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Employer Identification No.) Â 3960 Howard Hughes Parkway, Suite 500, Las Vegas,NV 89169(Address of principal executive offices)Â (917) 595-2850(Registrantâ€™s telephone number, includingarea code) Â Securities registered pursuant to Section 12(b) of the Act: Â Title of each class Â Trading Symbol(s) Â Name of each exchange on which registered Common Stock, Par Value $0.0001 Per Share Â PMCB Â The Nasdaq Stock Market LLC (Nasdaq Capital Market) Â 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 requirementsfor the past 90 days. Yes â˜’ No â˜Â Indicate by check mark whether the registranthas submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405)during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜Â Indicate by check mark whether the registrantis a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company.See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Â Â Large accelerated filerÂ â˜ Accelerated filerÂ â˜ Â Non-accelerated filerÂ â˜’ Smaller reporting companyÂ â˜’ Â Emerging growth companyÂ â˜ Â Â If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accountingstandards provided pursuant to Section 13(a) of the Exchange Act. â˜Â Indicate by check mark whether the registrantis a shell company (as defined in Rule 12b-2 of the Exchange Act). YesÂ â˜ No â˜’Â As of December 9, 2024, the registrant had 6,968,134outstanding shares of common stock, with a par value of $0.0001 per share.Â Â Â Â Â Â Â Â Â PHARMACYTE BIOTECH, INC.INDEX TO QUARTERLY REPORT ON FORM 10-QFOR THE THREE AND SIX MONTHS ENDED OCTOBER 31,2024Â Â Â Page Â Â Â PART I. FINANCIAL INFORMATION 3 Â Â Â Item 1. Condensed Consolidated Financial Statements (Unaudited) 3 Â Â Â Â Condensed Consolidated Balance Sheets as of October 31, 2024, and April 30, 2024 (Unaudited) 3 Â Â Â Â Condensed Consolidated Statements of Operations for the Three and Six Months Ended October 31, 2024, and 2023 (Unaudited) 4 Â Â Â Â Condensed Consolidated Statements of

Comprehensive Income (Loss) for the Three and Six Months Ended October 31, 2024, and 2023 (Unaudited) 5 Â Â Â Â Condensed Consolidated Statements of Changes in Convertible Preferred Stock and Stockholdersâ€™ Equity for the Three and Six Months Ended October 31, 2024, and 2023 (Unaudited) 6 Â Â Â Â Condensed Consolidated Statements of Cash Flows for the Six Months Ended October 31, 2024, and 2023 (Unaudited) 8 Â Â Â Â Notes to Condensed Consolidated Financial Statements (Unaudited) 9 Â Â Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 26 Â Â Â Item 3. Quantitative and Qualitative Disclosures About Market Risk 36 Â Â Â Item 4. Controls and Procedures 36 Â Â Â PART II. OTHER INFORMATION 37 Â Â Â Item 1. Legal Proceedings 37 Â Â Â Item 1A. Risk Factors 37 Â Â Â Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 37 Â Â Â Item 3. Defaults Upon Senior Securities 38 Â Â Â Item 4. Mine Safety Disclosures 38 Â Â Â Item 5. Other Information 38 Â Â Â Item 6. Exhibits 39 Â Â Â Â Signatures 40 Â Â Â Â 2Â Â Â PART I â€“ FINANCIAL INFORMATIONÂ Item 1. Financial Information.Â PHARMACYTE BIOTECH, INC.CONDENSED CONSOLIDATED BALANCE SHEETS(UNAUDITED) Â Â Â Â Â Â Â October 31, 2024Â April 30, 2024 ASSETSÂ Â Â Â Â Â Â Â Current assets:Â Â Â Â Â Â Â Â Cash and cash equivalentsÂ $20,840,056Â Â $50,179,968Â Prepaid expenses and other current assetsÂ Â 493,213Â Â Â 259,800Â Total current assetsÂ Â 21,333,269Â Â Â 50,439,768Â Â Â Â Â Â Â Â Â Â Other assets:Â Â Â Â Â Â Â Â Intangible assetÂ Â 1,549,427Â Â Â 1,549,427Â Investment in preferred stock â€“ TNFÂ Â 24,855,000Â Â Â â€“Â Convertible note receivable â€“ FemasysÂ Â 3,435,000Â Â Â 2,755,000Â Warrant asset â€“ FemasysÂ Â 3,918,000Â Â Â 5,152,000Â Other assetÂ Â 7,688Â Â Â 7,688Â Total other assetsÂ Â 33,765,115Â Â Â 9,464,115Â Â Â Â Â Â Â Â Â Â Total AssetsÂ $55,098,384Â Â $59,903,883Â Â Â Â Â Â Â Â Â Â LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITYÂ Â Â Â Â Â Â Â Current liabilities:Â Â Â Â Â Â Â Â Accounts payableÂ $348,595Â Â $389,369Â Accrued expensesÂ Â 707,185Â Â Â 735,199Â Accrued Series B convertible preferred stock redemption and dividendsÂ Â 3,720,458Â Â Â 6,296,696Â Total current liabilitiesÂ Â 4,776,238Â Â Â 7,421,264Â Â Â Â Â Â Â Â Â Â Other liabilities:Â Â Â Â Â Â Â Â Warrant liabilityÂ Â 6,871,000Â Â Â 10,784,000Â Derivative liabilityÂ Â â€“Â Â Â 2,184,000Â Total other liabilitiesÂ Â 6,871,000Â Â Â 12,968,000Â Â Â Â Â Â Â Â Â Â Total LiabilitiesÂ Â 11,647,238Â Â Â 20,389,264Â Â Â Â Â Â Â Â Â Â Commitments and Contingencies (Notes 6 and 8)Â Â Â â€“Â Â Â Â Â Â Â Â Â Â Â Â Â Â Convertible Preferred Stock:Â Â Â Â Â Â Â Â Series B convertible preferred stock: authorized 35,000 shares, $0.0001 par value and $1,000 face value, 0 and 14,646 shares issued and outstanding excluding 2,979 and 5,833 shares subject to redemption as of October 31, 2024 and April 30, 2024, respectively. Liquidation preference of $0 and $15,060,421, as of October 31, 2024 and April 30, 2024, respectivelyÂ Â â€“Â Â Â 11,867,016Â Stockholders' equity:Â Â Â Â Â Â Â Â Preferred stock, authorized 10,000,000Â Â â€“Â Â Â â€“Â Series A preferred stock: authorized 1 share, $0.0001 par value and 0 shares issued and outstanding as of October 31, 2024 and April 30, 2024Â Â â€“Â Â Â â€“Â Common stock: authorized 200,000,000 shares, $0.0001 par value; shares issued 21,672,095, shares outstanding 7,034,259 as of October 31, 2024, and shares issued 21,672,078, shares outstanding 8,037,624 as of April 30, 2024Â Â 2,167Â Â Â 2,167Â Additional paid-in capitalÂ Â 181,352,842Â Â Â 185,334,173Â Accumulated deficitÂ Â (93,673,215)Â Â (115,625,010) Treasury stock, at cost, 14,637,836 and 13,634,454 shares as of October 31, 2024, and April 30, 2024, respectivelyÂ Â (44,207,381)Â Â (42,040,216) Accumulated other comprehensive lossÂ Â (23,267)Â Â (23,511) Total stockholders' equityÂ Â 43,451,146Â Â Â 27,647,603Â Â Â Â Â Â Â Â Â Â Total Liabilities, Convertible Preferred Stock and Stockholders' EquityÂ $55,098,384Â Â $59,903,883Â Â See accompanying Notes to Condensed ConsolidatedFinancial Statements.Â Â 3Â Â Â PHARMACYTE BIOTECH, INC.CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS(UNAUDITED) Â Â Â Â Â Â Â Â Â Â Â Three Months Ended October 31,Â Six Months Ended October 31, Â Â 2024Â 2023Â 2024Â 2023 Â Â Â Â Â Â Â Â Â RevenueÂ $â€“Â Â $â€“Â Â $â€“Â Â $â€“Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating expenses:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Research and development costsÂ Â 97,470Â Â Â 82,033Â Â Â 193,486Â Â Â 186,516Â Compensation expenseÂ Â 283,333Â Â Â 229,159Â Â Â 672,817Â Â Â 469,157Â Director feesÂ Â 138,000Â Â Â 306,738Â Â Â 276,000Â Â Â 356,953Â Legal and professionalÂ Â 469,685Â Â Â 519,073Â Â Â 980,241Â Â Â 844,301Â General and administrativeÂ Â 117,572Â Â Â 272,517Â Â Â 252,403Â Â Â 1,627,919Â Total operating expensesÂ Â 1,106,060Â Â Â 1,409,520Â Â Â 2,374,947Â Â Â 3,484,846Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss from operationsÂ Â (1,106,060)Â Â (1,409,520)Â Â (2,374,947)Â Â (3,484,846) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other income (expenses):Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest incomeÂ Â 382,562Â Â Â 894,181Â Â Â 929,994Â Â Â 1,770,059Â Change in fair value of warrant liabilityÂ Â 1,829,000Â Â Â 4,075,000Â Â Â 3,913,000Â Â Â 2,623,000Â Change in fair value of derivative liabilityÂ Â 980,000Â Â Â (769,000)Â Â 2,184,000Â Â Â (1,299,000) Change in fair value of convertible note receivableÂ Â 435,000Â Â Â â€“Â Â Â 680,000Â Â Â â€“Â Change in fair value of warrant asset - FemasysÂ Â 276,000Â Â Â â€“Â Â Â (1,234,000)Â Â â€“Â Change in fair value of investment - TNFÂ Â (4,265,000)Â Â â€“Â Â Â (3,540,734)Â Â â€“Â Gain on related party investment - TNFÂ Â â€“Â Â Â â€“Â Â Â 21,395,734Â Â Â â€“Â Other expenseÂ Â (1,062)Â Â (765)Â Â (1,252)Â Â (2,614) Total other income, netÂ Â (363,500Â Â Â 4,199,416Â Â Â 24,326,742Â Â Â 3,091,445Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss)Â Â (1,469,560)Â Â 2,789,896Â Â Â 21,951,795Â Â Â (393,401) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred stock dividendsÂ Â (443,958)Â Â (586,886)Â Â (1,129,759)Â Â (906,735) Preferred stock accretionÂ Â (1,045,357)Â Â (4,461,097)Â Â (3,193,404)Â Â (7,733,130) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss) attributable to common stockholdersÂ $(2,958,875)Â $(2,258,087)Â $17,628,632Â Â $(9,033,266) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Basic and diluted income (loss) per share attributable to common stockholdersÂ $(0.39)Â $(0.26)Â $1.83Â Â $(0.85) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average shares outstanding basic and dilutedÂ Â 7,637,034Â Â Â 8,765,134Â Â Â 7,751,708Â Â Â 10,683,514Â Â See accompanying Notes to Condensed ConsolidatedFinancial Statements.Â Â Â Â 4Â Â Â PHARMACYTE BIOTECH, INC.CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVEINCOME (LOSS)(UNAUDITED)Â Â Â Â Â Â Â Â Â Â Â Â Three Months Ended October 31,Â Six Months Ended October 31, Â Â 2024Â 2023Â 2024Â 2023 Â Â Â Â Â Â Â Â Â Net income (loss)Â $(1,469,560)Â $2,789,896Â Â $21,951,795Â Â $(393,401) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other comprehensive income (loss):Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency translationÂ Â 61Â Â Â (1,591)Â Â 244Â Â Â (1,140) Other comprehensive income (loss)Â Â 61Â Â Â (1,591)Â Â 244Â Â Â (1,140) Comprehensive income (loss)Â $(1,469,499)Â $2,788,305Â Â $21,952,039Â Â $(394,541) Â See accompanying Notes to Condensed ConsolidatedFinancial Statements.Â Â 5Â Â Â PHARMACYTE BIOTECH, INC.CONDENSED CONSOLIDATED STATEMENTS OF CONVERTIBLEPREFERRED STOCK AND STOCKHOLDERSâ€™ EQUITYTHREE AND SIX MONTHS ENDED OCTOBER 31,2024 AND 2023(UNAUDITED)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Preferred StockÂ Common StockÂ Additional Paid-inÂ Treasury StockÂ AccumulatedÂ

Accumulated Other ComprehensiveÂ Total Stockholdersâ€™ Â Â SharesÂ AmountÂ SharesÂ AmountÂ CapitalÂ SharesÂ AmountÂ DeficitÂ LossÂ Equity Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, April 30, 2023Â â€“Â Â $â€“Â Â 21,602,078Â Â $2,160Â Â $202,230,583Â Â (4,808,098)Â $(13,560,623Â Â $(115,958,773)Â $(23,003)Â $72,690,344Â Stock issued for warrant exerciseÂ â€“Â Â Â â€“Â Â 70,000Â Â Â 7Â Â Â 63Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 70Â Accrued preferred stock dividendsÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â (319,849)Â â€“Â Â Â â€“Â Â Â Â Â Â Â â€“Â Â Â (319,849) Preferred stock accretionÂ â€“Â Â Â 3,272,033Â Â â€“Â Â Â â€“Â Â Â (3,272,033)Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (3,272,033) Foreign currency translation adjustmentÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 451Â Â Â 451Â Net lossÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â (3,183,297)Â Â â€“Â Â Â (3,183,297) Repurchase of common stockÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â (8,085,879)Â Â (26,721,897)Â Â â€“Â Â Â â€“Â Â Â (26,721,897) Issuance of Series B Preferred Stock, net of discounts and issuance costs of $18,246,925Â 35,000Â Â Â 16,753,075Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, July 31, 2023Â 35,000Â Â Â 20,025,108Â Â 21,672,078Â Â Â 2,167Â Â Â 198,638,764Â Â (12,893,977)Â Â (40,282,520)Â Â (119,142,070)Â Â (22,552)Â Â 39,193,789Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series B preferred stock subject to redemptionÂ (3,520)Â Â (3,188,536)Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Series B preferred stock dividendsÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â (586,886)Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (586,886) Preferred stock accretionÂ â€“Â Â Â 4,461,097Â Â â€“Â Â Â â€“Â Â Â (4,461,097)Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (4,461,097) Repurchase of common stockÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â (78,109)Â Â (166,603)Â Â â€“Â Â Â â€“Â Â Â (166,603) Foreign currency translation adjustmentÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (1,591)Â Â (1,591) Net incomeÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â 2,789,896Â Â Â â€“Â Â Â 2,789,896Â Balance, October 31, 2023Â 31,480Â Â $21,297,669Â Â 21,672,078Â Â $2,167Â Â $193,590,781Â Â (12,972,086)Â $(40,449,123)Â $(116,352,174)Â $(24,143)Â $36,767,508Â Â (continued)Â Â 6Â Â Â Â Â Preferred StockÂ Common StockÂ Additional Paid-inÂ Treasury StockÂ AccumulatedÂ Accumulated Other ComprehensiveÂ Total Stockholdersâ€™ Â Â SharesÂ AmountÂ SharesÂ AmountÂ CapitalÂ SharesÂ AmountÂ DeficitÂ LossÂ Equity Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, April 30, 2024Â 14,646Â Â $11,867,016Â Â 21,672,078Â Â $2,167Â Â $185,334,173Â Â (13,634,454)Â $(42,040,216)Â $(115,625,010)Â $(23,511)Â $27,647,603Â Stock-based compensation optionsÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â 222,677Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 222,677Â Preferred stock accretionÂ â€“Â Â Â 2,148,047Â Â â€“Â Â Â â€“Â Â Â (2,148,047)Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (2,148,047) Series B preferred stock redemptionÂ (2,917)Â Â (2,893,144)Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Series B preferred stock subject to redemptionÂ (5,833)Â Â (5,788,805)Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Preferred stock dividendsÂ Â Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â (685,801)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (685,801) Foreign currency translation adjustmentÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 183Â Â Â 183Â Net incomeÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â 23,421,355Â Â Â â€“Â Â Â 23,421,355Â Repurchase of common stockÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â (320,346)Â Â (749,600)Â Â â€“Â Â Â â€“Â Â Â (749,600) Balance, July 31, 2024Â 5,896Â Â Â 5,333,114Â Â 21,672,078Â Â Â 2,167Â Â Â 182,723,002Â Â (13,954,800)Â Â (42,789,816)Â Â (92,203,655)Â Â (23,328)Â Â 47,708,370Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fractional shares adjustmentÂ Â Â Â Â Â Â Â 17Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â Â Â Â Â â€“Â Â Â â€“Â Â â€“Â Stock-based compensation optionsÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â 119,155Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 119,155Â Preferred stock accretionÂ â€“Â Â Â 1,045,357Â Â â€“Â Â Â â€“Â Â Â (1,045,357)Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (1,045,357) Series B preferred stock redemptionÂ (2,917)Â Â (2,868,607)Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Series B preferred stock subject to redemptionÂ (2,979)Â Â (3,509,864)Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Preferred stock dividendsÂ Â Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â (443,958)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (443,958) Foreign currency translation adjustmentÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 61Â Â Â 61Â Net lossÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â Â (1,469,560)Â Â â€“Â Â Â (1,469,560) Repurchase of common stockÂ â€“Â Â Â â€“Â Â â€“Â Â Â â€“Â Â (683,036)Â Â (1,417,565)Â Â â€“Â Â Â â€“Â Â Â (1,417,565) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance, October 31, 2024Â â€“Â Â $â€“Â Â 21,672,095Â Â $2,167Â Â $181,352,842Â Â (14,637,836)Â $(44,207,381)Â $(93,673,215)Â $(23,267)Â $43,451,146Â Â See accompanying Notes to Condensed ConsolidatedFinancial Statements.Â Â Â Â 7Â Â Â PHARMACYTE BIOTECH, INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(UNAUDITED)Â Â Â Â Â Â Â Â Six Months Ended October 31, Â Â 2024Â 2023 Cash flows from operating activities:Â Â Â Â Â Â Â Â Net income (loss)Â $21,951,795Â Â $(393,401) Adjustments to reconcile net loss to net cash used in operating activities:Â Â Â Â Â Â Â Â Gain on related party investment â€“ TNFÂ Â (21,395,734)Â Â â€“Â Stock-based compensationÂ Â 341,832Â Â Â â€“Â Change in fair value of warrant liabilityÂ Â (3,913,000)Â Â (2,623,000) Change in fair value of derivative liabilityÂ Â (2,184,000)Â Â 1,299,000Â Change in fair value of convertible note receivableÂ Â (680,000)Â Â â€“Â Change in fair value of warrant asset â€“ FemasysÂ Â 1,234,000Â Â Â â€“Â Change in fair value of investment â€“ TNFÂ Â 3,540,734Â Â Â â€“Â Change in assets and liabilities:Â Â Â Â Â Â Â Â Decrease in prepaid expenses and other current assetsÂ Â (233,413)Â Â (215,508) Increase (decrease) in accounts payableÂ Â (40,775)Â Â (2,118) Increase (decrease) in accrued expensesÂ Â (49,471)Â Â 293,632Â Net cash provided by (used in) operating activitiesÂ Â (1,428,032)Â Â (1,641,395) Â Â Â Â Â Â Â Â Â Â Cash flows from investing activities:Â Â Â Â Â Â Â Â Investment in preferred stock and warrantsÂ Â (7,000,000)Â Â â€“Â Net cash used in investing activitiesÂ Â (7,000,000)Â Â â€“Â Â Â Â Â Â Â Â Â Â Cash flows from financing activities:Â Â Â Â Â Â Â Â Repurchase of common stockÂ Â (2,145,708)Â Â (26,622,277) Proceeds from issuance of preferred stockÂ Â â€“Â Â Â 33,650,075Â Redemption of preferred stockÂ Â (18,766,416)Â Â â€“Â Proceeds from warrant exerciseÂ Â â€“Â Â Â 70Â Net cash provided by (used in) financing activitiesÂ Â (20,912,124)Â Â 7,027,868Â Â Â Â Â Â Â Â Â Â Â Effect of currency rate exchange on cash and cash equivalentsÂ Â 244Â Â Â (1,140) Â Â Â Â Â Â Â Â Â Â Net increase (decrease) in cash and cash equivalentsÂ Â (29,339,912)Â Â 5,385,333Â Â Â Â Â Â Â Â Â Â Â Cash and cash equivalents at beginning of the periodÂ Â 50,179,968Â Â Â 68,039,936Â Cash and cash equivalents at end of the periodÂ $20,840,056Â Â $73,425,269Â Â Â Â Â Â Â Â Â Â Â Supplemental disclosure of cash flows information:Â Â Â Â Â Â Â Â Cash paid during the periods for income taxesÂ $â€“Â Â $1,600Â Â Â Â Â Â Â Â Â Â Â Supplemental disclosure of cash flows information:Â Â Â Â Â Â Â Â Non-cash

derivative liability at initial fair valueÂ $â€“Â Â $2,770,000Â Non-cash warrant liability at initial fair valueÂ $â€“Â Â $14,127,000Â Reclassification of Series B Convertible Preferred Stock and dividends to current liabilityÂ $16,190,179Â Â $4,095,271Â Accretion of discounts to redemption value of Series B Preferred StockÂ $3,193,404Â Â $7,733,130Â Excise tax accrued on repurchase of common stockÂ $21,457Â Â $266,223Â Â See accompanying Notes to Condensed ConsolidatedFinancial Statements.Â Â Â Â 8Â Â Â PHARMACYTE BIOTECH, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(UNAUDITED)Â NOTE 1 â€“ NATURE OF BUSINESSÂ PharmaCyte Biotech, Inc. (â€œCompanyâ€)is a biotechnology company focused on developing cellular therapies for cancer based upon a proprietary cellulose-based live cell encapsulationtechnology known as â€œCell-in-a-BoxÂ®.â€ The Cell-in-a-BoxÂ® technology is intended to be used asa platform upon which therapies for several types of cancer, including locally advanced, inoperable pancreatic cancer (â€œLAPCâ€)will be developed. The current generation of the Companyâ€™s product candidate is referred to as â€œCypCapsâ„¢.â€Â The Company is a Nevada corporation incorporatedin 1996. In 2013, the Company restructured its operations to focus on biotechnology. The Company acquired licenses from SG Austria Pte.Ltd., a Singapore corporation (â€œSG Austriaâ€) to treat cancer and Austrianova Singapore Pte. Ltd., a Singapore corporation(â€œAustrianova Singaporeâ€) using the Cell-in-the-Box technology. The restructuring resulted in the Company focusing all itsefforts upon the development of a novel, effective and safe way to treat cancer. In January 2015, the Company changed its name from Nuvilex,Inc. to PharmaCyte Biotech, Inc. to reflect the nature of its current business. In October 2021, the Company moved its headquarters fromLaguna Hills, California to Las Vegas, Nevada.Â On September 1, 2020, the Company submitted anInvestigational New Drug Application (â€œINDâ€) to the U.S. Food and Drug Administration (â€œFDAâ€) for a planned clinicaltrial in LAPC. On October 1, 2020, the Company received notice from the FDA that it had placed the IND on clinical hold. On October 30,2020, the FDA sent a letter to the Company setting forth the reasons for the clinical hold and specific guidance on what the Company mustdo to have the clinical hold lifted.Â To lift the clinical hold, the FDA informed theCompany that it needs to conduct several additional preclinical studies. The FDA also requested additional information regarding severaltopics, including DNA sequencing data, manufacturing information and product release specifications. The Company has been in the processof conducting these studies and gathering additional information to submit to the FDA. See â€œInvestigational New Drug Applicationand Clinical Holdâ€ below.Â On August 15, 2022, the Company entered into aCooperation Agreement (â€œCooperation Agreementâ€) with Iroquois Master Fund Ltd. and its affiliates, pursuant to which the Companyelected a reconstituted Board of Directors (â€Boardâ€). The Board has formed a Business Review Committee to evaluate, investigateand review the Companyâ€™s business, affairs, strategy, management and operations and in its sole discretion to make recommendationsto the Companyâ€™s management and Board with respect thereto. The Business Review Committee is also reviewing many of the risks relativeto the Companyâ€™s business. In addition, the Board is reviewing the Companyâ€™s development programs and its relationship withSG Austria, including that all licensed patents have expired, that know-how relating to the Companyâ€™s Cell-in-a-BoxÂ® technologysolely resides with SG Austria, and that the incentives of SG Austria and its management may not be currently aligned with those of theCompany. The Board has curtailed spending on the Companyâ€™s programs, including pre-clinical and clinical activities, until the reviewby the Business Review Committee and the Board is complete and the Board has determined the actions and plans to be implemented. The BusinessReview Committeeâ€™s recommendations will include potentially seeking a new framework for the Companyâ€™s relationship with SGAustria and its subsidiaries. In the event the Company is unsuccessful in seeking an acceptable new framework, the Company will reevaluatewhether it should continue those programs which are dependent on SG Austria, including its development programs for LAPC. The issues involvingSG Austria have delayed the Companyâ€™s timeline for addressing the FDA clinical hold for its planned clinical trial in LAPC and couldresult in other delays or termination of the development activities. In addition, the curtailment of spending on the Companyâ€™s programspending the review by the Business Review Committee and the Board may cause additional delays.Â The Cell-in-a-BoxÂ® encapsulationtechnology potentially enables genetically engineered live human cells to be used as a means to produce various biologically active molecules.The technology is intended to result in the formation of pinhead sized cellulose-based porous capsules in which genetically modified livehuman cells can be encapsulated and maintained. In a laboratory setting, this proprietary live cell encapsulation technology has beenshown to create a micro-environment in which encapsulated cells survive and flourish. They are protected from environmental challenges,such as the sheer forces associated with bioreactors and passage through catheters and needles, which the Company believes enables greatercell growth and production of the active molecules. The capsules are largely composed of cellulose (cotton) and are bioinert.Â Â Â Â 9Â Â Â The Company has been developing therapies forpancreatic and other solid cancerous tumors by using genetically engineered live human cells that it believes are capable of convertinga cancer prodrug into its cancer-killing form. The Company encapsulates those cells using the Cell-in-a-BoxÂ® technologyand places those capsules in the body as close as possible to the tumor. In this way, the Company believes that when a cancer prodrugis administered to a patient with a particular type of cancer that may be affected by the prodrug, the killing of the patientâ€™scancerous tumor may be optimized.Â Until the review by the Business Review Committeeand the Board is complete and the Board has determined the actions and plans to be implemented, spending on the Companyâ€™s programshas been curtailed.Â Investigational New Drug Application andClinical HoldÂ On September 1, 2020, the Company submitted anIND to the FDA for a planned clinical trial in LAPC. On October 1, 2020, the Company received notice from the FDA that it had placed theCompanyâ€™s IND on clinical hold. On October 30, 2020, the FDA sent the Company a letter setting forth the reasons for the clinicalhold and providing specific guidance on what the Company must do to have the clinical hold lifted.Â In order to address the clinical hold, the FDA requested that the Company:Â Â Â· Provide additional sequencing data and genetic stability studies; Â Â Â Â Â· Conduct a stability study on â€Œthe Companyâ€™s final formulated product candidate as well as the cells from the Companyâ€™s Master Cell Bank; Â Â Â Â Â· Evaluate the compatibility of the delivery devices (the prefilled syringe and the microcatheter used to implant the CypCapsâ„¢) with â€Œthe Companyâ€™s product candidate for pancreatic cancer; Â Â Â Â Â· Provide additional detailed description of the manufacturing process of â€Œthe Companyâ€™s product candidate for pancreatic cancer; Â Â Â Â Â· Provide additional product release specifications for the Companyâ€™s encapsulated cells; Â Â Â Â Â· Demonstrate comparability between the 1st and 2nd generation of â€Œthe Companyâ€™s product candidate for pancreatic cancer and ensure adequate and consistent product performance and safety between the two generations; Â Â Â Â Â· Conduct a biocompatibility assessment using the Companyâ€™s capsules material; Â Â Â Â Â· Address specified insufficiencies in the Chemistry, Manufacturing and Controls information in the cross-referenced Drug Master File; Â Â Â Â Â· Conduct an additional nonclinical study in a large animal (such as a pig) to assess the safety, activity, and distribution of the product candidate for pancreatic cancer; and Â Â Â Â Â· Revise the Investigators Brochure to

include any additional preclinical studies conducted in response to the clinical hold and remove any statements not supported by the data the Company generated. Â Â Â Â 10Â Â Â The FDA also requested that the Company addressthe following issues as an amendment to the Companyâ€™s IND:Â Â Â· Provide a Certificate of Analysis for pc3/2B1 plasmid that includes tests for assessing purity, safety, and potency; Â Â Â Â Â· Perform qualification studies for the drug filling step to ensure that the Companyâ€™s product candidate for pancreatic cancer remains sterile and stable during the filling process; Â Â Â Â Â· Submit an updated batch analysis for the Companyâ€™s product candidate for the specific lot that will be used for manufacturing all future product candidates; Â Â Â Â Â· Provide additional details for the methodology for the Resorufin (CYP2B1) potency and the PrestoBlue cell metabolic assays; Â Â Â Â Â· Provide a few examples of common microcatheters that fit the specifications in â€Œthe Companyâ€™s Angiography Procedure Manual; Â Â Â Â Â· Clarify the language in â€Œour Pharmacy Manual regarding proper use of the syringe fill with the Companyâ€™s product candidate for pancreatic cancer; and Â Â Â Â Â· Provide a discussion with data for trial of the potential for cellular and humoral immune reactivity against the heterologous rat CYP2B1 protein and potential for induction of autoimmune-mediated toxicities in â€Œour study population. Â The Company assembled a scientific and regulatoryteam of experts to address the FDA requests. That team has been working diligently to complete the items requested by the FDA.Â NOTE 2 â€“ SUMMARY OF SIGNIFICANT ACCOUNTINGPOLICIESÂ Basis of PresentationÂ The accompanying unaudited condensed consolidatedfinancial statements have been prepared in accordance with U.S. GAAP for interim financial information. Accordingly, they do not includeall of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, such statementsinclude all adjustments (consisting only of normal recurring items) which are considered necessary for a fair presentation of the unauditedcondensed consolidated financial statements of the Company as of October 31, 2024 and for the three and six months then ended. The resultsof operations for the three and six months ended October 31, 2024 are not necessarily indicative of the operating results for the yearor any other period. These unaudited condensed consolidated financial statements should be read in conjunction with the audited financialstatements and related disclosures as of April 30, 2024 and for the year then ended which are included in the Companyâ€™s Annual Reporton Form 10- K, filed with the SEC on August 13, 2024.Â Liquidity UncertaintiesÂ As of October 31, 2024, the Company had approximately$20.8 million in cash and cash equivalents as compared to approximately $50.2 million at April 30, 2024. The Company expects that itscurrent cash and cash equivalents of approximately $16 million as of the filing of this Quarterly Report on Form 10-Q, will be sufficientto support its projected operating requirements and financial commitments for at least the next twelve months from the date of this QuarterlyReport.Â The Company may need to raise additional capitalin order to initiate and pursue potential additional projects, including the continuing development beyond the ongoing pancreatic cancerresearch. Any additional equity financing, if available, may not be on favorable terms and would likely be significantly dilutive to theCompanyâ€™s current stockholders, and debt financing, if available, may have restrictive covenants. If the Company is able to findfunds through collaborative or licensing arrangements, it may be required to relinquish rights to some of its product candidates thatthe Company would otherwise seek to develop on its own, on terms that may not be favorable to the Company. The Companyâ€™s abilityto access capital when needed is not assured and, if not achieved on a timely basis, will likely have a materially adverse effect on thebusiness, financial condition and results of operations.Â Â Â Â 11Â Â Â Basic and Diluted Income (Loss) Per ShareÂ Basic earnings per share excludes dilution forcommon stock equivalents and is computed by dividing net income or loss attributable to common stockholders by the weighted average numberof shares of common stock outstanding for the period. Diluted EPS is calculated based on the weighted average number of shares of commonstock plus the effect of dilutive potential common shares outstanding during the period. Potentially dilutive securities consist of commonstock options, warrants, and convertible preferred securities. The dilutive effect of stock options and warrants is reflected in dilutedEPS by application of the treasury stock method. The dilutive effect of convertible preferred securities is reflected in the diluted EPSby application of the â€œif-convertedâ€ method. The â€œif-convertedâ€ method is only assumed in periods where such applicationwould be dilutive. Basic and diluted net income (loss) per share is determined by dividing income (loss) by the weighted average ordinaryshares outstanding during the period. For periods presented with a net loss, the shares underlying the ordinary share options, warrantsand preferred stock have been excluded from the calculation because their effect would be anti-dilutive. Therefore, the weighted-averageshares outstanding used to calculate both basic and diluted loss per share is the same for periods with a net loss.Â Investment in TNF Pharmaceuticals, Inc.Â In accordancewith ASC 810,Â Consolidation, the Company assessed whether it has a variable interest in legal entities in which it has a financialrelationship and, if so, whether or not those entities are variable interest entities (â€œVIEsâ€). For those entities that qualifyas VIEs, ASC 810 requires the Company to determine if it is the primary beneficiary of the VIE, and if so, to consolidate the VIE. Theinvestment in TNF did not meet the primary beneficiary requirements for consolidation, therefore no consolidation of this VIE was required.Â If an entityis determined to be a VIE, the Company evaluates whether it is the primary beneficiary. The primary beneficiary analysis is a qualitativeanalysis based on power and economics. PharmaCyte consolidates a VIE if it has both power and benefits that is, PharmaCyte (i) has thepower to direct the activities of a VIE that most significantly influence the VIEâ€™s economic performance (power), and (ii) has theobligation to absorb losses of, or the right to receive benefits from, the VIE that could potentially be significant to the VIE (benefits).PharmaCyte consolidates VIEs whenever it is determined that PharmaCyte is the primary beneficiary. Any intercompany transactionsare eliminated in consolidation.Â The Company applies ASC 321 Investmentsâ€”EquitySecurities to investments in equity securitiesÂ for which the Company has no significant influence or equity investments thatare not in substance common stock. Under this guidance, equity securities with and without readily determinable fair values are accountedforÂ at fair value based on quoted market prices or utilizing an appropriate valuation methodology to estimate the fair value. Allgains and losses on investments in equity securities are recognized inÂ the Condensed Consolidated Statements of Operations.Â New Accounting Pronouncements Effective inFuture PeriodsÂ In November 2023, FASB issued ASU 2023-07 - SegmentReporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires public entities with a single reportable segmentto provide all the disclosures required by this standard and all existing segment disclosures in Topic 280 on an interim and annual basis,including new requirements to disclose significant segment expenses that are regularly provided to the chief operating decision maker(â€œCODMâ€) and included within the reported measure(s) of a segment's profit or loss, the amount and composition of any othersegment items, the title and position of the CODM, and how the CODM uses the reported measure(s) of a segment's profit or loss to assessperformance and decide how to allocate resources. The guidance is effective for our annual period beginning May 1, 2025, and interim periods,thereafter, applied retrospectively with early adoption permitted. The Company is evaluating the impact of adoption of this standard onits financial statements and disclosures.Â In December 2023, the

FASB issued ASU 2023-09- Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires public entities to provide greater disaggregation withintheir annual rate reconciliation, including new requirements to present reconciling items on a gross basis in specified categories, discloseboth percentages and dollar amounts, and disaggregate individual reconciling items by jurisdiction and nature when the effect of the itemsmeet a quantitative threshold. The guidance also requires disaggregating the annual disclosure of income taxes paid, net of refunds received,by federal (national), state, and foreign taxes, with separate presentation of individual jurisdictions that meet a quantitative threshold.The guidance is effective for the Company's annual periods beginning May 1, 2025 on a prospective basis, with a retrospective option,and early adoption is permitted. The Company is evaluating the impact of adoption of this standard on its financial statements and disclosures.Â Â Â Â 12Â Â Â NOTE 3 â€“ INVESTMENT IN FEMASYS SECURITIESÂ On November 14, 2023, the Company entered intoa Securities Purchase Agreement (the â€œFemasys Purchase Agreementâ€) with Femasys Inc. (â€œFemasysâ€), pursuant towhich it agreed to purchase from Femasys for a sum of $5,000,000, (i)Â senior unsecured convertible notes (the â€œFemasys Notesâ€)in an aggregate principal amount of $5,000,000, convertible into shares of Femasys common stock, par value $0.001 per share (the â€œFemasysSharesâ€) at a conversion price of $1.18 per share, (ii) Series A Warrants (the â€œSeries A Warrantsâ€) to purchase up toan aggregate of 4,237,288 Femasys Shares at an exercise price of $1.18 per share, and (iii) Series B Warrants (the â€œSeries B Warrantsâ€,together with the Series A Warrants, the â€œFemasys Warrants,â€ and, together with the Notes, the â€œFemasys Securitiesâ€)to purchase up to an aggregate of 4,237,288 Femasys Shares at an exercise price of $1.475 per share (collectively, the â€œInvestmentâ€).The Femasys Notes accrue interest at 6.0% per annum, payable annually, and mature two years after the date of issuance. The Femasys Warrantsexpire five years from the date of issuance.Â Â Pursuant to the terms of the Femasys PurchaseAgreement, the Companyâ€™s Interim Chief Executive Officer was appointed to the Femasys board of directors.Â The convertible note receivable is not tradedin active markets and the fair value was determined using a Monte Carlo simulation. The convertible note receivable is accounted for asavailable-for-sale debt securities based on â€œLevelÂ 3â€ inputs, which consist of unobservable inputs and reflect managementâ€™sestimates of assumptions that market participants would use in pricing the asset. The Company elected the fair value option for the FemasysNotes, therefore, holding gains and losses are included within change in fair value of the notes in the condensed consolidated statementof operations. The Femasys Warrants are accounted for as an equity security and are valued using a Monte Carlo simulation based on â€œLevel3â€ inputs, which consist of unobservable inputs and reflect managementâ€™s estimates of assumptions that market participantswould use in pricing the asset, recorded at fair value with subsequent changes included within change in fair value of the warrants inthe condensed consolidated statement of operations.Â The Company recognized the Femasys Note and FemasysWarrants based on their respective fair values on the issuance date of $1,666,000 and $3,334,000, respectively. Subsequent changes inthe fair value of the Femasys Note and Femasys Warrants will be recognized in earnings, at each reporting date. During the three and sixmonths ended October 31, 2024, the Company recognized a gain for change in fair value of the convertible note receivable of $435,000 and$680,000, respectively, and a gain for change in fair value of the warrant asset of $276,000 and a loss of $1,234,000, respectively, forthe three and six months ended October 31, 2024. See Note 12 â€“ Fair value Measurements for further information.Â Below is a summary of activity for the Note andWarrants as of October 31, 2024: Schedule of activity for the notes and warrantsÂ Â Â Balance of Notes as of May 1, 2024Â $2,755,000Â PurchasedÂ Â â€“Â Change in fair valueÂ Â 680,000Â Balance of Notes as of October 31, 2024Â $3,435,000Â Â Balance of Warrants as of May 1, 2024Â $5,152,000Â PurchasedÂ Â â€“Â Change in fair valueÂ Â (1,234,000) Balance of Warrants as of October 31, 2024Â $3,918,000Â Â Â Â Â 13Â Â Â NOTE 4 â€“ ACCRUED EXPENSESÂ Accrued expenses at October 31, 2024 and April30, 2024, are summarized below: Schedule of accrued expensesÂ Â Â Â Â Â Â October 31, 2024Â April 30, 2024 Payroll related costsÂ $185,846Â Â $167,817Â Director feesÂ Â 67,500Â Â Â 135,000Â R&D costsÂ Â 92,310Â Â Â 92,310Â Excise tax on stock repurchasesÂ Â 361,529Â Â Â 340,072Â TotalÂ $707,185Â Â $735,199Â Â NOTE 5 â€“ STOCK OPTIONS AND WARRANTSÂ 2022 Equity Incentive PlanÂ Effective December 28, 2022, the Company implementedthe 2022 Equity Incentive Plan (â€œ2022 Equity Planâ€) as approved by the Companyâ€™s stockholders. The 2022 Equity Planis administered by the Compensation Committee of the Board and has 2,750,000 shares available under this plan. The 2022 Equity Plan canissue various types of awards, as follows: stock options, stock appreciation rights, restricted stock, restricted stock units, and cashor other stock-based awards. The 2022 Equity Plan is available to be issued to employees, directors, consultants, and other individualswho provide services to the Company. An incentive stock options (â€œISOsâ€) can only be granted to employees and shall not exceed10-years (5-years in the case of ISOs granted to any 10% shareholder).Â Stock OptionsÂ As of October 31, 2024, the Company had 923,698outstanding stock options to its directors and officers (collectively, â€œEmployee Optionsâ€) and consultants (â€œNon-EmployeeOptionsâ€).Â During the six months ended October 31, 2024,and 2023, the Company granted no Employee Options.Â During the six months ended October 31, 2024 and2023, the Company granted no Non-Employee Options.Â A summary of the Companyâ€™s stock optionactivity and related information for the six months ended October 31, 2024, are shown below: Schedule of stock option activity and related informationÂ Â Â Â OptionsÂ Number of OptionsÂ Weighted Average Exercise Price per Share Outstanding, April 30, 2024Â Â 925,164Â Â $2.97Â IssuedÂ Â â€“Â Â Â â€“Â ExpiredÂ Â (1,466)Â Â 55.30Â Outstanding, October 31, 2024Â Â 923,698Â Â $2.89Â Exercisable, October 31, 2024Â Â 644,161Â Â $3.21Â Vested and expected to vestÂ Â 923,698Â Â $2.89Â Â Â Â Â 14Â Â Â A summary of the activity for unvested stock optionsduring the six months ended October 31, 2024 is as follows: Schedule of unvested stock option activityÂ Â Â Â Â Â OptionsÂ Weighted Average Grant Date Fair Value Per Share Unvested, April 30, 2024Â Â 279,536Â Â Â 1.70Â GrantedÂ Â â€“Â Â Â â€“Â VestedÂ Â â€“Â Â Â â€“Â ForfeitedÂ Â â€“Â Â Â â€“Â Unvested, October 31, 2024Â Â 279,536Â Â $1.70Â Â The Company recorded $119,155 and $341,833 ofstock-based compensation related to the issuance of Employee Options to certain officers and directors in exchange for services duringthe three and six months ended October 31, 2024, respectively, and $0 and $0 for the three and six months ended October 31, 2023, respectively.At October 31, 2024, there remained $132,859 of unrecognized compensation expense related to unvested Employee Options granted to officersand directors.Â The aggregate intrinsic value of outstanding optionsas of October 31, 2024 was $0. This represents options with exercise prices less than the $1.81 per share closing price of the Companyâ€™scommon stock on October 31, 2024.Â Â WarrantsÂ Pursuant to the Private Placement (as definedbelow), the Company issued investors Warrants (as defined below) to purchase 8,750,000 shares of Common Stock, with an exercise priceof $4.00 per share (subject to adjustment), for a period of five years from the date of issuance. For more information on the PrivatePlacement, see â€œNote 12 â€“ Preferred Stockâ€.Â The Warrants were determined to be within thescope of ASC 480-10 as they are puttable to the Company at Holdersâ€™ election upon the occurrence of a Fundamental Transaction (asdefined in the

agreements). As such, the Company recorded the Warrants as a liability at fair value with subsequent changes in fair valuerecognized in earnings. The Company utilized the Black-Scholes-Merton Model to calculate the value of the Warrants issued on May 10, 2023.The fair value of the Warrants of approximately $14,127,000 was estimated at the date of issuance using the fair value of our common stockof $2.74 on the issuance date and was based on the following weighted average assumptions: dividend yield 0%; expected term of 5.0 years;equity volatility of 80.0%; and a risk-free interest rate of 3.37%.Â Transaction costs incurred attributable to theissuance of the Warrants of approximately $913,640 were immediately expensed in accordance with ASC 480 and is included in general andadministrative expense in the accompanying Condensed Consolidated Statements of Operations.Â During the three and six months ended October31, 2024, the Company recorded a gain of approximately $1,829,000 and $3,913,000, respectively, related to the change in fair value ofthe warrant liability which is recorded in other income (expense) on the Condensed Consolidated Statements of Operations. The fair valueof the Warrants of $6,871,000 was estimated at October 31, 2024, utilizing the Black-Scholes-Merton Model using the fair value of ourcommon stock of $1.81 and the following weighted average assumptions: dividend yield 0%; remaining term of 3.53 years; equity volatilityof 85.0%; and a risk-free interest rate of 4.05%.Â Â Â Â 15Â Â Â A summary of the Companyâ€™s warrant activityand related information for the six months ended October 31, 2024, are shown below: Schedule of warrant activity and related informationÂ Â Â Â Â Â WarrantsÂ Weighted Average Exercise Price Per Share Outstanding, April 30, 2024Â Â 18,570,847Â Â $4.54Â IssuedÂ Â â€“Â Â Â â€“Â ExercisedÂ Â â€“Â Â Â â€“Â ExpiredÂ Â â€“Â Â Â â€“Â Outstanding, October 31, 2024Â Â 18,570,847Â Â Â 4.54Â Exercisable, October 31, 2024Â Â 18,570,847Â Â $4.54Â Â Â NOTE 6 â€“ LEGAL PROCEEDINGSÂ From time to time, the Company is subject to legalproceedings and claims, either asserted or unasserted, that arise in the ordinary course of business. While the outcome of pending claimscannot be predicted with certainty, the Company does not believe that the outcome of any pending claims will have a material adverse effecton our financial condition or operating results.Â On December 4, 2023, H.C. Wainwright & Co.,LLC (â€œWainwrightâ€) filed a complaint against the Company in the Supreme Court of the State of New York, County of New York,asserting a single cause of action for breach of contract and alleging that the Company breached an April 2021 engagement agreement withWainwright by failing to pay a purported â€œtail feeâ€ allegedly due in connection with a private placement transaction thatclosed in 2023. Wainwright seeks damages of not less than $1,950,000, warrants to purchase an aggregate of 656,250 shares of our commonstock at an exercise price of $5.00 per share, and attorneyâ€™s fees. On February 28, 2024, the Company responded to the complaintwith an answer and affirmative defenses. The parties have commenced documentary discovery. The Company intends to vigorously defend againstWainwrightâ€™s complaint and does not believe that any potential loss is reasonably probable at this time.Â To our knowledge there are no other legal proceedingspending to which any property of the Company is subject.Â NOTE 7 â€“ OTHER RELATED PARTY TRANSACTIONSÂ The Company had the following related party transactionsduring the three and six months ended October 31, 2024 and 2023, respectively.Â The Company owns 13.9% of the equity in SG Austriawhich is presented using the alternative allowed under ASC 321 - Investments Equity Securities with no readily determinable values.SG Austria has two subsidiaries: (i) Austrianova; and (ii) Austrianova Thailand. The Company purchased products and services from thesesubsidiaries in the approximate amounts of $0 in the three and six months ended October 31, 2024, and 2023, respectively. The investmentin SG Austria was fully impaired as of April 30, 2024.Â Â Â Â 16Â Â Â In April 2014, the Company entered the Vin-de-BonaConsulting Agreement pursuant to which it agreed to provide professional consulting services to the Company. Vin-de-Bona is owned by Prof.GÃ¼nzburg and Dr. Salmons, both of whom are involved in numerous aspects of the Companyâ€™s scientific endeavors relating to cancer(Prof. GÃ¼nzburg is the Chairman of Austrianova, and Dr. Salmons is the Chief Executive Officer and President of Austrianova). Theterm of the agreement is for 12 months and is automatically renewable for successive 12-month terms. After the initial term, either partycan terminate the agreement by giving the other party 30 daysâ€™ written notice before the effective date of termination. To date,the agreement has been automatically renewed annually. The amounts incurred for the three and six months ended October 31, 2024, wereapproximately $2,670 and $5,280 and $2,590, respectively, and $2,700 for the three and six months ended October 31, 2023, respectively.Â Â Â The Companyâ€™s Interim Chief Executive Officer was appointed tothe Femasys board of directors, see Note 3.Â The Companyâ€™s Interim Chief Executive Officer serves on the boardof directors of TNF, see Note 13.Â NOTE 8 â€“ COMMITMENTS AND CONTINGENCIESÂ The Company acquires assets still in developmentand enters research and development (â€œR&Dâ€) arrangements with third parties that often require milestone and royaltypayments to the third-party contingent upon the occurrence of certain future events linked to the success of the asset in development.Milestone payments may be required, contingent upon the successful achievement of an important point in the development lifecycle ofthe pharmaceutical product (e.g., approval of the product for marketing by a regulatory agency). If required by the license agreements,the Company may have to make royalty payments based upon a percentage of the sales of the pharmaceutical products if regulatory approvalfor marketing is obtained.Â Office LeaseÂ In January 2023, the Company entered into a month-to-monthagreement of the Las Vegas office space, commencing on May 1, 2023. Additionally, the Company rents storage space pursuant to a month-to-monthagreement in Laguna Hills, California.Â Rent expenses for these offices for the threeand six months ended October 31, 2024 were $7,071 and $14,281, respectively and for the three and six months ended October 31, 2023 were$6,631 and $15,598, respectively.Â With the month-to-month office rental agreementsthere are no aggregate future minimum lease payments required to be made.Â Service AgreementsÂ The Company has entered into several service agreementswith independent and related parties pursuant to which services will be provided over a specified period-of-time related to the IND whichthe FDA has placed on clinical hold. The services include regulatory affairs strategy, advice and follow up work on the IND and servicesrelated to having the clinical hold lifted. The total cost is estimated to be approximately $212,000, of which the related party (SG Austriaand its subsidiaries) portion will be approximately $157,000. These amounts take into account some of the costs associated with the workand preclinical studies required to lift the clinical hold.Â Â Â Â 17Â Â Â NOTE 9 â€“ EARNINGS PER SHAREÂ The Company computes earnings per share usingthe two-class method. The two-class method of computing earnings per share is an earnings allocation formula that determines earningsper share for common stock and any participating securities according to dividends declared (whether paid or unpaid) and participationrights in undistributed earnings. The Series B Preferred Shares are considered participating securities as preferred shareholders areentitled to participate with common stockholders on an as-converted basis in any distributions of assets by the Company under the termsof the Certificate of Designations. Under the two-class method, there is no change in the weighted average shares outstanding used betweenthe basic and diluted earnings per share calculations as the Series B Preferred Shares represent the only dilutive share equivalents duringthe three and six months ended October 31, 2024 and 2023. During the three months ended October 31, 2024 and 2023, and the six monthsended October 31, 2023, the

Company incurred losses attributable to common shareholders. Accordingly, the effects of any common stockequivalent would be anti-dilutive during the period and thus are not included in the calculation of diluted weighted average number ofshares outstanding.Â The following table illustrates the computationof basic and diluted earnings (loss) per share: Schedule of basic and diluted earnings (loss) per shareÂ Â Â Â Â Â Three Months Ended October 31, Â Â 2024Â 2023 Â Â Â Â Â Earnings per shareÂ Â Â Â Â Â Â Â Net income (loss)Â $(1,469,560)Â $2,789,896Â Less: Accretion of discounts to redemption of Series B convertible preferred stockÂ Â (443,958)Â Â (586,886) Less: Series B convertible preferred stock dividendsÂ Â (1,045,357)Â Â (4,461,097) Less: Allocation of undistributed income to Series B convertible preferred stockÂ Â â€“Â Â Â â€“Â Net loss attributable to common stockholdersÂ $(2,958,875)Â $(2,258,087) Â Â Â Â Â Â Â Â Â Â Â Weighted average shares outstanding used in basic and diluted earnings per shareÂ Â 7,637,034Â Â Â 8,765,134Â Net loss per share basic and dilutedÂ $(0.39)Â $(0.26) Â Â Â Â Â Â Â Â Six Months Ended October 31, Â Â 2024Â 2023 Â Â Â Â Â Earnings per shareÂ Â Â Â Â Â Â Â Net income (loss)Â $21,951,795Â Â $(393,401) Less: Accretion of discounts to redemption of Series B convertible preferred stockÂ Â (3,193,404)Â Â (7,733,130) Less: Series B convertible preferred stock dividendsÂ Â (1,129,759)Â Â (906,735) Less: Allocation of undistributed income to Series B convertible preferred stockÂ Â (3,409,913)Â Â â€“Â Undistributed income (loss) available to common stockholdersÂ $14,218,719Â Â $(9,033,266) Â Â Â Â Â Â Â Â Â Â Weighted average shares outstanding used in basic earnings per shareÂ Â 7,751,708Â Â Â 10,683,514Â Net income (loss) per share basic and dilutedÂ $1.83Â Â $(0.85) Â Â Â Â 18Â Â Â The table below sets forth the potentially dilutive securities excludedfrom the computation of diluted weighted average shares outstanding as they would be anti-dilutive: Schedule of potentially dilutive securitiesÂ Â Â Â Â Â Three and Six Months Ended October 31, Â Â 2024Â 2023 Excluded optionsÂ Â 923,696Â Â Â 279,802Â Excluded warrantsÂ Â 18,570,847Â Â Â 18,570,847Â Total excluded options and warrantsÂ Â 19,494,543Â Â Â 18,850,649Â Â NOTE 10 â€“ PREFERRED STOCKÂ The Company has authorized 10,000,000 shares ofpreferred stock, with a par value of $0.0001, of which 35,000 shares have been designated as â€œSeries B Convertible Preferred Stock.â€As of October 31, 2024 and April 30, 2024, there were 0 and 14,646 shares of Series B Preferred Stock issued and outstanding, respectively.As of October 31, 2024 and April 30, 2024, there were $0 and $11,867,016 amounts subject to redemption, respectively.Â On May 10, 2023, the Company entered into a SecuritiesPurchase Agreement (the â€œPurchase Agreementâ€) with certain accredited investors (the â€œInvestorsâ€), pursuant towhich it agreed to sell to the Investors (i) an aggregate of 35,000 shares of the Companyâ€™s newly-designated Series B convertiblepreferred stock with a stated value of $1,000 per share, initially convertible into up to 8,750,000 shares of the Companyâ€™s commonstock, par value $0.0001 per share at a conversion price of $4.00 per share (the â€œPreferred Sharesâ€), and (ii) warrants toacquire up to an aggregate of 8,750,000 shares of common stock (the â€œWarrantsâ€) (collectively, the â€œPrivate Placementâ€).Â The terms of the Preferred Shares are as set forthin a Certificate of Designations (the â€œCertificate of Designationsâ€), which was filed with the Secretary of the State of Nevadaon May 10, 2023. The Preferred Shares are convertible into common stock (the â€œConversion Sharesâ€) at the election of the holderat any time at an initial conversion price of $4.00 (the â€œConversion Priceâ€). The Conversion Price is subject to customaryadjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment in the event of anyissuances of common stock, or securities convertible, exercisable or exchangeable for common stock, at a price below the then-applicableConversion Price (subject to certain exceptions). The Company is required to settle the Preferred Shares in equal monthly installments,commencing on November 9, 2023. The amortization payments due upon such redemption are payable, at the Companyâ€™s election, in cash,or subject to certain limitations, in shares of common stock valued at the lower of (i) the Conversion Price then in effect and (ii) thegreater of (A) a 20% discount to the average of the three lowest closing prices of the Companyâ€™s common stock during the thirtytrading day period immediately prior to the date the amortization payment is due or (B) the lower of $0.556 and 20% of the Minimum Price(as defined in Rule 5635 of the Rule of the Nasdaq Stock Market) on the date of receipt of Nasdaq Stockholder Approval (as defined below);provided that if the amount set forth in clause B is the lowest effective price, the Company will be required to pay the amortizationpayment in cash. The Company may require holders to convert their Preferred Shares into Conversion Shares if the closing price of thecommon stock exceeds $6.00 per share for 20 consecutive trading days and the daily trading volume of the common stock exceeds 1,000,000shares per day during the same period and certain equity conditions described in the Certificate of Designations are satisfied.Â The holders of the Preferred Shares are entitledto dividends of 4% per annum, compounded monthly, which are payable in cash or shares of common stock at the Companyâ€™s option, inaccordance with the terms of the Certificate of Designations. Upon the occurrence and during the continuance of a Triggering Event (asdefined in the Certificate of Designations), the Preferred Shares will accrue dividends at the rate of 15% per annum. The holders of PreferredShares have no voting rights on account of the Preferred Shares, other than with respect to certain matters affecting the rights of thePreferred Shares.Â Â Â Â 19Â Â Â Notwithstanding the foregoing, the Companyâ€™sability to settle conversions and make amortization payments using shares of common stock is subject to certain limitations set forthin the Certificate of Designations, including a limit on the number of shares that may be issued until the time, if any, that the Companyâ€™sstockholders have approved the issuance of more than 19.9% of the Companyâ€™s outstanding shares of common stock in accordance withNasdaq listing standards (the â€œNasdaq Stockholder Approvalâ€). The Company received Nasdaq Stockholder Approval at its specialmeeting of stockholders held on August 31, 2023. Further, the Certificate of Designations contains a certain beneficial ownership limitationafter giving effect to the issuance of shares of common stock issuable upon conversion of, or as part of any amortization payment under,the Certificate of Designations or Warrants.Â The Certificate of Designations includes certainTriggering Events (as defined in the Certificate of Designations), including, among other things, the failure to file and maintain aneffective registration statement covering the sale of the holderâ€™s securities registrable pursuant to a registration rights agreemententered into by the Company and the Investors simultaneously with the Purchase Agreement and the Companyâ€™s failure to pay any amountsdue to the holders of the Preferred Shares when due. In connection with a Triggering Event, each holder of Preferred Shares will be ableto require the Company to redeem in cash any or all of the holderâ€™s Preferred Shares at a premium set forth in the Certificate ofDesignations.Â The Preferred Shares were determined to be moreakin to a debt-like host than an equity-like host. The Company identified the following embedded features that are not clearly and closelyrelated to the debt host instrument: 1) an installment redemption upon an Equity Conditions Failure (as defined in the Certificate ofDesignation), and 2) variable share-settled installment conversion. These features were bundled together, assigned probabilities of beingaffected and measured at fair value. Subsequent changes in the fair value of these features are recognized in the Condensed ConsolidatedStatements of Operations. The Company estimated the $2,770,000 fair value of the bifurcated embedded derivative at issuance using a MonteCarlo simulation model, with the following inputs: the fair value of the

Companyâ€™s common stock of $2.74 on the issuance date, estimatedequity volatility of 55.0%, estimated traded volume volatility of 355.0%, the time to maturity of 1.50 years, a discounted market interestrate of 15.9%, a risk free rate of 4.3%, dividend rate of 4.0%, a penalty dividend rate of 15.0%, and probability of default of 27.0%.The fair value of the bifurcated derivative liability was estimated utilizing the with and without method which uses the probability weighteddifference between the scenarios with the derivative and the plain vanilla maturity scenario without a derivative.Â During the three and six months endedOctober 31, 2024, the Company recorded a gain of approximately $980,000 and $2,184,000,respectively, related to the change in fair value of the derivative liability, which is recorded in other income, net on theCondensed Consolidated Statements of Operations. The Company estimated $0fair value of the bifurcated embedded derivative at October 31, 2024 as there were nooutstanding Preferred Shares at October 31, 2024.Â Â During the three and six months endedOctober 31, 2024, the Company made all installment payments in cash pursuant to installment redemptions. The installment redemptionswere paid in cash in the amounts of $9,336,833 and $18,766,416,respectively, which includes $8,750,000 and $17,500,000of the Preferred Shares, respectively, $58,333 and $204,166of accrued dividends, respectively, and $528,500 and $1,062,250of additional 6% cash premium, respectively, pursuant to the terms of the Series B Preferred stock. During the three and six monthsended October 31, 2024, the Company made all installment payments in cash pursuant to installment redemptions and accreted$1,045,357 and $3,193,404,respectively, of discount related to the Preferred Shares. During the three and six months ended October 31, 2024, the Companyrecognized a deemed dividend of $528,500 and $1,062,250,respectively, related to the amounts owed in addition to dividends if installments are paid in cash which is included in Preferredstock dividends on the condensed consolidated statement of operations.Â As of October 31, 2024, the Company has reclassifieda portion of the Preferred Shares to an accrued liability for the final (thirteenth) installment redemptions owed to investors in cashof $3,720,458 which includes $2,979,167 of the stated value of the Preferred Shares, $530,698 of dividends payable, and $210,593 of additional6% cash premium pursuant to the terms of the Series B Preferred stock.Â Â The Company has one share of preferred stock designatedas â€œSeries A Preferred Stockâ€ as of October 31, 2024 and April 30, 2024, there were no shares of Series A Preferred Stockissued and outstanding.Â Â Â Â 20Â Â Â The description of the Series A Preferred Stockbelow is qualified in its entirety by reference to the Companyâ€™s Articles of Incorporation, as amended.Â The Series A Preferred Stock has the followingfeatures:Â Â Â· There is one share of preferred stock designated as Series A Preferred Stock; Â Â Â Â Â· The Series A Preferred Stock has a number of votes at any time equal to the number of votes then held by all other shareholders of the Company having a right to vote on any matter plus one. The Certificate of Designations that designated the terms of the Series A Preferred Stock cannot be amended without the consent of the holder of the Series A Preferred Stock; Â Â Â Â Â· The Company may redeem the Series A Preferred Stock at any time for a redemption price of $1.00 paid to the holder of the share of Series A Preferred Stock; and Â Â Â Â Â· The Series A Preferred Stock has no rights of transfer, conversion, dividends, preferences upon liquidation or participation in any distributions to shareholders. Â Â NOTE 11 â€“ TREASURY STOCKÂ In May 2022, the Board authorized a share repurchaseprogram to acquire its outstanding common stock for up to $10 million. In January 2023, the Board authorized an additional share repurchaseprogram to acquire up to an additional $10 million of the Companyâ€™s outstanding common stock. In conjunction with the share repurchaseprograms, the Company selected a broker to repurchase shares on behalf of the Company. The amount of common stock repurchased on any giventrading day is determined by a formula, which is based on the market price of the common stock and average daily volumes. Shares repurchasedare held in treasury for general corporate purposes. The shares are treated as Treasury Stock using the cost method. During the threeand six months ended October 31, 2024, the Company repurchased 683,036 and 1,003,382 additional shares, respectively, under the repurchaseprogram at a total cost, including commissions and excise taxes of $1,417,565 and $2,167,165, respectively. As of October 31, 2024, thetotal number of shares repurchased pursuant to the repurchase programs was 6,551,957 shares at a total cost, including commissions andexcise taxes of $17,485,484. Repurchased shares are included in Treasury Stock in the accompanying Condensed Consolidated Balance Sheets.At October 31, 2024, $2,514,516 remains available to repurchase the Companyâ€™s common stock pursuant to the share repurchase programs.Â Tender OfferÂ On May 11, 2023, the Company commenced a tenderoffer, in accordance with Rule 13e-4 promulgated under the Securities Exchange Act of 1934, as amended, to purchase up to 7,750,000 sharesof its common stock, par value $0.0001 per share, at a price of $3.25 per share. The tender offer expired one minute after 11:59 p.m.on June 9, 2023, and following such expiration the Company accepted for purchase a total of 8,085,879 shares at $3.25 per share, including335,879 shares that the Company elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding shares.The resultant aggregate purchase price was $26,721,897, including excise tax, fees and expenses relating to the tender offer. These sharesare treated as Treasury Stock using the cost method and are included as Treasury Stock in the accompanying Condensed Consolidated Statementsof Convertible Preferred Stock and Stockholdersâ€™ Equity.Â As of October 31, 2024, the total number of sharesheld in Treasury Stock is 14,637,836 shares at a total cost of $44,207,381.Â Â Â Â 21Â Â Â NOTE 12 â€“ FAIR VALUE MEASUREMENTSÂ Fair value measurements discussed herein are basedupon certain market assumptions and pertinent information available to management as of and during the six months ended October 31, 2024.The carrying amounts of cash equivalents, other current assets, accounts payable and accrued expenses approximate their face values atOctober 31, 2024 due to their short-term nature. The fair value of the bifurcated embedded derivative related to the convertible preferredstock was estimated using a Monte Carlo simulation model, which uses as inputs the fair value of the Companyâ€™s common stock andestimates for the equity volatility and traded volume volatility of the Companyâ€™s common stock, the time maturity of the convertiblepreferred stock, the risk-free interest rate for a period of time that approximates the time to maturity, dividend rate, a penalty dividendrate and the probability of default. The fair value of the warrant liability was estimated using the Black Scholes Merton Model whichuses as inputs the following weighted average assumptions, as noted above: dividend yield, expected terms in years, equity volatilityand risk-free rate.Â Fair Value on a Recurring BasisÂ The Company follows the guidance in ASC 820 forits financial assets and liabilities that are re-measured and reported and reported at fair at each reporting period, and non-financialassets and liabilities that are re-measured and reported at fair value at least annually. The estimated fair value of the warrant liabilityand bifurcated embedded derivative represent Level 3 measurements. The bifurcated embedded derivative was extinguished as a result ofthe redemption of the Series B convertible notes. The following table presents information about the Companyâ€™s liabilities thatare measured at fair value on a recurring basis at October 31, 2024, and indicates the fair value hierarchy of the valuation inputs theCompany utilized to determine such fair value:Â Schedule of fair value of financial liabilitiesÂ Â Â Â Â Â DescriptionÂ LevelÂ October 31, 2024Â April 30, 2024 Liabilities:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilityÂ Â 3Â Â $6,871,000Â Â $10,784,000Â Bifurcated embedded derivativeÂ Â 3Â Â $â€“Â Â

$2,184,000Â Â Â The following table sets forth a summary of thechange in the fair value of the warrant liability that is measured at fair value on a recurring basis.Â Schedule of change in the fair value of the warrant liabilityÂ Â Â Â Â Â Three Months Ended Â Â October 31, 2024 Balance on July 31, 2024Â $8,700,000Â Issuance of warrantsÂ Â â€“Â Change in fair value of warrant liabilityÂ Â (1,829,000) Balance on October 31, 2024Â $6,871,000Â Â Â Â Six Months Ended Â Â October 31, 2024 Balance on April 30, 2024Â $10,784,000Â Issuance of warrantsÂ Â â€“Â Change in fair value of warrant liabilityÂ Â (3,913,000) Balance on October 31, 2024Â $6,871,000Â Â Â Â Â 22Â Â Â The following table sets forth a summary of thechange in the fair value of the bifurcated embedded derivative liability that is measured on a recurring basis:Â Â Schedule of embedded derivative liabilityÂ Â Â Â Â Â Three Months Ended Â Â October 31, 2024 Balance on July 31, 2024Â $980,000Â Issuance of convertible preferred stock with bifurcated embedded derivative liabilityÂ Â â€“Â Change in fair value of bifurcated embedded derivativeÂ Â (980,000) Balance on October 31, 2024Â $â€“Â Â Â Â Six Months Ended Â Â October 31, 2024 Balance on April 30, 2024Â $2,184,000Â Issuance of convertible preferred stock with bifurcated embedded derivative liabilityÂ Â â€“Â Change in fair value of bifurcated embedded derivativeÂ Â (2,184,000) Balance on October 31, 2024Â $â€“Â Â The fair value of the convertible note receivableusing the income approach, which uses as inputs the fair value of debtorâ€™s common stock and estimates for the equity volatilityand volume volatility of debtorâ€™s common stock, the time to expiration of the convertible note, the discount rate, the stated interestrate compared to the current market rate, the risk-free interest rate for a period that approximates the time to expiration, and probabilityof default. Therefore, the estimate of expected future volatility is based on the actual volatility of debtorâ€™s common stock andhistorical volatility of debtorâ€™s common stock utilizing a lookback period consistent with the time to expiration. The time to expirationis based on the contractual maturity date. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve ineffect at the time of measurement for time periods approximately equal to the time to expiration. Probability of default is estimatedusing the S&P Global default rate for companies with a similar credit rating to debtorâ€™s.Â The fair values of financial instruments by classas of October 31, 2024 are as follows: Schedule of fair values of financial instruments by classÂ Â Â Â Â Â Â Â LevelÂ October 31, 2024Â April 30, 2024 Financial AssetsÂ Â Â Â Â Â Â Â Â Â Â Â Convertible note receivable â€“ investment in debt securityÂ Â 3Â Â $3,435,000Â Â $2,755,000Â Warrant asset â€“ FemasysÂ Â 3Â Â $3,918,000Â Â $5,152,000Â Investment in preferred stock - TNFÂ Â 3Â Â $18,799,000Â Â $â€“Â Warrant asset â€“ TNFÂ Â 3Â Â $6,056,000Â Â $â€“Â Â Assumptions used in the valuation of the Level3 assets include time to expiration, discount rate, risk-free rate, volatility and probability of default.Â Â Â Â 23Â Â Â NOTE13 â€“ INVESTMENT IN TNF PHARMACEUTICALS, INC.Â On May 20, 2024, the Company entered into a SecuritiesPurchase Agreement (the â€œSPAâ€) with a public company operating in the medical industry, MyMD Pharmaceuticals, Inc. which subsequentlychanged its name to TNF Pharmaceuticals, Inc., (â€œTNFâ€). Pursuant to the SPA, the Company purchased (i) 7,000 shares of TNFâ€™sSeries G Convertible Preferred Stock (the â€œPreferred Sharesâ€ or â€œSeries G Preferred Stockâ€), representing approximately33% of TNFâ€™s issued and outstanding share capital on an as-converted basis (and approximately 78% of all shares of Series G PreferredStock outstanding), at a price of $1.816 per Preferred Share, which are convertible into 3,854,626 shares of Common Stock (as definedbelow); (ii) warrants to purchase up to 3,854,626 shares of TNFâ€™s Common Stock with a five-year term (â€œLong-Term Warrantâ€);and (iii) warrants to purchase up to 3,854,626 shares of TNFâ€™s Common Stock with a 18-month term (â€œShort-Term Warrantâ€)(collectively, the â€œTNF warrantsâ€), for an aggregate purchase price of $7,000,000.Â Pursuant to the SPA, the Company has the righto participate in future sales of TNFâ€™s equity and equity-linked securities until the second anniversary of the Closing or the dateon which no TNF Preferred Shares remain outstanding, whichever is earlier. Additionally, the Company has the right to nominate one individualto serve on TNFâ€™s board of directors until PharmaCyte no longer beneficially owns at least 20% of TNFâ€™s common stock on anas-converted basis. The Companyâ€™s Interim Chief Executive Officer serves on the board of directors of TNF.Â The Company has determined that TNF is a VIE,since TNF does not have sufficient equity at risk to finance its own operations without additional subordinated financial support. However,the Company has determined that it is not the primary beneficiary of TNF. Furthermore, TNFâ€™s Series G Preferred Stock is not consideredin substance common stock, and as such, equity method accounting does not apply. The Company recorded its investment in TNF Series G PreferredStock at its fair value of approximately $17,410,000 on May 23, 2024 as the Company did not elect the measurement alternative to accountfor the investment at cost less impairment. Subsequent changes in fair value of the TNF Series G Preferred Stock are recognized in earningsat each reporting period. The initial fair value of the TNF Series G Preferred Stock was estimated utilizing a Monte Carlo simulationwith the following assumptions: TNF stock price of $2.00, price floor of $0.40, expected time to settlement of 5.00 years, dividend rateof 10%, discounted market interest rate of 9.8%, risk free rate of 4.52%, equity volatility of 115.0% and probability of default of 18.3%.Â The Warrants were determined to meet the definitionof a derivative and were required to be recorded at fair value in accordance with ASC 815. Subsequent changes in the fair value of theWarrants are recognized in earnings, at each reporting date. The approximately $10,986,000 issuance date fair value of the Warrants wasdetermined utilizing the Black Scholes Merton Method with the following assumptions: TNF stock price of $2.00, exercise price of $1.82,risk free rate of 4.52%-5.05%, equity volatility of 115.0%-125.0% and remaining term of 1.5-5.0 years. As the fair value of the TNF SeriesG Preferred Stock and Warrants exceeded the Companyâ€™s total investment in TNF, the Company recognized an approximately $21,396,000gain on investment on the condensed consolidated statements of operations for the excess of the fair value of the Warrants over the investmentamount. As both the Series G Preferred Stock and Warrants are required to be initially measured and subsequently remeasured at fair value,they are presented as a single line item on the condensed consolidated balance sheets as Investment â€“ TNF.Â During the three and six months endingOctober 31, 2024, the Company recognized a loss for the change in fair value of the Investment â€“ TNF of approximately$4,265,000 and $3,541,000,respectively. The approximately $18,799,000fair value of the TNF Series G Preferred Stock was estimated utilizing a Monte Carlo simulation with the following assumptions onOctober 31, 2024: TNF stock price of $1.42, price floor of $0.36, expected time to settlement of 5.00 years, dividend rate of 10%,discount market interest rate of 7.0%, risk free rate of 4.15%, equity volatility of 120.0% and probability of default of 18.0%. Theapproximately $6,056,000 fair value of the Warrants was determined utilizing the Black Scholes Merton Method with the followingassumptions on October 31, 2024: TNF stock price of $1.42, exercise price of $1.82, risk free rate of 4.14%-4.26%, equity volatilityof 105.0%-110.0% and remaining term of 1.06-4.56 years.Â Â Â Â 24Â Â Â Below is a summary of activity for the PreferredStock as of October 31, 2024: Summary of investment stock and warrantsÂ Â Â Â Balance of Preferred Stock as of April 30, 2024Â $â€“Â PurchasedÂ Â 17,410,050Â Change in fair valueÂ Â 1,388,950Â Balance of Warrant assets as of October 31, 2024Â $18,799,000Â Â Below is a summary of activity for the PreferredStock Warrants as of October 31, 2024: Balance of Warrant assets as of April 30, 2024Â $â€“Â

PurchasedÂ Â 10,985,684Â Change in fair valueÂ Â (4,929,684) Balance of Warrant assets as of October 31, 2024Â $6,056,000Â Â NOTE 14 â€" SUBSEQUENT EVENTSÂ Stock RepurchaseÂ From November 1, 2024 to December 9, 2024, theCompany repurchased 66,125 shares of common stock through the stock repurchase program for $121,015, including commissions and accruedexcise taxes.Â On November 21, 2024, the Company received 315,790shares of Femasys common stock in settlement on interest income on the Femasys Notes of $300,000.Â Â 25Â Â Â Item 2. Managementâ€™s Discussion and Analysis of FinancialConditions and Results of OperationsÂ Cautionary Note Regarding Forward-Looking StatementsÂ This Quarterly Reporton Form 10-Q (â€œReportâ€) includes â€œforward-looking statementsâ€ within the meaning of the federal securities laws.Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Generally, statements other than statementsof historical fact are â€œforward-looking statementsâ€ for purposes of this Report, including any projections of earnings, revenueor other financial items, any statements regarding the plans and objectives of management for future operations, any statements concerningproposed new products or services, any statements regarding future economic conditions or performance, any statements regarding expectedbenefits from any transactions and any statements of assumptions underlying any of the foregoing. In some cases, forward-looking statementscan be identified by use of terminology such as â€œmay,â€ â€œwill,â€ â€œshould,â€ â€œbelieves,â€ â€œintends,â€â€œexpects,â€ â€œplans,â€ â€œanticipates,â€ â€œestimates,â€ â€œgoal,â€ â€œaim,â€â€œpotentialâ€ or â€œcontinue,â€ or the negative thereof or other comparable terminology. Although we believe that theexpectations reflected in the forward-looking statements contained in this Report are reasonable, there can be no assurance that suchexpectations or any of the forward-looking statements will prove to be correct, and actual results could differ materially from thoseprojected or assumed in the forward-looking statements. Thus, investors should refer to and carefully review information in future documentswe file with the U.S. Securities and Exchange Commission (â€œCommissionâ€). Our future financial condition and results of operations,as well as any forward-looking statements, are subject to inherent risk and uncertainties, including, those set forth in this Item 2,â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and in our unaudited condensedconsolidated financial statements and notes thereto included in this Quarterly Report, those set forth from time to time in our otherfilings with the Commission, including our Annual Report on Form 10-K for the fiscal year ended April 30, 2024 and the following factorsand risks:Â Among others, these include:Â Â Â Â· our estimates regarding expenses, future revenues, capital requirements and needs for additional financing; Â Â Â Â Â· whether the United States (â€œU.S.â€) Food and Drug Administration (â€œFDAâ€) approves our Investigational New Drug Application (â€œINDâ€) after we complete the FDAâ€™s requested studies and submit a response to the FDAâ€™s clinical hold, so that we can commence our planned clinical trial involving locally advanced, inoperable, non-metastatic pancreatic cancer (â€œLAPCâ€); Â Â Â Â Â· the success and timing of our preclinical studies and clinical trials; Â Â Â Â Â· the potential that results of preclinical studies and clinical trials may indicate that any of our technologies and product candidates are unsafe or ineffective; Â Â Â Â Â· our dependence on third parties in the conduct of our preclinical studies and clinical trials; Â Â Â Â Â· the difficulties and expenses associated with obtaining and maintaining regulatory approval of our product candidates; Â Â Â Â Â· the material adverse impact that the coronavirus pandemic may have on our business, including our planned clinical trial involving LAPC, which could materially affect our operations as well as the business or operations of third parties with whom we conduct business; and Â Â Â Â Â· whether the FDA will approve our product candidates after our clinical trials are completed, assuming the FDA allows our clinical trials Â Â Â Â 26Â Â Â All forward-lookingstatements and reasons why results may differ included in this Report are made as of the date hereof, and we do not intend to update anyforward-looking statements except as required by law or applicable regulations. New risk factors emerge from time to time, and it is notpossible to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to whichany factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements.Forward-looking statements are not guarantees of performance. All forward-looking statements attributable to us or persons acting on ourbehalf are expressly qualified in their entirety by the foregoing cautionary statements.Â Except where the contextotherwise requires, in this Report, the â€œCompany,â€ â€œwe,â€ â€œusâ€ and â€œourâ€ refer to PharmaCyteBiotech, Inc., a Nevada corporation, and, where appropriate, its subsidiaries.Â Overview of BusinessÂ We are a biotechnology company focused on developingcellular therapies for cancer based upon a proprietary cellulose-based live cell encapsulation technology known as â€œCell-in-a-BoxÂ®.â€The Cell-in-a-BoxÂ® technology is intended to be used as a platform upon which therapies for several types of cancer, including LAPC,will be developed. The current generation of our product candidate is referred to as â€œCypCapsâ„¢.â€Â During the year ended April 30, 2024, we determinedthat research and development in the treatment of diabetes would no longer be pursued.Â On August 15, 2022, we entered into a CooperationAgreement (the â€œCooperation Agreementâ€) with Iroquois Master Fund Ltd. and its affiliates, pursuant to which we elected areconstituted board of directors (the â€œBoardâ€). On November 17, 2023, the Board formed the Strategic Scientific Committee(the â€œScientific Committeeâ€), chaired by Dr. Michael Abecassis. The Scientific Committee and our independent consultants arereviewing many of the risks relative to our business. In addition, the Board is reviewing risks associated with our development programsand our relationship with SG Austria Pte. Ltd (â€œSG Austriaâ€), including that all licensed patents have expired and that know-howrelating to our Cell-in-a-BoxÂ® technology solely resides with SG Austria. The Board has reduced spending on our programs, includingpre-clinical and clinical activities, until the review by the Scientific Committee and the Board is complete and the Board has determinedthe actions and plans to be implemented. The Scientific Committeeâ€™s recommendations will include potentially seeking a new frameworkfor our relationship with SG Austria and its subsidiaries. We are reevaluating those programs which are dependent on SG Austria and theU.S. Food and Drug Administrationâ€™s (the â€œFDAâ€) acceptance of its technologies, including our development programs forlocally advanced, inoperable, non-metastatic pancreatic cancer (â€œLAPCâ€). Our reevaluation for addressing the FDA concernshas resulted in delays stemming from the review of the non-clinical package provided by SG Austria and changes to the FDA review process.Â The Cell-in-a-BoxÂ® encapsulation technologyis designed to present genetically engineered live human cells to targeted tissues. The technology is intended to result in the formationof pinhead-sized cellulose-based porous capsules in which genetically modified live human cells can be encapsulated, grown to confluenceand maintained in a cryopreserved (frozen) state until shortly before they are injected into an appropriate patient. In a laboratory setting,this proprietary live cell encapsulation technology has been shown to create a micro-environment in which encapsulated cells survive andflourish. Encapsulated cells are protected from environmental challenges, such as the shear forces associated with bioreactors and passagethrough catheters and needles, which we believe enables greater cell growth and production of the active molecules. The capsules are largelycomposed of cellulose (cotton) and are bioinert. During the past year, SG

Austria has generated data and reports to support submissionto the FDA concerning the safety of the microcapsules.Â We have been developing therapies for pancreatictumors by using genetically engineered live human cells that we believe are capable of converting a cancer prodrug into its cancer-killingform. We encapsulate those cells using the Cell-in-a-BoxÂ® technology and place those capsules in the body as close as possible tothe tumor. In this way, we believe that when a cancer prodrug is administered to a patient with a particular type of cancer that may beaffected by the resulting active drug, the killing of the patientâ€™s cancerous tumor may be optimized both by enhanced potency andlimited exposure away from the target tumor. We believe that the prodrug/activator technology is well suited to address the shift fromcure/enhanced survival to creating a zone of clearance around blood vessels adjacent to tumor. This zone of clearance improves the probabilityof successful surgical resection of LAPC, which has been shown to improve survival.Â Â Â Â 27Â Â Â In addition to reengaging SG Austria, we are alsoidentifying alternative approaches to expand the prodrug/activator technology for cancer treatment. These discussions may expand our prodrug/activationoptions to use highly toxic cancer-killing drugs in tightly controlled perivascular spaces.Â Until the Strategic Scientific Committee completesits evaluation of our programs and we enter into a new framework for its relationship with SG Austria, spending on our development programshas been curtailed.Â Investigational New Drug Application and ClinicalHoldÂ On September 1, 2020, we submitted an IND to theFDA for a planned clinical trial in LAPC. On October 1, 2020, we received notice from the FDA that it had placed our IND on clinical hold.On October 30, 2020, the FDA sent us a letter setting forth the reasons for the clinical hold and providing specific guidance on whatwe must do to have the clinical hold lifted.Â In order to address the clinical hold, the FDAhas requested that we:Â Â Â· Provide additional sequencing data and genetic stability studies; Â Â Â Â Â· Conduct a stability study on our final formulated product candidate as well as the cells from our Master Cell Bank (â€œMCBâ€); Â Â Â Â Â· Evaluate the compatibility of the delivery devices (the prefilled syringe and the microcatheter used to implant the CypCapsâ„¢) with our product candidate for pancreatic cancer; Â Â Â Â Â· Provide additional detailed description of the manufacturing process of our product candidate for pancreatic cancer; Â Â Â Â Â· Provide additional product release specifications for our encapsulated cells; Â Â Â Â Â· Demonstrate comparability between the 1st and 2nd generation of our product candidate for pancreatic cancer and ensure adequate and consistent product performance and safety between the two generations; Â Â Â Â Â· Conduct a biocompatibility assessment using the capsules material; Â Â Â Â Â· Address specified insufficiencies in the Chemistry, Manufacturing and Controls information in the cross-referenced Drug Master File; Â Â Â Â Â· Conduct an additional nonclinical study in animals to assess the safety, activity, and distribution of the product candidate for pancreatic cancer; and Â Â Â Â Â· Revise the Investigators Brochure to include any additional preclinical studies conducted in response to the clinical hold and remove any statements not supported by the data we generated. Â Â Â Â 28Â Â Â The FDA also requested that we address the followingissues as an amendment to our IND:Â Â Â· Provide a Certificate of Analysis for pc3/2B1 plasmid that includes tests for assessing purity, safety, and potency; Â Â Â Â Â· Perform qualification studies for the drug substance filling step to ensure that the product candidate for pancreatic cancer remains sterile and stable during the filling process; Â Â Â Â Â· Submit an updated batch analysis for the product candidate for the specific lot that will be used for manufacturing all future product candidates; Â Â Â Â Â· Provide additional details for the methodology for the Resorufin (CYP2B1) potency and the PrestoBlue cell metabolic assays; Â Â Â Â Â· Provide a few examples of common microcatheters that fit the specifications in our Angiography Procedure Manual; Â Â Â Â Â· Clarify the language in our Pharmacy Manual regarding proper use of the syringe fill with the product candidate for pancreatic cancer; and Â Â Â Â Â· Provide a discussion with data for trial of the potential for cellular and humoral immune reactivity against the heterologous rat CYP2B1 protein and potential for induction of autoimmune-mediated toxicities in our study population. Â Â The following provides a detailed summary of ouractivities to have the clinical hold lifted:Â Â Â· Stability Studies on Our Clinical Trial Product Candidate for Pancreatic Cancer. We have successfully completed the required product stability studies. The timepoints were 3, 6, 9, 12, 18 and 24 months of our product candidate for pancreatic cancer being stored frozen at -80C. These studies included container closure integrity testing for certain timepoints. Â Â Â Â Â· Additional Studies Requested by the FDA. We have successfully completed various additional studies requested by the FDA, including a stability study on the cells from our MCB used to make our CypCapsâ„¢. Â Â Â Â Â· Determination of the Exact Sequence of the Cytochrome P450 2B1 Gene. We have completed the determination of the exact sequence of the cytochrome P450 2B1 gene inserted at the site previously identified on chromosome 9 using state-of-the-art nanopore sequencing. This is a cutting edge, unique and scalable technology that permits real-time analysis of long DNA fragments. The result of this analysis of the sequence data confirmed that the genes are intact. Â Â Â Â Â· Confirmation of the Exact Sequence of the Cytochrome P450 2B1 Gene Insert. An additional, more detailed analysis of the integration site of the cytochrome P450 2B1 gene from the augmented HEK293 cell clone that is used in our CypCapsâ„¢ was found to be intact. In this new study, we were able to confirm the previously determined structure of the integrated transgene sequence using more data points. These studies also set the stage for a next step analysis to determine the genetic stability of the cytochrome P450 2B1 gene at the DNA level after multiple rounds of cell growth. This new study has been completed in which our original Research Cell Bank (â€œRCBâ€) cells were compared with cells from the MCB. The analysis confirmed that the cytochrome P450 2B1 and the surrounding sequence has remained stable with no changes detected at the DNA level. Â Â Â Â Â· Biocompatibility Studies. We have been involved with 10 biocompatibility studies requested by the FDA, eight of which have been completed successfully. To enable the biocompatibility studies to be performed, we had Austrianova Singapore Pte. Ltd. (â€œAustrianovaâ€) manufacture an additional 400 syringes of empty capsules. Â Â Â Â 29Â Â Â Â Â· Systemic Toxicity Testing. We evaluated the potential toxicity of the capsule component of our product candidate for pancreatic cancerâ€Œ and determined there is no evidence of toxicity in any of the parameters examined. The study also confirmed previous data that shows our capsule material is bioinert. Â Â Â Â Â· Micro-Compression and Swelling Testing. This testing is underway. We are developing and optimizing two reproducible methods for testing and confirming the physical stability and integrity of our CypCapsâ„¢ under extreme pressure. These studies required the acquisition of new equipment by Austrianova as well as validation and integration into Austrianovaâ€™s Quality Control laboratory. Â Â Â Â Â· Break Force and Glide Testing. We are in the process of developing a protocol to measure whether the syringe, attached to the catheter when used to expel the capsules, will still have a break and glide force that is within the specifications we have established. We are setting the specifications based on the syringe/plunger manufacturerâ€™s measured break and glide forces, or alternatively, accepted ranges for glide forces routinely used in the clinic. Â Â Â Â Â· Capsules Compatibility with the Syringe and Other Components of the Microcatheter Delivery System. We are in the process of showing that CypCapsâ„¢ are not in any way adversely affected by the catheters used by interventional radiologists to deliver them into a patient. Compatibility data is being generated to demonstrate that the quality of the CypCapsâ„¢ is maintained

after passage through the planned microcatheter systems. Â Â Â Â Â· CypCaps Capsules and Cell Viability after Exposure to Contrast Medium. We have commenced testing to show that exposure of CypCapsâ„¢ to the contrast medium interventional radiologists â€Œused to implant the CypCapsâ„¢ in a patient has no adverse effect on CypCapsâ„¢. Contrast medium is used to visualize the blood vessels during implantation. Â Â Â Â Â· Master Drug File Information. Austrianova is providing additional detailed confidential information on the manufacturing process, including information on the improvements and advancements made to our product candidate for pancreatic cancer since the last clinical trials were conducted with respect to reproducibility and safety. However, Austrianova has not changed the overall physical characteristics of CypCapsâ„¢ between the 1st and 2nd generations. Â Â Â Â Â· Submission of Data to FDA. We are in the process of providing these data to the FDA. The clinical hold did not reflect any deficiencies of the clinical trial proposed. We seek to resolve these non-clinical issues to enable FDA review of a new clinical protocol that reflects the standard of care for LAPC. Â Performance Indicators Â Non-financial performance indicators used by managementto manage and assess how the business is progressing will include, but are not limited to, the ability to: (i) acquire appropriate fundingfor all aspects of our operations; (ii) acquire and complete necessary contracts; (iii) complete activities for producing geneticallymodified human cells and having them encapsulated for our preclinical studies and the planned clinical trial in LAPC; (iv) have regulatorywork completed to enable studies and trials to be submitted to regulatory agencies; (v) complete all required tests and studies on thecells and capsules we plan to use in our clinical trial in patients with LAPC; (vi) ensure completion of the production of encapsulatedcells according to cGMP regulations to use in our planned clinical trial; (vii) complete all of the tasked the FDA requires of us in orderto have the clinical hold lifted; and (viii) obtain approval from the FDA to lift the clinical hold on our IND that we may commence ourplanned clinical trial in LAPC.Â There are numerous items required to be completedsuccessfully to ensure our final product candidate is ready for use in our planned clinical trial in LAPC. The effects of material transactionswith related parties, and certain other parties to the extent necessary for such an undertaking, may have substantial effects on boththe timeliness and success of our current and prospective financial position and operating results. Nonetheless, we are actively workingto ensure strong ties and interactions to minimize the inherent risks regarding success. We do not believe there are factors which willcause materially different amounts to be reported than those presented in this Report. We aim to assess this regularly to provide accurateinformation to our shareholders.Â Â Â Â 30Â Â Â Results of OperationsÂ Three and six months ended October 31, 2024, compared to threeand six months ended October 31, 2023Â RevenueÂ We had no revenues for the three and six months ended October 31, 2024,and 2023.Â Operating Expenses and Loss from OperationsÂ The total operating expenses and loss from operationsduring the three months ended October 31, 2024, were $1,106,060, a decrease of $303,460 compared to the three months ended October 31,2023. The decrease is mainly attributable to decreases in director fees of $168,738, legal and professional fees of $49,388, and generaland administrative costs of $154,945, and net of increases in R&D cost of $15,437 and compensation expense of $54,174.Â Operating expenses:Â Three Months Ended October 31, 2024Â Change- Increase (Decrease) and PercentÂ Three Months Ended October 31, 2023 R&DÂ $97,470Â Â $15,437Â Â $82,033Â Â Â Â Â Â Â Â 19%Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Compensation expenseÂ $283,333Â Â $54,174Â Â $229,159Â Â Â Â Â Â Â Â 24%Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Director feesÂ $138,000Â Â $(168,738)Â $306,738Â Â Â Â Â Â Â Â (55%)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â General and administrative, legal and professionalÂ $587,257Â Â $(204,333)Â $791,590Â Â Â Â Â Â Â Â (26%)Â Â Â Â Â The total operating expenses and loss from operationsduring the six months ended October 31, 2024, were $2,374,947, a decrease of $1,109,899 compared to the six months ended October 31, 2023.The decrease is mainly attributable to decreases in director fees of $80,953 and general and administrative costs of $1,375,516 relatingprimarily to warrant issuance costs of $913,640, and net of increases in R&D cost of $6,970, compensation expense of $203,660 andlegal and professional expense costs of $135,940.Â Â Â Â 31Â Â Â Operating expenses:Â Six Months Ended October 31, 2024Â Change- Increase (Decrease) and PercentÂ Six Months Ended October 31, 2023 R&DÂ $193,486Â Â $6,970Â Â $186,516Â Â Â Â Â Â Â Â 4%Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Compensation expenseÂ $672,817Â Â $203,660Â Â $469,157Â Â Â Â Â Â Â Â 43%Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Director feesÂ $276,000Â Â $(80,953)Â $356,953Â Â Â Â Â Â Â Â (23%)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â General and administrative, legal and professionalÂ $1,232,644Â Â $(1,239,576)Â $2,472,220Â Â Â Â Â Â Â Â (50%)Â Â Â Â Â Other Income (Expenses), NetÂ Other income (expenses), net, for the three monthsended October 31, 2024 was $(363,500) as compared to other income (expense), net of $4,199,416 for the three months ended October 31,2023. Other income (expenses), net, for the three months ended October 31, 2024 is attributable to interest income of $382,562, net ofchanges in fair value of warrant liability of $1,829,000, a change in fair value of derivative liability of $980,000, a change in fairvalue of convertible note receivable of $435,000, a change in fair value warrant assets of $276,000, a change in fair value of the TNFwarrant assets of $(4,265,000), and other expenses of $(1,062). Other income (expense), net, for the three months ended October 31, 2023,is attributable to interest income of $894,181, changes in fair value of warrant liability of $4,075,000 and derivative liability of $(769,000),net of other expenses of $(765).Â Other income (expenses), net, for the six monthsended October 31, 2024 was $24,326,742 as compared to other income (expense), net of $3,091,445 for the six months ended October 31, 2023.Other income (expenses), net, for the six months ended October 31, 2024 is attributable to interest income of $929,994, net of changesin fair value of warrant liability of $3,913,000, a change in fair value of derivative liability of $2,184,000, a change in fair valueof convertible note receivable of $680,000, a change in fair value warrant assets of $(1,234,000), a gain on related party investmentof $21,395,734, a change in fair value of the TNF warrant assets of $(3,540,734), and other expenses of $(1,252). Other income (expense),net, for the six months ended October 31, 2023, is attributable to interest income of $1,770,059, changes in fair value of warrant liabilityof $2,623,000 and derivative liability of $(1,299,000), net of other expenses of $(2,614).Â Â Â Â 32Â Â Â Discussion of Operating, Investing and FinancingActivitiesÂ The following table presents a summary of oursources and uses of cash for the six months ended October 31, 2024, and 2023.Â Â Â Six Months Ended October 31, 2024Â Six Months Ended October 31, 2023 Net cash used in operating activities:Â $(1,428,032)Â $(1,641,395) Net cash used in investing activities:Â $(7,000,000)Â $â€"Â Net cash provided by (used in) financing activities:Â $(20,912,124)Â $7,027,868Â Effect of currency rate exchangeÂ $244Â Â $(1,140) Net increase (decrease) in cash and cash equivalentsÂ $(29,339,912)Â $5,385,333Â Â Operating Activities:Â The cash and cash equivalents used in operatingactivities for the six months ended October 31, 2024 is a result of our net income of $21,951,795, change in fair value of warrant assetnote receivable of $1,234,000, investment in TNF of $3,540,734, stock based compensation of $341,832 offset by the gain on related partyinvestment of $(21,395,734) the changes in fair value of warrant liability of $(3,913,000), derivative liability of $(2,184,000), convertiblenote receivable of $(680,000), and changes to prepaid expenses, accounts payable, accrued expenses, and accrued dividends totaling

approximately$(324,000). The cash and cash equivalents provided by operating activities for the six months ended October 31, 2023 is a result of ournet losses of $(393,401), changes in fair value of warrant liability of $(2,623,000) offset by changes in derivative liability of $1,299,000,and changes to prepaid expenses, accounts payable and accrued expenses of approximately $76,000.Â Investing Activities:Â On May 20, 2024, we entered into a SecuritiesPurchase Agreement (the â€œTNF Purchase Agreementâ€) with a public company operating in the medical industry, MyMD Pharmaceuticals,Inc., which subsequently changed its name to TNF Pharmaceuticals, Inc. (â€œTNFâ€). Pursuant to the TNF Purchase Agreement, wepurchased (i) 7,000 shares of TNFâ€™s Series G Convertible Preferred Stock (the â€œPreferred Sharesâ€ or â€œSeries GPreferred Stockâ€), representing approximately 33% of TNFâ€™s issued and outstanding share capital on an as-converted basis (andapproximately 78% of all shares of Series G Preferred Stock outstanding), at a price of $1.816 per Preferred Share, which are convertibleinto 3,854,626 shares of Common Stock (as defined below); (ii) warrants to purchase up to 3,854,626 shares of TNFâ€™s Common Stockwith a five-year term; and (iii) warrants to purchase up to 3,854,626 shares of TNFâ€™s Common Stock with a 18-month, for an aggregatepurchase price of $7,000,000.Â See Note 14 â€“ Investment in Series G PreferredStock of TNF Pharmaceuticals, Inc.Â Financing Activities:Â The cash and cash equivalents used in financingactivities for the six months ended October 31, 2024 is mainly attributable to the repurchase of common stock of approximately $2,146,000and redemption of preferred stock of approximately 18,766,000. For the six months ended October 31, 2023, the cash provided by the proceedsfrom the issuance of preferred stock of approximately $33,650,000, net of issuance costs and the repurchase of common stock of approximately$26,622,000.Â Â Â Â 33Â Â Â Liquidity and Capital ResourcesÂ As of October 31, 2024, our cash and cash equivalentstotaled approximately $20.1 million, compared to approximately $50 million as of April 30, 2024. Working capital was approximately $17million as of October 31, 2024, compared to approximately $43 million as of April 30, 2024. The decrease in cash is attributable to anincrease in the redemption of preferred stock of approximately $18.8 million, the repurchase of our common stock of approximately $2.1million, and in the investment in TNF of $7 million, operating expenses of approximately $2.4 million.Â On May 10, 2023, we entered into the PurchaseAgreement, pursuant to which we sold to the Investors 35,000 Preferred Shares and Warrants to acquire up to an aggregate of 8,750,000shares of common stock. The gross proceeds of the Private Placement were $35 million, before offering expenses. If all of the Warrantswere exercised for cash, we would receive additional gross proceeds of approximately $35 million.Â Â To meet our short and long-term liquidity needs,we expect to use existing cash balances and a variety of other means. Other sources of liquidity could include additional potential issuancesof debt or equity securities in public or private financings, partnerships, collaborations and sale of assets. Our history of operatinglosses and liquidity challenges may make it difficult for us to raise capital on acceptable terms or at all. The demand for the equityand debt of pharmaceutical companies like ours is dependent upon many factors, including the general state of the financial markets. Duringtimes of extreme market volatility, capital may not be available on favorable terms, if at all. Our inability to obtain such additionalcapital could materially and adversely affect our business operations. Our future capital requirements are difficult to forecast and willdepend on many factors, but we believe that our cash on hand will enable us to fund operating expenses for at least the next 12 monthsfollowing the issuance of our financial statements.Â Service AgreementsÂ We entered into several service agreements, withboth independent and related parties, pursuant to which services will be provided over the next twelve months related to the clinicalhold on our IND submission involving LAPC. The services include developing studies and strategies relating to clearing the clinical hold.The total cost is estimated to be approximately $212,000, of which the related party portion will be approximately $157,000. These agreementsare under review by our Business Review Committee and reconstituted Board which has curtailed spending on this program until their reviewis complete and recommendations are made.Â Critical Accounting EstimatesÂ Our Condensed Consolidated Financial Statementsare prepared in accordance with U.S. generally accepted accounting principles (â€œU.S. GAAPâ€). We are required to make assumptionsand estimates about future events and apply judgments that affect the reported amounts of assets, liabilities, revenue and expenses andthe related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors thatmanagement believes to be relevant at the time our Condensed Consolidated Financial Statements are prepared. On a regular basis, managementreviews the accounting policies, assumptions, estimates and judgments to ensure that our Condensed Consolidated Financial Statements arepresented fairly and in accordance with U.S. GAAP. However, because future events and their effects cannot be determined with certainty,actual results could differ from our assumptions and estimates, and such differences could be material.Â Our significant accounting policies are discussedin Note 2 of the Notes to our Condensed Consolidated Financial Statements included in Item 8, â€œFinancial Statements and SupplementaryDataâ€ of this Report. Management believes that the following accounting estimates are the most critical to aid in fully understandingand evaluating our reported financial results and require managementâ€™s most difficult, subjective or complex judgments resultingfrom the need to make estimates about the effects of matters that are inherently uncertain. Management has reviewed these critical accountingestimates and related disclosures with our Board.Â Â Â Â 34Â Â Â Fair Value of Financial InstrumentsÂ Fair value measurementsare based upon certain market assumptions and pertinent information available as of and during the six months ended October 31, 2024.The fair value of the bifurcated embedded derivative related to the convertible preferred stock was estimated using a Monte Carlo simulationmodel, which uses as inputs the fair value of our common stock and estimates for the equity volatility and traded volume volatility ofour common stock, the time to maturity of the convertible preferred stock, the risk-free interest rate for a period that approximatesthe time to maturity, dividend rate, a penalty dividend rate, and our probability of default. Thefair value of the warrant liability was estimated using the Black Scholes Model which uses as inputs the following weighted average assumptions:dividend yield, expected termÂ in years; equity volatility; and risk-free interest rate.Â In addition, the Company elects to account forits convertible note receivable, which meets the required criteria, at fair value at inception and at each subsequent reporting date.Subsequent changes in fair value, including interest, are recorded as a component of non-operating income (loss) in the condensed consolidatedstatements of operations. The Company estimates the fair value of the convertible note receivable using the income approach, which usesas inputs the fair value of debtorâ€™s common stock and estimates for the equity volatility and volume volatility of debtorâ€™scommon stock, the time to expiration of the convertible note, the discount rate, the stated interest rate compared to the current marketrate, the risk-free interest rate for a period that approximates the time to expiration, and probability of default. Therefore, the estimateof expected future volatility is based on the actual volatility of debtorâ€™s common stock and historical volatility of debtorâ€™scommon stock utilizing a lookback period consistent with the time to expiration. The time to expiration is based on the contractual maturitydate. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of measurement fortime periods approximately equal to the time to

expiration. The probability of default is estimated using the S&P Global default ratefor companies with a similar credit rating to debtors. The fair value in our warrant asset investment is estimated using a Monte Carlosimulation model, which uses as inputs the fair value of the underlying common stock and estimates for the equity volatility and tradedvolume volatility of the investeeâ€™s common stock, the risk-free interest rate for a period that approximates the expected life ofthe warrants, and the expected life of the warrants.Â Additionally, the Company has determined thatthe investment in preferred stock is a VIE, since it does not have sufficient equity at risk to finance its own operations without additionalsubordinated financial support. However, the Company determined that it is not the primary beneficiary. Furthermore, preferred stock isnot considered in substance common stock, and as such, equity method accounting does not apply. The Company recorded its investment atits fair value and the Company did not elect the measurement alternative to account for the investment at cost less impairment. Subsequentchanges in fair value of the preferred stock are recognized in earnings at each reporting period. The initial fair value of the preferredstock was estimated utilizing a Monte Carlo simulation with the following assumptions: stock price, price floor, expected time to settlement,dividend rate, discounted market interest rate, risk free rate of, equity volatility of and probability of default.Â The warrants were determined to meet the definitionof a derivative and were required to be recorded at fair value in accordance with ASC 815. Subsequent changes in the fair value of theWarrants are recognized in earnings, at each reporting date. The issuance date fair value of the Warrants was determined utilizing theBlack Scholes Merton Method with the following assumptions: stock price, exercise price, risk free rate, equity volatility and remainingterms. As the fair value of the preferred stock and warrants exceeded the Companyâ€™s total investment, the Company recognized again on investment for the excess of the fair value of the warrants over the investment amount. As both the preferred stock and warrantsare required to be initially measured and subsequently remeasured at fair value, they are presented as a single line item.Â Realizable Value of Intangible AssetsÂ We test the carrying amount of our indefinite-livedintangible assets for impairment prior to testing long-lived assets for impairment. As prescribed under ASC 350, we first assess qualitativefactors to determine whether events and circumstances indicate that it is more likely than not (that is, a likelihood of more than 50%)that our indefinite-lived intangible asset is impaired. IfÂ it is more likely than not that the asset is impaired, we would calculatethe fair value of the asset and record an impairment charge if the carrying amount exceeds fair value. If we determine that it is notmore likely than not that the asset is impaired, no further action is required.Â New Accounting PronouncementsÂ For a discussion of all recently adopted and recentlyissued but not yet adopted accounting pronouncements, see Note 2 â€œSummary of Significant Accounting Policiesâ€ of the Notesto our Condensed Consolidated Financial Statements contained in this Quarterly Report.Â Â Â 35Â Â Â Available InformationÂ Our website is located at www.PharmaCyte.com.In addition, all our filings submitted to the Commission, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, CurrentReports on Form 8-K and all our other reports and statements filed with the Commission are available on the Commissionâ€™s web siteat www.sec.gov. Such filings are also available for download free of charge on our website. The contents of the website are not,and are not intended to be, incorporated by reference into this Quarterly Report or any other report or document filed with the Commissionor furnished by us, and any reference to the websites are intended to be inactive textual references only.Â Item 3. Quantitative and Qualitative DisclosuresAbout Market Risk.Â The information called for by Item 3 is not requiredfor a smaller reporting company.Â Item 4. Controls and ProceduresÂ Evaluation of Disclosure Controls and ProceduresÂ Our Interim Chairman, Interim Chief ExecutiveOfficer, and Interim President, as our principal executive officer (â€œChief Executive Officerâ€), and our Chief Financial Officer,as our principal financial officer (â€œChief Financial Officerâ€), evaluated the effectiveness of our â€œdisclosure controlsand procedures,â€ as such term is defined in Rule 13a-15(e) promulgated under the Exchange Act. Disclosure controls and proceduresare designed to ensure that the information required to be disclosed in the reports that we file or submit to the Commission pursuantto the Exchange Act are recorded, processed, summarized and reported within the period specified by the Commissionâ€™s rules and formsand are accumulated and communicated to our management, including our Chief Executive Officer, as appropriate to allow timely decisionsregarding required disclosures. Based upon this evaluation, our Chief Executive Officer and our Chief Financial Officer have concludedthat, as of October 31, 2024, certain of our disclosure controls and procedures were not effective due to the material weaknesses in internalcontrol over financial reporting.Â Reference should be made to our Form 10-K filedwith the Commission on August 13, 2024, for additional information regarding discussion of the effectiveness of the Companyâ€™s controland procedures.Â Â A control system, no matter how well conceivedand operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the designof a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relativeto their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance thatall control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realitiesthat judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Also, controls can becircumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. Thedesign of any system of controls is also based in part upon certain assumptions about the likelihood of future events. There can be noassurance that any design will succeed in achieving its stated goals under all potential future conditions.Â Changes in Internal Controls over FinancialReportingÂ There were no changes to our internal controlover financial reporting during the six months ended October 31, 2024, that have materially affected, or are reasonably likely to materiallyaffect, our internal controls over financial reporting.Â In connection with the October 31, 2024 reportingprocess, management identified two material weaknesses related to the Companyâ€™s internal controls: insufficient segregation of dutiesof our Chief Financial Officer and insufficient management review controls.Â The Certifications of our Chief Executive Officerand Chief Financial Officer required in accordance with Rule 13a-14(a) under the Exchange Act and Section 302 of the Sarbanes-Oxley Actof 2002 (â€œCertificationsâ€) are attached to this Quarterly Report. The disclosures set forth in this Item 4 contain informationconcerning: (i) the evaluation of our disclosure controls and procedures, and changes in internal control over financial reporting, referredto in paragraph 4 of the Certifications; and (ii) material weaknesses in the design or operation of our internal control over financialreporting, referred to in paragraph 5 of the Certifications. The Certifications should be read in conjunction with this Item 4 for a morecomplete understanding of the matters covered by the Certifications.Â Â Â Â 36Â Â Â PART II â€“ OTHER INFORMATIONÂ Item 1. Legal Proceedings.Â From time to time, we are subject to legal proceedingsand claims, either asserted or unasserted, that arise in the ordinary course of business. While the outcome of pending claims cannot bepredicted with certainty, we do not believe that the outcome of any pending claims will have a material adverse effect on our financialcondition or operating results.Â On December 4, 2023, H.C. Wainwright & Co.,LLC (â€œWainwrightâ€) filed a complaint against us in the Supreme Court of the State of New York, County of New York,

assertinga single cause of action for breach of contract and alleging that we breached an April 2021 engagement agreement with Wainwright by failingto pay a purported â€œtail feeâ€ allegedly due in connection with a private placement transaction that closed in 2023. Wainwrightseeks damages of not less than $1,950,000, warrants to purchase an aggregate of 656,250 shares of our common stock at an exercise priceof $5.00 per share, and attorneyâ€™s fees. On February 28, 2024, we responded to the complaint with an answer and affirmative defenses.The parties have commenced documentary discovery. We intend to vigorously defend against Wainwrightâ€™s complaint and do not believethat any potential loss is reasonably estimable at this time.Â To our knowledge, there is no other material litigation against anyof our officers or directors in their capacity as such, and no such litigation is contemplated by any governmental authorities.Â Item 1A. Risk Factors.Â The information called for by Item 1A is not requiredfor a smaller reporting company. In addition to the other information set forth in this Quarterly Report, you should carefully considerthe factors discussed in Part I, Item 1A, â€œRisk Factorsâ€ in our Annual Report on Form 10-K of the Company filed with the Commissionon August 13, 2024.Â Item 2. Unregistered Sales of Equity Securitiesand Use of Proceeds.Â During the three-months ended October 31, 2024,there were no shares issued.Â Issuer Purchases of Equity SecuritiesÂ The table below summarizes information about theCompanyâ€™s purchases of its equity securities during the quarterly period ended October 31, 2024.Â PeriodÂ Total Number of Shares PurchasedÂ Average Price Paid per ShareÂ Total Number of Shares Purchased as Part of Publicly Announced Plans or ProgramsÂ Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs August 1, 2024 â€“ August 31, 2024Â Â 29,795Â Â $1.8429Â Â Â 29,795Â Â $3,877,171Â September 1, 2024 â€“ September 30, 2024Â Â 56,663Â Â $1.9103Â Â Â 56,663Â Â $3,768,929Â October 1, 2024 - October 31, 2024Â Â 596,578Â Â $2.1027Â Â Â 596,578Â Â $2,514,516Â TotalÂ Â 683,036Â Â $2.0754Â Â Â 683,036Â Â $2,514,516Â Â Â Â Â 37Â Â Â On June 2, 2022, the Company announced that theBoard had authorized a share repurchase program to acquire up to $10 million of the Companyâ€™s outstanding common stock (the â€œOriginalProgramâ€). The number of shares of common stock repurchased on any given trading day is determined by a formula, which is basedon the market price of the common stock and average daily volumes. The Repurchase Program expires on May 30, 2024. On January 31, 2023,the Board authorized a share repurchase program to repurchase up to an additional $10 million of the Companyâ€™s outstanding commonstock (the â€œNew Programâ€ and together with the Original Program, the â€œRepurchase Programsâ€). Under the New Program,the shares may be repurchased from time to time in open market transactions, privately negotiated block transactions or other means inaccordance with applicable securities laws. During the three months ended October 31, 2024, the Company repurchased 683,036 shares pursuantto the Repurchase Programs. For more information on the Repurchase Programs, see â€œNote 12 â€“ Treasury Stock.â€Â Item 3. Defaults Upon Senior Securities.Â None.Â Item 4. Mine Safety Disclosure.Â Not applicable.Â Item 5. Other Information.Â During thequarter ended October 31, 2024, no director or officer of the Company adopted or terminated a â€œRule 10b5-1 trading arrangementâ€or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408(a) of Regulation S-K.Â Â 38Â Â Â Item 6. Exhibits.Â Exhibit No. Â Description Â Location Â Â Â Â Â 3.1 Â Certificate of Designations of Preferences and Rights of Series B Convertible Preferred Stock Â Incorporated by reference from Exhibit 3.1 to the Companyâ€™s Current Report on Form 8-K filed with the SEC on May 11, 2023. 31.1 Â Principal Executive Officer Certification required by Rules 13a-14 and 15d-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Â Filed herewith 31.2 Â Principal Financial Officer Certification required by Rules 13a-14 and 15d-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Â Filed herewith 32.1 Â Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002 Â Furnished herewith 32.2 Â Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002 Â Furnished herewith Â 101.INS Â Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document) 101.SCH Â Inline XBRL Taxonomy Extension Schema Document 101.CAL Â Inline XBRL Taxonomy Extension Calculation Linkbase Document 101.DEF Â Inline XBRL Taxonomy Extension Definition Linkbase Document 101.LAB Â Inline XBRL Taxonomy Extension Label Linkbase Document 101.PRE Â Inline XBRL Taxonomy Extension Presentation Linkbase Document 104 Â Cover Page Interactive Data File (formatted in Inline XBRL and included in exhibit 101). Â Â Â Â 39Â Â Â SIGNATURESÂ Pursuant to the requirements of the SecuritiesExchange Act of 1934, as amended, the registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned thereuntoduly authorized.Â PharmaCyte Biotech, Inc.Â December 13, 2024 By: /s/ Joshua N. SilvermanÂ Â Joshua N. Silverman Â Interim Chief Executive Officer Â (Principal Executive Officer) Â Â Â Â December 13, 2024 By: /s/ Carlos A. TrujilloÂ Â Carlos A. Trujillo Â Chief Financial Officer Â (Principal Financial Officer and Principal Accounting Officer) Â 40Â EXHIBIT 31.1Â CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICERPURSUANT TO RULES 13A-14(A) AND 15D-15(A) UNDERTHE SECURITIES EXCHANGE ACT OF 1934AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEYACT OF 2002Â I, Joshua N. Silverman, certify that:Â 1.Â Â Â Â Â Â Â Ihave reviewed the Quarterly Report on Form 10-Q of PharmaCyte Biotech, Inc. (â€œReportâ€) and its subsidiaries for the periodended October 31, 2024;Â 2.Â Â Â Â Â Â Â Basedon my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to makethe statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period coveredby this Report;Â 3.Â Â Â Â Â Â Â Basedon my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respectsthe financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;Â 4.Â Â Â Â Â Â Â Theregistrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures(as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in ExchangeAct RulesÂ 13a-15(f)Â and 15d-15(f)) for the registrant and have:Â (a)Â Â Â Â Â Â Â Designedsuch disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensurethat material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within thoseentities, particularly during the period in which this Report is being prepared;Â (b)Â Â Â Â Â Â Â Designedsuch 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 externalpurposes in accordance with generally accepted accounting principles;Â (c)Â Â Â Â Â Â Â Evaluatedthe effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this Report our conclusions

about theeffectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation;andÂ (d)Â Â Â Â Â Â Â Disclosedin this Report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™smost recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected,or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; andÂ 5.Â Â Â Â Â Â Â Theregistrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financialreporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s Board of Directors (or persons performingthe equivalent functions):Â (a)Â Â Â Â Â Â Â Allsignificant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonablylikely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andÂ (b)Â Â Â Â Â Â Â Anyfraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internalcontrol over financial reporting.Â Dated: December 13, 2024 By: /s/ Joshua N. SilvermanÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Name: Joshua N. Silverman Â Â Title: Interim Chief Executive Officer (Principal Executive Officer) Â EXHIBIT 31.2Â CERTIFICATION OF PRINCIPAL FINANCIAL OFFICERPURSUANT TO RULES 13A-14(A) AND 15D-15(A) UNDERTHE SECURITIES EXCHANGE ACT OF 1934AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEYACT OF 2002Â I, Carlos A. Trujillo, certify that:Â 1.Â Â Â Â Â Â Â Ihave reviewed the Quarterly Report on Form 10-Q of PharmaCyte Biotech, Inc. (â€œReportâ€) and its subsidiaries for the periodended October 31, 2024;Â 2.Â Â Â Â Â Â Â Basedon my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to makethe statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period coveredby this Report;Â 3.Â Â Â Â Â Â Â Basedon my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respectsthe financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;Â 4.Â Â Â Â Â Â Â Theregistrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures(as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in ExchangeAct RulesÂ 13a-15(f)Â and 15d-15(f)) for the registrant and have:Â (a)Â Â Â Â Â Â Â Designedsuch disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensurethat material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within thoseentities, particularly during the period in which this Report is being prepared;Â (b)Â Â Â Â Â Â Â Designedsuch 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 externalpurposes in accordance with generally accepted accounting principles;Â (c)Â Â Â Â Â Â Â Evaluatedthe effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this Report our conclusions about theeffectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation;andÂ (d)Â Â Â Â Â Â Â Disclosedin this Report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™smost recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected,or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; andÂ 5.Â Â Â Â Â Â Â Theregistrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financialreporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s Board of Directors (or persons performingthe equivalent functions):Â (a)Â Â Â Â Â Â Â Allsignificant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonablylikely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andÂ (b)Â Â Â Â Â Â Â Anyfraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internalcontrol over financial reporting.Â Dated: December 13, 2024 By: /s/ Carlos A. TrujilloÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Name: Carlos A. Trujillo Â Â Title: Chief Financial Officer (Principal Financial and Principal Accounting Officer) Â Â Â EXHIBIT 32.1Â CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002Â In connection with the Quarterly Report of PharmaCyteBiotech, Inc. and its subsidiaries (â€œCompanyâ€) on Form 10-Q for the period ended October 31, 2024 as filed with the UnitedStates Securities and Exchange Commission (â€œCommissionâ€) on the date hereof (â€œReportâ€), the undersigned, JoshuaN. Silverman, the Chief Executive Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section906 of the Sarbanes-Oxley Act of 2002, to my knowledge that:Â (1) The Report fully complies with the requirementsof Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; andÂ (2) The information contained in the Report fairlypresents, in all material respects, the financial condition and results of operations of the Company for the periods presented.Â Dated: December 13, 2024 By: /s/ Joshua N. SilvermanÂ Â Â Name: Joshua N. Silverman Â Â Title: Interim Chief Executive Officer (Principal Executive Officer) Â This exhibit shall not be deemed â€œfiledâ€with the Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended,or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report), irrespective of any generalincorporation language contained in such filing; however, it is instead furnished as provided by applicable rules of the Commission.Â Â Â EXHIBIT 32.2Â CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002Â In connection with the Quarterly Report of PharmaCyteBiotech, Inc. and its subsidiaries (â€œCompanyâ€) on Form 10-Q for the period ended October 31, 2024 as filed with the UnitedStates Securities and Exchange Commission (â€œCommissionâ€) on the date hereof (â€œReportâ€), the undersigned, CarlosA. Trujillo, the Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section906 of the Sarbanes-Oxley Act of 2002, to my knowledge that:Â (1) The Report fully complies with the requirementsof Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; andÂ (2) The information contained in the Report fairlypresents, in all material respects, the financial condition and results of operations of the Company for the periods presented.Â Dated: December 13, 2024 By: /s/ Carlos A. TrujilloÂ Â Â Name: Carlos A. Trujillo Â Â Title: Chief Financial Officer (Principal Financial and Principal Accounting Officer) Â This exhibit shall not be deemed â€œfiledâ€with the Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended,or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report), irrespective of any generalincorporation language contained in such filing; however, it is instead furnished as provided

by applicable rules of the Commission.Â Â Â