

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2024

OR

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

For the transition period from _____ to _____

Commission File Number 001-36216

IDEAL POWER INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

14-1999058
(I.R.S. Employer
Identification No.)

5508 Highway 290 West, Suite 120
Austin, Texas 78735
(Address of principal executive offices)
(Zip Code)

(512) 264-1542
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	IPWR	The Nasdaq Capital Market

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

As of November 12, 2024, the issuer had 8,147,776 shares of common stock, par value \$0.001, outstanding.

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PART I-FINANCIAL INFORMATION

ITEM 1. UNAUDITED CONDENSED FINANCIAL STATEMENTS

IDEAL POWER INC.
Balance Sheets
(unaudited)

	September 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 18,655,922	\$ 8,474,835
Accounts receivable, net	1,326	70,000
Inventory	60,130	81,450
Prepayments and other current assets	303,921	482,890
Total current assets	<u>19,021,299</u>	<u>9,109,175</u>
Property and equipment, net	447,186	359,225
Intangible assets, net	2,608,825	2,580,066
Right of use asset	503,962	186,570
Other assets	20,133	13,034
Total assets	<u>\$ 22,601,405</u>	<u>\$ 12,248,070</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 76,053	\$ 405,098
Accrued expenses	750,443	455,112
Current portion of lease liability	80,145	70,683
Total current liabilities	<u>906,641</u>	<u>930,893</u>
Long-term lease liability	425,076	132,304
Other long-term liabilities	1,049,325	1,125,173
Total liabilities	<u>2,381,042</u>	<u>2,188,370</u>
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Common stock, \$0.001 par value; 50,000,000 shares authorized; 8,144,097 shares issued and 8,142,776 shares outstanding at September 30, 2024 and 5,998,018 shares issued and 5,996,697 shares outstanding at December 31, 2023	8,144	5,998
Additional paid-in capital	125,096,918	107,116,362
Treasury stock, at cost, 1,321 shares at September 30, 2024 and December 31, 2023	(13,210)	(13,210)
Accumulated deficit	(104,871,489)	(97,049,450)
Total stockholders' equity	<u>20,220,363</u>	<u>10,059,700</u>
Total liabilities and stockholders' equity	<u>\$ 22,601,405</u>	<u>\$ 12,248,070</u>

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

IDEAL POWER INC.
Statements of Operations
(unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
Commercial revenue	\$ 554	\$ 1,557	\$ 80,624	\$ 100,000
Grant revenue	—	—	—	37,388
Total revenue	554	1,557	80,624	137,388
Cost of commercial revenue	1,511	2,787	87,483	76,800
Cost of grant revenue	—	—	—	37,338
Total cost of revenue	1,511	2,787	87,483	114,188
Gross profit (loss)	(957)	(1,230)	(6,859)	23,200
Operating expenses:				
Research and development	1,684,063	1,690,538	4,613,703	4,337,254
General and administrative	893,969	854,025	2,695,041	2,682,951
Sales and marketing	320,642	293,963	996,992	870,189
Total operating expenses	2,898,674	2,838,526	8,305,736	7,890,394
Loss from operations	(2,899,631)	(2,839,756)	(8,312,595)	(7,867,194)
Interest income, net	209,283	99,275	490,556	318,922
Net loss	\$ (2,690,348)	\$ (2,740,481)	\$ (7,822,039)	\$ (7,548,272)
Net loss per share – basic and diluted	\$ (0.31)	\$ (0.44)	\$ (0.99)	\$ (1.22)
Weighted average number of shares outstanding – basic and diluted	8,767,251	6,192,286	7,870,542	6,185,447

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

IDEAL POWER INC.
Statements of Cash Flows
(unaudited)

	Nine Months Ended	
	September 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (7,822,039)	\$ (7,548,272)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	250,936	193,900
Amortization of right of use asset	55,011	46,246
Write-off of capitalized patent	62,073	—
Write-off of property and equipment	15,371	—
Gain on lease termination	(15,319)	—
Stock-based compensation	1,163,808	1,859,209
Decrease (increase) in operating assets:		
Accounts receivable	68,674	(34,064)
Inventory	21,320	—
Prepaid expenses and other assets	171,870	107,152
Increase (decrease) in operating liabilities:		
Accounts payable	(329,045)	(66,548)
Accrued expenses and other liabilities	219,483	311,511
Lease liability	(54,850)	(47,868)
Net cash used in operating activities	<u>(6,192,707)</u>	<u>(5,178,734)</u>
Cash flows from investing activities:		
Purchase of property and equipment	(193,461)	(198,338)
Acquisition of intangible assets	(251,639)	(207,697)
Net cash used in investing activities	<u>(445,100)</u>	<u>(406,035)</u>
Cash flows from financing activities:		
Net proceeds from issuance of common stock and pre-funded warrants	15,724,818	—
Exercise of options and warrants	1,105,655	—
Payment of taxes related to restricted stock unit vestings	(11,579)	—
Net cash provided by financing activities	<u>16,818,894</u>	<u>—</u>
Net increase (decrease) in cash and cash equivalents	10,181,087	(5,584,769)
Cash and cash equivalents at beginning of period	8,474,835	16,345,623
Cash and cash equivalents at end of period	<u>\$ 18,655,922</u>	<u>\$ 10,760,854</u>

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

IDEAL POWER INC.
Statements of Stockholders' Equity
For the Three-Month Periods during the Nine Months Ended September 30, 2024 and 2023
(unaudited)

	Common Stock		Additional Paid-In Capital	Treasury Stock		Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount		Shares	Amount		
Balances at December 31, 2022	5,926,001	\$ 5,926	\$ 105,011,318	1,321	\$ (13,210)	\$ (87,095,430)	\$ 17,908,604
Vesting of restricted stock units	6,889	7	(7)	—	—	—	—
Stock-based compensation	—	—	609,926	—	—	—	609,926
Net loss for the three months ended March 31, 2023	—	—	—	—	—	(2,527,985)	(2,527,985)
Balances at March 31, 2023	5,932,890	5,933	105,621,237	1,321	(13,210)	(89,623,415)	15,990,545
Vesting of restricted stock units	6,889	7	(7)	—	—	—	—
Stock-based compensation	—	—	623,281	—	—	—	623,281
Net loss for the three months ended June 30, 2023	—	—	—	—	—	(2,279,806)	(2,279,806)
Balances at June 30, 2023	5,939,779	5,940	106,244,511	1,321	(13,210)	(91,903,221)	14,334,020
Vesting of restricted stock units	6,889	7	(7)	—	—	—	—
Stock-based compensation	—	—	626,002	—	—	—	626,002
Net loss for the three months ended September 30, 2023	—	—	—	—	—	(2,740,481)	(2,740,481)
Balances at September 30, 2023	<u>5,946,668</u>	<u>\$ 5,947</u>	<u>\$ 106,870,506</u>	<u>1,321</u>	<u>\$ (13,210)</u>	<u>\$ (94,643,702)</u>	<u>\$ 12,219,541</u>
Balances at December 31, 2023	5,998,018	\$ 5,998	\$ 107,116,362	1,321	\$ (13,210)	\$ (97,049,450)	\$ 10,059,700
Issuance of common stock and pre-funded warrants	1,366,668	1,367	13,651,296	—	—	—	13,652,663
Exercise of options	8,334	8	86,749	—	—	—	86,757
Vesting of restricted stock units	9,679	10	(10)	—	—	—	—
Stock-based compensation	—	—	381,019	—	—	—	381,019
Net loss for the three months ended March 31, 2024	—	—	—	—	—	(2,469,626)	(2,469,626)
Balances at March 31, 2024	7,382,699	7,383	121,235,416	1,321	(13,210)	(99,519,076)	21,710,513
Issuance of common stock and pre-funded warrants	300,000	300	2,071,855	—	—	—	2,072,155
Vesting of restricted stock units	12,539	12	(11,591)	—	—	—	(11,579)
Stock-based compensation	—	—	364,581	—	—	—	364,581
Net loss for the three months ended June 30, 2024	—	—	—	—	—	(2,662,065)	(2,662,065)
Balances at June 30, 2024	7,695,238	7,695	123,660,261	1,321	(13,210)	(102,181,141)	21,473,605
Exercise of warrants	439,180	439	1,018,459	—	—	—	1,018,898
Vesting of restricted stock units	9,679	10	(10)	—	—	—	—
Stock-based compensation	—	—	418,208	—	—	—	418,208
Net loss for the three months ended September 30, 2024	—	—	—	—	—	(2,690,348)	(2,690,348)
Balances at September 30, 2024	<u>8,144,097</u>	<u>\$ 8,144</u>	<u>\$ 125,096,918</u>	<u>1,321</u>	<u>\$ (13,210)</u>	<u>\$ (104,871,489)</u>	<u>\$ 20,220,363</u>

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

IDEAL POWER INC.
Notes to Financial Statements
(unaudited)

Note 1 – Organization and Description of Business

Ideal Power Inc. (the “Company”) was incorporated in Texas in May 2007 under the name Ideal Power Converters, Inc. The Company changed its name to Ideal Power Inc. and re-incorporated in Delaware in July 2013. With headquarters in Austin, Texas, the Company is focused on the further development and commercialization of its Bidirectional bipolar junction TRANSistor (B-TRAN™) solid-state switch technology.

Since its inception, the Company has financed its research and development efforts and operations primarily through the sale of common stock and pre-funded warrants. The Company’s continued operations are dependent upon, among other things, its ability to obtain adequate sources of funding through future revenues, follow-on stock offerings, issuances of warrants, debt financing, co-development agreements, government grants, sale or licensing of developed intellectual property or other alternatives.

Note 2 – Summary of Significant Accounting PoliciesBasis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) for Form 10-Q. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The balance sheet at December 31, 2023 has been derived from the Company’s audited financial statements included in its Annual Report on Form 10-K filed with the SEC on April 1, 2024.

In the opinion of management, these financial statements reflect all normal recurring, and other adjustments, necessary for a fair presentation. These financial statements should be read in conjunction with the audited financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023. Operating results for interim periods are not necessarily indicative of operating results for an entire fiscal year or any other future periods.

Net Loss Per Share

In accordance with Accounting Standards Codification (“ASC”) 260, shares issuable for little or no cash consideration are considered outstanding common shares and included in the computation of basic net loss per share. As such, for the three and nine months ended September 30, 2024 and 2023, the Company included pre-funded warrants to purchase shares of common stock in its computation of net loss per share. The pre-funded warrants were issued in March 2024 and November 2019 with an exercise price of \$0.001. See Note 8.

In periods with a net loss, no common share equivalents are included in the computation of diluted net loss per share because their effect would be anti-dilutive. At September 30, 2024 and 2023, potentially dilutive shares outstanding amounted to 1,322,819 and 1,629,117 shares, respectively, and exclude pre-funded warrants to purchase shares of common stock.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standard, if adopted, would have a material impact on the Company’s financial statements.

Note 3 – Intangible Assets

Intangible assets, net consisted of the following:

	<u>September 30,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
	(unaudited)	
Patents	\$ 1,712,993	\$ 1,530,257
Trademarks	22,624	15,794
Other intangible assets	<u>1,843,036</u>	<u>1,843,036</u>
	3,578,653	3,389,087
Accumulated amortization - patents	(329,616)	(272,872)
Accumulated amortization - other intangible assets	(640,212)	(536,149)
	<u>\$ 2,608,825</u>	<u>\$ 2,580,066</u>

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At September 30, 2024 and December 31, 2023, the Company had capitalized \$507,240 and \$460,890, respectively, for costs related to patents that have not been awarded. Cost related to patents that have not yet been awarded are not amortized until patent issuance. For the nine months ended September 30, 2024, the Company wrote-off a capitalized patent of \$62,073.

At September 30, 2024 and December 31, 2023, the Company had capitalized \$22,624 and \$15,794, respectively, for costs related to trademarks. Costs related to indefinite life trademarks are not amortized but are subject to evaluation for potential impairment.

Amortization expense amounted to \$54,205 and \$160,807 for the three and nine months ended September 30, 2024, respectively, and \$50,420 and \$138,824 for the three and nine months ended September 30, 2023, respectively. Amortization expense for the succeeding five years and thereafter is \$54,186 (remaining three months of 2024), \$216,746 (2025-2028) and \$1,157,792 (thereafter).

Note 4 – Lease

In March 2021, the Company entered into a lease agreement (the “Original Lease”) for 4,070 square feet of office and laboratory space located in Austin, Texas (“the Original Suite”). The commencement of the lease occurred on June 1, 2021 and the initial term of the lease was 63 months. The actual base rent in the first year of the lease was \$56,471 and was net of \$18,824 in abated rent over the first three months of the lease term. The annual base rent in the second year of the lease was \$7,330 and increased by \$2,035 in each succeeding year of the lease. In addition, the Company was required to pay its proportionate share of operating costs for the building under this triple net lease.

In April 2024, the Company entered into a first amendment and relocation agreement (the “Amended Lease”) with its landlord. Under the Amended Lease, the Company relocated to another, larger suite in the same office building. The Amended Lease is for 5,775 square feet of office and laboratory space (the “New Suite”) and, upon occupancy, replaced the 4,070 square feet of office and laboratory space previously leased by the Company. The term of the Amended Lease expires sixty-two (62) months from July 1, 2024, the commencement date. The annual base rent for the first year of the Amended Lease is \$118,388 and the annual base rent increases approximately 2.75% each year during the lease term. The Company is required to pay its proportionate share of operating costs for the building under this triple net lease.

In accordance with ASC 842, the Company accounted for the modification of the lease contract as a separate lease contract. The lease for the Original Suite terminated on June 30, 2024 and the Company recorded a gain on the termination of the lease for the Original Suite of \$15,319 in general and administrative expenses. The Company recognized a right of use asset of \$524,025 and a corresponding lease liability for the Amended Lease on the commencement date. For purposes of calculating the right of use asset and lease liability, the Company estimated its incremental borrowing rate at 8.5% per annum

Future minimum payments under the Amended Lease are as follows:

For the Year Ended December 31,

2024 (remaining)	\$	29,597
2025		120,004
2026		123,297
2027		126,703
2028		130,197
2029		88,579
Total lease payments		618,377
Less: imputed interest		(113,156)
Total lease liability		505,221

For the three months ended September 30, 2024 and 2023, operating cash flows for lease payments totaled \$29,597 and \$19,841, respectively, and for the nine months ended September 30, 2024 and 2023, operating cash outflows for lease payments totaled \$69,449 and \$58,676, respectively. For the three months ended September 30, 2024 and 2023, operating lease cost, recognized on a straight-line basis, totaled \$30,856 and \$19,018, respectively, and for the nine months ended September 30, 2024 and 2023, operating lease cost, recognized on a straight-line bases, totaled \$69,610 and \$57,053, respectively.

Note 5 – Commitments and Contingencies

License Agreements

In 2015, the Company entered into a licensing agreement which expires in February 2033. Per the agreement, the Company has an exclusive royalty-free license, included in intangible assets, associated with semiconductor power switches which enhances its intellectual property portfolio. The Company pays \$100,000 annually under this agreement.

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In 2023, the Company amended a 2021 license agreement which expires in February 2034. Per the agreement, the Company has an exclusive royalty-free license, included in intangible assets, associated with semiconductor drive circuitry which enhances its intellectual property portfolio. The Company pays \$50,000 annually under this agreement.

At September 30, 2024 and December 31, 2023, the other long-term liability for the estimated present value of future payments under the licensing agreements was \$1,049,325 and \$1,125,173, respectively. The Company is accruing interest for future payments related to these agreements.

Legal Proceedings

The Company may be subject to litigation from time to time in the ordinary course of business. The Company is not currently party to any legal proceedings.

Indemnification Obligations

The employment agreements of Company executives include an indemnification provision whereby the Company shall indemnify and defend, at the Company's expense, its executives so long as an executive's actions were taken in good faith and in furtherance of the Company's business and within the scope of the executive's duties and authority.

Note 6 – Common Stock

In March 2024, the Company issued and sold 1,366,668 shares of its common stock at a price of \$7.50 per share and 633,332 pre-funded warrants to purchase shares of common stock at a price of \$7.499 per pre-funded warrant in an underwritten public offering. The pre-funded warrants have an exercise price of \$0.001 per share. The underwriter had a 30-day option to purchase up to an additional 300,000 shares of common stock at the offering price, less the underwriting discounts and commissions. In April 2024, the underwriter exercised in full its 30-day option to purchase an additional 300,000 shares of the Company's common stock at the offering price of \$7.50 per share, less underwriting discounts and commissions. The net proceeds to the Company from the public offering, including the underwriter's exercise of its option to purchase additional shares, were \$15.7 million.

Note 7 – Equity Incentive Plan

In May 2013, the Company adopted the 2013 Equity Incentive Plan (as amended and restated, the "Plan") and reserved shares of common stock for issuance under the Plan, which was last amended in June 2023. The Plan is administered by the Compensation Committee of the Company's Board of Directors. At September 30, 2024, 300,217 shares of common stock were available for issuance under the Plan.

A summary of the Company's stock option activity and related information is as follows:

	Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Life (in years)
Outstanding at December 31, 2023	525,948	\$ 7.69	6.6
Exercised	(8,334)	\$ 10.41	
Forfeited / Expired	(5,533)	\$ 13.74	
Outstanding at September 30, 2024	<u>512,081</u>	\$ 7.58	4.8
Exercisable at September 30, 2024	<u>491,417</u>	\$ 7.41	4.7

A summary of the Company's restricted stock unit (RSU) and performance stock unit (PSU) activity is as follows:

	RSUs	PSUs
Outstanding at December 31, 2023	171,530	114,000
Granted	213,072	—
Vested	(33,104)	—
Forfeited	(2,000)	—
Outstanding at September 30, 2024	<u>349,498</u>	<u>114,000</u>

During the nine months ended September 30, 2024, the Company granted 38,710 RSUs to Board members, 125,000 RSUs to executives and 49,362 RSUs to employees under the Plan. The estimated fair value of these equity grants was \$1,569,062, of which \$352,627 was recognized in stock-based compensation expense totaling \$1,163,808 for the nine months ended September 30, 2024.

At September 30, 2024, there was \$2,211,517 of unrecognized compensation cost related to non-vested equity awards granted under the Plan. That cost is expected to be recognized over a weighted average period of 1.1 years.

Note 8 – Warrants

At September 30, 2024, the Company had 347,240 warrants outstanding with a weighted average exercise price of \$8.81 per share. At December 31, 2023, the Company had 786,420 warrants outstanding with a weighted average exercise price of \$5.19 per share. During the nine months ended September 30, 2024, a warrant holder exercised 439,180 warrants with an exercise price of \$2.32 resulting in proceeds to the Company of \$1,018,898. At September 30, 2024 and December 31, 2023, the Company had 887,160 and 253,828 pre-funded warrants outstanding, respectively, with an exercise price of \$0.001 per share. The weighted average remaining life, excluding the pre-funded warrants with no expiration date, of the outstanding warrants is 0.8 years.

At September 30, 2024, all warrants were exercisable, although the warrants held by certain of the Company's warrant holders may be exercised only to the extent that the total number of shares of common stock then beneficially owned by such warrant holder does not exceed 4.99% (or, at the investor's election, 9.99%) of the outstanding shares of the Company's common stock.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS AND OTHER INFORMATION CONTAINED IN THIS REPORT

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements include, but are not limited to, statements regarding our future financial performance; business condition and results of operations; future business plans; pursuing additional government funding; commercialization of our products, including timing of initial sales; customers' testing, evaluation and feedback with respect to B-TRAN™; intended use of proceeds from public offerings; and our development agreement with Stellantis. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. You can find many (but not all) of these statements by looking for words such as "approximates," "believes," "hopes," "expects," "anticipates," "estimates," "projects," "intends," "plans," "would," "should," "could," "may" or other similar expressions in this report. In particular, these include statements relating to future actions, prospective products, applications, customers, technologies, future performance or results of anticipated products, expenses, and financial results. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

- our history of losses;
- our ability to generate revenue;
- our limited operating history;
- the size and growth of markets for our technology;
- any loss of our commercial customers;
- any material change to our customer relationships, including order volume;
- regulatory developments that may affect our business;
- our ability to successfully develop new products and the expected performance of those products;
- the performance of third-party consultants and service providers whom we have and will continue to rely on to assist us in development and commercialization of our B-TRAN™ and related packaging and drive circuitry;
- the rate and degree of market acceptance for our B-TRAN™ and current and future B-TRAN™ products;
- the time required for third parties to redesign, test and certify their products incorporating our B-TRAN™;
- our ability to successfully commercialize our B-TRAN™ technology;
- our ability to secure strategic partnerships with semiconductor fabricators and others related to our B-TRAN™ technology;
- our ability to obtain, maintain, defend and enforce intellectual property rights protecting our technology;
- the success of our efforts to manage cash spending, particularly prior to the commercialization of our B-TRAN™ technology at scale;
- general economic conditions and events, including inflation, and the impact they may have on us and our potential partners and licensees;
- our dependence on the global supply chain and impacts of supply chain disruptions;
- our ability to obtain adequate financing in the future, if and when we need it;
- the impact of global health pandemics on our business, financial condition and results of operations;

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- our success at managing the risks involved in the foregoing items; and
- other factors discussed in this report.

The forward-looking statements are based upon management's beliefs and assumptions and are made as of the date of this report. We undertake no obligation to publicly update or revise any forward-looking statements included in this report, except as required by applicable law. You should not place undue reliance on these forward-looking statements.

Unless otherwise stated or the context otherwise requires, the terms "Ideal Power," "we," "us," "our" and the "Company" refer to Ideal Power Inc.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q as well as our audited 2023 financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023. In addition to historical information, the discussion and analysis here and throughout this Form 10-Q contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited, to those set forth under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023.

Overview

Ideal Power Inc. is located in Austin, Texas. We are focused on the further development and commercialization of our Bidirectional bipolar junction TRANSistor (B-TRAN™) solid-state switch technology.

To date, operations have been funded primarily through the sale of common stock and pre-funded warrants and we have generated \$3.7 million in grant revenue for bidirectional power switch development. We did not generate grant revenue in the nine months ended September 30, 2024. We may pursue additional research and development grants, if and when available, to further develop and/or improve our technology.

We are in the process of commercializing our B-TRAN™ technology and launched our first two commercial products, the SymCool® Power Module and SymCool® IQ Intelligent Power Module, in 2023. We generated \$80,624 in commercial revenue in the nine months ended September 30, 2024.

Product Launches

In early 2023, we launched our first commercial product, the SymCool® Power Module. This multi-die B-TRAN™ module is designed to meet the very low conduction loss needs of the solid-state circuit breaker market. We commenced shipment of SymCool® Power Modules to fulfill customer orders in the first quarter of 2024.

In late 2023, we launched our second commercial product, the SymCool® IQ Intelligent Power Module (IPM). The SymCool® IQ IPM builds on the bidirectional B-TRAN™ multi-die packaging design of our SymCool® Power Module and adds an integrated intelligent driver optimized for bidirectional operation. This product targets several markets including renewable energy, energy storage, EV charging and other industrial applications. We expect initial sales of this product as early as late 2024.

Development Agreement

During the fourth quarter of 2022, we announced, and began Phase 1 of, a product development agreement with Stellantis, a top 10 global automaker, for a custom B-TRAN™ power module for use in the automaker's EV drivetrain inverters in its next generation EV platform. In Phase 1 of the program, we provided packaged B-TRAN™ devices, test kits and technical data to Stellantis for their evaluation. During the third quarter of 2023, we secured, and began Phase 2 of, this program. In Phase 2 of the program, we collaborated with Stellantis and the program partners, including both the program's packaging company and the organization building the initial drivetrain inverter, to supply B-TRAN™ devices for integration into the custom power module and inverter designs. Also, as part of Phase 2, we provided Stellantis a comprehensive test plan for the testing required to achieve certification to automotive standards for B-TRAN™. The test plan was subsequently approved as submitted. In the first quarter of 2024, we successfully completed Phase 2 of the program. We recorded the remaining revenue under Phase 2 of this program in the first quarter of 2024. We are currently finalizing the scope of work for the next phase of the program with Stellantis. The next phase of the program is expected to be finalized and started after Stellantis selects a Tier 1 auto supplier to manufacture the EV drivetrain inverter utilizing the custom B-TRAN™ power module.

Distribution Agreements

In March 2024, we announced a global distribution agreement with Richardson Electronics, Ltd. (RELL) and, in August 2024, we announced a global distribution agreement with RYOSHO U.S.A., INC. (RYOSHO), a subsidiary of RYODEN CORPORATION (TSE: 8084). We have commenced shipments of our products to both RELL and RYOSHO to fulfill initial end customer orders. In September 2024, we announced a distribution agreement with Sekorm Advanced Technology (Shenzhen) Co., Ltd. for the distribution of our products throughout China.

Test and Evaluation Agreements and Other Collaborations

We have announced several test and evaluation agreements with prospective customers, including, but not limited to, a second top 10 global automaker, a top 10 global provider of power conversion solutions to the solar industry, two global diverse power management market leaders, a tier 1 automotive supplier and a global power conversion supplier. These companies, along with other current and future participants in our test and evaluation program, intend to test and evaluate, or have already begun testing and evaluating, the B-TRAN™ for use in their applications. We expect to incorporate the feedback from these customers into our future commercial products. We began B-TRAN™ customer shipments to initial program participants in mid-2023.

In August 2024, we announced that we are collaborating with a third global automaker on their potential use of B-TRAN™-enabled contactors as a replacement for electromechanical contactors in their electric vehicles.

Public Offering

In March 2024, we issued and sold 1,366,668 shares of our common stock at a price of \$7.50 per share and 633,332 pre-funded warrants to purchase shares of our common stock at a price of \$7.499 per pre-funded warrant in an underwritten public offering. The pre-funded warrants have an exercise price of \$0.001 per share. The underwriter had a 30-day option to purchase up to an additional 300,000 shares of our common stock at the offering price, less the underwriting discounts and commissions. In April 2024, the underwriter exercised this option in full. The net proceeds to us from the public offering were \$15.7 million, inclusive of the underwriter's exercise of its option to purchase additional shares in full. We intend to use the net proceeds from the public offering to fund further commercialization and development of our B-TRAN™ technology and for general corporate and working capital purposes.

Results of Operations

Comparison of the three months ended September 30, 2024 to the three months ended September 30, 2023

Commercial Revenue. Commercial revenue was \$554 for the three months ended September 30, 2024, compared to \$1,557 in the three months ended September 30, 2023. Commercial revenue in the three months ended September 30, 2024 related to initial orders from customers evaluating our technology. Larger orders and corresponding revenue growth are expected as customers advance in their evaluation, prototyping and overall design cycles. Commercial revenue in the three months ended September 30, 2023 related to Phase 1 of our development agreement with Stellantis. We expect product revenue to increase modestly in the fourth quarter of 2024 and development revenue to resume once Phase 3 of our development agreement with Stellantis is underway. We may also generate development revenue from other customers.

Cost of Commercial Revenue. Cost of commercial revenue was \$1,511 for the three months ended September 30, 2024, compared to \$2,787 in the three months ended September 30, 2023. Cost of commercial revenue in the three months ended September 30, 2024 related to initial low volume shipments of our products. Cost of commercial revenue in the three months ended September 30, 2023 related to Phase 1 of our development agreement with Stellantis. While we expect gross margins to be negative in the near term due to low production volumes, we expect significant improvement in gross margins as we commence higher volume production and shipments in the future.

Research and Development Expenses. Research and development expenses decreased slightly by \$6,475, or less than 1%, to \$1,684,063 in the three months ended September 30, 2024 from \$1,690,538 in the three months ended September 30, 2023. We expect higher research and development expenses in the fourth quarter of 2024 as compared to the fourth quarter of 2023, primarily due to the addition of engineering personnel this year and higher semiconductor fabrication and/or packaging costs.

General and Administrative Expenses. General and administrative expenses increased by \$39,944, or 5%, to \$893,969 in the three months ended September 30, 2024 from \$854,025 in the three months ended September 30, 2023. The increase was due to higher professional fees of \$58,613, personnel costs of \$14,558 and other costs of \$4,989, partly offset by lower stock-based compensation expense of \$38,216. We expect slightly to moderately higher general and administrative expenses, exclusive of stock-based compensation, in the fourth quarter of 2024 as compared to the fourth quarter of 2023.

Sales and Marketing Expenses. Sales and marketing expenses increased by \$26,679, or 9%, to \$320,642 in the three months ended September 30, 2024 from \$293,963 in the three months ended September 30, 2023. The increase was due to higher personnel costs of \$74,728 and other spending of \$6,566, partly offset by lower stock-based compensation expense of \$34,805 and professional fees of \$19,810. We expect higher sales and marketing expenses in the fourth quarter of 2024 as compared to the fourth quarter of 2023, partly due to hiring as we further commercialize our B-TRAN™ technology.

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Loss from Operations. Our loss from operations for the three months ended September 30, 2024 was \$2,899,631, or 2% higher, as compared to the \$2,839,756 loss from operations for the three months ended September 30, 2023, for the reasons discussed above.

Interest Income, Net. Net interest income was \$209,283 for the three months ended September 30, 2024 compared to \$99,275 for the three months ended September 30, 2023 due to the impact of a higher cash balance post-public offering on interest earned from our money market account.

Net Loss. Our net loss for the three months ended September 30, 2024 was \$2,690,348, or 2% lower, as compared to a net loss of \$2,740,481 for the three months ended September 30, 2023, for the reasons discussed above.

Comparison of the nine months ended September 30, 2024 to the nine months ended September 30, 2023

Commercial Revenue. Commercial revenue was \$80,624 for the nine months ended September 30, 2024, compared to \$100,000 in the nine months ended September 30, 2023. Commercial revenue related to our development agreement with Stellantis and initial orders from customers evaluating our technology.

Grant Revenue. We did not generate grant revenue in the nine months ended September 30, 2024. We generated \$37,388 in grant revenue in the nine months ended September 30, 2023.

Cost of Commercial Revenue. Cost of commercial revenue was \$87,483 for the nine months ended September 30, 2024, compared to \$76,800 in the nine months ended September 30, 2023. Cost of commercial revenue related to our development agreement with Stellantis and initial orders from customers evaluating our technology.

Cost of Grant Revenue. Cost of grant revenue was \$0 for the nine months ended September 30, 2024 as we did not have any active grant programs. Cost of grant revenue was \$37,388 in the nine months ended September 30, 2023. Cost of grant revenue for the nine months ended September 30, 2023 was equal to the associated grant revenue resulting in no gross profit.

Research and Development Expenses. Research and development expenses increased by \$276,449, or 6%, to \$4,613,703 in the nine months ended September 30, 2024 from \$4,337,254 in the nine months ended September 30, 2023. The increase was due to higher personnel costs of \$402,490, placement fees and expenses of \$111,933, semiconductor fabrication costs of \$89,584, packaging costs of \$83,674 and other B-TRAN™ development spending of \$73,981, partly offset by lower stock-based compensation expense of \$485,213.

General and Administrative Expenses. General and administrative expenses increased slightly by \$12,090, or less than 1%, to \$2,695,041 in the nine months ended September 30, 2024 from \$2,682,951 in the nine months ended September 30, 2023.

Sales and Marketing Expenses. Sales and marketing expenses increased by \$126,803, or 15%, to \$996,992 in the nine months ended September 30, 2024 from \$870,189 in the nine months ended September 30, 2023. The increase was due to higher personnel costs of \$203,858 and other spending of \$14,054, partly offset by lower professional fees of \$47,305 and stock-based compensation expense of \$43,804.

Loss from Operations. Our loss from operations for the nine months ended September 30, 2024 was \$8,312,595, or 6% higher, as compared to the \$7,867,194 loss from operations for the nine months ended September 30, 2023, for the reasons discussed above.

Interest Income, Net. Net interest income was \$490,556 for the nine months ended September 30, 2024 compared to \$318,922 for the nine months ended September 30, 2023 due to the impact of a higher cash balance post-public offering on interest earned from our money market account.

Net Loss. Our net loss for the nine months ended September 30, 2024 was \$7,822,039, or 4% higher, as compared to a net loss of \$7,548,272 for the nine months ended September 30, 2023, for the reasons discussed above.

Liquidity and Capital Resources

We currently generate commercial revenue only. We have incurred losses since inception. We have funded our operations to date primarily through the sale of common stock and pre-funded warrants.

At September 30, 2024, we had cash and cash equivalents of \$18.7 million. Our net working capital at September 30, 2024 was \$18.1 million. We had no outstanding debt at September 30, 2024.

We believe that our cash and cash equivalents on hand will be sufficient to meet our ongoing liquidity needs for at least the next twelve months from the date of filing this Quarterly Report on Form 10-Q; however, we may require additional funds in the future to fully implement our plan of operation and there can be no assurance that, if needed, we will be able to secure additional debt or equity financing on terms acceptable to us or at all. Although we believe we have adequate sources of liquidity over the long term, the success of our operations, the global economic outlook, and the pace of sustainable growth in our markets could each impact our business and liquidity.

Operating activities in the nine months ended September 30, 2024 resulted in cash outflows of \$6,192,707 which were due to the net loss for the period of \$7,822,039, partly offset by stock-based compensation of \$1,163,808, depreciation and amortization of \$250,936, other non-cash items of \$117,136 and favorable balance sheet timing of \$97,452.

Operating activities in the nine months ended September 30, 2023 resulted in cash outflows of \$5,178,734, which were due to the net loss for the period of \$7,548,272, partly offset by stock-based compensation of \$1,859,209, depreciation and amortization of \$193,900 and favorable balance sheet timing of \$316,429.

We expect an increase in cash outflows from operating activities in the fourth quarter of 2024 as we further develop and commercialize our B-TRAN™ technology.

Investing activities in the nine months ended September 30, 2024 and 2023 resulted in cash outflows of \$445,100 and \$406,035, respectively, for the acquisition of intangible assets and property and equipment.

Financing activities in the nine months ended September 30, 2024 resulted in cash inflows of \$15,724,818 in net proceeds from the public offering of our common stock and pre-funded warrants, \$1,018,898 from the exercise of warrants, and \$86,757 from the exercise of stock options, slightly offset by \$11,579 in tax payments related to the vesting of restricted stock units.

Critical Accounting Estimates

There have been no significant changes during the nine months ended September 30, 2024 to the critical accounting estimates disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Trends, Events and Uncertainties

There are no material changes from trends, events or uncertainties disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide this information.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the Company's reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. The Company's disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that this information is accumulated and communicated to management, including the principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company conducted an evaluation (pursuant to Rule 13a-15(b) of the Exchange Act), under the supervision and with the participation of its Chief Executive Officer (principal executive officer) and its Chief Financial Officer (principal financial and accounting officer) of the effectiveness of the Company's disclosure controls and procedures as of September 30, 2024 and has concluded that, as of September 30, 2024, the Company's disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There have been no material changes in our internal controls over financial reporting that occurred during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Limitations on the Effectiveness of Controls

Control systems, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control systems' objectives are being met. Further, the design of any system of controls must reflect the fact that there are resource constraints, and the benefits of all controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of error or mistake. Control systems can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

PART II-OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We may be subject to litigation from time to time in the ordinary course of business. We are not currently party to any legal proceedings.

ITEM 1A. RISK FACTORS

There are no material changes from the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the three months ended September 30, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS

Exhibit Number	Document
31.1*	Certification of Principal Executive Officer pursuant to Exchange Act Rule, 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer pursuant to Exchange Act Rule, 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification pursuant to 18 U.S.C. 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101).

* Filed herewith
** Furnished herewith

SIGNATURES

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

Dated: November 14, 2024

IDEAL POWER INC.

By: /s/ R. Daniel Brdar
R. Daniel Brdar
Chief Executive Officer

By: /s/ Timothy W. Burns
Timothy W. Burns
Chief Financial Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002**

I, R. Daniel Brdar, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ideal Power Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15-d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2024

/s/ R. Daniel Brdar

R. Daniel Brdar

Chief Executive Officer (Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002**

I, Timothy W. Burns, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ideal Power Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15-d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2024

/s/ Timothy W. Burns

Timothy W. Burns
Chief Financial Officer (Principal Financial and
Accounting Officer)

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

In connection with the periodic report of Ideal Power Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2024 as filed with the Securities and Exchange Commission (the "Report"), we, R. Daniel Brdar, Chief Executive Officer (Principal Executive Officer) and Timothy W. Burns, Chief Financial Officer (Principal Financial and Accounting Officer) of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: November 14, 2024

/s/ R. Daniel Brdar

R. Daniel Brdar

Chief Executive Officer (Principal Executive Officer)

/s/ Timothy W. Burns

Timothy W. Burns

Chief Financial Officer (Principal Financial and
Accounting Officer)