

**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: **001-41173**

NexGel, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

26-4042544

(I.R.S. Employer
Identification Number)

**2150 Cabot Blvd West, Suite B
Langhorne, PA**

(Address of principal executive office)

19047

(Zip Code)

Registrant's telephone number, including area code: **(215) 702-8550**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	NXGL	The Nasdaq Capital Market LLC
Warrants to Purchase Common Stock	NXGLW	The Nasdaq Capital Market LLC

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 nonaccelerated 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

Non-accelerated filer

Smaller reporting company

Accelerated filer

Emerging growth company

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

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

As of November 13, 2024, the registrant had 6,790,777 shares of common stock outstanding.

NEXGEL, INC.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NEXGEL, INC
CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF SEPTEMBER 30, 2024 AND DECEMBER 31, 2023
(Unaudited)
(in thousands, except share and per share data)

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
ASSETS:		
Current Assets:		
Cash and cash equivalents	\$ 1,059	\$ 2,700
Accounts receivable, net	894	633
Inventory	1,778	1,319
Prepaid expenses and other current assets	879	400
Total current assets	<u>4,610</u>	<u>5,052</u>
Goodwill	1,124	1,128
Intangibles, net	839	326
Property and equipment, net	2,219	1,499
Operating lease - right of use asset	1,685	1,855
Other assets	95	95
Total assets	<u>\$ 10,572</u>	<u>\$ 9,955</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 1,505	\$ 1,233
Accrued expenses and other current liabilities	609	398
Deferred revenue	179	20
Current portion of note payable	83	80
Warrant liability	109	146
Contingent consideration liability	271	439
Financing lease liability, current portion	58	-
Operating lease liabilities, current portion	234	233
Total current liabilities	<u>3,048</u>	<u>2,549</u>
Operating lease liabilities, net of current portion	1,589	1,727
Financing lease liability, net of current portion	323	-
Notes payable, net of current portion	626	513
Total liabilities	<u>5,586</u>	<u>4,789</u>
Commitments and Contingencies (Note 16)		
Preferred stock, par value \$0.001 per share, 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, par value \$0.001 per share, 25,000,000 shares authorized; 6,790,777 and 5,741,838 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	7	6
Additional paid-in capital	21,826	19,406
Accumulated deficit	(17,146)	(14,715)
Total NexGel stockholders' equity	<u>4,687</u>	<u>4,697</u>
Non-controlling interest in joint venture	299	469
Total stockholders' equity	<u>4,986</u>	<u>5,166</u>
Total liabilities and stockholders' equity	<u>\$ 10,572</u>	<u>\$ 9,955</u>

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

NEXGEL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Unaudited)
(in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues, net	\$ 2,940	\$ 1,221	\$ 5,647	\$ 3,007
Cost of revenues	1,658	877	3,678	2,546
Gross profit	1,282	344	1,969	461
Operating expenses				
Research and development	-	6	78	90
Selling, general and administrative	2,070	950	4,604	2,629
Total operating expenses	2,070	956	4,682	2,719
Loss from operations	(788)	(612)	(2,713)	(2,258)
Other income (expense)				
Interest expense	(20)	(3)	(67)	(13)
Interest income	-	1	2	3
Other income	39	-	40	3
Gain on investments	5	44	62	168
Changes in fair value of warrant liability	10	18	37	96
Total other income, net	34	60	74	257
Loss before income taxes	(754)	(552)	(2,639)	(2,001)
Income tax expense	-	-	-	-
Net loss	\$ (754)	\$ (552)	\$ (2,639)	\$ (2,001)
Less: Loss (income) attributable to non-controlling interest in joint venture	61	2	208	(58)
Net loss attributable to NexGel stockholders	(693)	(550)	(2,431)	(2,059)
Net loss per common share - basic	\$ (0.11)	\$ (0.10)	\$ (0.39)	\$ (0.36)
Net loss per common share - diluted	\$ (0.11)	\$ (0.10)	\$ (0.39)	\$ (0.36)
Weighted average shares used in computing net loss per common share - basic	6,569,403	5,714,316	6,274,221	5,654,981
Weighted average shares used in computing net loss per common share - diluted	6,569,403	5,714,316	6,274,221	5,654,981

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

NEXGEL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024
(Unaudited)
(in thousands, except share data)

	Common Stock		Additional Paid-in Capital	Non- controlling Interest	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance, January 1, 2024	5,741,838	\$ 6	\$ 19,406	\$ 469	\$ (14,715)	\$ 5,166
Share-based compensation and restricted stock vesting	—	—	54	—	—	54
Equity offering proceeds, net of expenses	485,786	—	946	—	—	946
Issuance of placement agent warrants in conjunction with the equity offering	—	—	(56)	—	—	(56)
Net loss	—	—	—	(52)	(853)	(905)
Balance, March 31, 2024	6,227,624	\$ 6	\$ 20,350	\$ 417	\$ (15,568)	\$ 5,205
Share-based compensation and restricted stock vesting	1,750	—	55	—	—	55
Shares issued in acquisition	89,892	—	200	—	—	200
Issuance of shares for services	5,000	—	9	—	—	9
Non-controlling interest contribution	—	—	—	37	—	37
Net loss	—	—	—	(94)	(885)	(979)
Balance, June 30, 2024	6,324,266	\$ 6	\$ 20,614	\$ 360	\$ (16,453)	\$ 4,527
Share-based compensation and restricted stock vesting	22,511	—	154	—	—	154
Equity offering proceeds, net of expenses	444,000	1	1,002	—	—	1,003
Issuance of placement agent warrants in conjunction with the equity offering	—	—	56	—	—	56
Net loss	—	—	—	(61)	(693)	(754)
Balance, September 30, 2024	<u>6,790,777</u>	<u>\$ 7</u>	<u>\$ 21,826</u>	<u>\$ 299</u>	<u>\$ (17,146)</u>	<u>\$ 4,986</u>

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

NEXGEL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023
(Unaudited)
(in thousands, except share data)

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Non- controlling Interest</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>				
Balance, January 1, 2023	5,577,916	\$ 6	\$ 19,189	\$ -	\$ (11,558)	\$ 7,637
Restricted stock vesting	5,682	-	24	-	-	24
Exercise of warrants	30,430	-	-	-	-	-
Non-controlling interest in JV	-	-	-	500	-	500
Net income (loss)	-	-	-	7	(814)	(807)
Balance, March 31, 2023	5,614,028	\$ 6	\$ 19,213	\$ 507	\$ (12,372)	\$ 7,354
Stock-based compensation	-	-	29	-	-	29
Exercise of warrants	82,036	-	-	-	-	-
Net income (loss)	-	-	-	53	(695)	(642)
Balance, June 30, 2023	5,696,064	\$ 6	\$ 19,242	\$ 560	\$ (13,067)	\$ 6,741
Stock-based compensation	21,565	-	67	-	-	67
Net income (loss)	-	-	-	(2)	(550)	(552)
Balance, September 30, 2023	<u>5,717,629</u>	<u>\$ 6</u>	<u>\$ 19,309</u>	<u>\$ 558</u>	<u>\$ (13,617)</u>	<u>\$ 6,256</u>

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

NEXGEL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Unaudited)
(in thousands)

	Nine Months Ended September 30,	
	2024	2023
Operating Activities		
Net loss	\$ (2,431)	\$ (2,059)
Adjustments to reconcile net loss to net cash used in operating activities:		
Income (loss) attributable to non-controlling interest in joint venture	(208)	58
Depreciation and amortization	328	103
Changes in ROU asset and operating lease liability	31	33
Share-based compensation and restricted stock vesting	271	120
Gain on investment in marketable securities	(62)	168
Changes in fair value of warrant liability	(37)	(96)
Changes in operating assets and liabilities:		
Accounts receivable	(261)	(936)
Inventory	(459)	(588)
Prepaid expenses and other assets	(479)	(227)
Accounts payable	272	808
Accrued expenses and other current liabilities	(132)	(67)
Deferred revenue	159	34
Net Cash Used in Operating Activities	(3,008)	(2,649)
Investing Activities		
Proceeds from sales of marketable securities	62	5,340
Capital expenditures	(374)	(611)
Net cash paid for Asset acquisition	(400)	-
Net Cash (Used in) Provided by Investing Activities	(712)	4,729
Financing Activities		
Proceeds from margin line of credit	345	89
Proceeds from Rights offering	1,950	—
Investment by joint venture partner	37	—
Principal payment on financing lease liability	(36)	—
Change in contingent consideration liability	(164)	—
Principal payments of notes payable	(53)	(4)
Net Cash Provided by Financing Activities	2,079	85
Net Decrease in Cash	(1,641)	2,165
Cash – Beginning of period	2,700	1,101
Cash – End of period	\$ 1,059	\$ 3,266
Supplemental Disclosure of Cash Flows Information		
Cash paid during the year for:		
Interest	\$ 65	\$ 7
Taxes	\$ —	\$ —
Supplemental Non-cash Investing and Financing activities		
Shares issued in conjunction with asset acquisition	\$ 200	\$ —
Property and equipment financed under notes payable	\$ 165	\$ —
Property and equipment financed under financing leases	\$ 416	\$ —
Property and equipment contributed as capital investment to JV	\$ —	\$ 500
ROU asset and operating lease liabilities recognized upon consolidation of JV	\$ —	\$ 334

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

NEXGEL, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share data)

1. Description of Business, Stock Split and Basis of Presentation

NexGel, Inc. (“NexGel” or the “Company”) manufactures high water content, electron beam cross-linked, aqueous polymer hydrogels, or gels, used for wound care, medical diagnostics, transdermal drug delivery and cosmetics. The Company specializes in custom gels by capitalizing on proprietary manufacturing technologies. The Company has historically served as a contract manufacturer, supplying our gels to third parties who incorporate them into their own products. Beginning in 2020, we created two new lines of business for the Company. First, we launched our own line of branded consumer products sold direct to consumers. Second, we expanded into custom and white label opportunities, which focuses on combining our gels with proprietary branded products and white label opportunities. All of our gel products are manufactured using proprietary and non-proprietary mixing, coating and cross-linking technologies. Together, these technologies enable us to produce gels that can satisfy rigid tolerance specifications with respect to a wide range of physical characteristics (e.g., thickness, water content, adherence, absorption, moisture vapor transmission rate [a measure of the passage of water vapor through a substance] and release rate) while maintaining product integrity. Additionally, we have the manufacturing ability to offer broad choices in the selection of liners onto which the gels are coated. Consequently, the Company and its customers are able to determine tolerances in moisture vapor transmission rate and active ingredient release rates while personalizing color and texture.

NexGel was previously known as AquaMed Technologies, Inc. (“AquaMed”) before changing its name to NexGel, Inc. on November 14, 2019.

On May 15, 2024, the Company purchased substantially all of the assets from Semmens Online Pty Ltd as Trustee for Semmens Business Trust (the “SG Seller”) related to the SG Seller’s eyeliner, fake eyelashes, lash serum and mascara business operating under the tradename “Silly George” (collectively, the “Silly George Business”).

On December 1, 2023, the Company purchased substantially all of the assets Olympus Trading Company, LLC (the “Kenkoderm Seller”) related to the Kenkoderm Seller’s skincare line focused on reducing symptoms associated with psoriasis operating under the tradename “Kenkoderm” (“Kenkoderm acquisition”).

On March 1, 2023, the Company acquired a 50% interest in a newly formed joint venture (“JV”), CG Converting and Packaging, LLC (“CGN”), with C.G. Laboratories Inc. (“CG Labs”) for its converting and packaging business. The JV is effective March 1, 2023. As a result of this transaction, the Company owns 50% of the JV, with the remaining 50% held by CG Labs.

On January 6, 2023, the Company acquired a 50% interest in a newly formed JV (“Enigma”) to pursue branded consumer product retail opportunities and the development of new patch products. The JV agreement is effective January 6, 2023. As a result of this transaction, the Company owns 50% of the JV, with the remaining 50% held by Moiety.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements and footnotes of NexGel have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) for interim financial information and the instructions to Rule 10-01 of Regulation S-X of the Securities and Exchange Commission (“SEC”). Accordingly, they do *not* include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, these unaudited condensed consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the results of the interim periods, but are *not* necessarily indicative of the results of operations to be anticipated for the full year ending December 31, 2024. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of the Company and its condensed consolidated wholly-owned subsidiary, NexGelRx, Inc. and the fifty percent (50%) owned JV’s (see Note 5).

2. Going Concern

As of September 30, 2024, the Company had a cash balance of \$1.1 million. For the nine months ended September 30, 2024, the Company incurred a net loss of \$2.4 million and had a net usage of cash in operating activities of \$3.0 million. In addition, the Company had a working capital of \$1.6 million as of September 30, 2024.

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On November 11, 2024, the Company entered into subscription agreements with investors and certain members of its board of directors and management for the sale by the Company of an aggregate of 363,636 units at a price to the public of \$5.50 per unit, with each unit consisting of two shares of the Company's common stock, and a warrant to purchase one share of common stock at an exercise price of \$4.25 per share (the "November Financing"). The November Financing is expected to close on or about November 13, 2024 with gross proceeds to the Company expected to be \$2.0 million, before deducting the placement agent's fees and other estimated offering expenses payable by the Company, and excluding the proceeds, if any, from the exercise of the warrants. The Company intends to use the net proceeds from the RDO for working capital and for general corporate purposes (discussed further within Note 19).

Management is exploring new product channel sales in adjacent industries, such as cosmetics, athletic products, and proprietary medical devices. The Company has increased focus on sales and developing a sales pipeline for potential customers. This customer base expansion will enable us to provide financial stability for the foreseeable future, expand our current processes, and position us for long-term shareholder value creation.

We intend to maintain and attempt to grow our existing contract manufacturing business. We also plan to continue building and developing our catalogue of consumer products for sale to branding partners and to use our in-house capabilities to create and test market additional branded products. These products will be target marketed and sold online through social media and online advertising and marketplaces. Furthermore, the Company plans to develop its own proprietary medical devices and explore drug delivery programs for its technology. Additionally, the Company continues to evaluate strategic initiatives (e.g., acquisitions) and additional capital raises through debt or equity may be necessary to achieve these objectives.

We expect to continue incurring losses for the near-term future. Our ability to continue to operate as a going concern in the long-term is dependent upon our ability to manage and grow our current products and to ultimately achieve profitable operations. Management may consider various options to raise capital to fund potential acquisitions through equity or debt offerings. There can be no assurances, however, that management will be able to obtain sufficient additional funds, if needed, or that such funds, if available, will be obtained on terms satisfactory to us. The condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should we be unable to continue as a going concern. Additionally, it is reasonably possible that estimates made in the condensed consolidated financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions, including the recoverability of long-lived assets.

3. Significant Accounting Policies and Estimates

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. These estimates and assumptions include allowances for credit losses, inventory reserves, deferred taxes, share-based compensation and related valuation allowances and fair value of long-lived assets. Actual results could differ from the estimates.

Reclassifications

We have reclassified, combined or separately disclosed certain amounts in the prior years' consolidated financial statements and accompanying footnotes to conform with the current year's presentation.

Segment Reporting

The Financial Accounting Standards Board ("FASB") Accounting Standard Codification ("ASC") Topic 280, *Segment Reporting*, requires that an enterprise report selected information about reportable segments in its financial reports issued to its stockholders. The Company has two reportable segments - the NexGel segment and the "CGN" segment.

The NexGel segment is comprised of the manufacturing of ultra-gentle, high-water-content hydrogel products for healthcare and consumer applications, which is based in Langhorne, Pennsylvania. The NexGel segment includes the Kenkoderm and Silly George recent acquisitions and the Enigma JV.

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The “CGN” segment is comprised of the CGN JV used for the Company’s converting and packaging business, which is based in Granbury, Texas.

Cash and cash equivalents

Cash and cash equivalents is comprised of cash in banks and highly liquid investments, including U.S. treasury bills purchased with an original maturity of three months or less as well as investments in money market funds for which the carrying amount approximates fair value, due to the short maturities of these investments.

Margin Line of Credit

The Company has a brokerage account through which it can buy and sell U.S. treasury bills. The provisions of the account allow us to borrow on certain securities held in the account and to purchase additional securities based on the account equity (including cash). Amounts borrowed are collateralized by the securities held in the account and bear interest at a negotiated rate payable monthly. Securities pledged to secure margin balances cannot be specifically identified as a portion of all securities held in a brokerage account are used as collateral. As of September 30, 2024 and December 31, 2023, there was \$345 thousand and \$245 thousand outstanding under this short-term credit line which is included in accrued expenses and other current liabilities within the accompanying condensed consolidated balance sheet. The short-term credit line will be repaid upon the maturity of U.S. treasury bills of \$0.8 million with an original maturity of three months or less which are included in cash within the accompanying consolidated balance sheet (see Note 11).

Accounts Receivable, net

Trade accounts receivable are stated at the amount the Company expects to collect and do not bear interest. The Company evaluates the collectability of accounts receivable and records a provision to the allowance for credit losses based on factors including the length of time the receivables are past due, the customer’s payment history, the credit quality of the customer and other factors that may affect the customers’ ability to pay. Provisions to the allowances for doubtful accounts are recorded in selling, general and administrative expenses. Account balances are charged off against the allowance when it is probable that the receivable will not be recovered. The allowance for credit losses was \$19 thousand as of September 30, 2024 and \$11 thousand as of December 31, 2023.

Inventory and Cost of Revenues

The inventory balance is stated at the lower of cost, the value determined by the first-in, first-out method, or net realizable value. The Company evaluates inventories for excess quantities, obsolescence, and shelf-life expiration. This evaluation includes an analysis of historical sales levels by product, projections of future demand, the risk of technological or competitive obsolescence for products, general market conditions, and a review of the shelf-life expiration dates for products. These factors determine when, and if, the Company adjusts the carrying value of inventory to estimated net realizable value.

The Company produces proprietary branded products and white label opportunities in our manufacturing of consumer products. In our contract manufacturing, the Company builds its products based on customer orders and immediately ships the products upon completion of the production process.

The inventory balance is made up of raw materials, work-in-progress, and finished goods. Inventory is maintained at the Company’s warehouses and at fulfillment centers owned by Amazon, Walmart and CVS.

The “Cost of revenues” line item in the condensed consolidated statements of operations is comprised of the book value of inventory sold to customers during the reporting period. When circumstances dictate that we use net realizable value as the basis for recording inventory, we base our estimates on expected future selling prices less expected disposal costs.

Research and Development

Our research and development activities focus on new and innovative products designed to support revenue growth. Research and development expenses consist primarily of contracted development and testing efforts associated with development of products.

Property and Equipment, net

Property and equipment is recorded at historical cost, net of accumulated depreciation and amortization. Depreciation is provided over the assets' useful lives on a straight-line basis. Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or lease terms. Repairs and maintenance costs are expensed as incurred.

Management periodically assesses the estimated useful life over which assets are depreciated or amortized. If the analysis warrants a change in the estimated useful life of property and equipment, management will reduce the estimated useful life and depreciate or amortize the carrying value prospectively over the shorter remaining useful life.

The carrying amounts of assets sold or retired and the related accumulated depreciation are eliminated in the year of disposal and any resulting gains and losses are included in the results of operations during the same year.

Impairment of Long-Lived Assets

The Company reviews its property and equipment and any identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted operating cash flow expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

Goodwill and Intangible Assets

In applying the acquisition method of accounting, amounts assigned to identifiable assets and liabilities acquired were based on estimated fair values as of the date of acquisition, with the remainder recorded as goodwill. Identifiable intangible assets are initially recorded at fair value using generally accepted valuation methods appropriate for the type of intangible asset. Identifiable intangible assets with definite lives are amortized over their estimated useful lives and are reviewed for impairment if indicators of impairment arise. Intangible assets with indefinite lives are tested for impairment within one year of the acquisition date or annually as of December 31, and whenever indicators of impairment exist. The fair value of intangible assets is compared with their carrying values, and an impairment loss would be recognized for the amount by which a carrying amount exceeds its fair value.

The Company performed the annual assessment and concluded it is more likely than not that the fair value exceeds the carrying value and no impairments were recognized in the year ended December 31, 2023.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets are recorded at historical cost and are primarily made up of \$65 thousand and \$64 thousand of prepaid insurance, and \$814 thousand and \$336 thousand general prepaid expenses and other current assets as of September 30, 2024 and December 31, 2023, respectively.

Other Assets

Other assets are recorded at historical costs, and as of September 30, 2024 and December 31, 2023, the balance is primarily comprised of spare parts for manufacturing equipment. The Company maintains spare for either repair and maintenance, which is expensed as incurred, or replacement of capitalized equipment. Capitalized equipment spare parts are not subject to depreciation until such time that they are placed into service and the part that is being replaced is disposed.

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The Company utilizes the fair value hierarchy to apply fair value measurements. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair values that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources, while unobservable inputs reflect a reporting entity's pricing based upon its own market assumptions. The basis for fair value measurements for each level within the hierarchy is described below:

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

Level 2 —Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 —Valuations derived from valuation techniques in which one or more significant inputs to the valuation model are unobservable.

The Company considers the carrying amounts of its financial instruments (cash, accounts receivable and accounts payable, notes payable and convertible notes payable) in the condensed consolidated balance sheet to approximate fair value because of the short-term or highly liquid nature of these financial instruments.

Warrant Liability

Warrants to purchase common stock were issued in connection with equity financing raises, which occurred during 2019 through 2024. The fair values of the warrants are estimated as of the date of issuance and again at each reporting period using a Black-Scholes option valuation model. At issuance, the fair values of the warrant are recognized as an equity issuance cost within additional paid-in-capital. Fair value adjustments to the warrant liability are recognized in other income (expense) in the condensed consolidated statements of operations.

Equity Classified Warrants

Warrants that meet all necessary criteria to be accounted for as equity in accordance with ASC 815-40, Derivatives and Hedging—Contracts in Entity's Own Equity are presented within additional paid-in capital within Company's condensed consolidated statements of changes in stockholders' equity and condensed consolidated balance sheets. Warrants classified as equity are initially measured at fair value. Subsequent changes in fair value are not recognized as long as the warrants continue to be classified as equity.

Revenue Recognition

The Company records revenue in accordance with ASC Topic 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation.

The Company currently recognizes revenue predominately from three sources, contract manufacturing, custom and white label finished goods manufacturing ("Custom and white label"), and our branded consumer products. Contract manufacturing and Custom and white label revenues are recognized at the point where the customer obtains control of the goods and the Company satisfies its performance obligation, which generally is at the time the customer receives the product. Branded consumer product revenue is derived from direct-to-consumer purchases through websites like Amazon and through our Shopify stores. Revenue is recognized upon shipment to the end customer.

The Company's customers consist of other life sciences companies and Amazon retail customers. Revenues are predominately concentrated in the United States, but with the Silly George acquisition, have expanded into Europe and Asia. Payment terms, excluding branded consumer products, vary by the type and location of customer and may differ by jurisdiction and customer but payment is generally required in a term ranging from 30 to 60 days from date of shipment. Branded consumer products are purchased and paid for by the consumer at the time the transaction is completed.

Estimates for product returns, allowances and discounts are recorded as a reduction of revenue and are established at the time of sale. Returns are estimated through a comparison of historical return data and are determined for each product and adjusted for known or expected changes in the marketplace specific to each product, when appropriate. Historically, sales return provisions have not been material. Amounts accrued for sales allowances and discounts are based on estimates of amounts that are expected to be claimed on the related sales and are based on historical data. Payments for allowances and discounts have historically been immaterial.

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Disaggregated revenue by sales type (\$ in thousands):

	Three months ended	
	September 30,	
	2024	2023
Contract manufacturing	\$ 864	\$ 805
Custom and white label	-	5
Branded consumer products	1,930	356
Medical devices/other	146	55
Total	\$ 2,940	\$ 1,221

	Nine months ended	
	September 30,	
	2024	2023
Contract manufacturing	\$ 1,890	\$ 2,072
Custom and white label	42	10
Branded consumer products	3,515	850
Medical devices/other	200	75
Total	\$ 5,647	\$ 3,007

As of September 30, 2024 and December 31, 2023, the Company did not have any contract assets or contract liabilities from contracts with customers and there were no remaining performance obligations that the Company had not satisfied except for deferred revenue of \$179 and \$20 at September 30, 2024 and December 31, 2023, respectively, that the Company had not satisfied as of the end of the respective period.

The Company has four distinct lines of business; Contract Manufacturing, Custom and White Label, Branded Consumer Products, and Medical Devices/Other.

Contract Manufacturing

Customers order rolls of gel (“rollstock”). The rollstock is shipped to our customers, which they package into finished goods. Historically, this has been the Company’s primary source of revenue.

Custom and White Label

These products often infuse various ingredients into our base gel to develop unique product offerings to satisfy market demand (e.g. aloe infused into the gel for a beauty mask). The rollstock is converted and packaged into saleable units. The finished goods are shipped to the customer, who is ultimately responsible for product distribution. Frequently these products started as development deals, in which the customer paid the Company a small fee to develop a specific product. Once completed, the customer places a large order for newly developed product. Custom and white label revenue is recognized upon delivery of the finished product.

Branded Consumer Products

These products are finished goods marketed and sold directly to the customer by the Company through online and retail channels. The Company is responsible for sales, marketing, and distribution. When merchandise is shipped to a customer, our performance obligation is met, and revenue is recognized when control passes to the customer. These products carry the Company’s brand names, which include Medagel, Lumagel Beauty, Kenkoderm and Silly George.

Medical Devices/Other

Medical Devices are a hybrid business, combining elements of Custom and White Label and Branded Consumer Products. Medical Devices, which are not yet marketed, are expected to be distributed through strategic partnerships. The Company will manufacture and possibly convert/package the device while the strategic partner brings the product to market. Small market Medical Devices could be launched by the Company, but also be offered to a distributor to reach the full scale of the market.

Other includes shipping and handling revenue from customers who purchase the Company’s branded consumer products through their Shopify stores. It also includes a small amount of freight revenue from contract manufacturing customers.

Shipping and Handling Revenue and Expense

Shipping and handling revenue and expense are included in our condensed consolidated statements of operations in revenues and cost of revenues, respectively. The Company accounts for shipping activities, consisting of direct costs to ship products performed after the control passes to the customer. Shipping revenue and expense are primarily generated through the Amazon marketplace and Silly George direct customer sales.

Share-based Compensation

On August 28, 2019, the Company adopted the 2019 Long-Term Incentive Plan, as amended (the “2019 Plan”). See Note 13 below for further details regarding the 2019 Plan.

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The 2019 Plan provides certain employees, contractors, and outside directors with share-based compensation in the form of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights and other awards. The fair values of incentive stock option award grants are estimated as of the date of grant using a Black-Scholes option valuation model. Compensation expense is recognized in the condensed consolidated statements of operations on a straight-line basis over the requisite service period, which is generally the vesting period.

Income Taxes

Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax bases of assets and liabilities at the applicable tax rates. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates.

Tax benefits are recognized from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by a tax authority and based upon the technical merits of the tax position. The tax benefit recognized in the condensed consolidated financial statements for a particular tax position is based on the largest benefit that is more likely than not to be realized upon settlement. An unrecognized tax benefit, or a portion thereof, is presented in the condensed consolidated financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed.

Leases

ASC 842, Leases, requires recognition of leases on the condensed consolidated balance sheets as right-of-use (“ROU”) assets and lease liabilities. ROU assets represent the Company’s right to use underlying assets for the lease terms and lease liabilities represent the Company’s obligation to make lease payments arising from the leases. Operating lease ROU assets and operating lease liabilities are recognized based on the present value and future minimum lease payments over the lease term at commencement date. As the Company’s leases do not provide an implicit rate, the Company used its estimated incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. A number of the lease agreements contain options to renew and options to terminate the leases early. The lease term used to calculate ROU assets and lease liabilities only includes renewal and termination options that are deemed reasonably certain to be exercised.

The Company recognized lease liabilities, with corresponding ROU assets, based on the present value of unpaid lease payments for existing operating leases longer than twelve months. The ROU assets were adjusted per ASC 842 transition guidance for existing lease-related balances of accrued and prepaid rent, and unamortized lease incentives provided by lessors. Operating lease cost is recognized as a single lease cost on a straight-line basis over the lease term and is recorded in selling, general and administrative expenses. Variable lease payments for common area maintenance, property taxes and other operating expenses are recognized as expense in the year when the changes in facts and circumstances on which the variable lease payments are based occur. The Company has elected not to separate lease and non-lease components for all property leases for the purposes of calculating ROU assets and lease liabilities.

The Company reviews each legal entity formed by parties related to the Company to determine whether or not the Company has a variable interest in the entity and whether or not the entity would meet the definition of a variable interest entity (“VIE”) in accordance with ASC Topic 810, *Consolidation*. In assessing whether the Company has a variable interest in the entity as a whole, the Company considers and makes judgements regarding the purpose and design of the entity, the value of the licensed assets to the entity, the value of the entity’s total assets and the significant activities of the entity. If the Company has a variable interest in the entity as a whole, the Company assesses whether or not the Company is a primary beneficiary of that VIE, based on a number of factors, including: (i) which party has the power to direct the activities that most significantly affect the VIE’s economic performance, (ii) the parties’ contractual rights and responsibilities pursuant to the collaboration agreement, and (iii) which party has the obligation to absorb losses of or the right to receive benefits from the VIE that could be significant to the VIE.

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If the Company determines that it is the primary beneficiary of a VIE at the onset of the collaboration, the collaboration is treated as a business combination and the Company consolidates the financial statements of the VIE into the Company’s condensed consolidated financial statements. As of December 31, 2023, and on a quarterly basis thereafter, the Company will evaluate whether it continues to be the primary beneficiary of the consolidated VIE. If the Company determines that it is no longer the primary beneficiary of a consolidated VIE, it deconsolidates the VIE in the period in which the determination is made.

Assets and liabilities recorded as a result of consolidating the financial results of the VIE into the Company’s condensed consolidated balance sheet do not represent additional assets that could be used to satisfy claims against the Company’s general assets or liabilities for which creditors have recourse to the Company’s general assets.

Recently Issued Accounting Standards

From time to time, new accounting pronouncements are issued by the FASB, or other standard setting bodies and adopted by us as of the specified effective date. Unless otherwise discussed, the impact of recently issued standards that are not yet effective will not have a material impact on our condensed consolidated financial position or results of operations upon adoption.

In June 2016, the FASB issued Accounting Standards Update (“ASU”) 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. ASU 2016-13 significantly changes the impairment model for most financial assets and certain other instruments. ASU 2016-13 will require immediate recognition of estimated credit losses expected to occur over the remaining life of many financial assets, which will generally result in earlier recognition of allowances for credit losses on loans and other financial instruments. ASU 2016-13 is effective for the Company’s fiscal year beginning January 1, 2023 and subsequent interim periods. The Company adopted this new standard during the year ended December 31, 2023 and it did not have a material impact to its condensed consolidated financial statements.

Accounting Pronouncements Issued But Not Yet Adopted

In June 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-05, Business Combinations (ASC Topic 805): Joint Venture Formations, which provides guidance on accounting for joint ventures established through new entities. The update mandates the application of the acquisition method of accounting for such transactions, requiring parties to recognize and measure identifiable assets and liabilities based on fair values at the acquisition date and establishes a measurement period for adjustments. The amendments in this Update are effective prospectively for all joint venture formations with a formation date on or after January 1, 2025. ASU 2023-05 will be effective for non-public entities for annual periods beginning after December 15, 2025, with early adoption permitted. The Company is currently evaluating the implications of this update on its accounting practices for joint ventures and expects it will enhance consistency and transparency in financial reporting, without a material impact on its financial position or results of operations.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The ASU requires that an entity disclose specific categories in the effective tax rate reconciliation as well as reconciling items that meet a quantitative threshold. Further, the ASU requires additional disclosures on income tax expense and taxes paid, net of refunds received, by jurisdiction. The new standard is effective for annual periods beginning after December 15, 2024 on a prospective basis with the option to apply it retrospectively. Early adoption is permitted. The adoption of this guidance will result in the Company being required to include enhanced income tax related disclosures. The Company is currently evaluating the impact this standard will have on its condensed consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. This ASU includes amendments that expand the existing reportable segment disclosure requirements and requires disclosure of (i) significant expense categories and amounts by reportable segment as well as the segment’s profit or loss measure(s) that are regularly provided to the chief operating decision maker (the “CODM”) to allocate resources and assess performance; (ii) how the CODM uses each reported segment profit or loss measure to allocate resources and assess performance; (iii) the nature of other segment balances contributing to reported segment profit or loss that are not captured within segment revenues or expenses; and (iv) the title and position of the individual or name of the group or committee identified as the CODM. This guidance requires retrospective application to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The adoption of this guidance will result in the Company being required to include enhanced disclosures relating to its reportable segments. The Company is currently evaluating the impact this standard will have on its condensed consolidated financial statements.

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4. Business Segments

The Company’s CODM evaluates the financial performance of the Company’s segments based upon segment adjusted operating income or (loss) as the profitability measure. Items outside of adjusted operating income or (loss) are not reported by segment, since they are excluded from the single measure of segment profitability reviewed by the CODM.

Summarized financial information concerning the Company’s reportable segments for each of the quarters ended September 30, 2024 and 2023 is presented below.

For Quarter Ended September 30, 2024 (\$ in thousands)

	NexGel	CGN JV	Total
Revenue			
Contract Manufacturing	\$ 396	\$ 468	\$ 864
Custom and White Label Finished Goods	-	-	-
Branded Consumer Products	1,930	-	1,930
Other income	109	37	146

Total revenue	2,435	505	2,940
Cost of sales	1,155	503	1,658
Operating expenses	1,873	197	2,070
Loss from operations	<u>\$ (593)</u>	<u>\$ (195)</u>	<u>\$ (788)</u>

For Quarter Ended September 30, 2023 (\$ in thousands)

	<u>NexGel</u>	<u>CGN JV</u>	<u>Total</u>
Revenue			
Contract Manufacturing	\$ 223	\$ 582	\$ 805
Custom and White Label Finished Goods	5	-	5
Branded Consumer Products	356	-	356
Other income	53	2	55
Total revenue	<u>637</u>	<u>584</u>	<u>1,221</u>
Cost of sales	444	433	877
Operating expenses	799	157	956
Loss from operations	<u>\$ (606)</u>	<u>\$ (6)</u>	<u>\$ (612)</u>

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For the Nine Months Ended September 30, 2024 (\$ in thousands)

	<u>NexGel</u>	<u>CGN JV</u>	<u>Total</u>
Revenue			
Contract Manufacturing	\$ 665	\$ 1,225	\$ 1,890
Custom and White Label Finished Goods	42	-	42
Branded Consumer Products	3,515	-	3,515
Other income	156	44	200
Total revenue	<u>4,378</u>	<u>1,269</u>	<u>5,647</u>
Cost of sales	2,504	1,174	3,678
Operating expenses	4,182	500	4,682
Loss from operations	<u>\$ (2,308)</u>	<u>\$ (405)</u>	<u>\$ (2,713)</u>

For the Nine Months Ended September 30, 2023 (\$ in thousands)

	<u>NexGel</u>	<u>CGN JV</u>	<u>Total</u>
Revenue			
Contract Manufacturing	\$ 702	\$ 1,370	\$ 2,072
Custom and White Label Finished Goods	10	-	10
Branded Consumer Products	850	-	850
Other income	70	5	75
Total revenue	<u>1,632</u>	<u>1,375</u>	<u>3,007</u>
Cost of sales	1,525	1,021	2,546
Operating expenses	2,476	243	2,719
Loss from operations	<u>\$ (2,369)</u>	<u>\$ 111</u>	<u>\$ (2,258)</u>

As of September 30, 2024 (\$ in thousands)

	<u>NexGel</u>	<u>CGN JV</u>	<u>Total</u>
Assets:			
Current assets:			
Cash	\$ 1,049	\$ 10	\$ 1,059
Accounts receivable, net	446	448	894
Inventory	1,186	592	1,778
Prepaid expenses and other current assets	860	19	879
Total current assets	<u>3,541</u>	<u>1,069</u>	<u>4,610</u>
Goodwill	1,124	-	1,124
Intangibles, net	694	145	839
Property and equipment, net	818	1,401	2,219
Operating lease – right of use asset	1,395	290	1,685
Other assets	95	-	95
Total Assets	<u>\$ 7,667</u>	<u>\$ 2,905</u>	<u>\$ 10,572</u>

Liabilities

Current liabilities:			
Accounts payable	\$ 883	\$ 622	\$ 1,505
Accrued expenses and other current liabilities	583	26	609
Deferred revenue	-	179	179
Current portion of note payable	8	75	83
Warrant liability	109	-	109
Contingent consideration liability	271	-	271

Financing lease liability, current portion	-	58	58
Operating lease liabilities, current portion	208	26	234
Total current liabilities	2,062	986	3,048
Financing lease liability, net of current portion	-	323	323
Operating lease liabilities, net of current portion	1,318	271	1,589
Notes payable, net of current portion	275	351	626
Total liabilities	\$ 3,655	\$ 1,931	\$ 5,586

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As of December 31, 2023 (\$ in thousands)

	NexGel	CGN JV	Total
Assets:			
Current assets:			
Cash	\$ 2,458	\$ 242	\$ 2,700
Accounts receivable, net	26	607	633
Inventory	622	697	1,319
Prepaid expenses and other current assets	312	88	400
Total current assets	3,418	1,634	5,052
Goodwill	1,128	-	1,128
Intangibles, net	122	204	326
Property and equipment, net	898	601	1,499
Operating lease – right of use asset	1,543	312	1,855
Other assets	95	-	95
Total Assets	\$ 7,204	\$ 2,751	\$ 9,955
Liabilities			
Current liabilities:			
Accounts payable	\$ 509	\$ 724	\$ 1,233
Accrued expenses and other current liabilities	137	261	398
Deferred revenue	20	-	20
Current portion of note payable	6	74	80
Warrant liability	146	-	146
Contingent consideration liability	439	-	439
Operating lease liability, current portion	207	26	233
Total current liabilities	1,464	1,085	2,549
Operating lease liability, net of current portion	1,438	289	1,727
Notes payable, net of current portion	272	241	513
Total liabilities	\$ 3,174	\$ 1,615	\$ 4,789

5. Acquisition
Silly George Acquisition

On May 15, 2024, the Company entered into and closed a transaction related to an Asset Purchase Agreement dated May 15, 2024 (the “SG Purchase Agreement”) with Semmens Online Pty Ltd as Trustee for Semmens Business Trust, an Australian proprietary limited company (the “SG Seller”), whereby the Company purchased the Silly George assets. The Company believes the Silly George assets will be accretive and synergistic to its existing health and beauty customer product brands.

Under the terms of the SG Purchase Agreement and on the Closing Date, the Company paid the SG Seller a cash payment of \$400,000 and issued \$200,000 in shares of the Company’s common stock based on the 10-Day VWAP (as defined in the SG Purchase Agreement), or 89,892 of shares of the Company’s common Stock. Additionally, the Company will pay the Seller a cash earn-out based on 20% of the Net Profit (as defined in the SG Purchase Agreement) related to the Silly George assets for the fiscal quarterly period beginning June 30, 2024 and ending on June 30, 2028. Per the scope exception under ASC 815, the Company has not accrued the contingent consideration.

Provisional purchase consideration at preliminary fair value:

Purchase price	\$ 600
Contingent consideration liability	-
Consideration paid	\$ 600
Trademark related intangibles	600
Intangible assets acquired	\$ 600

Kenkoderm Acquisition

On December 1, 2023, the Company closed a transaction related to an Asset Purchase Agreement dated November 30, 2023 (the Kenkoderm Purchase Agreement”) with Olympus Trading Company, LLC, a Virginia limited liability company, whereby the Company purchased all assets related to the Kenkoderm Seller’s skincare line focused on reducing symptoms associated with psoriasis operating under the tradename “Kenkoderm” (“Kenkoderm acquisition”). The Company believes the Kenkoderm brand fits its health and wellness lines of product.

Under the terms of the Kenkoderm Purchase Agreement, the Company paid the Kenkoderm Seller a cash payment of \$547 thousand on December 1, 2023. Additionally, the Company will pay the Kenkoderm Seller a cash earn-out of the same amount each quarter, payable in the subsequent month following quarter end, of \$137 thousand, subject to adjustment. The cash earn-out can fluctuate higher or lower based on the quarterly results of the Kenkoderm business during 2024 according to the formula contained in the Kenkoderm Purchase Agreement.

The provisional fair value of the purchase consideration issued to the Kenkoderm Seller was allocated to the net tangible assets acquired. The Company accounted for the Kenkoderm acquisition as the purchase of a business under GAAP under the acquisition method of accounting, and the assets and liabilities acquired were recorded as of the acquisition date, at their respective fair values and condensed consolidated with those of the Company. The fair value of the net assets acquired was approximately \$169 thousand. The excess of the aggregate fair value of the net tangible assets has been allocated to goodwill.

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The table below shows a preliminary analysis for the Kenkoderm acquisition (\$ in thousands):

Provisional purchase consideration at preliminary fair value:	
Purchase price	\$ 547
Contingent consideration liability	435
Amount of consideration	<u>\$ 982</u>
Assets acquired and liabilities assumed at preliminary fair value	
Inventory	\$ 56
Product/technology related intangibles	77
Marketing related intangibles	36
Net tangible assets acquired	<u>\$ 169</u>
Total net assets acquired	\$ 169
Consideration paid	982
Preliminary goodwill	<u>\$ 813</u>

Sports Defense Acquisition

On May 29, 2020, the Company entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) whereby the Company purchased all of the outstanding equity securities of Sport Defense LLC, a Delaware limited liability company (“Sports Defense”), from the members of Sport Defense (the “Sellers”). Subsequent to the Closing Date, Sport Defense is a wholly-owned subsidiary of the Company.

Sport Defense is a marketing and distribution company that leverages the unique benefits of ultra-gentle, high-water content hydrogels, manufactured by the Company, to build brands that treat various ailments of the skin caused by athletic training, such as blisters, turf burns, scrapes and skin irritations.

Under the terms of the Purchase Agreement, the purchase price paid to the Sellers was an aggregate of \$375 thousand (the “Sports Defense Purchase Price”) which was paid by the Company through the issuance of an aggregate of 9,375,000 shares of the Company’s common stock, par value \$0.001 (the “Shares”), which equates to a per share purchase price of \$0.04. The Shares are “restricted securities” as such term is defined by Rule 144 promulgated under the Securities Act of 1933, as amended.

Adam Levy, the Company’s Chief Executive Officer and Chief Financial Officer, and Nachum Stein, a member of the Company’s Board of Directors (the “Board”), were each members of Sport Defense and part of the Sellers. Mr. Levy received 1,546,875 of the Shares and Mr. Stein received 3,187,500 of the Shares. Due to the potential conflict of interest that existed because of Messrs. Levy and Stein’s partial ownership of Sport Defense, the Board obtained an independent investment bank to prepare a valuation report with respect to Sport Defense. This valuation report supported the Sports Defense Purchase Price. Also, Mr. Stein recused himself from the vote of the Board regarding the approval to purchase Sport Defense.

The Purchase Agreement and the Sport Defense acquisition were not subject to approval by the shareholders of the Company. The Purchase Agreement contained minimal representations and warranties regarding Sport Defense and certain limited representations and warranties regarding the Company and the Sellers.

The fair value of the purchase consideration issued to the Seller was allocated to the net tangible assets acquired. The Company accounted for the Sports Defense acquisition as the purchase of a business under GAAP under the acquisition method of accounting, and the assets and liabilities acquired were recorded as of the acquisition date, at their respective fair values and consolidated with those of the Company. The fair value of the net assets acquired was approximately \$375 thousand. The excess of the aggregate fair value of the net tangible assets has been allocated to goodwill.

The table below shows an analysis for the Sports Defense acquisition:

Purchase Consideration at preliminary fair value:	
Purchase price	\$ 375
Amount of consideration	<u>\$ 375</u>
Assets acquired and liabilities assumed at preliminary fair value	
Inventories	21
Product/Technology related intangibles	31
Marketing related intangibles	8
Customer related intangibles	17
Accounts payable and accrued expenses	(13)
Other liabilities	-
Net tangible assets acquired	<u>\$ 64</u>
Total net assets acquired	\$ 64
Consideration paid	375
Preliminary goodwill	<u>\$ 311</u>

Interest in Joint Venture – CGN

On March 1, 2023, the Company acquired a 50% interest in the JV (see Note 1). The JV is owned 50% by the Company and 50% by CG Labs. CG Labs contributed its existing converting and packaging division to the JV, including, but not limited to, its facilities, equipment, employees, and customers. The Company will contribute \$500,000 to the JV, on a schedule to be determined, to be used for equipment and facility upgrades as well as general corporate purposes for the JV.

The JV is considered to be a VIE and we have consolidated the JV because we believe we are the primary beneficiary because we meet the Power and the Economics Criteria, as laid out in ASC 323.

The Company recorded assets acquired and liabilities assumed in connection with the formation of the JV based on their estimated fair values as of the March 1, 2023. The purchase price allocation is as follow (\$ in thousands):

Purchase consideration at fair value:	
Cash contributed by the Company	\$ 500
Noncontrolling interest portion of CG Labs contributed business	500
Consideration Paid	<u>\$ 1,000</u>
Assets acquired and liabilities assumed at fair value	
Cash contributed by the Company	500
Fixed assets	213
Product/technology related intangibles	217
Marketing related intangibles	70
Net tangible assets acquired	<u>\$ 1,000</u>

Interest in Joint Venture – Enigma

On January 6, 2023, the Company acquired a 50% interest in a newly formed JV (“Enigma”) to pursue branded consumer product retail opportunities and the development of new patch products. The JV agreement is effective January 6, 2023. As a result of this transaction, the Company owns 50% of the JV, with the remaining 50% held by Moiety. As of September 30, 2024, the Company has contributed \$20 thousand and \$37 thousand has been contributed by the non-controlling interest portion of Enigma contributed business.

The JV is considered to be a VIE and we have consolidated the JV because we believe we are the primary beneficiary because we meet the Power and the Economics Criteria, as laid out in ASC 323.

The allocation of the purchase price to identifiable assets is based on the preliminary valuations performed to determine the fair value of the net assets as of the acquisition date. The measurement period for the valuation of net assets acquired ends as soon as information on the facts and circumstances that existed as of the acquisition dates becomes available, but not to exceed 12 months following the acquisition date. Adjustments in purchase price allocations may require a change in the amounts allocated to net assets acquired during the periods in which the adjustments are determined.

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The unaudited pro-forma condensed consolidated results of operations are presented for information purposes only. The unaudited pro-forma condensed consolidated results of operations are not intended to present actual results that would have been attained had the Kenkoderm and Silly George acquisitions and the CGN JV and Enigma JV been completed as of January 1, 2023 or to project potential operating results as of any future date or for any future periods (\$ in thousands except share and per share amounts):

	September 30, 2024	September 30, 2023
Revenues, net	\$ 3,280	\$ 6,638
Net loss allocable to common shareholders	\$ (1,780)	\$ (895)
Net loss per share	\$ (0.28)	\$ (0.16)
Weighted average number of shares outstanding	6,274,221	5,744,873

6. Operating Leases

The Company has an operating lease for a commercial manufacturing facility and administrative offices located in Langhorne, Pennsylvania that runs through January 2031. There are two options that can extend the lease term for five years each. The exercise of the lease options to renew is solely at the Company’s discretion.

The Company also has a sublease for office and manufacturing space in Granbury, Texas that runs through February 2028. There is an option that can extend the lease term for an additional five years through February 2033. The exercise of the lease options to renew is solely at the Company’s discretion.

The following table presents information about the amount and timing of the liability arising from the Company’s operating lease as of September 30, 2024 (\$ in thousands):

Maturity of Lease Liability	Operating Lease Liabilities
2024 (Remainder of year)	\$ 61
2025	245
2026	301
2027	315
2028	324
Thereafter	791
Total undiscounted operating lease payments	2,037
Less: Imputed interest	(214)
Present value of operating lease liabilities	<u>\$ 1,823</u>
Weighted average remaining lease term	6.8 years
Weighted average discount rate	3.0%

Total operating lease expense for the nine months ended September 30, 2024 and 2023, was \$183 thousand and \$197 thousand, respectively, and is recorded in cost of goods sold and selling, general and administrative expenses in the accompanying condensed consolidated statements of operations.

Supplemental cash flows information related to leases was as follows:

	September 30, 2024
Cash paid for amounts included in the measurement of lease liability (\$ in thousands):	
Operating cash flows from operating lease	\$ 214

[Table of Contents](#)**7. Financing Lease**

In February 2024, the CGN JV entered into a lease agreement for certain equipment under separate non-cancelable equipment loan and security agreements. The agreement matures in January 2030. The agreements require monthly payments of principal and interest through maturity and are secured by the assets under the lease. As of September 30, 2024, \$417 thousand is included in the property and equipment on the balance sheet. The weighted average interest rate was 9.1% at September 30, 2024.

The following table presents information about the amount and timing of the liability arising from the Company's financing lease as of September 30, 2024 (\$ in thousands):

Maturity of Lease Liability	Financing Lease Liability
2024 (Remainder of year)	\$ 22
2025	90
2026	90
2027	91
2028	91
Thereafter	98
Total undiscounted financing lease payments	482
Less: Imputed interest	(101)
Present value of financing lease liability	<u>\$ 381</u>
Weighted average remaining lease term	5.3 years
Weighted average discount rate	9.1%

8. Inventory

Inventory consists of the following (\$ in thousands):

	September 30, 2024	December 31, 2023
Raw materials	\$ 1,006	\$ 899
Work-in-progress	76	12
Finished goods	696	408
	<u>1,778</u>	<u>1,319</u>
Less: Inventory reserve for excess and slow moving inventory	-	-
Total	<u>\$ 1,778</u>	<u>\$ 1,319</u>

Inventory is maintained at the Company's warehouses and at fulfillment centers owned by Amazon, Walmart and CVS. The Company builds its contract manufacturing products based on customer orders and immediately ships the products upon completion of the production process.

9. Property and Equipment, Net

Property and equipment consist of the following (\$ in thousands):

	Useful Life (Years)	September 30, 2024	December 31, 2023
Machinery and equipment	3 - 10	\$ 1,468	\$ 1,280
Office furniture and equipment	3 - 10	184	139
Leasehold improvements	6	459	419
Construction in progress	N/A	951	387
		<u>3,062</u>	<u>2,225</u>
Less: accumulated depreciation and amortization		(843)	(726)
Property and equipment, net		<u>\$ 2,219</u>	<u>\$ 1,499</u>

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Depreciation expense for the nine months ended September 30, 2024 and 2023 was \$240 and \$95, respectively.

10. Intangible Assets

The following provides a breakdown of identifiable intangible assets as of September 30, 2024 and December 31, 2023 (\$ in thousands):

	Useful Life (Years)	September 30, 2024	December 31, 2023
Product/Technology Related			
Identifiable intangible assets, gross	3	\$ 325	\$ 325
Accumulated amortization		(166)	(98)
Product/technology related identifiable intangible assets, net		<u>159</u>	<u>227</u>
Marketing Related			
Customer related intangible asset, gross	10	17	17
Tradename related intangible asset, gross	4	113	113
Trademark related intangibles	Indefinite	600	-
Accumulated amortization		(50)	(31)

Marketing related identifiable intangible assets, net	680	99
Total identifiable intangible assets, net	\$ 839	\$ 326

In connection with the May 29, 2020 acquisition of Sports Defense, the Company identified intangible assets of \$55 thousand representing technology related and customer related intangibles.

In connection with the March 1, 2023 CGN JV, the Company identified intangible assets of \$287 thousand representing technology related and customer related intangibles.

In connection with the December 1, 2023 acquisition of Kenkoderm, the Company identified intangible assets of \$113 thousand representing technology related and customer related intangibles.

In connection with the May 15, 2024 acquisition of Silly George, the Company identified intangible assets of \$600 thousand representing trademark related intangibles with indefinite lives.

Intangible assets with indefinite lives are tested for impairment within one year of the acquisition date or annually as of December 31, and whenever indicators of impairment exist.

These assets are being amortized on a straight-line basis over their weighted average estimated useful life of 2.2 years and amortization expense amounted to \$88 thousand and \$4 thousand for the nine months ended September 30, 2024 and 2023, respectively.

As of September 30, 2024, the estimated annual amortization expense for each of the next five fiscal years is as follows (\$ in thousands):

2024 (remainder of the year)	\$ 32
2025	126
2026	64
2027	13
2028	2
Thereafter	2
Subtotal	239
Indefinite lived intangible assets (subject to impairment analysis)	600
Total	\$ 839

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11. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following (\$ in thousands):

	September 30, 2024	December 31, 2023
Salaries, benefits, and incentive compensation	\$ 130	\$ 61
Margin line of credit	345	245
Other	134	92
Total accrued expenses and other current liabilities	\$ 609	\$ 398

12. Common Stock

At September 30, 2024, the Company has reserved common stock for issuance in relation to the following:

Share-based compensation plan	704,708
Warrants to purchase common stock	4,356,629
Restricted stock units	97,596

On August 8, 2024, the Company entered into subscription agreements with investors and certain members of its board of directors and management for the sale by the Company of an aggregate of 222,000 units at a price to the public of \$5.00 per unit (the "August Financing"), with each unit consisting of two shares of the Company's common stock and a warrant to purchase one share of common stock at an exercise price of \$4.25 per share (the "August Warrants"). The closing of the August Offering occurred August 23, 2024 (the "August Closing Date"). On the August Closing Date, the Company issued 444,000 shares of common stock and issued August Warrants to purchase up to 222,000 shares of common stock.

Subject to certain ownership limitations, each of the August Warrants will become exercisable on the August Closing Date and will expire five years after the August Closing Date. The August Warrants may only be exercised on a cashless basis if there is no registration statement registering, or the prospectus contained in the registration statement is not available for, the issuance or resale of shares of common stock underlying the August Warrants to or by the holder. The holder of an August Warrant is prohibited from exercising of any such warrants to the extent that such exercise would result in the number of shares of common stock beneficially owned by such holder and its affiliates exceeding 4.99% of the total number of shares of common stock outstanding immediately after giving effect to the exercise, which percentage may be increased or decreased at the holder's election not to exceed 9.99%.

The net proceeds to the Company from the August Offering were approximately \$1.1 million, after deducting the placement agent's fees and other estimated offering expenses payable by the Company. The Company has and intends to continue to use the net proceeds from the August Offering for working capital and for general corporate purposes.

The Company retained Alere Financial Partners, LLC (a division of Cova Capital Partners, LLC) to act as the placement agent (the "August Placement Agent") for the August Offering. The Company agreed to pay the August Placement Agent a cash fee of 8% of the aggregate gross proceeds in the August Offering received from non-affiliates of the Company and 4% of the aggregate gross proceeds in the August Offering received from affiliates of the Company. Additionally, and upon the closing of the August Offering, the Company agreed to issue to the August Placement Agent warrants exercisable for a period of five years to purchase up to 8% of the number of shares sold in August Offering, or up to 33,360 shares, at a per share exercise price of \$4.25.

On June 6, 2024, Company issued 5,000 common shares to a consultant valued at \$9 thousand.

On February 15, 2024, the Company entered into subscription agreements with investors and certain members of its board of directors and management for the sale by the Company of an aggregate of 242,891 units at a price to the public of \$4.22 per unit (the “February Offering”), with each unit consisting of two shares of the Company’s common stock and a warrant to purchase one share of common stock at an exercise price of \$4.00 per share (the “February Warrants”). The closing of the February Offering occurred on March 1, 2024 (the “February Closing Date”). On the February Closing Date, the Company issued 485,782 shares of common stock and issued February Warrants to purchase up to 242,891 shares of common stock.

Subject to certain ownership limitations, each of the February Warrants became exercisable on the February Closing Date and will expire five years after the February Closing Date. The warrants may only be exercised on a cashless basis if there is no registration statement registering, or the prospectus contained in the registration statement is not available for, the issuance or resale of shares of common stock underlying the warrants to or by the holder. The holder of a warrant is prohibited from exercising of any such warrants to the extent that such exercise would result in the number of shares of common stock beneficially owned by such holder and its affiliates exceeding 4.99% of the total number of shares of common stock outstanding immediately after giving effect to the exercise, which percentage may be increased or decreased at the holder’s election not to exceed 9.99%.

The net proceeds to the Company from the February Offering were \$0.9 million, after deducting the placement agent’s fees and other estimated offering expenses payable by the Company, and excluding the proceeds, if any, from the exercise of the warrants. The Company has and intends to continue to use the net proceeds from the February Offering RDO for working capital and for general corporate purposes.

The Company retained Alere Financial Partners, LLC (A division of Cova Capital Partners, LLC) (the “February Placement Agent”) to act as the placement agent for the February Offering. The Company paid the February Placement Agent a cash fee of 6% of the aggregate gross proceeds in the February Offering received from non-affiliates of the Company and 3% of the aggregate gross proceeds in the February Offering received from affiliates of the Company. Additionally, on the February Closing Date, the Company issued to the February Placement Agent warrants exercisable for a period of five years to purchase up to 6% of the number of shares sold in this offering, or up to 27,725 shares, at a per share exercise price of \$4.00.

13. Share-based Compensation

The 2019 Plan provides for the granting of incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights (“SARs”), restricted stock units, performance awards, dividend equivalent rights and other awards, which may be granted singly, in combination, or in tandem, and which may be paid in cash, shares of common stock of the Company or a combination of cash and shares of common stock of the Company. The Company initially reserved a total of 57,143 shares of the Company’s common stock for awards under the 2019 Plan. Effective as of May 26, 2020 and May 3, 2021, respectively, the Board approved an increase of the number of authorized shares of common stock reserved under the 2019 Plan from 57,143 shares of common stock to 485,715 and from 485,715 shares of common stock to 571,429 shares of common stock, all of which may be delivered pursuant to incentive stock options.

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On March 23, 2023, the Board approved an additional 300,000 shares of common stock to be reserved under the 2019 Plan, such that total of number of shares underlying the Plan is 871,429 of which 827,379 shares have already been awarded or exercised. Subject to adjustments pursuant to the 2019 Plan, the maximum number of shares of common stock with respect to which stock options or SARs may be granted to an executive officer during any calendar year is 14,286 shares of common stock.

The following table contains information about the 2019 Plan as of September 30, 2024:

	Awards Reserved for Issuance	Awards Issued & Outstanding	Awards Exercised	Awards Available for Grant
2019 Plan ⁽¹⁾	871,429	779,452	47,927	44,050
Awards issued in excess of 2019 Plan ⁽²⁾	-	70,623	48,401	-

(1) Includes incentive stock options and restricted stock units discussed below.

(2) Includes shares of restricted common stock granted outside of the 2019 Plan to our Chief Executive Officer, Adam Levy.

Incentive stock options

The following table summarizes the Company’s incentive stock option activity and related information for the period ended September 30, 2024:

	Number of Options	Weighted Average Exercise Price	Weighted Average Contractual Term in Years
Outstanding at January 1, 2024	560,650	\$ 2.350742	7.95
Granted	172,000	2.683140	10.00
Exercised	(6,823)	1.40	—
Forfeited	—	—	—
Cancelled	(7,463)	1.40	—
Expired	(14,286)	5.25	—
Outstanding at September 30, 2024	704,708	\$ 2.392407	7.45
Exercisable at September 30, 2024	444,078	\$ 1.821620	6.84

As of September 30, 2024 and 2023, vested outstanding stock options had \$428 thousand and \$282 thousand of intrinsic value as the exercise price is greater than the estimated fair value of the underlying common stock, respectively. As of September 30, 2024, there were \$255 thousand of unrecognized share-based compensation related to unvested stock options, excluding options fully contingent upon certain sales-based milestones being achieved within 18 to 36 months of commercial release.

Restrictive stock awards

Effective as of January 1, 2024, the Company granted an aggregated restricted stock award of 22,222 shares of the Company’s common stock to Adam Levy for his service as our Chief Executive Officer pursuant to the terms of his Executive Employment Agreement dated December 31, 2023. The shares vest monthly from April 1, 2024 through December 31, 2024. Under ASC 718, Compensation—Stock Compensation, the Company has measured the value of the 22,222 shares granted based on the closing price of the Company’s stock at the grant date of the RSU Grant (\$2.25 per share).

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	Number of Units	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2024	64,562	\$ 1.82
Granted	57,972	2.46
Exercised and converted to common shares	(23,188)	2.03
Forfeited	(1,750)	1.82
Outstanding at September 30, 2024	97,596	\$ 2.13
Exercisable at September 30, 2024	33,890	\$ 2.17

Compensation expense will be recognized ratably over the total vesting schedule. The Company will periodically adjust the cumulative compensation expense for forfeited awards. Stock based compensation of \$271 thousand and \$120 thousand has been recorded for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, there was \$53 thousand unrecognized share-based compensation related to unvested RSUs, which the Company expects to recognize through December 2025.

Warrants

The following table shows a summary of common stock warrants through September 30, 2024:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Term in Years
Outstanding at January 1, 2024 (originally reported)	3,442,904	\$ 5.414793	2.87
Warrants – 2021 IPO ⁽¹⁾	387,750	5.50	2.99
Outstanding at January 1, 2024 (corrected)	3,830,654	5.423418	2.88
Granted	525,973	4.12	5.00
Exercised	—	—	—
Forfeited	—	—	—
Cancelled	—	—	—
Expired	—	—	—
Outstanding at September 30, 2024	4,356,629	\$ 5.266223	2.43
Exercisable at September 30, 2024	4,356,629	\$ 5.266223	2.43

- (1) The warrants outstanding have been corrected to reflect 387,750 additional warrants related to the December 27, 2021 unit offering not previously included in the prior year warrant schedule.

As of September 30, 2024 and 2023, vested outstanding warrants had no intrinsic value as the exercise price is greater than the estimated fair value of the underlying common stock.

14. Notes Payable*CGN JV Notes Payable*

The CGN JV has entered into a \$231 thousand promissory note agreement for certain equipment. The equipment was installed in December 2023. The promissory note has a term of five years beginning on March 13, 2024. The promissory note accrues interest at 8% and requires interest only payments through March 13, 2024 and monthly payments of \$4 thousand thereafter. The principal balance amounted to \$208 thousand and \$231 thousand as of September 30, 2024 and December 31, 2023, respectively.

The CGN JV has entered into a \$237 thousand promissory note agreement for certain equipment. The funding advances of \$153 thousand and \$84 thousand have been issued in February 2024 and December 2023, respectively. The promissory note has a term of five years beginning on March 13, 2024. The promissory note accrues interest at 8% and requires interest only payments through March 13, 2024 and monthly payments of \$5 thousand thereafter. The principal balance amounted to \$218 thousand and \$84 thousand as of September 30, 2024 and December 31, 2023, respectively.

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The Company has entered into a \$13 thousand promissory note agreement for certain leasehold improvements. The leasehold improvements were installed in February 2024. The promissory note has a term of two years beginning on February 11, 2024. The promissory note accrues interest at 0% and requires monthly payments of less than \$1. The principal balance amounted to \$9 thousand as of September 30, 2024.

Economic Injury Disaster Loan

On May 28, 2020, the Company entered into the standard loan documents required for securing a loan (the “EIDL Loan”) from the SBA under its Economic Injury Disaster Loan (“EIDL”) assistance program in light of the impact of the COVID-19 pandemic on the Company’s business. Pursuant to that certain Loan Authorization and Agreement (the “SBA Loan Agreement”), the principal amount of the EIDL Loan is up to \$260,500, with proceeds to be used for working capital purposes. Interest accrues at the rate of 3.75% per annum. Installment payments, including principal and interest, are due monthly beginning May 28, 2021 (twelve months from the date of the SBA Note) in the amount of \$1,270. The balance of principal and interest is payable thirty years from the date of the SBA Note. In connection therewith, the Company received an \$8 thousand advance, which does not have to be repaid. On March 26, 2021, the SBA announced that all EIDL loans issued in 2020 will start repayment 24 months from the date of the SBA Note. The SBA has since extended the repayment start to 30 months from the date of the SBA Note. The Company made its first payment in December 2022. The balances of the principal and accrued interest amounted to \$273 and \$279 thousand as of September 30, 2024 and December 31, 2023, respectively.

The future annual principal amounts and accrued interest to be paid as of September 30, 2024 are as follows:

	Amount
For the year ending December 31 (\$ in thousands):	
2024	\$ 26
2025	96
2026	96
2027	103
2028	111
Thereafter	277
Total	<u>\$ 709</u>

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15. Warrant Liability

On September 2, 2021, March 11, 2021, February 3, 2021, December 24, 2020, March 18, 2020, September 10, 2019, and November 6, 2019, the Company issued 22,019, 34,285, 7,429, 7,286, 44,286, 35,714 and 114,286 warrants, respectively, as equity issuance consideration, in connection with equity offering of the Company's common stock. The warrants entitle the holder to purchase one share of our common stock at an exercise price equal to \$0.49 to \$5.25 per share at any time on or after their issuance date and on or prior to the close of business three years after the issuance date (the "Termination Date"). The Company determined that these warrants are free standing financial instruments that are legally detachable and separately exercisable from the common stock included in the public share offering. Management also determined that the warrants required classification as a liability pursuant to ASC 815, *Derivatives and Hedging*. In accordance with the accounting guidance, the outstanding warrants are recognized as a warrant liability on the balance sheet and are measured at their inception date fair value and subsequently re-measured at each reporting period with changes being recorded as a component of other income (expense) in the condensed consolidated statements of operations.

The warrants outstanding and fair values at each of the respective valuation dates are summarized below:

Warrant Liability	Warrants Outstanding	Fair Value per Share	Fair Value
Fair value as of year ended 12/31/2023	71,019		\$ 146
Change in fair value of warrant liability	-		(37)
Fair value as of year ended 9/30/2024	71,019		\$ 109

The following assumptions were used to calculate the warrant liability for nine months ended September 30, 2024 and 2023:

	2024	2023
Exercise price	\$ 2.80 to \$5.25	\$ 0.49 - \$5.25
Share price	\$ 1.99 - \$2.73	\$ 1.28
Volatility	105.98% - 542.65%	137.02% - 287.87%
Risk-free interest rate	3.58% - 5.09%	3.81% - 4.74%
Dividend yield	0.0%	0.0%
Expected term	1.0 to 5.0 years	0.1 to 3.4 years

The warrant liabilities are considered Level 3 liabilities on the fair value hierarchy as the determination of fair value includes various assumptions about of future activities and the Company's stock prices and historical volatility of Guideline Public Companies as inputs.

16. Commitments and Contingencies

Litigation

The Company may be subject to legal proceedings and claims that arise in the ordinary course of business. Management is not currently aware of any matters that will have a material effect on the condensed consolidated financial position, results of operations, or cash flows of the Company.

Service Agreement

On March 21, 2023, the Company entered into a Services Agreement with GlaxoSmithKline Consumer Healthcare Holdings (US) LLC ("Haleon") to supply material for a consumer product to be developed and released in the future. There can be no guaranty that a consumer product will be released or, if released, that it will be successful.

17. Concentrations of Risk

The Company's revenues are concentrated in a small group of customers with some individually having more than 10% of total revenues.

Revenues from one customer that exceeded 10% of total revenues for the nine months ended September 30, 2024, was 10%. The accounts receivable from the top customer was 25% as well as 10%, 13% and 23% from three other customers of the total accounts receivable as of September 30, 2024.

Revenues from three customers that exceeded 10% of total revenues for the nine months ended September 30, 2023, were 20%, 11% and 10%. The accounts receivable from those top three customers were 0% and 23% and 0% as well as 15%, 18%, and 13% from three other customers of the total accounts receivable as of September 30, 2023.

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash, cash equivalents and marketable securities. Cash balances are maintained principally at major U.S. financial institutions and are insured by the Federal Deposit Insurance Corporation ("FDIC") up to regulatory limits. Such cash balances are currently in excess of the FDIC insurance limit of \$250 thousand. As of September 30, 2024, the Company did not have any balances that exceeded the FDIC insurance limit. The Company has not experienced any credit losses associated with its cash balances in the past. The Company invests its cash equivalents in U.S. treasury bills with original maturities of three months or less.

Marketable securities are comprised of U.S. treasury bills with original maturities greater than three months. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash, cash equivalents, and marketable securities and performs periodic evaluations of the credit standing of such institutions.

18. Related Party Transactions

Advances

Dr. Jerome Zeldis, a member of the Company board of directors, has an outstanding balance due of \$25,000 for services as of December 31, 2023, which is included in accounts payable in the accompanying condensed consolidated balance sheets. The balance was repaid in August 2024.

19. Subsequent Events

Management of the Company has performed a review of events and transactions occurring after the condensed consolidated balance sheet date to determine if there were any such events or transactions requiring adjustment to or disclosure in the accompanying condensed consolidated financial statements, noting no such events or transactions except as set forth below:

On November 11, 2024, the Company entered into subscription agreements with investors and certain members of its board of directors and management for the sale by the Company of an aggregate of 363,636 units at a price to the public of \$5.50 per unit (the “November Financing”), with each unit consisting of two shares of the Company’s common stock and a warrant to purchase one share of common stock at an exercise price of \$4.25 per share (the “November Warrants”). The closing of the November Financing is expected to occur on or about November 13, 2024 (the “November Closing Date”). On or about the November Closing Date, the Company expects to issue 727,272 shares of common stock and issue November Warrants to purchase up to 363,636 shares of common stock

Subject to certain ownership limitations, each of the November Warrants will become exercisable on the November Closing Date and will expire five years after the November Closing Date. The November Warrants may only be exercised on a cashless basis if there is no registration statement registering, or the prospectus contained in the registration statement is not available for, the issuance or resale of shares of common stock underlying the November Warrants to or by the holder. The holder of an November Warrant is prohibited from exercising of any such warrants to the extent that such exercise would result in the number of shares of common stock beneficially owned by such holder and its affiliates exceeding 4.99% of the total number of shares of common stock outstanding immediately after giving effect to the exercise, which percentage may be increased or decreased at the holder’s election not to exceed 9.99%.

Certain members of the Company’s board of directors and management have agreed to purchase an aggregate of 19,659 units in the November Financing. In connection with the November Financing, the members of board of directors and management purchasing units in the November Financing have agreed not to offer, issue, sell, contract to sell, encumber, grant any option for the sale of or otherwise dispose of any of securities relating to the units for a period of 180 days following the date of the prospectus used in the November Financing.

The gross proceeds to the Company from the November Financing are expected to be approximately \$2.0 million, before deducting the placement agent’s fees and other estimated offering expenses payable by the Company, and excluding the proceeds, if any, from the exercise of the November Warrants. The Company intends to use the net proceeds from the November Financing for working capital and for general corporate purposes.

The Company retained Alere Financial Partners, LLC (a division of Cova Capital Partners, LLC) to act as the placement agent (the “November Placement Agent”) for the November Financing. The Company agreed to pay the November Placement Agent a cash fee of 8% of the aggregate gross proceeds in the November Financing received from non-affiliates of the Company and 4% of the aggregate gross proceeds in the November Financing received from affiliates of the Company. Additionally, and upon the closing of the November Financing, the Company agreed to issue to the November Placement Agent warrants exercisable for a period of five years to purchase up to 8% of the number of shares sold in November Financing, or up to 58,182 shares, at a per share exercise price of \$4.25.

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

The following discussion and analysis are intended to help prospective investors understand our business, financial condition, results of operations, liquidity and capital resources. You should read this discussion in conjunction with our condensed consolidated financial statements and related notes thereto included elsewhere in this information statement.

The statements in this discussion regarding industry outlook, expectations regarding our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in “Special Note Regarding Forward-Looking Statements.” Actual results may differ materially from those contained in any forward-looking statements.

The NexGel Financial Statements, discussed below, reflect the NexGel financial condition, results of operations, and cash flows. The financial information discussed below and included in this information statement, however, may not necessarily reflect what the NexGel financial condition, results of operations, or cash flows would have been had NexGel been operated as a separate, independent entity during the years presented, or what the NexGel financial condition, results of operations, and cash flows may be in the future.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements,” which include information relating to future events, future financial performance, strategies, expectations, competitive environment and regulation. Words such as “may,” “should,” “could,” “would,” “predict,” “potential,” “continue,” “expect,” “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” and similar expressions, as well as statements in future tense, identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and may not be accurate indications of when such performance or results will actually be achieved. Forward-looking statements are based on information we have when those statements are made or our management’s good faith belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

- our ability to continue as a going concern;
- inadequate capital;
- inadequate or an inability to raise sufficient capital to execute our business plan;
- our ability to comply with current good manufacturing practices;
- loss or retirement of key executives;

- our plans to make significant additional outlays of working capital before we expect to generate significant revenues and the uncertainty regarding when we will begin to generate significant revenues, if we are able to do so;
- adverse economic conditions and/or intense competition;
- loss of a key customer or supplier;
- entry of new competitors;

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- adverse federal, state and local government regulation;
- technological obsolescence of our manufacturing process and equipment;
- technical problems with our research and products;
- risks of mergers and acquisitions including the time and cost of implementing transactions and the potential failure to achieve expected gains, revenue growth or expense savings;
- price increases for supplies and components; and
- the inability to carry out our business plans.

For a discussion of these and other risks that relate to our business and investing in shares of our common stock, you should carefully review the risks and uncertainties described elsewhere in the Company’s Annual Report on Form 10-K filed with the SEC on April 20, 2024. The forward-looking statements contained in this Quarterly Report on Form 10-Q are expressly qualified in their entirety by this cautionary statement. We do not undertake any obligation to publicly update any forward-looking statement to reflect events or circumstances after the date on which any such statement is made or to reflect the occurrence of unanticipated events.

Overview

From 2019 through November 2023, we only manufactured high water content, electron beam cross-linked, aqueous polymer hydrogels, or gels, used for wound care, medical diagnostics, transdermal drug delivery and cosmetics. We specialize in custom gels by capitalizing on proprietary manufacturing technologies. We have historically served as a contract manufacturer, supplying our gels to third parties who incorporate them into their own products. Beginning in 2020, we created two new lines of business for the company. First, our own line of branded consumer products sold direct to consumers. Second, we expanded into custom and white label opportunities, which focuses on combining our gels with proprietary branded products and white label opportunities. All of our gel products are manufactured using proprietary and non-proprietary mixing, coating and cross-linking technologies. Together, these technologies enable us to produce gels that can satisfy rigid tolerance specifications with respect to a wide range of physical characteristics (e.g., thickness, water content, adherence, absorption, moisture vapor transmission rate [a measure of the passage of water vapor through a substance] and release rate) while maintaining product integrity. Additionally, we have the manufacturing ability to offer broad choices in the selection of liners onto which the gels are coated. Consequently, we and our customers are able to determine tolerances in moisture vapor transmission rate and active ingredient release rates while personalizing color and texture.

On March 1, 2023, the Company acquired a 50% interest in a newly formed JV for its converting and packaging business. The new JV expands the Company’s offerings, allowing it to reach more customers with a variety of gel shapes and sizes. The Company had limited converting and packaging operations in its Langhorne Facility, making a JV to expand capacity an attractive opportunity.

Beginning in December 2023, the Company expanded their product portfolio to include the Kenkoderm brand. Kenkoderm is a skincare line focused on reducing symptoms associated with psoriasis. Kenkoderm products do not utilize our gel technology and are manufactured by third parties. This marks the first time the company expanded its product portfolio to include products unrelated to its core gel technology.

Beginning in May 2024, the Company added the Silly George brand. Silly George is a beauty and cosmetics company focused on eyeliner, fake eyelashes, lash serum and mascara. Similar to Kenkoderm, Silly George products are purchased and resold from third party manufacturers. This second acquisition further expanded the Company’s retail sales presence in products unrelated to its core gel technology.

Joint Ventures

CGN

On March 1, 2023, the Company acquired a 50% interest in its newly formed JV for its converting and packaging business. The JV agreement is effective March 1, 2023. As a result of this transaction, the Company owns 50% of the JV, with the remaining 50% held by CG Labs.

Enigma Health

On January 6, 2023, the Company acquired a 50% interest in its newly formed JV to pursue branded consumer product retail opportunities and the development of new patch products. The JV agreement is effective January 6, 2023. As a result of this transaction, the Company owns 50% of the JV, with the remaining 50% held by Moiety.

Acquisitions

Kenkoderm

On December 1, 2023, we purchased substantially all of the assets of Olympus Trading Company, LLC (the “Kenkoderm Seller”) related to the Seller’s skincare line focused on reducing symptoms associated with psoriasis operating under the tradename “Kenkoderm” (“Kenkoderm acquisition”).

Silly George

On May 15, 2024, the Company purchased substantially all of the assets from Semmens Online Pty Ltd as Trustee for Semmens Business Trust related to the SG Seller’s eyeliner, fake eyelashes, lash serum and mascara business operating under the tradename “Silly George”.

[Table of Contents](#)**Results of Operations**

The following sections discuss and analyze the changes in the significant line items in the accompanying condensed consolidated statements of operations for the comparison periods identified.

Comparison of the Three Months ended September 30, 2024 and 2023 (\$ in thousands)**Revenues, net**

For the three months ended September 30, 2024 revenues were \$2,940 and increased by \$1,719, or 140.8%, when compared to \$1,221 for the three months ended September 30, 2023. The increase in our overall revenues was primarily due to sales growth in our branded consumer products, including gross revenue from Silly George of \$1,373 for the three months ending September 30, 2024, and partially offset by a decrease in contract manufacturing.

The Company has four distinct lines of business; Contract Manufacturing, Custom and White Label, Branded Consumer Products, and Medical Devices.

Contract Manufacturing

Customers order rolls of gel (“rollstock”). The rollstock is shipped to our customers, which they package into finished goods. Historically, this has been the Company’s primary source of revenue.

Custom and White Label

These products often infuse various ingredients into our base gel to develop unique product offerings to satisfy market demand (e.g. aloe infused into the gel for a beauty mask). The rollstock is converted and packaged into saleable units. The finished goods are shipped to the customer, who is ultimately responsible for product distribution. Frequently these products started as development deals, in which the customer paid the company a small fee to develop a specific product. Once completed, the customer places a large order for newly developed product.

Branded Consumer Products

These products are finished goods marketed and sold directly to the customer by the Company through online and retail channels. The Company is responsible for sales, marketing, and distribution. These products carry the Company’s brand names, which include Medagel, Lumagel Beauty, Kenkoderm and Silly George.

Medical Devices/Other

Medical Devices are a hybrid business, combining elements of Custom and White Label and Branded Consumer Products. Medical Devices, which are not yet marketed, are expected to be distributed through strategic partnerships. The Company will manufacture and possibly convert/package the device while the strategic partner brings the product to market. Small market Medical Devices could be launched by the Company, but also be offered to a distributor to reach the full scale of the market.

Other includes freight charged to customers who purchase the Company’s branded consumer products through their Shopify stores.

Gross profit. Our gross profit was \$1,282 thousand for the three months ended September 30, 2024 compared to a gross profit of \$344 thousand for the three months ended September 30, 2023. The increase of \$938 in gross profit quarter over quarter was primarily due to the increase in branded consumer products. Gross profit was 43.6% for the three months ended September 30, 2024 compared to a gross profit of 28.2% for the three months ended September 30, 2023.

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The components of cost of revenues are as follows for the three months ended September 30, 2024 and 2023 (\$ in thousands):

	Three Months Ended September 30,	
	2024	2023
Cost of revenues		
Materials and finished products	\$ 1,250	\$ 593
Share-based compensation	10	11
Compensation and benefits	97	51
Depreciation and amortization	157	32
Equipment, production and other expenses	144	190
Total cost of revenues	\$ 1,658	\$ 877

Cost of revenues increased by \$781, or 89.1%, to \$1,658 for the three months ended September 30, 2024, as compared to \$877 for the three months ended September 30, 2023. The increase in cost of revenues is primarily aligned with sales of branded consumer products, as both Silly George and Kenkoderm were acquired after the comparable 2023 time period.

Selling, general and administrative expenses. The following table highlights Selling, general and administrative expenses by type for the three months ended September 30, 2024 and 2023 (\$ in thousands):

	Three Months Ended September 30,	
	2024	2023
Selling, general and administrative expenses		
Compensation and benefits	\$ 239	\$ 169
Share-based compensation	143	66
Depreciation and amortization	27	5

Advertising, marketing, and Amazon fees	997	178
Investor and shareholder services	47	86
Franchise tax and corporate insurance	38	52
Professional and consulting fees	375	271
Other expenses and professional fees	204	123
Total Selling, general and administrative expenses	<u>\$ 2,070</u>	<u>\$ 950</u>

Selling, general and administrative expenses increased by \$1,120, or 117.9%, to \$2,070 for the three months ended September 30, 2024, as compared to \$950 for the three months ended September 30, 2023. The increase in Selling, general and administrative expenses is primarily attributable to the factors described below.

Compensation and benefits increased by \$70, or 41.4%, to \$239 for the three months ended September 30, 2024, as compared to \$169 for the three months ended September 30, 2023. The number of employees increased compared to the prior period and officer compensation increased in conjunction with contract renewals.

Share-based compensation increased by \$77 or 116.7%, to \$143 for the three months ended September 30, 2024, as compared to \$66 for the three months ended September 30, 2023. The increase related to the issuance of stock options and restricted awards to our officers, employees, board of directors, and advisors.

Advertising, marketing, Amazon fees increased by \$819, or 460.1%, to \$997 for the three months ended September 30, 2024, as compared to \$178 for the three months ended September 30, 2023. The increase is due to the increased Amazon selling fees and an increase in advertising and marketing attributable to promoting Kenkoderm and Silly George.

Investor and shareholder services decreased by \$39 or 45.3%, to \$47 for the three months ended September 30, 2024, as compared to \$86 for the three months ended September 30, 2023. The decrease is due to a net reduction of investor services compared to the prior year period.

Franchise taxes and corporate insurance decreased by \$14, or 26.9%, to \$38 for the three months ended September 30, 2024, as compared to \$52 thousand for the three months ended September 30, 2023. In the prior year period, a non-recurring adjustment resulted in an increase in franchise taxes.

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Professional and consulting fees increased by \$104, or 38.4%, to \$375 for the three months ended September 30, 2024, as compared to \$271 for the three months ended September 30, 2023. We continued to incur accounting and consulting fees associated with public company governance requirements and professional services related to branded consumer products.

Other Expenses increased by \$81, or 65.9%, to \$204 for the three months ended September 30, 2024 from \$123 for the three months ended September 30 2023. Other Selling, general and administrative expenses generally consist of normal costs associated with our selling efforts and general management, including information technology, travel, training and recruiting.

Research and development expenses. Research and development expenses decreased by \$6, or 100%, to \$0 for the three months ended September 30, 2024 from \$6 for the three months ended September 30, 2023. Research and development expenses are related to research costs incurred for potential products for existing or new customers.

Comparison of the Nine Months ended September 30, 2024 and 2023 (in thousands)

Revenues, net

For the nine months ended September 30, 2024, revenues were \$5,647 and increased by \$2,640, or 87.8%, when compared to \$3,007 for the nine months ended September 30, 2023. The increase in our overall revenues was primarily due to sales growth in our branded consumer products, including gross revenue from Silly George of \$1,753 from May 15, 2024 through September 30, 2024, and partially offset by a decrease in contract manufacturing.

Gross profit. Our gross profit was \$1,969 for the nine months ended September 30, 2024, compared to a gross profit of \$461 for the nine months ended September 30, 2023. The increase of \$1,508 in gross profit recorded for the nine months ended September 30, 2024, as compared to the nine months ended September 30, 2023, was primarily due to increase in branded consumer products. Gross profit was approximately 34.9% for the nine months ended September 30, 2024, compared to a gross profit of 15.3% for the nine months ended September 30, 2023.

The components of cost of revenues are as follows for the nine months ended September 30, 2024 and 2023 (\$ in thousands):

	Nine Months Ended September 30,	
	2024	2023
Cost of revenues		
Materials and finished products	\$ 2,537	\$ 1,542
Share based compensation	15	11
Compensation and benefits	432	385
Depreciation and amortization	218	73
Equipment, production, and other expenses	476	535
Total cost of revenues	<u>\$ 3,678</u>	<u>\$ 2,546</u>

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Cost of revenues increased by \$1,132, or 44.5%, to \$3,678 for the nine months ended September 30, 2024, as compared to \$2,546 for the nine months ended September 30, 2023. The increase in cost of revenues pertains to an increase in materials and finished products. The increase in cost of revenues is primarily aligned with sales of branded consumer products, as both Silly George and Kenkoderm were acquired after the comparable 2023 time period.

Selling, general, and administrative expenses. The following table highlights selling, general, and administrative expenses by type for the nine months ended September 30, 2024 and 2023 (\$ in thousands):

Nine Months Ended
September 30,

	2024	2023
Selling, general, and administrative expenses		
Compensation and benefits	\$ 743	\$ 490
Share-based compensation	246	109
Depreciation and amortization	110	32
Advertising, marketing, and Amazon fees	1,693	438
Investor and shareholder services	197	323
Franchise tax and corporate insurance	118	174
Professional and consulting fees	1,140	823
Other expenses	357	240
Total selling, general and administrative expenses	<u>\$ 4,604</u>	<u>\$ 2,629</u>

Selling, general, and administrative expenses increased by \$1,975 or 75.1%, to \$4,604 for the nine months ended September 30, 2024, as compared to \$2,629 for the nine months ended September 30, 2023. The increase in selling, general, and administrative expenses is primarily attributable to increased Advertising, marketing and Amazon fees, which directly correlates to our growth in branded consumer products.

Compensation and benefits increased by \$253, or 51.6%, to \$743 for the nine months ended September 30, 2024, as compared to \$490 for the nine months ended September 30, 2023. The number of employees increased compared to the prior period and officer compensation increased in conjunction with contract renewals.

Share-based compensation increased by \$137, or 125.7%, to \$246 for the nine months ended September 30, 2024, as compared to \$109 for the nine months ended September 30, 2023. The increase related to the issuance of stock options and restricted awards to our officers, employees, board of directors, and advisors.

Advertising, marketing, Amazon fees increased by \$1,255 or 286.5%, to \$1,693 for the nine months ended September 30, 2024, as compared to \$438 for the nine months ended September 30, 2023. The increase is due to the increased Amazon selling fees and increase in advertising and marketing attributable to promoting Kenkoderm and Silly George.

Investor and shareholder services decreased by \$126 or 39.0%, to \$197 for the nine months ended September 30, 2024, compared to \$323 for the nine months ended September 30, 2023. The decrease is due to a net reduction of investor services compared to the prior year period.

Franchise taxes and corporate insurance decreased by \$56 or 32.2%, to \$118 for the nine months ended September 30, 2024, as compared to \$174 for the nine months ended September 30, 2023. In the prior year period, a non-recurring adjustment resulted in an increase in franchise taxes.

Professional and consulting fees increased by \$317 or 38.5% to \$1,140 for the nine months ended September 30, 2024, as compared to \$823 for the nine months ended September 30, 2023. We continued to incur accounting and consulting fees associated with public company governance requirements and professional services related to branded consumer products.

Other expenses increased by \$117, or 48.8%, to \$357 for the nine months ended September 30, 2024 from \$240 for the nine months ended September 30, 2023. Other Selling, general and administrative expenses generally consist of normal costs associated with our selling efforts and general management, including information technology, travel, training and recruiting.

Research and development expenses. Research and development expenses decreased by \$12, or 13.3% to \$78 for the nine months ended September 30, 2024 from \$90 for the nine months ended September 30, 2023. Research and development expenses are related to research costs incurred for potential products for existing or new customers.

Liquidity and Capital Resources

Cash Flow (in thousands)

	September 30, 2024	September 30, 2023
Net cash used in operating activities	\$ (3,008)	\$ (2,649)
Net cash provided by (used in) investing activities	(712)	4,729
Net cash provided by financing activities	2,079	85
Net increase (decrease) in cash and cash equivalents	(1,641)	2,165
Cash and cash equivalents at beginning of year	2,700	1,101
Cash and cash equivalent at end of quarter	<u>\$ 1,059</u>	<u>\$ 3,266</u>

As of September 30, 2024, we had \$1,059 of cash and cash equivalents, compared to \$2,700 of cash and cash equivalents at December 31, 2023. Net cash used in operating activities was \$3,008 and \$2,649 for the nine months ended September 30, 2024 and 2023, respectively.

Net cash used in investing activities was \$712 and net cash provided by investing activities was \$4,729 for the nine months ended September 30, 2024 and 2023, respectively, consisting of the sales of marketable securities of \$62, the purchase of capital equipment of \$374 and the Silly George acquisition of \$400 for nine months ended September 30, 2024 and consisting of the sales of marketable securities of \$5,340 and purchases of capital equipment of \$611 for nine months ended September 30, 2023.

Net cash provided by financing activities for the nine months ended September 30, 2024 was \$2,079 consisting of net proceeds from the February Offering and August Offering of \$1,950, an investment of \$37 by a joint venture partner, and from the margin line of credit of \$345, offset by principal payments of notes payable of \$36, a change in contingent consideration liability of \$164, and by principal payment on financing lease liability of \$53. Net cash used in financing activities for the nine months ended September 30, 2023 was attributable to the proceeds from the margin line of credit of \$89 thousand and principal payments of notes payable and convertible notes of \$4.

At September 30, 2024, current assets totaled \$4,610 and current liabilities totaled \$3,048 as compared to current assets totaling \$5,052 and current liabilities totaling \$2,549 at December 31, 2023. As a result, we had working capital of \$1,562 at September 30, 2024, compared to a working capital of \$2,503 at December 31, 2023. The change in the working capital as of September 30, 2024 is primarily attributable to the loss from operations of \$2,713, cash paid for asset acquisition of \$400, capital expenditures of \$374, offset by net proceeds of \$1,950 from the February Offering and August Offering.

We have never declared or paid any cash dividends on our common stock. For the foreseeable future, we anticipate that all available funds and any earnings generated in our business will be used to finance the growth of our business and will not be paid out as dividends to our shareholders. Any future determination related to our dividend policy

will be made at the discretion of our Board of Directors and will depend upon, among other factors, our results of operations, financial condition, capital requirements, contractual restrictions, business prospects and other factors our Board of Directors may deem relevant.

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Management is exploring new product channel sales in consumer products, such as cosmetics, athletic products, and proprietary medical devices. The Company has increased its focus on sales and developing a sales pipeline for potential customers. This customer base expansion will enable us to provide financial stability for the foreseeable future, expand our current processes, and position us for long-term shareholder value creation.

Our recent capital raise expected to close on or about November 13, 2024 provides working capital necessary to continue our strategic objectives (discussed further within Note 19). We intend to maintain and attempt to grow our existing contract manufacturing business. We also plan to continue building and developing our catalogue of consumer products for sale to branding partners and to use our in-house capabilities to create and test market additional branded products. These products will be target marketed and sold online through social media, television and online marketplaces. Furthermore, the Company plans to develop its own proprietary medical devices and explore drug delivery programs for its technology. Additionally, the Company continues to evaluate strategic initiatives (e.g., acquisitions) and additional capital raises through debt or equity may be necessary to achieve these objectives.

We expect to continue incurring losses for the near-term future. Our ability to continue to operate as a going concern in the long term is dependent upon our ability to manage and grow our current products and to ultimately achieve profitable operations. Management may consider various options to raise capital to fund potential acquisitions through equity or debt offerings. There can be no assurances, however, that management will be able to obtain sufficient additional funds, if needed, or that such funds, if available, will be obtained on terms satisfactory to us. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should we be unable to continue as a going concern.

Additionally, it is reasonably possible that estimates made in the financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions, including the recoverability of long-lived assets.

Off Balance Sheet Arrangements

As of September 30, 2024, we had no off-balance sheet arrangements in the nature of guarantee contracts, retained or contingent interests in assets transferred to entities (or similar arrangements serving as credit, liquidity or market risk support to entities for any such assets), or obligations (including contingent obligations) arising out of variable interests in entities providing financing, liquidity, market risk or credit risk support to us, or that engage in leasing, hedging or research and development services with us.

Critical Accounting Policies and Estimates

The preparation of our accompanying condensed consolidated financial statements in accordance with generally accepted accounting principles is based on the selection and application of accounting policies that require us to make significant estimates and assumptions about the effects of matters that are inherently uncertain. We consider the accounting policies discussed below to be critical to the understanding of our Financial Statements. Actual results could differ from our estimates and assumptions, and any such differences could be material to our Financial Statements.

Share-based compensation – We utilize share-based compensation in the form of incentive stock options. The fair values of incentive stock option award grants are estimated as of the date of grant using a Black-Scholes option valuation model. Compensation expense is recognized in the statements of operations on a straight-line basis over the requisite service period, which is generally the vesting period required to obtain full vesting. The expected term of the awards granted is estimated using the simplified method which computes the expected term as the sum of the award’s vesting term plus the original contractual term divided by two.

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Warrant Liability – Warrants to purchase common stock were issued in connection with equity financing raises which occurred during 2019 through 2024. The fair values of the warrants are estimated as of the date of issuance and again at each year end using a Black-Scholes option valuation model. At issuance, the fair value of the warrant is recognized as an equity issuance cost within additional paid-in-capital. Fair value adjustments to the warrant liability are recognized in other income (expense) in the statements of operations. The expected term of the awards granted are based on either the three-year or five-year contractual expiration date.

Black Scholes Inputs - The fair value of each stock option award and warrant issued was estimated on the date of grant using a Black-Scholes option-valuation model, which requires management to make certain assumptions regarding: (i) fair value of the common stock that underlies the stock option; (ii) the expected volatility in the market price of our common stock; (iii) dividend yield; (iv) risk-free interest rates; and (iv) the period of time employees are expected to hold the award prior to exercise (referred to as the expected term). Under the Black-Scholes option-valuation model, entities typically estimate the expected volatility based on historical volatilities of the entity’s own common stock. Based on the lack of historical data of volatility for the Company’s common stock, the Company based its estimate of expected volatility on a weighted average of the historical volatility of comparable public companies that manufacture similar products and are similar in size, stage of life cycle, and financial leverage. The fair value of the common stock that underlies the stock option is estimated by the Company considering the price of the most recent issuance of the Company’s common stock. The dividend yield is based upon the assumption that the Company will not declare a dividend over the life of the options. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for bonds with maturities consistent with the expected term of the related award.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures.

As of September 30, 2024, we conducted an evaluation of the effectiveness of our “disclosure controls and procedures” (“Disclosure Controls”), as defined by Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended. The Disclosure Controls evaluation was done under the supervision and with the participation of management, including our chief executive officer and chief financial officer. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon this evaluation, our chief executive officer and chief financial officer have concluded that our Disclosure Controls were effective as of September, 2024 at a reasonable level of assurance.

Changes in Internal Control over Financial Reporting

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

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PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims.

There are no material proceedings in which any of our directors, officers or affiliates or any registered or beneficial shareholder of more than 5% of our common stock is an adverse party or has a material interest adverse to our interest

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this quarterly report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our 2023 Annual Report on Form 10-K, which could materially affect our business, financial condition or future results. There have been no material changes during fiscal 2024 to the risk factors that were included in the Form 10-K.

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

(a) Sales of Unregistered Securities during the nine months ended September 30, 2024

The Company did not sell any unregistered securities during the nine months ended September 30, 2024.

(b) Issuer Repurchases of Securities during the six months ended September 30, 2024

The Company did not repurchase any of its securities during the nine months ended September 30, 2024.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Plans

During the quarter ended September 30, 2024, the officers and directors listed below adopted, modified, or terminated trading plans intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

On September 23, 2024, Scott R. Henry, a member of our board of directors, entered into a trading plan that provides for the sale of an aggregate of up to 21,000 shares of our common stock. The plan will terminate on September 20, 2025, subject to early termination for certain specified events set forth in the plan.

On September 24, 2024, Adam R. Levy, our Chief Executive Officer and a member of our board of directors, entered into a trading plan that provides for the sale of an aggregate of up to 32,000 shares of our common stock. The plan will terminate on September 24, 2025, subject to early termination for certain specified events set forth in the plan.

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ITEM 6. EXHIBITS

See “Index to Exhibits” for a description of our exhibits.

Index to Exhibits

Exhibit No.	Description
3.1	Certificate of Incorporation of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.1 to Form S-1, filed with the SEC on January 9, 2019).
3.2	Certificate of Amendment to Certificate of Incorporation of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.2 to Form S-1, filed with the SEC on January 9, 2019).
3.3	Amended and Restated Certificate of Incorporation of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.3 to Amendment No. 1 to Form S-1, filed with the SEC on March 11, 2019).
3.4	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the SEC on November 14, 2019).
3.5	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of NexGel, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the SEC on May 29, 2020).
3.6	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of NexGel, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the SEC on August 2, 2021).
3.7	Amended and Restated Bylaws of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.5 to Amendment No. 1 to Form S-1, filed with the SEC on March 11, 2019).
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

- 31.2* [Certification of Chief Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.](#)
32.1* [Certification of Chief Executive Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
32.2* [Certification of Chief Financial Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
101* The following materials from the Company's Quarterly Report on Form 10-Q for the fiscal quarter September 30, 2024, formatted in iXBRL (Inline eXtensible Business Reporting Language), (i) Balance Sheets, (ii) Statements of Operations, (iii) Statements of Stockholders' Equity, (iv) Statements of Cash Flows, and (v) Notes to the Financial Statements.
104* Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit).

* Filed herewith.

** Certain exhibits and schedules have been omitted and the Company agrees to furnish supplementary to the Securities and Exchange Commission a copy of any omitted exhibits upon request.

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SIGNATURES

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

NEXGEL, INC.

Date: November 13, 2024

By: /s/ Adam Levy
Name: Adam Levy
Title: Chief Executive Officer
(Principal Executive Officer)

By: /s/ Adam E. Drapczuk III
Name: Adam E. Drapczuk III
Title: Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(A) AND 15d-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Adam Levy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NexGel, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its 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 13, 2024

By: /s/ Adam Levy
Adam Levy
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(A) AND 15d-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Adam E. Drapczuk III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NexGel, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its 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 13, 2024

By: /s/ Adam E. Drapczuk III
Adam E. Drapczuk III
Chief Financial Officer
(Principal Financial Officer)

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

This certification is furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and accompanies the Quarterly Report on Form 10-Q (the "Form 10-Q") for the nine months ended September 30, 2024, of NexGel, Inc. (the "Company"). I, Adam Levy, the Chief Executive Officer and Principal Executive Officer of the Company, certify that, based on my knowledge:

- (1) The Form 10-Q fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in this report.

Date: November 13, 2024

By: /s/ Adam Levy

Name: Adam Levy

Title: Chief Executive Officer

(Principal Executive Officer)

The foregoing certification is being furnished as an exhibit to the Form 10-Q pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-Q for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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

This certification is furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and accompanies the Quarterly Report on Form 10-Q (the "Form 10-Q") for the nine months ended September 30, 2024 of NexGel, Inc. (the "Company"). I, Adam E. Drapczuk III, the Chief Financial Officer and Principal Financial Officer of the Company, certify that, based on my knowledge:

- (1) The Form 10-Q fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in this report.

Date: November 13, 2024

By: /s/ Adam E. Drapczuk III

Name: Adam E. Drapczuk III

Title: Chief Financial Officer
(Principal Financial Officer)

The foregoing certification is being furnished as an exhibit to the Form 10-Q pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-Q for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.
