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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: **June 30, 2025**

☐ 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: 001-41282

SUNSHINE BIOPHARMA INC.

(Exact name of registrant as specified in its charter)

Colorado	**20-5566275**
(State of other jurisdiction of incorporation)	(IRS Employer ID No.)

333 Las Olas Way
CU4 Suite 433
Fort Lauderdale, FL 33301
(Address of principal executive offices)

(954) 330-0684
(Issuer's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock	SBFM	The NASDAQ Stock Market LLC
Common Stock Purchase Warrants	SBFMW	The NASDAQ Stock Market LLC

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. (Check one)

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
	Emerging growth company ☐

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

The number of shares of the registrant's common stock, par value $0.001, issued and outstanding as of August 12, 2025, was 4,555,945 shares.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Sunshine Biopharma Inc.
Consolidated Balance Sheets

	June 30, 2025 (Unaudited)	December 31, 2024
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 10,305,320	$ 9,686,529
Accounts receivable	3,587,560	3,868,418
Inventory	13,018,702	11,278,105
Prepaid expenses	939,436	1,133,297
Total Current Assets	27,851,018	25,966,349
Long-Term Assets:		
Property & equipment	638,354	546,055
Intangible assets	2,490,827	3,019,717
Deferred tax asset	92,234	92,234
Right-of-use-asset	892,817	936,037
Total Long-Term Assets	4,114,232	4,594,043
TOTAL ASSETS	$ 31,965,250	$ 30,560,392
LIABILITIES		
Current Liabilities:		
Accounts payable & accrued expenses	$ 4,797,465	$ 5,543,085
Earnout payable	295,797	295,797
Income tax payable	258,158	268,276
Right-of-use-liability	222,496	207,756
Total Current Liabilities	5,573,916	6,314,914
Long-Term Liabilities:		
Right-of-use-liability	706,530	744,724
Total Long-Term Liabilities	706,530	744,724
TOTAL LIABILITIES	6,280,446	7,059,638
SHAREHOLDERS' EQUITY		
Preferred Stock Series B $0.10 par value per share; 1,000,000 shares authorized, 130,000 shares issued and outstanding	13,000	13,000
Common Stock $0.001 par value per share; 3,000,000,000 shares authorized, 4,555,945 and 2,580,098 shares issued and outstanding at June 30, 2025 and December 31, 2024, respectively	4,555	2,580
Capital paid in excess of par value	97,376,841	93,354,907
Accumulated comprehensive income (loss)	280,787	(829,959)
Accumulated (Deficit)	(71,990,379)	(69,039,774)
TOTAL SHAREHOLDERS' EQUITY	25,684,804	23,500,754
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 31,965,250	$ 30,560,392

See Accompanying Notes To These Unaudited Consolidated Financial Statements

Sunshine Biopharma Inc.
Consolidated Statements of Operations and Comprehensive Loss (Unaudited)

	3 Months Ended June 30, 2025	3 Months Ended June 30, 2024	6 Months Ended June 30, 2025	6 Months Ended June 30, 2024
Revenue:	$ 9,410,230	$ 9,303,067	$ 18,311,571	$ 16,844,113
Cost of Sales	5,987,364	6,946,810	12,158,279	12,133,519
Gross profit	3,422,866	2,356,257	6,153,292	4,710,594
General & Administrative Expenses:				
Accounting	75,611	88,394	369,370	440,400
Consulting	736,727	54,048	1,102,014	101,449
Director fees	100,000	100,000	200,000	200,000
Legal	64,995	223,436	92,194	445,434
Marketing	201,658	256,325	600,019	454,371
Office	806,605	713,245	1,732,483	1,673,636
R&D	196,232	436,235	411,509	658,268
Salaries	2,048,676	1,556,176	3,574,122	3,089,888
Taxes	112,675	145,805	222,851	221,706
Impairment of intangible assets	1,061,809	–	1,061,809	–
Depreciation	72,533	50,870	137,326	93,488
Total General & Administrative Expenses	5,477,521	3,624,533	9,503,697	7,378,640
(Loss) from operations	(2,054,655)	(1,268,276)	(3,350,405)	(2,668,046)
Other Income (Expense):				
Foreign exchange gain	1,940	286,535	2,391	280,768
Interest income	72,715	143,995	148,082	288,084
Interest expense	–	(245)	–	(245)
Total Other Income (Expense)	74,655	430,285	150,473	568,607
Net (loss) before income taxes	(1,980,000)	(837,991)	(3,199,932)	(2,099,439)
Provision for income taxes	209,166	343,691	249,327	321,338
Net (Loss)	$ (1,770,834)	$ (494,300)	$ (2,950,605)	$ (1,778,101)
Other comprehensive income:				
Gain (Loss) from foreign exchange translation	1,084,557	(835,450)	1,110,746	(1,379,155)
Comprehensive (Loss)	$ (686,277)	$ (1,329,750)	$ (1,839,859)	$ (3,157,256)
Basic (Loss) per common share	$ (0.39)	$ (9.94)	$ (0.82)	$ (43.48)
Weighted Average Common Shares Outstanding (Basic)	4,496,108	49,726	3,604,653	40,896

See Accompanying Notes To These Unaudited Consolidated Financial Statements

Sunshine Biopharma Inc.
Consolidated Statements of Cash Flows (Unaudited)

	Six Months Ended June 30, 2025	Six Months Ended June 30, 2024
Cash Flows From Operating Activities:		
Net (Loss)	$ (2,950,605)	$ (1,778,101)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	137,326	93,494
Intangible asset impairment	1,061,809	–
Stock issued for services	–	12,000
Accounts receivable	492,384	(2,308,159)
Inventory	(1,123,909)	(2,949,128)
Prepaid expenses	255,548	167,656
Accounts Payable & accrued expenses	(849,702)	2,794,798
Earn-out payable	–	(2,547,831)
Income tax payable	(10,118)	(1,247,671)
Net Cash Flows (Used In) Operating Activities	(2,987,267)	(7,762,942)
Cash Flows From Investing Activities:		
Reduction in right-of-use asset	94,402	61,075
Purchase of intangible assets	(594,714)	(234,569)
Purchase of equipment	(167,490)	(1,037,450)
Net Cash Flows (Used In) Investing Activities	(667,802)	(1,210,944)
Cash Flows From Financing Activities:		
Proceeds from public offering net (common stock)	1,828,596	8,522,411
Exercise of warrants	2,195,312	45,000
Purchase of treasury stock	–	(3,139,651)
Lease liability	(75,536)	(58,194)
Net Cash Flows Provided by Financing Activities	3,948,372	5,369,566
Cash and Cash Equivalents at Beginning of Period	9,686,529	16,292,347
Net increase (decrease) in cash and cash equivalents	293,304	(3,604,320)
Foreign currency translation adjustment	325,487	(1,180,282)
Cash and Cash Equivalents at End of Period	$ 10,305,320	$ 11,507,745
Supplementary Disclosure of Cash Flow Information:		
Cash paid for income taxes	$ –	$ 956,012
Stock issued for services	$ –	$ 12,000

See Accompanying Notes To These Unaudited Consolidated Financial Statements

Sunshine Biopharma Inc.
Consolidated Statements of Shareholders' Equity (Unaudited)

Three Months Period	Number Of Common Shares Issued	Common Stock	Capital Paid in Excess of Par Value	Number Of Preferred Shares Issued	Preferred Stock	Compre-hensive Income	Accumulated Deficit	Total
Balance March 31, 2025	2,707,541	$ 2,707	$93,710,078	130,000	$ 13,000	$ (803,770)	$ (70,219,545)	$22,702,470
Exercise of warrants	660,000	660	1,839,354	–	–	–	–	1,840,014
Common stock and pre-funded warrants issued in an underwritten public offering, net of issuance costs	1,188,404	1,188	1,827,409	–	–	–	–	1,828,597
Net (loss)	–	–	–	–	–	1,084,557	(1,770,834)	(686,277)
Balance at June 30, 2025	4,555,945	$ 4,555	$97,376,841	130,000	13,000	$ 280,787	$ (71,990,379)	$25,684,804
Balance March 31, 2024	49,726	$ 50	$89,843,624	130,000	$ 13,000	$ 152,400	$ (65,189,459)	$24,819,615
Exercise of warrants	1,120,784	1,121	(1,121)	–	–	–	–	–
Net (loss)	–	–	–	–	–	(835,450)	$ (494,300)	(1,329,750)
Balance June 30, 2024	1,170,510	$ 1,171	$89,842,503	130,000	$ 13,000	$ (683,050)	$ (65,683,759)	$23,489,865
Six Months Period								
Balance December 31, 2024	2,580,098	$ 2,580	$93,354,907	130,000	$ 13,000	$ (829,959)	$ (69,039,774)	$23,500,754
Exercise of warrants	787,443	787	2,194,525	–	–	–	–	2,195,312
Common stock and pre-funded warrants issued in an underwritten public offering, net of issuance costs	1,188,404	1,188	1,827,409	–	–	–	–	1,828,597
Net (loss)	–	–	–	–	–	1,110,746	(2,950,605)	(1,839,859)
Balance at June 30, 2025	4,555,945	$ 4,555	$97,376,841	130,000	13,000	$ 280,787	$ (71,990,379)	$25,684,804
Balance December 31, 2023	14,012	$ 14	$84,415,900	10,000	$ 1,000	$ 696,105	$ (63,905,658)	$21,207,361
Preferred Stock issued to related party	–	–	–	120,000	12,000	–	–	12,000
Common stock and pre-funded warrants issued in an underwritten public offering , net of issuance costs	13,214	13	8,522,398	–	–	–	–	8,522,411
Exercise of warrants	1,143,284	1,144	43,856	–	–	–	–	45,000
Repurchase of warrants	–	–	(3,139,651)	–	–	–	–	(3,139,651)
Net (loss)	–	–	–	–	–	(1,379,155)	(1,778,101)	(3,157,256)
Balance at June 30, 2024	1,170,510	$ 1,171	$89,842,503	130,000	13,000	$ (683,050)	$ (65,683,759)	23,489,865

See Accompanying Notes To These Unaudited Consolidated Financial Statements

Note 1 – Description of Business

The Company was incorporated under the name Mountain West Business Solutions, Inc. on August 31, 2006, in the State of Colorado. Effective October 15, 2009, the Company acquired Sunshine Biopharma Inc. in a transaction classified as a reverse acquisition. Upon completion of the reverse acquisition, the Company changed its name to Sunshine Biopharma Inc. and began operating as a pharmaceutical company.

Sunshine Biopharma has two wholly owned subsidiaries: (i) Nora Pharma Inc. ("Nora Pharma"), a Canadian corporation through which we currently have 74 generic prescription drugs on the market in Canada, and (ii) Sunshine Biopharma Canada Inc. ("Sunshine Canada"), a Canadian corporation through which we develop and sell nonprescription over-the-counter ("OTC") supplements. The Company operates the two subsidiaries as a single business segment.

The Company is not subject to material customer concentration risks as it sells its products directly to pharmacies in several Canadian Provinces. However, Provincial governments in Canada reimburse patients for their prescription drug expenditures to various degrees under drug reimbursement programs, making generic drugs prices highly dependent on government policies which may change over time. The most recent negotiations between the pan-Canadian Pharmaceutical Alliance ("pCPA"), the entity that negotiates drug prices on behalf of the government, and the Canadian Generic Pharmaceutical Association resulted in updated generic pricing for certain products which took effect on October 1, 2023. The updated prices are valid for three years and the agreement contains an option to extend for an additional two years. On February 10, 2024, the Canadian federal government joined the generic drug reimbursement program as a payor under the Pharmacare Act. This development further strengthened the Canadian generic drug market, which is the Company's current focus.

In addition, the Company is engaged in the development of the following proprietary drugs:

- K1.1 mRNA, a Lipid Nano-Particle (LNP) targeted for liver cancer
- SBFM-PL4, a PLpro protease inhibitor for treatment of SARS Coronavirus infections

Note 2 – Basis of Presentation

The unaudited financial statements of the Company for the six month periods ended June 30, 2025 and 2024 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. However, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for the fair presentation of the financial position and the results of operations. Results shown for interim periods are not necessarily indicative of the results to be obtained for a full fiscal year. The balance sheet information as of December 31, 2024, was derived from the audited financial statements included in the Company's financial statements as of and for the year ended December 31, 2024, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on April 1, 2025. These financial statements should be read in conjunction with that report.

Note 3 – Reverse Stock Splits

Effective April 17, 2024 and August 8, 2024, the Company completed 1-for-100 and 1-for-20 reverse splits of its common stock, respectively. The Company had previously completed three (3) reverse stock splits including a 1-for-200 reverse split on February 9, 2022, and two 1-for-20 reverse splits, one in 2019 and the other in 2020. The Company's financial statements included in this report reflect all five (5) reverse stock splits on a retroactive basis for all periods presented and for all references to common stock, unless specifically stated otherwise.

Note 4 – Registered Direct Offering

On April 3, 2025, the Company completed a registered direct offering of 1,188,404 shares of common stock (or pre-funded warrants) at an offering price of $2.07 per share (or $2.06999 per pre-funded warrant which is equal to the offering price per share minus an exercise price of $0.001) for gross proceeds of approximately $2.46 million, before deducting fees to the placement agent and other offering expenses payable by the Company. The net proceeds received by the Company were $1,828,596. The Pre-Funded Warrants were immediately exercisable and may be exercised at any time until exercised in full. The offering was made pursuant to an effective shelf registration statement on Form S-3 (No. 333-284142) previously filed with the U.S. Securities and Exchange Commission (SEC) and declared effective by the SEC on January 15, 2025.

Note 5 – Acquisition of Nora Pharma Inc.

On October 20, 2022, the Company acquired all of the issued and outstanding shares of Nora Pharma Inc. ("Nora Pharma"), a Canadian privately held pharmaceutical company. The purchase price for the shares was $18,860,637 which was paid in cash ($14,346,637) and by the issuance of 1,850 shares of the Company's common stock valued at $4,514,000 or $2,440.00 per share. Nora Pharma sells generic pharmaceutical products in Canada. Nora Pharma's operations are authorized by a Drug Establishment License issued by Health Canada.

The following table summarizes the allocation of the purchase price as of October 20, 2022, the acquisition date using Nora Pharma's balance sheet as of the same date:

Accounts receivable	$	1,358,121
Inventory		3,181,916
Intangible assets		659,571
Equipment & furniture		210,503
Other assets		1,105,093
Total assets		6,515,204
Liabilities assumed		(5,981,286)
Net assets		533,918
Goodwill		18,326,719
Total Consideration	$	18,860,637

The value of the 1,850 common shares issued as part of the consideration paid for Nora Pharma was determined based on the closing market price of the Company's common shares on the acquisition date, October 20, 2022 ($2,440.00 per share).

As part of the consideration for Nora Pharma, the Company agreed to a $5,000,000 CAD ($3,632,000 USD) earnout amount payable to Mr. Malek Chamoun, the seller of Nora Pharma. The earnout is payable in the form of twenty (20) payments of $250,000 CAD for every $1,000,000 CAD increase in gross sales (as defined in the Purchase Agreement) above Nora Pharma's June 30, 2022 gross sales, provided that his employment with the Company is not terminated pursuant to the Company's employment agreement with him. The total earnout amount of $3,632,000 has been recorded as a salary payable. During the fiscal year ended December 31, 2023, the Company paid an earnout amount of $1,426,914 CAD (approximately $1,036,500 USD) for the fiscal year ended December 31, 2022. On April 22, 2024, the Company paid another earnout amount of $3,093,878 CAD (approximately $2,247,400 USD) for the fiscal year ended December 31, 2023. As of June 30, 2025, the remaining earnout balance was $479,208 CAD ($295,797 USD).

Note 6 – Intangible Assets

Intangible assets consisted of the following:

	June 30, 2025	December 31, 2024
Balance at beginning of the year	$ 3,019,717	1,444,259
Purchase of additional intangible assets (licenses)	594,714	1,694,585
Impairment of Intangible assets (licenses)*	(1,061,809)	0
Total	2,671,749	3,138,844
Less accumulated amortization	(180,922)	(119,127)
Intangible assets, net	$ 2,490,827	$ 3,019,717

* The impairment was a result of the determination by the Company that certain product licenses could not be commercialized

Note 7 – Plant, Property and Equipment

Property, plant and equipment are stated at cost. Depreciation of property, plant and equipment begins in the month when the asset is placed into service and is provided using the straight-line method for financial reporting purposes at rates based on the estimated useful lives of the assets. Estimated useful lives range from three to twenty years. Property, plant and equipment consist of the following:

	June 30, 2025	December 31, 2024
Equipment	$ 354,321	$ 336,880
Computer equipment	56,426	53,531
Furniture and fixtures	45,672	50,686
Leasehold improvements	93,135	88,306
Vehicles	501,426	353,185
Total	1,050,980	882,588
Less: Accumulated depreciation	(412,625)	(336,533)
Plant, property and equipment, net	$ 638,354	$ 546,055

Note 8 – Inventory

Inventory is comprised of the following:

	June 30, 2025	December 31, 2024
Finished goods	$ 13,384,964	$ 11,352,446
Allowance for obsolete inventory	$ (366,262)	$ (74,341)
Total Inventory, net of allowance	$ 13,018,702	$ 11,278,105

Note 9 – Leases

The Company has obligations as a lessee for office and warehouse space with initial non-cancellable terms in excess of one year. The Company classified the lease as an operating lease. The lease contains a renewal option for a period of five years. Because the Company is certain to exercise the renewal option, the optional period is included in determining the lease term, and associated payments under the renewal option are included in the lease payments. The Company's lease does not include termination options for either party to the lease or restrictive financial or other covenants. Payments due under the lease contract include fixed payments plus a variable payment. The Company's lease requires the Company to make variable payments for the Company's proportionate share of the building's property taxes, insurance, and common area maintenance. These variable lease payments are not included in lease payments used to determine lease liability and are recognized as variable costs when incurred.

Amounts reported on the balance sheet as of June 30, 2025 were as follows:

Operating lease ROU asset	$892,817
Operating Lease liability - Short-term	$222,496
Operating lease liability - Long-term	$706,530
Remaining lease term	4 Years 6 Months
Discount rate	6%

Amounts disclosed for ROU assets obtained in exchange for lease obligations and reductions of ROU assets resulting from reductions of lease obligations include amounts reduced from the carrying amount of ROU assets resulting from deferred rent.

Maturities of lease liabilities under non-cancellable operating leases at June 30, 2025 are as follows:

2025	$ 112,853
2026	$ 216,632
2027	$ 205,372
2028	$ 194,689
2029	$ 184,553
Thereafter	$ 14,927

Note 10 – Income Taxes

The Company's income tax (expense) / benefit of $209,166 and $249,327 for the three and six months ended June 30, 2025, respectively, is primarily due to operations outside of the United States and changes in valuation allowance related to certain deferred tax assets generated or utilized in the applicable period.

The Company's income tax (expense) / benefit of $343,691 and $321,338 for the three and six months ended June 30, 2024, respectively, is primarily due to operations outside of the United States and changes in valuation allowance related to certain deferred tax assets generated or utilized in the applicable period.

Deferred tax assets are regularly reviewed for recoverability by jurisdiction and valuation allowances are established based on historical and projected future taxable losses and the expected timing of the reversal of existing temporary differences. The Company has recorded valuation allowances against the majority of its deferred tax assets of June 30, 2025, and the Company expects to maintain these valuation allowances until there is sufficient evidence that future earnings can be achieved, which is uncertain at this time.

The Company's consolidated financial statements contain various tax related entries as a result of operations of the two Canadian subsidiaries and are in compliance with Canadian tax laws. The Company only recognizes tax benefits from an uncertain tax position if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statement from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. To date, the Company has not recognized such tax benefits in its financial statements.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was enacted in the U.S. The OBBBA makes permanent key elements of the Tax Cuts and Jobs Act, including 100% bonus depreciation, domestic research cost expensing, and the business interest expense limitation. ASC Topic 740, Income Taxes, requires the tax effects of changes in tax rates and laws to be recognized in the period in which the legislation is enacted. Those effects, both current tax and deferred tax, are reported as part of continuing operations. The Company is assessing OBBBA's impact on the Company's Consolidated Financial Statements but currently does not believe that OBBBA will have a material impact on the Company's income tax expense. As the legislation was signed into law after the close of the Company's second quarter, the impact is not included in its operating results for the three and six months ended June 30, 2025.

Note 11 – Management and Director Compensation

The Company paid its officers aggregate cash compensation of $524,504 and $1,120,356 for the three-month periods ended June 30, 2025 and 2024, respectively. For the six-month periods ended June 30, 2025 and 2024, the Company paid its officers aggregate cash compensation of $988,801 and $1,382,842, respectively. Of the $1,382,842 amount, $400,000 was paid to Advanomics Corporation, a company controlled by the CEO of the Company.

The Company paid its directors aggregate cash compensation of $100,000 for each of the three-month periods ended June 30, 2025 and 2024, and $200,000 for each of the six-month periods ended June 30, 2025 and 2024.

Note 12 – Capital Stock

The Company's authorized capital is comprised of 3,000,000,000 shares of common stock, par value $0.001, and 30,000,000 shares of preferred stock, $0.10 par value. As of December 31, 2024 and June 30, 2025, the Company had authorized 1,000,000 shares of Series B Preferred Stock. The Series B Preferred Stock is non-convertible and non-redeemable. It has a liquidation preference equal to the stated value of $0.10 per share, relative to the common stock and gives the holder the right to 1,000 votes per share. As of December 31, 2024 and June 30, 2025, 130,000 shares of Series B Preferred Stock were outstanding and held by the Company's Chief Executive Officer.

On February 17, 2022, the Company completed a public offering and received net proceeds of $6,833,071. Pursuant to the public offering, the Company issued and sold an aggregate of 941 shares of common stock and 2,051 warrants to purchase shares of common stock (the "Tradeable Warrants").

On March 14, 2022, the Company completed a private placement and received net proceeds of $6,781,199. In connection with this private placement, the Company issued (i) 1,150 shares of its common stock together with investor warrants ("Investor Warrants") to purchase up to 1,150 shares of common stock, and (ii) 651 pre-funded warrants ("Pre-Funded Warrants") with each Pre-Funded Warrant exercisable for one share of common stock, together with Investor Warrants to purchase up to 651 shares of common stock. Each share of common stock and accompanying Investor Warrant was sold together at a combined offering price of $4,440 and each Pre-Funded Warrant and accompanying Investor Warrant were sold together at a combined offering price of $4,438. The Pre-Funded Warrants were immediately exercisable, at an exercise price of $2.00, and could be exercised at any time until all of the Pre-Funded Warrants were exercised in full. The Investor Warrants have an initial exercise price of $4,440 per share (subject to adjustment), are exercisable upon issuance and will expire five years from the date of issuance.

On April 28, 2022, the Company completed another private placement and received net proceeds of $16,752,915. In connection with this private placement, the Company issued (i) 1,236 shares of common stock together with warrants ("April Warrants") to purchase up to 2,472 shares of common stock, and (ii) 1,195 pre-funded warrants ("Pre-Funded Warrants") with each Pre-Funded Warrant exercisable for one share of common stock, together with April Warrants to purchase up to 2,390 shares of common stock. Each share of common stock and accompanying two April Warrants were sold together at a combined offering price of $8,020 and each Pre-Funded Warrant and accompanying two April Warrants were sold together at a combined offering price of $8,018. The Pre-Funded Warrants were immediately exercisable at an exercise price of $2.00, and may be exercised at any time until all of the Pre-Funded Warrants are exercised in full. The April Warrants have an exercise price of $7,520 per share (subject to adjustment), are exercisable upon issuance and will expire five years from the date of issuance.

On October 20, 2022, the Company issued 1,850 shares of common stock as part of the acquisition of Nora Pharma. These shares were valued at $4,514,000, or $2,440 per share.

On January 19, 2023, the Company announced a stock repurchase program of up to $2 million ("Stock Repurchase Program").

During the six months ended June 30, 2023, the Company repurchased a total of 2,228 shares of common stock at an average price of $2,274.20 per share for a total cost of $506,822. The 2,228 repurchased shares were cancelled and returned to treasury, reducing the number of issued and outstanding shares from 11,292 to 9,064.

On May 16, 2023, the Company completed a private placement pursuant to a securities purchase agreement with an institutional investor for gross proceeds of approximately $5 million, before deducting fees to the placement agent and other offering expenses payable by the Company. The net proceeds received by the Company were $4,089,218. In connection with the private placement, the Company issued (i) 1,225 shares of common stock, (ii) 1,751 pre-funded warrants (the "May Pre-Funded Warrants"), and (iii) investor warrants (the "May Warrants") to purchase up to 5,952 shares of common stock. Each share of common stock and accompanying two May Warrants were sold together at a combined offering price of $1,680 and each May Pre-Funded Warrant and accompanying two May Warrants were sold together at a combined offering price of $1,678. The May Pre-Funded Warrants are immediately exercisable, at an exercise price of $2.00, and may be exercised at any time until all of the May Pre-Funded Warrants are exercised in full. The May Warrants have an exercise price of $1,180 per share (subject to adjustment as set forth therein), are exercisable upon issuance and will expire five and a half years from the date of issuance.

In 2022 and 2023, the Company issued a total of 5,396 shares of common stock in connection with warrant exercises for aggregate net proceeds of $13,196,681.

In July 2023, the Company repurchased a total of 34 shares of common stock under the Stock Repurchase Program announced on January 19, 2023, at an average price of $1,009.20 per share for a total cost of $34,321. In October 2023, the 34 repurchased shares were cancelled and returned to treasury reducing the number of issued and outstanding shares from 12,873 to 12,839.

On October 12, 2023, the Company held a special meeting of the holders of the outstanding Tradeable Warrants in which the holders of the majority of the outstanding Tradeable Warrants approved an amendment to the Warrant Agent Agreement to eliminate the provision that prohibited the Company's CEO from exercising his voting rights under the Series B Preferred Stock, as well as to lower the exercise price of the Tradeable Warrants from $4,440 to $220. The Company entered into the amendment to the Warrant Agent Agreement on October 18, 2023.

On November 16, 2023, the Company issued 1,173 shares of common stock and received net proceeds of $2,346 in connection with the exercise of all 1,173 remaining May Pre-Funded Warrants at an exercise price of $2.00 per share.

On February 8, 2024, the Company issued 20,000 shares of Series B Preferred Stock to the Company's CEO for a purchase price of $0.10 per share.

On February 15, 2024, the Company completed an underwritten public offering and in connection therewith it issued an aggregate of 35,714 shares of common stock and received $8,522,411 in net proceeds. In connection with this offering, the Company issued 22,500 pre-funded warrants (the "2024 Pre-Funded Warrants") exercisable at $2.00 per share, 3,986 Series A Warrants exercisable at $4,200.00 per share (subject to adjustment), or pursuant to an alternative cashless exercise provision, and 7,973 Series B Warrants exercisable at $4,760.00 per share, subject to adjustment. As of June 30, 2025, (i) all of the 2024 Pre-Funded Warrants have been exercised resulting in the Company receiving net proceeds of $45,000, (ii) all of the Series A Warrants have been exercised pursuant to the alternative cashless provision resulting in the Company receiving $0 in proceeds, and (iii) 15,577,965 Series B Warrants remained outstanding and their exercise price had been adjusted to $2.07 as a result of two reverse stock splits and a financing event which were conducted subsequent to their issuance. The Series B Warrants expire in February 2029.

On March 4, 2024, the Company issued 100,000 shares of Series B Preferred Stock to the Company's CEO for a purchase price of $0.10 per share.

In April and May 2024, the Company issued 1,120,784 shares of common stock in connection with the cashless exercise of all of the Series A Warrants and received $0 in proceeds.

On August 16, 2024, the Company issued 150,285 shares of common stock in connection with the rounding up of fractional shares following the reverse stock splits of April 17, 2024 and August 8, 2024.

In August and September 2024, the Company issued 678,865 shares of common stock in connection with the exercise of 678,865 Series B Warrants and received aggregate net proceed of $1,895,610.

In November and December 2024, the Company issued 580,438 shares of common stock in connection with the exercise of 580,438 Series B Warrants and received aggregate net proceeds of $1,618,203.

On January 3, 2025, the Company issued 127,443 shares of common stock upon the exercise of 127,443 Series B Warrants and received $355,298 in net proceeds.

On April 2, 2025, the Company issued 660,000 shares of common stock upon the exercise of 660,000 Series B Warrants and received $1,840,014 in net proceeds.

On April 3, 2025, the Company issued an aggregate of 1,188,404 shares of common stock in connection with a registered direct offering and received $1,828,596 in net proceeds.

As of June 30, 2025 and December 31, 2024, the Company had 4,555,945 and 2,580,098 shares of common stock issued and outstanding, respectively.

The Company has declared no dividends since inception.

Note 13 – Warrants

The Company accounts for issued warrants either as a liability or equity in accordance with ASC 480-10 or ASC 815-40. Under ASC 480-10, warrants are considered a liability if they are mandatorily redeemable and they require settlement in cash, other assets, or a variable number of shares. If warrants do not meet liability classification under ASC 480-10, the Company considers the requirements of ASC 815-40 to determine whether the warrants should be classified as a liability or as equity. Under ASC 815-40, contracts that may require settlement for cash are liabilities, regardless of the probability of the occurrence of the triggering event. Liability-classified warrants are measured at fair value on the issuance date and at the end of each reporting period. Any change in the fair value of the warrants after the issuance date is recorded in the consolidated statements of operations as a gain or loss. If warrants do not require liability classification under ASC 815-40, in order to conclude warrants should be classified as equity, the Company assesses whether the warrants are indexed to its common stock and whether the warrants are classified as equity under ASC 815-40 or other applicable GAAP standard. Equity-classified warrants are accounted for at fair value on the issuance date with no changes in fair value recognized after the issuance date.

In 2022, 2023, and 2024, the Company completed five (5) financing events, and in connection therewith, it issued warrants as follows:

Schedule of warrants issued with financing

Type	Number	Exercise Price	Expiry Date
2022 Pre-Funded Warrants	1,846	$2.00	Unlimited
Tradeable Warrants*	2,051	$4,440.00	February 2027
Investor Warrants	1,801**	$4,440.00**	March 2027
April Warrants	4,862	$7,520.00	April 2027
May Pre-Funded Warrants	1,751	$2.00	Unlimited
May Investor Warrants	5,952	$1,180.00	November 2028
2024 Pre-Funded Warrants	22,500	$2.00	Unlimited
Series A Warrants	3,986**	$4,200.00**	August 2026
Series B Warrants	7,973**	$4,760.00**	February 2029

* These warrants trade under the ticker symbol SBFMW.

** Subject to adjustment.

On February 11, 2024, the Company redeemed all of the April Warrants and all of the May Investor Warrants for an aggregate purchase price of $3,139,651.

As of June 30, 2025, all of the 2022 Pre-Funded Warrants, all of the May Pre-Funded Warrants, all of the 2024 Pre-Funded Warrants, a total of 1,569 Tradeable Warrants, 1,401 Investor Warrants, all of the Series A Warrants, and 1,919,303 Series B Warrants (as adjusted) were exercised resulting in aggregate net proceeds of $17,412,492 received by the Company.

The Company's outstanding warrants as of June 30, 2025 consisted of the following:

Schedule of warrants outstanding

Type	Number	Exercise Price	Expiry Date
Tradeable Warrants*	482	$220.00	February 2027
Investor Warrants	400*	$4,000.00*	March 2027
Series B Warrants	15,577,965***	$2.07***	February 2029

* These warrants trade under the ticker symbol SBFMW.

** Subject to adjustment of the number of warrants and exercise price upon certain corporate actions such that the aggregate value of the warrants remains unchanged.

*** As adjusted following the financing event of April 3, 2025 and subject to further adjustment of the number of warrants and exercise price upon certain corporate actions such that the aggregate value of the warrants remains unchanged.

Note 14 – Earnings Per Share

The following table sets forth the computation of basic and diluted net income per share for the six months ended June 30:

Schedule of computation of basic and diluted net income per share

	2025	2024
Net gain (loss) attributable to common stock	$ (2,950,605)	$ (1,778,101)
Weighted average common shares outstanding (basic & diluted)	3,604,653	40,896
Basic and diluted gain (loss) per share attributable to common stock	$ (0.82)	$ (43.48)

Note 15 – Employee Termination

On April 14, 2025, the Company terminated the employment of Mr. Malek Chamoun, president of the Company's wholly owned Canadian subsidiary, Nora Pharma Inc., and appointed Ms. Catherine Peloquin as the new president of Nora Pharma. Mr. Chamoun was terminated for cause. On April 17, 2025, the Company received a demand letter (the "Demand Letter") from the attorneys of Mr. Chamoun requesting that the Company pay to Mr. Chamoun $7,307,025 CAD (approximately $5,300,000 USD) within five (5) days. In response to the Demand Letter, the Company issued a letter advising that the demands contained in the Demand Letter, including the sum of $7,307,025 CAD (approximately $5,300,000 USD), are completely unfounded and that it intends to defend itself vigorously. There has been no communications between the parties since June 11, 2025. No provision or accrual was made in the financial statements for any litigation liability or legal expense which the Company may incur in connection with this alleged claim.

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

The following discussion should be read in conjunction with our consolidated financial statements and notes thereto included herein. This discussion includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The statements regarding Sunshine Biopharma Inc. contained in this Report that are not historical in nature, particularly those that utilize terminology such as "may," "will," "should," "likely," "expects," "anticipates," "estimates," "believes" or "plans," or comparable terminology, are forward-looking statements based on current expectations and assumptions, and entail various risks and uncertainties that could cause actual results to differ materially from those expressed in such forward-looking statements. Important factors known to us that could cause such material differences are identified in this report and in our annual report on Form 10-K for the year ended December 31, 2024. We undertake no obligation to correct or update any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable law. You are advised, however, to consult any future disclosures we make on related subjects in future reports we file with the SEC.

About Sunshine Biopharma

We are a pharmaceutical company offering and researching life-saving medicines in a wide variety of therapeutic areas, including oncology and antivirals. We have two wholly owned subsidiaries: (i) Nora Pharma Inc. ("Nora Pharma"), a Canadian corporation, through which we currently have 74 generic prescription drugs on the market in Canada, and (ii) Sunshine Biopharma Canada Inc. ("Sunshine Canada"), a Canadian corporation through which we develop and sell OTC supplements.

In addition, we are conducting a proprietary drug development program which is comprised of (i) K1.1 mRNA, an LNP encapsulated mRNA targeted for liver cancer, and (ii) SBFM-PL4, a protease inhibitor for treatment of SARS Coronavirus infections.

Commercial Operations

Our commercial operations are focused on the procurement of rights to generic pharmaceutical products for sale, currently in Canada and ultimately around the world. We seek to secure such rights through various types of strategic arrangements, including:

- **In-licensing and Supply Agreements:** Nora Pharma acquires the rights to import, market, sell and distribute the products in Canada by purchasing the drug dossiers from strategic partners. Nora Pharma then files the dossiers with Health Canada to obtain regulatory approval prior to marketing. The approval process at Health Canada takes on average of 12 months. The products are sold under Nora Pharma label.

- **Cross-licensing:** Nora Pharma acquires the rights to import, market, sell and distribute the products in Canada by receiving an authorization letter from pharmaceutical partners. The partners' products are already approved in Canada but we are still required to obtain our own approval from Health Canada, which takes on average 45-60 days. The products are sold under Nora Pharma label.

- **Distribution Agreements:** Nora Pharma acquires the rights to market, sell and distribute the products in Canada by signing a distribution agreement with pharmaceutical partners. The partners' products are already approved by Health Canada. The products are sold under the partners' label.

Generic drugs are pharmaceutically equivalent to the brand name drugs. They contain identical medicinal ingredients in the same amounts as the brands. Generic medications may have different non-medicinal ingredients than the brand name drugs, but the generic developer must show that these do not affect the safety, efficacy, or quality of the drug compared to the brand. When a generic drug company wants to sell a generic drug in Canada, it must file a generic drug submission with Health Canada. The submission is called an Abbreviated New Drug Submission (ANDS). The submission is reviewed by scientists and health care experts at Health Products and Food Branch (HPFB) of Health Canada. All generic drug submissions go through the same process as the brand name drug submissions. If the evaluation shows that the generic drug meets all regulatory requirements (including patent and data protection considerations), Health Canada will issue a Notice of Compliance (NOC) and a Drug Identification Number (DIN) to the applicant. The NOC and DIN signal the drug's official approval in Canada and permit the applicant to market the drug in Canada. Once a company obtains the NOC and DIN for a drug, then it begins the process with Pan-Canadian Pharmaceutical Alliance (pCPA) in order to have the drug listed on the provincial and territorial formularies and federal government drug benefit plans.

We currently have the following generic prescription drugs on the market in Canada:

Drug	Therapeutic Area	Reference/Brand
Abiraterone*	Oncology	Zytiga®
Alendronate	Osteoporosis	Fosamax®
Amlodipine	Cardiovascular	Norvasc®
Apixaban	Cardiovascular	Eliquis®
Aripiprazole	Antipsychotic	Abilify®
Atorvastatin	Cardiovascular	Lipitor®
Azithromycin	Antibacterial	Zithromax®
Betahistine	Vertigo	Serc®
Bilastine	Allergy	Blexten®
Candesartan	Hypertension	Atacand®
Candesartan HCTZ	Hypertension	Atacand Plus®
Celecoxib	Anti-inflammatory	Celebrex®
Cetirizine	Allergy	Reactine®
Ciprofloxacin	Antibiotic	Cipro®
Citalopram	Central nervous system	Celexa®
Clindamycin	Antibiotic	Dalacin®
Clobetasol*	Anti-inflammatory	Clobex®
Clopidogrel	Cardiovascular	Plavix®
Dapagliflozin	Diabetes	Forxiga®
Daptomycin*	Antibacterial	Cubicin®
Dasatinib*	Oncology	Sprycel®
Dienogest*	Gynecologic pathology	Visanne®
Donepezil	Central nervous system	Aricept®
Duloxetine	Central nervous system	Cymbalta®
Dutasteride	Urology	Avodart®
Ertapenem*	Antibacterial	Invanz®
Escitalopram	Central nervous system	Cipralex®
Everolimus*	Oncology	Afinitor®
Ezetimibe	Cardiovascular	Ezetrol®

Drug	Therapeutic Area	Reference/Brand
Finasteride	Urology	Proscar®
Flecainide	Cardiovascular	Tambocor®
Fluconazole	Antifungal	Diflucan®
Fluoxetine	Central nervous system	Prozac®
Gabapentin	Central nervous system	Neurontin®
Hanzema®*	Dermatology	Toctino®
Hydroxychloroquine	Antimalarial	Plaquenil®
Lacosamide	Central nervous system	Vimpat®
Letrozole	Oncology	Femara®
Levetiracetam	Central nervous system	Keppra®
Lurasidone	Antipsychotic	Latuda®
Metformin	Diabetes	Glucophage®
Mirtazapine	Central nervous system	Remeron®
Montelukast	Allergy	Singulair®
Olanzapine	Central nervous system	Zyprexa®
Olanzapine ODT	Central nervous system	Zyprexa®
Olmesartan	Cardiovascular	Olmetec®
Olmesartan HCTZ	Cardiovascular	Olmetec Plus®
Pantoprazole	Gastroenterology	Pantoloc®
Paroxetine	Central nervous system	Paxil®
Pegfilgrastim (Niopeg)	Oncology	Neulasta®
Perindopril	Cardiovascular	Coversyl®
Pravastatin	Cardiovascular	Pravachol®
Pregabalin	Central nervous system	Lyrica®
Progesterone*	Women's Health	Prometrium®
Prucalopride	Women's Health	Resotran®
Quetiapine	Central nervous system	Seroquel®
Quetiapine XR	Central nervous system	Seroquel XR®
Ramipril	Cardiovascular	Altace®
Rivaroxaban*	Cardiovascular	Xarelto®
Rizatriptan ODT	Central nervous system	Maxalt® ODT
Rosuvastatin	Cardiovascular	Crestor®
Sertraline	Central nervous system	Zoloft®
Sildenafil	Urology	Viagra®
Sitagliptin-Metformin*	Diabetes	Janumet®
Tadalafil	Urology	Cialis®
Telmisartan	Cardiovascular	Micardis®
Telmisartan HCTZ	Cardiovascular	Micardis Plus®
Topiramate	Anticonvulsant	Topamax®
Tramadol Acetaminophen	Central nervous system	Tramacet®
Ursodiol	Cholelithiasis	Urso®
Varenicline	Smoking cessation	Champix®
Zoledronic Acid*	Osteoporosis	Aclasta®
Zolmitriptan	Central nervous system	Zomig®
Zopiclone	Central nervous system	Imovane®

* Sold through distribution agreements in which we act as distributor.

In addition to the 74 drugs currently on the market, we have 17 additional drugs in our pipeline anticipated to be launched in 2026. These additional drugs will address various human health areas including cardiovascular, oncology, gastroenterology, central nervous system, diabetes, urology, endocrinology, anti-infective, and anti-inflammatory.

We believe the addition of these products to our existing portfolio will strengthen our presence in the Canadian $9.7 billion a year generic drug market (*Research and Markets*) and provide us with greater access to pharmacies as we become more of a go-to supplier for every-day and specialty medicines.

Research and Development

The following table summarizes our proprietary drugs in development:

Drug Candidate	Therapeutic Area/Indication	Development Stage
K1.1 (mRNA LNP)	Oncology (Liver Cancer)	Animal Testing
SBFM-PL4 (Small Molecule)	Antiviral (SARS Coronavirus Infection)	Animal Testing

K1.1 Anticancer mRNA

In June 2021, we initiated a new research project in which we set out to determine if certain mRNA molecules can be used as anti-cancer agents. The data collected to date have shown that a selected group of mRNA molecules are capable of destroying cancer cells in vitro including multidrug resistant breast cancer cells (MCF-7/MDR), ovarian adenocarcinoma cells (OVCAR-3), and pancreatic cancer cells (SUIT-2). Studies using non-transformed (normal) human cells (HMEC cells) showed that these mRNA molecules had little cytotoxic side effects. These new mRNA molecules, bearing the laboratory name K1.1, were adapted for delivery into patients using a lipid nanoparticle (LNP) technology similar to the one employed in the COVID-19 mRNA vaccines. On April 20, 2022, we filed a provisional patent application in the United States covering our K1.1 mRNA molecules.

In November 2022, we concluded an agreement with a specialized commercial partner for the purposes of formulating our K1.1 mRNA molecules into specific lipid nanoparticles for use in test animals including xenograft mice. The initial results of our animal testing indicated that our K1.1 mRNA-LNP constructs were effective at reducing the size of liver cancer tumors in xenograft mice. We are currently seeking to confirm these results by conducting additional xenograft experiments on a broader scale and in more detailed dose-response studies.

SBFM-PL4 SARS Coronavirus Treatment

The initial genome expression products following infection by Betacoronavirus, the causative agent of COVID-19, are two large polyproteins, referred to as pp1a and pp1ab. These two polyproteins are cleaved at 15 specific sites by two virus encoded proteases, called Mpro and PLpro, to generate 16 different non-structural proteins essential for viral replication. Mpro and PLpro represent attractive anti-viral drug development targets as they play a central role in the early stages of viral replication. PLpro is of particular interest as a therapeutic target in that, in addition to processing essential viral proteins, it is also responsible for suppression of the human immune system making the virus more life-threatening. PLpro is present only in Betacoronaviruses, the subgroup of Coronaviruses represented by the highly pathogenic SARS-CoV, MERS-CoV, and SARS-CoV-2.

Our Anti-Coronavirus research effort has been focused on developing an inhibitor of PLpro and, on May 22, 2020, we filed a patent application in the United States covering composition subject matter pertaining to small molecules for inhibition of the Coronavirus PLpro as well as Mpro.

In February 2022, we expanded our PLpro inhibitors research effort by entering into a research agreement with the University of Arizona for the purposes of conducting research focused on determining the in vivo safety, pharmacokinetics, and dose selection properties of three University of Arizona owned PLpro inhibitors, to be followed by efficacy testing in mice infected with SARS-CoV-2 (the "Research Project"). Under the agreement, the University of Arizona granted us a first option to negotiate a commercial, royalty-bearing license for all intellectual property developed by University of Arizona under the Research Project. In addition, we and the University of Arizona have entered into an option agreement (the "Option Agreement") whereby we were granted a first option to negotiate a royalty-bearing commercial license for the underlying technology of the Research Project. On September 13, 2022, we exercised our options, and on February 24, 2023, we entered into an exclusive worldwide license agreement with the University of Arizona for all of the technology related to the Research Project.

We have since broadened our objective to include the development of a first-in-class PLpro inhibitor to treat SARS-CoV2 and potentially SARS-CoV and MERS-CoV infection in patients who could not use Paxlovid, Molnupiravir, or Remdesivir, due to concerns about drug interactions and possible rebound infections and other side effects.

Our current lead compound was recently found to be active at sub micromolar concentrations against PLpro and exhibited antiviral activity in SRAS-CoV-2 infected cells as well as in cells infected with several different variants of concern. In addition, our compound had favorable pharmacokinetics properties in rodent species and exhibited preferred drug accumulation in the lungs over plasma. The compound was found to be orally active in a K18-human-ACE2 transgenic mouse model and to significantly reduce virus load in the lungs of infected animals in a dose-dependent manner without gross toxicities. In August 2024, we published these and other research results related to this project in the Journal of Medicinal Chemistry (*J. Med. Chem. 2024, 67, 13681−13702*). A copy of this article is available on our website at: www.sunshinebiopharma.com/scientific-publications.

Intellectual Property

On May 22, 2020, we filed a provisional patent application in the United States for a new treatment for Coronavirus infections. Our patent application covers composition subject matter pertaining to small molecules for inhibition of the main Coronavirus protease, Mpro, an enzyme that is essential for viral replication. The patent application has a priority date of May 22, 2020. On April 30, 2021, we filed a PCT application containing new research results and extending coverage to include the Coronavirus Papain-Like protease, PLpro. The priority date of May 22, 2020 has been maintained in the newly filed PCT application.

On April 20, 2022, we filed a provisional patent application in the United States covering mRNA molecules capable of destroying cancer cells in vitro. The patent application contains composition and utility subject matter pertaining to the structure and sequence of the relevant mRNA molecules.

Effective February 24, 2023, we became the exclusive, worldwide licensee of the University of Arizona for three (3) patents related to small molecules which inhibit the Coronavirus protease, PLpro.

Our wholly owned subsidiary, Nora Pharma, owns 200 DIN's issued by Health Canada for prescription drugs currently on the market in Canada. These DIN's were secured through in-licenses or cross-licenses from international manufacturers of generic pharmaceutical products. Nora Pharma also owns the rights to sell 10 generic prescription drugs in Canada through distribution agreements with various international partners under which Nora Pharma acts as distributor and receives a percentage of sales.

In addition, we own four (4) NPN's issued by Health Canada including (i) NPN 80089663 which authorizes us to manufacture and sell our in-house developed OTC product, Essential•9™, (ii) NPN 80093432 which authorizes us to manufacture and sell the OTC product, Calcium-Vitamin D, (iii) NPN 80125047 which authorizes us to manufacture and sell the OTC product, L-Citrulline, and (iv) NPN 80127436 which authorizes us to manufacture and sell the OTC product, Taurine.

Results of Operations

Comparison of results of operations for the three months ended June 30, 2025 and 2024

During the three months ended June 30, 2025, we generated $9,410,230 in sales, compared to $9,303,067 for the three months ended June 30, 2024, largely unchanged. The direct cost for generating these sales was $5,987,364 (63.6%) for the three months ended June 30, 2025, compared to $6,946,810 (74.7%) for the three months ended June 30, 2024, a decrease of approximately 11% largely due to procurement of better cost of finished products. Our gross profit for the three months ended June 30, 2025 was $3,422,866, compared to $2,356,257 for the three months ended June 30, 2024, an increase of $1,066,609.

General and administrative expenses during the three-month period ended June 30, 2025, were $5,477,521, compared to $3,624,533 during the three-month period ended June 30, 2024, an increase of $1,852,988. The significant increase was primarily attributable to a $1,061,809 impairment of intangible assets resulting from the determination that certain product licenses could not be commercialized. The other expense categories which contributed to this increase were consulting fees which increased by $682,679 due to fees paid in connection with warrant exercises and salaries, which increased by $492,500 due to new hiring. Overall, we incurred a loss of $2,054,655 from our operations for the three months ended June 30, 2025, compared to a loss of $1,268,276 from our operations in the three-month period ended June 30, 2024.

We had interest income of $72,715 during the three months ended June 30, 2025, compared to interest income of $143,995 during the three months ended June 30, 2024, as a result of having less cash on hand.

As a result of the foregoing, we incurred a net loss of $1,770,834 ($0.39 per share) for the three months ended June 30, 2025, compared to a net loss of $494,300 ($9.94 per share) for the three-month period ended June 30, 2024.

Comparison of results of operations for the six months ended June 30, 2025 and 2024

During the six months ended June 30 2025, we generated revenues of $18,311,571, compared to revenue of $16,844,113 for the six months ended June 30, 2024, an increase of $1,467,458, or 8.7%. The increase is attributable to enhanced marketing efforts in 2025. The direct cost for generating these revenues was $12,158,279 for the six months ended June 30, 2025 (66.4%), compared to $12,133,519 (72.0%) for the six months ended June 30, 2024. The decrease in the cost of goods sold in 2025 was due to the procurement of better cost of finished products. Our gross profit increased by $1,442,698 from $4,710,594 for the six months ended June 30, 2024, to $6,153,292 for the same period in 2025.

General and administrative expenses during the six-month period ended June 30, 2025, were $9,503,697, compared to $7,378,640 during the six-month period ended June 30, 2024, an increase of $2,125,057. The significant increase was primarily attributable to a $1,061,809 impairment of intangible assets resulting from the determination that certain product licenses could not be commercialized. The other expense categories which contributed to this increase were consulting fees which increased by $1,000,565 due to fees paid in connection with warrant exercises and salaries which increased by $484,234 due to new hiring. These increases were offset to some extent by a decrease in legal fees by $353,240 and R&D by $246,759. Overall, we incurred a loss of $3,350,405 from our operations in the six-month period ended June 30, 2025, compared to a loss from operations of $2,668,046 in the similar period of 2024.
We had interest income of $148,082 during the six months ended June 30, 2025, compared to interest income of $288,084 during the six months ended June 30, 2024. The decrease was a result of having less cash on hand.

As a result of the foregoing we incurred a net loss of $2,950,605 ($0.82 per share) for the six-month period ended June 30, 2025, compared to a net loss of $1,778,101 ($43.48 per share) for the six-month period ended June 30, 2024.

Liquidity and Capital Resources

As of June 30, 2025, we had cash and cash equivalents of $10,305,320.

Net cash used in operating activities was $2,987,267 during the six months ended June 30, 2025, compared to $7,762,942 during the six-month period ended June 30, 2024. The decrease was a result of reduced cash required for the operations of Nora Pharma.

Cash flows used in investing activities were $667,802 for the six months ended June 30, 2025, compared to $1,210,944 for the six months ended June 30, 2024. The decrease was the result of less cash invested in Nora Pharma.

Cash flows provided by financing activities were $3,948,372 during the six months ended June 30, 2025, compared to $5,369,566 during the six months ended June 30, 2024. The decrease was primarily as a result of a smaller financing event completed during the six months ended June 30, 2025, compared to an offering yielding net proceeds of $8,522,411 completed during the six months ended June 30, 2024.

We are currently generating revenue of approximately $9.4 million per quarter and incurring a quarterly deficit of approximately $1.0 million (not including the one-time intangible assets impairment of $1,061,809 during the three months ended June 30, 2025). In addition to increasing sales and streamlining operations to reduce expenses, we are currently focusing our attention on lowering our cost of goods sold from our current level of approximately 65% to approximately 60%. We believe these measures could bring us to breakeven and make us less dependent on the capital markets for financing, although there can be no assurances that we will be successful in achieving these reductions. We believe our existing cash on hand together with cash we generate from sales will be sufficient to fund our operations for the next 24 months. There is no assurance our estimates will be accurate. We have no committed sources of capital and we anticipate that we will need to raise additional capital in the future, including for further research and development activities and possibly clinical trials, as well as expansion of our generic pharmaceuticals operations. Additional capital may not be available on terms acceptable to us, or at all.

Critical Accounting Estimates

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making 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.

For a detailed list of significant accounting policies, please see our annual report on Form 10-K for the fiscal year ended December 31, 2024, including our financial statements and notes thereto included therein as filed with the SEC on April 1, 2025.

Recently Adopted Accounting Standards

We have adopted all new accounting standards impacting operations.

Off Balance-Sheet Arrangements

We have not entered into any off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company and are not required to provide the information under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report.

These controls are designed to ensure that information required to be disclosed in the reports we file or submit pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our CEO and CFO, to allow timely decisions regarding required disclosure.

Based on this evaluation, our management, including our CEO and CFO concluded that our disclosure controls and procedures were effective as of June 30, 2025, at reasonable assurance levels.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2025, 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

We are not party to, and our property is not the subject of, any material legal proceedings.

ITEM 1A. RISK FACTORS

We are a smaller reporting company and are not required to provide the information under this item.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

During the quarter ended June 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

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2022*
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**
101	Inline XBRL Document Set for the financial statements and accompanying notes in Part I, Item 1, of this Quarterly Report on Form 10-Q.*
104	Inline XBRL for the cover page of this Quarterly Report on Form 10-Q, included in the Exhibit 101 Inline XBRL Document Set.*

* Filed herewith.
** Furnished herewith.

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, on August 12, 2025.

SUNSHINE BIOPHARMA INC.

By:/s/ Dr. Steve N. Slilaty
Dr. Steve N. Slilaty
Chief Executive Officer (principal executive officer)

By:/s/ Camille Sebaaly
Camille Sebaaly
Chief Financial Officer (principal financial and accounting officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Dr. Steve N. Slilaty, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sunshine Biopharma 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 in order 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(s) 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 controls 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 procedure 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 upon 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 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(s) 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.

Dated: August 12, 2025

/s/ Dr. Steve N. Slilaty
Dr. Steve N. Slilaty, Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Camille Sebaaly, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sunshine Biopharma 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 in order 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(s) 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 controls 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 procedure 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 upon 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 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(s) 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.

Dated: August 12, 2025

/s/ Camille Sebaaly
Camille Sebaaly, Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this quarterly report of Sunshine Biopharma Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, the undersigned, in the capacities and on the date indicated below, 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 our knowledge:

1. The Report fully complies with the requirements of Rule 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 12, 2025

/s/ Dr. Steve N. Slilaty
Dr. Steve N. Slilaty, Chief Executive Officer

Dated: August 12, 2025

/s/ Camille Sebaaly
Camille Sebaaly, Chief Financial Officer