



**ENGEN BIO, LLC**  
FINANCIAL STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2020  
AND 2019

WITH INDEPENDENT ACCOUNTANT'S REVIEW REPORT

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## Belle Business Services

Certified Public Accountants

### INDEPENDENT ACCOUNT'S REVIEW REPORT

To Management  
EnGen Bio, LLC  
Redwood City, California

We have reviewed the accompanying financial statements of EnGen Bio, LLC, which comprise the balance sheets as of December 31, 2020 and 2019, and the related statements of income, statements of equity and statements of cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

#### **Management's Responsibility for the Financial Statements**

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

#### **Accountant's Responsibility**

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

#### **Accountant's Conclusion**

Based on our review, we are not aware of any material modification that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

#### **Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 5, certain conditions raise an uncertainty about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our conclusion is not modified with respect to this matter.

*Belle Business Services, LLC*

Belle Business Services, LLC  
March 9, 2021

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**ENGEN BIO, LLC  
BALANCE SHEETS  
DECEMBER 31, 2020 AND 2019**

**ASSETS**

	<u>2020</u>	<u>2019</u>
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	<u>\$ 163,609</u>	<u>\$ 2,447</u>
TOTAL CURRENT ASSETS	<u>163,609</u>	<u>2,447</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 163,609</u></u>	<u><u>\$ 2,447</u></u>

**LIABILITIES AND MEMBERS' EQUITY**

<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 471	\$ -
SBA PPP loan	<u>21,463</u>	<u>-</u>
TOTAL CURRENT LIABILITIES	<u>21,934</u>	<u>-</u>
<b>LONG-TERM LIABILITIES</b>		
Note payable - related party	306,411	338,743
Note payable	<u>250,000</u>	<u>250,000</u>
TOTAL LONG-TERM LIABILITIES	<u>556,411</u>	<u>588,743</u>
<b>TOTAL LIABILITIES</b>	<u>578,345</u>	<u>588,743</u>
<b>MEMBERS' EQUITY</b>		
Contributions	1,506,000	874,000
Accumulated deficit	<u>(1,920,736)</u>	<u>(1,460,296)</u>
TOTAL MEMBERS' EQUITY	<u>(414,736)</u>	<u>(586,296)</u>
<b>TOTAL LIABILITIES AND MEMBERS' EQUITY</b>	<u><u>\$ 163,609</u></u>	<u><u>\$ 2,447</u></u>

See independent accountant's review report and accompanying notes to financial statements.

**ENGEN BIO, LLC**  
**STATEMENTS OF INCOME**  
**DECEMBER 31, 2020 AND 2019**

	<u>2020</u>	<u>2019</u>
<b>REVENUES</b>	\$ -	\$ -
<b>COST OF GOODS SOLD</b>	<u>-</u>	<u>-</u>
<b>GROSS PROFIT</b>	-	-
<b>OPERATING EXPENSES</b>		
General and administrative	10,657	17,446
Legal and professional	37,034	42,104
Payroll	312,382	107,924
Research and development	100,413	-
<b>TOTAL OPERATING EXPENSES</b>	<u>460,486</u>	<u>167,474</u>
<b>NET OPERATING INCOME</b>	<u>(460,486)</u>	<u>(167,474)</u>
<b>OTHER INCOME</b>		
Interest income	<u>46</u>	<u>52</u>
<b>TOTAL OTHER INCOME</b>	<u>46</u>	<u>52</u>
<b>NET LOSS</b>	<u>\$ (460,440)</u>	<u>\$ (167,422)</u>

See independent accountant's review report and accompanying notes to financial statements.

**ENGEN BIO, LLC**  
**STATEMENTS OF EQUITY**  
**DECEMBER 31, 2020 AND 2019**

	<u>Contributions/ (Distributions)</u>	<u>Retained Earnings (Accumulated Deficit)</u>	<u>Total</u>
<b>BEGINNING BALANCE, JANUARY 1, 2019</b>	874,000	\$ (1,292,874)	\$ (418,874)
Net loss		<u>(167,422)</u>	<u>\$ (167,422)</u>
<b>ENDING BALANCE, DECEMBER 31, 2019</b>	\$ 874,000	\$ (1,460,296)	\$ (586,296)
Sale of partnership units	632,000	-	\$ 632,000
Net loss	<u>-</u>	<u>(460,440)</u>	<u>\$ (460,440)</u>
<b>ENDING BALANCE, DECEMBER 31, 2020</b>	<u><b>\$ 1,506,000</b></u>	<u><b>\$ (1,920,736)</b></u>	<u><b>\$ (414,736)</b></u>

See independent accountant's review report and accompanying notes to financial statements.

**ENGEN BIO, LLC**  
**STATEMENTS OF CASH FLOWS**  
**DECEMBER 31, 2020 AND 2019**

	<b>2020</b>	<b>2019</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (460,440)	\$ (167,422)
Adjustments to reconcile net income to net cash provided by operating activities:		
(Increase) decrease in assets:		
Due from related parties	-	154,163
Increase (decrease) in liabilities:		
Accounts payable	471	-
	<b>(459,969)</b>	<b>(13,259)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issuance of partnership units	632,000	-
Issuance of SBA PPP Loan	21,463	-
Issuance/(Repayment) of Notes Payable - Related Parties	(32,332)	(49,250)
	<b>621,131</b>	<b>(49,250)</b>
<b>CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES</b>		
	<b>161,162</b>	<b>(62,509)</b>
<b>NET INCREASE (DECREASE) IN CASH</b>		
	<b>2,447</b>	<b>64,956</b>
<b>CASH AT BEGINNING OF YEAR</b>		
	<b>\$ 163,609</b>	<b>\$ 2,447</b>
<b>CASH AT END OF YEAR</b>		
	<b>\$ 163,609</b>	<b>\$ 2,447</b>
 <b>CASH PAID DURING THE YEAR FOR:</b>		
<b>INTEREST</b>	\$ -	\$ -
<b>INCOME TAXES</b>	\$ -	\$ -

See independent accountant's review report and accompanying notes to financial statements.

**ENGEN BIO, LLC**  
**NOTES TO THE FINANCIAL STATEMENT**  
**DECEMBER 31, 2020 AND 2019**

**1. Summary of Significant Accounting Policies**

***The Company***

EnGen Bio, LLC (the “Company”) was incorporated in the State of Delaware on February 9, 2016. The Company is developing a therapy and vaccine to provide lifetime immunity to Type A influenza. Unlike conventional flu vaccines, which are generally hemagglutinin or whole-virus based, the Company’s vaccine targets a region, a novel epitope on the flu virus’s M1 matrix protein, to elicit potentially long-lasting and broadly neutralizing antibody responses in both humans and animals.

***Going Concern***

Since Inception, the Company has relied on funds from related parties and contributions from members to fund its operations. As of December 31, 2020, the Company will likely incur losses prior to generating positive working capital. These matters raise substantial concern about the Company’s ability to continue as a going concern. As of December 31, 2020, the Company is still mostly in the developmental process, with no revenue. The Company’s ability to continue as a going concern is dependent on the Company’s ability to raise short term capital, as well as the Company’s ability to finish the development of the vaccine and therapy.

***Fiscal Year***

The Company operates on a December 31st year-end.

***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles (US GAAP).

***Use of Estimates***

The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the use of management’s estimates. These estimates are subjective in nature and involve judgments that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at fiscal year-end. Actual results could differ from those estimates.

***Cash and Cash Equivalents***

The Company considers all highly liquid financial instruments purchased with maturities of three months or less to be cash equivalents. As of December 31, 2020, and 2019, the Company held no cash equivalents.

***Risks and Uncertainties***

The Company has a limited operating history. The Company’s business and operations are sensitive to general business and economic conditions in the United States. A host of factors beyond the Company’s control could cause fluctuations in these conditions.

The Coronavirus Disease of 2019 (COVID-19) has recently affected global markets, supply chains, employees of companies, and our communities. Specific to the Company, COVID-19 may impact various parts of its 2020 operations and financial results including shelter in place orders, material supply chain interruption, economic hardships affecting funding for the Company’s manufacturing, and effects the Company’s workforce. Management believes the Company is taking appropriate actions to mitigate the negative impact. However, the full impact of COVID-19 is unknown and cannot be reasonably estimated as of December 31, 2020.

*See independent accountant’s review report.*

**ENGEN BIO, LLC**  
**NOTES TO THE FINANCIAL STATEMENT**  
**DECEMBER 31, 2020 AND 2019**

**1. Summary of Significant Accounting Policies (continued)**

***Income Taxes***

The Company is taxed as a partnership for federal income tax purposes. Therefore, the Company's earnings are included on the members' personal income tax returns and taxed depending on their personal tax situations. Accordingly, no provision has been made for Federal income taxes.

The Company complies with FASB ASC 740 for accounting for uncertainty in income taxes recognized in a company's financial statements, which prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. FASB ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. Based on the Company's evaluation, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. The Company believes that its income tax positions would be sustained on audit and does not anticipate any adjustments that would result in a material change to its financial position.

The Company is subject to franchise and income tax filing requirements in the States of Delaware and California.

***Fair Value of Financial Instruments***

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

- Level 1                   - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
  
- Level 2                   - Include other inputs that are directly or indirectly observable in the marketplace.
  
- Level 3                   - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of Inception. Fair values were assumed to approximate carrying values because of their short term in nature or they are payable on demand.

*See independent accountant's review report.*

**ENGEN BIO, LLC**  
**NOTES TO THE FINANCIAL STATEMENT**  
**DECEMBER 31, 2020 AND 2019**

**1. Summary of Significant Accounting Policies (continued)**

***Concentrations of Credit Risk***

From time to time cash balances, held at a major financial institution may exceed federally insured limits of \$250,000. Management believes that the financial institution is financially sound and the risk of loss is low.

***Revenue Recognition***

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the fee for the arrangement is fixed or determinable and collectability is reasonably assured. As of December 31, 2020, and 2019 the Company has not recognized any revenue.

***Advertising Expenses***

The Company expenses advertising costs as they are incurred.

***Organizational Costs***

In accordance with FASB ASC 720, organizational costs, including accounting fees, legal fee, and costs of incorporation are expensed as incurred.

***New Accounting Pronouncements***

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

In November 2015, the FASB issued ASU (Accounting Standards Update) 2015-17, *Balance Sheet Classification of Deferred Taxes*, or ASU 2015-17. The guidance requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. For all entities other than public business entities, the guidance becomes effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for all entities as of the beginning of an interim or annual reporting period. The adoption of ASU 2015-17 had no material impact on the Company's financial statements and related disclosures.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230), Restricted Cash*, or ASU 2016-18. The amendments of ASU 2016-18 were issued to address the diversity in classification and presentation of changes in restricted cash and restricted cash equivalents on the statement of cash flows which is currently not addressed under Topic 230. ASU 2016-18 would require an entity to include amounts generally described as restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling the beginning of period and end of period total amounts on the statement of cash flows. This guidance is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2018 for non-public entities. Early adoption is permitted, and the standard must be applied retrospectively. The adoption of ASU 2016-18 had no material impact on the Company's financial statements and related disclosures.

*See independent accountant's review report.*

**ENGEN BIO, LLC**  
**NOTES TO THE FINANCIAL STATEMENT**  
**DECEMBER 31, 2020 AND 2019**

**1. Summary of Significant Accounting Policies (continued)**

In May 2014, the FASB issued ASU, 2014-09—*Revenue from Contracts with Customers (Topic 606)*, or ASU 2014-09, and further updated through ASU 2016-12, or ASU 2016-12, which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount to which an entity expects to be entitled to when products are transferred to customers. This guidance is effective for annual reporting periods, and interim periods within those years, beginning December 15, 2018 for non-public entities. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The adoption of ASU 2014-09 had no material impact on the Company's financial statements and related disclosures.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, or ASU 2016-02, which supersedes the guidance in ASC 840, *Leases*. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. This guidance is effective for annual reporting periods beginning after December 15, 2019 for non-public entities. The adoption of ASU 2016-02 had no material impact on the Company's financial statements and related disclosures.

In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-based Payment Accounting*, or ASU 2016-09. ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. Some of the areas of simplification apply only to non-public companies. This guidance was effective on December 31, 2016 for public entities. For entities other than public business entities, the amendments are effective for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for an entity in any interim or annual period for which financial statements have not been issued or made available for issuance. An entity that elects early adoption must adopt all amendments in the same period. The adoption of ASU 2016-09 had no material impact on the Company's financial statements and related disclosures.

In May 2017, the FASB issued ASU 2017-09, *Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting*, or ASU 2017-09, which clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. This guidance is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2017, for both public entities and non-public entities. Early adoption is permitted. The adoption of ASU 2017-09 had no material impact on the Company's financial statements and related disclosures.

*See independent accountant's review report.*

**ENGEN BIO, LLC**  
**NOTES TO THE FINANCIAL STATEMENT**  
**DECEMBER 31, 2020 AND 2019**

**2. Commitments and Contingencies**

The Company is not currently involved with and does not know of any pending or threatening litigation against the Company or its members.

**3. SBA PPP Loan**

In 2020, the Company received loan proceeds of \$21,463 under the Paycheck Protection Program (“PPP”). The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act, provides for loans to qualifying businesses for amounts up to 2.5 times the average monthly payroll expenses of the qualifying business. The PPP Loan and accrued interest are forgivable after twenty-four weeks, as long as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its payroll levels. The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during twenty-four-week period.

The PPP Loan is evidenced by a promissory note, between the Company, as Borrower, and The Small Business Association, as Lender. The interest rate on the Note is 1% per annum, with interest accruing on the unpaid principal balance computed on the basis of the actual number of days elapsed in a year of 360 days. No payments of principal or interest are due during the six-month period beginning on the date of the Note.

As noted above, the principal and accrued interest under the Note evidencing the PPP Loan are forgivable after twenty-four weeks as long the Company has used the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its payroll levels. The amount of loan forgiveness will be reduced if the Company terminates employees or reduces salaries during the twenty-four-week period. The Company used the proceeds for purposes consistent with the PPP loan. In order to obtain full or partial forgiveness of the PPP Loan, the Company must request forgiveness and must provide satisfactory documentation in accordance with applicable Small Business Administration (“SBA”) guidelines. Interest payable on the Note may be forgiven only if the SBA agrees to pay such interest on the forgiven principal amount of the Note. The Company will be obligated to repay any portion of the principal amount of the Note that is not forgiven, together with interest accrued and accruing thereon at the rate set forth above, until such unforgiven portion is paid in full.

As of December 31, 2020, the Company believes that the PPP funds were used appropriately for all funds to be forgiven once the SBA processes the loan forgiveness application.

**4. Notes Payable – Related Parties**

Since inception, related parties have provided loans to the Company valued at \$306,411 and \$338,743 as of December 31, 2020 and 2019, respectively. Interest is accrued annually at 0% per annum. There are no minimum monthly payments. Management does not intend to pay back the related party loan payable until an appropriate liquidity event occurs, which management believes will be after fiscal year 2021.

*See independent accountant’s review report.*

**ENGEN BIO, LLC**  
**NOTES TO THE FINANCIAL STATEMENT**  
**DECEMBER 31, 2020 AND 2019**

**5. Notes Payable**

Since inception, a law firm has provided legal services to the Company valued at \$250,000 and \$250,000 as of December 31, 2020 and 2019, respectively. Interest is accrued annually at 0% per annum. There are no minimum monthly payments. Management does not intend to pay back the note payable until an appropriate liquidity event occurs, which management believes will be after fiscal year 2021.

**6. Going Concern**

These financial statements are prepared on a going concern basis. The Company registered on February 9, 2016 and has established a presence and operations in the United States. The Company's ability to continue is dependent upon management's plan to raise additional funds and achieve and sustain profitable operations. The financial statements do not include any adjustments that might be necessary if the Company is not able to continue as a going concern.

**7. Subsequent Events**

The Company has evaluated subsequent events through March 9, 2021, the date through which the financial statement was available to be issued. It has been determined that no events require additional disclosure.

*See independent accountant's review report.*