UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2026

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

For the transition period from _____ to _____

Commission File Number 001-41705

Azitra, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**46-4478536**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

21 Business Park Drive
Branford, CT 06405
(Address of principal executive offices and zip code)

(203)-646-6446
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock: Par value $0.0001	AZTR	NYSE American, LLC

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer,"

“accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

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

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

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

The number of shares of the registrant's common stock outstanding as of August 11, 2026 was 60,603,742.

ITEM 1. Financial Statements.

AZITRA, INC.

CONDENSED BALANCE SHEETS

	June 30, 2026	December 31, 2025
ASSETS	**(Unaudited)**	
Current assets:		
Cash and cash equivalents	$ 6,727,810	$ 2,068,083
Accounts receivable	909	912
Tax credits receivable	143,821	140,383
Prepaid expenses	571,282	809,949
Total current assets	**7,443,822**	**3,019,327**
Property and equipment, net	536,422	548,591
Financing lease right-of-use asset, net	1,301	9,041
Operating lease right-of-use asset, net	406,455	404,444
Intangible assets, net	330,039	316,673
Deferred patent costs	150,965	679,908
Other assets	47,042	47,402
Total assets	**$ 8,916,046**	**$ 5,025,386**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	497,985	399,356
Income tax payable	—	6,256
Current financing lease liability	1,486	10,111
Current operating lease liability	357,569	255,776
Insurance premium financing liability	—	198,983
Accrued expenses	673,669	197,484
Total current liabilities	**1,530,709**	**1,067,966**
Long-term operating lease liability	50,998	156,190
Total liabilities	**1,581,707**	**1,224,156**
Commitments and contingencies (Note 10)		
Stockholders' equity		
Preferred stock; $0.0001 par value; 10,000,000 shares authorized at June 30, 2026 and December 31, 2025; 0 shares issued and outstanding at June 30, 2026 and December 31, 2025; respectively.	—	—
Common stock; $0.0001 par value, 750,000,000 and 200,000,000 shares authorized at June 30, 2026 and December 31, 2025, respectively, 60,603,742 and 10,740,697 shares issued and outstanding at June 30, 2026 and December 31, 2025, respectively.	6,060	1,074
Additional paid-in capital	83,124,375	72,321,352
Accumulated deficit	(75,796,096)	(68,521,196)
Total stockholders' equity	**7,334,339**	**3,801,230**
Total liabilities and stockholders' equity	**$ 8,916,046**	**$ 5,025,386**

The accompanying notes are an integral part of these financial statements.

AZITRA, INC.

UNAUDITED CONDENSED STATEMENTS OF OPERATIONS

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	**2025**	**2026**	**2025**
Operating expenses:				
General and administrative	$ 2,067,639	$ 1,469,513	$ 4,440,998	$ 3,319,651
Research and development	1,351,529	1,401,839	2,912,094	2,651,939
Total operating expenses	3,419,168	2,871,352	7,353,092	5,971,590
Loss from operations	(3,419,168)	(2,871,352)	(7,353,092)	(5,971,590)
Other income (expense):				
Interest income	74,661	15,461	89,380	52,625
Interest expense	(1,365)	(468)	(4,776)	(1,761)
Change in fair value of warrants	—	54	—	197
Other expense	(1,788)	(32,688)	(6,412)	(36,809)
Total other income (expense)	71,508	(17,641)	78,192	14,252
Loss before income taxes	(3,347,660)	(2,888,993)	(7,274,900)	(5,957,338)
Income tax expense	—	—	—	—
Net loss attributable to common shareholders	$ (3,347,660)	$ (2,888,993)	$ (7,274,900)	$ (5,957,338)
Net loss per share, basic and diluted	$ (0.17)	$ (1.18)	$ (0.42)	$ (2.69)
Weighted average common stock outstanding, basic and diluted	19,300,704	2,444,340	17,419,798	2,212,293

The accompanying notes are an integral part of these unaudited condensed financial statements.

AZITRA, INC.

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

	Preferred Stock		Common Stock		Additional Paid-in-Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance - December 31, 2024	**—**	**$ —**	**1,145,038**	**$ 114**	**$63,264,009**	**$(57,565,825)**	**$ 5,698,298**
Follow-on public offering, net of issuance costs of $269,948	—	—	729,381	73	1,186,220	—	1,186,293
Follow-on public offering, net of issuance costs of $133,076	—	—	374,696	37	560,939	—	560,976
Stock-based compensation	—	—	—	—	30,402	—	30,402
Net loss	—	—	—	—	—	(3,068,345)	(3,068,345)
Balance, March 31, 2025	—	$ —	2,249,115	$ 224	$65,041,570	$(60,634,170)	$ 4,407,624
Draws on equity line of credit, net of issuance costs of $79,985	—	—	449,998	45	694,263	—	694,308
Stock-based compensation	—	—	—	—	16,031	—	16,031
Net loss	—	—	—	—	—	(2,888,993)	(2,888,993)
Balance, June 30, 2025	**—**	**$ —**	**2,699,113**	**$ 269**	**$65,751,864**	**$(63,523,163)**	**$ 2,228,970**

The accompanying notes are an integral part of these unaudited condensed financial statements.

AZITRA, INC.

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

	Preferred Stock		Common Stock		Additional Paid-in-Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance - December 31, 2025	**—**	**—**	**10,740,697**	**$ 1,074**	**$72,321,351**	**$(68,521,195)**	**$ 3,801,230**
Private Placement, net of issuance costs of $100,806	10,485	—	—	—	10,384,194	—	10,384,194
Draws on equity line of credit, net of issuance costs of $—	—	—	1,300,000	130	215,820	—	215,950
Exercise of Warrants	—	—	4,151,741	415	(415)	—	—
Stock-based compensation	—	—	—	—	6,149	—	6,149
Net loss	—	—	—	—	—	(3,927,240)	(3,927,240)
Balance - March 31, 2026	10,485	$ —	16,192,438	$ 1,619	$82,927,099	$(72,448,435)	$ 10,480,283
Exercise of Warrants	—	—	7,696,075	770	196,030	—	196,800
Conversion of Preferred Stock to Common Stock	(10,485)		36,715,229	3,672	(3,672)	—	—
Stock-based compensation	—	—	—	—	11,405	—	11,405
Offering Costs and Other Miscellaneous Adjustments					(6,489)		(6,489)
Net loss	—	—	—	—	—	(3,347,660)	(3,347,660)
Balance - June 30, 2026	**—**	**$ —**	**60,603,742**	**$ 6,060**	**$83,124,374**	**$(75,796,095)**	**$ 7,334,339**

Amounts in the Condensed Statements of Changes in Stockholders' may not foot or tie to preceding financial statements due to rounding

The accompanying notes are an integral part of these unaudited condensed financial statements.

AZITRA, INC.

CONDENSED STATEMENTS OF CASH FLOWS (UNAUDITED)

	For the Six Months Ended June 30,	
	2026	**2025**
Cash flows from operating activities:		
Net loss	$ (7,274,900)	$ (5,957,338)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	76,485	68,293
Gain/Loss on lease modification	(1,752)	7,726
Amortization of right-of-use assets	153,730	159,746
Stock based compensation	17,554	46,433
Change in fair value of warrant liability	—	(197)
Gain on disposal of property and equipment	—	(1,175)
Impairment of intangible assets and deferred patent costs	623,532	—
Changes in operating assets and liabilities:		
Accounts receivable	3	233
Prepaid expenses	238,667	(107,984)
Other assets	360	(468)
Tax credits receivable	(3,438)	23,256
Income tax payable	(6,256)	(11,572)
Accounts payable and accrued expenses	557,223	40,432
Operating lease liability	(149,648)	(154,183)
Net cash used in operating activities	(5,768,440)	(5,886,798)
Cash flows from investing activities:		
Purchases of property and equipment	(54,981)	(11,601)
Proceeds from sale of property and equipment	—	3,153
Deferred patent costs	(99,699)	(49,525)
Net cash used in investing activities	(154,680)	(57,973)
Cash flows from financing activities		
Principal payments on finance leases	(8,625)	(7,838)
Proceeds from public offerings, net	—	1,749,312
Proceeds from exercise of warrants	196,800	—
Proceeds from private placement, net	10,377,703	—
Proceeds from equity line of credit	215,950	694,308
Repayment of insurance premium financing liability	(198,983)	—
Net cash provided by financing activities	10,582,845	2,435,782
Net change in cash and cash equivalents	4,659,725	(3,508,989)
Cash and cash equivalents at beginning of period	2,068,083	4,554,719
Cash and cash equivalents at end of period	$ 6,727,808	$ 1,045,730
Obtaining a right-of-use asset in exchange for operating lease liability	$ 166,690	$ —

The accompanying notes are an integral part of these unaudited condensed financial statements.

1. Organization and Nature of Operations

Azitra, Inc. (the "Company," "Azitra," "We," "us," and "our".) was founded on January 2, 2014. We are a synthetic biology company focused on developing innovative therapies for precision dermatology using engineered proteins and live biotherapeutic products by screening and genetically engineering microbes of the skin. The mission is to discover and develop novel therapeutics to create a new paradigm for treating skin disease. The Company's discovery platform is screened for naturally occurring bacterial cells with beneficial effects. These microbes are then genomically sequenced and engineered to make cellular therapies, recombinant therapeutic proteins, peptides and small molecules for precision treatment of dermatology diseases. Azitra also leverages these technologies to develop cosmetic ingredients for consumer-oriented products as well as recombinant proteins and peptides for research. On May 17, 2023, the Company changed its name to from "Azitra Inc" to "Azitra, Inc."

In addition to our corporate headquarters located in Branford, Connecticut, the Company maintains a location in Montreal, Canada for certain research activities. The Company also opened a manufacturing and laboratory space in Groton, Connecticut during 2021.

Stock Splits, Change in Par Value, Increase in Shares Authorized, Initial and Follow-on Public Offerings, and Equity Line of Credit Issuances

In June 2023, the Company completed its initial public offering (IPO) in which it issued and sold 7,508 shares of its common stock at a price to the public of $999.00 per share. The shares began trading on the NYSE American on June 16, 2023 under the symbol "AZTR". The net proceeds received by the Company from the IPO were $6.0 million, after deducting underwriting discounts, commissions and other offering expenses.

Immediately prior to the effectiveness of the Company's registration statement, the Company effected a 7.1-for-1 forward stock split (the "Forward Stock Split") of its issued and outstanding shares of common stock. On May 17, 2023, the Company changed the par value of its capital stock from $0.01 to $0.0001. Accordingly, all share and per share amounts for all periods presented in the accompanying unaudited condensed financial statements and notes thereto have been adjusted retroactively, unless otherwise noted, to reflect the effect of the Forward Stock Split. Refer to Note 6 for additional details relating to the Forward Stock Split.

In February 2024, the Company completed a follow-on public offering (the "February 2024 Offering") in which it issued and sold 83,404 shares of its common stock at a price to the public of $59.94 per share. The net proceeds received by the Company from the follow-on public offering were $4.3 million, after deducting underwriting discounts, commissions and other offering expenses. For further information regarding the February 2024 Offering and related warrant issuance, refer to Notes 6 and 7 respectively.

On July 1, 2024, the Company effected a 30-for-1 reverse stock split of its issued and outstanding shares of common stock (the "2024 Reverse Stock Split") and began trading on a split-adjusted basis the same day. There was no change in par value. Accordingly, all share and per share amounts for all periods presented in the accompanying unaudited condensed financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect the effect of the 2024 Reverse Stock Split. Refer to Note 6 for additional details relating to the Reverse Stock Split.

In July 2024, the Company completed a follow-on public offering (the "July 2024 Offering") in which it issued and sold 1,000,750 shares of its common stock at a price of $9.99 per share and Class A Warrants exercisable for an aggregate 2,001,502 shares of common stock. The net proceeds received by the Company from the follow-on public offering were $9.1 million, after deducting placement agent's fees and other offering expenses. For further information regarding the July 2024 Offering and related warrant issuance, refer to Notes 6 and 7 respectively.

In January 2025, the Company completed a follow-on offering (the "January 2025 Offering") in which it issued and sold 729,381 shares of its common stock at a price of $2.00 per share. The net proceeds received by the Company from the January 2025 offering were $1.2 million, after deducting placement agent's fees and other offering expenses. The shares were offered by the Company pursuant to a shelf registration statement on Form S-3 filed with the SEC on July 1, 2024, and a final prospectus supplement dated January 15, 2025. For further information regarding the January 2025 Offering, refer to Notes 6 and 7 respectively.

In February 2025, the Company completed a follow-on offering (the "February 2025 Offering") in which it issued 374,696 shares of its common stock at a public offering price of $1.85 per share and warrants to purchase up to 337,232 shares of common stock at an exercise price of $3.60. The net proceeds received by the Company from the February 2025 offering were $560,976 after deducting placement agent's fees and other offering expenses. The shares were offered by the Company pursuant to a shelf registration statement on Form S-3 filed with the SEC on July 1, 2024, and a final prospectus supplement dated February 6, 2025. For further information regarding the February 2025 Offering and related warrant issuance, refer to Notes 6 and 7, respectively.

On April 24, 2025, the Company entered into an Equity Line of Credit ("ELOC"), as amended, with Alumni Capital LP ("Alumni Capital"), whereby the Company has the right, but not the obligation, to sell to Alumni Capital, and Alumni Capital is obligated to purchase, up to an aggregate of $20 million of shares of the Company's common stock in a series of purchases. Upon each purchase, Alumni Capital will receive warrants to purchase shares of the Company's common stock equal to 10% of the number of shares purchased in the related purchase.

Under the terms of the ELOC, the Company has issued an aggregate of 9,255,823 shares of common stock and issued 925,579 warrants. The aggregate gross proceeds received by the Company under the ELOC are $6.2 million. As of August 11, 2026, approximately $13.8 million is available under the ELOC for future share issuances. For further information regarding the ELOC, refer to Notes 6 and 7 respectively.

In July 2025, the Company filed a certificate of amendment to the Second Amended and Restated Certificate of Incorporation increasing the number of authorized shares of common stock from 100,000,000 to 200,000,000. In June 2026, the Company filed a certificate of amendment to the Second Amended and Restated Certificate of Incorporation increasing the number of authorized shares of common stock from 200,000,000 to 750,000,000.

On August 21, 2025, the Company effected a 6.66-for-1 reverse stock split of its issued and outstanding shares of common stock (the "2025 Reverse Stock Split") and began trading on a split-adjusted basis the same day. There was no change in par value. Accordingly, all share and per share amounts for all periods presented in the accompanying unaudited condensed financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect the effect of the 2025 Reverse Stock Split. Refer to Note 6 for additional details relating to the 2024 Reverse Stock Split, and the 2025 Reverse Stock Split (together, the "Reverse Stock Splits").

On November 24, 2025, the Company entered into a securities purchase agreement (the “November Purchase Agreement”) with Alumni Capital pursuant to which the Company agreed to issue and sell to Alumni Capital in a private placement offering (the " November PIPE Offering") priced at a premium to market in accordance with NYSE rules an aggregate of 535,759 shares of common stock of the Company, (ii) pre-funded warrants (the “November Pre-Funded Warrants”) to purchase up to an aggregate of 4,151,741 shares of Common Stock (the “November Pre-Funded Warrants Shares”) at an exercise price of $0.0001 per November Pre-Funded Warrant, and (iii) common stock purchase warrants (the “November Common Warrants” together with the November Pre-Funded Warrants, the “November Warrants”) to purchase up to an aggregate of 4,687,500 shares of Common Stock (the “November Common Warrant Shares” together with the November Pre-Funded Warrant Shares, the “November Warrant Shares”) at an exercise price of $0.32 per November Common Warrant. The offering price was $0.32 per share of Common Stock or November Pre-Funded Warrant and accompanying November Common Warrant (the “Offering Price”). The November Pre-Funded Warrants are immediately exercisable and do not expire until exercised in full. The November Common Warrants were exercisable upon shareholder approval and will expire on the five-year anniversary of shareholder approval. For further information regarding the PIPE Offering, refer to Notes 6 and 7 respectively.

During the six months ended June 30, 2026, all November Pre-Funded Warrants have been exercised by Alumni Capital.

On March 18, 2026, the Company entered into a securities purchase agreement (the "Series A Purchase Agreement") in which it issued and sold 10,485 shares of its Series A Preferred Stock (the "Series A Offering") at a price of $1,000 per share, which are convertible into 85,223,126 shares of common stock, Series B Warrants exercisable for an aggregate 85,223,126 shares of common stock, and Series C Warrants exercisable for an aggregate 85,223,126 shares of common stock. The net proceeds received by the Company from the Series A Offering were approximately $10.4 million, after deducting offering expenses. For further information related to the Series A Offering and related warrant issuances, refer to Notes 6 and 7 respectively.

On June 16, 2026, pursuant to the terms of the Series A Purchase Agreement, the 10,485 shares of Series A Preferred Stock converted to 36,715,229 shares of common stock and 48,507,897 pre-funded warrants.

Other Events

On October 1, 2025, the Company received a deficiency letter (the “Deficiency Letter”) from the NYSE American LLC ("NYSE American") indicating that the Company is not in compliance with the NYSE American continued listing standards set forth in Section 1003(a)(ii) of the NYSE American Company Guide. Section 1003(a)(ii) of the NYSE American Company Guide requires a listed company’s stockholders’ equity be at least $4.0 million if it has reported losses from continuing operations and/or net losses in three of its four most recent fiscal years. The Deficiency Letter noted that the Company reported stockholders’ equity of $2.2 million as of

June 30, 2025, and losses from continuing operations and/or net losses in three of its four most recent fiscal years ended December 31, 2024.

In order to maintain the Company's listing on the NYSE American, the NYSE American requested that the Company submit a plan of compliance (the "Plan") by October 31, 2025 addressing how the Company intends to regain compliance with Section 1003(a)(ii) of the NYSE American Company Guide by April 1, 2027.

The Company's management submitted the Plan to the NYSE American by the October 31, 2025 deadline which was accepted by the NYSE American on December 16, 2025. If the Company does not make progress consistent with the Plan during the plan period or if the Company is not in compliance with the listing standards by April 1, 2027, then the Company will be subject to delisting procedures as set forth in the NYSE American Company Guide.

On March 13, 2026, the Company received an additional letter (the "March 2026 Letter") from the NYSE American indicating that the Company is also not in compliance with the continued listing standard set forth in Section 1003(a)(iii) of the NYSE American Company Guide, which requires stockholders' equity of at least $6.0 million if a listed company has reported losses from continuing operations and/or net losses in its five most recent fiscal years. The March 2026 Letter noted that the Company reported stockholders' equity of $3.8 million as of December 31, 2025 and losses from continuing operations and/or net losses in its five most recent fiscal years ended December 31, 2025. The Company is seeking to regain compliance with Section 1003(a)(iii), in addition to Section 1003(a)(ii), of the NYSE American Company Guide by the April 1, 2027 plan period deadline pursuant to the Plan. During the plan period, the Company must provide quarterly updates to the NYSE American staff concurrent with its periodic filings, and if the Company does not make progress consistent with the Plan or does not regain compliance by the plan period deadline, the NYSE American may initiate delisting proceedings.

As of June 30, 2026, the Company reported total stockholders' equity of approximately $7.3 million, which exceeds the minimum stockholders' equity requirements of Sections 1003(a)(ii) and 1003(a)(iii) of the NYSE American Company Guide. Any determination that the Company has regained compliance with the applicable continued listing standards will be made by the NYSE American, and the Company remains subject to the Plan and the NYSE American's periodic review during the plan period. There can be no assurance that the Company will regain, or thereafter maintain, compliance with all applicable NYSE American continued listing standards.

The Company is committed to undertaking a transaction or transactions in the future to achieve compliance with the NYSE American's requirements. There can be no assurance that the Company will be able to achieve compliance with the NYSE American's continued listing standards within the required time frame.

Going Concern Matters

The unaudited condensed financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operation for the foreseeable future, and which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, management has identified the following conditions and events that created an uncertainty about the ability of the Company to continue as a going concern. As of and for the six months ended June 30, 2026, the Company has an accumulated deficit of approximately $75.8 million, a loss from operations of approximately $7.4 million, used approximately $5.8 million to fund operations and had approximately $5.9 million of working capital.

The Company will require a significant amount of additional funds to complete the development of its product and to fund additional losses which the Company expects to incur over the next few years. The Company is still in its pre-commercialization phase and therefore does not yet have product revenue. Management plans to continue to raise funds through equity and/or debt financing to fund operating and working capital needs; however, there can be no assurance that the Company will be successful in securing additional financing, if needed, to meet its operating needs.

These conditions and events create substantial doubt about the ability of the Company to continue as a going concern for twelve months from the date that the financial statements are available to be issued. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Company are prepared in accordance with United States generally accepted accounting principles (“U.S. GAAP”). Certain amounts in the condensed financial statements and associated notes may not add up due to rounding.

Unaudited Interim Financial Information

The unaudited interim financial statements and related notes have been prepared in accordance with U.S. GAAP for interim financial information, within the rules and regulations of the United States Securities and Exchange Commission (the “SEC”). Certain information and disclosures normally included in the annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. The unaudited interim financial statements have been prepared on a basis consistent with the audited financial statements and in the opinion of management, reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the results for the interim periods presented and of the financial condition as of the date of the interim balance sheet. The financial data and the other information disclosed in these notes to the interim financial statements related to the six months are unaudited. Unaudited interim results are not necessarily indicative of the results for the full fiscal year. These unaudited interim financial statements should be read in conjunction with the financial statements of the Company for the year ended December 31, 2025, and notes thereto that are included in the Company’s Annual Report on Form 10-K as filed with the SEC on February 27, 2026.

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the balance sheet. While management believes the estimates and assumptions used in the preparation of the financial statements are appropriate, actual results could differ from those estimates. The most significant estimates in the Company's financial statements relate to accruals for research and development expenses, valuation of warrants and valuation of equity awards, and the recoverability of our deferred patent costs. These estimates and assumptions are based on current facts, historical experience and various other factors 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 and the recording of expenses that are not readily apparent from other sources.

Concentration of Credit Risks and other Risks and Uncertainties

Financial instruments, which potentially subject the Company to significant concentrations of risk, consist principally of cash and cash equivalents. The Company’s cash is deposited with a federally insured U.S. financial institution. The Company has no off-balance sheet concentrations of credit risk, such as foreign currency exchange contracts, option contracts or other hedging arrangements.

The Company is dependent on contract research organizations ("CRO") to conduct, and manage our on-going clinical trials, and contract manufacturing organizations (“CMO”) to supply products for research and development of its product candidates, including preclinical and clinical studies, and for commercialization of its product candidates, if approved. The Company’s development programs could be adversely affected by any significant interruption in either the CRO's or the CMO’s operations or by a significant interruption in the supply of active pharmaceutical ingredients and other components.

Products developed by the Company require approval from the U.S. Food and Drug Administration (“FDA”) or other international regulatory agencies prior to commercial sales. There can be no assurance the Company’s product candidates will receive the necessary approvals. If the Company is denied approvals, approvals are delayed, or the Company is unable to maintain approvals received, such events could have a materially adverse impact on the Company.

The Company’s activities are subject to significant risks and uncertainties including the risk of failure to secure additional funding to properly execute the Company’s business plan. The Company is subject to risks that are common to companies in the pharmaceutical industry, including, but not limited to, development by the Company or its competitors of new technological innovations, dependence on key personnel, reliance on third party manufacturers, protection of proprietary technology, and compliance with regulatory requirements.

Segment Information

The Company operates and manages its business as one operating segment, which is to discover and develop novel therapeutics to create a new paradigm for treating skin diseases and leverage our existing technologies to develop cosmetic ingredients for consumer-oriented products. The Chief Executive Officer, who is the Chief Operating Decision Maker ("CODM"), reviews financial

information on an aggregate basis, along with cash balances for purposes of allocating resources and evaluating performance. For additional segment disclosures, see Note 13.

Cash and Cash Equivalents

For purposes of the balance sheets and statements of cash flows, the Company considers all cash on hand, demand deposits and all highly liquid investments with original maturities of three months or less to be cash equivalents.

Deferred Offering and Deferred Issuance Costs

The Company capitalizes deferred offering costs, which primarily consists of direct, incremental legal, professional, accounting, and other third-party fees relating to the Company's public offering initiatives associated with the filing of an S-1 Registration Statement. Once the Company completes the public offering, the Company records these amounts against the gross proceeds of these public offerings within the statements of stockholders' equity.

In July 2024, the Company also filed a Form S-3 Registration Statement and recorded deferred issuance costs as a long-term asset. In September 2025, the Company wrote off the remaining deferred issuance costs of $35,435 as it was uncertain the Company would be able to issue additional shares against the Form S-3 Registration Statement. The write-off resulted in a reduction to additional paid-in capital.

Leases

The Company elected to account for non-lease components as part of the lease component to which they relate. Lease accounting involves significant judgments, including making estimates related to the lease term, lease payments, and discount rate. In accordance with the guidance, the Company recognized ROU assets and lease liabilities for all leases with a term greater than 12 months. Leases are classified as either operating or financing leases based on the economic substance of the agreement.

The Company has 3 operating leases for buildings and recorded an initial ROU assets and lease liabilities totaling $1,418,502. The basis, terms and conditions of the leases are determined by the individual agreements. The Company's option to extend certain leases ranges from 36 – 52 months. All options to extend have been included in the calculation of the ROU asset and lease liability. The leases do not contain residual value guarantees, restrictions, or covenants that could incur additional financial obligations to the Company. There are no subleases, sale-leaseback, or related party transactions.

At June 30, 2026, the Company had operating right-of-use assets with a net value of $406,455 and current and long-term operating lease liabilities of $357,569 and $50,998, respectively.

In 2023, the Company entered into a lease for the use of certain equipment that is classified as a finance lease. The finance lease has a term of 36 months. At June 30, 2026, the Company had financing right-of-use assets with a net value of $1,301 and current and long-term financing lease liabilities of $1,486 and $—, respectively.

Deferred Patent Costs

Deferred patent costs represent legal and filing expenses incurred related to the submission of patent applications for patents pending approval. These deferred costs will be reclassed to intangible assets and begin to be amortized over their estimated useful lives upon the formal approval of the patent. If the patent is not issued, the costs associated with the patent will be expensed in the year the patent was rejected. Deferred patent costs are reviewed for impairment at each reporting period. The costs associated with any impairment are expensed in the period the deferred patent costs are determined to be impaired. In connection with its review of the first quarter financial statements, the Company recorded impairment expenses of $623,532 during the three months ended March 31, 2026 related to our pending international patent applications, which were determined to be impaired due to a significant increase in the time of such patent approvals, decreases in the granting of such approvals, and the Company's strategic focus on the domestic patents. The Company did not record any impairment expenses during the second quarter of 2026.

Research and Development

The Company accounts for research and development costs in accordance with Accounting Standards Codification (ASC) subtopic 730-10, Research and Development. Accordingly, research and development costs are expensed as incurred. Research and development costs consist of costs related to labor, materials and supplies, as well as fees paid to consultants, external research fees. Research and development costs incurred were $1,351,529 and $2,912,094 for the three and six months ended June 30, 2026, respectively. Research and development costs incurred were $1,401,839 and $2,651,939 for the three and six months ended June 30, 2025, respectively.

At June 30, 2026 and December 31, 2025, the Company had state tax credit receivables of $103,601 for pending refunds related to the selling of research and development tax credits back to the State of Connecticut. At June 30, 2026 and December 31, 2025, the Company had recorded $26,295 and $27,269, respectively, for pending refunds related to Canadian Scientific Research and Experimental Development (SRED) credits. At June 30, 2026 and December 31, 2025, the Company had recorded $13,925 and $9,513, respectively, related to refunds of Canadian Goods and Services Tax (GST) and Quebec Sales Tax (QST). Receipts of refunds are recorded in research and development on the statements of operations.

Recent and Adopted Accounting Pronouncements

In November 2024, the FASB issued ASU 2024-03, "Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)." Additionally, in January 2025, the FASB issued ASU 2025-01 to clarify the effective date of ASU 2024-03. The standard provides guidance to expand disclosures related to the disaggregation of income statement expenses. The standard requires, in the notes to the financial statements, disclosure of specified information about certain costs and expenses which includes purchases of inventory, employee compensation, depreciation, and intangible asset amortization included in each relevant expense caption. This guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, on a retrospective or prospective basis, with early adoption permitted. We are currently evaluating this ASU to determine its impact on our disclosures.

In July 2025, the FASB issued ASU 2025-05, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets”, which introduces a practical expedient that allows entities to assume that current conditions at the balance sheet date remain unchanged for the remaining life of the asset when developing reasonable and supportable forecasts. This eliminates the need to incorporate macroeconomic forecasts for short term receivables. The ASU is effective for fiscal years beginning after December 15, 2025. The Company adopted ASU 2025-05 on January 1, 2026, on a prospective basis, which did not have a significant impact on the financial statements and related disclosures.

3. Property and Equipment

Property and equipment consisted of the following at:

	June 30, 2026	December 31, 2025
Laboratory equipment	$ 1,137,053	$ 1,086,860
Computers and office equipment	30,825	30,825
Furniture and fixtures	24,951	20,164
Leasehold improvements	28,855	28,855
Building equipment	14,932	14,932
Total property and equipment	1,236,616	1,181,636
Less accumulated depreciation & amortization	(700,194)	(633,045)
Total property and equipment, net	$ 536,422	$ 548,591

Depreciation expense was $34,069 and $67,150 for the three and six months ended June 30, 2026, respectively. Depreciation expense was $31,109 and $62,076 for the three and six months ended June 30, 2025, respectively.

Fixed assets are reviewed for impairment each reporting period. For the three and six months ended June 30, 2026 there was no gain or loss on disposal of property and equipment recorded. For the three and six months ended June 30, 2025 there was $— and $1,175 of gains on disposal of property and equipment recorded, respectively.

4. Intangible Assets

Intangible assets consisted of the following at:

June 30, 2026:

	Estimated Useful Life	Gross Amount	Accumulated Amortization	Impairment	Net Amount
Trademarks	Indefinite	$ 60,244	$ —	$ —	$ 60,244
Patents	17 years	319,788	49,993	—	269,795
Intangible assets		$ 380,032	$ 49,993	$ —	$ 330,039

December 31, 2025:

	Estimated Useful Life	Gross Amount	Accumulated Amortization	Impairment	Net Amount
Trademarks	Indefinite	$ 60,244	$ —	$ —	$ 60,244
Patents	17 years	297,087	40,658	—	256,429
Intangible assets		$ 357,331	$ 40,658	$ —	$ 316,673

During the three and six months ended June 30, 2026, amortization expense related to intangible assets was $4,724 and $9,335, respectively. During the three and six months ended June 30, 2025, amortization expense related to intangible assets was $3,129 and $6,218, respectively.

5. Accrued Expenses

Accrued expenses consisted of the following at:

	June 30, 2026	December 31, 2025
Employee payroll and bonuses	$ 413,778	$ 29,528
Vacation	70,991	37,880
Research and development projects	28,346	84,408
Professional fees	159,065	45,527
Other	1,489	141
Total accrued expenses	$ 673,669	$ 197,484

6. Stockholders' Equity

On May 17, 2023, the Company effected a 7.1-for-1 Forward Stock Split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Company's preferred stock. The par value of the common stock was adjusted as a result of the Forward Stock Split from $0.01 to $0.0001 and the authorized shares were increased to 100,000,000 shares of common stock in connection with the Forward Stock Split. In lieu of any fractional shares issued as a result of the split the Company paid a cash amount to the holder of such fractional share. The accompanying financial statements and notes to the financial statements give retroactive effect to the Forward Stock Split for all periods presented. Shares of common stock underlying outstanding stock-based awards and other equity instruments were proportionately increased and the respective per share value and exercise prices, if applicable, were proportionately decreased in accordance with the terms of the agreements governing such securities.

On February 16, 2024, the Company completed the February 2024 Offering, consisting of an aggregate of 83,404 shares of its common stock at a public offering price of $59.94 per share. The gross proceeds from the February 2024 Offering, before deducting the placement agent's fees and other offering expenses, were approximately $5 million.

As consideration for ThinkEquity LLC serving as the Placement Agent for the February 2024 Offering (the "February 2024 Placement Agent"), the Company paid the February 2024 Placement Agent a cash fee of 7.5% of the aggregate gross proceeds of the February

2024 Offering and reimbursed the February 2024 Placement Agent for certain expenses, legal fees for a total of $537,559, and issued February 2024 Placement Agent Warrants to designees to the February 2024 Placement Agent.

On July 1, 2024, the Company effected a 30-for-1 Reverse Stock Split of its issued and outstanding shares of common stock and began trading on a split-adjusted basis the same day. There was no change to the par value of the common stock. In lieu of any fractional shares issued as a result of the split the Company paid a cash amount to the holder of such fractional share. The accompanying financial statements and notes to the financial statements give retroactive effect to the Reverse Stock Split for all periods presented unless otherwise noted. Shares of common stock underlying outstanding stock-based awards and other equity instruments were proportionately decreased and the respective per share value and exercise prices, if applicable, were proportionately increased in accordance with the terms of the agreements governing such securities.

On July 25, 2024, the Company completed the July 2024 Offering, consisting of an aggregate of 1,000,750 shares of its common stock and Class A warrants to purchase 2,001,502 shares of common stock, at a combined public offering price of $9.99. The Class A warrant had an initial exercise price of $9.99 per share, was exercisable immediately upon issuance, and will expire on the fifth anniversary of the original issuance date. However, if on the date that was 30 calendar days immediately following the date of issuance of the Class A Warrants, or August 24, 2024 (the “Reset Date”), the Reset Price, as defined below, was less than the exercise price at such time, the exercise price would be decreased to the Reset Price. “Reset Price” is defined as 100% of the trailing five-day VWAP immediately preceding the Reset Date, provided, that in no event would the Reset Price be less than $2.13 (subject to adjustment for reverse and forward stock splits, recapitalizations and similar transactions), which represented 20% of the most recent closing price for the Common Stock at the time of execution of the placement agent agreement with respect to the offering. The Reset Price of the Class A Warrants as calculated on the Reset Date was $4.69. The number of shares of Common Stock issuable upon exercise of the Class A Warrants has not been proportionately adjusted due to the reset of the exercise price.

In consideration for Maxim Group LLC serving as the placement agent of the July 2024 Offering (the “July 2024 Placement Agent”), the Company paid the July 2024 Placement Agent a cash fee equal to 7.0% of the aggregate gross proceeds of the July 2024 Offering, reimbursed the July 2024 Placement Agent for certain expenses and legal fees for a total of $809,825, and issued Placement Agent Warrants.

The gross proceeds from the July 2024 Offering, before deducting the July 2024 Placement Agent’s fees and other offering expenses, were approximately $10.0 million.

On January 14, 2025, the Company completed the January 2025 Offering in which it issued and sold 729,381 shares of its common stock at a price of $2.00 per share. The net proceeds received by the Company from the January 2025 Offering were approximately $1.2 million, after deducting underwriting discounts, commissions and other offering expenses. The shares were offered by the Company pursuant to a shelf registration statement on Form S-3 filed with the SEC on July 1, 2024, and a final prospectus supplement dated January 15, 2025.

In consideration for Maxim Group LLC serving as the placement agent of the January 2025 Offering (the "January 2025 Placement Agent"), the Company paid the January 2025 Placement Agent a cash fee equal to 7.0% of the aggregate gross proceeds raised in the January 2025 Offering and reimbursed the January 2025 Placement Agent for certain expenses and legal fees of $60,000. The Company also issued warrants to designees of the January 2025 Placement Agent (the "Placement Agent Warrants").

On February 5, 2025, the Company completed the February 2025 Offering in which it issued 374,696 shares of its common stock at a public offering price of $1.85 per share and warrants to purchase up to 337,232 shares of common stock. The net proceeds received by the Company from the February 2025 Offering were $561,000 after deducting placement agent's fees and other offering expenses. The shares were offered by the Company pursuant to a shelf registration statement on Form S-3 filed with the SEC on July 1, 2024, and a final prospectus supplement dated February 6, 2025.

In consideration for Maxim Group LLC serving as the placement agent of the February 2025 Offering (the "February 2025 Placement Agent"), the Company paid the February 2025 Placement Agent a cash fee equal to 4.0% of the aggregate gross proceeds raised in the February 2025 Offering, reimbursed the February 2025 Placement Agent for certain expenses and legal fees of $35,000, and issued Placement Agent Warrants.

On April 24, 2025, the Company entered into an ELOC, as amended, with Alumni Capital, whereby the Company has the right, but not the obligation, to sell to Alumni Capital, and Alumni Capital is obligated to purchase, up to an aggregate of $20 million of shares of the Company’s common stock in a series of purchases. The term of the ELOC is through December 31, 2026, or the date on which Alumni Capital shall have purchased the shares pursuant to the ELOC for an aggregate purchase price of $20 million. During the term, the Company may at its election cause Alumni Capital to make a series of purchases of shares, each up to $750,000, or up to $4 million dollars upon consent of Alumni Capital. The closing of each purchase pursuant to the ELOC will be no later than five business days after the Company provides a notice to Alumni Capital. The purchase price of the shares that the Company elects to sell to Alumni Capital pursuant to the ELOC will be equal to the lowest daily volume weighted average price of the Common Stock during

the period commencing on the date that the Company delivers a notice requiring the purchase of shares by Alumni Capital and ending on the earlier to occur of (i) five (5) business days immediately following such date and (ii) the date on which Alumni Capital notifies the Company that it is prepared to proceed with the relevant closing, multiplied by 90%.

On August 26, 2025, the Company entered into a Modification Agreement (the "Modification Agreement") with Alumni Capital to amend certain terms of the Purchase Agreement, dated April 24, 2025, between the Company and Alumni Capital (the "Purchase Agreement"). Pursuant to the Modification Agreement, the Company may at its election, cause Alumni Capital to make a series of purchases of ELOC Shares either at (i) the lowest daily volume weighted average price of the Common Stock during the period commencing on the date that the Company delivers written notice (the "Purchase Notice") and ending on the earlier of (a) five (5) business days immediately following the date of a Purchase Notice, and (b) the date on which Alumni Capital notifies the Company that it is prepared to proceed with the closing of the purchase, multiplied by 90% ("Purchase Notice Option 1") or (ii) the lowest traded price of Common Stock during the period commencing on the date the Company delivers a Purchase Notice and ending on the earlier of (x) the same business day a Purchase Notice is delivered, and (y) the date on which Alumni Capital notifies the Company that it is prepared to proceed with the closing of the purchase, multiplied by 97% ("Purchase Notice Option 2"). Each Purchase Notice delivered by the Company must specify whether Purchase Notice Option 1 or Purchase Notice Option 2 is selected and the number of ELOC Shares to be purchased. All other terms and conditions of the Purchase Agreement remain in full force and effect. Refer to Note 7 regarding the terms of the warrants issued in conjunction with the shares.

Through June 30, 2026 the Company has issued an aggregate 9,255,823 shares of common stock and issued an aggregate 925,579 warrants. During the three and six months ended June 30, 2026, the Company issued 1,300,000 shares of common stock and 130,000 warrants under the ELOC resulting in net proceeds of approximately $215,000. As of the date of this filing, the aggregate gross proceeds received by the Company under the ELOC were approximately $6.2 million.

On November 24, 2025, the Company completed the November PIPE Offering of 535,759 shares of common stock of the Company, November Pre-Funded Warrants to purchase up to an aggregate of 4,151,741 shares of common at an exercise price of $0.0001 per November Pre-Funded Warrant, and November Common Warrants to purchase up to an aggregate of 4,687,500 shares of common stock at an exercise price of $0.32 per November Common Warrant. The offering price was $0.32 per share of common stock or November Pre-Funded Warrant and accompanying November Common Warrant Price. The November Pre-Funded Warrants are immediately exercisable and do not expire until exercised in full. The November Common Warrants are exercisable upon shareholder approval and will expire on the five-year anniversary of shareholder approval.

For the three and six months ended June 30, 2026, all November Pre-Funded Warrants have been exercised by Alumni Capital.

In consideration for Maxim Group LLC serving as the placement agent for the November PIPE Offering (the "PIPE Placement Agent"), the Company paid a cash fee equal to 7.0% of the aggregate gross proceeds raised in the November PIPE Offering, reimbursed the PIPE Placement Agent for certain expenses and legal fees of $50,000, and issued Placement Agent Warrants.

On March 20, 2026, the Company completed the Series A Offering, for the sale of a unit, each unit consisting of one Series A Preferred Share ("Series A PS"), which is convertible into 8,128.1 shares of common stock, one Series B Warrant ("B Warrant") exercisable for 8,128.1 shares of common stock and one Series C Warrant ("C Warrant") exercisable for 8,128.1 shares of common stock (the "B Warrant and C Warrant" collectively the "Series A Preferred Warrants") and (the "Series A PS, B Warrant and C Warrant", collectively, the "Series A Unit") The Series A Preferred Warrants are exercisable at $0.123 per share of Common Stock under the Series A Preferred Warrants. The offering price was $1,000 per Series A Unit and a total of 10,485 Series A Units were sold in the Series A Offering resulting in net proceeds of approximately $10.4 million after deducting offering costs of approximately $101,000. Purchasers in the Series A Offering included the Company's Chief Executive Officer, a consultant to the Company and a holder of more than 5% of the Company's outstanding common stock as of the date of the Series A Purchase Agreement.

On June 16, 2026 the Series A PS converted into 36,715,229 shares of common stock and 48,507,897 pre-funded warrants. The Series B Warrants became exercisable upon the requisite stockholder approval and will terminate 18 months following such approval. The Series C Warrants became exercisable upon the requisite stockholder approval and will terminate 30 calendar days after the date the Company publicly announces data from its cosmetic filaggrin study in humans; provided, however, that if the closing sale price of the common stock is below the exercise price of the Series C Warrants on such termination date, the exercise price will automatically reset

to such closing sale price (subject to a floor equal to 50% of the original exercise price) and the termination date will be extended by an additional 30 calendar days.

In June 2026, the Company filed a certificate of amendment to the Second Amended and Restated Certificate of Incorporation increasing the number of authorized shares of common stock from 200,000,000 to 750,000,000. There was no change in the common stock par value.

Common Stock

At June 30, 2026 and December 31, 2025, per the Company's amended and restated Certificate of Incorporation, the Company was authorized to issue 750,000,000 and 200,000,000 shares of $0.0001 par value common stock, respectively.

Each share of common stock entitles the holder to one vote on all matters submitted to a vote of the Company's stockholders.

Upon receiving stockholder approval of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation, increasing the authorized number of shares of common stock from 200,000,000 to 750,000,000 shares at the 2026 Annual Meeting of Stockholders held on June 15, 2026, the Company reserved 220,122,184 shares of common stock for the potential exercise of stock options and warrants outstanding at June 30, 2026. As previously disclosed, the Company issued 36,715,229 shares of common stock upon the receipt of stockholder approval.

Except as otherwise indicated, all share and share price amounts in this report give effect to a forward stock split effected on May 17, 2023 at a ratio of 7.1-for-1, a reverse stock split effected on July 1, 2024 at a ratio of 1-for-30, and a reverse stock split effected on August 21, 2025 at a ratio of 1-for-6.66.

Preferred Stock

At June 30, 2026 and December 31, 2025, per the Company's Amended and Restated Certificate of Incorporation, the Company has authorized 10,000,000 shares of $0.0001 par value preferred stock.

Upon receiving stockholder approval of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation in June 2026, the 10,485 shares of Series A Preferred stock converted to 36,715,229 shares of common stock and 48,507,897 pre-funded warrants. No gain or loss was recorded upon conversion.

Prior to conversion, the Series A Preferred were evaluated pursuant to ASC 480 - Distinguishing Liabilities from Equity and determined to be equity instruments.

7. Warrants

The Company issued warrants to purchase 238 shares of common stock in 2018 in conjunction with convertible debt financing that have a redemption provision providing the holder the right to have the Company redeem all or any portion of the warrant (or shares it has converted into) at a purchase price equal to the fair market value of the shares as determined by the board of directors or an independent appraiser. As a result of this redemption provision, the warrants have been classified as a liability in the financial statements based on ASC 480. These warrants have an exercise price of $95.90 per share and a term of 10 years. The warrants are adjusted to their current fair value each reporting period. The fair value was $— at June 30, 2026 and December 31, 2025, respectively.

The Company issued 300 warrants to its underwriters as part of our initial public offering in fiscal 2023. In fiscal 2024, the Company issued an additional 3,336 warrants in February, and 40,030 warrants in July to its underwriters as part of our February, and July Offerings. The underwriter warrants have a term of 5 years.

In connection with the February 2024 Offering, the Company also issued warrants to designees to the February 2024 Placement Agent exercisable for an aggregate of 3,336 shares of Common Stock at an exercise price of $75.92 per share (125% of the $60.74 public offering price) and which expire on February 13, 2029. The warrants were evaluated in accordance with ASC 718 and recorded within stockholders' equity.

The Company issued 2,001,502 Class A Warrants to investors who participated in the Company's July 2024 Offering. The Class A Warrants had an initial exercise price of $9.99 per share of Common Stock; however, on August 24, 2024 the exercise price was reset to $4.69. See Note 6. The number of shares of Common Stock issuable upon exercise of the Class A Warrants were not proportionately adjusted in connection with the reset of the exercise price.

The Class A Warrants are exercisable upon issuance and expire five years from the date of issuance. The Class A Warrants contain ownership limitations pursuant to which a holder does not have the right to exercise any portion of their warrants if it would result in

the holder (together with its affiliates) beneficially owning more than 4.99% (or, at the election of the holder, 9.99%) of the Company's outstanding Common Stock. The Class A Warrants are issued pursuant to a Warrant Agent Agreement dated July 25, 2024 ("Warrant Agent Agreement") between the Company and VStock Transfer LLC, as warrant agent. In August 2024, 150 warrants were exercised for proceeds of $704.

In connection with the July 2024 Offering, the Company evaluated the Class A Warrants and determined they met the criteria for liability classification as they met the criteria in ASC 815 - Derivatives and Hedging due to the reset provision. The Class A Warrants had an initial fair value of $12.1 million. The gross proceeds of approximately $10.0 million from the July 2024 follow-on public offering was allocated to the Class A Warrants resulting in a loss on issuance of common stock of approximately $2.1 million recorded in Other income (expenses). Upon the reset of the Class A Warrant exercise price, the Class A Warrants no longer met the criteria for liability classification pursuant to ASC 815; at which time the Company recorded a gain in Other income (expenses) - Change in fair value of Class A warrants of $4.0 million, and reclassified $1.9 million to equity representing the difference between the change in the fair value, and the loss upon issuance of our common stock.

The Class A Warrants were valued utilizing a probability weighted scenario method with a Monte Carlo simulation model and Black-Scholes Model. The significant assumptions in the Monte Carlo simulation model include a stay public assumption of 90%, and a fundamental transaction assumption of 10%. The significant assumptions utilized in estimating the fair value of the Class A Warrants at issuance include (i) a per share price of common stock range of $1.14 - $1.40; (ii) a dividend yield of 0%; (iii) a risk-free rate range of 4.13% - 4.14%; (iv) expected volatility of 119%; (v) projected stock price and volume weighted average price as of the Reset Date of $1.14; (vi) a strike price range of $1.40 - $1.50; and (vii) expected term of 4.92 years.

In connection with the July 2024 Offering, the Company also issued warrants to designees of the July 2024 Placement Agent exercisable for an aggregate of 40,030 shares of common stock. The warrants have substantially the same terms as the Class A Warrants, except that the July 2024 Placement Agent warrants have an exercise price equal to $12.49 per share (125% of the $9.99 public offering price), have an initial exercise date of January 23, 2025 and expire on July 23, 2029. The 2024 Placement Agent warrants were evaluated in accordance with ASC 718 and recorded within stockholders' equity.

In connection with the January 2025 Offering, as consideration for Maxim Group LLC serving as the Placement Agent of the January 2025 Offering, the Company also issued warrants to designees of the Placement Agent exercisable for an aggregate of 29,175 shares of common stock, which represent 4.0% of the aggregate number of shares of common stock sold in the offering, at an exercise price per share equal to 125% of the public offering price of $2.50. The warrants are exercisable six months from the date of issuance and expire five years from the commencement of the sales in this offering. The warrants may be exercisable via cashless exercise in certain circumstances. The warrants were evaluated in accordance with ASC 718 and recorded within stockholders' equity.

In connection with the February 2025 Offering, the Company issued warrants to purchase up to 337,232 shares of common stock at an exercise price of $3.60. The warrants are exercisable on the six-month and one day anniversary of their issuance, and their exercise price was calculated as the greater of the (i) book value of the common stock or (ii) market value of the common stock as determined by the NYSE American Rules. The warrants were evaluated in accordance with ASC 718 and recorded within stockholders' equity.

In connection with shares issued to Alumni Capital under the terms of the ELOC, as amended, Alumni Capital will receive warrants to purchase such number of shares of the Company's common stock equal to 10% of the number of shares purchased in the related purchase. The Exercise Price shall equal 130% of the price per share paid upon closing. The exercise of the warrant will be subject to stockholder approval and expire five years after issuance. The warrants may be exercised via cashless exercise if there is no effective registration statement, or current prospectus available for, the resale of the warrant shares. The Company has issued an aggregate 925,579 warrants as of June 30, 2026.

In connection with the November PIPE Offering, the Company issued November Pre-Funded Warrants to purchase up to 4,151,741 shares of common stock at an exercise price of $0.0001, and November Common Warrants to purchase up to an aggregate of 4,687,500 shares of common stock at an exercise price of $0.32 per November Common Warrant. The November Pre-Funded Warrants are immediately exercisable and do not expire until exercised in full. The November Common Warrants are exercisable upon shareholder approval and will expire on the five-year anniversary of shareholder approval. For the three and six months ended June 30, 2026, all November Pre-Funded Warrants have been exercised by Alumni Capital.

In connection with the November PIPE Offering, as consideration for Maxim Group LLC serving as the PIPE Placement Agent, the Company also issued warrants to designees of the PIPE Placement Agent exercisable for an aggregate of 187,500 shares of common stock, which represent 4.0% of the aggregate number of shares of common stock sold in the offering, at an exercise price per share equal to 125% of the public offering price of $0.32. The warrants are exercisable six months from the date of issuance and expire five years from the commencement of the sales in this offering. The warrants may be exercisable via cashless exercise in certain circumstances. The warrants were evaluated in accordance with ASC 718 and recorded within stockholders' equity.

In connection with the Series A Preferred Offering, the Company issued 48,507,897 pre-funded warrants due to beneficial ownership limitations and are immediately exercisable until fully exercised, and Series B and Series C Warrants to purchase up to 85,223,126 and 85,223,126 shares of common stock with an exercise price of $0.123 respectively. The Series B Warrants are currently exercisable and will terminate 18 months following the requisite shareholder approval which occurred in June 2026. The Series C Warrants became exercisable upon the requisite shareholder approval and the certificate of amendment filing as defined in the Series A Purchase Agreement which occurred in June 2026, and will terminate 30 calendar days after the date the Company publicly announces data from its cosmetic filaggrin study in humans.If the closing sale price of the common stock is below the exercise price of the Series C Warrants on the termination date, the exercise price will automatically reset to the closing sale price on such date (subject to a floor equal to 50% of the original exercise price) and the termination date will be extended by an additional 30 calendar days. The warrants were evaluated in accordance with ASC 718 and recorded within stockholders' equity.

The following table summarizes information about warrants outstanding at June 30, 2026:

		Warrants Outstanding			Warrants Exercisable		
Year Granted	Exercise Price	Number of Warrants at 06/30/2026	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number of Warrants at 06/30/2026	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
2018	$ 95.90	238	1.8 years	$ 95.90	238	1.8 years	$ 95.90
2023	$ 1,248.75	300	2.0 years	$ 1,248.75	300	2.0 years	$ 1,248.75
2024	$ 75.92	3,336	2.7 years	$ 75.92	3,336	2.7 years	$ 75.92
2024	$ 4.69	2,001,349	3.1 years	$ 4.69	2,001,349	3.1 years	$ 4.69
2024	$ 12.49	40,030	3.1 years	$ 12.49	40,030	3.1 years	$ 12.49
2025	$ 2.50	29,175	3.6 years	$ 2.50	29,175	3.6 years	$ 2.50
2025	$ 3.60	337,232	4.1 years	$ 3.60	337,232	4.1 years	$ 3.60
2025	$ 2.33	11,216	3.9 years	$ 2.33	11,216	3.9 years	$ 2.33
2025	$ 2.17	11,261	3.9 years	$ 2.17	11,261	3.9 years	$ 2.17
2025	$ 2.12	11,261	3.9 years	$ 2.12	11,261	3.9 years	$ 2.12
2025	$ 2.32	11,261	4.0 years	$ 2.32	11,261	4.0 years	$ 2.32
2025	$ 1.86	13,513	4.0 years	$ 1.86	13,513	4.0 years	$ 1.86
2025	$ 1.78	13,513	4.0 years	$ 1.78	13,513	4.0 years	$ 1.78
2025	$ 1.75	13,513	4.1 years	$ 1.75	13,513	4.1 years	$ 1.75
2025	$ 1.70	13,513	4.1 years	$ 1.70	13,513	4.1 years	$ 1.70
2025	$ 1.32	15,015	4.1 years	$ 1.32	15,015	4.1 years	$ 1.32
2025	$ 1.27	13,513	4.1 years	$ 1.27	13,513	4.1 years	$ 1.27
2025	$ 1.41	34,000	4.2 years	$ 1.41	34,000	4.1 years	$ 1.41
2025	$ 0.94	34,000	4.2 years	$ 0.94	34,000	4.2 years	$ 0.94
2025	$ 1.17	120,000	4.2 years	$ 1.17	120,000	4.2 years	$ 1.17
2025	$ 0.87	10,000	4.2 years	$ 0.87	10,000	4.2 years	$ 0.87
2025	$ 0.81	10,000	4.3 years	$ 0.81	10,000	4.3 years	$ 0.81
2025	$ 0.84	10,000	4.3 years	$ 0.84	10,000	4.3 years	$ 0.84

2025	$	0.81	10,000	4.3 years	$	0.81	10,000	4.3 years	$	0.81
2025	$	0.78	190,000	4.3 years	$	0.78	190,000	4.3 years	$	0.78
2025	$	0.59	50,000	4.3 years	$	0.59	50,000	4.3 years	$	0.59
2025	$	0.60	100,000	4.3 years	$	0.60	100,000	4.3 years	$	0.60
2025	$	0.58	100,000	4.4 years	$	0.58	100,000	4.4 years	$	0.58
2025	$	0.32	4,687,500	5.0 years	$	0.32	4,687,500	5.0 years	$	0.32
2025	$	0.40	187,500	4.4 years	$	0.40	187,500	4.4 years	$	0.40
2026	$	0.25	50,000	4.6 years	$	0.25	50,000	4.6 years	$	0.25
2026	$	0.19	50,000	4.6 years	$	0.19	50,000	4.6 years	$	0.19
2026	$	0.21	30,000	4.7 years	$	0.21	30,000	4.7 years	$	0.21
2026	$	0.12	83,623,126	1.4 years	$	0.12	83,623,126	1.4 years	$	0.12
2026	$	0.12	85,223,126	0	$	0.12	85,223,126	0	$	0.12
2026	$	0.0001	42,411,822	0	$	0.0001	42,411,822	0	$	0.0001
			219,470,313		$	0.16	219,470,313		$	0.16

The Series C Warrants will terminate 30 calendar days after the date the Company publicly announces data from its cosmetic filaggrin study in humans (subject to extension as described above), and the pre-funded warrants do not expire until exercised in full; accordingly, the remaining contractual life presented above for such warrants does not reflect a fixed expiration date.

8. Stock Options

In March 2023, the Company's Board of Directors and stockholders approved the 2023 Stock Incentive Plan ("2023 Plan"). The 2023 Plan allows the Compensation Committee to grant up to 181,842 shares of Common Stock in the form of incentive and non-statutory stock options, restricted stock awards, restricted stock units, and other stock-based awards to employees, directors, and non-employees. On October 3, 2024, the Company's Board of Directors approved amendments to the 2023 Plan to (i) increase the number of shares of Common Stock that may be issued under the 2023 Plan by 171,832 shares and (ii) adopt an evergreen provision to the 2023 Plan providing for an automatic 5% annual increase in the shares of Common Stock available for issuance under the 2023 Plan over the next 10 years. Both amendments were approved by the Company's stockholders at the Company's annual stockholder meeting held on November 20, 2024. On January 1, 2026, the shares of Common Stock that may be issued under the 2023 Plan increased by 537,034 shares in accordance with the evergreen provision. As of June 30, 2026, options to purchase 648,968 shares of common stock had been granted and were outstanding under the 2023 Plan and 69,908 shares of common stock were available for grant under the plan.

During 2016, the Company established the Azitra Inc. 2016 Stock Incentive Plan ("2016 Plan") which provides for the grant up to 7,460 shares of Common Stock in the form of stock options and restricted shares to the Company's employees, officers, directors, advisors and consultants. As of June 30, 2026, options to purchase 2,995 shares of common stock had been granted and 4,171 shares of common stock were available for grant under the 2016 Plan.

At June 30, 2026, there was $112,580 of unamortized compensation expense that will be amortized over the remaining vesting period. The Company determined the options qualified as plain vanilla under the provisions of SAB 107 and the simplified method was used to estimate the expected option life.

To determine the estimated fair value of the options granted during 2025, the Company used the Black-Scholes option pricing model with the following assumptions: Underlying common stock value of $0.30; Expected term of 6.5 to 10 years; Expected Volatility of 86.7%; to 89.1% Risk Free Interest Rate of 3.86% - 4.12%; and Dividend Yield of 0%.

To determine the estimated fair value of the options granted during 2026, the Company used the Black-Scholes option pricing model with the following assumptions: Underlying common stock value of $0.21; Expected term of 6.5 to 10 years Expected Volatility of 86.7%; Risk Free Interest Rate of 4.12%; and Dividend Yield of 0%.

Stock-based compensation expense recognized for options was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Research and development	$ 1,575	$ —	$ 1,880	$ 611
General and administrative	9,830	16,031	15,674	45,822
Total	$ 11,405	$ 16,031	$ 17,554	$ 46,433

The following table summarizes information about options outstanding and exercisable at June 30, 2026:

	Options Outstanding			Options Exercisable		
Exercise Price	Number of Options at June 30, 2026	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number of Options Exercisable at June 30, 2026	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$ 0.21	514,684	9.8 years	$ 0.21	—	9.8 years	$ 0.21
$ 0.29	134,084	9.5 years	$ 0.29	50,197	9.5 years	$ 0.29
$ 340.20	2,903	4.7 years	$ 340.20	2,903	4.7 years	$ 340.20
$ 413.59	200	7.2 years	$ 413.59	142	7.2 years	$ 413.59
	651,871			53,242		

Total stock option activity for the six months ended June 30, 2026, is summarized as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2025	139,922	$ 12.10	9.7 years	—
Granted	514,684	0.21	9.8 years	—
Exercised	—	—	—	—
Forfeited	(2,735)	—	—	—
Outstanding at June 30, 2026	651,871	$ 1.87	9.7 years	—
Vested and Exercisable at June 30, 2026	53,242	19.92	9.2 years	—

9. Net Loss Per Share

The following potential common stock equivalents, presented based on amounts outstanding at each period end, were excluded from the calculation of diluted net loss per share for the periods indicated because including them would have had an anti-dilutive effect.

	June 30,	
	2026	2025
Options to purchase shares of common stock	651,871	6,247
Warrants outstanding	219,470,313	2,457,747
Total	220,122,184	2,463,994

10. Commitments and Contingencies

Legal

The Company is subject to legal proceedings or claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

License Agreement

Effective January 26, 2022, the Company entered into an Exclusive License Agreement (the License Agreement) with an unrelated third party. Under the License Agreement, the Company is granted an exclusive license for certain patents and a non-exclusive license for certain know-how. The License Agreement continues until the later of the expiration of the last to expire licensed patent or ten years after the first commercial sale of the first licensed therapeutic or non-therapeutic product. The Company may terminate the License Agreement at any time by providing at least 30 days written notice to the third party. The License Agreement is also terminated upon breach of a material obligation under the agreement or bankruptcy. Upon any termination of the License Agreement, neither party is relieved of obligations incurred prior to the termination.

During the periods ended June 30, 2026 and 2025, the Company did not capitalize any payments made under this license.

Operating Leases

The Company leases office and lab space in Branford, CT, Groton, CT, and Montreal, Quebec. The Company's leases expire at various dates through April 30, 2028. Most leases are for a fixed term and for a fixed amount.

During 2019, the Company entered into a new lease agreement for office and laboratory space in Montreal, Quebec. The Montreal lease required monthly payments of $6,906, CAD which increases approximately 4% in each of the following years. The Montreal lease was increased to $8,130 CAD in 2021 upon leasing additional space. The Montreal lease was initially for a one-year term, renewable annually. The Montreal lease also requires the Company to pay additional common area maintenance.

During 2020, the Company entered into a new lease agreement for the Company's primary office and laboratory space in Branford, CT. The Branford lease requires monthly payments of $13,033 for the first year of the lease, which increases approximately 2% in each of the following years. The Branford lease also requires the Company to pay a pro-rata share of common area maintenance.

During May 2021, the Company entered into a new lease for office and laboratory space in Groton, CT. The Groton lease required monthly payments of $4,234, which was increased to $6,824 in September 2021 upon leasing additional space. In August 2024, the Company reassessed its needs and released certain lab space resulting in a decrease to the monthly payment to $5,216. In April 2026, the Company reassessed its needs and added additional lab space resulting in an increase to the monthly payment to $9,716. The Groton lease is initially for a one-year term, renewable annually for up to three additional years.

Future minimum payments under non-cancelable operating leases with initial or remaining terms in excess of one year during each of the next five years follow:

2026	$	204,806
2027		194,145
2028		20,864
Thereafter		—
Total future undiscounted lease payments		419,815
Less interest		(11,248)
Present value of minimum lease payments	$	408,567

Rent expense for all operating leases was $173,829 and $164,205 for the periods ended June 30, 2026 and 2025, respectively. The weighted average lease term for all operating leases is 1.1 years. The weighted average discount rate for all operating leases is 4.91%.

Finance Leases

During 2023, the Company entered into an agreement with Hewlett Packard to lease equipment. The lease requires monthly payments of $1,478, including tax. The lease is for a 3 year term with option of purchase or extension at term end. The remaining lease term is 0.1 years and the discount rate is 9.60%.

The following is a schedule showing the future minimum lease payments under finance leases by years and the present value of the minimum payments as of June 30, 2026.

2026	$	1,486
Total future undiscounted lease payments		1,486
Less interest		—
Present value of minimum lease payments	$	1,486

Lease expense for the finance lease was $7,740 for the periods ended June 30, 2026 and 2025. Interest expense for the finance lease was $243 and $1,030 for the periods ended June 30, 2026 and 2025, respectively.

11. Retirement Plan

Effective January 1, 2019, the Company sponsors a 401(k) plan that covers substantially all employees. In order to be eligible to participate, an employee must complete two consecutive months of service and work a minimum of two hundred fifty hours or work 1,000 hours in their first year of service. Employees may make pre-tax deferrals upon meeting the Plan eligibility requirements. Effective January 1, 2020, the 401(k) was transitioned to a safe harbor plan in which highly compensated employees are not eligible for matching contributions and non-highly compensated employees earn 100% match on first 3% contributed and 50% on the next 2% contributed. Total employer matching contributions were $9,000 and $8,273 for the periods ended June 30, 2026 and 2025, respectively.

12. Concentration of Credit Risk

Financial instruments that potentially subject the Company to credit risk consist principally of cash.

The cash balance identified in the balance sheet is held in an account with a financial institution and insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000. At times, cash maintained on deposit may be in excess of FDIC limits.

13. Segment Information

The Company operates and manages its business as a single reportable segment, which is to discover and develop novel therapeutics to create a new paradigm for treating skin diseases. The Chief Executive Officer, who is the Chief Operating Decision Maker ("CODM"), manages and evaluates the Company's performance on a total Company basis of net loss and assessing how to allocate

resources based on the Company cash position as reported in the Company's balance sheet and statement of operations. The Company's significant expenses are consistent with the expense categories presented in the statement of operations.

As of June 30, 2026, all of the Company's fixed assets were maintained in the United States and Canada on an original costs basis of $942,051 and $294,564, respectively.

14. Subsequent Events

The Company has evaluated events subsequent to the balance sheet date through August 12, 2026, the date these financial statements are issued. Other than as disclosed elsewhere in these notes to the unaudited condensed financial statements, the Company has not identified any subsequent events requiring recognition or disclosure in these financial statements.

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

Cautionary Statement Regarding Forward-looking Statements

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed financial statements and the related notes thereto contained elsewhere in this report. The information contained in this quarterly report on Form 10-Q is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in this report and in our other filings with the Securities and Exchange Commission, or SEC, including our Form 10-K for the year ended December 31, 2025, filed with the SEC on February 27, 2026.

In this report we make statements, and from time to time we otherwise make written and oral statements regarding our business and prospects, such as projections of future performance, statements of management's plans and objectives, forecasts of market trends, and other matters that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements containing the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimates," "projects," "believes," "expects," "anticipates," "intends," "target," "goal," "plans," "objective," "should" or similar expressions identify forward-looking statements, which may appear in our documents, reports, filings with the SEC, and news releases, and in written or oral presentations made by officers or other representatives to analysts, stockholders, investors, news organizations and others, and in discussions with management and other of our representatives.

Our future results, including results related to forward-looking statements, involve a number of risks and uncertainties, including those risks included in the "Risk Factors" section in our Form 10-K for the year ended December 31, 2025, filed with the SEC on February 27, 2026. No assurance can be given that the results reflected in any forward-looking statements will be achieved. Any forward-looking statement speaks only as of the date on which such statement is made. Our forward-looking statements are based upon assumptions that are sometimes based upon estimates, data, communications and other information from suppliers, government agencies and other sources that may be subject to revision. Except as required by law, we do not undertake any obligation to update or keep current either (i) any forward-looking statement to reflect events or circumstances arising after the date of such statement or (ii) the important factors that could cause our future results to differ materially from historical results or trends, results anticipated or planned by us, or which are reflected from time to time in any forward-looking statement.

General

We were formed in January 2014 as a biopharmaceutical company focused on developing innovative therapies for precision dermatology using engineered proteins and live biotherapeutic products. Azitra also leverages its technologies to develop cosmetic ingredients for consumer-oriented products as well as recombinant proteins and peptides for research. We are an early-stage clinical biopharmaceutical company and have not commenced commercial operations.

To date, we have capitalized our operations primarily through a series of private placements of our convertible preferred stock and convertible promissory notes and our initial public offering, IPO, of common stock which closed on June 21, 2023. In connection with our IPO, we issued 7,508 shares of our common stock at a public offering price of $999 per share. Concurrent with the close of our IPO, all of our outstanding shares of convertible preferred stock and convertible promissory notes converted into a total of 44,802 shares of our common stock. In February 2024, we completed a follow-on public offering in which we issued and sold 83,404 shares of our common stock at a price to the public of $59.94 per share. On July 25, 2024, we completed a follow-on offering of an aggregate of 1,000,750 shares of our common stock, and Class A warrants to purchase up to 2,001,502 shares of common stock, at a combined public offering price of $9.99 per share and accompanying warrants. On January 14, 2025, we completed a follow-on offering in which we issued and sold 729,381 shares of our common stock at a price of $2.00 per share. The net proceeds received by us from the follow-on offering were $1.2 million, after deducting placement agent's fees and other offering expenses. The shares were offered by us pursuant to a shelf registration statement on Form S-3 filed with the SEC on July 1, 2024, and a final prospectus supplement dated January 15, 2025. On February 5, 2025, we completed a follow-on offering in which we issued 374,696 shares of our common stock at a public offering price of $1.85 per share and warrants to purchase up to 337,232 shares of common stock. The net proceeds received by the Company from the follow-on offering were $561,000 after deducting placement agent's fees and other offering expenses. The shares were offered by us pursuant to a shelf registration statement on Form S-3 filed with the SEC on July 1, 2024, and a final prospectus supplement dated February 6, 2025. The warrants are exercisable on the six-month and one day anniversary of their issuance, and their exercise price is $3.60.

On April 24, 2025, the Company entered into the ELOC with Alumni Capital LP (the "Purchaser" or "Alumni Capital"), whereby the Company has the right, but not the obligation, to sell to the Purchaser, and the Purchaser is obligated to purchase, up to an

aggregate of $20 million (the "Investment Amount") of shares of the Company's common stock in a series of purchases. The term of the Purchase Agreement is through December 31, 2026, or the date on which the Purchaser shall have purchased the shares pursuant to the Purchase Agreement for an aggregate purchase price of the Investment Amount. During the term, the Company may at its election cause the Purchaser to make a series of purchases of shares, each up to $750,000, or up to $4 million dollars upon consent of the Purchaser. The closing of each purchase pursuant to the Purchase Agreement will be no later than five business days after the Company provides notice for the purchase. The purchase price of the shares that the Company elects to sell to the Purchaser pursuant to the Purchase Agreement will be equal to the lowest daily volume weighted average price of the common stock during the period commencing on the date that the Company delivers a notice requiring the purchase of shares by the Purchaser and ending on the earlier to occur of (i) five (5) business days immediately following such date and (ii) the date on which the Purchaser notifies the Company that it is prepared to proceed with the relevant closing, multiplied by 90%. Upon each purchase, the Purchaser will receive warrants to purchase such number of shares of the Company's common stock equal to 10% of the number of shares purchased in the related purchase (the "Warrants"). The Exercise Price shall equal 130% of the price per share paid upon closing. The exercise of the Warrant will be subject to stockholder approval and expire five years after issuance. The Warrants may be exercised via cashless exercise if there is no effective registration statement, or current prospectus available for, the resale of the Warrant shares. The Company could not issue to the Purchaser under the Purchase Agreement shares in an amount greater than 19.99% of the total number of shares of common stock issued and outstanding immediately prior to the execution of the Purchase Agreement (the "Exchange Cap"), unless the Company obtained stockholder approval to issue shares of common stock in excess of the Exchange Cap. On June 23, 2025, at the Company's annual meeting of stockholders, the stockholders approved the sale and issuance of more than 19.99% of our outstanding shares of our common stock, including shares of common stock underlying warrants, pursuant to the Purchase Agreement entered into with the Purchaser.

On August 26, 2025, the Company entered into a Modification Agreement (the "Modification Agreement") with Alumni Capital to amend certain terms of the ELOC, dated April 24, 2025, between the Company and Alumni Capital (the "Purchase Agreement"). Pursuant to the Modification Agreement, the Company may at its election, cause Alumni Capital to make a series of purchases of ELOC Shares either at (i) the lowest daily volume weighted average price of the Common Stock during the period commencing on the date that the Company delivers written notice (the "Purchase Notice") and ending on the earlier of (a) five (5) business days immediately following the date of a Purchase Notice, and (b) the date on which Alumni Capital notifies the Company that it is prepared to proceed with the closing of the purchase, multiplied by 90% ("Purchase Notice Option 1") or (ii) the lowest traded price of Common Stock during the period commencing on the date the Company delivers a Purchase Notice and ending on the earlier of (x) the same business day a Purchase Notice is delivered, and (y) the date on which Alumni Capital notifies the Company that it is prepared to proceed with the closing of the purchase, multiplied by 97% ("Purchase Notice Option 2"). Each Purchase Notice delivered by the Company must specify whether Purchase Notice Option 1 or Purchase Notice Option 2 is selected and the number of ELOC Shares to be purchased. All other terms and conditions of the Purchase Agreement remain in full force and effect. Refer to Note 7 regarding the terms of the warrants issued in conjunction with the Shares.

On November 24, 2025, the Company entered into a securities purchase agreement (the "November A Purchase Agreement") with Alumni Capital pursuant to which the Company agreed to issue and sell to Alumni Capital in a private placement offering (the "November PIPE Offering") priced at a premium to market in accordance with NYSE rules an aggregate of 535,759 shares of common stock of the Company, (ii) pre-funded warrants (the "November Pre-Funded Warrants") to purchase up to an aggregate of 4,151,741 shares of Common Stock (the "November Pre-Funded Warrants Shares") at an exercise price of $0.0001 per November Pre-Funded Warrant, and (iii) common stock purchase warrants (the "November Common Warrants" together with the November Pre-Funded Warrants, the "November Warrants") to purchase up to an aggregate of 4,687,500 shares of Common Stock (the "November Common Warrant Shares" together with the November Pre-Funded Warrant Shares, the "November Warrant Shares") at an exercise price of $0.32 per November Common Warrant. The offering price was $0.32 per share of Common Stock or November Pre-Funded Warrant and accompanying November Common Warrant (the "November Offering Price"). The November Pre-Funded Warrants are immediately exercisable and do not expire until exercised in full. The November Common Warrants are exercisable upon shareholder approval and will expire on the five-year anniversary of shareholder approval.

On March 18, 2026, Azitra, Inc. the Company entered into a Securities Purchase Agreement (the "March Purchase Agreement") with the March Purchasers, pursuant to which the Company sold an aggregate of (i) 10,485 shares of its Series A convertible non-redeemable preferred stock, par value $0.0001 per share, (ii) Series B warrants to purchase up to 85,223,126 shares of the Company's common stock, par value $0.0001 per share (or, in certain circumstances, pre-funded warrants to purchase shares of Common Stock), (iii) Series C warrants to purchase up to 85,223,126 shares of Common Stock (or, in certain circumstances, Pre-Funded Warrants) to the March Purchasers in a private placement (the "March PIPE Financing"). Each share of Series A Preferred Stock is being sold together with a Series B Warrant to purchase 8,128.1 shares of Common Stock and a Series C Warrant to purchase 8,128.1 shares of

Common Stock. The securities were sold at a purchase price of $1,000.00 per Security to the March Purchasers, which included the Company's Chief Executive Officer, a consultant of the Company, and a holder of more than 5% of the Company's outstanding Common Stock as of the date of the March Purchase Agreement. The Warrants will each have an exercise price of $0.123 per share.

As of August 12, 2026, the Company has sold 9,255,823 shares and issued 925,579 warrants to Alumni Capital LP under the ELOC with an estimated gross proceeds of approximately $6.2 million. During the three and six months ended June 30, 2026, the Company issued 1,300,000 shares of our common stock and 130,000 warrants under the ELOC resulting in net proceeds of approximately $215,000.

As of August 12, 2026, we had 60,603,742 shares of our common stock issued and outstanding. Except as otherwise indicated, all share and share price this report gives effect to a reverse stock split effected on July 1, 2024 at a ratio of 30-for-1 and August 21, 2025 at a ratio of 6.66-for-1. At the 2026 Annual Meeting of Stockholders, our stockholders approved an amendment to our certificate of incorporation authorizing our Board of Directors to effect one or more reverse stock splits of our outstanding common stock. As of the date of this filing, our Board is still evaluating the need for a further reverse split and, if needed, the exact split ratio based on our financing alternatives and NYSE American compliance considerations.

Overview

We are focused on developing innovative therapies for precision dermatology using engineered proteins and topical live biotherapeutic products. We have built a proprietary platform that includes a microbial library comprised of approximately 1,500 unique bacterial strains that can be screened for unique therapeutic characteristics. The platform is augmented by an artificial intelligence and machine learning technology, which can enable the transformation of previously genetically intractable strains. Our initial focus is on the development of genetically engineered strains of *Staphylococcus epidermidis, or S. epidermidis*, which we consider to be an optimal therapeutic candidate species for engineering of dermatologic therapies. The particular species demonstrates a number of well-described properties in the skin. As of the date of this report, we have identified among our microbial library over 60 distinct bacterial species that we believe are capable of being engineered to create living organisms or engineered proteins with significant therapeutic effect. We also leverage our technology to develop cosmetic ingredients for consumer-oriented products as well as recombinant proteins and peptides for research.

We are a pioneer in genetically engineered bacteria for therapeutic use in dermatology. Our goal is to leverage our platforms and internal microbial library bacterial strains to create new therapeutics that are either engineered living organisms or engineered proteins or peptides to treat skin diseases. Our initial focus is on the development of our current programs, including:

- **ATR-COSF**, which includes an engineered recombinant human filaggrin protein as a potential ingredient in cosmetic products used to address the appearance of fine lines and wrinkles. Initial testing on explanted cosmetic surgery skin began in Q1 2026. We plan to conduct a cosmetic study to evaluate the effect of the ingredient on human participants in the second half of 2026.

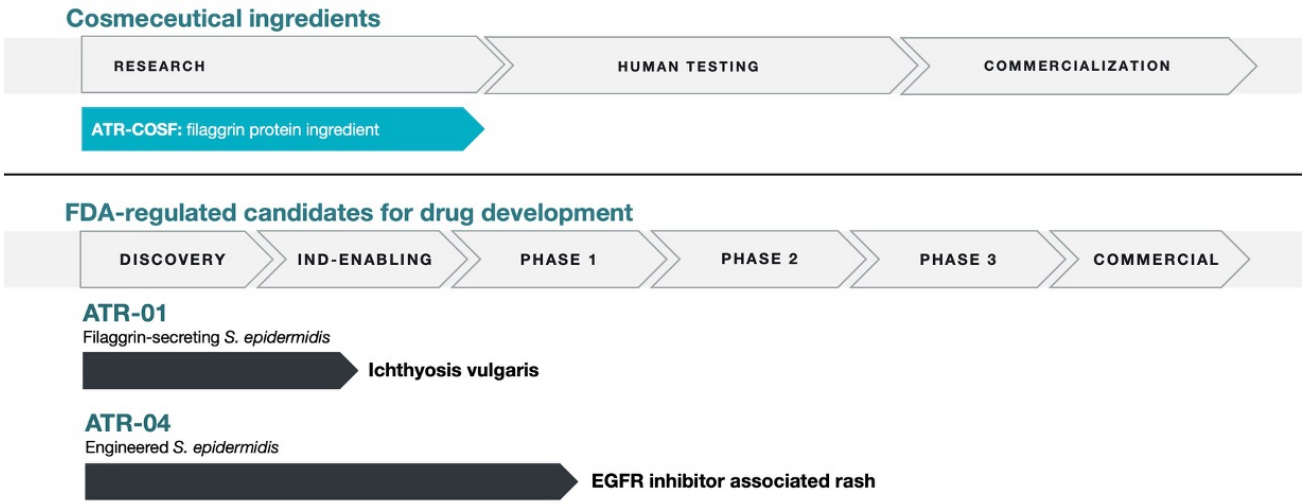
- **ATR-01**, which includes a genetically modified strain of *S. epidermidis* that expresses an engineered recombinant human filaggrin protein for treating ichthyosis vulgaris, a chronic, xerotic (abnormally dry), scaly skin disease with an estimated incidence and prevalence of 1 in 250, which suggests a total patient population of 1.3 million in the United States. We completed lead optimization studies in 2025 and continue to perform IND-enabling studies in 2026.

- **ATR-04**, which includes a genetically modified strain of *S. epidermidis* for treating the papulopustular rash experienced by cancer patients undergoing epidermal growth factor receptor inhibitor, or EGFRi, targeted therapy. In August 2024, we obtained IND clearance from the FDA to commence a Phase 1/2 clinical trial in certain cancer patients undergoing EGFRi targeted therapy. In September 2024, we obtained Fast Track designation by the FDA in this indication. We dosed the first patient in the Phase 1/2 clinical trial in the third quarter of 2025 and plan to announce initial data from Cohort 1 of the trial around Q4 2026.

- **ATR-12**, which includes a genetically modified strain of *S. epidermidis* for treating the orphan disease, Netherton syndrome, a chronic and sometimes fatal disease of the skin estimated to affect approximately one in every 100,000, but its prevalence may be underestimated due to misdiagnosis caused by similarities to other skin diseases. We received Pediatric Rare Disease Designation for ATR-12 by the United States Food and Drug Administration, or FDA, in 2019. In December 2022, we submitted an investigational new drug application, or IND, for a Phase 1b clinical trial of ATR-12 in Netherton syndrome patients, and on January 27, 2023 we received notification from the FDA that the "study may proceed" with respect to the proposed Phase 1b clinical trial. After submitting post-IND manufacturing reports, we have commenced operating activities

for our Phase 1b clinical trial in December 2023, and we dosed our first patient in August 2024. We reported initial clinical safety results in the first half of 2025. In June 2026, we announced that we paused enrollment of our ongoing Phase 1b clinical trial for capital preservation. In the future, we may resume ATR-12 development in Netherton syndrome, as we have already developed improved topical formulations and next-generation live biotherapeutic candidates.

Azitra's pipeline



We also have established partnerships with teams from Carnegie Mellon University and the Fred Hutchinson Cancer Center, or "Fred Hutch", two of the premier academic centers in the United States. Our collaboration with the Carnegie Mellon based team also takes advantage of the power of whole genome sequencing. This partnership is mining our proprietary library of bacterial strains for novel, drug like peptides and proteins. The artificial intelligence/machine learning technology developed by this team predicts the molecules made by microbes from their genetic sequences. The system then compares the predictions to the products actually made through tandem mass spectroscopy and/or nuclear magnetic resonance imaging to refine future predictions. The predictions can be compared to publicly available 2D and 3D protein databases to select drug-like structures.

We hold an exclusive, worldwide license from Fred Hutch regarding the use of its patented SyngenicDNA Minicircle Plasmid, or SyMPL, technologies for all fields of genetic engineering, including to discover, develop and commercialize engineered microbial therapies and microbial-derived peptides and proteins for skin diseases. We are utilizing our licensed patent rights to build plasmids in order to make genetic transformations that have never been previously achieved. To date, our team has successfully engineered our lead therapeutic candidates without the SyMPL technology. However, we believe that SyMPL will open up the ability to make genetic transformations of an expanded universe of microbial species, and we expect that some or all of our future product candidates will incorporate the SyMPL technology.

Azitra is leveraging these technologies to develop next generation tools for improving the efficiency of the production and manufacturing of recombinant proteins, peptides, mRNA and antibodies.

Our Strategy

Beyond our three lead product candidates, our goal is to develop a broad portfolio of product candidates focused on expanding the application of our platforms for precision dermatology and recombinant protein and peptide manufacturing. We believe that we have established a unique position in advancing the development of biologics for precision dermatology and high-value ingredients for the cosmetic industry.

We intend to create a broad portfolio of product candidates for precision dermatology through our development of genetically engineered proteins selected from our proprietary microbial library of approximately 1,500 unique bacterial strains. Additionally, Azitra's research team is developing the SyMPL technology to improve the production of recombinant proteins, peptides and complex small molecule natural products. Our strategy is as follows:

- ***Build a sustainable precision dermatology company.*** Our goal is to build a leading precision dermatology company with a sustainable pipeline of product candidates. To that end, we are focused on rapidly advancing our current pipeline of live biotherapeutic candidates while actively developing additional product candidates including recombinant proteins, peptides and natural products. While some products will be focused on prescription drug pathways, others are being developed as biotech tool products or high-value cosmetic ingredients. Each of our current product candidates are proprietary and subject to pending patent applications. We expect that most, if not all, genetically engineered product candidates we develop will be eligible for patent protection.

- ***Develop our platform's ability to generate commercial stage products.*** As we have been generating our prescription-oriented programs for dermatological diseases, we have internally performed research to address potential future scale up and manufacturing challenges. These activities have led to projects which have applicability, not just at Azitra, but for broader protein, peptide and natural product synthesis. We plan to investigate the opportunity to further develop and commercialize these biotech tools and ingredients.

- ***Advance our lead programs, ATR-04 and ATR-01, through clinical trials.*** In August 2024, we received IND clearance from the FDA for a first-in-human Phase 1b/2a clinical trial in patients with EGFRi-associated rash, and in September 2024, the FDA granted Fast Track designation for the ATR-04 program. We commenced a Phase 1b trial for our ATR-04 program in certain cancer patients undergoing EGFRi therapy in the fourth quarter of 2024 and initiated dosing the first patient in the ATR-04 Phase 1/2 clinical trial in the third quarter of 2025. We continue to conduct IND-enabling studies for the development of ATR-01 in 2026.

- ***Broaden our platform by selectively exploring strategic partnerships that maximize the potential of our precision dermatology programs.*** We intend to maintain significant rights to all of our core technologies and product candidates. However, we will continue to evaluate partnering opportunities in which a strategic partner could help us to accelerate development of our technologies and product candidates, provide access to synergistic combinations, or provide expertise that could allow us to expand into the treatment of different types of skin diseases and into other markets such as consumer health or biomanufacturing. We may also broaden the reach of our platform by selectively in-licensing technologies or product candidates. In addition, we will consider potentially out-licensing certain of our proprietary technologies for indications and industries that we are not ourselves pursuing. We believe our genetic engineering techniques and technologies have applicability outside of the field of medicine, including cosmetics and in the generation of clean fuels and bioremediation.

- ***Leverage our academic partnerships.*** We currently have partnerships with investigators at the Fred Hutchinson Cancer Center, Yale University, Duke University, and Carnegie Mellon University. We expect to leverage these partnerships and potentially expand them or form other academic partnerships to bolster our engineering platforms and expand our research and development pipeline.

- ***Expand on our other potential product candidates.*** Beyond our three lead product candidates, our goal is to develop a broad portfolio of product candidates focused on expanding the application of our platforms for precision dermatology. We have a proprietary platform for discovering and developing therapeutic products for precision dermatology. Our platform is built around a microbial library comprised of approximately 1,500 unique bacterial strains to allow screening for unique therapeutic characteristics and utilizes a microbial genetic technology that analyzes, predicts and engineers the proteins, peptides and molecules made by skin microbes. Our ability to genetically engineer intractable microbial species is uniquely leveraged by our exclusive license to the SyMPL technology.

Other Events

On October 1, 2025, the Company received a deficiency letter (the "Deficiency Letter") from the NYSE American indicating that the Company is not in compliance with the NYSE American continued listing standards set forth in Sections 1003(a)(ii) of the NYSE American Company Guide. Section 1003(a)(ii) of the NYSE American Company Guide requires a listed company's stockholders' equity be at least $4.0 million if it has reported losses from continuing operations and/or net losses in three of its four

most recent fiscal years. The Deficiency Letter noted that the Company reported stockholders' equity of $2.2 million as of June 30, 2025, and losses from continuing operations and/or net losses in three of its four most recent fiscal years ended December 31, 2024.

In order to maintain the Company's listing on the NYSE American, the NYSE American requested that the Company submit a plan of compliance (the "Plan") by October 31, 2025 addressing how the Company intends to regain compliance with Section 1003(a)(ii) of the NYSE American Company Guide by April 1, 2027.

The Company's management submitted the Plan to the NYSE American by the October 31, 2025 deadline which was accepted by the NYSE American on December 16, 2025. If the Company does not make progress consistent with the Plan during the plan period or if the Company is not in compliance with the listing standards by April 1, 2027, then the Company will be subject to delisting procedures as set forth in the NYSE American Company Guide.

On March 13, 2026, the Company received an additional letter (the "March 2026 Letter") from the NYSE American indicating that the Company is also not in compliance with the continued listing standard set forth in Section 1003(a)(iii) of the NYSE American Company Guide, which requires stockholders' equity of at least $6.0 million if a listed company has reported losses from continuing operations and/or net losses in its five most recent fiscal years. The March 2026 Letter noted that the Company reported stockholders' equity of $3.8 million as of December 31, 2025 and losses from continuing operations and/or net losses in its five most recent fiscal years ended December 31, 2025. The Company is seeking to regain compliance with Section 1003(a)(iii), in addition to Section 1003(a)(ii), of the NYSE American Company Guide by the April 1, 2027 plan period deadline pursuant to the Plan. During the plan period, the Company must provide quarterly updates to the NYSE American staff concurrent with its periodic filings, and if the Company does not make progress consistent with the Plan or does not regain compliance by the plan period deadline, the NYSE American may initiate delisting proceedings.

As of June 30, 2026, the Company reported total stockholders' equity of approximately $7.3 million, which exceeds the minimum stockholders' equity requirements of Sections 1003(a)(ii) and 1003(a)(iii) of the NYSE American Company Guide. Any determination that the Company has regained compliance with the applicable continued listing standards will be made by the NYSE American, and the Company remains subject to the Plan and the NYSE American's periodic review during the plan period. There can be no assurance that the Company will regain, or thereafter maintain, compliance with all applicable NYSE American continued listing standards.

The Company is committed to undertaking a transaction or transactions in the future to achieve compliance with the NYSE American's requirements. There can be no assurance that the Company will be able to achieve compliance with the NYSE American's continued listing standards within the required time frame.

Results of Operations

We are an early-stage clinical biopharmaceutical company, formed in January 2014, and have limited operating history. We have not commenced revenue-producing operations, and our core focus is on the research and development of innovative therapies for precision dermatology using engineered proteins and live biotherapeutic products. Additionally, Azitra's research team is developing the SyMPL technology to improve the production of recombinant proteins, peptides and complex small molecule natural products. To date, our operations have consisted of the development of our proprietary microbial library, the identification, characterization and testing of certain bacterial species from our microbial library that we believe are capable of being engineered to provide significant therapeutic effect, the development of our initial product candidates and the commencement of Phase 1/2 clinical trials related to our ATR-12 and ATR-04 product candidates.

Three Months Ended June 30, 2026 Compared to Three Months Ended June 30, 2025

The following table summarizes our results of operations with respect to the items set forth below for the three months ended June 30, 2026 and 2025, together with the percentage change for those items.

	Three Months Ended June 30,			
	2026	**2025**	**$ Change**	**% Change**
Operating expenses:				
General and administrative	2,067,639	1,469,513	598,126	41 %
Research and development	1,351,529	1,401,839	(50,310)	(4)%
Total operating expenses	3,419,168	2,871,352	547,816	19 %
Loss from operations	(3,419,168)	(2,871,352)	(547,816)	19 %
Other income (expense):				
Interest income	74,661	15,461	59,200	383 %
Interest expense	(1,365)	(468)	(897)	192 %
Change in fair value of warrants	—	54	(54)	(100)%
Other (expense) income	(1,788)	(32,688)	30,900	(95)%
Total other income (expense)	71,508	(17,641)	89,149	(505)%
Loss before income taxes	(3,347,660)	(2,888,993)	(458,667)	16 %
Income tax expense	—	—	—	— %
Net loss	(3,347,660)	(2,888,993)	(458,667)	16 %
Net loss attributable to common shareholders	$ (3,347,660)	$ (2,888,993)	$ (458,667)	16 %

General and Administrative

General and administrative costs during the second quarter of fiscal 2026 increased by approximately $598,000, or 41%, to $2,067,639 from the comparable prior period. The increase was primarily related to an increase in payroll and benefits of approximately $284,000 related to retention bonuses paid in the second quarter, an increase in approximately $165,000 in legal fees, an increase of approximately $72,000 in accounting costs associated with year end activities including the annual meeting, an increase of approximately $63,000 in the use of business consultants which was primarily attributed to increased hours due to incremental public company compliance initiatives and business development efforts, an increase of approximately $22,000 in financing costs and an increase of approximately $39,000 in other overhead expenses offset by a decrease of approximately $20,000 in overall insurance costs, a decrease of approximately $14,000 in public relation expenses, and a decrease of approximately $13,000 in software and equipment costs.

We expect that our general and administrative expenses will incur a modest increase in the future as a result of personnel costs and facility operating costs. We also expect an increase in costs associated with being a public company, including costs related to accounting, audit, legal, consulting fees, regulatory and tax-related services associated with maintaining compliance with applicable NYSE American and SEC requirements, additional director and officer insurance costs, and investor and public relations costs.

Research and Development

Research and development expenses include salaries and benefits of all research personnel, payments to contract research organizations, payments to research consultants, and the purchase of lab supplies.

During the three months ended June 30, 2026 and 2025, our research and development expenses by category were as follows:

	Three Months Ended June 30,	
Expense Category:	**2026**	**2025**
Preclinical and clinical research and development activities	$ 476,466	$ 880,184
Chemistry, manufacturing and controls (CMC)	177,244	21,685
Personnel & consultants related expenses	697,819	499,970
Total research and development expenses	$ 1,351,529	$ 1,401,839

During the second quarter of fiscal 2026, research and development expenses decreased by approximately $50,000, or 4%, to $1,351,529 from the comparable prior period. The decrease was primarily related to a net decrease of approximately $393,000 in research and development costs for our ATR-12 program as the program progresses through its clinical trial, a net decrease of approximately $37,000 for our ATR-04 program as the program progresses through its clinical trial, and a decrease of approximately $38,000 in the use of clinical consultants offset by an increase of approximately $198,000 in payroll and benefits related to retention bonuses paid in the second quarter, an increase of approximately $120,000 for our ATR-01 program as the program progresses, an increase of approximately $57,000 in lab supplies and an increase of approximately $42,000 in the use of CMC consultants, and a net increase of approximately $1,000 in other miscellaneous costs.

We expect our research and development expenses to significantly increase in the future due primarily to our planned clinical trial activity and continued development of product candidates, the research and development of cosmetic ingredients for our consumer-oriented products, and planned increases in personnel costs due to additional resource hires.

Other Income

Our other income consists of interest income, interest expense, change in the valuation of warrants carried at fair value, and loss on foreign currency. During the second quarter of fiscal 2026, other income increased by approximately $89,000, or 505%, compared to the comparable period in fiscal 2025. The increase was primarily related to an increase in interest income of $59,000 and a decrease in loss on foreign currency of approximately $30,000.

We expect our future other income to be consistent with prior periods.

Six Months Ended June 30, 2026 Compared to Six Months Ended June 30, 2025

The following table summarizes our results of operations with respect to the items set forth below for the six months ended June 30, 2026 and 2025, together with the percentage change for those items.

	Six Months Ended June 30,			
	2026	**2025**	**$ Change**	**% Change**
Operating expenses:				
General and administrative	4,440,998	3,319,651	1,121,347	34 %
Research and development	2,912,094	2,651,939	260,155	10 %
Total operating expenses	7,353,092	5,971,590	1,381,502	23 %
Loss from operations	(7,353,092)	(5,971,590)	(1,381,502)	23 %
Other income (expense):				
Interest income	89,380	52,625	36,755	70 %
Interest expense	(4,776)	(1,761)	(3,015)	171 %
Other income (expense)	(6,412)	(36,809)	30,397	(83)%
Total other income (expense)	78,192	14,252	63,940	449 %
Loss before Income Taxes	(7,274,900)	(5,957,338)	(1,317,562)	22 %
Income Tax Expense	—	—	—	— %
Net loss	(7,274,900)	(5,957,338)	(1,317,562)	22 %
Dividends on preferred stock	—	—	—	— %
Net loss attributable to common shareholders	$ (7,274,900)	$ (5,957,338)	$ (1,317,562)	22 %

General and Administrative

General and administrative costs during the first six months of fiscal 2026 increased by $1,121,000, or 34%, to $4,440,998 from the prior year period. The increase was primarily related to an increase of approximately $836,000 in legal costs which included a $623,000 write off of deferred patent costs in the first quarter 2026, an increase of approximately $187,000 in payroll and benefits costs which included payment of retention bonuses in the second quarter 2026, an increase of approximately $126,000 in the use of business consultants which was primarily attributed to increased hours due to incremental public company compliance initiatives and business development efforts and an increase of approximately $17,000 in hiring costs offset by a decrease of approximately $36,000 in insurance costs, a decrease of approximately $9,000 in financing costs.

Research and Development

Research and development expenses include salaries and benefits of all research personnel, payments to contract research organizations, payments to research consultants, and the purchase of lab supplies. These expenses are offset by development tax credits.

Historically, we have not reported research and development expenses by program or by product candidates due to certain operational and system constraints. During six months ended June 30, 2026 and June 30, 2025 our research and development expenses by category were as follows:

	Six Months Ended June 30,	
Expense Category:	**2026**	**2025**
Preclinical and clinical research and development activities	$ 1,035,645	$ 1,548,946
Chemistry, manufacturing and controls (CMC)	672,429	51413
Personnel & consultants related expenses	1,204,020	1051580
Total research and development expenses	$ 2,912,094	$ 2,651,939

During the first six months of fiscal 2026, research and development expenses increased by $260,000, or 10%, to $2,912,094 from the comparable prior period. The increase was primarily related to an increase of approximately $604,000 in research and development related costs attributable to our efforts in moving our ATR-01 program forward, an increase of approximately $185,000 in salaries and benefits which includes the payout of retention bonuses in the second quarter of 2026, an increase of approximately $74,000 in lab supplies, an increase of approximately $65,000 attributable to the use of CMC consultants, an increase of $16,000 attributable to moving our ATR-04 program forward, and an overall increase of approximately $4,000 in other costs offset by a decrease of approximately $600,000 in our ATR-12 program, and a decrease of approximately $88,000 in the use of clinical consultants.

We expect our research and development expenses to significantly increase in the future due primarily to our planned clinical trial activity and continued development of product candidates.

Other Income (Expense)

Our other income consists of interest income, interest expense, change in the valuation of warrants carried at fair value, and loss on foreign currency. During the first six months of fiscal 2026, other income increased by $64,000, or 449%, compared to the comparable period in fiscal 2025. The increase was primarily related to an increase of $37,000 in interest income and a decrease in the loss on foreign currency of approximately $31,000 offset by an increase in interest expense of approximately $4,000.

Financial Condition

As of June 30, 2026, we had total assets of approximately $8.9 million and working capital of approximately $5.9 million. As of June 30, 2026, our liquidity included approximately $6.7 million of cash and cash equivalents. We believe that our cash on-hand as of the date of this report will not be sufficient to cover our proposed plan of operations over the next twelve months. We intend to seek additional funds through various financing sources, including the sale of our equity and debt securities, federal grants, licensing fees for our technology and joint ventures with industry partners. In addition, we will consider alternatives to our current business plan that may enable us to achieve revenue producing operations and meaningful commercial success with a smaller amount of capital. However, there can be no guarantees that such funds will be available on commercially reasonable terms, if at all. If such financing is not available on satisfactory terms, we may be unable to further pursue our business plan and we may be unable to continue operations.

To the extent that we raise additional capital through the sale of equity or convertible debt securities, our common stockholders' ownership interests will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect rights as a common stockholder. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making acquisitions or capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates, or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce or terminate our research, product development or future commercialization efforts, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

As of the date of this filing, management has determined there is substantial doubt about our ability to continue as a going concern based on our lack of revenue from commercial operations, significant losses, and the need to raise additional capital to support ongoing operations. Our contractual commitments primarily consist of operating and financing leases with contractual undiscounted balances of $419,815, and $1,486, respectively as of June 30, 2026. Refer to Note 10 for more detailed information regarding our lease commitments. Additionally, as we continue to progress our product candidates through clinical trials, we will continue to incur additional costs related to our CRO's. It is common in our industry for the CRO's to require significant up-front cash payments prior to the beginning of such trial phases, and additional cash payments upon the achievement of certain milestones per the contracts' terms.

Cash Flows

The following table shows a summary of our cash flows for the periods indicated:

	Six Months Ended June 30,	
	2026	**2025**
Net cash used in operating activities	$ (5,768,440)	$ (5,886,798)
Net cash used in investing activities	$ (154,680)	$ (57,973)
Net cash provided by financing activities	$ 10,582,845	$ 2,435,782
Net increase (decrease) in cash	$ 4,659,725	$ (3,508,989)

Operating Activities

During the first six months of fiscal 2026, operating activities used approximately $5.8 million of cash primarily driven by our net loss of approximately $7.3 million offset by approximately $624,000 of impairment expenses related to our patents, approximately $557,000 in accounts payable and accrued expenses and approximately $239,000 in prepaid expenses. During the comparable period of fiscal 2025, operating activities used approximately $5.9 million of cash primarily driven by our net loss of approximately $6.0 million.

Investing Activities

During the first six months of fiscal 2026, investing activities used approximately $155,000 of cash driven by approximately $100,000 in trademark and deferred patent costs and approximately $55,000 for the purchase of equipment. During the comparable period of fiscal 2025, investing activities used approximately $58,000 of cash driven by approximately $50,000 in trademark and deferred patent costs and approximately $11,000 for the purchase of equipment offset by proceeds of approximately $3,000 for the sale of equipment.

Financing Activities

During the first six months of fiscal 2026, financing activities provided approximately $10.6 million in cash primarily driven by proceeds from our private placement in March, draws on our equity line of credit and exercise of warrants. During the comparable period of fiscal 2025, financing activities provided approximately $2.4 million in cash primarily driven by proceeds from our follow-on offerings in January and February 2025.

Critical Accounting Policies

During the six months ended June 30, 2026, there were no material changes to our critical accounting policies previously disclosed in our Form 10-K for the year ended December 31, 2025 and filed with the SEC on February 27, 2026.

Critical Accounting Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our condensed financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these condensed financial statements requires us to make judgments and estimates that affect the reported amounts of assets, liabilities, and expenses and the disclosure of contingent assets and liabilities in our condensed financial statements. We base our estimates on historical experience, known trends and events, and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. On an ongoing basis, we evaluate our judgments and estimates in light of changes in circumstances, facts and experience. The effects of material revisions in estimates, if any, will be reflected in the condensed financial statements prospectively from the date of change in estimates. There were no material changes to our critical accounting estimates as reported in our Form 10-K for the year ended December 31, 2025 and filed with the SEC on February 27, 2026.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

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

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures, pursuant to Rule 13a-15 of the Securities Exchange Act of 1934, as of June 30, 2026. In the course of that evaluation, we identified a material weakness as it relates to a lack of adequate segregation of accounting functions that was identified in connection with the audits of our financial statements as of December 31, 2025 and 2024 and for each of the years in the two year period ended December 31, 2025 and 2024. We intend to increase staffing within our accounting infrastructure sufficient to facilitate proper segregation of accounting functions and to enable appropriate review of our internally prepared financial statements. Based upon the foregoing, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were not effective as of June 30, 2026.

Inherent Limitations on Effectiveness of Controls

The design of any system of control is based upon certain assumptions about the likelihood of future events. There can be no assurance that any design will succeed in achieving its stated objectives under all future events, no matter how remote, or that the degree of compliance with the policies or procedures may not deteriorate. Because of its inherent limitations, disclosure controls and procedures may not prevent or detect all misstatements. Accordingly, even effective disclosure controls and procedures can provide only reasonable assurance of achieving their control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies and procedures may deteriorate.

Notwithstanding the existence of the material weaknesses discussed above, our management, including our CEO and CFO, has concluded that the financial statements included in this Quarterly Report fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in this Quarterly Report in conformity with U.S. GAAP.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the three months ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. As of the date of this Form 10-Q, we are not a party to any material legal matters or claims. Legal proceedings are inherently uncertain, and the outcome of a particular matter or a combination of matters may be material to our results of operations for a particular period, depending upon the size of the loss or our income for that particular period.

Item 1A. Risk Factors

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Those forward-looking statements include our expectations, beliefs, intentions and strategies regarding the future. You should carefully consider the risk factors discussed in the "Risk Factors" section in our Form 10-K for the year ended December 31, 2025 (the "2025 Form 10-K") as, in light of those risks, the forward-looking events and circumstances discussed in this report may not occur and actual results could differ materially and adversely from those anticipated or implied in our forward-looking statements. Other than as set forth below, there have been no material changes in the risk factors included in our 2025 Form 10-K. The risk factors described in our 2025 Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

Changes in U.S. and international trade policies may adversely impact our business and operating results.

We currently rely on foreign third-party manufacturers and service providers in connection with certain aspects of our clinical operations. The U.S. government and persons involved in the Trump administration have made statements and taken certain actions that have led to, and may continue to lead to, changes to U.S. and international trade policies. In April 2025, the U.S. government commenced collecting a 10% tariff on imports from many countries, with higher levies on goods from larger trading partners. Since that time, the scope, rates and application of announced tariffs have been modified on multiple occasions, and further changes may occur. If maintained, tariffs and the potential escalation of trade disputes with foreign countries could pose a risk to our business and could result in higher operating expenses. The extent and duration of any tariffs and the resulting impact on general economic conditions and on our business are uncertain and depend on various factors, such as negotiations between the United States and other countries, the response of such countries, exemptions or exclusions that may be granted, availability and cost of alternative sources of supply of materials we purchase from companies targeted with tariffs. The foreign country hardest hit by the U.S. tariffs to date has been China; however, we do not currently import any goods or services from China. The tariffs have not been applied to the provision of services by foreign service providers as of the date of this filing, however there can be no assurance that the U.S. administration will not attempt to apply tariffs to the provision of overseas services going forward. There can be no assurance that U.S. policies on tariffs and international trade will not increase the cost of manufacturing our product candidates and supporting materials and import or export of raw materials and finished product candidates used in our and our collaborators' preclinical studies and clinical trials.

Our outstanding warrants and options are exercisable for a number of shares of common stock that substantially exceeds the number of shares of our common stock currently outstanding, and future exercises, sales and other issuances of our common stock could result in substantial dilution to our stockholders and could cause the market price of our common stock to decline.

As of June 30, 2026, we had 60,603,742 shares of common stock outstanding, and there were outstanding warrants to purchase an aggregate of 219,470,313 shares of common stock, including pre-funded warrants to purchase 42,411,822 shares of common stock at an exercise price of $0.0001 per share and Series B Warrants and Series C Warrants to purchase an aggregate of 168,846,252 shares of common stock at an exercise price of $0.123 per share, as well as outstanding options to purchase 651,871 shares of common stock. The exercise of outstanding warrants and options, sales under the ELOC and other issuances of equity or equity-linked securities would dilute, in some cases substantially, the ownership interests of our existing stockholders. In addition, substantially all of the shares of common stock issuable upon exercise of our outstanding warrants have been, or are required to be, registered for resale under the Securities Act, and sales of a substantial number of shares of our common stock in the public market, or the perception that such sales may occur, could cause the market price of our common stock to decline and could impair our ability to raise capital through future sales of equity securities. The exercise price of the Series C Warrants is also subject to a downward reset in certain circumstances described in Note 6 to our unaudited condensed financial statements included elsewhere in this report, which could result in issuances of common stock at prices below the current exercise price.

We are not in compliance with the NYSE American continued listing standards. If we are unable to regain compliance within the applicable plan period, or thereafter fail to maintain compliance, the NYSE American may delist our common stock, which would adversely affect the market price and liquidity of our common stock and our ability to raise capital.

As described elsewhere in this report, on October 1, 2025 and March 13, 2026, we received deficiency letters from the NYSE American with respect to the minimum stockholders' equity requirements of Sections 1003(a)(ii) and 1003(a)(iii), respectively, of the NYSE American Company Guide. The NYSE American accepted our plan of compliance and granted a plan period through April 1, 2027, during which we must make progress consistent with the plan and provide quarterly updates to the NYSE American staff. Although our stockholders' equity as of June 30, 2026 was approximately $7.3 million, which exceeds the applicable minimum stockholders' equity requirements, any determination that we have regained compliance will be made by the NYSE American, and we expect to continue to incur net losses, which could cause our stockholders' equity to again fall below the applicable requirements. If we fail to regain compliance by the end of the plan period, fail to make progress consistent with the plan or otherwise fail to comply with the NYSE American's continued listing standards (including as a result of a low selling price of our common stock), the NYSE American may commence delisting proceedings. Delisting would likely reduce the liquidity and market price of our common stock, reduce the number of investors willing or permitted to hold our common stock and impair our ability to raise capital, including under the ELOC and our existing registration statements.

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

There were no unregistered sales of equity securities during the quarter ended June 30, 2026, that were not previously reported in a Current Report on Form 8-K.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the quarter ended June 30, 2026, none of the Company's directors or executive officers adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act or any "non-Rule 10b5-1 trading arrangement" (as defined in Item 408(c) of Regulation S-K).

Item 6. Exhibits

Number	Exhibit Description	Method of Filing
3.1	Second Amended and Restated Certificate of Incorporation of the Registrant	Incorporated herein by reference to the Company's Current Report on Form 8-K filed on June 21, 2023.
3.2	Second Amended and Restated Bylaws of the Registrant	Incorporated herein by reference to the Company's Current Report on Form 8-K filed on June 21, 2023.
3.3	Certificate of Amendment dated June 27, 2024 to Amended and Restated Certificate of Incorporation	Incorporated herein by reference to the Company's Form S-3 filed on July 1, 2024.
3.4	Certificate of Amendment filed with the Delaware Secretary of State on July 3, 2025	Incorporated herein by reference to the Company's 8-K filed on July 3, 2025.
3.5	Amendment to Second Amended and Restated Bylaws of the Registrant	Incorporated herein by reference to the Company's Current Report on Form 10-Q filed on August 12, 2024.
3.6	Certificate of Amendment filed with the Delaware Secretary of State on August 20, 2025	Incorporated herein by reference to the Company's 8-K filed on August 20, 2025.
3.7	Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Non-Redeemable Preferred Stock	Incorporated by reference to the Company's 8-K filed on March 23, 2026
3.8	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Azitra, Inc., as filed on June 15, 2026	Incorporated by reference to the Company's 8-K filed on June 16, 2026
31.1	Certification under Section 302 of the Sarbanes-Oxley Act of 2002	Filed electronically herewith.
31.2	Certification under Section 302 of the Sarbanes-Oxley Act of 2002	Filed electronically herewith.
32.1	Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350	Furnished herewith.

SIGNATURES

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

AZITRA, INC.

Date: August 12, 2026 By: /s/ Francisco D. Salva

Francisco D. Salva,
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 12, 2026 By: /s/ Norman Staskey

Norman Staskey
Chief Financial Officer
(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Francisco D. Salva Francisco D. Salva,	President, Chief Executive Officer and Director (Principal Executive Officer)	August 12, 2026
/s/ Norman Staskey Norman Staskey	Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	August 12, 2026
/s/ Travis Whitfill Travis Whitfill	Chief Operating Officer, Secretary, and Director	August 12, 2026
/s/ Barbara Ryan Barbara Ryan	Director	August 12, 2026
/s/ John Schroer John Schroer	Director	August 12, 2026

EXHIBIT 31.1

CERTIFICATIONS

I, Francisco D. Salva, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Azitra, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(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 company and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the 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 quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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.

AZITRA, INC.

Date: August 12, 2026

By: */s/ Francisco D. Salva*

Francisco D. Salva, Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATIONS

I, Norman Staskey, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Azitra, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(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 company and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the 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 quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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.

AZITRA, INC.

Date: August 12, 2026

By: /s/ *Norman S*taskey

Norman Staskey, Chief Financial Officer

(Principal Financial Officer)

EXHIBIT 32.1

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

In connection with the Quarterly Report of Azitra, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Francisco D. Salva, the Chief Executive Officer, and Norman Staskey, the Chief Financial Officer, of the Company, respectively, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

By: /s/ *Francisco D. Salva* Dated: August 12, 2026

Francisco D. Salva

Title: Chief Executive Officer
(Principal Executive Officer)

By: /s/ *Norman Staskey* Dated: August 12, 2026

Norman Staskey

Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

This certification is made solely for the purposes of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.