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 September 30, 2024

OR

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

For the transition period from _____to _____

Commission File Number: 001-41159

IMMIX BIOPHARMA, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**45-4869378**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
11400 West Olympic Blvd. , Suite 200 , Los Angeles , CA	**90064**
(Address of principal executive offices)	(Zip Code)

(310) 651-8041
(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, $0.0001 par value	**IMMX**	**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 ☒

Number of shares of common stock outstanding as of November 12, 2024 was 27,507,637 .

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INDUSTRY DATA

This Quarterly Report on Form 10-Q contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements may be identified by such forward-looking terminology as "may," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue" or the negative of these terms or other comparable terminology. Our forward-looking statements are based on a series of expectations, assumptions, estimates and projections about our company, are not guarantees of future results or performance and involve substantial risks and uncertainty. We may not actually achieve the plans, intentions or expectations disclosed in these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements. Our business and our forward-looking statements involve substantial known and unknown risks and uncertainties, including the risks and uncertainties inherent in our statements regarding:

- our projected financial position and estimated cash burn rate;
- our estimates regarding expenses, future revenues and capital requirements;
- our ability to continue as a going concern;
- our need to raise substantial additional capital to fund our operations, the availability and terms of such funding, and dilution caused thereby;
- the success, cost and timing of our clinical trials;
- our dependence on third parties in the conduct of our clinical trials;
- our ability to obtain the necessary regulatory approvals to market and commercialize our product candidates;
- the ultimate impact of a health epidemic, on our business, our clinical trials, our research programs, healthcare systems or the global economy as a whole;
- the potential that results of pre-clinical and clinical trials indicate our current product candidates or any future product candidates we may seek to develop are unsafe or ineffective;
- the results of market research conducted by us or others;
- our ability to obtain and maintain intellectual property protection for our current and future product candidates;
- our ability to protect our intellectual property rights and the potential for us to incur substantial costs from lawsuits to enforce or protect our intellectual property rights;
- the possibility that a third party may claim we or our third-party licensors have infringed, misappropriated or otherwise violated their intellectual property rights and that we may incur substantial costs and be required to devote substantial time defending against claims against us;
- our reliance on third-party suppliers and manufacturers;
- the success of competing therapies and products that are or become available;
- our ability to expand our organization to accommodate potential growth and our ability to retain and attract key personnel;
- the potential for us to incur substantial costs resulting from product liability lawsuits against us and the potential for these product liability lawsuits to cause us to limit our commercialization of our product candidates;
- market acceptance of our product candidates, the size and growth of the potential markets for our current product candidates and any future product candidates we may seek to develop, and our ability to serve those markets; and

- the successful development of our commercialization capabilities, including sales and marketing capabilities.

All of our forward-looking statements are as of the date of this Quarterly Report on Form 10-Q only. In each case, actual results may differ materially from such forward-looking information. We can give no assurance that such expectations or forward-looking statements will prove to be correct. An occurrence of, or any material adverse change in, one or more of the risk factors or risks and uncertainties referred to in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on March 29, 2024, this Quarterly Report on Form 10-Q or included in our other public disclosures or our other periodic reports or other documents or filings filed with or furnished to the U.S. Securities and Exchange Commission (the "SEC") could materially and adversely affect our business, prospects, financial condition and results of operations. Except as required by law, we do not undertake or plan to update or revise any such forward-looking statements to reflect actual results, changes in plans, assumptions, estimates or projections or other circumstances affecting such forward-looking statements occurring after the date of this Quarterly Report on Form 10-Q, even if such results, changes or circumstances make it clear that any forward-looking information will not be realized. Any public statements or disclosures by us following this Quarterly Report on Form 10-Q that modify or impact any of the forward-looking statements contained in this Quarterly Report on Form 10-Q will be deemed to modify or supersede such statements in this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q may include market data and certain industry data and forecasts, which we may obtain from internal company surveys, market research, consultant surveys, publicly available information, reports of governmental agencies and industry publications, articles and surveys. Industry surveys, publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. While we believe that such studies and publications are reliable, we have not independently verified market and industry data from third-party sources, and we have not commissioned any such information.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

Immix Biopharma, Inc.
Condensed Consolidated Balance Sheets

	September 30, 2024 (Unaudited)	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 19,690,431	$ 17,509,791
Tax receivable	1,975,437	1,172,183
Prepaid expenses and other current assets	1,089,637	1,105,776
Total current assets	22,755,505	19,787,750
Other assets	20,418	-
Deferred offering cost	-	87,229
Right-of-use asset, net	1,010,205	-
Property and equipment, net	1,355,424	50,181
Total assets	$ 25,141,552	$ 19,925,160
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 6,501,786	$ 3,721,783
Operating lease liability - current	62,715	-
Total current liabilities	6,564,501	3,721,783
Operating lease liability – long term	1,026,340	-
Total liabilities	7,590,841	3,721,783
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $ 0.0001 par value; 10,000,000 shares authorized; no shares issued and outstanding		-
Common stock, $ 0.0001 par value; 200,000,000 shares authorized; 27,552,938 shares issued and 27,480,575 shares outstanding at September 30, 2024 and 19,994,719 shares issued and 19,922,356 shares outstanding at December 31, 2023	2,757	2,000
Additional paid-in capital	87,668,483	69,779,706
Accumulated other comprehensive income	192,051	134,666
Accumulated deficit	(70,212,617)	(53,411,295)
Treasury stock at cost, 72,363 shares as of September 30, 2024 and December 31, 2023	(99,963)	(99,963)
Total Immix Biopharma, Inc. stockholders' equity	17,550,711	16,405,114
Non-controlling interests	-	(201,737)
Total stockholders' equity	17,550,711	16,203,377
Total liabilities and stockholders' equity	$ 25,141,552	$ 19,925,160

See accompanying notes to the unaudited condensed consolidated financial statements.

Immix Biopharma, Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss

(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating expenses:				
General and administrative expenses	$ 2,949,403	$ 2,417,776	$ 7,769,224	$ 5,130,977
Research and development	4,445,528	2,106,020	9,918,336	5,634,284
Total operating expenses	7,394,931	4,523,796	17,687,560	10,765,261
Loss from operations	(7,394,931)	(4,523,796)	(17,687,560)	(10,765,261)
Other income (expense):				
Interest income	256,680	186,691	831,503	343,431
Total other expense, net	256,680	186,691	831,503	343,431
Loss before provision for income taxes	(7,138,251)	(4,337,105)	(16,856,057)	(10,421,830)
Provision for income taxes	11,144	6,807	30,252	18,326
Net loss	(7,149,395)	(4,343,912)	(16,886,309)	(10,440,156)
Net loss attributable to non-controlling interests	-	63,248	84,987	103,612
Net loss attributable to Immix Biopharma, Inc. common stockholders	(7,149,395)	(4,280,664)	(16,801,322)	(10,336,544)
Other comprehensive income (loss):				
Foreign currency translation	75,079	(34,147)	57,385	(40,286)
Total other comprehensive loss	75,079	(34,147)	57,385	(40,286)
Comprehensive loss	(7,074,316)	(4,314,811)	(16,743,937)	(10,376,830)
Less: comprehensive loss attributable to non-controlling interests	-	-	-	-
Comprehensive loss attributable to Immix Biopharma, Inc. common stockholders	$ (7,074,316)	$ (4,314,811)	$ (16,743,937)	$ (10,376,830)
Loss per common share - basic and diluted	$ (0.24)	$ (0.23)	$ (0.60)	$ (0.65)
Weighted average shares outstanding - basic and diluted	29,424,444	18,578,414	27,859,556	15,861,100

See accompanying notes to the unaudited condensed consolidated financial statements.

Immix Biopharma, Inc.
Condensed Consolidated Statements of Stockholders' Equity
For the Three and Nine Months Ended September 30, 2024 and 2023
(Unaudited)

	Common Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Treasury Shares	Treasury Stock Amount	Non-Controlling Interests	Total Stockholders' Equity
Balance December 31, 2023	19,994,719	$ 2,000	$69,779,706	$ 134,666	$ 53,411,295)	(72,363)	$ 99,963)	$(201,737)	$ 16,203,377
Shares issued under ATM facility for cash proceeds, net of offering costs	68,302	7	338,488	-	-	-	-	-	338,495
Shares issued under public offering for cash proceeds, net of offering costs	6,319,025	632	15,519,722	-	-	-	-	-	15,520,354
Shares issued for exercise of stock options	1,251	-	2,489	-	-	-	-	-	2,489
Shares issued for services	85,486	9	327,367	-	-	-	-	-	327,376
Stock-based compensation	-	-	615,888	-	-	-	-	-	615,888
Non-controlling interests in subsidiary	-	-	9,472	-	-	-	-	(9,472)	-
Net loss	-	-	-	-	(5,258,991)	-	-	(72,073)	(5,331,064)

Foreign currency translation adjustment	-	-	-	(45,052)	-	-	-	-	(45,052)
Balance March 31, 2024	26,468,783	2,648	86,593,132	89,614	($ 58,670,286)	(72,363)	(99,963)	(283,282)	27,631,863
Shares issued for services	42,901	5	102,495	-	-	-	-	-	102,500
Stock-based compensation	-	-	535,350	-	-	-	-	-	535,350
Non-controlling interests in subsidiary	-	-	20,200	-	-	-	-	(20,200)	-
Buyout of non-controlling interests in subsidiary	989,876	99	(316,495)	-	-	-	-	316,396	-
Net loss	-	-	-	-	(4,392,936)	-	-	(12,914)	(4,405,850)
Foreign currency translation adjustment	-	-	-	27,358	-	-	-	-	27,358
Balance June 30, 2024	27,501,560	2,752	86,934,682	116,972	(63,063,222)	(72,363)	(99,963)	-	23,891,221
Shares issued for services	51,378	5	104,995	-	-	-	-	-	105,000
Stock-based compensation	-	-	628,806	-	-	-	-	-	628,806
Net loss	-	-	-	-	(7,149,395)	-	-	-	(7,149,395)
Foreign currency translation adjustment	-	-	-	75,079	-	-	-	-	75,079
Balance September 30, 2024	27,552,938	$ 2,757	$87,668,483	$ 192,051	($ 70,212,617)	(72,363)	($ 99,963)	$ -	$ 17,550,711
Balance December 31, 2022	13,964,485	$ 1,397	$51,156,597	$ 87,021	($ 37,985,247)	(72,363)	($ 99,963)	$ -	$ 13,159,805
Shares issued under ATM facility for cash proceeds, net of offering costs	50,000	5	101,318	-	-	-	-	-	101,323
Nexcella shares issued for cash proceeds	-	-	650,000	-	-	-	-	-	650,000
Stock-based compensation	6,700	1	329,918	-	-	-	-	-	329,919
Non-controlling interests in subsidiary	-	-	13,990	-	-	-	-	(13,990)	-
Net loss	-	-	-	-	(2,479,664)	-	-	(18,368)	(2,498,032)
Foreign currency translation adjustment	-	-	-	(4,474)	-	-	-	-	(4,474)
Balance March 31, 2023	14,021,185	1,403	52,251,823	82,547	(40,464,911)	(72,363)	(99,963)	(32,358)	11,738,541
Shares issued under ATM facility for cash proceeds, net of offering costs	2,213,868	221	4,584,032	-	-	-	-	-	4,584,253
Stock-based compensation	99,128	10	447,646	-	-	-	-	-	447,656
Non-controlling interests in subsidiary	-	-	2,416	-	-	-	-	(2,416)	-
Net loss	-	-	-	-	(3,576,216)	-	-	(21,996)	(3,598,212)
Foreign currency translation adjustment	-	-	-	(1,665)	-	-	-	-	(1,665)
Balance June 30, 2023	16,334,181	1,634	57,285,917	80,882	(44,041,127)	(72,363)	(99,963)	(56,770)	13,170,573

Shares issued under ATM facility for cash proceeds, net of offering costs	105,834	10	185,272	-	-	-	-	-	185,282
Shares and warrants issued under private placement for cash proceeds, net of offering costs	3,241,076	324	9,933,829	-	-	-	-	-	9,934,153
Stock-based compensation	-	-	737,325	-	-	-	-	-	737,325
Non-controlling interests in subsidiary	-	-	4,649	-	-	-	-	(4,649)	-
Net loss	-	-	-	-	(4,280,664)	-	-	(63,248)	(4,343,912)
Foreign currency translation adjustment	-	-	-	(34,147)	-	-	-	-	(34,147)
Balance September 30, 2023	19,681,091	$ 1,968	$68,146,992	$ 46,735	$ 48,321,791)	(72,363)	($ 99,963)	$(124,667)	$ 19,649,274

See accompanying notes to the unaudited condensed consolidated financial statements.

Immix Biopharma, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For the Nine Months Ended September 30,	
	2024	2023
Operating Activities:		
Net loss	$ (16,886,309)	$ (10,440,156)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	2,314,920	1,514,900
Depreciation	12,338	2,392
Amortization of right of use asset	61,713	-
Changes in operating assets and liabilities:		
Tax receivable	(746,748)	(427,476)
Prepaid expenses and other current assets	7,932	(923,909)
Other assets	(20,418)	-
Accounts payable and accrued expenses	2,120,531	1,580,248
Operating lease liability	17,137	-
Net cash used in operating activities	(13,118,904)	(8,694,001)
Investing Activities:		
Purchase of property and equipment	(670,529)	(38,912)
Net cash used in investing activities	(670,529)	(38,912)
Financing Activities:		
Payments of deferred offering costs	-	(234,617)
Proceeds from sale of common stock, net of offering costs	15,946,078	14,936,437
Proceeds from exercise of stock options	2,489	-
Funds received for subsidiary private offering	-	175,000
Net cash provided by financing activities	15,948,567	14,876,820
Effect of foreign currency on cash	21,506	1,804
Net change in cash and cash equivalents	2,180,640	6,145,711
Cash and cash equivalents – beginning of period	17,509,791	13,436,714
Cash and cash equivalents – end of period	$ 19,690,431	$ 19,582,425
Supplemental Disclosures of Cash Flow Information:		
Income taxes paid	$ 30,252	$ 18,326
Supplemental Disclosures of Noncash Financing Information:		
Establishment of right of use asset and liabilities	$ 1,071,918	$ -
Purchases of property and equipment included in accounts payable and accrued liabilities	647,052	-
Deferred offering costs charged against proceeds from sale of common stock	$ 87,229	$ 131,426
Shares issued in subsidiary absorption	$ 99	$ -
Nexcella shares issued for funds previously received	$ -	$ 475,000

See accompanying notes to the unaudited condensed consolidated financial statements.

Immix Biopharma, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Note 1 – Nature of Business

Immix Biopharma, Inc. (the "Company") is a clinical-stage biopharmaceutical pharmaceutical company organized as a Delaware corporation on January 7, 2014, which is focused on developing cell therapies in AL Amyloidosis and select immune-mediated diseases. In August 2016, the Company established a wholly-owned Australian subsidiary, Immix Biopharma Australia Pty Ltd. ("IBAPL"), in order to conduct various preclinical and clinical activities for its development candidates. In November 2022, the Company established a majority-owned subsidiary, Nexcella, Inc. ("Nexcella"), its cell therapy division, which subsequently merged into the Company in May 2024, with the Company continuing as the surviving entity. To ensure continuity of operations, the Company re-established Nexcella in 2024 as a wholly-owned subsidiary

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation - The accompanying condensed consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and in accordance with the rules and regulations of the United States Securities and Exchange Commission (the "SEC"). The Company's fiscal year end is December 31.

The condensed consolidated financial statements and related disclosures as of September 30, 2024, and for the three and nine months ended September 30, 2024 and 2023 are unaudited, pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. In the Company's opinion, these unaudited condensed consolidated financial statements include all adjustments (consisting only of normal recurring adjustments) necessary for the fair statement of the results for the interim periods. These unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements of the Company for the years ended December 31, 2023 and 2022 which are included in the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2024. The results of operations for the three and nine months ended September 30, 2024, are not necessarily indicative of the results to be expected for the full year ending December 31, 2024.

Risk and Uncertainties - The Company operates in a dynamic and highly competitive industry and is subject to risks and uncertainties common to early-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, protection of proprietary technology, dependence on key personnel, contract manufacturers and contract research organizations, compliance with government regulations and the need to obtain additional financing to fund operations. Product candidates currently under development will require significant additional research and development efforts, including extensive preclinical studies and clinical trials and regulatory approval, prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel infrastructure and extensive compliance and reporting. The Company believes that changes in any of the following areas could have a material adverse effect on the Company's future financial position, results of operations, or cash flows; ability to obtain future financing; advances and trends in new technologies and industry standards; results of clinical trials; regulatory approval and market acceptance of the Company's products; development of sales channels; certain strategic relationships; litigation or claims against the Company based on intellectual property, patent, product, regulatory, or other factors; and the Company's ability to attract and retain employees necessary to support its growth.

Products developed by the Company require approvals from the U.S. Food and Drug Administration ("FDA") or other international regulatory agencies prior to commercial sales. There can be no assurance that the Company's research and development will be successfully completed, that adequate protection for the Company's intellectual property will be obtained or maintained, that the products will receive the necessary approvals, or that any approved products will be commercially viable. If the Company is denied approval, approval is delayed, or the Company is unable to maintain approval, it could have a material adverse impact on the Company. Even if the Company's product development efforts are successful, it is uncertain when, if ever, the Company will generate revenue from product sales. The Company operates in an environment of rapid change in technology and substantial competition from other pharmaceutical and biotechnology companies. In addition, the Company is dependent upon the services of its employees, consultants and other third parties.

The Company has expended and plans to continue to expend substantial funds to complete the research, development and clinical testing of product candidates. The Company also will be required to expend additional funds to establish commercial-scale manufacturing arrangements and to provide for the marketing and distribution of products that receive regulatory approval. The Company may require additional funds to commercialize its products. The Company is unable to entirely fund these efforts with its current financial resources and will need to raise additional funding in the future. If adequate funds are unavailable on a timely basis from operations or additional sources of financing, the Company may have to delay, reduce the scope of or eliminate one or more of its research or development programs which may materially and adversely affect its business, financial condition and operations.

Use of Estimates – The preparation of these condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The Company uses significant judgments when making estimates related to the valuation of deferred tax assets and related valuation allowances, accrual and prepayment of research and development expenses, and the valuation of stock-based compensation. Actual results could differ from those estimates.

Principles of Consolidation – The accompanying condensed consolidated financial statements include the accounts of Immix Biopharma, Inc. and the accounts of its 100% owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. For previously consolidated entities where the Company owned less than 100% of the subsidiary, the Company recorded net loss attributable to non-controlling interests in its condensed consolidated statements of operations and comprehensive loss equal to the percentage of the economic or ownership interest retained in such entities by the respective non-controlling parties.

Segment Reporting - The Company manages its operations as a single segment for the purposes of assessing performance and making operating decisions. The Company's Chief Operating Decision Maker ("CODM") is its Chief Executive Officer. The CODM allocates resources and evaluates the performance of the Company at the consolidated level using information about its revenues, gross profit, income from operations, and other key financial data. All significant operating decisions are based upon an analysis of the Company as one operating segment, which is the same as its reporting segment.

Liquidity and Going Concern – These consolidated financial statements have been prepared on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of business. Since the initial public offering of its common stock in December 2021, the Company has financed its operations through various equity financing. On July 14, 2023, the Company entered into an additional ATM Sales Agreement (the "July Sales Agreement") with ThinkEquity LLC (the "Sales Agent"), pursuant to which the Company, could, from time to time, issue and sell through the Sales Agent shares of the Company's common stock in sales deemed to be "at-the-market offerings" as defined in Rule 415(a)

(4) promulgated under the Securities Act of 1933, as amended (the "July ATM Facility") (see Note 7). Initially, the Company is eligible to sell up to $ 4,200,000 worth of shares of its common stock as the aggregate market value of the Company's shares of common stock eligible for sale under the July Sales Agreement is subject to the limitations of General Instruction I.B.6 of Form S-3 until such time that the Company's public float equals or exceeds $ 75.0 million. In the event the aggregate market value of the Company's outstanding common stock held by non-affiliates equals or exceeds $ 75.0 million, then the one-third limitation on sales set forth in General Instruction I.B.6 of Form S-3 shall not apply to additional sales made pursuant to the July Sales Agreement.

From July 14, 2023 through February 5, 2024, the Company has sold 328,136 common shares pursuant to the July ATM Facility for net proceeds of $ 1,091,887 , after offering expenses. On February 5, 2024, the Company suspended, and is not offering any shares of its common stock pursuant to, the prospectus supplement dated July 14, 2023, relating to the July Sales Agreement by and between the Company and the Sales Agent. The Company will not make any sales of common stock pursuant to the July Sales Agreement unless and until a new prospectus supplement is filed with the SEC; however, the July Sales Agreement remains in full force and effect.

In February 2024, the Company conducted an underwritten public offering of 5,535,055 shares of its common stock at the public offering price of $ 2.71 per share, for net proceeds of $ 13,565,760 , after underwriter discounts and offering expenses (the "Offering"). Pursuant to the underwriting agreement, the Company granted the underwriter a 30-day over-allotment option to purchase up to an additional 783,970 shares of the Company's common stock, which was exercised in full on March 1, 2024, for net proceeds of $ 1,954,594 , after underwriting discounts and offering expenses (see Note 7).

On July 25, 2024, the Company was awarded an $ 8 million grant from the California Institute for Regenerative Medicine to support the clinical development of chimeric antigen receptor T-cell therapy NXC-201 for the treatment of relapsed/refractory AL Amyloidosis. The award is payable to the Company upon achievement of milestones that are primarily based on patient enrollment in the Company's clinical trials. Additionally, if CIRM determines, in its sole discretion, that the Company has not complied with the terms and conditions of the grant, CIRM may suspend or permanently cease disbursements. Funds received under this grant may only be used for allowable project costs specifically identified with the CIRM-funded project. Such costs can include, but are not limited to, salary for personnel, itemized supplies, consultants, and itemized clinical study costs. Under the terms of the grant, both CIRM and the Company will co-fund the research project and the amount of the Company's co-funding requirement is predetermined as a part of the award. The Company signed the grant agreement in November 2024 and expects to begin receiving funds from the grant beginning in November of 2024.

The Company has a history of, and expects to continue to report, negative cash flows from operations and net losses. We believe that our existing cash, cash equivalents and restricted cash as of September 30, 2024 will enable us to fund our operating expenses and capital expenditure requirements for at least the next 12 months.

Concentration of Credit Risk – Periodically, the Company may carry cash and cash equivalents balances at financial institutions in excess of the federally insured limit of $ 250,000 , or the Australian insured limit of AUD 250,000 . At times, deposits held with financial institutions may exceed the amount of insurance provided. The Company has not experienced losses on these accounts and management believes that the credit risk with regard to these deposits is not significant.

Cash and Cash Equivalents – The Company's cash equivalents include short-term highly liquid investments with an original maturity of 90 days or less when purchased and are carried at fair value.

Fair Value of Financial Instruments – The carrying value of short-term instruments, including cash and cash equivalents, tax receivable, accounts payable and accrued expenses, approximate fair value due to the relatively short period to maturity for these instruments.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. The Company utilizes a three-level valuation hierarchy for disclosures of fair value measurements, defined as follows:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value.

The following fair value hierarchy table presents information about the Company's asset measured at fair value on a recurring basis:

	Fair Value Measurements at September 30, 2024		
	Level 1	Level 2	Level 3
Assets:			
Cash equivalents (money market funds)	$ 18,650,711	$ -	$ -

As of September 30, 2024, the Company had no liabilities required to be measured at fair value on a recurring basis.

	Fair Value Measurements at December 31, 2023		
	Level 1	Level 2	Level 3
Assets:			
Cash equivalents (money market funds)	$ 16,113,006	$ -	$ -

As of December 31, 2023, the Company had no liabilities required to be measured at fair value on a recurring basis.

Australian Tax Incentive – IBAPL is eligible to receive a cash refund from the Australian Taxation Office for eligible research and development ("R&D") expenditures under the Australian R&D Tax Incentive Program (the "Australian Tax Incentive"). The Australian Tax Incentive is recognized as a reduction to R&D expense when there is reasonable assurance that the relevant expenditure has been incurred, the amount can be reliably measured and that the Australian Tax Incentive will be received. The Company recognized additional R&D expense of $ 66,594 and reductions to R&D expense of $ 378,390 for the three months ended September 30, 2024 and 2023, respectively. The Company recognized reductions to R&D expense of $ 1,076,193 and $ 599,926 for the nine months ended September 30, 2024 and 2023, respectively.

Deferred Offering Costs – The Company had capitalized qualified legal, accounting and other direct costs related to its efforts to raise capital through

the sale of its common stock under the July ATM Facility. Deferred offering costs were deferred and being amortized ratably upon sales under the July ATM Facility to additional paid-in capital as a reduction of the July ATM proceeds. As a result of the Company pausing the July ATM Facility, all of the remaining deferred offering costs were immediately amortized to additional paid-in capital as a reduction to the proceeds received in the nine months ended September 30, 2024. As of September 30, 2024, no remaining amounts of deferred offering costs were capitalized related to the July ATM Facility.

Stock-Based Compensation – Stock-based compensation expense represents the estimated grant date fair value of the Company's equity awards, consisting of stock options issued under the Company's stock option plan and restricted common stock (see Note 7). The fair value of equity awards is recognized over the requisite service period of such awards (usually the vesting period) on a straight-line basis. The Company estimates the fair value of stock options using the Black-Scholes option pricing model on the date of grant and recognizes forfeitures as they occur. For stock awards for which vesting is subject to performance-based milestones, the expense is recorded over the remaining service period after the point when the achievement of the milestone is probable, or the performance condition has been achieved.

Research and Development Costs – R&D costs are expensed as incurred. R&D costs consist primarily of clinical research fees paid to consultants and outside service providers, other expenses relating to design, development and testing of the Company's therapy candidates, and for license and milestone costs related to in-licensed products and technology. Costs incurred in obtaining technology licenses are charged to R&D expense if the technology licensed has not reached commercial feasibility and has no alternative future use. Such licenses purchased by the Company require substantial completion of research and development, regulatory and marketing approval efforts in order to reach commercial feasibility and have no alternative future use.

Clinical trial costs are a component of R&D expenses. The Company estimates expenses incurred for clinical trials that are in process based on services performed under contractual agreements with clinical research organizations and actual clinical investigators. Included in the estimates are (1) the fee per patient enrolled as specified in the clinical trial contract with each institution participating in the clinical trial and (2) progressive data on patient enrollments obtained from participating clinical trial sites and the actual services performed. Changes in clinical trial assumptions, such as the length of time estimated to enroll all patients, rate of screening failures, patient drop-out rates, number and nature of adverse event reports, and the total number of patients enrolled can impact the average and expected cost per patient and the overall cost of the clinical trial. The Company monitors the progress of the trials and their related activities and adjusts expense accruals, when applicable. Adjustments to accruals are charged to expense in the period in which the facts give rise to the adjustments become known.

Other Comprehensive Income (Loss) – Other comprehensive income (loss) includes foreign currency translation gains and losses. The cumulative amount of translation gains and losses are reflected as a separate component of stockholders' equity in the condensed consolidated balance sheets, as accumulated other comprehensive income.

Foreign Currency Translation and Transaction Gains (Losses) – The Company, and its wholly-owned subsidiary Nexcella, maintain their accounting records in U.S. Dollars. The Company's operating subsidiary, IBAPL, is located in Australia and maintains its accounting records in Australian Dollars, which is its functional currency. Assets and liabilities of the subsidiary are translated into U.S. dollars at exchange rates at the balance sheet date, equity accounts are translated at historical exchange rate and revenues and expenses are translated by using the average exchange rates for the period. Translation adjustments are reported as a separate component of other comprehensive income (loss) in the consolidated statements of operations and comprehensive loss. Foreign currency denominated transactions are translated at exchange rates approximating those in effect at the transaction dates. Gains (losses) resulting from foreign currency transactions are included in general and administrative expenses in the accompanying condensed consolidated statements of operations and comprehensive loss and were $(2,849) and $ 8,095 for the three months ended September 30, 2024 and 2023, respectively, and $(22,326) and $ 6,372 for the nine months ended September 30, 2024 and 2023, respectively.

Loss Per Common Share - Basic loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted loss per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. In periods when losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive. Basic weighted average shares outstanding for the three and nine months ended September 30, 2024 include 1,913,661 shares underlying Pre-Funded warrants to purchase common shares (See Note 7). As the shares underlying these Pre-Funded warrants can be issued for nominal consideration (an exercise price per share equal to $ 0.0001 per share), these shares are deemed to be issued for purposes of basic loss per common share. For the three and nine months ended September 30, 2024 and 2023, the Company's potentially dilutive shares, which were not included in the calculation of net loss per share, included stock options and warrants exercisable for 4,408,488 and 2,911,412 shares of common stock, respectively.

Property and Equipment - Included in property and equipment is construction-in-progress which consists of manufacturing space improvements and includes the costs of construction, machinery and equipment, and any interest charges arising from borrowings used to finance these assets during the period of construction or installation of the assets. No provision for depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for their intended use.

Estimated useful lives of the Company's assets are as follows:

	Useful Life
Operating equipment	3 - 10 years
Electronic equipment	3 - 5 years
Office equipment	3 - 5 years

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts, and any gain or loss are included in the Company's results of operations. The costs of maintenance and repairs are recognized to expenses as incurred; significant renewals and betterments are capitalized.

Leases - At the inception of a contract the Company determines if the arrangement is, or contains a lease. Operating lease right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of the lease payments over the lease term. Lease expense is recognized on a straight-line basis over the lease term.

The Company has made certain accounting policy elections whereby it (i) does not recognize ROU assets or lease liabilities for short-term leases (those with original terms of 12-months or less) and (ii) separates lease and non-lease elements of its operating leases as separate lease components. As of September 30, 2024 and December 31, 2023, the Company did not have any finance leases.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280)*: *Improvements to Reportable Segment Disclosures,* which requires disclosure of incremental segment information on an annual and interim basis. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, on a retrospective basis. The Company has implemented this ASU effective January 1, 2024, and determined no retrospective changes were necessary.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740)*: *Improvements to Income Tax Disclosures,* which expands the disclosures required for income taxes. This ASU is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures.

Note 3 – Prior Agreements with Nexcella Subsidiary

Nexcella Absorption

On May 20, 2024, Nexcella, was merged (the "Merger") with and into the Company, with the Company as the surviving corporation (the "Nexcella Absorption"). The Merger was effected pursuant to Section 253 of the Delaware General Corporation Law ("DGCL") when the Company filed a Certificate of Ownership and Merger ("Certificate of Merger") with the Secretary of State of the State of Delaware. Immediately prior to the Merger, the Company owned greater than 95 % of outstanding common stock on a fully diluted basis of Nexcella, par value $ 0.0001 per share (the "Nexcella Shares"), and 100 % of the outstanding shares of each other class of capital stock of Nexcella. Under the DGCL, the only approval required was that of the Company's Board of Directors for the Merger to become effective. As a result of the Merger, Nexcella ceased to exist and all assets, operations and other property and rights of Nexcella have been succeeded to by the Company. Pursuant to the terms of the Certificate of Merger, as a result of the Merger, each of the outstanding Nexcella Shares (other than Nexcella Shares held by the Company) were converted into common stock of the Company ("Company Merger Shares"). In connection with the Merger, the Company issued 989,876 shares of its common stock to the former stockholders of Nexcella (other than shares held by the Company) (including Company common stock issued to third-party cash investors in Nexcella) (the "Merger Shares"). The shares were issued on a pro-rata basis and as such resulted in no change in fair value. In addition, the Company issued to the former participants in the Nexcella 2022 Equity Incentive Plan, 275,759 restricted stock awards to receive common stock in the Company and options to purchase up to 595,676 shares of Company common stock at an exercise price of $ 2.47 per share (the closing price on May 17, 2024), under the Company's Amended and Restated 2021 Omnibus Equity Incentive Plan. As such, as of May 20, 2024, the Founders Agreement and Management Services Agreement agreements listed below with Nexcella are no longer in effect.

Founders Agreement

Effective December 8, 2022, the Company entered into a Founders Agreement with Nexcella (the "Nexcella Founders Agreement").

The Nexcella Founders Agreement provided that prior to a Qualified IPO (as defined in Nexcella's Amended and Restated Certificate of Incorporation, as amended (the "Nexcella COI")) or Qualified Change in Control (as defined in the Nexcella COI), the Company shall provide funds to Nexcella as requested by Nexcella, in good faith, to be evidenced by a senior unsecured promissory note. In exchange for the time and capital expended in the formation of Nexcella and the identification of specific assets, the acquisition of which benefit Nexcella, on December 21, 2022, the Company loaned Nexcella approximately $ 2.1 million, evidenced by a senior unsecured promissory note, representing the up-front fee required to acquire Nexcella's license agreement with Hadasit Medical Research Services & Development, Ltd. ("HADASIT") and BIRAD Research and Development Company Ltd. ("BIRAD"), and for use as working capital for its research and development activities. The note, which had a maturity date of January 31, 2030 , accrued interest at a rate of 7.875 % per annum and was convertible into shares of common stock of Nexcella at a conversion price of $ 2.00 per share, subject to adjustment; provided, however, that such note shall automatically convert into shares of Nexcella common stock immediately prior to certain conversion triggers set forth in the note. Nexcella may not prepay the note without the Company's prior written consent. The note and accrued interest were converted in full prior to the Nexcella Absorption. The Nexcella Founders Agreement had a term of 15 years, which, upon expiration, would automatically renew for successive one-year periods unless terminated by the Company upon notice at least six months prior to the end of the term or upon the occurrence of a Change of Control (as defined in the Nexcella Founders Agreement). In connection with the Nexcella Founders Agreement, the Company was issued 250,000 shares of Nexcella's Class A Preferred Stock, 1,000,000 shares of Nexcella's Class A Common Stock, and 5,000,000 shares of Nexcella's common stock. The Class A Preferred Stock was identical to the common stock other than as to conversion rights, the PIK Dividend right (as defined below) and voting rights.

Each share of Class A Preferred Stock was convertible, at the Company's option, into one fully paid and nonassessable share of Nexcella's common stock, subject to certain adjustments. As a holder of Nexcella's Class A Preferred Stock, the Company received on each March 13 (each a "PIK Dividend Payment Date") until the date all outstanding Class A Preferred Stock was converted into Nexcella's common stock or redeemed (and the purchase price is paid in full), pro rata per share dividends paid in additional fully paid and nonassessable shares of Nexcella common stock ("PIK Dividends") such that the aggregate number of shares of common stock issued pursuant to such PIK Dividend was equal to 2.5 % of Nexcella's fully-diluted outstanding capitalization on the date that was one business day prior to any PIK Dividend Payment Date. In addition, as a holder of Class A Preferred Stock, the Company was entitled to cast for each share of Class A Preferred Stock held as of the record date for determining stockholders entitled to vote on matters presented to the stockholders of Nexcella, the number of votes that was equal to 1.1 times a fraction, the numerator of which was the sum of (A) the shares of outstanding Nexcella common stock and (B) the whole shares of Nexcella common stock into which the shares of outstanding Nexcella Class A Common Stock and the Class A Preferred Stock were convertible and the denominator of which was the number of shares of outstanding Nexcella Class A Preferred Stock.

Each share of Class A Common Stock was convertible, at the Company's option, into one fully paid and nonassessable share of Nexcella's common stock, subject to certain adjustments. In addition, upon a Qualified IPO (as defined in the Nexcella COI) or Qualified Change in Control (as defined in the Nexcella COI), each share of Class A Common Stock would automatically convert into one fully paid and nonassessable share of Nexcella's common stock; provided however, if at that time, the Class A Common Stock was not then convertible into a number of shares of Nexcella common stock (or such other capital stock or securities at the time issuable upon the conversion of the Class A Common Stock) that have a value of: (a) in the case of a Qualified IPO, at least $5,000,000 based on the initial offering price in such initial public offering, or (b) in the case of a Qualified Change in Control, at least $5,000,000 in cash or at least $5,000,000 of equity based on the implied value of a share of Nexcella common stock resulting from the price paid upon the consummation of such Qualified Change of Control, the Class A Common Stock would automatically convert into such number of shares of Nexcella common stock (or such other capital stock or securities at the time issuable upon the conversion of the Class A Common Stock) that have a value of $5,000,000 based on the initial offering price in such initial public offering or the implied value of a share of Nexcella common stock resulting from the price paid upon the consummation of such Qualified Change of Control (or if such Qualified Change of Control results in the Class A Shares being exchanged solely for cash, then $5,000,000 in cash). The Company was entitled to cast such number of votes equal to the number of whole shares of Nexcella common stock into which the Company's Class A Common Stock was convertible as of the record date for determining stockholders entitled to vote on matters presented to the stockholders of Nexcella.

In addition to the foregoing, the Company was entitled to one vote for each share of Nexcella common stock held by it. Except as provided by law or by the Nexcella COI, holders of Nexcella Class A Common Stock and Class A Preferred Stock shall vote together with the holders of Nexcella common stock, as a single class.

As additional consideration under the Nexcella Founders Agreement, Nexcella also agreed to: (i) pay an equity fee in shares of common stock, payable within five business days of the closing of any equity or debt financing for Nexcella or any of its respective subsidiaries that occurs after the effective date of the Nexcella Founders Agreement and ending on the date when the Company no longer has majority voting control in Nexcella's voting equity, equal to 2.5% of the gross amount of any such equity or debt financing; and (ii) pay a cash fee equal to 4.5% of Nexcella's annual Net Sales (as defined in the Nexcella Founders Agreement), payable on an annual basis, within 90 days of the end of each calendar year. In the event of a Change of Control, Nexcella agreed to pay a one-time change in control fee equal to five times the product of (A) Net Sales for the 12 months immediately preceding the Change of Control and (B) 4.5% .

Management Services Agreement

Effective as of December 8, 2022, the Company entered into a Management Services Agreement (the "Nexcella MSA") with Nexcella. Pursuant to the terms of the Nexcella MSA, the Company rendered management, advisory and consulting services to Nexcella. Services provided under the Nexcella MSA may include, without limitation, (i) advice and assistance concerning any and all aspects of Nexcella's operations, clinical trials, financial planning and strategic transactions and financings and (ii) conducting relations on behalf of Nexcella with accountants, attorneys, financial advisors and other professionals (collectively, the "Services"). At the request of the Company, Nexcella utilized clinical research services, medical education, communication and marketing services and investor relations/public relation services of companies or individuals designated by the Company, provided those services are offered at market prices. In consideration for the Services, Nexcella paid the Company an annual base management and consulting fee of $ 500,000 (the "Annual Consulting Fee"). Notwithstanding the foregoing, the first Annual Consulting Fee payment was not due until the first business day of the calendar quarter immediately following the completion of the first equity financing for Nexcella that was in excess of $ 10 million in gross proceeds, which did not occur. Actual and direct out-of-pocket expenses reasonably incurred by the Company in performing the Services were reimbursed to the Company by Nexcella.

The Nexcella MSA was terminated on May 20, 2024 in connection with the Nexcella Absorption. In addition, as a result of the Nexcella Absorption, the Class A Preferred Stock, Class A Common Stock, and the Founders Agreement cease to exist.

Note 4 – Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following as of September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Prepaid research and development expenses	$ 486,912	$ 412,773
Prepaid insurance expense	73,813	263,927
Prepaid investor relations expense	492,391	384,494
Other current assets	36,521	44,582
Total prepaid expenses and other current assets	$ 1,089,637	$ 1,105,776

Note 5 – Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consist of the following as of September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Accounts payable	$ 3,288,579	$ 1,433,022
Accrued research and development expenses	2,878,386	1,571,261
Accrued professional services	93,385	38,639
Accrued compensation and related expenses	198,095	577,854
Other accrued expenses	43,341	101,007
Total accounts payable and accrued expenses	$ 6,501,786	$ 3,721,783

Note 6 – Property and Equipment

Property and equipment at September 30, 2024 and December 31, 2023 consisted of:

	September 30, 2024	**December 31, 2023**
Operating equipment	$ 534,162	$ 60,599
Office equipment	3,895	3,896
	538,057	64,495
Less: Accumulated depreciation	(26,652)	(14,314)
	511,405	50,181
Construction in progress	844,019	-
	$ 1,355,424	$ 50,181

For the nine months ended September 30, 2024 and 2023, depreciation expense amounted to $ 12,338 and $ 2,392 , respectively. Depreciation is not taken during the period of construction or equipment installation. Upon completion of the installation of manufacturing equipment or any construction in progress, balances will be classified to their respective property and equipment category.

The construction in progress of $ 844,019 as of September 30, 2024, represents the investment in building a biopharmaceutical processing facility inside the leased property. The Company expects to complete the processing facility by the end of 2025.

Note 7 – Stockholders' Equity

The Company has authorized 200,000,000 shares of common stock and 10,000,000 shares of preferred stock, each with a par value of $ 0.0001 per share.

July 2023 ATM Sales Agreement

On July 14, 2023, the Company entered into the July Sales Agreement with the Sales Agent pursuant to which the Company may offer and sell, from time to time, through the Sales Agent, shares (the "July Shares") of the Company's common stock, par value $ 0.0001 per share, subject to the terms and conditions set forth in the July Sales Agreement. Initially, the Company is eligible to sell up to $ 4,200,000 worth of shares of its common stock as

the aggregate market value of the Company's shares of common stock eligible for sale under the July Sales Agreement is subject to the limitations of General Instruction I.B.6 of Form S-3 until such time that the Company's public float equals or exceeds $ 75.0 million. In the event the aggregate market value of the Company's outstanding common stock held by non-affiliates equals or exceeds $ 75.0 million, then the one-third limitation on sales set forth in General Instruction I.B.6 of Form S-3 shall not apply to additional sales made pursuant to the July Sales Agreement. The July Shares will be offered and sold pursuant to the Company's prospectus supplement, dated July 14, 2023, filed by the Company with the SEC on July 14, 2023, including the accompanying base prospectus forming a part of the Company's Registration Statement on Form S-3 (File No. 333-269100) filed by the Company with the SEC on January 3, 2023 and declared effective by the SEC on January 11, 2023.

Under the July Sales Agreement, the Sales Agent may sell the July Shares in sales deemed to be "at-the-market offerings" as defined in Rule 415(a)(4) promulgated under the Securities Act, including sales made directly on or through The Nasdaq Capital Market or any other existing trading market for the Company's common stock, in negotiated transactions at market prices prevailing at the time of sale or at prices related to such prevailing market prices, and/or any other method permitted by law. The Company may instruct the Sales Agent not to sell any July Shares if the sales cannot be effected at or above the price designated by the Company from time to time.

The Company will pay the Sales Agent a fixed commission rate of 3.75 % of the aggregate gross proceeds from the sale of the July Shares pursuant to the July Sales Agreement. The Company has paid an expense deposit of $ 15,000 to the Sales Agent, which will be applied against the actual out-of-pocket accountable expenses that will be paid by the Company to the Sales Agent in connection with the offering. The Company has agreed to reimburse the Sales Agent for all expenses related to the offering including, without limitation, the fees and expenses of the Sales Agent's legal counsel up to $ 50,000 , and shall reimburse the Sales Agent, upon request, for such costs, fees and expenses in an amount not to exceed $ 7,500 on a quarterly basis for the first three fiscal quarters of each year and $ 10,000 for the fiscal fourth quarter of each year. The Company has also agreed to provide indemnification and contribution to the Sales Agent with respect to certain liabilities, including liabilities under the Securities Act.

During the nine months ended September 30, 2024, the Company sold a total of 68,302 shares of its common stock under the July ATM Facility for aggregate net proceeds of $ 338,495 after deducting commissions and SEC fees, and charging $ 87,229 of deferred offering costs against the proceeds. On February 5, 2024, the Company suspended, and is not offering any shares of its common stock pursuant to, the prospectus supplement dated July 14, 2023, relating to the July Sales Agreement by and between the Company and ThinkEquity LLC. The Company will not make any sales of common stock pursuant to the July Sales Agreement unless and until a new prospectus supplement is filed with the SEC; however, the July Sales Agreement remains in full force and effect.

Common Stock Issuance – Public Offering

On February 5, 2024, the Company entered into an Underwriting Agreement (the "Agreement") with Titan Partners Group LLC, a division of American Capital Partners, LLC (the "Underwriter"), relating to an underwritten offering (the "Offering") of 5,535,055 shares of common stock of the Company. The public offering price was $ 2.71 per share of Common Stock and the Underwriter agreed to purchase the Common Stock pursuant to the Underwriting Agreement at a price of $ 2.5203 per share. On February 8, 2024, the Company closed the offering and received net proceeds of $ 13,565,760 , after deducting underwriting discounts and commissions and estimated offering expenses. Pursuant to the Agreement, the Company granted the Underwriter a 30-day over-allotment option to purchase up to an additional 783,970 shares of Common Stock which was exercised in full on March 1, 2024, for net proceeds of $ 1,954,594 , after deducting underwriting discounts and offering expenses.

Other Common Stock Issuances

During the nine months ended September 30, 2024, the Company issued 75,007 shares of restricted common stock valued at $ 202,500 for investor relations services based on the average closing price for the prior 10 trading days pursuant to a marketing services agreement entered into on July 25, 2023.

During the nine months ended September 30, 2024, the Company issued 104,758 shares of restricted common stock valued at $ 317,500 for investor relations services based on the closing price pursuant to the extensions of marketing services agreements.

During the nine months ended September 30, 2024, the Company issued 1,251 shares of common stock upon the exercise of certain common stock options for cash proceeds of $ 2,489 .

During the year ended December 31, 2023, the Company entered into various marketing services agreements, whereby the Company agreed to issue 122,300 shares of its common stock, valued at $ 247,500 , in exchange for future services. As of December 31, 2023, the Company has issued 122,300 shares of the Company's common stock pursuant to the marketing services agreements. During the year ended December 31, 2023, the Company recorded stock-based compensation expense of $ 232,624 related to the fair value of the shares of common stock. During the nine months ended September 30, 2024, the Company recorded stock-based compensation expense of $ 14,876 related to the amortization of the fair value of the 122,300 shares of common stock issued in 2023. As of September 30, 2024, the Company has $ 0 of unamortized stock-based compensation remaining to be amortized over the remaining service period.

Restricted Stock Awards

Pursuant to the Merger, the Company issued to the former participants in the Nexcella 2022 Equity Incentive Plan, 275,759 restricted stock awards to receive common stock in the Company. The shares were issued on a pro-rata basis and resulted in no change in fair value.

During the nine months ended September 30, 2024, the Company recorded stock-based compensation expense of $ 263,962 related to the total fair value of the previously issued restricted stock awards, which was included in general and administrative expenses. The unrecognized stock-based compensation expense of $ 417,163 related to unvested restricted common stock is expected to be recognized over the remaining vesting period of 0.62 years. As of September 30, 2024, 93,895 shares of restricted common stock have vested with the remaining 181,864 restricted shares to vest over the vesting period of 0.62 years.

Stock Options

In 2016, the Board of Directors of the Company approved the Immix Biopharma, Inc. 2016 Equity Incentive Plan (the "2016 Plan"). The 2016 Plan allows for the Board of Directors to grant various forms of incentive awards covering up to 417,120 shares of common stock. During the year ended December 31, 2021, the Board of Directors amended the 2016 Plan to increase the aggregate number of shares available for issuance under the 2016 Plan to 1,761,120 shares of common stock. On September 10, 2021, the Board of Directors approved the 2021 Equity Incentive Plan (as amended and restated, the "2021 Plan") pursuant to which it initially reserved and made available for future issuance under the 2021 Plan (i) 900,000 shares of common stock, plus (ii) the number of shares of common stock reserved, but unissued under the 2016 Plan, and (iii) the number of shares of common stock underlying forfeited awards under the 2016 Plan, provided that shares of common stock issued under the 2021 Plan with respect to an Exempt Award (as defined in the 2021 Plan) would not count against such share limit. Subsequent to September 10, 2021, no further awards are to be issued under the 2016 Plan, but

all awards under the 2016 Plan which were outstanding as of September 10, 2021 (including any Grandfathered Arrangement (as defined in the 2021 Plan)) shall continue to be governed by the terms, conditions and procedures set forth in the 2016 Plan and any applicable award agreement.

On April 24, 2023, the Company's Board of Directors adopted the Immix Biopharma, Inc. Amended and Restated 2021 Omnibus Equity Incentive Plan (the "Amended 2021 Plan") which, among other things, increased the number of shares of common stock that may be issued under such plan by 1,034,561 shares, subject to stockholder approval. On June 7, 2023, stockholders of the Company approved the Amended 2021 Plan. On April 18, 2024, our Board of Directors approved amendments to the 2021 Plan (the "2nd Amended 2021 Plan") to (i) increase the number of shares of common stock available for issuance under the 2021 Plan by 3,000,000 to a total share reserve of 4,934,561 and (ii) the adoption of an evergreen provision to the 2021 Plan to provide for an automatic annual increase in the shares of common stock available for issuance under the 2021 Plan over the next ten years (the "2021 Plan Amendments"). Pursuant to the evergreen provision, the number of shares available for issuance under the 2021 Plan shall automatically increase on January 1st of each year for a period of ten years, commencing on January 1, 2025 and ending on (and including) January 1, 2034, in an amount equal to five percent (5 %) of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year. On June 11, 2024, stockholders of the Company approved the 2nd Amended 2021 Plan. As of September 30, 2024, there were 2,265,757 shares of the Company's common stock remaining to be issued under the Amended 2021 Plan.

In addition, the Company issued to the former participants in the Nexcella 2022 Equity Incentive Plan, options to purchase up to 595,676 shares of Company common stock at an exercise price of $ 2.47 per share (the closing price on May 17, 2024), under the Company's Amended and Restated 2021 Omnibus Equity Incentive Plan. The options were issued on a pro-rata basis and resulted in no change in fair value.

During the nine months ended September 30, 2024, the Compensation Committee of the Board of Directors approved the issuance of options to purchase 198,000 shares of the Company's common stock to non-employee members of the Board of Directors of the Company and 680,000 shares of the Company's common stock to management of the Company. The options have a term of 10 years, an exercise price of $ 2.04 per share and vest over periods of 12 to 48 equal monthly installments .

During the nine months ended September 30, 2024, the Board of Directors approved the issuance of options to purchase 43,500 shares of the Company's common stock to employees of the Company with a term of 10 years and exercise prices ranging from $ 2.11 - $ 2.17 per share, which options vest in 48 equal monthly installments .

The Company recognized stock-based compensation of $ 450,299 and $ 171,454 related to stock options for the three months ended September 30, 2024 and 2023 and $ 965,600 and $ 507,017 related to stock options for the nine months ended September 30, 2024 and 2023, respectively, which is included in general and administrative expenses.

As of September 30, 2024, the Company had unrecognized stock-based compensation expense of $ 3,153,545 , related to unvested stock options, which is expected to be recognized over the weighted-average vesting period of 2.61 years.

The following table summarizes the stock option activity for the nine months ended September 30, 2024:

	Options	Weighted-Average Exercise Price Per Share
Outstanding, January 1, 2024	2,512,561	$ 1.92
Granted	1,517,176	$ 2.21
Exercised	(834)	$ 1.95
Forfeited	(17,915)	$ 1.95
Expired	-	$ -
Outstanding and expected to vest, September 30, 2024	4,010,988	$ 2.03

The following table discloses information regarding outstanding and exercisable options at September 30, 2024:

	Outstanding			Exercisable	
Exercise Price Range	Number of Option Shares	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)	Number of Option Shares	Weighted Average Exercise Price
$ 0.00 - 1.00	256,500	$ 0.80	6.45	256,500	$ 0.80
$ 1.01 - 2.00	1,646,062	$ 1.81	7.13	1,060,836	$ 1.78
$ 2.01 - 3.00	2,097,176	$ 2.33	9.13	751,854	$ 2.50
$ 3.01 - 6.00	11,250	$ 5.83	7.29	7,500	$ 5.83
	4,010,988	$ 2.03	8.13	2,076,690	$ 1.93

Aggregate intrinsic value is calculated as the difference between the exercise price of the underlying stock option and the fair value of the Company's common stock for stock options that were in-the-money at period end. As of September 30, 2024, the aggregate intrinsic value for the options vested and outstanding was $ 200,675 .

The total intrinsic value of stock options exercised during the nine months ended September 30, 2024, was $ 3,069 .

Stock Warrants

The following table summarizes the stock warrant activity for the nine months ended September 30, 2024:

	Warrants	Weighted-Average Exercise Price Per Share
Outstanding and exercisable, January 1, 2024	2,311,161	$ 0.71
Granted	-	$ -
Exercised	-	$ -
Forfeited	-	$ -
Expired	-	$ -
Outstanding and exercisable, September 30, 2024	2,311,161	$ 0.71

The following table discloses information regarding outstanding and exercisable warrants at September 30, 2024:

	Outstanding			Exercisable	
Exercise Price	Number of Warrant Shares	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)	Number of Warrant Shares	Weighted Average Exercise Price
$ 0.0001	1,913,661	$ 0.0001	-	1,913,661	$ 0.0001
$ 0.80	156,000	$ 0.80	6.48	156,000	$ 0.80
$ 6.25	241,500	$ 6.25	2.21	241,500	$ 6.25
	2,311,161	$ 0.71	0.67	2,311,161	$ 0.71

Aggregate intrinsic value is calculated as the difference between the exercise price of the underlying stock warrant and the fair value of the Company's common stock for stock warrants that were in-the-money at period end. As of September 30, 2024, the intrinsic value for the warrants vested and outstanding was $ 2,958,804 .

Nexcella Equity Transactions

The Nexcella 2022 Equity Incentive Plan (the "2022 Plan") allows for Nexcella's Board of Directors to grant various forms of incentive awards initially covering up to 375,000 shares of common stock. On May 29, 2023, Nexcella's Board of Directors approved the Second Amended and Restated Nexcella 2022 Equity Incentive Plan, which increased to the number of shares of Nexcella common stock issuable under the plan from 375,000 shares to 607,640 shares. On August 11, 2023, Nexcella's Board of Directors requested the Third Amended and Restated 2022 Equity Incentive Plan, which increased the number of shares of Nexcella common stock issuable under the plan from 607,640 t o 800,000 shares. The Nexcella shareholders subsequently approved the increase in Nexcella common stock issuable under the plan to 800,000 shares. On May 17, 2024, upon absorption into the Company, the 2022 Plan ceased to exist.

Common stock

On March 13, 2024, pursuant to the terms of the Founders Agreement, Nexcella issued 238,220 shares of common stock to the Company as a PIK Dividend based on the total dilutive shares of Nexcella outstanding as of March 12, 2024.

Restricted Stock Awards

During the three and nine months ended September 30, 2024, the Company recorded stock-based compensation expense of $ 0 and $ 402,163 , respectively, related to the total fair value of the previously issued restricted stock awards, which was included in general and administrative expenses. Pursuant to the Merger, the Company issued to the former participants in the Nexcella 2022 Equity Incentive Plan, 275,759 restricted stock awards to receive common stock in the Company. The shares were issued on a pro-rata basis and resulted in no change in fair value. As a result, there was no remaining unvested stock-based compensation expense under Nexcella.

Stock Options

The Company recognized stock-based compensation of $ 0 and $ 148,319 related to stock options for the three and nine months ended September 30, 2024, respectively, which is included in general and administrative expenses. Pursuant to the Merger, the Company issued to the former participants in the Nexcella 2022 Equity Incentive Plan, options to purchase up to 595,676 shares of Company common stock under the Company's Amended and Restated 2021 Omnibus Equity Incentive Plan. The options were issued on a pro-rata basis and resulted in no change in fair value. As a result, there was no remaining unvested stock-based compensation expense under Nexcella.

The following table summarizes the stock option activity for the nine months ended September 30, 2024 for Nexcella:

	Options	Weighted-Average Exercise Price Per Share
Outstanding and exercisable, January 1, 2024	186,528	$ 6.49
Granted	-	$ -
Exercised	-	$ -
Forfeited	(186,528)	$ 6.49
Expired	-	$ -
Outstanding and expected to vest, September 30, 2024	-	$ -

Note 8 – Licenses Acquired

Research and License Agreement with HADASIT and BIRAD

On December 8, 2022, Nexcella entered into a Research and License agreement with HADASIT and BIRAD (collectively, the "Licensors") to acquire intellectual property rights pertaining to CAR-T (the "H&B License"). Pursuant to the H&B License, Nexcella paid the Licensors an upfront license fee of $ 1.5 million in December 2022 (included in research and development expenses on the consolidated statements of operations and comprehensive loss). Additional quarterly payments totaling approximately $13 million related to the Company's ongoing support of the CAR-T clinical trials currently ongoing at HADASIT, are due through September 2026, along with an annual license fee of $50,000 . Future royalty payments of 5 % are due on net sales of licensed products, combined with sales milestone payments in the aggregate amount of up to $ 2 0 million when annual net sales reach certain thresholds for each licensed product. The royalties for each licensed product on a country-to-country basis are to be paid through the latter of (a) the expiration of the last-to-expire valid claim under a licensed patent (if any) in such country; (b) the date of expiration of any other Exclusivity Right (as defined in the H&B License) or data protection period granted by a regulatory or other governmental authority with respect to a licensed product that provides exclusivity in the relevant country; or (c) the end of a period of 15 years from the date of the First Commercial Sale (as defined in the H&B License) of the applicable Licensed Product (as defined in the H&B License) in such country. The H&B License remains with the Company after the Nexcella Absorption.

During the nine months ended September 30, 2024 and 2023, the Company recorded R&D expenses of $ 2,393,063 and $ 1,929,601 , respectively, related to the license agreement.

Patent License Agreement with U.S. Medical Research Foundation

In August 2024, the Company entered into a Patent License Agreement ("License Agreement") with a U.S. medical research foundation pursuant to which the Company was granted certain exclusive and nonexclusive licenses and sublicenses to intellectual and tangible property for the development and commercialization of cell therapy products ("Licensed Products"). Pursuant to the terms of the License Agreement, the Company shall pay an up-front payment in three installments of $ 500,000 , with the first installment due concurrent with the signing of the agreement and the second and third installments due in January and July 2025, respectively. Under the license agreement, the Company must also pay a mid-single-digit net licensed product sales royalty, and milestone payments corresponding with the initiation and completion of Phase II studies in the amounts of $ 1.5 million and $ 2 million, respectively, as well as a $ 10 million milestone payment at the initiation of Phase III studies and a $ 13.5 million dollar milestone payment in the event of first commercial sale of a licensed product. To date, no amounts have been paid under this license agreement.

Note 9 - CIRM Grants

On July 25, 2024, the Company was awarded an $ 8 million grant from the California Institute for Regenerative Medicine to support the clinical development of chimeric antigen receptor T-cell therapy NXC-201 for the treatment of relapsed/refractory AL Amyloidosis. The award is payable to the Company upon achievement of milestones that are primarily based on patient enrollment in the Company's clinical trials. Additionally, if CIRM determines, in its sole discretion, that the Company has not complied with the terms and conditions of the grant, CIRM may suspend or permanently cease disbursements. Funds received under this grant may only be used for allowable project costs specifically identified with the CIRM-funded project. Such costs can include, but are not limited to, salary for personnel, itemized supplies, consultants, and itemized clinical study costs. Under the terms of the grant, both CIRM and the Company will co-fund the research project and the amount of the Company's co-funding requirement is predetermined as a part of the award. The Company signed the grant agreement in November 2024 and expects to begin receiving funds from the grant beginning in November of 2024.

Note 10 – Leases

In January 2024, the Company entered into a long-term operating lease agreement for 14,000 square feet of biopharmaceutical manufacturing space in California under a non-cancelable operating lease that expires in December 2033. Under the terms of the lease, the Company is required to pay monthly base rents ranging from $ 11,900 to $ 16,218 , and pay its proportionate share of property taxes, insurance and normal maintenance costs. The lease agreement includes two options to extend the lease for a term of five years each.

The components of lease cost for operating leases, which are recorded in general and administrative expenses in the accompanying condensed consolidated statement of operations, for the three and nine months ended September 30, 2024 were as follows:

	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024
Operating lease cost	$ 42,150	$ 126,450
Short-term lease cost	12,196	44,020
Total lease cost	$ 54,346	$ 170,470

The following table summarizes the lease-related assets and liabilities recorded in the consolidated balance sheets at September 30, 2024:

	September 30, 2024
Operating Leases	-
Operating lease right-of-use assets	$ 1,010,205
Right of use liability operating lease current portion	$ 62,715
Right of use liability operating lease long term	1,026,340
Total operating lease liabilities	$ 1,089,055

The Company utilizes the incremental borrowing rate in determining the present value of lease payments unless the implicit rate is readily determinable. The Company estimated its incremental borrowing rate to be 8 %. The lease has a remaining term of 9.25 years and an implicit weighted average interest rate of 8 %.

The following table provides the maturities of lease liabilities at September 30, 2024:

	Operating Leases
2024 (remaining 3 months)	$ 35,700
2025	147,798
2026	152,971
2027	158,325
2028 and thereafter	1,073,349
Total future undiscounted lease payments	1,568,143
Less: Interest	(479,088)
Present value of lease liabilities	$ 1,089,055

Note 11 – Commitments and Contingencies

Indemnifications

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and may provide for indemnification of the counterparty. The Company's exposure under these agreements is unknown because it involves claims that may be made against it in the future, but have not yet been made. To date, the Company has not been subject to any claims or been required to defend any action related to its indemnification obligations.

The Company indemnifies each of its directors and officers for certain events or occurrences, subject to certain limits, while the director is or was serving at the Company's request in such capacity, as permitted under Delaware law and in accordance with its certificate of incorporation and bylaws. The term of the indemnification period lasts as long as the director or officer may be subject to any proceeding arising out of acts or omissions of such individual in such capacity. The maximum amount of potential future indemnification is unlimited. The Company believes that the fair value of these indemnification obligations is minimal. Accordingly, the Company has not recognized any liabilities relating to these obligations as of September 30, 2024.

Legal Proceedings

From time to time the Company may be involved in claims that arise during the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, the Company does not currently have any pending litigation to which it is a party or to which its property is subject that it believes to be material. Regardless of the outcome, litigation can be costly and time consuming, and it can divert management's attention from important business matters and initiatives, negatively impacting the Company's overall operations.

Employment Agreements

On June 18, 2021, the Company entered into an Employment Agreement with Ilya Rachman (as amended, the "Rachman Employment Agreement"), effective for a three-year term, subject to the terms of the agreement which provide that unless the Company and Dr. Rachman have otherwise agreed in writing, if Dr. Rachman continues to work for the Company after the expiration of the term (which he has), his employment shall be under the same terms and conditions provided for in the Rachman Employment Agreement, except that his employment will be on an "at will" basis and the provisions of the agreement allowing for Dr. Rachman to terminate the agreement for "good reason" and for Dr. Rachman to be paid severance in the event his employment is terminated by the Company without cause or by Dr. Rachman for good reason will no longer apply, and the Rachman Employment Agreement currently remains in effect pursuant to such terms. Pursuant to the Rachman Employment Agreement, the Company employs Dr. Rachman as Chief Executive Officer and Dr. Rachman was entitled to a base salary of $ 360,000 annually. Dr. Rachman was also entitled to a performance-based bonus of 100 % of the base salary (subject to, and determined by, the Board in its sole discretion) plus additional performance bonuses to be determined by the Board. On November 9, 2022 and May 12, 2023, the Company entered into amendments to the Rachman Employment Agreement dated as of June 18, 2021 pursuant to which (i) Dr. Rachman's annual base salary was increased to $ 425,000 and $ 446,000 , retroactive as of January 1, 2022 and 2023, respectively and on November 9, 2023, and (ii) the agreement was amended to entitle Dr. Rachman to a performance-based bonus of up to 50 % of his base salary (subject to, and determined by, the Board in its sole discretion) plus additional performance bonuses to be determined by the Board. On February 6, 2024, the Compensation Committee of the Board of Directors approved an increase in the annual base salary and on May 9, 2024, the Company entered into an amendment to the Rachman Employment Agreement pursuant to which Dr. Rachman's annual base salary was increased to $ 475,000 , effective January 1, 2024. Dr. Rachman's employment agreement contains provisions for the protection of the Company's intellectual property and contains non-compete restrictions in the event of his termination other than by the Company without "cause" or by Dr. Rachman with "good reason" (generally imposing restrictions on (i) employment or consultation with competing companies or customers, (ii) recruiting or hiring employees for a competing company and (iii) soliciting or accepting business from our customers for a period of six months following termination). Pursuant to the Rachman Employment Agreement, Dr. Rachman may serve as a consultant to, or on board of directors of, or in any other capacity to, other companies provided that they will not interfere with the performance of his duties to the Company. The full amount of the base salary and any bonus payments are included in general and administrative expenses.

On March 18, 2021, the Company entered into a Management Services Agreement with Alwaysraise LLC, an entity which Gabriel Morris, the Company's Chief Financial Officer and a member of the Board, is sole member, which was amended effective June 18, 2021 (as amended, the "Morris MSA"). The Morris MSA had an initial two-year term, automatically renewable thereafter for successive one year terms unless terminated by either party, and currently has a term through March 18, 2025. Pursuant to the Morris MSA, the Company employs Mr. Morris as Chief Financial Officer and Mr. Morris was entitled to a base salary of $ 240,000 annually beginning in December 2021 ($ 120,000 annually prior). Mr. Morris was also entitled to a performance-based bonus of 100 % of the base salary (subject to, and determined by, the Board in its sole discretion) plus additional performance bonuses to be determined by the Board. On November 9, 2022 and May 12, 2023, the Company entered into amendments to the Morris MSA dated as of March 24, 2021, pursuant to which (i) Mr. Morris' annual base salary was increased to $ 425,000 and $ 446,000 , retroactive as of January 1, 2022 and 2023, respectively, and on November 9, 2023, and (ii) Mr. Morris is entitled to a performance-based bonus of up to 50 % of his base salary (subject to, and determined by, the Board in its sole discretion) plus additional performance bonuses to be determined by the Board. Unless terminated by the Company without "cause" or by Alwaysraise LLC (as such terms are defined in the Morris MSA), upon termination, Mr. Morris will be entitled only to his base salary through the date of termination, valid expense reimbursements and unused vacation pay. If terminated by the Company without "cause," he is entitled to be paid his base salary through the end of the term at the rate of 150 %, valid expense reimbursements and accrued but unused vacation pay. On February 6, 2024, the Compensation Committee of the Board of Directors approved an increase in annual base salary, and on May 9, 2024, the Company entered into an amendment to the Morris MSA pursuant to which Mr. Morris' annual base salary was increased to $ 475,000 , effective January 1, 2024. The Morris MSA contains provisions for the protection of the Company's intellectual property and confidential information. The full amount of the base salary and any bonus payments are included in general and administrative expenses.

On June 24, 2021, the Company issued an offer letter to Graham Ross Oncology Consulting Services Ltd., a United Kingdom company, of which Graham Ross, the Company's Acting Chief Medical Officer and Head of Clinical Development is the sole member, regarding Dr. Ross's provision of consultative services to the Company (the "Offer Letter"). Pursuant to the Offer Letter (signed by Dr. Ross on June 24, 2021), Dr. Ross is entitled to an hourly rate for his consulting services and an option grant. On June 24, 2021, the Company also signed a mutual confidentiality and non-disclosure agreement with Graham Ross Oncology Consulting Services Ltd.

Collaboration Agreement

In August 2021, the Company entered into a Clinical Collaboration and Supply Agreement with BeiGene Ltd. ("BeiGene") for a combination Phase 1b clinical trial in solid tumors of IMX-110 and anti-PD-1 Tislelizumab (the subject of a collaboration and license agreement among BeiGene and Novartis). Under the terms of the agreement, the Company will conduct the combination trial. The cost of Tislelizumab manufacture and supply (including shipping, taxes and duty if applicable and any third-party license payments that may be due) will be solely borne by BeiGene. To date, no amounts have been paid to BeiGene.

Note 12 – Subsequent Events

Common Stock Issuance – Marketing Services Agreements

Subsequent to September 30, 2024, the Company issued 27,062 shares of restricted common stock valued at $ 45,000 for investor relations services based on the average closing price for the prior 10 trading days pursuant to a marketing services agreement entered into on July 25, 2023.

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 unaudited interim condensed consolidated financial statements and the related notes appearing elsewhere in this Quarterly Report on Form 10-Q. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled "Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as may be amended, supplemented or superseded from time to time by other reports we file with the SEC. All amounts in this report are in U.S. dollars,

unless otherwise noted.

Throughout this Quarterly Report on Form 10-Q, references to "we," "our," "us," the "Company," "Immix," or "Immix Biopharma" refer to Immix Biopharma, Inc., individually, or as the context requires, collectively with its subsidiaries.

Our logo and some of our trademarks and tradenames are used in this Report. This Report also includes trademarks, tradenames and service marks that are the property of others. Solely for convenience, trademarks, tradenames and service marks referred to in this Report may appear without the ®, ™ and SM symbols. References to our trademarks, tradenames and service marks are not intended to indicate in any way that we will not assert to the fullest extent under applicable law our rights or the rights of the applicable licensors if any, nor that respective owners to other intellectual property rights will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend the use or display of other companies' trademarks and trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

Certain capitalized terms used below and otherwise defined below, have the meanings given to such terms in the footnotes to our unaudited consolidated financial statements included above under "Part I – Financial Information" – "Item 1. Financial Statements".

Unless the context otherwise requires and for the purposes of this Report only:

- "Exchange Act" refers to the Securities Exchange Act of 1934, as amended;
- "SEC" or the "Commission" refers to the United States Securities and Exchange Commission; and
- "Securities Act" refers to the Securities Act of 1933, as amended.

Available Information

We file annual, quarterly, and current reports, proxy statements and other information with the Securities and Exchange Commission. Our SEC filings (reports, proxy information statements, and other information) are available to the public over the Internet at the SEC's website at www.sec.gov and are available for download, free of charge, soon after such reports are filed with or furnished to the SEC, on the "Investor & News," "SEC Filings" page of our website at www.immixbio.com. Copies of documents filed by us with the SEC are also available from us without charge, upon oral or written request to our Secretary, who can be contacted at the address and telephone number set forth on the cover page of this Report. The information contained on the websites referenced in this Report is not incorporated by reference into this filing. Further, the Company's references to website URLs are intended to be inactive textual references only.

Overview

Immix Biopharma, Inc. is a clinical-stage biopharmaceutical company focused on the application of chimeric antigen receptor cell therapy ("CAR-T") in light chain (AL) Amyloidosis and select immune-mediated diseases. Our lead cell therapy candidate is U.S. Food and Drug Administration ("FDA") investigational new drug ("IND") cleared CAR-T NXC-201, currently being evaluated in our ongoing United States Phase 1b/2 NEXICART-2 (NCT06097832) clinical trial and our ex-U.S. phase 1b/2a NEXICART-1 (NCT04720313) clinical trial.

NXC-201 has been awarded Orphan Drug Designation ("ODD") by both the FDA and European Commission ("EMA") in AL Amyloidosis.

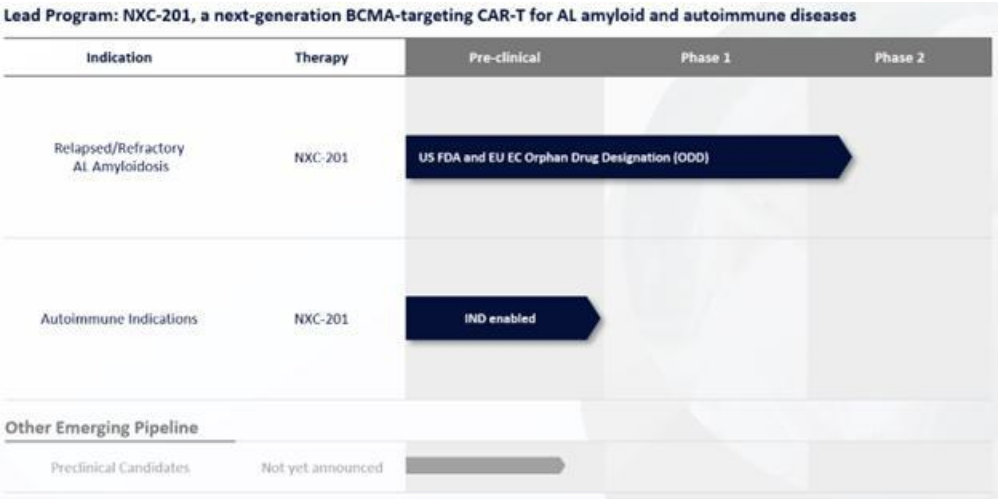
Our mission is to harness the immune system through innovative cell therapies and other modalities to deliver widely accessible cures in select immune-mediated diseases and other indications, as we believe patients are waiting.

Our strategy is to:

- Develop our lead candidate CAR-T NXC-201 in AL Amyloidosis and select immune-mediated diseases; and
- Pursue development of NXC-201 and additional cell therapy candidates in other applicable indications where CAR-T is not an approved therapy today.

Our N-GENIUS platform has produced our clinical-stage lead candidate NXC-201, a next-generation CAR-T for AL Amyloidosis and select immune-mediated diseases.

Figure 1: ImmixBio Pipeline



NXC-201 is in clinical trials to treat relapsed/refractory AL Amyloidosis.

AL amyloidosis is a life-threatening immunological disorder in which an abnormal protein called amyloid builds up in tissues and organs. This abnormal protein is produced by long-lived plasma cells ("LLPCs"), a type of immune B-cell. The signs and symptoms of AL amyloidosis vary among

patients because build-up may occur in the heart (most frequent cause of mortality), liver, kidneys, intestines, muscles, joints, nerves, or spleen, according to the National Institutes of Health ("NIH"). Diagnosis is frequently delayed, due to varied and non-specific symptoms including: fatigue, weight loss, shortness of breath, dizziness, and numbness in hands and feet. Upon diagnosis, many patients already have late-stage disease, and are not aware of available treatment options and clinical trials.

As of September 2024, there are no FDA approved drugs for relapsed/refractory AL Amyloidosis.

The U.S. observed prevalence of relapsed/refractory AL Amyloidosis is growing 12% per year according to Staron, et al Blood Cancer Journal 2021, estimated to reach 33,277 patients in 2024. Untreated patients with AL amyloidosis and cardiac involvement have a median survival of less than 1 year, according to Quock, et al. Journal of Comparative Effective Research, 2023. The current market size for amyloidosis therapies is estimated at $3.6 billion, expected to reach $6 billion in 2027, according to Grand View Research.

As of September 2024, we have treated 3 relapsed/refractory AL Amyloidosis patients in the United States in our ongoing Phase 1b/2 multi-site NEXICART-2 (NCT06097832) U.S. clinical trial. Memorial Sloan Kettering Cancer Center is the lead NEXICART-2 clinical site.

As of September 30, 2024, we have treated 13 relapsed/refractory AL Amyloidosis patients in our ongoing Phase 1b/2a NEXICART-1 (NCT04720313) ex-U.S. clinical trial.

In September 2023, the FDA granted ODD to NXC-201 for the treatment of AL Amyloidosis. If a product that has ODD subsequently receives the first FDA approval for the disease for which it has such designation, the product is entitled to orphan drug exclusive approval (or exclusivity), which means that the FDA may not approve any other applications to market the same drug for the same indication for 7 years (except in limited circumstances, such as a showing of clinical superiority to the product with orphan drug exclusivity).

In November 2023, the FDA cleared an IND application for NXC-201 to enroll U.S. patients into NXC-201 clinical trials.

In December 2023, NXC-201 clinical data in relapsed/refractory AL Amyloidosis was presented in an oral presentation at the 65 th annual American Society of Hematology ("ASH") meeting, covering 10 relapsed/refractory AL Amyloidosis patients treated with NXC-201, indicating an overall response rate of 100% (10/10) and a complete response rate of 70% (7/10).

In February 2024, the European Commission ("EC") granted orphan drug designation to NXC-201 for the treatment of AL Amyloidosis. Benefits of European ODD include: 10 years of market exclusivity once authorized in the EU; Access to the EU centralized authorization procedure; and reduced fees for EU protocol assistance, marketing authorization applications, inspections before authorization, applications for changes to marketing authorizations made after approval, and reduced annual fees.

Our Other Programs

Our other programs include NXC-201 for select immune-mediated diseases, a $25 billion combined annual market size according to Grand View Research and Fortune Business Insights and other preclinical candidates.

While our focus is NXC-201 in AL Amyloidosis and select immune-mediated diseases, we continue to collect and organize IMX-110 data in monotherapy for soft tissue sarcoma, a $3 billion market size according to Medgadget, and in combination with anti-PD-1 for colorectal cancer, a $27 billion market size according to IndustryARC, to evaluate next steps.

Since inception, we have devoted substantially all of our resources to developing product and technology rights, conducting research and development, organizing and staffing our Company, business planning and raising capital. We operate as one business segment and have incurred recurring losses, the majority of which are attributable to research and development activities and negative cash flows from operations. We have funded our operations primarily through the sale of equity securities. Currently, our primary use of cash is to fund operating expenses, which consist primarily of research and development expenditures, and to a lesser extent, general and administrative expenditures. We expect to continue to incur significant expenses and operating losses for the foreseeable future as we advance our product candidates through all stages of development and clinical trials and, ultimately, seek regulatory approval. In addition, if we obtain regulatory approval for any of our product candidates, we expect to incur significant commercialization expenses related to product manufacturing, marketing, sales and distribution. Furthermore, we incur costs associated with operating as a public company, including significant legal, accounting, investor relations and other expenses. Our net losses may fluctuate significantly from quarter-to-quarter and year-to-year, depending on the timing of our clinical trials and our expenses on other research and development activities.

Absorption of Nexcella Subsidiary

On May 20, 2024, Nexcella, was merged (the "Merger") with and into the Company, with the Company as the surviving corporation. The Merger was effected pursuant to Section 253 of the Delaware General Corporation Law ("DGCL") when the Company filed a Certificate of Ownership and Merger ("Certificate of Merger") with the Secretary of State of the State of Delaware. Immediately prior to the Merger, the Company owned greater than 95% of the outstanding common stock on a fully diluted basis of Nexcella, par value $0.0001 per share (the "Nexcella Shares"), and 100% of the outstanding shares of each other class of capital stock of Nexcella. Under the DGCL, the only approval required was that of the Company's Board of Directors for the Merger to become effective. As a result of the Merger, Nexcella ceased to exist and all assets, operations and other property and rights of Nexcella have been succeeded to by the Company. Pursuant to the terms of the Certificate of Merger, as a result of the Merger, each of the outstanding Nexcella Shares (other than Nexcella Shares held by the Company) were converted, into common stock of the Company ("Company Merger Shares"). In connection with the Merger, the Company issued 989,876 shares of its common stock to the former stockholders of Nexcella (other than shares held by the Company) (including Company common stock issued to third-party cash investors in Nexcella) (the "Merger Shares"). In addition, the Company issued to the former participants in the Nexcella 2022 Equity Incentive Plan, 275,759 restricted stock awards to receive common stock in the Company and options to purchase up to 595,676 shares of Company common stock at an exercise price of $2.47 per share (the closing price on May 17, 2024), under the Company's Amended and Restated 2021 Omnibus Equity Incentive Plan.

Research and License Agreement with Hadasit and BIRAD

On December 8, 2022, our subsidiary Nexcella entered into a Research and License Agreement (the "Agreement") with Hadasit Medical Research Services & Development, Ltd. and BIRAD – Research and Development Company Ltd. (collectively, the "Licensors") pursuant to which the Licensors granted to Nexcella an exclusive, worldwide, royalty-bearing license throughout the world, except Israel, Cyprus and other countries in the Middle East (the "Territory") to an invention entitled "Anti-BCMA CAR-T cells to target plasma cell" to develop, manufacture, have manufactured, use, market, offer for sale, sell, have sold, export and import Licensed Product (as defined in the Agreement). Pursuant to the Agreement, Nexcella paid the Licensors an upfront fee of $1,500,000 in December 2022. Additional quarterly payments totaling approximately $13.0 million are due through September 2026 along with an annual license fee of $50,000. Nexcella has agreed to pay royalties to the Licensors equal to 5% of Net Sales (as defined in the

Agreement) during the Royalty Period. “Royalty Period” means for each Licensed Product, on a country-to-country basis, the period commencing on December 8, 2022, and ending on the later of (a) the expiration of the last to expire Valid Claim (as defined in the Agreement) under a Licensed Patent (as defined in the Agreement), if any, in such country, (b) the date of expiration of any other Exclusivity Right (as defined in the Agreement) or data protection period granted by a regulatory or other governmental authority with respect to a Licensed Product, or (c) 15 years from the date of First Commercial Sale (as defined in the Agreement) of a Licensed Product in such country.

In addition, Nexcella is required to pay sales milestone payments of up to $20 million for Net Sales exceeding $700 million and Nexcella has committed to funding NXC-201 clinical trials in Israel over four years for an estimated total cost of approximately $13 million, spread out on a quarterly basis over that period, which Nexcella believes will generate clinical trial data owned by Nexcella. The term of the Agreement commenced on December 8, 2022 and, unless earlier terminated pursuant to the terms thereof, will continue in full force and effect until the later of the expiration of the last Valid Claim under a Licensed Patent or a Joint Patent (as defined in the Agreement) or Exclusivity Right covering a Licensed Product or the expiration of a continuous period of 15 years during which there shall not have been a First Commercial Sale of any Licensed Product in any country in the world. Licensors may terminate the Agreement immediately if Nexcella or its affiliates or sublicensees commences an action in which it challenges the validity, enforceability or scope of any of the Licensed Patents or Joint Patents. In addition, either party may terminate the Agreement if the other party materially breaches the Agreement and fails to cure such breach within 30 days. Additionally, Licensors may terminate the Agreement if Nexcella becomes insolvent or files for bankruptcy.

The license remains with the Company after the Nexcella Absorption.

July 2023 ATM Offering

On July 14, 2023, we entered into an ATM Sales Agreement (the “July Sales Agreement”) with the Sales Agent pursuant to which we may offer and sell, from time to time, through the Sales Agent, shares of our common stock, subject to the terms and conditions set forth in the July Sales Agreement. Initially, we are eligible to sell up to $4,200,000 worth of shares of our common stock as the aggregate market value of our shares of common stock eligible for sale under the July Sales Agreement is subject to the limitations of General Instruction I.B.6 of Form S-3 until such time that our public float equals or exceeds $75.0 million. In the event the aggregate market value of our outstanding common stock held by non-affiliates equals or exceeds $75.0 million, then the one-third limitation on sales set forth in General Instruction I.B.6 of Form S-3 will not apply to additional sales made pursuant to the July Sales Agreement. We agreed to pay the Sales Agent a commission rate of 3.75% of the aggregate gross proceeds from the sale of the shares of our common stock pursuant to the July Sales Agreement and have paid an expense deposit of $15,000 to the Sales Agent, which will be applied against the actual out-of-pocket accountable expenses. In addition, we have agreed to reimburse the Sales Agent for all expenses related to the offering including, without limitation, the fees and expenses of the Sales Agent’s legal counsel up to $50,000, and to reimburse the Sales Agent, upon request, for such costs, fees and expenses in an amount not to exceed $7,500 on a quarterly basis for the first three fiscal quarters of each year and $10,000 for the fiscal fourth quarter of each year. The offering pursuant to the July Sales Agreement will terminate upon the earlier of (i) the sale of all of the shares of common stock subject to the July Sales Agreement and (ii) termination of the July Sales Agreement as permitted therein. We may terminate the July Sales Agreement in our sole discretion at any time by giving ten days’ prior notice to the Sales Agent. The Sales Agent may terminate the July Sales Agreement under the circumstances specified in the July Sales Agreement and in its sole discretion at any time by giving ten days’ prior notice to us. In addition, the July Sales Agreement may be terminated upon mutual agreement by us and the Sales Agent.

From July 14, 2023 through February 5, 2024, the Company has sold 328,136 common shares pursuant to the July ATM Facility for net proceeds of $1,091,887, after offering expenses. On February 5, 2024, the Company suspended, and is not offering any shares of its common stock pursuant to, the prospectus supplement dated July 14, 2023, relating to the July Sales Agreement by and between the Company and ThinkEquity LLC. The Company will not make any sales of common stock pursuant to the July Sales Agreement unless and until a new prospectus supplement is filed with the SEC; however, the Sales Agreement remains in full force and effect.

Public Offering

On February 5, 2024, the Company entered into an Underwriting Agreement (the “Agreement”) with Titan Partners Group LLC, a division of American Capital Partners, LLC (the “Underwriter”), relating to an underwritten offering (the “Offering”) of 5,535,055 shares of common stock of the Company. The public offering price was $2.71 per share of Common Stock and the Underwriter agreed to purchase the Common Stock pursuant to the Underwriting Agreement at a price of $2.5203 per share. On February 8, 2024, the Company closed the offering and received net proceeds of $13,565,760, after deducting underwriting discounts and commissions and estimated offering expenses. Pursuant to the Agreement, the Company granted the Underwriter a 30-day over-allotment option to purchase up to an additional 783,970 shares of Common Stock which was exercised in full on March 1, 2024 for net proceeds of $1,954,594, after deducting underwriting discounts and offering expenses.

Results of Operations

Three Months Ended September 30, 2024 compared to the Three Months Ended September 30, 2023

General and Administrative Expense

General and administrative expenses were $2,949,403 for the three months ended September 30, 2024, compared to $2,417,776 for the three months ended September 30, 2023.

The expenses incurred in both periods were related to salaries, patent maintenance costs and general accounting and other general consulting expenses, which were higher for the three months ended September 30, 2024, due to increased investor relations services of $543,383, increased compensation expense of $355,670, due to hiring of additional employees; and increased other general expenses of $11,227, offset by decreased professional services of $309,561 primarily driven by a significant decrease in legal fees related to the Nexcella subsidiary and decreased stock-based compensation of $69,092 from a reduction in equity awards issued.

Research and Development Expense

Research and development expense was $4,445,528 for the three months ended September 30, 2024, compared to $2,106,020 for the three months ended September 30, 2023.

The increased research and development expenses during the three months ended September 30, 2024, as compared to the three months ended September 30, 2023, were related to our ongoing Phase 1b/2a clinical trial and our CAR-T clinical trial, including, but not limited to, CRO and related costs for maintaining and treating patients in the clinical trial, as well as site onboarding costs and license fees.

Interest Income

Interest income was $256,680 for the three months ended September 30, 2024, compared to $186,691 for the three months ended September 30, 2023. Interest income in the current period was related to interest received on investments in a money market fund and increased from the prior period as a result of the Company maintaining higher balances in money market funds during the current period.

Provision for Income Taxes

Provision for income taxes for the three months ended September 30, 2024 was $11,144, compared to $6,807 for the three months ended September 30, 2023, due to withholding taxes relating to our Australian subsidiary.

Net Loss

Net loss for the three months ended September 30, 2024 was $7,149,395, compared to $4,343,912 for the three months ended September 30, 2023, which increase was due primarily to the increase in general and administrative expenses and research and development expenses, as discussed in greater detail above.

Nine Months Ended September 30, 2024 compared to the Nine Months Ended September 30, 2023

General and Administrative Expense

General and administrative expenses were $7,769,224 for the nine months ended September 30, 2024, compared to $5,130,977 for the nine months ended September 30, 2023.

The expenses incurred in both periods were related to salaries, patent maintenance costs and general accounting and other general consulting expenses, which were higher for the nine months ended September 30, 2024, due to increased investor relations services of $1,199,230, increased professional services of $65,764, both due to service scope expansion and price increases, increased compensation of $548,112 due to hiring additional employees, increased stock-based compensation of $462,645 from additional equity awards issued, and increased other general expenses of $362,496.

Research and Development Expense

Research and development expense was $9,918,336 for the nine months ended September 30, 2024, compared to $5,634,284 for the nine months ended September 30, 2023.

The increased research and development expenses during the nine months ended September 30, 2024, as compared to the nine months ended September 30, 2023, were related to our ongoing Phase 1b/2a clinical trial and our CAR-T clinical trial, including, but not limited to, CRO and related costs for maintaining and treating patients in the clinical trial, as well as site onboarding costs and license fees.

Interest Income

Interest income was $831,503 for the nine months ended September 30, 2024, compared to $343,431 for the nine months ended September 30, 2023. Interest income in the current period was related to interest received on investments in a money market fund, which increased as a result of the Company maintaining higher balances in money market funds during the current period.

Provision for Income Taxes

Provision for income taxes for the nine months ended September 30, 2024 was $30,252 compared to $18,326 for the nine months ended September 30, 2023, due to withholding taxes relating to our Australian subsidiary.

Net Loss

Net loss for the nine months ended September 30, 2024 was $16,886,309 compared to $10,440,156 for the nine months ended September 30, 2023, which increase was due primarily to the increase in general and administrative expenses and research and development expenses, each as discussed in greater detail above.

Liquidity and Capital Resources

Our primary use of cash is to fund operating expenses, which consist of research and development expenditures and various general and administrative expenses. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the change in our outstanding accounts payable, accrued expenses and prepaid expenses.

Because of the numerous risks and uncertainties associated with research, development and commercialization of pharmaceutical products, we are unable to estimate the exact amount of our operating capital requirements. Our future funding requirements will depend on many factors, including, but not limited to:

- the scope, timing, progress and results of discovery, pre-clinical development, laboratory testing and clinical trials for our product candidates;
- the costs of manufacturing our product candidates for clinical trials and in preparation for regulatory approval and commercialization;
- the extent to which we enter into collaborations or other arrangements with additional third parties in order to further develop our product candidates;
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims;
- the costs and fees associated with the discovery, acquisition or in-license of additional product candidates or technologies;
- expenses needed to attract and retain skilled personnel;
- the costs associated with being a public company;
- the costs required to scale up our clinical, regulatory and manufacturing capabilities;
- the costs of future commercialization activities, if any, including establishing sales, marketing, manufacturing and distribution capabilities, for any of our product candidates for which we receive regulatory approval; and

- revenue, if any, received from commercial sales of our product candidates, should any of our product candidates receive regulatory approval.

As of September 30, 2024, we had $16.2 million of working capital.

On July 25, 2024, the Company was awarded an $8 million grant from the California Institute for Regenerative Medicine (CIRM) to support the clinical development of chimeric antigen receptor T-cell therapy NXC-201 for the treatment of relapsed/refractory AL Amyloidosis. The award is payable to the Company upon achievement of milestones that are primarily based on patient enrollment in the Company's clinical trials. Additionally, if CIRM determines, in its sole discretion, that the Company has not complied with the terms and conditions of the grant, CIRM may suspend or permanently cease disbursements. Funds received under this grant may only be used for allowable project costs specifically identified with the CIRM-funded project. Such costs can include, but are not limited to, salary for personnel, itemized supplies, consultants, and itemized clinical study costs. Under the terms of the grant, both CIRM and the Company will co-fund the research project and the amount of the Company's co-funding requirement is predetermined as a part of the award. The Company signed the grant agreement in November 2024 and expects to begin receiving funds from the grant beginning in November of 2024.

We believe that our existing cash and cash equivalents as of September 30, 2024 will enable us to fund our operating expenses and capital expenditure requirements for at least the next 12 months. However, we may need additional funds depending on our operational needs and capital requirements for clinical trials, other research and development expenditures, and general and administrative expenses. We currently have no credit facility or committed sources of capital.

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our operations through a combination of equity offerings, debt financings, government or other third-party funding, commercialization, marketing and distribution arrangements, other collaborations, strategic alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, which dilution may be significant, and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a common stockholder. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates, or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce or terminate our research, product development or future commercialization efforts, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Cash used in operating activities

Net cash used in operating activities was $13,118,904 for the nine months ended September 30, 2024 and $8,694,001 for the nine months ended September 30, 2023. Net cash used in operating activities for the nine months ended September 30, 2024 was primarily related to our net loss of $16,886,309, offset by non-cash items of stock-based compensation expense of $2,314,920, depreciation expense of $12,338 and right of use asset amortization of $61,713. Operating activities also included an increase in accounts payable and accrued expenses of $2,120,531, an increase in the tax receivable of $746,748, and an increase in prepaid expenses of $7,932. Net cash used in operating activities for the nine months ended September 30, 2023, was primarily related to our net loss of $10,440,156, offset by non-cash items of stock-based compensation expense of $1,514,900 and depreciation expense of $2,392. Operating activities also included an increase in accounts payable of $1,580,248, an increase in the tax receivable of $427,476 and an increase in prepaid expenses of $923,909.

Cash used in investing activities

Net cash used in investing activities was $670,529 for the nine months ended September 30, 2024, consisting solely of purchase of property and operating equipment, compared to $38,912 for the nine months ended September 30, 2023.

Cash provided by financing activities

Net cash provided by financing activities was $15,948,567 for the nine months ended September 30, 2024 and $14,876,820 for the nine months ended September 30, 2023. Net cash provided by financing activities in 2024 was related to proceeds of $15,946,078 from the sale of common shares through a public offering. Net cash provided by financing activities in 2023 was related to proceeds of $5,002,284 from the sale of common shares through the at-the-market offerings, proceeds of $9,934,153 from the sale of common shares and pre-funded warrants in a private placement offering, and proceeds of $175,000 from the sale of common shares of our former majority-owned (now wholly-owned) subsidiary, Nexcella, offset by payments of deferred offering costs of $234,617.

Our continuation as a going concern is dependent upon our ability to obtain necessary financing to continue operations and the attainment of profitable operations. As of September 30, 2024, we have incurred an accumulated deficit of $70,212,617 and have not yet generated any revenue from operations. Management anticipates that our cash on hand and funds that may be raised pursuant to the July Sales Agreement and $8 million grant from CIRM will be sufficient to fund planned operations for at least 12 months from the filing date of this Quarterly Report on Form 10-Q.

We will have additional capital requirements going forward and may need to seek additional financing, which may or may not be available to us on acceptable terms, if at all.

JOBS Act

On April 5, 2012, the Jumpstart Our Business Startups Act (the "JOBS Act") was enacted. Section 107 of the JOBS Act provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies.

We have chosen to take advantage of the extended transition periods available to emerging growth companies under the JOBS Act for complying with new or revised accounting standards until those standards would otherwise apply to private companies provided under the JOBS Act. As a result, our financial statements may not be comparable to those of companies that comply with public company effective dates for complying with new or revised accounting standards.

Subject to certain conditions set forth in the JOBS Act, as an "emerging growth company," we intend to rely on certain of these exemptions, including, without limitation, (i) providing an auditor's attestation report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act of 2002, as amended, and (ii) complying with the requirement adopted by the Public Company Accounting Oversight Board regarding the communication of critical audit matters in the auditor's report on financial statements. We will remain an "emerging growth company" until the earliest

of (i) the last day of the fiscal year in which we have total annual gross revenues of $1.235 billion or more; (ii) the last day of our fiscal year following the fifth anniversary of the date of the completion of our initial public offering (December 31, 2026); (iii) the date on which we have issued more than $1 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the SEC.

Critical Accounting Policies and Use of Estimates

Our financial statements are prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Management regularly evaluates its estimates and judgments, including those related to revenue recognition, intangible assets, long-lived assets valuation, variable interest entities, and legal matters. Actual results may differ from these estimates which may be material. "Note 2 – Summary of Significant Accounting Policies" in Part I, Item 1 of this Quarterly Report on Form 10-Q and in the Notes to Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2022 Form 10-K"), and "Critical Accounting Policies" in Part II, Item 7 of the 2023 Form 10-K describe the significant accounting policies and methods used in the preparation of the Company's financial statements. There have been no material changes to the Company's critical accounting policies and estimates since the 2023 Form 10-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are not required to provide the information required by this Item as we are a "smaller reporting company," as defined in Rule 12b-2 of the Exchange Act.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our "disclosure controls and procedures" (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2024, the end of the period covered by this Quarterly Report on Form 10-Q. The term "disclosure controls and procedures" as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is accumulated and communicated to a company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Based on the evaluation of our disclosure controls and procedures as of September 30, 2024, our management, with the participation of our principal executive officer and principal financial officer has concluded that, based on such evaluation, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were not effective due to the material weakness described below.

Material Weakness in Internal Controls Over Financial Reporting

We identified a material weakness in our internal control over financial reporting that existed as of December 31, 2023. 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. We determined that we had a material weakness because, due to our small size, and our limited number of personnel, we did not have in place an effective internal control environment with formal processes and procedures, including adequate segregation of duties within account processes and systems, and journal entry processing and review, to allow for a detailed review of accounting transactions that would identify errors in a timely manner. Based on our assessment, our management concluded that, as of September 30, 2024, the material weakness still exists.

Notwithstanding the material weaknesses in our internal control over financial reporting, we have concluded that the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States of America.

Management's Plan to Remediate the Material Weakness

We are committed to continually improving our internal controls over financial reporting. Subsequent to December 31, 2023, we appointed a new vice president of finance and accounting and director of corporate strategy, as part of our program to develop and implement effective internal controls over financial reporting. Additionally, management is currently working on the plan to address the material weaknesses noted above.

The material weaknesses will not be considered remediated, however, until the applicable controls operate for a sufficient period and management has concluded, through testing, that these controls are operating effectively. As we continue to evaluate and work to improve our internal control over financial reporting, we may decide that additional measures are necessary to address these identified control deficiencies.

Changes in Internal Control

Other than the remediation actions noted above, there have been no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

ITEM 1A. RISK FACTORS.

Risk factors that affect our business and financial results are discussed in Part I, Item 1A "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2023 ("Annual Report") as filed with the SEC on March 29, 2024 and below. There have been no material changes in our risk factors from those previously disclosed in our Annual Report, except as set forth below. You should carefully consider the risks described in our Annual Report and below, which could materially affect our business, financial condition or future results. The risks described in our Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results. If any of the risks actually occur, our business, financial condition, and/or results of operations could be negatively affected.

Economic uncertainty may affect our access to capital and/or increase the costs of such capital.

Global economic conditions continue to be volatile and uncertain due to, among other things, consumer confidence in future economic conditions, fears of recession and trade wars, the price of energy, fluctuating interest rates, the availability and cost of consumer credit, the availability and timing of government stimulus programs, levels of unemployment, increased inflation, tax rates, and the war between Ukraine and Russia which began in February 2022, and Israel and Hamas, which began in October 2023 and which threatens to spread to other Middle Eastern countries. These conditions remain unpredictable and create uncertainties about our ability to raise capital in the future. In the event required capital becomes unavailable in the future, or more costly, it could have a material adverse effect on our business, future results of operations, and financial condition.

Our outstanding options and warrants may adversely affect the trading price of our securities.

As of September 30, 2024, we had (i) outstanding stock options to purchase an aggregate of 4,010,988 shares of common stock at a weighted average exercise price of $2.03 per share; (ii) outstanding Pre-Funded warrants to purchase 1,913,661 shares of common stock with an exercise price of $0.0001; and (iii) outstanding warrants to purchase 397,500 shares of common stock with a weighted average exercise price of $4.11 per share (when not including the Pre-Funded warrants). For the life of the options and warrants, the holders have the opportunity to profit from a rise in the market price of our common stock without assuming the risk of ownership. The issuance of shares upon the exercise of outstanding securities will also dilute the ownership interests of our existing stockholders.

The availability of these shares for public resale, as well as any actual resales of these shares, could adversely affect the trading price of our common stock. We cannot predict the size of future issuances of our common stock pursuant to the exercise of outstanding options or warrants or conversion of other securities, or the effect, if any, that future issuances and sales of shares of our common stock may have on the market price of our common stock. Sales or distributions of substantial amounts of our common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may cause the market price of our common stock to decline.

In addition, the common stock issuable upon exercise/conversion of outstanding convertible securities may represent overhang that may also adversely affect the market price of our common stock. Overhang occurs when there is a greater supply of a company's stock in the market than there is demand for that stock. When this happens the price of our stock will decrease, and any additional shares which stockholders attempt to sell in the market will only further decrease the share price. If the share volume of our common stock cannot absorb shares sold by holders of our outstanding convertible securities, then the value of our common stock will likely decrease.

A significant number of our shares are eligible for sale and their sale or potential sale may depress the market price of our common stock.

Sales of a significant number of shares of our common stock in the public market could harm the market price of our common stock. Most of our common stock is available for resale in the public market, including (a) outstanding stock options to purchase an aggregate of 4,010,988 shares of common stock at a weighted average exercise price of $2.03 per share; (b) Pre-Funded warrants to purchase 1,913,661 shares of common stock with an exercise price of $0.0001; and (c) 3,241,076 shares of common stock, the resale of which has been registered under the Securities Act. We have also filed certain Form S-8 Registration Statements pursuant to which we can issue unregistered stock in connection with awards under our equity plans. If a significant number of shares were sold, such sales would increase the supply of our common stock, thereby potentially causing a decrease in its price. Some or all of our shares of common stock, including those discussed above, may be offered from time to time in the open market pursuant to effective registration statements and/or compliance with Company insider trading policy, Exchange Act Section 16 and/or Rule 144, which sales could have a depressive effect on the market for our shares of common stock. Subject to certain restrictions, a person who has held restricted shares for a period of six months may generally sell common stock into the market. The sale of a significant portion of such shares when such shares are eligible for public sale may cause the value of our common stock to decline in value.

We may not receive the $8 million which we recently learned was granted to us by the California Institute for Regenerative Medicine.

On July 25, 2024, the Company learned that it was awarded an $8 million grant from the California Institute for Regenerative Medicine (CIRM) to support the clinical development of chimeric antigen receptor T-cell therapy NXC-201 for the treatment of relapsed/refractory AL Amyloidosis. The award is payable to the Company upon achievement of milestones that are primarily based on patient enrollment in the Company's clinical trials. Additionally, if CIRM determines, in its sole discretion, that the Company has not complied with the terms and conditions of the grant, CIRM may suspend or permanently cease disbursements. Funds received under this grant may only be used for allowable project costs specifically identified with the CIRM-funded project. Such costs can include, but are not limited to, salary for personnel, itemized supplies, consultants, and itemized clinical study costs. Under the terms of the grant, both CIRM and the Company will co-fund the research project and the amount of the Company's co-funding requirement is predetermined as a part of the award. The Company signed the grant agreement in November 2024 and expects to begin receiving funds from the grant beginning in November of 2024. The Company has not yet received any funds in connection with such award and may not receive funds on a timely basis, or at all, and such award may come with conditions. The Company is required to complete certain requirements and agree to certain terms and conditions in connection with such grant, which have not been completed or agreed to as of the date of this Report. In the event the award was not received on a timely basis, or at all, or subject to conditions, the Company could be forced to seek out alternative funding which may not be on as favorable terms as such currently expected grant.

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

Unregistered Sales of Equity Securities

During the three months ended September 30, 2024, the Company issued 19,737 shares of restricted common stock valued at $37,500 for investor relations services based on the closing price on the date of the agreement pursuant to a marketing services agreement entered into on September 20, 2024.

During the three months ended September 30, 2024, the Company issued 31,641 shares of restricted common stock valued at $67,500 for investor relations services based on the average closing price for the prior 10 trading days pursuant to a marketing services agreement entered into on July 25, 2023.

Subsequent to September 30, 2024, the Company issued 27,062 shares of restricted common stock valued at $45,000 for investor relations services based on the average closing price for the prior 10 trading days pursuant to a marketing services agreement entered into on July 25, 2023.

The issuances described above were exempt from registration pursuant to Section 4(a)(2), and/or Rule 506 of Regulation D of the Securities Act, since the foregoing issuances did not involve a public offering, the recipient took the securities for investment and not resale, we took take appropriate measures to restrict transfer, and the recipient was (a) an "accredited investor"; and/or (b) had access to similar documentation and information as would be required in a Registration Statement under the Securities Act. The securities are subject to transfer restrictions, and the securities contain an appropriate legend stating that such securities have not been registered under the Securities Act and may not be offered or sold absent registration or pursuant to an exemption therefrom. The securities were not registered under the Securities Act and such securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act and any applicable state securities laws.

ITEM 5. OTHER INFORMATION.

Rule 10b5-1 Trading Plans. During the quarter ended September 30, 2024, none of the Company's directors or officers (as defined in Rule 16a-1(f)) adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement".

ITEM 6. EXHIBITS.

Exhibit No.	Description
3.1	Third Amended and Restated Certificate of Incorporation of Immix Biopharma, Inc. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 20, 2021)
3.2	Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on December 20, 2021)
16.1	Letter from KMJ Corbin & Company LLP dated July 19, 2024 (filed as Exhibit 16.1 to the Company's Current Report on Form 8-K filed with the SEC on July 22, 2024 and incorporated herein by reference)
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of 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 - the cover page from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 is formatted in Inline XBRL and included in the Exhibit 101 Inline XBRL Document Set

* Filed herewith.
** Furnished herewith.

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.

IMMIX BIOPHARMA, INC.

Date: November 12, 2024

By: */s/ Ilya Rachman*
Ilya Rachman
Chief Executive Officer
(Principal Executive Officer)

Date: November 12, 2024

By: */s/ Gabriel Morris*
Gabriel Morris,
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

Certification of Chief Executive Officer of Immix Biopharma, Inc.
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Ilya Rachman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Immix Biopharma, 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 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 15(d)-15(f) for the registrant and have:

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

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

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

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

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

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

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

Date: November 12, 2024

/s/ Ilya Rachman
Ilya Rachman
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Certification of Chief Financial Officer of Immix Biopharma, Inc.
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Gabriel Morris, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Immix Biopharma, 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 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 15(d)-15(f) for the registrant and have:

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

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

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

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

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

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

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

Date: November 12, 2024

/s/ Gabriel Morris
Gabriel Morris
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

Certification of Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Ilya Rachman, of Immix Biopharma, Inc. (the "Company"), hereby certifies that based on the undersigned's knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 12, 2024

/s/ Ilya Rachman
Ilya Rachman
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

Certification of Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Gabriel Morris, of Immix Biopharma, Inc. (the "Company"), hereby certifies that based on the undersigned's knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 12, 2024

/s/ Gabriel Morris
Gabriel Morris
Chief Financial Officer
(Principal Financial and Accounting Officer)