UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2026

or

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

For the transition period from _____ to _____

Commission File Number: 001-39114

Galera Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**46-1454898**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
101 Lindenwood Drive, Suite 225 Malvern, Pennsylvania	**19355**
(Address of principal executive offices)	**(Zip Code)**

(610) 725-1500
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value per share	GRTX	OTCQB Market

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

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

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

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

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

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

As of May 12, 2026, the registrant had 160,429,783 shares of common stock, $0.001 par value per share, outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. All statements other than statements of historical fact contained in this Quarterly Report on Form 10-Q are forward-looking statements, including, without limitation, statements regarding our forthcoming merger with Obsidian Therapeutics, Inc. and concurrent Private Investment in Public Equity financing; the impact of our discontinuation of the development of all but one of our product candidates; the sufficiency of our cash and cash equivalents and our ability to raise additional capital to fund our operations; and the plans and objectives of management for future operations.

The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions and are based largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are subject to a number of known and unknown risks, uncertainties and assumptions that could cause actual results to differ materially from those projected in the forward-looking statements, including, but not limited to, those described under the sections in our Annual Report on Form 10-K for the year ended December 31, 2025 entitled "Summary Risk Factors," “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations."

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise. We intend the forward-looking statements contained in our Annual Report on Form 10-K for the year ended December 31, 2025 and this Quarterly Report on Form 10-Q to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

GALERA THERAPEUTICS, INC.
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS EXCEPT SHARE AND PER SHARE AMOUNTS)
(unaudited)

	March 31, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 5,500	$ 6,375
Prepaid expenses and other current assets	563	720
Total current assets	6,063	7,095
Other assets	101	101
Total assets	$ 6,164	$ 7,196
Liabilities, redeemable convertible preferred stock and stockholders' equity		
Current liabilities:		
Accounts payable	$ 699	$ 265
Accrued expenses	442	380
Total liabilities	1,141	645
Commitments and contingencies (Note 9)		
Series B redeemable convertible preferred stock, $0.001 par value: 10,000,000 shares authorized; 119,318 shares issued and outstanding at March 31, 2026 and December 31, 2025	4,295	2,577
Stockholders' equity:		
Common stock, $0.001 par value: 200,000,000 shares authorized; 75,462,390 shares issued and outstanding at March 31, 2026 and December 31, 2025	75	75
Additional paid-in capital	309,573	311,213
Accumulated deficit	(308,920)	(307,314)
Total stockholders' equity	728	3,974
Total liabilities, redeemable convertible preferred stock and stockholders' equity	$ 6,164	$ 7,196

See accompanying notes to unaudited interim consolidated financial statements.

GALERA THERAPEUTICS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS EXCEPT SHARE AND PER SHARE AMOUNTS)
(unaudited)

	Three months ended March 31,	
	2026	**2025**
Operating expenses:		
Research and development	$ 15	$ 93
General and administrative	1,640	1,870
Loss from operations	(1,655)	(1,963)
Other income:		
Interest income	49	77
Change in fair value of warrant liability	—	294
Net loss	$ (1,606)	$ (1,592)
Net loss attributable to common stockholders, basic and diluted	$ (726)	$ (720)
Weighted-average shares of common stock outstanding, basic and diluted	98,503,430	98,503,430
Net loss per share of common stock, basic and diluted	$ (0.01)	$ (0.01)
Net loss attributable to Series B redeemable convertible preferred stockholders, basic and diluted	$ (880)	$ (872)
Weighted-average shares of Series B redeemable convertible preferred stock outstanding, basic and diluted	119,318	119,318
Net loss per share of Series B redeemable convertible preferred stock, basic and diluted	$ (7.37)	$ (7.31)

See accompanying notes to unaudited interim consolidated financial statements.

GALERA THERAPEUTICS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)
(IN THOUSANDS EXCEPT SHARE AMOUNTS)
(unaudited)

	Redeemable convertible preferred stock		Common stock		Additional paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	capital	Deficit	Equity
Balance at January 1, 2026	119,318	$ 2,577	75,462,390	$ 75	$ 311,213	$ (307,314)	$ 3,974
Share-based compensation expense	—	—	—	—	78	—	78
Accretion of redeemable convertible preferred stock to redemption value	—	1,718	—	—	(1,718)	—	(1,718)
Net loss	—	—	—	—	—	(1,606)	(1,606)
Balance at March 31, 2026	119,318	4,295	75,462,390	75	309,573	(308,920)	728

	Redeemable convertible preferred stock		Common stock		Additional paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	capital	Deficit	Deficit
Balance at January 1, 2025	119,318	$ 4,372	75,462,390	$ 75	$ 308,247	$ (456,363)	$ (148,041)
Share-based compensation expense	—	—	—	—	137	—	137
Amortization of redeemable convertible preferred stock to redemption value	—	(1,508)	—	—	1,508	—	1,508
Reclassification of pre-funded stock warrants	—	—	—	—	761	—	761
Net loss	—	—	—	—	—	(1,592)	(1,592)
Balance at March 31, 2025	119,318	2,864	75,462,390	75	310,653	(457,955)	(147,227)

See accompanying notes to unaudited interim consolidated financial statements.

GALERA THERAPEUTICS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(unaudited)

	Three months ended March 31,	
	2026	**2025**
Operating activities:		
Net loss	$ (1,606)	$ (1,592)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share-based compensation expense	78	137
Change in fair value of warrants	—	(294)
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	157	203
Other assets	—	(1)
Accounts payable	434	(531)
Accrued expenses	62	(160)
Cash used in operating activities	(875)	(2,238)
Financing activities:		
Proceeds from the sale of common stock and common stock warrants in private placement, net of issuance costs	—	635
Cash provided by financing activities	—	635
Net decrease in cash and cash equivalents	(875)	(1,603)
Cash and cash equivalents at beginning of period	6,375	8,289
Cash and cash equivalents at end of period	$ 5,500	$ 6,686
Supplemental schedule of non-cash investing and financing activities:		
Accretion (amortization) of redeemable convertible preferred stock to redemption value	$ 1,718	$ (1,508)
Reclassification of warrant liability to additional paid-in capital	$ —	$ 761

See accompanying notes to unaudited interim consolidated financial statements.

GALERA THERAPEUTICS, INC.
NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and description of business

Galera Therapeutics, Inc. (the Company, or Galera) is a biopharmaceutical company that historically was focused on developing a portfolio of small molecule dismutase (SOD) mimetics to improve radiotherapy in cancer, primarily by reducing one of the most common side effects of radiotherapy, severe oral mucositis (SOM). The Company sold its assets related to avasopasem and rucosopasem and all other dismutase mimetics assets to Biossil, Inc. (Biossil), a privately-held company based in Toronto, Canada, in October 2025. Galera received consideration from Biossil in the form of an upfront payment of $3.5 million and is eligible to receive further payments upon the achievement of future regulatory and commercial milestones and to receive contingent value rights of up to $105.0 million in the aggregate. In addition, Biossil assumed all rights and obligations associated with the Company's royalty purchase obligation (Note 7), resulting in a gain on sale of assets of $3.5 million and a gain on extinguishment of debt of $151.0 million related to the extinguishment of the royalty purchase liability that was assumed by Biossil.

Galera's clinical portfolio now is comprised of a pan-inhibitor of nitric oxide synthase (NOS) that was acquired in December 2024 through the acquisition of Nova Pharmaceuticals, Inc. (Nova). Galera's lead program is now an investigator-sponsored Phase 1/2 trial of the pan-NOS inhibitor in combination with nab-paclitaxel and alpelisib for MpBC, which is being conducted at Methodist Hospital in Houston, Texas (Houston Methodist) with funding by a grant from the National Institutes of Health.

In April 2026 the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with Obsidian Therapeutics, Inc. (Obsidian), a privately-held company based in Cambridge, Massachusetts (Note 12). Pursuant to the Merger Agreement, and upon the terms and subject to the satisfaction or waiver of the conditions described therein, Galera will be merged with and into a merger subsidiary of a newly formed parent company, Gazelle Parent, Inc. (Parent), with Galera surviving as a wholly owned subsidiary of Parent, and Obsidian will be merged with and into a separate merger subsidiary of Parent, with Obsidian surviving as a wholly owned subsidiary of Parent. Upon completion of the transaction, the combined company is expected to operate under the name Obsidian Therapeutics, Inc. and focus primarily on advancing Obsidian's pipeline of engineered tumor infiltrating lymphocyte (TIL) cell therapies for the treatment of patients with solid tumors, including its lead product candidate, OBX-115, while continuing to support Galera's pipeline. Closing of the planned merger (the Obsidian Merger) is subject to certain closing conditions, including the effectiveness of a registration statement on Form S-4 and approval by the stockholders of both companies.

Also in April 2026, Galera entered into a securities purchase agreement with certain investors, pursuant to which Galera has agreed to sell, and such investors have agreed to purchase, shares of Galera's Series C Non-Voting Convertible Preferred Stock, $0.001 par value, for an aggregate purchase price of approximately $350.0 million (less any proceeds received by Obsidian in connection with certain interim permitted financings), immediately prior to the closing of the Obsidian Merger (a Private Investment in Public Equity, or PIPE). The concurrent closing of the PIPE is conditioned upon the satisfaction or waiver of each of the conditions to the closing of the Obsidian Merger, other than those conditions which, by their nature, are to be satisfied at the closing of the transactions contemplated by the Merger Agreement, as well as certain other conditions.

The percentage of the combined company that pre-closing Galera security holders will own as of the closing of the Obsidian Merger is subject to adjustment based on the valuation of Galera immediately prior to the closing. Furthermore, each holder of Galera common stock of record as of the consummation of the PIPE will be entitled to (i) one contingent value right (CVR) for each share of Galera common stock held by such holder, representing the right to receive a pro rata portion of 80% of any potential future net proceeds received by Parent or its affiliates from the development, commercialization, licensing, sale or other disposition of Galera's product candidate, tilarginine, or related intellectual property during the five years following the closing of the Obsidian Merger and (ii) one CVR for each share of Galera common stock held by such holder, representing the right to receive a pro rata portion of 95% of any potential future net proceeds received by Parent or its affiliates from the Asset Purchase and Sale Agreement with Biossil during the ten years following the closing of the Obsidian Merger.

Liquidity

The Company follows the provisions of the Financial Accounting Standards Board (FASB), Accounting Standards Codification (ASC) Topic 205-40, Presentation of Financial Statements—Going Concern, which requires management to assess the Company's ability to continue as a going concern for one year after the date the consolidated financial statements are issued.

The Company has incurred recurring losses and negative cash flows from operations since inception and has an accumulated deficit of $308.9 million as of March 31, 2026. The Company anticipates incurring additional losses until such time, if

ever, that it can generate significant sales of its product candidate currently in development. Additionally, the Company has incurred significant expenses in connection with the planned Obsidian Merger, including expenses for the Merger Agreement and the registration statement on Form S-4. As a result of these conditions, it expects its existing cash and cash equivalents as of March 31, 2026 will not enable the Company to fund its operating expenses and capital expenditure requirements for more than one year after the date these consolidated financial statements are issued, and therefore management has concluded that substantial doubt exists about the Company's ability to continue as a going concern.

Management’s plans to mitigate this risk involve a strategic transaction through the Obsidian Merger. Management’s plans may also include the deferral of certain operating expenses unless and until additional capital is received. However, there can be no assurance that the Company will be successful in consummating the Obsidian Merger or deferring certain operating expenses. The Company's ability to continue operations is dependent on consummating the Obsidian Merger and the related financing transactions on a timely basis. If the Obsidian Merger is not completed, the Company may be required to pursue other strategic alternatives, which could include raising additional capital on unfavorable terms, significantly reducing or discontinuing operations, or pursuing a voluntary dissolution.

The consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the continuity of operations, the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The consolidated financial statements do not include any adjustments to the carrying amounts and classification of assets, liabilities, and reported expenses that may be necessary if the Company were unable to continue as a going concern.

In December 2024, the Company completed a private placement with a group of investors led by Ikarian Capital, LLC (Ikarian). The Company issued 21,070,220 shares of common stock plus pre-funded warrants exercisable for 23,041,040 shares of common stock at an offering price of $0.065 per share or pre-funded warrant. The Company received net proceeds of approximately $2.9 million after deducting issuance costs of approximately $27,000, of which $0.6 million was received in January 2025. The pre-funded warrants have an exercise price of $0.001 per share, are exercisable immediately following their issuance and never expire.

The Company does not currently have sufficient cash to adequately fund the development of its product candidate. In order to continue research and development, the Company will need to raise additional financing to fund its operations, which could be through equity or debt financing or through strategic transactions such as the Obsidian Merger. Future capital requirements will depend on what, if any, strategic alternatives are available to the Company, which may include pursuit of a strategic transaction, a voluntary dissolution, or the continued operation of product development.

2. Basis of presentation and significant accounting policies

The summary of significant accounting policies disclosed in the Company’s annual consolidated financial statements for the years ended December 31, 2025 and 2024 included in the Company’s Annual Report on Form 10-K filed with the SEC on March 19, 2026 has not materially changed, except as set forth below.

Basis of presentation and consolidation

The accompanying unaudited interim consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (U.S. GAAP) for interim financial information. Any reference in these notes to applicable guidance is meant to refer to U.S. GAAP as found in the Accounting Standards Codification (ASC) and Accounting Standards Updates (ASU) of the Financial Accounting Standards Board (FASB). These unaudited interim consolidated financial statements do not include any adjustments relating to the recovery of recorded assets or the classification of the liabilities that might be necessary under the liquidation basis of accounting or should the Company be unable to continue as a going concern.

In the opinion of management, the accompanying interim consolidated financial statements include all normal and recurring adjustments (which consist primarily of accruals, estimates and assumptions that impact the financial statements) considered necessary to present fairly the Company’s financial position as of March 31, 2026 and its results of operations for the three months ended March 31, 2026 and 2025, and statements of changes in stockholders’ equity (deficit) and cash flows for the three months ended March 31, 2026 and 2025. Operating results for the three months ended March 31, 2026 are not necessarily indicative of the results that may be expected for the year ending December 31, 2026, or for any future period. The interim consolidated financial statements, presented herein, do not contain the required disclosures under U.S. GAAP for annual financial statements. Therefore, these interim consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements and related notes as of and for the year ended December 31, 2025, included in the Company’s Annual Report on Form 10-K filed with the SEC on March 19, 2026.

Use of estimates

The preparation of unaudited interim consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the unaudited interim consolidated financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Estimates and assumptions are periodically reviewed and the effects of revisions are reflected in the unaudited interim consolidated financial statements in the period they are determined to be necessary. Significant areas that require management's estimates include the share-based compensation assumptions, royalty purchase liability assumptions and accrued research and development expenses.

Segments

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker (CODM) in making decisions regarding resource allocation and assessing performance.

The Company's Chief Executive Officer (CEO), as the CODM, manages the Company's business activities as a single operating and reportable segment at the consolidated level. Accordingly, the CEO uses consolidated income (loss) from operations as well as consolidated net income (loss) to measure segment profit or loss, allocate resources, and assess performance. The measure of segment assets is reported on the balance sheet as total assets.

Significant expenses within income (loss) from operations, as well as within net income (loss), include research and development and general and administrative expenses, which are each separately presented on the Company's consolidated statements of operations. Other segment items within net income (loss) include interest income and the change in fair value of warrant liability.

The table below summarizes the significant expense categories reviewed by the CEO for the three months ended March 31, 2026 and 2025:

	Three months ended March 31,	
	2026	2025
Research and Development		
Personnel	$ —	$ 4
Stock-based compensation	—	15
Program expenses	—	26
Other unallocated expenses	15	48
Total research and development	15	93
General and Administrative		
Personnel	502	314
Stock-based compensation	78	122
Professional fees	845	1,151
Other general and administrative	215	283
Total general and administrative	1,640	1,870
Other segment items	(49)	(371)
Net loss	$ 1,606	$ 1,592

Cash and cash equivalents

The Company considers all highly liquid investments that have maturities of three months or less when acquired to be cash equivalents. Cash and cash equivalents as of March 31, 2026 and December 31, 2025 consisted of bank deposits and a money market mutual fund invested in U.S. Treasury obligations. The Company maintains a portion of its cash and cash equivalents in accounts with major financial institutions, and its deposits at these institutions exceed insured limits.

Warrant Liability

The pre-funded warrants issued in conjunction with the private placement in December 2024 (See Note 1) were classified as liabilities on the balance sheet at December 31, 2024, as they contained terms for redemption of the underlying security that were outside the Company's control. The warrant liability was initially recorded at fair value upon the date of issuance and subsequently remeasured to fair value at each reporting date, with changes recognized in the consolidated statements of operations. In March 2025 the pre-funded warrants were amended, and were thereafter deemed to qualify for equity classification. The Company recognized a final change in the fair value of the liability classified warrants immediately prior to the reclassification.

Redeemable Convertible Preferred Stock

The Company records shares of redeemable convertible preferred stock at their respective fair values on the dates of issuance, net of issuance costs. The Company has applied the guidance in ASC 480-10-S99-3A, SEC Staff Announcement: Classification and Measurement of Redeemable Securities, and has therefore classified the redeemable convertible preferred stock outside of stockholders' equity because, if conversion to common stock is not approved by the stockholders, the redeemable convertible preferred stock will be redeemable at the option of the holders for cash equal to the closing price of the common stock on the last trading day prior to the holder's redemption request. The Company determined that the conversion and redemption are outside of the Company's control. Additionally, the Company determined the conversion and redemption features did not require bifurcation as derivatives.

Research and development expenses

Research and development costs are expensed as incurred and consist primarily of funds paid to third parties for the provision of services for product candidate development, clinical and preclinical development and related supply and manufacturing costs, and regulatory compliance costs. The Company accrues and expenses preclinical studies and clinical trial activities performed by third parties based upon estimates of the proportion of work completed over the term of the individual trial and patient enrollment rates in accordance with agreements with clinical research organizations and clinical trial sites. The Company determines the estimates by reviewing contracts, vendor agreements and purchase orders, and through discussions with internal clinical personnel and external service providers as to the progress or stage of completion of trials or services and the agreed-upon fee to be paid for such services. However, actual costs and timing of clinical trials are highly uncertain, subject to risks and may change depending upon a number of factors, including the Company's clinical development plan.

Management makes estimates of the Company's accrued expenses as of each balance sheet date in the Company's consolidated financial statements based on facts and circumstances known to the Company at that time. If the actual timing of the performance of services or the level of effort varies from the estimate, the Company will adjust the accrual accordingly. Nonrefundable advance payments for goods and services, including fees for process development or manufacturing and distribution of clinical supplies that will be used in future research and development activities, are deferred and recognized as expense in the period that the related goods are consumed or services are performed.

Income taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. The Company recognizes the benefit of an uncertain tax position that it has taken or expects to take on its income tax return if such a position is more likely than not to be sustained.

The budget and tax legislation signed into law on July 4, 2025 includes changes to U.S. federal tax law, which may be subject to further clarification and the issuance of interpretive guidance. The Company has assessed the legislation and its effect on its consolidated financial statements. Due to the existence of a full valuation allowance against the Company's U.S. federal deferred tax assets, the Company does not expect the enactment of this law to have a material impact on its consolidated financial statements.

Under Internal Revenue Code section 382, if a corporation undergoes a specified change in ownership, the corporation's ability to use its pre-change net operating loss (NOL) carryforwards and other pre-change tax attributes to offset its post-change income may be limited. Such limitation may result in the expiration of the NOL carryforwards generated before 2018 and other

pre-change tax attributes prior to their utilization. During the quarter ended September 30, 2025 the Company performed a section 382 study and determined that an ownership change occurred on December 30, 2024 upon the completion of the acquisition of Nova. The Company calculated the section 382 annual limitation and evaluated the corporation's ability to use its NOL carryforwards and other pre-change tax attributes in future periods and determined that a portion of them would likely expire before being utilized. Consequently, $62.6 million of pre-2018 federal NOLs, $230.2 million of state NOLs and $9 million of federal research and development tax credits were written off during the quarter. However, as the Company had previously recorded a full valuation allowance on all deferred tax assets, these write-offs resulted in no impact to the net deferred tax position or net income during the quarter.

Net loss per share

For purposes of net loss per share, shares of the Series B redeemable convertible preferred stock (Series B) have the same characteristics as common stock and have no material preferential rights over common stock, and accordingly have been considered as a second class of common stock in the computation of basic and diluted net loss per share regardless of their legal form. Losses are allocated between the common shares and the Series B on a pro rata basis as they share equally in losses and residual net assets on an as-converted basis.

Basic loss per share of common stock is computed by dividing net loss by the weighted-average number of shares of common stock outstanding during each period, including pre-funded warrants. The pre-funded warrants to purchase common stock are included in the calculation of basic and diluted net loss per share as the exercise price of $0.001 per share is non-substantive and is virtually assured.

Diluted loss per share of common stock includes the effect, if any, from the potential exercise or conversion of securities, such as stock options and common stock warrants, which would result in the issuance of incremental shares of common stock. Basic and diluted net loss per share data is the same due to the fact that when a net loss exists, dilutive securities are not included in the calculation as the impact is anti-dilutive.

The following potentially dilutive securities have been excluded from the computation of diluted weighted-average shares outstanding, as they would be anti-dilutive:

	March 31,	
	2026	2025
Stock options	10,599,059	3,175,859
Common stock warrants	13,850,661	13,850,661
	24,449,720	17,026,520

Recent Accounting Pronouncements

In November 2024, the FASB issued ASU 2024-04, "ASC 470-Debt with Conversion and Other Options, Induced Conversions of Convertible Debt Instruments," (ASU 2024-04) which clarifies whether or not a settlement of a convertible debt instrument is subject to the induced conversion guidance. The Company adopted this ASU on January 1, 2026. The adoption did not have a material impact on the Company's consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, "Income Statement–Reporting Comprehensive Income–Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses," which requires the disaggregation of certain expenses in the notes of the financials, to provide enhanced transparency into the expense captions presented on the face of the income statement. The guidance is effective for annual reporting periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027 and may be applied either prospectively or retrospectively. The Company is assessing the impact of adopting this guidance on its consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, "Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software." The updated guidance changes the accounting for internal-use software by eliminating references to sequential project stages. Eligible software development cost capitalization will begin when: (1) management has authorized and committed to funding the software project and (2) it is probable that the software will

be completed and used as intended. The guidance is effective for annual periods beginning after December 15, 2027, and interim periods within those annual periods, with early adoption permitted. The guidance may be applied using a prospective transition method, a retrospective transition method or a modified prospective transition method. The Company is assessing the impact of adopting this guidance on its consolidated financial statements.

In December 2025, the FASB issued ASU 2025-11, "Interim Reporting - Narrow Scope Improvements," (ASU 2025-11) which is intended to improve the navigability of the guidance in ASC 270, Interim Reporting, and clarify when it applies. Under the amendments, an entity is subject to ASC 270 if it provides interim financial statements and notes in accordance with GAAP. ASU 2025-11 also addresses the form and content of such financial statements, interim disclosures requirements, and establishes a principle under which an entity must disclose events since the end of the last annual reporting period that have a material impact on the entity. ASU 2025-11 is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027, and early adoption is permitted. The Company is assessing the impact of adopting this guidance on its consolidated financial statements.

3. Sale of assets

In October 2025, the Company entered into an Asset Purchase and Sale Agreement, as amended (APA) with Biossil, Inc. (Biossil), pursuant to which Biossil acquired all of the Company's right, title and interest in and to its assets related to avasopasem and rucosopasem and all other dismutase mimetics assets (the Transaction). The assets consisted of intellectual property rights related to dismutase mimetics and inventory of avasopasem and rucosopasem; there was no carrying value for these assets. Biossil assumed the Company's existing agreements related to these assets.

The Company received consideration from Biossil in the form of an upfront payment in October 2025 of $3.5 million, and is eligible to receive further payments upon the achievement of future regulatory and commercial milestones of up to $75.0 million, and received contingent value rights of up to $30.0 million should Biossil enter into an out-license for topical applications. The Company accounted for the Transaction as a sale of a nonfinancial asset group in accordance with ASC 610-20, Other Income-Gains and Losses from Derecognition of Nonfinancial Assets, and followed the principles of ASC 606, Revenue from Contracts with Customers. Future regulatory and commercial milestone payments and potential payments pursuant to the contingent value rights are considered variable consideration and fully constrained at the time of the sale and again at March 31, 2026, as it was determined that it was not probable that the variable consideration related to the contingent milestone payments and contingent value right payments will be received. The contingent milestone and contingent value right payments will be recognized if and when it becomes probable that the underlying milestones or events will be achieved and payments will be received. The Company transferred control of the nonfinancial asset group in October 2025 and recognized a gain of $3.5 million in the consolidated statements of operations related to the sale of dismutase mimetics assets and a gain of $151.0 million related to the extinguishment of the royalty purchase liability.

In connection with acquiring these assets, the Company assigned and Biossil assumed all of the Company's rights and obligations under the Royalty Agreement with Blackstone (see Note 7).

4. Fair value measurements

The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Company determines fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis (amounts in thousands):

	March 31, 2026		
	(Level 1)	(Level 2)	(Level 3)
Assets			
Money market funds (included in cash equivalents)	$ 5,401	$ —	$ —

	December 31, 2025		
	(Level 1)	(Level 2)	(Level 3)
Assets			
Money market funds (included in cash equivalents)	$ 6,265	$ —	$ —

There were no changes in valuation techniques during the three months ended March 31, 2026. The Company's short-term investment instruments classified using Level 1 inputs within the fair value hierarchy are classified as such because they are valued using quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency.

The initial fair value of the pre-funded warrants was based on the closing price of the private placement that occurred in December 2024. Each subsequent reporting period prior to their reclassification to equity, the warrants were marked-to-market based on the period-end closing price of the Company's common stock. The change in fair value of the warrant liabilities for the quarter ended March 31, 2025 was as follows (amounts in thousands):

Balance at December 31, 2024	$ 1,055
Additions	—
Change in fair value	(294)
Reclassification to equity	(761)
Balance at March 31, 2025	$ —

5. Prepaid expenses and other current assets

Prepaid expenses and other current assets consist of (amounts in thousands):

	March 31, 2026	December 31, 2025
Prepaid insurance	$ 357	$ 490
Other prepaid expenses and other current assets	206	230
	$ 563	$ 720

6. Accrued expenses

Accrued expenses consist of (amounts in thousands):

	March 31, 2026	December 31, 2025
Compensation and related benefits	$ 218	$ 20
Research and development expenses	—	20
Late filing penalty	144	115
Professional fees and other expenses	80	225
	$ 442	$ 380

7. Royalty purchase liability

Pursuant to the Company's Amended and Restated Purchase and Sale Agreement (as amended, the Royalty Agreement) with Clarus IV Galera Royalty AIV, L.P., Clarus IV-A, L.P., Clarus IV-B, L.P., Clarus IV-C, L.P. and Clarus IV-D, L.P. (collectively, Blackstone or Blackstone Life Sciences), the Company has received $117.5 million in aggregate proceeds. Proceeds from the Royalty Agreement were accounted as debt on the accompanying consolidated balance sheets. Interest expense was imputed based on the estimated royalty repayment period, which took into consideration the probability and timing of obtaining approval from the U.S. Food and Drug Administration (FDA) and the potential future revenue from commercializing its historical product candidates, and which resulted in a corresponding increase in the liability balance.

The Company suspended recognizing interest expense on the royalty purchase liability after October 2023, as the result of the uncertainty of any future royalties following its decision to discontinue the rucosopasem GRECO trials and that it was not feasible with its current resources for the Company to conduct another Phase 3 trial of avasopasem. Accordingly, no interest was recognized during the three months ended March 31, 2026 and 2025.

In August 2025, the Royalty Agreement was amended, which reduced the royalty rate on net sales of avasopasem and rucosopasem to four percent (4%). The amendment was accounted for as a modification of debt to which no immediate gain or loss is recognized.

In connection with the sale of the Company’s dismutase mimetics assets to Biossil in October 2025, the Company assigned and Biossil assumed all rights and obligations under the amended Royalty Agreement, and Blackstone acknowledged that it would look solely to Biossil to pay and perform the obligations and liabilities under the amended Royalty Agreement. Accordingly, the Company has extinguished the royalty purchase liability from its consolidated balance sheet, recording a $151.0 million noncash gain on the extinguishment in its consolidated statement of operations for the year ended December 31, 2025.

8. Leases

In January 2025, the Company entered into an operating lease agreement for office space in Malvern, Pennsylvania. The lease commencement date was February 1, 2025, and the lease term was 12 months, after which it continues on a month-to-month basis, with 90 days' notice required for cancellation.

Lease cost, as presented below, includes costs associated with leases for which right-of-use (ROU) assets have been recognized as well as short-term leases. The components of lease expense were as follows (amounts in thousands):

	Three months ended March 31,	
	2026	2025
Operating lease costs		
Operating lease rental expense	$ 4	$ 3
Total operating lease expense	$ 4	$ 3

Supplemental cash flow information related to leases was as follows (amounts in thousands):

	Three months ended March 31,	
	2026	2025
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows for operating leases	$ 4	$ 3

9. Commitments and contingencies

License agreement

The Company's subsidiary, Nova, has a worldwide license agreement (the License) with Houston Methodist. The License was executed in January 2024 and gives Nova the exclusive rights to certain Houston Methodist patents for use in the field of oncology, and non-exclusive rights to certain Houston Methodist know-how for use in connection with the licensed patents. Under a separate patent prosecution agreement, fees of the law firm maintaining the licensed patents are billed to and payable directly by Nova.

The License includes due diligence requirements for Nova to submit an Investigational New Drug (IND) application by January 31, 2028, and thereafter to initiate Phase 1, 2 and 3 clinical trials and file a Biologics License Application (BLA) by specified dates. If Nova receives FDA approval for a product covered by the License, fees are payable upon attainment of certain commercial milestones, and low-to-mid single digit royalties are payable on net sales. Fees are also payable on any sublicense revenue that Nova receives.

As additional consideration for the License, Nova made an initial issuance of shares of Nova common stock to Houston Methodist, and subsequently issued additional shares such that Houston Methodist maintained an agreed percentage of Nova outstanding shares. On December 30, 2024, the Houston Methodist shares in Nova were exchanged for approximately 7,323 shares of the Company's Series B.

Unless earlier terminated, the License expires on the later of January 31, 2044, or the end of the patent term for the last licensed patent to expire, after which the license continues on a nonexclusive, royalty-free basis.

10. Share-based compensation

Equity Incentive Plan

In November 2012, the Company adopted the Galera Therapeutics, Inc. Equity Incentive Plan (the Prior Plan). The Prior Plan provided for the grant of incentive stock options, nonstatutory stock options, restricted stock awards, and stock appreciation rights. In connection with the adoption of the 2019 Plan (as defined below), the Company ceased issuing awards under the Prior Plan. As a result, no shares remain available for issuance under the Prior Plan; however, the Prior Plan continues to govern awards that are outstanding under it. The total number of shares subject to outstanding awards under the Prior Plan as of March 31, 2026 was 572,458.

2019 Incentive Award Plan

In connection with the Company's Initial Public Offering, or IPO, in November 2019, the Company's board of directors adopted and the Company's stockholders approved the Galera Therapeutics, Inc. 2019 Incentive Award Plan (the 2019 Plan), which became effective upon the effectiveness of the registration statement on Form S-1 for the IPO. Upon effectiveness of the 2019 Plan, the Company ceased granting new awards under the Prior Plan.

The 2019 Plan provides for the grant of incentive stock options, nonstatutory stock options, restricted stock awards, restricted stock units, stock appreciation rights and other stock-based awards. The number of shares of common stock initially available for issuance under the 2019 Plan was 1,948,970 shares of common stock plus the number of shares subject to awards outstanding under the Prior Plan that expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the Company on or after the effective date of the 2019 Plan. In addition, the number of shares of common stock available for issuance under the 2019 Plan is subject to an annual increase on the first day of each calendar year beginning on January 1, 2020 and ending on and including January 1, 2029 equal to the lesser of (i) 4% of the Company's outstanding shares of common stock on the final day of the immediately preceding calendar year, and (ii) such smaller number of shares of common stock as determined by the Company's board of directors. As of March 31, 2026, there were 5,888,150 shares available for future issuance under the 2019 Plan, including 3,018,496 shares added pursuant to this provision effective January 1, 2026. The maximum number of shares of common stock that may be issued under the 2019 Plan upon the exercise of incentive stock options is 14,130,029.

In November 2019, the Company's board of directors adopted and the Company's stockholders approved the Galera Therapeutics, Inc. 2019 Employee Stock Purchase Plan (the ESPP). The ESPP allows employees to buy Company stock through after-tax payroll deductions at a discount from market value. The number of shares of common stock initially available for issuance under

the ESPP was 243,621 shares of common stock. In addition, the number of shares of common stock available for issuance under the ESPP is subject to an annual increase on the first day of each calendar year beginning on January 1, 2020 and ending on and including January 1, 2029 equal to the lesser of (i) 1% of the Company's outstanding shares of common stock on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of common stock as determined by the Company's board of directors, provided that not more than 3,288,886 shares of common stock may be issued under the ESPP. As of March 31, 2026, there were 3,344,353 shares available for issuance under the ESPP, including 754,624 shares added pursuant to this provision effective January 1, 2026.

2023 Employment Inducement Award Plan

On April 28, 2023, the Board of Directors adopted the Galera Therapeutics, Inc. 2023 Employment Inducement Award Plan (Inducement Plan), which became effective on such date without stockholder approval pursuant to Rule 5635(c)(4) of The Nasdaq Stock Market LLC listing rules (Rule 5635(c)(4)). The Inducement Plan provides for the grant of nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, and other stock-based awards. In accordance with Rule 5635(c)(4), awards under the Inducement Plan may only be granted to persons who (a) were not previously an employee or director of the Company, or (b) are commencing employment with the Company following a bona fide period of non-employment, in either case as an inducement material to the individual's entering into employment with the Company. A total of 1,500,000 shares of common stock was reserved for issuance under the Inducement Plan. Any shares subject to awards previously granted under the Inducement Plan that expire, terminate or are otherwise surrendered, canceled, or forfeited, in a manner that results in the Company (i) acquiring the shares covered by the award at a price not greater than the price (as adjusted to reflect any equity restructuring) paid by the participant for such shares or (ii) not issuing any shares covered by the award, the unused shares covered by such awards will again be available for award grants under the Inducement Plan. As of March 31, 2026, there were 1,500,000 shares available for issuance under the Inducement Plan.

Share-based Compensation

Share-based compensation expense was as follows for the three months ended March 31, 2026 and 2025 (in thousands):

	Three months ended March 31,	
	2026	2025
Research and development	$ —	$ 15
General and administrative	78	122
	$ 78	$ 137

The following table summarizes the activity related to stock option grants for the three months ended March 31, 2026:

	Shares	Weighted average exercise price per share	Weighted-average remaining contractual life (years)
Outstanding at January 1, 2026	10,969,734	$ 1.27	8.2
Granted	—	—	
Forfeited/Expired	(370,675)	2.43	
Outstanding at March 31, 2026	10,599,059	$ 1.23	8.2
Vested and exercisable at March 31, 2026	3,878,171	$ 3.28	6.9
Vested and expected to vest at March 31, 2026	10,599,059	$ 1.23	8.2

The Company's stock option awards vest based on the terms in the governing agreements and generally vest over four years and have a term of 10 years.

As of March 31, 2026, the unrecognized compensation cost was $0.3 million and will be recognized over an estimated weighted-average remaining amortization period of 1.8 years. The aggregate intrinsic value of options outstanding and of options exercisable as of March 31, 2026 were $0.2 million and less than $0.1 million, respectively. Options granted during the three months ended March 31, 2025 had weighted-average grant-date fair values of $0.03 per share. There were no options granted during the three months ended March 31, 2026.

The fair value of options is estimated using the Black-Scholes option pricing model, which takes into account inputs such as the exercise price, the estimated fair value of the underlying common stock at the grant date, expected term, expected stock price volatility, risk-free interest rate and dividend yield. The fair value of stock options granted during the three months ended March 31, 2025 was determined using the methods and assumptions discussed below.

- The expected term of employee stock options with service-based vesting is determined using the "simplified" method, as prescribed in SEC's Staff Accounting Bulletin (SAB) No. 107, whereby the expected life equals the arithmetic average of the vesting term and the original contractual term of the option due to the Company's lack of sufficient historical data. The expected term of nonemployee options is equal to the contractual term.

- The expected stock price volatility is based on historical volatilities of the Company as well as comparable public entities within the Company's industry which were commensurate with the expected term assumption as described in SAB No. 107.

- The risk-free interest rate is based on the interest rate payable on U.S. Treasury securities in effect at the time of grant for a period that is commensurate with the expected term.

- The expected dividend yield is 0% because the Company has not historically paid, and does not expect for the foreseeable future to pay, a dividend on its common stock.

- The Company's board of directors has determined the per share value of the Company's common stock based on the closing price as reported by the OTCQB Market on the date of the grant.

The grant date fair value of each option grant was estimated throughout the three months ended March 31, 2025 using the Black-Scholes option-pricing model using the following weighted-average assumptions. There were no options granted during the three months ended March 31, 2026.

	Three months ended March 31, 2025
Expected term (in years)	5.7
Expected stock price volatility	96.6%
Risk-free interest rate	4.26%
Expected dividend yield	0%

11. Related party transactions

IntellectMap Advisory Services

IntellectMap provides information technology advisory services to the Company. The chief executive officer of IntellectMap is the brother of the Company's chief executive officer. Fees incurred by the Company with respect to IntellectMap during the three months ended March 31, 2026 and 2025 were $43,000 and $30,000, respectively.

Friedman Independent Contractor Agreement

In March 2025 the Company entered into an Independent Contractor Agreement with Michael Friedman (the Contractor Agreement) to provide corporate and business development services, with an effective date of January 1, 2025. Fees incurred by the

Company with respect to Mr. Friedman during the three months ended March 31, 2026 and 2025 were $30,000 in each quarter. Mr. Friedman serves on the Company's board of directors.

12. Subsequent events

On April 7, 2026, the Company converted 76,479.175 shares of its Series B into 76,479,164 shares of its common stock, par value $0.001 per share, pursuant to and in accordance with the Certificate of Designation of Preferences, Rights and Limitations of the Series B, as amended (the Certificate of Designation). No fractional shares of common stock were issued in connection with the partial mandatory conversion; in lieu of any fractional shares, the Company will pay each holder an amount in cash equal to the trading value of such fractional shares as of the close of business on the date of the conversion in accordance with the Certificate of Designation. Following the conversion, 42,839.11 shares of Series B remain issued and outstanding.

On April 8, 2026, certain affiliates of Ikarian exercised a portion of their pre-funded warrants to purchase an aggregate of 8,488,229 shares of common stock at an exercise price of $0.001 per share, and the related aggregate exercise price of approximately $8,488.23 was paid to the Company. Following the exercise, pre-funded warrants to purchase an additional 14,552,811 shares of common stock remain outstanding.

On April 14, 2026, the Company entered into the Merger Agreement with Obsidian and three newly formed companies – Parent, a subsidiary of Galera, and Onyx MergerSub, Inc. and Gazelle Merger Subsidiary, Inc., wholly-owned subsidiaries of Parent – which were incorporated in Delaware on April 10, 2026. Pursuant to the Merger Agreement, and upon the terms and subject to the satisfaction or waiver of the conditions described therein, Galera will be merged with and into Gazelle Merger Subsidiary, with Galera surviving as a wholly-owned subsidiary of Parent, and Obsidian will be merged with and into Obsidian Merger-Sub, with Obsidian surviving as a wholly-owned subsidiary of Parent. These mergers are intended to qualify as a tax-free reorganization for U.S. federal income tax purposes.

Assuming that the Obsidian Merger is closed, the pre-merger equityholders of Obsidian will own approximately 53.2% and the pre-merger equityholders of Galera will own approximately 1.8% of the combined company. A PIPE financing will be closed concurrently with the Obsidian Merger for approximately $350.0 million, and the PIPE investors will own approximately 45.0% of the combined company. The percentage owned by Galera equityholders is based on a valuation of $13.8 million, including an assumption of net cash at closing of $1.8 million; for every $200,000 decrease in the Company’s net cash at closing the percentage owned by Galera equityholders will decrease approximately 2.5 basis points. Net cash as defined in the Merger Agreement can be a negative number and the amount of the adjustment is not capped.

Furthermore, each holder of Galera common stock of record as of immediately prior to the consummation of the PIPE will be entitled to (i) one CVR for each share of Galera common stock held by such holder, representing the right to receive a pro rata portion of 80% of any potential future net proceeds received by Parent or its affiliates from the development, commercialization, licensing, sale or other disposition of Galera’s product candidate, tilarginine, or related intellectual property during the five years following the closing of the Obsidian Merger and (ii) one CVR for each share of Galera common stock held by such holder, representing the right to receive a pro rata portion of 95% of any potential future net proceeds received by Parent or its affiliates from the divestiture effected by the Asset Purchase and Sale Agreement with Biossil during the ten years following the closing of the Obsidian Merger.

To effect the Obsidian Merger, the Company filed a registration statement on Form S-4 with the Securities and Exchange Commission (SEC) on April 22, 2026, which is subject to SEC review and comments before becoming effective. The Obsidian Merger will close after approval by the shareholders of Galera and Obsidian, the S-4 becomes effective, and certain other conditions, as specified in the Merger Agreement, are satisfied.

At the Company’s Combined 2025 and 2026 Annual Meeting of Stockholders held on May 8, 2026, holders of a majority of the shares of the Company’s common stock approved an increase in the number of shares of authorized common stock from 200 million to 400 million. An amendment to the Company’s Restated Certificate of Incorporation reflecting the increase in authorized common stock was filed on May 11, 2026.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. As a result of many important factors, including those set forth in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on March 19, 2026 (the 2025 Form 10-K), and this Quarterly Report on Form 10-Q, our actual results could differ materially from the results described in, or implied by these forward-looking statements.

Overview

We (Galera, or the Company) are a biopharmaceutical company that historically was focused on developing a portfolio of small molecule superoxide dismutase (SOD) mimetics to improve radiotherapy in cancer, primarily by reducing one of the most common side effects of radiotherapy, severe oral mucositis (SOM). In October 2025 we sold our assets related to avasopasem and rucosopasem and all other dismutase mimetics assets to Biossil, Inc. (Biossil), a privately-held company based in Toronto, Canada. In connection with selling these assets, we assigned and Biossil assumed all rights and obligations under the Royalty Agreement with Blackstone Life Sciences (Blackstone), as described below. We received consideration from Biossil in the form of an upfront payment of $3.5 million and are eligible to receive further payments upon the achievement of future regulatory and commercial milestones and received contingent value rights of up to $105.0 million in the aggregate.

On December 30, 2024, we completed the acquisition of Nova Pharmaceuticals, Inc., a privately-held biotechnology company advancing a pan-inhibitor of nitric oxide synthase (NOS). Nitric oxide (NO) plays a critical role in the tumor microenvironment (TME), in the initiation, progression and metastasis of many cancers and in the immune responses to cancer. Specifically, NOS has been shown to be over-expressed in TNBC and especially in the rare subset of triple-negative breast cancer (TNBC) known as metaplastic breast cancer (MpBC) that today has no effective or regulatory approved therapy. Initial clinical data with our pan-NOS inhibitor in these patients, when combined with a taxane, have been promising. With that acquisition, we have shifted our strategic focus to developing a product candidate to treat certain types of advanced breast cancer, including MpBC and other refractory subsets of TNBC. In support of the acquisition, a syndicate of investors led by Ikarian Capital invested $2.9 million to purchase Galera common stock and pre-funded warrants. The Company continues as Galera Therapeutics, Inc., and our common stock is listed on the Over-The-Counter Quote Bulletin Board – Venture Market (OTCQB:GRTX).

In November 2025, our subsidiary Nova Pharmaceuticals, Inc. was merged into another subsidiary, Grape Merger Sub II, LLC, and the surviving entity was renamed Nova Pharmaceuticals Operating, LLC (Nova).

Following the sale to Biossil, our portfolio is now comprised of a pan-NOS inhibitor. Our lead program is a Phase 1/2 trial of the pan-NOS inhibitor in combination with nab-paclitaxel and alpelisib for MpBC. This is an investigator-sponsored trial that is funded by a National Institutes of Health (NIH) grant to investigators at the Methodist Hospital in Houston, Texas (Houston Methodist), including the drug supply for the trial. Assuming we are successful in securing additional capital, a second trial for this agent is being planned in TNBC in collaboration with the I-SPY 2 consortium.

In April 2026 the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with Obsidian Therapeutics, Inc. (Obsidian), a privately-held company based in Cambridge, Massachusetts. Pursuant to the Merger Agreement, and upon the terms and subject to the satisfaction or waiver of the conditions described therein, Galera will be merged with and into a merger subsidiary of a newly formed parent company, Gazelle Parent, Inc. (Parent), with Galera surviving as a wholly owned subsidiary of Parent, and Obsidian will be merged with and into a separate merger subsidiary of Parent, with Obsidian surviving as a wholly owned subsidiary of Parent. Upon completion of the transaction, the combined company is expected to operate under the name Obsidian Therapeutics, Inc. and focus primarily on advancing Obsidian's pipeline of engineered tumor infiltrating lymphocyte (TIL) cell therapies for the treatment of patients with solid tumors, including its lead product candidate, OBX-115, while continuing to support Galera's pipeline. Closing of the planned merger (the Obsidian Merger) is subject to certain closing conditions, including, among others, approval by the stockholders of each company, the effectiveness of a registration statement filed with the U.S. Securities and Exchange Commission (the SEC) to register the securities to be issued in connection with the Obsidian Merger and the satisfaction of other customary closing conditions. For more information, please refer to the Company's Current Report on Form 8-K filed with the SEC on April 14, 2026.

Also in April 2026, Galera entered into a securities purchase agreement with certain investors, pursuant to which Galera has agreed to sell, and such investors have agreed to purchase, shares of Galera's Series C Non-Voting Convertible Preferred Stock,

$0.001 par value, for an aggregate purchase price of approximately $350.0 million (less any proceeds received by Obsidian in connection with certain interim permitted financings), prior to the closing of the Obsidian Merger.

The percentage of the combined company that pre-closing Galera security holders will own as of the closing of the Obsidian Merger is subject to adjustment based on the valuation of Galera immediately prior to the closing. Furthermore, each holder of Galera common stock of record as of immediately prior to the consummation of the concurrent financing will be entitled to (i) one contingent value right (CVR) for each share of Galera common stock held by such holder, representing the right to receive a pro rata portion of 80% of any potential future net proceeds received by Parent or its affiliates from the development, commercialization, licensing, sale or other disposition of Galera's product candidate, tilarginine, or related intellectual property during the five years following the closing of the Obsidian Merger and (ii) one CVR for each share of Galera common stock held by such holder, representing the right to receive a pro rata portion of 95% of any potential future net proceeds received by Parent or its affiliates from the Asset Purchase and Sale Agreement with Biossil during the ten years following the closing of the Obsidian Merger.

Since our inception, we have devoted substantially all of our resources to organizing and staffing our company, business planning, raising capital, acquiring and developing product and technology rights, and conducting research and development. We have incurred recurring losses and negative cash flows from operations and have funded our operations primarily through the sale and issuance of equity, $117.5 million of proceeds received under the Royalty Agreement with Blackstone, and $3.5 million received from the sale to Biossil, receiving aggregate gross proceeds of $383.4 million.

Our ability to generate product revenue sufficient to achieve profitability will depend heavily on the successful resumption of development and eventual commercialization of one or more of our current or future product candidates. We may never succeed in these activities, and we expect to continue to incur losses for the foreseeable future. We had net income of $149.0 million for the year ended December 31, 2025, primarily resulting from a $151.0 million non-cash gain from the derecognition of the royalty purchase liability on our consolidated balance sheet, as the result of the assumption by Biossil of our obligations under the Royalty Agreement with Blackstone. Our net loss was $19.0 million for the year ended December 31, 2024. As of March 31, 2026, we had $5.5 million in cash and cash equivalents and an accumulated deficit of $308.9 million.

We expect to continue to incur significant expenses and operating losses for the foreseeable future. Our anticipated operating expenses involve significant risks and uncertainties and are dependent on our current assessment of the extent and costs of activities required to advance our product candidate. We have incurred significant expenses in connection with the planned Obsidian Merger, including expenses for the Merger Agreement and the registration statement on Form S-4. We expect our existing cash and cash equivalents as of March 31, 2026 will enable us to fund our operating expenses and capital expenditure requirements into the first quarter of 2027, but not for more than one year after the date of the filing of this Quarterly Report on Form 10-Q. As a result, there is substantial doubt about our ability to continue as a going concern after such time. For the avoidance of doubt, this estimate is based on our operating plan as of March 31, 2026 and does not assume completion of the Obsidian Merger, the concurrent Private Investment in Public Equity (PIPE) financing or any other future financing.

Our ability to continue operations is dependent on consummating the Obsidian Merger and the concurrent PIPE financing on a timely basis. If the Obsidian Merger is not completed, we may be required to pursue other strategic alternatives, which could include raising additional capital on unfavorable terms, significantly reducing or discontinuing operations, or pursuing a voluntary dissolution.

Our Common Stock is now quoted under its existing symbol "GRTX" on the Over-The-Counter Quote Bulletin Board – Venture Market.

Critical Accounting Policies and Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, and expenses and the disclosure of contingent assets and liabilities in our financial statements. On an ongoing basis, we evaluate our estimates and judgments, including those described below. We base our estimates on historical experience, known trends and events, and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our critical accounting policies are described under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies" in the 2025 Form 10-K and the notes to the unaudited interim

consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q. During the three months ended March 31, 2026 there were no material changes to our critical accounting policies from those discussed in the 2025 Form 10-K.

Components of Results of Operations

Research and Development Expense

Research and development expenses consist primarily of costs incurred in connection with the discovery and development of our current and past product candidates. We expense research and development costs as incurred. These expenses include:

- expenses incurred to conduct the necessary preclinical studies and clinical trials required to obtain regulatory approval;
- personnel expenses, including salaries, benefits and share-based compensation expense for employees engaged in research and development functions;
- costs of funding research performed by third parties, including pursuant to agreements with contract research organizations (CROs), as well as investigative sites and consultants that conduct our preclinical studies and clinical trials;
- expenses incurred under agreements with contract manufacturing organizations (CMOs), including manufacturing scale-up expenses and the cost of acquiring and manufacturing preclinical study and clinical trial materials;
- fees paid to consultants who assist with research and development activities;
- expenses related to regulatory activities, including filing fees paid to regulatory agencies; and
- allocated expenses for facility costs, including rent, utilities, depreciation and maintenance.

We track our external research and development expenses on a program-by-program basis, such as fees paid to CROs, CMOs and research laboratories in connection with our preclinical development, process development, manufacturing and clinical development activities. However, we do not track our internal research and development expenses on a program-by-program basis as they primarily relate to personnel-related and share-based compensation expense, early-stage research expenses and other costs that are deployed across multiple projects under development.

The following table summarizes our research and development expenses by program for the three months ended March 31, 2026 and 2025 (in thousands):

	Three months ended March 31,	
	2026	2025
Avasopasem manganese	$ —	$ 18
Rucosopasem manganese	—	8
Other research and development expense	15	48
Personnel related and share-based compensation expense	—	19
	$ 15	$ 93

We have ceased all clinical trial activity directly funded by the Company, and had suspended the clinical development of our dismutase mimetics product candidates prior to their sale to Biossil.

The successful development of our product candidate is highly uncertain. At this time, we cannot reasonably estimate or know the nature, timing and costs of the efforts that will be necessary to complete the development of our product candidate. We are unable to predict when, if ever, material net cash inflows will commence from sales of any future product candidates that we may develop due to the numerous risks and uncertainties associated with clinical development, including:

- delays in regulators or institutional review boards authorizing us or our investigators to commence our clinical trials, or in our ability to negotiate agreements with clinical trial sites or CROs;

- our ability to secure adequate supply of our product candidate for our trials;
- the number of clinical sites included in the trials;
- the ability and the length of time required to enroll suitable patients;
- the number of patients that ultimately participate in the trials;
- the number of doses patients receive;
- any side effects associated with our product candidate;
- the duration of patient follow-up;
- the results of our clinical trials;
- significant and changing government regulations; and
- the impact of unforeseen events on the initiation and completion of our preclinical studies, clinical trials and manufacturing scale-up.

We may never succeed in achieving regulatory approval for any future product candidates we may develop.

General and Administrative Expense

General and administrative expense consists primarily of personnel expenses, including salaries, benefits and share-based compensation expense for employees in executive, finance, and accounting functions. General and administrative expense also includes legal fees related to intellectual property and corporate matters, director fees, fees for accounting and consulting services, insurance expense, and rent.

Assuming we are successful in securing additional capital, we expect that our expenses will increase in the future to support our continued research and development activities and to expand our operations.

Interest Income

Interest income consists of amounts earned on our cash and cash equivalents held with large institutional banks and a money market mutual fund invested in U.S. Treasury obligations.

Net Operating Loss and Research and Development Tax Credit Carryforwards

As of December 31, 2025, we had federal and state tax net operating loss carryforwards (NOLs) of $157.8 million and $12.6 million, respectively, which will begin to expire in 2044 unless previously utilized. In connection with the Section 382 study performed in 2025, the federal research and development tax credit carryforwards have been written off.

Results of Operations

Comparison of the Three Months Ended March 31, 2026 and 2025

The following table sets forth our results of operations for the three months ended March 31, 2026 and 2025 (in thousands):

	Three months ended March 31,		
	2026	2025	Change
Operating expenses:			
Research and development	$ 15	$ 93	$ (78)
General and administrative	1,640	1,870	(230)
Loss from operations	(1,655)	(1,963)	308
Other income:			
Interest income	49	77	(28)
Change in fair value of warrant liability	—	294	(294)
Net loss	$ (1,606)	$ (1,592)	$ (14)

Research and Development Expense

Research and development expense decreased by $78,000 from $93,000 for the three months ended March 31, 2025 to $15,000 for the three months ended March 31, 2026. Research and development expenses decreased following the sale of the dismutase mimetics assets to Biossil in October 2025.

General and Administrative Expense

General and administrative expense decreased by $0.3 million from $1.9 million for the three months ended March 31, 2025 to $1.6 million for the three months ended March 31, 2026. The decrease was primarily due to lower legal and professional fees during the three months ended March 31, 2026.

Interest Income

Interest income decreased from $77,000 for the three months ended March 31, 2025 to $49,000 for the three months ended March 31, 2026, due to the reduction in investable cash and securities and reduced interest rates.

Change in Fair Value of Warrant Liability

During the three months ended March 31, 2025, we recognized a $0.3 million change in the fair value of the warrant liability. This adjustment was recorded prior to the reclassification of the liability-classified warrants to equity.

Liquidity and Capital Resources

We do not have any products approved for sale, and we do not expect to generate any revenue from product sales unless and until we successfully complete development and obtain regulatory approval for our product candidate, which will not be for many years, if ever. Through March 31, 2026, we have funded our operations primarily through the sale and issuance of equity, $117.5 million of proceeds received under the Royalty Agreement with Blackstone Life Sciences, and $3.5 million from the sale to Biossil, receiving aggregate gross proceeds of $383.4 million.

As of March 31, 2026, we had $5.5 million in cash and cash equivalents and an accumulated deficit of $308.9 million. We have no ongoing material financing commitments, such as lines of credit or guarantees, that are expected to affect our liquidity over the next five years. We expect our existing cash and cash equivalents as of March 31, 2026 will enable us to fund our operating expenses and capital expenditure requirements into the first quarter of 2027, but not for more than one year from the date of the filing of this Quarterly Report on Form 10-Q. As a result, there is substantial doubt about our ability to continue as a going concern through the 12 months from the date of the filing of this Quarterly Report on Form 10-Q. For the avoidance of doubt, this estimate is based on our operating plan as of March 31, 2026 and does not assume completion of the Obsidian Merger, the concurrent PIPE financing or any other future financing.

For more information, see the discussion under the heading “Liquidity” in Note 1 to our unaudited interim consolidated financial statements.

Cash Flows

The following table shows a summary of our cash flows for the periods indicated (in thousands):

	Three months ended March 31,	
	2026	2025
Net cash used in operating activities	$ (875)	$ (2,238)
Net cash provided by investing activities	—	—
Net cash provided by financing activities	—	635
Net decrease in cash and cash equivalents	$ (875)	$ (1,603)

Operating Activities

During the three months ended March 31, 2026, we used $0.9 million of net cash in operating activities. Cash used in operating activities reflected our net loss of $1.6 million, partially offset by $0.7 million from other changes in operating assets and liabilities and non-cash share based compensation expense. The primary use of cash was to fund our operations.

During the three months ended March 31, 2025, we used $2.2 million of net cash in operating activities. Cash used in operating activities reflected our net loss of $1.6 million, $0.5 million from other changes in operating assets and liabilities, and net non-cash charges of $0.1 million related to share-based compensation expense and the change in the fair value of the warrant liability. The primary use of cash was to fund our operations.

Financing Activities

During the three months ended March 31, 2025, financing activities provided $0.6 million from the sale of our common stock in a private placement in December 2024.

Funding Requirements

We expect our existing cash and cash equivalents as of March 31, 2026 will enable us to fund our operating expenses and capital expenditure requirements into the first quarter of 2027, but not for more than one year after the date of the filing of this Quarterly Report on Form 10-Q. As a result there is substantial doubt about our ability to continue as a going concern through the 12 months from the date of the filing of this Quarterly Report on Form 10-Q. Our ability to continue operations is dependent on consummating the Obsidian Merger and the related PIPE financing on a timely basis. If the Obsidian Merger is not completed, we may be required to pursue other strategic alternatives, which could include raising additional capital on unfavorable terms, significantly reducing or discontinuing operations, or pursuing a voluntary dissolution.

Because of the numerous risks and uncertainties associated with research, development and commercialization of our product candidate, we are unable to estimate the exact amount of our working capital requirements. Our future funding requirements will depend on, and could increase significantly as a result of, many factors, including:

- the scope, progress, results and costs of any future preclinical studies and clinical trials;
- the scope, prioritization and number of any future research and development programs;
- the costs, timing and outcome of regulatory review of any future product candidates;
- our ability to establish and maintain any future collaborations on favorable terms, if at all;
- the extent to which we are obligated to reimburse, or entitled to reimbursement of, clinical trial costs under any future collaboration agreements, if any;
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims;
- the extent to which we acquire or in-license other product candidate and technologies;

- the costs of securing manufacturing arrangements for any future commercial production; and
- the costs of scaling-up or contracting for sales and marketing capabilities as we prepare for the potential commercialization of our product candidate.

Identifying potential product candidates and conducting preclinical studies and clinical trials is a time-consuming, expensive and uncertain process that takes many years to complete, and we may never generate the necessary data or results required to obtain marketing approval and achieve product sales. In addition, any future product candidates, if approved, may not achieve commercial success.

Until such time, if ever, as we can generate substantial product revenues, we expect to finance our cash needs through a combination of equity offerings, debt financings, collaborations, strategic alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, our stockholders' ownership interest will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect our existing stockholders' rights. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we are unable to raise additional funds when needed, we may be required to delay, limit, reduce or terminate certain activities, including planned research and development activities or hiring plans.

If we raise funds through additional collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or to grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Key Agreements

Asset Purchase Agreement with Biossil

On October 15, 2025, the Company and Biossil entered into an Asset Purchase and Sale Agreement, as amended (the Purchase Agreement), whereby Biossil agreed to acquire all of the Company's right, title and interest in and to its assets related to avasopasem (GC4419) and rucosopasem (GC4711) and all other dismutase mimetic assets (the Assets).

In connection with the purchase of the Assets, Biossil agreed to assume all further rights and obligations of the Company under the Amended and Restated Purchase and Sale Agreement, dated November 14, 2018, by and among the Company, Clarus IV Galera Royalty AIV, L.P., and the other parties thereto, as amended from time to time. Clarus IV Galera Royalty AIV, L.P. is affiliated with Blackstone Life Sciences (Blackstone).

The purchase price for the Assets consists of (i) an upfront payment of $3,500,000, and (ii) potential future regulatory milestones, commercial milestones and contingent value rights of up to $105,000,000 in the aggregate.

The Purchase Agreement contains customary representations, warranties and covenants related to the Assets and the business of the Company. Certain provisions, including confidentiality, indemnification, and payment obligations, survive the closing of the Transaction in certain circumstances as set forth in the Purchase Agreement.

Methodist Hospital License Agreement

The Company's subsidiary, Nova, has a worldwide license agreement (the License) with Houston Methodist. The License was executed in January 2024 and gives Nova the exclusive rights to certain Houston Methodist patents for use in the field of oncology, and non-exclusive rights to certain Houston Methodist know-how for use in connection with the licensed patents.

As consideration for the License, Nova paid Houston Methodist an initial license fee of $300,000, approximately $147,000 as reimbursement for patent costs incurred prior to the date of the license, and a $100,000 deposit for future patent costs incurred by Houston Methodist to the extent they are not paid by Nova. Under a separate patent prosecution agreement, fees of the law firm maintaining the licensed patents are billed to and payable directly by Nova.

The License includes due diligence requirements for Nova to submit an Investigational New Drug (IND) application by January 31, 2028, and thereafter to initiate Phase 1, 2 and 3 clinical trials and file a Biologics License Application (BLA) by specified

dates. If Nova receives FDA approval for a product covered by the License, fees are payable upon attainment of certain commercial milestones, and low-to-mid single digit royalties are payable on net sales. Fees are also payable on any sublicense revenue that Nova receives.

As additional consideration for the License, Nova made an initial issuance of shares of Nova common stock to Houston Methodist, and subsequently issued additional shares such that Houston Methodist maintained an agreed percentage of Nova outstanding shares. On December 30, 2024, the Houston Methodist shares in Nova were exchanged for approximately 7,323 shares of the Company's Series B Preferred Stock. Refer to Note 9 to our unaudited interim consolidated financial statements included in this Quarterly Report on Form 10-Q.

Unless earlier terminated, the License expires on the later of January 31, 2044, or the end of the patent term for the last licensed patent to expire, after which the license continues on a nonexclusive, royalty-free basis.

Agreement and Plan of Merger with Obsidian Therapeutics, Inc.

On April 14, 2026, we entered into the Merger Agreement with Obsidian and certain newly formed subsidiaries of the Company. Pursuant to the Merger Agreement, and upon the terms and subject to the satisfaction or waiver of the conditions described therein, Galera will be merged with and into a merger subsidiary of Parent, with Galera surviving as a wholly owned subsidiary of Parent, and Obsidian will be merged with and into a separate merger subsidiary of Parent, with Obsidian surviving as a wholly owned subsidiary of Parent. The Merger Agreement includes customary representations, warranties and covenants by the parties and provides for customary closing conditions, including the effectiveness of a registration statement on Form S-4 and approval by the stockholders of both companies. The Merger Agreement also provides for certain termination rights for each of Galera and Obsidian and, in specified circumstances, may require the payment of a termination fee.

Also, in April 2026 we entered into a securities purchase agreement with certain investors, pursuant to which Galera has agreed to sell, and such investors have agreed to purchase, shares of Galera's Series C Non-Voting Convertible Preferred Stock, $0.001 par value, for an aggregate purchase price of approximately $350.0 million (less any proceeds received by Obsidian in connection with certain interim permitted financings), prior to the closing of the Obsidian Merger. The closing of this concurrent financing is conditioned upon the satisfaction or waiver of each of the conditions to the closing of the Obsidian Merger, other than those conditions which, by their nature, are to be satisfied at the closing of the transactions contemplated by the Merger Agreement, as well as certain other conditions.

The percentage of the combined company that pre-closing Galera security holders will own as of the closing of the Obsidian Merger is subject to adjustment based on the valuation of Galera immediately prior to the closing. Furthermore, each holder of Galera common stock of record as of immediately prior to the consummation of the PIPE financing will be entitled to (i) one contingent value right (CVR) for each share of Galera common stock held by such holder, representing the right to receive a pro rata portion of 80% of any potential future net proceeds received by Parent or its affiliates from the development, commercialization, licensing, sale or other disposition of Galera's product candidate, tilarginine, or related intellectual property during the five years following the closing of the Obsidian Merger and (ii) one CVR for each share of Galera common stock held by such holder, representing the right to receive a pro rata portion of 95% of any potential future net proceeds received by Parent or its affiliates from the Asset Purchase and Sale Agreement with Biossil during the ten years following the closing of the Obsidian Merger.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined in Rule 12b-2 of the Exchange Act and are not required to provide the information otherwise required under this Item 3.

Item 4. Controls and Procedures.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2026.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended March 31, 2026 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may be involved in claims and proceedings arising in the course of our business. The outcome of any such claim or proceeding, regardless of the merits, is inherently uncertain. We are not currently a party to any legal proceedings that, in the opinion of our management, are likely to materially affect our business or financial results.

Item 1A. Risk Factors.

Investing in our common stock involves a high degree of risk. In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors described in Part I, Item 1A. "Risk Factors" of our 2025 10-K. Other than as described below, there have been no material changes to the risk factors described in that report. The occurrence of any of the events or developments described in our Risk Factors could adversely affect our business, financial condition, results of operations and growth prospects. In such an event, the market price of our common stock could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations.

The Obsidian Merger may not be completed on the currently contemplated terms or within the expected timeframe, or at all, which could adversely affect our business, financial condition and results of operations.

The Obsidian Merger is subject to a number of conditions, including the effectiveness of a registration statement on Form S-4 and approval by the stockholders of Galera and Obsidian. We have incurred, and expect to continue to incur, significant costs in connection with the merger, including legal, accounting, financial advisor, and other professional fees, and these costs may be higher than we currently anticipate. The merger process has also, and may continue to, divert management's attention and resources from ongoing operations, and could make it more difficult to attract and retain employees, enter into contracts on favorable terms, or maintain relationships with business relations. If the Obsidian Merger is not completed, we may be required to pursue other strategic alternatives, which could include raising additional capital on unfavorable terms, significantly reducing or discontinuing operations, or pursuing a voluntary dissolution. There can be no assurance that any alternative transaction or strategy will be available on acceptable terms, or at all.

If the Obsidian Merger is not completed, we may decide to pursue a liquidation and dissolution of Galera. In such an event and in light of our current capital resource constraints, it is unlikely that substantial resources would be available for distributions to our stockholders.

Although we have entered into the Merger Agreement, the closing may be delayed or may not occur at all. If for any reason the Obsidian Merger is not completed, the we may elect to, among other things, attempt to complete another strategic transaction, attempt to sell or otherwise dispose of various assets. Any of these alternatives would be costly and time-consuming and would require that we obtain additional near-term funding. We expect that it would be difficult to secure such funding in a timely manner, on favorable terms or at all.

If the Obsidian Merger is not completed, we may decide that it is in the best interests of our stockholders to dissolve the Company and liquidate its assets. In that event, the amount of cash, if any, available for distribution to Galera's stockholders would depend on the timing of such decision and the timing of such liquidation since the amount of cash available for distribution continues to decrease as we fund our operations and incur fees and expenses related to the Obsidian Merger. In addition, if our Board were to approve and recommend, and our stockholders were to approve, a dissolution of Galera, we would be required under Delaware law to pay our outstanding obligations, as well as to make reasonable provision for contingent and unknown obligations, prior to making any distributions in liquidation to our stockholders. As a result of this requirement, a portion of our assets may need to be reserved pending the resolution of such obligations. In addition, we may be subject to litigation or other claims related to a liquidation and dissolution of the Company. If a liquidation and dissolution were pursued, our Board, in consultation with its advisors, would need to evaluate these matters and make a determination about a reasonable amount to reserve. Accordingly, in such a circumstance and in light of our current capital resources, it is highly unlikely that substantial resources, if any, would be available for distributions to our stockholders. Our stockholders would likely lose all or a significant portion of their investment.

The PIPE financing to be completed concurrently with the Obsidian Merger may not be completed on the currently contemplated terms or at all, and, even if completed, may result in significant dilution and other adverse effects.

The expected PIPE financing is subject to a number of conditions and may be impacted by market, industry, regulatory, and other factors that are outside of our control. If the PIPE financing is not completed, the Obsidian Merger may be delayed or may not be completed, and we may need to seek alternative financing or strategic alternatives, which may not be available on acceptable terms, if at all. In addition, if the PIPE financing is completed, the issuance of a substantial number of shares (and related registration rights) could dilute existing stockholders and could adversely affect the market price of our common stock.

Even if the Obsidian Merger is completed, the combined company may incur losses for the foreseeable future and might never achieve profitability.

Even if the Obsidian Merger is completed, the combined company may never become profitable, even if the combined company is able to complete clinical development for one or more product candidates and eventually commercialize such product candidates. The combined company will need to successfully complete significant research, development, testing and regulatory compliance activities that, together with projected general and administrative expenses, are expected to result in substantial increased operating losses for at least the next several years. Even if the combined company does achieve profitability, it may not be able to sustain or increase profitability on a quarterly or annual basis.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Insider trading arrangements and policies

During the three months ended March 31, 2026, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits.

The exhibits listed on the Exhibit Index are either filed or furnished with this report or incorporated herein by reference.

Exhibit Number	Description	Form	Exhibit	Filing Date
10.1*#	Letter Agreement, dated as of February 6, 2026, by and between the Company and Joel Sussman.			
10.2*	Third Amendment to Asset Purchase and Sale Agreement, dated as of February 26, 2026, by and between the Company and Biossil Inc.			
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			
101.INS	Inline XBRL Instance Document - the Instance Document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document			
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents			
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)			

* Filed herewith.
** Furnished herewith.
# Indicates management contract or compensatory plan.
† Portions of this exhibit have been redacted in compliance with Regulation S-K Item 601(b)(10)(iv).

SIGNATURES

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

Galera Therapeutics, Inc.

Date: May 14, 2026

By: /s/ J. Mel Sorensen, M.D.
J. Mel Sorensen, M.D.
Chief Executive Officer and President

Date: May 14, 2026

By: /s/ Joel Sussman
Joel Sussman
Chief Accounting Officer
(principal financial officer and principal accounting officer)

Exhibit 10.1

GALERA THERAPEUTICS, INC.

February 6, 2026

VIA EMAIL ONLY

Mr. Joel Sussman

RE: STAY BONUS

Dear Mr. Sussman,

This Side Letter Agreement (this "Side Letter") is entered into as of February 6, 2026 (the "Effective Date"), by and between Galera Therapeutics, Inc., a Delaware corporation (the "Company"), and Joel Sussman ("Executive").

This Side Letter is intended to supplement that certain Employment, Confidentiality, Noncompete and Invention Rights Agreement dated April 1, 2019, by and between the Company and Executive (the "Employment Agreement"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Employment Agreement.

1. Purpose

The Company desires to provide Executive with additional retention incentives in connection with the timely completion and filing of certain critical SEC reporting obligations.

2. Stay Bonus Payments

Subject to the terms and conditions of this Side Letter, Executive shall be eligible to receive the following stay bonus payments (each, a "Stay Bonus"):

(a) *March 31, 2026 Stay Bonus*. Executive shall be entitled to a cash stay bonus of $200,000, provided that:

- Executive remains continuously employed by the Company through March 31, 2026; and
- The Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2025 has been timely filed with the Securities and Exchange Commission in accordance with applicable SEC rules, unless the failure to file is for a reason outside the Executive's reasonable control.

(b) *May 30, 2026 Stay Bonus*. Executive shall be entitled to an additional cash stay bonus of $50,000, provided that:

- Executive remains continuously employed by the Company through May 30, 2026; and
- The Company's Quarterly Report on Form 10-Q for the fiscal quarter ending March 31, 2026 has been timely filed with the Securities and Exchange Commission in accordance with applicable SEC rules:

3. Payment Timing

Each Stay Bonus, if earned, shall be paid in a lump sum on the first payroll date following satisfaction of the applicable conditions set forth in Section 2, subject to applicable tax withholding and payroll deductions.

4. No Duplicate Benefit

The Stay Bonuses provided and paid under this Side Letter:

- Shall reduce (on a dollar-for-dollar basis) amounts payable under Section 4.5(b) of the Employment Agreement;
- Shall not be considered Base Salary, bonus, or other compensation for purposes of calculating severance, equity vesting, retirement benefits, or any other payments or benefits, unless expressly required by applicable law; and
- For avoidance of doubt, unless actually paid, the Stay Bonuses will not reduce the amounts payable under Section 4.5(b) of the Employment Agreement.

5. Effect of Termination

Except as otherwise expressly provided in writing by the Company, Executive shall forfeit any unpaid Stay Bonus if Executive's employment terminates for any reason prior to satisfaction of the applicable conditions in Section 2, other than if Executive's employment is terminated by the Company, other than "for good cause," or Executive terminates his employment for "good reason," as defined in Section 4.1(d) of the Employment Agreement (each, an "Involuntary Termination"). In the case of an Involuntary Termination, any unpaid Stay Bonus shall be paid in accordance with Section 3 above (without regard to the satisfaction of any conditions to such payment(s)).

6. Governing Law

This Side Letter shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania, without regard to conflicts of law principles, consistent with the Employment Agreement.

7. Miscellaneous

This Side Letter does not amend or modify the Employment Agreement except as expressly set forth herein.

In the event of any conflict between this Side Letter and the Employment Agreement, this Side Letter shall control solely with respect to the subject matter hereof.

This Side Letter may be executed in counterparts, each of which shall be deemed an original.

GALERA THERAPEUTICS, INC.

By: __/s/ J. Mel Sorensen, M.D._____

Name: J. Mel Sorensen, M.D.

Title: President and Chief Executive Officer

EXECUTIVE

_/s/ Joel Sussman_____

Joel Sussman

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Exhibit 10.2

CERTAIN IDENTIFIED INFORMATION HAS BEEN EXCLUDED FROM THIS EXHIBIT BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. OMITTED INFORMATION HAS BEEN REPLACED WITH ASTERISKS [***].

Third Amendment

This Third Amendment (this "**Third Amendment**") is entered into as of February 26th, 2026, by and between (i) **Galera Therapeutics, Inc.**, a corporation duly incorporated under the laws of Delaware, and its Affiliate, **Galera Labs, LLC**, a Missouri limited liability company (collectively, "Seller"), and (ii) **Biossil Inc.**, a corporation duly incorporated under the laws of Canada ("Buyer"). Hereinafter, "Parties" shall mean Seller and Buyer together, and "Party" shall mean either Seller or Buyer, as the context requires.

WHEREAS:

The Parties are parties to that certain Asset Purchase and Sale Agreement dated October 15th, 2025 (the "APA").

The Parties are parties to that certain amendment to the APA dated October 20th, 2025 (the "First Amendment").

The Parties are parties to that certain amendment to the APA dated October 27th, 2025 (the "Second Amendment")

The Parties now desire to further amend the APA for the limited purpose of confirming and clarifying that the "Compounds" (as defined in the APA) include the full portfolio of Seller's dismutase mimetic compounds and related assets, and expressly include, without limitation, [***].

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the APA.

1. Amendments to the APA

1.1. Amendment of Definition of "Compounds"

Section 6.1 (Definitions) of the APA is amended by deleting the definition of "Compounds" in its entirety and replacing it with the following:

"Compounds" mean (a) Seller's small molecule known as GC4419 with the chemical structure set forth on Schedule 1.5(e)-1 ("**GC4419**"), (b) Seller's small molecule known as GC4711 with the chemical structure set forth on Schedule 1.5(e)-2 ("**GC4711**"), (c) any other dismutase mimetic small molecule owned or controlled by Seller or its Affiliates as of the date of the APA or as of the Closing (as applicable), including

without limitation [***], and (d) any other small molecule owned or controlled by Seller the manufacture, use or sale of which would, absent a license thereto, infringe the claim of any Patent that covers the composition of matter for GC4419 or GC4711; and with respect to (a), through (d), any pharmaceutically acceptable salt, polymorph, crystal form, prodrug or solvate thereof. For clarity, clause (d) is in addition to, and not in limitation of, clauses (a) through (c).

1.2. Confirmatory Clarification

The Parties acknowledge and agree that this Third Amendment is intended to confirm and clarify the Parties' original intent under the APA that the transactions contemplated thereby include Seller's complete portfolio of dismutase mimetic assets, including without limitation [***]. For the avoidance of doubt, the Compounds (as amended hereby) and all assets related thereto shall be treated for all purposes as though included within the "Compounds" and "Purchased Assets" (as applicable) from and as of the execution of the APA.

2. Continuing Effect of the APA

Except as expressly amended by this Third Amendment, all other terms, provisions, rights, and obligations of the APA shall remain in full force and effect and are hereby ratified and confirmed. In the event of any conflict between this Third Amendment and the APA, this Third Amendment shall control.

3. Counterparts

This Third Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Execution and delivery by electronic signature or PDF shall have the same force and effect as delivery of an original signed copy.

[*Remainder of page intentionally left blank*]

IN WITNESS WHEREOF, the Parties hereto have duly executed this Amendment as of the date first above written.

SELLER:

GALERA THERAPEUTICS, INC.

By: _/s/ J. Mel Sorensen, M.D._____
Name: J. Mel Sorensen, M.D.
Title: Chief Executive Officer and
President

GALERA LABS, LLC.

By: **Galera Therapeutics, Inc., its Sole Member**

By: _/s/ J. Mel Sorensen, M.D._____
Name: J. Mel Sorensen, M.D.
Title: Chief Executive Officer and
President

BUYER:

BIOSSIL INC.

By: _/s/ Anthony Mouchantaf_____
Name: Anthony Mouchantaf
Title: Chief Executive Officer

Exhibit 31.1

CERTIFICATION

I, J. Mel Sorensen, certify that:

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

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2026

By: /s/ J. Mel Sorensen, M.D.
J. Mel Sorensen, M.D.
Chief Executive Officer and President
(principal executive officer)

Exhibit 31.2

CERTIFICATION

I, Joel Sussman, certify that:

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

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2026

By: /s/ Joel Sussman
Joel Sussman
Chief Accounting Officer
(principal financial officer)

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of Galera Therapeutics, Inc. (the "Company") for the period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

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

Date: May 14, 2026

By: /s/ J. Mel Sorensen, M.D.
J. Mel Sorensen, M.D.
Chief Executive Officer and President
(principal executive officer)

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of Galera Therapeutics, Inc. (the "Company") for the period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

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

Date: May 14, 2026

By: /s/ Joel Sussman
Joel Sussman
Chief Accounting Officer
(principal financial officer)