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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 June 30, 2025

OR

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

For the transition period from _____ to _____

Commission File Number: 001-41063

JOURNEY MEDICAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**47-1879539**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

9237 E Via de Ventura Blvd., Suite 105, Scottsdale, AZ 85258
(Address of principal executive offices and zip code)

(480) 434-6670
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	DERM	NASDAQ Capital Market

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

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

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

Class of Common Stock	Outstanding Shares as of August 11, 2025
Common Stock Class A, $0.0001 par value	6,000,000
Common Stock, $0.0001 par value	18,378,186

JOURNEY MEDICAL CORPORATION
Quarterly Report on Form 10-Q

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PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (unaudited)

JOURNEY MEDICAL CORPORATION
Unaudited Condensed Consolidated Balance Sheets
(Dollars in thousands except for share and per share amounts)

	June 30, 2025	December 31, 2024
ASSETS		
Current assets		
Cash and cash equivalents	$ 20,293	$ 20,305
Accounts receivable, net of reserves	15,644	10,231
Inventory	12,852	14,431
Prepaid expenses and other current assets	2,479	3,212
Total current assets	51,268	48,179
Intangible assets, net	29,734	31,863
Operating lease right-of-use asset, net	156	199
Total assets	**$ 81,158**	**$ 80,241**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 12,754	$ 16,050
Due to related party	840	528
Accrued expenses	22,554	17,425
Accrued interest	416	404
Income taxes payable	71	60
Term loan - short-term	3,750	—
Installment payments – licenses, short-term	—	625
Operating lease liability, short-term	96	83
Total current liabilities	40,481	35,175
Term loan, long-term, net of debt discount	21,362	24,879
Operating lease liability, long-term	69	118
Total liabilities	**61,912**	**60,172**
Commitments and contingencies (Note 13)		
Stockholders' equity		
Common stock, $.0001 par value, 50,000,000 shares authorized, 17,471,835 and 16,153,610 shares issued and outstanding as of June 30, 2025 and December 31, 2024, respectively	1	1
Common stock - Class A, $.0001 par value, 50,000,000 shares authorized, 6,000,000 shares issued and outstanding as of June 30, 2025 and December 31, 2024	1	1
Additional paid-in capital	114,140	107,094
Accumulated deficit	(94,896)	(87,027)
Total stockholders' equity	19,246	20,069
Total liabilities and stockholders' equity	**$ 81,158**	**$ 80,241**

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

JOURNEY MEDICAL CORPORATION
Unaudited Condensed Consolidated Statements of Operations
(Dollars in thousands except for share and per share amounts)

	Three-Month Periods Ended June 30,		Six-Month Periods Ended June 30,	
	2025	2024	2025	2024
Revenue:				
Product revenue, net	$ 15,009	$ 14,855	$ 28,148	$ 27,885
Operating expenses				
Cost of goods sold – (excluding amortization of acquired intangible assets)	4,939	5,727	9,729	11,728
Amortization of acquired intangible assets	1,064	814	2,129	1,629
Research and development	—	913	39	8,797
Selling, general and administrative	11,882	10,328	22,451	18,748
Total operating expenses	17,885	17,782	34,348	40,902
Loss from operations	(2,876)	(2,927)	(6,200)	(13,017)
Other expense (income)				
Interest income	(138)	(161)	(287)	(378)
Interest expense	937	563	1,828	1,111
Foreign exchange transaction losses	61	32	68	53
Total other expense (income)	860	434	1,609	786
Loss before income taxes	**(3,736)**	**(3,361)**	**(7,809)**	**(13,803)**
Income tax expense	60	—	60	—
Net loss	**$ (3,796)**	**$ (3,361)**	**$ (7,869)**	**$ (13,803)**
Net loss per common share:				
Basic and diluted	$ (0.16)	$ (0.17)	$ (0.34)	$ (0.69)
Weighted average number of common shares:				
Basic and diluted	23,290,806	19,993,858	22,952,801	19,875,653

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

JOURNEY MEDICAL CORPORATION
Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity
(Dollars in thousands except for share and per share amounts)

Six-Month Period Ended June 30, 2025

	Common Stock		Common Stock A		Additional	Accumulated	Total Shareholders'
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Equity
Balance as of December 31, 2024	**16,153,610**	**$ 1**	**6,000,000**	**$ 1**	**$ 107,094**	**$ (87,027)**	**$ 20,069**
Share-based compensation	—	—	—	—	2,659	—	2,659
Exercise of stock options for cash	133,703	—	—	—	240	—	240
Issuance of common stock for vested restricted stock units	324,159	—	—	—	—	—	—
Issuance of common stock under ESPP	25,641	—	—	—	99	—	99
Issuance of common stock, ATM offering, net of issuance costs of $125	834,722	—	—	—	4,048	—	4,048
Net loss	—	—	—	—	—	(7,869)	(7,869)
Balance as of June 30, 2025	**17,471,835**	**$ 1**	**6,000,000**	**$ 1**	**$ 114,140**	**$ (94,896)**	**$ 19,246**

Three-Month Period Ended June 30, 2025

	Common Stock		Common Stock A		Additional	Accumulated	Total Shareholders'
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Equity
Balance as of March 31, 2025	**17,104,437**	**$ 1**	**6,000,000**	**$ 1**	**$ 112,639**	**$ (91,100)**	**$ 21,541**
Share-based compensation	—	—	—	—	1,336	—	1,336
Exercise of stock options for cash	93,660	—	—	—	165	—	165
Issuance of common stock for vested restricted stock units	273,738	—	—	—	—	—	—
Net loss	—	—	—	—	—	(3,796)	(3,796)
Balance as of June 30, 2025	**17,471,835**	**$ 1**	**6,000,000**	**$ 1**	**$ 114,140**	**$ (94,896)**	**$ 19,246**

Six-Month Period Ended June 30, 2024

	Common Stock		Common Stock A		Additional	Accumulated	Total Shareholders'
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Equity
Balance as of December 31, 2023	**13,323,952**	**$ 1**	**6,000,000**	**$ 1**	**$ 92,703**	**$ (72,355)**	**$ 20,350**
Share-based compensation	—	—	—	—	3,080	—	3,080
Exercise of stock options for cash	70,044	—	—	—	99	—	99
Issuance of common stock for vested restricted stock units	282,195	—	—	—	—	—	—
Issuance of common stock under ESPP	52,211	—	—	—	85	—	85
Issuance of common stock, ATM offering, net of issuance costs of $46	289,744	—	—	—	1,484	—	1,484
Net loss	—	—	—	—	—	(13,803)	(13,803)
Balance as of June 30, 2024	**14,018,146**	**$ 1**	**6,000,000**	**$ 1**	**$ 97,451**	**$ (86,158)**	**$ 11,295**

Three-Month Period Ended June 30, 2024

	Common Stock		Common Stock A		Additional	Accumulated	Total Shareholders'
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Equity
Balance as of March 31,2024	**13,932,310**	**$ 1**	**6,000,000**	**$ 1**	**$ 95,746**	**$ (82,797)**	**$ 12,951**
Share-based compensation	—	—	—	—	1,674	—	1,674
Exercise of stock options for cash	14,669	—	—	—	31	—	31
Issuance of common stock for vested restricted stock units	71,167	—	—	—	—	—	—
Net loss	—	—	—	—	—	(3,361)	(3,361)
Balance as of June 30, 2024	**14,018,146**	**$ 1**	**6,000,000**	**$ 1**	**$ 97,451**	**$ (86,158)**	**$ 11,295**

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

JOURNEY MEDICAL CORPORATION
Unaudited Condensed Consolidated Statements of Cash Flows
(Dollars in thousands except for share and per share amounts)

	Six-Month Periods Ended June 30,	
	2025	2024
Cash flows from operating activities		
Net loss	(7,869)	$ (13,803)
Adjustments to reconcile net loss to net cash used in operating activities:		
Bad debt (recovery) expense	(246)	152
Amortization of debt discount	225	126
Amortization of acquired intangible assets	2,129	1,629
Amortization of operating lease right-of-use assets	43	46
Share-based compensation	2,659	3,080
Changes in operating assets and liabilities:		
Accounts receivable	(5,167)	4,605
Inventory	1,579	519
Prepaid expenses and other current assets	733	1,182
Accounts payable	(3,296)	(3,545)
Due to related party	312	65
Accrued expenses	5,137	(4,378)
Accrued interest	12	229
Income tax payable	11	(53)
Lease liabilities	(36)	(49)
Net cash used in operating activities	(3,774)	(10,195)
Cash flows from financing activities		
Proceeds from exercise of stock options	240	99
Proceeds from issuance of common stock, ATM offering, net of issuance costs	4,048	1,484
Issuance of common stock under ESPP	99	85
Proceeds from term-loan	—	5,000
Payments of license installment note payable	(625)	—
Net cash provided by financing activities	3,762	6,668
Net change in cash	(12)	(3,527)
Cash at the beginning of the period	20,305	27,439
Cash at the end of the period	**$ 20,293**	**$ 23,912**
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 1,591	$ 756
Cash paid for income taxes	$ 49	$ 103

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

JOURNEY MEDICAL CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

NOTE 1. ORGANIZATION AND PLAN OF BUSINESS OPERATIONS

Journey Medical Corporation ("Journey" or the "Company") is a commercial-stage pharmaceutical company that primarily focuses on the selling and marketing of U.S. Food and Drug Administration ("FDA") approved prescription pharmaceutical products for the treatment of dermatological conditions. The Company's current product portfolio includes eight FDA-approved prescription drugs for dermatological conditions that are marketed in the U.S. The Company acquires rights to products and product candidates by licensing or otherwise acquiring an ownership interest in, funding the research and development of, and eventually commercializing the products through its field sales organization.

As of June 30, 2025 and December 31, 2024, the Company is a majority-owned subsidiary of Fortress Biotech, Inc. ("Fortress" or "Parent").

Liquidity and Capital Resources

At June 30, 2025, the Company had $20.3 million in cash and cash equivalents as compared to $20.3 million of cash and cash equivalents at December 31, 2024, and working capital of $10.8 million at June 30, 2025, as compared to $13.0 million at December 31, 2024.

The Company relies primarily on cash on hand generated from sales of its pharmaceutical products to customers to fund its core operations. In addition, the Company has relied on the proceeds from its term loan Credit Facility (as defined below) with SWK Funding LLC ("SWK"), and its at-the-market sales program with B. Riley to meet additional capital and liquidity needs, specifically to fund the research and development and commercialization of Emrosi.

The Company regularly evaluates market conditions, its liquidity profile, and financing alternatives, including out-licensing arrangements for its products, to enhance its capital structure. The Company may seek to raise capital through debt or equity financings to expand its product portfolio and for other strategic initiatives, which may include sales of securities under either the Company's shelf registration statement on Form S-3 (File No. 333 - 269079), which was declared effective by the SEC on January 26, 2023 (the "2022 Shelf"), or a new registration statement, or in an unregistered, exempt transaction.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the ordinary course of business. However, as a result of recurring losses, substantial doubt exists about the Company's ability to continue as a going concern for a period of at least twelve months from the date of issuance of these financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that may be necessary if the Company is unable to continue as a going concern.

NOTE 2. BASIS OF PRESENTATION

Basis of Presentation and Principles of Consolidation

The Company's consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The Company's consolidated financial statements include the accounts of the Company and the accounts of the Company's wholly-owned subsidiary, JG Pharma, Inc. ("JG" or "JG Pharma"). All intercompany balances and transactions have been eliminated.

Reclassification

Certain prior period amounts have been reclassified to conform to the current period classification. The Company has historically included amortization of acquired intangible assets within costs of goods sold on the consolidated statement of operations. For the three and six-month periods ended June 30, 2025 and 2024, "Costs of goods sold – product revenue" as presented in the consolidated statement of operations was disaggregated into "Costs of goods sold – (excluding amortization of acquired intangible assets)" and "Amortization of acquired intangible assets". This presentation has been conformed for all previous periods presented and has no impact on previously reported financial results.

Emerging Growth Company

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard-setting bodies and adopted by the Company as of the specified effective date. Unless otherwise discussed, the impact of recently issued standards that are not yet effective will not have a material impact on the Company's audited consolidated financial statements upon adoption. Under the Jumpstart Our Business Startups Act of 2012, as amended, the Company meets the definition of an emerging growth company and elected the extended transition period for complying with new or revised accounting standards, which delays the adoption of these accounting standards until they would apply to private companies.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant estimates made by management include provisions for coupons, chargebacks, wholesaler fees, specialty pharmacy discounts, managed care rebates, product returns, and other allowances customary to the pharmaceutical industry. Significant estimates made by management also include inventory realization, valuation of intangible assets, useful lives of amortizable intangible assets and share-based compensation. Actual results may differ materially and adversely from these estimates. To the extent there are material differences between the estimates and actual results, the Company's future results of operations will be affected.

Segment Information

Operating segments are defined as components of an enterprise about which separate discrete information is available for evaluation by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company views its operations and manages its business in one segment, which reflects products for the treatment of dermatological conditions. The dermatological segment derives revenues from the sale of branded and authorized generic prescription products that treat certain dermatological conditions. The Company's chief operating decision maker ("CODM") is its Chief Executive officer.

The CODM assesses performance for the dermatological segment and allocates resources based on consolidated net loss. The CODM uses net loss to monitor budget vs. actual results, which are presented quarterly, as well as to evaluate performance and income generated in deciding how to reinvest profits. The accounting policies of the segment are the same as those described in Note 2 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 (the "2024 Form 10-K"). See Note 18 for segment information.

NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 2 of the Notes to the Consolidated Financial Statements included in the 2024 Form 10-K.

Recent Accounting Pronouncements

Not Yet Adopted

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures,* which expands disclosures in an entity's income tax rate reconciliation table and disclosures regarding cash taxes paid both in the U.S. and foreign jurisdictions. The update is effective for annual periods beginning after December 15, 2024, and subsequent interim periods, with early adoption permitted. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statement disclosures.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which is intended to improve the disclosures about specified categories of expenses including purchases of inventory, employee compensation, depreciation and amortization, included in certain expense captions presented in the consolidated statement of operations. This update will be effective for annual periods beginning after December 15, 2026. Early adoption is permitted. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements and disclosures.

NOTE 4. INVENTORY

The Company's inventory consists of the following for the periods ended:

($'s in thousands)	June 30, 2025	December 31, 2024
Finished goods	$ 9,526	$ 11,381
Work-in-process	369	367
Raw materials	3,669	3,196
Inventory at cost	13,564	14,944
Inventory reserves	(712)	(513)
Total inventories	**$ 12,852**	**$ 14,431**

NOTE 5. INTANGIBLE ASSETS

The Company's finite-lived intangible assets consist of acquired intangible assets. The Company's intangible assets as of June 30, 2025 and December 31, 2024 are summarized as follows:

($'s in thousands)	Estimated Useful Lives (Years)	June 30, 2025	December 31, 2024
Intangible assets - product licenses	3-15	$ 52,925	$ 52,925
Accumulated amortization		(20,048)	(17,919)
Accumulated impairment loss		(3,143)	(3,143)
Total intangible assets		**$ 29,734**	**$ 31,863**

The Company's amortization expense for the three-month periods ended June 30, 2025 and 2024 was $1.1 million and $0.8 million, respectively. The Company's amortization expense for the six-month periods ended June 30, 2025 and 2024 was $2.1 million and $1.6 million, respectively.

Future amortization of the Company's intangible assets is as follows:

For the years ended	Total Amortization
Remainder of 2025	$ 2,128
December 31, 2026	3,471
December 31, 2027	2,775
December 31, 2028	2,595
December 31, 2029	2,595
Thereafter	12,228
Subtotal	25,792
Asset not yet placed in service	3,942
Total	**$ 29,734**

NOTE 6. LICENSES ACQUIRED

Assets and Licenses Acquired:

Emrosi™

On June 29, 2021, the Company entered a license, collaboration, and assignment agreement with Dr. Reddy's Laboratories, Ltd. ("DRL") to obtain the global rights for the development and commercialization of Emrosi™ ("Emrosi"), formerly known as DFD-29, a late-stage development modified release oral minocycline that is being evaluated for the treatment of inflammatory lesions of rosacea (the "Emrosi Agreement"). The Company acquired global rights to Emrosi, including in the U.S. and Europe, except that DRL has retained certain rights to the program in select markets, namely in Armenia, Azerbaijan, Belarus, Brazil, Georgia, India, Kazakhstan, Kyrgyzstan, Moldova, the People's Republic of China, Russia, Taiwan, Tajikistan, Turkmenistan, Ukraine and Uzbekistan. Pursuant to the Emrosi Agreement, the Company made an upfront payment of $10.0 million. In April 2024, the Company made a $3.0 million milestone

payment to DRL, based on FDA acceptance of the Company's NDA application for Emrosi, and in December of 2024, the Company made a $15.0 million milestone payment to DRL, which was triggered by the November 1, 2024 FDA marketing approval of Emrosi. Upon the $15.0 million milestone payment, the assets related to Emrosi, including the NDA, regulatory documentation and intellectual property, transferred to the Company. Pursuant to the Emrosi Agreement, the Company may be required to make additional contingent regulatory and commercial milestone payments to DRL, totaling up to $150.0 million. Royalties ranging from ten percent to fourteen percent are payable on net sales of the product. Royalties are subject to a 50% reduction in the event that a generic competitor launches in an applicable country where the Company markets and sells the product.

Amzeeq and Zilxi

In January 2022, the Company entered into an agreement with VYNE Therapeutics, Inc. ("VYNE") to acquire two FDA approved products, Amzeeq® (minocycline) topical foam, 4%, and Zilxi® (minocycline) topical foam, 1.5%, for an upfront payment of $20.0 million and an additional $5.0 million payment on the one year anniversary of the closing (the "VYNE Product Acquisition Agreement"). The VYNE Product Acquisition Agreement also provides for contingent net sales milestone payments. In the first calendar year in which annual sales reach each of $100 million, $200 million, $300 million, $400 million and $500 million, a one-time payment of $10 million, $20 million, $30 million, $40 million and $50 million, respectively, will be paid in that year only, per product, totaling up to $450 million.

Qbrexza

In March 2021, the Company executed an Asset Purchase Agreement (the "Qbrexza APA") with Dermira, Inc., a subsidiary of Eli Lilly and Company ("Dermira"). Pursuant to the terms of the Qbrexza APA, the Company acquired the rights to Qbrexza® (glycopyrronium), a prescription cloth towelette to treat primary axillary hyperhidrosis in patients nine years of age or older. The Company paid the upfront fee of $12.5 million to Dermira. In addition, the Company is obligated to pay Dermira up to $144.0 million in the aggregate and are contingent upon the achievement of certain sales milestones. The royalty structure for the agreement is tiered with royalties for the first two years ranging from approximately 40% to 30%. Thereafter, royalties are approximately 12.0% to 19.0%. Royalty amounts are subject to certain reductions in the event there is a loss of exclusivity.

Accutane

In July 2020, the Company entered into an exclusive license and supply agreement for Accutane (the "Accutane Agreement") with DRL. Pursuant to the Accutane Agreement, the Company paid $5.0 million. Three additional milestone payments totaling $17.0 million are contingent upon the achievement of certain net sales milestones. The Company is required to pay royalties in an amount equal to a low-double digit percentage of net sales. The term of the Accutane Agreement is ten years and renewable upon mutual agreement. Each party may terminate the Accutane Agreement for an uncured material breach by the other party or for certain bankruptcy or insolvency related events. The Company may also terminate the Accutane Agreement without cause upon 180 days written notice to DRL.

Other License Agreements:

Maruho License Agreement

On August 31, 2023, the Company entered into a license agreement (the "New License Agreement") with Maruho Ltd., the Company's exclusive licensing partner in Japan ("Maruho"). Under the terms of the New License Agreement, the Company granted an exclusive license to develop and commercialize Qbrexza for the treatment of primary axillary hyperhidrosis in Korea and certain other Asian countries in exchange for an upfront payment of $19 million. Prior to the date of the New License Agreement, the Company and Maruho were party to an existing exclusive amended and restated license agreement (the "First A&R License Agreement"), under which Maruho acquired exclusive license rights to Qbrexza in Japan.

Simultaneously, Journey and Maruho also entered into the Second Amended and Restated Exclusive License Agreement (the "Second A&R License Agreement"), which supersedes the First A&R License Agreement. The Second A&R License Agreement contains modifications that remove Maruho's obligation to pay Journey royalties on its net sales of Rapifort (the Japanese equivalent of Qbrexza) in Japan for sales occurring after October 1, 2023 and removes Maruho's obligation to pay $10.0 million to Journey in the event that Maruho achieves net sales of at least ¥4 billion (yen) of Rapifort during a single fiscal year. All other remaining potential milestone payment obligations, which aggregate to $45.0 million, remain in full force and effect.

Cutia License Agreement

In January 2022, as a part of the Vyne APA, the Company assumed a license agreement with Cutia Therapeutics (HK) Limited, a Hong Kong biopharmaceutical company with experience in developing pharmaceutical products in the greater China region (the "Cutia Agreement"). Pursuant to the agreement, Cutia was granted an exclusive license to obtain regulatory approval of and commercialize Amzeeq (topical 4% minocycline foam) and Zilxi (topical 1.5% minocycline foam) in mainland China, Taiwan, Hong Kong and Macau. The Company has agreed to supply the finished Licensed Products to Cutia for clinical and commercial use at an agreed price. On November 11, 2024, Cutia received marketing approval for topical 4% minocycline foam from the National Medical Products Administration (the "NMPA") of the People's Republic of China (the "PRC"). The approval triggered a $1.0 million milestone payment to the Company. The $1.0 million milestone payment was recorded as a component of other revenue on the approval date of November 11, 2024, in the Consolidated Statements of Operations included in the Company's 2024 Form 10-K. The Company received the cash payment from Cutia of $1.0 million on January 2, 2025.

NOTE 7. FAIR VALUE MEASUREMENTS

Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability.

The accounting guidance requires fair value measurements be classified and disclosed in one of the following three categories:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices for similar assets or liabilities that are directly or indirectly observable in the marketplace.

Level 3: Unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Certain of the Company's financial instruments are not measured at fair value on a recurring basis but are recorded at amounts that approximate their fair value due to their liquid or short-term nature, such as accounts payable, accrued expenses and other current liabilities.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below:

	June 30, 2025			
($'s in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Cash and cash equivalents	$ 20,293	$ —	$ —	$ 20,293
Total	**$ 20,293**	**$ —**	**$ —**	**$ 20,293**

	December 31, 2024			
($'s in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Cash and cash equivalents	$ 20,305	$ —	$ —	$ 20,305
Total	**$ 20,305**	**$ —**	**$ —**	**$ 20,305**

The Company did not carry any level 2 or level 3 assets or liabilities at June 30, 2025 or December 31, 2024. No transfers occurred between level 1, level 2, and level 3 instruments during the six-month periods ended June 30, 2025 and 2024.

NOTE 8. RELATED PARTY AGREEMENTS

Shared Services Agreement with Fortress

On November 12, 2021, the Company and Fortress entered into an arrangement to share the cost of certain employees (the "Shared Services Agreement"). Fortress' Executive Chairman and Chief Executive Officer is the Executive Chairman of the Company. Under the terms of the Shared Services Agreement, the Company will reimburse Fortress for the salary and benefit costs associated with these employees based upon actual hours worked on Journey-related projects following the completion of the Company's initial public offering, which occurred in November 2021. In addition, the Company reimburses Fortress for various payroll-related costs and selling, general and administrative costs incurred by Fortress for the benefit of the Company.

For the three-month periods ended June 30, 2025 and 2024, the Company recorded related party expenses to Fortress of approximately $10,000 and $8,000, respectively. For the six-month periods ended June 30, 2025 and 2024, the Company recorded related party expenses to Fortress of approximately $22,000 and $18,000, respectively. The due to related party liability at June 30, 2025 and December 31, 2024 was $0.8 million and $0.5 million, respectively, and primarily relate to reimbursable expenses incurred by Fortress on behalf of the Company. The Company would have incurred these costs irrespective of the relationship with Fortress.

Fortress Income Tax

At June 30, 2025, 42.01% of all classes of the Company's outstanding common stock was owned by Fortress. Prior to the Company's initial public offering of securities in 2021, the Company had been filing consolidated federal tax returns and consolidated or combined state tax returns in multiple jurisdictions with Fortress. The Company may still be required to file combined tax returns in certain "combined filing states." These jurisdictions generally require corporations engaged in unitary business and meet the capital stock requirement of fifty percent to file a combined state tax return.

Additionally, see Note 16 below for a discussion of income taxes.

NOTE 9. ACCRUED EXPENSES

Accrued expenses consisted of the following:

($'s in thousands)	June 30, 2025	December 31, 2024
Accrued expenses:		
Accrued coupons and rebates	$ 11,394	$ 6,200
Accrued compensation	2,518	3,378
Return reserve	2,499	3,124
Accrued royalties payable	1,773	1,374
Accrued inventory	2,507	1,303
Accrued marketing and market access	990	1,185
Accrued legal, accounting and tax	312	413
Other	561	448
Total accrued expenses	**$ 22,554**	**$ 17,425**

NOTE 10. OPERATING LEASE OBLIGATIONS

The Company leases 3,801 square feet of office space in Scottsdale, Arizona. In July 2024, the Company amended the lease to extend the lease term for an additional 25 months at an annual rate of approximately $0.1 million. The amended lease commenced on February 1, 2025 and expires on February 28, 2027.

The Company recorded lease expense as follows:

($'s in thousands)	Three-Month Periods Ended June 30, 2025	Three-Month Periods Ended June 30, 2024	Six-Month Periods Ended June 30, 2025	Six-Month Periods Ended June 30, 2024
Operating lease cost	$ 25	$ 24	$ 50	$ 48
Variable lease cost	2	2	3	3
Total lease cost	**$ 27**	**$ 26**	**$ 53**	**$ 51**

The following table summarizes quantitative information about the Company's operating leases:

($'s in thousands)	Three-Month Periods Ended June 30, 2025	Three-Month Periods Ended June 30, 2024	Six-Month Periods Ended June 30, 2025	Six-Month Periods Ended June 30, 2024
Cash paid for amounts included in the measurement of lease liabilities	$ 26	$ 26	$ 43	$ 51
Weighted-average remaining lease term - operating leases	1.7	0.6	1.7	0.6
Weighted-average discount rate - operating leases	7.35 %	6.25 %	7.35 %	6.25 %

As of June 30, 2025, future minimum lease payments under lease agreements associated with the Company's operations were as follows:

$'s in thousands	
Remainder of 2025	$ 51
2026	105
2027	18
Total lease payments	174
Less: present value discount	(9)
Total operating lease liabilities	**$ 165**

NOTE 11. DEBT

The Company's debt obligations at June 30, 2025 and December 31, 2024 were as follows:

($'s in thousands)	June 30, 2025	December 31, 2024
Short-term portion of principal balance	$ 3,750	$ —
Long-term portion of principal balance	21,250	25,000
Principal balance	**$ 25,000**	**$ 25,000**
Plus: Exit fee	1,250	1,250
Less: Debt discount and fees	$ (1,138)	$ (1,371)
Net carry amount	**$ 25,112**	**$ 24,879**

SWK Credit Facility

On December 27, 2023, the Company entered into a Credit Agreement (the "Credit Agreement") with SWK. The Credit Agreement provides for a term loan facility (the "Credit Facility") in the original principal amount of up to $20.0 million. On the closing date of the facility, the Company drew $15.0 million. On June 26, 2024, the Company drew the remaining $5.0 million under the Credit Facility. On July 9, 2024, the Company entered into an amendment (the "Amendment") to the Credit Agreement with SWK. The Amendment increased the original principal amount of the Credit Facility from $20.0 million to $25.0 million. The $5.0 million of additional principal added in the Amendment was contractually required to be drawn upon FDA approval of Emrosi, subject to the Company receiving approval on or before June 30, 2025. The Company received FDA approval for Emrosi on November 1, 2024 and the Company drew on the remaining $5.0 million on November 25, 2024.

Term loans under the Credit Facility ("Term Loans") mature on December 27, 2027, accrue interest which is payable quarterly in arrears and bear interest at a rate per annum equal to the three-month term SOFR (subject to a SOFR floor of 5%) plus 7.75%. The interest rate resets quarterly.

Beginning in February 2026, the Company is required to repay a portion of the outstanding principal of the Term Loans quarterly in an amount equal to 7.5% of the principal amount of funded Term Loans, with any remaining principal balance due on the maturity date. If the total revenue of the Company, measured on a trailing twelve-month basis, is greater than $70.0 million as of December 31, 2025, the principal repayment start date is extended from February 2026 to February 2027, at which point the Company is required to repay a portion of the outstanding principal of the Term Loans quarterly in an amount equal to 15% of the principal amount of funded Term Loans, with any remaining principal balance due on the maturity date.

The Company may at any time prepay the outstanding principal balance of the Term Loans in whole or in part. Prepayment of the Term Loans is subject to payment of a prepayment premium equal to (i) 1% of the Term Loans prepaid if the Term Loans are prepaid on or after the first anniversary of the Closing Date but prior to the second anniversary of the Closing Date, or (ii) 0% if prepaid thereafter.

Upon repayment in full of the Term Loans, the Company will pay an exit fee equal to 5% of the original principal amount of the Term Loans. Additionally, the Company paid an origination fee of $0.2 million on the closing date of the Credit Facility and incurred issuance costs of $0.2 million, both of which have been recorded as a debt discount. The Company is accreting the carrying value of the Term Loans to the original principal balance plus the exit fee over the term of the loan using the effective interest method. The amortization of the discount is accounted for as interest expense. The effective interest rate on the Term Loans as of June 30, 2025 was 14.6%. The fair value of the debt approximates its carrying value.

The Credit Facility also includes both revenue and liquidity covenants, restrictions as to payment of dividends, and is secured by substantially all assets of the Company. As of June 30, 2025, the Company was in compliance with the financial covenants under the Credit Facility.

As of June 30, 2025, the contractual maturities of the long-term debt, including the payment of the exit fee, are as follows (dollars in thousands):

Years ending December 31,	Term Loan
Remainder of 2025	$ —
2026	7,500
2027	18,750
Total	26,250
Debt discount	(1,138)
Total, net	25,112
Current portion	(3,750)
Term-loan (long-term)	**$ 21,362**

NOTE 12: INTEREST EXPENSE AND FINANCING FEES

Interest expense and financing fees for the three and six-month periods ended June 30, 2025 and 2024 consisted of the following:

	Three-Month Periods Ended June 30,		Six-Month Periods Ended June 30,	
($'s in thousands)	2025	2024	2025	2024
Interest payments on term loans and LOC	$ 813	$ 499	$ 1,603	$ 985
Amortization/Accretion	124	64	225	126
Total interest expense and financing fees	**$ 937**	**$ 563**	**$ 1,828**	**$ 1,111**

NOTE 13. COMMITMENTS AND CONTINGENCIES

License Agreements

The Company has undertaken to make contingent milestone payments to the licensors of its portfolio of drug products and candidates. In addition, the Company is required to pay royalties to such licensors based on a percentage of net sales of each drug candidate following regulatory marketing approval. For additional information on future milestone payments and royalties, see Note 6.

NOTE 14. SHARE-BASED COMPENSATION

In 2015, the Company's Board of Directors adopted, and stockholders approved, the Journey Medical 2015 Stock Plan (the "Plan") authorizing the Company to grant shares of common stock to eligible employees, directors, and consultants in the form of restricted stock, restricted stock units ("RSUs"), stock options and other types of grants. The amount, terms, and exercisability provisions of grants are determined by the Board of Directors. At the Company's 2024 Annual Meeting of Stockholders, held on June 24, 2024, the Company's stockholders approved, among other matters, a second amendment to the Plan to increase the number of shares of Common Stock issuable under the Plan by 3,000,000 to 10,642,857. At June 30, 2025 there were 1,977,150 shares available for issuance under the Plan.

The Company grants stock options to employees, non-employees and Directors with exercise prices equal to the closing price of the underlying shares of the Company's common stock on the Nasdaq Capital Market on the date that the options are granted. Options granted have a term of ten years from the grant date. Options granted generally vest over a three or four-year period. Compensation cost for stock options is charged against operations on a straight-line basis over the vesting period. The Company estimates the fair value of stock options on the grant date by applying the Black-Scholes option pricing valuation model.

In 2023, the Company's Board of Directors adopted, and stockholders approved, the Journey Medical Corporation 2023 Employee Stock Purchase Plan (the "2023 ESPP"). The Company initially reserved 300,000 shares of common stock for future issuance under the 2023 ESPP. As of June 30, 2025, 189,895 shares were available for issuance under the 2023 ESPP.

The following table summarizes the components of share-based compensation expense in the consolidated statements of operations for the three and six-month periods ended June 30, 2025 and 2024:

($'s in thousands)	Three-Month Periods Ended June 30,		Six-Month Periods Ended June 30,	
	2025	2024	2025	2024
Research and development	$ —	$ 171	$ —	$ 316
Selling, general and administrative	1,336	1,503	2,659	2,764
Total non-cash compensation expense related to share-based compensation included in operating expense	**$ 1,336**	**$ 1,674**	**$ 2,659**	**$ 3,080**

Stock Options

The following table summarizes the Company's stock option activities for the six-month period ended June 30, 2025:

	Number of Shares	Weighted average exercise price	Aggregate intrinsic value	Weighted average remaining contractual life (years)
Outstanding options at December 31, 2024	2,471,945	$ 1.41	$ 6,191,995	3.20
Granted	491,585	6.31	—	—
Exercised	(133,703)	1.79	—	—
Forfeited	(7,500)	4.57	—	—
Expired	(2,500)	4.57	—	—
Outstanding options at June 30, 2025	**2,819,827**	**$ 1.98**	**$ 14,671,092**	**3.90**
Options vested and exercisable at June 30, 2025	**1,980,019**	**$ 0.69**	**$ 12,849,464**	**1.79**

For the three-month periods ended June 30, 2025 and 2024, approximately $0.2 million and $0.1 million, respectively, of stock option compensation expense was charged against operations. For the six-month periods ended June 30, 2025 and 2024, approximately $0.2 million and $0.1 million, respectively, of stock option compensation expense was charged against operations. For the six-month period ended June 30, 2025, the Company issued 133,703 shares of common stock upon the exercise of outstanding stock options and received proceeds of $0.2 million. At June 30, 2025, the Company had unrecognized stock-based compensation expense related to all unvested options of $2.5 million, which the Company expects to recognize over a weighted-average period of approximately 1.5 years.

The aggregate intrinsic value in the previous table reflects the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the period and the exercise price of the options, multiplied by the number of in-the-money stock

options) that would have been received by the option holders had all option holders exercised their options on June 30, 2025. The intrinsic value of the Company's stock options changes based on the closing price of the Company's common stock.

Restricted Stock Units

The following table summarizes the activity related to the Company's RSUs for the six-month period ended June 30, 2025:

	Number of units	Weighted average grant date Fair value
Unvested balance at December 31, 2024	2,339,961	$ 4.33
Granted	378,089	6.37
Vested	(324,159)	3.77
Forfeited	(30,000)	4.57
Unvested balance at June 30, 2025	**2,363,891**	**$ 4.73**

For the three-month periods ended June 30, 2025 and 2024, approximately $1.2 million and $1.5 million, respectively, of stock compensation expense related to RSUs was charged against operations. For the six-month periods ended June 30, 2025 and 2024, approximately $2.4 million and $2.8 million, respectively, of stock compensation expense related to RSUs was charged against operations. For the six-month periods ended June 30, 2025 and 2024 the Company issued 324,159 and 282,195 shares of common stock, respectively, upon vesting of RSU's amounting to $1.2 million and $1.1 million, respectively, in total aggregate fair market value. At June 30, 2025, 2,363,891 RSUs remained unvested and there was approximately $5.5 million of unrecognized compensation cost related to restricted stock which the Company expects to recognize over a weighted-average period of approximately 1.5 years.

On July 9, 2024, the Board approved and adopted the Journey Medical Corporation Deferred Compensation Plan (the "Deferred Compensation Plan"), which is considered a non - qualified deferred compensation plan. As part of the Deferred Compensation Plan, the Company offers certain non - employee members of the Board ("Director Participants") and select executive - level employees (the "Executive Participants") the ability to defer up to 100% of the payment for services and annual bonuses, respectively, in the form of RSUs. As of June 30, 2025, the executive participants deferred 177,949 shares of Journey Medical Inc. common stock upon the vesting of RSU's.

Employee Stock Purchase Plan

The 2023 ESPP provides that eligible employees may contribute up to 10% of their eligible earnings toward a semi-annual purchase of the Company's common stock. The 2023 ESPP is qualified under Section 423 of the Internal Revenue Code. The employee's purchase price is derived from a formula based on the closing price of the common stock on the first day of the offering period versus the closing price on the last date of purchase (or, if not a trading day, on the immediately preceding trading day). The offering period under the 2023 ESPP has a duration of six months, and the purchase price with respect to each offering period beginning on or after such date is, until otherwise amended, equal to 85% of the lesser of (i) the fair market value of the Company's common stock at the commencement of the applicable six-month offering period or (ii) the fair market value of the Company's common stock on the purchase date. The Company estimates the fair value of the common stock under the 2023 ESPP using a Black-Scholes valuation model. The fair value was estimated on the date of grant for the offering period beginning February 1, 2025 using the Black-Scholes option valuation model and the straight-line attribution approach with the following assumptions: risk-free interest rate (4.3%); expected term (0.5 years); expected volatility (70.1%); and an expected dividend yield (0%). The Company recorded $51,000 of stock-based compensation under the 2023 ESPP for the six-month period ended June 30, 2025. As of June 30, 2025, there was unrecognized stock-based compensation expense of $9,000 related to the current ESPP offering period, which ends July 31, 2025.

NOTE 15. REVENUES FROM CONTRACTS WITH CUSTOMERS

Disaggregation of Net Revenues

The Company has the following actively marketed products: Emrosi™, Qbrexza®, Amzeeq®, Zilxi®, Accutane®, Exelderm®, Targadox®, and Luxamend®. All of the Company's product revenues are recorded in the U.S.

Revenues by product are summarized as follows:

($ in thousands)	Three-Month Periods Ended June 30,		Six-Month Periods Ended June 30,	
	2025	2024	2025	2024
Emrosi™	$ 2,795	$ —	$ 4,865	$ —
Qbrexza®	6,949	6,836	12,110	11,853
Accutane®	3,395	5,719	7,050	11,538
Amzeeq®	879	1,205	1,979	1,960
Zilxi®	256	369	682	642
Other / legacy	735	726	1,462	1,892
Total product revenues	**$ 15,009**	**$ 14,855**	**$ 28,148**	**$ 27,885**

Significant Customers

For the three and six-month periods ended June 30, 2025 and 2024 there were no customers that accounted for more than 10% of the Company's total gross product revenue.

At June 30, 2025, none of the Company's customers accounted for more than 10% of its total accounts receivable balance. At December 31, 2024, one of the Company's customers accounted for more than 10% of its total accounts receivable balance at 10.3%.

NOTE 16. INCOME TAXES

($ in thousands)	Three-Month Periods Ended June 30,		Six-Month Periods Ended June 30,	
	2025	2024	2025	2024
Loss before income taxes	$ (3,736)	$ (3,361)	$ (7,809)	$ (13,803)
Provision (benefit) for Income	60	—	60	—
Effective tax rate	-1.6%	0.0 %	-0.8%	0.0 %

The Company records income taxes using the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax effects attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. The Company establishes a valuation allowance if management believes it is more likely than not that the deferred tax assets will not be recovered based on an evaluation of objective verifiable evidence. Management has considered the Company's history of book and tax income and losses incurred since inception, and the other positive and negative evidence, and has concluded that it is more likely than not that the Company will not realize the benefits of the net deferred tax assets as of June 30, 2025.

As of June 30, 2025, the Company had no unrecognized tax benefits and does not anticipate any significant change to the unrecognized tax benefit balance.

On July 4, 2025, President Donald Trump signed the "One Big Beautiful Bill Act" (OBBBA) into law. Key corporate tax provisions include the restoration of 100% bonus depreciation, immediate expensing for domestic research and experimental expenditures, changes to interest limitations, and expanded compensation deductibility limits aggregation requirements. In accordance with ASC 740, the effects of the new tax law will be recognized in the period of enactment. The Company is currently evaluating the impact of the OBBBA on its financial statements.

NOTE 17. NET LOSS PER COMMON SHARE

The Company accounts for and discloses net earnings (loss) per share using the treasury stock method. Net earnings (loss) per share, or basic earnings (loss) per share, is computed by dividing net earnings (loss) by the weighted-average number of shares of common stock

outstanding. Net earnings (loss) per share assuming dilutions, or diluted earnings (loss) per share, is computed by reflecting the potential dilution from the exercise of in-the-money stock options and the issuance of non-vested restricted stock units.

The Company's basic and diluted weighted-average number of common shares outstanding for the three and six-month periods ended June 30, 2025 and 2024 were as follows:

	Three-Month Periods Ended June 30,		Six-Month Periods Ended June 30,	
	2025	2024	2025	2024
Basic and diluted	23,290,806	19,993,858	22,952,801	19,875,653
Potentially dilutive securities:				
Unvested restricted stock units	2,363,891	2,724,728	2,363,891	2,724,728
Stock options	1,981,652	1,579,422	1,925,258	1,602,781
Total potentially dilutive securities	**4,345,543**	**4,304,150**	**4,289,149**	**4,327,509**

The Company's potentially dilutive securities, including unvested restricted stock and options have been excluded from the computation of diluted loss per share for the three and six-month periods ended June 30, 2025, and 2024, as the effect would be to reduce the loss per share. Therefore, the weighted average common stock outstanding used to calculate both basic and diluted income loss per share is the same for the three and six-month periods ended June 30, 2025 and 2024.

NOTE 18. SEGMENT INFORMATION

The Company's reportable segment net loss for the three and six-month periods ending June 30, 2025 and 2024 consisted of the following:

($ in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue	$ 15,009	$ 14,855	$ 28,148	$ 27,885
Less: Segment Expenses[1]				
Cost of goods sold – (excluding amortization of acquired intangible assets)	$ 4,939	$ 5,727	9,729	11,728
Research and development	—	913	39	8,797
Selling, general and administrative				
Employee related	4,698	3,404	8,729	7,105
Sales, operations, outside services and consulting	2,502	2,264	4,923	3,841
Marketing related	2,048	1,489	3,762	2,206
Stock compensation	1,336	1,503	2,659	2,764
Legal and administrative	478	658	990	1,098
Product compliance expense	318	499	593	910
Office and administrative	276	186	502	373
Other	226	325	293	451
Other segment items[2]	1,984	1,248	3,798	2,415
Segment expenses	18,805	18,216	36,017	41,688
Net loss	$ (3,796)	$ (3,361)	$ (7,869)	$ (13,803)
Reconciliation of net loss:				
Adjustments and reconciling items	—	—	—	—
Net loss	$ (3,796)	$ (3,361)	$ (7,869)	$ (13,803)

(1) The significant expense amounts align with the expenses that the CODM is regularly provided with to assess performance and allocate resources.

(2) Other segment items for the reportable segment include amortization of intangible assets, interest income (expense), foreign exchange transaction losses and income tax expense.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Forward-Looking Statements

Certain matters discussed in this report may constitute forward-looking statements for purposes of the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by such forward-looking statements. The words "anticipate," "believe," "estimate," "may," "expect," "will," "could," "project," "should," "intend" and similar expressions are generally intended to identify forward-looking statements. Our actual results may differ materially from the results anticipated in or implied by these forward-looking statements due to a variety of factors, including, without limitation:

- *the fact that our products and product candidates are subject to time and cost intensive regulation and clinical testing and as a result, may never be successfully developed or commercialized;*
- *a substantial portion of our sales derive from products that are without patent protection and/or are or may become subject to third-party generic competition, the introduction of new competitor products, or an increase in market share of existing competitor products, any of which could have a significant adverse impact on our operating income;*
- *we operate in a heavily regulated industry, and we cannot predict the impact that any future legislation or administrative or executive action may have on our operations;*
- *our revenue is dependent mainly upon sales of our dermatology products and any setback relating to the sale of such products could impair our operating results;*
- *competition could limit our products' commercial opportunity and profitability, including competition from manufacturers of generic versions of our products;*
- *the risk that our products do not achieve broad market acceptance, including by government and third-party payors;*
- *our reliance on third parties for several aspects of our operations;*
- *our dependence on our ability to identify, develop, and acquire or in-license products and integrate them into our operations, at which we may be unsuccessful;*
- *the dependence of the success of our business, including our ability to finance our company and generate additional revenue, on the successful commercialization of Emrosi™ and the successful development, regulatory approval and commercialization of any future product candidates that we may develop, in-license or acquire;*
- *clinical drug development is very expensive, time consuming, and uncertain and our clinical trials may fail to adequately demonstrate the safety and efficacy of our current or any future product candidates;*
- *our competitors could develop and commercialize products similar or identical to ours;*
- *risks related to the protection of our intellectual property and our potential inability to maintain sufficient patent protection for our technology and products;*
- *our business and operations would suffer in the event of computer system failures, cyber-attacks, or deficiencies in our or our third parties' cybersecurity;*
- *the effects of major public health issues, epidemics or pandemics on our product revenues and any future clinical trials;*
- *our potential need to raise additional capital;*
- *the substantial doubt expressed about our ability to continue as a going concern;*
- *Fortress controls a voting majority of our common stock, which could be detrimental to our other shareholders; and*

- *the risks described under the section titled "Risk Factors" in Item 1A below and in our Annual Report on Form 10-K for the year ended December 31, 2024 (the "2024 Form 10-K").*

The forward-looking statements contained in this report reflect our views and assumptions as of the effective date of this report. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. Except as required by law, we assume no responsibility for updating any forward-looking statements.

We qualify all of our forward-looking statements by these cautionary statements. In addition, with respect to all of our forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Overview

We are a commercial-stage pharmaceutical company founded in October 2014 that primarily focuses on the selling and marketing of U.S. Food and Drug Administration ("FDA") approved prescription pharmaceutical products for the treatment of dermatological conditions. Our current portfolio includes eight FDA-approved prescription drugs for dermatological conditions that are marketed in the U.S. We are managed by experienced life science executives with a track record of creating value for their stakeholders and bringing novel medicines to the market, enabling patients to experience increased quality of life and physicians and other licensed medical professionals to provide better care for their patients. We acquire rights to products and product candidates by licensing or otherwise acquiring an ownership interest in, funding the research and development of, and eventually commercializing the products through our field sales organization. We are a controlled subsidiary of Fortress Biotech, Inc. ("Fortress" or "Parent").

Recent Corporate Highlights

Effective after the close of U.S equity markets on June 27, 2025, we joined the small cap Russell 2000® Index and the broad-market Russell 3000® Index as a result of the 2025 annual Russell Index reconstitution.

On November 1, 2024, the FDA approved Emrosi™ (Minocycline Hydrochloride Extended Release Capsules, 40 mg), formerly referred to as DFD-29 ("Emrosi"), for the treatment of inflammatory lesions of rosacea in adults. Emrosi was developed by Journey in collaboration with Dr. Reddy's Laboratories, Ltd. ("DRL"). Our initial supply became available in March 2025. In addition, the initial distribution of Emrosi to pharmacies is ongoing and the first Emrosi prescriptions have been filled. We began sales promotion of Emrosi in April 2025, and are commercializing Emrosi in the U.S. with our existing commercial team.

Critical Accounting Polices and Uses of Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which we have prepared in accordance with accounting principles generally accepted in the United States. Applying these principles requires our judgment in determining the appropriateness of acceptable accounting principles and methods of application in diverse and complex economic activities. The preparation of the accompanying financial statements requires us to make estimates and judgments that affect the reported amounts of revenues, expenses, assets and liabilities, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

For a discussion of our critical accounting estimates, see the section of the 2024 Form 10-K titled "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Use of Estimates." There were no material changes in our critical accounting estimates or accounting policies from December 31, 2024.

Accounting Pronouncements

During the six-month period ended June 30, 2025, there were no new accounting pronouncements or updates to recently issued accounting pronouncements disclosed in the 2024 Form 10-K that are expected to materially affect the Company's present or future financial statements.

Emerging Growth Company and Smaller Reporting Company Status

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 ("JOBS Act"). Under the JOBS Act, emerging growth companies can delay the adoption of new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. Other exemptions and reduced reporting requirements under the JOBS Act for emerging growth companies include presentation of only two years of audited financial statements in our annual reports on Form 10-K, an exemption from the requirement to provide an auditor's report on internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, as amended, an exemption from any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation and less extensive disclosure about our executive compensation arrangements. We have elected to use the extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that (i) we are no longer an emerging growth company or (ii) we affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act.

We are also a "smaller reporting company," meaning that either (i) the market value of our shares held by non-affiliates is less than $250 million or (ii) the market value of our shares held by non-affiliates is less than $700 million and our annual revenue was less than $100 million during the most recently completed fiscal year. We may continue to be a smaller reporting company if either (i) the market value of our shares held by non-affiliates is less than $250 million or (ii) our annual revenue was less than $100 million during the most recently completed fiscal year and the market value of our shares held by non-affiliates is less than $700 million. As a smaller reporting company, we may choose to present only the two most recent fiscal years of audited financial statements in our Annual Report on Form 10-K, we have reduced disclosure obligations regarding executive compensation, and smaller reporting companies are permitted to delay adoption of certain recent accounting pronouncements discussed in Note 2 to our consolidated financial statements in this report on Form 10-Q.

Results of Operations

The following table summarizes our results of operations for the three-month periods ended June 30, 2025 and 2024:

Comparison of the Three-Month Periods Ended June 30, 2025 and 2024

($ in thousands, except per share data)	Three-Month Periods Ended June 30, 2025	2024	Change $	Change %
Revenue:				
Product revenue, net	$ 15,009	$ 14,855	$ 154	1 %
Operating expenses				
Cost of goods sold – (excluding amortization of acquired intangible assets)	4,939	5,727	(788)	-14%
Amortization of acquired intangible assets	1,064	814	250	31 %
Research and development	—	913	(913)	-100%
Selling, general and administrative	11,882	10,328	1,554	15 %
Total operating expenses	17,885	17,782	103	1 %
Loss from operations	(2,876)	(2,927)	51	-2%
Other expense (income)				
Interest income	(138)	(161)	23	-14%
Interest expense	937	563	374	66 %
Foreign exchange transaction losses	61	32	29	91 %
Total other expense (income)	860	434	426	98 %
Loss before income taxes	**(3,736)**	**(3,361)**	**(375)**	11 %
Income tax expense	60	—	60	100 %
Net loss	**$ (3,796)**	**$ (3,361)**	**$ (435)**	**13 %**

Revenues

The following table reflects our net product revenue for the three-month periods ended June 30, 2025 and 2024:

($ in thousands)	Three-Month Periods Ended June 30, 2025	2024	Change $	Change %
Emrosi™	$ 2,795	$ —	$ 2,795	100 %
Qbrexza®	6,949	6,836	113	2 %
Accutane®	3,395	5,719	(2,324)	-41%
Amzeeq®	879	1,205	(326)	-27%
Zilxi®	256	369	(113)	-31%
Other / legacy	735	726	9	1 %
Total net product revenue	**$ 15,009**	**$ 14,855**	**$ 154**	**1 %**

Total net product revenues of $15.0 million for the second quarter of 2025 were consistent with $14.9 million of net product revenues for the second quarter of 2024. The second quarter of 2025 includes $2.8 million of incremental net product revenue related to the U.S. commercial launch of Emrosi™, offset by a decrease in Accutane, as a result of lower sales volume driven by recent market competition.

Gross-to-Net Sales Accruals

We record gross-to-net sales accruals for chargebacks, distributor service fees, prompt pay discounts, sales returns, coupons, managed care rebates, government rebates, and other allowances customary to the pharmaceutical industry.

Gross-to-net sales accruals and the balance in the related allowance accounts for the three-month periods ended June 30, 2025 and 2024, were as follows:

($'s in thousands)	Returns	Coupons	Managed Care Rebates	Other	Total
Balance as of March 31, 2025	**$ 2,601**	**$ 8,668**	**$ 3,440**	**$ 761**	**$ 15,470**
Current provision related to sales in the current period	222	28,735	6,239	1,401	36,597
Checks/credits issued to third parties	(324)	(30,623)	(5,885)	(1,343)	(38,175)
Balance as of June 30, 2025	**$ 2,499**	**$ 6,780**	**$ 3,794**	**$ 819**	**$ 13,892**

($'s in thousands)	Returns	Coupons	Managed Care Rebates	Other	Total
Balance as of March 31, 2024	**$ 2,806**	**$ 2,757**	**$ 3,445**	**$ 938**	**$ 9,946**
Current provision related to sales in the current period	1,112	23,573	6,492	1,722	32,899
Checks/credits issued to third parties	(704)	(24,566)	(6,134)	(1,631)	(33,035)
Balance as of June 30, 2024	**$ 3,214**	**$ 1,764**	**$ 3,803**	**$ 1,029**	**$ 9,810**

Gross-to-net sales accruals are primarily a function of product sales volume, mix of products sold, and contractual discounts or rebates. Our reserves for gross-to-net sales allowances were $13.9 million at June 30, 2025, compared to $9.8 million at June 30, 2024, an increase of $4.1 million. The increase is due to the coupon rebate allowance related to the launch and commercialization of Emrosi.

Cost of Goods Sold - (excluding amortization of acquired intangible assets)

Cost of goods sold - (excluding amortization of acquired intangible assets) decreased by $0.8 million, or 14%, to $4.9 million for the three-month period ended June 30, 2025, from $5.7 million for the three-month period ended June 30, 2024, due to lower overall product cost of goods related to product sales mix, driven mainly by the decrease in Accutane revenue, which has a higher cost to Journey than Emrosi.

Amortization of acquired intangible assets

Amortization of acquired intangible assets increased by $0.3 million, or 31%, to $1.1 million for the three-month period ended June 30, 2025, from $0.8 million for the three-month period ended June 30, 2024, driven by the addition of the Emrosi acquired intangible asset upon our payment to DRL of the milestone payment triggered by the FDA's approval of Emrosi in November 2024.

Research and Development

Research and development costs were nil in the second quarter of 2025, compared to $0.9 million in the second quarter of 2024. The second quarter of 2024 includes Emrosi pre-approval project expenses.

Selling, General and Administrative

Selling, general and administrative expenses increased by $1.6 million, or 15%, to $11.9 million for the three-month period ended June 30, 2025, from $10.3 million for the three-month period ended June 30, 2024. The increase is primarily due to the incremental operational activities related to the launch and commercialization of Emrosi.

Interest Expense, net

Interest expense, net increased by $0.4 million, to $0.8 million for the three-month period ended June 30, 2025, from $0.4 million for the three-month period ended June 30, 2024. The increase is primarily attributable to a higher principal balance outstanding under the Credit Agreement with SWK (each as defined below) during the three months ended June 30, 2025 of $25.0 million as compared to an average of approximately $15.0 million during the three months ended June 30, 2024.

Comparison of the Six-Month Periods Ended June 30, 2025 and 2024

($in thousands, except per share data)	Six-Month Periods Ended June 30, 2025	2024	Change $	Change %
Revenue:				
Product revenue, net	$ 28,148	$ 27,885	$ 263	1 %
Operating expenses				
Cost of goods sold – (excluding amortization of acquired intangible assets)	9,729	11,728	(1,999)	-17%
Amortization of acquired intangible assets	2,129	1,629	500	31 %
Research and development	39	8,797	(8,758)	-100%
Selling, general and administrative	22,451	18,748	3,703	20 %
Total operating expenses	34,348	40,902	(6,554)	-16%
Loss from operations	(6,200)	(13,017)	6,817	-52%
Other expense (income)				
Interest income	(287)	(378)	91	-24%
Interest expense	1,828	1,111	717	65 %
Foreign exchange transaction losses	68	53	15	28 %
Total other expense (income)	1,609	786	823	105 %
Loss before income taxes	**(7,809)**	**(13,803)**	**5,994**	-43%
Income tax expense	60	—	60	100 %
Net loss	**$ (7,869)**	**$ (13,803)**	**$ 5,934**	**-43%**

Revenues

The following table reflects our net product revenue for the six-month periods ended June 30, 2025 and 2024:

($in thousands)	Six-Month Periods Ended June 30 2025	2024	Change $	Change %
Emrosi™	$ 4,865	$ —	4,865	100 %
Qbrexza®	12,110	11,853	257	2 %
Accutane®	7,050	11,538	(4,488)	-39%
Amzeeq®	1,979	1,960	19	1 %
Zilxi®	682	642	40	6 %
Other / legacy	1,462	1,892	(430)	-23%
Total net product revenue	**$ 28,148**	**$ 27,885**	**$ 263**	**1 %**

Total net product revenues increased by $0.3 million, to $28.2 million for the six months ended June 30, 2025 from $27.9 million for the six months ended June 30, 2024. The six months ended June 30, 2025 includes $4.9 million of incremental net product revenue related to the U.S. commercial launch of Emrosi™, offset by a decrease in Accutane, as a result of lower sales volume driven by recent market competition. Our Legacy products decreased by $0.4 million mainly due to continued generic competition for Targadox.

Gross-to-Net Sales Accruals

We record gross-to-net sales accruals for chargebacks, distributor service fees, prompt pay discounts, sales returns, coupons, managed care rebates, government rebates, and other allowances customary to the pharmaceutical industry.

Gross-to-net sales accruals and the balance in the related allowance accounts for the six-month periods ended June 30, 2025 and 2024, were as follows:

($'s in thousands)	Returns	Coupons	Managed Care Rebates	Other	Total
Balance as of December 31, 2024	**$ 3,124**	**$ 1,750**	**$ 3,717**	**$ 733**	**$ 9,324**
Current provision related to sales in the current period	(27)	56,150	11,670	2,811	70,604
Checks/credits issued to third parties	(598)	(51,120)	(11,593)	(2,725)	(66,036)
Balance as of June 30, 2025	**$ 2,499**	**$ 6,780**	**$ 3,794**	**$ 819**	**$ 13,892**

($'s in thousands)	Returns	Coupons	Managed Care Rebates	Other	Total
Balance as of December 31, 2023	**$ 4,077**	**$ 3,444**	**$ 5,210**	**$ 1,386**	**$ 14,117**
Current provision related to sales in the current period	1,240	42,315	11,213	3,703	58,471
Checks/credits issued to third parties	(2,103)	(43,995)	(12,620)	(4,060)	(62,778)
Balance as of June 30, 2024	**$ 3,214**	**$ 1,764**	**$ 3,803**	**$ 1,029**	**$ 9,810**

Gross-to-net sales accruals are primarily a function of product sales volume, mix of products sold, and contractual discounts or rebates. Our reserves for gross-to-net sales allowances were $13.9 million at June 30, 2025, compared to $9.3 million at December 31, 2024, an increase of $4.6 million. The increase is due to the coupon rebate allowance related to the launch and commercialization of Emrosi. This is offset, in part, by a decrease in the returns reserve primarily due to lower units on hand in the wholesaler channel.

Cost of Goods Sold - (excluding amortization of acquired intangible assets)

Cost of goods sold - (excluding amortization of acquired intangible assets) decreased by $2.0 million, or 17%, to $9.7 million for the six-month period ended June 30, 2025, from $11.7 million for the six-month period ended June 30, 2024, due to lower overall product cost of goods related to product sales mix, driven mainly by the decrease in Accutane revenue, as well as lower inventory obsolescence costs in the six-month period ended June 30, 2025 of $0.8 million.

Amortization of acquired intangible assets

Amortization of acquired intangible assets increased by $0.5 million, or 31%, to $2.1 million for the six-month period ended June 30, 2025, from $1.6 million for the six-month period ended June 30, 2024, driven by the addition of the Emrosi acquired intangible asset upon our payment to DRL of the milestone payment triggered by the FDA's approval of Emrosi in November 2024.

Research and Development

Research and development costs were nil for the six months ended June 30, 2025, compared to $8.8 million for the six months ended June 30, 2024. The six months ended June 30, 2024 includes Emrosi pre-approval project expenses, milestones and fees.

Selling, General and Administrative

Selling, general and administrative expenses increased by $3.7 million, or 20%, to $22.4 million for the six-month period ended June 30, 2025, from $18.7 million for the six-month period ended June 30, 2024. The increase is primarily due to the incremental operational activities related to the launch and commercialization of Emrosi.

Interest Expense, net

Interest expense, net increased by $0.8 million, to $1.5 million for the six-month period ended June 30, 2025, from $0.7 million for the six-month period ended June 30, 2024. The increase is primarily attributable to a higher principal balance outstanding under the Credit Agreement with SWK (each as defined below) during the six-months ended June 30, 2025 of $25.0 million as compared to an average balance of approximately $15.0 million during the six-months ended June 30, 2024.

Liquidity and Capital Resources

At June 30, 2025, we had $20.3 million in cash and cash equivalents as compared to $20.3 million of cash and cash equivalents at December 31, 2024, and working capital of $10.8 million at June 30, 2025, compared to $13.0 million at December 31, 2024.

We rely primarily on cash on hand generated from the sales of our pharmaceutical products to our customers to fund our core operations. In addition, we have relied on the proceeds from our term loan Credit Facility (as defined below) with SWK (as defined below) and our at-the-market sales program with B. Riley to meet additional capital and liquidity needs, specifically to fund the research and development and commercialization of Emrosi.

We regularly evaluate market conditions, our liquidity profile, and financing alternatives, including out-licensing arrangements for our products, to enhance our capital structure. We may seek to raise capital through debt or equity financings, which may include sales of securities under either our 2022 Shelf (as defined below) or a new registration statement, to expand our product portfolio and/or for other strategic initiatives. Additionally, as a result of recurring losses, substantial doubt exists about our ability to continue as a going concern for a period of at least twelve months from the date of issuance of these financial statements.

Sources of Liquidity

SWK Credit Facility

On December 27, 2023, we entered into a Credit Agreement (the "Credit Agreement") with SWK Funding LLC ("SWK"). The Credit Agreement originally provided for a term loan facility (the "Credit Facility") in the original principal amount of up to $20.0 million. On the closing date, we drew $15.0 million. On June 26, 2024, we drew the remaining $5.0 million under the Credit Facility. Loans under the Credit Facility (the "Term Loans") mature on December 27, 2027, and bear interest at a rate per annum equal to the three-month term Secured Overnight Financing Rate ("SOFR") (subject to a SOFR floor of 5%) plus 7.75%. The interest rate resets quarterly. Interest payments began in February 2024 and are paid quarterly. Beginning in February 2026, we are required to repay a portion of the outstanding principal of the Term Loans quarterly in an amount equal to 7.5% of the principal amount of funded Term Loans.

On July 9, 2024, we entered into an amendment (the "Amendment") to the Credit Agreement. The Amendment increased the original principal amount of the Credit Facility from $20.0 million to $25.0 million. The $5.0 million of additional principal added in the Amendment was contractually required to be drawn upon FDA approval of Emrosi, subject to us receiving approval on or before June 30, 2025. The FDA approved Emrosi on November 1, 2024, and we subsequently drew the remaining $5.0 million. The Credit Facility also includes both revenue and liquidity covenants, restrictions as to payment of dividends, and is secured by substantially all of our assets. As of June 30, 2025, we were in compliance with the financial covenants under the Credit Facility.

At-the-Market Offering

On December 30, 2022, we filed a shelf registration statement on Form S-3 (File No. 333-269079) (the "2022 Shelf"), which was declared effective by the Securities and Exchange Commission on January 26, 2023. This shelf registration statement covers the offering, issuance and sale by us of up to an aggregate of $150.0 million of our common stock, preferred stock, debt securities, warrants, and units. In connection with the 2022 Shelf, we entered into an At Market Issuance Sales Agreement (the "Sales Agreement") relating to shares of the Company's common stock with B. Riley Securities, Inc. We may offer and sell up to 4,900,000 shares of our common stock, from time to time, under the Sales Agreement. During the six-months ended June 30, 2025, we issued and sold 834,722 shares of common stock under the 2022 Shelf, generating net proceeds of $4.1 million. At June 30, 2025, 1,752,265 shares remain available for issuance under the Sales Agreement.

Cash Flows for the Six-Month Periods Ended June 30, 2025 and 2024

($'s in thousands)	Six-Month Periods Ended June 30, 2025	2024	Increase (Decrease)
Net cash used in operating activities	$ (3,774)	$ (10,195)	$ 6,421
Net cash provided by (used in) investing activities	—	—	—
Net cash provided by financing activities	3,762	6,668	(2,906)
Net change in cash and cash equivalents	**$ (12)**	**$ (3,527)**	**$ 3,515**

Operating Activities

Net cash flows used in operating activities for the six-month period ended June 30, 2025 decreased by $6.4 million, to $3.8 million, from net cash flows used in operating activities of $10.2 million for the six-month period ended June 30, 2024. The decrease was driven primarily by the decrease in our net loss period-to-period, offset by changes in net working capital.

Financing Activities

Net cash flows provided by financing activities for the six-month period ended June 30, 2025 decreased by $2.9 million, to $3.8 million, from $6.7 million of cash flows provided by financing activities for the six-month period ended June 30, 2024. The Company received proceeds from the issuance of common stock under the ATM program of $4.0 million, offset by $0.6 million in payments on installment notes to Sun Pharmaceuticals Industries, Inc. during the six months ended June 30, 2025. The Company received $5.0 million from the SWK Credit Facility and $1.5 million from the issuance of common stock under the ATM program during the six months ended June 30, 2024.

Material Cash Requirements

In the normal course of business, we enter into contractual obligations that contain cash requirements of which the most significant currently include the following:

- We are required to make regular payments under the SWK Credit Facility. Based on the amount currently outstanding under the SWK facility and current interest rates, and assuming we do not make further draws under the SWK facility, we expect to make the following payments:

	Payments by Period			
	Total	Remainder of 2025	2026	2027
	($'s in thousands)			
Interest	$ 6,135	$ 1,629	$ 2,745	$ 1,761
Principal	25,000	—	7,500	17,500
Exit fee	1,250	—	—	1,250
Total	$ 32,385	$ 1,629	$ 10,245	$ 20,511

- We are contractually obligated to pay certain milestone and sales-based royalty payments to the counterparties of our license and product acquisition agreements. Due to the contingent nature of these obligations, the amounts of these payments cannot be reasonably predicted.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

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

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness, as of June 30, 2025, of the design and operation of our disclosure controls and procedures, as such term is defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of such date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

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

Part II. Other Information

Item 1. Legal Proceedings.

To our knowledge, there are no legal proceedings pending against us, other than routine actions, administrative proceedings, and other actions not deemed material, that are expected to have a material adverse effect on our financial condition, results of operations, or cash flows. In the ordinary course of business, however, the Company may be subject to both insured and uninsured litigation. Suits and claims may be brought against the Company by customers, suppliers, partners and/or third parties (including tort claims for personal injury arising from clinical trials of the Company's product candidates and property damage) alleging deficiencies in performance, breach of contract, etc., and seeking resulting alleged damages.

Item 1A. Risk Factors.

We have disclosed below and under the heading "Risk Factors" in the 2024 Form 10-K a number of risks which may materially affect our business, financial condition or results of operations. You should carefully consider these Risk Factors and other information set forth elsewhere in this Quarterly Report on Form 10-Q. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us may also materially adversely affect our business, financial condition and/or results of operations.

The Company's business may be materially adversely affected by the imposition of duties and tariffs and other trade barriers and retaliatory countermeasures implemented by the U.S. and other governments.

Recently there have been significant changes to United States trade policies, sanctions and tariffs, including, but not limited to, trade policies and the imposition of tariffs affecting products imported from outside of the U.S., including pharmaceutical products. This could have negative impacts on our business operations. These changes to trade policies, sanctions and tariffs have led to increased trade and political tensions between the U.S. and other countries in the international community. In response to the U.S. tariffs, other countries have implemented retaliatory tariffs on U.S. goods. Currently, we import a large portion of our finished products from countries outside of the U.S., including, most significantly, from India. These tariffs or any new or additional tariffs on goods imported to the U.S. from India, or other countries, could increase the cost of sourcing of our products and therefore reduce our margins, reduce our net sales and/or cause us to increase prices. Further, the continued threats of tariffs, trade restrictions and trade barriers could have a generally disruptive impact on the global economy and, therefore, negatively impact our sales, overall business and results of operations. The impact of any adopted, new or proposed tariffs, trade restrictions or domestic sourcing requirements on our business is subject to a number of factors that we cannot predict, including, but not limited to, the scope, nature, amount, effective date and duration of any such measures. Such tariffs, trade restrictions or domestic sourcing requirements could have a material adverse effect on our business, prospects, financial condition or results of operations.

Our products and future product candidates may become subject to unfavorable pricing regulations, third-party coverage and reimbursement practices or healthcare reform initiatives, which could harm our business.

The ability to successfully commercialize any product candidate that receives marketing authorization depends in part on the extent to which coverage and reimbursement for these products and related treatments will be available from government health administration authorities, private health insurers and other organizations. Government authorities and other third-party payors, such as private health insurers and health maintenance organizations, decide which medications they will pay for and establish reimbursement levels. A primary trend in the healthcare industry in the United States and elsewhere is cost containment.

The United States and many foreign jurisdictions have enacted or proposed legislative and regulatory changes affecting the healthcare system, including implementing cost-containment programs to limit the growth of government-paid healthcare costs, including price controls, restrictions on reimbursement and requirements for substitution of generic products for branded prescription drugs. In the United States, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (the "Affordable Care Act"), was intended to broaden access to health insurance, reduce or constrain the growth of healthcare spending, enhance remedies against fraud and abuse, add transparency requirements for the healthcare and health insurance industries, impose new taxes and fees on the health industry and impose additional health policy reforms. We expect that changes to the Affordable Care Act, the Medicare and Medicaid programs, changes allowing the federal government to directly negotiate drug prices and changes stemming from other healthcare reform measures, especially with regard to healthcare access, financing or other legislation in individual states, may result in more rigorous coverage criteria and in additional downward pressure on the price that can be charged for drug products. In addition, on May 12, 2025, President Trump issued an executive order implementing the concept of most-favored nation

pricing. Under this order, the Department of Health and Human Services, in coordination with other federal agencies, is directed to take actions to ensure that the price of prescription drugs paid by federal health insurers, including Medicare and Medicaid, is in line with the prices paid in comparably developed nations. Any reduction in reimbursement from Medicare, Medicaid, or other government programs may result in a similar reduction in payments from private payers.

The Inflation Reduction Act of 2022 (the "IRA") contains substantial drug pricing reforms, including the establishment of a drug price negotiation program within the U.S. Department of Health and Human Services that would require manufacturers to charge a negotiated "maximum fair price" for certain selected drugs or pay an excise tax for noncompliance, the establishment of rebate payment requirements on manufacturers of certain drugs payable under Medicare Parts B and D to penalize price increases that outpace inflation, and requires manufacturers to provide discounts on Part D drugs. Orphan drugs that treat only one rare disease are exempt from the IRA's drug negotiation program. Substantial penalties can be assessed for noncompliance with the drug pricing provisions in the IRA.

At the state level, legislatures have increasingly passed legislation and implemented regulations designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. Additional federal, state and foreign healthcare reform measures will be adopted in the future.

The implementation of any of the cost containment measures or other healthcare reforms discussed above may prevent us from being able to generate revenue, attain profitability or commercialize our products.

Legislative and regulatory proposals have been made to expand post-approval requirements and restrict sales and promotional activities for drugs. It is uncertain whether additional legislative changes will be enacted, or whether the FDA regulations, guidance or interpretations will be changed, or what the impact of such may be. In addition, increased Congressional scrutiny of the FDA's approval process, as well as staffing cuts effected at the FDA in early 2025, may significantly delay or prevent marketing approval, and the industry could become subject to more stringent product labeling and post-marketing testing and other requirements, any of which could have a material adverse impact on the development and commercialization of drug products.

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

During the period covered by this report, we have not sold any equity securities in transactions that were not registered under the Securities Act, and neither we nor our affiliates have purchased any equity securities issued by us.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

Rule 10b5-1 Trading Plans

During the three months ended June 30, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended) adopted, modified or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K of the Securities Act of 1933).

Item 6. Exhibits

Exhibit No.	Description
3.1	Fourth Amended and Restated Certificate of Incorporation, filed as Exhibit 3.1 to Form 8-K, filed on June 26, 2025 and incorporated herein by reference.
3.2	Amended and Restated Bylaws of Journey Medical Corporation, filed as Exhibit 3.2 to Form 10-K, filed on March 28, 2022 and incorporated herein by reference.
4.1	Form of Common Stock Certificate, filed as Exhibit 4.1 to Form S-1, filed on October 22, 2021 and incorporated herein by reference.
31.1	Certification of Chief Executive Officer of Journey Medical Corporation pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated August 12, 2025.**
31.2	Certification of Principal Financial Officer of Journey Medical Corporation pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated August 12, 2025.**
32.1	Certification of Chief Executive Officer of Journey Medical Corporation pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated August 12, 2025.***
32.2	Certification of Principal Financial Officer of Journey Medical Corporation pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated August 12, 2025.***
101	The following financial information from the Company's quarterly report on Form 10-Q for the period ended June 30, 2025, formatted in Inline Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statement of Stockholders' Equity, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) Notes to the Condensed Consolidated Financial Statements (filed herewith).**
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).**

** Filed herewith.
*** Furnished herewith.

SIGNATURES

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

Journey Medical Corporation
(Registrant)

Date: August 12, 2025

By: /s/ Claude Maraoui
Claude Maraoui
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 12, 2025

By: /s/ Joseph Benesch
Joseph Benesch
Chief Financial Officer
(Principal Financial Officer)

Exhibit 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

I, Claude Maraoui, certify that:

1. I have reviewed this report on Form 10-Q of Journey Medical Corporation;

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

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

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

/s/ Claude Maraoui
Claude Maraoui
President and Chief Executive Officer
(Principal Executive Officer)
August 12, 2025

Exhibit 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

I, Joseph Benesch certify that:

1. I have reviewed this report on Form 10-Q of Journey Medical Corporation;

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

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

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

/s/ Joseph Benesch
Joseph Benesch
Chief Financial Officer
(Principal Financial Officer)
August 12, 2025

Exhibit 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

I, Claude Maraoui, President and Chief Executive Officer of Journey Medical Corporation (the "Company"), in compliance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that, to the best of my knowledge, the Company's quarterly report on Form 10-Q for the period ended June 30, 2025 (the "Report") filed with the Securities and Exchange Commission:

- Fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Claude Maraoui
Claude Maraoui
President and Chief Executive Officer
(Principal Executive Officer)
August 12, 2025

Exhibit 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

I, Joseph Benesch, Chief Financial Officer of Journey Medical Corporation (the "Company"), in compliance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that, to the best of my knowledge, the Company's quarterly report on Form 10-Q for the period ended June 30, 2025 (the "Report") filed with the Securities and Exchange Commission:

- Fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Joseph Benesch
Joseph Benesch
Chief Financial Officer
(Principal Financial Officer)
August 12, 2025