promissory notes, related party under ASC 815, *Derivatives and Hedging* (“ASC 815”). Under ASC 815-15-25, an election can be made at the inception of a financial instrument to measure the instrument at fair value (the “fair value option”) under ASC 825 as long as no part of the financial instrument is classified as a component of equity. The Company has determined all relevant criteria have been met and has made such election for its convertible promissory notes, related party because the election allows the Company to present a single liability, inclusive of embedded features which might otherwise require separate recognition. The election has been made for non-convertible promissory notes, related party, to provide consistency across all eligible financial instruments. As a result, these promissory notes are required to be recorded at their initial fair value on the date of issuance, and remeasured at each balance sheet date thereafter. Subsequent changes in their estimated fair value are recognized as a change in the fair value of the convertible and non-convertible promissory notes, related party, in the statements of operations and comprehensive income. The Company does not separately report interest attributable to financial instruments accounted for pursuant to the fair value option because such interest is included in the determination of fair value of those financial instruments and changes thereto. The change in fair value attributable to the change in the instrument-specific credit risk, if any, is presented separately in other comprehensive income. No such amounts were reported in other comprehensive income during the three and nine months ended September 30, 2025 and 2024.

Modifications of Debt Instruments

Modifications or exchanges of debt, which are not considered a troubled debt restructuring, are considered extinguishments if the terms of the new debt and the original instrument are substantially different. The instruments are considered substantially different when the present value of the cash flows under the terms of the new debt instrument are at least 10% different from the present value of the remaining cash flows under the terms of the original instrument. If the original and new debt instruments are substantially different, the original debt is derecognized and the new debt is initially recorded at fair value, with the difference recognized as an extinguishment gain or loss.

Segment Information

The Company's chief operating decision maker ("CODM") is the Company's Chief Executive Officer.

The CODM views its operations and manages its business as one operating segment, focused on contract development and manufacturing. The segment-level financial statement information is the same as the financial information presented in the statement of operations and comprehensive loss. The CODM assesses performance for the segment and decides how to allocate resources based on revenue and net loss as reported on the Statement of Operations, after taking into account the Company's strategic priorities, its cash balance and its expected use of cash. Segment revenue is primarily derived from process development to Current Good Manufacturing Practices clinical and commercial manufacturing of biologics for the biotechnology and biopharmaceutical industries. The measure of segment assets is reported on the balance sheet as total assets.

Impact of Recently Issued Accounting Standards

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires more detailed income tax disclosures. The guidance requires entities to disclose disaggregated information about their effective tax rate reconciliation as well as expanded information on income taxes paid by jurisdiction. The disclosure requirements will be applied on a prospective basis, with the option to apply them retrospectively. The standard is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the disclosure requirements related to the new standard.

In November 2024, the FASB issued ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which is intended to provide more detailed information about specified categories of expenses (purchases of inventory, employee compensation, depreciation and amortization) included in certain expense captions presented on the face of the Company's consolidated statements of operations and comprehensive loss. This new standard is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either (1) prospectively to financial statements issued for periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently assessing the impact ASU 2024-03 will have on its consolidated financial statements, including its footnote disclosures.

In November 2024, the FASB issued ASU 2024-04, *Debt—Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments*, which is intended to improve the relevance and consistency in application of the induced conversion guidance in Subtopic 470-20, *Debt—Debt with Conversion and Other Options*. The amendments in the update clarify the requirements for determining whether certain settlements of convertible debt instruments should be accounted for as an induced conversion. The amendments also make additional clarifications to assist stakeholders in applying the guidance, including a clarification that the induced conversion guidance applies to a convertible debt instrument that is not currently convertible as long as it had a substantive conversion feature as of both its issuance date and the date the inducement offer is accepted. The amendments in this update are effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption is permitted for entities that have adopted the amendments of ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. The amendments may be applied on either a prospective or a retrospective basis. The Company is currently assessing the impact ASU 2024-04 will have on its consolidated financial statements, including its footnote disclosures.

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*. The amendments in the update provide a practical expedient to assume that conditions as of the balance sheet date remain unchanged over the life of the asset when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under Topic 606. This guidance is effective for annual reporting periods beginning after December 15, 2025, and for interim periods within those annual reporting periods, with early adoption permitted. The amendments in ASU 2025-05 should be applied

[Table of Contents](#)

prospectively. The Company is currently assessing the impact this ASU will have on the consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-10, *Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities*, which establishes the accounting for a government grant received by a business entity, including guidance for (1) a grant related to an asset and (2) a grant related to income. The guidance is intended to improve financial reporting about government grants received by business entities by clarifying the appropriate accounting, reducing diversity in practice, and increasing consistency across business entities. The amendments in this update are effective for annual reporting periods beginning after December 15, 2028 and interim reporting periods within those annual reporting periods with early adoption permitted. The amendments require a combination of modified prospective and modified retrospective application approaches, depending on the timing of the execution and completion of government grants, and a retrospective approach with a cumulative effect adjustment to the opening balance of retained earnings as of the beginning of the earliest period present. The Company is currently assessing the impact this ASU will have on the consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*, to improve the navigability of the required interim disclosures and clarify when the guidance of Topic 270 is applicable, including what disclosures should be provided in interim periods. The amendments in this update are effective for interim reporting periods within annual reporting periods beginning after December 15, 2027 with early adoption permitted. The amendments can be applied either prospectively or retrospectively. The Company is currently assessing the impact this ASU will have on the consolidated financial statements and related disclosures.

No other recently issued accounting pronouncement has had, or is expected to have, a material impact on the Company's consolidated financial statements.

3. Fair Value of Financial Instruments

As a basis for determining the fair value of certain of the Company's financial instruments, the Company utilizes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level I – Observable inputs such as quoted prices in active markets for identical assets or liabilities.

Level II – Observable inputs, other than Level I prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level III – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the entire fair value measurement requires management to make judgments and consider factors specific to the asset or liability.

As of September 30, 2025 and December 31, 2024, the fair values of cash and cash equivalents, accounts payable, and accrued expenses approximated their carrying values because of the short-term nature of these assets or liabilities. Cash equivalents are classified within Level I of the fair value hierarchy. Short-term investments consist of Level I securities which are comprised of highly liquid money market funds. The estimated fair value of the short-term investments is based on quoted market prices. There were no transfers between fair value hierarchy levels during the three months ended September 30, 2025 and 2024.

[Table of Contents](#)

The fair value of financial instruments measured on a recurring basis is as follows:

| Description | As of September 30, 2025 | | | |
|---|--------------------------|-----------|---------|-----------|
| | Total | Level 1 | Level 2 | Level 3 |
| Assets: | | | | |
| Short-term investments | \$ 19,178 | \$ 19,178 | \$ — | \$ — |
| Liabilities: | | | | |
| Convertible promissory notes, related party | 8,862,000 | — | — | 8,862,000 |
| Non-convertible promissory notes, related party | 2,410,000 | — | — | 2,410,000 |
| Warrant liability | 46,000 | — | — | 46,000 |

| Description | As of December 31, 2024 | | | |
|---|-------------------------|------------|---------|------------|
| | Total | Level 1 | Level 2 | Level 3 |
| Assets: | | | | |
| Short-term investments | \$ 135,143 | \$ 135,143 | \$ — | \$ — |
| Related party receivable | 1,100,000 | — | — | 1,100,000 |
| Liabilities: | | | | |
| Convertible promissory notes, related party | 16,015,400 | — | — | 16,015,400 |
| Warrant liability | 2,098,000 | — | — | 2,098,000 |

The following tables summarize the change in fair value, as determined by Level 3 inputs, for all assets and liabilities using unobservable Level 3 inputs for the three and nine months ended September 30, 2025 and 2024:

| | Three Months Ended September 30, 2025 | | |
|---|---|---|----------------------|
| | Convertible Promissory Notes, Related Party | Non-Convertible Promissory Notes, Related Party | Warrant Liability |
| | \$ (11,232,000) | \$ (2,190,000) | \$ (287,000) |
| Balance at June 30, 2025 | | | |
| Proceeds from issuance of non-convertible promissory notes, related party | — | (3,229,083) | — |
| Contribution recognized for non-convertible promissory notes, related party issued at premium | — | 1,949,083 | — |
| Modification recognized as extinguishment | (2,647,000) | — | — |
| Change in fair value | 5,017,000 | 1,060,000 | 241,000 |
| Balance at September 30, 2025 | \$ (8,862,000) | \$ (2,410,000) | \$ (46,000) |

| | Nine Months Ended September 30, 2025 | | |
|---|--------------------------------------|---|---|
| | Related Party Receivable | Convertible Promissory Notes, Related Party | Non-Convertible Promissory Notes, Related Party |
| | \$ 1,100,000 | \$ (16,015,400) | \$ (2,098,000) |
| Balance at December 31, 2024 | | | |
| Partial conversions to common stock | — | 2,009,079 | — |
| Proceeds from issuance of non-convertible promissory notes, related party | — | — | (7,839,083) |
| Repayments of non-convertible promissory notes, related party | — | — | 450,000 |
| Contribution recognized for non-convertible promissory notes, related party issued at premium | — | — | 3,679,083 |
| Modifications recognized as extinguishment | — | (2,647,000) | — |
| Change in fair value | 230,000 | 7,791,321 | 1,300,000 |
| Proceeds from settlement of related party receivable | (550,000) | — | — |
| Loss on settlement of related party receivable | (780,000) | — | — |
| Balance at September 30, 2025 | \$ — | \$ (8,862,000) | \$ (2,410,000) |
| | | | \$ (46,000) |

[Table of Contents](#)

| Three Months Ended September 30, 2024 | | | | |
|---|--|--------------------------------|---|---|
| | Contingent Earn-Out Receivable Related Party | Related Party Receivable | Convertible Promissory Notes, Related Party | Non-Convertible Promissory Notes, Related Party |
| Balance at June 30, 2024 | \$ 2,720,000 | \$ — | \$ (1,940,000) | \$ (740,000) |
| (Loss) Gain on partial extinguishment | (1,480,000) | — | — | 750,000 |
| Change in fair value | 190,000 | 140,000 | (120,000) | (10,000) |
| Reclass contingent earn-out receivable, related party to related party receivable | (1,430,000) | 1,430,000 | — | — |
| Balance at September 30, 2024 | <u>\$ —</u> | <u>\$ 1,570,000</u> | <u>\$ (2,060,000)</u> | <u>\$ —</u> |

| Nine Months Ended September 30, 2024 | | | | |
|---|---|--|--------------------------------|---|
| | Contingent Consideration Receivable Related Party | Contingent Earn-Out Receivable Related Party | Related Party Receivable | Convertible Promissory Notes, Related Party |
| Balance at December 31, 2023 | \$ 268,000 | \$ 1,720,000 | \$ — | \$ — |
| Issuance of non-convertible promissory note, related party | — | — | — | (750,000) |
| Issuance of convertible promissory note, related party | (268,000) | — | — | (1,985,750) |
| (Loss) Gain on partial extinguishment | — | (1,480,000) | — | 170,000 750,000 |
| Change in fair value | — | 1,190,000 | 140,000 | (244,250) |
| Reclass contingent earn-out receivable, related party to related party receivable | — | (1,430,000) | 1,430,000 | — |
| Balance at September 30, 2024 | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 1,570,000</u> | <u>\$ (2,060,000)</u> |

Adjustments associated with changes in fair value are the result of changes to both observable and unobservable inputs used in the measurement of fair value, which are reassessed at each reporting period. The unobservable inputs are reflected in the following tables, which present quantitative information about the inputs and valuation methodologies used for the Company's fair value measurements of financial assets and liabilities classified as Level 3 as of September 30, 2025 and December 31, 2024.

| As of September 30, 2025 | | | |
|---|------------------------------------|---|---|
| | Valuation Methodology | Significant Input | Weighted Average (range, if applicable) |
| Convertible promissory note, related party (Restated Elusys Convertible Note, Related Party) | Discounted Cash Flow Analysis | Maturity term Risk free interest rate Option-adjusted spread ⁽¹⁾ Principal amount | <1 month 3.8% 2.8% \$ 2.25 million |
| Non-convertible promissory notes, related party (2025 Non-Convertible Promissory Notes, Related Party) | Estimated Recovery Value Analysis | Recovery rate ^(1,2) Default probability | 31.7% 100.0% |
| Convertible promissory note, related party (December 2024 Secured Convertible Notes, Related Party) | Estimated Recovery Value Analysis | Recovery rate ^(1,2) Default probability | 50.0% 100.0% |
| Warrant liability | Black-Scholes Option Pricing Model | Risk free interest rate Volatility of common stock ⁽¹⁾ Expected term | 3.7% 87.4% 4.18 years |

[Table of Contents](#)

| As of December 31, 2024 | | | |
|--|------------------------------------|---|--|
| | Valuation Methodology | Significant Input | Weighted Average (range, if applicable) |
| Related party receivable | Discounted Cash Flow Analysis | Timing of expected payment Risk free interest rate Option-adjusted spread ⁽¹⁾ Principal amount | 2028 4.3% 18.4% \$ 2.5 million |
| Convertible promissory note, related party (Restated Elusys Convertible Note, Related Party) | Discounted Cash Flow Analysis | Maturity term Risk free interest rate Option-adjusted spread ⁽¹⁾ Principal amount | 8 months 4.2% 18.6% \$ 2.25 million |
| Convertible promissory note, related party (December 2024 Secured Convertible Notes, Related Party) | Monte Carlo Simulation Model | Risk free interest rate Credit spread ⁽¹⁾ Volatility of common stock ⁽¹⁾ Expected term | 4.3% 18.6% 85.0% 2.93 years |
| Warrant liability | Black-Scholes Option Pricing Model | Risk free interest rate Volatility of common stock ⁽¹⁾ Expected term | 4.4% 64.0% 4.93 years |

(1) Represents significant unobservable input

(2) On September 9, 2025 and in connection with the Notice of Default (defined in Note 7 *Debt*) received on that date, the Company began using an estimated recovery value analysis in place of a Monte Carlo simulation model as the valuation technique. The recovery rate used was based, in part, on the Moody's corporate default and recovery rates and adjusted for factors such as the nature of the underlying collateral and seniority of the debt. Prior to September 9, 2025, the valuation technique used Monte Carlo simulation trials through a lattice model incorporating geometric Brownian motion. The simulations were weighted based on projected future stock prices, the volatility of a set of guideline companies, and significant unobservable inputs. Each simulation was based on the range of inputs in a scenario with the mean of the output on each simulation calculated as an average. In addition to the significant unobservable inputs in the preceding table, the Monte Carlo simulations included assumptions related to the timing and probability of i) a fundamental transaction and ii) an eligible subsequent placement, both as defined by the December 2024 Secured Convertible Notes, Related Party.

4. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following at:

| | September 30, 2025 | December 31, 2024 |
|---|-----------------------|----------------------|
| Contract assets | \$ 800,223 | \$ 695,041 |
| Prepaid manufacturing expense | 156,820 | 184,951 |
| Prepaid software | 57,861 | 237,615 |
| Prepaid insurance | 82,818 | 409,347 |
| Other prepaid expenses and current assets | 39,756 | 228,704 |
| Total | \$ 1,137,478 | \$ 1,755,658 |

5. Property and Equipment

Property and equipment are recorded at cost and depreciated using the straight-line method over the shorter of their estimated useful lives or remaining lease term, ranging generally from three to eight years. Expenditures for maintenance and repairs are charged to expense as incurred.

[Table of Contents](#)

Property and equipment consist of the following:

| | September 30, 2025 | December 31, 2024 |
|-----------------------------|-----------------------|----------------------|
| Lab equipment | \$ 10,841,455 | \$ 13,037,975 |
| Leasehold improvements | 1,335,655 | 1,335,655 |
| Computers | 528,808 | 688,512 |
| Furniture and fixtures | 71,311 | 196,613 |
| Construction-in-process | 103,461 | 57,521 |
| Total | 12,880,690 | 15,316,276 |
| Accumulated depreciation | (4,477,093) | (3,000,816) |
| Property and equipment, net | <u>\$ 8,403,597</u> | <u>\$ 12,315,460</u> |

Depreciation expense was \$1.0 million and \$1.2 million, respectively, for the three months ended September 30, 2025 and 2024 and \$3.2 million and \$3.7 million, respectively, for nine months ended September 30, 2025 and 2024. See Note 12 *Leases* for details of the loss on sale of certain furniture, fixtures, and equipment of \$721,564 for the nine months ended September 30, 2025.

6. Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consist of the following:

| | September 30, 2025 | December 31, 2024 |
|--|-----------------------|----------------------|
| Accrued marketing expenses | \$ 999,996 | \$ 999,996 |
| Compensation and related benefits | 1,265,088 | 298,090 |
| Accrued preclinical and clinical trial expenses | 364,460 | 364,460 |
| Advance payments received from customers for manufacturing materials | 169,758 | 169,758 |
| Other expenses | 81,908 | 268,161 |
| Accrued manufacturing expenses | — | 59,793 |
| Total | <u>\$ 2,881,210</u> | <u>\$ 2,160,258</u> |

7. Debt

As of September 30, 2025, the face values and fair values of the Company's debt were as follows:

| | Face Value | Unamortized Discount | Fair Value |
|--|----------------------|-------------------------|----------------------|
| Restated Elusys Convertible Note, Related Party | \$ 2,250,000 | \$ — | \$ 720,000 |
| December 2024 Secured Convertible Notes, Related Party | 11,656,188 | (1,165,619) | 8,142,000 |
| Convertible promissory notes payable, related party | 13,906,188 | (1,165,619) | 8,862,000 |
| 2025 Non-Convertible Promissory Notes, Related Party | 7,389,083 | — | 2,410,000 |
| Total | <u>\$ 21,295,271</u> | <u>\$ (1,165,619)</u> | <u>\$ 11,272,000</u> |

Restated Elusys Convertible Note, Related Party

The Restated Elusys Convertible Note, Related Party, as more fully described in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on April 30, 2025, was originally issued on January 26, 2024 with a maturity date of September 1, 2025 to Elusys Holdings, Inc., a company controlled by the Company's Chairman, Chief Executive Officer, and President, Jeffrey Wolf, in connection with the divestiture of Elusys Therapeutics. On December 2, 2025, the Company entered into a Second Amended and Restated Convertible Promissory Note to extend the maturity date of the Restated Elusys Convertible Note, Related Party to March 1, 2026.

Convertible Debt with Warrant Offering (in Default)

On December 6, 2024, the Company entered into a Securities Purchase Agreement (the "December 2024 Purchase Agreement") with certain institutional investors, pursuant to which it agreed to issue, in a private placement offering (the

[Table of Contents](#)

“December 2024 Offering”), upon the satisfaction of certain conditions specified in the December 2024 Purchase Agreement, 9% senior secured convertible notes (the “December 2024 Secured Convertible Notes, Related Party”) in the aggregate principal amount of \$13,388,889, and warrants (the “December 2024 Common Warrants”) to purchase up to an aggregate amount of 13,388,889 shares of common stock, to the institutional investors for an aggregate purchase price of \$12,050,000.

The Company received net proceeds from the December 2024 Offering of approximately \$3.0 million, net of i) \$8.5 million that was used to repurchase 8,500,000 pre-funded warrants that had been issued to institutional investors in connection with a public offering on August 19, 2024 (the “Repurchased PFWs”) and ii) approximately \$225,000 to pay off all principal and accrued interest of a non-convertible note that had been issued in November 2024. In connection with the December 2024 Offering, the Company agreed to reimburse the institutional investors for all costs and expenses incurred by them or their affiliates in connection with the transactions contemplated by the December 2024 Purchase Agreement, up to a total amount of \$50,000. ThinkEquity acted as placement agent in the December 2024 Offering. In connection with the closing of the December 2024 Offering, the Company paid a placement fee of \$285,000 to ThinkEquity, equal to 8% of the net proceeds of the December 2024 Offering paid to the Company, net of the amount used to repurchase the Repurchased PFWs and the amount of the original issue discount.

In connection with the December 2024 Purchase Agreement, the Company, each of the Company’s domestic subsidiaries, and the institutional investors entered into a security agreement, pursuant to which the Company and each of the Company’s domestic subsidiaries granted security interests in substantially all of the Company’s assets to secure the obligations of the Company under the December 2024 Secured Convertible Notes, Related Party and the December 2024 Purchase Agreement. Each of the Company’s domestic subsidiaries also executed and delivered a subsidiary guarantee, pursuant to which they agreed to guarantee the Company’s obligations under the December 2024 Secured Convertible Notes, Related Party and act as surety for payment of the December 2024 Secured Convertible Notes, Related Party.

The December 2024 Secured Convertible Notes, Related Party mature on the third anniversary of their date of issuance, or December 6, 2027, unless prior thereto there is an event of default (see below), and bear interest at a rate of 9% per annum payable in cash on the first business day of each fiscal quarter beginning January 2, 2025. In connection with any redemption, conversion, or prepayment of the December 2024 Secured Convertible Notes, Related Party, the institutional investors are entitled to an amount equal to the additional interest that would accrue under the December 2024 Secured Convertible Notes, Related Party assuming that the original principal remained outstanding through and including the maturity date (the “Make-Whole Amount”), initially \$3,615,000.

The December 2024 Secured Convertible Notes, Related Party are convertible, at the option of the holder, at any time, into a number of shares of common stock equal to the principal amount of the December 2024 Secured Convertible Notes, Related Party plus all accrued and unpaid interest, subject to adjustment for any stock splits, stock dividends, recapitalizations and similar events and subject to an Exchange Cap (as defined below) and other limitations (the “December 2024 Conversion Price”). The initial conversion price was equal to \$0.50, which was adjusted by amendment to \$0.25 in February 2025 for both institutional investors. For one institutional investor holding a December 2024 Secured Convertible Note, Related Party with an aggregate original principal balance of \$12,416,667, the conversion price was further adjusted by amendment in May 2025 to \$0.06 and in July 2025 to the lower of i) \$0.06 or ii) 55% of the average of the three lowest traded prices during the preceding twenty days immediately prior to conversion (the “Market Price”). Terms of the February 2025 and May 2025 amendments were considered not substantially different than the terms immediately prior to the respective amendments, and these amendments were accounted for as modifications of the debt. Terms of the July 2025 amendment were considered substantially different than the terms immediately prior to the amendment and thus, \$2,647,000 was recognized as a loss on debt extinguishment for the three and nine months ended September 30, 2025. Losses on extinguishment of other debt instruments of \$730,000 and \$560,000 were recognized for the three and nine months ended September 2024, respectively.

The December 2024 Secured Convertible Notes, Related Party contain customary events of default, including the failure of Jeffrey Wolf to remain as the Company’s Chief Executive Officer, unless an individual reasonably acceptable to the institutional investors has been appointed to replace Mr. Wolf within thirty (30) days of such occurrence, unless the institutional investors extend such deadline for an additional thirty (30) days at their sole discretion. If an event of default occurs, until it is cured, the institutional investors may increase the interest rate applicable to the December 2024 Secured

[Table of Contents](#)

Convertible Notes, Related Party to 15% per annum. If an event of default occurs, the institutional investors may require the Company to redeem (regardless of whether such event of default has been cured) all or any portion of the December 2024 Secured Convertible Notes, Related Party. Subject to limited exceptions set forth in the December 2024 Secured Convertible Notes, Related Party, the December 2024 Secured Convertible Notes, Related Party prohibit the Company and, as applicable, its subsidiaries from incurring any new indebtedness. The December 2024 Secured Convertible Notes, Related Party also provide that the Company shall, while the December 2024 Secured Convertible Notes, Related Party remain outstanding, maintain a net monthly cash burn of not more than \$1,800,000, calculated on an average trailing-three-month basis, decreasing by increments of \$500,000 every three-months.

The December 2024 Secured Convertible Notes, Related Party are redeemable by the Company at a redemption price equal to 110% of the sum of the principal amount to be redeemed plus accrued interest, if any. While the December 2024 Secured Convertible Notes, Related Party are outstanding, if the Company enters into a subsequent placement (as such term is defined in the December 2024 Purchase Agreement), each of the institutional investors shall have the right, in their sole discretion, to require the Company to redeem all, or any portion, of the amount due under their December 2024 Secured Convertible Note, Related Party in an amount not in excess of the institutional investor's pro rata amount of 25% of the gross proceeds of such subsequent placement.

On September 9, 2025, the Company received a notice of default and acceleration letter ("Notice of Default") from the institutional investors for, among other things, the Company's failure to maintain an effective and available applicable registration statement in accordance with the terms of the December 2024 Purchase Agreement, the failure of the Company's common stock to remain listed on an eligible market for a period of more than ten (10) consecutive trading days and the failure to make payments when and as due. With the Notice of Default, all amounts owed under the December 2024 Secured Convertible Notes, Related Party in the aggregate amount of \$19,376,084 were due and payable as described below in the section Default and Foreclosure Sale.

The December 2024 Common Warrants expire five years from their date of issuance. The December 2024 Common Warrants are exercisable, at the option of the holder, at any time, for up to an aggregate of 13,388,889 shares of common stock at an exercise price, subject to adjustment for any stock splits, stock dividends, recapitalizations, and similar events and subject to the Exchange Cap (the "December 2024 Exercise Price"). The initial exercise price was equal to \$0.50, which was adjusted by amendment to \$0.25 in February 2025 for both institutional investors. The exercise price was further adjusted by amendment to \$0.06 in May 2025 for one institutional investor holding warrants for the exercise of up to 12,416,667 shares of common stock. Terms of the February 2025 and May 2025 amendments were considered substantially different than the terms immediately prior to the respective amendments and thus, \$0 and \$279,000 was recognized as a loss on extinguishment of warrant liability for the three and nine months ended September 30, 2025, respectively. Terms of the July 2025 amendment were considered not substantially different than the terms immediately prior to the amendment and this amendment was accounted for as modification of the warrant liability. No losses on extinguishment of warrant liability were recognized for the three and nine months ended September 2024. The adjustments to the December 2024 Exercise Price did not change the number of shares of common stock issuable upon exercise of the December 2024 Common Warrants. The December 2024 Secured Convertible Notes, Related Party and the December 2024 Common Warrants provide for the December 2024 Conversion Price and the December 2024 Exercise Price, respectively, to be adjusted in various circumstances. The December 2024 Common Warrants provide for cashless exercise under certain circumstances.

The number of shares of common stock that may be issued upon conversion of the December 2024 Secured Convertible Notes, Related Party and exercise of the December 2024 Common Warrants, and inclusive of any shares issuable under and in respect of the December 2024 Purchase Agreement, was subject to an exchange cap (the "Exchange Cap") of 865,820 shares, which was 19.99% of the outstanding number of shares of the Company's common stock as of December 6, 2024, unless the Company obtained approval from its stockholders. Approval was obtained January 16, 2025.

If the December 2024 Secured Convertible Notes, Related Party, including accrued but unpaid interest and the Make-Whole Amount, were to be fully converted into shares of common stock at the December 2024 Conversion Price in effect as of September 30, 2025 and assuming no Exchange Cap or any other limitations on conversion, the Company would issue 28,207,106,725 shares of common stock. In addition, under the terms of the December 2024 Secured Convertible Notes, Related Party and the December 2024 Common Warrants, the institutional investors may not convert the December

[Table of Contents](#)

2024 Secured Convertible Notes, Related Party or exercise the December 2024 Common Warrants to the extent such conversion or exercise would cause such institutional investor, together with its affiliates and attribution parties, to beneficially own a number of shares of common stock that would exceed 4.99% (the “Maximum Percentage”), of the Company’s then outstanding common stock following such conversion or exercise. On June 9, 2025, one institutional investor filed notice to increase the Maximum Percentage to 9.99%, effective August 9, 2025, applicable to the one institutional investor as permitted by the December 2024 Secured Convertible Notes, Related Party.

The amendments to the December 2024 Secured Convertible Notes, Related Party and December 2024 Common Warrants also provide that any conversion and exercise is subject to authorization by NYSE American of a Supplemental Listing Application authorizing the issuance of shares of common stock in excess of 47,396,667 shares of common stock issuable upon conversion of the December 2024 Secured Convertible Notes, Related Party and December 2024 Common Warrants that were previously authorized by NYSE American at the initial conversion and exercise price of \$0.50 (with 13,388,889 shares of Common Stock allocated to exercise of the December 2024 Common Warrants and the remaining shares allocated to conversion of the December 2024 Secured Convertible Notes, Related Party).

During the nine months ended September 30, 2025, 6,019,444 shares of the Company’s common stock were issued in connection with partial conversions of the December 2024 Secured Convertible Notes, Related Party at conversion prices of \$0.50 and \$0.25 per share as reflected in the following table.

| | Principal | Interest | Make-Whole | Total | Shares |
|-------------------------|---------------------|------------------|-------------------|---------------------|------------------|
| \$0.50 conversion price | \$ 833,042 | \$ 10,049 | \$ 165,345 | \$ 1,008,436 | 2,016,871 |
| \$0.25 conversion price | 899,659 | 7,347 | 93,637 | 1,000,643 | 4,002,573 |
| Total | \$ 1,732,701 | \$ 17,396 | \$ 258,982 | \$ 2,009,079 | 6,019,444 |

Non-Convertible Debt (in Default)

During the nine months ended September 30, 2025, the Company issued sixteen non-convertible promissory notes with an aggregate original issuance of \$7,839,083 to an institutional investor, and subsequent to September 30, 2025, the Company issued fifteen non-convertible promissory notes with an aggregate original issuance of \$2,722,649 to the same institutional investor (collectively, the “2025 Non-Convertible Promissory Notes, Related Party”). Seven of the sixteen, with an aggregate original issuance of \$3,229,083, were issued during the three months ended September 30, 2025. As described in Note 2 Summary of Significant Accounting Policies, the Company has elected the fair value option for measuring the 2025 Non-Convertible Promissory Notes, Related Party. The fair value of the 2025 Non-Convertible Promissory Notes, Related Party was \$1,280,000 and \$4,160,000 upon issuance during the three and nine months ended September 30, 2025, respectively, with the \$1,949,083 and \$3,679,083 premium recognized as a component of equity due to the related party nature of the transactions.

The 2025 Non-Convertible Promissory Notes, Related Party accrue interest at 5.0% per annum and mature at the earlier of i) the stated maturity date; ii) the consummation of a corporate event, as defined; or iii) when, upon or after an event of default (see below). The maturity of the 2025 Non-Convertible Promissory Notes, Related Party, including those issued subsequent to September 30, 2025, range from 31 to 182 days from issuance with a weighted average of 92 days.

All payments upon maturity, redemption or prepayment of the 2025 Non-Convertible Promissory Notes, Related Party shall include, together with all other amounts of principal and/or interest, a premium payment equal to 5% of the principal amount. On April 30, 2025, the Company repaid \$472,500 of the 2025 Non-Convertible Promissory Notes, Related Party, including principal and premium of \$450,000 and \$22,500, respectively.

On October 6, 2025, the Company entered into a twelve-month credit facility with the holder of the 2025 Non-Convertible Promissory Notes, Related Party to borrow up to \$5.0 million on terms comparable to the existing 2025 Non-Convertible Promissory Notes, Related Party, except as noted below. In connection with this twelve-month credit facility, the Company entered into a security agreement to grant the holder of the 2025 Non-Convertible Promissory Notes, Related Party a security interest in certain property of the Company pari passu with the security interest held by holders of the December 2024 Secured Convertible Notes, Related Party.

Table of Contents

Upon the occurrence (and for the duration) of an event of default, those 2025 Non-Convertible Promissory Notes, Related Party issued on or after October 6, 2025 shall accrue interest at an increased rate of 10% per annum until such time as the event of default is cured or waived. The premium payment on those 2025 Non-Convertible Promissory Notes, Related Party issued on or after October 6, 2025 shall equal 15% of the outstanding principal and accrued interest.

The 2025 Non-Convertible Promissory Notes, Related Party contain customary events of default, including if the Company or any of its subsidiaries, individually or in the aggregate, fails to pay indebtedness in excess of \$150,000 due to any third party, subject to certain exceptions, or if an event of default occurs under any other outstanding promissory note. If at any time any of the 2025 Non-Convertible Promissory Notes, Related Party are outstanding the Company consummates a subsequent Financing, as defined, the holder shall have the right, in its sole discretion, to require that the Company redeems the entire outstanding balance of the 2025 Non-Convertible Promissory Notes, Related Party, together with all accrued interest thereon, using up to 100% of the gross proceeds of such Financing.

With the Notice of Default received on September 9, 2025 and described above, all amounts owed under the thirteen then outstanding 2025 Non-Convertible Promissory Notes, Related Party in the aggregate amount of \$10,789,561 were due and payable as described below in the section Default and Foreclosure Sale.

Default and Foreclosure Sale

In connection with the Notice of Default, the Company received on October 10, 2025 the UCC Notice from the Collateral Agent. The UCC Notice established the timing and location of a foreclosure sale of all or a portion of the Company's pledged collateral, which occurred on November 24, 2025.

The Collateral Agent closed on the sale of certain assets pertaining to the Company's CDMO biomanufacturing facility on December 10, 2025 for \$16,253,147. The Collateral Agent received proceeds of \$15,219,552, net of fees and expenses of \$1,033,595, that were used to partially repay the Company's secured debt as follows:

| | Allocation of Proceeds ⁽¹⁾ |
|--|---------------------------------------|
| 2025 Non-Convertible Promissory Notes, Related Party | |
| Principal | \$ 9,391,765 |
| Accrued Interest | 186,620 |
| Redemption Premium | 725,288 |
| | <hr/> |
| | 10,303,673 |
| December 2024 Secured Convertible Notes, Related Party | |
| Principal | 2,971,115 |
| Interest and Make-Whole | 1,371,020 |
| Late Fees | 126,846 |
| Redemption Premium | 446,898 |
| | <hr/> |
| Total Proceeds | \$ 15,219,552 |

Debt and related amounts in excess of the proceeds allocated bear interest at 12.5% per annum. The aggregate amount, inclusive of principal, interest, make-whole, late fees, and redemption premiums, owed to the holders of the December 2024 Secured Convertible Notes, Related Party and 2025 Non-Convertible Promissory Notes, Related Party was \$14.9 million immediately following the closing of the sale and allocation of proceeds as follows:

| | Remaining ⁽¹⁾ |
|---|--------------------------|
| 2025 Non-Convertible Promissory Notes, Related Party (measured at amortized cost) | \$ 485,888 |
| December 2024 Secured Convertible Notes, Related Party (measured at amortized cost) | 14,460,205 |
| | <hr/> |
| | \$ 14,946,093 |

⁽¹⁾ As described in Note 2 Summary of Significant Accounting Policies, the Company accounts for its convertible and non-convertible promissory notes payable, related party under ASC 815 and has elected the fair value option under ASC 825. As a result, these instruments are required to be recorded at their initial fair value on the date of issuance and remeasured at each balance sheet date thereafter. Subsequent changes in their estimated fair value are recognized

[Table of Contents](#)

as a change in the fair value of the convertible and non-convertible promissory notes, related party, in the statements of operations and comprehensive loss. The Company does not separately report interest attributable to financial instruments accounted for pursuant to the fair value option because such interest is included in the determination of fair value of those financial instruments and changes thereto. The components of the proceeds allocation and the aggregate remaining amounts above have been presented on the accrual basis of accounting using amortized cost which is a different measurement principal than fair value. The Company has determined it impractical to estimate fair value of the components of the proceeds allocation and the aggregate remaining amounts above for inclusion in this filing.

Subsequent to the closing of the sale and through February 17, 2026, the Company issued five non-convertible promissory notes in the aggregate principal amount together with an aggregate original issuance of \$269,967 to the holder of the 2025 Non-Convertible Promissory Notes, Related Party.

8. Stockholders' Equity

Private Investment in Public Entity

During the nine months ended September 30, 2025, the Company received \$1,942,650, net of fees of \$7,550, from investors of a private placement offering in consideration of the issuance to be made to such investors of an aggregate of 48,755,000 shares of its common stock at \$0.04 per share. The investments were made pursuant to a securities purchase agreement which contained customary representations, warranties and agreements by the Company and the investors and customary conditions to closing.

Common Stock Warrants and Pre-Funded Warrants

The Company's common stock warrants allow for potential settlement in cash if certain extraordinary events are effected by the Company, including a 50% or greater change of control in the Company's common stock. Except in relation to the December 2024 Common Warrants, those events have been deemed to be within the Company's control. As a result, the Company applies equity treatment for its common stock warrants following the guidance established by ASC Topic 815-40, except for the December 2024 Common Warrants for which the Company applies liability treatment.

As of September 30, 2025 and December 31, 2024, the Company had outstanding common stock warrants to purchase 13,688,001 shares of common stock issuable at a weighted average exercise price of \$0.60 per share and \$1.01 per share, respectively. The Company also had outstanding pre-funded warrants to purchase 1,285,000 shares of common stock issuable at a weighted average exercise price of \$0.0002 per share as of December 31, 2024, all of which were exercised during the nine months ended September 30, 2025, resulting in no pre-funded warrants outstanding as of September 30, 2025.

Stock Compensation Expense

For the three months ended September 30, 2025 and 2024, the Company recorded \$0.2 million and \$0.3 million of stock-based compensation expense, respectively, and for the nine months ended September 30, 2025 and 2024, respectively, the Company recorded \$0.6 million and \$0.8 million of stock-based compensation expense. Unrecognized compensation expense related to unvested stock options was \$0.2 million as of September 30, 2025, which is expected to be recognized over a weighted-average period of 0.2 years and will be adjusted for forfeitures as they occur.

[Table of Contents](#)

The following is a summary of the stock option activity for the three and nine months ended September 30, 2025:

| | Shares | Weighted Average Exercise Price | Aggregate Intrinsic Value | Weighted Average Remaining Contractual Life |
|--|---------------|---------------------------------|---------------------------|---|
| Stock options outstanding at December 31, 2024 | 62,316 | \$ 334.81 | \$ 6,737 | 6.9 Years |
| Expired | (232) | 5,055.16 | | |
| Stock options outstanding at June 30, 2025 | 62,084 | 317.18 | 779 | 6.4 Years |
| Forfeited | (30) | 644.47 | | |
| Stock options outstanding and vested or expected to vest at September 30, 2025 | 62,054 | 317.02 | 21 | 6.1 Years |
| Stock options exercisable at September 30, 2025 | <u>60,673</u> | 318.65 | 21 | 6.1 Years |

9. Revenue

CDMO revenue

The Company's CDMO revenue is generated from a limited number of customers, which has resulted in a concentration of revenue for the three and nine months ended September 30, 2025 and 2024. The following tables reflect the Company's CDMO customers with revenue in excess of 10% of total revenue for the applicable period.

| Major Customers | Three Months Ended September 30, 2025 | Nine Months Ended September 30, 2025 |
|-----------------|---------------------------------------|--------------------------------------|
| Customer A | 92% | 53% |
| Customer B | * | 17% |

| Major Customers | Three Months Ended September 30, 2024 | Nine Months Ended September 30, 2024 |
|---------------------------|---------------------------------------|--------------------------------------|
| Customer B | 26% | 10% |
| Customer C | 33% | 15% |
| Customer D ⁽¹⁾ | * | 44% |

* Less than 10% for the applicable period.

¹ This customer migrated to a larger CDMO for commercial manufacture of their product during 2024.

The following table presents changes in contract liabilities for the nine months ended September 30, 2025 and 2024:

| | Contract liabilities |
|--|----------------------|
| Balance at December 31, 2024 | \$ 1,466,094 |
| Reclassification to revenue as the result of performance obligations satisfied | (584,383) |
| Net change to contract balance recognized since beginning of period due to amounts collected | 737,220 |
| Balance at September 30, 2025 | <u>\$ 1,618,931</u> |
| | |
| | Contract liabilities |
| Balance at December 31, 2023 | \$ 2,389,441 |
| Reclassification to revenue as the result of performance obligations satisfied | (4,891,241) |
| Net change to contract balance recognized since beginning of period due to amounts collected | 4,842,664 |
| Balance at September 30, 2024 | <u>\$ 2,340,864</u> |

The timing of revenue recognition, billings and cash collections results in billed accounts receivable and contract liabilities (customer deposits and deferred revenue). Contract liabilities represent customer deposits and deferred revenue billed

[Table of Contents](#)

and/or received in advance of the Company's fulfillment of performance obligations. Contract liabilities convert to revenue as the Company performs its obligations under the contract.

During the three and nine months ended September 30, 2025, the Company recognized revenue of nil and \$0.2 million, respectively, that was included in the balance of deferred revenue as of December 31, 2024.

The aggregate amount of transaction price allocated to unsatisfied or partially satisfied performance obligations as of September 30, 2025 totaled \$4.5 million. Expectations for the timing of revenue recognition of this amount is dependent on various factors, including the Company's ability to procure the necessary supplies and raw materials. Variable consideration excluded from the transaction price and, thus, not reflected in the amount generally relates to promises that leverage the assistance of third parties, such as clinical trials offices, in the fulfillment of the Company's performance obligations to its customers. These activities are considered promises to transfer distinct goods or services that are part of single performance obligations.

The opening and closing balances of the Company's accounts receivable, all of which relate to CDMO revenue, are as follows:

| | |
|-------------------------------|------------|
| Opening on January 1, 2024 | \$ 375,192 |
| Closing on December 31, 2024 | 143,469 |
| Closing on September 30, 2025 | 179,887 |

Grant revenue

The Company recognized grant revenue associated with National Institutes of Health of \$9,000 and \$133,000 during the three months ended September 30, 2025 and 2024, respectively, and \$97,000 and \$182,000 during the nine months ended September 30, 2025 and 2024, respectively.

10. Net Loss Per Share

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the periods. Fully diluted net loss per common share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the periods. The Company applies the treasury stock method for stock options and warrants and the if-converted method for convertible debt when determining common equivalent shares. As the Company's pre-funded warrants are issuable for little to no consideration and do not contain any conditions that must be satisfied for the holder to receive the shares, pre-funded warrants are included in the computation of basic and diluted net loss per share.

For the three and nine months ended September 30, 2025 and 2024, all of the Company's common stock options, convertible debt and, except for the pre-funded warrants described above, warrants are anti-dilutive and therefore have been excluded from the diluted net loss per share calculations.

The following table reconciles net loss to net loss attributable to Scorpius Holdings, Inc.:

[Table of Contents](#)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------------------------|------------------------------------|------------------------|
| | 2025 | 2024 | 2025 | 2024 |
| Net loss | \$ (1,199,561) | \$ (10,545,752) | \$ (16,806,157) | \$ (24,487,149) |
| Net loss - non-controlling interest | (215,132) | (431,608) | (1,026,890) | (1,080,608) |
| Net loss attributable to Scorpious Holdings, Inc. | <u>\$ (984,429)</u> | <u>\$ (10,114,144)</u> | <u>\$ (15,779,267)</u> | <u>\$ (23,406,541)</u> |
| Common shares | 61,142,712 | 1,840,485 | 38,667,703 | 774,315 |
| Pre-funded warrants | — | 5,215,283 | — | 1,751,117 |
| Weighted-average common shares outstanding, basic and diluted | <u>61,142,712</u> | <u>7,055,768</u> | <u>38,667,703</u> | <u>2,525,432</u> |
| Net loss per common share attributable to Scorpious Holdings, Inc., basic and diluted | <u>\$ (0.02)</u> | <u>\$ (1.43)</u> | <u>\$ (0.41)</u> | <u>\$ (9.27)</u> |

Potentially dilutive common equivalent shares from the following securities were excluded from the calculation of diluted net loss per share due to their anti-dilutive effect:

| | Three and Nine Months Ended September 30, | |
|--|--|---------|
| | 2025 | 2024 |
| Outstanding stock options | 62,054 | 62,316 |
| Outstanding common stock warrants | 13,688,001 | 299,112 |
| December 2024 Secured Convertible Notes, Related Party | 28,207,106,725 | — |

11. Income Tax

Income taxes have been computed using the asset and liability method in accordance with ASC 740 “Income Taxes”. The Company computes its interim provision for income taxes by applying the estimated annual effective tax rate method. The Company estimates an annual effective tax rate of 0% for the year ending December 31, 2025. The Company’s effective tax rate for the three and nine months ended September 30, 2025 and 2024 was 0%.

The Company incurred losses for the three and nine months ended September 30, 2025, and is forecasting additional losses through the year, resulting in an estimated net loss for both financial statement and tax purposes for the year ending December 31, 2025. Due to the Company’s history of losses, there is not sufficient evidence to record a net deferred tax asset associated with the U.S., Australian, and German operations. Accordingly, a full valuation allowance has been recorded related to the net deferred tax assets in those jurisdictions.

At September 30, 2025, the Company had no unrecognized tax benefits that would affect the Company’s effective tax rate.

12. Leases

On March 7, 2025, the Company entered into an Assignment and Assumption of Lease (the “Lease Assignment”) with a third party assignee and the landlord pursuant to which the Company assigned all of its rights and obligations under its lease, dated June 21, 2021, as amended, for its former principal offices in Morrisville, North Carolina. In connection with the Lease Assignment, the Company incurred fees of \$224,651 to its broker, \$55,720 to the landlord for March 2025 rent due under the lease, and sold certain furniture, fixtures and equipment on the leased premises to the assignee for \$55,720. In connection with the Lease Assignment, the Company derecognized the related operating lease right-of-use asset and operating lease liability and recognized a loss of \$1,600,531. In connection with the sale of furniture, fixtures and equipment, the Company recognized a loss on sale of \$721,564, including the \$55,720 rent payment that was, economically, a wash of the sale proceeds.

On March 24, 2025, the Company received a notice of lease termination, effective immediately, from TPB Merchants Ice LLC, a Texas limited liability company (the “Lessor”), the lessor of its principal manufacturing space (the “Premises”) at 1305 E. Houston Street, Building 2, in San Antonio, terminating that certain Lease dated December 31, 2022, between

[Table of Contents](#)

Lessor and the Company for the Premises, due to non-payment of rent. This resulted in a loss on lease termination of \$4,132,767. Negotiations failed with the Lessor to replace the terminated lease with a license or similar conveyance of rights to occupy and use the Premises.

Excluding the \$1,600,531 and \$4,132,767 losses described above, which are recorded as a “loss on lease assignment and termination” in the accompanying statements of operations and comprehensive loss, the Company’s lease cost is reflected in the accompanying statements of operations and comprehensive loss within selling, general and administrative and research and development as follows:

| | Nine Months Ended September 30, 2025 | Nine Months Ended September 30, 2024 |
|-------------------------------|---|---|
| Operating lease cost | \$ 350,187 | \$ 957,600 |
| Finance lease cost | | |
| Amortization of lease assets | 1,293,227 | 1,712,838 |
| Interest on lease liabilities | 538,209 | 719,832 |
| Total finance lease cost | <u><u>\$ 1,831,436</u></u> | <u><u>\$ 2,432,670</u></u> |

Total cash paid for operating leases during the nine months ended September 30, 2025 and 2024 was \$0.3 million and \$0.7 million, respectively, and is included within cash flows from operating activities within the consolidated statements of cash flows. Total cash paid for finance leases was \$1.2 million and \$1.4 million during the nine months ended September 30, 2025 and 2024, respectively, of which \$0.7 million and \$0.5 million, respectively, related to principal and interest during the nine months ended September 30, 2025 and \$0.7 million and \$0.7 million related to principal and interest, respectively, during the nine months ended September 30, 2024. Cash paid for principal on finance leases is included within cash flows from financing activities while cash paid for interest on finance leases is included within cash flows from operating within the consolidated statements of cash flows.

| | Three Months Ended September 30, 2025 | Three Months Ended September 30, 2024 |
|-------------------------------|--|--|
| Operating lease cost | \$ 62,530 | \$ 287,265 |
| Finance lease cost | | |
| Amortization of lease assets | 385,035 | 556,219 |
| Interest on lease liabilities | 154,545 | 233,655 |
| Total finance lease cost | <u><u>\$ 539,580</u></u> | <u><u>\$ 789,874</u></u> |

Total cash paid for operating leases during the three months ended September 30, 2025 and 2024 was \$0.1 million and \$0.2 million, respectively, and is included within cash flows from operating activities within the consolidated statements of cash flows. Total cash paid for finance leases was \$0.4 million and \$0.5 million during the three months ended September 30, 2025 and 2024, respectively, of which \$0.2 million related to each principal and interest during the three months ended September 30, 2025 and \$0.3 million and \$0.2 million related to principal and interest, respectively, during the three months ended September 30, 2024. Cash paid for principal on finance leases is included within cash flows from financing activities while cash paid for interest on finance leases is included within cash flows from operating within the consolidated statements of cash flows.

The weighted average remaining lease term and incremental borrowing rate as of September 30, 2025 and 2024 were as follows:

| | 2025 | 2024 |
|---|------------|------------|
| Weighted average remaining lease term | | |
| Operating leases | 3.3 years | 5.9 years |
| Finance leases | 10.1 years | 11.1 years |
| Weighted average incremental borrowing rate | | |
| Operating leases | 10.26 % | 9.75 % |
| Finance leases | 10.11 % | 10.12 % |

[Table of Contents](#)

Maturities of operating and finance lease liabilities as of September 30, 2025 were as follows:

| | Operating Leases | Finance Leases | Total |
|---|-------------------------|-----------------------|---------------------|
| 2025 (excluding the nine months ended September 30, 2025) | \$ 60,775 | \$ 320,899 | \$ 381,674 |
| 2026 | 252,825 | 1,485,944 | 1,738,769 |
| 2027 | 262,938 | 615,269 | 878,207 |
| 2028 | 273,456 | 635,826 | 909,282 |
| 2029 | 23,699 | 657,002 | 680,701 |
| 2030 | — | 748,812 | 748,812 |
| 2031 | — | 771,276 | 771,276 |
| Thereafter | — | 4,903,219 | 4,903,219 |
| Total minimum lease payments | 873,693 | 10,138,247 | 11,011,940 |
| Less: imputed interest | (132,814) | (4,034,588) | (4,167,402) |
| Present value of lease liabilities | <u>\$ 740,879</u> | <u>\$ 6,103,659</u> | <u>\$ 6,844,538</u> |

13. Subsequent Events

See Note 7 *Debt* for information related to non-convertible debt issued subsequent to September 30, 2025; the twelve-month, \$5.0 million credit facility the Company entered into on October 6, 2025 with the holder of the 2025 Non-Convertible Promissory Notes, Related Party; the UCC Notice received on October 10, 2025; and details of the foreclosure sale on November 24, 2025 that closed December 10, 2025, including amounts outstanding immediately after proceeds from the foreclosure sale were used to partially repay the secured debt.

Upon the closing of the foreclosure sale by the Collateral Agent, the Company has no or nominal operations and no inventory, property, plant, and equipment, or operating lease right-of-use assets and nominal finance lease right-of-use assets and will therefore be unable to generate any revenue from operations in the near term. Additionally, the Company has no operating lease liabilities or finance lease liabilities.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and related notes included in this Quarterly Report on Form 10-Q (the "Quarterly Report"). The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those discussed below and elsewhere in this Quarterly Report. This discussion should be read in conjunction with the accompanying unaudited consolidated financial statements and the audited consolidated financial statements and notes thereto included in our 2024 Annual Report. This discussion may contain forward-looking statements that involve risks and uncertainties. See "Forward-Looking Statements." You should review the disclosure under the heading "Risk Factors" in this Quarterly Report and the 2024 Annual Report for a discussion of important factors that could cause our actual results to differ materially from those anticipated in these forward-looking statements.

OVERVIEW

On October 10, 2025, we received a Notice of Public Disposition under the Uniform Commercial Code (the "UCC Notice") from the collateral agent on behalf of the holders of the December 2024 Secured Convertible Notes (the "Collateral Agent"). On November 24, 2025, the Collateral Agent on behalf of the holders of the December 2024 Secured Convertible Notes, held a foreclosure sale of our assets related to our CDMO biomanufacturing facility pledged assets, which were substantially all of our assets necessary for our operations. The Collateral Agent closed on the sale on December 10, 2025 for \$16,253,147.

Upon the closing of the sale of the assets, we have no or nominal operations and no or nominal assets and are therefore considered to be a "Shell Company" as that term is defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

[Table of Contents](#)

Prior to the foreclosure sale, through our subsidiary, Scorpions Biomanufacturing, Inc. (“Scorpions Bio”), we provided process development and biomanufacturing services to support the biomanufacturing needs of third parties. As of the date of the filing of this Quarterly Report on Form 10-Q, our operations have ceased.

We commenced operations of the CDMO leased San Antonio facility in September 2022. The lease at 1305 E. Houston Street, Building 2, at our facility was terminated in March 2025 due to non-payment of rent.

In the past, we met our financing needs for our operations through multiple alternatives, including, but not limited to, equity financings, debt financings, equipment sale leasebacks, and/or funding from partnerships or collaborations. We generated minimal revenue from operations, and due to the termination of the lease of our principal manufacturing facility and sale of our CDMO related assets, we do not expect to generate revenue unless and until another business is merged into our company or acquired. However, we can provide no assurance that we will be able to find a merger candidate or funding to acquire other assets.

Recent Financial Developments

Restated Elusys Convertible Note, Related Party

On December 2, 2025, we entered into a Second Amended and Restated Convertible Promissory Note to extend the maturity date of the Restated Elusys Convertible Note, Related Party to March 1, 2026.

Notice of Default and UCC Notice

On September 9, 2025, we received a notice of default and acceleration letter (“Notice of Default”) from the institutional investors for, among other things, our failure to maintain an effective and available applicable registration statement in accordance with the terms of the December 2024 Purchase Agreement, the failure of our common stock to remain listed on an eligible market for a period of more than ten (10) consecutive trading days and the failure to make payments when and as due. With the Notice of Default, all amounts owed under the December 2024 Secured Convertible Notes, Related Party in the aggregate amount of \$19,376,084 were due and payable. The default on the December 2024 Secured Convertible Notes also triggered a default on the 2025 Non-Convertible Promissory Notes with an aggregate amount due of \$10,789,561.

On October 10, 2025, we received the UCC Notice from the Collateral Agent. The UCC Notice established the timing and location of a foreclosure sale of all or a portion of our pledged collateral, which occurred on November 24, 2025. The Collateral Agent closed on the sale of certain assets pertaining to the Company’s CDMO biomanufacturing facility on December 10, 2025 for \$16,253,147. Immediately following the closing of the foreclosure sale and allocation of proceeds, the outstanding amount of the December 2024 Secured Convertible Notes is \$14,460,205, including principal, accrued interest, redemption premiums, late fees, and the Make-Whole Amount, and the outstanding amount of the 2025 Non-Convertible Promissory Notes is \$485,888, including principal, accrued interest, and redemption premiums.

Convertible Debt with Warrants

The December 2024 Offering; December 2024 Purchase Agreement; December 2024 Secured Convertible Notes, Related Party; December 2024 Common Warrants; December 2024 Conversion Price; December 2024 Exercise Price; and Maximum Percentage are defined and/or and more fully described in our Annual Report on Form 10-K for the year ended December 31, 2024. The following information reflects significant developments subsequent to December 31, 2024 with respect to these items. Also refer to Note 7 “Debt” of the Notes to the Consolidated Financial Statements (Unaudited) for additional information.

The initial December 2024 Conversion Price was equal to \$0.50, which was adjusted by amendment to \$0.25 in February 2025 for both institutional investors. For one institutional investor holding a December 2024 Secured Convertible Note with an aggregate original principal balance of \$12,416,667, the conversion price was further adjusted by amendment in May 2025 to \$0.06 and in July 2025 to the lower of i) \$0.06 or ii) 55% of the average of the three lowest traded prices during the preceding twenty days immediately prior to conversion (the “Market Price”).

[Table of Contents](#)

The initial December 2024 Exercise Price was equal to \$0.50, which was adjusted by amendment to \$0.25 in February 2025 for both institutional investors. The exercise price was further adjusted by amendment to \$0.06 in May 2025 for one institutional investor holding warrants for the exercise of up to 12,416,667 shares of common stock. The adjustments to the December 2024 Exercise Price did not change the number of shares of common stock issuable upon exercise of the December 2024 Common Warrants.

During the nine months ended September 30, 2025, we issued 6,019,444 shares of common stock upon the partial conversions of the December 2024 Secured Convertible Notes, Related Party at conversion prices of \$0.50 and \$0.25.

On June 9, 2025, one institutional investor filed notice to increase the beneficial ownership Maximum Percentage to 9.99%, effective August 9, 2025, applicable to the one institutional investor as permitted by the December 2024 Secured Convertible Notes, Related Party.

Non-Convertible Debt

During the nine months ended September 30, 2025, we issued sixteen non-convertible promissory notes with an aggregate original principal amount at issuance of \$7,839,083 to an institutional investor, and subsequent to September 30, 2025, we issued fifteen non-convertible promissory notes with an aggregate original principal amount at issuance of \$2,722,649 to the same institutional investor (collectively, the “2025 Non-Convertible Promissory Notes, Related Party”). Seven of the sixteen, with an aggregate original issuance of \$3,229,083, were issued during the three months ended September 30, 2025. As described in Note 2 *Summary of Significant Accounting Policies* of the Notes to the Consolidated Financial Statements (Unaudited), we have elected the fair value option for measuring the 2025 Non-Convertible Promissory Notes, Related Party. The fair value of the 2025 Non-Convertible Promissory Notes, Related Party was \$1,280,000 and \$4,160,000 upon issuance during the three and nine months ended September 30, 2025, respectively, with the \$1,949,083 and \$3,679,083 premium recognized as a component of equity due to the related party nature of the transactions.

The 2025 Non-Convertible Promissory Notes, Related Party accrue interest at 5.0% per annum and mature at the earlier of i) the stated maturity date; ii) the consummation of a corporate event, as defined; or iii) when, upon or after an event of default (see above). The maturity of the 2025 Non-Convertible Promissory Notes, Related Party, including those issued subsequent to September 30, 2025, range from 31 to 182 days from issuance with a weighted average of 92 days.

All payments upon maturity, redemption or prepayment of the 2025 Non-Convertible Promissory Notes, Related Party shall include, together with all other amounts of principal and/or interest, a premium payment equal to 5% of the principal amount. On April 30, 2025, we repaid \$472,500 of the 2025 Non-Convertible Promissory Notes, Related Party, including principal and premium of \$450,000 and \$22,500, respectively.

The 2025 Non-Convertible Promissory Notes, Related Party contain customary events of default, including if we or any of our subsidiaries, individually or in the aggregate, fails to pay indebtedness in excess of \$150,000 due to any third party, subject to certain exceptions, or if an event of default occurs under any other outstanding promissory note. If at any time any of the 2025 Non-Convertible Promissory Notes, Related Party are outstanding we consummate a subsequent Financing, as defined, the holder shall have the right, in its sole discretion, to require that we redeem the entire outstanding balance of the 2025 Non-Convertible Promissory Notes, Related Party, together with all accrued interest thereon, using up to 100% of the gross proceeds of such Financing.

On October 6, 2025, we entered into a twelve-month credit facility with the holder of the 2025 Non-Convertible Promissory Notes, Related Party to borrow up to \$5.0 million on terms comparable to the existing 2025 Non-Convertible Promissory Notes, Related Party, except as noted below. In connection with this twelve-month credit facility, we entered into a security agreement to grant the holder of the 2025 Non-Convertible Promissory Notes, Related Party a security interest in certain property of the Company pari passu with the security interest held by holders of the December 2024 Secured Convertible Notes, Related Party.

Upon the occurrence (and during the continuance) of an event of default (see above), those 2025 Non-Convertible Promissory Notes, Related Party issued on or after October 6, 2025 shall accrue interest at 10% per annum until such time as the event of default is cured or waived. The premium payment on those 2025 Non-Convertible Promissory Notes, Related Party issued on or after October 6, 2025 shall equal 15% of the outstanding principal and accrued interest.

Private Investment in Public Entity

On April 30, 2025, we issued 48,755,000 shares of our common stock at a price of \$0.04 per share to investors of a private placement offering in consideration of \$1,942,650, net of fees of \$7,550. The investments were made pursuant to a securities purchase agreement which contained customary representations, warranties and agreements by us and the investors and customary conditions to closing.

CRITICAL ACCOUNTING ESTIMATES

Our management's discussion and analysis of financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of our consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates based on historical experience and make various assumptions, which management believes to be reasonable under the circumstances, which form the basis for judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our critical accounting estimates, the more significant judgments and estimates used in the preparation of our consolidated financial statements, remain unchanged from those summarized in Part II, Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our 2024 Annual Report.

RESULTS OF OPERATIONS

Since the Collateral Agent has sold in a foreclosure sale on November 24, 2025 all of our assets related to our CDMO operations, we do not have any assets that can generate revenue and therefore we did not generate any revenue for the remainder of 2025 and do not anticipate generating any revenue from operations in the near term. We do not expect to generate revenue unless and until we consummate a strategic transaction such as a reverse merger or asset acquisition. However, we can provide no assurance that we will be able to find a merger candidate or funding to acquire other assets. If we are unable to find financing or undertake a strategic alternative we may need to file for bankruptcy, liquidate our company or reorganize the Company, or a combination of the foregoing. In addition, our status as a "Shell Company" will negatively impact our ability to attract investors as removal of restricted stock legends is limited for any prior or current "Shell Companies."

Comparison of the three months ended September 30, 2025 and 2024

Revenues. Revenue decreased \$0.7 million to \$0.2 million for the three months ended September 30, 2025 compared to the same three-month period in 2024. Six CDMO customer contracts, representing revenue of \$0.4 million during the three months ended September 30, 2024, were canceled, completed, or suspended indefinitely due to lack of funding, resulting in no revenue recognized for those contracts during the three months ended September 30, 2025. As stated above, we did not generate any revenue for the remainder of 2025 and do not anticipate generating any revenue from operations in the near term.

Cost of revenues. Cost of revenues decreased \$0.8 million to \$0.1 million for the three months ended September 30, 2025 compared to the same three-month period in 2024. Cost of revenues primarily consisted of the direct cost of labor and material costs at Scorpis Bio. The decrease in cost of revenues is primarily due to lower production levels. We do not expect to have any future cost of revenue as we have ceased operations.

Research and development expense. The majority of our research and development activities were performed on behalf of our customers in our role as their CDMO. Whereas labor costs directly attributable to customer projects were classified and reported as cost of revenues, all other CDMO costs, including labor costs, that are not of an administrative nature are

[Table of Contents](#)

classified and reported as research and development expense. Research and development expense decreased \$1.8 million to \$2.5 million for the three months ended September 30, 2025 compared to the same three-month period in 2024.

Selling, general and administrative expense. Selling, general and administrative expenses were \$2.3 million and \$5.6 million for the three months ended September 30, 2025 and 2024, respectively. The decrease of \$3.3 million was primarily due to reduced operational activity and general cost cutting measures that delayed, reduced, or eliminated certain spend.

Change in fair value of contingent earn-out receivable, related party. The contingent earn-out receivable, related party was reclassified to related party receivable on July 30, 2024 as described in our 2024 Annual Report.

Non-operating income and expenses. A portion of non-operating expenses for the three months ended September 30, 2025 and 2024 relates to changes in fair value of financial instruments that either require measurement at fair value or that we have elected to measure at fair value. Details of our fair value measurements can be found in Note 3 *Fair Value of Financial Instruments* of the Notes to the Consolidated Financial Statements (Unaudited).

Comparison of the nine months ended September 30, 2025 and 2024

Revenues. Revenue decreased \$4.5 million to \$0.7 million for the nine months ended September 30, 2025 compared to the same nine-month period in 2024. The largest customer during the nine months ended September 30, 2024, representing revenue of \$2.3 million, migrated to a larger CDMO during 2024. As stated above, we did not generate any revenue for the remainder of 2025 and do not anticipate generating any revenue from operations in the near term.

Cost of revenues. Cost of revenues decreased \$1.9 million to \$0.7 million for the nine months ended September 30, 2025 compared to the same nine-month period in 2024. Cost of revenues primarily consisted of the direct cost of labor and material costs at Scorpius Bio. The decrease in cost of revenues is primarily due to lower production levels. We do not expect to have any future cost of revenue as we have ceased operations.

Research and development expense. The majority of our research and development activities were performed on behalf of our customers in our role as their CDMO. Whereas labor costs directly attributable to customer projects were classified and reported as cost of revenues, all other CDMO costs, including labor costs, that are not of an administrative nature are classified and reported as research and development expense. Research and development expense decreased \$3.4 million to \$8.4 million for the nine months ended September 30, 2025 compared to the same nine-month period in 2024.

Selling, general and administrative expense. Selling, general and administrative expenses were \$9.3 million and \$15.7 million for the nine months ended September 30, 2025 and 2024, respectively. The decrease of \$6.4 million was primarily due to reduced operational activity and general cost cutting measures that delayed, reduced, or eliminated certain spend.

Change in fair value of contingent earn-out receivable, related party. The contingent earn-out receivable, related party was reclassified to related party receivable on July 30, 2024 as described in our 2024 Annual Report.

Other operating expenses. The loss on lease assignment and termination and the loss on disposal of long-lived assets of \$5.7 million and \$0.7 million, respectively, for the nine months ended September 30, 2025 are described in Note 12 *Leases* of the Notes to the Consolidated Financial Statements (Unaudited). No lease assignments or terminations occurred during the nine months ended September 30, 2024 requiring similar loss recognition. A loss on disposal of long-lived assets of \$0.6 million was recognized for the nine months ended September 30, 2024.

Non-operating income and expenses. A portion of non-operating expenses for the nine months ended September 30, 2025 and 2024 relates to changes in fair value of financial instruments that either require measurement at fair value or that we have elected to measure at fair value. Details of our fair value measurements can be found in Note 3 *Fair Value of Financial Instruments* of the Notes to the Consolidated Financial Statements (Unaudited). The \$1.0 million decrease in other income is due to the \$1.0 million license revenue recognized during the nine months ended September 30, 2024. As described in Note 2 *Summary of Significant Accounting Policies* of the Notes to the Consolidated Financial Statements (Unaudited), we also recognized a loss of \$0.8 million for the nine months ended September 30, 2025 related to the loss on settlement of related party receivable.

LIQUIDITY AND CAPITAL RESOURCES

Sources of Liquidity

As of September 30, 2025, we had approximately \$0.6 million in cash and cash equivalents. As of February 17, 2026, our cash and cash equivalents were less than \$0.1 million.

We have incurred an accumulated deficit of \$303.0 million through September 30, 2025. We have incurred negative cash flows from operations since we started our business. We spent substantial amounts in connection with implementing our prior business strategy, including our planned product development efforts, our clinical trials, and our research and discovery efforts. We have never generated significant revenue from operations and do not anticipate that we will generate any revenue unless we engage in a strategic alternative. However, to sustain our public operations we will need to raise capital.

For the nine months ended September 30, 2025, we generated approximately \$0.7 million in revenue and used cash in operating activities of approximately \$9.7 million. To date the revenue generated from our operations has not been sufficient to cover our operating expenses and we have raised money through the various completed public offerings and debt issuances described above and in our 2024 Annual Report.

We have suffered recurring losses from operations and have not generated significant revenue or positive cash flows from operations. Further, with the foreclosure sale of our CDMO assets by the Collateral Agent, we have no or nominal operations and no inventory, property, plant, and equipment, or operating lease right-of-use assets and nominal finance lease right-of-use assets. Therefore, we currently have no assets from which we can derive revenue. The senior lender who has been funding certain of our payment obligations has no obligation to continue funding our company and may cease to do so at any time. These factors raise substantial doubt about our ability to continue as a going concern for a period of one year from the date of this filing. At February 17, 2026, our cash and cash equivalents were less than \$0.1 million. Our current cash is anticipated to be sufficient to fund our ongoing public company expenses only through February 2026.

We are also exploring strategic alternatives. There can be no assurance that we will be successful in implementing these plans. If we do not raise capital or successfully engage in a strategic transaction such as a reverse merger or asset acquisition in the next few months, we may be required to file for bankruptcy and liquidate our company.

Cash Flows

The following table summarizes our cash flows for the nine months ended September 30, 2025 and 2024.

| (in millions) | Nine Months Ended September 30, | |
|-----------------------------------|------------------------------------|-----------|
| | 2025 | 2024 |
| Cash flows provided by (used in): | | |
| Operating activities | \$ (9.7) | \$ (20.7) |
| Investing activities | 0.1 | 2.8 |
| Financing activities | 9.2 | 22.3 |

Operating activities

Working capital changes comprise \$5.6 million of the \$11.0 million decrease in cash used in operating activities for the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024 and are reflective of the conditions and events described in the going concern uncertainty section in Note 2 *Summary of Significant Accounting Policies* of the Notes to the Consolidated Financial Statements (Unaudited). Excluding the \$5.7 million loss on lease assignment and termination for the nine months ended September 30, 2025, the net losses, adjusted for noncash expenses and changes in fair value estimates, were generally consistent for the nine months ended September 30, 2025 and 2024.

[Table of Contents](#)

Investing activities

The change in cash flows from investing activities is primarily related to a significant liquidation of short-term investments that occurred during the nine months ended September 30, 2024, resulting in net proceeds of \$2.0 million. We also received proceeds of \$1.0 million from the sale of an intellectual property license during the nine months ended September 30, 2024.

Financing activities

Net cash provided by financing activities was \$9.2 million during the nine months ended September 30, 2025 compared to \$22.3 million for the same period in 2024. Net proceeds from common stock issuances decreased \$18.1 million during the comparative periods while proceeds from debt issuances, net of repayments, increased \$4.4 million during the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024. We also received proceeds of \$0.6 million from the settlement of related party receivable during the nine months ended September 30, 2025.

Current and Future Financing Needs

Since our inception in June 2008, we have incurred significant losses and we have financed our operations with net proceeds from the private placement of our preferred stock, common stock and debt and the assignment of certain non-core assets pursuant to the terms of the Patent Agreement, the Original Elusys Convertible Note and the public offering of our common stock. We do not have sufficient cash and recently have been dependent upon loans from our senior lender to support our expenses. With the foreclosure sale of our CDMO assets, we have ceased operations and currently have no assets from which we can derive revenue. The senior lender has no obligation to continue funding our company and may cease to do so at any time. In addition, our status as a "Shell Company" will negatively impact our ability to attract investors as removal of restricted stock legends is limited for any prior or current "Shell Companies." As of September 30, 2025, we had an accumulated deficit of approximately \$303.0 million. We had a net loss of \$16.8 million for the nine months ended September 30, 2025. At February 17, 2026, our cash and cash equivalents were less than \$0.1 million. Our current cash is anticipated to be sufficient to fund expenses only through February 2026, and therefore, we need to explore strategic alternatives. In order to avoid bankruptcy or liquidation, we will need additional funds which may not be available.

We have based our estimate on assumptions that may prove to be wrong. Potential sources of financing include strategic relationships, public or private sales of our equity or debt and other sources. We may seek to access the public or private equity markets when conditions are favorable due to our long-term capital requirements. We do not have any committed sources of financing at this time, and it is uncertain whether additional funding will be available when we need it on terms that will be acceptable to us, or at all. In addition, our ability to raise capital through the sale of securities is limited by our inability to utilize a registration statement on Form S-3 to raise capital until our common stock is once again listed on a national securities exchange or our non-affiliate public float exceeds \$75 million, which may not happen, and our inability to engage in public offerings in many states due to blue sky laws. In addition, until our filings with the SEC are current, we cannot raise capital through certain types of financings. If we raise funds by selling additional shares of common stock or other securities convertible into common stock, the ownership interest of our existing stockholders will be diluted. If we are not able to obtain financing when needed, we may be required to cease being a public company and/or file for bankruptcy, liquidate our company or reorganize the Company, or a combination of the foregoing.

There can be no assurance that this process will result in any transaction or other strategic change or as to the timing of any such potential agreement or transaction. Scorpious does not intend to disclose further developments unless and until the Board of Directors has approved a specific course of action or determines that further disclosure is appropriate or required.

These factors raise substantial doubt about our ability to continue as a going concern for one year after the financial statements are issued. To meet our capital needs, we are considering multiple alternatives, including, but not limited to, additional equity financings, which include sales of our common stock, debt financings, and other funding transactions. As of September 30, 2025, we had approximately \$0.6 million in cash and cash equivalents. As of the date of the filing of this Quarterly Report, we have less than \$0.1 million in cash and cash equivalents. Management has determined that there is substantial doubt about our ability to continue as a going concern within one year after the consolidated financial statements are issued.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report, we conducted an evaluation, under the supervision of and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Disclosure controls and procedures are those controls and procedures designed to provide reasonable assurance that the information required to be disclosed in our Exchange Act filings is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2025, our disclosure controls and procedures were not effective because of material weaknesses in our internal control over financial reporting that were reported in our 2024 Annual Report, which have not been remediated. The material weaknesses are further described below.

Material Weaknesses in Internal Control Over Financial Reporting

A material weakness (as defined in Rule 12b-2 under the Exchange Act) is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Our management concluded that the following material weaknesses existed as of September 30, 2025:

- As first reported in our Annual Report on Form 10-K for the year ended December 31, 2022 (the “2022 Annual Report”), we identified ineffective information technology general controls in the areas of user access and segregation of duties related to certain information technology systems that support our financial reporting process. As a result, certain activity level controls were also deemed to be ineffective that are dependent on information derived from these information technology systems.
- As first reported in our 2022 Annual Report, we determined that we had made certain errors in the manner in which we recognized the deferred tax asset valuation allowance related to the acquisition of Elusys Therapeutics with the result that net loss had been overstated in our quarterly filings for the periods ending June 30, 2022 through September 30, 2022. As a result, we determined that there were material errors in the financial statements that required a restatement of our Forms 10-Q for the quarterly periods ended June 30, 2022 through September 30, 2022. This was due to the inadequate design and implementation of controls to evaluate and monitor the accounting for income taxes.
- As first reported in our 2022 Annual Report, we identified a material weakness related to the ineffective design of certain management review controls across a significant portion of our financial statement areas, particularly with regard to the precision of the review and evidence of review procedures performed.
- As first reported in our Annual Report on Form 10-K for the year ended December 31, 2023, we identified a material weakness related to the ineffective design and implementation of controls around process development revenue recognition, specifically, controls over the review of labor hours incurred and expected to be incurred in satisfaction of our performance obligations, and as first reported in our 2024 Annual Report, standalone selling price.

[Table of Contents](#)

- As first reported in our 2024 Annual Report, we identified a material weakness related to ineffective design and implementation of controls over identifying and recording impairments of long-lived assets. This deficiency resulted from a lack of sufficient precision in our review of the impairment of long-lived assets.

Remediation of Material Weaknesses

In order to remediate these material weaknesses, we will change certain control activities over financial reporting to include, but not limited to, the following: (i) evaluating and implementing enhanced process controls around user access management and segregation of duties, (ii) expanding the documentation over user access and system controls and enhancing the level of evidence maintained in management review controls and (iii) enhancing the design of existing controls and are implementing new controls over the accounting, processing, and recording of income tax and revenue.

We are committed to maintaining a strong internal control environment and implementing measures designed to help ensure that control deficiencies contributing to the material weaknesses are remediated as soon as possible.

Notwithstanding the material weaknesses described above, management has concluded that the consolidated financial statements included in this Quarterly Report present fairly, in all material respects, our financial position, results of operations and cash flows in conformity with GAAP.

Changes in Internal Control over Financial Reporting

During the fiscal quarter ended September 30, 2025, other than the plan discussed above under “Remediation of Material Weaknesses”, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. We are not presently a party to any legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, financial condition or cash flows. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

ITEM 1A. RISK FACTORS.

Investing in our securities involves a high degree of risk. You should carefully consider the following risks, together with all the other information in this Quarterly Report, including our condensed consolidated financial statements and notes thereto. If any of the following risks actually materialize, our operating results, financial condition and liquidity could be materially adversely affected. The following information updates should be read in conjunction with the information disclosed in Part 1, Item 1A, “Risk Factors,” contained in our 2024 Annual Report. Except as disclosed below, there have been no material changes from the risk factors and uncertainties disclosed in our 2024 Annual Report.

We no longer have any assets related to our CDMO operations and are a “Shell Company”.

On September 9, 2025, we received a notice of default and acceleration letter (“Notice of Default”) from the collateral agent on behalf of the holders of the December 2024 Secured Convertible Notes (the “Collateral Agent”) for, among other things, our failure to maintain an effective and available applicable registration statement in accordance with the terms of the December 2024 Purchase Agreement, the failure of our common stock to remain listed on an eligible market for a period of more than ten (10) consecutive trading days and the failure to make payments when and as due. With the Notice of Default, all amounts owed under the December 2024 Secured Convertible Notes were due and payable. The default on the December 2024 Secured Convertible Notes also triggered a default on the 2025 Non-Convertible Promissory Notes. On October 10, 2025, we received a Notice of Public Disposition under the Uniform Commercial Code (the “UCC Notice”)

[Table of Contents](#)

from the Collateral Agent. The UCC Notice established the timing and location of a foreclosure sale of all or a portion of our pledged collateral, which occurred on November 24, 2025. The Collateral Agent closed on the sale of substantially all of our assets on December 10, 2025. These events have had a serious disruptive effect on our business operations. Since the Collateral Agent has sold in a foreclosure sale all of our assets related to our CDMO operations, we do not have any assets that can generate revenue and therefore we do not anticipate generating any revenue from operations in the near term. We do not expect to generate revenue unless and until another business is merged into our company or acquired. However, we can provide no assurance that we will be able to find a merger candidate or funding to acquire other assets. If we are unable to find financing or undertake a strategic alternative we may need to file for bankruptcy, liquidate our company or reorganize the Company, or a combination of the foregoing. In addition, our status as a “Shell Company” will negatively impact our ability to attract investors as removal of restricted stock legends is limited for any prior or current “Shell Companies.”

We have not generated, and do not anticipate generating, revenue in the near future.

To date, we have not generated significant revenue from our business and a significant portion of our revenue since inception has been revenue from lines of business in which we are no longer engaged. For the nine months ended September 30, 2025, we had a net loss of \$16.8 million. For the years ended December 31, 2024 and 2023, we had net losses of approximately \$34.3 and \$46.8 million, respectively. We do not anticipate generating any revenue for at least the remainder of 2025 or longer due to the termination of our lease and sale of our CDMO related assets. Investors should consider our prospects in light of the risk, expenses and difficulties we will encounter as an early-stage company. Our revenue and income potential is unproven and our business model is continually evolving.

We will need to raise additional capital to support our long-term business plans and our failure to obtain funding may force us to file for bankruptcy and liquidate the Company.

During the nine months ended September 30, 2025, our operating activities used net cash of approximately \$9.7 million and as of September 30, 2025, our cash and cash equivalents were approximately \$0.6 million. During the year ended December 31, 2024, our operating activities used net cash of approximately \$26.0 million and as of December 31, 2024, our cash and cash equivalents and short-term investments were approximately \$1.2 million. During the year ended December 31, 2023, our operating activities used net cash of approximately \$31.5 million and as of December 31, 2023 our cash and cash equivalents and short-term investments were approximately \$2.4 million. We have experienced significant losses since inception and have a significant accumulated deficit. As of September 30, 2025, December 31, 2024, and December 31, 2023, our accumulated deficit was \$303.0 million, \$287.2 million, and \$254.4 million, respectively, on a consolidated basis. We do not have sufficient cash to support our expenses beyond February 2026 and recently have been dependent upon loans from our senior lender to support our expenses. The senior lender who has been financing certain of our payment obligations has no obligation to continue funding our company and may cease to do so at any time.

Our current cash is anticipated to be sufficient to fund expenses through February 2026. We will need additional future financing which may not be available on acceptable terms, if at all.

We do not currently have the ability to generate any revenue from operations and we will need to raise additional capital to pay for our expenses of being a public company and we cannot be certain that funding will be available to us on acceptable terms on a timely basis, or at all. Our current cash and cash equivalents, including proceeds from our recent completed public offerings and debt issuances, is anticipated to be sufficient to fund operations through February 2026. To meet our financing needs, we are considering multiple alternatives, including, but not limited to, additional equity financings, which we expect will include sales of common stock, debt financings, and/or funding from partnerships or collaborations. In addition, our ability to raise capital through the sale of securities is limited by our inability to utilize a registration statement on Form S-3 to raise capital until our common stock is once again listed on a national securities exchange or our non-affiliate public float exceeds \$75 million, which may not happen, and our inability to engage in public offerings in many states due to blue sky laws. In addition, until our filings with the SEC are current, we cannot raise capital through certain types of financings. In addition, our status as a “Shell Company” will negatively impact our ability to attract investors as removal of restricted stock legends is limited for any prior or current “Shell Companies.” In addition, our current outstanding debt holders have a right to require us to use 25% of any proceeds received from each future

[Table of Contents](#)

financing to repay their loans. To the extent that we raise additional funds by issuing equity securities, our stockholders may experience significant dilution. Any debt financing, if available, may involve restrictive covenants (such as those in our current debt financing) that may impact our ability to conduct our business. Since our common stock has been delisted from trading on the NYSE American, we are limited in the types of financings we can effect. If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we have to restructure the Company or initiate steps to cease being a public company and/or file for bankruptcy and liquidate the company.

Our financial statements have been prepared assuming that we will continue as a going concern.

As of and for the nine months ended September 30, 2025, we have an accumulated deficit of \$303.0 million and a net loss of approximately \$16.8 million. We have an accumulated deficit of \$287.2 million as of December 31, 2024 and a net loss of approximately \$34.3 million for the year ended December 31, 2024. We have not generated significant revenue or positive cash flows from operations and expect to incur significant expenses and continued losses for the foreseeable future. Our audited financial statements for the fiscal year ended December 31, 2024 were prepared under the assumption that we will continue as a going concern; however, we have incurred significant losses from operations to date and we do not have any source of revenue. These factors raise substantial doubt about our ability to continue as a going concern for one year after the financial statements are issued. Our auditor also included an explanatory paragraph in its report on our financial statements as of and for the year ended December 31, 2024 with respect to this uncertainty. There can be no assurance that funding will be available on acceptable terms on a timely basis, or at all. The various ways that we could raise capital carry potential risks. Any additional sources of financing will likely involve the issuance of our equity securities, which will have a dilutive effect on our stockholders. Any debt financing, if available, may involve restrictive covenants that may impact our ability to conduct our business. As such, we cannot conclude that such plans will be effectively implemented within one year after the date that the financial statements included in this Quarterly Report are filed with the SEC and there is uncertainty regarding our ability to maintain liquidity sufficient to operate our business effectively, which raises substantial doubt about our ability to continue as a going concern.

We have incurred net losses every year since our inception and expect to continue to generate losses and it is uncertain whether we will achieve profitability.

For the nine months ended September 30, 2025, we incurred a net loss of \$16.8 million. For the years ended December 31, 2024 and 2023, we incurred a net loss of \$34.3 million and \$46.8 million, respectively. We have an accumulated deficit of \$303.0 million through September 30, 2025. We expect to continue to incur losses until such time, if ever, as we are able to achieve sufficient levels of revenue from operations. As stated above, we do not anticipate generating any revenue at least through the remainder of 2025 and then only if we engage in a strategic alternative.

We identified material weaknesses in our internal control over financial reporting and we cannot provide assurances that these weaknesses will be effectively remediated or that additional material weaknesses will not occur in the future.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for evaluating and reporting on the effectiveness of our system of internal control. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America. As a public company, we are required to comply with the Sarbanes-Oxley Act and other rules that govern public companies. In particular, we are required to certify our compliance with Section 404 of the Sarbanes-Oxley Act, which requires us to furnish annually a report by management on the effectiveness of our internal control over financial reporting.

We have identified material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis. The existence of one or more material weaknesses precludes a conclusion by management that our disclosure controls and procedures and internal control over financial reporting are effective. The material weaknesses identified to date include (i) ineffective information technology general controls in the areas of user access and segregation of duties; (ii) ineffective design of management review controls over the computation of disclosure of income taxes; (iii)

[Table of Contents](#)

the ineffective design of certain management review controls across financial statement areas with respect to the precision and evidence of review procedures performed; (iv) the ineffective design and implementation of controls around revenue recognition specific to our review of labor hours incurred, labor hours expected to be incurred, and standalone selling price; and (v) the ineffective design and implementation of controls over identifying and recording impairments of long-lived assets with respect to the precision of our review. As a result of the material weaknesses, we believe that our internal control over financial reporting was not effective and our disclosure controls and procedures were not effective for the year ended December 31, 2024 and the three and nine months ended September 30, 2025. In preparing our audited financial statements for the year ended December 31, 2024 and unaudited financial statements for the three and nine months ended September 30, 2025, we determined that the material weaknesses still exist in our internal controls over financial reporting and our disclosure controls were ineffective. Management is committed to the remediation of the material weaknesses. Management is actively engaged in the implementation of remediation efforts.

We will be required to expend time and resources to further improve our internal controls over financial reporting. However, we cannot assure you that our internal control over financial reporting, as modified, will enable us to identify or avoid material weaknesses in the future. Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business, including increased complexity resulting from our international expansion. Further, weaknesses in our disclosure controls or our internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our operating results or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting could also adversely affect the results of management reports and independent registered public accounting firm audits of our internal control over financial reporting that we will eventually be required to include in our periodic reports that will be filed with the SEC. Ineffective disclosure controls and procedures, and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the market price of our common stock.

If we are not able to comply with the requirements of the Sarbanes-Oxley Act or if we are unable to maintain effective internal control over financial reporting, we may not be able to produce timely and accurate financial statements or guarantee that information required to be disclosed by us in the reports that we file with the SEC, is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms. Any failure of our internal control over financial reporting or disclosure controls and procedures could cause our investors to lose confidence in our publicly reported information, cause the market price of our stock to decline, expose us to sanctions or investigations by the SEC or other regulatory authorities, or impact our results of operations.

Certain of our convertible and non-convertible notes have covenants and other provisions that restrict or prohibit certain activities.

The December 2024 Secured Convertible Notes and the 2025 Non-Convertible Promissory Notes contain, and any future indebtedness agreements may contain, certain covenants that restrict our ability to finance future operations or capital needs, restrict certain of our expenditures or restrict us from engaging in other business activities. The December 2024 Secured Convertible Notes prohibit us and our subsidiaries from incurring any new indebtedness and they also provide that while the December 2024 Secured Convertible Notes remain outstanding, we are required to maintain a net monthly cash burn of not more than \$1,800,000, calculated on an average trailing-three-month basis, decreasing by increments of \$500,000 every three months.

On September 9, 2025, we received a notice of default and acceleration letter (“Notice of Default”) from the holders of the December 2024 Secured Convertible Notes for, among other things, our failure to maintain an effective and available applicable registration statement in accordance with the terms of the December 2024 Purchase Agreement, the failure of our common stock to remain listed on an eligible market for a period of more than ten (10) consecutive trading days and the failure to make payments when and as due. With the Notice of Default, all amounts owed under the December 2024 Secured Convertible Notes were due and payable, including principal, accrued interest, redemption premiums, late fees, and the Make-Whole Amount. The Notice of Default may have a material adverse effect on our business operations.

[Table of Contents](#)

On October 6, 2025, we entered into a twelve-month credit facility with the holder of the 2025 Non-Convertible Promissory Notes, Related Party to borrow up to \$5.0 million on terms comparable to the existing 2025 Non-Convertible Promissory Notes, Related Party. There is no assurance that we will be able to achieve compliance with any covenants in the future.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

There were no sales of unregistered securities during the quarter ended September 30, 2025 that were not previously disclosed in our filings with the SEC.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

On September 9, 2025, we received a notice of default and acceleration letter (“Notice of Default”) from the holders of the December 2024 Secured Convertible Notes for, among other things, our failure to maintain an effective and available applicable registration statement in accordance with the terms of the December 2024 Purchase Agreement, the failure of our common stock to remain listed on an eligible market for a period of more than ten (10) consecutive trading days and the failure to make payments when and as due. With the Notice of Default, all amounts owed under the December 2024 Secured Convertible Notes were due and payable, including principal, accrued interest, redemption premiums, late fees, and the Make-Whole Amount.

Since the Collateral Agent has sold in a foreclosure sale all assets related to our CDMO operations, we do not have any assets that can generate revenue and therefore we do not anticipate generating any revenue from operations in the near term. We do not expect to generate revenue unless and until another business is merged into our company or acquired. However, we can provide no assurance that we will be able to find a merger candidate or funding to acquire other assets. If are unable to find financing or undertake a strategic alternative we may need to file for bankruptcy, liquidate our company or reorganize the Company, or a combination of the foregoing. In addition, our status as a “Shell Company” will negatively impact our ability to attract investors as removal of restricted stock legends is limited for any prior or current “Shell Companies.”

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHER INFORMATION.

During the nine months ended September 30, 2025, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS.

The exhibits filed as part of this Quarterly Report on Form 10-Q are set forth on the Exhibit Index. The Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Third Amended and Restated Certificate of Incorporation of Heat Biologics, Inc. dated as of March 20, 2013 (incorporated by reference to Exhibit 3.5 to the Registration Statement on Form S-1 with the Securities and Exchange Commission on May 6, 2013 (File No. 333-188365)). |
| 3.2 | Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of Heat Biologics, Inc. dated as of May 29, 2013 filed on May 30, 2013 (incorporated by reference to Exhibit 3.6 to the Registration Statement on Form S-1/A with the Securities and Exchange Commission on May 30, 2013 (File No. 333-188365)). |

[Table of Contents](#)

| Exhibit No. | Description |
|--------------------|--|
| 3.3 | Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of Heat Biologics, Inc. dated as of July 13, 2017 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K/A filed with the Securities and Exchange Commission on July 17, 2017 (File No. 001-35994)). |
| 3.4 | Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Heat Biologics, Inc. dated as of January 18, 2018 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on January 19, 2018 (File No. 001-35994)). |
| 3.5 | Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of Heat Biologics, Inc. dated as of March 20, 2020 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K with the Securities and Exchange Commission on March 23, 2020 (File No. 001-35994)). |
| 3.6 | Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Heat Biologics, Inc. dated as of December 11, 2020 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 10, 2020 (File No. 001-35994)). |
| 3.7 | Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of Heat Biologics, Inc. dated as of April 28, 2022 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K with the Securities and Exchange Commission on May 3, 2022 (File No. 001-35994)). |
| 3.8 | Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation dated as of February 5, 2024 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K with the Securities and Exchange Commission on February 6, 2024 (File No. 001-35994)). |
| 3.9 | Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation dated as of July 16, 2024 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K with the Securities and Exchange Commission on July 18, 2024 (File No. 001-35994)). |
| 3.10 | Second Amended and Restated Bylaws, dated May 3, 2022 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 3, 2022 (File No. 001-35994)). |
| 3.11 | Certificate of Amendment of the Company's Third Amended and Restated Certificate of Incorporation, filed with the Secretary of State of Delaware on July 17, 2024 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 18, 2024 (File No. 001-35994)) |
| 4.1 | Form of Promissory Note, dated April 10, 2025, in the principal amount of \$450,000 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 11, 2025 (File No. 001-35994)). |
| 4.2 | Description of Securities of Scorpius Holdings, Inc. (incorporated by reference to Exhibit 4.14 to the Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 30, 2025 (File No. 001-35994)) |
| 4.3 | Form of Amendment to Senior Secured Convertible Note, dated May 1, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 5, 2025 (File No. 001-35994)). |
| 4.4 | Form of Amendment to Common Stock Purchase Warrant, dated May 1, 2025, (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 5, 2025 (File No. 001-35994)). |
| 4.5 | Promissory Note in the principal amount of \$450,000, dated May 15, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 20, 2025 (File No. 001-35994)). |
| 4.6 | Promissory Note in the principal amount of \$535,000, dated May 30, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 3, 2025 (File No. 001-35994)). |
| 4.7 | Promissory Note in the principal amount of \$130,000, dated June 18, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 23, 2025 (File No. 001-35994)). |
| 4.8 | Promissory Note in the principal amount of \$425,000, dated June 30, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 3, 2025 (File No. 001-35994)). |

[Table of Contents](#)

| Exhibit No. | Description |
|--------------------|---|
| 4.9 | Form of Amendment to Senior Secured Convertible Note, dated July 11, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 23, 2025 (File No. 001-35994)) |
| 4.10 | Form of Promissory Note in the principal amount of \$485,000, dated July 11, 2025, (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 23, 2025 (File No. 001-35994)) |
| 4.11 | Form of Promissory Note in the principal amount of \$490,000, dated July 25, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 30, 2025 (File No. 001-35994)) |
| 4.12 | Form of Promissory Note in the principal amount of \$500,000, dated August 29, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 2, 2025 (File No. 001-35994)) |
| 4.13 | Form of Promissory Note in the principal amount of \$471,000, dated September 12, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 19, 2025 (File No. 001-35994)) |
| 4.14 | Form of Promissory Note in the principal amount of \$128,000, dated September 22, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 24, 2025 (File No. 001-35994)) |
| 4.15 | Promissory Note in the principal amount of \$500,083, dated September 30, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 8, 2025 (File No. 001-35994)) |
| 4.16 | Form of Additional Non-Convertible Secured Promissory Note (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 8, 2025 (File No. 001-35994)) |
| 4.17 | Form of Non-Convertible Secured Promissory Note, dated October 14, 2025, in the principal amount of \$471,000 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 17, 2025 (File No. 001-35994)) |
| 4.18 | Form of Non-Convertible Secured Promissory Note in the principal amount of \$441,000, dated October 27, 2025, (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 17, 2025 (File No. 001-35994)) |
| 4.19 | Form of Non-Convertible Secured Promissory Note in the principal amount of \$101,176, dated November 3, 2025, (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 17, 2025 (File No. 001-35994)) |
| 4.20 | Form of Non-Convertible Secured Promissory Note in the principal amount of \$345,000, dated November 10, 2025, (incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 17, 2025 (File No. 001-35994)) |
| 4.21 | Form of Non-Convertible Secured Promissory Note in the principal amount of \$122,000, dated November 20, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 25, 2025 (File No. 001-35994)) |
| 4.22 | Form of Non-Convertible Secured Promissory Note in the principal amount of \$33,000, dated November 25, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 2, 2025 (File No. 001-35994)) |
| 4.23 | Form of Non-Convertible Secured Promissory Note in the principal amount of \$630,020, dated November 26, 2025, (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 2, 2025 (File No. 001-35994)) |
| 4.24 | Form of Non-Convertible Secured Promissory Note in the principal amount of \$134,000, dated December 1, 2025, (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 2, 2025 (File No. 001-35994)) |
| 4.25 | Form of Second Amended and Restated Convertible Promissory Note, dated December 2, 2025, in the principal amount of \$2,250,000 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 3, 2025 (File No. 001-35994)) |
| 4.26 | Non-Convertible Secured Promissory Note in the principal amount of \$44,375, dated December 16, 2025, (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on January 13, 2026 (File No. 001-35994)) |

[Table of Contents](#)

| Exhibit No. | Description |
|--------------------|--|
| 4.27 | Non-Convertible Secured Promissory Note in the principal amount of \$78,350, dated December 17, 2025, (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on January 13, 2026 (File No. 001-35994)) |
| 4.28 | Non-Convertible Secured Promissory Note in the principal amount of \$54,515, dated December 30, 2025, (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on January 13, 2026 (File No. 001-35994)) |
| 4.29 | Non-Convertible Secured Promissory Note in the principal amount of \$62,300, dated January 8, 2026, (incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on January 13, 2026 (File No. 001-35994)) |
| 10.1 | Personal Guaranty, dated May 16, 2025, by and between Jeffrey Wolf and 3i, L.P. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 20, 2025 (File No. 001-35994)) |
| 10.2 | Amendment Agreement, dated October 6, 2025, by and between the Company and 3i, L.P. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 8, 2025 (File No. 001-35994)) |
| 10.3 | Security Agreement, dated October 6, 2025, by and between the Company, all the domestic subsidiaries of the Company and 3i, L.P. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 8, 2025 (File No. 001-35994)) |
| 10.4 | Subsidiary Guarantee, dated October 6, 2025, by and between the Company, the Guarantors and the Secured Parties (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 8, 2025 (File No. 001-35994)) |
| 19.1 | Insider Trading Policy (incorporated by reference to Exhibit 19.1 to the Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 30, 2025 (File No. 001-35994)) |
| 31.1* | Certification of Jeffrey Wolf, Principal Executive Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of William Ostrander, Principal Financial Officer and Principal Accounting Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1** | Certification of Jeffrey Wolf, Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2** | Certification of William Ostrander, Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS* | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH* | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL* | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF* | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB* | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE* | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104* | Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101). |

* Filed herewith.

** These certifications are being furnished solely to accompany this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of Scorpius Holdings, Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SCORPIUS HOLDINGS, INC.

Date: February 17, 2026

By: /s/ Jeffrey A. Wolf

Jeffrey A. Wolf

Chairman and Chief Executive Officer

(Principal Executive Officer)

Date: February 17, 2026

By: /s/ William Ostrander

William Ostrander

Chief Financial Officer

(Principal Financial and Accounting Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jeffrey Wolf, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Scorpius Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 17, 2026

By: /s/ Jeffrey Wolf

Name: Jeffrey Wolf

Title: Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William Ostrander, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Scorpius Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 17, 2026

By: /s/ William Ostrander

Name: William Ostrander
Title: Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jeffrey Wolf, Chief Executive Officer (Principal Executive Officer) of Scorpius Holdings, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2025 (the "Form 10-Q") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented.

Date: February 17, 2026

By: /s/ Jeffrey Wolf

Name: Jeffrey Wolf

Title: Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, William Ostrander, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) of Scorpions Holdings, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2025 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented.

Date: February 17, 2026

By: /s/ William Ostrander

Name: William Ostrander
Title: Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)
