

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

FORM 8-K/A
(Amendment No. 1)

Current Report

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 16, 2021

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

New Jersey
(State or other jurisdiction
of incorporation)

001-36268
(Commission
File No.)

22-2983783
(IRS Employer
Identification No.)

MyMD Pharmaceuticals, Inc.
855 N. Wolfe Street, Suite 623
Baltimore, MD 21205

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (856) 848-8698

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, no par value per share	MYMD	The NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Explanatory Note

MyMD Pharmaceuticals, Inc., previously known as Akers Biosciences, Inc. (the "Company"), is filing this Amendment No. 1 to the Company's Current Report on Form 8-K, dated April 16, 2021, and filed with the Securities and Exchange Commission on April 22, 2021, solely for the purpose of providing the financial statements and information required by Item 9.01(a) and the pro forma financial information required by Item 9.01(b) in connection with the previously reported merger (the "Merger"), by and between XYZ Merger Sub Inc., a Florida corporation and wholly owned subsidiary of the Company, and MyMD Pharmaceuticals (Florida), Inc., a Florida corporation formerly known as MyMD Pharmaceuticals, Inc. ("MyMD Florida"). The unaudited pro forma condensed combined financial statements also give effect to the purchase of substantially all of the assets and certain liabilities of Supera Pharmaceuticals, Inc., a Florida corporation ("Supera"), pursuant to an Asset Purchase Agreement, dated November 11, 2020, by and between pre-Merger MyMD Florida and Supera (the "Supera Purchase"), and the contribution of substantially all of the assets of Cystron Biotech, LLC, a wholly owned subsidiary of the Company ("Cystron"), pursuant to that certain Contribution and Assignment Agreement (the "Contribution Agreement") by and among the Company, Cystron, Oravax Medical, Inc., a newly formed, partially owned subsidiary of the Company, and Premas Biotech PVT Ltd. (such transaction the "Contribution Transaction").

As a result of the Merger, the historical financial statements of pre-Merger MyMD Florida will be treated as the historical financial statements of the Company and will be reflected in the Company's quarterly and annual reports for periods ending after the effective time of the Merger. Accordingly, beginning with the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2021, the Company will report results of MyMD Florida and the Company on a consolidated basis.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Business Acquired.

The audited financial statements of MyMD Florida as of and for the years ended December 31, 2020 and 2019, together with the reports of Cherry Bekaert LLP with respect thereto, are included as Exhibit 99.1 and are incorporated by reference herein. The audited financial statements of Supera as of and for the years ended December 31, 2020 and 2019, together with the reports of Cherry Bekaert LLP with respect thereto, are included as Exhibit 99.2 and are incorporated by reference herein.

The unaudited financial statements of MyMD Florida as of and for the three months ended March 31, 2021 and the notes relating thereto are included as Exhibit 99.3 hereto and are incorporated by reference herein. The unaudited financial statements of Supera as of and for the three months ended March 31, 2021 and the notes relating thereto are included as Exhibit 99.4 and are incorporated by reference herein.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined statement of comprehensive loss of the Company for the year ended December 31, 2020 and balance sheets and statement of comprehensive loss as of and for the three months ended March 31, 2021 are included as Exhibit 99.5 hereto and are incorporated by reference herein.

(d) Exhibits.

Exhibit No.	Description
23.1	Consent of Cherry Bekaert LLP
23.2	Consent of Cherry Bekaert LLP
99.1	Audited financial statements of MyMD Pharmaceuticals (Florida), Inc. as of and for the years ended December 31, 2020 and 2019.
99.2	Audited financial statements of Supera Pharmaceuticals, Inc. as of and for the years ended December 31, 2020 and 2019.
99.3	Unaudited financial statements of MyMD Pharmaceuticals (Florida), Inc. as of and for the three months ended March 31, 2021 and the notes relating thereto.
99.4	Unaudited financial statements of Supera Pharmaceuticals, Inc. as of and for the three months ended March 31, 2021 and the notes relating thereto.
99.5	Unaudited pro forma condensed combined statement of comprehensive loss of the Company for the year ended December 31, 2020 and balance sheets and statement of comprehensive loss as of and for the three months ended March 31, 2021.

* * *

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 hereunto duly authorized.

MYMD PHARMACEUTICALS, INC.

Date: July 2, 2021

By: /s/ Chris Chapman

Chris Chapman, M.D.
President, Chief Medical Officer, and Director

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the registration statements on Form S-3 (File Nos. 333-254698, 333-248095, 333-238631 and 333-234449) and Form S-1 (File Nos. 333-234447 and 333-221746) of MyMD Pharmaceuticals, Inc. (previously known as Akers Biosciences, Inc.) our Auditor's Report dated February 23, 2021, with respect to the financial statements of MyMD Pharmaceuticals (Florida), Inc. as of and for the years ended December 31, 2020 and 2019, which report appears in an exhibit, which is part of this Amendment to Form 8-K.

/s/ Cherry Bekaert LLP

Tampa, Florida
July 2, 2021

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the registration statements on Form S-3 (File Nos. 333-254698, 333-248095, 333-238631 and 333-234449) and Form S-1 (File Nos. 333-234447 and 333-221746) of MyMD Pharmaceuticals, Inc. (previously known as Akers Biosciences, Inc.) our Auditor's Report dated February 23, 2021, with respect to the financial statements of Supera Pharmaceuticals, Inc. as of and for the years ended December 31, 2020 and 2019, which report appears in an exhibit, which is part of this Amendment to Form 8-K.

/s/ Cherry Bekaert LLP

Tampa, Florida
July 2, 2021

**MYMD
FINANCIAL STATEMENTS
AND
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
DECEMBER 31, 2020 and 2019**

MYMD PHARMACEUTICALS, INC.
TABLE OF CONTENTS

<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	F-2
FINANCIAL STATEMENTS	
<u>Balance Sheets</u>	F-4
<u>Statements of Operations</u>	F-5
<u>Statements of Stockholders' (Deficit) Equity</u>	F-6
<u>Statements of Cash Flows</u>	F-7
<u>Notes to the Financial Statements</u>	F-8 - F-12

Report of Independent Public Accounting Firm

To the Board of Directors
MyMD Pharmaceuticals, Inc.
Tampa, Florida

Opinion on the Financial Statements

We have audited the accompanying balance sheets of MyMD Pharmaceuticals, Inc. (the "Company") as of December 31, 2020 and 2019, and the related statements of operations, stockholders' deficit, and cash flows for years then ended, and the related notes (collectively, referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We are required to be independent with respect to the Company in accordance with the relevant ethical requirements relating to our audit.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States) and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter - Going Concern Considerations

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the Company's Audit Committee and that (i) relates to accounts or disclosures that are material to the financial statements and (ii) involved especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Description of Matter

As described further in Note 2 to the financial statements, the Company has incurred losses each year from inception through December 31, 2020, and expects to incur additional losses in the future. Currently management's forecasts and related assumptions illustrate their ability to sufficiently fund operations and satisfy the Company's obligations as they come due for at least one year from the financial statement issuance date.

Management made judgments to conclude that it is probable that the Company's plans will be effectively implemented and will provide the necessary cash flows to fund the Company's obligations as they become due. The judgments with the highest degree of impact and subjectivity in reaching this conclusion included assumptions underlying its forecasted cash expenditures, its ability to reduce operating expenditures and its ability to access funding. As a result, a high degree of auditor judgment and increased audit effort was required in performing audit procedures to evaluate the reasonableness of management's estimates.

How We Addressed the Matter in Our Audit

Our principal audit procedures performed to address this critical audit matter included the following:

- We obtained management's plans for dealing with the adverse effects of the conditions and events which give rise to substantial doubt.
- We tested the reasonableness of the forecasted uses and sources of cash used in management's assessment of whether the Company has sufficient liquidity to fund operations for at least one year from the financial statement issuance date. This testing included inquiries with management, assessed forecasted cash expenditures for reasonableness based on historical operations, consideration of positive and negative evidence impacting management's forecasts, the Company's financing arrangements in place as of the report date, market and industry factors and consideration of the Company's relationships with its financing partners.

We have served as the Company's auditor since 2020.

Cherry Bekant LLP

Tampa, Florida
February 23, 2021

MYMD PHARMACEUTICALS, INC.
BALANCE SHEETS

DECEMBER 31, 2020 AND 2019

	December 31, 2020	December 31, 2019
ASSETS		
Current Assets:		
Cash	\$ 133,733	\$ 132,023
Prepaid expenses and other current assets	1,218	17,472
Total Current assets	<u>134,951</u>	<u>149,495</u>
Intangible Assets	-	18,334
Total Assets	<u>\$ 134,951</u>	<u>\$ 167,829</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Trade accounts payable	\$ 1,025,063	\$ 878,620
Due to Related Party	39,177	14,577

Accrued interest, related party	175,679	10,639
Loan Payable, related party	1,200,000	-
Paycheck Protection Program Loan	54,000	-
Total Current Liabilities	2,493,919	903,836
Line of credit, related party, net of unamortized debt discount	1,734,237	990,355
Total Liabilities	4,228,156	1,894,191
Stockholders' Deficit		
Common Stock \$.0001 par value, 90,000,000 shares authorized 40,043,504 and 38,063,504 issued and outstanding as of December 31, 2020, and December 31, 2019, respectively	4,004	3,806
Additional Paid in Capital	43,411,488	36,848,064
Accumulated Deficit	(47,508,697)	(38,578,232)
Total Stockholders' Deficit	(4,093,205)	(1,726,362)
Total Liabilities and Stockholders' Deficit	\$ 134,951	\$ 167,829

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

F-4

MYMD PHARMACEUTICALS, INC.
STATEMENTS OF OPERATIONS

YEARS ENDED DECEMBER 31, 2020 AND 2019

	December 31, 2020	December 31, 2019
Revenues	\$ -	\$ -
Operating Costs:		
General and administrative expenses (including \$855,000, \$3,577,550 of share-based compensation for 2020 and 2019, respectively)	3,304,673	5,764,986
Research and development expenses	2,241,431	3,627,739
Option modification expense	2,009,145	-
Total Operating Costs	7,555,249	9,392,725
Interest expense	(1,375,216)	(246,191)
Net Loss	\$ (8,930,465)	\$ (9,638,916)

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

F-5

MYMD PHARMACEUTICALS, INC.
STATEMENTS OF STOCKHOLDERS' DEFICIT

YEARS ENDED DECEMBER 31, 2020 AND 2019

	Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount			
Balances, January 1, 2019	33,451,504	\$ 3,345	\$ 29,146,159	\$ (28,939,316)	\$ 210,188
Sale of common stock	2,959,000	296	2,958,704	-	2,959,000
Issuance of common stock to shareholders	1,653,000	165	(165)	-	-
Issuance of stock options for debt issuance	-	-	1,165,816	-	1,165,816
Share based compensation	-	-	3,577,550	-	3,577,550
Net loss	-	-	-	(9,638,916)	(9,638,916)
Balances, December 31, 2019	38,063,504	3,806	36,848,064	(38,578,232)	(1,726,362)
Sale of common stock	1,980,000	198	1,979,802	-	1,980,000
Issuance of stock options for debt issuance	-	-	839,457	-	839,457
Share based compensation	-	-	855,000	-	855,000
Option modification	-	-	2,889,165	-	2,889,165
Net loss	-	-	-	(8,930,465)	(8,930,465)
Balances, December 31, 2020	40,043,504	\$ 4,004	\$ 43,411,488	\$ (47,508,697)	\$ (4,093,205)

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

F-6

MYMD PHARMACEUTICALS, INC.
STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2020 AND 2019

	December 31, 2020	December 31, 2019
Cash flows from Operating activities		
Net loss	\$ (8,930,465)	\$ (9,638,916)
Adjustments to reconcile net loss to net cash flows from operating activities		
Share based compensation	855,000	3,577,550
Option modification expense	2,009,145	-
Amortization of debt issuance costs	1,191,859	235,552
Non-cash amortization expense	18,334	18,333
Increase (decrease) in cash from changes in:		
Prepaid expenses and other current assets	16,254	(12,180)
Accounts payable	146,443	489,235
Accrued interest, related party	165,040	10,639
Net cash flows from operating activities	<u>(4,528,390)</u>	<u>(5,319,787)</u>
Cash flows from Financing activities		
Proceeds from sale of common stock	1,980,000	2,959,000
Proceeds from Paycheck Protection Program loan	54,000	-
Proceeds from line of credit, related party	1,680,241	1,920,619
Payments on line of credit, related party	(408,741)	-
Proceeds from loan payable, related party	1,200,000	-
Advances from related party	24,600	11,903
Net cash flows from financing activities	<u>4,530,100</u>	<u>4,891,522</u>
Net change in cash	1,710	(428,265)
Cash, beginning of year	132,023	560,288
Cash, end of year	<u>\$ 133,733</u>	<u>\$ 132,023</u>
Supplemental disclosure of cash flow information		
Issuance of stock options for debt issuance costs	\$ 839,457	\$ 1,165,816
Modification of options recorded as increase in debt discount	<u>\$ 880,020</u>	<u>\$ -</u>

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

MYMD PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

Note 1—Description of business and summary of significant accounting policies

Description of Business— MyMD Pharmaceuticals, Inc. (“MyMD” or the “Company”) was formed in 2014 and is a Florida-based clinical development stage biopharmaceutical company that is developing its product candidate, MyMD-1, as an immunometabolic 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. The Company completed its first-in-human Phase 1 clinical trial in December 2019. Phase 2 clinical trials for autoimmune diseases are planned, pending available financing. The Company’s intellectual property portfolio consists of 12 granted patents (11 US and 1 foreign), 22 pending applications (5 US, 16 foreign, and 1 international application).

Pending Transactions – In November 2020, the Company entered into an Asset Purchase Agreement (the “Supera Agreement”) with Supera Pharmaceuticals, Inc. (“Supera”), a related company though common control, to be acquired by the Company through the issuance of 33,937,909 shares of common stock. The Company entered into the Supera Agreement concurrently with a Plan of Merger (the “Akers Merger”) that contemplates the merger of the Company with Akers Biosciences, Inc. (“Akers”), an existing NASDAQ listed public company. The combined company is expected to be renamed MyMD Pharmaceuticals Inc. and remain listed on the NASDAQ under the new ticker symbol “MYMD.” The combined company will be led by Chris Chapman, MD, who is President and Chief Medical Officer of MyMD, and Adam Kaplin, MD, who is Chief Scientific Officer of MyMD and Paul Rivard who is the VP of Operations and General Counsel. The combined company is planned to be headquartered in Baltimore, Maryland. Current Akers’ shareholders will own approximately 20% of the combined company and current MyMD’s shareholders will own approximately 80% of the combined company. The merger agreement also provides for additional contingent payments in cash and shares to the stockholders of MyMD under certain circumstances. The merger is expected to close in the first half of 2021 and is contingent upon approval of a shareholder vote of both the Company and Akers. As of February 23, 2021, neither the Supera Agreement nor the Akers Merger has been finalized.

Intangible Assets – Intangible assets relate to costs incurred to purchase the domain name of the Company’s website. The Company reviews its intangible assets for impairment whenever changes in circumstances indicate that the carrying amount of the assets may not be recoverable. No impairment of intangible assets was required for the years ended December 31, 2020 or 2019.

Income Taxes – Effective January 1, 2019, the Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under those provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the stockholders are liable for individual federal income taxes on their respective share of the Company’s taxable income.

Share-Based Compensation – The Company accounts for stock-based awards to employees and non-employees using the fair value-based method to determine compensation for all arrangements where shares of stock or equity instruments are issued for compensation. Fair value of each common stock option is estimated on the date of grant using the Black-Scholes valuation model that uses assumptions for expected volatility, expected dividends, expected term, and the risk-free interest rate. Expected volatility is based on historical volatility of a peer group’s common stock and other factors estimated over the expected term of the options. The expected term of the options granted is derived using the “simplified method” which computes expected term as the average of the sum of the vesting term plus the contract term. The risk-free rate is based on the U.S. Treasury yield.

Research and Development Expenses – Research and development costs are expensed in the period in which they are incurred and include the expenses paid to third parties,

such as contract research organizations and consultants, who conduct research and development activities on behalf of the Company. Patent-related costs, including registration costs, documentation costs and other legal fees associated with the application, are expensed in the period in which they are incurred.

F-8

MYMD PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

Note 1—Description of business and summary of significant accounting policies (continued)

Use of Estimates – The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires the Company’s management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results may differ from such estimates and such differences could be material.

Subsequent Events – The Company has evaluated subsequent events through February 23, 2021, in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

Note 2—Liquidity and capital resources

Historically, the Company has been primarily engaged in developing MyMD-1. In the course of these activities, the Company has sustained substantial losses. The Company’s ability to fund ongoing operations and future clinical trials required for Food and Drug Administration approval is dependent on the Company’s ability to obtain significant additional external funding in the near term. Since inception, the Company financed its operations through the sale of common stock and related party financings. See Note 3 for details of a related party line of credit established in 2019. In November 2020, the Company entered into a \$3,000,000 secured promissory note agreement with Akers. See Note 4 for further details. Upon the consummation of the Merger discussed above in Note 1 with Akers, both the related party loan and line of credit will be repaid in full. Additional sources of financing may be sought by the Company. However, there can be no assurance that any fundraising will be achieved on commercially reasonable terms, if at all.

The Company expects to be able to fund operations through the anticipated merger, or through the first quarter of 2022, with available borrowings on the related party line of credit and loan payable. Should actual cash expenditures exceed management’s budget, the Company may be forced to curtail operations along with implementing other cost-saving measures, such as a reduction in staff, reducing the use of outside professional service providers, or significantly modifying or delaying the development of our product candidate.

Note 3—Line of credit, related party

In May 2019, the Company 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 \$1.00. During the years ended December 31, 2020 and 2019, the Company issued 1,385,241 and 1,920,619 common stock options, respectively, to the lender based on actual borrowings. The estimated fair market value of the common stock options totaled \$839,456 and \$1,165,816 for the year ended December 31, 2020 and 2019, respectively. This has been recorded as a direct reduction in the carrying value of the related debt on the accompanying balance sheets. During 2020, the Company modified the options issued to the counterparty, the fair value of which was recorded as an increase in the debt discount. See Note 7 for more information. As of December 31, 2020, the unamortized debt discount totaled \$1,457,882 and the principal balance totaled \$3,192,119. The Company anticipates repaying the line of credit when the merger transaction closes, or alternatively through proceeds from an anticipated offering.

F-9

MYMD PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

Note 4—Loan payable, related party

On November 11, 2020, Akers agreed to loan MyMD up to \$3,000,000 pursuant to a secured promissory note. The note bears interest at 5% per annum and is secured by a first lien on MyMD’s assets. All outstanding principal and interest is due upon maturity, the earlier of April 15, 2022 or the date the Akers Merger is consummated. As of December 31, 2020, the principal outstanding balance of the note was \$1,200,000. In January 2021, the Company has received an additional \$600,000, in proceeds under the secured promissory note.

Note 5—Paycheck Protection Program Loan

On April 16, 2020, the Company received loan proceeds in the amount of approximately \$54,000 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 interest rate of 1%, with a deferral of payments through the date that the SBA remits the borrower’s loan forgiveness amount to the lender. The Company intends to use the proceeds for purposes consistent with the PPP. While the Company currently believes that its use of the loan proceeds will meet the conditions for forgiveness of the loan, the Company cannot assure that it will not take actions that could cause the Company to be ineligible for forgiveness of the loan, in whole or in part. Accordingly, the Company has classified the loan proceeds in accordance with the payment terms of the PPP loan agreement.

Presently, the SBA and other government communications have indicated that all loans in excess of \$2 million including loans with affiliates will be subject to audit and that those audits could take up to seven years to complete. If the SBA determines that the PPP loan was not properly obtained and/or expenditures supporting forgiveness were not appropriate, the Company will need to repay some or all of the PPP loan.

Note 6—Capital stock

Classes of Stock – The Company has the authority to issue 100,000,000 shares of capital stock, consisting of 90,000,000 shares of common stock and 10,000,000 shares of undesignated preferred stock, whose rights and privileges will be defined by the Board of Directors when a series of preferred stock is designated.

Share Issuance – Prior to 2019, the Company sold shares of common stock at prices above the current price of \$1.00 per share. In 2019, the Company issued additional shares to those investors to bring their average share purchase price commensurate with the \$1.00 per share value. As a result of this share repricing, the Company issued 1,653,000 shares of common stock for no additional proceeds during the year ended December 31, 2019.

F-10

MYMD PHARMACEUTICALS, INC.
 NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

Note 7—Share-based compensation

In 2016, the Company adopted the MyMD Pharmaceuticals, Inc. Amended and Restated 2016 Equity Incentive Plan (the “Plan”) to enable the Company to grant options to purchase common stock to employees, consultants, and non-employee directors of the Company. The Company has currently reserved 50,000,000 shares of its common stock for issuance under the Plan.

Following is the status of outstanding stock options as of December 31, 2020 and 2019 and changes therein for the years then ended:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Life
Outstanding December 31, 2018	31,332,500	\$ 1.00	9.21 Years
Granted	8,010,619	\$ 1.00	
Outstanding December 31, 2019	39,343,119	\$ 1.00	8.52 Years
Granted	2,810,241	\$ 1.00	
Cancelled	(31,300,000)	\$ 1.00	
Outstanding December 31, 2020	10,853,360	\$ 1.00	7.98 Years

All stock options outstanding as of December 31, 2020 and 2019 are fully vested and exercisable. As of December 31, 2020, there was no unrecognized share-based compensation. During 2020, the Company and a shareholder entered into an option termination agreement in connection with the proposed merger. As a result, 31,300,000 fully vested stock options were cancelled.

On November 10, 2020, the Company amended its non-qualified stock option award agreement for all outstanding options. The amendment provided that the remaining term of the Option will continue until the second anniversary of the completion of a Reorganization Event, which will be deemed to have occurred upon the consummation of the pending merger with Akers discussed above in Note 1. As such, all outstanding options will expire two years after the merger transaction has been completed. In conjunction with this option modification, the Company recorded \$2,009,145 of expense for the additional value provided to the option holders. Additionally, the Company recorded \$880,020, of debt discount relating to outstanding options issued in conjunction with the related party line of credit discussed above in Note 3. This has been recorded as a direct reduction in the carrying value of the related debt on the accompanying balance sheets.

F-11

MYMD PHARMACEUTICALS, INC.
 NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

Note 7—Share-based compensation (continued)

The following table shows the assumptions used in calculating the fair value under the Black-Scholes option valuation model for stock options issued by the Company during the years ended December 31, 2020 and 2019:

	December 31, 2020	December 31, 2019
Common stock grant date fair value	\$ 1.00	\$ 1.00
Risk free interest rate	0.27% - 1.43%	1.37% - 2.42%
Expected dividend yield	0%	0%
Expected term	5 years	5 years
Expected stock volatility	73.0% - 75.8%	70.9% - 72.4%

Note 8—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.

Note 9—Related party transactions

Line of Credit – See Note 3.

Loan Payable – See Note 4.

Travel Expenses – During the year ended December 31, 2020 and 2019, the Company paid \$793,000, of which \$24,600 remained outstanding as of December 31, 2020, and \$1,379,000, respectively, in travel-related expenses to a related party, which is included in general and administrative expenses in the accompanying statements of operations.

**SUPERA
FINANCIAL STATEMENTS
AND
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
DECEMBER 31, 2020 and 2019**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

F-2

FINANCIAL STATEMENTS

Balance Sheets	F-3
Statements of Operations	F-4
Statements of Stockholders' (Deficit) Equity	F-5
Statements of Cash Flows	F-6
Notes to the Financial Statements	F-7 - F-8

F-1



Report of Independent Auditor

To the Board of Directors and Stockholders
Supera Pharmaceuticals, Inc.
Tampa, Florida

We have audited the accompanying financial statements of Supera Pharmaceuticals, Inc. (a Florida corporation) (the "Company"), which comprise the balance sheets as of December 31, 2020 and 2019, and the related statements of operations, stockholders' deficit, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As more fully described in Note 2 to the financial statements, the Company has sustained negative cash flows from operations in the development of its product candidate. Our opinion is not modified with respect to this matter.

Cherry Bekaert LLP

Tampa, Florida
February 23, 2021

SUPERA PHARMACEUTICALS, INC.
BALANCE SHEETS

DECEMBER 31, 2020 AND 2019

	December 31, 2020	December 31, 2019
ASSETS		
Current Assets:		
Cash	\$ 14,551	\$ 2,476
Due from affiliate	24,600	-
Total Assets	<u>\$ 39,151</u>	<u>\$ 2,476</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Trade accounts payable	\$ 556,781	\$ 145,494
Due to affiliate	-	14,849
Paycheck Protection Program Loan	16,600	-
Total Current Liabilities	<u>573,381</u>	<u>160,343</u>
Related party line of credit	599,747	444,516
Related party interest payable	29,628	2,706
Total Liabilities	<u>1,202,756</u>	<u>607,565</u>
Stockholders' Deficit		
Common Stock \$0.0001 par value, 100,000,000 shares authorized and 25,000,000 issued and outstanding	-	-
Additional paid-in capital	-	-
Accumulated Deficit	(1,163,605)	(605,089)
Total Stockholders' Deficit	<u>(1,163,605)</u>	<u>(605,089)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 39,151</u>	<u>\$ 2,476</u>

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

SUPERA PHARMACEUTICALS, INC.
STATEMENTS OF OPERATIONS

YEARS ENDED DECEMBER 31, 2020 AND 2019

	December 31, 2020	December 31, 2019
Revenues	\$ -	\$ -
Operating Costs:		
Travel and jet expenses	923,383	1,412,615
General and administrative expenses	330,004	192,300
Research and development expenses	85,901	232,484
Total Operating Costs	<u>1,339,288</u>	<u>1,837,399</u>
Other Expense (Income)		
Travel expense reimbursements from affiliate	(808,300)	(1,364,061)
Interest expense	27,528	2,599
	<u>(780,772)</u>	<u>(1,361,462)</u>
Net Loss	<u>\$ (558,516)</u>	<u>\$ (475,937)</u>

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

SUPERA PHARMACEUTICALS, INC.
STATEMENTS OF STOCKHOLDERS' DEFICIT

YEARS ENDED DECEMBER 31, 2020 AND 2019

	Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount			
Balances January 1, 2019	25,000,000	-	-	(129,152)	(129,152)

Net loss	-	-	-	(475,937)	(475,937)
Balances, December 31, 2019	<u>25,000,000</u>	<u>-</u>	<u>-</u>	<u>(605,089)</u>	<u>(605,089)</u>
Net loss	-	-	-	(558,516)	(558,516)
Balances, December 31, 2020	<u>25,000,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (1,163,605)</u>	<u>\$ (1,163,605)</u>

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

F-5

SUPERA PHARMACEUTICALS, INC.
STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2020 AND 2019

	<u>December 31, 2020</u>	<u>December 31, 2019</u>
Cash flows from Operating activities		
Net loss	\$ (558,516)	\$ (475,937)
Adjustments to reconcile net loss to net cash flows from operating activities		
Increase (decrease) in cash from changes in:		
Due to/from affiliate	(39,449)	12,365
Accounts payable	411,287	36,453
Interest payable	26,922	2,599
Net cash flows from operating activities	<u>(159,756)</u>	<u>(424,520)</u>
Cash flows from Financing activities		
Proceeds from related party line of credit	160,645	422,009
Payments on related party line of credit	(5,414)	-
Proceeds from Paycheck Protection Program loan	16,600	-
Net cash flows from financing activities	<u>171,831</u>	<u>422,009</u>
Net change in cash	12,075	(2,511)
Cash, beginning of year	2,476	4,987
Cash, end of year	<u>\$ 14,551</u>	<u>\$ 2,476</u>

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

F-6

SUPERA PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

Note 1—Description of business and summary of significant accounting policies

Description of Business— Supera Pharmaceuticals, Inc. (the “Company”) was formed in September 2018 and is a Florida based development company that is developing its product candidate “Supera-1R” as an FDA-approved synthetic derivative of naturally grown cannabidiols. Substantially all the Company’s research and development activities in 2019 and 2020 were related to intellectual property development and securing patents, along with planning initial pre-clinical development activities.

The Company’s intellectual property portfolio consists of one pending US application and seven pending foreign counterparts. Ongoing pre-clinical work is expected to accelerate in 2021.

Pending Transactions - In November 2020, the Company entered into an Asset Purchase Agreement (the “MyMD Agreement”) with MyMD Pharmaceuticals, Inc. (“MyMD”), a related company though common control, whereby the Company will be acquired by MyMD through the issuance of 33,937,909 shares of common stock. MyMD entered into the MyMD Agreement concurrently with a Plan of Merger (the “Akers Merger”) that contemplates the merger of MYMD with Akers Biosciences, Inc., an existing NASDAQ listed public company. The Combined company is expected to be renamed MyMD Pharmaceuticals Inc. and remain listed on the NASDAQ under the new ticker symbol “MYMD”. The combined company will be led by Chris Chapman, MD, who is President and Chief Medical Officer of MyMD and Adam Kaplin, MD, who is Chief Scientific Officer of MyMD and Paul Rivard who is the VP of Operations and General Counsel. The combined company is planned to be headquartered in Baltimore, Maryland. Current Akers’ shareholders will own approximately 20% of the combined company and current MyMD’s shareholders will own approximately 80% of the combined company. The merger agreement also provides for additional contingent payments in cash and shares to the stockholders of MyMD under certain circumstances. The merger is expected to close in the first half of 2021 and is contingent upon the approval of a shareholder vote of both the Company and Akers. As of February 23, 2021, neither the MyMD Agreement nor the Akers Merger has been finalized.

Income Taxes – Effective January 1, 2019, the Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under those provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the stockholders are liable for individual federal income taxes on their respective share of the Company’s taxable income.

Research and Development Expenses – Research and development costs are expensed in the period in which they are incurred and include the expenses paid to third parties, such as contract research organizations and consultants, who conduct research and development activities on behalf of the Company.

Use of Estimates – The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires the Company’s management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results may differ from such estimates and such differences could be material.

Subsequent Events – The Company has evaluated subsequent events through February 23, 2021, in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

Note 2—Liquidity and capital resources

Historically, the Company has been primarily engaged in pursuing its intellectual property and pre-clinical development activities related to its product candidate “Supera-1R”. In the course of these activities, the Company has sustained substantial losses. The Company’s ability to fund ongoing operations and future research and development required for Food and Drug Administration approval is dependent on the Company’s ability to obtain significant additional external funding in the near term. This additional funding may not be available under commercially reasonable terms.

F-7

SUPERA PHARMACEUTICALS, INC. **NOTES TO THE FINANCIAL STATEMENTS**

DECEMBER 31, 2020 AND 2019

Note 2—Liquidity and capital resources (continued)

The Company expects to be able to fund operations through the anticipated merger, or through the first quarter of 2022, with available borrowings from related parties. However, should actual cash expenditures exceed management’s budget, the Company may be forced to curtail operations along with implementing other cost-saving measures, such as reducing the use of outside professional service providers, or significantly modifying or delaying the pre-clinical development of our product candidate.

Note 3—Related party transactions

Travel – The Company leases an airplane from a company under common control at a fixed amount and incurred \$600,000 in lease costs during both years ended December 31, 2020 and 2019. As of December 31, 2020, amounts due to the lessor totaled approximately \$477,000 and is included in trade accounts payable in the accompanying 2020 balance sheet. The Company also has an agreement with an affiliate, MyMD, which reimburses the Company for the cost of flights used by MyMD, based on an agreed-upon commercial hourly rate, plus fuel, contract pilot costs and other related expenses. These travel reimbursements are recorded as other income in the accompanying statements of operations.

Line of Credit – In November 2018, the Company entered into a line of credit facility with a stockholder, which allows for borrowings of up to \$1,000,000. The facility expires on 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.

Note 4—Paycheck Protection Program Loan

On April 30, 2020, the Company received loan proceeds in the amount of approximately \$16,600 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 contractual period.

The unforgiven portion of the PPP loan is payable over two years at an interest rate of 1%, with a deferral of payments through the date that the SBA remits the borrower’s loan forgiveness amount to the lender. The Company intends to use the proceeds for purposes consistent with the PPP. While the Company currently believes that its use of the loan proceeds will meet the conditions for forgiveness of the loan, the Company cannot assure that it will not take actions that could cause the Company to be ineligible for forgiveness of the loan, in whole or in part. Accordingly, the Company has classified the loan proceeds in accordance with the payment terms of the PPP loan agreement.

Presently, the SBA and other government communications have indicated that all loans in excess of \$2 million including loans with affiliates will be subject to audit and that those audits could take up to seven years to complete. If the SBA determines that the PPP loan was not properly obtained and/or expenditures supporting forgiveness were not appropriate, the company will need to repay some or all of the PPP loan.

Note 5—Patent assignment and royalty agreement

In November 2020, 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.

F-8

MYMD PHARMACEUTICALS, INC.
BALANCE SHEETS

MARCH 31, 2021 (UNAUDITED) AND DECEMBER 31, 2020

MYMD BALANCE SHEET

	<u>March 31,</u> <u>2021</u>	<u>December 31,</u> <u>2020</u>
	(Unaudited)	
ASSETS		
Current Assets:		
Cash	\$ 432,103	\$ 133,733
Prepaid expenses and other current assets	1,218	1,218
Total Current assets	<u>433,321</u>	<u>134,951</u>
Total Assets	<u>\$ 433,321</u>	<u>\$ 134,951</u>
LIABILITIES AND STOCKHOLDER'S DEFICIT		
Trade accounts payable	\$ 1,632,845	\$ 1,025,063
Due to Related Party	185,577	39,177
Accrued interest, related party	220,358	175,679
Loan Payable, related party	3,000,000	1,200,000
Payroll Protection Program Loan	54,000	54,000
Total Current Liabilities	<u>5,092,780</u>	<u>2,493,919</u>
Line of credit, related party net of unamortized discount	<u>2,342,697</u>	<u>1,734,237</u>
Total Liabilities	7,435,477	4,228,156
Stockholder's Deficit		
Common Stock \$.0001 par value, 90,000,000 shares authorized 40,053,504 issued and outstanding	4,004	4,004
Additional Paid in Capital	43,411,488	43,411,488
Accumulated Deficit	(50,417,648)	(47,508,697)
Total Stockholder's Deficit	<u>(7,002,156)</u>	<u>(4,093,205)</u>
Total Liabilities and Stockholder's Deficit	<u>\$ 433,321</u>	<u>\$ 134,951</u>

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

1

MYMD PHARMACEUTICALS, INC.
STATEMENTS OF OPERATIONS

PERIOD ENDED MARCH 31, 2021 (UNAUDITED) AND YEAR ENDED DECEMBER 31, 2020

MYMD PHARMACEUTICALS, INC.

	<u>March 31,</u> <u>2021</u>	<u>December 31,</u> <u>2020</u>
	(Unaudited)	
Revenues	\$ -	\$ -
Operating Costs:		
General and administrative expenses (including \$0 and \$855,000 of share-based compensation, respectively)	1,260,890	3,304,673
Research and development expenses	994,922	2,241,431
Option modification expense	-	2,009,145
Total Operating Costs	<u>2,255,812</u>	<u>7,555,249</u>
Interest Expense	(653,139)	(1,375,216)
Net Loss	<u>\$ (2,908,951)</u>	<u>\$ (8,930,465)</u>

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

2

MYMD PHARMACEUTICALS, INC.
STATEMENTS OF STOCKHOLDERS' DEFICIT

PERIOD ENDED MARCH 31, 2021 (UNAUDITED) AND YEAR ENDED DECEMBER 31, 2020

	Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount			
Balances January 1, 2020	38,063,504	\$ 3,806	\$ 36,848,064	\$ (38,578,232)	\$ (1,726,362)
Sale of Common stock	1,980,000	198	1,979,802	-	1,980,000
Issuance of stock options for debt issuance	-	-	839,457	-	839,457
Share based compensation	-	-	855,000	-	855,000
Option modification	-	-	2,889,165	-	2,889,165
Net loss	-	-	-	(8,930,465)	(8,930,465)
Balances, December 31, 2020	40,043,504	4,004	43,411,488	(47,508,697)	(4,093,205)
Net loss	-	-	-	(2,908,951)	(2,908,951)
Balances March 31, 2021 (Unaudited)	40,043,504	\$ 4,004	\$ 43,411,488	\$ (50,417,648)	\$ (7,002,156)

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

3

MYMD PHARMACEUTICALS, INC.
STATEMENTS OF CASH FLOWS

PERIOD ENDED MARCH 31, 2021 (UNAUDITED) AND YEAR ENDED DECEMBER 31, 2020

	March 31, 2021 (Unaudited)	December 31, 2020
Cash flows from Operating activities		
Net loss	\$ (2,908,951)	\$ (8,930,465)
Adjustments to reconcile net loss to net cash flows from operating activities		
Share based compensation	-	855,000
Option modification expense	-	2,009,145
Amortization of debt issuance costs	608,460	1,191,859
Non-cash amortization expense	-	18,334
Increase (decrease) in cash from changes in:		
Prepaid expenses and other current assets	-	16,254
Accounts payable	607,782	146,443
Accrued interest	44,679	165,040
Net cash flows from operating activities	(1,648,030)	(4,528,390)
Cash flows from Financing activities		
Proceeds from sale of common stock	-	1,980,000
Proceeds from Payroll Protection Program loan	-	54,000
Proceeds from line of credit related party	-	1,680,241
Payment on line of credit related party	-	(408,741)
Proceeds from loan payable related party	1,800,000	1,200,000
Advances from related party	148,110	24,600
Net cash flows from financing activities	1,948,110	4,530,100
Net change in cash	300,080	1,710
Cash, beginning of period	132,023	132,023
Cash, end of period	\$ 432,103	\$ 133,733
Supplemental disclosure of cash flow information		
Issuance of stock options for debt issuance costs	\$ -	\$ 839,457
Modification of options recorded as increase in debt discount	\$ -	\$ 880,020

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

4

MYMD PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2021 (UNAUDITED) AND DECEMBER 31, 2020

Note 1—Description of business and summary of significant accounting policies

Description of Business— MyMD Pharmaceuticals, Inc. (“MyMD” or the “Company”) was formed in 2014 and is a Florida-based clinical development stage biopharmaceutical company that is developing its product candidate, MyMD-1. 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 will be evaluated in patients with depression due to COVID-19 related to the release of cytokines. The Company has significant intellectual

property coverage to protect these autoimmune indications as well as therapy as an anti-aging product. The Company's intellectual property portfolio consists of 12 granted patents (11 US and 1 foreign), 22 pending applications (5 US, 16 foreign, and 1 international application).

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. The Company completed its first-in-human Phase 1 clinical trial in December 2019. Phase 2 clinical trials for autoimmune diseases are planned as noted above, pending available financing.

Merger Transaction – In November 2020, the Company entered into an Asset Purchase Agreement (the "Supera Agreement") with Supera Pharmaceuticals, Inc. ("Supera"), a related company though common control, to be acquired by the Company through the issuance of 33,937,909 shares of common stock. The Company entered into the Supera Agreement and closed the transaction on April 16, 2021 concurrently with the Plan of Merger (the "Akers Merger") of the Company with Akers Biosciences, Inc. ("Akers"), an existing NASDAQ-listed public company. The combined company has been renamed MyMD Pharmaceuticals Inc. and is listed on the NASDAQ under the new ticker symbol "MYMD." The combined company is led by Chris Chapman, MD, who is President and Chief Medical Officer of MyMD, and Adam Kaplin, MD, who is Chief Scientific Officer of MyMD and Paul Rivard who is the VP of Operations and General Counsel. The combined company is planned to be headquartered in Baltimore, Maryland. Akers' shareholders own approximately 22.61% of the combined company and MyMD's shareholders own approximately 77.39% of the combined company. The merger agreement also provides for additional contingent payments in cash and shares to the stockholders of MyMD under certain circumstances.

Income Taxes – The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under those provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the stockholders are liable for individual federal income taxes on their respective share of the Company's taxable income. The Subchapter S election terminated with the Akers Merger.

Share-Based Compensation – The Company accounts for stock-based awards to employees and non-employees using the fair value-based method to determine compensation for all arrangements where shares of stock or equity instruments are issued for compensation. Fair value of each common stock option is estimated on the date of grant using the Black-Scholes valuation model that uses assumptions for expected volatility, expected dividends, expected term, and the risk-free interest rate. Expected volatility is based on historical volatility of a peer group's common stock and other factors estimated over the expected term of the options. The expected term of the options granted is derived using the "simplified method" which computes expected term as the average of the sum of the vesting term plus the contract term. The risk-free rate is based on the U.S. Treasury yield. Existing options will continue under the Merger, with calculations consistent with the Merger Agreement terms.

Research and Development Expenses – Research and development costs are expensed in the period in which they are incurred and include the expenses paid to third parties, such as contract research organizations and consultants, who conduct research and development activities on behalf of the Company. Patent-related costs, including registration costs, documentation costs and other legal fees associated with the application, are expensed in the period in which they are incurred.

5

MYMD PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2021 (UNAUDITED) AND DECEMBER 31, 2020

Note 1—Description of business and summary of significant accounting policies (continued)

Use of Estimates – The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results may differ from such estimates and such differences could be material.

Subsequent Events – The Company has evaluated subsequent events through May 14, 2021, in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

Note 2—Liquidity and capital resources

Historically, the Company has been primarily engaged in developing MyMD-1. In the course of these activities, the Company has sustained substantial losses. The Company's ability to fund ongoing operations and future clinical trials required for Food and Drug Administration approval is dependent on the Company's ability to obtain significant additional external funding in the near term. Since inception, the Company financed its operations through the sale of common stock and related party financings. See Note 3 for details of a related party line of credit established in 2019. In November 2020, the Company entered into a \$3,000,000 secured promissory note agreement with Akers. See Note 4 for further details. Upon the consummation of the Merger discussed above in Note 1 with Akers, both the related party loan and line of credit were repaid in full. Additional sources of financing may be sought by the Company. However, there can be no assurance that any fundraising will be achieved on commercially reasonable terms, if at all.

The Company expects to be able to fund operations through the first half of 2022 with available cash from the completed merger. Should actual cash expenditures exceed management's budget, the Company may be forced to curtail operations along with implementing other cost-saving measures, such as a reduction in staff, reducing the use of outside professional service providers, or significantly modifying or delaying the development of our product candidate.

Note 3—Line of credit, related party

In May 2019, the Company 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. The line of credit was paid in full in connection with the merger. Borrowings accrued interest at a rate of 5% per annum. Pursuant to the terms of the agreement, the Company issued 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 vested at an exercise price of \$1.00. During the period ended March 31, 2021 and year ended December 31, 2020, the Company issued -0- and 1,385,241 common stock options, respectively, to the lender based on actual borrowings. The estimated fair market value of the common stock options totaled \$0 and \$839,456 for the period ended March 31, 2021 and year ended December 31, 2020, respectively. This has been recorded as a direct reduction in the carrying value of the related debt on the accompanying balance sheets. During 2020, the Company modified the options issued to the counterparty, the fair value of which was recorded as an increase in the debt discount. See Note 7 for more information. As of March 31, 2021, the unamortized debt discount totaled \$849,422 and the principal balance totaled \$3,192,119.

6

MYMD PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2021 (UNAUDITED) AND DECEMBER 31, 2020

Note 4—Loan payable, related party

On November 11, 2020, Akers agreed to loan MyMD up to \$3,000,000 pursuant to a secured promissory note. All outstanding principal and interest is due upon maturity, the earlier of April 15, 2022 or the date the Akers Merger is consummated. As of March 31, 2021, the principal outstanding balance of the note was \$3,000,000. In April 2021, the note was eliminated in consolidation at the Merger.

Note 5—Paycheck Protection Program Loan

On April 16, 2020, the Company received loan proceeds in the amount of approximately \$54,000 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 Company applied for forgiveness in April 2021. 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 interest rate of 1%, with a deferral of payments through the date that the SBA remits the borrower’s loan forgiveness amount to the lender. The Company intends to use the proceeds for purposes consistent with the PPP. While the Company currently believes that its use of the loan proceeds will meet the conditions for forgiveness of the loan, the Company cannot assure that it will not take actions that could cause the Company to be ineligible for forgiveness of the loan, in whole or in part. Accordingly, the Company has classified the loan proceeds in accordance with the payment terms of the PPP loan agreement.

Presently, the SBA and other government communications have indicated that all loans in excess of \$2 million including loans with affiliates will be subject to audit and that those audits could take up to seven years to complete. If the SBA determines that the PPP loan was not properly obtained and/or expenditures supporting forgiveness were not appropriate, the Company will need to repay some or all of the PPP loan.

Note 6—Capital stock

Classes of Stock – The Company has the authority to issue 100,000,000 shares of capital stock, consisting of 90,000,000 shares of common stock and 10,000,000 shares of undesignated preferred stock, whose rights and privileges will be defined by the Board of Directors when a series of preferred stock is designated.

7

MYMD PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2021 (UNAUDITED) AND DECEMBER 31, 2020

Note 7—Share-based compensation

In 2016, the Company adopted the MyMD Pharmaceuticals, Inc. Amended and Restated 2016 Equity Incentive Plan (the “Plan”) to enable the Company to grant options to purchase common stock to employees, consultants, and non-employee directors of the Company. The Company has currently reserved 50,000,000 shares of its common stock for issuance under the Plan.

During the period ended March 31, 2021, the Company issued no common stock options and none were exercised or forfeited. As of March 31, 2021 and December 31, 2020, 10,853,360 common stock options were outstanding.

All stock options outstanding as of March 31, 2021 and December 31, 2020 are fully vested and exercisable. As of March 31, 2021, there was no unrecognized share-based compensation. During 2020, the Company and a shareholder entered into an option termination agreement in connection with the proposed merger. As a result, 31,300,000 fully vested stock options were cancelled.

On November 10, 2020, the Company amended its non-qualified stock option award agreement for all outstanding options. The amendment provided that the remaining term of the Option will continue until the second anniversary of the completion of a Reorganization Event, which will be deemed to have occurred upon the consummation of the pending merger with Akers discussed above in Note 1. As such, all outstanding options will expire two years after the merger transaction has been completed. In conjunction with this option modification, the Company recorded \$2,009,145 of expense for the additional value provided to the option holders. Additionally, the Company recorded \$880,020, of debt discount relating to outstanding options issued in conjunction with the related party line of credit discussed above in Note 3. This has been recorded as a direct reduction in the carrying value of the related debt on the accompanying balance sheets.

Note 8—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.

Note 9—Related party transactions

Line of Credit – See Note 3.

Loan Payable – See Note 4.

Travel Expenses – During the period ended March 31, 2021 and the year ended December 31, 2020, the Company incurred \$444,000 and \$793,000, respectively, in travel-related expenses to a related party, which is included in general and administrative expenses in the accompanying statements of operations.

8

SUPERA PHARMACEUTICALS, INC.
BALANCE SHEETS

MARCH 31, 2021 (UNAUDITED) AND DECEMBER 31, 2020

SUPERA BALANCE SHEET

	March 31, 2021 (Unaudited)	December 31, 2020
ASSETS		
Current Assets:		
Cash	\$ 5,075	\$ 14,551
Due from affiliate	173,600	24,600
Total Assets	<u>\$ 178,675</u>	<u>\$ 39,151</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Trade accounts payable	\$ 745,560	\$ 556,781
Paycheck Protection Program Loan	16,600	16,600
Total Current Liabilities	762,160	573,381
Related party line of credit	593,929	599,747
Related party interest payable	37,053	29,628
Total Liabilities	1,393,142	1,202,756
Stockholders' Deficit		
Common Stock \$0.0001 par value, 100,000,000 shares authorized and 25,000,000 issued and outstanding	-	-
Additional paid-in capital	-	-
Accumulated Deficit	(1,214,467)	(1,163,605)
Total Stockholders' Deficit	(1,214,467)	(1,163,605)
Total Liabilities and Stockholders' Deficit	<u>\$ 178,675</u>	<u>\$ 39,151</u>

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

1

SUPERA PHARMACEUTICALS, INC.
STATEMENTS OF OPERATIONS

PERIOD ENDED MARCH 31, 2021 (UNAUDITED) AND YEAR ENDED DECEMBER 31, 2020

SUPERA PHARMACEUTICALS, INC.

	March 31, 2021 (Unaudited)	December 31, 2020
Revenues	\$ -	\$ -
Operating Costs:		
Travel and jet expenses	338,349	923,383
General and administrative expenses	92,009	330,004
Research and development expenses	57,079	85,901
Total Operating Costs	487,437	1,339,288
Other Expense (Income)		
Travel expense reimbursements from affiliate	(444,000)	(808,300)
Interest expense	7,425	27,528
	(436,575)	(780,772)
Net Loss	<u>\$ (50,862)</u>	<u>\$ (558,516)</u>

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

2

SUPERA PHARMACEUTICALS, INC.
STATEMENTS OF STOCKHOLDERS' DEFICIT

PERIOD ENDED MARCH 31, 2021 (UNAUDITED) AND YEAR ENDED DECEMBER 31, 2020

SUPERA PHARMACEUTICALS, INC.

	Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount			
Balances, January 1, 2020	25,000,000	\$ -	\$ -	\$ (605,089)	\$ (605,089)
Net loss	-	-	-	(558,516)	(558,516)
Balances, December 31, 2020	25,000,000	-	-	(1,163,605)	(1,163,605)
Net loss	-	-	-	(50,862)	(50,862)
Balances, March 31, 2021 (Unaudited)	25,000,000	\$ -	\$ -	\$ (1,214,467)	\$ (1,214,467)

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

3

SUPERA PHARMACEUTICALS, INC.
STATEMENTS OF CASH FLOWS

PERIOD ENDED MARCH 31, 2021 (UNAUDITED) AND YEAR ENDED DECEMBER 31, 2020

SUPERA PHARMACEUTICALS, INC.

	March 31, 2021 (Unaudited)	December 31, 2020
Cash flows from Operating activities		
Net loss	\$ (50,862)	\$ (558,516)
Adjustments to reconcile net loss to net cash flows from operating activities		
Increase (decrease) in cash from changes in:		
Due from affiliate	(149,000)	(39,449)
Accounts payable	188,779	411,287
Interest payable	7,425	26,922
Net cash flows from operating activities	(3,658)	(159,756)
Cash flows from Financing activities		
Proceeds from related party line of credit	-	160,645
Payments on related party line of credit	(5,818)	(5,414)
Proceeds from Paycheck Protection Program loan	-	16,600
Net cash flows from financing activities	(5,818)	171,831
Net change in cash	(9,476)	12,075
Cash, beginning of period	14,551	2,476
Cash, end of period	\$ 5,075	\$ 14,551

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

4

SUPERA PHARMACEUTICALS, INC.
NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2021 (UNAUDITED) AND DECEMBER 31, 2020

Note 1—Description of business and summary of significant accounting policies

Description of Business— Supera Pharmaceuticals, Inc. (the “Company”) was formed in September 2018 and is a Florida based development company that is developing its product candidate “Supera-1R” as an FDA-approved synthetic derivative of naturally grown cannabidiols. Substantially all the Company’s research and development activities in 2020 and 2021 were related to intellectual property development and securing patents, along with planning initial pre-clinical development activities.

The Company’s intellectual property portfolio consists of one pending US application and seven pending foreign counterparts. Ongoing pre-clinical work is expected to accelerate in the second half of 2021.

Merger Transactions - In November 2020, the Company entered into an Asset Purchase Agreement (the “MyMD Agreement”) with MyMD Pharmaceuticals, Inc. (“MyMD”), a related company though common control, whereby the Company will be acquired by MyMD through the issuance of 33,937,909 shares of common stock. MyMD entered into the MyMD Agreement concurrently with a Plan of Merger (the “Akers Merger”) that contemplates the merger of MYMD with Akers Biosciences, Inc., an existing NASDAQ listed public company. The Combined company is expected to be renamed MyMD Pharmaceuticals Inc. and remain listed on the NASDAQ under the new ticker symbol “MYMD”. The combined company will be led by Chris Chapman, MD, who is President and Chief Medical Officer of MyMD, and Adam Kaplin, MD, who is Chief Scientific Officer of MyMD and Paul Rivard who is the VP of Operations and General Counsel. The combined company is planned to be headquartered in Baltimore, Maryland. Current Akers’ shareholders will own approximately 20% of the combined company and current MyMD’s shareholders will own approximately 80% of the combined company. The merger agreement also provides for additional contingent payments in cash and shares to the stockholders of MyMD under certain circumstances. The merger was contingent upon the approval of a shareholder vote of both the Company and Akers. As of April 16, 2021, both the MyMD Agreement and the Akers Merger were finalized.

Income Taxes – The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under those provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the stockholders are liable for individual federal income taxes on their respective share of the Company’s taxable income.

Research and Development Expenses – Research and development costs are expensed in the period in which they are incurred and include the expenses paid to third parties, such as contract research organizations and consultants, who conduct research and development activities on behalf of the Company.

Use of Estimates – The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires the Company’s management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results may differ from such estimates and such differences could be material.

Subsequent Events – The Company has evaluated subsequent events through May 14, 2021, in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

Note 2—Liquidity and capital resources

Historically, the Company has been primarily engaged in pursuing its intellectual property and pre-clinical development activities related to its product candidate “Supera-1R”. In the course of these activities, the Company has sustained substantial losses. The Company’s ability to fund ongoing operations and future research and development required for Food and Drug Administration approval is dependent on the Company’s ability to obtain significant additional external funding in the near term. This additional funding may not be available under commercially reasonable terms.

The Company expects to be able to fund operations through the first quarter of 2022, with available borrowings from related parties and cash resources available to the Company upon the completion of the MyMD Agreement in April 2021. However, should actual cash expenditures exceed management’s budget, the Company may be forced to curtail operations along with implementing other cost-saving measures, such as reducing the use of outside professional service providers, or significantly modifying or delaying the pre-clinical development of our product candidate.

5

SUPERA PHARMACEUTICALS, INC. **NOTES TO THE FINANCIAL STATEMENTS**

MARCH 31, 2021 (UNAUDITED) AND DECEMBER 31, 2020

Note 3—Related party transactions

Travel – The Company leases an airplane from a company under common control at a fixed amount and incurred \$150,000 and \$600,000 in lease costs during the period ending March 31, 2021 and year ended December 31, 2020, respectively. As of March 31, 2021 and December 31, 2020, amounts due to the lessor totaled approximately \$627,000 and \$477,000, respectively, and is included in trade accounts payable in the accompanying balance sheets. The Company also has an agreement with an affiliate, MyMD, which reimburses the Company for the cost of flights used by MyMD, based on an agreed-upon commercial hourly rate, plus fuel, contract pilot costs and other related expenses. These travel reimbursements are recorded as other income in the accompanying statements of operations.

Line of Credit – In November 2018, the Company entered into a line of credit facility with a stockholder, which allows for borrowings of up to \$1,000,000. The facility expires on 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.

Note 4—Paycheck Protection Program Loan

On April 30, 2020, the Company received loan proceeds in the amount of approximately \$16,600 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 contractual period.

The Company applied for forgiveness in April 2021. The unforgiven portion of the PPP loan is payable over two years at an interest rate of 1%, with a deferral of payments through the date that the SBA remits the borrower’s loan forgiveness amount to the lender. The Company believes that they used the proceeds for purposes consistent with the PPP. While the Company currently believes that its use of the loan proceeds will meet the conditions for forgiveness of the loan, the Company cannot assure that it will not take actions that could cause the Company to be ineligible for forgiveness of the loan, in whole or in part. Accordingly, the Company has classified the loan proceeds in accordance with the payment terms of the PPP loan agreement.

Presently, the SBA and other government communications have indicated that all loans in excess of \$2 million including loans with affiliates will be subject to audit and that those audits could take up to seven years to complete. If the SBA determines that the PPP loan was not properly obtained and/or expenditures supporting forgiveness were not appropriate, the company will need to repay some or all of the PPP loan.

Note 5—Patent assignment and royalty agreement

In November 2020, 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.

6

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The unaudited pro forma condensed combined financial statements as of and for the three months ended March 31, 2021, and unaudited the pro forma condensed combined statement of comprehensive loss for the year ended December 31, 2020, give effect to the previously announced Agreement and Plan of Merger and Reorganization, dated November 11, 2020, as amended by Amendment No. 1 thereto, dated March 16, 2021 (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. (the “Merger Sub”), a Florida corporation and a wholly owned subsidiary of and MyMD Pharmaceuticals (Florida), Inc., a Florida corporation previously known as MyMD Pharmaceuticals, Inc. (“MyMD Florida”), pursuant to which 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”), and have been prepared in accordance with the guidance under Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) 805: Business Combinations. This transaction is accounted for as a reverse acquisition involving only the exchange of equity; whereby, the fair value of the equity of the accounting acquiree (the Company) is used to measure consideration transferred since the value of the Company’s equity interests are more reliably measurable than the value of the accounting acquirer’s (pre-Merger MyMD Florida) equity interest. Pre-Merger MyMD Florida is the accounting acquirer based upon the terms of the Merger and other factors, such as the number of shares issued to pre-Merger MyMD Florida stockholders under the Merger Agreement upon closing of the Merger, relative voting rights and the composition of the combined company’s board and senior management. The unaudited pro forma condensed combined financial statements also give effect to the purchase of substantially all of the assets and certain liabilities of Supera Pharmaceuticals, Inc., a Florida corporation (“Supera”), pursuant to an Asset Purchase Agreement, dated November 11, 2020, by and between pre-Merger MyMD Florida and Supera (the “Supera Purchase”), and the contribution of substantially all of the assets Cystron Biotech, LLC (“Cystron”) pursuant to that certain Contribution and Assignment Agreement (the “Contribution Agreement”) by and among the Company, Cystron, Oravax Medical, Inc. (“Oravax”), and, Premas Biotech PVT Ltd. (“Premas”) (such transaction the “Contribution Transaction”). Certain fair values of the acquired assets and assumed liabilities may be estimated at the acquisition date pending confirmation or completion of the valuation process. Where provisional values are used in accounting for a business combination, they may be adjusted retrospectively in subsequent periods within the measurement period when it reflects new information obtained about facts and circumstances that were in existence at the acquisition date. The measurement period cannot exceed one year from the acquisition date. The following selected unaudited pro forma financial data does not give effect to the potential issuance of shares of Company common stock issued for each milestone payment (the “Milestone Shares”), which is contingent upon achievement of certain market capitalization milestone events during the 36-month period immediately following the closing of the Merger, or the potential payment of 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”), which is contingent upon exercise of the options to purchase pre-Merger MyMD Florida common stock assumed by the Company upon closing of the merger during the Option Exercise Period.

The following should be read with the unaudited pro forma condensed combined financial statements presented below:

- The accompanying notes to the unaudited pro forma condensed combined financial statements;
- The Company’s audited consolidated financial statements as of and for the year ended December 31, 2020 and the notes relating thereto in the Company’s Annual Report on Form 10-K as filed with the Securities and Exchange Commission (the “SEC”) on March 1, 2021.
- The Company’s unaudited condensed consolidated financial statements as of and for the three months ended March 31, 2021 and the notes relating thereto in the Company’s Quarterly Report on Form 10-Q as filed with the SEC on May 18, 2021;
- Pre-Merger MyMD Florida’s audited financial statements as of and for the year ended December 31, 2020 and the notes relating thereto, contained in Exhibit 99.1;
- Pre-Merger MyMD Florida’s unaudited financial statements as of and for the three months ended March 31, 2021 and the notes relating thereto, contained in Exhibit 99.3;

-
- Supera’s audited financial statements as of and for the year ended December 31, 2020 and the notes relating thereto, contained in Exhibit 99.2; and
 - Supera’s unaudited financial statements as of and for the three months ended March 31, 2021 and the notes relating thereto, contained in Exhibit 99.4.

The Company is providing the following unaudited pro forma condensed combined financial information to aid in the analysis of the financial aspects of the transactions.

The unaudited pro forma condensed combined balance sheet as of March 31, 2021 combines the historical unaudited consolidated balance sheet of the Company as of March 31, 2021 with the historical unaudited balance sheet of pre-Merger MyMD Florida as of March 31, 2021, giving pro forma effect to the Supera Purchase, the Contribution Transaction and the proposed merger as if they had consummated on March 31, 2021.

The unaudited pro forma condensed combined statement of comprehensive loss for the three months ended March 31, 2021 combines the historical unaudited consolidated statement of comprehensive loss of the Company for the three months ended March 31, 2021 with the historical unaudited statement of operations of pre-Merger MyMD Florida for the three months ended March 31, 2021, giving pro forma effect to the Supera Purchase, the Contribution Transaction and the proposed merger as if they had consummated as of January 1, 2020.

The unaudited pro forma condensed combined statement of comprehensive loss for the year ended December 31, 2020 combines the historical audited consolidated statement of comprehensive loss of the Company for the year ended December 31, 2020 with the historical audited statement of operations of pre-Merger MyMD Florida for the year ended December 31, 2020, giving pro forma effect to the Supera Purchase, the Contribution Transaction and the proposed merger as if they had consummated as of January 1, 2020.

The historical financial information has been adjusted in the respective unaudited pro forma condensed combined financial statements to give effect to pro forma events that are (1) directly attributable to the Supera Purchase, the Contribution Transaction or the proposed merger, (2) factually supportable, and (3) with respect to the statements of comprehensive loss, expected to have a continuing impact on the combined company.

The unaudited pro forma condensed combined financial statements presented are based on the assumptions and adjustments described in the accompanying notes. The pro forma condensed combined financial statements are presented for illustrative purposes only and do not purport to represent what the financial position or results of operations would have been if the Supera Purchase, the Contribution Transaction or the proposed merger had been completed as of the dates indicated in the unaudited pro forma condensed combined financial statements or that will be realized upon the consummation of the proposed transactions.

The historical unaudited pro forma condensed combined financial statements of the Company and pre-Merger MyMD Florida included herein have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The application of the acquisition method of accounting is dependent upon certain valuations and other studies that have yet to be completed or have not progressed to a stage where there is sufficient information for a definitive measurement. Accordingly, the pro forma adjustments are preliminary, subject to further revision as additional information becomes available and additional analyses are performed and have been made solely for the purpose of providing unaudited pro forma condensed combined financial statements. Upon consummation of the Merger, final valuations and studies will be performed. Differences between these preliminary estimates and the final acquisition accounting may occur and these differences could have a material impact on the accompanying unaudited pro forma condensed combined financial statements and the combined company’s future financial position and results of operations. Fair values determined as of the assumed acquisition dates are based on the most recently available information. To the extent there are significant changes to the Company’ or pre-Merger MyMD Florida’s business, or as new information becomes available, the assumptions and estimates herein could change significantly.

Because pre-Merger MyMD Florida will be treated as the accounting acquirer, pre-Merger MyMD Florida’s assets and liabilities will be recorded at their pre-combination

carrying amounts and the historical operations that are reflected in the financial statements will be those of pre-Merger MyMD Florida. The Company's assets and liabilities will be measured and recognized at their fair values as of the date of the Merger, and consolidated with the assets, liabilities and results of operations of pre-Merger MyMD Florida after the consummation of the Merger. The unaudited pro forma condensed combined statement of comprehensive loss includes certain acquisition accounting adjustments described therein.

The unaudited pro forma condensed combined statement of comprehensive loss does not include (a) the impacts of any revenue, cost or other operating synergies that may result from the Merger or any related restructuring costs; (b) certain amounts resulting from the Merger that were determined to be of a non-recurring nature.

The Supera Purchase and the Merger have been consummated as of the date of the preparation of these pro forma financial statements.

MyMD Pharmaceuticals, Inc and Subsidiaries
Pro Forma Condensed Combined Balance Sheets
March 31, 2021
(unaudited)

	Legal Acquirer Company	Accounting Acquirer Pre-Merger MyMD Florida	Cystron Biotech Spin-off Adjustments	AJE #	Adjustments	AJE #	Pro Forma Combined
Current assets:							
Cash and Cash Equivalents	\$ 569,366	\$ 437,178	\$ -		\$ -		\$ 1,006,544
Marketable Securities	30,480,537	-	(1,500,000)	a	(3,379,614)	1	25,600,923
Other Receivables	3,026,137	-	-		(3,026,137)	4	-
Prepaid Expenses	223,029	1,218	-		-		223,029
Total current assets	34,297,851	438,396	(1,500,000)		(6,405,751)		26,830,496
Non-Current Assets							
Investment in Oravax	1,500,000	-	-		-		1,500,000
Goodwill	-	-	-		18,467,102	8	18,467,102
Total Non-Current Assets	1,500,000	-	-		18,467,102		19,967,102
Total Assets	\$ 35,797,851	\$ 438,396	\$ 1,500,000		\$ 12,061,351		\$ 46,797,598
Current Liabilities							
Trade and Other Payables	\$ 2,374,059	\$ 2,204,805	\$ (1,500,000)	a	\$ 688,913	6	\$ 3,767,777
Bridge Loan Payable - Related Party	-	3,000,000	-		(3,000,000)	2,4	-
Accrued Interest	-	257,411	-		(257,411)	1	-
Due to Related Party	-	-	-		-		-
Starwood Trust and Jonnie Williams, Sr and Supera Line of Credit, Related Party, net unamortized Debt	-	185,577	-		(185,577)	1	-
Discount	-	2,936,626	-		(2,936,626)	1	-
Payroll Protection Program Loan	-	70,600	-		-		70,600
Total current liabilities	2,374,059	8,655,019	(1,500,000)		(5,690,701)		3,838,377
Total Liabilities	\$ 2,374,059	\$ 8,655,019	\$ (1,500,000)		\$ (5,690,701)		\$ 3,838,377
Commitments and contingencies							
Stockholders'/Members' Deficit							
Preferred Stock, no par value, 50,000,000 total preferred shares authorized							
Series C Convertible Preferred Stock, 1,990,000 shares designated, no par value and a stated value of \$4.00 per share, 0 shares issued and outstanding as of March 31, 2021	-	-	-		-		-
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 March 31, 2021	144,524	-	-		-		144,524
Series E Junior Participating Preferred Stock, 100,000 shares designated, no par value and a stated value of \$0.001 per share, 0 shares issued and outstanding as of March 31, 2021	-	-	-		-		-
Common stock, no par value, 100,000,000 shares authorized 8,326,730 issued and outstanding as of March 31, 2021	171,925,670	-	10,290	b	(68,973,425)	3,5,6,7,8	162,962,535
Common Stock \$0.0001 par value, 90,000,000 shares authorized 40,043,504 outstanding as of March 31, 2021	-	4,004	-		(4,004)	3	-
Additional Paid-in-Capital	-	43,411,488	-		(43,411,488)	3	-
Accumulated Deficit	(138,646,402)	(51,632,115)	(10,290)	b	130,140,969	1,2,5,6,7,8	(60,147,838)
Total Stockholders'/Members' Deficit	33,423,792	(8,216,623)	-		17,752,052		42,959,221
Total Liabilities and Shareholders' Equity	\$ 35,797,851	\$ 438,396	\$ (1,500,000)		\$ 12,061,351		\$ 46,797,598

MyMD Pharmaceuticals Inc. and Subsidiaries
Pro Forma Condensed Combined Statements of Comprehensive Loss
For the Three Months Ended March 31, 2021
(unaudited)

	<u>Legal Acquirer Company</u>	<u>Accounting Acquirer Pre-Merger MyMD Florida</u>	<u>Cystron Biotech Spin-off Adjustments</u>	<u>AJE #</u>	<u>Adjustments</u>	<u>AJE #</u>	<u>Pro Forma Combined</u>
Product Revenue	\$ -	\$ -	\$ -		\$ -		\$ -
Product Cost of Sales	-	-	-		-		-
Gross Income	<u>-</u>	<u>-</u>	<u>-</u>		<u>-</u>		<u>-</u>
Operating Expenses:							
Administrative Expenses	1,508,336	1,247,248	-		-		2,755,584
Sales and Marketing Expenses	-	-	-		-		-
Research and Development Expenses	(19,365)	1,052,001	10,290	bb	-		1,042,926
Total operating expenses	<u>1,488,971</u>	<u>2,299,249</u>	<u>10,290</u>		<u>-</u>		<u>3,798,510</u>
Loss from operations	(1,488,971)	(2,299,249)	(10,290)		-		(3,798,510)
Other (Income) Expense:							
Loss on Disposal of Property and Equipment	-	-	-		-		-
Foreign Currency Transaction Loss	-	-	-		-		-
Gain on Investments	(12,649)	-	-		-		(12,649)
Loss on fair market value of Equity Investments	14,402	-	-		-		14,402
Interest and Dividend (Income)/Expense	(43,453)	660,564	-		26,137	aa	643,248
Total Other (Income)/Loss	<u>(41,700)</u>	<u>660,564</u>	<u>-</u>		<u>26,137</u>		<u>645,01</u>
Loss from Continuing Operations Before Income Tax	<u>(1,447,271)</u>	<u>(2,959,813)</u>	<u>(10,290)</u>		<u>(26,137)</u>		<u>(4,443,511)</u>
Income Tax Benefit	-	-	-		-		-
Net Loss from Continuing Operations	<u>(1,447,271)</u>	<u>(2,959,813)</u>	<u>(10,290)</u>		<u>(26,137)</u>		<u>(4,443,511)</u>
Basic and Diluted loss per common share from continuing operations							
	<u>\$ (0.17)</u>						<u>\$ (0.12)</u>
Weighted average basic common shares outstanding	<u>8,544,298</u>				<u>28,955,790</u>		<u>37,500,088</u>

MyMD Pharmaceuticals Inc. and Subsidiaries
Pro Forma Condensed Combined Statements of Comprehensive Loss
For the Year Ended December 31, 2020
(unaudited)

	<u>Legal Acquirer Company</u>	<u>Accounting Acquirer Pre-Merger MyMD Florida</u>	<u>Cystron Biotech Spin-off Adjustments</u>	<u>AJE #</u>	<u>Adjustments</u>	<u>AJE #</u>	<u>Pro Forma Combined</u>
Product Revenue	\$ -	\$ -	\$ -		\$ -		\$ -
Product Cost of Sales	-	-	-		-		-
Gross Income	<u>-</u>	<u>-</u>	<u>-</u>		<u>-</u>		<u>-</u>
Operating Expenses:							
Administrative Expenses	4,299,062	5,758,905	-		-		10,057,967
Sales and Marketing Expenses	22,963	-	-		-		22,963
Research and Development Expenses	7,963,678	2,327,332	(7,963,678)	aaa	-		2,327,332
Total operating expenses	<u>12,285,703</u>	<u>8,086,237</u>	<u>(7,963,678)</u>		<u>-</u>		<u>12,408,262</u>
Loss from operations	(12,285,703)	(8,086,237)	7,963,678		-		(12,408,262)
Other (Income) Expense:							
Loss on Disposal of Property and Equipment	3,042	-	-		-		3,042
Foreign Currency Transaction Loss	(93)	-	-		-		(93)
Gain on Investments	36,714	-	-		-		36,714
Gain on fair market value of Equity Investments	(54,100)	-	-		-		(54,100)
Interest and Dividend (Income)/Expense	(119,052)	1,402,744	-		-		1,283,692
Total Other (Income)/Loss	<u>(133,489)</u>	<u>1,402,744</u>	<u>-</u>		<u>-</u>		<u>1,283,692</u>
Loss from Continuing Operations Before Income Tax	<u>(12,152,214)</u>	<u>(9,488,981)</u>	<u>7,963,678</u>		<u>-</u>		<u>(13,677,517)</u>
Income Tax Benefit	-	-	-		-		-

Net Loss from Continuing Operations	(12,152,214)	(9,488,981)	7,963,678	-	(13,677,517)
Basic and Diluted loss per common share from continuing operations	\$ (3.45)				\$ (0.42)
Weighted average basic common shares outstanding	3,526,658			28,955,790	32,482,448

Notes to Unaudited Pro forma condensed combined Financial Statements

1. Description of the Transaction and Basis of the Pro Forma Presentation

The unaudited pro forma condensed combined financial statements were prepared in U.S. Dollars and in accordance with accounting principles generally accepted in the United States of America (US GAAP) and pursuant to the rules and regulations of SEC Regulation S-X, and present the pro forma financial position and results of operations of the combined companies based upon the historical data of the Company and pre-Merger MyMD Florida, after giving effect to the Supera Purchase, the Contribution Transaction and the Merger.

In accordance with the guidance under FASB ASC 805: Business Combinations, this transaction is accounted for as a reverse acquisition involving only the exchange of equity; whereby, the fair value of the equity of the accounting acquiree (the Company) is used to measure consideration transferred since the value of the Company's equity interests are more reliably measurable than the value of the accounting acquirer's (pre-Merger MyMD Florida) equity interest. Pre-Merger MyMD Florida is the accounting acquirer based upon the terms of the Merger.

Merger Agreement

Pursuant to the Merger Agreement, Merger Sub merged with and into pre-Merger MyMD Florida, with pre-Merger MyMD Florida continuing after the Merger as the surviving corporation on April 16, 2021. Based on the Exchange Ratio of 0.7718, the Company issued to pre-Merger MyMD Florida's shareholders 0.7718 shares of the Company's common stock per share of pre-Merger MyMD Florida's common stock, pursuant to the terms of the Merger Agreement. On a pro forma basis, based upon the number of shares of the Company's common stock issued in the Merger (including shares of the Company's common stock issuable upon certain outstanding Company options and warrants), pre-Merger Company shareholders own approximately 22.95% of the combined company and pre-Merger MyMD Florida shareholders own approximately 77.05% of the combined company.

The Company issued 28,553,307 shares of common stock and 4,188,315 stock options to the pre-Merger MyMD Florida shareholders on a post reverse split basis.

Treatment of the MYMD and Supera Merger

The merger of Supera into pre-Merger MyMD Florida was treated as a merger under common control. The financial statements were combined, and intercompany transactions were eliminated. Intercompany eliminations consisted of \$444,000 and 808,300 related to the use and reimbursement of expenses for a private aircraft as recorded in the Statements of Operations for the three months ended March 31, 2021 and the year ended December 31, 2020, respectively.

Pre-Merger MyMD Florida's shareholders owned 60% and Supera shareholders owned 40% of the combined entity. Based upon an exchange ratio of 1.3575 shares of pre-Merger MyMD Florida's common stock per share of Supera common stock, pre-Merger MyMD Florida issued 33,937,909 common shares to the shareholders of Supera upon the closing of the merger. Pre-Merger MyMD Florida had approximately 73,991,413 of common shares issued and outstanding and 10,853,360 stock options outstanding upon completion of the merger.

The pro forma condensed combined financial statements present the pre-Merger MyMD Florida's combined entity as of and for the three months ended March 31, 2021 and for the year ended December 31, 2020.

Treatment of the Contribution and Assignment Agreement in the Merger

On March 18, 2021, the Company entered into the Contribution Agreement by and among the Company, Cystron, and Oravax, pursuant to which the Company agreed to contribute (i) an amount in cash equal to \$1,500,000 to Oravax, (ii) cause Cystron to contribute substantially all of the assets associated with its business of developing and manufacturing a COVID-19 Vaccine Candidate to Oravax, and deliver to Premas on behalf of Cystron \$1,200,000 in satisfaction of all current accrued and unpaid milestone payments due pursuant to the License and Development Agreement between Cystron and Premas (as amended and restated on March 19, 2020, the "License Agreement"). The aggregate purchase price for the contribution consisted of 390,000 shares of capital stock of Oravax, or 13% of the projected outstanding shares of Oravax and the assumption of all obligations or liabilities in respect of the assets of Cystron, including the License Agreement. 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. In addition to the cash amount equal to \$1,200,000, the Company will hold for payment and delivery, an additional amount equal to \$300,000 and 67,286 shares of the Company's common stock and 72,922 shares of the Company's Series D Convertible Preferred Stock, due to Premas, to be paid and delivered at a future date upon Premas obtaining the requisite permissions from Indian Authorities and making a demand on the Company for payment and delivery of the same. For the avoidance of doubt, the 134,572 shares of the Company's common stock and 72,992 shares of the Company's Series D Convertible Preferred Stock referred to in the preceding sentence were previously issued and are outstanding in the stock books of the Company registered in the name of Premas. (Note 3)

The Company will not have significant influence on the operating and financing decisions of Oravax. The Company treated the transaction under the cost method of accounting per the guidance contained in FASB ASC 325 Investments - Other which is included in the Condensed Consolidated Balance Sheet as of March 31, 2021. (Adjustments a,b)

Treatment of the Starwood Line of Credit in the Merger

Pursuant to the Merger Agreement, in connection with the Merger, all amounts due and owing with respect to the line of credit established between pre-Merger MyMD Florida and The Starwood Trust were paid in full upon the closing of the Merger. The unaudited pro forma condensed combined balance sheet is adjusted to reclassify the line of credit plus its accrued interest to marketable securities to reflect the disbursement of funds (Adjustment 1). Any amounts to be used to pay off The Starwood Trust to repay in full the line of credit established between pre-Merger MyMD Florida and The Starwood Trust immediately following the closing is being treated as a reduction to the Company's \$25,000,000 minimum cash contribution merger condition. (Adjustment 1)

Treatment of the Bridge Loan Note in the Merger

The Bridge Loan Note pursuant to which the Company was able to loan to pre-Merger MyMD Florida up to \$3.0 million became an intercompany transaction upon the closing of the Merger and as such is eliminated in the pro forma condensed combined balance sheet as of March 31, 2021 (Adjustment 2, 4). The outstanding loan amount, plus

accumulated interest, are being treated as a reduction to the Company's \$25,000,000 minimum cash contribution merger condition. As of March 31, 2021, the Company had advanced pre-Merger MyMD Florida a total of \$3,000,000 under the Bridge Loan Note.

Treatment of Stock Options, Restricted Stock Units and Warrants in the Merger

All pre-Merger MyMD Florida stock options granted under the pre-Merger MyMD Florida stock option plan that are outstanding prior to the effective date of the Merger were cancelled and re-issued under the Company's stock option plan based upon the original terms, as adjusted for the share exchange ratio, vested immediately and will expire two years from the effective date of the transaction. The fair market value of the options was calculated utilizing the Black-Scholes methodology using the Company's closing share price of \$4.94 per share on April 16, 2020. The pro forma condensed combined balance sheet has been adjusted to reflect the compensation expense associated with the modification of the outstanding options, net of the previously amortized costs.

The cash exercise price received by the combined company upon exercise of the pre-Merger MyMD Florida stock options prior to expiration was accumulated and distributed to pre-Merger MyMD Florida shareholders of record as of the effective date of the Merger. Due to the significant uncertainties related to the exercise of the pre-Merger MyMD Florida stock options, the fair market value of such potential exercise is not measurable as of the pro forma date and is being treated as an undefined contingent liability.

Per the Merger Agreement, there is no requirement for pre-Merger MyMD Florida stock options to be exercised as of the effective date of the Merger and are therefore being treated as unissued shares for the pro forma condensed combined financial statements.

All of the Company's restricted stock units granted under the Company's incentive stock option plan that are outstanding prior to the effective date of the Merger vested upon the completion of the transaction. The vested RSUs are to be settled in shares of common stock of the Company to be issued upon closing of the Merger and with giving effect to any shares that would be withheld for tax liability. The pro forma condensed combined balance sheet has been adjusted for the effect of the unamortized compensation expense (Adjustment 6).

The Company outstanding warrants are un-affected by the Merger and their pre-Merger terms and conditions will remain in effect until the expiration.

Treatment of the Excess Cash Contribution

Pursuant to Amendment No. 1 to the Merger Agreement, a contribution of Parent Net Cash in excess of the Minimum Parent Net Cash, as adjusted for the Bridge Loan and the Starwood Line of Credit, reduced the number of available Merger Shares. The following table provides details of the adjustment:

Excess Parent Cash Calculation

Parent Cash, Cash Equivalents and Marketable Securities as of December 31, 2020	\$	35,336,407
Less		
Net change year-to-date		(4,279,566)
Liabilities, less non-cash items		(495,306)
Estimated operating and other expenses		(1,000,000)
Available funds under the Bridge Loan		-
Contribution and Assignment Agreement		(1,500,000)
Starwood Line-of-Credit Retirement		(3,192,119)
Parent Net Cash, Cash Equivalents and Marketable Securities as of April 16, 2021	\$	24,869,416
Minimum Parent Net Cash, per Merger Agreement	\$	25,000,000
Less		
Bridge Loan, actual		(3,000,000)
Available funds under the Bridge Loan		-
Starwood Line-of-Credit Retirement		(3,192,119)
Adjusted Minimum Parent Net Cash, per Merger Agreement	\$	18,807,881
Excess Parent Net Cash Contribution	\$	6,061,535

Excess Cash Factor Calculation

Excess Parent Net Cash	\$	6,061,535
Divided by Valuation Peg		206,000,000
Excess Cash Factor		2.95%

Merger Share Calculation, per Merger Agreement

Adjusted outstanding shares of the Company's common stock as of April 16, 2021	9,752,195
Divided by 20% plus the Excess Cash Factor	22.95%
Merger Shares of common stock of the combined company	42,493,817
Multiplied by 80% less the Excess Cash Factor	77.05%
Estimated shares of the Company's common stock issued to MyMD upon closing of the Merger	32,741,622

Treatment of the Market Capitalization Milestones

The ability of the combined company to meet the market capitalization milestones is subject to the combined company's future performance and other market conditions that are out of the company's control. As such, the fair market value of the Milestone Shares is not measurable as of the pro forma date and is being treated as an undefined contingent liability.

Treatment of the Transaction Costs

Transaction costs primarily consist of printing, stock exchange, accounting and legal fees which are estimated to range from \$750,000 to \$1,500,000. There can be no assurance that these estimates will not change. Due to the expected volatility of the anticipated transaction costs, they are being treated as a contingent liability and have been excluded from the pro forma condensed combined financial statements. These transactions and related costs are one-time events and are not expected to have a continuing impact on the combined entity and as such would not impact the pro forma earnings per share.

2. Preliminary Purchase Price

The Company issued to pre-Merger MyMD Florida shareholders and their designees a number of shares of its common stock (including in respect of outstanding pre-Merger

MyMD Florida options), which represented approximately 80% of the combined company. The estimated preliminary purchase price, which represented the consideration transferred to the pre-Merger MyMD Florida stockholders in the reverse merger, was calculated based on the number of shares of the combined company that the Company's shareholders owned as of the closing of the Merger. The accompanying unaudited pro forma condensed combined financial statements reflect an estimated purchase price of approximately \$48.18 million, which consists of the following:

Estimated number of shares of the combined company owned by the Company's shareholders ⁽¹⁾	9,752,195
Multiplied by the price per share of the Company's common stock ⁽²⁾	\$ 4.94
Estimated purchase price	<u>\$ 48,175,844</u>

- (1) Represents the number of shares of the combined company that the Company's shareholders owned as of the closing of the Merger pursuant to the Merger Agreement, which, for purposes of these pro forma financial statements, is calculated as the sum of a) 8,326,730 the Company's shares outstanding as of March 3, 2021, b) 36,496 shares of the Company's common stock issuable upon conversion of the Company's Series D Convertible Preferred Stock, c) 402,483 shares of the Company's common stock issued upon settlement of the Company's restricted stock units that vested upon the completion of the Merger, and d) 986,486 shares of the Company's common stock underlying outstanding the Company's pre-funded warrants.
- (2) \$4.94 was the closing trading price of the Company's common stock on April 16, 2021.

The number of shares of common stock the Company issued to pre-Merger MyMD Florida shareholders (including in respect of outstanding pre-Merger MyMD Florida options), for purposes of these pro forma financial statements, is calculated pursuant to the terms of the Merger Agreement as follows:

Shares of Company common stock outstanding as of April 16, 2021	8,326,730
Shares of Company common stock subject to Series D Convertible Preferred stock	36,496
Shares of Company common stock subject to outstanding restricted stock units	402,483
Shares of Company common stock subject to outstanding pre-funded warrants ⁽¹⁾	986,486
Adjusted outstanding shares of Company common stock	<u>9,752,195</u>
Divided by the assumed percentage of Company ownership of the combined company	22.95%
Estimated adjusted total shares of common stock of the combined company	<u>42,493,817</u>
Multiplied by the assumed percentage of pre-Merger MyMD Florida ownership of the combined company	77.05%
Estimated shares of Company common stock issued to pre-Merger MyMD Florida upon closing of the Merger ⁽²⁾	<u>32,741,622</u>

- (1) 986,486 shares of Company common stock underlying outstanding the Company's pre-funded warrants are included in the calculation of the estimated total number of shares to be issued upon the completion of the Merger. An additional 5,463,032 shares issuable upon exercise of the outstanding the Company's warrants with a strike price in excess of \$3.44 were excluded per the Merger Agreement.
- (2) The common stock issued to pre-Merger MyMD Florida upon closing includes 4,188,315 shares allocated to fully vested stock options of pre-Merger MyMD Florida assumed by the Company upon closing, which will expire two years from the effective date of the Merger. Pursuant to the terms of the Merger Agreement, shares have been allocated to pre-Merger MyMD Florida's outstanding stock options, however, there is no requirement for these options to be exercised as of the effective date of the Merger.

The allocation of the preliminary purchase price to the estimated fair value of the assets acquired and liabilities assumed as of March 31, 2021, (Adjustment 8) is as follows:

	Based on Historical Balance Sheet of the Company as of March 31, 2021	Pro Forma Adjustments ⁽¹⁾⁽²⁾	Purchase Price Allocation – Pro Forma
Total Consideration	\$ 48,175,844	\$ -	\$ 48,175,844
Cash and Cash Equivalents	569,366	-	569,366
Marketable Securities	30,480,537	(1,500,000)	28,980,537
Other Receivables	3,026,137	(3,026,137)	-
Prepaid Expenses	221,811	-	221,811
Investment in Oravax	1,500,000	-	1,500,000
Trade and Other Payables	(2,374,059)	811,087	(1,562,972)
Net Tangible Assets Acquired	<u>33,423,792</u>	<u>(3,715,050)</u>	<u>29,708,742</u>
Excess of Purchase Price Over Net Assets Acquired to be Allocated to Goodwill	<u>\$ 14,752,052</u>	<u>\$ (3,715,050)</u>	<u>\$ 18,467,102</u>

- (1) Transaction costs primarily consist of printing, stock exchange, accounting and legal fees which are estimated to range from \$750,000 to \$1,500,000. There can be no assurance that these estimates will not change. Due to the expected volatility of the anticipated transaction costs, they are being treated as a contingent liability and have been excluded from the pro forma condensed combined financial statements.
- (2) The adjustments reflect the effect of the Contribution and Assignment Agreement, the elimination of the MyMD Bridge Loan and an adjustment for withholding taxes on the issuance of shares to settle the RSUs.

The purchase price allocation will remain preliminary until the Company completes a final valuation of the assets acquired and liabilities assumed as of the date that the Merger was consummated. The excess of consideration transferred over the estimated fair value of the net identifiable assets will be allocated to goodwill. The final determination of the allocation consideration transferred is expected to be completed as soon as practicable after the consummation of the Merger but will in no event exceed one year from the acquisition date. The final amounts allocated to assets acquired and liabilities assumed could differ significantly from the amounts presented in the unaudited pro forma condensed combined financial statements. For acquired working capital accounts such as prepaid expenses and other current assets, accounts payable and certain accrued expenses, the Company determined that no preliminary fair value adjustments were required due to the short timeframe until settlement for these assets and liabilities.

3. Accounting Policies and Merger Pro Forma Adjustments

Based on the Company's review of pre-Merger MyMD Florida's summary of significant accounting policies disclosed in pre-Merger MyMD Florida's financial statements, the nature and amount of any adjustments to the historical financial statements of pre-Merger MyMD Florida to conform its accounting policies to those of the Company are not expected to be significant. Upon consummation of the Merger, further review of pre-Merger MyMD Florida's accounting policies and financial statements may result in required revisions to pre-Merger MyMD Florida's policies and classifications to conform to the Company's accounting policies.

The adjustments included in the pro forma condensed combined balance sheet are as follows:

- (a) To record the disbursement of the \$1,500,000 investment in Oravax under the Contribution and Assignment Agreement to be paid by the Company.

Description	Debit	Credit
Trade and Other Payables	\$ 1,500,000	
Marketable Securities		\$ 1,500,000

- (b) To record the effect on the Consolidated Balance Sheets from the reduction of research and development expense incurred during the three months ended March 31, 2021 that are non-recurring as the result of the Contribution Transaction.

Description	Debit	Credit
Accumulated Deficit	\$ 10,290	
Common Stock		\$ 10,290

- (1) To record the payoff of the Starwood Line of Credit plus accumulated interest upon close of the Merger.

Description	Debit	Credit
Starwood Line of Credit	\$ 2,936,626	
Due to Related Party	185,577	
Starwood Line of Credit – Accrued Interest	257,411	
Marketable Securities		\$ 3,379,614

- (2) To record interest expense on the Company/pre-Merger MyMD Florida Bridge Loan.

Description	Debit	Credit
Accumulated Deficit	\$ 26,137	
Other Receivables		\$ 26,137

- (3) To reclassify the pre-Merger MyMD Florida Common Stock and Additional Paid-In Capital

Description	Debit	Credit
Pre-Merger MyMD Florida Common Stock	\$ 4,004	
Pre-Merger MyMD Florida Additional Paid-In Capital	43,411,488	
Common Stock		\$ 43,415,492

- (4) To eliminate the Company/pre-Merger MyMD Florida Bridge Loan.

Description	Debit	Credit
Bridge Loan – Related Party	\$ 3,026,137	
Other Receivables		\$ 3,026,137

- (5) To record the expenses related to the modification of the outstanding pre-Merger MyMD Florida stock options' expiration dates to comply with the Merger Agreement.

Description	Debit	Credit
Accumulated Deficit	\$ 8,515,723	
Common Stock		\$ 8,515,723

- (6) To record the expenses related to the accelerated vesting of the outstanding unvested Restricted Stock Units pursuant to the terms of the restricted stock unit agreements and record the federal and state withholding liability.

Description	Debit	Credit
Accumulated Deficit	\$ 979,757	
Trade and Other Payables		\$ 688,913
Common Stock		290,844

- (7) To reclassify the Company's deficit account.

Description	Debit	Credit
Common Stock	\$ 139,662,586	
Accumulated Deficit		\$ 139,662,449

- (8) To record the acquisition value of the Merger in excess of tangible assets acquired.

Description	Debit	Credit
Goodwill	\$ 18,467,102	
Common Stock		\$ 18,467,102

The adjustment included in the pro forma condensed combined statement of comprehensive loss for the three months ended March 31, 2021, is as follows:

- (aa) To record the interest on the Company/pre-Merger MyMD Florida Bridge Loan for the three months ended March 31, 2021.

Description	Debit	Credit
Interest and Dividend Expense		\$ 26,137

- (bb) To record the elimination of a credit balance in research and development expense incurred during the three months ended March 31, 2021 that are non-recurring as the result of the Contribution Transaction. (Note 3)

Description	Debit	Credit
Research and Development Expense	\$ 10,290	

The adjustment included in the pro forma condensed combined statement of comprehensive loss for the year ended December 31, 2020, is as follows:

(aaa) To eliminate research and development expenses incurred during the year ended December 31, 2020 that are non-recurring as the result of the Contribution Transaction. (Note 3)

Description	Debit	Credit
Research and Development Expense		\$ 7,963,678

The pro forma condensed combined basic and diluted earnings per share from continuing operations have been adjusted to reflect the pro forma condensed combined net loss for the three months ended March 31, 2021 and for the year ended December 31, 2020. In addition, the numbers of shares used in calculating the pro forma condensed combined basic and diluted net loss per share have been adjusted to reflect the estimated total number of shares of common stock of the combined company outstanding as of the closing of the Merger. The estimated total numbers of shares of common stock of the combined company outstanding as of the closing of the Merger was calculated as the estimated adjusted total shares of common stock issued and outstanding of the combined company of 37,282,520, plus 4,188,315 shares reserved for pre-Merger MyMD Florida stock options assumed by the Company at closing, 986,486 shares reserved for pre-funded warrants of the Company, and 36,496 shares reserved for the Series D Convertible Preferred stock as described in Note 2, "Preliminary Purchase Price." The following table sets forth the calculation of the pro forma weighted average number of common shares outstanding — basic and diluted:

	All Shares Issued/Issuable upon Merger	Pro Forma Weighted Average Shares	
		Three Months Ended March 31, 2021	Year Ended December 31, 2020
MYMD pre-merger:			
Common shares issued and outstanding	73,991,413	-	-
Stock options outstanding	10,853,360	-	-
Total pre-Merger MyMD Florida share basis	84,844,773	-	-
Post conversion basis at the Exchange Ratio of 0.7718	65,479,931	-	-
Effect of 1-for-2 reverse stock split	(32,738,309)	-	-
Post reverse split basis at the Exchange Ratio of 0.7718	32,741,622	-	-
Recapitalization/Conversion of pre-Merger MyMD Florida common shares into Company common shares based on the Exchange Ratio:	28,553,307	28,553,307	28,553,307
Recapitalization/Conversion of pre-Merger MyMD Florida stock options into Company common shares based on the Exchange Ratio ⁽¹⁾	4,188,315	-	-
	32,741,622	28,553,307	28,553,307
The Company pre-Merger:			
Common shares: issued and outstanding ⁽²⁾	8,326,730	8,544,298	3,526,658
Post-merger:			
Series D Convertible Preferred stock converted to common stock ⁽³⁾	36,496	-	-
Restricted Stock Units converted to common stock; vesting accelerated to the effective date	402,483	402,483	402,483
Pre-funded warrants convertible to common stock	986,486	-	-
	9,752,195	8,946,781	3,929,141
Estimated adjusted total shares of common stock for the combined entity	42,493,817	37,500,088	32,482,448

(1) Pursuant to the terms of the Merger Agreement, shares have been allocated to pre-Merger MyMD Florida's outstanding stock options, however, there is no requirement for these options to be exercised as of the effective date of the Merger and are therefore being treated as unissued shares for the purposes of calculating the weighted-shares outstanding.

(2) The Company's pre-Merger common shares issued and outstanding of 8,326,730 was the actual number of common shares issued and outstanding as of March 31, 2021.

(3) All outstanding stock options, Series D convertible preferred stock and pre-funded warrants exercisable for the combined company's common stock are anti-dilutive and therefore excluded from the weighted-average shares calculation for the three months ended March 31, 2021 and the year ended December 31, 2021 as referenced in the pro forma condensed combined Statement of Comprehensive Loss.