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

FORM 10-Q

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

For the quarterly period ended December 31, 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 001-35023

iBio, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**26-2797813**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
11750 Sorrento Valley Road, Suite 200, San Diego, CA	**92121**
(Address of principal executive offices)	(Zip Code)

(979) 446-0027
(Registrant's telephone number, including area code)

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

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock	IBIO	NYSE American

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

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

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

Large accelerated Filer ☐	Accelerated Filer ☐
Non-accelerated Filer ☒	Smaller reporting company ☒
	Emerging growth company ☐

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

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

Shares of Common Stock outstanding as of February 7, 2025: 9,874,676

iBio, Inc.

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PART I - FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (Unaudited).

iBio, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(In thousands, except share and per share amounts)

	December 31, 2024 (Unaudited)	June 30, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 7,015	$ 14,210
Subscription receivable	13	—
Promissory note receivable and accrued interest	—	713
Prepaid expenses and other current assets	1,257	749
Total Current Assets	8,285	15,672
Restricted cash	223	215
Promissory note receivable	1,115	1,081
Finance lease right-of-use assets, net of accumulated amortization	203	339
Operating lease right-of-use asset	2,230	2,401
Fixed assets, net of accumulated depreciation	3,391	3,632
Intangible assets, net of accumulated amortization	6,108	5,368
Prepaid expenses - noncurrent	116	—
Security deposits	26	26
Total Assets	$ 21,697	$ 28,734
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 614	$ 358
Accrued expenses	1,835	2,028
Finance lease obligations - current portion	205	299
Operating lease obligation - current portion	462	436
Equipment financing payable - current portion	155	178
Term promissory note - current portion	237	218
Insurance premium financing payable	601	123
Contract liabilities	600	200
Total Current Liabilities	4,709	3,840
Finance lease obligations - net of current portion	—	53
Operating lease obligation - net of current portion	2,450	2,688
Equipment financing payable - net of current portion	—	63
Term promissory note - net of current portion	643	766
Total Liabilities	7,802	7,410
Stockholders' Equity		
Series 2022 Convertible Preferred Stock - $0.001 par value; 1,000,000 shares authorized at December 31, 2024 and June 30, 2024; 0 shares issued and outstanding as of December 31, 2024 and June 30, 2024	—	—
Common stock - $0.001 par value; 275,000,000 shares authorized at December 31, 2024 and June 30, 2024; 9,167,670 and 8,623,676 shares issued and outstanding as of December 31, 2024 and June 30, 2024, respectively	9	9
Additional paid-in capital	336,086	335,162
Accumulated deficit	(322,200)	(313,847)
Total Stockholders' Equity	13,895	21,324
Total Liabilities and Stockholders' Equity	$ 21,697	$ 28,734

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

iBio, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(Unaudited; in thousands, except per share amounts)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2024	2023	2024	2023
Revenue	$ 200	$ —	$ 200	$ 50
Operating expenses:				
Research and development	1,877	1,535	3,182	3,141
General and administrative	2,742	2,961	5,543	6,508
Total operating expenses	4,619	4,496	8,725	9,649
Operating loss	(4,419)	(4,496)	(8,525)	(9,599)
Other income (expense):				
Interest expense	(57)	(34)	(114)	(60)
Interest income	112	42	286	97
Total other income	55	8	172	37
Net loss from continuing operations	(4,364)	(4,488)	(8,353)	(9,562)
Loss from discontinued operations	—	(3,723)	—	(4,395)
Net loss	$ (4,364)	$ (8,211)	$ (8,353)	$ (13,957)
Loss per common share attributable to iBio, Inc. stockholders - basic and diluted - continuing operations	$ (0.48)	$ (2.42)	$ (0.94)	$ (6.27)
Loss per common share attributable to iBio, Inc. stockholders - basic and diluted - discontinued operations	$ —	$ (2.00)	$ —	$ (2.88)
Loss per common share attributable to iBio, Inc. stockholders - basic and diluted - total	$ (0.48)	$ (4.42)	$ (0.94)	$ (9.15)
Weighted-average common shares outstanding - basic and diluted	9,132	1,856	8,880	1,525

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

iBio, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited; in thousands)

Six Months Ended December 31, 2024

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance as of July 1, 2024	8,624	$ 9	$ 335,162	$ (313,847)	$ 21,324
Common stock issued	2	*	4	—	4
Vesting of RSUs	12	*	—	—	—
Share-based compensation	—	—	415	—	415
Net loss	—	—	—	(3,989)	(3,989)
Balance as of September 30, 2024	8,638	$ 9	$ 335,581	$ (317,836)	$ 17,754
Common stock issued	500	*	(1)	—	(1)
Exercise of stock options	18	*	31	—	31
Vesting of RSUs	12	*	—	—	—
Share-based compensation	—	—	475	—	475
Net loss	—	—	—	(4,364)	(4,364)
Balance as of December 31, 2024	9,168	$ 9	$ 336,086	$ (322,200)	$ 13,895

* Represents amount less than 0.5 thousand.

Six Months Ended December 31, 2023

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance as of July 1, 2023	1,015	$ 1	$ 304,320	$ (288,940)	$ 15,381
Common stock issued	363	*	2,809	—	2,809
Vesting of RSUs	4	*	—	—	—
Share-based compensation	—	—	765	—	765
Net loss	—	—	—	(5,746)	(5,746)
Balance as of September 30, 2023	1,382	$ 1	$ 307,894	$ (294,686)	$ 13,209
Common stock issued	1,858	2	3,748	—	3,750
Payment for fractional shares after reverse stock split	(1)	*	(7)	—	(7)
Vesting of RSUs	5	*	—	—	—
Share-based compensation	—	—	456	—	456
Unrealized loss on debt securities	—	—	—	—	—
Net loss	—	—	—	(8,211)	(8,211)
Balance as of December 31, 2023	3,244	$ 3	$ 312,091	$ (302,897)	$ 9,197

* Represents amount less than 0.5 thousand.

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

iBio, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited; in thousands)

	Six Months Ended December 31,	
	2024	**2023**
Cash flows from operating activities:		
Consolidated net loss	$ (8,353)	$ (13,957)
Adjustments to reconcile consolidated net loss to net cash used in operating activities:		
Share-based compensation	890	1,221
Amortization of intangible assets	10	10
Amortization of finance lease right-of-use assets	136	136
Amortization of operating lease right-of-use assets	171	162
Depreciation of fixed assets	242	329
Gain on sale of fixed assets	—	(50)
Accrued interest receivable on promissory note receivable	(33)	(44)
Amortization of deferred financing costs	—	120
Impairment of fixed assets	—	3,100
Accrued payment in kind on Term Loan	—	(258)
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(30)	250
Prepaid expenses - noncurrent	(116)	—
Accounts payable	256	11
Accrued expenses	(944)	(881)
Operating lease obligations	(213)	(195)
Contract liabilities	400	—
Net cash used in operating activities	(7,584)	(10,046)
Cash flows from investing activities:		
Payment received for interest and principal on promissory note receivable	712	—
Purchases of fixed assets	(1)	—
Sales proceeds for fixed assets	—	50
Net cash provided by investing activities	711	50
Cash flows from financing activities:		
Proceeds from sales of common stock	4	6,927
Payments for fractional shares after reverse stock split	—	(7)
Proceeds from the exercise of stock options	18	—
Subscription receivable	—	204
Payment of equipment financing loan	(86)	(78)
Payment of term promissory note	(104)	—
Payment of term note payable	—	(436)
Payment of finance lease obligation	(146)	(133)
Net cash (used in) provided by financing activities	(314)	6,477
Net decrease in cash, cash equivalents and restricted cash	(7,187)	(3,519)
Cash, cash equivalents and restricted cash - beginning	14,425	7,579
Cash, cash equivalents and restricted cash - end	$ 7,238	$ 4,060
Supplemental cash flow information:		
Cash paid during the period for interest	$ 114	$ 200

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

iBio, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Nature of Business

iBio, Inc. (also referred to as "iBio", or the "Company") is a preclinical stage biotechnology company leveraging the power of Artificial Intelligence (AI) and Machine Learning (ML) for the development of hard-to-drug precision antibodies. The Company's proprietary technology stack is designed to minimize downstream development risks by employing AI-guided epitope-steering and monoclonal antibody (mAb) optimization.

Since September 2022, iBio has focused on utilizing AI and ML to discover and design antibodies against hard-to-drug targets upon the acquisition of substantially all of the assets of RubrYc Therapeutics, Inc. ("RubrYc"). This acquisition commenced the Company's transition from a Contract Development and Manufacturing Organization (CDMO) to an AI-enabled biotech company. iBio's transition concluded in May 2024 upon the closing of the sale of the CDMO facility in Texas. These strategic decisions the Company executed enable it to solely focus resources on the development of AI-powered precision antibodies, positioning iBio at the forefront of this exciting field.

One of the key features of iBio's technology stack is the patented epitope-steering AI-engine. This advanced technology allows the Company to target specific regions of proteins with precision enabling the creation of antibodies highly specific to therapeutically relevant regions within large target proteins, potentially improving their efficacy and safety profile. Another integral part of iBio's technology stack is the ML based antibody-optimizing StableHu™ technology. When coupled with the Company's mammalian display technology, StableHu has been shown to accelerate the Lead Optimization process and potentially reduces downstream risks, making the overall development process faster, more efficient and cost-effective.

iBio also developed the EngageTx™ platform, which provides an optimized next-generation CD3 T-cell engager antibody panel. This panel is characterized by a wide spectrum of potencies, Non-Human Primate (NHP) cross-reactivity, enhanced humanness of the antibodies, and a maintained tumor cell killing capacity, all while reducing cytokine release. These attributes are meticulously designed to fine-tune the efficacy, safety, and tolerability of the Company's antibody products. By incorporating EngageTx into iBio's own development initiatives, the Company's internal pre-clinical pipeline reaps the benefits of the same cutting-edge technology extended to its potential partners.

iBio's technology stack also includes ShieldTx™, an antibody masking technology enabling the creation of conditionally activated antibodies. These masks keep antibodies inactive until they reach diseased tissue, where the masks are removed, and the antibodies are activated. This mechanism is thought to broaden the therapeutic window, potentially improving efficacy and safety of treatments. Conditionally activated antibodies are also believed to enable the use of drug combinations that are otherwise considered too toxic, and they open the door to pursuing targets which, due to their expression in multiple tissues, would otherwise raise safety concerns.

iBio's scientific team, comprised of experienced AI/ML scientists and biopharmaceutical scientists, located side-by-side in its San Diego laboratory, possess the skills and capabilities to rapidly advance antibodies in house from concept to in vivo proof-of-concept (POC). This multidisciplinary expertise allows the Company to efficiently create a preclinical portfolio and rapidly advance preclinical pipeline programs towards clinical development.

Artificial Intelligence in Antibody Discovery and Development

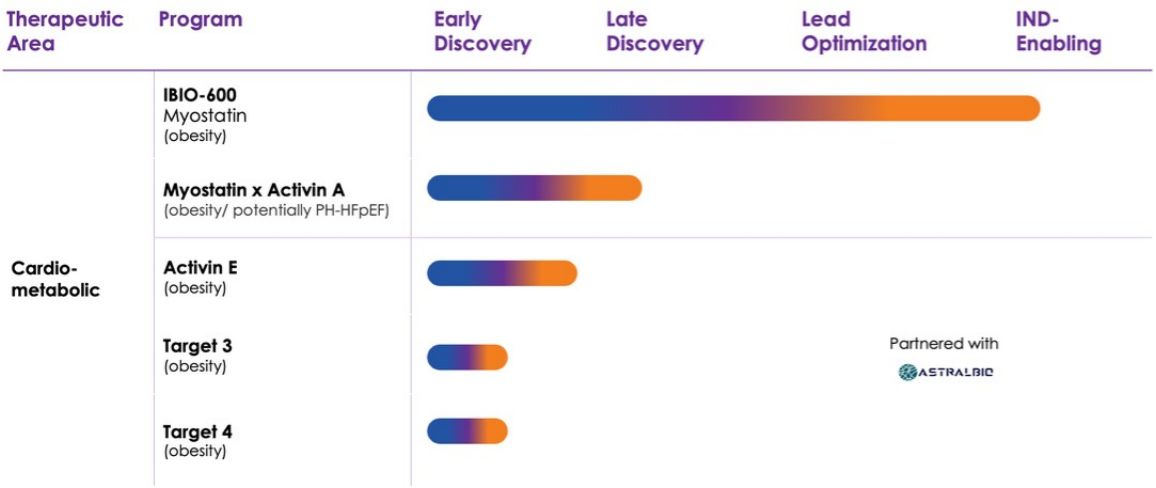
iBio is leveraging its AI-powered technology stack to enhance the success rate of identifying antibodies for challenging target proteins, expedite the process of antibody optimization, improve developability, and engineer finely calibrated bi-specifics. By continually refining the Company's AI algorithms, incorporating new data sources, and developing robust experimental validation processes, iBio is paving the way for groundbreaking advancements in antibody design and drug discovery.

Pre-Clinical Pipeline

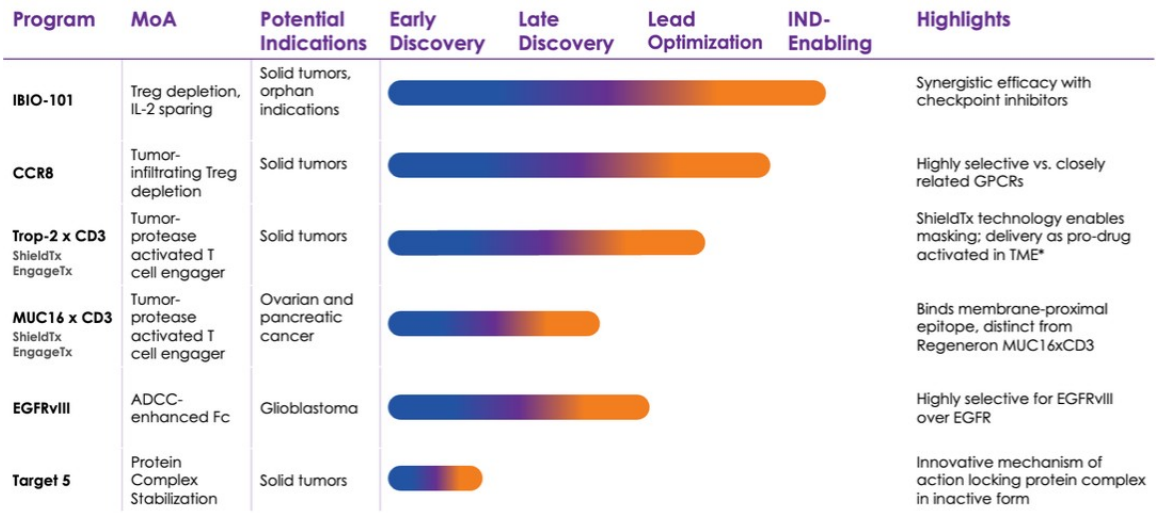
iBio is currently in the process of building and advancing its preclinical pipeline by leveraging its technology stack focused on hard-to-drug targets and molecules offering differentiation in both obesity and cardiometabolic disease space, as well as immune-oncology. The Company's current therapeutics being developed are all in preclinical development and it has not completed any clinical trials in humans for any therapeutic protein product candidate produced using iBio technology and there is a risk that the Company will be unsuccessful in developing or commercializing any product candidates. As the Company continues to leverage its technology stack and develop its

existing immune-oncology pre-clinical pipeline, the Company also is seeking strategic partners with the capabilities to more rapidly advance these programs towards the clinic.

Cardiometabolic/Obesity Pipeline:



Immuno-Oncology Pipeline:



2. Basis of Presentation

Interim Condensed Consolidated Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared from the books and records of the Company and include all normal and recurring adjustments which are necessary for a fair presentation in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim consolidated financial information and Rule 8-03 of Regulation S-X promulgated by the U.S. Securities and Exchange Commission (the "SEC"). Accordingly, these interim financial statements do not include all of the information and footnotes required for complete annual consolidated financial statements. Interim results are not necessarily indicative of the results that may be expected for the full year. Interim unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and the notes thereto included in the Company's Annual Report on Form 10-K/A for the prior year ended June 30, 2024, filed with the SEC on September 24, 2024 (the "Annual Report"), from which the accompanying condensed consolidated balance sheet dated June 30, 2024 was derived.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position of the Company as of December 31, 2024 and the results of its operations and its cash flows for the periods presented. The results of operations for the three and six months ended December 31, 2024 are not necessarily indicative of the results that may be achieved for a full fiscal year and cannot be used to indicate financial performance for the entire year.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated as part of the consolidation.

Going Concern

In accordance with ASU No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (Subtopic 205-40)*, the Company has evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern within one year after the date that the condensed consolidated financial statements are issued.

The Company generated negative cash flows from operations of approximately $7.6 million for the six months ended December 31, 2024. Historically, the Company's liquidity needs have been met by the sale of common shares, and the issuance of common shares through the exercise of warrants. As of December 31, 2024, iBio had total current assets of approximately $8.3 million, of which approximately $7.0 million was cash and cash equivalents. The Company incurred a net loss of approximately $8.3 million during the six months ending December 31, 2024. For the six months ended December 31, 2024, the Company has a loss from operations of $8.4 million.

The history of significant losses, the negative cash flow from operations, the limited cash resources on hand and the dependence by the Company on its ability to obtain additional financing to fund its operations after the current cash resources are exhausted raise substantial doubt about the Company's ability to continue as a going concern. Management's current financing and business plans have not mitigated such substantial doubt about the Company's ability to continue as a going concern for at least 12 months from the date of filing this Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2024 (the "Quarterly Report").

In an effort to mitigate the substantial doubt about continuing as a going concern and increase cash reserves, the Company has raised funds from time to time through equity offerings or other financing alternatives, entered into a collaboration agreement to discover and develop novel antibodies for obesity and other cardiometabolic diseases and sold certain intellectual property rights. Potential options being considered to further increase liquidity include focusing product development on a select number of product candidates, the sale or out-licensing of certain product candidates, raising money from the capital markets, grant revenue or collaborations, or a combination thereof. However, the Company anticipates that its expenses will increase as it continues its research and development activities and conducts clinical trials.

On July 3, 2024, the Company entered into an At Market Issuance Sales Agreement (the "ATM Agreement") with Chardan Capital Markets, LLC and Craig-Hallum Capital Group LLC (collectively, the "Sales Agents") providing for the issuance and sale by the Company of its common stock, par value $0.001 per share (the "Common Stock"), from time to time, through the Sales Agents, with certain limitations on the amount of Common Stock that may be offered and sold by the Company as set forth in the ATM Agreement (the "ATM"). Offers and sales of shares of Common Stock by the Company, if any, under the ATM Agreement, is subject to the effectiveness of the Company's shelf registration statement on Form S-3, filed with the SEC on July 3, 2024 which became effective on August 6, 2024. The aggregate market value of the shares of Common Stock eligible for sale under the ATM prospectus supplement

included in the Registration Statement is currently $7,350,000, which is based on the limitations of General Instruction I.B.6 of Form S-3. No Common Stock was sold under this agreement as of December 31, 2024.

On January 10, 2025, the Company entered into a securities purchase agreement (the "2025 Purchase Agreement") with certain of its officers and directors (the "Investors"), pursuant to which the Company agreed to issue and sell to the Investors, in a private placement priced at-the-market (the "2025 Private Placement") consistent with the rules of the NYSE American LLC ("NYSE American"), an aggregate of 240,807 shares (the "Shares") of Common Stock. The purchase price of each Share was $2.72, the last reported closing price of the Common Stock on the date of execution of the 2025 Purchase Agreement, which closing price was greater than the book value of the Common Stock on the date of the execution of the 2025 Purchase Agreement.

The 2025 Private Placement closed on January 10, 2025. The Company received aggregate gross proceeds from the 2025 Private Placement of approximately $655,000, before deducting estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the 2025 Private Placement for working capital purposes.

In January 2025, 32,167 shares were sold under the ATM Agreement and the Company received net proceeds of approximately $102,000.

The accompanying condensed consolidated financial statements do not include any adjustments to the carrying amounts and classification of assets, liabilities, and reported expenses that may be necessary if the Company were unable to continue as a going concern.

Reverse Stock Split

On November 27, 2023, the Company's Board approved the implementation of a reverse stock split (the "2023 Reverse Split") at a ratio of one-for-twenty (1:20) shares of the Company's Common Stock. The 2023 Reverse Split was effective as of November 29, 2023. All share and per share amounts of the Common Stock presented in this Quarterly Report have been retroactively adjusted to reflect the 2023 Reverse Split. See Note 15 – Stockholders' Equity for more information.

3. Discontinued Operations

On November 3, 2022, the Company announced it was seeking to divest its contract development and manufacturing organization (iBio CDMO) in order to complete its transformation into an antibody discovery and development company. In conjunction with the divestment, the Company reduced its workforce and sold at public auction equipment and other tangible personal property located at the 130,000 square foot cGMP facility located in Bryan, Texas (the "Facility").

On May 17, 2024, iBio CDMO entered into a purchase and sale agreement, dated as of May 17, 2024 (the "2024 Purchase and Sale Agreement") with The Board of Regents of the Texas A&M University System ("The Board of Regents") pursuant to which iBio CDMO agreed to terminate the Ground Lease Agreement (the "Ground Lease Agreement) with The Board of Regents, dated March 8, 2010, as amended by an Estoppel Certificate and Amendment to Ground Lease Agreement, dated as of December 22, 2015 (together with the Ground Lease Agreement, the "Ground Lease"), related to 21.401 acres in Brazos County, Texas (the "Land") and completed the sale to The Board of Regents of: (i) the buildings, parking areas, improvements, and fixtures situated on the Land (the "Improvements"); (iii) all iBio CDMO's right, title, and interest in and to furniture, personal property, machinery, apparatus, and equipment owned and currently used in the operation, repair and maintenance of the Land and Improvements and situated thereon (collectively, the "Personal Property"); (iii) all iBio CDMO's rights under the contracts and agreements relating to the operation or maintenance of the Land, Improvements or Personal Property which extend beyond the closing date (the "Contracts"); and (iv) all iBio CDMO's rights in intangible assets of any nature relating to any or all of the Land, the Improvements and the Personal Property (the "Intangibles"; and together with the Ground Lease, Improvements and Personal Property, collectively, the "Property"). The purchase price was $8,500,000.

In connection with the purchase of the Facility, iBio CDMO entered into a Credit Agreement, dated November 1, 2021 (the "Credit Agreement"), with Woodforest National Bank ("Woodforest") pursuant to which Woodforest had provided iBio CDMO a $22,375,000 secured term loan (the "Term Loan") to purchase the Facility, which Term Loan was evidenced by a Term Note (the "Term Note"). On May 17, 2024, iBio CDMO, the Company and Woodforest entered into a Settlement Agreement and Mutual Release (the "Settlement Agreement") which provided that iBio CDMO would pay to Woodforest the proceeds of the sale of the Property under the 2024 Purchase and Sale Agreement when received, determine in consultation with Woodforest the remaining balance due under the Credit Agreement (the "Indebtedness Deficiency Amount") and thereafter the Company issued to Woodforest a pre-funded warrant to purchase 1,560,570 shares of Common Stock("Pre-Funded Warrant"). (See Note 12 – Debt for more information.)

On May 31, 2024, in accordance with the terms of the Settlement Agreement in consideration of the payment in full of all Obligations (as such term is defined under the Credit Agreement) (a) iBio CDMO paid to Woodforest (i) $8,500,000, which it received from the sale

of the Property under the 2024 Purchase and Sale Agreement, and (ii) approximately $915,000 from restricted cash which had previously been held by Woodforest, and (b) the Company issued a Pre-Funded Warrant to purchase 1,560,570 shares of its Common Stock to Woodforest. On January 13, 2025, the Pre-Funded Warrant was subsequently assigned by Woodforest to Lynx1 Master Fund LP. The Pre-Funded Warrant expires upon full exercise thereof and is exercisable at a nominal exercise price equal to $0.0001 per share.

Pursuant to the Settlement Agreement, the Credit Agreement, the Guaranty dated November 1, 2021 and the other Loan Documents (each as defined in the Credit Agreement) were terminated and Woodforest released the Company and iBio CDMO from any and all claims, debts, liabilities or causes of action it may have against them prior to May 31, 2024, and the Company and iBio CDMO released Woodforest and its related parties from any and all claims, debts, liabilities or causes of action it may have against them prior to May 31, 2024.

During the fiscal year ended June 30, 2024, the Company recorded an additional fixed asset impairment charge of $3.1 million, a loss on the sale of the Facility of approximately $4.8 million and a gain on the extinguishment of debt of approximately $0.8 million in discontinued operations. (See Note 5 – Financial Instruments, Note 10 – Fixed Assets and Note 12 – Debt for more information.)

The results of iBio CDMO's operations ceased in the fiscal year ended June 30, 2024 and were reported as discontinued operations for the year ended June 30, 2024. No assets or liabilities associated with the discontinued operations of the CDMO remained on the balance sheet as of June 30, 2024. The Company had chosen not to segregate the cash flows of iBio CDMO in the consolidated statement of cash flow for the year ended June 30, 2024 and accordingly, supplemental disclosures related to discontinued operations for the statements of cash flows have been provided below. Unless noted otherwise, discussion in the Notes to the Consolidated Financial Statements refers to the Company's continuing operations.

The following table presents a reconciliation of the major financial lines constituting the results of operations for discontinued operations to the loss from discontinued operations presented separately in the condensed consolidated statements of operations and comprehensive loss (in thousands):

	Three Months Ended December 31, 2023	Six Months Ended December 31, 2023
Operating expenses:		
General and administrative	307	671
Fixed asset impairments	3,100	3,100
Gain on sale of fixed assets	—	(50)
Total operating expenses	3,407	3,721
Other expenses:		
Interest expense - term note payable	(316)	(674)
Total other expenses	(316)	(674)
Loss from discontinued operations	$ (3,723)	$ (4,395)

The following table presents the supplemental disclosures related to discontinued operations for the condensed consolidated statements of cash flows (in thousands):

	Six Months Ended December 31, 2023
Amortization of finance lease right-of-use assets	$ 5
Fixed asset impairments	3,100
Supplemental cash flow information:	
Cash paid during the period for interest	343

4. Summary of Significant Accounting Policies

The Company’s significant accounting policies are described in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report on Form 10-K/A for the year ended June 30, 2024.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. These estimates include liquidity assertions, the valuation of intellectual property and fixed assets held for sale, the incremental borrowing rate utilized in the finance and operating lease calculations, legal and contractual contingencies, the valuation of the pre-funded warrants issued related to the extinguishment of the Term Loan and share-based compensation. Although management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, actual results could differ from these estimates.

Accounts Receivable

Accounts receivable are reported at their outstanding unpaid principal balances net of allowances for uncollectible accounts. The Company provides for allowances for uncollectible receivables based on its estimate of uncollectible amounts considering age, collection history, and any other factors considered appropriate. Management's policy is to write off accounts receivable against the allowance for credit losses when a balance is determined to be uncollectible. At December 31, 2024 and June 30, 2024, the Company determined that an allowance for credit losses was not needed. The Company had accounts receivable of $0 at June 30, 2023.

Subscription Receivable

The Company accounts for any subscription receivable as a current asset. Subscription receivables represent funds related to the sale of Common Stock in which the funds have not yet been delivered to the Company. The funds are generally held in escrow on behalf of the Company and are delivered within a few days.

Revenue Recognition

The Company accounts for its revenue recognition under Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers. A contract with a customer exists only when: (i) the parties to the contract have approved it and are committed to perform their respective obligations, (ii) the Company can identify each party's rights regarding the distinct goods or services to be transferred ("performance obligations"), (iii) the Company can determine the transaction price for the goods or services to be transferred, (iv) the contract has commercial substance and (v) it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. The Company recognizes revenue when it satisfies its performance obligations by transferring control of a promised good or service to the customer. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts.

The Company analyzes its contracts to determine whether the elements can be separately identifiable and accounted for individually or as a bundle of goods or services. Allocation of revenue to individual elements that qualify for performance obligations is based on the separate selling prices determined for each component, and total contract consideration is then allocated pro rata across the components of the arrangement. If separate selling prices are not available, the Company will use its best estimate of such selling prices, consistent with the overall pricing strategy and after consideration of relevant market factors.

If a loss on a contract is anticipated, such loss is recognized in its entirety when the loss becomes evident. When the current estimates of the amount of consideration that is expected to be received in exchange for transferring promised goods or services to the customer indicates a loss will be incurred, a provision for the entire loss on the contract is made. At December 31, 2024 and June 30, 2024, the Company had no credit loss provisions.

The Company generates contract revenue under the following types of contracts:

Fixed-Fee

Under a fixed-fee contract, the Company charges a fixed agreed upon amount for a deliverable. Fixed-fee contracts have fixed deliverables upon completion of the project. Typically, the Company recognizes revenue for fixed-fee contracts after projects are completed, delivery is made and title transfers to the customer, and collection is reasonably assured.

Revenue can be recognized either 1) over time or 2) at a point in time.

Collaborations/Partnerships

The Company may enter into research and discovery collaborations with third parties that involve a joint operating activity, typically a research and/or development effort, where both parties are active participants in the activity and are exposed to the significant risks and

rewards of the activity. The Company's rights and obligations under its collaboration agreements vary and typically include milestone payments, contingent upon the occurrence of certain future events linked to the success of the asset in development, as well as expense reimbursements from or payments to the collaboration partner.

The Company considers the nature and contractual terms of agreements and assesses whether an agreement involves a joint operating activity pursuant to which the Company is an active participant and is exposed to significant risks and rewards dependent on the commercial success of the activity as described under ASC 808, *Collaborative Arrangements* ("ASC 808"). For arrangements determined to be within the scope of ASC 808 where a collaborative partner is not a customer for certain research and development activities, the Company accounts for payments received for the reimbursement of research and development costs as a contra-expense in the period such expenses are incurred. If payments from the collaborative partner to the Company represent consideration from a customer in exchange for distinct goods and services provided, then the Company accounts for those payments within the scope of ASC 606, *Revenue from Contracts with Customers* ("ASC 606").

Collaborative revenues generated typically include payment to the Company related to one or more of the following: non-refundable upfront license fees, development and commercial milestones, and partial or complete reimbursement of research and development costs.

For the three and six months ended December 31, 2024, revenue in the amount of $200,000 was recognized for services provided to a collaborative partner. Revenue in the amount of $50,000 was recognized from a non-refundable upfront license fee for the six months ended December 31, 2023.

Contract Assets

A contract asset is an entity's right to payment for goods and services already transferred to a customer if that right to payment is conditional on something other than the passage of time. Generally, an entity will recognize a contract asset when it has fulfilled a contract obligation but must perform other obligations before being entitled to payment.

Contract assets consist primarily of the cost of project contract work performed by third parties whereby the Company expects to recognize any related revenue at a later date, upon satisfaction of the contract obligations. At December 31, 2024 and June 30, 2024, contract assets were $0.

Contract Liabilities

A contract liability is an entity's obligation to transfer goods or services to a customer at the earlier of (1) when the customer prepays consideration or (2) the time that the customer's consideration is due for goods and services the entity will yet provide. Generally, an entity will recognize a contract liability when it receives a prepayment.

Contract liabilities consist primarily of consideration received, usually in the form of payment, on project work to be performed whereby the Company expects to recognize any related revenue at a later date, upon satisfaction of the contract obligations. At December 31, 2024, June 30, 2024 and June 30, 2023 contract liabilities were $600,000, $200,000 and $0, respectively. The Company recognized revenue of $200,000 during the three and six months ended December 31, 2024 that was included in the contract liabilities balance as of June 30, 2024.

Leases

The Company accounts for leases under the guidance of ASC 842, *Leases* ("ASC 842"). The standard established a right-of-use ("ROU") model requiring a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months and classified as either an operating or finance lease. The adoption of ASC 842 had a significant effect on the Company's balance sheet, resulting in an increase in noncurrent assets and both current and noncurrent liabilities.

In accordance with ASC 842, at the inception of an arrangement, the Company determines whether the arrangement is or contains a lease based on the unique facts and circumstances present and the classification of the lease including whether the contract involves the use of a distinct identified asset, whether the Company obtains the right to substantially all the economic benefit from the use of the asset, and whether the Company has the right to direct the use of the asset. Leases with a term greater than one year are recognized on the balance sheet as ROU assets, lease liabilities and, if applicable, long-term lease liabilities. The Company has elected not to recognize on the balance sheet leases with terms of one year or less under practical expedient in paragraph ASC 842-20-25-2. For contracts with lease and non-lease components, the Company has elected not to allocate the contract consideration and to account for the lease and non-lease components as a single lease component.

The lease liability and the corresponding ROU assets are recorded based on the present value of lease payments over the expected remaining lease term. The implicit rate within the Company's existing finance (capital) lease was determinable and, therefore, used at the adoption date of ASC 842 to determine the present value of lease payments under the finance lease. The implicit rate within the Company's operating lease was not determinable and, therefore, the Company used the incremental borrowing rate at the lease commencement date to determine the present value of lease payments. The determination of the Company's incremental borrowing rate requires judgement. The Company will determine the incremental borrowing rate for each new lease using its estimated borrowing rate.

An option to extend the lease is considered in connection with determining the ROU asset and lease liability when it is reasonably certain the Company will exercise that option. An option to terminate is considered unless it is reasonably certain the Company will not exercise the option.

Cash, Cash Equivalents and Restricted Cash

The Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. Cash equivalents at December 31, 2024 and June 30, 2024 consisted of money market accounts. Restricted cash at December 31, 2024 includes a letter of credit obtained related to the San Diego operating lease (see Note 14 – Operating Lease Obligations) and a Company purchasing card. The Company's bank requires an additional 5% collateral held above the actual letters of credit issued for the San Diego lease and Company purchasing card. Restricted cash was approximately $0.2 million and $0.2 million at December 31, 2024 and June 30, 2024, respectively.

The following table summarizes the components of total cash, cash equivalents and restricted cash in the condensed consolidated statements of cash flows (in thousands):

	December 31, 2024	June 30, 2024
Cash and equivalents	$ 7,015	$ 14,210
Collateral held for letter of credit - San Diego lease	198	198
Collateral held for Company purchasing card	25	17
Total cash, cash equivalents and restricted cash	$ 7,238	$ 14,425

The collateral held for the letters of credit for the San Diego lease and the Company purchasing card are classified as long-term on the condensed consolidated balance sheets at December 31, 2024 and June 30, 2024.

Research and Development

The Company accounts for research and development costs in accordance with the Financial Accounting Standards Board ("FASB") ASC 730-10, *Research and Development* ("ASC 730-10"). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Research and development expense was reported in continuing operations for the three and six months ended December 31, 2024 and 2023. No research and development expense was reported in discontinued operations for the three and six months ended December 31, 2024 and 2023.

Right-of-Use Assets

Assets held under the terms of finance (capital) leases are amortized on a straight-line basis over the terms of the leases or the economic lives of the assets. Obligations for future lease payments under finance (capital) leases are shown within liabilities and are analyzed between amounts falling due within and after one year. See Note 8 – Finance Lease ROU Assets and Note 13 – Finance Lease Obligations for additional information.

Fixed Assets

Fixed assets are stated at cost net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets ranging from three to 10 years.

The Company monitors fixed assets for impairment indicators throughout the year. When necessary, charges for impairments of long-lived assets are recorded for the amount by which the fair value is less than the carrying value of these assets. Changes in the Company's business strategy or adverse changes in market conditions could impact impairment analyses and require the recognition of an

impairment charge. Although management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, actual results could differ from these estimates.

See Note 10 – Fixed Assets for additional information.

Intangible Assets

Identifiable intangible assets are comprised of definite life intangible assets and indefinite life intangible assets.

The Company accounts for definite life intangible assets at either their historical cost or allocated purchase price at asset acquisition and records amortization utilizing the straight-line method based upon their estimated useful lives. Intellectual property is amortized over 20 years. The Company reviews the carrying value of its definite life intangible assets for impairment whenever events or changes in business circumstances indicate the carrying amount of such assets may not be fully recoverable. The carrying value is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. An impairment loss is measured as the amount by which the carrying amount exceeds it fair value.

For indefinite life intangible assets, the Company performs an impairment test annually and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. The Company determines the fair value of the asset annually or when triggering events are present, based on discounted cash flows and records an impairment loss if book value exceeds fair value.

Evaluating for impairment requires judgment, including the estimation of future cash flows, future growth rates and profitability and the expected life over which cash flows will occur. Changes in the Company's business strategy or adverse changes in market conditions could impact impairment analyses and require the recognition of an impairment charge. Although management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, actual results could differ from these estimates.

See Note 11 – Intangible Assets for additional information.

Share-based Compensation

The Company recognizes the cost of all share-based payment transactions at fair value. Compensation cost, measured by the fair value of the equity instruments issued, adjusted for estimated forfeitures, is recognized in the financial statements as the respective awards are earned over the performance period. The Company uses historical data to estimate forfeiture rates.

The impact that share-based payment awards will have on the Company's results of operations is a function of the number of shares awarded, the trading price of the Company's stock at the date of grant or modification, the vesting schedule and forfeitures. Furthermore, the application of the Black-Scholes option pricing model employs weighted-average assumptions for expected volatility of the Company's stock, expected term until exercise of the options, the risk-free interest rate, and dividends, if any, to determine fair value.

Expected volatility is based on historical volatility of the Common Stock; the expected term until exercise represents the weighted-average period of time that options granted are expected to be outstanding giving consideration to vesting schedules and the Company's historical exercise patterns; and the risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected life of the option. The Company has not paid any dividends since its inception and does not anticipate paying any dividends for the foreseeable future, so the dividend yield is assumed to be zero. In addition, the Company estimates forfeitures at each reporting period, rather than electing to record the impact of such forfeitures as they occur. See Note 17 – Share-Based Compensation for additional information.

Concentrations of Credit Risk

Cash

The Company maintains principally all cash balances in two financial institutions which, at times, may exceed the amount insured by the Federal Deposit Insurance Corporation. The exposure to the Company is solely dependent upon daily bank balances and the strength of the financial institution. The Company has not incurred any losses on these accounts. At December 31, 2024 and June 30, 2024, amounts in excess of insured limits were approximately $636,000 and $664,000, respectively.

Revenue

During the three and six months ended December 31, 2024, the Company reported revenue from continuing operations from one collaborative partner. During the three months ended December 31, 2023, the Company reported no revenue. During the six months ended December 31, 2023, the Company reported license revenue from one research collaborator.

Segment Reporting

The Company operates as one reportable segment, which is that of a preclinical stage biotechnology company leveraging AI and ML for the development of hard-to-drug precision antibodies. In accordance with Accounting Standards Codification ("ASC") 280, *Segment Reporting* ("Segment Reporting"), the Company's chief operating decision maker has been identified as the Chief Executive Officer, who reviews operating results to make decisions about allocating resources and assessing performance for the entire Company. Existing guidance, which is based on a management approach to segment reporting, establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products and services, major customers, and the countries in which the entity holds material assets and reports revenue. All material operating units qualify for aggregation under Segment Reporting due to their similar customer base and similarities in: economic characteristics; nature of products and services; and procurement, manufacturing and distribution processes. Since the Company operates in one segment, all financial information required by Segment Reporting can be found in the accompanying consolidated financial statements.

Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"), which requires an entity to assess impairment of its financial instruments based on its estimate of expected credit losses. As the Company is a smaller reporting company, the provisions of ASU 2016-13 and the related amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2022 (quarter ending September 30, 2023, for the Company). Entities are required to apply these changes through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The adoption of ASU 2016-13 did not impact the Company's condensed consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): "Improvements to Reportable Segment Disclosures" ("ASU 2023-07") to update reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. This update is effective beginning with the Company's 2025 fiscal year annual reporting period, with early adoption permitted. The adoption of ASU 2023-07 did not have a significant impact on the Company's condensed consolidated financial statements.

Recently Issued Accounting Pronouncements

In October 2023, the Financial Accounting Standards Board ("FASB") issued ASU 2023-06, "Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative" ("ASU 2023-06"). This ASU incorporates certain SEC disclosure requirements into the FASB ASC. The amendments in the ASU are expected to clarify or improve disclosure and presentation requirements of a variety of ASC Topics, allow users to more easily compare entities subject to the SEC's existing disclosures with those entities that were not previously subject to the requirements, and align the requirements in the ASC with the SEC's regulations. The ASU has an unusual effective date and transition requirements since it is contingent on future SEC rule setting. If the SEC fails to enact required changes by June 30, 2027, this ASU is not effective for any entities. Early adoption is not permitted. The Company is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, "Improvements to Income Tax Disclosures" ("ASU 2023-09") to enhance the transparency and decision-usefulness of income tax disclosures, particularly in the rate reconciliation table and disclosures about income taxes paid. This ASU applies to all entities subject to income taxes. This ASU will be effective for public companies for annual periods beginning after December 15, 2024. The Company does not expect the adoption of ASU 2023-09 will have a significant impact on its consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, "Income Statement: Reporting Comprehensive Income— Expense Disaggregation Disclosures," which requires more detailed information about specified categories of expenses (purchases of inventory, employee compensation, depreciation, amortization, and depletion) included in certain expense captions presented on the face of the income statement, as well as disclosures about selling expenses. This ASU is effective for fiscal years beginning after December 15, 2026 and for interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either (1) prospectively to financial statements issued for reporting periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures.

Management does not believe that any other recently issued, but not yet effective, accounting standard if currently adopted would have a material effect on the accompanying condensed consolidated financial statements.

5. Financial Instruments and Fair Value Measurement

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and equipment financing payable in the Company's condensed consolidated balance sheets approximated their fair values as of December 31, 2024 and June 30, 2024 due to their short-term nature. The carrying value of the promissory note receivable, term promissory note payable and finance lease obligations approximated fair value as of December 31, 2024 and June 30, 2024 as the interest rates related to the financial instruments approximated market.

The following provides a description of the three levels of inputs that may be used to measure fair value under the standard, the types of plan investments that fall under each category, and the valuation methodologies used to measure these investments at fair value:

- *Level 1* – Quoted prices in active markets for identical assets or liabilities.
- *Level 2* – Quoted prices for similar assets and liabilities in active markets or inputs that are observable.
- *Level 3* – Inputs that are unobservable (for example, cash flow modeling inputs based on assumptions).

6. Significant Transactions

AstralBio Exclusive License Agreement

On December 31, 2024, the Company entered into an exclusive agreement (the "License Agreement") with AstralBio, Inc. ("AstralBio"), pursuant to which AstralBio has licensed to the Company, on an worldwide exclusive basis and with the right to grant sublicenses, under the AstralBio Licensed Patents (as defined in the License Agreement) and AstralBio Licensed Know-How (as defined in the License Agreement) to develop, manufacture and commercialize and otherwise exploit any product directed to GDF8 (myostatin) that contains the licensed antibody targeting myostatin, now named IBIO-600, for research, diagnosis, treatment, prevention, or management of any disease or medical condition (the "Licensed Product"). iBio continues to assess its options rights to license the remaining three assets under the AstralBio collaboration to add additional obesity and cardiometabolic programs into its pre-clinical pipeline.

The Company will be solely responsible for all decisions related to the launch, sales and marketing and promotion of the Licensed Products in its discretion, subject to the terms of the License Agreement, and for all costs for all activities related to, the development, manufacture and commercialization of the Licensed Product worldwide. In consideration for the rights and licenses granted by AstralBio to the Company in the License Agreement, the Company has agreed to pay AstralBio (i) an upfront license fee in the amount of $750,000 within thirty days after the effective date of the License Agreement, which the Company paid by issuing AstralBio 246,087 shares of its Common Stock on January 28, 2025 and (ii) upon the occurrence of specified developmental and commercial milestones, milestone payments of up to a total of $28 million, which can be paid by cash or, provided the Company remains listed on the NYSE or another national stock exchange at the time of the payment, the Company issuing shares of its Common Stock, subject to approval of the issuance of any such shares by NYSE, and provided, however, in no event shall the Company issue to AstralBio pursuant to the License Agreement resulting in AstralBio owning more than 19.9% of the total number of shares of Common Stock of the Company as of the date of entering into the License Agreement. In the event the Company sublicenses the Licensed Product or a product that includes the Licensed Product, the Company will pay AstralBio a sublicense fee, which fee is a range of a low to mid-single-digit percentage based on the proceeds of the sublicense fees to a third party.

The License Agreement will remain in effect at all times and thereafter, unless and until terminated earlier pursuant to the License Agreement. The License Agreement can be terminated (i) by the Company for any reason or no reason upon 45 days' written notice to AstralBio (ii) by either party upon written notice to the other party if the other party materially breaches the License Agreement and such breach is not cured to the reasonable satisfaction of the non-breaching party within 90 days of receipt of such written notice (iii) by either party upon certain bankruptcy or insolvency events and (iv) by AstralBio if the Company or any sublicensee challenges the patentability, enforceability or validity of any claim related to any AstralBio Licensed Patent or the secret and substantial nature of any AstralBio Licensed Know-How, subject to certain exceptions as set forth in the License Agreement.

The Licensed Product, IBIO-600, was identified by AstralBio using the Company's proprietary technology stack and was designed for subcutaneous administration with the potential for an extended half-life. In parallel, the Company initiated a bispecific antibody program

targeting myostatin/activin A to treat obesity and cardiometabolic disorders, leveraging its proprietary technology stack as well as the technology of IBIO-600.

The Company recorded an indefinite-lived intangible asset for the exclusive license in the amount of $750,000 and a corresponding $750,000 liability in accrued expenses for the upfront license fee payable at December 31, 2024. See Note 20 – Subsequent Events for more information.

Otsuka

On February 25, 2024, the Company entered into an asset purchase agreement (the "PD-1 Purchase Agreement") with Otsuka Pharmaceutical Co., Ltd. ("Otsuka") pursuant to which the Company sold and assigned to Otsuka, and Otsuka purchased and assumed, all intellectual property rights directly related to the Company's PD-1 Assets (as defined in the PD-1 Purchase Agreement) developed or held for development. The Company received an upfront payment of $1.0 million in cash at closing which is reported as a gain in the fiscal year ended June 30, 2024. The Company will also be eligible to receive additional contingent cash payments totaling up to $52.5 million upon the achievement of certain pre-specified clinical development and commercial milestones. The Company will recognize the potential milestone payments at the earlier of when the contingent consideration is realized or is realizable.

Affiliates of Eastern Capital Limited

On November 1, 2021, the Company and its subsidiary, iBio CDMO LLC ("iBio CDMO", and collectively with the Company, the "Purchaser") entered into a series of agreements (the "Transaction") with College Station Investors LLC ("College Station"), and Bryan Capital Investors LLC ("Bryan Capital" and, collectively with College Station, "Seller"), each affiliates of Eastern Capital Limited ("Eastern," a former significant stockholder of the Company) described in more detail below whereby in exchange for a certain cash payment and a warrant the Company:

(i) acquired both the Facility where iBio CDMO at that time and currently conducts business and also the rights as the tenant in the Facility's ground lease;

(ii) acquired all of the equity owned by one of the affiliates of Eastern in the Company and iBio CDMO; and

(iii) otherwise terminated all agreements between the Company and the affiliates of Eastern.

The Facility is a life sciences building located on land owned by the Board of Regents of the Texas A&M University System ("Texas A&M") and is designed and equipped for the manufacture of plant-made biopharmaceuticals. iBio CDMO had held a sublease for the Facility through 2050, subject to extension until 2060 (the "Sublease") until the consummation of the sale of the Facility.

The Purchase and Sale Agreement

On November 1, 2021, the Purchaser entered into a purchase and sale agreement (the "PSA") with the Seller pursuant to which: (i) the Seller sold to Purchaser all of its rights, title and interest as the tenant in the Ground Lease Agreement that it entered into with Texas A&M (the "Landlord") related to the land at which the Facility is located together with all improvements pertaining thereto (the "Ground Lease Property"), which previously had been the subject of the Sublease; (ii) the Seller sold to Purchaser all of its rights, title and interest to any tangible personal property owned by Seller and located on the Ground Lease Property including the Facility; (iii) the Seller sold to Purchaser all of its rights, title and interest to all licensed, permits and authorization for use of the Ground Lease Property; and (iv) College Station and iBio CDMO terminated the Sublease. The total purchase price for the Ground Lease Property, the termination of the Sublease and other agreements among the parties, and the equity described below is $28,750,000, which was paid $28,000,000 in cash and by the issuance to Seller of warrants (the "Warrant") described below. As part of the transaction, iBio CDMO became the tenant under the Ground Lease Agreement for the Ground Lease Property until 2060 upon exercise of available extensions. The base rent payable under the Ground Lease Agreement, which was $151,450 for the prior year, is 6.5% of the Fair Market Value (as defined in the Ground Lease Agreement) of the land. The Ground Lease Agreement included various covenants, indemnities, defaults, termination rights, and other provisions customary for lease transactions of this nature.

As discussed above, iBio CDMO is being accounted for as a discontinued operation. In the fiscal year ended June 30, 2024, the assets acquired were sold and the asset lease was terminated. These assets were classified as assets held for sale on the June 30, 2023 consolidated balance sheet.

The Credit Agreement

In connection with the PSA, iBio CDMO entered into a Credit Agreement, dated November 1, 2021, with Woodforest pursuant to which Woodforest provided iBio CDMO a $22,375,000 secured term loan to purchase the Facility (the "Term Loan"), which Term Loan was evidenced by a term note (the "Term Note"). The Term Loan was advanced in full on the closing date. See Note 12 – Debt for further information of the Term Loan.

The Warrant

As part of the consideration for the purchase and sale of the rights set forth above, the Company issued to Bryan Capital a Warrant to purchase 2,579 shares of the Common Stock at an exercise price of $665 per share. The Warrant expires on October 10, 2026, is exercisable immediately, provides for a cashless exercise at any time and automatic cashless exercise on the expiration date if on such date the exercise price of the Warrant exceeds its fair market value as determined in accordance with the terms of the Warrant and adjustments in the case of stock dividends and stock splits. Of the total shares that can be exercised under the Warrant, 579 of such shares were valued at $217,255 to reflect the final payment of rent due under the Sublease. The Warrant, as shown on the consolidated statements of equity, was recorded in additional paid-in capital with the corresponding activity included in the basis of the purchase price allocation of the Ground Lease Property acquired. See Note 15 – Stockholders' Equity for additional information.

RubrYc

On August 23, 2021, the Company entered into a series of agreements with RubrYc Therapeutics, Inc. ("RubrYc") described in more detail below:

Collaboration and License Agreement

The Company entered into a collaboration and licensing agreement (the "RTX-003 License Agreement") with RubrYc to further develop RubrYc's immune-oncology antibodies in its RTX-003 campaign. Under the terms of the agreement, the Company is solely responsible for worldwide research and development activities for development of the RTX-003 antibodies for use in pharmaceutical products in all fields. RubrYc was also entitled to receive royalties in the mid-single digits on net sales of RTX-003 antibodies, subject to adjustment under certain circumstances. The RTX-003 License Agreement was terminated when the Company acquired substantially all of the assets of RubrYc in September 2022.

Collaboration, Option and License Agreement

The Company entered into an agreement with RubrYc (the "Collaboration, Option and License Agreement") to collaborate for up to five years to discover and develop novel antibody therapeutics using RubrYc's artificial intelligence discovery platform. The Company agreed to pay RubrYc for each Selected Compound as it achieves various milestones in addition to royalties if the Selected Compounds are commercialized. RubrYc was also entitled to receive tiered royalties ranging from low- to mid-single digits on net sales of Collaboration Products, subject to adjustment under certain circumstances. Royalties are payable on a country-by-country and collaboration product-by-collaboration product basis until the latest to occur of: (i) the last-to-expire of specified patent rights in such country; (ii) expiration of marketing or regulatory exclusivity in such country; or (iii) ten (10) years after the first commercial sale of a product in such country, provided that no biosimilar product has been approved in such country. With the exception of any obligations that survive the termination, the Collaboration, Option and License Agreement was terminated when the Company acquired substantially all of the assets of RubrYc in September 2022.

Stock Purchase Agreement

In connection with the entry into the Collaboration, Option and License Agreement and RTX-003 License Agreement, the Company also entered into a Stock Purchase Agreement ("Stock Purchase Agreement") with RubrYc whereby the Company purchased a total of 2,864,345 shares of RubrYc's Series A-2 preferred stock ("Series A-2 Preferred") for $7,500,000.

The Company accounted for the agreements as an asset purchase and allocated the purchase price of $7,500,000 as follows:

Preferred stock	$	1,760,000
Intangible assets		4,300,000
Prepaid expenses		1,440,000
	$	7,500,000

On September 16, 2022, the Company entered an asset purchase agreement with RubrYc (the "Asset Purchase Agreement") pursuant to which it acquired substantially all of the assets of RubrYc. The Company issued 5,117 shares of the Common Stock to RubrYc with an approximate market value of $1,000,000 (the "Closing Shares"). Pursuant to the Asset Purchase Agreement, the shares are subject to an initial lockup period and the estimated fair value was calculated as $650,000. The Company also agreed to make potential additional payments of up to $5,000,000 upon the achievement of specified developmental milestones on or before the fifth anniversary of the closing date, payable in cash or shares of the Common Stock, at the Company's option. In addition, the Company had advanced RubrYc $484,000 to support their operation costs during the negotiation period and incurred transaction costs totaling $208,000, which were also capitalized as part of the assets acquired. The assets acquired include the patented AI drug discovery platform, all rights with no future milestone payments or royalty obligations, to IBIO-101, in addition to CCR8, EGFRvIII, MUC16, CD3 and one additional immuno-oncology candidate plus a PD-1 agonist. The Asset Purchase Agreement contained representations, warranties and covenants of RubrYc and the Company. The acquisition closed on September 19, 2022 after receipt of approval of the NYSE American.

Subsequently after the Company acquired substantially all of the assets of RubrYc in September 2022, RubrYc ceased its operations and dismissed bankruptcy proceedings in June 2023. The Company recorded an impairment of the investment in the amount of $1,760,000 during the year ended June 30, 2022 which was recorded in the consolidated statement of operations and comprehensive loss under general and administrative expense. The Company also recorded an impairment of current and non-current prepaid expense of $288,000 and $864,000, respectively, during the year ended June 30, 2022. The amount was recorded in the consolidated statement of operations and comprehensive loss under research and development expense.

The Company accounted for the agreements as an asset purchase and allocated the purchase price of approximately $1,342,000 as follows:

Intangible assets	$	1,228,000
Fixed assets		114,000
	$	1,342,000

In addition, the Company assumed three equipment leases that were accounted for as finance leases totaling approximately $814,000. See Note 8 – Finance Lease ROU Assets and Note 13 – Finance Lease Obligations.

Former CEO Departure

Effective December 1, 2022, the Company and Mr. Thomas F. Isett, the former Chief Executive Officer (the "CEO") and former Chairman of the Board, agreed for Mr. Isett to resign as a member of the Board and relinquish his duties, rights and obligations as the CEO of the Company.

Separation Agreement and General Release

In connection with Mr. Isett's resignation, the Company entered into a separation agreement and general release with Mr. Isett effective December 1, 2022 (the "Agreement"). Pursuant to the Agreement, Mr. Isett resigned as CEO of the Company effective December 1, 2022, and remained an employee of the Company until termination of his employment on December 31, 2022. Pursuant to the Agreement, Mr. Isett received the severance benefits set forth in his employment agreement, including (i) an amount equal to his base salary in equal bi-monthly installments for 24 months; (ii) an amount equal to a pro rata share of his target bonus for fiscal year 2023; and (iii) an amount equal to the target bonus in equal bi-monthly installments for the 24 month severance period. The Agreement included a general release of claims by Mr. Isett. The Company accrued approximately $2.13 million to general and administrative expenses in the second quarter of fiscal year 2023. As of December 31, 2024 all obligations under the Agreement were satisfied.

7. Promissory Note Receivable

On June 19, 2023, the Company was issued a promissory note (the "Note") with Safi Biosolutions, Inc. ("Safi") in the principal amount of $1,500,000, which was issued in exchange for the convertible promissory note (the "Convertible Note") issued to the Company by Safi on October 1, 2020. The Note has a maturity date of two (2) years from the date of issuance and can be extended by the mutual consent of the Company and Safi for two (2) additional one (1) year terms upon the payment of all accrued interest accrued through the date of such extension. In addition, the outstanding balance under the Note, or portions thereof, is due within a specified number of days after the receipt by Safi in a closing of specified financing milestones as more detailed in the Note. The Note bears interest at the rate of 5% per annum, which will increase to 7% for the first one (1) year extension and 9% for the second one (1) year extension. Upon the issuance of the Note, the Convertible Note, which bore interest at the rate of 5% per annum and had a maturity date of October 1, 2023, was voided.

On August 29, 2024, the Company received a payment from Safi of approximately $713,000 for all interest owed and approximately $419,000 for a partial payment on the outstanding principal on the Note.

For the three months ended December 31, 2024 and 2023, interest income amounted to $14,000 and $22,000, respectively. For the six months ended December 31, 2024 and 2023, interest income amounted to $33,000 and $44,000, respectively. As of December 31, 2024 the Note balance and accrued interest, which have been classified as long term, totaled $1,115,000. At June 30, 2024, $713,000 was reported in current assets and $1,081,000 classified as long term.

8. Finance Lease ROU Assets

The Company assumed three equipment leases in September 2022 as part of the RubrYc asset acquisition (see Note 6 – Significant Transactions).

The following table summarizes by category the gross carrying value and accumulated amortization of finance lease ROU (in thousands):

	December 31, 2024	June 30, 2024
ROU - Equipment	$ 814	$ 814
Accumulated amortization	(611)	(475)
Net finance lease ROU assets	$ 203	$ 339

Amortization of finance lease ROU assets was approximately $68,000 and $68,000 for the three months ended December 31, 2024 and 2023, respectively. Amortization of finance lease ROU assets was approximately $136,000 and $136,000 for the six months ended December 31, 2024 and 2023, respectively.

9. Operating Lease ROU Assets

San Diego, California

On September 10, 2021, the Company entered into a lease for approximately 11,383 square feet of space in San Diego, California (the "San Diego Lease"). Based on the terms of the lease payments, the Company recorded an operating lease ROU asset of $3,603,000. The net carrying amount of this ROU operating lease asset was $2,230,000 and $2,401,000 at December 31, 2024 and June 30, 2024, respectively. See Note 14 - Operating Lease Obligations for additional information.

Bryan, Texas

On November 1, 2021, iBio CDMO acquired the Facility and became the tenant under the Ground Lease Agreement upon which the Facility is located. This lease was terminated on May 31, 2024.

10. Fixed Assets

The following table summarizes by category the gross carrying value and accumulated depreciation of fixed assets (in thousands):

	December 31, 2024	June 30, 2024
Building and improvements	$ 695	$ 695
Machinery and equipment	3,545	3,545
Office equipment and software	403	403
Construction in progress	1	—
	4,644	4,643
Accumulated depreciation	(1,253)	(1,011)
Net fixed assets	$ 3,391	$ 3,632

Depreciation expense reported in continuing operations was approximately $122,000 and $164,000 for the three months ended December 31, 2024 and 2023. Depreciation expense reported in continuing operations was approximately $242,000 and $329,000 for the six months ended December 31, 2024 and 2023.

11. Intangible Assets

On August 23, 2021, the Company entered into a series of agreements with RubrYc (see Note 6 – Significant Transactions) whereby the Company in exchange for a $7.5 million investment in RubrYc, the Company acquired a worldwide exclusive license to certain antibodies that RubrYc develops under what it calls its RTX-003 campaign, which are promising immuno-oncology antibodies that bind to the CD25 protein without interfering with the IL-2 signaling pathway thereby potentially depleting T-regulatory (Tregs) cells while enhancing T effector (Teffs) cells and encouraging the immune system to attack cancer cells. The Company accounted for this license as an indefinite-lived intangible asset until the completion or abandonment of the associated research and development efforts. In addition, the Company also received preferred shares and an option for future collaboration licenses.

On September 16, 2022, the Company entered into an asset purchase agreement with RubrYc pursuant to which it acquired substantially all of the assets of RubrYc. The assets acquired include the patented AI drug discovery platform, all rights with no future milestone payments or royalty obligations, to IBIO-101, in addition to CCR8, EGFRvIII, MUC16, CD3, and one additional immuno-oncology candidate.

On December 31, 2024, the Company entered into the License Agreement with AstralBio (see Note 6 – Significant Transactions) pursuant to which AstralBio has licensed to the Company, on an worldwide exclusive basis and with the right to grant sublicenses, under the AstralBio Licensed Patents and AstralBio Licensed Know-How to Develop, Manufacture and Commercialize and otherwise exploit any product directed to GDF8 (myostatin) that contains the licensed antibody targeting myostatin for research, diagnosis, treatment, prevention, or management of any disease or medical condition. The License Agreement will remain in effect at all times and thereafter, unless and until terminated earlier pursuant to the License Agreement. The Company accounted for this license as an indefinite-lived intangible asset.

The following table summarizes by category the gross carrying value and accumulated amortization of intangible assets (in thousands):

	June 30, 2024	Amortization	Additions	Impairments	December 31, 2024
Intellectual property – gross carrying value	$ 400	$ —	$ —	$ —	$ 400
Intellectual property – accumulated amortization	(35)	(10)	—	—	(45)
Total definite lived intangible assets	365	$ (10)	—	$ —	355
Intellectual property – indefinite lived	5,003		—	—	5,003
License – indefinite lived	—		750	—	750
Total net intangibles	$ 5,368		$ 750		$ 6,108

Amortization expense was approximately $5,000 for the three months ended December 31, 2024 and 2023. Amortization expense was approximately $10,000 for the six months ended December 31, 2024 and 2023.

See Note 4 - Summary of Significant Accounting Policies and Note 5 – Financial Instruments and Fair Value Measurement for more information.

12. Debt

The Credit Agreement

In connection with the PSA, iBio CDMO entered into a Credit Agreement, dated November 1, 2021, with Woodforest pursuant to which Woodforest provided iBio CDMO a $22,375,000 Term Loan to purchase the Facility, which Term Loan was evidenced by the Term Note (for a complete description of the Transaction please see Note 6 – Significant Transactions). The Term Loan was advanced in full on the closing date. The Term Loan bore interest at a rate of 3.25%, with higher interest rates upon an event of default, which interest was payable monthly beginning November 5, 2021. Principal on the Term Loan was originally payable on November 1, 2023, subject

to early termination upon events of default. The Term Loan provided that it may be prepaid by iBio CDMO at any time and provided for mandatory prepayment upon certain circumstances.

Throughout the term of the Term Loan, the Company and Woodforest entered into amendments which, among other things, amended the maturity date, interest rate and liquidity covenant. (Refer to the Company's Annual Report for more information.)

On May 17, 2024, iBio CDMO, the Company and Woodforest entered into the Settlement Agreement which provided that iBio CDMO pay to Woodforest the proceeds of the sale of the Property under the 2024 Purchase and Sale Agreement when received, determine in consultation with Woodforest the Indebtedness Deficiency Amount and thereafter the Company issued to Woodforest upon receipt of NYSE American LLC approval a Pre-Funded Warrant that expires upon full exercise thereof and is exercisable at a nominal exercise price equal to $0.0001 per share for 1,560,570 shares of the Company's common stock which equals the $4,499,124.88 Indebtedness Deficiency Amount divided by $2.883 (the greater of the book value or the market value of the Company's common stock at the time the Settlement Agreement was executed). Pursuant to the Settlement Agreement, upon the closing of the sale of the Property under the Purchase and Sale Agreement, Woodforest would purchase the Pre-Funded Warrant in satisfaction of the Indebtedness Deficiency Amount, Woodforest would release the Company and iBio CDMO from any and all claims, debts, liabilities or causes of action it may have against them prior to such date, and the Company and iBio CDMO will release Woodforest and its related parties from any and all claims, debts, liabilities or causes of action it may have against them prior to such date.

On May 31, 2024, in accordance with the terms of the Settlement Agreement entered into on May 17, 2024 with Woodforest in consideration of the payment in full of all Obligations (as such term is defined under the Credit Agreement) (a) iBio CDMO paid to Woodforest (i) $8,500,000, which it received from the sale of the Property under the 2024 Purchase and Sale Agreement, and (ii) approximately $915,000 from restricted cash which had previously been held by Woodforest, and (b) the Company issued Pre-Funded Warrant to purchase 1,560,570 shares of its common stock to Woodforest exercisable at a nominal exercise price equal to $0.0001 per share. See Note 20 – Subsequent Events for more information.

Pursuant to the Settlement Agreement, the Credit Agreement, the Guaranty dated November 1, 2021 and the other Loan Documents (as defined in the Credit Agreement) were terminated and Woodforest released the Company and iBio CDMO from any and all claims, debts, liabilities or causes of action it may have against them prior to May 31, 2024, and the Company and iBio CDMO released Woodforest and its related parties from any and all claims, debts, liabilities or causes of action it may have against them prior to May 31, 2024.

At December 31, 2024 and June 30, 2024, the balance of the Term Loan was $0.

Equipment Financing

On October 12, 2022, the Company entered into an equipment financing master lease agreement and a lease supplement whereby $500,000 was borrowed over 36 months at an imputed interest rate of 10.62% and securitized by certain assets purchased for the San Diego research site. The financing is payable in monthly installments of $16,230 through October 2025. At December 31, 2024, the balance owed under the financing was $154,000. Interest incurred under the financing for the three months ended December 31, 2024 and 2023 totaled approximately $5,000 and $9,000, respectively. Interest incurred under the financing for the six months ended December 31, 2024 and 2023 totaled approximately $11,000 and $19,000, respectively.

Future minimum payments under the equipment financing obligation are due as follows (in thousands):

Fiscal period ending on December 31:	Principal	Interest	Total
2025	$ 155	$ 8	$ 163

Credit and Security Agreement

On January 16, 2024, the Company entered into a credit and security agreement (the "Credit and Security Agreement") with Loeb Term Solutions LLC, an Illinois limited liability company ("Lender"), for a term loan or equipment line of credit loan (the "Loan") pursuant to which the Company issued to Lender a term promissory note in the principal amount of $1,071,572 (the "2024 Term Note") bearing interest at the Prime Rate, as quoted in the Wall Street Journal plus 8.5% (the "Effective Rate"), for proceeds of $1,027,455 after payment of $42,863 to Lender as an origination fee, $1,173 for appraisal costs, and $75 for bank wire fees.

The 2024 Term Note provides for monthly payments of principal and interest based on a four-year amortization period, with a balloon payment of all principal, accrued interest and any other amounts due on the two year anniversary of the 2024 Term Note. The Credit and Security Agreement granted to Lender a security interest in substantially all of the Company's assets other than any intellectual property related to any of the Company's filed patents (the "Loeb Collateral") to secure the Company's obligations under the 2024 Term

Note. The 2024 Term Note is subject to a prepayment fee of: 4% of the principal amount being prepaid if the 2024 Term Note is prepaid during the first 12 months from its issuance, and 3% of the principal amount being prepaid if the 2024 Term Note is prepaid during the second 12 months from its issuance date.

The Credit and Security Agreement provides that the Company may request that Lender make further loan advances to the Company subject to certain conditions, including that the Company is not otherwise in default under the Credit and Security Agreement and its obligations and liabilities to Lender do not exceed a borrowing base equal to the lesser of: (a) eighty percent (80.0%) of the forced liquidation value of the Company's Eligible Equipment as determined by Lender in its sole reasonable discretion, or (b) a monthly dollar amount. The Credit and Security Agreement defines "Eligible Equipment" as equipment that (a) is owned by the Company free of any title defect or any lien or interest of any person except the lien in favor of the Lender; (b) is located at locations permitted by the Credit and Security Agreement; (c) in the Lender's reasonable opinion, is not obsolete, unsalable, damaged or unfit for further use; (d) is appraised by an appraiser satisfactory to the Lender; (e) complies with any representation or warranty with respect to equipment contained in the Credit and Security Agreement; and (f) is otherwise acceptable to the Lender in its reasonable discretion.

The Company's obligations to Lender under the 2024 Term Note and Credit Security Agreement are further secured by an validity guarantee, dated January 16, 2024 (the "Validity Guarantee"), executed by Dr. Martin Brenner and Felipe Duran in their individual capacity (the "Indemnitors") for the benefit of Lender. The Validity Guarantee provides that the Indemnitors will indemnify the Lender from any loss or damage, including any actual, consequential or incidental loss or damage, suffered by Lender as a result of, or arising out of, among other things, any willful or intentional misrepresentation or gross negligence by the Company in connection with the Loan and any acts of fraud, conversion, misappropriation or misapplication of funds or proceeds of any Loeb Collateral by the Company or the Indemnitors.

The Credit and Security Agreement contains customary events of default. If an event of default occurs, the 2024 Term Note provides that regardless of whether the Lender elects to accelerate the maturity of the 2024 Term Note, the entire principal remaining unpaid hereunder shall thereafter bear interest at the rate equal to the Effective Rate plus 6% per annum.

The financing is payable in monthly installments of $30,710 through December 2025 and a balloon payment of approximately $652,000 in January 2026, which includes approximately $9,000 of interest. At December 31, 2024, the balance owed under the financing was $880,000. Interest incurred under the financing for the three months ended December 31, 2024 totaled approximately $39,000. Interest incurred under the financing for the six months ended December 31, 2024 totaled approximately $80,000.

Future minimum payments under the term promissory note obligation are due as follows (in thousands):

Fiscal period ending on December 31:	**Principal**	**Interest**	**Total**
2025	$ 237	$ 132	$ 369
2026	643	9	652
Total minimum term promissory note payments	880	$ 141	$ 1,021
Less: current portion	(237)		
Long-term portion of minimum term promissory note obligation	$ 643		

Insurance Premium Financing

On October 30, 2023, the Company entered into an insurance premium financing agreement with FIRST Insurance Funding, a division of Lake Forest Bank & Trust Company, N.A., whereby approximately $597,000 was borrowed over ten months at an imputed interest rate of 8.5%. The financing is payable in monthly installments of $62,095 through August 2024. At December 31, 2024, the balance owed under the financing was $0. Interest incurred under the financing for the three and six months ended December 31, 2024 totaled approximately $0 and $1,000, respectively.

On October 30, 2024, the Company entered into an insurance premium financing agreement with FIRST Insurance Funding, a division of Lake Forest Bank & Trust Company, N.A., whereby approximately $697,000 was borrowed over 14 months at an imputed interest rate of 6.99%. The financing is payable in monthly installments of $51,994 through December 2025. At December 31, 2024, the balance owed under the financing was approximately $601,000. Interest incurred under the financing for the three and six months ended December 31, 2024 totaled approximately $8,000.

Fiscal period ending on December 31:	**Principal**	**Interest**	**Total**
2025	$ 601	$ 23	$ 624

13. Finance Lease Obligations

Equipment

As discussed above, the Company assumed three equipment leases that were accounted for as finance leases totaling approximately $814,000 as part of the RubrYc Asset Purchase Agreement. The monthly rental for the three leases is approximately $27,000 per month and all three expire on August 1, 2025.

The following tables present the components of lease expense and supplemental balance sheet information related to the finance lease obligation (in thousands).

	Three Months Ended December 31, 2024	Three Months Ended December 31, 2023
Finance lease cost:		
Amortization of ROU assets	$ 68	$ 68
Interest on lease liabilities	6	13
Total lease cost	$ 74	$ 81
Other information:		
Cash paid for amounts included in the measurement lease liabilities:		
Financing cash flows from finance lease obligations	$ 74	$ 67

	Six Months Ended December 31, 2024	Six Months Ended December 31, 2023
Finance lease cost:		
Amortization of ROU assets	$ 136	$ 136
Interest on lease liabilities	14	27
Total lease cost	$ 150	$ 163
Other information:		
Cash paid for amounts included in the measurement lease liabilities:		
Financing cash flows from finance lease obligations	$ 146	$ 133

	December 31, 2024	June 30, 2024
Finance lease ROU assets	$ 203	$ 339
Finance lease obligation - current portion	$ 205	$ 299
Finance lease obligation - noncurrent portion	$ —	$ 53
Weighted-average remaining lease term - finance lease	0.67 years	1.17 years
Weighted-average discount rate - finance lease obligation	9.50 %	9.50 %

Future minimum payments under the finance lease obligation are as follows (in thousands):

Fiscal year ending on December 31:	Principal	Interest	Total
2025	$ 205	$ 7	$ 212

14. Operating Lease Obligation

San Diego

On September 10, 2021, the Company entered into a lease for 11,383 square feet of space in San Diego, California. Terms of the lease include the following:

- The length of term of the lease is 88 months from the lease commencement date (as defined).
- The lease commencement date is September 16, 2022.
- The monthly rent for the first year of the lease is $51,223 and increases approximately 3% per year.
- The lease provides for a base rent abatement for months two through five in the first year of the lease.
- The landlord provided a tenant improvement allowance of $81,860 to be used for improvements as specified in the lease.
- The Company is responsible for other expenses such as electric, janitorial, etc.
- The Company opened an irrevocable letter of credit in the amount of $188,844 in favor of the landlord. The letter of credit expires on October 8, 2025 and renews annually as required.

As discussed above, the lease provides for scheduled increases in base rent and scheduled rent abatements. Rent expense is charged to operations using the straight-line method over the term of the lease which results in rent expense being charged to operations at inception of the lease in excess of required lease payments. This excess (formerly classified as deferred rent) is shown as a reduction of the operating lease ROU asset in the accompanying condensed consolidated balance sheets. Rent expense for the San Diego facility commenced in fiscal year 2022, when the Company began making improvements to the facility.

The following tables present the components of lease expense and supplemental balance sheet information related to the operating lease obligation (in thousands).

	Three Months Ended December 31, 2024	Three Months Ended December 31, 2023
Operating lease cost:	$ 141	$ 141
Total lease cost	$ 141	$ 141
Other information:		
Cash paid for amounts included in the measurement lease liability:		
Operating cash flows from operating lease	$ 141	$ 141
Operating cash flows from operating lease obligation	$ 163	$ 158

	Six Months Ended December 31, 2024	Six Months Ended December 31, 2023
Operating lease cost:	$ 282	$ 282
Total lease cost	$ 282	$ 282
Other information:		
Cash paid for amounts included in the measurement lease liability:		
Operating cash flows from operating lease	$ 282	$ 282
Operating cash flows from operating lease obligation	$ 323	$ 313

Future minimum payments under the operating lease obligation are as follows (in thousands):

Fiscal year ending on December 31:	Principal	Imputed Interest	Total
2025	$ 462	$ 196	$ 658
2026	518	161	679
2027	577	121	698
2028	643	77	720
2029	712	29	741
Total minimum lease payments	2,912	$ 584	$ 3,496
Less: current portion	(462)		
Long-term portion of minimum lease obligation	$ 2,450		

15. Stockholders' Equity

Preferred Stock

The Company's Board of Directors is authorized to issue, at any time, without further stockholder approval, up to 1 million shares of preferred stock. The Board of Directors has the authority to fix and determine the voting rights, rights of redemption and other rights and preferences of preferred stock.

Series 2022 Convertible Preferred Stock ("Series 2022 Preferred")

On May 9, 2022, the Board of the Company created the Series 2022 Preferred, par value $0.001 per share, out of the Company's 1 million authorized shares of preferred stock. Each share of Series 2022 Preferred was convertible at a ratio of one-for-one (1:1) shares of the Common Stock on a pre-split basis. No Series 2022 Preferred shares are issued and outstanding as of December 31, 2024 and June 30, 2024.

Common Stock

The number of authorized shares of the Company's Common Stock is 275 million.

Reverse Stock Split

On November 27, 2023, the stockholders of the Company approved a proposal at the Company's 2023 Annual Meeting of Stockholders (the "Annual Meeting") to amend the Company's Certificate of Incorporation to effect a reverse stock split of the Company's Common Stock, at a ratio between 1-for-5 to 1-for-20, with the ratio within such range to be determined at the discretion of the Company's Board, without reducing the authorized number of shares of Common Stock. Following the Annual Meeting, the Board approved a final split ratio of 1-for-20 (1:20). Following such approval, on November 28, 2023, the Company filed an Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the 2023 reverse stock split, with an effective time of 12:01 a.m. Eastern Time on November 29, 2023. As a result of the 1:20 2023 Reverse Stock Split, each twenty (20) pre-split shares of Common Stock outstanding automatically combined into one (1) new share of Common Stock without any action on the part of the holders. No fractional shares were issued in connection with the 2023 Reverse Stock Split. In lieu of fractional shares, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification and combination following the effective time of the 2023 Reverse Stock Split (after taking into account all fractional shares of Common Stock otherwise issuable to such holder) were entitled to receive a cash payment equal to the number of shares of the Common Stock held by such stockholder before the 2023 Reverse Stock Split that would otherwise have been exchanged for such fractional share interest multiplied by the average closing sales price of the Common Stock as reported on the NYSE American for the ten days preceding November 29, 2023.

Recent issuances of Common Stock include the following:

Cantor Fitzgerald Underwriting

On November 25, 2020, the Company entered into a Controlled Equity Offering SM Sales Agreement (the "Sales Agreement") with Cantor Fitzgerald & Co. ("Cantor Fitzgerald") to sell shares of Common Stock, from time to time, through an "at-the-market offering" program having an aggregate offering price of up to $100 million through which Cantor Fitzgerald would act as sales agent. During the three months ended September 30, 2023, Cantor Fitzgerald sold as sales agent pursuant to the Sales Agreement 170,989 shares of Common Stock. The Company received net proceeds of approximately $1.7 million.

In the fiscal year ended June 30, 2023, Cantor Fitzgerald sold as sales agent pursuant to the Sales Agreement 289,144 shares of Common Stock. The Company received net proceeds of approximately $6.4 million during the fiscal year ended June 30, 2023 and held a subscription receivable for $204,000 at June 30, 2023 for proceeds received on July 6, 2023. The Sales Agreement was terminated and there were no sales of Common Stock during fiscal year 2025.

Wainwright Underwriting

On December 6, 2022, the Company entered into an underwriting agreement (the "Underwriting Agreement") with H.C. Wainwright & Co., LLC ("Wainwright"). Pursuant to the Underwriting Agreement, the Company agreed to sell to Wainwright, in a firm commitment underwritten offering (the "2022 Offering") (i) 76,538 shares of the Company's Common Stock, (ii) pre-funded warrants (the "2022 Pre-Funded Warrants") to purchase up to 91,730 shares of Common Stock, (iii) Series A Common Stock purchase warrants (the "Series A Warrants") to purchase up to 168,269 shares of Common Stock and (iv) Series B Common Stock purchase warrants (the "Series B Warrants" and together with the Series A Warrants, the "2022 Warrants") to purchase up to 168,269 shares of Common Stock. The 2022 Offering closed on December 9, 2022.

Wainwright acted as the sole book-running manager for the 2022 Offering. The Company paid Wainwright an underwriting discount equal to 7.0% of the gross proceeds of the offering, and reimbursed Wainwright for the legal fees and certain expenses. Pursuant to the Underwriting Agreement, the Company granted Wainwright a 30-day option to purchase up to an additional 25,240 shares of Common Stock and/or 2022 Common Warrants to purchase up to an additional 50,480 shares of Common Stock at the public offering price, less the underwriting discounts and commissions, solely to cover over-allotments. Wainwright elected to purchase 25,240 Series A Warrants and 25,240 Series B Warrants.

On December 6, 2024, all Series B Warrants that were not exercised prior to such date expired.

The Company also agreed to issue to Wainwright, as the representative of the underwriters, warrants (the "Representative's Warrants") to purchase a number of shares of Common Stock equal to 6.0% of the aggregate number of shares of Common Stock and 2022 Pre-Funded Warrants being offered in the 2022 Offering. Wainwright received warrants to purchase up to 10,094 shares of Common Stock.

The Company received net proceeds of approximately $2,864,000 after deducting underwriting discounts, commissions and other issuance costs.

Lincoln Park Stock Purchase Agreement

On August 4, 2023, the Company entered into a purchase agreement, dated as of August 4, 2023 (the "Purchase Agreement"), with Lincoln Park Capital Fund, LLC ("Lincoln Park"), pursuant to which, under the terms and subject to the satisfaction of specified conditions set forth therein, the Company could have sold to Lincoln Park up to $10.0 million (subject to certain limitations) of Common Stock, from time to time during the term of the Purchase Agreement. Additionally, on August 4, 2023, the Company entered into a registration rights agreement, dated as of August 4, 2023 (the "Registration Rights Agreement"), with Lincoln Park, pursuant to which it agreed to file a registration statement with the SEC, to register under the Securities Act of 1933, as amended (the "Securities Act"), the resale by Lincoln Park of shares of Common Stock that have been or may be issued and sold by the Company to Lincoln Park under the Purchase Agreement. The Company could not sell any shares of Common Stock to Lincoln Park under the Purchase Agreement unless all of the conditions to Lincoln Park's purchase obligation set forth in the Purchase Agreement were met, including that the resale registration statement that the Company was required to file with the SEC under the Registration Rights Agreement was declared effective by the SEC and a final prospectus relating thereto was filed with the SEC (the date on which all of such conditions are satisfied, the "Commencement Date"). The registration statement was declared effective on August 11, 2023.

Beginning on the Commencement Date and for a period of up to 24 months thereafter, under the terms and subject to the conditions of the Purchase Agreement, from time to time, at the Company's discretion, it had the right, but not the obligation, to sell to Lincoln Park, and Lincoln Park was obligated to purchase, up to $10 million of shares of Common Stock, subject to certain limitations set forth in the Purchase Agreement. Specifically, from time to time from and after the Commencement Date, the Company could, at its discretion, on any single business day on which the closing price of the Common Stock on the NYSE American is equal to or greater than $3.00, by written notice delivered to Lincoln Park, direct Lincoln Park to purchase up to 5,000 shares of Common Stock on such business day, at a purchase price per share that will be determined and fixed in accordance with the Purchase Agreement at the time the Company delivers such written notice to Lincoln Park (each, a "Regular Purchase"); provided, however, that the maximum number of shares the Company may sell to Lincoln Park in a Regular Purchase may be increased to up to (i) 7,500 shares, if the closing sale price of the Common Stock on the NYSE American on the applicable purchase date is not below $20.00, and (ii) 10,000 shares, if the closing sale price of the Common Stock on the applicable purchase date is not below $40.00; provided, however, that Lincoln Park's maximum purchase commitment in any single Regular Purchase may not exceed $500,000. The foregoing share amounts and per share prices will

be adjusted for any reorganization, recapitalization, non-cash dividend, stock split, reverse stock split or other similar transaction occurring after the date of the Purchase Agreement with respect to the Common Stock. The purchase price per share of Common Stock sold in each such Regular Purchase, if any, will be based on market prices of the Common Stock immediately preceding the time of sale, calculated as set forth in the Purchase Agreement.

In addition, provided that the Company had directed Lincoln Park to purchase the maximum amount of shares that it is then able to sell to Lincoln Park in a Regular Purchase on a particular business day on which the closing price of the Common Stock on the NYSE American is equal to or greater than $4.00, then in addition to such Regular Purchase, the Company may, in its sole discretion, also direct Lincoln Park to purchase additional shares of Common Stock in an "accelerated purchase," and one or more "additional accelerated purchases" on the business day immediately following the purchase date for such Regular Purchase, as provided in the Purchase Agreement. The purchase price per share of Common Stock sold to Lincoln Park in each accelerated purchase and additional accelerated purchase, if any, will be based on market prices of the Common Stock at the time of sale on the applicable purchase date for such accelerated purchase and such additional accelerated purchase(s), as applicable, calculated as set forth in the Purchase Agreement. There are no upper limits on the price per share that Lincoln Park must pay for shares of Common Stock in any purchase under the Purchase Agreement.

The Company controlled the timing and amount of any sales of Common Stock to Lincoln Park pursuant to the Purchase Agreement. Lincoln Park had no right to require the Company to sell any shares of Common Stock to Lincoln Park, but Lincoln Park was obligated to make purchases as the Company directs, subject to certain conditions.

As consideration for Lincoln Park's commitment to purchase shares of Common Stock at the Company's direction pursuant to the Purchase Agreement, the Company issued 10,573 shares of Common Stock to Lincoln Park as commitment shares (the "Initial Commitment Shares") and agreed to issue 10,573 additional shares of Common Stock to Lincoln Park as commitment shares (the "Additional Commitment Shares" and, collectively with the Initial Commitment Shares, the "Commitment Shares") at such time as the Company had received an aggregate of $5 million in cash proceeds from Lincoln Park from sales of Common Stock to Lincoln Park, if any, that it elects, in its sole discretion, to make from time to time from and after the Commencement Date, pursuant to the Purchase Agreement.

During the fiscal year ended June 30, 2024, the Company sold 202,595 shares of Common Stock under the Purchase Agreement and received approximately $1.3 million in proceeds. No shares remain available for sale under the registration statement at December 31, 2024.

Securities Purchase Agreement

On December 7, 2023, the Company closed a public offering (the "2023 Offering") after it entered into a securities purchase agreement, dated December 5, 2023 (the "Securities Purchase Agreement") with certain purchasers identified on the signature pages of the Securities Purchase Agreement, pursuant to which the Company sold, in the 2023 Offering, (i) 600,000 shares of the Company's Common Stock, (ii) 1,650,000 pre-funded warrants (the "2023 Pre-Funded Warrants") exercisable for an aggregate of 1,650,000 shares of Common Stock, (iii) 2,250,000 Series C common warrants (the "Series C Common Warrants") exercisable for an aggregate of 2,250,000 shares of Common Stock, and (iv) 2,250,000 Series D common warrants (the "Series D Common Warrants," and together with the Series C Common Warrants, the "Common Warrants") exercisable for an aggregate of 2,250,000 shares of Common Stock. The 2023 Offering closed on December 7, 2023. The combined purchase price of each share of Common Stock and the accompanying Common Warrants was $2.00 (the "Offering Price"). A.G.P./Alliance Global Partners ("A.G.P.") acted as lead placement agent, and Brookline Capital Markets, a division of Arcadia Securities, LLC ("Brookline"), acted as co-placement agent (A.G.P. and Brookline are referred to herein, collectively, as the "Placement Agents") for the 2023 Offering.

The Company agreed to pay the Placement Agents an aggregate cash fee equal to 5.5% of the gross proceeds received by the Company from the sale of the securities in the 2023 Offering. Pursuant to the placement agency agreement, dated December 5, 2023, entered into by and between the Company and the Placement Agents (the "Placement Agency Agreement"), the Company also agreed to reimburse the Placement Agents for their accountable offering-related legal expenses in an amount up to $75,000 and pay a non-accountable expense allowance of up to $15,000.

The Company received net proceeds of approximately $4 million in the 2023 Offering after deducting commissions and other issuance costs. Approximately $369,000 of issuance costs are reported in accrued expenses in the condensed consolidated balance sheet at December 31, 2024.

Securities Purchase Agreement and Warrants

On March 26, 2024, the Company entered into a securities purchase agreement (the "2024 Securities Purchase Agreement") with several institutional investors and an accredited investor (the "Securities Purchasers") for the issuance and sale in a private placement (the "Private Placement") of the following securities for gross proceeds of approximately $15.1 million: (i) 2,701,315 shares of the Company's Common Stock, (ii) pre-funded warrants (the "2024 Pre-Funded Warrants") to purchase up to 2,585,963 shares of the Company's Common Stock at an exercise price of $0.0001 per share, and (iii) Series E Common Stock purchase warrants (the "Series E Warrants") to purchase up to 5,287,278 shares of the Company's Common Stock at an exercise price of $2.64 per share. The Series E Warrants are exercisable at any time after the six-month anniversary of their issuance (the "Initial Exercise Date") at an exercise price of $2.64 per share and have a term of exercise equal to five years from the date of issuance. The combined purchase price for one share of Common Stock and the accompanying Series E Warrant was $2.85 and the purchase price for one pre-funded warrant and the accompanying Series E Warrant was $2.849.

A holder of the 2024 Pre-Funded Warrants and the Series E Warrants may not exercise any portion of such holder's 2024 Pre-Funded Warrants or the Series E Warrants to the extent that the holder, together with its affiliates, would beneficially own more than 4.99% (or, at the election of the holder, 9.99%) of the Company's outstanding shares of Common Stock immediately after exercise, except that upon at least 61 days' prior notice from the holder to the Company, the holder may increase the beneficial ownership limitation to up to 9.99% of the number of shares of Common Stock outstanding immediately after giving effect to the exercise.

The 2024 Pre-Funded Warrants are exercisable at any time after their original issuance, subject to the beneficial ownership limitation (as described above) and will not expire until exercised in full. The exercise price and number of shares of Common Stock issuable upon exercise of the 2024 Pre-Funded Warrants and Series E Warrants are subject to appropriate adjustment in the event of stock dividends, stock splits, reorganizations or similar events affecting the Company's Common Stock and the exercise price.

If at the time of exercise on a date that is after the Initial Exercise Date, there is no effective registration statement or the prospectus contained therein is not available for the issuance of shares of Common Stock to the holders of the Series E Warrants, the Series E Warrants may be exercised, in whole or in part, at such time by means of a "cashless exercise." If at the time of exercise on a date that is after the 60th day anniversary of the Initial Exercise Date, there is no effective registration statement or the prospectus contained therein is not available for the issuance of shares of Common Stock to the holders of 2024 Pre-Funded Warrants, the 2024 Pre-Funded Warrants may also be exercised, in whole or in part, at such time by means of a "cashless exercise."

Pursuant to the 2024 Securities Purchase Agreement, the Company agreed to prepare and file a registration statement with the SEC registering the resale of the shares of Common Stock issued to the Securities Purchasers in the Private Placement and the shares underlying the 2024 Pre-Funded Warrants and the Series E Warrants no later than 60 days after the date of the 2024 Securities Purchase Agreement (the "Filing Date"), to use its commercially reasonable efforts to have the registration statement declared effective as promptly as practical thereafter, and in any event not more than 75 days following the date of the 2024 Securities Purchase Agreement (or 90 days following the date of the 2024 Securities Purchase Agreement in the event of a "full review" by the SEC) (the "Effectiveness Date"), and to keep such registration statement effective at all times for a one year period after the closing date provided that the Company will have the right to suspend the registration statement for a period of fifteen (15) days during such one year period without being in breach. The registration statement was filed with the SEC on April 16, 2024 and declared effective by the SEC on April 24, 2024.

The Private Placement closed on April 1, 2024 at which time the Company received net proceeds of approximately $14.1 million, which was reported as a subscription receivable on the March 31, 2024 condensed consolidated balance sheet, from the Private Placement, after deducting estimated offering expenses payable by the Company, including placement agent fees and expenses. The Company intends to use the net proceeds received from the Private Placement primarily for general corporate purposes, including for research and development and working capital.

Chardan Capital Markets, LLC served as the exclusive placement agent in connection with the Private Placement and was paid (i) a cash fee equal to 6.0% of the aggregate gross proceeds of the Private Placement (reduced to 4.0% with respect to certain investors), and (ii) up to $50,000 for legal fees and other out-of-pocket expenses.

Pursuant to the terms of the 2024 Securities Purchase Agreement, the Company was prohibited from entering into any agreement to issue or announcing the issuance or proposed issuance of any shares of Common Stock or securities convertible or exercisable into Common Stock for a period commencing on March 26, 2024, and expiring 60 days from the Effective Date (as defined in the 2024 Securities Purchase Agreement). Furthermore, the Company is also prohibited from entering into any agreement to issue Common Stock or Common Stock Equivalents (as defined in the 2024 Securities Purchase Agreement) involving a Variable Rate Transaction (as defined in the 2024 Securities Purchase Agreement), subject to certain exceptions, for a period commencing on March 26, 2024 and expiring

one year from such Effective Date (as defined in the 2024 Securities Purchase Agreement); provided that sixty (60) days after the Effective Date entering into an at-the-market facility shall not be deemed a Variable Rate Transaction.

Exercise of Stock Options

During the second quarter of fiscal year 2025, options for 18,200 shares with a grant price of $1.72 were exercised for which the Company received proceeds of $18,060 and recorded a subscription receivable in the amount of $13,244 in the condensed consolidated balance sheet as of December 31, 2024.

Vesting of Restricted Stock Units "RSUs"

During the first quarter of fiscal year 2025, RSUs for 12,219 shares of Common Stock were vested.

During the second quarter of fiscal year 2025, RSUs for 11,575 shares of Common Stock were vested.

Warrants

Bryan Capital

On November 1, 2021, the Company issued to Bryan Capital a Warrant to purchase 2,579 shares of the Common Stock of the Company at an exercise price of $665 per share. The Warrant expires October 10, 2026, is exercisable immediately, provides for a cashless exercise at any time and automatic cashless exercise on the expiration date if on such date the exercise price of the Warrant exceeds its fair market value as determined in accordance with the terms of the Warrant and adjustments in the case of stock dividends and stock splits.

Wainwright

As discussed above, the Company issued various warrants with the following terms:

- 2022 Pre-Funded Warrants – Immediately exercisable at an exercise price of $0.001 per share. All of the 2022 Pre-Funded Warrants were exercised in December 2022.
- Series A Warrants – Immediately exercisable at an exercise price of $20.80 per share for a term of five years.
- Series B Warrants – Immediately exercisable at an exercise price of $20.80 per share for a term of two years.
- Representative's Warrants – Immediately exercisable at an exercise price of $26.00 per share for a term of five years.

During fiscal year 2023, 17,064 Series A Warrants and 89,059 Series B Warrants were exercised. The total proceeds from Series A and B Warrants exercised during the year ended June 30, 2023 was $2,207,000. No 2022 Warrants were exercised during the fiscal year ended December 31, 2024 or during the first half of fiscal year 2025.

On August 4, 2023, the Company agreed to amend the exercise price with certain holders of the Series A Warrants and Series B Warrants that were acquired from the Company in the underwritten public offering that was completed in December 2022. Under the amended warrants, the Company agreed to amend existing Series A Warrants to purchase up to 173,795 shares of Common Stock and existing Series B Warrants to purchase up to 102,900 shares of Common Stock that were previously issued in December 2022 to the certain investors in the public offering, with exercise prices of $20.80 per share (the "Existing Warrants"), to lower the exercise price of the Existing Warrants to $10.00 per share.

On December 6, 2024, all Series B Warrants that were not exercised prior to such date have expired.

A.G.P./Alliance Global Partners

On December 7, 2023, the Company completed the 2023 Offering. Each share of Common Stock and 2023 Pre-Funded Warrants, as applicable, was sold together with one Series C Common Warrant to purchase one share of Common Stock and one Series D Common Warrant to purchase one share of Common Stock. A total of 2,250,000 Series C Common Warrants and 2,250,000 Series D Common Warrants were issued.

The combined purchase price of each share of Common Stock and the accompanying Common Warrants was the Offering Price and the combined purchase price of each 2023 Pre-Funded Warrant and the accompanying Common Warrants was $1.9999, which is equal to the combined purchase price per share of Common Stock and accompanying Common Warrants, minus the exercise price of each 2023 Pre-Funded Warrant of $0.0001. The Series C Common Warrants and the Series D Common Warrants have an exercise price of $2.00

per share and are immediately exercisable. The Series C Common Warrants will expire two (2) years from the date of issuance and the Series D Common Warrants will expire five (5) years from the date of issuance.

During the fiscal year ended June 30, 2024, 1,650,000 of 2023 Pre-Funded Warrants, 1,178,500 Series C Common Warrants and 1,053,500 Series D Common Warrants were exercised for proceeds of $4,464,000.

During the first quarter of fiscal year 2025, 1,000 Series C Common Warrants and 1,000 Series D Common Warrants were exercised for proceeds of $4,000.

Chardan Capital Markets

On April 1, 2024, the Company completed the Private Placement of (i) 2,701,315 shares of the Common Stock, (ii) 2024 Pre-Funded Warrants to purchase up to 2,585,963 shares of the Company's Common Stock at an exercise price of $0.0001 per share, and (iii) Series E Warrants to purchase up to 5,287,278 shares of the Company's Common Stock at an exercise price of $2.64 per share. The Series E Warrants are exercisable at any time after the Initial Exercise Date at an exercise price of $2.64 per share and have a term of exercise equal to five years from the date of issuance. The combined purchase price for one share of Common Stock and the accompanying Series E Warrant was $2.85 and the purchase price for one 2024 Pre-Funded Warrant and the accompanying Series E Warrant was $2.849.

During the second quarter of fiscal year 2025, 500,000 2024 Pre-Funded Warrants were exercised for proceeds of $50. No Series E Warrants were exercised during the first half of fiscal 2025.

16. Earnings (Loss) Per Common Share

Basic earnings (loss) per common share is computed by dividing the net income (loss) allocated to common stockholders by the weighted-average number of shares of Common Stock outstanding during the period. For purposes of calculating diluted earnings (loss) per common share, the denominator includes both the weighted-average number of shares of Common Stock outstanding during the period and the number of common stock equivalents if the inclusion of such common stock equivalents is dilutive. Dilutive common stock equivalents potentially include stock options and warrants using the treasury stock method. The following table summarizes the components of the earnings (loss) per common share calculation (in thousands, except per share amounts):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2024	2023	2024	2023
Basic and diluted numerator:				
Net loss from continuing operations	$ (4,364)	$ (4,488)	$ (8,353)	$ (9,562)
Net loss from discontinued operations	$	$ (3,723)	$ —	$ (4,395)
Net loss - total	$ (4,364)	$ (8,211)	$ (8,353)	$ (13,957)
Basic and diluted denominator:				
Weighted-average common shares outstanding	9,132	1,856	8,880	1,525
Per share amount - continuing operations	$ (0.48)	$ (2.42)	$ (0.94)	$ (6.27)
Per share amount - discontinued operations	$ —	$ (2.00)	$ —	$ (2.88)
Per share amount - total	$ (0.48)	$ (4.42)	$ (0.94)	$ (9.15)

In Fiscal 2025 and Fiscal 2024, the Company incurred net losses which cannot be diluted; therefore, basic and diluted loss per common share is the same. As of December 31, 2024 and 2023, shares issuable which could potentially dilute future earnings were as follows:

	December 31,	
	2024	2023
	(in thousands)	
Stock options	1,058	36
Restricted stock units	12	3
Warrants	11,521	5,339
AstralBio Exclusive License Agreement	246	—
Shares excluded from the calculation of diluted loss per share	12,837	5,378

17. Share-Based Compensation

The following table summarizes the components of share-based compensation expense in the condensed consolidated statements of operations and comprehensive loss (in thousands):

	Three Months Ended December 31,	
	2024	2023
Research and development	$ 12	$ 142
General and administrative	463	312
Total	$ 475	$ 454

	Six Months Ended December 31,	
	2024	2023
Research and development	$ 23	$ 195
General and administrative	867	1,020
Total	$ 890	$ 1,215

In addition, share-based compensation expense included in loss from discontinued operations totaled approximately $2,000 and $6,000 for the three and six months ended December 31, 2023.

Stock Options

iBio, Inc. 2023 Omnibus Equity Incentive Plan (the "2023 Plan")

On December 9, 2023, the Company adopted the 2023 Plan for employees, officers, directors and external service providers which is the successor to the 2020 Omnibus Equity Incentive Plan (the "2020 Plan") and once approved became effective on January 1, 2024. The maximum number of shares of Common Stock reserved and available for issuance under the 2023 Plan is 1,200,000 shares (the "Limit"). In addition, such Limit automatically increases on January 1 of each calendar year commencing on January 1, 2025 and ending on (and including) January 1, 2033, by a number of shares of Common Stock equal to five percent (5%) of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year; provided, however, that the Board may act prior to January 1 of a given calendar year to provide that the increase for such year will be a lesser number of shares of Common Stock, provided further that the Limit, as in effect at any time, shall be adjusted as a result of any reorganization, recapitalization, reclassification, stock dividend, extraordinary cash dividend, stock split, reverse stock split or other similar change in the Company's capital stock. The 2023 Plan allows for the award of stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, cash-based awards, and dividend equivalent rights. The value of all awards awarded under the 2023 Plan and all other cash compensation paid by the Company to any non-employee director in any calendar year may not exceed $500,000; provided, however, that such amount shall be $750,000 for the calendar year in which the applicable non-employee director is initially elected or appointed to the Board and $1,500,000 for any non-executive chair of the Company's Board should one be appointed. Notwithstanding the foregoing, the independent members of the Board may make exceptions to such limits in extraordinary circumstances. The term of the 2023 Plan will expire on the tenth anniversary of the effective date of the Plan.

Vesting of service awards are determined by the Board and stated in the award agreements. In general, vesting occurs ratably on the anniversary of the grant date over the service period, generally three or five years, as determined at the time of grant. Vesting of performance awards occurs when the performance criteria is satisfied. The Company uses historical data to estimate forfeiture rates.

Under the 2023 Plan, 71,675 common shares have been issued pursuant to past grants, 1,007,375 common shares are reserved for past grants, and the remaining 120,950 common shares are available for future grants as of December 31, 2024. See Note 20 – Subsequent Events for more information.

iBio, Inc. 2020 Omnibus Equity Incentive Plan (the "2020 Plan")

On December 9, 2020, the Company adopted the 2020 Plan for employees, officers, directors and external service providers. The total number of shares of Common Stock reserved under the 2020 Plan is 64,000 shares of Common Stock for issuance pursuant to the grant of new awards under the 2020 Plan. The 2020 Plan allows for the award of stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, cash-based awards, and dividend equivalent rights. The value of all awards awarded under the 2020 Plan and all other cash compensation paid by the Company to any non-employee director in any calendar year may not exceed $500,000; provided, however, that such amount shall be $750,000 for the calendar year in which the applicable non-employee director is initially elected or appointed to the Board of Directors and $1,500,000 for any non-executive chair of the Company's Board of Directors should one be appointed. Notwithstanding the foregoing, the independent members of the Board may make exceptions to such limits in extraordinary circumstances. The term of the 2020 Plan will expire on the tenth anniversary of the date the Plan is approved by the stockholders.

Vesting of service awards are determined by the Board of Directors and stated in the award agreements. In general, vesting occurs ratably on the anniversary of the grant date over the service period, generally three or five years, as determined at the time of grant. Vesting of performance awards occurs when the performance criteria is satisfied. The Company uses historical data to estimate forfeiture rates.

Under the 2020 Plan, 23,229 common shares have been issued pursuant to past exercises, 26,635 common shares are reserved for past grants, and the remaining 14,136 common shares will no longer be available for future grants as of December 31, 2024.

Stock Option Issuances - 2023 Plan

During the first quarter of fiscal year 2025, the Company granted stock options under the 2023 Plan to two employees to purchase 7,500 shares of the Common Stock at an exercise prices between $1.92 and $2.21 per share. The options vest 25% after one year and then in equal quarterly installments over a 36-month period and expire on the tenth anniversary of the grant date.

During the second quarter of fiscal year 2025, the Company granted stock options under the 2023 Plan to a consultant to purchase 12,600 shares of the Common Stock at an exercise price of $2.45 per share. The option fully vested on the grant date and expire on the tenth anniversary of the grant date.

During the second quarter of fiscal year 2025, the Company granted stock options under the 2023 Plan to two new directors to purchase 25,200 shares of the Common Stock at an exercise price of $2.45 per share. The options vest monthly over a period of 36 months and expire on the tenth anniversary of the grant date.

During the second quarter of fiscal year 2025, the Company granted stock options under the 2023 Plan to various directors to purchase 75,600 shares of the Common Stock at an exercise price of $2.45 per share. The options vest monthly over a period of 12 months and expire on the tenth anniversary of the grant date.

During the second quarter of fiscal year 2025, the Company granted stock options under the 2023 Plan to a new employee to purchase 8,500 shares of the Common Stock at an exercise price of $2.80 per share. The option vests 25% after one year and then in equal quarterly installments over a 36-month period and expire on the tenth anniversary of the grant date.

Stock Option Issuance – Employment Inducement Grant

During the first quarter of fiscal year 2025, the Company granted an employment inducement options to an employee to purchase 15,000 shares of the Common Stock at an exercise price of $1.81 per share. The option vest 25% after one year and then in equal quarterly installments over a 36-month period and expires on the tenth anniversary of the grant date.

Stock Option Issuance – Professional Service Fee Grant

During the first quarter of fiscal year 2025, the Company granted a stock options to a professional service vendor to purchase 20,000 shares of the Common Stock at an exercise price of $1.83 per share. The option vests in equal quarterly installments over twelve months and expires on the fith anniversary of the grant date.

The Company estimated the fair value of options granted using the Black-Scholes option pricing model with the following assumptions:

Weighted-average risk-free interest rate	3.41% - 4.33 %
Dividend yield	0 %
Volatility	245.35% - 248.81 %
Expected term (in years)	5.6

RSUs

No RSUs were granted during the first half of fiscal year 2025.

18. Income Taxes

The Company recorded no income tax expense for the three and six months ended December 31, 2024 and 2023 because the estimated annual effective tax rate was zero. As of December 31, 2024, the Company continues to provide a valuation allowance against its net deferred tax assets since the Company believes it is more likely than not that its deferred tax assets will not be realized.

19. Employee 401(k) Plan

Commencing January 1, 2018, the Company established the iBio, Inc. 401(k) Plan (the “Plan”). Eligible employees of the Company may participate in the Plan, whereby they may elect to make elective deferral contributions pursuant to a salary deduction agreement and receive matching contributions upon meeting age and length-of-service requirements. The Company will make a 100% matching contribution that is not in excess of 5% of an eligible employee’s compensation. In addition, the Company may make qualified non-elective contributions at its discretion. For the three months ended December 31, 2024 and 2023, employer contributions made to the

Plan totaled approximately $17,000 and $30,000, respectively. For the six months ended December 31, 2024 and 2023, employer contributions made to the Plan totaled approximately $52,000 and $79,000, respectively. In addition, employer contributions included in loss from discontinued operations totaled approximately $0 and $10,000 for the three and six months ended December 31, 2023, repectively.

20. Subsequent Events

The Company has evaluated all events subsequent to the balance sheet date through February **XX**, 2025, the date these financial statements are available to be issued. During this period, there were no material subsequent events requiring disclosure except as discussed below.

2023 Plan

In accordance with the provisions of the 2023 Plan, the Limit increased on January 1, 2025 by 458,383 shares for a total number of awards that can be made under the 2023 Plan of 1,658,383 shares.

2025 Purchase Agreement

On January 10, 2025, the Company entered into the 2025 Purchase Agreement with Investors, pursuant to which the Company agreed to issue and sell to the Investors an aggregate of 240,807 Shares of Common Stock. The purchase price of each Share was $2.72, the last reported closing price of the Common Stock on the date of execution of the 2025 Purchase Agreement, which closing price was greater than the book value of the Common Stock on the date of the execution of the 2025 Purchase Agreement.

The 2025 Private Placement closed on January 10, 2025. The Company received aggregate gross proceeds from the 2025 Private Placement of approximately $655,000, before deducting estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the 2025 Private Placement for working capital purposes.

Woodforest Pre-Funded Warrant

The Pre-Funded Warrant issued to Woodforest under the Settlement Agreement was subsequently assigned by Woodforest to Lynx1 Master Fund LP on January 13, 2025.

AstralBio Exclusive License Agreement

Pursuant to the License Agreement with AstralBio, the fixed upfront fee of $750,000 was settled for 246,087 shares of the Company's Common Stock based on the volume weighted average price of the Company's Common Stock as reported by Bloomberg, LP over the five day period ending at 4:00 PM on the day prior to issuance, January 28, 2025.

2024 Pre-Funded Warrants Exercise

In January 2025, 128,070 2023 Pre-Funded Warrants were exercised for proceeds of $13.

ATM Agreement

Under the ATM Agreement, the Sales Agents for the Company sold 32,167 shares in January 2025. The Company received net proceeds of approximately $102,000.

Exercise of Stock Options

During January 2025, options for 48,300 shares with a grant price of $1.72 were exercised for which the Company received proceeds of $83,076.

Vesting of RSUs

During the third quarter of fiscal year 2025, RSUs for 11,575 shares of Common Stock were vested.

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

The following information should be read together with the consolidated financial statements and the notes thereto and other information included elsewhere in this Quarterly Report on Form 10-Q (this "Report") and in our Annual Report on Form 10-K for the year ended June 30, 2024, as filed with the SEC on September 20, 2024, as amended on September 24, 2024 (the "Annual Report"). Unless the context requires otherwise, references in this Report to "iBio," the "Company," "we," "us," or "our" and similar terms mean iBio, Inc.

Forward-Looking Statements

This Report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). For this purpose, any statements contained herein regarding our strategy, future operations, financial position, future revenues, projected costs and expenses, prospects, plans and objectives of management, other than statements of historical facts, are forward-looking statements. The words "anticipate," "believe," "estimate," "may," "plan," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Such statements reflect our current views with respect to future events. Because these forward-looking statements involve known and unknown risks and uncertainties, actual results, performance or achievements could differ materially from those expressed or implied by these forward-looking statements for a number of important reasons, including those discussed in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Report, as well as in the section titled "Risk Factors" in our Annual Report. We cannot guarantee any future results, levels of activity, performance or achievements. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Report as anticipated, believed, estimated or expected. The forward-looking statements contained in this Report represent our estimates as of the date of this Report (unless another date is indicated) and should not be relied upon as representing our expectations as of any other date. While we may elect to update these forward-looking statements, we specifically disclaim any obligation to do so unless otherwise required by securities laws.

Overview

iBio, Inc. ("iBio," "we," "us," or "our") is a preclinical stage biotechnology company leveraging the power of Artificial Intelligence (AI) for the development of hard-to-drug precision antibodies. Our core mission is to harness the potential of AI and machine learning (ML) to unveil elusive biologics that stand out and have evaded other scientists. Through our innovative AI Drug Discovery Platform, we champion a culture of innovation by identifying novel targets, forging strategic collaborations to enhance efficiency, diversify pipelines, and with the goal of accelerating preclinical processes. Our proprietary technology stack is designed to minimize downstream development risks by employing AI-guided epitope-steering and monoclonal antibody (mAb) optimization.

Our groundbreaking EngageTx™ technology enables us to target bi-specific molecules. With the ability to navigate sequence diversity and promote Human-Cyno cross reactivity while mitigating cytokine release, our goal is to enhance agility and bolster preclinical safety assessments. Another key feature of our technology stack is our ShieldTx™ masking technology, which keeps antibodies inactive until they reach diseased tissue. At that point, the masks are removed and the antibodies become active, all with the goal of broadening the therapeutic window and potentially improving both efficacy and safety.

Our strategic approach to fulfilling our mission is outlined as follows:

- **Further develop and expand our technology stack:** We are continuously expanding and developing our technology stack to tackle current challenges in antibody discovery.
    - **Current challenges in antibody discovery:** Key challenges in today's antibody discovery techniques include:
        - A limited number of drug targets that can be pursued with traditional antibody discovery techniques.
        - Lack of antibodies with complex mechanisms of action.
        - Safety concerns for antibodies against widely expressed targets.
        - Significant time required to optimize antibody leads.
        - Lack of early assessment of the developability of antibodies.
    - **Our technology platform addresses current challenges in antibody discovery:** Our epitope steering technology allows the precise targeting of antibodies against hard-to-drug proteins and challenging target epitopes. This is believed to unlock a vast novel target space and enable the targeting of newly identified epitopes on well-validated proteins for best-in-class drug development. While many approved antibodies function by disrupting protein-protein interactions, the discovery of antibodies with more complex mechanisms has been challenging. Our ability to steer antibodies towards agonistic or cell-activating epitopes, or epitopes that lock protein complexes in certain active or inactive conformations, is believed to enable the creation of antibodies with a wide variety of complex modes of action.

      Although bispecific antibodies and antibody-drug conjugates have proven to be highly efficacious, they have also raised safety concerns. Our ShieldTx technology is an integrated part of the discovery process, designed to allow antibodies to be masked and rendered inactive until they reach the intended tissue (e.g., a tumor), where the mask is removed and the antibody is activated. ShieldTx is believed to have the capability of reducing or eliminating adverse effects stemming from on-target, off tumor effects, increase the probability of success in identifying a suitable mask for an antibody, and reduce development time.

    - Lastly, our StableHu technology, coupled with mammalian display technology, has been shown in pre-clinical studies to allow for the reduction of lead optimization times by utilizing single-shot multi-dimensional optimization techniques. This also improves the developability of lead antibodies early in the discovery process.
- **Capital efficient business approach:** Our strategic business approach is structured around the following pillars of value creation:

- **Strategic Collaborations**: We have leveraged our platform and pipeline by forming strategic partnerships. We aim to become the preferred partner for pharmaceutical and biotechnology companies seeking rapid and cost-effective integration of complex molecules into their portfolios, de-risking their early-stage pre-clinical work. Additionally, rich array of fast follower immune-oncology molecules within our pre-clinical pipeline holds the potential to drive substantial partnerships, opening doors to innovative projects. By tapping into our infrastructure and expertise, partners have the potential to streamline timelines, reduce costs tied to biologic drug discovery applications and cell line process development, and expedite preclinical programs with efficiency.

- **Developing and advancing our in-house programs cost effectively**: Clinical advancement is crucial for drug discovery. On December 31, 2024, as a result of the collaboration with AstralBio, Inc. ("AstralBio"), we entered into an exclusive agreement with AstralBio, pursuant to which AstralBio licensed to us an antibody targeting myostatin, now named IBIO-600, for research, diagnosis, treatment, prevention, or management of any disease or medical condition on an worldwide exclusive basis and with the right to grant sublicenses. In parallel, we initiated a bispecific antibody program targeting myostatin/activin A to treat obesity and cardiometabolic disorders, leveraging its proprietary technology stack as well as the technology of IBIO-600. We have the exclusive option to license two (2) additional obesity and cardiometabolic targets from AstralBio and as a result, we will receive the rights to develop, manufacture and commercialize those targets upon exercise. We continue to assess our options to license the remaining three assets, which includes an antibody targeting Activin E, under the AstralBio collaboration to add additional obesity and cardiometabolic programs into our pre-clinical pipeline.

- **Tech Licensing in Diverse Therapeutic Areas:** In pursuit of adding value, we are exploring partnerships in diverse therapeutic domains such as CNS, immunology and inflammation or vaccines. Our intention is to license our AI tech stack, extending its benefits to our partners and amplifying its biological impact and insights. This strategic approach enables us to capitalize on the value of our meticulously curated data while empowering collaborations and innovations, while at the same time allowing us to focus on both the platform and our core therapeutic areas, metabolic diseases and oncology.

- **Focused Investment in advancing the platform:** We maintain a focused commitment to invest in our platform, continually unlocking the potential of biology through AI and ML.

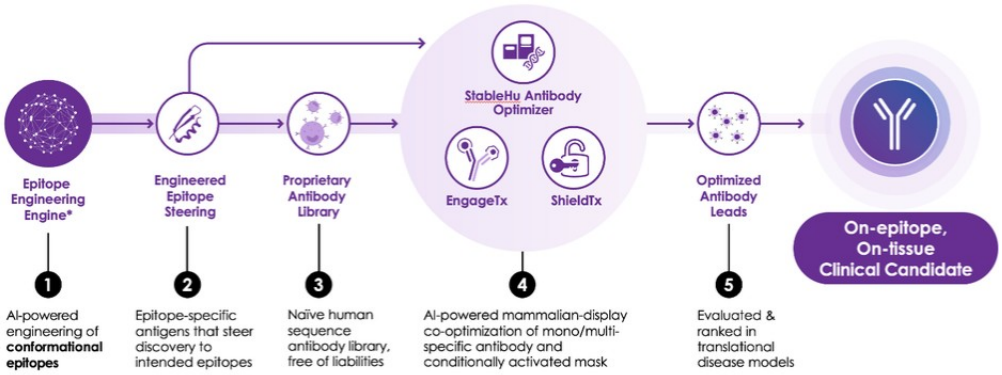
In essence, we believe that we are sculpting a future where cutting-edge AI-driven biotechnology propels the discovery of intricate biologics, fostering partnerships, accelerating innovation, and propelling the advancement of science.

AI Drug Discovery Platform

Overview

Our AI Drug Discovery Platform comprises of five key components, each playing a crucial role in the discovery and optimization of precision antibodies.

The first layer, epitope engineering, leverages the patented AI-engine to target specific regions of proteins, allowing us to engineer antibodies with high specificity and efficacy. The second layer involves the proprietary antibody library, which is built on clinically validated frameworks and offers a rich diversity of human antibodies. The third layer of the technology stack is the antibody optimizing StableHu AI technology, coupled with mammalian display technology. Next, we use our EngageTx T-cell engager platform to create bispecific antibodies. And last, antibodies are transformed into conditionally activated antibodies by ShieldTx, our antibody masking technology. Each layer of the tech stack is designed to work synergistically, enabling us to rapidly advance antibodies from concept to in vivo proof-of-concept (POC).



- **AI Epitope Steering Technology**

  Our epitope steering technology is designed to address these issues by guiding antibodies exclusively against the desired regions of the target protein. By focusing on these specific regions, we can overcome the limitations of traditional methods and significantly improve the efficiency and effectiveness of our antibody discovery process. Our AI engine creates engineered epitopes, which are small embodiments of epitopes on the target protein. The engine is trained to match the epitope structure as closely as possible and refine the designs for greater stability and water solubility, which are critically important factors. The optimized engineered epitope is then used to identify antibodies from naïve or immunized libraries.

- **Naïve Human Antibody Library**

  The fully human antibody library is built upon clinically validated, entirely human antibody frameworks. By leveraging public databases, we have extracted a diverse array of Complementarity-Determining Region ("CDR") sequences. Subsequently, we have meticulously eliminated a range of sequence liabilities. Such careful curation process could potentially significantly reduce the development risk for antibodies identified from our library.

- **StableHu™ AI Antibody-Optimizing Technology**

  Our proprietary StableHu technology is instrumental in the optimization process. StableHu is an AI-powered tool designed to predict a library of antibodies with fully human CDR variants based on an input antibody. This input can range from an early, unoptimized molecule to an approved drug. The model has been trained utilizing a set of over 1 billion human antibodies, progressively masking known amino acids within CDRs until the algorithm could predict the correct human sequence.

  While phage display libraries are often used in antibody optimization due to their vast diversity, they can increase developability risks such as low expression, instability, or aggregation of antibodies. Mammalian display libraries, on the other hand, offer significantly improved developability but reduced diversity due to the smaller library size they can handle. StableHu overcomes this limitation by utilizing a machine learning algorithm generating focused library diversity within the capacity of mammalian display.

  Mammalian display is a technology that presents antibodies on the surface of mammalian cells, allowing for the direct screening and selection of antibodies in a mammalian cell environment. This approach is advantageous as antibodies that express well on the mammalian cells used in the display are more likely to express well in the production cell line. Moreover, single-cell sorting of antibody-displaying cells allows rapid selection of desired antibodies based on multiple dimensions, such as potency, selectivity, and cross-species selectivity.

  When paired with mammalian display technology, StableHu enables antibody optimization with fewer iterative optimization steps, lower immunogenicity risk, and improved developability.

- **EngageTx CD3-Based T-Cell Engager Panel**

  We have used antibodies from an epitope steering campaign as well as a first-generation T-cell engager as input and utilized our StableHu technology to identify a next-generation CD3 antibody panel. The sequence diversity generated by StableHu led

to an antibody panel with a wide range of potencies, which allows us to pair the panel with a wide variety of tumor-targeting antibodies. Importantly, we were able to retain T-cell activation and tumor cell killing capacity with significantly reduced cytokine release. This reduction is believed to lower the risk of cytokine release syndrome. Additionally, the increased humanness of the predicted antibodies, thanks to our StableHu technology, has the ability to reduce the risk of immunogenicity.

Furthermore, our StableHu technology enabled us to engineer NHP cross-reactivity into EngageTx. This allows for advanced safety assessment in NHP ahead of clinical trials, providing another layer of safety assurance.

From our screening process, we identified CD3 binders with a T-cell binding range spanning more than 1,000-fold and a T-cell activation range over 800-fold. We selected the most promising candidates and evaluated the level of cytokine release they induced. These top clones showed a broad range of potency and efficacy, all performing well compared to SP34, a widely used and clinically tested CD3 binder.

- **ShieldTx**

We have enhanced our proprietary technology with the introduction of ShieldTx, patent-pending innovative antibody masking technique. ShieldTx leverages our engineered epitope technology, which is utilized not only for the identification of antibodies against complex drug targets but also for concealing the antibodies' active sites. A significant hurdle in therapeutic antibody development is the expression of drug target on both healthy and diseased tissues, leading to adverse effects on non-targeted tissues. ShieldTx is designed to address this challenge by rendering antibodies inactive until they reach a specific environment unique to diseased tissues. Upon contact with this environment, the masking element is detached, activating the antibody. In the tumor microenvironment this is achieved by a highly expressed matrix metalloproteinase. This strategy aims to minimize or eliminate unintended effects on healthy tissues, thereby improving the safety profile and reducing the immunogenicity risks associated with bispecific antibodies.

Modalities

Epitope steering, an innovative AI-based technology we are pioneering, has the potential to positively impact various areas of medicine. Foremost in immuno-oncology, this technology is instrumental in creating targeted antibodies against specific cancer antigens, potentially enhancing the efficacy of treatments like checkpoint inhibitors and CAR-T therapies.

Similarly, in the battle against obesity and cardiometabolic disorders, epitope steering enables the discovery of therapeutics aimed at systemic secreted and cell-surface agents—key factors in these prevalent health issues. Its application could potentially lead to emerging treatments in cardiovascular diseases by targeting specific damaged tissues.

Beyond these areas, epitope steering may contribute to advancements in treating immune system diseases, neurological conditions, infectious diseases, and rare genetic disorders. In the specialized field of intratumoral immuno-oncology, there is potential for epitope steering to modify the tumor microenvironment, which could improve the outcomes of immune-stimulatory protein therapies. Additionally, the precision offered by epitope steering could play a role in the next generation of cancer vaccines, aiming to enhance T cell responses.

While the prospects are broad, epitope steering remains a hopeful strategy in the development of novel treatments, extending through pain management, and potentially even vaccine development for complex protein structures that have been difficult to target.

Collaborations and Partnerships

As noted above, one of the three pillars of value creation that structures of our strategic business approach are strategic collaborations and partnerships. At the center of such pillar is our AI Drug Discovery Platform.

In March 2024, we entered into a collaboration with AstralBio to discover and develop novel antibodies for obesity and other cardiometabolic diseases. As part of the collaboration, we granted an exclusive license to AstralBio of our AI-powered technology to identify and engineer four (4) targets for the treatment of obesity and cardiometabolic diseases, of which AstralBio may continue the pre-clinical development and deploy its proven drug development expertise to advance candidates to an Investigational New Drug (IND) application. We have the exclusive option to license three (3) obesity and cardiometabolic targets from AstralBio and as a result, we will receive the rights to develop, manufacture and commercialize those targets upon exercise. Upon mutual consent with AstralBio, we may also expand the collaboration to include additional targets in other fields.

As a result of this collaboration with AstralBio, we exercised our first option and entered into an exclusive agreement (the “License Agreement”) with AstralBio, pursuant to which AstralBio licensed to us, on an worldwide exclusive basis and with the right to grant

sublicenses, under the AstralBio Licensed Patents (as defined in the License Agreement) and AstralBio Licensed Know-How (as defined in the License Agreement) to develop, manufacture and commercialize and otherwise exploit IBIO-600 for research, diagnosis, treatment, prevention, or management of any disease or medical condition. We are solely responsible for all decisions related to the launch, sales and marketing and promotion of IBIO-600 in our discretion, subject to the terms of the License Agreement, and for all costs for all activities related to, the development, manufacture and commercialization of IBIO-600 worldwide. IBIO-600 was identified by AstralBio using our proprietary technology stack and was designed for subcutaneous administration with the potential for an extended

half-life. In parallel, we initiated a bispecific antibody program targeting myostatin/activin A to treat obesity and cardiometabolic disorders, leveraging our proprietary technology stack as well as the technology of IBIO-600.

We continue to seek out opportunities for future collaborations using our AI Drug Discovery Platform.

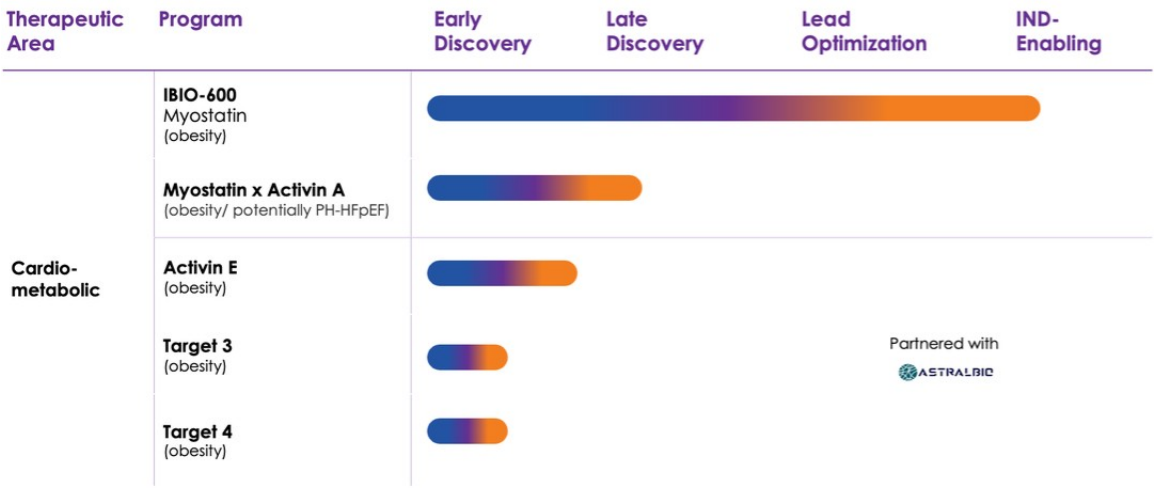
Therapeutics

Obesity/Cardiometabolic Diseases

Obesity Strategy

Our obesity strategy is built on three key principles. First, we aim to develop molecules that can be used in combination with, as a follow-up to, or as alternatives to incretin drugs. Second, we prioritize targets with strong genetic or pharmacological validation to ensure a high probability of success. Lastly, we leverage our proprietary technology platform and the unique expertise of our scientific team to design and execute a strategy that is uniquely suited to us, setting us apart from competitors.

Obesity Preclinical Pipeline



IBIO-600

Myostatin, also known as growth differentiation factor 8 (GDF8), is a member of the transforming growth factor-β (TGF-β) family that regulates and limits skeletal muscle growth. A loss of function in the myostatin gene eliminates this inhibitory effect, leading to increased muscle mass and strength. This genetic alteration results in significant muscle hypertrophy (increased size) and hyperplasia (increased number of muscle fibers). While these effects can enhance muscle development, they may also have implications for overall metabolism and cardiovascular health.

In April 2024, as as result of the collaboration with AstralBio, we initiated a program to discover and develop a long-acting anti-myostatin antibody. Using our StableHu platform coupled with mammalian display, we optimized hit antibodies across multiple parameters, including affinity for myostatin, binding to the FcRn receptor, expression levels in mammalian cells, and resistance to poly-reactivity and aggregation. The final candidate, IBIO-600, also demonstrated a beneficial profile between thermostability and resistance to stress conditions during initial testing.

In vitro, IBIO-600 was evaluated in human muscle progenitor cells, where it potently inhibited myostatin. This inhibition facilitated the differentiation of progenitor cells into mature human muscle cells. Interim data from a preclinical study in obese mice showed IBIO-600 dose-dependently prevented lean mass loss when administered in combination with a GLP-1 receptor agonist.

In November 2024, we manufactured a non-cGMP batch of IBIO-600 for a non-human primate (NHP) study. The primary goal of the study was to assess the pharmacokinetic (PK) profile of IBIO-600. Additionally, imaging endpoints were included to measure body composition and detect potential early signs of efficacy, although the study was not powered to detect small changes in lean and fat mass. Dosing for the NHP study commenced in November 2024, with preliminary readouts anticipated in early 2025.

Anti-Myostatin Antibody X Activin A

Activin A is another member of the TGF-β family and is known to modulate muscle growth among its various biological functions. The therapeutic potential of targeting Activin A has been demonstrated by garetosmab, an Activin A antagonist antibody that exhibited promising outcomes in early clinical trials and in published non-human primate data.

Building on these insights, we initiated a program to develop a bispecific antibody targeting both myostatin and Activin A. Leveraging our StableHu platform and mammalian display, this program is in late discovery, where multiple parameters—such as binding affinity, expression levels, and stability—are being optimized. Early in vitro findings in human muscle progenitor cells reveal that the bispecific candidate induces a stronger differentiation of progenitor cells into mature muscle cells compared to antibodies targeting only myostatin or Activin A alone.

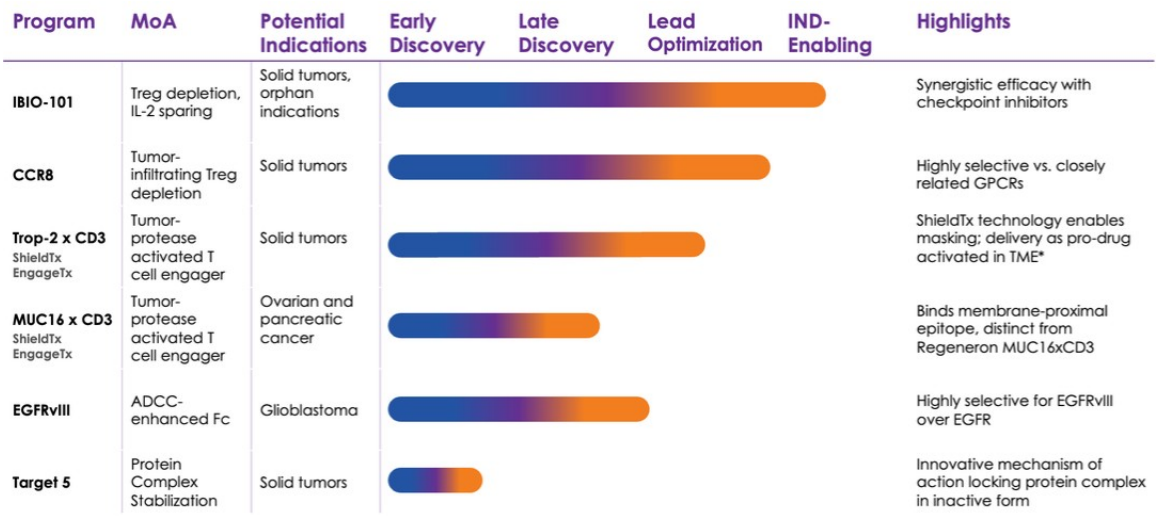
Activin E

Activin E, like myostatin and Activin A, is part of the TGF-β superfamily and has been implicated in the regulation of energy homeostasis and overall metabolic health. Human genetic studies provide compelling support for Activin E as a therapeutic target, as individuals carrying protective loss-of-function variants of the INHBE gene exhibit reduced visceral fat, improved lipid profiles, and lower risk of cardiometabolic diseases.

By leveraging our AI Drug Discovery Platform, we believe we have successfully identified the first antibody that inhibits Activin E. Preclinical data from multiple in vitro cell-based assays, including one on a human adipocyte cell line, demonstrated robust blockade of Activin E-mediated signaling. We are now advancing the characterization of this candidate while concurrently identifying additional Activin E antibodies, with the goal of expanding our pipeline of innovative therapies for cardiometabolic disorders.

Immuno-Oncology

Immuno-Oncology Pipeline



IBIO-101

IBIO-101 is a second-generation anti-CD25 mAb that has demonstrated in preclinical models of disease the ability to bind and deplete immunosuppressive regulatory T (“Treg”) cells to inhibit the growth of solid tumors. Targeting depletion of Treg cells to control tumors

emerged as an area of interest in oncology over the past several years. Since Treg cells express interleukin-2 Rα (“IL-2Rα” or “CD25”), it was envisioned mAbs could be developed that bind CD25 and thereby trigger depletion by Natural Killer cells, resulting in stimulation of anti-tumor immunity.

Unfortunately, while first-generation mAbs successfully bound $CD25^{+}$ cells, they also interfered with interleukin-2 (“IL-2”) signaling to T effector (“Teff”) cells to activate their cancer cell killing effects. The result was a failure of first-gen anti-CD25 mAbs as cancer immunotherapies, since their favorable anti-Treg effects were negated by their unfavorable impact on Teff cells.

In vitro characterization of IBIO-101 demonstrated potent binding to recombinant CD25 while preserving IL-2 signaling. Further assessment of IBIO-101 showed selective Treg depletion and sparing of Teffs.

In a humanized mouse disease model, IBIO-101, when used as a monotherapy, effectively demonstrated its mechanism of action by significantly enhancing the Treg/Teff ratio, resulting in the suppression of tumor growth. When paired with an anti-PD-1 checkpoint inhibitor in the same model, the combined treatment of IBIO-101 and anti-PD-1 exhibited superior tumor inhibition compared to either anti-PD-1 or IBIO-101 used independently.

We have progressed IBIO-101 to the IND-enabling phase and entrusted its Chemistry, Manufacturing, and Controls (CMC) development to a Contract Research Organization (CRO). In the initial stages of this process, IBIO-101 has exhibited promising attributes for CMC progression. Notably, we've pinpointed optimal cell lines for master cell bank creation and have set in place a CMC methodology to produce IBIO-101 in compliance with current Good Manufacturing Practice, or cGMP, standards.

An anti-CD25 antibody, such as IBIO-101, could be applicable in a number of indications including solid tumors, leukemia, and potentially additional orphan diseases. The Company continues to review the IL-2 sparing anti-CD25 antibody program, IBIO-101, including evaluating whether it can be utilized in certain orphan diseases. If such evaluation is promising, the Company will determine whether to initiate discussions with FDA before the end of calendar year 2025 to outline a potential clinical pathway for the program.

TROP-2 x CD3 Bispecific

We have identified highly potent, fully human TROP-2 (Trophoblast Cell Surface Antigen 2) monoclonal antibodies, which have been formatted into bispecific TROP-2 x CD3 molecules using our T-cell engager antibody panel, EngageTx. TROP-2 is highly expressed in multiple solid tumors, including breast, lung, colorectal, and pancreatic cancers and is closely linked to metastasis and tumor growth. TROP-2 antibody drug conjugates have been developed to deliver toxic payloads to these cancer cells but could risk harming healthy cells and cause adverse effects. Our bispecific approach has the potential to increase the therapeutic window, while promoting a robust and long-lasting anti-tumor response. Combining the bispecific TROP-2 approach with immunotherapies like checkpoint inhibitors can potentially lead to improved clinical outcomes.

Using EngageTx, our lead TROP-2 x CD3 bispecific antibody was engineered to potently kill tumor cells while limiting the release of cytokines, like Interferon Gamma (“IFNg”), Interleukin 2 (IL-2) and Tumor Necrosis Factor Alpha (“TNFa”), all of which have the potential to cause cytokine release syndrome. When compared to a bispecific molecule engineered with our TROP-2 binding arm and a first generation CD3 engager, SP34, our lead TROP-2 x CD3 bispecific antibody showed a markedly reduced cytokine release profile, potentially indicating a decreased risk for cytokine release syndrome.

When tested in a humanized mouse model of squamous cell carcinoma, our lead TROP-2 x CD3 bi-specific antibody demonstrated a significant 36 percent reduction in tumor size within just 14 days after tumor implantation, and after only a single dose.

MUC16 x CD3 Bispecific

MUC16 is a widely recognized cancer antigen overexpressed in several solid tumors, notably ovarian, lung, and pancreatic cancers. In ovarian malignancies, it appears on more than 80% of tumors as a large extracellular protein that tumor cells can shed or glycosylate, potentially diminishing the effectiveness of traditional antibody-based therapies. By contrast, our patented epitope steering AI platform focuses on a region of MUC16 that remains unaltered by shedding or glycosylation, allowing for more consistent tumor targeting and potentially offering a substantial therapeutic advantage.

By using our patented epitope steering AI platform, we identified multiple monoclonal antibodies binding specifically to the non-shed region of MUC16, with no detectable binding to the shed fragment. Our lead molecule demonstrated binding to MUC16 in OVCAR-3 ovarian cancer cells, reinforcing its potential as a viable therapeutic candidate. Subsequent humanization, a critical step for reducing immunogenicity, preserved the molecule’s potent affinity for both the engineered epitope and the native form of MUC16 in OVCAR-3 cells.

Building on this progress, we employed our EngageTx T-Cell Engager platform to combine our most advanced MUC16 clone with eight distinct CD3 binders. Evaluation of these bispecific constructs in in vitro tumor cell-killing assays revealed a potency range of approximately 60,000-fold, underscoring the platform's versatility. Furthermore, T-cell activation and cytokine release data demonstrated a diverse spectrum of potencies. This enables us to select an optimal candidate that balances robust tumor cell killing with a reduced risk of excessive cytokine release.

EGFRvIII

EGFRvIII is a specific variant of the EGFR protein, unique to tumor cells. Unlike the more common EGFR, EGFRvIII is not found in healthy cells, making it an attractive target for therapeutic interventions. This variant is most prominently associated with glioblastoma, a type of brain cancer and head and neck cancer but can also be present in certain cases of breast, lung, and ovarian cancers, among others. In our pursuit of innovative treatments, we are exploring antibody therapeutics that specifically target EGFRvIII, aiming to address these cancer types without affecting healthy cells.

Leveraging our patented AI-enabled epitope steering engine, we've specifically directed antibodies to target a unique epitope found exclusively on EGFRvIII, and not on the wildtype receptor, EGFR. Through this precision approach, we have designed tumor-specific molecules aimed at selectively targeting cancer cells while preserving healthy ones, potentially offering patients a more focused and safer therapeutic solution.

Our hit molecules have demonstrated strong binding to the tumor-specific EGFRvIII protein without targeting the wildtype EGFR. Additionally, these molecules have effectively eliminated tumor cells, while sparing healthy ones, in in vitro cell killing tests. Our lead anti-EGFRvIII antibody was specially engineered to enhance its ability to attack cancer cells and has proven effective in a mouse model for head and neck cancer. In preclinical studies, our anti-EGFRvIII antibody demonstrated a 43 percent reduction in tumor growth compared to untreated animals.

CCR8

GPCRs are one of the most successful therapeutic target classes, with approximately one-third of all approved drugs targeting these proteins. Compared to small molecule-based GPCR drugs, antibody-based GPCR therapeutics potentially offer several potential advantages, including superior selectivity, extended mechanisms of action, and longer half-life. However, GPCRs are intricate, multi-membrane spanning receptors, making clinically relevant regions difficult to identify and target.

The chemokine receptor CCR8 is a GPCR which is predominantly expressed on Tregs, which play a role in suppressing immune responses. In the context of cancer, Tregs can inhibit the body's natural immune response against tumor cells, promoting cancer progression. Anti-CCR8 antibodies are being explored as a therapeutic strategy to deplete these Tregs in the tumor environment. By targeting and reducing Tregs using anti-CCR8 antibodies, the hope is to enhance the body's immune response against cancer cells, offering a promising avenue for cancer treatment.

Aiming directly at CCR8 is believed to be a safer approach because it focuses on specific suppressive Treg cells in the tumor environment without affecting other immune cells and functions. It is important to make sure antibodies are fine-tuned to CCR8 and don't mistakenly target a similar receptor, CCR4. This is because CCR4 is found in many immune cells, and accidentally targeting it could potentially lead to unwanted side effects.

Using our unique AI-driven technology, we have successfully identified molecules targeting CCR8, addressing some of the hurdles often faced when creating therapies that target GPCR with antibodies. Our specialized anti-CCR8 antibody has shown strong attachment to cells expressing CCR8 and effectively disrupted the CCR8 signaling process, resulting in the efficient elimination of Tregs derived from primary human immune cells. Notably, our CCR8-focused molecule did not attach to cells overproducing CCR4, highlighting its precision in targeting only CCR8.

Our CCR8 antibody has shown promise in a mouse model for colon cancer. Preclinical studies conducted by us show our anti-CCR8 molecule inhibited tumor growth and achieved a 22 percent reduction in tumor size compared to its pre-treatment dimensions. We have specifically engineered the anti-CCR8 molecule as a high Antibody-Dependent Cellular Cytotoxicity (ADCC) antibody to enhance its ability to attack cancer cells.

Recent Developments

Board Appointments

On November 25, 2024, we announced the appointment of biotech industry veterans David Arkowitz and António Parada to our Board of Directors.

Issuance of Shares to AstralBio

In consideration for the rights and licenses granted by AstralBio to the Company in the License Agreement, paid AstralBio an upfront license fee in the amount of $750,000. The fixed upfront fee was settled with the issuance of 246,087 shares of our Common Stock based on the volume weighted average price of our Common Stock as reported by Bloomberg, LP over the five day period ending at 4:00 PM on the day prior to issuance, January 28, 2025.

Liquidity and Capital Resources

The history of significant losses, the negative cash flow from operations, the limited cash resources on hand and the dependence by the Company on its ability to obtain additional financing to fund its operations after the current cash resources are exhausted raises substantial doubt about the Company's ability to continue as a going concern. Our management concluded that our recurring losses from operations and the fact that we have not generated significant revenue or positive cash flows from operations raise substantial doubt about our ability to continue as a going concern for the next 12 months from the date of filing this Report for the quarterly period ended December 31, 2024. Our auditors also included an explanatory paragraph in its report on our consolidated financial statements as of and for the year ended June 30, 2024 with respect to this uncertainty.

In an effort to mitigate the substantial doubt about continuing as a going concern and increase cash reserves, we have raised funds from time to time through equity offerings or other financing alternatives, reduced our workforce, entered into a collaboration agreement to discover and develop novel antibodies for obesity and other cardiometabolic diseases and sold certain intellectual property rights. Potential options being considered to further increase liquidity, focusing product development on a select number of product candidates, the sale or out-licensing of certain product candidates, raising money from the capital markets, grant revenue or collaborations, or a combination thereof. There can be no assuance that we will be successful in these financing activities. However, we anticipate that our expenses will increase as it continues its research and development activities and conducts clinical trials.

On July 3, 2024, we entered into an At Market Issuance Sales Agreement (the "ATM Agreement") with Chardan Capital Markets, LLC and Craig-Hallum Capital Group LLC (the "Sales Agents") providing for the sale us of our common stock, par value $0.001 per share (the "Common Stock"), from time to time, through the Sales Agents, with certain limitations on the amount of Common Stock that may be offered and sold by us as set forth in the ATM Agreement (the "ATM"). Offers and sales of shares of Common Stock by us, if any, under the ATM Agreement, is subject to the effectiveness of our shelf registration statement on Form S-3, filed with the SEC on July 3, 2024 which became effective on August 6, 2024. The aggregate market value of the shares of Common Stock eligible for sale under the ATM prospectus supplement included in the Registration Statement is currently $7,350,000, which is based on the limitations of General Instruction I.B.6 of Form S-3. No Common Stock was sold under this agreement as of December 31, 2024. In January 2025, our Sales Agents sold 32,167 shares and we received net proceeds of approximately $102,000.

On January 10, 2025, we entered into a securities purchase agreement (the "2025 Purchase Agreement") with certain of our officers and directors (the "Investors"), pursuant to which we sold to the Investors, in a private placement priced at-the-market (the "2025 Private Placement") consistent with the rules of the NYSE American LLC ("NYSE American"), an aggregate of 240,807 shares (the "Shares") of Common Stock. The purchase price of each Share was $2.72, the last reported closing price of the Common Stock on the date of execution of the 2025 Purchase Agreement, which closing price was greater than the book value of the Common Stock on the date of the execution of the 2025 Purchase Agreement. The 2025 Private Placement closed on January 10, 2025. We received aggregate gross proceeds from the 2025 Private Placement of approximately $655,000, before deducting estimated offering expenses payable by us. We intend to use the net proceeds from the 2025 Private Placement for working capital purposes.

Our cash, cash equivalents and restricted cash of approximately $7.2 million as of December 31, 2024, is anticipated to be sufficient to support operations into the first quarter of fiscal year 2026, unless we reduce our burn rate further or raise additional capital. Regardless of whether we are able to reduce our burn rate or sell or out-license certain assets or parts of the business, we will need to raise additional capital in order to fully execute our longer-term business plans. It is our goal to implement one or more potential options described above to allow us to have a cash runway for at least 12 months from the date of the filing of this Report. However, there can be no assurance that we will be successful in implementing any of the options that we are evaluating.

Results of Operations – Comparison of the three months ended December 31, 2024 and 2023

Revenue

Our ongoing business is primarily focused on i) development of our pipeline for which we do not expect revenue for many years, if at all, and ii) on our AI-driven discovery platform for which to date we have not generated any material revenue. We may have revenue with the AI-driven discovery platform in the future. Revenue in the amount of $0.2 million was recognized for services provided to a collaborative partner during the three months ended December 31, 2024. No revenue was recognized for the three months ended December 31, 2023.

Research and Development Expenses ("R&D")

R&D expenses for the three months ended December 31, 2024 and 2023 were $1.9 million and $1.5 million, respectively, an increase of approximately $0.4 million. The increase in R&D expenses is mainly due to increased spend on consumable supplies, consultants and outside services as a result of increased research activities. This increase was partially offset by a reduction in personnel related costs.

General and Administrative Expenses ("G&A")

G&A expenses for the three months ended December 31, 2024 and 2023 were approximately $2.7 million and $3.0 million, respectively, a decrease of ($0.3) million. The decrease in expenses is primarily attributable to the reduction of consulting fees and outside services. The decreases were partially offset by an increase in travel expenses.

Total Operating Expenses

Total operating expenses, consisting primarily of R&D and G&A expenses, for the three months ended December 31, 2024 were approximately $4.6 million, compared to approximately $4.5 million in the same period of fiscal year 2023.

Discontinued Operations

On November 2, 2022, we announced our plans to divest our contract development and manufacturing organization (iBio CDMO, LLC) in order to complete our transformation into an AI-driven precision antibody discovery and development company. In conjunction with the divestment, we completed a workforce reduction and discontinued the CDMO operations. CDMO operations were classified as discontinued operations on our financial statements through the fiscal year ended June 30, 2024. The loss from Discontinued Operations for the three months ended December 31, 2023 was approximately ($3.7) million which primarily consisted of a ($3.1) million impairment of fixed assets, approximately ($0.3) million of interest related to the term note payable on the former iBio CDMO facility sold on May 31, 2024, and approximately ($0.3) million of costs to maintain the former facility prior to its sale.

Net Loss from Continuing Operations

Net loss from continuing operations for the three months ended December 31, 2024 was ($4.4) million, or ($0.48) per share. Net loss from continuing operations for the three months ended December 31, 2023 was approximately ($4.5) million, or ($2.42) per share.

Results of Operations – Comparison of the six months ended December 31, 2024 and 2023

Revenue

Our ongoing business is primarily focused on i) development of our pipeline for which we do not expect revenue for many years, if at all, and ii) on our AI-driven discovery platform for which to date we have not generated any material revenue. We may have revenue with the AI-driven discovery platform in the future. Revenue in the amount of $0.2 million was recognized for services provided to a collaborative partner during the six months ended December 31, 2024. Revenue for the six months ended December 31, 2023 in the amount of $0.05 million was related to a research licensing agreement utilizing our AI-driven discovery platform.

Research and Development Expenses ("R&D")

R&D expense for the six months ended December 31, 2024 and 2023 were approximately $3.2 million and $3.1 million, respectively. The slight increase in R&D expense was primarily due to increased spend on consumable supplies, consultants and outside services as a result of increased research activities and offset by a reduction in personnel related costs when compared to the six months ended December 31, 2023.

General and Administrative Expenses ("G&A")

G&A expenses for the six months ended December 31, 2024 and 2023 were approximately $5.5 million and $6.5 million, respectively, a decrease of ($1.0) million. The decrease in expenses is primarily attributable to the reduction of personnel related costs, consulting fees and outside services and lower negotiated insurance premiums. The decreases were partially offset by an increase in travel expenses.

Total Operating Expenses

Total operating expenses, consisting primarily of R&D and G&A expenses, for the six months ended December 31, 2024 were approximately $8.7 million, compared to approximately $9.6 million in the same period of fiscal year 2023.

Discontinued Operations

On November 2, 2022, we announced our plans to divest our contract development and manufacturing organization (iBio CDMO, LLC) in order to complete our transformation into an AI-driven precision antibody discovery and development company. In conjunction with the divestment, we completed a workforce reduction and discontinued the CDMO operations. CDMO operations were classified as discontinued operations on our financial statements through the fiscal year ended June 30, 2024. The loss from Discontinued Operations for the six months ended December 31, 2023 was approximately ($4.4) million which primarily consisted of a ($3.1) million impairment of fixed assets, approximately ($0.7) million of interest related to the term note payable on the former iBio CDMO facility sold on May 31, 2024, and approximately ($0.6) million of costs to maintain the former facility prior to its sale.

Net Loss from Continuing Operations

Net loss from continuing operations for the six months ended December 31, 2024 was ($8.4) million, or ($0.94) per share. Net loss from continuing operations for the six months ended December 31, 2023 was approximately ($9.6) million, or ($6.27) per share.

Uses of Cash and Funding Requirements

Net Cash Used in Operating Activities

Net cash used in operating activities was approximately ($7.6) million for the six months ended December 31, 2024, compared to net cash used in operating activities of ($10.0) million for the six months ended December 31, 2023. The use of cash was primarily attributable to funding our net loss for the period.

Net Cash Provided by Investing Activities

Net cash provided by investing activities of approximately $0.7 million for the six months ended December 31, 2024 was due to the payment received for interest and principal on the promissory note receivable. Net cash provided by investing activities was approximately $0.1 million for the six months ended December 31, 2023.

Net Cash (Used in) Provided by Financing Activities

Net cash used in financing activities during the six months ended December 31, 2024, was approximately ($0.3) million and was attributable to payments towards debt, including the finance lease obligations, term promissory note and equipment financing loan. Net cash provided by financing activities was approximately $6.5 million for the six months ended December 31, 2023.

Funding Requirements

We have incurred significant losses and negative cash flows from operations since our spin-off from Integrated BioPharma in August 2008. As of December 31, 2024, our accumulated deficit was approximately ($322.2) million and we used approximately ($7.6) million of cash for operating activities during the six months ended December 31, 2024. As of December 31, 2023, our accumulated

deficit was approximately ($313.8) million and we used approximately ($10.0) million of cash for operating activities during the six months ended December 31, 2023.

We plan to fund our future business operations using cash on hand, through proceeds realized in connection with the commercialization of our technologies, through potential proceeds from the sale or out-licensing of assets, grant revenue or collaborations, and through proceeds from the sale of additional equity or other securities. However, there can be no assurance that we will be successful in implementing these plans, many of which will take several years before we realize proceeds. We cannot be certain that such funding will be available on favorable terms or available at all. If we are unable to raise funds when required or on favorable terms, this assumption may no longer be operative, and we may have to: a) significantly delay, scale back, or discontinue the product application and/or commercialization of our proprietary technologies; b) seek collaborators for our technology and product candidates on terms that are less favorable than might otherwise be available; c) relinquish or otherwise dispose of rights to technologies, product candidates, or products that we would otherwise seek to develop or commercialize; or d) possibly cease operations.

Off-Balance Sheet Arrangements

As part of our ongoing business, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities ("SPE"s), which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually limited purposes. As of December 31, 2024, we were not involved in any SPE transactions.

Critical Accounting Estimates

Our condensed consolidated financial statements are presented in accordance with U.S. GAAP, and all applicable U.S. GAAP accounting standards effective as of December 31, 2024, have been taken into consideration in preparing the condensed consolidated financial statements. The preparation of condensed consolidated financial statements requires estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. Some of those estimates are subjective and complex, and, consequently, actual results could differ from those estimates. We base our estimates, to the extent possible, on historical experience. Historical information is modified as appropriate based on current business factors and various assumptions that we believe are necessary to form a basis for making judgments about the carrying value of assets and liabilities. We evaluate our estimates on an ongoing basis and make changes when necessary. Actual results could differ from our estimates.

Critical accounting estimates are those estimates made in accordance with U.S. GAAP that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on our financial condition or results of operations. The following accounting estimate had a material impact on our results of operations for the three and six months ended December 31, 2024.

Impairment of Indefinite-Lived Intangible Assets

For indefinite life intangible assets, we perform an impairment test annually and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable.

Evaluating for impairment requires judgment, including the estimation of future cash flows, future growth rates and profitability and the expected life over which cash flows will occur. Changes in our business strategy or adverse changes in market conditions could impact impairment analyses and require the recognition of an impairment charge. Although we base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, actual results could differ from these estimates.

During the fourth quarter of the fiscal year ended June 30, 2024, we performed our annual impairment testing of the IBIO-101 therapeutic technology (or "IP"), classified as an indefinite-lived intangible asset, which had a carrying amount of $5 million at June 30, 2024. We engaged a third party to perform valuation assistance with estimating the fair value of IBIO-101 and preparing a market capitalization reconciliation. The Multi-Period Excess Earnings Method ("MPEEM") under the income approach was utilized to value the indefinite-lived asset. The MPEEM determines the value of a specified asset by calculating the present value of future earnings attributed to the asset. Since IBIO-101 is currently in its pre-clinical development phase, a probability of success was applied to the cash flows to account for the probability of reaching each step of development. The MPEEM requires that charges for the use of other contributory assets be subtracted under the theory that the owner of the subject asset does not own the other contributory assets and would have to rent/lease them in order to earn the cash flows related to the subject asset.

The resulting probability of success adjusted "excess earnings" were discounted to the present value using a 16% discount rate, which was based on iBio's weighted average cost of capital. The sum of the discounted excess earnings and the present value of the tax benefit related to amortization of the IBIO-101 indefinite-lived intangible indicated that the fair value was $5.9 million as of the June 30, 2024, valuation date. Given that the carrying amount of the asset was $5 million at June 30, 2024, it was concluded that no impairment existed.

There were no triggering events identified in the first half of fiscal 2025. We will continue to monitor the value of the IP as part of our annual accounting policy for impairment of long-lived assets. The primary impairment indicators that may arise in the near future are (1) any sustained decline in our common stock market price and (2) FDA decisions on similar competing technologies that are applying for Phase 1 approval.

We continue to operate in a highly competitive environment, rising interest rates (and cost of capital) and experience liquidity challenges. Accordingly, we may have to adjust our cash flow projections and valuation assumptions in the near future to account for market trends and any changes to our research and development plans. Any such future adjustments may lead to material future impairments in the IP and other related assets.

Our remaining critical accounting estimates remain consistent with the information disclosed in the same section in our last annual report on Form 10-K/A for the year ended June 30, 2024.

In addition to the aforementioned critical accounting estimates, the following accounting policies and estimates have been highlighted as significant because changes to certain judgments and assumptions inherent in these policies could affect our consolidated financial statements:

- revenue recognition;
- legal and contractual contingencies;
- research and development expenses; and
- share-based compensation expenses.

We base our estimates, to the extent possible, on historical experience. Historical information is modified as appropriate based on current business factors and various assumptions that we believe are necessary to form a basis for making judgments about the carrying value of assets and liabilities. We evaluate our estimates on an ongoing basis and make changes when necessary. Actual results could differ from our estimates. See Note 4 – Summary of Significant Accounting Policies - for a complete discussion of our significant accounting policies and estimates.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a smaller reporting company, we are not required to provide the information required by this Item 3.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, under the direction of our Chief Executive Officer (our Principal Executive Officer) and Chief Financial Officer (our Principal Financial Officer) have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of December 31, 2024. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to management to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on our evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2024.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the quarter ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently subject to any material legal proceedings. From time to time, we may be subject to various legal proceedings and claims that arise in the ordinary course of its business activities. Litigation, regardless of the outcome, could have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 1A. Risk Factors

Our business is subject to risks and events that, if they occur, could adversely affect our financial condition and results of operations and the trading price of our securities. The following information updates, and should be read in conjunction with, the information disclosed in Part I, Item 1A, "Risk Factors," contained in the Annual Report. Except as described below, our risk factors as of the date of this Report have not changed materially from those described in "Part I, Item 1A. Risk Factors" of our Annual Report.

We are reviewing potential options to extend our cash runway. This review could impact our future operations and financial position.

We are currently evaluating a number of potential options to expand our cash runway, the implementation of which will impact our liquidity. In an effort to improve liquidity and our runway, we have consummated the sale of our Facility, reduced our work force, signed a collaboration with AstralBio with to discover and develop novel antibodies for obesity and other cardiometabolic diseases, entered into a securities purchase agreement for a PIPE financing resulting in gross proceeds of approximately $15.0 million and a second PIPE financing with officers and directors resulting in gross proceeds of approximately $655,000, and entered into an ATM Agreement with the Sales Agents providing for the sale of our Common Stock, from time to time. Potential options being considered to further increase liquidity, focusing product development on a select number of product candidates, the sale or out-licensing of certain product candidates, raising money from the capital markets, grant revenue or collaborations, or a combination thereof. There is uncertainty as to the availability of grant funding due to the new administration. However, we anticipate that our expenses will increase as we continue our research and development activities and conduct clinical trials.

Despite the proceeds from the PIPE financing, our cash, cash equivalents and restricted cash of $7.2 million as of December 31, 2024, is not anticipated to be sufficient to support our operations beyond the first quarter of fiscal year 2026, unless we reduce our burn rate further or raise additional capital. Regardless of whether we are able to reduce our burn rate or sell or out-license certain assets or parts of the business, we will need to raise additional capital in order to fully execute our near and long-term business plans.

There can be no assurance that our collaboration with AstralBio will be successful or will result in into agreements for the sale or out-licensing of any of our product candidates on favorable terms or that the exploration of potential options will result in any agreements or transactions, or that, if completed, any agreements or transactions will be successful or on attractive terms. If we determine to change our business strategy, our future business, prospects, financial position and operating results could be significantly different than those in historical periods or projected by our management. Because of the significant uncertainty regarding our future plans, we are not able to accurately predict the impact of a potential change in our business strategy and future funding requirements.

Our historical operating results indicate substantial doubt exists related to our ability to operate as a going concern.

We have incurred net losses and used significant cash in operating activities since inception, and we expect to continue to generate operating losses for the foreseeable future. As of December 31, 2024, we have an accumulated deficit of $322.2 million. As a result of our continued losses, our cash resources have not been sufficient to sustain our operations, and we have continued to depend on financing transactions to generate sufficient cash to stay in operation. During the six months ended December 31, 2024, we used net cash in operating activities of $7.6 million and we are currently incurring negative operating cash flows of approximately $1.2 million per month.

We held cash, cash equivalents and restricted cash of $7.2 million as of December 31, 2024. Based on current trends and activities, there is significant doubt that we can continue as a going concern beyond the first quarter of fiscal year 2026. We are currently evaluating a number of potential options to expand our cash runway, the implementation of which will impact our liquidity. Potential options being considered to increase liquidity include focusing product development on a select number of product candidates, the sale or out-licensing of certain product candidates or parts of the business, raising money from capital markets, grant revenue or collaborations, or a combination thereof. Regardless of whether we are able to reduce our burn rate or sell or out-licensing certain assets or parts of the business, we will need to raise additional capital in order to fully execute our longer-term business plan. We believe based on input from expert advisors, that it is likely we will be able to implement one or more options that will extend our cash runway for 12 months or

more from the date of the filing this Report. However, there can be no assurance that we will be successful in implementing any of the options that we are evaluating.

Our condensed consolidated financial statements as of and for the year ended June 30, 2024 have been prepared under the assumption that we will continue as a going concern for the next 12 months. Our management concluded that our recurring losses from operations and the fact that we have not generated significant revenue or positive cash flows from operations raise substantial doubt about our ability to continue as a going concern for the next 12 months after the issuance of our financial statements. Our auditors also included an explanatory paragraph in its report on our financial statements as of and for the year ended June 30, 2024 with respect to this uncertainty. If we continue to experience operating losses, and we are not able to generate additional liquidity through a capital raise or other cash infusion, we might need to secure additional sources of funds, which may or may not be available to us. If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to further scale back or discontinue the development of our product candidates or other research and development initiatives or initiate steps to cease operations or liquidate our assets.

We have incurred significant losses since our inception. We expect to incur losses during our next Fiscal year, we do not anticipate generating significant revenue for several years and may never achieve or maintain profitability.

Since our 2008 spinoff from Integrated BioPharma, we have incurred operating losses and negative cash flows from operations. Our net loss from continuing operations was approximately ($8.4) million and ($9.6) million for the three months ended December 31, 2024 and 2023, respectively. As of December 31, 2024, we had an accumulated deficit of approximately ($322.2) million.

To date, we have financed our operations primarily through the sale of common stock, preferred stock and warrants. We are devoting substantially all of our efforts to research and development, including the development and validation of our technologies, and the development of a proprietary therapeutic products against oncology. We have not completed development of or commercialized any vaccine or therapeutic product candidates. We expect to continue to incur significant expenses and may incur operating losses for at least the next year. We anticipate that our expenses and losses will increase substantially if we:

- initiate clinical trials of our product candidates;
- continue the research and development of our product candidates;
- seek to discover or license in additional candidates; and
- add operational, financial and management information systems and personnel, including personnel to support our product development and manufacturing efforts.

Our future profitability and cash flow in large part depends on our research and development programs, including our AI platform, and our ability to successfully develop, partner or commercialize our product candidates and to a lesser extent, which is not anticipated for several years. Our cash position is expected to limit the number of product candidates that we seek to develop. This will require us, alone or with our licensees and collaborators, to be successful in a range of challenging activities, including completing preclinical testing and clinical trials of our product candidates, obtaining regulatory approval for these product candidates and manufacturing, marketing and selling those products for which regulatory approval is obtained or establishing collaborations with parties willing and able to provide necessary capital or other value. We may never succeed in these activities. We may never generate revenues that are significant or large enough to achieve profitability.

All of our existing product candidates are in various stages of development and will require extensive additional clinical evaluation, regulatory review and approval, significant marketing efforts and substantial investment before they could provide us with any revenue. As a result, even if we successfully develop, achieve regulatory approval and commercialize our products, we may be unable to generate revenue for many years, if at all. We do not anticipate that we will generate revenue from product sales for at least several years, if at all. If we are unable to generate revenue from product sales, we will not become profitable, and we may be unable to continue our operations.

Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Our failure to become and remain profitable would diminish the value of our company and could impair our ability to raise capital, expand our business, diversify our product offerings or continue our operations. A decline in the value of our company could also cause you to lose all or part of your investment.

In order to develop certain of our product candidates we will rely upon government funding. Any government funding for our R&D programs may impose requirements that limit our ability to take certain actions, and subject us to potential financial penalties, which could materially and adversely affect our business, financial condition and results of operations.

We have applied for government grants to support some of our research and development activities for our product candidates. If we do not obtain the grants we applied for or other grants, we currently do not anticipate developing certain of our product candidates. It is unclear how additional healthcare reform measures under the Trump administration will impact grant funding for healthcare research and development. Complying with any new legislation and regulatory requirements could be time-intensive and expensive. Even if we obtain grant funding, the terms of the grant funding may be restrictive. Often government grants include provisions that reflect the government's substantial rights and remedies, many of which are not typically found in commercial contracts, including powers of the government to potentially require repayment of all or a portion of the grant award proceeds, in certain cases with interest, in the event we violate certain covenants pertaining to various matters.

The exercise of the Series E Warrants to purchase up to 5,287,278 shares of our Common Stock and/or raising additional capital will cause dilution to stockholders.

Our stockholders will experience substantial dilution from the issuance of shares of up to 5,287,278 Common Stock upon exercise of the outstanding Series E Warrants.

To the extent that we raise additional capital through a public or private offering and sale of equity securities, the ownership interest of stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect rights as a stockholder. The sale of a substantial number of shares of our Common Stock to investors, or anticipation of such sales, could make it more difficult for us to sell equity or equity-related securities in the future at a time and at a price that we might otherwise wish to effect sales.

Changes to trade policy, including tariff and customs regulations, or failure to comply with such regulations may have an adverse effect on our reputation, business, financial condition and results of operations.

Changes in U.S. or international social, political, regulatory and economic conditions or in laws and policies governing trade, manufacturing, development and investment in the countries where we currently conduct our business could adversely affect our business, reputation, financial condition and results of operations. Changes or proposed changes in U.S. or other countries' trade policies may result in restrictions and economic disincentives on international trade. The U.S. government has recently imposed, or is currently considering imposing, tariffs on certain trade partners, including China, where we have engaged a vendor. Tariffs, economic sanctions and other changes in U.S. trade policy have in the past and could in the future trigger retaliatory actions by affected countries, and certain foreign governments have instituted or are considering imposing retaliatory measures on certain U.S. goods. Further, any emerging protectionist or nationalist trends (whether regulatory- or consumer-driven) either in the United States or in other countries could affect the trade environment. Our business, like many other corporations, would be impacted by changes to the trade policies of the United States and foreign countries (including governmental action related to tariffs, international trade agreements, or economic sanctions). Such changes have the potential to adversely impact the U.S. economy or certain sectors thereof, the global economy, and our industry, and as a result, could have a material adverse effect on our business, financial condition and results of operations.

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

Except as set forth below, the Company has not sold any unregistered securities during the second quarter of fiscal year 2025:

The issuance during the second quarter of an option agreement to a professional service vendor to purchase 20,000 shares of the Common Stock at an exercise price of $1.83 per share. The option vests in equal quarterly installments over a 12-month period and expires on the fifth anniversary of the grant date. The issuance of the option was exempt from registration pursuant to Section 4(a)(2) of the Securities Act.

The issuance of 246,087 shares of our Common Stock based on the volume weighted average price of our Common Stock as reported by Bloomberg, LP over the five day period ending at 4:00 PM on the day prior to issuance, January 28, 2025. The issuance of the shares was exempt from registration pursuant to Section 4(a)(2) of the Securities Act.

Item 5. Other Information

Rule 10b5-1 Trading Arrangement

During the three months ended December 31, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "nonRule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits.

Exhibit No.	Description
3.1	Certificate of Incorporation of iBio, Inc., Certificate of Merger, Certificate of Ownership and Merger, Certificate of Amendment of the Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 11, 2018 – File No. 001-35023)
3.2	Certificate of Amendment of the Certificate of Incorporation of iBio, Inc. (incorporated herein by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 8, 2018 – File No. 001-35023)
3.3	Certificate of Designation, Preferences and Rights of the iBio CMO Preferred Tracking Stock of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on February 24, 2017 – Commission File No. 001-35023)
3.4	Certificate of Designation, Preferences and Rights of the Series A Convertible Preferred Stock of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 27, 2018 – Commission File No. 001-35023)
3.5	Certificate of Designation, Preferences and Rights of the Series B Convertible Preferred Stock of iBio, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 27, 2018 – Commission File No. 001-35023)
3.6	Certificate of Designation, Preferences and Rights of the Series C Convertible Preferred Stock of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 29, 2019 – Commission File No. 001-35023)
3.7	Second Amended and Restated Bylaws of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2022 – File No. 000-53125)
3.8	Certificate of Designation of Preferences, Rights and Limitations of Series 2022 Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 12, 2022 – Commission File No. 001-35023)
3.9	Certificate of Amendment of the Certificate of Incorporation if iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 7, 2022 – File No. 001-35023)
3.10	Certificate of Amendment of the Certificate of Incorporation if iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 28, 2023 – File No. 001-35023)
10.1†	Exclusive License Agreement, dated December 31, 2024, by and between iBio, Inc. and AstralBio, Inc. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 2, 2025 – File No. 001-35023)
10.2	Form of Securities Purchase Agreement, dated January 10, 2025, by and between the Company and the purchasers listed on the signature page thereto (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 13, 2025 – File No. 001-35023)
31.1*	Certification of Periodic Report by Principal Executive Officer Pursuant to Rule 13a-14 and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Periodic Report by Principal Financial Officer Pursuant to Rule 13a-14 and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Periodic Report by Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Periodic Report by Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance*
101.SCH	Inline XBRL Taxonomy Extension Schema*
101.CAL	Inline XBRL Taxonomy Extension Calculation*
101.DEF	Inline XBRL Taxonomy Extension Definition*
101.LAB	Inline XBRL Taxonomy Extension Labeled*
101.PRE	Inline XBRL Taxonomy Extension Presentation*
104	Cover page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

† The Company has omitted certain portions of this exhibit which are indicated therein by [**] in accordance with Item 601(b)(10) of Regulation S-K. The Company agrees to furnish unredacted copies of these exhibits to the SEC upon request.

SIGNATURES

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

iBio, Inc.
(Registrant)

Date: February 10, 2025

/s/ Martin Brenner
Martin Brenner
Chief Executive Officer and Chief Scientific Officer
Principal Executive Officer

Date: February 10, 2025

/s/ Felipe Duran
Felipe Duran
Chief Financial Officer
Principal Financial Officer and Principal Accounting Officer

Exhibit 31.1

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Martin Brenner, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended December 31, 2024 (the "report") of iBio, 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

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

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

Date: February 10, 2025

By: /s/ Martin Brenner
Name: Martin Brenner
Title: Chief Executive Officer and Chief Scientific Officer
(Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Felipe Duran, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended December 31, 2024 (the "report") of iBio, 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

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

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

Date: February 10, 2025

By: /s/ Felipe Duran
Name: Felipe Duran
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of iBio, Inc. (the "Company") for the quarterly period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin Brenner, Chief Executive Officer and Chief Scientific Officer (Principal Executive Officer) of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

Date: February 10, 2025

/s/ Martin Brenner

Martin Brenner
Chief Executive Officer and Chief Scientific Officer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of iBio, Inc. (the "Company") for the quarterly period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Felipe Duran, Chief Financial Officer (Principal Financial Officer) of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

Date: February 10, 2025

/s/ Felipe Duran
Felipe Duran
Chief Financial Officer
(Principal Financial Officer)