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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 March 31, 2022

OR

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

For the transition period from ____ to ____

Commission file number 001-37809

NeuroBo Pharmaceuticals, Inc.
(Exact name of Registrant as specified in its charter)

Delaware	**47-2389984**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
200 Berkeley Street, Office 19th Floor **Boston, Massachusetts**	**02116**
(Address of principal executive offices)	(Zip Code)

(857) 702-9600
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Title of Each Class	**Trading Symbol(s)**	**Name of Each Exchange On Which Registered**
Common stock, $0.001 par value	NRBO	The Nasdaq Stock Market LLC

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

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

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

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

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

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

The number of outstanding shares of the registrant's common stock, $0.001 par value, as of May 11, 2022 was 26,661,771.

NeuroBo Pharmaceuticals, Inc.
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PART I – FINANCIAL INFORMATION
ITEM 1 – FINANCIAL STATEMENTS

NeuroBo Pharmaceuticals, Inc.
Condensed Consolidated Balance Sheets
(in thousands, except share amounts and par value)

	March 31, 2022	December 31, 2021
Assets		
Current assets:		
Cash	$ 11,557	$ 16,387
Prepaid expenses	1,707	197
Total current assets	13,264	16,584
Right-of-use assets and other	99	105
Property and equipment, net	98	110
Total assets	$ 13,461	$ 16,799
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 776	$ 830
Accrued liabilities	693	1,301
Lease liability, short-term	27	26
Total current liabilities	1,496	2,157
Lease liability, long-term	37	45
Total liabilities	1,533	2,202
Commitments and contingencies (Notes 4, 5, and 10)		
Stockholders' equity		
Preferred stock, $0.001 par value per share; 10,000,000 shares authorized as of March 31, 2022 and December 31, 2021; no shares issued or outstanding as of March 31, 2022 and December 31, 2021.	—	—
Common stock, $0.001 par value per share, 100,000,000 shares authorized as of March 31, 2022 and December 31, 2021; 26,661,771 shares issued and outstanding as of March 31, 2022 and December 31, 2021.	27	27
Additional paid–in capital	96,601	96,394
Accumulated other comprehensive income	3	4
Accumulated deficit	(84,703)	(81,828)
Total stockholders' equity	11,928	14,597
Total liabilities and stockholders' equity	$ 13,461	$ 16,799

See accompanying notes to condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(in thousands, except share and per share amounts)
(unaudited)

	For the Three Months Ended March 31,	
	2022	2021
Operating expenses:		
Research and development	$ 920	$ 1,143
General and administrative	1,955	2,187
Total operating expenses	2,875	3,330
Loss from operations	(2,875)	(3,330)
Interest income	—	6
Loss before income taxes	(2,875)	(3,324)
Provision for income taxes	—	—
Net loss	(2,875)	(3,324)
Other comprehensive loss, net of tax	(1)	(7)
Comprehensive loss	$ (2,876)	$ (3,331)
Loss per share:		
Net loss per share, basic and diluted	$ (0.11)	$ (0.15)
Weighted average shares of common stock outstanding:		
Basic and diluted	26,661,771	21,615,626

See accompanying notes to condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(in thousands, except share amounts)
(unaudited)

	Common Stock		Additional Paid–In Capital	Accumulated Comprehensive Income	Accumulated Deficit	Total Equity
	Shares	Amount				
Balance at December 31, 2020	19,671,182	$ 20	$ 73,713	$ 14	$ (66,544)	$ 7,203
Issuance of common stock and warrants in connection with equity financing	2,500,000	2	9,998	—	—	10,000
Transaction costs in connection with equity financing	—	—	(908)	—	—	(908)
Stock–based compensation	—	—	187	—	—	187
Foreign currency translation adjustment	—	—	—	(7)	—	(7)
Net loss	—	—	—	—	(3,324)	(3,324)
Balance at March 31, 2021	22,171,182	22	82,990	7	$ (69,868)	$ 13,151
Balance at December 31, 2021	26,661,771	27	96,394	4	(81,828)	14,597
Stock–based compensation	—	—	207	—	—	207
Foreign currency translation adjustment	—	—	—	(1)	—	(1)
Net loss	—	—	—	—	(2,875)	(2,875)
Balance at March 31, 2022	26,661,771	$ 27	$ 96,601	$ 3	$ (84,703)	$ 11,928

See accompanying notes to condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	For the Three Months Ended March 31,	
	2022	**2021**
Operating activities		
Net loss	$ (2,875)	$ (3,324)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	207	187
Non-cash lease expense	6	5
Depreciation	12	12
Change in assets and liabilities, net of the effects of the asset acquisition:		
Prepaid expenses and other assets	(1,510)	(265)
Accounts payable	(54)	(2,106)
Accrued and other liabilities	(615)	(650)
Net cash used in operating activities	(4,829)	(6,141)
Investing activities		
Net cash used in investing activities	—	—
Financing activities		
Proceeds from equity offering	—	10,000
Issuance costs	—	(908)
Net cash provided by financing activities	—	9,092
Net (decrease) increase in cash	(4,829)	2,951
Net foreign exchange difference	(1)	(5)
Cash at beginning of period	16,387	10,089
Cash at end of period	$ 11,557	$ 13,035

See accompanying notes to condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements
(Dollar amounts in thousands, except per share amounts) (unaudited)

1. The Company and Basis of Presentation

NeuroBo Pharmaceuticals, Inc. (together with its subsidiaries, the "Company" or "NeuroBo"), is a clinical-stage biotechnology company with four therapeutics programs designed to impact a range of indications in viral, neurodegenerative and cardiometabolic disease:

- *ANA001*, which is a proprietary oral niclosamide formulation and is being developed as a treatment for patients with moderate coronavirus disease (COVID-19). ANA001 is currently being studied in a 60-subject Phase 2 clinical trial conducted in the United States, with a Phase 3 component dependent on the outcome of the Phase 2 data.;

- *NB-01*, which was primarily focused on the development of a treatment for painful diabetic neuropathy (PDN). The Company is currently exploring alternatives with respect to the future of NB-01, including bringing the NB-01 asset to the market through a different regulatory pathway, such as with an orphan drug indication or as a nutraceutical;

- *NB-02*, which has the potential to treat the symptoms of cognitive impairment and modify the progression of neurodegenerative diseases associated with the malfunction of a protein called tau, and with amyloid beta plaque deposition. The Company has postponed continued work on the Investigation New Drug application to the FDA for NB-02 and the first human clinical trials for NB-02 until global health and macroeconomic conditions improve. The Company is also considering engaging with a strategic partner with respect to further development of NB-02; and

- *Gemcabene*, which is currently being assessed as an acute indication for COVID-19 in combination with ANA001. Gemcabene was previously focused on developing and commercializing therapies for the treatment of dyslipidemia, a serious medical condition that increases the risk of life-threatening cardiovascular disease, focused on orphan indications such as homozygous familial hypercholesterolemia, as well as nonalcoholic fatty liver disease/nonalcoholic steatohepatitis.

The Company's operations have consisted principally of performing research and development activities, clinical development and raising capital. The Company's activities are subject to significant risks and uncertainties, including failing to secure additional funding before sustainable revenues and profit from operations are achieved.

COVID-19

The Company is subject to risks and uncertainties as a result of the COVID-19 pandemic. The extent of the impact of the COVID-19 pandemic on the Company's business continues to be highly uncertain and difficult to predict, as the responses that the Company, other businesses and governments are taking continue to evolve. Furthermore, economies worldwide have also been negatively impacted by the COVID-19 pandemic, and it is possible that it could cause a lasting national or global economic recession. Policymakers around the globe have responded with fiscal policy actions to support the healthcare industry and economy as a whole. The magnitude and overall effectiveness of these actions remain uncertain.

To date, with the exception the postponement of first human clinical trials for NB-02, the Company has not experienced any significant external changes in our business that would have a significant negative impact on our consolidated statements of operations or cash flows.

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

Exclusive of the development of certain of the Company's proposed therapies, the severity of the impact of the COVID-19 pandemic on the Company's business will depend on a number of factors, including, but not limited to, the duration and severity of the pandemic and the extent and severity of the impact on the Company's service providers, suppliers, contract research organizations and the Company's clinical trials, all of which are uncertain and cannot be predicted. As of the date of issuance of Company's financial statements, the extent to which the COVID-19 pandemic may in the future materially impact the Company's financial condition, liquidity or results of operations is uncertain.

War in Ukraine

The Company is subject to risks and uncertainties as a result of the war in Ukraine that commenced in February 2022. The severity of the impact will depend on the Company's abilities to advance its Phase 2 clinical trial for ANA001 at clinical trial sites outside of Poland and Ukraine.

Basis of presentation and consolidation principles

The accompanying condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") have been condensed or omitted pursuant to such rules and regulations. The condensed consolidated financial statements may not include all disclosures required by GAAP; however, the Company believes that the disclosures are adequate to make the information presented not misleading. These unaudited condensed financial statements should be read in conjunction with the audited financial statements and the notes thereto for the fiscal year ended December 31, 2021 included in the Company's Annual Report on Form 10-K filed with the SEC on March 31, 2022. The condensed consolidated balance sheet as of December 31, 2021 was derived from the audited financial statements.

In the opinion of management, all adjustments, consisting of only normal recurring adjustments that are necessary to present fairly the financial position, results of operations, and cash flows for the interim periods, have been made. The results of operations for the interim periods are not necessarily indicative of the operating results for the full fiscal year or any future periods.

The condensed consolidated financial statements of the Company include a South Korean subsidiary, NeuroBo Co., LTD., which is fully owned by the Company. All significant intercompany accounts and transactions have been eliminated in the preparation of the financial statements.

Going Concern

From its inception through March 31, 2022, the Company has devoted substantially all of its efforts to drug discovery and development and conducting clinical trials. The Company has a limited operating history and the sales and income potential of the Company's business and market are unproven. Successful transition to attaining profitable operations is dependent upon achieving a level of revenues adequate to support the Company's cost structure. As of March 31, 2022, the Company had $11.6 million in cash. The Company has experienced net losses and negative cash flows from operating activities since its inception and had an accumulated deficit of $84.7 million as of March 31, 2022.

To date, the Company has raised capital principally through the registered offerings and private placements of common stock, warrants and redeemable convertible preferred stock as well as via the issuance of convertible notes. The Company will need to continue to raise a substantial amount of funds until it is able to generate sufficient revenues to fund its development activities.

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

The determination as to whether the Company can continue as a going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company expects to continue to incur net losses and negative cash flows from operations into the foreseeable future. Successful transition to profitable operations is dependent upon achieving a level of revenues adequate to support the Company's cost structure. The Company has incurred net losses since inception and has relied on its ability to fund its operations through debt and equity financings. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business.

The Company believes that its existing cash will be sufficient to fund its operations into the fourth quarter of 2022. The Company plans to continue to fund its operations and capital funding needs through a combination of equity offerings, debt financings, or other sources, potentially including collaborations, licenses and other similar arrangements. There can be no assurance that the Company will be able to obtain any sources of financing on acceptable terms, or at all. To the extent that the Company can raise additional funds by issuing equity securities, the Company's stockholders may experience significant dilution. Any debt financing, if available, may involve restrictive covenants that impact the Company's ability to conduct its business. If the Company is unable to raise additional capital, it may have a material adverse effect on the Company.

2. Summary of Significant Accounting Policies

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, liabilities, expenses, and related disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting period. The most significant estimates in the Company's condensed consolidated financial statements relate to accrued expenses and the fair value of stock-based compensation and warrant issuances. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgements about the carrying values of assets and liabilities. Actual results could differ from those estimates. Changes in estimates are reflected in reported results in the period in which they become known.

General and Administrative Expenses

General and administrative expenses consist primarily of personnel-related costs, including salaries and stock-based compensation costs, for personnel in functions not directly associated with research and development activities. Other significant costs include legal fees related to intellectual property and corporate matters and professional fees for accounting and other services.

Research and Development Costs

Research and development costs are charged to expense as incurred. Research and development expenses are comprised of costs incurred in performing research and development activities, including clinical trial costs, manufacturing costs for both clinical and pre-clinical materials as well as other contracted services, license fees, and other external costs. Nonrefundable advance payments for goods and services that will be used in future research and development activities are expensed when the activity is performed or when the goods have been received, rather than when payment is made, in accordance with Accounting Standards Codification (“ASC”) 730, *Research and Development*.

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with the provisions of ASC 718, *Compensation — Stock Compensation* ("ASC 718"). Accordingly, compensation costs related to equity instruments granted are recognized at the grant-date fair value. The Company records forfeitures when they occur. Stock-based compensation arrangements to non-employees are accounted for in accordance with the applicable provisions of ASC 718 using a fair value approach.

Recent Accounting Pronouncements Not Yet Adopted

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

In June 2016, the FASB issued ASU 2016-13, *"Financial Instruments – Credit Losses"*. The ASU sets forth a "current expected credit loss" (CECL) model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. This ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, with early adoption permitted. Recently, the FASB issued the final ASU to delay adoption for smaller reporting companies to calendar year 2023. The Company is currently assessing the impact of the adoption of this ASU on its condensed consolidated financial statements.

3. Balance Sheet Detail

Property and Equipment

Property and equipment consist of the following as of:

	March 31, 2022	December 31, 2021
Research and development equipment	$ 158	$ 158
Office equipment	63	63
Total property and equipment	221	221
Less accumulated depreciation	(123)	(111)
Property and equipment, net	$ 98	$ 110

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

Accrued liabilities

Accrued liabilities consist of the following as of:

	March 31, 2022	December 31, 2021
External research and development expenses	$ 446	$ 854
Payroll related	174	376
Professional services	37	59
Other	36	12
Total	$ 693	$ 1,301

4. Commitments and Contingencies

Operating Leases

Boston Lease

On May 14, 2021, the Company entered into a non-cancelable operating lease for its corporate headquarters located in Boston Massachusetts. The agreement, effective August 1, 2021, has a six month term, and rental costs of approximately $3 per month prior to the application of certain rent concessions granted by the landlord in the amount of approximately $2 over the term of the lease. In December 2021, the Company signed an amendment to its corporate headquarters lease to extend the term until March 31, 2022 for rental costs of approximately $1 per month. In February 2022, the Company signed an amendment to extend the lease term until June 30, 2022.

Prior to August 2021, the Company entered a non-cancelable operating lease for its corporate headquarters effective February 1, 2021. The lease had a six month term, and rental costs of approximately $3 per month prior to the application of certain rent concessions granted by the landlord in the amount of approximately $1 over the term of the lease. Prior to February 1, 2021, a non-cancelable operating lease was in effect as of February 1, 2020 which had a one-year term and rental costs of $21 per month prior to the application of certain rent concessions granted by the landlord in the amount of $32.

No assets and liabilities were recognized for the corporate headquarters leases at March 31, 2022 and December 31, 2021. Due to the short-term nature of the leases, the Company recognized lease payments as an expense on a straight-line basis over the remaining lease term. For the three months ended March 31, 2022 and 2021, expense under the corporate headquarters leases in the aggregate was $4 and $35, respectively.

Lease in Korea

In May 2019, the Company entered an operating lease for its new facility in Korea (the “Korea Lease”). The initial lease term is five years with an option to renew for an additional five-year term. The lease commenced on July 2, 2019 and expires on July 1, 2024. The operating lease is subject to a deposit, base rent payments and additional charges for utilities and other common costs. The Company’s lease liability represents the net present value of future lease payments utilizing a discount rate of 10%, which corresponds to the Company’s incremental borrowing rate. As of March 31, 2022, the weighted average remaining lease term was 2.25 years. For the three month periods ended March 31, 2022 and 2021, the Company recorded non-cash expense of $6 and $5, respectively related to the Korea Lease. During the three month periods ended March 31, 2022 and 2021, the Company made cash payments of $8 for amounts included in the measurement of lease liabilities.

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

The following table reconciles the undiscounted lease liabilities to the total lease liabilities recognized on the consolidated balance sheet as of March 31, 2022:

	As of December 31,
2022 (April 1 to December 31)	24
2023	32
2024	16
Total lease payments	72
Less effect of discounting	(8)
Total	64
Short-term portion	(27)
Long-term portion	$ 37

Xiehecheng Cultivation Service Agreement

On September 1, 2018, the Company entered into a cultivation service agreement with Xiehecheng Chinese Herm Limited Corporation for the cultivation of two plants used to manufacture the Company's clinical assets.

As of March 31, 2022, future minimum payments under the agreement, which is cancellable annually at the end of each research year, are as follows:

	March 31,
2022	$ 132
	$ 132

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

ANA Merger Milestone Payments

On December 31, 2020, the Company acquired 100% of ANA Therapeutics, Inc., a Delaware corporation ("ANA"), pursuant to an Agreement and Plan of Merger, dated December 31, 2020 (the "2020 Merger Agreement" or "2020 Merger"). Pursuant to the 2020 Merger Agreement, following the closing of the 2020 Merger, the Company is obligated to pay milestone payments (each, a "Milestone Payment") to certain persons identified in the 2020 Merger Agreement (each a "Stakeholder" and collectively, the "Stakeholders") in the form, time and manner as set forth in the 2020 Merger Agreement, upon the achievement of the following milestone events set forth below by the Company or any of its affiliates (each, a "Milestone Event"):

Milestone Event		**Milestone Payment**
First receipt of Marketing Approval (as defined in the 2020 Merger Agreement) from the FDA for any Niclosamide Product (as defined in the 2020 Merger Agreement)	$	45.0 million

Sales Milestones:

Milestone Event – Worldwide Cumulative Net Sales of a Niclosamide Product equal to or greater than:		**Milestone Payment**
$500 million	$	$9.0 million
$1 billion	$	13.5 million
$3 billion	$	36.0 million
$5 billion	$	72.0 million

Additionally, pursuant to the 2020 Merger Agreement, the Company is obligated to pay a royalty of two and a half percent (2.5%) of annual worldwide net sales of each Niclosamide Product (as defined in the 2020 Merger Agreement) (each such payment, a "Royalty Payment") to the Stakeholders in the form, time and manner as set forth in the 2020 Merger Agreement, following the first commercial sale of each Niclosamide Product (as defined in the 2020 Merger Agreement) on a country-by-country and Niclosamide Product-by-Niclosamide Product basis.

As of March 31, 2022, no royalty Payments had been accrued as there were no potential milestones yet considered probable.

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

YourChoice License Agreement

In connection with 2020 Merger, the Company assumed the a license agreement between ANA and Your Choice Therapeutics, Inc. (the "YourChoice Agreement").. Prior to the 2020 Merger, YourChoice granted to ANA, during the term of the YourChoice Agreement, an exclusive, worldwide, fee-bearing license derived from the licensed intellectual property throughout the world. The fees due under the YourChoice Agreement include royalty payments of 0.5% of annual worldwide net sales of each Niclosamide Product (as defined in the 2020 Merger Agreement) and milestone payments in the aggregate of $19.5 million. The first milestone payment due is $5 million upon first receipt of Marketing Approval (as defined in the 2020 Merger Agreement) from the U.S. Food and Drug Administration ("FDA") for any Niclosamide Product (as defined by the 2020 Merger Agreement), followed by sales milestones of $1 million, $1.5 million, $4 million, and $8 million if worldwide cumulative net sales of a Niclosamide Product are equal or greater than $500 million, $1, billion, $3, billion, and $5 billion, respectively. The term of the YourChoice Agreement will expire on the expiration or invalidation of the last of the licensed patents under the YourChoice Agreement. As of March 31, 2022, there was sufficient uncertainty with regard to both the outcome of the clinical trials and the ability to obtain sufficient funding to support any of the cash milestone payments under the YourChoice Agreement, and as such, no liabilities were recorded

Gemphire Contingent Value Rights Agreement.

On December 30, 2019, the Company was party to a definitive merger agreement (the "2019 Merger") with Gemphire Therapeutics, Inc. ("Gemphire"). In connection with the 2019 Merger, Gemphire entered into the Contingent Value Rights Agreement (the "CVR Agreement") with Grand Rapids Holders' Representative, LLC, as representative of Gemphire's stockholders prior to the 2019 Merger (the "Holders' Representative"), and Computershare Inc. and Computershare Trust Company, N.A. as the rights agents (collectively, the "Rights Agent"). Under the CVR Agreement, which NeuroBo assumed in connection with the 2019 Merger, the holders of Gemphire shares at the time of the 2019 Merger (collectively, the "CVR Holders") were entitled to receive 80% of the proceeds from the grant, sale, or transfer of rights to Gemcabene.

On March 23, 2021, NeuroBo, the Holders' Representative, and the Rights Agent entered into the First Amendment to Contingent Value Rights Agreement (the "CVR Amendment") to amend the CVR Agreement. Pursuant to the CVR Amendment, (i) the CVR Holders will continue to have the right to receive 80% of the proceeds from the grant, sale, or transfer of rights to Gemcabene as a treatment for cardiovascular conditions and (ii) the CVR Holders will now also receive 10% of the proceeds from the grant, sale, or transfer of rights to Gemcabene as a treatment for any indication outside of treating cardiometabolic diseases, including COVID-19.

As of March 31, 2022, no obligations had been accrued as there were no potential payments under the CVR Agreement or the CVR Amendment that were yet considered probable.

Pfizer License Agreement

Upon the close of the 2019 Merger, an exclusive license agreement with Pfizer, Inc. ("Pfizer") for the clinical product candidate Gemcabene (the "Pfizer Agreement") was assumed by the Company. Under the Pfizer Agreement, in exchange for this worldwide exclusive right and license to certain patent rights to make, use, sell, offer for sale and import the clinical product Gemcabene, the Company has agreed to certain milestone and royalty payments on future sales.

The Company agreed to make milestone payments totaling up to $37 million upon the achievement of certain milestones, including the first new drug application (or its foreign equivalent) in any country, regulatory approval in each of the United States, Europe and Japan, the first anniversary of the first regulatory approval in any country, and upon achieving

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

certain aggregate sales levels of Gemcabene. Future milestone payments under the Pfizer Agreement, if any, are not expected to begin for at least several years and extend over a number of subsequent years.

The Company also agreed to pay Pfizer tiered royalties on a country-by-country basis based upon the annual amount of net sales, as specified in the Pfizer Agreement, until the later of: (a) five (5) years after the first commercial sale in such country; (b) the expiration of all regulatory or data exclusivity for Gemcabene in such country; and (c) the expiration or abandonment of the last valid claim of the licensed patents, including any patent term extensions or supplemental protection certificates in such country (collectively, the Royalty Term). Under the Pfizer Agreement, the Company is obligated to use commercially reasonable efforts to develop and commercialize Gemcabene.

As of March 31, 2022, there was sufficient uncertainty with regard to both the outcome of the clinical trials and the ability to obtain sufficient funding to support any of the cash milestone payments, and as such, no liabilities were recorded related to the Pfizer Agreement.

Contingencies

From time to time, the Company may be subject to various claims and suits arising in the ordinary course of business. The Company does not expect that the resolution of these matters will have a material adverse effect on its financial position or results of operations.

5. License and Collaboration Agreement

Beijing SL License and Collaboration Agreement

Upon the close of the 2019 Merger, the License and Collaboration Agreement (the “Beijing SL Agreement”) with Beijing SL Pharmaceutical Co., Ltd. (“Beijing SL”) was assumed by the Company, pursuant to which the Company granted Beijing SL an exclusive royalty-bearing license to research, develop, manufacture and commercialize pharmaceutical products comprising, as an active ingredient, Gemcabene in mainland China, Hong Kong, Macau and Taiwan. The terms of the Beijing SL Agreement include payments based upon achievement of milestones and royalties on net product sales. Under the Beijing SL Agreement, the Company has variable consideration in the form of milestone payments. As of March 31, 2022, no revenue under the Beijing SL Agreement has been recognized.

6. Stockholders’ Equity

Warrants

The following warrants were outstanding as of March 31, 2022 and December 31, 2021:

	Number of Warrants:				
Warrant Issuance	**March 31, 2022**	**December 31, 2021**	**Exercise Price**		**Expiration Date**
March 2017	-	39,115	$	260.00	March 2022
July 2018	1,440	1,440	$	186.75	July 2028
April 2020	37,500	37,500	$	12.50	April 2025
January 2021	2,500,000	2,500,000	$	6.03	July 2026
October 2021	4,307,693	4,307,693	$	3.75	April 2025
Total	6,846,633	6,885,748			

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

7. Stock-based Compensation

Stock-based compensation expense was included in general and administrative costs as follows in the accompanying statements of comprehensive loss:

	Three Months Ended March 31,	
	2022	2021
General and administrative	$ 207	$ 187

Stock Options

In December 2019, in connection with the 2019 Merger, the Company assumed a previously adopted stock option plan (the "2018 Plan") and adopted the 2019 Equity Incentive Plan (the “2019 Plan”), and in November 2021, the Company adopted the 2021 Inducement Plan. The 2018 Plan, the 2019 Plan and the 2021 Inducement Plan provide for the grant of stock options, restricted stock and other equity awards of the Company's common stock to employees, officers, consultants, and directors. Options expire within a period of not more than ten years from the date of grant.

The following table summarizes the Company’s activity related to its stock options for the three months ended March 31, 2022:

	Number of Options	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value(1) (in thousands)
Outstanding at December 31, 2021	974,999	$ 3.99	9.3	$ —
Granted	40,000	$ 1.02	—	—
Exercised	-	$ —	—	$ —
Forfeited/Cancelled	(33,334)	$ 6.04	—	—
Outstanding at March 31, 2022	981,665	$ 3.80	9.1	$ -
Vested and expected to vest at March 31, 2022	981,665	$ 3.80	9.1	$ -
Options exercisable at March 31, 2022	203,332	$ 7.86	8.0	$ -

During the three month period ended March 31, 2022, 40,000 stock options were granted to a non-employee director that vest over a three year period. There were no stock options granted during the three months ended March 31, 2021. The weighted average fair value per share of options granted during the three months ended March 31, 2022 was $0.70.

The Company measures the fair value of stock options on the date of grant using the Black-Scholes option pricing model. The Company does not have history to support a calculation of volatility and expected term. As such, the Company has used a weighted-average volatility considering the volatilities of several guideline companies.

For purposes of identifying similar entities, the Company considered characteristics such as industry, length of trading history, and stage of life cycle. The assumed dividend yield was based on the Company’s expectation of not paying dividends in the foreseeable future. The average expected life of the options was determined based on the mid-point between the vesting date and the end of the contractual term according to the “simplified method” as described in Staff Accounting Bulletin 110. The risk-free interest rate is determined by reference to implied yields available from U.S.

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

Treasury securities with a remaining term equal to the expected life assumed at the date of grant. The Company records forfeitures when they occur.

The weighted-average assumptions used in the Black-Scholes option-pricing model are as follows:

	Three Months Ended March 31,	
	2022	2021
Expected stock price volatility	80.7 %	— %
Expected life of options (years)	5.8	—
Expected dividend yield	— %	— %
Risk free interest rate	1.72 %	— %

Evergreen provision

Under the 2019 Plan, the shares reserved automatically increase on January 1st of each year, for a period of not more than ten years commencing on January 1, 2020 and ending on (and including) January 1, 2029, to an amount equal to the lesser of 4% of the common shares outstanding as of January 1st, or a lesser amount as determined by the board of directors. The aggregate maximum number of shares of common stock that may be issued pursuant to the 2019 Plan under the evergreen provision is 6,680,000 shares of common stock. On January 1, 2022, 1,066,470 shares were added to the 2019 Plan as a result of the evergreen provision.

During the three months s ended March 31 2022 and 2021, 23,888 and 25,000 stock options vested, respectively. During the three months ended March 31, 2022, and 2021, 33,334 and 270,287 stock options were forfeited, respectively.

As of March 31, 2022, 8,709,299 shares in the aggregate were available for future issuance under the 2021 Inducement Plan, the 2019 Plan and 2018 Plan. Unrecognized stock-based compensation cost for the stock options issued under all stock options plans was $1.1 million as of March 31, 2022. The unrecognized stock-based expense is expected to be recognized over a weighted average period of 1.7 years.

8. Net Loss Per Common Share

Basic net loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding for the period, without consideration for potentially dilutive securities if their effect is antidilutive. Diluted net loss per share is computed by dividing the net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding for the period determined using the treasury stock method. Dilutive common stock equivalents are comprised of options outstanding under the Company's stock option plans and warrants. For all periods presented, there is no difference in the number of shares used to calculate basic and diluted shares outstanding as inclusion of the potentially dilutive securities would be antidilutive.

The following potential common shares were not considered in the computation of diluted net loss per share as their effect would have been anti-dilutive:

	Three Months Ended March 31,	
	2022	2021
Stock options	981,665	650,068
Warrants	6,846,633	2,578,055

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
(Dollar amounts in thousands, except per share amounts) (unaudited)

9. Income Taxes

The effective tax rate for the three months ended March 31, 2022 and 2021 was zero percent. As a result of the analysis of all available evidence as of March 31, 2022 and December 31, 2021, the Company recorded a full valuation allowance on its net deferred tax assets. Consequently, the Company reported no income tax benefit for the three months ended March 31, 2022 and 2021. If the Company's assumptions change and the Company believes that it will be able to realize these deferred tax assets, the tax benefits relating to any reversal of the valuation allowance on deferred tax assets will be recognized as a reduction of future income tax expense. If the assumptions do not change, each period the Company could record an additional valuation allowance on any increases in the deferred tax assets.

On December 27, 2020, the President of the United States signed the Consolidated Appropriations Act, 2021 ("Consolidated Appropriations Act") into law. The Consolidated Appropriations Act is intended to enhance and expand certain provisions of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), allows for the deductions of expenses related to the Paycheck Protection Program funds received by companies, and provides an update to meals and entertainment expensing for 2021. The Consolidated Appropriations Act did not have a material impact to the Company's income tax provision.

10. Related Party Transactions

Agreements with Dong-A ST

On September 28, 2018, Private NeuroBo entered into a five year manufacturing and supply agreement with Dong-A ST Co., Ltd. ("Dong-A ST") for manufacturing and supply of NB-01 drug substance and placebos for the purpose of research and development to be used in Phase 3 clinical trials (the "Manufacturing Agreement"). There were no manufacturing related costs under the Manufacturing Agreement for the three months ended March 31, 2022 and 2021. The product manufacturing related costs, when incurred, are reflected as research and development expenses.

On June 7, 2020, the Company entered into a manufacturing and supply agreement (the "Manufacturing and Supply Agreement") with Dong-A ST for the manufacturing and supply of NB-02 drug product and placebo for the purpose of research and development of NB-02, including but not limited to, the use in the first NB-02 human clinical trial to be conducted by the Company. Under the terms of the Manufacturing and Supply Agreement, upon receipt of a purchase order from the Company no later than 270 days prior to the requested delivery date, Dong-A ST has agreed to produce for the Company tablets of the NB-02 drug substance and placebos at a specified supply price. The Company is obligated to manufacture, or have manufactured, and supply to Dong-A ST the active pharmaceutical ingredients which are necessary to manufacture the NB-02 drug product. The Manufacturing and Supply Agreement has a five year term, subject to earlier termination under certain circumstances. The Company recognized no product manufacturing related costs under the Manufacturing and Supply Agreement for during the three months ended March 31, 2022 and 2021. None of the costs incurred under the Manufacturing Agreement remained unpaid as of March 31, 2022 or December 31, 2021.

11. Subsequent Events

On April 19, 2022, the Company terminated its Korea Lease effective April 30, 2022.

On May11, 2022, the Company terminated the 2018 Plan. As of the date of termination, there were no outstanding awards under the 2018 Plan. As a result of the termination, the 3,180,379 shares previously reserved for grants under the 2018 Plan will no longer be available for grants.

NeuroBo Pharmaceuticals, Inc.
Notes to Condensed Consolidated Financial Statements -continued
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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this report and the audited financial statements and related notes for the fiscal year ended December 31, 2021 included in our Annual Report on Form 10-K ("2021 Form 10-K") filed by the Company with the SEC on March 31, 2022.

Forward-Looking Statements

Certain statements in this Quarterly Report on Form 10-Q are forward-looking statements within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"), that are based on management's beliefs, assumptions and expectations and information currently available to management. All statements that address future operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation, our expectations regarding the potential impacts of the COVID-19 pandemic on our business operations, cash flow, business development, and employees, our ability to execute on our strategic realignments, our clinical activities, benefits of our proposed products to patients, our expectations with respect to product development and commercialization efforts, potentially competitive product offerings, the possibility that we may be unable to raise sufficient funds necessary for our anticipated operations, intellectual property protection, our ability to integrate acquired businesses, our expectations regarding anticipated synergies with and benefits from acquired businesses and other risks and uncertainties described in our filings with the SEC.

In some cases, you can identify forward-looking statements by the following words: "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "ongoing," "plan," "potential," "predict," "project," "should," "will," "would" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. Management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on forward-looking statements because they speak only as of the date when made. We undertake no obligation to revise any forward-looking statements in order to reflect events or circumstances that might subsequently arise.

Forward-looking statements are subject to a number of risks and uncertainties that could cause actual events to adversely differ from the expectations indicated in these forward-looking statements, including without limitation, the risks and uncertainties described in our 2021 Form 10-K, and in this Quarterly Report on Form 10-Q for the quarter ended March 31, 2022. We operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for us to predict all risk factors and uncertainties. We may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including without limitation, the possibility that regulatory authorities do not accept our application or approve the marketing of our products, the possibility we may be unable to raise the funds necessary for the development and commercialization of our products, and those described in our filings with the SEC.

Overview

NeuroBo Pharmaceuticals, Inc. (the "Company," "we," "us" or "our") is a clinical-stage biotechnology company focused on developing and commercializing novel pharmaceuticals to treat neurodegenerative disorders affecting millions of patients worldwide. For more information on our business and our four product candidates, ANA001, NB-01, NB-02 and Gemcabene, see "Business-Overview" in Part I, Item 1 of our Annual Report on From 10-K filed on March 31, 2022.

Recent Developments

COVID-19

We are subject to risks and uncertainties as a result of the COVID-19 pandemic. The extent of the impact of the COVID-19 pandemic on our business is highly uncertain and difficult to predict, as the responses that we, other businesses and governments are taking continue to evolve. Furthermore, capital markets and economies worldwide have also been negatively impacted by the COVID-19 pandemic, and it is possible that it could cause a lasting national or global economic recession. Policymakers around the globe have responded with fiscal policy actions to support the healthcare industry and economy as a whole. The magnitude and overall effectiveness of these actions remain uncertain.

To date, except for the adjustments to scientific activity described under "Current Scientific Activity" below, we have not experienced any significant external changes in our business that would have a significant negative impact on our consolidated statements of operations and comprehensive loss or cash flows.

Exclusive of the development of certain of our proposed therapies, the severity of the impact of the COVID-19 pandemic on our business will depend on a number of factors, including, but not limited to, the duration and severity of the pandemic and the extent and severity of the impact on our service providers, suppliers, contract research organizations and our clinical trials, all of which are uncertain and cannot be predicted. As of the date of issuance of our financial statements, the extent to which the COVID-19 pandemic may in the future materially impact our financial condition, liquidity or results of operations is uncertain.

Current Scientific Activity

In light of the present business environment, including the impact of the COVID-19 pandemic, we are currently conducting the scientific activities described below with a view toward conserving financial resources.

ANA001, our lead drug candidate, is a proprietary oral niclosamide formulation and is being developed as a treatment for patients with moderate COVID-19. Niclosamide is a potential oral antiviral and anti-inflammatory agent with a long history of use and well-understood safety in humans. ANA001 is currently being studied in a 60-subject Phase 2 clinical trial conducted in the United States with a Phase 3 component dependent on the outcome of the Phase 2 data. We expect to complete the Phase 2 clinical trial in the second half of 2022, however the Centers for Disease Control is reporting that current hospitalizations are at the lowest level since the outbreak of the COVID-19 pandemic, potentially delaying the completion of this trial.

NB-01. We have determined to cease development of NB-01 on the prior regulatory pathway and not to advance to Phase 3 clinical trials.

The Company is currently evaluating various alternatives regarding the NB-01 asset. These alternatives include two potential development pathways.

- Orphan drug. Development of NB-01 as an orphan drug is among the alternatives the Company is considering.
- Nutraceutical. The Company has considered marketing NB-01 as a nutraceutical (non-pharmaceutical) product, and the Company may re-explore this pathway if the identified rare disease indication for NB-01 does not proceed.

NB-02. In order to preserve operating capital, we have postponed continued work on the Investigation New Drug application to the FDA for NB-02 and the first human clinical trials for NB-02 until global health and macroeconomic conditions improve. We are also considering engaging with a strategic partner with respect to further development of NB-02.

Gemcabene. We are currently exploring additional therapeutic indications for Gemcabene that may strengthen our pipeline of assets, this includes COVID-19 in combination with ANA001.

Going Concern

We have incurred significant operating losses since inception. Our ability to generate product revenue sufficient to achieve profitability will depend on the successful development and eventual commercialization of one or more of our current or future product candidates. To date, we have not generated any revenue from product sales, collaborations with other companies, government grants or any other source, and do not expect to generate any revenue in the foreseeable future, and have been dependent on funding operations through the sale of equity securities.

As of March 31, 2022, we had an accumulated deficit of $84.7 million. Our net losses were $2.9 million and $3.3 million for the three months ended March 31, 2022 and 2021, respectively. We expect to continue to incur significant expenses and increasing operating losses for at least the next several years. We expect that our expenses and capital requirements will increase substantially in connection with our ongoing activities, particularly if and as we:

- pursue clinical development for any of our current product candidates;
- initiate preclinical studies and clinical trials with respect to any additional indications for our current product candidates and any future product candidates that we may pursue;
- acquire or in-license other product candidates and/or technologies;
- develop, maintain, expand and protect our intellectual property portfolio;
- hire additional clinical, scientific and commercial personnel;
- establish a commercial manufacturing source and secure supply chain capacity sufficient to provide commercial quantities of any product candidates for which we may obtain regulatory approval;
- seek regulatory approvals for any product candidates that successfully complete clinical trials;
- establish a sales, marketing and distribution infrastructure and/or enter into partnership arrangements to commercialize any products for which we may obtain regulatory approval; or
- add administrative, operational, financial and management information systems and personnel, including personnel to support our product development and planned future commercialization efforts, and to support our being a public reporting company

As of March 31, 2022, we had cash of $11.6 million. Operating at such level of scientific activity, we expect that our cash will be adequate to fund operations into the fourth quarter of 2022. Although we are exploring financing opportunities and carefully monitoring the capital markets, we do not yet have any commitments for additional financing and may not be successful in our efforts to raise additional funds. Any amounts raised will be used for further development of our product candidates and for other working capital purposes.

The accompanying condensed consolidated financial statements have been prepared in conformity with GAAP, which contemplate our continuation as a going concern. We have not established a source of revenues and, as such, have been dependent on funding operations through the sale of equity securities. Since inception, we have experienced significant losses and incurred negative cash flows from operations. We expect to incur further losses over the next several years as we develop our business. We have spent, and expect to continue to spend, a substantial amount of funds in connection with implementing our business strategy.

These factors individually and collectively raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments or classifications that may result from our possible inability to continue as a going concern. The report of our independent registered public accounting firm on our financial statements for the year ended December 31, 2021 includes an explanatory paragraph regarding the existence of substantial doubt about our ability to continue as a going concern.

Results of Operations

The following table summarizes our operating results for the periods indicated:

	For the Three Months Ended March 31,		
	2022	2021	Change
Operating expenses:			
Research and development	$ 920	$ 1,143	$ (223)
General and administrative	1,955	2,187	(232)
Total operating expenses	2,875	3,330	(455)
Loss from operations	(2,875)	(3,330)	455
Interest income	—	6	(6)
Loss before income taxes	(2,875)	(3,324)	449
Provision for income taxes	—	—	—
Net loss	$ (2,875)	$ (3,324)	$ 449

Comparison of Three Months Ended March 31, 2022 and 2021

Research and Development Expenses

Research and development expenses consist primarily of costs incurred in connection with the development of our product candidates. We expense research and development costs to operations as incurred.

Research and development expenses were $0.9 million for the three months ended March 31, 2022 as compared to $1.1 million for the three months ended March 31, 2021. The $0.2 million decrease was primarily related to payroll and consulting costs for the three months ended March 31, 2022.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and related costs, including stock-based compensation, for personnel in executive, finance and administrative functions. General and administrative expenses also include direct and allocated facility-related costs as well as professional fees for legal, patent, consulting, investor and public relations, accounting, and audit services.

General and administrative expenses were $2.0 million for the three months ended March 31, 2022, compared to $2.2 million for the three months ended March 31, 2021. The decrease of $0.2 million in the current period was primarily due to a decrease in insurance costs of $0.1 million, and decreases in payroll, professional fee and overhead costs in the aggregate of $0.1 million.

Interest Income

Interest income for the three months ended March 31, 2022 was nominal. Interest Income for the three months ended March 31, 2021 was $6,000.

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Liquidity and Capital Resources

Cash Flows

The following table summarizes our cash flows for the periods indicated:

	For the Three Months Ended March 31,	
	2022	2021
	(in thousands)	
Net cash used in operating activities	$ (4,829)	$ (6,141)
Net cash used in investing activities	—	—
Net cash provided by financing activities	—	9,092
Net (decrease) increase in cash	$ (4,829)	$ 2,951

Operating Activities

During the three months ended March 31, 2022, cash used from operating activities was $4.8 million, consisting of our net loss of $2.9 million, changes in working capital cash usage in the amount of approximately $2.2 million. offset by non-cash expenses related primarily to stock-based compensation of $0.2 million, The change in working capital consisted primarily of increases in our prepaid expenses due to the annual renewal of our insurance policies in January 2022, as well as due to decreases in our accrued liabilities associated with fluctuations of our operating expenses under the normal course of business.

During the three months ended March 31, 2021, cash used in operating activities was $6.1 million, which consisted of our net loss of $3.3 million, offset by non-cash expenses related to stock-based compensation and depreciation in the aggregate of $0.2 million and a net decrease in changes in our operating assets and liabilities of $3.0 million..

Investing Activities

There was no cash used in investing activities during the three months ended March 31, 2022 or 2021.

Financing Activities

There was no cash provided by financing activities during the three months ended March 31, 2022. During the three months ended March 31, 2021, net cash provided by financing activities was $9.1 million, consisting of net proceeds from a private placement financing of $9.1 million.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with GAAP. These accounting principles require us to make estimates and judgments that can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenue and expense during the periods presented. We believe that the estimates and judgments upon which we rely are reasonably based upon information available to us at the time that we make these estimates and judgments. To the extent that there are material differences between these estimates and actual results, our financial results will be affected. The accounting policies that reflect our more significant estimates and judgments and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results are described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, included in our 2021 Form 10-K filed on March 31, 2022..

During the three months ended March 31, 2022, there were no material changes to our critical accounting policies or estimates disclosed in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our 2021 Form 10-K filed on March 31, 2022.

Recent Accounting Pronouncements

Refer to Note 2— *Summary of Significant Accounting Policies* to our condensed consolidated financial statements included elsewhere in this report for a discussion of recently issued accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information we are required to disclose in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive and financial officer, as appropriate, to allow timely decisions regarding required disclosure.

We designed and evaluate our disclosure controls and procedures recognizing that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance and not absolute assurance of achieving the desired control objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Under the supervision of and with the participation of our management, including our principal executive and financial officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15(d)- 15(e) promulgated under the Exchange Act as of March 31, 2022. Based on this evaluation, our principal executive and financial officer concluded that our disclosure controls and procedures were not effective as of March 31, 2022 as a result of the material weaknesses described below and previously reported in our 2021 Form 10-K.

In connection with the preparation of the financial statements included in our 2021 Form 10-K, management identified material weaknesses resulting from a lack of segregation of duties over financial reporting, and logical access over computer applications. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Specifically, there was a lack of segregation of duties involved in the execution of wire transfers, preparing journal entries, and review over clinical trial accruals, and certain individuals in the accounting department have administrative access to the financial reporting systems. See "Remediation Efforts to Address the Material Weaknesses" below for steps we are taking to correct these material weaknesses.

Changes in Internal Control Over Financial Reporting

Except as provided below under "Remediation Efforts to Address Material Weaknesses," there were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended March 31, 2022, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Remediation Efforts to Address Material Weaknesses

We are in the process of remediating, but have not yet remediated, the material weaknesses described above. Under the oversight of the audit committee, management is developing a detailed plan and timetable for the implementation of appropriate remedial measures to address the material weaknesses. As of the date of this quarterly report, we have taken the following actions and are in the process of making the following changes in our internal control environment to help remediate the material weaknesses:

- we will enhance the controls over wire disbursements, separating the functions of initiating and wiring to two separate individuals;
- we have improved processes in the area of clinical site expense monitoring, including increasing communication between our accounting and clinical personnel, as well as with our clinical vendors;
- We will implement enhanced controls relative to the review and oversight of the accounting for clinical trial expenses and the review of journal entries.
- We will restrict administrator rights to only those individuals who require access.

Management may decide to take additional measures to remediate the material weaknesses as necessary.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may be involved in various claims and legal proceedings relating to claims arising out of our operations. We are not currently a party to any legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

ITEM 1A. RISK FACTORS

Not applicable

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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ITEM 5. OTHER INFORMATION

Not applicable

ITEM 6. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
31.1*	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of The Sarbanes Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)
*	Filed herewith
**	Furnished herewith. The certification attached as Exhibit 32.1 that accompanies this Quarterly Report on Form 10-Q is deemed furnished and not filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of NeuroBo Pharmaceuticals, 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 this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

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SIGNATURES

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

Registrant: NeuroBo Pharmaceuticals, Inc.

SIGNATURE	DATE
/s/ BEN GIL PRICE Ben Gil Price President and Chief Executive Officer (Principal Financial Officer and duly authorized to sign on behalf of the registrant)	May 13, 2022

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Ben Gil Price, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NeuroBo Pharmaceuticals, Inc. for the quarterly period ended March 31, 2022;

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. I am 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me 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 my 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 my 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. I have disclosed, based on my 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: May 13, 2022

/s/ BEN GIL PRICE

Name: Ben Gil Price

Title: President and Chief Executive Officer
(Principal Executive Officer and Principal Financial Officer)

Exhibit 32.1

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

Pursuant to the requirement set forth in Rule 13a-14(b) or Rule 15d-14(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code, Ben Gil Price, President and Chief Executive Officer of NeuroBo Pharmaceuticals, Inc. (the "Company") hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2022, to which this Certification is attached as Exhibit 32.1 (the "Quarterly Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and

2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition of the Company at the end of the period covered by the Quarterly Report and results of operations of the Company for the period covered by the Quarterly Report.

/s/ BEN GIL PRICE
President and Chief Executive Officer
(Principal Executive Officer and Principal Financial Officer)

Dated: May 13, 2022

* This certification accompanies the report 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 NeuroBo Pharmaceuticals, Inc. under the Securities Act of 1933, as amended, or the Exchange Act made before or after the date of the report, irrespective of any general incorporation language contained in such filing.