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

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended June 30, 2024

☐ **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: 001-39070

MONOPAR THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware	**32-0463781**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. employer identification number)**
1000 Skokie Blvd., Suite 350, Wilmette, IL	**60091**
(Address of principal executive offices)	**(zip code)**

(847) 388-0349
(Registrant's telephone number, including area code)

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, $0.001 par value	**MNPR**	**The Nasdaq Stock Market LLC (Nasdaq Capital Market)**

Securities registered pursuant to Section 12(g) of the Act: None

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 Act). Yes ☐ No ☒

The number of shares outstanding with respect to each of the classes of our common stock, as of July 31, 2024, is set forth below:

Class	**Number of shares outstanding**
Common Stock, par value $0.001 per share	17,601,827

MONOPAR THERAPEUTICS INC.
TABLE OF CONTENTS

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Act"), and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts included in this Quarterly Report on Form 10-Q are forward-looking statements. The words "hopes," "believes," "anticipates," "plans," "seeks," "estimates," "projects," "expects," "intends," "may," "could," "should," "would," "will," "continue," and similar expressions are intended to identify forward-looking statements. The following uncertainties and factors, among others, could affect future performance and cause actual results to differ materially from those matters expressed in or implied by forward-looking statements:

- our ability to raise sufficient funds within the next 12 months in order for us to support continued clinical development of our radiopharmaceutical programs; as well as our ability to further raise additional funds in the future to support any existing or future product candidate programs through completion of clinical trials, the approval processes and, if applicable, commercialization;

- our ability to regain compliance with the Nasdaq listing standards requiring our stock closing bid price to be at least $1.00 for at least 10 consecutive trading days (and potentially up to 20) by August 26, 2024 (which is expected to be accomplished by effecting a reverse stock split as described herein, and could result in an uncertain impact on our stock price), and if more time is needed to regain compliance our ability to win an appeal to Nasdaq requesting additional time;

- our ability to raise funds on acceptable terms;

- our ability to find a suitable pharmaceutical partner or partners to further our development efforts, under acceptable financial terms;

- risks and uncertainties associated with our or our development partners' research and development activities, including preclinical studies, clinical trials, regulatory submissions, and manufacturing and quality expenses;

- known and unknown risks associated with developing new radiopharmaceutical therapeutics and imaging agents;

- the uncertainty of timeframes for our clinical trials and regulatory reviews for approval to market products;

- our ability to address the fulfillment and logistical challenges posed by the potential time-limited shelf-life of our current radiopharmaceutical programs or future drug candidates;

- our ability to obtain an adequate supply at reasonable costs of radioisotopes that we are currently using or that we may incorporate into our drug candidates;

- the rate of market acceptance and competitiveness in terms of pricing, efficacy and safety, of any products for which we receive marketing approval, and our ability to competitively market any such products as compared to larger pharmaceutical firms;

- the difficulties of commercialization, marketing and product manufacturing and overall strategy;
- uncertainties of intellectual property position and strategy including new discoveries and patent filings;
- our ability to attract and retain experienced and qualified key personnel and/or to find and utilize external sources of experience, expertise and scientific, medical and commercialization knowledge to complete product development and commercialization of new products;
- the risks inherent in our estimates regarding the level of needed expenses, capital requirements and the availability of required additional financing at acceptable terms;
- the impact of the U.S. Presidential and Congressional election results affecting the economy and future government laws and regulations including increased governmental control of healthcare and pharmaceuticals, resulting in direct price controls driving lower prices, other governmental regulations affecting cost requirements and structures for selling therapeutic or imaging products, and recent governmental legislation affecting other industries which may indirectly increase our costs of obtaining goods and services and our cost of capital;
- the uncertain impact any resurgence of COVID-19 or another pandemic could have on our ability to advance our clinical programs and raise additional financing;
- the cumulative impact of domestic and global inflation, volatility in financial markets and/or the potential for an economic recession increasing our costs of obtaining goods and services or making financing more difficult to obtain on acceptable terms or at all;
- the uncertain impact of the Russia-Ukraine war or the Israel-Hamas war on our clinical material manufacturing expenses and timelines, as well as on general political, economic, trade and financial market conditions; and
- uncertainty of our financial projections and operational timelines and the development of new competitive products and technologies.

Although we believe that the risk assessments identified in such forward-looking statements are appropriate, we can give no assurance that such risks will materialize. Cautionary statements are disclosed in this Quarterly Report on Form 10-Q, including without limitation statements in the section entitled “Item 1A - Risk Factors,” addressing forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements. We undertake no obligation to update any statements made in this Quarterly Report on Form 10-Q or elsewhere, including without limitation any forward-looking statements, except as required by law.

Any forward-looking statements in this Quarterly Report on Form 10-Q reflect our current views with respect to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. Information that is based on estimates, forecasts, projections, market research or similar methodologies is inherently subject to uncertainties and actual events or circumstances may differ materially from events and circumstances projected in this information.

Summary Risk Factors

Our business is subject to numerous risks and uncertainties, including those highlighted in "Item 1A - Risk Factors" of our December 31, 2023 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2024 and "Item 1A - Risk Factors" of this Quarterly Report on Form 10-Q. These risks include, among others, the following:

- We are a clinical stage radiopharmaceutical company with a history of financial losses. We expect to continue to incur significant losses for the foreseeable future and may never achieve or maintain cash self-sufficiency or profitability, which could result in a decline in the market value of our common stock.

- Funds raised to date are not sufficient to support clinical development of our radiopharmaceutical programs beyond our ongoing Phase 1 imaging and dosimetry clinical trial in advanced cancers. If we are unable to raise enough funds within the next 12 months from the sale of our common stock or other financing efforts, or conclude a strategic agreement or collaboration such as out-licensing our product candidates, or enter into a clinical or commercial partnership, we will likely have to terminate one or more programs. There can be no assurance that we will be able to secure such financing or find a suitable development partner on satisfactory terms.

- On August 28, 2023, we received a notice from Nasdaq stating that we were out of compliance with Nasdaq listing standards giving us 180 days to regain compliance with the minimum bid price requirement. On February 27, 2024, we received a notice from Nasdaq granting us an additional 180-day period to regain compliance. If we do not regain compliance by August 26, 2024, by trading above $1.00 for at least 10 consecutive trading days, which is expected to be accomplished by effecting a reverse stock split as described herein or winning an appeal to extend the deadline, we will face delisting and it may have serious adverse consequences on our stock price and our ability to raise funds, which may cause us to delay, restructure or otherwise reconsider our operations. On August 5, 2024, the stockholders approved the reverse stock split proposal at the Annual Meeting of Stockholders, which provided the Board of Directors with authority to effect a reverse split within the range of ratios approved by stockholders. Subsequently, the Board of Directors approved a reverse stock split of 1 for 5 shares of the Company's common stock in an attempt to regain compliance with the Nasdaq's continued listing requirements. The Company expects that the reverse stock split will become effective at 5:00 pm on Monday August 12, 2024, and its common stock will begin trading on a split-adjusted basis at the open of trading on Tuesday, August 13, 2024.

- We do not have and may never have any approved products on the market. Our business is highly dependent upon receiving marketing approvals from various U.S. and international governmental agencies and would be severely harmed if we are not granted approvals to manufacture and sell our product candidates.

- Our clinical trials may not yield sufficiently conclusive results for regulatory agencies to approve the marketing and sale of our products, which would adversely affect our financial condition.

- If we experience delays or difficulties in the enrollment of patients in clinical trials, our receipt of necessary regulatory approvals will be delayed or prevented, which could materially delay our program schedules and adversely affect our financial condition.

- If we or our licensees, development collaborators, or suppliers are unable to manufacture our products in sufficient quantities or at defined quality specifications, or are unable to obtain regulatory approvals for the manufacturing facility, we may be unable to develop and/or meet demand for our products as well as lose time to market and potential revenues.

- We rely on qualified third parties to conduct our active pharmaceutical ingredient manufacturing, our drug product manufacturing, non-clinical studies, and our clinical trials. If these third parties do not or cannot successfully carry out their contractual duties and meet expected deadlines or performance goals, the initiation or conduct of our clinical trials would be delayed and we may be unable to obtain regulatory approval for, or commercialize, our current product candidates or any future products, and our financial condition would be adversely affected.

- Radiopharmaceutical technology is a relatively novel approach to cancer imaging and treatment, which may create significant and potentially unpredictable challenges for it, including the availability of radioisotopes, potential misconception about the safety of radiopharmaceuticals, and low market uptake due to its novelty. Perceptions of these challenges may make it more difficult to raise funding as we focus efforts on our radiopharmaceutical programs.

- The Russia-Ukraine war, and resulting sanctions against Russia and Russian entities, and Russian reduction in gas shipments to the EU and other allies, have increased fuel costs, reduced access to critical supplies and may cause shipping delays. Separately, the Israel-Hamas war has created additional uncertainties. The broader political, economic, trade and financial market consequences are uncertain at this time, which may increase the cost of supplies for our clinical materials, delay the manufacture of our clinical materials, restrict the availability of radioisotopes, increase costs of other goods and services or make it more difficult or costly to raise additional financing, any of which could cause an adverse effect on our clinical and preclinical programs and on our financial condition.

- Market variables, such as inflation of product costs, labor rates and fuel, freight and energy costs, as well as geopolitical events could likely cause us to suffer significant increases in our operating and administrative expenses.

- Unstable market and economic conditions, such as volatility in the markets due to concerns about bank stability and economic challenges due to inflation, may have serious adverse consequences on our ability to raise funds, which may cause us to delay, restructure or cease our operations.

- The results of the U.S. Presidential and Congressional election including the effects on the economy and future political pressure to lower pharmaceutical prices are a major threat to the economic viability of new research-based pharmaceutical products, and any significant decrease in drug prices could materially and adversely affect the financial appeal of our products and prospects for us to raise additional capital.

- We face significant competition from other radiopharmaceutical, biotechnology and pharmaceutical companies, and from research-based academic medical institutions, in our targeted medical indications, and our operating results would be adversely affected if we fail to compete effectively. Many competitors in our industry have greater organizational capabilities, much higher available capital resources, and established marketing and sales resources and experience in the targeted markets. Competition and technological change may make our product candidates obsolete or non-competitive.

- The termination of third-party licenses would adversely affect our rights to important compounds or technologies which are essential to develop and market our products.

- If we and our third-party licensors do not obtain and preserve protection for our respective intellectual property rights, our competitors may be able to develop and market competing drugs, which would adversely affect our financial condition.

- If we lose key management leadership, and/or the expertise and experience of our scientific personnel, and if we cannot recruit qualified employees or other highly qualified and experienced personnel for future requirements, we would be at risk to experience significant program delays and increased operational and compensation costs, and our business would be materially disrupted.

- Any future or long-term impacts of COVID-19 or any other pandemic remain uncertain, and their scope and impact could have a substantial negative bearing on our business, financial condition, operating results, stock price and ability to raise additional funds.

PART I

FINANCIAL INFORMATION

Item 1. Financial Statements

Monopar Therapeutics Inc.

Condensed Consolidated
Balance Sheets
(Unaudited)

	June 30, 2024	December 31, 2023*
Assets		
Current assets:		
Cash and cash equivalents	$ 6,119,931	$ 7,266,080
Investments	998,840	—
Other current assets	61,017	66,433
Total current assets	7,179,788	7,332,513
Operating lease right-of-use asset	—	12,646
Total assets	$ 7,179,788	$ 7,345,159
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable, accrued expenses and other current liabilities	$ 1,089,462	$ 1,757,393
Total current liabilities and total liabilities	1,089,462	1,757,393
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Common stock, par value of $0.001 per share, 40,000,000 shares authorized, 17,601,827 and 14,904,497 shares issued and outstanding as of June 30, 2024, and December 31, 2023, respectively	17,602	14,905
Additional paid-in capital	69,627,218	65,793,210
Accumulated other comprehensive income (loss)	8,258	(14,132)
Accumulated deficit	(63,562,752)	(60,206,217)
Total stockholders' equity	6,090,326	5,587,766
Total liabilities and stockholders' equity	$ 7,179,788	$ 7,345,159

* Derived from the Company's audited consolidated financial statements.

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

Monopar Therapeutics Inc.

Condensed Consolidated
Statements of Operations and Comprehensive Loss
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
Operating expenses:				
Research and development	$ 1,130,978	$ 1,594,713	$ 2,097,088	$ 3,248,082
General and administrative	657,806	733,496	1,415,087	1,605,171
Total operating expenses	1,788,784	2,328,209	3,512,175	4,853,253
Loss from operations	(1,788,784)	(2,328,209)	(3,512,175)	(4,853,253)
Interest income	73,475	128,218	155,640	218,706
Net loss	(1,715,309)	(2,199,991)	(3,356,535)	(4,634,547)
Other comprehensive income (loss):				
Foreign currency translation gain (loss)	1,583	(4,385)	748	(15,184)
Unrealized gain (loss) on investments	2,444	(20,180)	21,642	13,464
Comprehensive loss	$ (1,711,282)	$ (2,224,556)	$ (3,334,145)	$ (4,636,267)
Net loss per share:				
Basic and diluted	$ (0.10)	$ (0.16)	$ (0.20)	$ (0.35)
Weighted average shares outstanding:				
Basic and diluted	17,514,637	13,420,029	16,747,198	13,263,770

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

Monopar Therapeutics Inc.

Condensed Consolidated Statements of Stockholders' Equity
Three and Six Months Ended June 30, 2024
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of January 1, 2024	14,904,497	$ 14,905	$ 65,793,210	$ (14,132)	$ (60,206,217)	$ 5,587,766
Issuance of common stock under a Capital on Demand™ Sales Agreement with JonesTrading Institutional Services, LLC, net of commissions, fees and offering costs of $81,932	2,545,305	2,545	3,191,765	—	—	3,194,310
Issuance of common stock to employees pursuant to vested restricted stock units, net of taxes	34,373	34	(10,772)	—	—	(10,738)
Stock-based compensation (non-cash)	—	—	328,661	—	—	328,661
Net loss	—	—	—	—	(1,641,226)	(1,641,226)
Other comprehensive income, net	—	—	—	18,363	—	18,363
Balance as of March 31, 2024	17,484,175	17,484	69,302,864	4,231	(61,847,443)	7,477,136
Issuance of common stock to employees pursuant to vested restricted stock units, net of taxes	33,652	34	(10,036)	—	—	(10,002)
Exercise of stock options	84,000	84	—	—	—	84
Stock-based compensation (non-cash)	—	—	334,390	—	—	334,390
Net loss	—	—	—	—	(1,715,309)	(1,715,309)
Other comprehensive income, net	—	—	—	4,027	—	4,027
Balance as of June 30, 2024	17,601,827	$ 17,602	$ 69,627,218	$ 8,258	$ (63,562,752)	$ 6,090,326

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

Monopar Therapeutics Inc.

Condensed Consolidated Statements of Stockholders' Equity
Three and Six Months Ended June 30, 2023
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at January 1, 2023	12,946,573	$ 12,947	$ 61,871,784	$ 8,942	$ (51,804,021)	$ 10,089,652
Issuance of common stock under a Capital on Demand™ Sales Agreement with JonesTrading Institutional Services, LLC, net of commissions, fees and offering costs of $37,661	244,392	244	807,094	—	—	807,338
Issuance of common stock to non-employee directors pursuant to vested restricted stock units	10,132	10	(10)	—	—	—
Issuance of common stock to employees pursuant to vested restricted stock units, net of taxes	20,959	21	(16,848)	—	—	(16,827)
Stock-based compensation (non-cash)	—	—	476,209	—	—	476,209
Net loss	—	—	—	—	(2,434,556)	(2,434,556)
Other comprehensive income, net	—	—	—	22,845	—	22,845
Balance at March 31, 2023	13,222,056	13,222	63,138,229	31,787	(54,238,577)	8,944,661
Issuance of common stock under a Capital on Demand™ Sales Agreement with JonesTrading Institutional Services, LLC, net of commissions, fees and offering costs of $26,522	621,227	621	659,374	—	—	659,995
Issuance of common stock to non- employee directors pursuant to vested restricted stock units	10,136	10	(10)			—
Issuance of common stock to employees pursuant to vested restricted stock units, net of taxes	44,662	45	(16,658)	—	—	(16,613)
Stock-based compensation (non-cash)	—	—	473,296	—	—	473,296
Net loss	—	—	—	—	(2,199,991)	(2,199,991)
Other comprehensive loss, net	—	—	—	(24,565)	—	(24,565)
Balance at June 30, 2023	13,898,081	$ 13,898	$ 64,254,231	$ 7,222	$ (56,438,568)	$ 7,836,783

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

Monopar Therapeutics Inc.

Condensed Consolidated
Statements of Cash Flows *(Unaudited)*

	For the Six Months Ended June 30,	
	2024	**2023**
Cash flows from operating activities:		
Net loss	$ (3,356,535)	$ (4,634,547)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	663,051	949,505
Changes in operating assets and liabilities, net		
Other current assets	14,014	(63,891)
Accounts payable, accrued expenses and other current liabilities	(656,989)	(623,648)
Operating lease right-of-use assets and liabilities, net	4,238	—
Net cash used in operating activities	(3,332,221)	(4,372,581)
Cash flows from investing activities:		
Purchase of short-term investments	(985,730)	(4,921,873)
Maturities of short-term investments	—	6,892,238
Net cash (used in) provided by investing activities	(985,730)	1,970,365
Cash flows from financing activities:		
Cash proceeds from the sales of common stock under a Capital on Demand™ Sales Agreement	3,192,618	1,479,416
Taxes paid related to net share settlement of vested restricted stock units	(20,740)	(33,440)
Cash proceeds from the issuance of stock upon exercise of stock options	84	—
Net cash provided by financing activities	3,171,962	1,445,976
Effect of exchange rates	(160)	(15,197)
Net decrease in cash and cash equivalents	(1,146,149)	(971,437)
Cash and cash equivalents at beginning of period	7,266,080	8,186,194
Cash and cash equivalents at end of period	$ 6,119,931	$ 7,214,757

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

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

Note 1 – Nature of Business and Liquidity

Nature of Business

Monopar Therapeutics Inc. (“Monopar” or the “Company”) is a clinical-stage radiopharmaceutical company focused on developing innovative treatments for cancer patients. Monopar is prioritizing its focus and resources toward its Phase 1-stage MNPR-101-Zr for imaging advanced cancers and late preclinical-stage MNPR-101 radio-immuno-therapeutic ("RIT") for the treatment of advanced cancers, as well as early development programs against solid cancers. Monopar is in the process of winding down its non-radiopharmaceutical programs, including camsirubicin and its Phase 1b clinical trial as well as MNPR-202 and its preclinical development. The Company’s strategic focus and resources are being placed on the assets and capabilities it has been building up in the radiopharmaceutical space.

Liquidity

The Company has incurred an accumulated deficit of approximately $63.6 million as of June 30, 2024. To date, the Company has primarily funded its operations with the net proceeds from the Company’s initial public offering of its common stock on Nasdaq, sales of its common stock in the public market through at-the-market sales agreements, private placements of convertible preferred stock and of common stock and cash provided in the camsirubicin asset purchase transaction. Management estimates that currently available cash will provide sufficient funds to enable the Company to meet its obligations at least through August 31, 2025. The Company’s ability to fund its future operations, including the continued clinical development of its radiopharmaceutical programs, is dependent upon its ability to execute its business strategy, to obtain additional funding and/or to execute collaborative research agreements. There can be no certainty that future financing or collaborative research agreements will occur in the amounts required or at a time needed to maintain operations, if at all.

Going Concern Assessment

The Company applies Accounting Standards Codification 205-40 (“ASC 205-40”), *Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*, which the Financial Accounting Standards Board (“FASB”) issued to provide guidance on determining when and how reporting companies must disclose going concern uncertainties in their financial statements. ASC 205-40 requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern within one year of the date of issuance of the entity’s financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, a company must provide certain disclosures if there is “substantial doubt about the entity’s ability to continue as a going concern.” In June 2024, the Company analyzed its cash requirements at least through August 2025 and has determined that, based upon the Company’s current available cash, the Company has no substantial doubt about its ability to continue as a going concern.

Risks and Uncertainties

On August 28, 2023, the Company received a notice from Nasdaq stating that it is out of compliance with Nasdaq listing standards giving the Company 180 days to regain compliance with the minimum bid price requirement. On February 27, 2024, the Company was granted a second 180-day period to regain compliance; there can be no assurance that the Company will regain compliance within Nasdaq’s extended time limits and requirements. If the Company does not regain compliance, the Company will face delisting and it may have serious adverse consequences on the Company’s ability to raise funds, which may cause Monopar to delay, restructure or otherwise reconsider its operations. To attempt to cure the bid price deficiency, the Company expects that a reverse stock split at a ratio of 1 for 5 shares will become effective at 5:00 pm on Monday August 12, 2024, and its common stock will begin trading on a split-adjusted basis at the open of trading on Tuesday, August 13, 2024. However, there is no assurance that the Company will regain compliance, and the impacts on the Company's stock price are uncertain and could be adverse.

Market variables over which the Company has no control, such as inflation of product costs, higher capital costs, labor rates and fuel, freight and energy costs, as well as geopolitical events could cause the Company to suffer significant increases in its operating and administrative expenses.

The Russia-Ukraine war, and resulting sanctions against Russia and Russian entities or allies, have increased fuel costs and may cause shipping delays. In addition, the Israel-Hamas war has created additional uncertainties. The broader political, economic, trade and financial market consequences of these events are uncertain at this time, which may increase the cost of supplies for the Company’s clinical materials, may delay the manufacture of its clinical materials, restrict the availability of radioisotopes, may increase costs of other goods and services, or make it more difficult or costly to raise additional financing, any of which could cause an adverse effect on the Company’s clinical and preclinical programs and on the Company’s financial condition.

There remains uncertainties as to the long-term impacts of COVID-19 or any potential resurgences thereof. The Company is unable to estimate COVID-19’s or any future pandemic disease's financial impact or duration in light of treatment options and potential surges of new cases from current or future COVID-19 variants or a future pandemic or its potential impact on the Company’s current clinical trial and preclinical programs, including COVID-19’s or a future pandemic's effect on drug candidate manufacturing, shipping, patient recruitment at clinical sites and regulatory agencies around the globe.

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

Note 2 – Significant Accounting Policies

Basis of Presentation

These condensed consolidated financial statements include the financial results of Monopar Therapeutics Inc., its wholly-owned French subsidiary, Monopar Therapeutics, SARL, and its wholly-owned Australian subsidiary, Monopar Therapeutics Australia Pty Ltd, and have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") and include all disclosures required by GAAP for financial reporting. All intercompany accounts have been eliminated. The principal accounting policies applied in the preparation of these condensed consolidated financial statements are set out below and have been consistently applied in all periods presented. The Company has been primarily involved in performing research activities, developing product candidates, and raising capital to support and expand these activities.

The accompanying interim unaudited condensed consolidated financial statements contain all normal, recurring adjustments necessary to present fairly the Company's condensed consolidated financial position as of June 30, 2024, and the Company's condensed consolidated results of operations and comprehensive loss for the three and six months ended June 30, 2024 and 2023, and the Company's condensed consolidated cash flows for the six months ended June 30, 2024 and 2023.

The interim condensed consolidated results of operations and comprehensive loss and condensed consolidated cash flows for the periods presented are not necessarily indicative of the condensed consolidated results of operations or cash flows which may be reported for the remainder of 2024 or for any future period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC") on March 28, 2024.

Functional Currency

The Company's consolidated functional currency is the U.S. Dollar. The Company's Australian subsidiary and French subsidiary use the Australian Dollar and European Euro, respectively, as their functional currency. At each quarter-end, each foreign subsidiary's balance sheets are translated into U.S. Dollars based upon the quarter-end exchange rate, while their statements of operations and comprehensive loss and statements of cash flows are translated into U.S. Dollars based upon an average exchange rate during the period.

Comprehensive Loss

Comprehensive loss represents net loss plus any income or losses not reported in the condensed consolidated statements of operations and comprehensive loss, such as foreign currency translations gains and losses and unrealized gains and losses on debt security investments that are reflected on the Company's condensed consolidated statements of stockholders' equity.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and reported amounts of expenses in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Cash Equivalents

The Company considers all highly liquid investments purchased with a maturity of three months or less on the date of purchase to be cash equivalents. Cash equivalents as of June 30, 2024 and December 31, 2023, consisted of two money market accounts and U.S. Treasury Bills.

Investments

The Company considers all of its investments in debt securities (U.S. Government or Agencies), with maturities at the date of purchase from over three months to one year to be available-for-sale securities. These investments are recorded at fair value with the unrealized gains and losses reflected in accumulated other comprehensive income (loss) on the Company's condensed consolidated balance sheets. Realized gains and losses from the sale of investments, if any are determined, are recorded net in the condensed consolidated statements of operations and comprehensive loss. The investments selected by the Company have a low level of inherent credit risk given they are issued by the U.S. government and any changes in their fair value are primarily attributable to changes in interest rates and market liquidity. Investments as of June 30, 2024 consisted of U.S. Treasury Bills with maturities of less than three months.

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

Prepaid Expenses

Prepayments are expenditures for goods or services before the goods are used or the services are received and are charged to operations as the benefits are realized. Prepaid expenses may include payments to development collaborators in excess of actual expenses incurred by the collaborator measured at the end of each reporting period. Prepayments also include insurance premiums, dues and subscriptions and software costs of $10,000 or more per year that are expensed monthly over the life of the contract, which is typically one year. Prepaid expenses are reflected on the Company's condensed consolidated balance sheets as other current assets.

Leases

Lease agreements are evaluated to determine whether an arrangement is or contains a lease in accordance with ASC 842, *Leases*. Right-of-use lease assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. The right-of-use lease asset on the Company's condensed consolidated balance sheets includes any lease payments made and excludes lease incentives. The incremental borrowing taking into consideration the Company's credit quality and borrowing rate for similar assets is used in determining the present value of future payments. Lease expense is recorded as general and administrative expenses on the Company's condensed consolidated statements of operations and comprehensive loss.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist of cash and cash equivalents. The Company maintains cash and cash equivalents at two reputable financial institutions. As of June 30, 2024, the balance at one financial institution was in excess of the $250,000 Federal Deposit Insurance Corporation ("FDIC") insurable limit. The Company has not experienced any losses on its deposits since inception and management believes the Company is not exposed to significant risks with respect to these financial institutions.

Fair Value of Financial Instruments

For financial instruments consisting of cash and cash equivalents, investments, accounts payable, accrued expenses, and other current liabilities, the carrying amounts are reasonable estimates of fair value due to their relatively short maturities.

The Company adopted ASC 820, *Fair Value Measurements and Disclosures,* as amended, which addresses the measurement of the fair value of financial assets and financial liabilities. Under this standard, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

The standard establishes a 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 reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources. Unobservable inputs reflect a reporting entity's pricing an asset or liability developed based on the best information available under the circumstances. The fair value hierarchy consists of the following three levels:

Level 1 - instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets.

Level 2 - instrument valuations are obtained from readily available pricing sources for comparable instruments.

Level 3 - instrument valuations are obtained without observable market values and require a high-level of judgment to determine the fair value.

Determining which category an asset or liability falls within the hierarchy requires significant judgment. The Company evaluates its hierarchy disclosures each reporting period. There were no transfers between Level 1, 2 or 3 of the fair value hierarchy during the three and six months ended June 30, 2024 and 2023. The following table presents the assets and liabilities that are reported at fair value on the Company's condensed consolidated balance sheets on a recurring basis. No values were recorded in Level 2 or Level 3 as of June 30, 2024 and December 31, 2023.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

June 30, 2024	Level 1	Total
Assets:		
Cash equivalents(1)	$ 5,878,877	$ 5,878,877
Investments(2)	998,840	998,840
Total	$ 6,877,717	$ 6,877,717

December 31 2023	Level 1	Total
Assets:		
Cash equivalents(1)	$ 6,544,910	
Total	$ 6,544,910	$ —

(1) Cash equivalents as of June 30, 2024 and December 31, 2023, represent the fair value of the Company's investment in two money market accounts and U.S. Treasury Bills with maturities at the date of purchase of three months or less.

(2) Investments represents the fair value of the Company's investment in U.S. Treasury Bills with maturities at the date of purchase over three months to one year.

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

Net Loss per Share

Net loss per share for the three and six months ended June 30, 2024 and 2023, is calculated by dividing net loss by the weighted-average shares of common stock outstanding during the periods. Diluted net loss per share for the three and six months ended June 30, 2024 and 2023, is calculated by dividing net loss by the weighted-average shares of the sum of a) weighted average common stock outstanding (17,514,637 and 13,420,029 shares for the three months ended June 30, 2024 and 2023 respectively, 16,747,198 and 13,263,770 shares for the six months ended June 30,2024 and 2023 respectively) and b) potentially dilutive shares of common stock (such as stock options and restricted stock units) outstanding during the period determined using the treasury stock method. As of June 30, 2024 and 2023, potentially dilutive securities included stock-based awards to purchase up to 2,452,747 and 2,639,566 shares of the Company's common stock, respectively. For the three and six months ended June 30, 2024 and 2023, potentially dilutive securities are excluded from the computation of fully diluted net loss per share as their effect is anti-dilutive.

Research and Development Expenses

Research and development ("R&D") costs are expensed as incurred. Major components of R&D expenses include salaries and benefits paid to the Company's R&D staff, compensation expenses of G&A personnel performing R&D, fees paid to consultants and to the entities that conduct certain R&D activities on the Company's behalf and costs of materials and supplies which were used in R&D activities during the reporting period.

Clinical Trials Accruals

The Company accrues and expenses the costs for clinical trial activities performed by third parties based upon estimates of the percentage of work completed over the life of the individual study in accordance with agreements established with contract research organizations, service providers, and clinical trial sites. The Company estimates the amounts to accrue based upon discussions with internal clinical personnel and external service providers as to progress or stage of completion of trials or services and the agreed upon fees to be paid for such services. Costs of setting up clinical trial sites for participation in the trials are expensed immediately as R&D expenses. Clinical trial site costs related to patient screening and enrollment are accrued as patients are screened/entered into the trial.

Collaborative Agreements

The Company and its collaborative partners are active participants in collaborative agreements and all parties would be exposed to significant risks and rewards depending on the technical and commercial success of the activities. Contractual payments to the other parties in collaboration agreements and costs incurred by the Company when the Company is deemed to be the principal participant for a given transaction are recognized on a gross basis in R&D expenses. Royalties and license payments are recorded as earned.

During the three and six months ended June 30, 2024 and 2023, no milestones were met, and no royalties were earned; therefore, the Company did not pay or accrue/expense any license or royalty payments.

Licensing Agreements

The Company has various agreements licensing technology utilized in the development of its product or technology programs. The licenses contain success milestone obligations and royalties on future sales. During the three and six months ended June 30, 2024 and 2023, no milestones were met, and no royalties were earned; therefore, the Company did not pay or accrue/expense any license or royalty payments under any of its license agreements.

Patent Costs

The Company expenses costs relating to issued patents and patent applications, including costs relating to legal, renewal and application fees, as a component of general and administrative expenses in its condensed consolidated statements of operations and comprehensive loss.

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

Income Taxes

The Company uses an asset and liability approach for accounting for deferred income taxes, which requires recognition of deferred income tax assets and liabilities for the expected future tax consequences of events that have been recognized in its financial statements but have not been reflected in its taxable income. Estimates and judgments are required in the calculation of certain tax liabilities and in the determination of the recoverability of certain deferred income tax assets, which arise from temporary differences and carryforwards. Deferred income tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled.

The Company regularly assesses the likelihood that its deferred income tax assets will be realized from recoverable income taxes or recovered from future taxable income. To the extent that the Company believes any amounts are not "more likely than not" to be realized, the Company records a valuation allowance to reduce the deferred income tax assets. In the event the Company determines that all or part of the net deferred tax assets are not realizable in the future, an adjustment to the valuation allowance would be charged to earnings in the period such determination is made. Similarly, if the Company subsequently determines deferred income tax assets that were previously determined to be unrealizable are now realizable, the respective valuation allowance would be reversed, resulting in an adjustment to earnings in the period such determination is made.

Internal Revenue Code Sections 382 and 383 ("Sections 382 and 383") limit the use of net operating loss ("NOL") carryforwards and R&D credits, after an ownership change. To date, the Company has not conducted a Section 382 or 383 study, however, because the Company will continue to raise significant amounts of equity in the coming years, the Company expects that Sections 382 and 383 will limit the Company's usage of NOLs and R&D credits in the future.

ASC 740, *Income Taxes*, requires that the tax benefit of net operating losses, temporary differences, and credit carryforwards be recorded as an asset to the extent that management assesses that realization is "more likely than not." Realization of the future tax benefits is dependent on the Company's ability to generate sufficient taxable income within the carryforward period. The Company has reviewed the positive and negative evidence relating to the realizability of the deferred tax assets and has concluded that the deferred tax assets are not "more likely than not" to be realized. As a result, the Company recorded a full valuation allowance as of June 30, 2024 and December 31, 2023. U.S. Federal R&D tax credits from 2016 to 2019 were utilized to reduce payroll taxes in future periods and were recorded as other current assets (anticipated to be received within 12 months), on the Company's condensed consolidated balance sheets. The Company intends to maintain the valuation allowance until sufficient evidence exists to support its reversal. The Company regularly reviews its tax positions. For a tax benefit to be recognized, the related tax position must be "more likely than not" to be sustained upon examination. Any amount recognized is generally the largest benefit that is "more likely than not" to be realized upon settlement. The Company's policy is to recognize interest and penalties related to income tax matters as an income tax expense. For the three and six months ended June 30, 2024 and 2023, the Company did not have any interest or penalties associated with unrecognized tax benefits.

The Company is subject to U.S. Federal, Illinois and California state income taxes. In addition, the Company is subject to local tax laws of France and Australia. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. Monopar was originally formed as an LLC in December 2014, then incorporated on December 16, 2015. The Company is subject to U.S. Federal, state and local tax examinations by tax authorities for the tax years 2015 through 2022. The Company does not anticipate significant changes to its current uncertain tax positions through June 30, 2024. The Company plans on filing its U.S. Federal and state tax returns for the year ended December 31, 2023, prior to the extended filing deadlines in all jurisdictions.

Stock-Based Compensation

The Company accounts for stock-based compensation arrangements with employees, non-employee directors and consultants using a fair value method, which requires the recognition of compensation expense for costs related to all stock-based awards, including stock option and restricted stock unit ("RSU") grants. The fair value method requires the Company to estimate the fair value of stock-based payment awards on the date of grant using an option pricing model or the closing stock price on the date of grant in the case of RSUs.

Stock-based compensation expense for awards granted to employees, non-employee directors and consultants are based on the fair value of the underlying instrument calculated using the Black-Scholes option-pricing model on the date of grant for stock options and using the closing stock price on the date of grant for RSUs and recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. Determining the appropriate fair value model and related assumptions requires judgment, including estimating the future stock price volatility and expected terms. For stock options granted in 2023, the expected volatility rates are estimated based on the Company's historical actual volatility over the three-year period from its initial public offering on December 18, 2019 through December 31, 2022. For awards granted during the three months ended June 30, 2024, the expected volatility rates were estimated based on the Company's historical actual volatility over the four-year period from its initial public offering on December 18, 2019, through December 31, 2023. The expected term for options granted to date is estimated using the simplified method. Forfeitures only include known forfeitures to-date as the Company accounts for forfeitures as they occur due to a limited history of forfeitures. The Company has not paid dividends and does not anticipate paying a cash dividend in the future vesting period and, accordingly, uses an expected dividend yield of zero. The risk-free interest rate is based on the rate of U.S. Treasury securities with maturities consistent with the estimated expected term of the awards.

Recent Accounting Pronouncements

In October 2023, the FASB issued Accounting Standards Update ("ASU") 2023-06, *Disclosure Improvements, Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative*. The ASU incorporates certain U.S. Securities and Exchange Commission (SEC) disclosure requirements and are expected to clarify or improve disclosure and presentation requirements of a variety of Codification 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 Codification with the SEC's regulations. The effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective with early adoption prohibited. For all other entities, the amendments will be effective two years later. In accordance with ASU 2023-06, the Company has added Note 7 – Net Loss per Share.

In November 2023, the FASB issued ASU No. *2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The ASU is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The purpose of the amendment is to enable investors to better understand an entity's overall performance and assess potential future cash flows. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the effect the amendments in ASU 2023-07 will have on its segment disclosures.

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The ASU improves income tax disclosure requirements and will require more detailed information on several income tax disclosures, such as income taxes paid and the income tax rate reconciliation table. The standard is effective for public business entities with annual periods beginning after December 15, 2024, and early adoption is permitted. The Company is currently evaluating the impact of this new standard on its condensed consolidated financial statements and related disclosures. The Company does not expect a material impact to its condensed consolidated financial statements based on adoption of this ASU.

Note 3 - Investments

As of June 30, 2024, the Company had two money market accounts and available-for-sale investments with contractual maturities of three months or less categorized as cash and cash equivalents and available-for-sale investments with contractual maturities of three months to one year categorized as investments invested as follows:

As of June 30, 2024	Cost Basis	Unrealized Gains	Aggregate Fair Value
U.S. Treasury Bills	$ 3,657,927	$ 30,879	$ 3,688,806
Money Market Accounts	3,188,911	—	3,188,911
Total	**$ 6,846,838**	**$ 30,879**	**$ 6,877,717**

As of June 30, 2024, there were no available-for-sale securities in an unrealized-loss position. U.S. Treasury Bills classified as investments on the condensed consolidated balance sheet as of June 30, 2024 were approximately $999,000.

As of December 31, 2023 the Company had two money market accounts and available-for-sale investments with contractual maturities of three months or less categorized as cash and cash equivalents as follows:

As of December 31, 2023	Cost Basis	Unrealized Gains	Aggregate Fair Value
U.S. Treasury Bills	$ 2,971,103	$ 9,237	$ 2,980,340
Money Market Accounts	3,564,570	—	3,564,570
Total	**$ 6,535,673**	**$ 9,237**	**$ 6,544,910**

As of December 31, 2023, there were no available-for-sale securities in an unrealized-loss position. There were no U.S. Treasury Bills classified as investments on the condensed consolidated balance sheet as of December 31, 2023.

See Note 2 for additional discussion regarding the Company's fair value measurements.

Note 4 - Capital Stock

Holders of the common stock are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefor. To date no dividends have been declared. Upon dissolution and liquidation of the Company, holders of the common stock are entitled to a ratable share of the net assets of the Company remaining after payments to creditors of the Company. The holders of shares of common stock are entitled to one vote per share for the election of each director nominated to the Board and one vote per share on all other matters submitted to a vote of stockholders.

The Company's amended and restated certificate of incorporation authorizes the Company to issue 40,000,000 shares of common stock with a par value of $0.001 per share.

Sales of Common Stock

On April 20, 2022, the Company entered into a Capital on Demand™ Sales Agreement with JonesTrading Institutional Services LLC ("JonesTrading"), pursuant to which Monopar may offer and sell, from time to time, through or to JonesTrading, as sales agent or principal, shares of Monopar's common stock. On April 20, 2022, the Company filed a prospectus supplement with the U.S. Securities and Exchange Commission relating to the offer and sale of its common stock from time to time pursuant to the agreement up to an aggregate amount of $4,870,000. In addition, the Company filed a new Form S-3, which included therein a prospectus to increase the aggregate amount under this agreement to $6,505,642 under which $5,446,975 has been sold to date and $1,058,667 is remaining. The Form S-3 was declared effective by the Securities and Exchange Commission on January 4, 2023, at which time the prospectus included therein replaced the prior prospectus supplement. Expenses related to these financing activities were recorded as offering costs (a reduction of additional paid in capital) on the Company's condensed consolidated statement of stockholders' equity for the period.

During the six months ended June 30, 2024, the Company sold 2,545,305 shares of its common stock at an average gross price per share of $1.29 for net proceeds of $3,194,310, after fees and commissions of $81,932.

During the six months ended June 30, 2023, the Company sold 865,619 shares of its common stock at an average gross price per share of $1.77 for net proceeds of $1,493,205, after fees and commissions of $38,312. In addition, the Company incurred legal, accounting and other fees totaling $25,872 for net proceeds after fees, commissions and expenses of $1,467,333.

As of June 30, 2024, the Company had 17,601,827 shares of common stock issued and outstanding.

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

Note 5 - Stock Incentive Plan

In April 2016, the Company's Board of Directors and stockholders representing a majority of the Company's outstanding stock at that time, approved the Monopar Therapeutics Inc. 2016 Stock Incentive Plan, as amended (the "Plan"), allowing the Company to grant up to an aggregate 700,000 shares of stock-based awards in the form of stock options, restricted stock units, stock appreciation rights and other stock-based awards to employees, non-employee directors and consultants. In October 2017, the Company's Board of Directors voted to increase the stock award pool to 1,600,000 shares of common stock, which subsequently was approved by the Company's stockholders. In April 2020, the Company's Board of Directors voted to increase the stock award pool to 3,100,000 (an increase of 1,500,000 shares of common stock), which was approved by the Company's stockholders in June 2020. In April 2021, the Company's Board of Directors voted to approve an amendment to the 2016 Stock Incentive Plan to remove certain individual award limits and other provisions related to I.R.C. Section 162(m) and to update the limit on Incentive Stock Options to no more that 100% of the maximum aggregate number of shares which may be granted under the plan, which was approved by the Company's stockholders in June 2021. In March 2022, the Company's Board of Directors voted to increase the stock award pool to 5,100,000 (an increase of 2,000,000 shares of common stock), which was approved by the Company's stockholders in June 2022. On August 5, 2024, the Company's Stockholders approved a proposal to amend the 2016 Stock Incentive Plan. As a result the total number of shares reserved for issuance under the Amended 2016 Plan would increase from 5,100,000 to 7,100,000.

During the six months ended June 30, 2024, the Board of Directors granted to a consultant aggregate stock options for the purchase of 10,000 shares of the Company's common stock with an exercise price of $0.3402 per share vesting monthly over 12 months and to an officer aggregate stock options for the purchase of 25,000 shares of the Company's common stock with an exercise price of $0.6146 per share vesting over 4 years. In addition, during the six months ended June 30, 2024, the Company's Plan Administrator Committee granted to non-officer employees and a new employee aggregate stock options for the purchase of 43,592 shares of the Company's common stock with exercise prices ranging from $0.651 to $0.679 per share which vest over 4 years. All stock option grants have a 10-year term.

Under the Plan, the per share exercise price for the shares to be issued upon exercise of an option shall be determined by the Plan Administrator, except that the per share exercise price shall be no less than 100% of the fair market value per share on the grant date. Fair market value is the Company's closing price on the grant date on Nasdaq. Stock options generally expire after 10 years.

Stock option activity under the Plan was as follows:

	Options Outstanding	
	Number of Shares Subject to Options	**Weighted-Average Exercise Price**
Balances at December 31, 2023	**2,109,001**	$ **4.01**
Granted(1)	78,592	0.60
Forfeited(2)	—	—
Exercised	(84,000)	0.001
Balances at June 30, 2024	**2,103,593**	**4.05**
Unvested options outstanding expected to vest(3)	539,306	2.96

(1) 78,592 options vest as follows: options to purchase 10,000 shares of the Company's common stock vest monthly over one year; options to purchase 68,592 shares of the Company's common stock vest 6/48ths on the six-month anniversary of vesting commencement date and 1/48th per month thereafter.

(2) There were no forfeitures during the six months ended June 30, 2024.

(3) Forfeitures only include known forfeitures to-date as the Company accounts for forfeitures as they occur due to a limited history of forfeitures.

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

A summary of options outstanding as of June 30, 2024, is shown below:

Exercise Prices	Number of Shares Subject to Options Outstanding	Weighted-Average Remaining Contractual Term in Years	Number of Shares Subject to Options Fully Vested and Exercisable	Weighted-Average Remaining Contractual Term in Years
$0.001 - $5.00	1,366,487	6.94	864,151	6.05
$5.01 - $10.00	617,942	5.00	580,972	4.89
$10.01 - $15.00	113,039	5.59	113,039	5.59
$15.01 - $20.00	6,125	5.59	6,125	5.59
	2,103,593	**6.29**	**1,564,287**	**5.58**

Restricted stock unit activity under the Plan was as follows:

	Restricted Stock Units (#)	Weighted- Average Grant Date Fair Value per Unit ($)
Unvested balance at December 31, 2023	**418,091**	**3.40**
Granted(1)	29,973	0.65
Vested	(98,910)	4.10
Unvested Balance at June 30, 2024	**349,154**	**2.97**

(1) There were 29,973 restricted stock units granted during the six months ended June 30, 2024. These units vest 6/48ths on the six-month anniversary of vesting commencement date and 3/48ths per quarter thereafter.

Stock option grants and fair values under the Plan were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Stock options granted	68,592	—	78,592	508,902
Weighted-average grant date fair value per share	$ 0.51	$ —	$ 0.48	$ 2.38
Fair value of shares vested	$ 181,084	$ 305,087	$ 359,734	$ 528,360

As of June 30, 2024, the aggregate intrinsic value of outstanding vested and unvested stock options was approximately $223,545 and $7,746 respectively. The weighted-average exercise price in aggregate was $4.05 which includes $4.42 for fully vested stock options and $2.96 for stock options expected to vest. As of June 30, 2024, unamortized unvested balance of stock-based compensation was $2.2 million, to be amortized over the following 1.9 years.

During the three months ended June 30, 2024 and 2023, the Company recognized $156,822 and $256,297 of employee, non-employee director and consultant stock-based compensation expense as general and administrative expenses, respectively, and $177,568 and $216,999 as research and development expenses, respectively. During the six months ended June 30, 2024 and 2023, the Company recognized $312,077 and $500,634 of employee, non-employee director and consultant stock-based compensation expense as general and administrative expenses, respectively, and $350,767 and $448,871 as research and development expenses, respectively. The stock-based compensation expense is allocated on a departmental basis, based on the classification of the stock-based award holder. No income tax benefits have been recognized in the condensed consolidated statements of operations and comprehensive loss for stock-based compensation arrangements.

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

Note 6 - Related Party Transactions

As of June 30, 2024, Tactic Pharma, LLC ("Tactic Pharma"), the Company's initial investor, beneficially owned 24.3% of Monopar's common stock. During the three and six months ended June 30, 2024, there were no transactions between Tactic Pharma and Monopar.

None of the related parties discussed in this paragraph received compensation other than market-based salary, market-based stock-based compensation and benefits and performance-based incentive bonus or in the case of non-employee directors, market-rate Board fees and market-rate stock-based compensation. The Company considers the following individuals as related parties: Two of the Company's board members were also Managing Members of Tactic Pharma as of June 30, 2024. Chandler D. Robinson is a Company Co-Founder, Chief Executive Officer, common stockholder, Managing Member of Tactic Pharma, former Manager of the predecessor LLC, Manager of CDR Pharma, LLC and Board member of Monopar as a C Corporation. Michael Brown is a Managing Member of Tactic Pharma (as of February 1, 2019, with no voting power as it relates to Monopar), a previous managing member of Monopar as an LLC, common stockholder and Board member of Monopar as a C Corporation.

Note 7 - Net Loss Per Share

Basic and diluted net loss per common share was calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands, except for net loss per share)	2024	2023	2024	2023
Numerator:				
Net loss	$ (1,715)	$ (2,200)	$ (3,357)	$ (4,635)
Denominator:				
Weighted-average common shares outstanding, basic and diluted	17,515	13,420	16,747	13,264
Net loss per common share, basic and diluted	$ (0.10)	$ (0.16)	$ (0.20)	$ (0.35)
Anti-dilutive potential common stock equivalents excluded from the calculation of net loss per share				
Stock options to purchase common stock	2,104	2,114	2,104	2,114
Unvested restricted stock units	349	526	349	526

Note 8 – Commitments and Contingencies

License, Development and Collaboration Agreements

XOMA Ltd.

Pursuant to a non-exclusive license agreement with XOMA Ltd. for the humanization technology used in the development of MNPR-101, the Company is obligated to pay XOMA Ltd. clinical, regulatory and sales milestones which could reach up to $14.925 million if the Company achieves all milestones for MNPR-101. The agreement does not require the payment of sales royalties. There can be no assurance that the Company will achieve any milestones. As of June 30, 2024, the Company had not reached any milestones and has not been required to pay XOMA Ltd. any funds under this license agreement. The first milestone payment is payable upon first dosing of a human patient in a Phase 2 clinical trial. The Company's MNPR-101 radiopharma program is in Phase 1 and the Company cannot reliably predict when the program will enter Phase 2 if at all.

NorthStar Medical Radioisotopes, LLC ("NorthStar")

In June 2024, the Company entered into a long-term, non-exclusive master supply agreement for NorthStar to provide Monopar with the therapeutic radioisotope actinium-225 ("Ac-225"). The original collaboration agreement was amended at that time to clarify certain economic terms and those related to jointly developed intellectual property rights for Monopar's MNPR-101 for radiopharmaceutical use. Monopar has acquired those rights from NorthStar, together with certain broad, jointly developed intellectual property pertaining to MNPR-101, giving Monopar full ownership and title to its lead MNPR-101 radiopharmaceutical platform. Both companies will share ownership of the filed patent application on the use of PCTA as a linker with Ac-225, which has shown with MNPR-101 superior binding and yield with Ac-225 over the current industry-leading linker, DOTA.

MONOPAR THERAPEUTICS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2024

Legal Contingencies

The Company may be subject to claims and assessments from time to time in the ordinary course of business. No claims have been asserted to date.

Indemnification

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and provide for general indemnification. The Company's exposure under these agreements is unknown because it involves claims that may be made against the Company in the future, but that have not yet been made. To date, the Company has not paid any claims nor been required to defend any action related to its indemnification obligations. However, the Company may record charges in the future as a result of future claims against these indemnification obligations.

In accordance with its second amended and restated certificate of incorporation, amended and restated bylaws and the indemnification agreements entered into with each officer and non-employee director, the Company has indemnification obligations to its officers and non-employee directors for certain events or occurrences, subject to certain limits, while they are serving at the Company's request in such capacities. There have been no indemnification claims to date.

Note 9 – Subsequent Events

On August 5, 2024, the Company conducted its Annual Meeting of Stockholders in which the stockholders approved among other items, a proposal to amend the Company's Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of the outstanding shares, which provided the Board of Directors with authority to effect a reverse split within a specified range of ratios. Subsequently, the Board of Directors has approved a reverse stock split of 1 for 5 shares of the Company's common stock in an attempt to regain compliance with the Nasdaq's continued listing requirements. The Company expects that the reverse stock split will become effective at 5:00 pm on Monday August 12, 2024, and its common stock will begin trading on a split-adjusted basis at the open of trading on Tuesday, August 13, 2024.

The share or per share amounts included in these financial statements or accompanying notes have not been adjusted to account for the anticipated reverse stock split. The following table reflects the pro forma effect of the stock split and Company's earnings per share computation.

(in thousands, except for net loss per share)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Numerator:				
Net loss	$ (1,715)	$ (2,200)	$ (3,357)	$ (4,635)
Denominator:				
Weighted-average common shares outstanding, basic and diluted	3,503	2,685	3,350	2,653
Net loss per common share, basic and diluted	$ (0.49)	$ (0.82)	$ (1.00)	$ (1.75)
Anti-dilutive potential common stock equivalents excluded from the calculation of net loss per share				
Stock options to purchase common stock	421	423	421	423
Unvested restricted stock units	70	106	70	106

Furthermore, at the Annual Meeting of Stockholders, a proposal to amend the 2016 Stock Incentive Plan was approved. As a result the total number of shares reserved for issuance under the Amended 2016 Plan would increase from 5,100,000 to 7,100,000. As a result of the above mentioned stock split, the total proforma number of shares reserved for issuance would adjust to 1,420,000.

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

You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and related notes contained in this Quarterly Report on Form 10-Q. Some of the information contained in this discussion and analysis are set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business and related financing activities, includes forward-looking statements that involve risks and uncertainties.

Overview

We are a clinical stage radiopharmaceutical company focused on developing innovative treatments for cancer patients. We are building a drug development pipeline through in-house development as well as the licensing and acquisition of therapeutics in late preclinical or in clinical development stages. We leverage our scientific and clinical experience to help reduce the risk of and accelerate the clinical development of our drug product candidates.

Financial Status

Our cash, cash equivalents and investments as of June 30, 2024, were $7.1 million. As discussed further below and elsewhere in this Quarterly Report, we expect that our current funds will be sufficient at least through August 31, 2025 for us to: (1) continue to conduct and conclude our first-in-human clinical trial with our MNPR-101-Zr radiopharmaceutical program; and (2) advance our MNPR-101-RIT preclinical program into the clinic. We are in the process of winding down the camsirubicin Phase 1b clinical trial and the preclinical development of MNPR-202 due to focusing our finite financial resources on our radiopharmaceutical programs. We will require additional funding to further advance our clinical and preclinical programs and we anticipate that we will seek to raise additional capital within the next 12 months to fund our future operations.

Our primary funding source over the past three years was sales of shares of our common stock under at-the-market sales programs through Capital on Demand™ Sales Agreements with JonesTrading Institutional Services LLC ("Jones Trading"). For the six months ended June 30, 2024, we sold 2,545,305 shares of our common stock at an average gross price per share of $1.29 for net proceeds of $3,194,310, after fees and commissions of $81,932. There have been no additional sales of shares of our common stock since March 31, 2024.

Our Product Pipeline

The radiopharma space has had numerous positive recent developments and announcements, from acquisitions to clinical data to reimbursement rates to commercial demand. Since this past December alone, four significant acquisitions have been publicly announced or completed which have had upfront payments ranging from approximately $1 billion to over $4 billion (BMS/RayzeBio, AstraZeneca/Fusion Pharma, Eli Lilly/POINT BioPharma, and Novartis/Mariana Oncology).

We have been generating promising preclinical data, and recently entered the clinic with our novel, proprietary MNPR-101 radiopharma program targeting the urokinase plasminogen activator receptor (uPAR). Based on these advances, we have made the strategic decision to focus our resources on the assets and capabilities we have been building up in the radiopharma space. As such, we are in the process of winding down our non-radiopharma programs, including camsirubicin (and our Phase 1b clinical trial) as well as MNPR-202. We are on track to initiate in the fourth quarter of 2024 our second radiopharma clinical trial.

MNPR-101 for Radiopharmaceutical Use, Development Update

Monopar has a proprietary first-in-class humanized monoclonal antibody, MNPR-101, that targets the urokinase plasminogen activator receptor ("uPAR"). uPAR is expressed on several of the more aggressive, deadly cancers including pancreatic, breast, colorectal, and bladder. Monopar has conjugated MNPR-101 to imaging and therapeutic radioisotopes for the purpose of creating highly precise radiopharmaceutical agents that have the potential to image and treat tumors expressing uPAR while sparing healthy tissues. In February 2024, we announced promising preclinical data and received regulatory clearance in Australia to commence a first-in-human Phase 1 imaging and dosimetry clinical trial with our novel MNPR-101-Zr (MNPR-101 conjugated to zirconium-89) in patients with advanced cancers. On July 9, 2024, we announced that our Phase 1 trial enrolled its first patient. Our MNPR-101-RIT program, a therapeutic radioisotope conjugated to MNPR-101, is on track to initiate a Phase 1 clinical trial in Q4 2024. We are also actively exploring opportunities to expand our radiopharmaceutical pipeline.

Wind Down of Camsirubicin and MNPR-202 Development

We have reprioritized our resources and funds toward the advancement of our radiopharmaceutical programs. As a result of this reprioritization, we are in the process of winding down our Phase 1b open-label camsirubicin clinical trial and the preclinical development of MNPR-202.

Our Strategy

Our management team has extensive experience in developing therapeutics and medical technologies through global regulatory approval and commercialization. In aggregate, companies they co-founded have achieved four drug approvals and three diagnostic medical imaging device approvals in the U.S. and the EU, successfully sold an asset developed by management which subsequently had a positive Phase 3 clinical trial, sold two oncology-focused diagnostic imaging businesses to Fortune Global 1000 firms, and completed the clinical and commercial development and ultimately the sale of a commercial biopharmaceutical company for over $800 million in cash. In addition, the team has supported multiple regulatory submissions with the FDA and EMA and launched multiple drugs in the U.S and the EU. Understanding the preclinical, clinical, regulatory and commercial development processes and hurdles are key factors in successful drug development and the expertise demonstrated by our management team across all of these areas increases the probability of success in advancing the product candidates in our product pipeline. Our strategic goal is to acquire, develop and commercialize promising oncology product candidates that address important unmet medical needs of cancer patients. Key elements of our strategy to achieve this goal are to:

- **Prioritize the development of MNPR-101 for radiopharmaceutical use as a therapeutic as well as a diagnostic imaging agent**. Based on promising data from our imaging and efficacy animal model studies in multiple cancers including triple-negative breast and pancreatic cancers, we have prioritized our resources and funds toward the development of our radiopharmaceutical programs. With promising preclinical results utilizing radiolabeled MNPR-101 in hand, we were cleared to conduct a Phase 1 imaging and dosimetry clinical trial of MNPR-101-Zr in patients with advanced cancers and the trial is active and recruiting patients. We expect to complement the imaging and dosimetry study with the initiation of a therapeutic study using MNPR-101-RIT in Q4 2024.

- **Subject to availability of funds, expand our drug development pipeline through in-licensing and acquisition of product candidates.** We plan to continue the expansion of our drug development pipeline through acquiring or in-licensing additional product candidates, particularly those that leverage existing scientific and clinical data that helps reduce the risks of the next steps in clinical development. The focus on this front will include identifying novel targets and candidates complementing our radiopharmaceutical programs.

- **Utilize the expertise and prior experience of our team in the areas of asset acquisition, drug development and commercialization to establish ourselves as a leading radiopharmaceutical company.** Our senior executive team has relevant experience in biopharmaceutical in-licensing and acquisitions as well as developing product candidates through approval and commercialization. In aggregate, our team has co-founded BioMarin Pharmaceutical (Nasdaq: BMRN), Sensant Corp (acquired by Siemens), American BioOptics (assets acquired by Olympus), Raptor Pharmaceuticals ($800 million sale to Horizon Therapeutics), and Tactic Pharma, LLC ("Tactic Pharma") (sale of lead asset, choline tetrathiomolybdate, was ultimately acquired by Alexion in June 2018 for $764 million; Alexion was subsequently acquired by AstraZeneca).

Revenues

We are an emerging growth company. We have no approved drugs and have not generated any revenues. To date, we have engaged in acquiring or in-licensing drug product candidates, entering into collaboration agreements for testing and clinical development of our drug product candidates and providing the infrastructure to support the clinical development of our drug product candidates. We do not anticipate commercial revenues from operations until we complete testing and development of one of our drug product candidates and obtain marketing approval or we sell, enter into a collaborative marketing arrangement, or out-license one of our drug product candidates to another party. See "Liquidity and Capital Resources".

Recently Issued and Adopted Accounting Pronouncements

During the three months ended June 30, 2024, there were three recently issued accounting pronouncements that are described in more detail in Note 2 of our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Critical Accounting Policies and Use of Estimates

While our significant accounting policies are described in more detail in Note 2 of our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q, we believe the following accounting policies to be critical to the judgments and estimates used in the preparation of our condensed consolidated financial statements.

Going Concern Assessment

We apply Accounting Standards Codification 205-40 ("ASC 205-40"), *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, which the Financial Accounting Standards Board ("FASB") issued to provide guidance on determining when and how reporting companies must disclose going concern uncertainties in their financial statements. ASC-205-40 requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date of issuance of the entity's financial statements (or within one year after the date on which the financial statements are available to be issued when applicable). Further, a company must provide certain disclosures if there is "substantial doubt about the entity's ability to continue as a going concern." In June 2024, we analyzed our cash requirements at least through August 31, 2025 and we have determined that, based upon our current available cash, we have no substantial doubt about our ability to continue as a going concern.

Clinical Trials Accruals

We accrue and expense the costs for clinical trial activities performed by third parties based upon estimates of the percentage of work completed over the life of the individual study in accordance with agreements established with contract research organizations, service providers, and clinical trial sites. We estimate the amounts to accrue based upon discussions with internal clinical personnel and external service providers as to progress or stage of completion of trials or services and the agreed upon fees to be paid for such services. Costs of setting up clinical trial sites for participation in the trials are expensed immediately as research and development expenses. Clinical trial site costs related to patient screening and enrollment are accrued as patients are screened/entered into the trial.

Stock-Based Compensation

We account for stock-based compensation arrangements with employees, non-employee directors and consultants using a fair value method, which requires the recognition of compensation expense for costs related to all stock-based compensation grants, including stock option and restricted stock unit (“RSU”) grants. The fair value method requires us to estimate the fair value of stock-based payment awards on the date of grant using an option pricing model or the closing stock price on the date of grant in the case of RSUs.

Stock-based compensation costs for stock awards granted to our employees, non-employee directors and consultants are based on the fair value of the underlying instruments calculated using the Black-Scholes option-pricing model on the date of grant for stock options and using the closing stock price on the date of grant for RSUs and recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. Determining the appropriate fair value model and related assumptions requires judgment, including selecting methods for estimating our future stock price volatility and expected holding term. During the six months ended June 30, 2024, we granted 10,000 options to purchase shares of our common stock to a consultant, 25,000 options to purchase shares of our common stock to an officer and 43,592 options to purchase shares of our common stock to non-officer employees. For awards granted during the three and six months ended June 30, 2024, the expected volatility rates are estimated based on our actual historical volatility over the four-year period from our initial public offering on December 18, 2019, through December 31, 2023. For awards granted during the three and six months ended June 30, 2023, the expected volatility rates are estimated based on our actual historical volatility over the three-year period from our initial public offering on December 18, 2019, through December 31, 2022. The expected term for stock options granted during the three and six months ended June 30, 2024, and 2023, was estimated using the simplified method. Forfeitures only include actual forfeitures to-date as we account for forfeitures as they occur due to a limited history of forfeitures. We have not paid dividends and do not anticipate paying a cash dividend in future vesting periods and, accordingly, use an expected dividend yield of zero. The risk-free interest rate is based on the rate of U.S. Treasury securities with maturities consistent with the estimated expected term of the awards.

Results of Operations

Comparison of the Three and Six Months Ended June 30, 2024 and 2023

The following table summarizes the results of our operations for the three and six months ended June 30, 2024 and 2023:

	Three Months Ended June 30, (Unaudited)			Six Months Ended June 30, (Unaudited)		
(in thousands)	**2024**	**2023**	**Variance**	**2024**	**2023**	**Variance**
Research and development expenses	$ 1,131	$ 1,595	$ (464)	$ 2,097	$ 3,248	$ (1,151)
General and administrative expenses	658	733	(75)	1,415	1,605	(190)
Total operating expenses	1,789	2,328	(539)	3,512	4,853	(1,341)
Operating loss	(1,789)	(2,328)	539	(3,512)	(4,853)	1,341
Interest income	74	128	(54)	155	219	(64)
Net loss	$ (1,715)	$ (2,200)	$ 485	$ (3,357)	$ (4,634)	$ 1,277

Research and Development ("R&D") Expenses

R&D expenses for the three months ended June 30, 2024 were $1,131,000, compared to $1,595,000 for the three months ended June 30, 2023. This represents a decrease of $464,000 attributed to (1) a decrease of $636,000 in Validive clinical trial-related expenses due to the closure of the trial in March 2023, and (2) decrease in camsirubicin manufacturing costs of $138,000. These decreases were partially offset by a net increase of $310,000 due to other R&D expenses attributable to MNPR-101 for radiopharma use.

R&D expenses for the six months ended June 30, 2024 were $2,097,000 compared to $3,248,000 for the six months ended June 30, 2023. This represents a decrease of $1,151,000 attributed to (1) a decrease of $1,353,000 in Validive clinical trial-related expenses due to the closure of the trial in March 2023, and (2) a net decrease of $59,000 due to other R&D expenses. These decreases were partially offset by an increase of $261,000 in expenses for MNPR-101 for radiopharma use.

General and Administrative ("G&A") Expenses

G&A expenses for the three months ended June 30, 2024 were $658,000, compared to $733,000 for the three months ended June 30, 2023. This represents a decrease of $75,000 primarily attributed to (1) a decrease in stock-based compensation to the board of directors of $64,000 as no equity awards were issued to the board of directors in 2024, and (2) a net decrease in consulting, tax services and other G&A expenses of $11,000.

G&A expenses for the six months ended June 30, 2024 were $1,415,000, compared to $1,605,000 for the six months ended June 30, 2023. This represents a decrease of $190,000 primarily attributed to (1) a decrease in stock based compensation to the board of directors of $134,000 as no equity awards were issued to the board of directors in 2024, (2) a reduction of stock based compensation expenses of $51,000 due to the full vesting of the 2020 grants in the fourth quarter of 2023, and (3) a net decrease in consulting, tax services and other G&A expenses of $5,000.

Interest Income

Interest income for the three months ended June 30, 2024, decreased by $54,000 versus the three months ended June 30, 2023. The reduction in the amount of interest received is a reflection of lower daily average cash balance in the second quarter of 2024 versus the second quarter of 2023.

Interest income for the six months ended June 30, 2024, decreased by $64,000 versus the six months ended June 30, 2023, due to lower interest received from a lower daily average cash balance in the six months ended June 30, 2024 versus the six months ended June 30, 2023.

Liquidity and Capital Resources

Sources of Liquidity

We have incurred losses and cumulative negative cash flows from operations since we commenced operations resulting in an accumulated deficit of approximately $63.6 million as of June 30, 2024. We anticipate that we will continue to incur losses for the foreseeable future. We expect that our R&D and G&A expenses will increase to enable the execution of our strategic plan. As a result, we anticipate that we will seek to raise additional capital within the next 12 months to fund our future operations. We will seek to obtain needed capital through a combination of equity offerings, including the usage of our Capital on Demand™ Sales Agreement with JonesTrading, debt financings, strategic collaborations and grant funding. To date, we have funded our operations through net proceeds from the initial public offering of our common stock, net proceeds from sales of our common stock through at-the-market sales programs, private placements of our preferred and common stock, and the net receipt of funds related to our acquisition of camsirubicin. We anticipate that the currently available funds as of June 30, 2024 will fund our planned operations at least through August 31, 2025.

We invest our cash equivalents in two money market accounts and U.S. Treasury Bills.

Cash Flows

The following table provides information regarding our cash flows for the six months ended June 30, 2024 and 2023.

	Six Months Ended June 30,		
		(Unaudited)	
(in thousands)	**2024**	**2023**	**Variance**
Net cash used in operating activities	$ (3,332)	$ (4,373)	$ 1,041
Net cash (used in) provided by investing activities	(986)	1,970	(2,956)
Net cash provided by financing activities	3,172	1,446	1,726
Effect of exchange rates	—	(15)	15
Net decrease in cash and cash equivalents	$ (1,146)	$ (972)	$ (174)

During the six months ended June 30, 2024 and 2023 we had a net cash outflow of $1,146,000 and $972,000, respectively. During the six months ended June 30, 2024, versus the six months ended June 30, 2023, the increase in net cash outflow of $174,000 primarily consisted of a decrease in net cash provided by investing activities of $2,956,000 due to the purchases of investments versus certain investments maturities, partially offset by (1) a decrease in net cash used in operating activities of $1,041,000 and (2) an increase in net cash provided by financing activities of $1,726,000 due to the increased sales of shares of our common stock under at-the-market sales programs.

Cash Flow Used in Operating Activities

The decrease of $1,041,000 in cash flow used in operating activities during the six months ended June 30, 2024, compared to the six months ended June 30, 2023, was primarily a result of lower net loss due to a reduction in research and development expenses partially offset by changes in accounts payable, accrued expenses and other current liabilities.

Cash Flow Provided by (Used in) Investing Activities

The cash used in investing activities during the six months ended June 30, 2024 and the cash provided by investing activities during the six months ended June 30, 2023 represent our net investment in two money market accounts and U.S. Treasury Bills maturing or invested in during the periods reported.

Cash Flow Provided by Financing Activities

The increase in cash flow provided by financing activities during the six months ended June 30, 2024, compared to the six months ended June 30, 2023, of $1,726,000 was primarily due to higher net proceeds from sales of our common stock under at-the-market sales programs during the six months ended June 30, 2024 when compared to the sales of our common stock during the six months ended June 30, 2023.

Future Funding Requirements

To date, we have not generated any revenue from product sales. We do not know when, or if, we will generate any revenue from product sales. We do not expect to generate any revenue from product sales or royalties unless and until we obtain regulatory approval of and commercialize any of our current or future drug product candidates or we out-license or sell a drug product candidate to another party. At the same time, we expect our expenses to increase in connection with our ongoing development activities, particularly as we continue the research, development, future preclinical studies and clinical trials of, and seek regulatory approval for, our current and future drug product candidates. We will need substantial additional funding for clinical development prior to seeking regulatory approval. If we obtain regulatory approval of any of our current or future drug product candidates, we will need substantial additional funding for commercialization requirements and our continuing drug product development operations.

As a company, we have not completed development through marketing approvals of any therapeutic or imaging products. We expect to continue to incur significant increases in expenses and increasing operating losses for the foreseeable future. We anticipate that our expenses will increase substantially as we:

- progress our MNPR-101-Zr imaging and dosimetry clinical trial in advanced cancer patients;
- continue the preclinical activities and potentially enter the clinic with MNPR-101-RIT, a therapeutic radioisotope conjugated to MNPR-101;
- support intellectual property initiatives for our radiopharmaceutical programs;
- identify and potentially license novel targets and drug candidates complementing our radiopharmaceutical programs, and pursue the future preclinical and clinical development and regulatory requirements of such drug product candidates;
- seek regulatory approvals for any of our current and future drug product candidates that successfully complete registration clinical trials;
- establish or purchase the services of a sales, marketing and distribution infrastructure to commercialize any products for which we obtain marketing approval;
- develop, or contract for, manufacturing/quality capabilities in order to establish a reliable, high quality supply chain sufficient to support our clinical and specialized radiopharmaceutical requirements and to provide sufficient capacity to launch and supply the market for any product for which we obtain marketing approval; and
- add or contract for required operational, financial, human resources and management information systems and capabilities and other specialized expert personnel to support our drug product candidate development and planned commercialization efforts.

We anticipate that the funds available as of June 30, 2024 will fund our obligations at least through August 31, 2025. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. Because of the numerous risks and uncertainties associated with the development and commercialization of our drug product candidates, and the extent to which we enter into collaborations with third parties to participate in the development and commercialization of our drug product candidates, we are unable to accurately estimate with high reliability the amounts and timing required for increased capital outlays and operating expenditures associated with our current and anticipated drug product candidate development programs.

Our future capital requirements will depend on many factors, including:

- the clinical development progress of MNPR-101-Zr in imaging cancer;
- the progress of preclinical and potential clinical development of MNPR-101-RIT, a therapeutic radioisotope conjugated to MNPR-101;
- the progress of preclinical activities towards identifying novel targets and candidates to complement our radiopharmaceutical programs;
- the number and characteristics of other drug product candidates that we may license, acquire, invent or otherwise pursue;

- the scope, progress, timing, cost and results of research, preclinical development and clinical trials and regulatory requirements for future drug product candidates;
- the costs, timing and outcomes of seeking, obtaining, and maintaining FDA and international regulatory approvals;
- the costs associated with establishing or contracting for manufacturing/quality requirements and establishing or contracting for sales, marketing and distribution capabilities;
- our ability and related costs to maintain, expand and defend the scope of our intellectual property portfolio, including the amount and timing of any payments we may be required to make in connection with the licensing, filing, defense and enforcement of any patents or other intellectual property rights;
- our need and ability to hire or contract for additional management, administrative, scientific, medical, sales and marketing, and manufacturing/quality and other specialized personnel or external expertise;
- the effect and timing of entry of competing products or new therapies that may limit market penetration or prevent the introduction of our drug product candidates or reduce the commercial potential of our product portfolio;
- our need to implement additional required internal management, operational, record keeping, and other systems and infrastructure; and
- the economic and other terms, timing and success of our existing collaboration and licensing arrangements and any collaboration, licensing or other arrangements into which we may enter into in the future, including the timing of receipt of or payment to or from others of any license, milestone or royalty payments under these arrangements.

We have initiated a Phase 1 imaging and dosimetry clinical trial in Australia for our novel radiopharmaceutical imaging agent MNPR-101-Zr (MNPR-101 conjugated to zirconium-89). This trial has dosed its first patient and is recruiting additional patients with advanced cancers. We intend to continue evaluating drug product candidates for the purpose of growing our pipeline. Identifying and securing high-quality compounds usually takes time and related expenses. Our spending could be significantly accelerated in the future if additional drug product candidates are acquired and enter clinical development. In this event, we may be required to expand our management team, and pay higher contract manufacturing costs, contract research organization fees, other clinical development costs and insurance costs that are not currently projected. Beyond our need to raise additional funding within the next 12 months, substantial additional long-term funding is needed to further develop our radiopharmaceutical programs.

Until we can generate a sufficient amount of product revenue to finance our cash requirements, we expect to finance our future cash needs primarily through a combination of equity offerings, including the usage of our Capital on Demand™ Sales Agreement with JonesTrading, debt financings, strategic collaborations and grant funding. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our current stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect our current stockholders' rights. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through marketing and distribution arrangements or other collaborations, strategic alliances or licensing arrangements with other parties, we likely will have to share or relinquish valuable rights to our technologies, future revenue streams, research programs or drug product candidates or grant licenses on terms that may not be favorable to us, which will reduce our future returns and affect our future operating flexibility. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our pipeline product development or commercialization efforts or grant rights to others to develop and market drug product candidates that we would otherwise prefer to develop and market ourselves.

On August 28, 2023, we received a notice from Nasdaq stating that we are out of compliance with Nasdaq listing standards giving us 180 days to regain compliance with the minimum bid price requirement. On February 27, 2024, we were granted a second 180-day period to regain compliance; there can be no assurance that we will regain compliance within Nasdaq's extended time limits and requirements. If we do not regain compliance, we will face delisting and it may have serious adverse consequences on our ability to raise funds, which may cause us to delay, restructure or otherwise reconsider our operations. To attempt to cure the bid price deficiency, the Company expects that a reverse stock split at a ratio of 1 for 5 shares will become effective at 5:00 pm on Monday August 12, 2024, and its common stock will begin trading on a split-adjusted basis at the open of trading on Tuesday, August 13, 2024. However, the impacts on our stock price are uncertain and could be adverse.

Contractual Obligations and Commitments

License, Development and Collaboration Agreements

XOMA Ltd.

Pursuant to a non-exclusive license agreement with XOMA Ltd. for the humanization technology used in the development of MNPR-101, we are obligated to pay XOMA Ltd. clinical, regulatory and sales milestones which could reach up to $14.925 million if we achieve all milestones for MNPR-101. The agreement does not require the payment of sales royalties. There can be no assurance that we will achieve any milestones. As of July 31, 2024, we had not reached any milestones and had not been required to pay XOMA Ltd. any funds under this license agreement. The first milestone payment is payable upon first dosing of a human patient in a Phase 2 clinical trial. We are currently conducting a Phase 1 clinical trial and cannot reliably predict when we will be able to commence a Phase 2 clinical trial, if at all.

Service Providers

In the normal course of business, we contract with service providers to assist in the performance of R&D, including drug product manufacturing, process development, clinical and preclinical development, and G&A including financial strategy, audit, tax and legal support. We can elect to discontinue the work under these agreements at any time. We could also enter into collaborative research and development, contract research, manufacturing and supplier agreements in the future, which may require upfront payments and/or long-term commitments of cash.

Office Lease

We are currently leasing on a month-to-month basis office space for our executive headquarters at 1000 Skokie Blvd., in the Village of Wilmette, Illinois for $4,238 per month.

Legal Contingencies

We are currently not, and to date have never been, a party to any adverse material legal proceedings.

Indemnification

In the normal course of business, we enter into contracts and agreements that contain a variety of representations and warranties and provide for general indemnification. Our exposure under these agreements is unknown because it involves claims that may be made against us in the future, but that have not yet been made. To date, we have not paid any claims or been required to defend any action related to our indemnification obligations. However, we may record charges in the future as a result of these indemnification obligations.

In accordance with our Second Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws and the indemnification agreements entered into with each officer and non-employee director, we have indemnification obligations to our officers and non-employee directors for certain events or occurrences, subject to certain limits, while they are serving at our request in such capacity. There have been no claims to date.

Item 4. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have provided certifications filed as Exhibits 31.1 and 31.2, respectively, and Exhibit 32.1. Such certifications should be read in conjunction with the information contained in this Item 4 for a more complete understanding of the matters covered by those certifications.

(a) Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of June 30, 2024, pursuant to Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures, as of such date, were effective.

(b) Changes in Internal Control over Financial Reporting

We have concluded that the condensed consolidated financial statements and other financial information included in this Quarterly Report on Form 10-Q fairly present in all material respects our financial condition, results of operations and comprehensive loss and cash flows as of, and for, the periods presented.

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

PART II. OTHER INFORMATION

Item 1A. Risk Factors

Other than the additional risk factors below, there have been no material changes in information regarding our risk factors as described in Item 1A of our Annual Report on Form 10-K as filed with the SEC on March 28, 2024.

Our strategic focus on our radiopharmaceutical program could subject to us to concentrated risks.

As a result of our strategic decision to focus our efforts on our radiopharmaceutical program, a relatively novel approach to cancer imaging and treatment, and wind-down our camsirubicin and MNPR-202 programs, we face concentrated risks. Although the nature of the risks associated with our radiopharmaceutical program as described in Item 1A of our Annual Report on Form 10-K have not materially changed, because we will not have the benefit of diversified programs going forward, the impacts from those risks should they be realized, or from perceptions of those risks in the market, could be more acute. In addition, our decision to wind-down our camsirubicin and MNPR-202 programs could adversely impact our stock price. Following our decision to wind-down our Validive program in 2023, our stock price suffered significant declines. We cannot predict what impact our decision to focus on our radiopharmaceutical program and wind-down our other programs will have on our stock price or financing prospects.

Item 5. Other Information

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

Item 6. Exhibits

The following exhibits are filed as part of this Quarterly Report on Form 10-Q.

Exhibit	Document	Incorporated by Reference From:
10.1	Employment Agreement of Karthik Radhakrishnan - effective July 1, 2024	Filed herewith
31.1	Certification of Chandler D. Robinson, Chief Executive Officer	Filed herewith
31.2	Certification of Karthik Radhakrishnan, Chief Financial Officer	Filed herewith
32.1	Certification of Chandler D. Robinson, Chief Executive Officer and Karthik Radhakrishnan, Chief Financial Officer	Filed herewith
101.INS	Inline XBRL Instance Document	
101.SCH	Inline XBRL Taxonomy Extension Schema	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase	
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase	
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase	
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	

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.

MONOPAR THERAPEUTICS INC.

Dated: August 9, 2024

By: /s/ Chandler D. Robinson
Name: Chandler D. Robinson
Title: Chief Executive Officer and Director (Principal Executive Officer)

MONOPAR THERAPEUTICS INC.

Dated: August 9, 2024

By: /s/ Karthik Radhakrishnan
Name: Karthik Radhakrishnan
Title: Chief Financial Officer (Principal Financial Officer)

EXECUTIVE EMPLOYMENT AGREEMENT

This Executive Employment Agreement (the "**Agreement**") is entered into as of May 23, 2024, by and between Karthik Radhakrishnan ("**Executive**") and Monopar Therapeutics Inc. (the "**Company**").

Whereas, the Company desires to employ Executive as its Chief Financial Officer effective as of July 1, 2024 (the "**Effective Date**"), and Executive desires to serve in such capacity, pursuant to the terms and conditions set forth in this Agreement; and

Now, Therefore, in consideration of the mutual promises and covenants contained herein, it is hereby agreed by and between the parties hereto as follows:

ARTICLE I
DEFINITIONS

For purposes of the Agreement, the following terms are defined as follows:

1.1. "**Board**" means the Board of Directors of the Company.

1.2. "**Cause**" means any of the following events described below:

(a) Executive's commission of a felony or other crime involving moral turpitude;

(b) any willful act or acts of dishonesty undertaken by Executive and intended to result in substantial gain or personal enrichment of Executive, Executive's family or any third party at the expense of the Company;

(c) any willful act of gross misconduct which is materially and demonstrably injurious to the Company; and/or

(d) Executive's inability to lawfully work in the United States.

For the purpose of this Agreement, no act, or failure to act, by Executive shall be considered "willful" if done, or omitted to be done, by Executive in good faith and in the reasonable belief that Executive's act or omission was in the best interest of the Company and/or required by applicable law.

1.3. "**Change in Control**" means the occurrence of any of the following events: (i) any sale or exchange of the capital stock by the stockholders of the Company in one transaction or series of related transactions where more than fifty percent (50%) of the outstanding voting power of the Company is acquired by a person or entity or group of related persons or entities; or (ii) any reorganization, consolidation or merger of the Company where the outstanding voting securities of the Company immediately before the transaction represent or are converted into less than fifty percent (50%) of the outstanding voting power of the surviving entity (or its parent corporation) immediately after the transaction; or (iii) the consummation of any transaction or series of related transactions that results in the sale of all or substantially all of the assets of the Company; or (iv) any "person" or "group" (as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act") becoming the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act) directly or indirectly of securities representing more than fifty percent (50%) of the voting power of the Company then outstanding. Except that any change in the beneficial ownership of the securities of the Company as a result of a private financing of the Company that is approved by the Board, shall not be deemed to be a Change in Control.

1.4. "**Change in Control Multiplier**" shall mean one-quarter (0.25).

1.5. "**Change in Control Period**" means that period commencing on the consummation of a Change in Control and ending on the first anniversary thereof.

1.6. "**COBRA**" means the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended.

1.7. "**Code**" means the Internal Revenue Code of 1986, as amended.

1.8. "**Company**" means Monopar Therapeutics Inc. or any successor thereto.

1.9. "**Confidential Disclosure Agreement**" means the Confidential Disclosure Agreement entered into between Executive and the Company.

1.10. "**Covered Termination**" means (a) an Involuntary Termination Without Cause or (b) a voluntary termination for Good Reason, provided that the termination constitutes a Separation from Service.

1.11. "**Good Reason**" means Executive's resignation as a result of a Good Reason Condition. In order to resign for Good Reason, Executive must provide written notice to the Company of the existence of the Good Reason Condition within thirty (30) days of the initial existence of such Good Reason Condition. Upon receipt of such notice of the Good Reason Condition, the Company will be provided with a period of thirty (30) days during which it may remedy the Good Reason Condition and not be required to provide for the payments and benefits described in Section 4 as a result of such proposed resignation due to the Good Reason Condition specified in the notice. If the Good Reason Condition is not remedied within the period specified in the preceding sentence, Executive may resign for Good Reason based on the Good Reason Condition specified in the notice, provided that such resignation must occur within sixty (60) days after the initial existence of such Good Reason Condition.

1.12. "**Good Reason Condition**" means that any of the following are undertaken without Executive's express written consent:

(a) a material reduction in Executive's Base Salary (other than as part of a reduction in the base salary of at least a majority of the Company's executives of the same or greater percentage);

(b) the Company's material breach of any material term of this Agreement (a change in job title or role does not constitute a material breach); or

(c) a requirement that Executive relocate to an office that would increase Executive's one-way commute distance by more than fifty (50) miles based on Executive's primary residence at the time such relocation is announced.

1.13. "**Involuntary Termination Without Cause**" means Executive's dismissal or discharge by the Company other than for Cause. The termination of Executive's employment as a result of Executive's death or inability to perform the essential functions of his job due to disability will not be deemed to be an Involuntary Termination Without Cause.

1.14. "**Separation from Service**" means Executive's termination of employment or service constitutes a "separation from service" within the meaning of Treasury Regulation Section 1.409A-1(h).

ARTICLE II
EMPLOYMENT BY THE COMPANY

2.1. **Position and Duties.** Subject to terms set forth herein, as of the Effective Date, Executive shall serve as the Company's Chief Financial Officer and perform such duties as are customarily associated with the position of Chief Financial Officer and such other duties as are assigned to Executive by the Chief Executive Officer. During the term of Executive's employment with the Company, Executive will devote Executive's best efforts and 100% of Executive's business time and attention (except for vacation periods and reasonable periods of illness or other incapacities permitted by the Company's general employment policies or as otherwise set forth in this Agreement) to the business of the Company.

2.2. **Employment at Will.** Both the Company and Executive shall have the right to terminate Executive's employment with the Company at any time, with or without Cause, and without prior notice. If Executive's employment with the Company is terminated, Executive will be eligible to receive severance benefits to the extent provided in this Agreement.

2.3. **Employment Policies.** The employment relationship between the parties shall also be governed by the general employment policies and practices of the Company, including those relating to protection of confidential information and assignment of inventions, except that when the terms of this Agreement differ from or are in conflict with the Company's general employment policies or practices, this Agreement shall control.

ARTICLE III
COMPENSATION

3.1. **Base Salary.** As of the Effective Date, Executive shall receive for services to be rendered hereunder an annual base salary of $384,800 ("**Base Salary**"), payable on the regular payroll dates of the Company, subject to increase in the sole discretion of the Board.

3.2. **Annual Bonus.** Executive's annual target bonus will be 35% of salary and is subject to the discretion of the Board.

3.3. **Standard Company Benefits**. Executive shall be entitled to all rights and benefits for which Executive is eligible under the terms and conditions of the standard Company benefits and compensation practices, if any, that may be in effect from time to time and are provided by the Company to its executive employees generally. Executive shall be entitled each calendar year to 10 days for vacation at full pay, prorated for employment start date. Executive shall also be entitled to reasonable holidays (set annually) and illness days (7 days per calendar year) with full pay in accordance with the policies applicable to the Company and its affiliates, if any, from time to time in effect. Executive acknowledges and agrees that in order to maintain flexibility, the Company and its affiliates have the right to amend or terminate any employee benefit plan at any time.

3.4. **Stock Options**. Subject to approval by the Board, Executive will be granted options to purchase 125,000 shares of the Company's common stock with an exercise price per share equal to Monopar's closing stock price on Nasdaq on the later of Executive's employment start date or Board approval. Options shall vest 6/48ths on the Executive's 6-month anniversary of Executive's employment start date and 1/48th per month thereafter. Options shall expire 10 years from date of grant.

3.5. **Expenses.** The Company will reimburse Executive for all reasonable and necessary expenses incurred by Executive in connection with the Company's business, provided that such expenses incurred and are properly documented and accounted for in accordance with the policy of the Company and requirements of the Internal Revenue Service.

ARTICLE IV
SEVERANCE AND CHANGE IN CONTROL BENEFITS

4.1. **Severance Benefits.** Upon Executive's termination of employment, Executive shall receive any accrued but unpaid Base Salary and other accrued and unpaid compensation, including any Annual Bonus that has been earned with respect to a prior bonus year, but remains unpaid as of the date of the termination. If the termination is due to a Covered Termination or permanent disability, provided that Executive first returns all Company property in his possession and, within sixty (60) days following the Covered Termination, executes and does not revoke an effective general release of all claims against the Company and its affiliates in a form reasonably acceptable to the Company (a "**Release of Claims**"), Executive shall also be entitled to receive the following severance benefits described in this Section 4.1.

(a) **Covered Termination Not Related to a Change in Control.** If Executive's employment terminates due to a Covered Termination which occurs outside of a Change in Control Period, Executive shall receive the following:

(i) An amount equal to three (3) months of Executive's Base Salary payable in substantially equal installments in accordance with the Company's normal payroll policies, less applicable withholdings, with such installments to commence as soon as administratively practicable following the date the Release of Claims is not subject to revocation and, in any event, within sixty (60) days following the date of the Covered Termination.

(ii) If Executive elects to receive continued healthcare coverage pursuant to the provisions of COBRA, the Company shall directly pay, or reimburse Executive for, the premium for Executive and Executive's covered dependents through the earlier of (i) the six-month anniversary of the date of Executive's termination of employment and (ii) the date Executive and Executive's covered dependents, if any, become eligible for healthcare coverage under another employer's plan(s). Notwithstanding the foregoing, (i) if any plan pursuant to which such benefits are provided is not, or ceases prior to the expiration of the period of continuation coverage to be, exempt from the application of Section 409A of the Code under Treasury Regulation Section 1.409A-1(a)(5), or (ii) the Company is otherwise unable to continue to cover Executive under its group health plans without penalty under applicable law (including without limitation, Section 2716 of the Public Health Service Act), then, in either case, an amount equal to each remaining Company subsidy shall thereafter be paid to Executive in substantially equal monthly installments. After the Company ceases to pay premiums pursuant to this Section 4.1(a)(ii), Executive may, if eligible, elect to continue healthcare coverage at Executive's expense in accordance the provisions of COBRA.

(iii) All of Executive's vested options or stock appreciation rights with respect to the Company's common stock shall remain exercisable until the six month anniversary of Executive's termination of employment (or, if earlier, the maximum period specified in the award documents and plans governing such options or stock appreciation rights, as applicable, assuming Executive's employment had not terminated).

(b) **Covered Termination Related to a Change in Control.** If Executive's employment terminates due to a Covered Termination that occurs during a Change in Control Period, Executive shall receive the following:

(i) Executive shall be entitled to receive an amount equal to the Change in Control Multiplier multiplied by the sum of: (i) Executive's Base Salary and (ii) Executive's target Annual Bonus for the fiscal year of Executive's termination, in each case, at the rate equal to the higher of (x) the rate in effect immediately prior to Executive's termination of employment or (y) the rate in effect immediately prior to the Change in Control payable in a cash lump sum, less applicable withholdings, as soon as administratively practicable following the date the Release of Claims is not subject to revocation and, in any event, within sixty (60) days following the date of the Covered Termination.

(ii) If Executive elects to receive continued healthcare coverage pursuant to the provisions of COBRA, the Company shall directly pay, or reimburse Executive for, the premium for Executive and Executive's covered dependents through the earlier of (i) three months and (ii) the date Executive and Executive's covered dependents, if any, become eligible for healthcare coverage under another employer's plan(s). Notwithstanding the foregoing, (i) if any plan pursuant to which such benefits are provided is not, or ceases prior to the expiration of the period of continuation coverage to be, exempt from the application of Section 409A of the Code under Treasury Regulation Section 1.409A-1(a)(5), or (ii) the Company is otherwise unable to continue to cover Executive under its group health plans without penalty under applicable law (including without limitation, Section 2716 of the Public Health Service Act), then, in either case, an amount equal to each remaining Company subsidy shall thereafter be paid to Executive in substantially equal monthly installments. After the Company ceases to pay premiums pursuant to this Section 4.1(b)(ii), Executive may, if eligible, elect to continue healthcare coverage at Executive's expense in accordance with the provisions of COBRA.

(iii) Each outstanding equity award, including, without limitation, each stock option and restricted stock award, held by Executive shall automatically become vested and, if applicable, exercisable and any forfeiture restrictions or rights of repurchase thereon shall immediately lapse, in each case, with respect to one hundred percent (100%) of the shares subject thereto. To the extent vested after giving effect to the acceleration provided in the preceding sentence, each stock option held by Executive shall remain exercisable until the earlier of the original expiration date for such stock option or the second anniversary of Executive's Covered Termination.

(c) Termination for Death or Disability. If Executive's employment is terminated due to death or permanent disability where the Company makes a determination in good faith that, due to a mental or physical incapacity, Executive has been unable to perform his duties under this Agreement for a period of not less than one-and-a-half (1.5) consecutive months or 45 days in the aggregate in any 12-month period, Executive shall receive the following:

(i) An amount equal to three (3) months of Executive's Base Salary payable in substantially equal installments in accordance with the Company's normal payroll policies, less applicable withholdings, with such installments to commence as soon as administratively practicable following the date the Release of Claims is not subject to revocation and, in any event, within sixty (60) days following the date of the Covered Termination.

(ii) If Executive (or in the event of death, his designee) elects to receive continued healthcare coverage pursuant to the provisions of COBRA, the Company shall directly pay, or reimburse Executive for, the premium for Executive and Executive's covered dependents through the earlier of (i) the three (3) month anniversary of the date of Executive's termination of employment and (ii) the date Executive and Executive's covered dependents, if any, become eligible for healthcare coverage under another employer's plan(s). Notwithstanding the foregoing, (i) if any plan pursuant to which such benefits are provided is not, or ceases prior to the expiration of the period of continuation coverage to be, exempt from the application of Section 409A of the Code under Treasury Regulation Section 1.409A-1(a)(5), or (ii) the Company is otherwise unable to continue to cover Executive under its group health plans without penalty under applicable law (including without limitation, Section 2716 of the Public Health Service Act), then, in either case, an amount equal to each remaining Company subsidy shall thereafter be paid to Executive in substantially equal monthly installments. After the Company ceases to pay premiums pursuant to this Section 4.1(b)(ii), Executive may, if eligible, elect to continue healthcare coverage at Executive's expense in accordance with the provisions of COBRA.

4.2. 280G Provisions. Notwithstanding anything in this Agreement to the contrary, if any payment or distribution Executive would receive pursuant to this Agreement or otherwise ("**Payment**") would (a) constitute a "parachute payment" within the meaning of Section 280G of the Code, and (b) but for this sentence, be subject to the excise tax imposed by Section 4999 of the Code (the "**Excise Tax**"), then such Payment shall either be (i) delivered in full, or (ii) delivered as to such lesser extent which would result in no portion of such Payment being subject to the Excise Tax, whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the Excise Tax, results in the receipt by Executive on an after-tax basis, of the largest payment, notwithstanding that all or some portion of the Payment may be taxable under Section 4999 of the Code. The accounting firm engaged by the Company for general audit purposes as of the day prior to the effective date of the Change in Control shall perform the foregoing calculations. The Company shall bear all expenses with respect to the determinations by such accounting firm required to be made hereunder. The accounting firm shall provide its calculations to the Company and Executive within thirty (30) calendar days after the date on which Executive's right to a Payment is triggered (if requested at that time by the Company or Executive) or such other time as requested by the Company or Executive. Any good faith determinations of the accounting firm made hereunder shall be final, binding and conclusive upon the Company and Executive. Any reduction in payments and/or benefits pursuant to this Section 4.2 will occur in the following order: (1) reduction of cash payments; (2) cancellation of accelerated vesting of equity awards other than stock options; (3) cancellation of accelerated vesting of stock options; and (4) reduction of other benefits payable to Executive.

4.3. Section 409A.

(a) Notwithstanding any provision to the contrary in this Agreement, if Executive is deemed at the time of his Separation from Service to be a "specified employee" for purposes of Section 409A(a)(2)(B)(i) of the Code, to the extent delayed commencement of any portion of the benefits to which Executive is entitled under this Agreement is required in order to avoid a prohibited distribution under Section 409A(a)(2)(B)(i) of the Code which would subject Executive to a tax obligation under Section 409A of the Code, such portion of Executive's benefits shall not be provided to Executive prior to the earlier of (i) the expiration of the six- month period measured from the date of the Executive's Separation from Service or (ii) the date of Executive's death. Upon the expiration of the applicable Code Section 409A(a)(2)(B)(i) period, all payments deferred pursuant to this Section 4.3(a) shall be paid in a lump sum to Executive, and any remaining payments due under the Agreement shall be paid as otherwise provided herein.

(b) Any reimbursements payable to Executive pursuant to the Agreement shall be paid to Executive no later than 30 days after Executive provides the Company with a written request for reimbursement, and to the extent that any such reimbursements are deemed to constitute "nonqualified deferred compensation" within the meaning of Section 409A of the Code (i) such amounts shall be paid or reimbursed to Executive promptly, but in no event later than December 31 of the year following the year in which the expense is incurred, (ii) the amount of any such payments eligible for reimbursement in one year shall not affect the payments or expenses that are eligible for payment or reimbursement in any other taxable year, and (iii) Executive's right to such payments or reimbursement shall not be subject to liquidation or exchange for any other benefit.

(c) For purposes of Section 409A of the Code (including, without limitation, for purposes of Treasury Regulation Section 1.409A-2(b)(2)(iii)), Executive's right to receive installment payments under the Agreement shall be treated as a right to receive a series of separate payments and, accordingly, each installment payment hereunder shall at all times be considered a separate and distinct payment.

4.4. Mitigation. Executive shall not be required to mitigate damages or the amount of any payment provided under this Agreement by seeking other employment or otherwise, nor shall the amount of any payment provided for under this Agreement be reduced by any compensation earned by Executive as a result of employment by another employer or by any retirement benefits received by Executive after the date of the Covered Termination, or otherwise.

ARTICLE V
PROPRIETARY INFORMATION OBLIGATIONS

5.1. Agreement. Executive agrees to continue to abide by the Confidential Disclosure Agreement.

5.2. Remedies. Executive's duties under the Confidential Disclosure Agreement shall survive termination of Executive's employment with the Company and the termination of this Agreement. Executive acknowledges that a remedy at law for any breach or threatened breach by Executive of the provisions of the Confidential Disclosure Agreement, as well as Executive's obligations pursuant to Section 6.2 and Article 7 below, would be inadequate, and Executive therefore agrees that the Company shall be entitled to seek injunctive relief in case of any such breach or threatened breach.

ARTICLE VI
OUTSIDE ACTIVITIES

6.1. Other Activities.

(a) Except for activities disclosed in **Exhibit A** attached, Executive shall not, during the term of this Agreement undertake or engage in any other employment, occupation or business enterprise, other than ones in which Executive is a passive investor, unless Executive obtains the prior written consent of the Board.

(b) Executive may engage in civic and not-for-profit activities so long as such activities do not materially interfere with the performance of Executive's duties hereunder. In addition, Executive shall be allowed to serve as a member of the board of directors of up to two (2) other for profit entities at any time during the term of this Agreement, which service shall not materially interfere with the performance of Executive's duties hereunder; provided, however, that the Board, in its discretion, may require that Executive resign from one or both of such director positions if it determines that such resignation(s) would be in the best interests of the Company.

6.2. Competition/Investments. During the term of Executive's employment by the Company, except on behalf of the Company, Executive shall not directly or indirectly, whether as an officer, director, stockholder, partner, proprietor, associate, representative, consultant, or in any capacity whatsoever engage in, become financially interested in, be employed by or have any business connection with any other person, corporation, firm, partnership or other entity whatsoever which were known by Executive to compete directly with the Company, throughout the world, in any line of business engaged in (or planned to be engaged in) by the Company; provided, however, that anything above to the contrary notwithstanding, Executive may own, as a passive investor, securities of any competitor corporation, so long as Executive's direct holdings in any one such corporation shall not in the aggregate constitute more than 1% of the voting stock of such corporation.

ARTICLE VII
NONINTERFERENCE

In addition to Executive's obligations under the Confidential Disclosure Agreement, Executive shall not for a period of one (1) year following Executive's termination of employment for any reason, either on Executive's own account or jointly with or as a manager, agent, officer, employee, consultant, partner, joint venturer, owner or stockholder or otherwise on behalf of any other person, firm or corporation, directly or indirectly solicit or attempt to solicit away from the Company any of its officers or employees or offer employment to any person who is an officer or employee of the Company; *provided, however*, that a general advertisement to which an employee of the Company responds shall in no event be deemed to result in a breach of this Article 7. Executive also agrees not to harass or disparage the Company or its employees, clients, directors or agents or divert or attempt to divert any actual or potential business of the Company. The provisions of this Article 7 shall survive the termination or expiration of the applicable Executive's employment with the Company and shall be fully enforceable thereafter. If it is determined by a court of competent jurisdiction in any state that any restriction in this Article 7 is excessive in duration or scope or is unreasonable or unenforceable under the laws of that state, it is the intention of the parties that such restriction may be modified or amended by the court to render it enforceable to the maximum extent permitted by the law of that state.

ARTICLE VIII
GENERAL PROVISIONS

8.1. Notices. Any notices provided hereunder must be in writing to the Company at its primary office location, or if via email to # with a copy to #, and to Executive at Executive's address as listed on the Company payroll, or if via email to ##, and will be deemed to have been given on the date delivered, as evidenced by the applicable email, return receipt, or delivery confirmation.

8.2. Tax Withholding. Executive acknowledges that all amounts and benefits payable under this Agreement are subject to deduction and withholding to the extent required by applicable law.

8.3. Severability. Whenever possible, each provision of this Agreement will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability will not affect any other provision or any other jurisdiction, but this Agreement will be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provisions had never been contained herein.

8.4. Waiver. If either party should waive any breach of any provisions of this Agreement, they shall not thereby be deemed to have waived any preceding or succeeding breach of the same or any other provision of this Agreement.

8.5. Complete Agreement. This Agreement constitutes the entire agreement between Executive and the Company and is the complete, final, and exclusive embodiment of their agreement with regard to this subject matter, and will supersede all prior agreements, understandings, discussions, negotiations and undertakings, whether written or oral, between the parties with respect to the subject matter hereof, including without limitation, the Prior Agreement. This Agreement is entered into without reliance on any promise or representation other than those expressly contained herein or therein, and cannot be modified or amended except in a writing signed by an officer of the Company and Executive.

8.6. Counterparts. This Agreement may be executed in separate counterparts, any one of which need not contain signatures of more than one party, but all of which taken together will constitute one and the same Agreement.

8.7. Headings. The headings of the sections hereof are inserted for convenience only and shall not be deemed to constitute a part hereof nor to affect the meaning thereof.

8.8. Successors and Assigns. This Agreement is intended to bind and inure to the benefit of and be enforceable by Executive and the Company, and their respective successors, assigns, heirs, executors and administrators, except that Executive may not assign his rights or delegate his duties or obligations hereunder without the prior written consent of the Company.

8.9. **Arbitration.** Unless otherwise prohibited by law or specified below, all disputes, claims and causes of action, in law or equity, arising from or relating to this Agreement or its enforcement, performance, breach, or interpretation shall be resolved solely and exclusively by final and binding arbitration held in Illinois in conformity with the then-existing employment arbitration rules and Illinois law. The arbitrator shall: (a) provide adequate discovery for the resolution of the dispute; and (b) issue a written arbitration decision, to include the arbitrator's essential findings and conclusions and a statement of the award. However, nothing in this section is intended to prevent either party from obtaining injunctive relief in court to prevent irreparable harm pending the conclusion of any such arbitration. The arbitrator shall determine who shall bear the costs of any such arbitration.

8.10. **Executive Acknowledgement.** Executive acknowledges that (a) Executive has consulted with or has had the opportunity to consult with independent counsel of Executive's own choice concerning this Agreement, and has been advised to do so by the Company, and (b) that Executive has read and understands the Agreement, is fully aware of its legal effect, and has entered into it freely based on his own judgment.

8.11. **Choice of Law.** All questions concerning the construction, validity and interpretation of this Agreement will be governed by the law of the State of Illinois without regard to the conflicts of law provisions thereof.

In Witness Whereof, the parties have executed this Agreement as of the date first written above.

On behalf of Monopar Therapeutics Inc.
/s/ Chandler D. Robinson
Chandler D. Robinson
Chief Executive Officer

Accepted and Agreed:

/s/ Karthik Radhakrishnan
Karthik Radhakrishnan

Exhibit A

6.1(a) Other Activities.

Titania Investments LLC (a Registered Investment Advisor/Family Office)

Mr. Radhakrishnan agrees not to solicit or undertake new client(s) for the duration of the employment agreement unless approved in writing by the Company. Mr. Radhakrishnan will perform minimal administrative tasks needed to maintain the good standing of the organization.

Titania Partners LLC

Mr. Radhakrishnan is a managing member and agrees not to perform consulting services. Mr. Radhakrishnan agrees to perform minimal administrative activities needed to maintain the good standing of the organization.

EXHIBIT 31.1

CERTIFICATION

I, Chandler D. Robinson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Monopar Therapeutics Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

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

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

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

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

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

Date: August 9, 2024

/s/ Chandler D. Robinson
Chandler D. Robinson
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Karthik Radhakrishnan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Monopar Therapeutics Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its 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, the end of the period covered by this report based on such evaluation; and

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

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

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

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

Date: August 9, 2024

/s/ Karthik Radhakrishnan
Karthik Radhakrishnan
Chief 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 Monopar Therapeutics Inc. (the Company) for the three months ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the Report), we, Chandler D. Robinson, and Karthik Radhakrishnan, hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(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.

/s/ Chandler D. Robinson
Chandler D. Robinson
Chief Executive Officer

August 9, 2024

/s/ Karthik Radhakrishnan
Karthik Radhakrishnan
Chief Financial Officer

August 9, 2024

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Monopar Therapeutics Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.