UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: **September 30, 2022**

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 No. 001-36268

MyMD Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

New Jersey	**22-2983783**
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

855 N. Wolfe Street, Suite 601
Baltimore, MD 21205
(Address of principal executive offices and zip code)

(856) 848-8698
(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 exchange on which registered**
Common Stock, no par value per share	MYMD	The 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 past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No □

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

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

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

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

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

As of November 10, 2022, there were 39,470,009 shares outstanding of the registrant's common stock.

EXPLANATORY NOTE

This report is the Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 of MyMD Pharmaceuticals, Inc., which was formerly known as Akers Biosciences, Inc. prior to the consummation on April 16, 2021 of the merger described below.

On April 16, 2021, pursuant to the previously announced Agreement and Plan of Merger and Reorganization, dated November 11, 2020 (the "Original Merger Agreement"), as amended by Amendment No. 1 thereto, dated March 16, 2021 (the Original Merger Agreement, as amended by Amendment No. 1, the "Merger Agreement"), by and among MyMD Pharmaceuticals, Inc., a New Jersey corporation previously known as Akers Biosciences, Inc. (the "Company"), XYZ Merger Sub Inc., a Florida corporation and a wholly owned subsidiary of the Company ("Merger Sub"), and MyMD Pharmaceuticals (Florida), Inc., a Florida corporation previously known as MyMD Pharmaceuticals, Inc. ("MyMD Florida"), Merger Sub was merged with and into MyMD Florida, with MyMD Florida continuing after the merger as the surviving entity and a wholly owned subsidiary of the Company (the "Merger"). At the effective time of the Merger, without any action on the part of any stockholder, each issued and outstanding share of pre-Merger MyMD Florida's common stock, par value $0.001 per share (the "MyMD Florida Common Stock"), including shares underlying pre-Merger MyMD Florida's outstanding equity awards, was converted into the right to receive (x) 0.7718 shares (the "Exchange Ratio") of the Company's common stock, no par value per share (the "Company Common Stock"), (y) an amount in cash, on a pro rata basis, equal to the aggregate cash proceeds received by the Company from the exercise of any options to purchase shares of MyMD Florida Common Stock outstanding at the effective time of the Merger assumed by the Company upon closing of the Merger prior to the second-year anniversary of the closing of the Merger (the "Option Exercise Period"), such payment (the "Additional Consideration"), and (z) potential milestone payments in shares of Company Common Stock up to the aggregate number of shares issued by the Company to pre-merger MyMD Florida stockholders at the closing of the Merger payable upon the achievement of certain market capitalization milestone events during the 36-month period immediately following the closing of the Merger. Immediately following the effective time of the Merger, the Company effected a 1-for-2 reverse stock split of the issued and outstanding Company Common Stock (the "Reverse Stock Split"). Upon completion of the Merger and the transactions contemplated in the Merger Agreement, (i) the former MyMD Florida equity holders owned approximately 77.05% of the outstanding equity of the Company on a fully diluted basis, assuming the exercise in full of the pre-funded warrants to purchase 986,486 shares of Company Common stock and including 4,188,315 shares of Company Common Stock underlying options to purchase shares of MyMD Florida Common Stock assumed by the company at closing and after adjustments based on the Company's net cash at closing; and (ii) former Akers Biosciences, Inc. stockholders owned approximately 22.95% of the outstanding equity of the Company.

The Merger is being treated as a reverse recapitalization effected by a share exchange for financial accounting and reporting purposes. MyMD Florida is being treated as the accounting acquirer, as its stockholders control the Company after the Merger, even though Akers Biosciences, Inc. was the legal acquirer.

See Note 1 of the Unaudited Condensed Consolidated Financial Statements for additional information.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

MYMD PHARMACEUTICALS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
September 30, 2022 and December 31, 2021
(unaudited)

	As of	
	September 30, 2022	**December 31, 2021**
ASSETS		
Current Assets		
Cash and Cash Equivalents	$ 309,926	$ 555,967
Marketable Securities	6,774,381	11,003,071
Prepaid Expenses	993,130	1,106,347
Total Current Assets	8,077,437	12,665,385
Non-Current Assets		
Operating Lease Right-of-Use Assets	155,128	149,009
Goodwill	10,498,539	10,498,539
Investment in Oravax, Inc.	1,500,000	1,500,000
Total Non-Current Assets	12,153,667	12,147,548
Total Assets	$ 20,231,104	$ 24,812,933
LIABILITIES		
Current Liabilities		
Trade and Other Payables	$ 1,717,309	$ 986,626
Operating Lease Liability	63,622	53,240
Total Current Liabilities	1,780,931	1,039,866
Non-Current Liabilities		
Due to MyMD Florida Shareholders	29,982	29,982
Operating Lease Liability, net of current portion	93,144	95,911
Total Non-Current Liabilities	123,126	125,893
Total Liabilities	$ 1,904,057	$ 1,165,759
Commitments and Contingencies		
SHAREHOLDERS' EQUITY		
Preferred Stock, no par value, 50,000,000 total preferred shares authorized		-
Series D Convertible Preferred Stock, 211,353 shares designated, no par value and a stated value of $0.01 per share, 72,992 shares issued and outstanding as of September 30, 2022 and December 31, 2021	144,524	144,524
Common stock, no par value, 500,000,000 shares authorized 39,470,009 and 37,673,110 issued and outstanding as of September 30, 2022 and December 31, 2021	108,195,909	102,064,218
Accumulated Deficit	(90,013,386)	(78,561,568)
Total Shareholders' Equity	18,327,047	23,647,174
Total Liabilities and Shareholders' Equity	$ 20,231,104	$ 24,812,933

See accompanying notes to the condensed consolidated financial statements

MYMD PHARMACEUTICALS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Loss
(unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	**2021**	**2022**	**2021**
Product Revenue	$ -	$ -	$ -	$ -
Product Cost of Sales	-	-	-	-
Gross Income	-	-	-	-
Administrative Expenses	1,554,244	1,428,795	4,296,119	4,020,435
Research and Development Expenses	1,803,232	2,979,408	6,596,942	6,018,565
Interest Expense and Debt Discount	-	-	-	701,090
Stock Based Compensation	352,417	-	581,663	15,036,051
Loss from Operations	(3,709,893)	(4,408,203)	(11,474,724)	(25,776,141)
Other (Income)/Expenses				
Interest and Dividend Income	(15,453)	(1,714)	(21,559)	(7,355)
(Gain)/Loss on Sale of Marketable Securities	1,200	1,650	4,849	(39,797)
Unrealized (Gain)/Loss on Marketable Securities	(1,899)	298	(1,754)	41,745
Loss on Currency Conversions	-	758	-	758
Gain on Debt Forgiveness	-	-	-	(180,257)
Uninsured Casualty Loss	-	1,058,086	(4,442)	1,058,086
Total Other (Income)/Expense	(16,152)	1,059,078	(22,906)	873,180
Loss Before Income Tax	(3,693,741)	(5,467,281)	(11,451,818)	(26,649,321)
Income Tax Benefit	-	-	-	-
Net Loss	$ (3,693,741)	$ (5,467,281)	$ (11,451,818)	$ (26,649,321)
Basic and Diluted loss per common share	$ (0.09)	$ (0.15)	$ (0.30)	$ (0.78)
Weighted average basic and diluted common shares outstanding	39,046,852	37,634,747	38,502,163	34,064,914

See accompanying notes to the condensed consolidated financial statements

MYMD PHARMACEUTICALS, INC. AND SUBSIDIARIES
Condensed Consolidated Statement of Changes in Shareholders' Equity
For the Nine Ended September 30, 2022 and 2021
(unaudited)

	Series D Convertible Preferred Stock		Common Stock			
	Shares	Series D	Shares	Common Stock	Accumulated Deficit	Total Equity
Balance at December 31, 2021	72,992	$ 144,524	37,673,110	$ 102,064,218	$ (78,561,568)	$ 23,647,174
Exercise of prepaid equity forward contracts for common stock	-	-	385,135	-	-	-
Stock-based compensation – stock options	-	-	-	81,002	-	81,002
Stock-based compensation – restricted stock units	-	-	-	15,998	-	15,998
Net loss	-	-	-	-	(4,122,034)	(4,122,034)
Balance at March 31, 2022	72,992	$ 144,524	38,058,245	$ 102,161,218	$ (82,683,602)	$ 19,622,140
Stock-based compensation – stock options	-	-	-	132,246	-	132,246
Net loss	-	-	-	-	(3,636,043)	(3,636,043)
Balance at June 30, 2022	72,992	144,524	38,058,245	102,293,464	(86,319,645)	16,118,343
Net proceeds from private placement of 1,411,764 common shares, net of offering costs of $449,500	-	-	1,411,764	5,550,028	-	5,550,028
Stock-based compensation – restricted stock units	-	-	-	138,587	-	138,587
Stock-based compensation – stock options	-	-	-	135,620	-	135,620
Stock-based compensation – warrants	-	-	-	78,210	-	78,210
Net loss	-	-	-	-	(3,693,741)	(3,693,741)
Balance at September 30, 2022	72,992	$ 144,524	39,470,009	$ 108,195,909	$ (90,013,386)	$ 18,327,047

	Series D Convertible Preferred Stock		Common Stock					
	Shares	Series D	Shares	Common Stock No Par	Common Stock Par $0.0001	Additional Paid-In Capital	Accumulated Deficit	Total Equity
Balance at December 31, 2020 (restated)	-	$ -	28,553,307		$ 4,004	43,411,487	$ (48,672,525)	$ (5,257,034)
Net loss	-	-	-	-	-		(3,089,704)	(3,089,704)
Balance at March 31, 2021	-	$ -	28,553,307	$ -	$ 4,004	$ 43,411,487	$ (51,762,229)	$ (8,346,738)
Reverse merger with Akers Biosciences Inc effective April 16, 2021	72,992	144,524	8,335,627	85,748,325	(4,004)	(43,411,487)	-	42,477,358
Modification of the terms of 4,188,315 pre-merger MyMD stock options per the terms of the merger agreement	-	-	-	15,036,051	-	-	-	15,036,051
Exercise of prepaid equity forward contracts for common stock	-	-	466,716	-	-	-	-	-
Net loss			-	-	-	-	(18,092,336)	(18,092,336)
Balance at June 30, 2021	72,992	144,524	37,355,650	100,784,376	-	-	(69,854,565)	31,074,335
Stock based compensation for services			16,826	90,002				90,002
Exercise of warrants for common stock			47,298	194,868				194,868
Net loss							(5,467,281)	(5,467,281)
Balance at September 30, 2021	72,992	$ 144,524	37,419,774	$ 101,069,246	$ -	$ -	$ (75,321,846)	$ 25,891,924

See accompanying notes to the condensed consolidated financial statements

MYMD PHARMACEUTICALS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(unaudited)

	For the Nine Months Ended September 30,	
	2022	**2021**
Cash flows from operating activities:		
Net loss	$ (11,451,818)	$ (26,649,321)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accrued interest/dividends	-	4,496
Amortization of debt discount	-	608,460
(Gain)/Loss on sale of marketable securities	4,849	(39,797)
Unrealized (gain)/loss on marketable securities	(1,754)	41,745
Loss on currency conversions	-	758
Gain on forgiveness of debt	-	(180,257)
Stock based compensation		
Options modification expense	-	15,036,051
Options issued to key employees	293,700	-
Options issued to non-employees	55,168	90,002
Warrants issued for services	78,210	-
Restricted stock units to non-employees	154,585	-
Change in assets and liabilities		
Prepaid Expenses	113,217	(382,544)
Trade and Other Payables	730,683	(3,234,057)
Operating Leases	1,496	456
Net cash used by operating activities	(10,021,664)	(14,704,008)
Cash flows from investing activities:		
Purchases of marketable securities	(4,774,405)	(11,851)
Proceeds from sale of marketable securities	9,000,000	15,483,176
Net cash received in business combination	-	1,380,852
Net cash provided by investing activities	4,225,595	16,852,177
Cash flows from financing activities		
Consumed by the payoff of the line of credit – related party	-	(3,062,444)
Net proceeds from line of credit - related party	-	120,000
Net proceeds from note payable	-	1,826,137
Net proceeds from issuance of common stock	5,550,028	-
Net proceeds from the exercise of warrants	-	194,868
Net cash provided (used) by financing activities	5,550,028	(921,439)
Net increase/(decrease) in cash	(246,041)	1,226,730
Cash at beginning of period	555,967	148,284
Cash at end of period	$ 309,926	$ 1,375,014
Supplemental cash flow information		
Cash paid for:		
Interest	$	$ 271,800
Income Taxes	$	$
Supplemental Schedule of Non-Cash Financing and Investing Activities		
Operating lease right-of-use asset obtained in exchange for lease obligation	$ 53,196	$ -
Investment in Oravax, Inc. included in trade and other payables.	$ -	$ 1,500,000

See accompanying notes to the condensed consolidated financial statements

Note 1 – Organization and Description of Business

MyMD Pharmaceuticals, Inc., previously known as Akers Biosciences, Inc., is a New Jersey corporation ("MyMD"). These condensed consolidated financial statements include four wholly owned subsidiaries as of September 30, 2022, MyMD Pharmaceuticals (Florida), Inc. ("MyMD Florida"), XYZ Merger Sub, Inc. ("Merger Sub"), Akers Acquisition Sub, Inc. and Bout Time Marketing Corporation, (together, the "Company"). All material intercompany transactions have been eliminated in consolidation.

MyMD Florida was formed in 2014 and is a Florida-based clinical development stage biopharmaceutical company that is developing its product candidate, MYMD-1, as an immuno regulator to treat autoimmune diseases, ageing-related diseases. Substantive operations began in 2016 and the Company's Investigative New Drug application was filed with the U.S. Food and Drug Administration in December 2018. MyMD Florida completed its first-in-human Phase 1 clinical trial in December 2019. A second Phase 1 dosing study was completed in December 2021. MYMD-1 is being developed to treat age-related illnesses such as frailty and sarcopenia. MYMD-1 works by regulating the release of numerous pro-inflammatory cytokines, such as TNF-α, interleukin 6 ("IL-6") and interleukin 17 ("IL-17"). MYMD-1 currently is being evaluated in a multicenter Phase 2 clinical trial in patients with sarcopenia and frailty (age-related muscle loss). MyMD Florida's intellectual property portfolio consists of 16 U.S. granted patents, 15 granted foreign patents and 19 pending applications (3 US, 16 foreign).

Supera Pharmaceuticals, Inc. ("Supera") was formed in September 2018 and is a Florida based development company that is developing its product candidate "Supera-CBD" as an FDA-approved synthetic analog of naturally grown cannabidiols. Substantially all of Supera's research and development activities in 2020 and 2021 were related to intellectual property development and securing patents, along with product manufacturing and planning initial pre-clinical development activities. During the year ended December 31, 2021, these activities included preclinical work on Supera-CBD confirming it effectiveness in treating anxiety. The preclinical data was presented at the 4th Annual International Cannabinoid Summit describing the superior potency of Supera-CBD. Supera-CBD preclinical genotoxicity studies were completed in February 2022.

On April 16, 2021, pursuant to the previously announced Agreement and Plan of Merger and Reorganization, dated November 11, 2020 (the "Original Merger Agreement"), as amended by Amendment No. 1 thereto, dated March 16, 2021 the Original Merger Agreement, as amended by Amendment No. 1 (the "Merger Agreement"), by and among MyMD, Merger Sub and MyMD Florida, Merger Sub was merged with and into MyMD Florida, with MyMD Florida continuing after the merger as the surviving entity and a wholly owned subsidiary of MyMD (the "Merger"). At the effective time of the Merger, without any action on the part of any stockholder, each issued and outstanding share of pre-Merger MyMD Florida's common stock, par value $0.001 per share (the "MyMD Florida Common Stock"), including shares underlying pre-Merger MyMD Florida's outstanding equity awards, was converted into the right to receive (x) 0.7718 shares (the "Exchange Ratio") of MyMD's common stock, no par value per share (the "Company Common Stock"), (y) an amount in cash, on a pro rata basis, equal to the aggregate cash proceeds received by the Company from the exercise of any options to purchase shares of MyMD Florida Common Stock outstanding at the effective time of the Merger assumed by the Company upon closing of the Merger prior to the second-year anniversary of the closing of the Merger (the "Option Exercise Period"), such payment (the "Additional Consideration"), and (z) potential milestone payment in shares of Company Common Stock up to the aggregate number of shares issued by the Company to pre-Merger MyMD Florida stockholders at the closing of the Merger (the "Milestone Payments") payable upon the achievement of certain market capitalization milestone events during the 36-month period immediately following the closing of the Merger (the "Milestone Period"). Immediately following the effective time of the Merger, the Company effected a 1-for-2 reverse stock split of the issued and outstanding Company Common Stock (the "Reverse Stock Split").

On April 16, 2021, MyMD Florida entered into an Asset Purchase Agreement with Supera, a related company through common control, in which Supera was acquired by MyMD Florida through the issuance of 33,937,909 shares of pre-Merger MyMD Florida's common stock. The Supera entity was dissolved pursuant to this transaction.

In connection with the closing of the Merger, the Company changed its name to MyMD Pharmaceuticals, Inc. and the Company's Common Stock listed on The Nasdaq Capital Market, previously trading through the close of business on April 16, 2021 under the trading symbol "AKER", commenced trading on The Nasdaq Capital Market, on a post-Reverse Stock Split adjusted basis, under the trading symbol "MYMD" on April 19, 2021.

Note 2 – Significant Accounting Policies

(a) Basis of Presentation

The Condensed Consolidated Financial Statements of the Company are prepared in U.S. Dollars and in accordance with accounting principles generally accepted in the United States of America (US GAAP).

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company. These statements include all adjustments (consisting only of normal recurring adjustments) which management believes necessary for a fair presentation of the statements and have been prepared on a consistent basis using the accounting policies described in Note 2 Significant Accounting Policies included in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021, as filed with the Securities and Exchange Commission on March 31, 2022 (the "2021 Annual Report"). Certain financial information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the accompanying disclosures are adequate to make the information presented not misleading. The Notes to Consolidated Financial Statements included in the 2021 Annual Report should be read in conjunction with the accompanying interim condensed consolidated financial statements. The interim operating results for the three and nine months ended September 30, 2022 may not be necessarily indicative of the operating results expected for the full year.

The Company effected a 1-for-2 reverse stock split immediately following the effective time of the Merger. No fractional shares were issued in connection with the Reverse Stock Split. Each stockholder who did not have a number of shares evenly divisible pursuant to the Reverse Stock Split ratio and who would otherwise be entitled to receive a fractional share of Company Common Stock was entitled to receive an additional share of Company Common Stock. The number of shares on equity related disclosures included in this Quarterly Report on Form 10-Q, including the condensed consolidated financial statements and accompanying notes, were retroactively adjusted to reflect the effects of the Reverse Stock Split and the Exchange Ratio.

(b) Use of Estimates and Judgments

The preparation of financial statements in conformity with US GAAP requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes for recording research and development expenses, impairment of intangible assets and the valuation of share-based payments.

(c) Functional and Presentation Currency

These condensed consolidated financial statements are presented in U.S. Dollars, which is the Company's functional currency. All financial information has been rounded to the nearest dollar. Foreign Currency Transaction Gains or Losses, resulting from cash balances denominated in Foreign Currencies, are recorded in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

(d) Comprehensive Loss

The Company follows Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") 220 in reporting comprehensive loss. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. Since the Company has no items of other comprehensive income (loss), comprehensive loss is equal to net loss.

(e) Cash and Cash Equivalents

The Company considers all highly liquid investments, which include short-term bank deposits (up to three months from date of deposit) that are not restricted as to withdrawal date or use, to be cash equivalents.

(f) Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, marketable securities, receivables and trade and other payables. The carrying value of cash and cash equivalents, receivables and trade and other payables approximate their fair value because of their short maturities.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company can access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

(f) Fair Value of Financial Instruments, continued

The following is a description of the valuation methodologies used for assets measured at fair value as of September 30, 2022 and December 31, 2021.
Marketable Securities: Valued using quoted prices in active markets for identical assets.

	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)	Significant Unobservable Inputs (Level 3)
Marketable securities at September 30, 2022	$ 6,774,381	$ -	$ -
Marketable securities at December 31, 2021	$ 11,003,071	$ -	$ -

Marketable securities are classified as available for sale and are valued at fair market value. Maturities of the securities are less than one year.

As of September 30, 2022, the Company held certain mutual funds, which, under FASB ASC 321-10, were considered equity investments. As such, the change in fair value in the three and nine months ended September 30, 2022 was a gain of $1,899 and a loss of $1,754, respectively.

Gains and losses resulting from the sales of marketable securities were losses of $1,200 and losses of $1,650 for the three months ended September 30, 2022 and 2021, respectively, and losses of $4,849 and gains of $39,797 for the nine months ended September 30, 2022 and 2021, respectively

Proceeds from the sales of marketable securities were $9,000,000 and $15,483,176 in the nine months ended September 30, 2022 and 2021, respectively. Purchases of marketable securities were $4,774,405 and $11,851 during the nine months ended September 30, 2022 and 2021, respectively.

(g) Prepaid Expenses

Prepaid expenses represent expenses paid prior to the date that the related services are rendered or used are comprised principally of prepaid insurance and research and development expenses.

(h) Concentrations

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash on deposit with financial institutions and accounts receivable. At times, the Company's cash in banks is in excess of the FDIC insurance limit. The Company has not experienced any loss as a result of these cash deposits. These cash balances are maintained with three banks as of September 30, 2022.

(i) Risk Management of Cash and Investments

It is the Company's policy to minimize the Company's capital resources to investment risks, prioritizing the preservation of capital over investment returns. Investments are maintained in securities, primarily publicly traded, short-term money market funds based on highly rated federal, state and corporate bonds, that minimize the risk to the Company's capital resources and provide ready access to funds.

The Company's investment portfolios are regularly monitored for risk and are held with one brokerage firm.

(j) Investments

Investments recorded using the cost method will be assessed for any decrease in value that has occurred that is other than temporary and the other than temporary decrease in value shall be recognized. As and when circumstances and facts change, the Company will evaluate the Company's ability to significantly influence operational and financial policy to establish a basis for converting the investment accounted for using the cost method to the equity method of valuation in accordance with FASB ASC 323.

In accordance with FASB ASC 323, the Company recognizes investments in joint ventures based upon the Company's ability to significantly influence the operational or financial policies of the joint venture. An objective judgment of the level of influence is made at the time of the investment based upon several factors including, but not limited to the following:

a) Representation on the Board of Directors
b) Participation in policy-making processes
c) Material intra-entity transactions
d) Interchange of management personnel
e) Technological dependencies
f) Extent of ownership and the ability to influence decision making based upon the makeup of other owners when the shareholder group is small.

The Company follows the equity method for valuating investments in joint ventures when the existence of significant influence over operational and financial policy has been established, as determined by management; otherwise, the Company will valuate these investments using the cost method.

The investment in Oravax Medical, Inc. ("Oravax") (Note 3) is accounted for using the cost method.

(k) Property, Plant and Equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Costs include expenditures that are directly attributable to the acquisition of the asset.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized within "other (income)/expense" in the Condensed Consolidated Statements of Comprehensive Loss.

Depreciation is recognized over the estimated useful lives of the property, plant and equipment. Leased assets are depreciated over the shorter of the lease term or their useful lives.

The estimated useful lives for the current and comparative periods are as follows:

	Useful Life (in years)
Plant and equipment	5-12
Furniture and fixtures	5-10
Computer equipment & software	3-5
Leasehold Improvements	Shorter of the remaining lease or estimated useful life

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

(l) Intangible Assets

The Company's long-lived intangible assets, other than goodwill, are assessed for impairment when events or circumstances indicate there may be an impairment. These assets were initially recorded at their estimated fair value at the time of acquisition and assets not acquired in acquisitions were recorded at historical cost. However, if their estimated fair value is less than the carrying amount, other intangible assets with indefinite lives are reduced to their estimated fair value through an impairment charge in the Condensed Consolidated Statements of Comprehensive Loss.

Patents and Trade Secrets

Propriety protection for the Company's products, technology and process is important to its competitive position. As of October 31, 2022, the Company has 16 issued U.S. patents, 15 foreign patents, three pending U.S. patent applications and 16 foreign patent applications pending in such jurisdictions as Australia, Canada, China, European Union, Israel, Japan and South Korea, which if issued are expected to expire between 2036 and 2041. Management intends to protect all other intellectual property (e.g. copyrights, trademarks and trade secrets) using all legal remedies available to the Company.

The Company records expenses related to the application for and maintenance of patents as a component of research and development expenses on the Condensed Consolidated Statement of Comprehensive Loss.

Patent Costs

Patents may be purchased from third parties. The costs of acquiring the patent are capitalized as patent costs if it represents a future economic benefit to the Company. Once a patent is acquired it is amortized over its remaining useful life and assessed for impairment when necessary.

Other Intangible Assets

Other intangible assets that are acquired by the Company, which have definite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses.

Amortization

Amortization is recognized on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The estimated useful lives for the current and comparative periods are as follows:

	Useful Life (in years)
Patents and trademarks	12-17

(m) Goodwill

Goodwill is evaluated annually for impairment or whenever we identify certain triggering events or circumstances that would more likely than not reduce the fair value below its carrying amount. Events or circumstances that might indicate an interim evaluation is warranted include, among other things, unexpected adverse business conditions, economic factors (for example, the loss of key personnel), supply costs, unanticipated competitive activities, and acts by governments and courts.

(n) Recoverability of Long-Lived Assets

In accordance with FASB ASC 360-10-35 "Impairment or Disposal of Long-lived Assets", long-lived assets to be held and used are analyzed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable or that the useful lives of those assets are no longer appropriate. The Company evaluates at each balance sheet date whether events and circumstances have occurred that indicate possible impairment.

The Company determines the existence of such impairment by measuring the expected future cash flows (undiscounted and without interest charges) and comparing such amount to the carrying amount of the assets. An impairment loss, if one exists, is then measured as the amount by which the carrying amount of the asset exceeds the discounted estimated future cash flows. Assets to be disposed of are reported at the lower of the carrying amount or fair value of such assets less costs to sell. Asset impairment charges are recorded to reduce the carrying amount of the long-lived asset that will be sold or disposed of to their estimated fair values. Charges for the asset impairment reduce the carrying amount of the long-lived assets to their estimated salvage value in connection with the decision to dispose of such assets.

(o) Right-of-Use Assets

The Company leased a facility in Tampa, Florida ("Hyde Park") under an operating lease ("Hyde Park Lease") with annual rentals of $22,048 to $23,320 plus certain operating expenses. The Hyde Park facility housed the MyMD Florida operations. The Hyde Park Lease took effect on July 1, 2019 for a term of 36 months to expire on June 30, 2022. The Company cancelled the Hyde Park lease in March 2022 without penalty.

The Company leased an aircraft under an operating lease ("Supera Aviation Lease") with annual rentals of $600,000 plus certain operating expenses. The Supera Aviation Lease took effect on October 26, 2018 for a term of 36 months to expire on September 26, 2021. The Company cancelled the Supera Aviation Lease in April 2021 without penalty.

The Company leased a facility in Baltimore, Maryland ("2020 Wolfe St") under an operating lease ("2020 Baltimore Lease") with annual rentals of $24,000 to $25,462 plus certain operating expenses. The 2020 Baltimore Lease took effect on November 9, 2020 for a term of 12 months with automatic renewals unless a sixty-day notice was provided. The initial term expired on November 30, 2021. On November 17, 2021, the 2020 Baltimore Lease was cancelled without penalty.

The Company leases a facility in Baltimore, Maryland ("2021 Wolfe St") under an operating lease ("2021 Baltimore Lease") with annual rentals of $52,800 to $56,016 plus certain operating expenses. The 2021 Baltimore Lease took effect on November 17, 2021 for a term of 12 months with automatic renewals unless a sixty-day notice is provided. The initial term expires on November 30, 2022.

The Company leases a facility in Tampa, Florida ("Platt St") under an operating lease ("Platt Street Lease") with annual rentals of $22,030 to $23,259 plus certain operating expenses. The Platt Street Lease took effect on April 1, 2022 for a term of 36 months. The initial term expires on March 31, 2025.

On January 1, 2019 ("Effective Date"), the Company adopted FASB ASC, Topic 842, Leases ("ASC 842"), which increases transparency and comparability by recognizing a lessee's rights and obligations resulting from leases by recording them on the balance sheet as lease assets and lease liabilities. The new guidance requires the recognition of the right-of-use ("ROU") assets and related operating and finance lease liabilities on the balance sheet. The Company adopted the new guidance using the modified retrospective approach on January 1, 2019.

The Company elected the package of practical expedients permitted within the standard, which allows an entity to forgo reassessing (i) whether a contract contains a lease, (ii) classification of leases, and (iii) whether capitalized costs associated with a lease meet the definition of initial direct costs. Also, the Company elected the expedient allowing an entity to use hindsight to determine the lease term and impairment of ROU assets and the expedient to allow the Company to not have to separate lease and non-lease components. The Company has also elected the short-term lease accounting policy under which the Company would not recognize a lease liability or ROU asset for any lease that at the commencement date has a lease term of twelve months or less and does not include a purchase option that the Company is more than reasonably certain to exercise.

For contracts entered into on or after the Effective Date, at the inception of a contract, the Company will assess whether the contract is, or contains, a lease. The Company's assessment is based on: (i) whether the contract involves the use of a distinct identified asset, (ii) whether the Company obtained the right to substantially all the economic benefit from the use of the asset throughout the period, and (iii) whether the Company has the right to direct the use of the asset. Leases entered into prior to January 1, 2020, which were accounted for under ASC 840, were not reassessed for classification.

For operating leases, the lease liability is initially and subsequently measured at the present value of the unpaid lease payments. The Company generally uses its incremental borrowing rate as the discount rate for leases, unless an interest rate is implicitly stated in the lease. The present value of the lease payments is calculated using the incremental borrowing rate for operating leases, which was determined using a portfolio approach based on the rate of interest that the Company would have to pay to borrow an amount equal to the lease payments on a collateralized basis over a similar term. The lease term for all the Company's leases includes the non-cancellable period of the lease plus any additional periods covered by either a Company option to extend the lease that the Company is reasonably certain to exercise, or an option to extend the lease controlled by the lessor. All ROU assets are reviewed for impairment.

Lease expense for operating leases consists of the lease payments plus any initial direct costs and is recognized on a straight-line basis over the lease term.

The Company's operating leases are comprised of the Hyde Park Lease, the 2021 Baltimore Lease and the Platt Street Lease on the Condensed Consolidated Balance Sheet. The information related to these leases are presented below:

	As of September 30, 2022			As of December 31, 2021		
Balance Sheet Location	**Platt Street Lease**	**2021 Baltimore Lease**	**Total**	**Hyde Park Lease**	**2021 Baltimore Lease**	**Total**
Operating Lease						
Lease Right of Use	$ 49,797	$ 105,331	$ 155,128	$ 12,156	$ 136,853	$ 149,009
Lease Payable, current	18,132	45,490	63,622	12,164	41,076	53,240
Lease Payable - net of current	31,970	61,174	93,144	-	95,911	95,911

The following provides details of the Company's lease expense:

	Three Months Ended September 30, 2022			Three Months Ended September 30, 2021			
Lease Expenses	**Platt Street Lease**	**2021 Baltimore Lease**	**Total**	**Supera Aviation Lease**	**Hyde Park Lease**	**2020 Baltimore Lease**	**Total**
Operating Leases							
Lease Costs	$ 5,660	$ 13,600	$ 19,260	$ -	$ 6,257	$ 6,000	$ 12,257

	Nine Months Ended September 30, 2022				Nine Months Ended September 30, 2021			
Lease Expenses	**Hyde Park Lease**	**Platt Street Lease**	**2021 Baltimore Lease**	**Total**	**Supera Aviation Lease**	**Hyde Park Lease**	**2020 Baltimore Lease**	**Total**
Operating Leases								
Lease Costs	$ 6,251	$ 11,321	$ 40,800	$ 58,372	$ 150,000	$ 16,830	$ 19,455	$ 186,285

Other information related to leases is presented below:

Other Information	As of September 30, 2022			
	Hyde Park Lease	Platt Street Lease	2021 Baltimore Lease	Total
Operating Leases				
Operating cash used	$ 4,622	$ 13,104	$ 39,666	$ 57,392
Average remaining lease term	-	30	26	28
Average discount rate	10.0%	10.0%	10.0%	10.0%

As of September 30, 2022, the annual minimum lease payments of the Company's operating lease liabilities were as follows:

	As of September 30, 2022		
	Platt Street Lease	2021 Baltimore Lease	Total
For Years Ending September 30,			
2022 (three months)	$ 5,508	$ 13,332	$ 18,840
2023	22,485	54,520	77,005
2024	23,103	51,348	74,451
2025	5,814	-	5,814
Total future minimum lease payments, undiscounted	$ 56,910	$ 119,200	$ 176,110
Less: Imputed interest	6,808	12,536	19,344
Present value of future minimum lease payments	$ 50,102	$ 106,664	$ 156,766

(p) Revenue Recognition

The Company will recognize revenue under ASC 606, Revenue from Contracts with Customers. The core principle of the revenue standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods and services transferred to the customer. The following five steps are applied to achieve that core principle:

1) Identify the contract with the customer
2) Identify the performance obligations in the contract
3) Determine the transaction price
4) Allocate the transaction price to the performance obligations in the contract
5) Recognize revenue when the company satisfies a performance obligation

(q) Income Taxes

The Company utilizes an asset and liability approach for financial accounting and reporting for income taxes. The provision for income taxes is based upon income or loss after adjustment for those permanent items that are not considered in the determination of taxable income. Deferred income taxes represent the tax effects of differences between the financial reporting and tax basis of the Company's assets and liabilities at the enacted tax rates in effect for the years in which the differences are expected to reverse.

The Company evaluates the recoverability of deferred tax assets and establishes a valuation allowance when it is more likely than not that some portion or all the deferred tax assets will not be realized. Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In management's opinion, adequate provisions for income taxes have been made. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for "unrecognized tax benefits" is recorded for any tax benefits claimed in the Company's tax returns that do not meet these recognition and measurement standards. As of September 30, 2022, and December 31, 2021, no liability for unrecognized tax benefits was required to be reported.

There is no income tax benefit for the losses for the three and nine months ended September 30, 2022 and 2021 since management has determined that the realization of the net deferred assets is not assured and has created a valuation allowance for the entire amount of such tax benefits.

The Company's policy for recording interest and penalties associated with tax audits is to record such items as a component of general and administrative expense. There were no amounts accrued for penalties and interest for the three and nine months ended September 30, 2022 and 2021. The Company does not expect its uncertain tax position to change during the next twelve months. Management is currently unaware of any issues under review that could result in significant payments, accruals or material deviations from its position.

(r) Basic and Diluted Earnings per Share of Common Stock

Basic earnings per common share is based on the weighted average number of shares outstanding during the periods presented. Diluted earnings per share is computed using the weighted average number of common shares plus dilutive common share equivalents outstanding during the period. Potential common shares that would have the effect of increasing diluted earnings per share are considered anti-dilutive.

Diluted net loss per share is computed using the weighted average number of shares of common and dilutive potential common stock outstanding during the period.

As the Company reported a net loss for the three and nine months ended September 30, 2022 and 2021, common stock equivalents were anti-dilutive.

As of September 30, 2022 and 2021, the following securities are excluded from the calculation of weighted average dilutive common shares because their inclusion would have been anti-dilutive:

	For the Three and Nine Months Ended September 30,	
	2022	2021
Stock Options	4,376,737	4,188,315
Warrants to purchase common stock	6,522,461	5,316,249
Pre-funded Warrants to purchase common stock	135,135	520,270
Series D Preferred Convertible Stock	36,496	36,496
Warrants to purchase Series C Preferred stock	27,500	27,500
Total potentially dilutive shares	11,098,329	10,088,830

(s) Stock-based Payments

The Company accounts for stock-based compensation under the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 718, "Compensation - Stock Compensation", which requires the measurement and recognition of compensation expense for all stock-based awards made to employees and directors based on estimated fair values on the grant date. The Company estimates the fair value of stock-based awards on the date of grant using the Black-Scholes model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods using the straight-line method. In June 2018, the FASB issued ASU No. 2018-07, Compensation – Stock Compensation (Topic 718), Improvements to Nonemployee Share-Based Payment Accounting (the "2018 Update"). The amendments in the 2018 Update expand the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. Prior to the 2018 Update, Topic 718 applied only to share-based transactions to employees. Consistent with the accounting requirement for employee share-based payment awards, nonemployee share-based payment awards within the scope of Topic 718 are measured at grant-date fair value of the equity instruments that an entity is obligated to issue when the good has been delivered or the service has been rendered and any other conditions necessary to earn the right to benefit from the instruments have been satisfied.

The Company has elected to account for forfeiture of stock-based awards as they occur.

(t) Reclassifications

Certain prior year amounts have been reclassified to conform to the current year's presentation.

(u) Recently Issued Accounting Pronouncements

Recently Issued Accounting Pronouncements Adopted

In May 2021, the FASB issued ASU 2021-04, *Earnings Per Share (Topic 260), Debt - Modifications and Extinguishments (Subtopic 470-50), Compensation - Stock Compensation (Topic 718), and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40), Issuer's Accounting for Certain Modifications or Exchanges or Freestanding Equity - Classified Written Call Options.* The amendments in this Update clarify an issuer's accounting for modifications or exchanges of freestanding equity - classified written call options (for example, warrants) that remain equity classified after modification or exchange. The amendments are effective for all entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. An entity should apply the amendments prospectively to modifications or exchanges occurring on or after the effective date of the amendments. Early adoption is permitted for all entities, including adoption in an interim period. If an entity elects to early adopt the amendments in this Update in an interim period, the guidance should be applied as of the beginning of the fiscal year that includes the interim period. The adoption of this ASU had no material impact on the Company's condensed consolidated financial statements and related disclosure.

Recently Issued Accounting Pronouncements Not Adopted

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments ("ASU-2016-13"). ASU 2016-13 affects loans, debt securities, trade receivables, and any other financial assets that have the contractual right to receive cash. The ASU requires an entity to recognize expected credit losses rather than incurred losses for financial assets. ASU 2016-13 is effective for the fiscal year beginning after December 15, 2022, including interim periods within that fiscal year. The Company expects that there would be no material impact on the Company's condensed consolidated financial statements upon the adoption of this ASU.

Note 3 – Recent Developments, Liquidity and Management's Plans

Acquisition and Disposition of Cystron

The Company acquired 100% of the membership interests of Cystron pursuant to a Membership Interest Purchase Agreement, dated March 23, 2020 (as amended by Amendment No. 1 on May 14, 2020, the "MIPA") from certain selling parties (the "Cystron Sellers"). The acquisition of Cystron was accounted for as a purchase of an asset. Cystron is a party to a License and Development Agreement (as amended and restated on March 19, 2020, in connection with our entry into the MIPA, the "License Agreement") with Premas Biotech PVT Ltd. ("Premas") whereby Premas granted Cystron, amongst other things, an exclusive license with respect to Premas' vaccine platform for the development of a vaccine against COVID-19 and other coronavirus infections. Cystron was incorporated on March 10, 2020. Since its formation and through the date of its acquisition by the Company, Cystron did not have any employees and its sole asset consisted of the exclusive license from Premas.

On March 18, 2021, the Company and the Cystron Sellers, which are also shareholders of Oravax, entered into a Termination and Release Agreement terminating the MIPA effective upon consummation of the Contribution Agreement. In addition, the Cystron Sellers agreed to waive any change of control payment triggered under the MIPA as a result of the Merger.

On April 16, 2021, pursuant to the Contribution and Assignment Agreement, dated March 18, 2021 (the "Contribution Agreement") by and among the Company, Cystron, Oravax and, for the limited purpose set forth therein, Premas, the parties consummated the transactions contemplated therein. Pursuant to the Contribution Agreement, among other things, the Company caused Cystron to contribute substantially all of the assets associated with its business of developing and manufacturing Cystron's COVID-19 vaccine candidate to Oravax (the "Contribution Transaction").

As of December 31, 2021, all amounts due to Premas under the Contribution Agreement have been paid. (*Note: Pursuant to the Contribution Agreement, a total of $1,500,000 was owed to Premas, of which $1,200,000 was paid by pre-merger Akers Biosciences, Inc.*)

Agreement and Plan of Merger and Reorganization

On November 11, 2020, MyMD, Merger Sub, and MyMD Florida entered into the Merger Agreement (Note 1).

Upon completion of the Merger and the transactions contemplated in the Merger Agreement, the Company issued 28,553,307 post reverse stock split shares of Company Common Stock to the former stakeholders of pre-Merger MyMD Florida at the Exchange Ratio. Upon completion of the Merger and the transactions contemplated in the Merger Agreement, the former stakeholders of pre-Merger MyMD Florida held approximately 77.05% of the Company's Common Stock outstanding on a fully diluted basis, assuming the exercise in full of the pre-funded warrants to purchase 986,486 shares of Company Common Stock and including 4,188,315 shares of Company Common Stock underlying options to purchase shares of pre-Merger MyMD Florida Common Stock assumed by the company at closing and after adjustments based on the Company's net cash at closing. Holders of pre-Merger common stock of the Company held approximately 22.95% of the outstanding equity of the Company. Also upon completion of the Merger and the transactions contemplated by the Merger Agreement, the Company assumed 4,188,315 MyMD Florida stock options subject to certain terms contained in the Merger Agreement (including, but not limited to, the amendment of such stock option to extend the term of such stock option for a period expiring on April 16, 2023, the second-year anniversary of the Merger.

In accordance with ASC 805, the Company accounted for the transaction as a reverse merger with Akers Biosciences, Inc. ("Akers") as the legal acquirer and pre-Merger MyMD Florida as the accounting acquirer. As a result of the transaction, the Company recognized Goodwill totaling $10,498,539 based upon Akers' pre-merger market capitalization of $42,477,346 less net tangible assets of $31,978,807.

Akers' valuation was based upon 8,335,627 common shares outstanding and 263,026 vested restricted stock units ("RSU') with a fair market value of $4.94 per share, the closing price of Akers common shares on the NASDAQ Stock Exchange on April 16, 2021.

	Valuation Analysis
Total Consideration	$ 42,477,346
Cash and Cash Equivalents	1,380,852
Marketable Securities	29,480,524
Other Receivables	3,026,137
Prepaid Expenses	192,314
Investment in Oravax, Inc.	1,500,000
Trade and Other Payables	(3,601,020)
Net Tangible Assets Acquired	$ 31,978,807
Excess of Purchase Price Over Net Assets Acquired to be Allocated to Goodwill	$ 10,498,539

The holders of approximately 49.68% of outstanding shares of Company Common Stock are subject to lockup agreements pursuant to which such stockholders have agreed, except in limited circumstances, not to transfer, grant an option with respect to, sell, exchange, pledge or otherwise dispose of, or encumber, any shares of Company capital stock for 180 days following the effective time of the Merger. For the subsequent 180 days after the initial 180-day lock-up period, any disposal of Company Common Stock must be only in accordance with the volume limitations set forth in paragraph (2) of Rule 144 promulgated under the Securities Act of 1933, as amended (the "Act").

Pursuant to the terms and conditions of the Merger Agreement, not later than 30 days after the Option Exercise Period, the Company will pay stockholders of MyMD Florida the Additional Consideration from the exercise of any MyMD Florida options assumed by the Company prior to the second-year anniversary of the Merger; provided, however, the amount of such payment will not exceed the maximum amount of cash consideration that may be received by stockholders of MyMD Florida without affecting the intended tax consequences of the Merger. As of the date of this report, there have been no exercises of the MyMD Florida options assumed by the Company.

Under the terms of the Merger Agreement, the Company has agreed to pay contingent consideration in combined company common stock to MYMD Florida stockholders if the combined company meets certain market capitalization milestones, referred to as Milestone Events, during the period commencing on the business day following the closing date of the merger and ending on the 36-month anniversary of such date, referred to as the Milestone Period. The Milestone Events and corresponding Milestone Payments are set forth in the table below.

Milestone Event	Milestone Payment
Market capitalization of the combined company for at least ten (10) trading days during any 20 consecutive trading day period during the Milestone Period is equal to or greater than $500,000,000 (the "First Milestone Event").	$20,000,000
For every $250,000,000 incremental increase in market capitalization of the combined company after the First Milestone Event to the extent such incremental increase occurs for at least 10 trading days during any 20 consecutive trading day period during the Milestone Period, up to a $1,000,000,000 market capitalization of the combined company.	$10,000,000 per each incremental increase (it being understood, however, that, if such incremental increase results in market capitalization equal to $1,000,000,000, such $10,000,000 payment in respect of such incremental increase shall be payable without duplication of any amount payable in respect of a Second Milestone Event, as defined below).
Market capitalization of the combined company for at least 10 trading days during any 20 consecutive trading day period during the Milestone Period is equal to or greater than $1,000,000,000 (the "Second Milestone Event")	$25,000,000
For every $1,000,000,000 incremental increase in market capitalization of the combined company after the Second Milestone Event to the extent such incremental increase occurs for at least 10 trading days during any 20 consecutive trading day period during the Milestone Period.	$25,000,000 per each incremental increase

For purposes of the table above, "market capitalization" means, with respect to any trading day, the product of (i) the total outstanding shares of the combined company common stock and (ii) the volume weighted average trading price for the combined company common stock for such trading day.

Liquidity

As of September 30, 2022, the Company's cash on hand was $309,926 and marketable securities were $6,774,381. The Company has incurred a net loss from operations of $11,451,818 for the nine months ended September 30, 2022. As of September 30, 2022, the Company had working capital of $6,296,506 and stockholders' equity of $18,327,047 including an accumulated deficit of $90,013,386. During the nine months ended September 30, 2022, cash flows used in operating activities were $10,021,664, consisting primarily of a net loss of $11,451,818 offset by non-cash share-based compensation of $581,663 and an increase in trade and other payables of $730,683. Since its inception, the Company has met its liquidity requirements principally through the sale of its common stock in public and private placements.

The Company evaluated the current cash requirements for operations in conjunction with management's strategic plan and believes that the Company's current financial resources as of the date of the issuance of these condensed consolidated financial statements are sufficient to fund its current operating budget and contractual obligations as of September 30, 2022 as they fall due within the next twelve-month period, alleviating any substantial doubt raised by the Company's historical operating results and satisfying its estimated liquidity needs for twelve months from the issuance of these condensed consolidated financial statements.

Note 4 – Trade and Other Payables

Trade and other payables consist of the following:

	September 30, 2022	December 31, 2021
Accounts Payable – Trade	$ 1,392,675	$ 867,518
Accrued Expenses	324,634	119,108
	$ 1,717,309	$ 986,626

Note 5 – Notes Payable

Secured Promissory Note

On November 11, 2020, concurrently with the execution of the Merger Agreement, the Company agreed to provide a bridge loan up to an aggregate principal amount of $3,000,000 to pre-Merger MyMD Florida pursuant to the Bridge Loan Note. Advances under the Bridge Loan Note ("Bridge Loan Advances") were made in the amounts and at the times as needed to fund MyMD Florida's operating expenses. Bridge Loan Advances accrue interest at 5% per annum, which may be increased to 8% per annum upon occurrence of any event of default, from the date of such default. The principal and the accrued interest thereon are to be repaid on the earliest of (a) April 15, 2022; (b); if the Merger was consummated, then upon demand of the Company following the consummation of the Merger; or (c) the date on which the obligations under the Bridge Loan Note are accelerated upon event of default as set forth in the Bridge Loan Note. The payment and performance of all obligations under the Bridge Loan Note are secured by a first priority security interest in all of MyMD Florida's right, title and interest in and to its assets as collateral. The outstanding principal amount and the accrued interest of the Bridge Loan Note were convertible into shares of MyMD Florida Common Stock in accordance with the terms of the Merger Agreement.

As of September 30, 2022 and December 31, 2021 MyMD had advanced MyMD Florida $3,000,000 under the Bridge Loan Note plus accrued interest totaling $26,137. The balance of $3,026,137 as of September 30, 2022 and December 31, 2021, respectively, were eliminated on consolidation.

Note 6 – Stock-based Payments

Equity incentive Plans

2013 Stock Incentive Plan

On January 23, 2014, the Company adopted the 2013 Stock Incentive Plan ("2013 Plan"). The 2013 Plan was amended by the Board on January 9, 2015 and September 30, 2016, and such amendments were ratified by shareholders on December 7, 2018. The 2013 Plan provides for the issuance of up to 2,162 shares of the Company's common stock. As of September 30, 2022, grants of restricted stock and options to purchase 1,406 shares of Common Stock have been issued pursuant to the 2013 Plan, and 756 shares of Common Stock remain available for issuance.

2016 Stock Incentive Plan

On December 21, 2016, the shareholders approved, and the Company adopted the 2016 Stock Incentive Plan ("2016 Plan"). The 2016 Plan provides for the issuance of up to 50,000,000 shares of the Company's common stock. As of September 30, 2022, grants of options to purchase 4,188,315 shares of Common Stock have been issued pursuant to the 2016 Plan, and 0 shares of Common Stock remain available for issuance.

2017 Stock Incentive Plan

On August 7, 2017, the shareholders approved, and the Company adopted the 2017 Stock Incentive Plan ("2017 Plan"). The 2017 Plan provides for the issuance of up to 3,516 shares of the Company's common stock. As of September 30, 2022, grants of restricted stock and options to purchase 2,538 shares of Common Stock have been issued pursuant to the 2017 Plan, and 978 shares of Common Stock remain available for issuance.

2018 Stock Incentive Plan

On December 7, 2018, the shareholders approved, and the Company adopted the 2018 Stock Incentive Plan ("2018 Plan"). On August 27, 2020, the 2019 Plan was modified to increase the total authorized shares. The 2018 Plan, as amended, provides for the issuance of up to 560,063 shares of the Company's common stock. As of September 30, 2022, grants of RSUs and restricted stock to purchase 263,026 shares of Common Stock have been issued pursuant to the 2018 Plan, and 297,037 shares of Common Stock remain available for issuance.

2021 Stock Incentive Plan

On April 15, 2021, the shareholders approved, and the Company adopted the 2021 Stock Incentive Plan ("2021 Plan"). The 2021 Plan provides for the issuance of up to 7,228,184 shares of the Company's common stock. As of September 30, 2022, grants of RSUs and stock options to purchase 3,149,207 shares of Common Stock have been issued pursuant to the 2021 Plan, and 4,078,977 shares of Common Stock remain available for issuance.

Stock Options

The following table summarizes the activities for MyMD stock options for the nine months ended September 30, 2022:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Balance at December 31, 2021	4,176,737	$ 2.59	$ 2.59	1.29	$ 14,493,284
Granted	300,000	3.41	3.41	5.80	$ 31,000
Exercised	-	-	-	-	-
Forfeited	-	-	-	-	-
Canceled/Expired	-	-	-	-	-
Balance at September 30, 2022	4,476,737	2.64	2.64	0.89	$ 114,535
Exercisable as of September 30, 2022	4,376,737	2.61	2.61	0.77	$ 114,535

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the closing stock price of $2.61 for the Company's common shares on September 30, 2022 and the closing stock price of $6.06 for the Company's common shares on December 31, 2021.

On January 28, 2022, the Company's Compensation Committee approved the issuance of 200,000 stock options under the 2021 Stock Incentive Plan. These shares had a grant date fair value of $3.59 per share or a cumulative fair market value of $717,660 as calculated using Black-Scholes (exercise price $3.96 per share, stock price $3.96 per share, volatility of 124.43%, discount rate of 1.74% and seven-year term). The grant was segmented into four vesting tranches triggered by performance achievements and expire on January 28, 2029. The Company is amortizing the expenses over the vesting cycles of the individual tranches.

On June 21, 2022, the Company granted 100,000 stock options under the 2021 Stock Incentive Plan to a third-party consultant in consideration of services rendered. These shares had a grant date fair value of $2.30 per share or a cumulative fair market value of $199,360 as calculated using Black-Scholes (exercise price $2.30 per share, stock price $2.30 per share, volatility of 130.51%, discount rate of 3.24% and five-year term). The grant vested immediately and expire on June 21, 2027. The Company is amortizing the expense over twelve months, the term of the consulting agreement.

During the three months ended September 30, 2022 and 2021, the Company incurred stock option expenses totaling $135,620 and $0, respectively. During the nine months ended September 30, 2022 and 2021, the Company incurred stock option expenses totaling $348,868 and $15,036,051, respectively. The unamortized stock option expenses as of September 30, 2022 and 2021 totaled $568,152 and $0, respectively.

Assumption of MyMD Florida Stock Options

In 2016, pre-Merger MyMD Florida adopted the MyMD Pharmaceuticals, Inc. Amended and Restated 2016 Equity Incentive Plan (the "2016 Plan"). The 2016 Plan provided for the issuance of up to 50,000,000 shares of pre-Merger MyMD Florida common stock. As of September 30, 2022, options to purchase 4,188,315 shares of common stock have been issued pursuant to the plan and 0 shares of common stock remain available for issuance.

Pursuant to the Merger Agreement, effective as of the effective time of the Merger, the Company assumed pre-Merger MyMD Florida's Second Amendment to Amended and Restated 2016 Stock Incentive Plan (the "2016 Plan"), assuming all of pre-Merger MyMD Florida's rights and obligations with respect to the options issued thereunder. As of the effective date of the Merger, no additional awards could be issued under the 2016 Plan.

In addition, under the terms of the Merger Agreement, the Company assumed all of pre-Merger MyMD Florida's rights and obligations under pre-Merger MyMD Florida's stock options that were outstanding immediately prior to the effective time of the Merger, and each such stock option, whether or not vested, was converted into a stock option representing the right to purchase shares of Company Common Stock, on terms substantially the same as those in effect immediately prior to the effective time, except that the number of shares of Company Common Stock issuable and the exercise price per share of such stock options was adjusted by the Exchange Ratio. Additionally, the number of shares and exercise price per share of Company Common Stock under the assumed pre-Merger MyMD Florida stock options was further adjusted by the Reverse Stock Split.

The Company assumed 4,188,315 MyMD Florida stock options subject to certain terms contained in the Merger Agreement (including, but not limited to, the amendment of such stock option to change the term of such stock option for a period expiring on April 16, 2023, the second-year anniversary of the Merger). The Company recorded expenses of $15,036,051 for the assumption of the options and the modification of the terms which is included on the Condensed Consolidated Statement of Comprehensive Loss for the nine months September 30, 2021. The Company utilized Black-Scholes using an exercise price of $2.59, an issue date fair value of $4.94, a volatility index of 122.31% and a discount rate of 0.16% to determine the fair value of the modification. The pre-Merger MyMD options were valued at $0 on April 16, 2021, as there was no reliable method of determining the fair value given the material events that had occurred since the last arms-length trade of common shares.

Restricted Stock Units

On September 11, 2020, the Compensation Committee of the Board of Directors approved grants totaling 394,680 Restricted Stock Units to the Company's four directors. Each RSU had a grant date fair value of $4.48 which shall be amortized on a straight-line basis over the vesting period into administrative expenses within the Consolidated Statement of Comprehensive Loss. Such RSUs were granted under the 2018 Plan, as amended. Fifty percent (50%) of each RSU will vest on the first anniversary date of the Grant and the remaining fifty percent (50%) will vest on the second anniversary date; provided that the RSUs shall vest immediately upon the occurrence of (i) a change in control, provided that the director is employed by or providing services to the Company and its affiliates on the closing date of such change of control, or (ii) the director's termination of employment of service by the Company was without cause.

On April 16, 2021, concurrently with the closing of the Merger, pursuant to the terms of the RSU Agreements between the Company and four board of directors, the 394,680 RSUs granted on September 11, 2020 under the 2018 Plan, as amended, accelerated and vested in full.

Per the terms of the RSU agreements, the Company, at the Company's sole discretion, may settle the RSUs in cash, or part cash and part common stock. As there is no intention to settle the RSUs in cash, the Company accounted for these RSUs as equity.

Pre-merger Akers Biosciences, Inc. recorded expenses totaling $979,758 for the acceleration of the vesting of 394,680 RSUs, the holders immediately surrendered 139,457 RSUs with a fair market value of $688,913 for the withholding of federal and state income taxes, as directed by the holders, which was recorded as Payroll Taxes Payable on the date of the Merger. The withholding obligations were paid by the Company on June 30, 2021. As of November 10, 2022, the vested RSUs have not been converted to common shares of the Company.

On October 14, 2021, the Compensation Committee of the Board of Directors approved grants totaling 2,795,000 Restricted Stock Units to the Company's six directors and seven key employees. Each RSU had a grant date fair value of $8.09 which will be amortized upon vesting into administrative expenses within the Condensed Consolidated Statement of Comprehensive Loss. Such RSUs were granted under the 2021 Plan. Vesting of each RSU is:

- One-third (33%) of each RSU will vest when the Company's market capitalization is equal to or greater than $500,000,000 for at least ten trading days during any twenty (20) consecutive trading day period ending on or after December 15, 2021 and the fair market value of the common stock equals or exceeds $5.00 during such trading day period.
- One-third (33%) of each RSU will vest when the Company's market capitalization is equal to or greater than $750,000,000 for at least ten trading days during any twenty (20) consecutive trading day period ending on or after December 15, 2021 and the fair market value of the common stock equals or exceeds $5.00 during such trading day period.
- The remaining awarded units will vest when the Company's market capitalization is equal to or greater than $1,000,000,000 for at least ten trading days during any twenty (20) consecutive trading day period ending on or after December 15, 2021 and the fair market value of the common stock equals or exceeds $5.00 during such trading day period.
- In the event that (i) a change in control occurs or (ii) the participant incurs a termination of service by the Company without cause or due to the participant's death or total and permanent disability, then all unvested units shall become vested units immediately upon the occurrence of such event.

As of September 30, 2022, none of the vesting milestones have been met.

On January 28, 2022, the Compensation Committee of the Board of Directors approved a grant of 4,040 RSUs to a sub-contractor with a grant date fair value of $15,998 and vested immediately. Such RSUs were granted under the 2021 Plan. The Company recorded expenses of $0 and $15,998 which is included Stock Based Compensation on the Condensed Consolidated Statement of Comprehensive Loss during the three and nine months ended September 30, 2022.

On July 7, 2022, the Compensation Committee of the Board of Directors approved a grant of 50,167 RSUs to a sub-contractor with a grant date fair value of $150,000 and vested immediately. Such RSUs were granted under the 2021 Plan. The Company recorded expenses of $138,587 which is included Stock Based Compensation on the Condensed Consolidated Statement of Comprehensive Loss during the three and nine months ended September 30, 2022.

The following is the status of outstanding restricted stock units outstanding as of September 30, 2022 and changes for the nine months ended September 30, 2022:

	Number of RSUs	Weighted Average Grant Date Fair Value
Balance at December 31, 2021	2,795,000	$ 8.09
Granted	54,207	3.06
Exercised	-	-
Forfeited	-	-
Canceled/Expired	-	-
Balance at September 30, 2022	$ 2,849,207	$ 7.99
Exercisable as of September 30, 2022	$ 54,207	$ 3.06

As of September 30, 2022 and December 31, 2021, the unamortized value of the RSUs was $22,622,962 and $22,611,550, respectively.

Note 7 – Equity

Preferred Stock

The holders of preferred shares or preferred warrants are entitled to vote per share, as limited by the Certificate of Designation for each class of preferred shares or warrants, at meetings of the Company. As of September 30, 2022, 50,000,000 shares of Preferred Stock were authorized and four classes of Preferred Stock or Warrants are designated.

Series D Convertible Preferred Stock

On March 24, 2020, the Company designated 211,353 Series D Convertible Preferred Shares, no par value with a stated value of $0.01 per share and filed the Certificate of Designation of Preferences, Rights and Limitations of Series D Convertible Preferred Stock (the "Certificate of Designation") with the Secretary of State of the State of New Jersey. Pursuant to the Certificate of Designation, in the event of the Company's liquidation or winding up of its affairs, the holders of its Series D Convertible Preferred Stock (the "Preferred Stock") will be entitled to receive the same amount that a holder of the Company's common stock would receive if the Preferred Stock were fully converted (disregarding for such purposes any conversion limitations set forth in the Certificate of Designation) to common stock which amounts shall be paid pari passu with all holders of the Company's common stock. Each share of Preferred Stock has a stated value equal to $0.01 (the "Stated Value"), subject to increase as set forth in Section 7 of the Certificate of Designation.

A holder of Preferred Stock is entitled at any time to convert any whole or partial number of shares of Preferred Stock into shares of the Company's common stock determined by dividing the Stated Value of the Preferred Stock being converted by the conversion price of $0.01 per share.

A holder of Preferred Stock will be prohibited from converting Preferred Stock into shares of the Company's common stock if, as a result of such conversion, the holder, together with its affiliates, would own more than 4.99% of the total number of shares of the Company's common stock then issued and outstanding (with such ownership restriction referred to as the "Beneficial Ownership Limitation"). However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.99%, provided that any increase in such percentage shall not be effective until 61 days after such notice to the Company.

Subject to the Beneficial Ownership Limitation, on any matter presented to the Company's stockholders for their action or consideration at any meeting of the Company's stockholders (or by written consent of stockholders in lieu of a meeting), each holder of Preferred Stock will be entitled to cast the number of votes equal to the number of whole shares of the Company's common stock into which the shares of Preferred Stock beneficially owned by such holder are convertible as of the record date for determining stockholders entitled to vote on or consent to such matter (taking into account all Preferred Stock beneficially owned by such holder). Except as otherwise required by law or by the other provisions of the Company's certificate of incorporation, the holders of Preferred Stock will vote together with the holders of the Company's common stock and any other class or series of stock entitled to vote thereon as a single class.

A holder of Preferred Stock shall be entitled to receive dividends as and when paid to the holders of the Company's common stock on an as-converted basis.

As of September 30, 2022, the Company had 72,992 shares of Series D Convertible Preferred Stock outstanding which represent 36,496 underlying shares of the Company Common Stock.

Common Stock

Pursuant to the Merger Agreement, on April 16, 2021, the Company filed an amended and restated certificate of incorporation (the "A&R Charter") with the Secretary of State of the State of New Jersey, which was approved by the Company's stockholders on April 15, 2021. Among other things, the A&R Charter (i) changed the Company's name to MyMD Pharmaceuticals, Inc., (ii) increased the number of shares of Company Common Stock available from 100,000,000 shares to a total of 500,000,000 shares of the Company's Common Stock, (iii) changed the structure of the board of directors from a classified board of three classes to a non-classified board of a single class, and (iv) simplified and consolidated various provisions.

The holders of common shares are entitled to one vote per share at meetings of the Company.

On February 11, 2021, 466,216 shares of common stock issued pursuant to that certain Securities Purchase Agreement, dated November 11, 2020, by and between the Company and certain institutional and accredited investors were cancelled and 466,216 prefunded warrants (as defined therein) were issued at the request of a shareholder.

On May 18, 2021, 466,216 prefunded warrants were exercised in exchange for 466,716 shares of common stock.

On August 5, 2021, the Company issued 16,826 shares of the Company's common stock with a fair market value of $90,002 for services.

On December 9, 2021, holders of 11,576 common stock options were exercised for 11,576 shares of the Company's common stock at an exercise price of $2.59 per common share. The net proceeds of $29,982 is recorded as a non-current liability on the Condensed Consolidated Balance Sheet as of September 30, 2022. The accumulated proceeds from the exercise of these stock options will be distributed to the former shareholders of MyMD Florida per the terms of the Merger Agreement.

On February 16, 2022, 385,135 prefunded warrants were exercised in exchange for 385,135 shares of common stock.

On August 17, 2022, pursuant to a securities purchase agreement with certain institutional and accredited investors, dated August 15, 2022, the Company issued and sold in a registered direct offering (the "August Offering") an aggregate of 1,411,764 shares of its common stock at an offering price of $4.25 per share and 1,411,764 unregistered investor warrants to purchase up to 1,411,764 shares of its common stock at an exercise price of $5.25, for gross and net proceeds of $5,999,997 and $5,550,028, respectively.

Common Stock Warrants

The table below summarizes the warrant activity for the nine months ended September 30, 2022:

	Number of Warrants	Weighted Average Exercise Price	Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Balance at December 31, 2021	5,074,489	$ 5.25	4.34	$ 9,554,827
Granted	1,450,029	5.27	4.88	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Canceled/Expired	(2,057)	592.49	-	-
Balance at September 30, 2022	6,522,461	$ 5.07	3.88	$ -
Exercisable as of September 30, 2022	6,522,461	$ 5.07	3.88	$ -

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the closing stock price of $2.61 for the Company's common shares on September 30, 2022 and the closing stock price of $6.06 for the Company's common shares on December 31, 2021. All warrants were vested on date of grant.

On July 7, 2022, the Company issued warrants to purchase up to 38,265 shares of its common stock at an exercise price of $5.98 to a vendor for services. The cumulative fair market value of $93,233 as calculated using Black-Scholes (exercise price $5.98 per share, stock price $2.99 per share, volatility of 131.06%, discount rate of 3.07% and a five-year term). The warrants will be exercisable at any time and from time to time, in whole or in part, following the date of issuance and for a term of five years from the effective date. During the three and nine months ended September 30, 2022, the company recognized $78,210 in expense which is included in stock-based compensation on the Condensed Consolidated Statement of Comprehensive Loss.

On August 17, 2022, in connection with the August Offering, the Company issued unregistered investor warrants to purchase up to 1,411,764 shares of its common stock at an exercise price of $5.25 (the "August Investor Warrants") in a private placement. The August Investor Warrants will be exercisable at any time and from time to time, in whole or in part, beginning six-months following the date of issuance and for a term of five years from the initial exercise date.

Pre-funded Common Stock Warrants

The table below summarizes the pre-funded warrant activity for the nine months ended September 30, 2022:

	Number of Warrants	Weighted Average Exercise Price	Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Balance at December 31, 2021	520,270	$ 0.002	-	$ 3,151,796
Granted	-	-	-	-
Exercised	(385,135)	0.002	-	-
Forfeited	-	-	-	-
Canceled/Expired	-	-	-	-
Balance at September 30, 2022	135,135	$ 0.002	-	$ 352,432
Exercisable as of September 30, 2022	135,135	$ 0.002	-	$ 352,432

All pre-funded warrants were vested on date of grant and are exercisable at any time. The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying award and the closing stock price of $2.61 for the Company's common shares on September 30, 2022 and the closing stock price of $6.06 for the Company's common stock on December 31, 2021.

Series C Convertible Preferred Stock Warrants

The table below summarizes the warrant activity for the nine months ended September 30, 2022:

	Number of Warrants	Weighted Average Exercise Price	Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Balance at December 31, 2021	27,500	$ 8.00	2.94	**$** -
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Canceled/Expired	-	-	-	-
Balance at September 30, 2022	27,500	$ 8.00	2.19	$ -
Exercisable as of September 30, 2022	27,500	$ 8.00	2.19	$ -

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the closing stock price of $2.61 for the Company's common shares on September 30, 2022 and the closing stock price of $6.06 for the Company's common shares on December 31, 2021. All Series C Convertible Preferred Stock Warrants were vested on date of grant.

Note 8 – Commitments and Contingencies

Scientific Advisory Board

On February 1, 2021, the Company formed the Scientific Advisory Board to (i) provide strategic advice and make recommendations to management regarding current and planned research and development programs, (ii) advise management regarding the scientific merit of technology or products involved in licensing and acquisition opportunities and (iii) provide strategic advice to management regarding emerging science and technology issues and trends. During the three months ended September 30, 2022 and 2021, the Company incurred costs of $40,000 and $60,000, respectively. During the nine months ended September 30, 2022 and 2021, the Company incurred costs of $138,000 and $126,000, respectively. These expenses are included in Research and Development Expenses on the Condensed Consolidated Statement of Comprehensive Loss. The Scientific Advisory Board was disbanded effective September 30, 2022.

COVID-19

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China and has reached multiple other countries, resulting in government-imposed quarantines, travel restrictions and other public health safety measures, including in the United States and India. On March 12, 2020, the WHO declared COVID-19 to be a global pandemic. The various precautionary measures taken by many governmental authorities around the world in order to limit the spread of COVID-19 have had and may continue to have an adverse effect on the global markets and global economy. Such government-imposed precautionary measures may have been relaxed in certain countries or states, but there is no assurance that more strict measures will not be put in place again due to a resurgence in COVID-19 cases.

The ultimate impact of the global COVID-19 pandemic or a similar health epidemic is highly uncertain and subject to change. We do not yet know the full extent of potential delays or impacts on the Company's business, vaccine development efforts, healthcare systems or the global economy as a whole. However, the effects have had and will likely continue to have a material impact on the Company's operations, liquidity and capital resources, and the Company will continue to monitor the COVID-19 situation closely.

Severe and/or long-term disruptions in the Company's operations may negatively impact the Company's business, operating results and financial condition in other ways as well. Specifically, the Company anticipates that the stress of COVID-19 on healthcare systems generally around the globe may negatively impact regulatory authorities and the third parties that the Company may engage in connection with the development and testing of its product candidates.

The anticipated economic consequences of the COVID-19 pandemic have adversely impacted financial markets, resulting in high share price volatility, reduced market liquidity, and substantial declines in the market prices of the shares of most publicly traded companies, including MyMD. Volatile or declining markets for equities could adversely affect the Company's ability to raise capital when needed through the sale of shares of common stock or other equity securities. Should these market conditions persist when the Company needs to raise capital, and if the Company is able to sell shares of its common stock under then prevailing market conditions, it might have to accept lower prices for its shares and issue a larger number of shares than might have been the case under better market conditions, resulting in significant dilution of the interests of the Company's shareholders.

Litigation and Settlements

Raymond Akers Actions

On April 14, 2021, Raymond F. Akers, Jr., Ph.D. filed a lawsuit against MyMD Pharmaceuticals, Inc. (p/k/a Akers Biosciences, Inc.) in the Superior Court of New Jersey, Law Division, Gloucester County (the "First Raymond Akers Action"). Mr. Akers asserts one common law whistleblower retaliation claim against the Company.

On September 23, 2021, the Court granted MyMD Pharmaceutical, Inc.'s ("MyMD's") Motion to Dismiss Plaintiff's Amended Complaint and dismissed Plaintiff's Amended Complaint. The Court indicated that Mr. Akers is "free to file another complaint, however, tort-based 'Pierce' allegations, and/or CEPA claims are barred by the statute of limitations."

On March 1, 2022, Mr. Akers filed a second action against MyMD in the Superior Court of New Jersey, Law Division, Gloucester County (the "Second Raymond Akers Action") again asserting one common law whistleblower retaliation claim against the Company. The Company believes that the Second Raymond Akers Action is without merit and, moreover, was filed against the Court's specific admonition that Plaintiff does not attempt to circumvent the statute of limitations.

On May 27, 2022, the Court granted-in-part and denied-in-part MyMD's Motion to Dismiss Plaintiff's Complaint. The Court reaffirmed the ruling in the First Raymond Akers Action that any tort-based Pierce claims are time-barred. However, the Court denied the Motion as it pertained to Plaintiff's contract-based Pierce claim and "Repayment of Monies Owed" claim. On July 29, 2022, MyMD filed its Answer, which included affirmative defenses. As of October 31, 2022, the Second Raymond Akers Action is in the discovery phase.

All legal fees incurred were expensed as and when incurred.

Note 9 – Related Parties

SRQ Patent Holdings and SRQ Patent Holdings II

MyMD is a party to two Amended and Restated Confirmatory Patent Assignment and Royalty Agreements, both dated November 11, 2020, with SRQ Patent Holdings and SRQ Patent Holdings II, under which MyMD (or its successor) will be obligated to pay to SRQ Patent Holdings or SRQ Patent Holdings II (or its designees) certain royalties on product sales or other revenue received on products that incorporate or are covered by the intellectual property that was assigned to MyMD. The royalty is equal to 8% of the net sales price on product sales and, without duplication, 8% of milestone revenue or sublicense compensation. SRQ Patent Holdings and SRQ Patent Holdings II are affiliates of Mr. Jonnie Williams, Sr. No revenue has been received subject to these agreements as of September 30, 2022 and 2021.

Mr. Jonnie Williams, Sr.

The Company recorded an obligation to Mr. Williams, a shareholder, for various expenses incurred on behalf of the Company between 2016 and 2019. The balance due of $14,577 was paid on April 28, 2021.

Supera Aviation I, LLC

In October 2018, the Company entered a three-year leasing agreement with Supera Aviation I, LLC, a company owned by a shareholder, for a Gulfstream IV-SP aircraft with an annual leasing fee of $600,000. The Company incurred expenses totaling $150,000 for the nine months ended September 30, 2021.

On April 28, 2021, the Company reached a negotiated settlement with Supera Aviation I, LLC to retire the $627,042 debt due under the leasing agreement for $517,384.

Lines of credit payable

In November 2018, Supera entered into a revolving credit facility which allows for borrowings of up to $1,000,000 with a shareholder. The facility had an initial term of 38 months, which was extended to December 31, 2022 at which time all outstanding borrowings and accrued interest, if any, are due in full. Borrowings accrue interest at a rate of 5% per annum.

In May 2019, the pre-Merger MyMD entered into a revolving credit facility which allows for borrowings of up to $5,000,000 with a shareholder. The facility had an initial term of 18 months, which was extended to July 31, 2021 and further extended to December 31, 2022, at which time all outstanding borrowings and accrued interest, if any, are due in full. Borrowings accrue interest at a rate of 5% per annum. Pursuant to the terms of the agreement, the Company must issue a number of common stock options to the lender based on the total borrowings under the facility, with each dollar borrowed requiring the issuance of one common stock option. Upon issuance, each common stock option will immediately vest at an exercise price of $2.59. The Company recorded accretion of the debt discount totaling $0 and $608,460, respectively, during the three and nine months ended September 30, 2021.

On April 28, 2021, in accordance with the Merger, the Company paid $3,208,426, inclusive of interest and net of the debt discount, to retire the amounts due to the shareholder under the two lines of credit as of April 28, 2021.

Note 10 – Employee Benefit Plan

The Company maintains a defined contribution benefit plan under section 401(k) of the Internal Revenue Code covering substantially all qualified employees of the Company (the "401(k) Plan"). Under the 401(k) Plan, the Company matches 100% up to a 3% contribution, and 50% over a 3% contribution, up to a maximum of 5%.

The Company made matching contributions to the 401(k) Plan during the three months ended September 30, 2022 and 2021 of $6,498 and $4,244, respectively. The Company made matching contributions to the 401(k) Plan during the nine months ended September 30, 2022 and 2021 of $30,517 and $7,132, respectively.

Note 11—Paycheck Protection Program Loan

On April 16, 2020, the Company received loan proceeds in the amount of approximately $70,600 under the Paycheck Protection Program ("PPP"). The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), provides for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable as long as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its payroll levels.

The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during the eight-week period. The unforgiven portion of the PPP loan is payable over two years at an annual interest rate of 1%, with a deferral of payments through the date that the Small Business Administration remits the borrower's loan forgiveness amount to the lender. The Company was notified on June 1, 2021 that the loan totaling $70,600 was forgiven which was recorded as a gain on debt forgiveness on the Condensed Consolidated Statement of Comprehensive Loss.

Note 12—Patent assignment and royalty agreement

In November 2016, the Company entered into an agreement with the holders of certain intellectual property relating to the Company's current product candidate. Under the terms of the agreement, the counterparty assigned its rights and interest in certain patents to the Company in exchange for future royalty payments based on a fixed percentage of future revenues, as defined. The agreement is effective until the later of (1) the date of expiration of the assigned patents or (2) the date of expiration of the last strategic partnership or licensing agreement including the assigned patents. No revenue has been received subject to these agreements as of September 30, 2022 and 2021.

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

The information set forth below should be read in conjunction with our condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q. This discussion and analysis contain forward-looking statements based on our current expectations, assumptions, estimates and projections. These forward-looking statements involve risks and uncertainties. Our actual results could differ materially from those indicated in these forward-looking statements as a result of certain factors, including those discussed in Part II, Item 1A of this Quarterly Report on Form 10-Q, entitled "Risk Factors." References in this discussion and analysis to "us," "we," "our," or "the Company" refer collectively to MyMD Pharmaceuticals, Inc.

Our financial statements are prepared in accordance with GAAP. These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q and other reports filed by the Company from time to time with the Securities and Exchange Commission (the "SEC" and such reports, collectively, the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the Filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors, including the risks relating to the Company's business, industry, and the Company's operations and results of operations. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Important factors that could cause actual results to differ materially from the results and events anticipated or implied by such forward-looking statements include, but are not limited to:

- fluctuation and volatility in market price of our common stock due to market and industry factors, as well as general economic, political and market conditions;
- the impact of dilution on our shareholders;
- our ability to realize the intended benefits of the Merger (as defined below) and the Contribution Transaction (as defined below);
- the impact of our ability to realize the anticipated tax impact of the Merger;
- the outcome of litigation or other proceedings we may become subject to in the future;
- delisting of our common stock from the Nasdaq;
- our availability and ability to continue to obtain sufficient funding to conduct planned research and development efforts and realize potential profits;
- our ability to develop and commercialize our product candidates, including MYMD-1, Supera-CBD and other future product candidates;
- the impact of the complexity of the regulatory landscape on our ability to seek and obtain regulatory approval for our product candidates, both within and outside of the U.S.;
- the required investment of substantial time, resources and effort for successful clinical development and marketization of our product candidates;
- challenges we may face with maintaining regulatory approval, if achieved;
- the potential impact of changes in the legal and regulatory landscape, both within and outside of the U.S.;
- the impact of the ongoing COVID-19 pandemic on the administration, funding and policies of regulatory authorities, both within and outside of the U.S.;
- our dependence on third parties to conduct pre-clinical and clinical trials and manufacture its product candidates;
- the impact of the ongoing COVID-19 pandemic on our results of operations, business plan and the global economy;
- challenges we may face with respect to our product candidates achieving market acceptance by providers, patients, patient advocacy groups, third party payors and the general medical community;
- the impact of pricing, insurance coverage and reimbursement status of our product candidates;
- emerging competition and rapidly advancing technology in our industry;
- our ability to obtain, maintain and protect our trade secrets or other proprietary rights, operate without infringing upon the proprietary rights of others and prevent others from infringing on its proprietary rights;
- our ability to maintain adequate cyber security and information systems;
- our ability to achieve the expected benefits and costs of the transactions related to the acquisition of Supera Pharmaceuticals, Inc. ("Supera");

- our ability to effectively execute and deliver our plans related to commercialization, marketing and manufacturing capabilities and strategy;
- emerging competition and rapidly advancing technology in our industry;
- our ability to obtain adequate financing in the future on reasonable terms, as and when we need it;
- challenges we may face in identifying, acquiring and operating new business opportunities;
- our ability to retain and attract senior management and other key employees;
- our ability to quickly and effectively respond to new technological developments;
- changes in political, economic or regulatory conditions generally and in the markets in which we operate; and
- our compliance with all laws, rules, and regulations applicable to our business.

Overview

Following the closing of the Merger and the Contribution Transaction described below that occurred on April 16, 2021, we have been focused on developing and commercializing two therapeutic platforms based on well-defined therapeutic targets, MYMD-1 and Supera-CBD:

- MYMD-1 is a clinical stage small molecule that regulates the immunometabolic system to treat autoimmune disease, including (but not limited to) multiple sclerosis, diabetes, rheumatoid arthritis, and inflammatory bowel disease. MYMD-1 is being developed to treat age-related illnesses such as frailty and sarcopenia. MYMD-1 works by regulating the release of numerous pro-inflammatory cytokines, such as TNF-α, interleukin 6 ("IL-6") and interleukin 17 ("IL-17"). MYMD-1 currently is being evaluated in patients with sarcopenia (age-related muscle loss). The company has significant intellectual property coverage to protect these autoimmune indications, as well as therapy as an anti-aging product;

- Supera-CBD is a synthetic analog of cannabidiol ("CBD") being developed to treat various conditions, including, but not limited to, epilepsy, pain, and anxiety/depression, through its effects on the CB2 receptor, and a monoamine oxidase enzyme ("MAO") type B. Supera-CBD has shown tremendous promise in treating neuroinflammatory and neurodegenerative diseases, and will be a major focus as the Company moves forward.

  The rights to Supera-CBD were previously owned by Supera and were acquired by MyMD Florida (as defined below) immediately prior to the closing of the Merger.

Closing of the Merger and Reverse Stock Split

On April 16, 2021, pursuant to the previously announced Agreement and Plan of Merger and Reorganization, dated November 11, 2020 (the "Original Merger Agreement"), as amended by Amendment No. 1 thereto, dated March 16, 2021 (the Original Merger Agreement, as amended by Amendment No. 1, the "Merger Agreement"), by and among MyMD, a New Jersey corporation previously known as Akers Biosciences, Inc., XYZ Merger Sub, Inc. ("Merger Sub"), and MyMD Pharmaceuticals (Florida), Inc., a Florida corporation previously known as MyMD Pharmaceuticals, Inc. ("MyMD Florida"), Merger Sub was merged with and into MyMD Florida, with MyMD Florida continuing after the merger as the surviving entity and a wholly owned subsidiary of the Company (the "Merger"). At the effective time of the Merger, without any action on the part of any stockholder, each issued and outstanding share of pre-Merger MyMD Florida's common stock, par value $0.001 per share (the "MyMD Florida Common Stock"), including shares underlying pre-Merger MyMD Florida's outstanding equity awards, was converted into the right to receive (x) 0.7718 shares (the "Exchange Ratio") of the Company's common stock, no par value per share (the "Company Common Stock"), (y) an amount in cash, on a pro rata basis, equal to the aggregate cash proceeds received by the Company from the exercise of any options to purchase shares of MyMD Florida Common Stock outstanding at the effective time of the Merger assumed by the Company upon closing of the Merger prior to the second-year anniversary of the closing of the Merger (the "Option Exercise Period"), such payment (the "Additional Consideration"), and (z) potential milestone payment in shares of Company Common Stock up to the aggregate number of shares issued by the Company to pre-Merger MyMD Florida stockholders at the closing of the Merger (the "Milestone Payments") payable upon the achievement of certain market capitalization milestone events (the "Milestone Events") during the 36-month period immediately following the closing of the Merger (the "Milestone Period"). The Milestone Events and corresponding Milestone Payments are set forth in the table below.

Milestone Event	Milestone Payment
Market capitalization of the combined company for at least ten (10) trading days during any 20 consecutive trading day period during the Milestone Period is equal to or greater than $500,000,000 (the "First Milestone Event").	$20,000,000
For every $250,000,000 incremental increase in market capitalization of the combined company after the First Milestone Event to the extent such incremental increase occurs for at least 10 trading days during any 20 consecutive trading day period during the Milestone Period, up to a $1,000,000,000 market capitalization of the combined company.	$10,000,000 per each incremental increase (it being understood, however, that, if such incremental increase results in market capitalization equal to $1,000,000,000, such $10,000,000 payment in respect of such incremental increase shall be payable without duplication of any amount payable in respect of a Second Milestone Event, as defined below).
Market capitalization of the combined company for at least 10 trading days during any 20 consecutive trading day period during the Milestone Period is equal to or greater than $1,000,000,000 (the "Second Milestone Event")	$25,000,000
For every $1,000,000,000 incremental increase in market capitalization of the combined company after the Second Milestone Event to the extent such incremental increase occurs for at least 10 trading days during any 20 consecutive trading day period during the Milestone Period.	$25,000,000 per each incremental increase

For purposes of the table above, "market capitalization" means, with respect to any trading day, the product of (i) the total outstanding shares of the combined company common stock and (ii) the volume weighted average trading price for the combined company common stock for such trading day.

Immediately following the effective time of the Merger, the Company effected a 1-for-2 reverse stock split of the issued and outstanding Company Common Stock (the "Reverse Stock Split"). Upon completion of the Merger and the transactions contemplated in the Merger Agreement, (i) the former MyMD Florida equity holders owned approximately 77.05% of the outstanding equity of the Company on a fully diluted basis, assuming the exercise in full of the pre-funded warrants to purchase 986,486 shares of Company Common stock and including 4,188,315 shares of Company Common Stock underlying options to purchase shares of MyMD Florida Common Stock assumed by the company at closing and after adjustments based on the Company's net cash at closing; and (ii) former Akers Biosciences, Inc. stockholders own approximately 22.95% of the outstanding equity of the Company.

Effective as of 4:05 pm Eastern Time on April 16, 2021, we filed an amendment to our Amended and Restated Certificate of Incorporation to effect the Reverse Stock Split. As a result of the Reverse Stock Split, immediately following the effective time of the Merger, every two shares of our Common Stock held by a stockholder immediately prior to the Reverse Stock Split were combined and reclassified into one share of our Common Stock. No fractional shares were issued in connection with the Reverse Stock Split. Each stockholder who did not have a number of shares evenly divisible pursuant to the Reverse Stock Split ratio and who would otherwise be entitled to receive a fractional share of our Common Stock was entitled to receive an additional share of our Common Stock.

In connection with the closing of the Merger, we changed our name to MyMD Pharmaceuticals, Inc. and our NASDAQ trading symbol to MYMD. For additional information concerning the Merger, please see Note 3 to the Company's Condensed Consolidated Financial Statements.

Closing of Contribution and Assignment Agreement

We acquired 100% of the membership interests of Cystron Biotech, LLC ("Cystron") pursuant to a Membership Interest Purchase Agreement, dated March 23, 2020 (as amended by Amendment No. 1 on May 14, 2020, the "MIPA") from certain selling parties (the "Cystron Sellers"). Cystron is a party to a License and Development Agreement (as amended and restated on March 19, 2020, in connection with our entry into the MIPA, the "License Agreement") with Premas Biotech PVT Ltd. ("Premas") whereby Premas granted Cystron, amongst other things, an exclusive license with respect to Premas' genetically engineered yeast (S. cerevisiae)-based vaccine platform, D-Crypt™, for the development of a vaccine against COVID-19 and other coronavirus infections. We had partnered with Premas on this initiative as we sought to advance this COVID-19 vaccine candidate through the regulatory process, both with the U.S. Food and Drug Administration ("FDA") and the office of the drug controller in India. Premas was primarily responsible for the development of the COVID-19 vaccine candidate through proof of concept and was entitled to receive milestone payments upon achievement of certain development milestones through proof of concept.

As of May 14, 2020, Premas had successfully completed its vaccine prototype and obtained transmission electron microscopic (TEM) images of the recombinant virus like particle (VLP) assembled in yeast. In July 2020, animal studies for the COVID-19 vaccine candidate were initiated in India. In addition, we announced that Premas had successfully completed the manufacturing process for the VLP vaccine candidate. On August 27, 2020, we announced with Premas positive proof of concept results from the animal studies conducted during a four-week test of the COVID-19 vaccine candidate in mice. On March 18, 2021, the Company and the Cystron Sellers, which are also shareholders of Oravax Medical, Inc. ("Oravax"), entered into a Termination and Release Agreement terminating the MIPA effective upon consummation of the Contribution Agreement (as defined below). In addition, the Cystron Sellers agreed to waive any change of control payment triggered under the MIPA as a result of the Merger.

On April 16, 2021, pursuant to the Contribution and Assignment Agreement, dated March 18, 2021 (the "Contribution Agreement") by and among the Company, Cystron, Oravax and, for the limited purpose set forth therein, Premas, the parties consummated the transactions contemplated therein. Pursuant to the Contribution Agreement, effective upon the closing of the Merger, the Company agreed (i) to contribute an amount in cash equal to $1,500,000 to Oravax and (ii) cause Cystron to contribute substantially all of the assets associated with its business or developing and manufacturing Cystron's COVID-19 vaccine candidate to Oravax (the "Contribution Transaction"). In consideration for the Company's commitment to consummate the Contribution Transaction, Oravax issued to the Company 390,000 shares of its capital stock (equivalent to 13% of Oravax's outstanding capital stock on a fully diluted basis) and assumed all of the obligations or liabilities in respect of the assets of Cystron (excluding certain amounts due to Premas), including the obligations under the license agreement with Premas. In addition, Oravax agreed to pay future royalties to the Company equal to 2.5% of all net sales of products (or combination products) manufactured, tested, distributed and/or marketed by Oravax or its subsidiaries. For additional information concerning the Contribution Transaction, please see Note 3 to the Company's Condensed Consolidated Financial Statements.

Following the Contribution Transaction, Oravax is expected to pursue the COVID-19 vaccine candidate. MyMD is currently evaluating several options with respect to its interest in Oravax, including a potential distribution of Oravax shares to the MyMD shareholders. This would make Oravax a publicly held company. MyMD's interest in Oravax consists of 13% of Oravax's outstanding shares of capital stock and the rights to a 2.5% royalty on all future net sales. In addition, MyMD currently has the right to designate a member of the board of directors of Oravax, pursuant to which Mr. Joshua Silverman, our Chairman of the Board, has been designated to serve as a director of Oravax.

Impact of the COVID-19 Pandemic on Our Business and Company Operations

The ultimate impact of the ongoing global COVID-19 pandemic or a similar health epidemic is highly uncertain and subject to future developments. These include but are not limited to the duration of the COVID-19 pandemic, new information which may emerge concerning the severity of the COVID-19 pandemic, and any additional preventative and protective actions that regulators, or our board of directors or management of the Company, may determine are needed. We do not yet know the full extent of potential delays or impacts on our business, healthcare systems or the global economy. We will continue to monitor the COVID-19 situation closely.

Severe and/or long-term disruptions in our operations may negatively impact our business, operating results and financial condition in other ways, as well. Specifically, we anticipate that the stress of COVID-19 on healthcare systems generally around the globe may negatively impact regulatory authorities and the third parties that we may engage in connection with the development and testing of our therapeutic targets.

To date, we have encountered delays in receiving critical clinical supplies from our manufacturer in India, which has impacted our ability to execute our development plan and the studies needed to advance product development have been delayed by the Company's difficulty recruiting patients for the required clinical trials.

In addition, while the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, it has significantly disrupted global financial markets, and may limit our ability to access capital, which could in the future negatively affect our liquidity. A recession or market correction resulting from the continuation of the COVID-19 pandemic could materially affect our business and the value of our common stock.

Financial Operations Overview

We will not generate revenue from product sales unless and until we successfully complete clinical development, obtain regulatory approval for, and successfully commercialize our MYMD-1 and Supera-CBD product candidates. The lengthy process of securing marketing approvals for new drugs requires the expenditure of substantial resources. Any significant delay or failure to obtain regulatory approvals would materially adversely affect our product candidate's development efforts and our business overall. In addition, if we obtain regulatory approval for MYMD-1 and/or Supera-CBD, we expect to incur significant expenses related to developing our commercialization capability to support product sales, marketing, manufacturing and distribution activities.

We anticipate that our expenses will increase significantly as we:

- advance the development of our MYMD-1 and Supera-CBD;
- initiate and continue research and preclinical and clinical development of potential new product candidates;
- maintain, expand and protect our intellectual property as it pertains to MYMD-1 and Supera-CBD;
- expand our infrastructure and facilities to accommodate our growing employee base and ongoing development activities;
- establish agreements with contract research organizations, or CROs, and third-party contract manufacturing organizations, or CMOs, in connection with our Supera-CBD preclinical studies, MYMD-1 ongoing and planned clinical trials, Supera-CBD clinical trials and the development of our manufacturing capabilities for MYMD-1 and Supera-CBD;
- develop the large-scale manufacturing processes and capabilities for the commercialization of our MYMD-1 and Supera-CBD drug products;
- seek marketing approvals for our MYMD-1 and Supera-CBD product candidates that successfully complete clinical trials and
- establish a sales, marketing and distribution infrastructure to commercialize MYMD-1 and Supera-CBD should we obtain marketing approval

As a result of these anticipated expenditures, we will need substantial additional funding to support our continuing operations and pursue our growth strategy.

Components of our Results of Operations

Revenue

We have not generated any revenue from product sales and do not expect to generate any revenue from the sale of products in the near future. If our research and development efforts with MYMD-1 and Supera-CBD are successful, we may generate revenue from product sales or through license agreements with third parties.

Operating Expenses

Our operating expenses are broken into several components, including research and development and general and administrative costs.

We expect operating expenses to increase as we progress through the various clinical trials in the development of MYMD-1 and Supera-CBD.

Research and Development

Our research and development expenses primarily consist of costs associated with the development of MYMD-1 and Supera-CBD. These costs include, but are not limited to:

- Salaries, wages and benefits of the research and development staff;
- Contractual agreements with third parties including contract research organizations, preclinical activities and clinical trials.
- Outside consultants including fees and expenses
- Laboratory supplies and equipment
- Regulatory compliance
- Patent application and maintenance costs to protect our intellectual property.

Six of our nine employees are principally involved in research and development activities for either MYMD-1 or Supera-CBD. Their salaries, wages and benefits are captured as a component of research and development but not allocated to specific projects.

We utilize third party contractors and consultants with expertise in specific research or development activities to perform work under the supervision of our researchers. We believe this allows us to control costs and to progress through the development cycle and to utilize our staff more efficiently.

It is difficult to project with absolute accuracy the duration or final cost of the development of MYMD-1 and Super-CBD or if revenue will be generated from the commercialization of these components. The process of achieving regulatory approval is very costly and time consuming. A few of the many factors that contribute to costs of duration include:

- Size and scope of pre-clinical trials
- The phases of clinical development and the stage of our product candidates in the cycle
- Per subject trial costs
- The number of sites required for the trials and the availability of appropriate sites to perform the trials
- The time that is required to enroll the appropriate number of trial participants
- The time required to achieve the approval of regulatory agencies.

General and Administrative

General and administrative expenses primarily consist of salaries, wages and benefits for our employees in the executive, legal and accounting functions and third-party costs for legal, accounting, insurance, investor relations, stock market and board expenses.

We expect general and administrative expenses to decline over the near-term. We incurred significant non-recurring legal and accounting fees associated with our merger with Akers Biosciences and we do not anticipate the addition of new general and administrative staff.

Although treated as components of general and administrative expenses, we have chosen to disclose the following significant items separately:

Interest Expense and Accretion of Debt Discount (related party)

Interest expense and accretion of debt discount are the financing costs associated with the Starwood line-of credit which was terminated upon the closing of the merger with Akers Biosciences and the related line-of-credit plus the accumulated interest due was paid in full.

Stock Based Compensation

Stock based compensation includes the fair market value, as determined by Black-Scholes, of stock options issued to key staff and consultants.

Other Income (Expense), net

Other income (expense), net consists of interest and dividends earned on our cash, cash equivalents, and investments, losses on the sale of marketable securities, losses on equity investments, gains on the forgiveness of debt and an uninsured casualty loss.

RESULTS OF OPERATIONS

Summary of Statements of Operations for the Three Months Ended September 30, 2022 and 2021

We are focused on developing and commercializing two therapeutic platforms based on well-defined therapeutic targets, MYMD-1 and Supera-CBD. The following table summarized the results of operations for the three months ended September 30, 2022 and 2021.

	For the Three Months Ended September 30,		Percent
Description	2022	2021	Change
Operating Expenses			
General and Administrative	$ 1,554,244	$ 1,428,795	8.8
Research and Development	1,803,229	2,979,408	(39.5)
Stock Based Compensation	352,417	-	100.0
Total Operating Expenses	$ 3,709,893	$ 4,408,203	(15.8)
Loss from Operations	(3,709,893)	(4,408,203)	15.8
Other (Income)/Expense, Net	(16,152)	1,059,078	101.5
Net Loss	$ (3,693,741)	$ (5,467,281)	32.4

Revenue

We had no revenue during the three months ended September 30, 2022 and September 30, 2021.

Research and Development Expenses

Research and development expenses for the three months ended September 30, 2022 totaled $1,803,229 as compared to $2,979,408 for the three months ended September 30, 2021.

The table below summarizes our research and development expenses for the three months ended September 30, 2022 and 2021 as well as the percentage of change year-over-year:

	For the Three Months Ended September 30,		Percent
Description	2022	2021	Change
Salaries and Wages	$ 416,739	$ 215,480	93.4
Development Programs	556,265	2,102,575	(73.5)
Professional Services	97,254	20,450	375.6
Regulatory Expenses	732,971	640,906	14.4
Total Research and Development Expenses	$ 1,803,229	$ 2,979,408	(39.5)

Salaries and wages increased $201,259 for the three months ended September 30, 2022. The increase is attributed to the addition of an additional staff position and bonuses.

Development program costs include those associated with pre-clinical development, clinical trials and other manufacturing and development programs. Costs decreased $1,546,307 for the three months ended September 30, 2022 related to the completion of a 10-month dog toxicology and a 6 month rat toxicology study. Both studies were required by the FDA under the current Investigational New Drug Applications (“IND”). The Company completed a Phase 1 clinical trial that was submitted to the FDA and justified further testing of the Phase 2 studies.

Professional services costs increased $76,804 for the three months ended September 30, 2022. These costs are primarily related to legal and patent related fees associated with the protection of our intellectual property.

Regulatory expenses increased $92,065 for the three months ended September 30, 2022. These expenses include the submission of an IND to the FDA to investigate sarcopenia and frailty in patients. We started a Phase 2 multi-center double blind placebo controlled randomized study to investigate efficacy and tolerability of MYMD-1 in the treatment of chronic inflammation associated with sarcopenia and frailty. A clinical research organizations (“CRO”) is managing the study with two central laboratories and a Pharmacokinetic testing site.

Administrative Expenses

Administrative expenses for the three months ended September 30, 2022, totaled $1,554,244, as compared to $1,428,795 for the three months ended September 30, 2021.

The table below summarizes our administrative expenses for the three months ended September 30, 2022 and 2021 as well as the percentage of change year-over-year:

	For the Three Months Ended September 30,		Percent
Description	2022	2021	Change
Personnel Costs	$ 331,647	$ 297,376	11.5
Professional Service Costs	549,321	405,463	35.5
Stock Market & Investor Relations Costs	209,959	206,183	1.8
Other Administrative Costs	463,317	519,773	(10.9)
Total Administrative Expense	$ 1,554,244	$ 1,428,795	8.8

Personnel costs increased $34,271 for the three months ended September 30, 2022. These costs are made up of the general administrative staff and a 20% allocation of certain research and development staff that have administrative responsibilities. The increase for the three months ended September 30, 2022 is related to bonuses for senior executives.

Professional services costs increased $143,858 during the three months ended September 30, 2022. These costs included legal, accounting and specialized consulting services regularly incurred in the course of business.

Stock market and investor relations costs increased $3,776 during the three months ended September 30, 2022. These costs include the annual NASDAQ listing fees, activities related to keeping the shareholder base informed through press releases, presentations and other communication efforts and the costs of annual and special shareholder meetings.

Other administrative expenses decreased $56,456 for the three months ended September 30, 2022. These costs include Board expenses, business insurance, corporate travel and other general operating expenses.

Stock-Based Compensation

On January 28, 2022, we issued 200,000 stock options to an employee with an issue date fair value of $3.59 per option. The options expire January 28, 2029 and are subject to a variable vesting schedule. For the three months ended September 30, 2022, we recognized expenses of $85,368.

On June 21, 2022, we issued 100,000 stock options to a consultant with an issue date fair value of $2.30 per option. The options expire June 21, 2027 and vested immediately. The fair market value of the shares are being amortized over the twelve month term of the agreement. For the three months ended September 30, 2022, we recognized expenses of $50,252.

On July 7, 2022, we issued 50,167 restricted stock units to a consultant with an issue date fair value of $150,000. These units vested upon issue. The fair value of the units is being amortized over the three-month term of the agreement. For the three months ended September 30, 2022, we recognized expenses of $138,587.

On July 7, 2022, we issued warrants to purchase up to 38,265 shares of its common stock at an exercise price of $5.98 and a fair market value of $93,233 to a vendor for services. During the three ended September 30, 2022, the company recognized expenses of $78,210.

Other Income and Expense

Other income, net of expense, for the three months ended September 30, 2022 totaled $16,152. Other expense, net of income, for the three months ended September 30, 2021 totaled $1,059,078.

The table below summarizes our other income and expenses for the three months ended September 30, 2022 and 2021, as well as the percentage of change year-over-year:

Description	For the Three Months Ended September 30, 2022	2021	Percent Change
Realized Losses on Investments	$ 1,200	$ 1,650	(27.3)
Equity Investments (Gains)/Losses	(1,899)	298	737.2
Interest and Dividend Income	(15,453)	(1,714)	801.6
Uninsured Casualty Losses	-	1,058,086	(100.0)
Other Expense	-	758	(100.0)
Total Other (Income)/Expense, Net	$ (16,152)	$ 1,059,078	101.5

Realized losses on investments were $1,200 for the three months ended September 30, 2022 as compared to losses of $1,650 for the same period in 2021. The decline is principally due to the overall decline in the financial markets and our cash reserves available for investment.

Equity investment gains were $1,899 for the three months ended September 30, 2022 as compared to losses of $298 for the same period in 2021 and reflect the changes in the fair market value of the equity investments.

Interest and dividend income increased to $15,453 for the three months ended September 30, 2022 compared to $1,714 for the three months ended September 30, 2021.

For the three months ended September 30, 2021, we identified an uninsured casualty loss of $1,058,086 related to wire fraud due to a compromised electronic mail account. This incident began in late August 2021 and was discovered on October 26, 2021. Additional losses totaling $207,220 occurred during October 2021.

Summary of Statements of Operations for the Nine Months Ended September 30, 2022 and 2021

We are focused on developing and commercializing two therapeutic platforms based on well-defined therapeutic targets, MYMD-1 and Supera-CBD. The following table summarized the results of operations for the nine months ended September 30, 2022 and 2021.

Description	For the Nine Months Ended September 30, 2022	2021	Percent Change
Operating Expenses			
General and Administrative	$ 4,296,119	$ 4,020,435	6.9
Research and Development	6,596,942	6,018,565	9.6
Interest Expense & Accretion of Debt Discount	-	701,090	(100.0)
Stock Based Compensation	581,663	15,036,051	(96.1)
Total Operating Expenses	$ 11,315,545	$ 25,776,141	(55.5)
Loss from Operations	(11,315,545)	(25,776,141)	(55.5)
Other Expense (Income)	(22,906)	873,180	102.6
Net Loss	$ (11,292,639)	$ (26,649,321)	(57.0)

Revenue

We had no revenue during the nine months ended September 30, 2022 and September 30, 2021.

Research and Development Expenses

Research and development expenses for the nine months ended September 30, 2022 totaled $6,596,942 as compared to $6,018,565 for the nine months ended September 30, 2021.

The table below summarizes our research and development expenses for the nine months ended September 30, 2022 and 2021 as well as the percentage of change year-over-year:

	For the Nine Months Ended September 30,		Percent
Description	2022	2021	Change
Salaries and Wages	$ 843,933	$ 592,653	42.4
Development Programs	2,782,561	4,374,072	(36.4)
Professional Services	108,680	44,715	143.1
Regulatory Expenses	2,852,145	984,221	189.8
Other Research and Development Expenses	9,623	22,904	(58.0)
Total Research and Development Expenses	$ 6,596,942	$ 6,018,565	9.6

Salaries and wages increased $251,280 for the nine months ended September 30, 2022. The increase is attributed to the addition of an additional staff position and bonuses.

Development program costs include those associated with pre-clinical development, clinical trials and other manufacturing and development programs. Costs decreased $1,591,511 for the nine months ended September 30, 2022 related to the completion of a 10-month dog toxicology and a 6 month rat toxicology study. Both studies were required by the FDA under the current IND. The Company completed a Phase 1 clinical trial that was submitted to the FDA and justified further testing of the Phase 2 studies.

Professional services costs increased $63,965 for the nine months ended September 30, 2022. These costs are primarily related to legal and patent related fees associated with the protection of our intellectual property.

Regulatory expenses increased $1,867,924 for the nine months ended September 30, 2022. These expenses include the submission of an IND to the FDA to investigate sarcopenia and frailty in patients. We started a Phase 2 multi-center double blind placebo controlled randomized study to investigate efficacy and tolerability of MYMD-1 in the treatment of chronic inflammation associated with sarcopenia and frailty. A CRO is managing the study with two central laboratories and a Pharmacokinetic testing site.

Other research and development expenses declined $13,281 for the nine months ended September 30, 2022. These expenses include laboratory supplies, training and travel for department personnel while working with third party trial sites.

Administrative Expenses

Administrative expenses for the nine months ended September 30, 2022, totaled $4,296,119, as compared to $4,020,435 for the nine months ended September 30, 2021.

The table below summarizes our administrative expenses for the nine months ended September 30, 2022 and 2021 as well as the percentage of change year-over-year:

	For the Nine Months Ended September 30,		Percent
Description	2022	2021	Change
Personnel Costs	$ 994,219	$ 679,460	46.3
Professional Service Costs	1,232,703	1,327,465	(7.1)
Stock Market & Investor Relations Costs	727,975	546,154	33.3
Other Administrative Costs	1,341,222	1,467,356	(8.6)
Total Administrative Expense	$ 4,296,119	$ 4,020,435	6.9

Personnel costs increased $314,759 for the nine months ended September 30, 2022. Two additional staff members were acquired during the merger with Akers Biosciences and a 20% allocation for two research and development staff members has been made to account for their administrative duties.

Professional services costs declined $94,762 during the nine months ended September 30, 2022. These costs included legal and accounting and specialized consulting services related to the merger as well as other legal and accounting services regularly incurred in the course of business.

Stock market and investor relations costs increased $181,821 during the nine months ended September 30, 2022. These costs include the annual NASDAQ listing fees, activities related to keeping the shareholder base informed through press releases, presentations and other communication efforts and the costs of annual and special shareholder meetings. Prior to the Merger, MyMD Florida was not a reporting company and did not experience the costs associated with a publicly reporting entity.

Other administrative expenses decreased $126,134 for the nine months ended September 30, 2022. These costs include Board expenses, business insurance, corporate travel, the settlement of shareholder litigation related to the merger and other general operating expenses.

Interest Expense and Accretion of Debt Discount

Interest expense and the accretion of the debt discount on the line-of-credit declined $701,090 during the nine months ended September 30, 2022. The line-of-credit included a requirement to issue one share of stock for each dollar borrowed. The fair market value, as determined using Black-Scholes, was amortized over the remaining life of the credit line. The line of credit also carried an annualized 5% interest rate.

The line of credit was terminated on April 16, 2021 in relation to the merger and was paid in full on April 28, 2021.

Stock-Based Compensation

On January 28, 2022, we issued 200,000 stock options to an employee with an issue date fair value of $3.59 per option. The options expire January 28, 2029 and are subject to a variable vesting schedule. For the nine months ended September 30, 2022, we recognized expenses of $293,700.

On January 28, 2022, we issued 4,040 restricted stock units with an issue date fair value of $3.96 per RSU. These units vested upon issue. For the nine months ended September 30, 2022, we recognized expenses of $15,998.

On June 21, 2022, we issued 100,000 stock options to a consultant with an issue date fair value of $2.30 per option. The options expire June 21, 2027 and vested immediately. The fair market value of the shares are being amortized over the twelve month term of the agreement. For the nine months ended September 30, 2022, we recognized expenses of $55,168.

On July 7, 2022, we issued 50,167 restricted stock units to a consultant with an issue date fair value of $150,000. These units vested upon issue. The fair value of the units are being amortized over the three month term of the agreement. For the nine months ended September 30, 2022, we recognized expenses of $138,587.

On July 7, 2022, we issued warrants to purchase up to 38,265 shares of its common stock at an exercise price of $5.98 and a fair market value of $93,233 to a vendor for services. During the nine ended September 30, 2022, the company recognized expenses of $78,210.

During the nine months ended September 30, 2021, we recorded $15,036,051 in stock option modification expenses related to the 4,188,315 pre-Merger MyMD Florida options that were assumed by MyMD upon the consummation of the merger.

Other Income and Expense

Other income, net of expense, for the nine months ended September 30, 2022, totaled $22,906. Other expense, net of income, for the nine months ended September 30, 2021 totaled $873,180.

The table below summarizes our other income and expenses for the nine months ended September 30, 2022 and 2021, as well as the percentage of change year-over-year:

Description	For the Nine Months Ended September 30, 2022	2021	Percent Change
Realized (Gains)/Losses on Investments	$ 4,849	$ (39,797)	(112.2)
Equity Investments (Gains)/Losses	(1,754)	41,745	104.2
Interest and Dividend Income	(21,559)	(7,355)	193.1
Gain on Forgiveness of Debt	-	(180,257)	(100.0)
Uninsured Casualty Loss	(4,442)	1,058,086	100.4
Other Expense	-	758	(100.0)
Total Other (Income)/Expense, Net	$ (22,906)	$ 873,180	102.6

Realized losses on investments were $4,849 for the nine months ended September 30, 2022 as compared to gains of $39,797 for the same period in 2021. The decline is principally due to the overall decline in the financial markets and our cash reserves available for investment.

Equity investment gains were $1,754 for the nine months ended September 30, 2022 as compared to losses of $41,745 for the same period in 2021. The losses were due to a decrease in the fair market value of the equity investments.

Interest and dividend income increased to $32,559 for the nine months ended September 30, 2022 compared to $7,355 for the nine months ended September 30, 2021.

The gain on debt forgiveness is associated with the negotiated settlement of an outstanding debt on a lease totaling $109,657 and the forgiveness of our Payroll Protection Program loans totaling $70,600.

For the nine months ended September 30, 2021, we have identified an uninsured casualty loss of $1,058,086 related to wire fraud due to a compromised electronic mail account. This incident began in late August 2021 and was discovered on October 26, 2021. Additional losses totaling $207,220 occurred during October 2021. During the nine months ended September 30, 2022, we recovered $4,442 of this loss.

Liquidity and Capital Resources

As of September 30, 2022, our cash on hand totaled $309,926 and marketable securities totaled $6,774,381. We incurred a net loss of $11,451,818 for the nine months ended September 30, 2022. As of September 30, 2022, we had working capital of $6,296,506, shareholders' equity of $18,327,047 and an accumulated deficit of $90,013,386. During the nine months ended September 30, 2022, cash flows used in operating activities were $10,021,664 consisting primarily of a net loss of $11,451,818 offset by non-cash stock-based compensation of $581,663 and an increase in trade and other payables of $730,683. Since the Company's inception, we have met our liquidity requirements principally through the sale of our common stock in public offerings and private placements.

We evaluated the current cash requirements for operations in conjunction with management's strategic plan and believe that our current financial resources as of the date of the issuance of these condensed consolidated financial statements are sufficient to fund our current operating budget and contractual obligations as of September 30, 2022 as they fall due within the next twelve-month period, alleviating any substantial doubt raised by our historical operating results and satisfying our estimated liquidity needs for twelve months from the issuance of these condensed consolidated financial statements.

Operating Activities

Our net cash used by operating activities totaled $10,021,664 during the nine months ended September 30, 2022. Net cash used consisted principally of the net loss of $11,451,818 partially offset by non-cash stock based compensation of $581,663 and an increase in trade and other payables of $730,683.

Our net cash used by operating activities totaled $14,704,008 during the nine months ended September 30, 2021. Net cash used consisted principally of the net losses from operations of $26,649,321 and a decrease in trade and other payables of $3,234,057 partially offset by non-cash option modification expenses of $15,036,051.

Investing Activities

Our net cash provided by investing activities totaled $4,225,595 for the nine months ended September 30, 2022 as compared to cash provided by investing activities total $16,852,177 during the nine months ended September 30, 2021. During the nine months ended September 30, 2022 we purchased securities totaling $4,774,405 and sold securities totaling $9,000,000. During the nine months ended September 30, 2021, we purchased securities totaling $11,851 and sold securities totaling $15,483,176 and received $1,380,852 from the merger.

Financing Activities

Net cash provided by financing activities during the nine months ended September 30, 2022 was $5,550,028 consisting of the sale of common shares. Net cash consumed by financing activities totaling $921,439 during the nine months ended September 30, 2021 which consisted of the payoff of the Company's lines of credit totaling $3,062,444 offset by proceeds of $120,000 from the line of credit, net proceeds from exercise of warrants of $194,868 and $1,826,137 from the payments under the Bridge Loan Note executed in favor of the Company by MyMD Florida on November 11, 2020.

August 2022 Offering

On August 15, 2022, the Company entered into a securities purchase agreement with certain accredited and institutional investors pursuant to which we agreed to issue 1,411,764 shares of Common Stock in a registered direct offering and unregistered warrants to purchase up to an aggregate of 1,411,764 shares of Common Stock in a concurrent private placement. Such warrants have an exercise price of $5.25 per share, are exercisable six months following the date of issuance and have a term of exercise equal to five years from the initial exercise date. The Company received net proceeds from the sale of the shares, after deducting fees and other estimated offering expenses payable by the Company, of approximately $5.5 million.

Critical Accounting Policies

Our management's discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with US GAAP. The preparation of our condensed consolidated financial statements and related disclosures requires us to make estimates, assumptions and judgments that affect the reported amount of assets, liabilities, costs and expenses and related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our consolidated financial statements are prepared. Accordingly, we evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions and conditions.

Our critical accounting estimates have not changed materially from those previously reported in our Annual Report for the year ended December 31, 2021 on Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Our principal executive officer and principal financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act") Rule 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q, have concluded that, based on such evaluation, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and 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

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter ended September 30, 2022 that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time we are a party to litigation and subject to claims incident to the ordinary course of business. Future litigation may be necessary to defend ourselves and our customers by determining the scope, enforceability, and validity of third-party proprietary rights or to establish our proprietary rights. For a description of certain legal proceedings, please read Note 8 to the interim condensed consolidated financial statements, which information is incorporated herein by reference.

Item 1A. Risk Factors

The following description of risk factors includes any material changes to, and supersedes the description of, risk factors associated with our business, financial condition and results of operations previously disclosed in "Item 1A. Risk Factors" of our Annual Report for the year ended December 31, 2021 on Form 10-K, as filed with the SEC on March 31, 2022. Our business, financial condition and operating results can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below, any one or more of which could, directly or indirectly, cause our actual financial condition and operating results to vary materially from past, or from anticipated future, financial condition and operating results. Any of these factors, in whole or in part, could materially and adversely affect our business, financial condition, operating results and stock price.

The following discussion of risk factors contains forward-looking statements. These risk factors may be important to understanding other statements in this Form 10-Q. The following information should be read in conjunction with the condensed consolidated financial statements and related notes in Part I, Item 1, "Financial Statements" and Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-Q.

We may not be able to adequately protect or enforce our intellectual property rights, which could harm our competitive position.

Our success and future revenue growth will depend, in part, on our ability to protect our intellectual property. We will primarily rely on patent, copyright, trademark and trade secret laws, as well as nondisclosure agreements and other methods, to protect our proprietary technologies or processes. It is possible that competitors or other unauthorized third parties may obtain, copy, use or disclose proprietary technologies and processes, despite efforts by the us to protect our proprietary technologies and processes. While we hold rights in several patents, there can be no assurances that any additional patents will be issued, or additional rights will be granted, to us. Even if new patents are issued, the claims allowed may not be sufficiently broad to adequately protect our technology and processes. Our competitors may also be able to develop similar technology independently or design around the patents to which we have rights.

Currently, MyMD has 16 issued U.S. patents, 14 foreign patents, three pending U.S. patent applications and 17 foreign patent applications pending in such jurisdictions as Australia, Canada, China, European Union, Israel, Japan and South Korea, which if issued are expected to expire between 2036 and 2041. Although we expect to obtain additional patents and in-licenses in the future, there is no guarantee that we will be able to successfully obtain such patents or in-licenses in a timely manner or at all. Further, any of our rights to existing patents, and any future patents issued to us, may be challenged, invalidated or circumvented. As such, any rights granted under these patents may not provide us with meaningful protection. Even if foreign patents are granted, effective enforcement in foreign countries may not be available. If our patents or rights to patents do not adequately protect our technology or processes, competitors may be able to offer products similar to our products.

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

There were no unregistered sales of the Company's equity securities during the three months ended September 30, 2022, other than those previously reported in a Current Report on Form 8-K or Quarterly Report on Form 10-Q.

Item 3. Defaults Upon Senior Securities

There has been no default in the payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

Exhibit Number	Exhibit Description
2.1**	Agreement and Plan of Merger and Reorganization, dated November 11, 2020, by and among Akers Biosciences, Inc., XYZ Merger Sub Inc., and MYMD Pharmaceuticals, Inc. (incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 12, 2020).
2.2	Amendment No.1 to Agreement and Plan of Merger and Reorganization, dated March 16, 2021, by and among Akers Biosciences, Inc., XYZ Merger Sub Inc., and MyMD Pharmaceuticals, Inc. (incorporated by reference to Exhibit 2.2 to the Company's Registration Statement on Form S-4/A filed with the Securities and Exchange Commission on March 19, 2021).
3.1	Amended and Restated Certificate of Incorporation, effective April 16, 2021 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2021).
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation, effective April 16, 2021 (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2021).
3.3	Amended and Restated Bylaws of MyMD Pharmaceuticals, Inc., effective April 16, 2021 (incorporated herein by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2021).
4.1	Form of Warrant (incorporated herein by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 15, 2022).
10.1	Form of Securities Purchase Agreement (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 15, 2022)
10.2#*	Fifth Amendment to Employment Agreement between Chris Chapman and MyMD Pharmaceuticals, Inc., dated August 30, 2022.
10.3#*	Third Amendment to Employment Agreement between Adam Kaplin and MyMD Pharmaceuticals, Inc., dated August 30, 2022.
31.1*	Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).
31.2*	Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	Interactive Data Files of Financial Statements and Notes.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.
# Management contract or compensatory plan or arrangement.

** Schedules and exhibits omitted pursuant to Item 601(a)(5) of Regulation S-K. The registrant will furnish a copy of any omitted schedule or exhibit as a supplement to the SEC or its staff upon request.

SIGNATURES

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

MYMD PHARMACEUTICALS, INC.

Date: November 10, 2022

By: */s/ Chris Chapman*
Name: Chris Chapman
Title: President, Chief Medical Officer, and Director
(Principal Executive Officer)

Date: November 10, 2022

By: */s/ Ian Rhodes*
Name: Ian Rhodes
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 10.2

FIFTH AMENDMENT TO EMPLOYMENT AGREEMENT

This **FIFTH AMENDMENT TO EMPLOYMENT AGREEMENT** (this "***Amendment***"), is entered into as of August 30, 2022 (the "***Effective Date***"), by and between Chris Chapman, M.D. ("***Employee***") and MyMD Pharmaceuticals, Inc. (the "***Company***"), for the purpose of amending that certain Employment Agreement, dated as of November 1, 2020, and as amended on December 18, 2020, January 8, 2021, February 10, 2021, and November 24, 2021, by and between Employee and the Company (the "***Agreement***"). Terms used in this Amendment with initial capital letters that are not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement.

WHEREAS, Section 16 of the Agreement provides that no waiver or modification of any provision of the Agreement will be enforceable unless it is agreed to in writing by the party against which enforcement would be sought; and

WHEREAS, the Parties mutually desire to modify certain provisions that would otherwise apply to Bonus Compensation potentially payable to Employee pursuant to the Agreement.

NOW, THEREFORE, pursuant to Section 16 of the Agreement, in consideration of the mutual provisions, conditions, and covenants contained herein, and other good and valuable consideration, the adequacy of which is hereby acknowledged, the Parties hereby agree as follows:

In Exhibit B to the Agreement, Bonus Compensation, paragraph 5 is hereby deleted and replaced with the following:

"5) Bonus Compensation of $100,000 cash to be paid in lump-sum cash upon the completion of the following Bonus Event: the establishment of a formal relationship with the Bascom Palmer Eye Institute to advance, participation in and/or support of the use of MYMD-1 in ocular disease preclinical or clinical applications provided that the nature and/or extent of the Bascom Palmer Eye Institute relationship is satisfactory in the discretion of the Company's Board of Directors."

[*Remainder of the Page Intentionally Left Blank;*
Signature Page Follows]

IN WITNESS WHEREOF, the Parties have executed this Amendment to be effective as of the Effective Date.

EMPLOYEE:

/s/ Chris Chapman, M.D.

Chris Chapman, M.D.

THE COMPANY:

By: /s/ Paul M. Rivard

Name: Paul M. Rivard

Title: Executive Vice President

Exhibit 10.3

THIRD AMENDMENT TO EMPLOYMENT AGREEMENT

This **THIRD AMENDMENT TO EMPLOYMENT AGREEMENT** (this "***Amendment***"), is entered into as of August 30, 2022 (the "***Effective Date***"), by and between Adam Kaplin, M.D. ("***Employee***") and MyMD Pharmaceuticals, Inc. (the "***Company***"), for the purpose of amending that certain Employment Agreement, dated as of December 18, 2020, and as amended on February 10, 2021 and November 24, 2021, by and between Employee and the Company (the "***Agreement***"). Terms used in this Amendment with initial capital letters that are not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement.

WHEREAS, Section 17 of the Agreement provides that no waiver or modification of any provision of the Agreement will be enforceable unless it is agreed to in writing by the party against which enforcement would be sought; and

WHEREAS, the Parties mutually desire to modify certain provisions that would otherwise apply to Bonus Compensation potentially payable to Employee pursuant to the Agreement.

NOW, THEREFORE, pursuant to Section 17 of the Agreement, in consideration of the mutual provisions, conditions, and covenants contained herein, and other good and valuable consideration, the adequacy of which is hereby acknowledged, the Parties hereby agree as follows:

In Exhibit B to the Agreement, Bonus Compensation, paragraph 5 is hereby deleted and replaced with the following:

"5) Bonus Compensation of $100,000 cash to be paid in lump-sum cash upon the completion of the following Bonus Event: the establishment of a formal relationship with the Bascom Palmer Eye Institute to advance, participation in and/or support of the use of MYMD-1 in ocular disease preclinical or clinical applications provided that the nature and/or extent of the Bascom Palmer Eye Institute relationship is satisfactory in the discretion of the Company's Board of Directors."

[*Remainder of the Page Intentionally Left Blank;*
Signature Page Follows]

IN WITNESS WHEREOF, the Parties have executed this Agreement to be effective as of the Effective Date.

EMPLOYEE:

/s/ Adam Kaplin, M.D.

Adam Kaplin, M.D.

THE COMPANY:

By: /s/ Chris Chapman, M.D.

Name: Chris Chapman, M.D.

Title: President

Exhibit 31.1

CERTIFICATION PURSUANT TO SARBANES–OXLEY ACT OF 2002

I, Chris Chapman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MyMD Pharmaceuticals, Inc;

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

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

4. The registrant's other certifying officer 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 the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: November 10, 2022

By: */s/ Chris Chapman*
Name: Chris Chapman
Title: President, Chief Medical Officer, and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO SARBANES–OXLEY ACT OF 2002

I, Ian Rhodes, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MyMD Pharmaceuticals, Inc;

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

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

4. The registrant's other certifying officer 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 the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: November 10, 2022

By: */s/ Ian Rhodes*
Name: Ian Rhodes
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES–OXLEY ACT OF 2002

In connection with the Annual Report of MyMD Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, the undersigned, Chris Chapman, in the capacity and on the date indicated below, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: November 10, 2022

By: */s/ Chris Chapman*
Name: Chris Chapman
Title: President, Chief Medical Officer, and Director
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES–OXLEY ACT OF 2002

In connection with the Annual Report of MyMD Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, the undersigned, Ian Rhodes, in the capacity and on the date indicated below, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: November 10, 2022

By: */s/ Ian Rhodes*
Name: Ian Rhodes
Title: Chief Financial Officer
(Principal Financial Officer)