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

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 000-21617

ProPhase Labs, Inc.
(Exact name of registrant as specified in its charter)

Delaware	23-2577138
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
626 RXR Plaza, 6th Floor Uniondale, New York	11556
(Address of principal executive office)	(Zip Code)

(516) 989-0763
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0005	PRPH	Nasdaq Capital Market

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 during the preceding 12 months (or 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	☐	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 ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding shares as of August 11, 2025
Common Stock, $0.0005 par value	41,541,205

ProPhase Labs, Inc. and Subsidiaries
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

ProPhase Labs, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(in thousands, except share and per share amounts)

	June 30, 2025	December 31, 2024
	(Unaudited)	
ASSETS		
Current assets		
Cash and cash equivalents	$ 169	$ 678
Marketable securities, available for sale	2	—
Accounts receivable, net	20,086	20,058
Inventory, net	830	1,143
Prepaid expenses and other current assets	3,484	2,615
Current assets in discontinued operations	—	6,143
Total current assets	24,571	30,637
Property, plant and equipment, net	3,581	7,501
Prepaid expenses, net of current portion	151	217
Operating lease right-of-use asset, net	45	4,115
Intangible assets, net	8,459	9,750
Goodwill	5,231	5,231
Other assets	3	310
Non-current assets in discontinued operations	—	5,439
TOTAL ASSETS	**$ 42,041**	**$ 63,200**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 15,032	$ 13,717
Accrued diagnostic services	75	31
Accrued advertising and other allowances	151	151
Finance lease liabilities	2,625	2,147
Operating lease liabilities	102	1,214
Short-term loan payable, net of discount of $304 and $237	2,425	3,207
Short-term loan payable to related party, net of discount of $236	389	—
Warrant liability	270	—
Deferred revenue	1,418	1,698
Income tax payable	1,374	1,987
Other current liabilities	1,765	2,115
Current liabilities in discontinued operations	—	5,867
Total current liabilities	25,626	32,134
Non-current liabilities:		
Unsecured promissory notes, net of discount of $127	—	9,873
Unsecured long-term debt, net of discount of $216 and $423	436	1,779
Due to sellers (see Note 3)	2,000	2,000

Deferred revenue, net of current portion	654	784
Operating lease liabilities, net of current portion	—	3,762
Finance lease liabilities, net of current portion	1,889	2,591
Non-current liabilities in discontinued operations	—	2,924
Total non-current liabilities	4,979	23,713
Total liabilities	30,605	55,847
COMMITMENTS AND CONTINGENCIES		
Stockholders' equity		
Preferred stock authorized 1,000,000, $0.0005 par value, no shares issued and outstanding	—	—
Common stock authorized 50,000,000, $0.0005 par value, 41,541,205 and 29,874,029 shares outstanding, respectively	29	23
Additional paid-in capital	120,145	129,921
Accumulated deficit	(58,899)	(58,393)
Treasury stock, at cost, 8,692,005 and 12,940,967 shares [(1)], respectively	(49,643)	(64,000)
Accumulated other comprehensive loss	(196)	(198)
Total stockholders' equity	11,436	7,353
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 42,041**	**$ 63,200**

(1) Net of 6,000,000 collateral shares. See Note 6.

See accompanying notes to these condensed consolidated financial statements

ProPhase Labs, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)
(in thousands, except per share amounts)
(unaudited)

	For the three months ended		For the six months ended	
	June 30, 2025	**June 30, 2024**	**June 30, 2025**	**June 30, 2024**
Revenues, net	$ 1,247	$ 1,504	$ 2,678	$ 3,860
Cost of revenues	513	1,659	1,418	4,075
Gross profit (loss)	734	(155)	1,260	(215)
Operating expenses:				
General and administration	4,624	6,933	8,716	14,232
Research and development	4	140	101	412
Total operating expenses	4,628	7,073	8,817	14,644
Loss from operations	(3,894)	(7,228)	(7,557)	(14,859)
Debt extinguishment loss	(287)	—	(718)	—
Interest expense	(587)	(522)	(1,126)	(963)
Change in fair value of warrant liability	(40)	—	(40)	—
Loss from disposal of fixed assets	(823)	—	(868)	—
Employee retention tax credit income	1,938	—	1,938	—
Other expense	—	—	—	(18)
Loss from operations before income taxes	(3,693)	(7,750)	(8,371)	(15,840)
Income tax (expense) benefit	(779)	2,287	(779)	4,853
Loss from continuing operations after income taxes	(4,472)	(5,463)	(9,150)	(10,987)
Discontinued operations:				
Loss from discontinued operations, net of tax	—	(690)	(102)	(1,431)
Gain from disposal of discontinued operations	—	—	8,746	—
Income (loss) from discontinued operations	—	(690)	8,644	(1,431)
Net income (loss)	**$ (4,472)**	**$ (6,153)**	**$ (506)**	**$ (12,418)**
Other comprehensive income:				
Unrealized gain on marketable securities	2	(58)	2	102
Total comprehensive loss	$ (4,470)	$ (6,211)	$ (504)	$ (12,316)
Net earnings (loss) per share:				
Loss from continuing operations, basic and diluted	$ (0.11)	$ (0.29)	$ (0.24)	$ (0.59)
Income (loss) from discontinued operations, basic and diluted	$ —	$ (0.04)	$ 0.23	$ (0.08)
Net loss per share, basic and diluted	$ (0.11)	$ (0.33)	$ (0.01)	$ (0.67)
Weighted average common shares outstanding:				
Basic	41,541	18,888	38,405	18,466
Diluted	41,541	18,888	38,405	18,466

See accompanying notes to these condensed consolidated financial statements

ProPhase Labs, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(in thousands, except share data)
(unaudited)

	For the Three Months Ended June 30, 2025							
	Common Stock Shares Outstanding	Par Value	Additional Paid in Capital	Subscription Receivable	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance as of April 1, 2025	**41,541,205**	**$ 29**	**$ 119,837**	**$ (480)**	**$ (54,427)**	**$ (49,643)**	**$ (198)**	**$ 15,118**
Issuance of common shares and treasury shares for cash, net of offering cost of $200	—	—	(200)	480	—	—	—	280
Stock-based compensation (including $341 in prepaid expense)	—	—	508	—	—	—	—	508
Unrealized gain on marketable securities	—	—	—		—	—	2	2
Net loss	—	—	—	—	(4,472)	—	—	(4,472)
Balance as of June 30, 2025	**41,541,205**	**$ 29**	**$ 120,145**	**$ —**	**$ (58,899)**	**$ (49,643)**	**$ (196)**	**$ 11,436**

	For the Three Months Ended June 30, 2024						
	Common Stock Shares Outstanding	Par Value	Additional Paid in Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance as of April 1, 2024	**18,045,029**	**$ 18**	**$ 120,283**	**$ (11,294)**	**$ (64,000)**	**$ (140)**	**$ 44,867**
Issuance of common stock for cash, net of offering cost of $94	1,033,500	—	4,624	—	—	—	4,624
Unrealized loss on marketable debt securities	—	—	—	—	—	(58)	(58)
Stock-based compensation (including $796 in prepaid expense)	—	—	796	—	—	—	796
Net loss	—	—	—	(6,153)	—	—	(6,153)
Balance as of June 30, 2024	**19,078,529**	**$ 18**	**$ 125,703**	**$ (17,447)**	**$ (64,000)**	**$ (198)**	**$ 44,076**

	For the Six Months Ended June 30, 2025						
	Common Stock Shares Outstanding	Par Value	Additional Paid in Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance as of January 1, 2025	**29,874,029**	**$ 23**	**$ 129,921**	**$ (58,393)**	**$ (64,000)**	**$ (198)**	**$ 7,353**
Issuance of common shares and treasury shares for cash, net of offering cost of $275	11,315,000	6	(10,805)	—	14,357	—	3,558
Issuance of common stock as commitment fee for future financing	352,176	—	—	—	—	—	—
Unrealized gain on marketable debt securities	—	—	—	—	—	—	—
Stock-based compensation (including $341 in prepaid expense)	—	—	1,029	—	—	—	1,029
Unrealized gain on marketable securities	—	—	—	—	—	2	2
Net loss	—	—	—	(506)	—	—	(506)
Balance as of June 30, 2025	**41,541,205**	**$ 29**	**$ 120,145**	**$ (58,899)**	**$ (49,643)**	**$ (196)**	**$ 11,436**

	For the Six Months Ended June 30, 2024						
	Common Stock Shares Outstanding	Par Value	Additional Paid in Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance as of January 1, 2024	**18,045,029**	**$ 18**	**$ 118,694**	**$ (5,029)**	**$ (64,000)**	**$ (300)**	**$ 49,383**
Issuance of common stock for cash, net of offering cost of $94	1,033,500	—	4,624	—	—	—	4,624
Unrealized gain on marketable debt securities	—	—	—	—	—	102	102
Stock-based compensation (including $796 in prepaid expense)	—	—	2,385	—	—	—	2,385
Net loss	—	—	—	(12,418)	—	—	(12,418)
Balance as of June 30, 2024	**19,078,529**	**$ 18**	**$ 125,703**	**$ (17,447)**	**$ (64,000)**	**$ (198)**	**$ 44,076**

See accompanying notes to these condensed consolidated financial statements

ProPhase Labs, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	For the six months ended	
	June 30, 2025	**June 30, 2024**
Cash flows from operating activities		
Net loss	$ (506)	$ (12,418)
Less: Gain (loss) from discontinued operations, net of tax	8,644	(1,431)
Net loss from continuing operations	(9,150)	(10,987)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Realized loss on marketable debt securities	—	18
Depreciation and amortization	2,831	3,141
Amortization of debt discount	849	369
Amortization on operating lease right-of-use assets	210	222
Stock-based compensation expense	1,029	2,385
Loss from lease termination	1,357	—
Employee retention tax credit income	(1,549)	—
Inventory reserve	—	(63)
Loss (gain) from disposal of fixed assets	868	(19)
Change in fair value of warrant liability	40	—
Debt extinguishment loss	718	—
Changes in operating assets and liabilities:		
Accounts receivable	(28)	3,322
Inventory	313	394
Prepaid expenses and other current assets	(803)	(777)
Deferred tax asset	—	(4,900)
Other assets	—	847
Accounts payable and accrued expenses	448	3,896
Accrued diagnostic services	44	(87)
Accrued advertising and other allowances	—	(13)
Deferred revenue	(410)	(768)
Deferred tax liability	—	—
Lease liabilities	(29)	(927)
Income tax payable	(613)	(618)
Other liabilities	(350)	(1,181)
Net cash used in operating activities - continuing operations	(4,225)	(5,746)
Net cash provided by (used in) operating activities - discontinued operations	597	(4,236)
Net cash used in operating activities	(3,628)	(9,982)
Cash flows from investing activities		
Proceeds from sales of marketable securities	—	3,374
Proceeds from sales of fixed assets	120	150
Capital expenditures	—	(867)
Net cash provided by investing activities - continuing operations	120	2,657
Net cash provided by (used in) investing activities - discontinued operations	800	(98)

Net cash provided by investing activities	920	2,559
Cash flows from financing activities		
Proceeds from issuance of note payable, net	687	3,868
Proceeds from issuance of note payable to related party, net	500	—
Proceeds from issuance of common shares, net	3,558	4,624
Repayment of note payable	(2,511)	(888)
Net cash provided by financing activities - continuing operations	2,234	7,604
Net cash used in financing activities - discontinued operations	(35)	(10)
Net cash provided by financing activities	2,199	7,594
Decrease in cash and cash equivalents	(509)	171
Cash and cash equivalents at the beginning of the period	678	1,609
Cash and cash equivalents at the end of the period	**$ 169**	**$ 1,780**
Supplemental disclosures:		
Cash paid for income taxes	$ 347	$ 454
Interest payments	$ 672	$ 1,237
Supplemental disclosure of non-cash investing and financing activities:		
Issuance of common stock as commitment fee for future financing	$ 158	$ —
Issuance of liability classified warrants associated with notes payable	$ 230	$ —
Accrued offering cost	$ —	$ 22
Net unrealized (gain) loss, investments in marketable debt securities	$ (2)	$ 266

See accompanying notes to these condensed consolidated financial statements

Note 1 - Organization and Business

ProPhase Labs, Inc. ("ProPhase", "we", "us", "our" or the "Company") is a next-generation biotech, genomics and consumer products company. We are also focused on licensing, developing and commercializing novel drugs, dietary supplements, compounds and diagnostics.

Until late fiscal year 2020, the Company was engaged primarily in the research, development, manufacture, distribution, marketing and sale of over-the-counter ("OTC") consumer healthcare products and dietary supplements in the United States.

In October 2020, the Company completed the acquisition of all of the issued and outstanding shares of capital stock of Confucius Plaza Medical Laboratory Corp. ("CPM"), which owned a 4,000 square foot Clinical Laboratory Improvement Amendments ("CLIA") accredited laboratory located in Old Bridge, New Jersey for approximately $2.5 million, and began offering COVID-19 diagnostic tests through our wholly-owned subsidiary, ProPhase Diagnostics, Inc. ("ProPhase Diagnostics") in December 2020. Also in December 2020, we expanded our diagnostic service business with the build-out of a second, larger CLIA accredited laboratory in Garden City, New York. Operations at this second facility commenced in January 2021. We offered a broad array of COVID-19 related clinical diagnostic and testing services including polymerase chain reaction ("PCR") testing for COVID-19 and Influenza A and B through ProPhase Diagnostics, as well as rapid antigen and antibody/immunity testing for COVID-19. Due to the significant decrease in demand and reimbursement rate for our diagnostic testing service, we do not currently provide diagnostic testing services.

In August 2021, the Company acquired Nebula Genomics, Inc. ("Nebula"), a privately owned personal genomics company, through our wholly-owned subsidiary, ProPhase Precision Medicine Inc. Nebula focuses on genomics sequencing technologies, a comprehensive method for analyzing entire genomes, including the genes and chromosomes in deoxyribonucleic acid DNA. The data obtained from genomic sequencing can be used to help identify inherited disorders and tendencies, help predict disease risk, help identify expected drug response, and characterize genetic mutations, including those that drive cancer progression.

The Company's wholly owned subsidiary, ProPhase BioPharma, Inc. ("PBIO"), was formed in June 2022, for the licensing, development and commercialization of novel drugs, dietary supplements and compounds. Licensed compounds currently include Equivir (a OTC, dietary supplement candidate) and Equivir G (prescription drug ("Rx") candidate), two broad-based anti-virals, and Linebacker LB-1 and LB-2, two small molecule proviral integration site for moloney murine leukemia virus ("PIM") kinase inhibitors. The Company also owns the exclusive rights to the BE-Smart Esophageal Pre-Cancer Diagnostic Screening test and related intellectual property ("IP") assets.

In connection with the activities of PBIO, in January 2023, the Company acquired exclusive rights to BE-Smart Esophageal Pre-Cancer Diagnostic Screening test and related IP assets. The BE-Smart test is focused on the early detection of esophageal cancer, and is intended to provide health care providers and patients with data to help determine treatment options. The development of these novel drugs and compounds is highly dependent on how each performs during the testing and development stage, the demand for these product and services once entered into the marketplace, our marketing and service capabilities and our ability to comply with applicable regulatory requirements.

The Company also develops and markets dietary supplements under the TK Supplements® brand. The TK Supplements® product line includes Legendz XL®, a male sexual enhancement and Triple Edge XL®, an energy and stamina support product.

The Company's wholly owned subsidiary, Pharmaloz Real Estate Holdings, Inc. ("PREH"), was formed in November 2023, for the purpose to receive additional investment to expand its current facility.

The Company's wholly-owned subsidiary, DNA Complete, Inc. ("DNA Complete"), which was formed on September 24, 2024, for the offering of whole genome sequencing and related services. DNA Complete sequences specimens at Nebula as well as at other laboratories. DNA Complete focuses on genomics testing technologies, a comprehensive method for analyzing entire genomes, including the genes and chromosomes in deoxyribonucleic acid ("DNA"). The data obtained from genomic sequencing may help to identify inherited disorders and tendencies, predict disease risk, identify expected drug response, and characterize genetic mutations, including those that drive cancer progression. DNA Complete currently offers DNA Complete's whole genome sequencing products direct-to-consumers online with plans to sell in food, drug and mass retail stores and to provide testing for universities conducting genomic research.

On January 16, 2025, we sold our PMI to JL Projects, Inc., ("JL Projects"). As a consequence of the sale of PMI, for the three and six months ended June 30, 2025 and 2024, we have classified as discontinued operations (i) all income and expenses attributable to PMI, (ii) the gain from the sale of PMI, and (iii) the income tax expense attributed to the sale of PMI.

The Company continues to actively pursue acquisition opportunities for other companies, technologies and products within and outside the consumer products industry.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

The unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles accepted in the United States of America ("GAAP") for interim financial statements and the rules of the Securities and Exchange Commission ("SEC") applicable to interim financial statements. Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a complete presentation of financial position, results of operations, or cash flows. The accompanying unaudited condensed consolidated financial statements have been prepared by management without audit and should be read in conjunction with our audited consolidated financial statements, including the notes thereto, appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024. In the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial position, consolidated results of operations and other comprehensive loss and consolidated cash flows, for the periods indicated, have been made. The results of operations for the three and six months ended June 30, 2025 are not necessarily indicative of operating results that may be achieved over the course of the full year.

Use of Estimates

The preparation of condensed consolidated financial statements and the accompanying notes thereto, in conformity with GAAP, requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and reported amounts of revenues and expenses during the respective reporting periods. Examples include revenue recognition and the impact of the variable consideration of diagnostic test reimbursement rates, the allowance for credit losses and billing errors, allowances, slow moving and/or dated inventory and associated provisions, the potential impairment of long-lived assets, stock based compensation valuations, income tax asset valuations and assumptions related to accrued advertising.

Our estimates and assumptions are based on historical experience, current trends and other factors that management believes to be relevant at the time the condensed consolidated financial statements are prepared. Management reviews the accounting policies, assumptions, estimates and judgments on a quarterly basis. Actual results could differ from those estimates.

Discontinued Operations

The Company presents discontinued operations when there is a disposal of a component or a group of components that represents a strategic shift that will have a major effect on operations and financial results. The results of discontinued operations are reported in net income (loss) from discontinued operations in the condensed consolidated statements of operations for all periods presented, commencing in the period in which the business is either disposed of or is classified as held for sale, including any gain or loss recognized on closing or adjustment of the carrying amount to fair value less costs to sell. Assets and liabilities related to a business classified as held for sale or meets the criteria for discontinued operations are segregated in the consolidated balance sheets for the current and prior periods presented. Cash flows for continuing and discontinued operations are segregated in the consolidated statements of cash flows for the current and prior periods.

Certain prior period balances related to the Company's reportable segments and discontinued operations have been reclassified to conform to the current presentation in the consolidated financial statements have been prepared by management without audit and should be read in conjunction with our audited consolidated financial statements, including the accompanying notes appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024. In the

opinion of management, all adjustments necessary for a fair presentation of the notes to the condensed consolidated financial statements are presented on a continuing operations basis unless otherwise noted.

Reclassifications

The Company has reclassified certain amounts on the condensed consolidated balance sheets, condensed consolidated statements of operations and comprehensive loss and condensed consolidated statements of cash flows to conform to current period presentation.

Fair Value of Financial Instruments

We measure assets and liabilities at fair value based on expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale date of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level.

The following are the hierarchical levels of inputs to measure fair value:

- Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The carrying amounts of our financial assets and liabilities, such as cash, accounts receivable, accounts payable, and unsecured note payable, approximate their fair values because of the short-term nature of these instruments.

We account for our marketable securities at fair value, with the net unrealized gains or losses of marketable debt securities reported as a component of accumulated other comprehensive income or loss and marketable equity securities change in fair value reported on the condensed consolidated statements of operation and comprehensive income (loss). The components of marketable securities are as follows (in thousands):

	As of June 30, 2025			
	Level 1	**Level 2**	**Level 3**	**Total**
Corporate stock	2	—	—	2
	$ 2	$ —	$ —	$ 2

	As of December 31, 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
Corporate stock	$ —	$ —	$ —	$ —
	$ —	$ —	$ —	$ —

There were no transfers of marketable securities between Levels 1, 2 or 3 for the six months ended June 30, 2025 and 2024.

Goodwill

Goodwill represents the excess of the fair value of the consideration transferred over the fair value of the underlying identifiable assets and liabilities acquired in a business combination. Goodwill and intangible assets deemed to have an indefinite life are not amortized, but instead are assessed for impairment annually. Additionally, if an event or change in circumstances occurs that would more likely than not reduce the fair value of the reporting unit below its carrying value, we would evaluate goodwill at that time.

Revenue Recognition and Accounts Receivable

The Company recognizes revenues in accordance with Financial Accounting Standards Board ("FASB")'s Accounting Standards Codification ("ASC") 606, Revenues from Contracts with Customers. The Company recognizes revenue that represents the transfer of promised goods or services to customers at an amount that reflects the consideration that is expected to be received in exchange for those goods or services. The Company recognizes revenue when performance obligations with our customers have been satisfied. At contract inception, we evaluate the contract to determine if revenue should be recognized using the following five steps: (1) identify the contract with the customer; (2) identify the performance obligations; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations; and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

The Company carries its accounts receivable at cost less an allowance for credit losses. Allowances for credit losses are based upon the Company's judgment regarding collectability. On a periodic basis, the Company evaluates its receivables and establish an allowance for credit losses, based on a history of past write-offs, collections, current credit conditions or generally accepted future trends in the industry and/or local economy. Accounts are written off as uncollectible at the time we determine that collections are unlikely. The reserve is not intended to address return activity or disputed balances with ongoing customers, as this should be addressed in a reserve for credit memos with a corresponding charge to revenue.

Income Taxes

The Company recognizes deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse.

The provision for, or benefit from, income taxes includes deferred taxes resulting from the temporary differences in income for financial and tax purposes using the liability method. Future realization of deferred income tax assets requires sufficient taxable income within the carryback, carryforward period available under tax law. We evaluate, on a quarterly basis whether, based on all available evidence, it is probable that the deferred income tax assets are realizable. Valuation allowances are established when it is more likely than not that the tax benefit of the deferred tax asset will not be realized. The evaluation, as prescribed by ASC 740-10, "Income Taxes," includes the consideration of all available evidence, both positive and negative, regarding historical operating results including recent years with reported losses, the estimated timing of future reversals of existing taxable temporary differences, estimated future taxable income exclusive of reversing temporary differences and carryforwards, and potential tax planning strategies which may be employed to prevent an operating loss or tax credit carryforward from expiring unused.

The Company accounts for uncertainties in income taxes under the provisions of FASB ASC 740-10-05 (the "Subtopic"). The Subtopic clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The Subtopic prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Subtopic provides guidance on the de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Recently Adopted Accounting Standards

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (ASU 2023-09), which improves the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the effective tax rate reconciliation and income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures. This

guidance will be effective for the annual periods beginning the year ended December 31, 2025. Early adoption is permitted. Upon adoption, the guidance can be applied prospectively or retrospectively. The Company adopted this standard as of January 1, 2025. The adoption of this ASU did not have any material impact on the Company's quarterly condensed consolidated financial statements.

Recently Issued Accounting Standards, Not Yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, Disaggregation of Income Statement Expenses. This update improves the disclosures about a public entity's expenses, primarily through additional disclosures of specific information about certain costs and expenses in the notes to financial statements. The guidance is effective for the Company for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027. The requirements will be applied prospectively with the option for retrospective application. Early adoption is permitted. The Company is currently evaluating the impact this ASU will have on its condensed consolidated financial statements.

Note 3 - Asset Acquisition

Stella Diagnostics - Asset Purchase Agreement

On December 15, 2022, the Company entered into an Asset Purchase Agreement (the "Stella Purchase Agreement"), with Stella Diagnostics Inc. ("Stella") and Stella DX, LLC ("Stella DX" and, together with Stella, the "Stella Sellers"), pursuant to which, on January 3, 2023, the Company purchased all of the assets, rights and interests of the Stella Sellers and their affiliates pertaining to the Stella Sellers' BE-Smart Esophageal Pre-Cancer Diagnostic Screening Test and certain clinical assets, including all intellectual property rights (the "Stella Purchased Assets").

As consideration for the Stella Purchased Assets, at closing, the Company (i) paid to the Stella Sellers $3.5 million in cash, minus (a) the Secured Note Amount of $0.5 million, (b) the Liability Payoff Amount of $1.6 million and (c) the Promissory Note Payoff Amount of $0.4 million, and (ii) issued to Stella DX 100,000 shares of common stock, par value $0.0005 per share, of the Company at a value of $10.00 per share. Total consideration paid was $4.6 million. The Secured Note Amount of $0.5 million and the Promissory Note Payoff of $0.4 million were paid in 2022. The balance of the consideration was paid at closing on January 3, 2023.

In addition to the consideration paid at closing, the Company will issue shares of common stock valued at $2.0 million (the "Milestone Stock") to the Stella Sellers upon a Commercialization Event (as defined in the Stella Purchase Agreement). The Milestone stock was recorded at closing as a non-current liability at its fair value of $2.0 million. Also, the Company is required to pay to the Stella Sellers for each of the seven calendar years during the seven year period commencing on the first day of the calendar year following the date of the Commercialization Event, a non-refundable, non-creditable royalty of 5% of the Adjusted Gross Margin for such Annual Period. As of June 30, 2025, the Commercialization Event had not occurred.

The asset purchase does not qualify as a business combination under FASB ASC 805, *Business Combinations*, and has therefore been accounted for as an asset acquisition. In connection with the Stella Purchased Assets, the Company incurred $0.2 million in transaction costs, which were capitalized into the purchase price of the Stella Purchased Assets. The total purchase price for the Stella Purchased Assets was $6.8 million (including the value of the stock to be issued upon the Commercialization Event), which was allocated to the proprietary technology intangible asset acquired. The Company is amortizing the acquired intangible asset on a straight-line basis over its estimated useful life of five years.

Note 4 - Intangible Assets, Net

Intangible assets as of June 30, 2025 and December 31, 2024 consisted of the following (in thousands):

	June 30, 2025	December 31, 2024	Estimated Useful Life (in years)
Trade names	$ 5,550	$ 5,550	15
Proprietary intellectual property	11,064	11,064	5
Customer relationships	1,180	1,180	1
CLIA license	1,307	1,307	3
	19,101	19,101	
Less: accumulated amortization	(10,642)	(9,351)	
Total intangible assets, net	$ 8,459	$ 9,750	

Amortization expense for acquired intangible assets was $0.6 million and $0.6 million during the three months ended June 30, 2025 and 2024, respectively. Amortization expense for acquired intangible assets was $1.3 million and $1.3 million during the six months ended June 30, 2025 and 2024, respectively. The estimated future amortization expense of acquired intangible assets as of June 30, 2025 is as follows (in thousands):

Remaining periods in the year ended December 31, 2025	$ 1,292
Year ended December 31, 2026	2,251
Year ended December 31, 2027	1,731
Year ended December 31, 2028	370
Year ended December 31, 2029	370
Thereafter	2,445
	$ 8,459

Note 5 - Property, Plant and Equipment

The components of property, plant and equipment are as follows (in thousands):

	June 30, 2025	December 31, 2024	Estimated Useful Life
Leasehold improvements	—	1,241	
Machinery	617	482	3-7 years
Lab equipment	6,597	11,813	3-7 years
Computer equipment and software	36	2,562	3-5 years
Furniture and fixtures	151	383	5 years
	7,401	16,481	
Less: accumulated depreciation	(3,820)	(8,980)	
Total property, plant and equipment, net	$ 3,581	$ 7,501	

Depreciation expense was $0.7 million and $0.9 million for the three and six months ended June 30, 2025, respectively, compared to $1.5 million and $1.8 million for the three and six months ended June 30, 2024, respectively.

In conjunction with the Company's New York office lease termination in June 2025 (see Note 10, Leases), the Company wrote offapproximately $1.4 million fixed assets and leasehold improvements, which was recognized as part of loss from lease termination and was included in the general and administrative expense on the consolidated statement of operations.

Note 6 - Outstanding Debt

Secured Promissory Note

On December 19, 2024 (the “Closing Date”), PMI entered into a secured promissory note agreement with an individual investor for cash proceeds of $1.0 million (the “PMI Note”). The PMI Note has an annual interest rate of 15%. The PMI Note is due upon the sale of PMI or12 months from the Closing Date. On January 16, 2025, the PMI Note was extinguished as a result of the disposal of PMI and PREH. The gain was recognized as part of gain from sale of discontinued operations on the condensed consolidated statement of operations.

Collateralized Loan Agreement

On November 21, 2024 the Company entered into a financing agreement with CJEF Capital Partners PTE Ltd. (“CJEF”), to provide the Company with loan funding to be secured by 6 million common shares (the “Collateralized Loan Agreement”). Funding to be provided in tranches and shall mature2 years from date of funding. Collateral retained by CJEF will be pledged and utilized to secure each funding and to be retained until all principal and interest have been paid. Interest will accrue on the outstanding principal amount of the Collateralized Loan at 6% per annum (payable semi-annually in advance) and an arranger fee of5% will be retained by CJEF from Loan proceeds. As ofJune 30, 2025 the Company has been provided funding of$500,000 against the Collateralized Loan agreement, with the entire balance remaining outstanding.

2024 Term Note Agreement

On October 22, 2024, the Company entered into a term note agreement with an individual investor for cash proceeds of$500,000 (the “2024 Term Note”). The 2024 Term Note has an implicit interest rate of 15%. The 2024 Term Note has a term of12 months and requires the Company to make interest only monthly payments in the amount of$6,250 with a $506,250 balloon payment at end of term. There are no warrants or convertible features associated with this note. On June 22, 2025, the 2024 Term Note was extinguished and exchanged to a new loan. See description below under 2025 Loan Agreements with Warrants.

2025 Loan Agreements with Warrants

On June 22, 2025, the Company entered intotwo identical loan agreements with Ted Karkus, the Company’s Chief Executive Officer and the Chairman of the Board of Directors (the "CEO Loan"), and an unaffiliated investor (the "Unaffiliated Investor Loan"), pursuant to which the Company issued two twelve-month non- convertible promissory notes in the principal amount of $625,000 each. Both loans included an original issuance discount of125,000 and bear an annual interest rate of10%.

The Company received net cash proceeds of$500,000 from the CEO Loan. In connection with the issuance of the CEO Loan, the Company also issued 500,000 unvested warrants (the "CEO Warrants"). The CEO Warrants do not vest until a future shareholders’ approval of an increase in the Company’s authorized shares of common stock. The Company assessed the classification of the CEO Warrants and determined that the CEO Warrants are liability classified. The CEO Warrants have an exercise price of $0.60 for a term of 5.0 years. The grant date fair value of the CEO Warrants were valued at$115,000 using the Black-Scholes option pricing model with the following assumptions:no dividend yield, expected volatility of 98.4%, risk free interest rate of4.0% and expected warrant life of5 years. The fair value of the CEO Warrants was recorded as an additional debt discount to the note payable.

The Unaffiliated Investor Loan was issued as an exchange to the existing 2024 Term Note (see description of the 2024 Term Note above). No additional cash proceeds were provided. The Company accounted for the issuance of the Unaffiliated Investor Loan as an extinguishment of the original debt of $500,000 and the recognition of new debt which is initially measured at its fair value of $433,000. In connection with the issuance of the Unaffiliated Investor Loan, the Company also issued 500,000 unvested warrants (the "Unaffiliated Investor Warrants"). The Unaffiliated Investor

Warrants contain the same terms as the CEO Warrants, which has fair value of $115,000 on the issuance date. The fair value of the Unaffiliated Investor Loan and the Unaffiliated Investor Warrants are used to determine the debt extinguishment gain or loss to be recognized. As a result, the Company recognized a debt extinguishment loss of $48,000 during the three months ended June 30, 2025.

2025 Short-term Loan

On May 22, 2025, the Company entered into a note agreement with an individual investor for cash proceeds of $200,000 (the "May 2025 Note"). The May 2025 Note is due on July 11, 2025 and requires the Company to make a $250,000 balloon payment at the maturity date. During the three months ended June 30, 2025, the Company recognized $46,000 interest expense on the condensed consolidated statement of operations. The May 2025 Note is subsequently fully paid on July 23, 2025.

ERC Claim and Risk Participation Agreement

In August 2023, the Company filed for the Employee Retention Credit ("ERC") for $2.2 million. The ERC is a refundable tax credit for businesses that continued to pay employees while sustaining a full or partial suspension of operations limiting commerce, travel or group meetings due to COVID-19 pandemic and orders from an appropriate governmental authority or had significant declines in gross receipts from second quarter of 2020 to second quarter of 2021. The Company sustained a partial suspension of operations during this time due to governmental orders. Eligible employers can claim the ERC on an original or adjusted employment tax return for a period within those dates.

On September 16, 2024 ("Agreement Date"), the Company, as seller, received $1.9 million as a purchase price (the "Purchase Price") for the sale of the Company's rights, title and interest per a Risk Participation of ERC Claim Agreement, dated September 13, 2024 ("Agreement") by and between the Company and 1861 Acquisition LLC (the "Buyer"). The Company also incurred an issuance cost of $154,000.

The Agreement transferred all of the Company's rights to receive any and all payments, proceeds or distributions of any kind (without set-off, deduction or withholding of any kind), including interest, from the United States Internal Revenue Service (the "IRS") in respect of the employee retention credits duly and timely claimed by Seller on account of qualified wages paid by Seller and identified as a "Claim for Refund" under Form 941-X Adjusted Employer's Quarterly Federal Tax Return or Claim for Refund for the second (2nd), third (3rd) and fourth (4th) quarters of 2020, and the first (1st) and second (2nd) quarters of 2021 (the "Tax Refund Claim") in the aggregate amount of $2.2 million ("Transferred Interests").

The Company expects the IRS to approve or deny its claim within the24 months from the Agreement Date. Upon approval and payment of the claim, the Company will settle the outstanding balance in cash to the Buyer. In the event that the IRS disallows all or a portion of the ERC, the Buyer has the demand right to put all or a part of the disallowed portion back to the Company at a price equal to 85% of the impaired amount, plus interest at10% per annum, calculated from the date of September 13, 2024 until payment is made.

The Company elected to account for the ERC by analogy to IAS 20 when there was reasonable assurance of receipt, which was determined to be when the approval was received by the IRS. During the 2nd quarter of 2025, the Company received approval for partial refunds from the IRS in the amount of $1.5 million, which was passed through to the Buyer and settled a portion of the ERC note and is included in other income on the condensed consolidated statements of operations. As of June 30, 2025, the remaining outstanding balance under the Agreement was approximately $436,000, which is net of debt discount of $216,000. Upon approval and payment of the remaining claim, the Company will settle the outstanding balance in cash to the Buyer.

2024 Third Future Receipts Financing and Amendment

On August 1, 2024, the Company entered into an agreement of sale of future receipts ("Third Future Receipts Financing Agreement") with RDM Capital Funding ("RDM") by which RDM purchased from the Company, its future accounts and contract rights arising from the sale of goods or rendition of services to the Company's customers. The purchase price was $500,000, which was paid to the Company on August 2, 2024, net of $17,500 origination fee. The

Company also incurred a $17,500 brokerage fee. The Third Future Receipts Financing Agreement requires thirty two weekly payments of $21,094 for a total repayment of $675,000 over the term of the agreement.

On January 21, 2025, the Company entered into another agreement of sale of future receipts (the "Amended RDM Financing Agreement") with RDM pursuant to which RDM restructured the existing Third Future Receipts Financing Agreement as described the above by amending the outstanding amount to $514,000 for gross proceeds to the Company of $370,000, less origination fees of $18,500 and the outstanding balance under the Third Future Receipts Financing Agreement of $169,000, resulting in net proceeds to the Company of $183,000. The Company also incurred a $20,000 brokerage fee. The Amended RDM Financing Agreement shall be repaid by the Company in 28 weekly installments of $18,368.

During the three and six months ended June 30, 2025, the Company recognized $51,000 and $125,000 interest expense from the amortization of debt discount using the effective interest rate method, respectively. As of June 30, 2025, the outstanding balance under the Amended RDM Financing Agreement was $134,000, net of debt discount of $8,000. The RDM note is subsequently fully paid during August 2025.

2024 Second Future Receipts Financing and Amendments

On June 27, 2024, the Company entered into an agreement of sale of future receipts ("Second Future Receipts Financing Agreement") with Slate Advance ("Slate") by which Slate purchased from the Company, its future accounts and contract rights arising from the sale of goods or rendition of services to the Company's customers. The purchase price was approximate $1.5 million, which was paid to the Company on June 28, 2024, net of $42,000 origination fee. The Company also incurred $22,000 brokerage fee which was paid subsequently in July 2024. The Second Future Receipts Financing Agreement requires thirty two weekly payments of $60,718 for a total repayment of approximate $1.9 million over the term of the agreement.

On November 5, 2024, the Company entered into another agreement of sale of future receipts (the "Amended Slate Financing Agreement") with Slate pursuant to which Slate restructured the existing Second Future Receipts Financing Agreement as described the above by increasing the outstanding amount to $2.1 million for gross proceeds to the Company of $1.5 million, less origination fees of $35,000 and the outstanding balance under the Second Future Receipts Financing Agreement of $1.0 million, resulting in net proceeds to the Company of $527,000. The Amended Second Future Receipts Financing Agreement shall be repaid by the Company in24 weekly installments of $89,000.

On January 16, 2025, the Company entered into another agreement of sale of future receipts (the "Second Amended Slate Financing Agreement") with Slate pursuant to which Slate restructured the existing Amended Slate Financing Agreement as described the above by amending the outstanding amount to $ 1.5 million for gross proceeds to the Company of $1.1 million, less origination fees of $34,500 and the outstanding balance under the Amended Slate Financing Agreement of $1.1 million, resulting in net proceeds to the Company of $59,500. The Second Amended Second Future Receipts Financing Agreement shall be repaid by the Company in25 weekly installments of $59,500.

On April 9, 2025, the Company entered into another agreement of sale of future receipts (the "Third Amended Slate Financing Agreement") with Slate pursuant to which Slate restructured the existing Second Amended Slate Financing Agreement as described the above by amending the outstanding amount to $ 1.5 million for gross proceeds to the Company of $1.1 million, less origination fees of $30,000 and the outstanding balance under the Second Amended Slate Financing Agreement of $ 722,000, resulting in net proceeds to the Company of $298,000. The Third Amended Second Future Receipts Financing Agreement shall be repaid by the Company in25 weekly installments of $59,500.

During the three and six months ended June 30, 2025, the Company recognized an aggregate of $216,000 and $448,000 interest expense from the amortization of debt discount using the effective interest rate method. As of June 30, 2025, the outstanding balance under the Second Amended Slate Financing Agreement was $733,000, net of debt discount of $102,000.

2024 Future Receipts Financing

On February 14, 2024 (the "Commencement Date"), the Company entered into an agreement of sale of future receipts ("Future Receipts Financing Agreement") with Libertas Funding, LLC ("Libertas") by which Libertas purchased from the Company, its future accounts and contract rights arising from the sale of goods or rendition of services to the Company's customers. The purchase price was approximate $2.5 million, which was paid to the Company on February 16, 2024, net of $50,000 origination fee. The Future Receipts Financing Agreement requires twelve equal payments of

$247,000 to be paid monthly for a total repayment of approximate $3.0 million ("Future Receipts") over the term of the agreement. On February 14, 2024, the Company and Libertas executed an addendum to the Future Receipts Financing Agreement, pursuant to which the monthly payment term was revised to be $185,000 for the first two months and $259,000 for the remaining ten months. The Company has the right to pay to end this financing transaction early by repurchasing the Future Receipts sold to Libertas but not yet delivered. The repurchase price is equal to the discount factor ranging between 1.075-1.165 each month following the Commencement Date up to six months. This shall be multiplied by the purchase price unless amounts collected prior to the date in which the repurchase price is paid.

During the three and six months ended June 30, 2025, the Company recognized $5,000 and $10,000 interest expense from the amortization of debt discount using the effective interest rate method, respectively. As of June 30, 2025, the outstanding balance under the Future Receipts Financing Agreement was $376,000, net of debt discount of $1,000.

2023 Unsecured Promissory Note Payable

On January 26, 2023, the Company issued an unsecured promissory note (the "JXVII Note") and guaranty for an aggregate principal amount of $3.6 million to JXVII Trust ("JXVII"). The JXVII Note is due and payable on January 27, 2026, the third anniversary of the date on which the JXVII Note was funded (the "Note Closing Date"), and accrues interest at a rate of 10% per year from the Note Closing Date, payable on a quarterly basis, until the JXVII Note is repaid in full. The Company has the right to prepay the JXVII Note at any time after the Note Closing Date and prior to the maturity date without premium or penalty upon providing seven days' written notice to the note holder. Repayment of the JXVII Note has been guaranteed by the Company's wholly-owned subsidiary, PMI.

On August 15, 2024, the Company and JXVII entered into an amended and restated unsecured promissory note for the JXVII Note (the "Amended JXVII Note"), increasing the principal amount by $2.4 million to $10.0 million, increasing the interest rate to 15% per annum, and extending the maturity date from January 27, 2026 to August 15, 2027. The Company received $2.3 million cash and exchanged the outstanding interest of $94,000. The amendment was accounted for as a debt modification, and the remaining unamortized debt discount as of the amendment date from the JXVII Note will be amortized over the remaining term of the Amended JXVII Note.

On January 16, 2025 (the "Closing Date"), the Company completed the sale of the Pharmaloz Manufacturing Inc. business and Pharmaloz Real Estate Holdings, Inc. to JL Projects (the "Pharmaloz Sale"). In connection with the Pharmaloz Sale transaction, JL projects assumed the Amended JXVII Note outstanding principal and outstanding interest as of the Closing Date for total amount of $10.3 million, which was recognized as part of gain from sale of discontinued operations on the condensed consolidated statement of operations.

Note 7 - Stockholders' Equity

Our authorized capital stock consists of 50 million shares of common stock, $0.0005 par value, and one million shares of preferred stock, $0.0005 par value.

Preferred Stock

The preferred stock authorized under our certificate of incorporation may be issued from time to time in one or more series. As of June 30, 2025 and December 31, 2024, no shares of preferred stock had been issued.

Common Stock Dividends

No dividends were declared during the three months ended June 30, 2025 and 2024.

Common Stock

Equity Line of Credit - Keystone Capital Partners, LLC

On January 29, 2025, the Company entered into an Equity Line of Credit ("Keystone ELOC") with a purchaser, Keystone Capital Partners, LLC ("Keystone") whereby the Company has the right to sell up to an aggregate of $7.7 million of shares of the Company's common stock.

Upon entering into the Keystone ELOC, the Company agreed to issue to Keystone an aggregate of352,176 common shares (the "Commitment Shares") as consideration for Keystone's commitment to purchase common shares upon the Company's direction under the Keystone ELOC. The fair value of the Commitment Shares at the issuance date was $158,000, which was recognized as a reduction of equity.

During the six months ended June 30, 2025, the Company received3.6 million net proceeds on sales of11.3 million shares of common stock, including4.2 million shares from the Company's treasury account to Keystone after deducting commissions and expenses of $275,000, at a weighted-average price of $0.29 per share.

The 2022 Directors' Equity Compensation Plan

On May 19, 2022, the stockholders of the Company approved the 2022 Directors' Equity Compensation Plan (the "2022 Directors' Plan") at the 2022 Annual Meeting of Stockholders of the Company (the "2022 Annual Meeting"). The 2022 Directors' Plan amended and restated the Company's Amended and Restated 2010 Directors' Equity Compensation Plan and provided for an increase in the number of shares reserved for issuance under the plan by 300,000 shares and for the adjustment of the per share exercise price of stock options granted under the 2022 Plan in the event of any change in the outstanding shares of common stock of the Company as a result of, among other things, any distribution or special dividend to stockholders of shares, cash or other property (other than regular cash dividends).

On June 16, 2023 the stockholders of the Company approved the Amended and Restated 2022 Directors' Equity Compensation Plan (the "Amended 2022 Directors' Plan") at the 2023 Annual Meeting of Stockholders of the Company. The Amended 2022 Directors' Plan provides for an increase in the number of shares reserved for issuance under such plan by 150,000 shares.

During the six months ended June 30, 2025 and 2024, there were200,000 and 210,000 stock options issued under the 2022 Directors Plan, respectively.

As of June 30, 2025, there were100,000 shares of common stock available to be issued under the 2022 Directors' Plan.

The 2010 Directors' Equity Compensation Plan

On May 20, 2021, the stockholders of the Company approved the Amended and Restated 2010 Directors' Equity Compensation Plan (the "Amended 2010 Directors' Plan") at the 2021 Annual Meeting of Stockholders of the Company (the "2021 Annual Meeting"). The Amended 2010 Directors' Plan authorized the issuance of up to 775,000 shares of common stock. This plan was amended and restated on April 11, 2022 (to become the 2022 Directors' Plan), subject to stockholder approval, which was obtained at the 2022 Annual Meeting.

The 2022 Equity Compensation Plan

On May 9, 2022, the stockholders of the Company approved the 2022 Equity Compensation Plan (the "2022 Plan") at the 2022 Annual Meeting. The 2022 Plan amended and restated the Company's Amended and Restated 2010 Equity Compensation Plan and provided for an increase in the number of shares reserved for issuance under the plan by 1,000,000 shares and for the adjustment of the per share exercise price of stock options granted under the 2022 Plan in the event of any change in the outstanding shares of common stock of the Company as a result of, among other things, any distribution or special dividend to stockholders of shares, cash or other property (other than regular cash dividends).

During the six months ended June 30, 2025 and 2024, there were423,285 and 1,080,000 stock options issued under the 2022 Plan, respectively.

As of June 30, 2025, there were16,250 shares of common stock available to be issued under the 2022 Plan.

The 2010 Equity Compensation Plan

On May 20, 2021, the stockholders of the Company approved the Amended and Restated 2010 Equity Compensation Plan (the "Amended 2010 Plan") at the 2021 Annual Meeting. The Amended 2010 Plan authorized the

issuance of up to 4,900,000 shares of common stock. This plan was amended and restated on April 11, 2022 (to become the 2022 Plan), subject to stockholder approval, which was obtained at the 2022 Annual Meeting.

The 2018 Stock Incentive Plan

On April 12, 2018, the Company's stockholders approved the 2018 Stock Incentive Plan (the "2018 Stock Plan"). The 2018 Stock Plan provides for the grant of incentive stock options to eligible employees of the Company, and for the grant of non-statutory stock options to eligible employees, directors and consultants. The 2018 Stock Plan provides that the total number of shares that may be issued pursuant to the 2018 Stock Plan is 2,300,000 shares. At April 12, 2018, all 2,300,000 shares had been granted in the form of stock options to Ted Karkus (the "CEO Option"), our Chief Executive Officer ("CEO").

The 2018 Stock Plan required certain proportionate adjustments to be made to the stock options granted under the 2018 Stock Plan upon the occurrence of certain events, including a special distribution (whether in the form of cash, shares, other securities, or other property) in order to maintain parity. Accordingly, the Compensation Committee of the board of directors, as required by the terms of the 2018 Stock Plan, adjusted the exercise price of the CEO Option in connection with each special cash dividend paid by the Company proportionately to the amount of the dividend paid. The final exercise price of the CEO Option was $0.60 per share after the latest special cash dividend paid on June 3, 2022.

All stock options were exercised under the 2018 Stock Plan during 2023. No share based compensation expense will be recognized in forward periods related to the 2018 Stock Plan.

Inducement Option Awards

On February 17, 2025 the Company issued a non-qualified stock option to Stuart Hollenshead, the Company's Chief Operational Officer (the "COO"), as an inducement to his employment with the Company, effective February 17, 2025 (the "2025 COO Award"). The 2025 COO Award entitles the COO to purchase up to 500,000 shares of the Company's common stock at an exercise price of $0.60 per share. The 2025 COO Award vested 25% on the date of grant and the remaining portion will vest 25% per year for the next three years on each of the first three anniversaries of the commencement date of Mr. Hollenshead's employment, subject to his continued service on each vesting date. The 2025 COO Award expires on the seventh anniversary of the grant date. The 2025 COO Award provides for certain proportionate adjustments to be made in the event of any change in the outstanding shares of common stock of the Company as a result of, among other things, any distribution or special dividend to stockholders of shares, cash or other property (other than regular cash dividends) in order to maintain parity. The grant date fair value of the 2025 COO Award was approximately $100,000.

All inducement awards have been granted outside of the Company's equity compensation plans.

Summary of all option grants

The following table summarizes stock option activity during the six months ended June 30, 2025, (in thousands, except per share data).

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Total Intrinsic Value
Outstanding as of January 1, 2025	3,881	$ 6.64	4.9	$ —
Granted	1,123	0.60	7.0	—
Forfeited	(551)	6.06	—	—
Outstanding as of June 30, 2025	4,453	$ 5.19	4.9	—
Options vested and exercisable	2,638	$ 6.14	4.1	—

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying options and the closing stock price of $0.40 for the Company's common stock on June 30, 2025.

During the six months ended June 30, 2025, the Company granted options to purchase1,123,000 shares of the Company's common stock to various employees and directors. The options grant date fair value was valued at $227,000 during the six months ended June 30, 2025, using the Black-Scholes option pricing model to calculate the grant-date fair value of the options. The fair value of stock options for employees are expensed over the vesting term in accordance with the terms of the related stock option agreements.

The following table summarizes weighted average assumptions used in determining the fair value of the stock options at the date of grant during the six months ended June 30, 2025 and 2024:

	For the six months ended	
	June 30, 2025	June 30, 2024
Exercise price	$ 0.60	$ 6.01
Expected term (years)	4.6	4.5
Expected stock price volatility	92.1 %	79.6 %
Risk-free rate of interest	4.3 %	4.2 %
Expected dividend yield (per share)	0 %	0 %

The expected stock price volatility is based on the Company's historical common stock trading prices and the expected term is based on the period that the Company's stock-based awards are expected to be outstanding based on the simplified method.

Stock Warrants

The following table summarizes warrant activity during the six months ended June 30, 2025 (in thousands, except per share data):

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)
Outstanding as of January 1, 2025	616	$ 5.93	3.8
Granted	1,120	0.60	
Outstanding as of June 30, 2025	1,736	$ 2.49	4.2
Warrants vested and exercisable	736	$ 5.06	3.2

During the six months ended June 30, 2025, the Company granted warrants to purchase1,120,000 shares of the Company's common stock to various consultants and investors, including the Company's CEO, which was issued in conjunction with his loan agreement (see Note 6). The warrants grant date fair value was valued at $227,000 (See Note 15) during the six months ended June 30, 2025, using the Black-Scholes option pricing model to calculate the grant-date fair value of the options. The fair value of warrants for consultant are fully expensed on the issuance date based on the vesting term.

The following table summarizes weighted average assumptions used in determining the fair value of the warrants at the date of grant during the six months ended June 30, 2025:

Exercise price	$ 0.60	
Expected term (years)	5.0	
Expected stock price volatility	97.7	%
Risk-free rate of interest	3.8	%
Expected dividend yield (per share)	0	%

The Company recognized $0.5 million and $0.8 million of share-based compensation expense during the three months ended June 30, 2025 and 2024, respectively. The Company recognized $1.0 million and $2.4 million of share-based compensation expense during the six months ended June 30, 2025 and 2024, respectively. The Company will recognize an aggregate of approximately $3.4 million of remaining share-based compensation expense related to outstanding stock options over a weighted average period of2.8 years.

Note 8 – Income Taxes

We recognize tax assets and liabilities for future tax consequences related to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for net operating loss carryforwards. Management evaluated the deferred tax assets for recoverability using a consistent approach that considers the relative impact of negative and positive evidence, including historical profitability and projections of future reversals of temporary differences and future taxable income. We are required to establish a valuation allowance for deferred tax assets if management determines, based on available evidence at the time the determination is made, that it is not more likely than not that some portion or all of the deferred tax assets will be realized. As a result of historical losses from continuing operations, we have recorded a full valuation allowance against the net deferred tax assets. Judgment is required to estimate forecasted future taxable income, which may be impacted by future business developments, actual results, tax initiatives, legislative, and other economic factors. The Company will continue to monitor income levels and potential changes to its operating and tax model, and other legislative or global developments in its determination.

Note 9 – Commitments and Contingencies

License Agreements

Linebacker LB1 and LB2

In July 19, 2022, the Company through its wholly-owned subsidiary ProPhase BioPharma entered into a License Agreement (the "Linebacker License Agreement") with Global BioLife, Inc. (the "Licensor"), with an effective date of July 18, 2022 (the "Linebacker Effective Date"), pursuant to which it acquired from Licensor a worldwide exclusive right

and license under certain patents identified in the Linebacker License Agreement (the "Licensed Patents") and know-how (collectively, the "Licensed IP") to exploit any compound covered by the Licensed Patents (the "Licensed Compound"), including Linebacker LB1 and LB2, and any product comprising or containing a Licensed Compound ("Licensed Products") in the treatment of cancer, inflammatory diseases or symptoms, memory-related syndromes, diseases or symptoms including dementia and Alzheimer's Disease (the "Field"). Under the terms of the Linebacker License Agreement, the Licensor reserves the right, solely for itself and for GRDG Sciences, LLC ("GRDG") to use the Licensed Compound and Licensed IP solely for research purposes inside the Field and for any purpose outside the Field.

Subject to certain conditions set forth in the Linebacker License Agreement, the Company may grant sublicenses (including the right to grant further sublicenses) to its rights under the Linebacker License Agreement to any of its affiliates or any third party with the prior written consent of Licensor, which consent may not be unreasonably withheld. Either party to the Linebacker License Agreement may assign its rights under the Linebacker License Agreement (i) in connection with the sale or transfer of all or substantially all of its assets to a third party, (b) in the event of a merger or consolidation with a third party or (iii) to an affiliate; in each case contingent upon the assignee assuming in writing all of the obligations of its assignor under the Linebacker License Agreement.

Under the terms of Linebacker License Agreement, the Company is required to pay to Licensor a one-time upfront license fee of $50,000 within ten days of the Linebacker Effective Date and must pay an additional $900,000 following the achievement of a first Phase 3 study which may be required by FDA for the first Licensed Product and an additional $1.0 million upon the receipt of regulatory approval of a New Drug Application for the first Licensed Product.

During the term of the Linebacker License Agreement, the Company is also required to pay to Licensor 3% royalties on Net Revenue (as defined in the Linebacker License Agreement) of each Licensed Product, but no less than the minimum royalty of $250,000 of Net Revenue per year minus any royalty payments for any required third party licenses.

In connection with the Linebacker License Agreement, the Company has incurredzero and approximately $100,000 in general and administrative expenses that are included in the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) for the six months ended June 30, 2025 and 2024, respectively. No clinical studies have begun under this agreement.

Equivir

In March 2023, we commenced patient enrollment in a randomized, placebo-controlled clinical trial of Equivir to evaluate its effect on upper respiratory tract infections. Vedic Lifesciences, a leading clinical research organization, is contracted to conduct the combination prophylactic and therapeutic study, which will be conducted at 8 sites. We currently anticipate trial completion launching Equivir (dietary supplement) in the United States toward the end of 2025.

In connection with the license agreement relating to Equivir, for the three months ended June 30, 2025 and 2024, the Company has incurredzero and approximately $100,000 in general and administrative expenses that are included in the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), respectively.

BE-Smart™ Esophageal Pre-Cancer Diagnostics Screening Test

In March 2023, in connection with the asset acquisition of Stella Diagnostics, Inc., we announced a collaboration for the continued development of our BE-Smart™ Esophageal Pre-Cancer diagnostic screening test. The BE-Smart™ test is designed to detect molecular biomarkers associated with Barrett's Esophagus and progression to esophageal adenocarcinoma.

On June 17, 2025, we announced the successful completion of a key validation study for the BE-Smart™ molecular diagnostic test. The study demonstrated a technical success rate greater than 95% using esophageal brush cytology samples, confirming the test's compatibility and reliability with both traditional forceps biopsy and less invasive brush biopsy techniques. Based on these results, we are continuing commercialization of BE-Smart™ as a Laboratory Developed Test ("LDT") and Research Use Only ("RUO") product, with steps towards commercialization planned for the third quarter of 2025 and broader insurance-backed commercialization targeted for 2026. These timelines are forward-looking statements and are subject to various risks and uncertainties, including, but not limited to, regulatory developments, payer coverage decisions, and market adoption rates.

On March 31, 2025, the U.S. District Court for the Eastern District of Texas vacated the U.S. Food and Drug Administration's ("FDA") Final Rule that would have expanded FDA oversight of LDTs, holding that the agency exceeded its statutory authority. The court remanded the matter to the Department of Health and Human Services for reconsideration. The FDA did not appeal within the 60-day period, which ended May 30, 2025, and, as a result, the rule is no longer in effect and compliance deadlines are not enforceable. Oversight of LDTs, including BE-Smart™, currently reverts to the existing Clinical Laboratory Improvement Amendments ("CLIA") framework administered by the Centers for Medicare & Medicaid Services. Future legislative or regulatory action could alter this framework.

As a result certain LDTs, including BE-Smart™, are not currently subject to direct FDA oversight, allowing for a faster market entry while maintaining rigorous internal validation and quality control standards. If new requirements were imposed, we could be required to obtain pre-market clearance or approval before commercialization, which could delay our market entry, increase development and regulatory costs, and potentially require changes to the test.

Based on published industry data and internal estimates, the U.S. market for the test is approximately 6 to 7 million endoscopic procedures annually, representing an addressable market opportunity of over $10 billion. The market opportunity estimate reflects management's judgment, is based on available industry data, and is subject to inherent uncertainties.

For the three months ended June 30, 2025 and 2024, we incurred approximately $0 and $200,000, respectively, in general and administrative expenses related to the BE-Smart™ license agreement, as reflected in the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss). All such expenses were expensed as incurred. No new clinical studies under the BE-Smart™ license agreement were initiated during the three months ended June 30, 2025; however, the validation study, initiated in a prior period, was completed in the quarter, representing a major milestone toward potential clinical adoption.

We continue to own the full intellectual property portfolio supporting the BE-Smart™ test, including a foundational patent family covering molecular markers of esophageal disease progression, with issued patents and pending applications expected to provide protection until 2040. We remain positioned to capitalize on favorable regulatory and clinical practice trends supporting minimally invasive screening methods, although there can be no assurance that commercialization will occur within the anticipated timeframe or that adoption will meet our expectations.

In connection with the license agreement relating to BE-Smart™ License Agreement, for the three months ended June 30, 2025 and 2024, the Company has incurredzero and approximately $200,000 in general and administrative expenses that are included in the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), respectively. No clinical studies have begun under this agreement.

Litigation

In the normal course of our business, we may be named as a defendant in legal proceedings. It is our policy to vigorously defend litigation or to enter into a reasonable settlement where management deems it appropriate.

Note 10 – Leases

Operating Leases

New Jersey Laboratory Lease

On October 23, 2020, we completed the acquisition of CPM, which included the acquisition of a4,000 square foot CLIA accredited laboratory located in Old Bridge, New Jersey, which was owned by CPM (which is now known as ProPhase Diagnostics NJ, Inc.). The lease was renewed in February 2023, for an additional 36 months until February 2026. The monthly base rent remains the same at $5,500 per month. The lease renewal resulted in the recognition of an additional right-of-use asset and operating lease liability of $170,000, respectively in Fiscal 2023.

New York Second Floor Lease

On December 8, 2020, the Company entered into a Lease Agreement (the "NY Second Floor Lease") with BRG Office L.L.C. and Unit 2 Associates L.L.C. (the "Landlord"), pursuant to which the Company leases certain premises located on the second floor (the "Second Floor Leased Premises") of 711 Stewart Avenue, Garden City, New York (the "Building"). The Second Floor Leased Premises serve as the Company's second location and corporate headquarters, offering a wide range of laboratory testing services for diagnosis, screening and evaluation of diseases, including COVID-19 and Respiratory Pathogen Panel Molecular tests.

On June 10, 2022, we entered into a First Amendment to the NY Second Floor Lease (the "Second Floor Lease Amendment"). The Second Floor Lease Amendment amends the NY Second Floor Lease to provide that any uncured default by the Company or any of its affiliate under the NY First Floor Lease (defined below) will constitute a default by the Company under the NY Second Floor Lease.

On March 1, 2025, the Company entered into a Surrender Agreement with the Landlord, pursuant to which the Company agreed to surrender the Second Floor Leased Premises on or before May 30, 2025 (the "Surrender Date"). Under the agreement, the Company will remain responsible for rent and other charges through the Surrender Date and will pay the Landlord a settlement amount of approximately $740,000 in seven equal monthly installments from June 1, 2025 through December 1, 2025. Upon timely performance of the Company's obligations under the Surrender Agreement, the NY Second Floor Lease will be deemed terminated as of the Surrender Date, and the Company will have no further obligations thereunder, other than as set forth in the Surrender Agreement. As of the date of this report, the Company has made all required payments under the Surrender Agreement. As of the date of this report, the Company has made all required payments under the Surrender Agreement.

New York First Floor Lease

On June 10, 2022, the Company entered into a second Lease Agreement (the "NY First Floor Lease") with Landlord, pursuant to which the Company leases approximately 4,516 sq. feet located on the first floor (the "NY First Floor Leased Premises") of the Building. As described above, the Company currently leases space on the second floor of the Building. The First Floor Leased Premises will be used to expand the Company's in-house lab capabilities to include traditional clinical testing across multiple specialty areas and Next Generation Sequencing (NGS), Whole Genome Sequencing (WGS) and an array of genetic diagnostic test offerings for both clinical and research purposes. The NY First Floor Lease had an initial term through July 15, 2031, with an early termination option effective July 31, 2027.

The NY First Floor Lease became effective as of June 10, 2022, and the initial term of the NY First Floor Lease will expire on July 15, 2031, unless sooner terminated as provided in the NY First Floor Lease. The Company may extend the term of the NY First Floor Lease for one additional option period of five years pursuant to the terms described in the NY First Floor Lease. The Company has the option to terminate the NY First Floor Lease effective July 31, 2027 (the "Early Termination Date"), provided the Company gives the Landlord written notice not less than nine months and not more than 12 months prior to the Early Termination Date and pays the Landlord a termination fee as more particularly described in the Lease.

On March 1, 2025, the Company entered into a Surrender Agreement with the Landlord for the First Floor Leased Premises. Under the agreement, the Company will surrender the premises on or before May 30, 2025 and will pay the Landlord a settlement amount of approximately $127,000 in seven equal monthly installments from June 1, 2025 through December 1, 2025. Upon timely performance of the Company's obligations under the Surrender Agreement, the NY First Floor Lease will be deemed terminated as of the Surrender Date, and the Company will have no further obligations thereunder, other than as set forth in the Surrender Agreement.As of the date of this report, the Company has made all required payments under the Surrender Agreement. As of the date of this report, the Company has made all required payments under the Surrender Agreement.

As a result of NY office lease termination, the Company reduced its operating lease liabilities by approximately $5.1 million and reduced its right-of-use assets by approximately $3.9 million. The Company also wrote off non-refundable security deposit of $308,000, and fixed assets and leasehold improvements of approximately $1.4 million. The Company recognized a loss on lease termination for total $1.4 million during the three and six months ended June 30, 2025, which as included in general and administrative expense on the consolidated statement of operations.

At June 30, 2025, the Company had operating lease liabilities for the New Jersey leases of approximately $102,000, and right of use assets of approximately $45,000, which were included in the condensed consolidated balance sheets.

Finance Leases

On April 19, 2023, the Company entered into a master lease agreement for laboratory equipment (the "First Equipment Lease") with a vendor. The First Equipment Lease has a 5-year term and is recognized as a finance lease under ASC 842. The present value of the minimum future obligations of $1.5 million at inception was calculated based on an interest rate of 8.0%, which was recognized in finance lease liabilities in the condensed consolidated balance sheet.

On July 21, 2023, the Company entered into a master lease agreement for a laboratory equipment (the "Second Equipment Lease") with a vendor. The Second Equipment Lease has a 4-year term and is recognized as a finance lease under ASC 842. The present value of the minimum future obligations of $5.1 million at inception was calculated based on an interest rate of 7.4%, which was recognized in finance lease liabilities in the condensed consolidated balance sheet.

At June 30, 2025 and December 31, 2024, the Company had finance lease liabilities of approximately $4.5 million and $4.7 million, respectively, and finance lease assets within property and equipment, net of approximately $3.5 million and $4.2 million, respectively, which were included in the condensed consolidated balance sheets.

The following summarizes quantitative information about our operating leases (amounts in thousands):

	For the three months ended		For the six months ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Operating leases:				
Operating lease cost	$ 165	$ 239	$ 404	$ 478
Total operating lease cost	$ 165	$ 239	$ 404	$ 478
Finance leases:				
Interest lease cost	$ 75	$ 103	$ 158	$ 213
Depreciation expense	392	392	784	572
Total finance lease expense	$ 467	$ 495	$ 942	$ 785

Other information related to the Company's leases is shown below (dollar amounts in thousands):

	For the six months ended	
	June 30, 2025	**June 30, 2024**
Operating cash flows used in operating leases	$ (1)	$ (476)

	June 30, 2025	**December 31, 2024**
Weighted-average remaining lease term – operating leases (in years)	0.9	6.5
Weighted-average remaining lease term – finance leases (in years)	2.2	2.2
Weighted-average discount rate – operating leases	10.00 %	10.00 %
Weighted-average discount rate – finance leases	7.55 %	9.13 %
Finance lease asset [(1)]	$ 3,458	$ 4,242
Finance lease asset in discontinued operations[(2)]	$ —	$ 2,389

(1) As of June 30, 2025 and December 31, 2024, the Company had recorded accumulated depreciation of approximately$3.1 million and $2.3 million for the finance lease asset, respectively. Finance lease assets are recorded within property and equipment, net on the Company's Condensed Consolidated Balance Sheets.

(2) As of December 31, 2024, the Company had recorded accumulated depreciation of approximately $1.4 million for the finance lease asset in discontinued operations. Finance lease assets in discontinued operations are recorded within other assets in discontinued operations on the Company's Condensed Consolidated Balance Sheets.

Maturities of the Company's operating leases, excluding short-term leases, are as follows (in thousands):

	Operating Lease	**Finance Lease**	**Total**
Six Months Ended December 31, 2025	87	1,555	1,642
Year Ended December 31, 2026	16	1,840	1,856
Year Ended December 31, 2027	—	1,188	1,188
Year Ended December 31, 2028	—	121	121
Year Ended December 31, 2029	—	—	—
Thereafter	—	—	—
Total lease payments	103	4,704	4,807
Less present value discount	(1)	(190)	(191)
Total	$ 102	$ 4,514	$ 4,616

Note 11 - Segment Information

The Company has identified two operating segments, diagnostic services and consumer products, based on the manner in which the Company's CEO, as Chief Operating Decision Maker, assesses performance and allocates resources across the organization. The operating segments are organized in a manner that depicts the difference in revenue generating synergies that include the separate processes, profit generation and growth of each segment. The diagnostic services segment provides diagnostic information services to a broad range of customers in the United States, including health plans, third party payers and government organizations. The consumer products segment is engaged in the research, development, manufacture, distribution, marketing and sale of OTC consumer healthcare products and dietary supplements in the United States and also provides personal genomics products and services. The unallocated corporate expenses mainly included professional fees associated with the public company.

The following table is a summary of segment information for three and six months ended June 30, 2025 and 2024 (amounts in thousands):

	For the three months ended		For the six months ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Net revenues				
Diagnostic services	$ —	$ —	$ —	$
Consumer products	1,247	1,504	2,678	3,8
Consolidated net revenue	1,247	1,504	2,678	3,8
Cost of revenue				
Diagnostic services	112	709	344	1,4
Consumer products	401	950	1,074	2,6
Consolidated cost of revenue	513	1,659	1,418	4,0
Depreciation and amortization expense				
Diagnostic services	205	727	539	1,5
Consumer products	805	805	1,612	1,6
Total Depreciation and amortization expense	1,010	1,532	2,151	3,1
Operating and other expenses				
Diagnostic services	1,560	1,138	1,728	3,1
Consumer products	211	1,160	1,272	2,2
Unallocated corporate	1,646	3,765	4,480	7,0
Total operating and other expenses	3,417	6,063	7,480	12,4
Income (loss) from operations, before income taxes				
Diagnostic services	(1,877)	(2,574)	(2,611)	(6,1
Consumer products	(170)	(1,411)	(1,280)	(2,6
Unallocated corporate	(1,646)	(3,765)	(4,480)	(7,0
Total loss from operations, before income taxes	(3,693)	(7,750)	(8,371)	(15,8
Income tax (expense) benefit	(779)	2,287	(779)	4,8
Total loss from operations, after income taxes	(4,472)	(5,463)	(9,150)	(10,9
Net loss from continuing operations	$ (4,472)	$ (5,463)	$ (9,150)	$ (10,9

The following table is a summary of segment information as of June 30, 2025 and December 31, 2024 (amounts in thousands):

	June 30, 2025	December 31, 2024
ASSETS		
Diagnostic services	$ 25,516	$ 26,069
Consumer products	16,362	19,745
Unallocated corporate	163	5,804
Assets in discontinued operations	—	11,582
Total assets	$ 42,041	$ 63,200

Note 12 - Net Earnings (Loss) Per Share

Basic earnings (loss) per share excludes dilution and is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or

converted into common stock or otherwise result in the issuance of common stock that shared in the earnings of the entity. Diluted earnings (loss) per share also utilizes the treasury stock method which prescribes a theoretical buy back of shares from the theoretical proceeds of all options outstanding during the period, and the if-converted method for convertible debt.

The following is a reconciliation of the weighted average number of common shares outstanding used in calculating basic and diluted net loss per share (in thousands):

	For the three months ended		For the six months ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Loss from continuing operations after income taxes	$ (4,472)	$ (5,463)	$ (9,150)	$ (10,987)
Income (loss) from discontinued operations, net of tax	—	(690)	8,644	(1,431)
Net income (loss)	$ (4,472)	$ (6,153)	$ (506)	$ (12,418)
Weighted average common shares outstanding:				
Basic	41,541	18,888	38,405	18,466
Diluted	41,541	18,888	38,405	18,466
Net earnings (loss) per share:				
Loss from continuing operations, basic and diluted	$ (0.11)	$ (0.29)	$ (0.24)	$ (0.59)
Income (loss) from discontinued operations, basic and diluted	$ —	$ (0.04)	$ 0.23	$ (0.08)
Net loss per share, basic and diluted	$ (0.11)	$ (0.33)	$ (0.01)	$ (0.67)

The following table represents the number of securities excluded from the income per share computation as a result of their anti-dilutive effect (in thousands):

	For the three months ended		For the six months ended	
Anti-dilutive securities	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Common stock purchase warrants	1,736	376	1,736	376
Stock options	4,453	4,253	4,453	4,253
Anti-dilutive securities	6,189	4,629	6,189	4,629

Note 13 - Related Parties

The Company's President of Nebula Genomics, Inc., is a related party to the Company's Chairman and Chief Executive Officer. For the three months and six ended June 30, 2025 and 2024, there were no payments made to the Executive Vice President outside compensation and benefits for the position held at the Company.

On February 18, 2025, the company announced that Stuart Hollenshead was appointed to serve as Chief Operating Officer of the Company, effective on February 17, 2025. Currently, Mr. Hollenshead serves as CEO of 10PM Curfew. The Company received consulting services from 10PM Curfew on an ongoing basis. For the three months ended June 30, 2025 and 2024, the Company did not incurred any consulting services from 10pm Curfew. For the six months ended June 30, 2025 and 2024, consulting services from 10PM Curfew totaled approximately $167,000 and zero, respectively. Amounts payable 10PM Curfew as of June 30, 2025 was zero. The Company continues to utilize 10PM Curfew for consulting services.

On June 22, 2025, the Company entered into a loan agreements with Ted Karkus, the Company’s Chief Executive Officer and the Chairman of the Board of Directors, pursuant to which the Company issued a twelve-month non-

convertible promissory note in the principal amount of $625,000. The Company also issued 500,000 unvested warrants in conjunction with the note agreement. See Note 6 for detail description regarding the CEO Loan and the CEO Warrants.

Note 14 - Discontinued Operations

On January 16, 2025, the Company entered into a Stock Purchase Agreement (the "Agreement") with JL Projects, Inc., a Delaware corporation ("JL Projects"), pursuant to which JL Projects purchased from the Company all of the right, title, and interest in and to all of the issued and outstanding shares of capital stock of Pharmaloz Manufacturing, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company ("PMI"), and Pharmaloz Real Estate Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company ("PREH"). The transaction closed concurrently with the execution of the Agreement on January 16, 2025.

As part of the transaction, JL Projects provided approximately $2 million in cash payments to the Company and extinguished approximately $10 million of the Company's debt. Additionally, JL Projects assumed (i) the existing $3.3 million mortgage on PMI's manufacturing facility, (ii) nearly $2 million in capital leases, and (iii) approximately $3 million in current and accrued payables, and paid down $200,000 on an existing loan from affiliates of JL Projects. The transaction also resulted in the cancellation of approximately $300,000 in accrued interest related to the retired debt. Furthermore, the Company avoided approximately $3 million of upcoming capital expenditures that JL Projects will now be responsible for. The transaction also transferred over $600,000 in employee annual overhead from the Company to PMI. As a result, the Company recognized a gain on sale of PMI and PREH of approximately $8.7 million for the six months ended June 30, 2025.

The Company has reported the results of the discontinued operations as a separate component of income below the income (loss) from continuing operations in each period presented.

The following table presents a reconciliation of discontinued operations for the three and six months ended June 30, 2025 and 2024, respectively (amount in thousands):

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Revenues, net	$ —	$ 970	$ —	$ 2,248
Cost of revenues	—	1,291	—	2,942
Gross loss	—	(321)	—	(694)
Operating expenses:				
General and administration	—	278	102	572
Research and development	—	—	—	—
Total operating expenses	—	278	102	572
Loss from operations	—	(599)	(102)	(1,266)
Interest expense	—	(121)	—	(195)
Other income	$ —	$ 30	$ —	$ 30
Loss from discontinued operations, net of tax	$ —	$ (690)	$ (102)	$ (1,431)

The assets and liabilities classified in discontinued operations as of June 30, 2025 and December 31, 2024 are as follows (amount in thousands):

	June 30, 2025	December 31, 2024
Restricted cash	$ —	$ 627
Accounts receivable, net	—	605
Inventory, net	—	1,487
Prepaid expenses and other current assets	—	3,424
Total current assets in discontinued operations	—	6,143
Property, plant and equipment, net	—	4,895
Other assets	—	544
Total non-current assets in discontinued operations	—	5,439
Total assets in discontinued operations	**—**	**11,582**
Accounts payable	$ —	$ 2,432
Secured promissory note payable	—	1,000
Finance lease liability	—	2,356
Other current liabilities	—	79
Total current liabilities in discontinued operations	—	5,867
Secured long-term debt, net of discount of $318	—	2,924
Total non-current liabilities in discontinued operations	—	2,924
Total liabilities in discontinued operations	**$ —**	**$ 8,791**

Note 15 - Fair Value Measurements

The following table presents the fair value of the Company's financial liabilities that are measured at fair value on a recurring basis as of June 30, 2025 (in thousands):

	As of June 30, 2025			
	Level 1	Level 2	Level 3	Total
Warrant liability	$ —	$ —	$ 270	$ 270

There were no transfers between Level 1, 2 or 3 during the six-month period ended June 30, 2025.

The following table presents changes in Level 3 liabilities measured at fair value for the six-month period ended June 30, 2025. Both observable and unobservable inputs were used to determine the fair value of positions that the Company has classified within the Level 3 category. Unrealized gains and losses associated with liabilities within the Level 3 category include changes in fair value that were attributable to both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs (in thousands).

Balance at January 1, 2025	$	—
Issuance of unvested warrants in conjunction with loan agreements		230
Change in fair value		40
Balance at June 30, 2025	$	270

A summary of the weighted average (in aggregate) significant unobservable inputs (Level 3 inputs) used in theBlack-Scholes option pricing model measuring the Company's warrant liabilities that are categorized within Level 3 of the fair value hierarchy as of June 30, 2025, is as follows:

	June 30, 2025	
Exercise price	$ 0.60	
Expected term (years)		5.0
Expected stock price volatility	97.7	%
Risk-free rate of interest	3.8	%
Expected dividend yield (per share)	0	%

Note 16 - Subsequent Events

On July 22, 2025, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement"), Convertible Notes (the "Notes"), Warrants (the "Warrants"), Security Agreement, Registration Rights Agreement, and Transfer Agent Reservation Letter with two investors (the "Investors") for a private placement of senior secured convertible notes and warrants.

The Purchase Agreement with the two Investors is for the sale and issuance of an aggregate principal cash investment amount of $3.0 million of 20% Original Issue Discount Senior Secured Convertible Notes and common stock purchase warrants to acquire up to 5,250,000 shares of common stock. After the OID, the two Notes have a combined principal face amount of $3.8 million. The Company received net cash proceeds of $2.8 million after repayment of certain obligations from the flow of funds.

The Notes mature on July 22, 2026, bear interest at 10% per annum on the original principal face amount and provide for other customary terms and covenants. The Notes are not convertible for 4 months after execution and may be prepaid at any time without penalty. After the Note conversion waiting period of 4 months, the Notes permit holders to convert outstanding principal and accrued interest into shares of common stock at a conversion price that is the lower of 80% of the trailing ten-day volume weighted average price (VWAP) or a fixed maximum price, but with a set floor price and certain caps on conversion to prevent excessive dilution.

The Warrants are exercisable at an exercise price of $0.50 per share (subject to adjustment) and expire 5 years from their date of issuance.

The parties agreed to reserve 1.0 million shares now, and upon shareholder approval of the amendment of the certificate of incorporation to authorize additional shares, the Transfer Agent will increase the reserve to 226.3 million shares. Any failure by the Company to get the additional shares authorized would be resolved in a cash settlement.

Patent Issuance

On August 6, 2025, the United States Patent and Trademark Office issued U.S. Patent No. 12,379,378 B2, covering the BE-Smart™ Esophageal Pre-Cancer Diagnostic Screening Test. This newly issued patent further strengthens our intellectual property position for BE-Smart™ technology and supports our continued efforts to commercialize the test for early detection and risk stratification of Barrett's esophagus and related esophageal conditions.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with our interim unaudited condensed consolidated financial statements and related notes included in this Quarterly Report on Form 10-Q ("Quarterly Report") and the audited financial statements and notes thereto as of and for the year ended December 31, 2024 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on April 1, 2025 (the "2024 Annual Report"). As used in this Quarterly Report, unless the context suggests otherwise, "we," "us," "our," or "ProPhase" refer to ProPhase Labs, Inc. and its subsidiaries, unless the context otherwise requires.

Forward-Looking Statements

This Quarterly Report 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"). These forward-looking statements relate to future events or our future financial performance. Forward-looking statements typically are identified by use of terms such as "anticipate", "believe", "plan", "expect", "intend", "may", "will", "should", "estimate", "predict", "potential", "continue" and similar words although some forward-looking statements are expressed differently. This Quarterly Report may also contain forward-looking statements attributable to third parties relating to their estimates regarding the growth of our markets.

You are cautioned that forward-looking statements are not guarantees of performance and are subject to known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance, achievements or prospects to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. Many of these factors are beyond our ability to predict.

Such risks and uncertainties include, but are not limited to:

- our ability to generate net positive revenue;
- our ability to manage our growth successfully and to compete effectively;
- our ability to implement our growth strategies;
- potential disruptions to our supply chain, increases in the price of testing supplies, equipment and raw materials need for our businesses, or the adulteration of key testing materials and raw materials needed for our businesses;
- potential product liability claims;
- our ability to secure additional capital, when needed to support our businesses;
- our dependence on key personnel and our ability to attract, retain and motivate our key employees;
- our ability to substitute revenues from our lab diagnostic services or tests with new business segments;
- our ability to collect payment and reduce our accounts receivable for the diagnostic tests we delivered and to comply with complex billing requirements;
- our ability to successfully offer, perform and generate revenues from our personal genomics business;
- our ability to navigate privacy concerns and existing and new privacy regulations relating to our personal genomics business;
- potential disruptions in our ability to manufacture our products and those of others;
- our ability to meet the demands of our manufacturing business;
- seasonal fluctuations in demand for the products and services we provide;
- risks related to the initiation, cost, timing, progress and results of current and future research and development programs, preclinical studies and clinical trials and our ability to obtain and maintain regulatory approvals;
- our ability to successfully develop and commercialize our existing products and any new products;
- our ability to protect our proprietary rights;
- our ability to comply with complex regulatory requirements applicable to our businesses;
- our dependence on third parties to provide services critical to our businesses;
- our ability to remediate material weaknesses in our internal controls over financial reporting; and
- general and global economic conditions, including rising inflation, interest rates, and political conflicts.

These factors should not be construed as exhaustive and you should also carefully consider the "Summary of Risk Factors" in our 2024 Annual Report and other Risk Factors and statements we make in other sections of this Quarterly Report, such as Part II. Item 1A. “Risk Factors” of this Quarterly Report, and in our 2024 Annual Report, such as Part I. Item 1A. “Risk Factors” and Part II. Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2024 Annual Report, all of which are incorporated herein by reference, as well as in other documents we file from time to time with the SEC that address additional risks that could cause our actual results to differ from those set forth in any forward-looking statements. Our forward-looking statements speak only as the date of this Quarterly Report. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by law. Given the risks and uncertainties surrounding forward-looking statements, you should not place undue reliance on these statements.

General

We are a next-generation biotech, genomics and consumer products company. We are also focused on licensing, developing and commercializing novel drugs, dietary supplements, compounds and diagnostics.

We conduct our operations through two operating segments: diagnostic services and consumer products.

Until late fiscal year 2020, we were engaged primarily in the research, development, manufacture, distribution, marketing and sale of over-the-counter (“OTC”) consumer healthcare products and dietary supplements in the United States. This includes the development and marketing of dietary supplements under the TK Supplements® brand. However, commencing in December 2020, we also began offering COVID-19 and were prepared to validate other RPP Molecular tests through our diagnostic service business. In August 2021, we began offering personal genomics products and services and in July 2022 we began focusing on the licensing, development and commercialization of novel drugs, dietary supplements, compounds and diagnostics.

Our wholly owned subsidiary, ProPhase Diagnostics, Inc. (“ProPhase Diagnostics”), ceased providing diagnostic testing in May 2025. Management is currently evaluating the future direction of ProPhase Diagnostics.

On August 10, 2021, we acquired Nebula Genomics, Inc., a privately owned personal genomics company, through our new wholly owned subsidiary, ProPhase Precision Medicine Inc. (“ProPhase Precision”). Subsequently in 2022, ProPhase Precision's legal name was changed to Nebula Genomics, Inc. ("Nebula"). Nebula focuses on genomics sequencing technologies, a comprehensive method for analyzing entire genomes, including the genes and chromosomes in DNA. The data obtained from genomic sequencing can be used to help identify inherited disorders and tendencies, help predict disease risk, help identify expected drug response, and characterize genetic mutations, including those that drive cancer progression.

Our wholly owned subsidiary, ProPhase BioPharma, Inc. (“PBIO”) was formed on June 28, 2022, for the licensing, development and commercialization of novel drugs, dietary supplements and compounds, beginning with Equivir and Equivir G. PBIO announced a second licensing agreement for two small molecule proviral integration site for moloney murine leukemia virus kinase inhibitors, Linebacker LB-1 and LB-2, in July 2022, with plans to pursue development and commercialization of LB-1 as a cancer co-therapy.

In January 2023, we acquired exclusive rights to the BE-Smart Esophageal Pre-Cancer Diagnostic Screening Test and related intellectual property assets.

On January 16, 2025, ProPhase Labs, Inc. (the “Company”) entered into a Stock Purchase Agreement (the “Agreement”) with JL Projects, Inc., a Delaware corporation (“JL Projects”), pursuant to which JL Projects purchased from the Company all of the right, title, and interest in and to all of the issued and outstanding shares of capital stock of Pharmaloz Manufacturing, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company (“PMI”), and Pharmaloz Real Estate Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company (“PREH”). The transaction closed concurrently with the execution of the Agreement on January 16, 2025. PMI is in the business of developing, manufacturing, packaging, and warehousing of non-prescription drug and dietary supplement products, including organic and natural cough drops and lozenges, at a facility located at 500 North 15th Avenue, Lebanon, Pennsylvania 17046 (the “Facility”). PREH owned the Facility prior to the consummation of the sale contemplated by the Agreement.

As part of the transaction, JL Projects provided approximately $2 million in cash payments to the Company and extinguished approximately $10 million of the Company’s debt. Additionally, JL Projects assumed (i) the existing $3.3

million mortgage on PMI's manufacturing facility, (ii) nearly $2 million in capital leases, and (iii) approximately $3 million in current and accrued payables, and paid down $200,000 on an existing loan from affiliates of JL Projects. The transaction also resulted in the cancellation of approximately $300,000 in accrued interest related to the retired debt. Furthermore, the Company avoided approximately $3 million of upcoming capital expenditures that JL Projects will now be responsible for. The transaction also transferred over $600,000 in employee annual overhead from the Company to PMI. The Agreement included customary representations, warranties, and covenants by the Company and JL Projects. The foregoing summary description does not purport to be complete and is qualified in its entirety by reference to a copy of the Agreement filed as Exhibit 10.1 to this report on Form 10-Q and incorporated by reference herein.

Our wholly-owned subsidiary, DNA Complete, Inc. (“DNA Complete”), which was formed on September 24, 2024, for the offering of whole genome sequencing and related services. DNA Complete sequences specimens at multiple genomic sequencing laboratories. DNA Complete focuses on genomics testing technologies, a comprehensive method for analyzing entire genomes, including the genes and chromosomes in deoxyribonucleic acid (“DNA”). The data obtained from genomic sequencing may help to identify inherited disorders and tendencies, predict disease risk, identify expected drug response, and characterize genetic mutations, including those that drive cancer progression. DNA Complete currently offers DNA Complete’s whole genome sequencing products direct-to-consumers online with plans to sell in food, drug and mass retail stores and to provide testing for universities conducting genomic research. Our personal genomics business is and will continue to be impacted by demand for our genetic sequencing products and services, our marketing and service capabilities, and our ability to comply with applicable regulatory requirements.

Our personal genomics business is and will continue to be impacted by demand for our genetic sequencing products and services, our marketing and service capabilities, and our ability to comply with applicable regulatory requirements.

Our consumer sales are and will continue to be impacted by (i) the timing of acceptance of our TK Supplements® consumer products in the marketplace, and (ii) fluctuations in the timing of purchase and the ultimate level of demand for the OTC healthcare and cold remedy products, which is largely a function of the timing, length and severity of each cold season. Generally, a cold season is defined as the period from September to March when the incidence of the common cold rises as a result of the change in weather and other factors. We generally experience in the first, third and fourth quarter higher levels of net revenues from our contract manufacturing business. Revenues are generally at their lowest levels in the second quarter when customer demand generally declines.

In addition, we continue to actively pursue acquisition opportunities for other companies, technologies and products within and outside the consumer products industry.

Results of Continuing Operations

Three Months Ended June 30, 2025 as Compared to the Three Months Ended June 30, 2024

For the three months ended June 30, 2025, net revenue was $1.2 million as compared to $1.5 million for the three months ended June 30, 2024. The Company did not generate any revenues from diagnostic services for the three months ended June 30, 2025 and 2024, respectively.

Cost of revenues for the three months ended June 30, 2025 were $0.5 million, comprised of $0.1 million for diagnostic services and $0.4 million for consumer products. Cost of revenues for the three months ended June 30, 2024 were $1.7 million, comprised of $0.7 million for diagnostic services and $1.0 million for consumer products.

We realized a gross margin profit of $0.7 million for the three months ended June 30, 2025 as compared to a gross margin loss of $0.2 million for the three months ended June 30, 2024. The increase of $0.9 million was a result of increased consumer products with better margin product mix. For the three months ended June 30, 2025 and 2024, we realized an overall gross margin of 58.9% and (10.3)%, respectively. Gross margin for diagnostic services waszero or not applicable due to no revenue in the 2025 and 2024 comparable periods, respectively. Gross margin for consumer products was 67.8% and 36.8% in the 2025 and 2024 comparable periods, respectively. Gross margin for consumer products have historically been influenced by fluctuations in quarter-to-quarter production volume, fixed production costs and related overhead absorption, raw ingredient costs, inventory mark to market write-downs and timing of shipments to customers.

General and administration expenses for the three months ended June 30, 2025 were $4.6 millionas compared to $6.9 million for the three months ended June 30, 2024. The decrease in general and administration expenses of $2.3 million

for the three months ended June 30, 2025 as compared to the three months ended June 30, 2024 was principally related to a decrease in personnel expenses, overhead costs and professional fees and removal of costs related to the divestiture of PMI.

Research and development costs for the three months ended June 30, 2025 were $4,000 as compared to $140,000 for the three months ended June 30, 2024. The decrease in research and development costs of $136,000 for the three months ended June 30, 2025 as compared to the three months ended June 30, 2024 was principally due to decreased activities related to product research and field testing as a result of refined focus and efforts.

Interest expense for the three months ended June 30, 2025 was $587,000 as compared to $522,000 for the three months ended June 30, 2024. The decrease in interest expense of $65,000 for the three months ended June 30, 2025 as compared to the three months ended June 30, 2024 was principally due to the lower balance of our outstanding debt that bears interest and leased manufacturing equipment.

As a result of the effects described above, net loss from the continuing operations for the three months ended June 30, 2025 was $4.5 million, or $(0.11) per share, as compared $5.5 million, or $(0.29) per share, for the three months ended June 30, 2024. Diluted loss per share related to the continuing operations for the three months ended June 30, 2025 and 2024 were $(0.11) per share and $(0.29) per share, respectively.

Six Months Ended June 30, 2025 as Compared to the Six Months Ended June 30, 2024

For the six months ended June 30, 2025, net revenue was $2.7 million as compared to $3.9 million for the six months ended June 30, 2024. Thedecrease in net revenue was the result of a $1.2 million decrease in consumer products. The Company did not generate any revenues from diagnostic services for the six months ended June 30, 2025 and 2024, respectively.

Cost of revenues for the six months ended June 30, 2025 were $1.4 million, comprised of $344,000 for diagnostic services and $1.1 million for consumer products. Cost of revenues for the six months ended June 30, 2024 were $4.1 million, comprised of $1.4 million for diagnostic services and $2.6 million for consumer products.

We realized a gross margin profit of $1.3 million for the six months ended June 30, 2025 as compared to a gross margin loss of $215,000 for the six months ended June 30, 2024. The increase of $1.5 million was comprised of a decrease of $1.1 million in diagnostic services gross margin loss, and an increase of $0.4 million in consumer products. For the six months ended June 30, 2025 and 2024, we realized an overall gross margin of 47.1% and (5.6)%, respectively. Gross margin for diagnostic services was zero or not applicable due to no revenue in the 2025 and 2024 comparable periods, respectively. Gross margin for consumer products was 59.9% and 31.5% in the 2025 and 2024 comparable periods, respectively. Gross margin for consumer products have historically been influenced by fluctuations in quarter-to-quarter production volume, fixed production costs and related overhead absorption, raw ingredient costs, inventory mark to market write-downs and timing of shipments to customers.

General and administration expenses for the six months ended June 30, 2025 were $8.7 million as compared to $14.2 million for the six months ended June 30, 2024. The decrease in general and administration expenses of $5.5 million for the six months ended June 30, 2025 as compared to the six months ended June 30, 2024 was principally related to a decrease in personnel expenses, overhead costs and professional fees.

Research and development costs for the six months ended June 30, 2025 were $101,000 as compared to $412,000 for the six months ended June 30, 2024. The decrease in research and development costs of $311,000 for the six months ended June 30, 2025 as compared to the six months ended June 30, 2024 was principally due to decreased activities related to product research and field testing as a result of refined focus and efforts.

Interest expense for the six months ended June 30, 2025 was $1.1 million as compared to $963,000 for the six months ended June 30, 2024. The increase in interest expense of 163,000 for the six months ended June 30, 2025 as compared to the six months ended June 30, 2024 was principally due to the higher balance of our outstanding debt that bears interest and leased manufacturing equipment.

As a result of the effects described above, net loss from the continuing operations for the six months ended June 30, 2025 was $9.1 million, or $(0.24)per share, as compared $11.0 million, or $(0.59) per share, for the six months ended June 30, 2024. Diluted loss per share related to the continuing operations for the six months ended June 30, 2025 and 2024 were $(0.24) per share and $(0.59) per share, respectively.

Non-GAAP Financial Measures and Reconciliation

In an effort to provide investors with additional information regarding our results of operations as determined by accounting principles generally accepted in the United States of America ("GAAP"), we disclose certain non-GAAP financial measures. The primary non-GAAP financial measures we disclose are EBITDA and Adjusted EBITDA.

We define "EBITDA" as net income (loss) before net interest expense, income taxes, depreciation and amortization. Adjusted EBITDA further adjusts EBITDA by excluding acquisition costs, other non-cash items, and other unusual or non-recurring charges (as described in the table below).

Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. These non-GAAP financial measures do not reflect a comprehensive system of accounting, differ from GAAP measures with the same names and may differ from non-GAAP financial measures with the same or similar names that are used by other companies. We compute non-GAAP financial measures using the same consistent method from quarter to quarter and year to year. We may consider whether other significant items that arise in the future should be excluded from the non-GAAP financial measures.

We use EBITDA and Adjusted EBITDA internally to evaluate and manage the Company's operations because we believe they provide useful supplemental information regarding the Company's ongoing economic performance. We believe that these non-GAAP financial measures provide meaningful supplemental information regarding our operating results primarily because they exclude amounts that are not considered part of ongoing operating results when planning and forecasting and when assessing the performance of the organization. In addition, we believe that non-GAAP financial information is used by analysts and others in the investment community to analyze our historical results and in providing estimates of future performance and that failure to report these non-GAAP measures could result in confusion among analysts and others and create a misplaced perception that our results have underperformed or exceeded expectations.

The following table sets forth the reconciliations of EBITDA and Adjusted EBITDA excluding other costs to the most comparable GAAP financial measures (in thousands):

	For the three months ended		For the six months ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
GAAP loss from continuing operations [1]	$ (4,472)	$ (5,463)	$ (9,150)	$ (10,987)
Interest, net	587	522	1,126	963
Income tax benefit	779	(2,287)	779	(4,853)
Depreciation and amortization	1,349	1,536	2,831	3,141
EBITDA	(1,757)	(5,692)	(4,414)	(11,736)
Share-based compensation expense	508	796	1,029	2,385
Non-cash rent expense [2]	442	67	964	169
Adjusted EBITDA from continuing operations	$ (807)	$ (4,829)	$ (2,421)	$ (9,182)

[1] We believe that net loss from continuing operations is the financial measure calculated and presented in accordance with GAAP that is most directly comparable to EBITDA and Adjusted EBITDA. EBITDA and Adjusted EBITDA measure the Company's operating performance without regard to certain expenses. EBITDA and Adjusted EBITDA are not presentations made in accordance with GAAP and the Company's computation of EBITDA and Adjusted EBITDA may vary from others in the industry. EBITDA and Adjusted EBITDA have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of the Company's results as reported under GAAP.

[2] The non-cash portion of rent, which reflects the extent to which our GAAP rent expense recognized exceeds (or is less than) our cash rent payments. For newer leases, our rent expense recognized typically exceeds our cash rent payments, while for more mature leases, rent expense recognized is typically less than our cash rent payments.

Liquidity and Capital Resources

Our aggregate cash and cash equivalents as of June 30, 2025 were$169,000 as compared to $678,000 at December 31, 2024. Our working capital deficit was$1.1 million and $1.5 million as of June 30, 2025 and December 31, 2024, respectively. The decrease of approximately $0.5 million in our cash and cash equivalents for the six months ended June 30, 2025 was principally due to $4.2 million cash used in operating activities and repayment of notes payable for $2.5 million, offset by proceeds from issuance of common stock and notes payable of $4.7 million. We also received $800,000 from sale of PMI.

To date the principal sources of capital to fund our operations have been from diagnostic services, genomics sequencing, product sales, net proceeds from the offering of equity securities, and issuances of promissory notes. Based on management's current business plans, the Company estimates it will have enough cash and liquidity to finance its operating requirements for at least 12 months from the date of filing these unaudited condensed consolidated financial statements. However, due to the nature of early-stage ventures and accounts receivables collections, there are inherent uncertainties associated with managements' business plan and cash flow projections, particularly if the Company is unable to grow its business lines, including replacing the revenues from our lab diagnostic services or tests with new business lines, or collect on its accounts receivables in a timely manner or at all. If we were to experience a cash shortfall, we believe our access to existing and other financing sources, including our at-the-market facility, and the established relationships with our investment banks will enable us to continue to meet our obligations and fund ongoing operations.

We may also use our cash to explore and/or acquire new product technologies, applications, product line extensions, new contract manufacturing applications and other new product opportunities. In the event that our available cash is insufficient to support such initiatives, we may need to incur indebtedness or issue common stock or other securities to finance our plans for growth. Volatility in the credit markets and the liquidity of major financial institutions, including as a result of inflation and/or the wars in Ukraine and the Gaza Strip and measures taken in response thereto, may have an adverse impact on our ability to fund our business strategy through future borrowings, under either existing or newly created instruments in the public or private markets on terms that we believe to be reasonable, if at all.

We anticipate that we will continue to incur losses for foreseeable future. We expect to continue to incur research and development costs and general and administrative expenses, as well as expenses related to potential commercialization of our product candidates, consistent with costs associated with research and development at companies of our size and stage of development, and, as a result, we will need additional capital to fund our operations, which we may raise through public or private equity or debt financings, strategic collaborations, or other sources.

Contractual Obligation and Commitments

Equivir License Agreement

Under the terms of our Equivir License Agreement with Global BioLife for the worldwide exclusive right and license to Equivir and Equivir G, we are required to pay to Global BioLife a royalty of 5.5% after the date of first commercial sale and during the royalty term. In the event that no valid claim of Equivir Licensed Patents cover a Equivir Licensed Product in a particular jurisdiction, the royalty rate for such Equivir Licensed Product will be reduced by 50%.

Linebacker License Agreement

Under the terms of our License Agreement entered into by and between PBIO and Global BioLife, Inc. ("Global BioLife") on July 19, 2022 (the "Linebacker License Agreement") for the worldwide exclusive right and license to Linebacker (LB-1 and LB-2), we must pay Global BioLife $900,000 following the achievement of a first Phase 3 study which may be required by the United States Food and Drug Administration for the first product comprising or containing any compound covered by certain patents identified in the Linebacker License Agreement (a "Linebacker Licensed Product") and an additional $1 million upon the receipt of regulatory approval of a New Drug Application for the first Linebacker Licensed Product. During the term of the Linebacker License Agreement, we are also required to pay to Global BioLife 3% royalties on Net Revenue (as defined in the Linebacker License Agreement) of each Linebacker Licensed Product, but no less than the minimum royalty of $250,000 of Net Revenue per year minus any royalty payments for any required third party licenses.

Stella Asset Purchase Agreement

On December 15, 2022, we entered into an Asset Purchase Agreement (the "Stella Purchase Agreement") with Stella Diagnostics Inc. ("Stella") and Stella DX, LLC ("Stella DX" and, together with Stella, the "Stella Sellers"), pursuant to which, on January 3, 2023, we purchased all of the assets, rights and interests of the Stella Sellers and their affiliates pertaining to the Stella Sellers' BE-Smart Esophageal Pre-Cancer diagnostic screening test and certain clinical assets, including all intellectual property rights (the "Stella Purchased Assets"). As consideration for the Stella Purchased Assets, we (i) paid to the Stella Sellers $3.5 million in cash, minus (a) the Secured Note Amount of $0.5 million, (b) the Liability Payoff Amount of $0.4 million and (c) the Promissory Note Payoff Amounts of $0.4 million (each as defined in the Stella Purchase Agreement) in 2022, and (ii) issued to Stella DX 100,000 shares of our common stock.

We are required to pay to the Stella Sellers for each of the seven calendar years (each, an "Annual Period") during the seven year period commencing on the first day of the calendar year following the date of the Commercialization Event (as defined in the Stella Purchase Agreement), a non-refundable, non-creditable royalty of 5% of the Adjusted Gross Margin (as defined in the Stella Purchase Agreement) for such Annual Period.

In addition to the consideration paid at closing, the Company will issue shares of common stock valued at $2.0 million (the "Milestone Stock") to the Stella Sellers upon a Commercialization Event (as defined in the Stella Purchase Agreement). The Milestone Stock was recorded at closing as a non-current liability at its fair value of $2.0 million. Also, the Company is required to pay to the Stella Sellers for each of the seven calendar years during the seven years period commencing on the first day of the calendar year following the date of the Commercialization Event, a non-refundable, non-creditable royalty of 5% of the Adjusted Gross Margin for such Annual Period. As of June 30, 2025, the Commercialization Event had not occurred.

Contractual Obligations under Debt Arrangement

The Company has contractual obligations under various debt arrangement. See Note 6 in our financial statement included in this Quarterly Report for more information relating to our outstanding debt obligations.

HRSA Funding

In March 2020, the Coronavirus Aid, Relief, and Economic Security Act was enacted, providing for reimbursement to healthcare providers for COVID-19 tests provided to uninsured individuals, subject to continued available funding. There were no diagnostic services revenue for the three months ended June 30, 2025 and 2024, respectively, that was generated from this program for the uninsured. On March 22, 2022, the Health Resources & Services Administration's uninsured program stopped accepting claims for COVID-19 testing and treatment due to lack of sufficient funds. Despite requests from the Acting Director of the Office of Management and Budget and the White House Coordinator for COVID-19 Response for additional emergency funding for the uninsured program, additional emergency funding were not allocated to the Health Resources & Services Administration's uninsured program.

On January 30, 2023, the Administration announced that effective May 11, 2023, the federal Public Health Emergency would expire related to the COVID-19 pandemic. This expiration changes regulatory guidelines around COVID-19 testing including billing codes and reimbursement rates of in and out of network laboratories. As a result of the Public Health Emergency ending and the significant decrease in demand of COVID-19 testing, we have not performed any diagnostic testing services during the three months ended June 30, 2025.

At-the-Market Facility

On December 28, 2021, we entered into a Sales Agreement (the "Sales Agreement") with ThinkEquity LLC (the "Sales Agent"), pursuant to which we may offer and sell, from time to time through the Sales Agent, shares of our common stock having an aggregate offering price of up to $100,000,000, subject to the terms and conditions of the Sales Agreement. We are not obligated to make any sales of shares under the Sales Agreement.

We will pay the Sales Agent a fixed commission rate of 2.0% of the aggregate gross proceeds from the sale of any shares pursuant to the Sales Agreement and have agreed to provide the Sales Agent with customary indemnification and contribution rights. We also agreed to reimburse the actual out-of-pocket accountable expenses of the Sales Agent up to $60,000 (of which a $25,000 advance was paid on December 7, 2021), which amount includes the fees and expenses of legal counsel to the Sales Agent up to $50,000, and to pay the costs associated with bound volumes of the public offering materials as well as commemorative mementos and lucite tombstones, in an amount not to exceed $3,000.

In April 2024, the Company sold 1,033,500 shares of common stock pursuant to the Sales Agreement. The Company received cash proceeds of $4.6 million, which is net of $94,000 offering cost incurred by the Sales Agent.

On November 12, 2024 ("Closing Date"), the Company closed on an underwritten firm commitment public offering under the at-the-market facility, whereby the Company sold 4,795,000 shares of common stock, including 625,000 shares of common stock sold upon full exercise of the underwriters' option to purchase additional shares (the "Offering"). Each share of common stock was sold at a public offering price of $0.72 per share for aggregate gross proceeds of $3.5 million. The Company received net cash proceeds of $3.0 million, which is net of $0.5 million offering cost. Upon closing of the Offering, the Company issued the Representative warrants (the "Representative's Warrants") as compensation to purchase up to 239,750 shares of common stock, which is equal to 5.0% of the aggregate number of shares of common stock sold in the Offering. The Representative's Warrants will be exercisable at a per share exercise price of $0.90.

Impact of Inflation

We are subject to normal inflationary trends and anticipate that any increased costs for our retail operations would be passed on to our customers; however, any increased costs related to diagnostic services would be absorbed by the Company. Inflation could have a material effect on our business in the future.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities in our consolidated financial statements. On an ongoing basis, we evaluate our estimates and judgments, including those related to accrued expenses and stock-based compensation. We base our estimates on historical experience, known trends and events and various other factors that are believed 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 discussion of our critical accounting estimates, see the Management's Discussion and Analysis of the Results of Operations in the Company's Annual Report on Form 10-K, which was filed with the United States Securities and Exchange Commission ("SEC") on April 1, 2025 (the "2024 Form 10-K"). There were no material changes in our critical accounting estimates or accounting policies from December 31, 2024.

Recent Accounting Pronouncements

See Note 2, "Significant Accounting Policies", to our unaudited condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for a discussion of recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Like virtually all commercial enterprises, we can be exposed to the risk ("market risk") that the cash flows to be received or paid relating to certain financial instruments could change as a result of changes in interest rate, exchange rates, commodity prices, equity prices and other market changes.

Our operations are not subject to risks of material foreign currency fluctuations, nor do we use derivative financial instruments in our investment practices. We place our marketable investments in instruments that meet high credit quality standards. We do not expect material losses with respect to our investment portfolio or excessive exposure to market risks associated with interest rates. The impact on our results of one percentage point change in short-term interest rates would not have a material impact on our future earnings, fair value, or cash flows related to investments in cash equivalents or interest-earning marketable securities.

Current economic conditions may cause a decline in business and consumer spending which could adversely affect our business and financial performance including the collection of accounts receivables, notes receivable, realization of inventory and recoverability of assets. In addition, our business and financial performance may be adversely affected by current and future economic conditions, including a reduction in the availability of credit, financial market volatility and recession.

There have been no material changes to our market risk exposures since December 31, 2024.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed with or submitted to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial and accounting officer, to allow timely decisions regarding required disclosure.

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of June 30, 2025. This evaluation was carried out under the supervision and with the participation of our principal executive officer and principal financial and accounting officer. Based on that review, our management, including our principal executive officer and principal financial and accounting officer, concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2025.

Remediation Plan

We are in the process of continuing to evaluate the material weaknesses and developing a detailed plan for remediation of the material weakness. We will not consider the material weakness remediated until the remedial controls operate for a sufficient period of time and we have concluded, through testing, that these controls are effectively designed and operating effectively. We will continue to assess the effectiveness of our remediation efforts in connection with our future assessments of the effectiveness of internal control over financial reporting and disclosure controls and procedures throughout 2025. As we continue to evaluate and work to improve our internal control over financial reporting, we may execute additional measures to address potential control deficiencies or modify the remediation plan described above. We will continue to review and make necessary changes to the overall design of our internal control.

Changes in Internal Control Over Financial Reporting

Except as described above, no change in internal control over financial reporting occurred during the most recent quarter with respect to our operations, which materially affected, or is reasonable likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we have been and may again become involved in legal proceedings arising in the ordinary course of business. We are not presently a party to any material litigation.

Item 1A. Risk Factors.

Factors that could cause our actual results to differ materially from those in this Quarterly Report are any of the risks described in our Annual Report on Form 10-K filed with the SEC on April 1, 2025. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations.

As of the date of this Quarterly Report on Form 10-Q, there have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K filed with the SEC on April 1, 2025, except as otherwise disclosed below. However, we may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC.

Servicing our debt will require a significant amount of cash, and we may not have sufficient cash flow from our business to pay our debt.

Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. As of June 30, 2025, we had approximately $3.3 million of outstanding indebtedness, net of discounts and approximately $169 thousand in cash and cash equivalents. Our business may not generate cash flow from operations in the future sufficient to service our debt obligations and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

Our failure to meet the continued listing requirements of The Nasdaq Capital Market could result in a delisting of our common stock.

Our common stock is listed on the Nasdaq Capital Market under the symbol “PRPH.” In order to maintain that listing, we must satisfy minimum financial and other requirements, including, without limitation, the minimum stockholders’ equity requirement and the minimum bid price requirement. There can be no assurances that we will be successful in maintaining, or if we fall out of compliance, in regaining compliance with the continued listing requirements and maintaining the listing of our common stock on the Nasdaq Capital Market. Delisting from Nasdaq could adversely affect our ability to raise additional financing through the public or private sale of equity securities, and we would incur additional costs under requirements of state “blue sky” laws in connection with any sales of our securities. Delisting could also have other negative results, including the potential loss of confidence by employees, the loss of institutional investor interest, and fewer business development opportunities. If Nasdaq delists our common stock, the price of our common stock may decline, and our common stock may be eligible to trade on the OTC Bulletin Board, another over-the-counter quotation system, or on the pink sheets, which would negatively affect the liquidity of our common stock and an investor may find it more difficult to dispose of their common stock or obtain accurate quotations as to the market value of our common stock.

On September 23, 2024, we notified the Nasdaq Stock Market LLC (“Nasdaq”) that we not in compliance with the audit committee requirement under Nasdaq Listing Rule 5605(c)(2)(A) solely due to a vacancy on the audit committee of our Board resulting from Eleanor McBrier’s resignation from the Board. On September 26, 2024, we received a notice from Nasdaq indicating that the Company no longer complies with the audit committee requirements as set forth in Nasdaq Listing Rule 5605 and confirming our opportunity to regain compliance within the cure period provided in Nasdaq Listing Rule 5605(c)(4), which is the earlier of our next annual meeting of stockholders or September 20, 2025, or if the next annual stockholders’ meeting is held before March 19, 2025, then we must evidence compliance no later than March 19, 2025. We are evaluating the membership of the audit committee and intends to regain compliance with Nasdaq Listing Rule 5605(c)(2)(A) prior to the expiration of the applicable cure period described above. In June 2025, the Board

appointed Carolina Abenante, Esq. as an independent director (and designated her for the Audit Committee effective July 19, 2025), and on June 25, 2025, Nasdaq notified us that we were back in compliance and closed the matter. Continued compliance depends on, among other things, the ongoing service and independence of our directors; any future changes to Board or committee composition could again place us out of compliance and expose us to potential delisting risk.

On December 26, 2024, we received a letter from the Listing Qualifications Staff (the "Staff") of Nasdaq indicating that the bid price for our common stock for the last 30 consecutive business days had closed below the minimum $1.00 per share required for continued listing under Nasdaq Listing Rule 5550(a)(2). Under Nasdaq Listing Rule 5810(c)(3)(A), we were granted a 180 calendar day grace period, or until June 24, 2025, to regain compliance with the minimum bid price requirement. The continued listing standard will be met if we evidence a closing bid price of at least $1.00 per share for a minimum of 10 consecutive business days during the 180 calendar day grace period. In order for Nasdaq to consider granting us additional time beyond June 24, 2025, we would be required, among other things, to meet the continued listing requirement for market value of publicly held shares as well as all other standards for initial listing on Nasdaq, with the exception of the minimum bid price requirement. In the event the we do not regain compliance with the $1.00 bid price requirement by June 24, 2025, eligibility for Nasdaq's consideration of a second 180 day grace period would be determined on our compliance with the above referenced criteria on June 24, 2025. On May 12, 2025, the Company applied to the Nasdaq Listing Qualifications Department for the 180 day extension of time to regain compliance. On June 26, 2025, Nasdaq granted us an additional 180-day extension through December 22, 2025 to regain compliance, based on our meeting all other initial-listing standards aside from bid price.

The Company believes that this period will give the Company sufficient time to regain compliance with the minimum bid price requirement based on the Company's belief that anticipated liquidity events in the second half of the year that may exceed current market capitalization and believe stock price will return to compliance.

We continue to actively monitor our performance with respect to the listing standards and will consider available options to resolve any deficiency and maintain compliance with the Nasdaq rules. There can be no assurance that we will be able to maintain compliance or, if we fall out of compliance, regain compliance with any deficiency, or if we implement an option that regains our compliance, maintain compliance thereafter. If we fail to regain compliance with the Nasdaq continued listing standards, our common stock will be subject to delisting from Nasdaq.

Our recent financing transactions require stockholder approvals under Nasdaq rules; failure to obtain these approvals could constrain our ability to issue shares, require cash settlement, and adversely affect our liquidity and compliance.

On July 23, 2025, we closed a private placement of senior secured convertible notes and warrants. Issuances under this financing are subject to limits under Nasdaq's shareholder-approval rules (including potential issuance above 20% of our outstanding shares and pricing-related thresholds), as well as limits in our current certificate of incorporation. On July 28–29, 2025, we filed proxy materials and announced a Special Meeting set for August 29, 2025 seeking, among other things, to increase authorized common shares to 1,000,000,000 and to approve the potential issuance of up to 226,310,704 shares (and/or convertible or exercisable securities) in connection with the July 2025 financing. If stockholder approval is not obtained, our ability to convert the notes or allow full warrant exercises could be restricted, which may require cash settlement or other accommodations and could strain liquidity and adversely affect compliance with Nasdaq rules.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the quarter ended June 30, 2025, in connection with two secured loan agreements entered into on June 22, 2025 (one with our Chief Executive Officer and Chairman, Ted Karkus, and one with an unaffiliated investor), we issued to each lender an unvested warrant to purchase 500,000 shares of our common stock at an exercise price of $0.60 per share. The warrants will vest only upon shareholder approval of an increase in the number of authorized shares of our common stock.

The warrants described above were issued in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506 of Regulation D thereunder. No underwriters were involved in these transactions, and no underwriting discounts or commissions were paid.

The terms of the loan agreements and warrants are described in our Current Report on Form 8-K filed with the Securities and Exchange Commission on June 26, 2025 (Accession No. 0001641172-25-016710), which description is incorporated herein by reference.

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, none of our directors or officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

Item 6. Exhibits

The following exhibits are filed as part of this Quarterly Report on Form 10-Q. Exhibits identified below as previously filed are incorporated herein by reference.

Exhibit No.	Description
10.1	Secured Loan Agreement, dated June 22, 2025, between ProPhase Labs, Inc. and Ted Karkus (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed June 26, 2025 (Accession No. 0001641172-25-016710)).
10.2	Secured Loan Agreement, dated June 22, 2025, between ProPhase Labs, Inc. and [Unaffiliated Investor Name] (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed June 26, 2025 (Accession No. 0001641172-25-016710)).
10.3	Form of Warrant issued in connection with the June 2025 Loans (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed June 26, 2025 (Accession No. 0001641172-25-016710)).
10.4	Securities Purchase Agreement, dated July 22, 2025, by and among ProPhase Labs, Inc. and the investors (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed July 28, 2025 (Accession No. 0001641172-25-021109)).
10.5	Form of Senior Secured Convertible Note (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed July 28, 2025 (Accession No. 0001641172-25-021109)).
10.6	Form of Warrant issued in connection with the July 2025 Financing (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed July 28, 2025 (Accession No. 0001641172-25-021109)).
10.7	Security Agreement, dated July 22, 2025, among ProPhase Labs, Inc., its subsidiaries, and the investors (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K filed July 28, 2025 (Accession No. 0001641172-25-021109)).
99.1	Press Release dated July 23, 2025 (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed July 23, 2025 (Accession No. 0001641172-25-020651)).
99.2	Press Release dated June 26, 2025, regarding Nasdaq minimum bid compliance extension (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed June 26, 2025 (Accession No. 0001641172-25-016692)).
99.3	Press Release dated July 29, 2025, regarding Special Meeting of shareholders and preliminary proxy filing (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed July 29, 2025 (Accession No. 0001641172-25-021262)).
31.1	Certification by the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1	Certification by the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101. INS#	Inline XBRL Instance 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 (embedded within the Inline XBRL document)

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.

ProPhase Labs, Inc.

By: */s/ Ted Karkus*

Ted Karkus

Chairman of the Board and Chief Executive Officer

(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Date: August 13, 2025

EXHIBIT 31.1

OFFICER'S CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Ted Karkus, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of ProPhase Labs, Inc.;

2. Based on my knowledge, this Quarterly 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 Quarterly Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly 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 Quarterly Report;

4. The registrant's other certifying officers(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 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 Quarterly 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 Quarterly 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: August 13, 2025

By: */s/ Ted Karkus*
Ted Karkus
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer and Principal Financial Officer)

EXHIBIT 32.1

PROPHASE LABS, INC.
CERTIFICATION
PURSUANT TO RULE 13a-14(b) OF THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Ted Karkus, Chief Executive Officer of ProPhase Labs, Inc., a Delaware corporation (the "Registrant"), in connection with the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), do hereby represent, warrant and certify, in compliance with Rule 13a-14(b) of the Securities Exchange Act of 1934 and 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 Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

/s/ Ted Karkus
Ted Karkus
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer and Principal Financial Officer)
Date: August 13, 2025