UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-Q

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

For the Quarterly Period Ended March 31, 2024

OR

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

For the transition period from _____ to _____

Commission File Number**: 001-40439**

NeuroOne Medical Technologies Corporation
(Exact name of Registrant as specified in its charter)

Delaware	**27-0863354**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
7599 Anagram Drive Eden Prairie, MN	**55344**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: **952-426-1383**

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

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common stock, $0.001 par value	NMTC	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 (section 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	☐	Non-accelerated filer	☒
Accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

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

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

The number of outstanding shares of the registrant's common stock as of May 10, 2024 was 27,515,921.

NEUROONE MEDICAL TECHNOLOGIES CORPORATION
FORM 10-Q

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

NeuroOne Medical Technologies Corporation
Condensed Balance Sheets

	As of March 31, 2024 (unaudited)	As of September 30, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 2,434,655	$ 5,322,493
Accounts receivable	555,639	—
Inventory	1,311,673	1,726,686
Prepaid expenses	407,777	263,746
Total current assets	4,709,744	7,312,925
Intangible assets, net	78,419	89,577
Right-of-use assets	110,724	169,059
Property and equipment, net	496,015	525,753
Total assets	$ 5,394,902	$ 8,097,314
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 780,839	$ 685,104
Accrued expenses and other liabilities	759,620	1,107,522
Total current liabilities	1,540,459	1,792,626
Operating lease liability, long term	—	55,284
Total liabilities	1,540,459	1,847,910
Commitments and contingencies (Note 4)		
Stockholders' equity:		
Preferred stock, $0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding.	—	—
Common stock, $0.001 par value; 100,000,000 shares authorized; 26,321,750 and 23,928,945 shares issued and outstanding as of March 31, 2024 and September 30, 2023, respectively.	26,322	23,929
Additional paid–in capital	72,714,414	68,911,778
Accumulated deficit	(68,886,293)	(62,686,303)
Total stockholders' equity	3,854,443	6,249,404
Total liabilities and stockholders' equity	$ 5,394,902	$ 8,097,314

See accompanying notes to condensed financial statements

NeuroOne Medical Technologies Corporation
Condensed Statements of Operations
(unaudited)

	For the Three Months Ended March 31,		For the Six Months Ended March 31,	
	2024	2023	2024	2023
Product revenue	$ 1,377,294	$ 466,176	$ 2,354,943	$ 580,755
Cost of product revenue	986,875	434,673	1,698,210	561,559
Product gross profit	390,419	31,503	656,733	19,196

Collaborations revenue	—	—	—	1,455,188
Operating expenses:				
Selling, general and administrative	2,002,949	1,821,108	4,176,421	3,484,845
Research and development	1,273,568	1,706,314	2,756,885	3,269,810
Total operating expenses	3,276,517	3,527,422	6,933,306	6,754,655
Loss from operations	(2,886,098)	(3,495,919)	(6,276,573)	(5,280,271)
Other income (expense), net	31,008	(26,909)	76,583	24,674
Loss before income taxes	(2,855,090)	(3,522,828)	(6,199,990)	(5,255,597)
Provision for income taxes	—	—	—	—
Net loss	$ (2,855,090)	$ (3,522,828)	$ (6,199,990)	$ (5,255,597)
Net loss per share:				
Basic and diluted	$ (0.11)	$ (0.21)	$ (0.25)	$ (0.32)
Number of shares used in per share calculations:				
Basic and diluted	25,910,478	16,414,795	24,947,813	16,321,891

See accompanying notes to condensed financial statements

NeuroOne Medical Technologies Corporation
Condensed Statements of Changes in Stockholders' Equity
(unaudited)

	Common Stock		Additional Paid-In	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Deficit	Equity
Balance at September 30, 2022	16,216,540	$ 16,217	$ 60,414,959	$ (50,826,812)	$ 9,604,364
Stock-based compensation	—	—	300,181	—	300,181
Issuance of common stock upon vesting of restricted stock units	21,924	22	(22)	—	—
Net loss	—	—	—	(1,732,769)	(1,732,769)
Balance at December 31, 2022	16,238,464	16,239	60,715,118	(52,559,581)	8,171,776
Issuance of common stock in connection with at-the-market offering program	516,484	516	927,741	—	928,257
Issuance costs in connection with the at-the-market offering program	—	—	(183,359)	—	(183,359)
Stock-based compensation	—	—	237,628	—	237,628
Share repurchases for the payment of employee taxes	(67,109)	(67)	(98,583)	—	(98,650)
Issuance of common stock upon vesting of restricted stock units	199,899	200	(200)	—	—
Net loss	—	—	—	(3,522,828)	(3,522,828)
Balance at March 31, 2023	16,887,738	$ 16,888	$ 61,598,345	$ (56,082,409)	$ 5,532,824
Balance at September 30, 2023	23,928,945	$ 23,929	$ 68,911,778	$ (62,686,303)	$ 6,249,404
Issuance of common stock attributed to equity financings	868,243	868	1,255,403	—	1,256,271
Issuance costs related to equity financings	—	—	(37,698)	—	(37,698)
Stock-based compensation	—	—	308,638	—	308,638
Issuance of common stock upon vesting of restricted stock units	45,078	45	(45)	—	—
Share repurchases for the payment of employee taxes	(11,176)	(11)	(13,548)	—	(13,559)
Net loss	—	—	—	(3,344,900)	(3,344,900)
Balance at December 31, 2023	24,831,090	24,831	70,424,528	(66,031,203)	4,418,156
Issuance of common stock attributed to equity financings	1,461,353	1,461	2,092,735	—	2,094,196
Issuance costs related to equity financings	—	—	(148,382)	—	(148,382)
Stock-based compensation	—	—	356,858	—	356,858
Issuance of common stock upon vesting of restricted stock units	37,689	38	(38)	—	—
Share repurchases for the payment of employee taxes	(8,382)	(8)	(11,287)	—	(11,295)
Net loss	—	—	—	(2,855,090)	(2,855,090)
Balance at March 31, 2024	26,321,750	$ 26,322	$ 72,714,414	$ (68,886,293)	$ 3,854,443

See accompanying notes to condensed financial statements

NeuroOne Medical Technologies Corporation
Condensed Statements of Cash Flows
(unaudited)

	For the Six Months Ended March 31,	
	2024	2023
Operating activities		
Net loss	$ (6,199,990)	$ (5,255,597)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization and depreciation	119,557	79,799
Stock-based compensation	665,496	537,809
Amortization of discounts and premiums on short-term investments	—	(41,003)
Non-cash lease expense	58,335	53,886
Change in assets and liabilities:		
Accounts receivable	(555,639)	(180,715)
Inventory	415,013	(469,769)
Prepaid expenses	(144,031)	(74,054)
Accounts payable	76,899	(24,862)
Accrued expenses, deferred revenue, operating leases and other liabilities	(420,194)	(1,669,283)
Net cash used in operating activities	(5,984,554)	(7,043,789)
Investing activities		
Purchases of short-term investments	—	(1,473,419)
Maturities of short-term investments	—	3,500,000
Purchase of property and equipment	(68,491)	(187,206)
Net cash (used in) provided by investing activities	(68,491)	1,839,375
Financing activities		
Proceeds from issuance of common stock attributed to equity financings	3,350,467	928,257
Issuance costs related equity financings	(160,406)	(183,359)
Share repurchases for the payment of employee taxes	(24,854)	(98,650)
Net cash provided by financing activities	3,165,207	646,248
Net decrease in cash and cash equivalents	(2,887,838)	(4,558,166)
Cash and cash equivalents at beginning of period	5,322,493	8,160,329
Cash and cash equivalents at end of period	$ 2,434,655	$ 3,602,163
Supplemental non-cash financing and investing transactions:		
Unpaid issuance costs in accounts payable and accrued expenses	$ 25,674	$ —
Modification of right-of-use asset and associated lease liability	$ —	$ 97,536
Purchased property and equipment in accounts payable	$ 14,800	$ 50,646

See accompanying notes to condensed financial statements

NeuroOne Medical Technologies Corporation
Notes to Condensed Financial Statements
(unaudited)

NOTE 1 – Description of Business and Basis of Presentation

NeuroOne Medical Technologies Corporation (the "Company" or "NeuroOne"), a Delaware corporation, is a medical technology company focused on the development and commercialization of thin film electrode for continuous electroencephalogram ("cEEG") and stereoelectrocencephalography ("sEEG") recording, monitoring, ablation, drug delivery and brain stimulation solutions to diagnose and treat patients with epilepsy, Parkinson's disease, dystonia, essential tremors, chronic pain due to failed back surgeries and other related neurological disorders.

The Company received 510(k) clearance from the United States ("U.S.") Food and Drug Administration ("FDA") for its Evo cortical electrode technology in November 2019 and in October 2022, the Company received 510(k) clearance from the FDA for its Evo® sEEG electrode technology for temporary (less than 30 days) use with recording, monitoring, and stimulation equipment for the recording, monitoring, and stimulation of electrical signals at the subsurface level of the brain. In December 2023, we received 510(k) clearance for our OneRF ablation system for creation of radiofrequency lesions in nervous tissue for functional neurosurgical procedures.

The Company is based in Eden Prairie, Minnesota.

Global Economic Conditions

Generally, worldwide economic conditions remain uncertain, particularly due to the conflicts between Russia and Ukraine and in the Middle East, disruptions in the banking system and financial markets, and increased inflation. The general economic and capital market conditions both in the U.S. and worldwide, have been volatile in the past and at times have adversely affected the Company's access to capital and increased the cost of capital. The capital and credit markets may not be available to support future capital raising activity on favorable terms or at all. If economic conditions continue to decline, the Company's future cost of equity or debt capital and access to the capital markets could be adversely affected.

The Company's operating results could be materially impacted by changes in the overall macroeconomic environment and other economic factors. Changes in economic conditions, supply chain constraints, logistics challenges, labor shortages, the conflicts in Ukraine and the Middle East, disruptions in the banking system and financial markets, and steps taken by governments and central banks, have led to higher inflation, which has led to an increase in costs and has caused changes in fiscal and monetary policy, including increased interest rates.

Basis of presentation

The accompanying unaudited condensed financial statements have been prepared by the Company, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") have been condensed or omitted pursuant to such rules and regulations. The condensed financial statements may not include all disclosures required by U.S. GAAP; however, the Company believes that the disclosures are

adequate to make the information presented not misleading. These unaudited condensed financial statements should be read in conjunction with the audited financial statements and the notes thereto for the year ended September 30, 2023 included in the Company's Annual Report on Form 10-K. The condensed balance sheet at September 30, 2023 was derived from the audited financial statements of the Company.

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

NOTE 2 – Going Concern

The accompanying financial statements have been prepared on the basis that the Company will continue as a going concern. The Company has incurred losses since inception, negative cash flows from operations, and an accumulated deficit of $68.9 million as of March 31, 2024. To date, the Company's revenues have not been sufficient to cover its full operating costs, and as such, it has been dependent on funding operations through the issuance of debt and sale of equity securities. The Company has adequate liquidity to fund its operations through July 2024. The raising of additional funds is not solely within the control of the Company. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this condition. If the Company is unable to raise additional funds, or the Company's anticipated operating results are not achieved, management believes planned expenditures may need to be reduced in order to extend the time period that existing resources can fund the Company's operations. The Company intends to fund ongoing activities by utilizing its current cash and cash equivalents on hand, from product and collaborations revenue and by raising additional capital through equity or debt financings. If management is unable to obtain the necessary capital, it may have a material adverse effect on the operations of the Company and the development of its technology, or the Company may have to cease operations altogether.

NOTE 3 – Summary of Significant Accounting Policies

Management's Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Segment Information

Operating segments are components of an enterprise for which separate financial information is available and are evaluated regularly by the Company's chief operating decision maker in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is its Chief Executive Officer. The Company's Chief Executive Officer views the Company's operations and manages its business in one operating segment, which is the business of development and commercialization of products related to comprehensive neuromodulation cEEG and sEEG recording, monitoring, ablation, and brain stimulation solutions. Accordingly, the Company has a single reporting segment.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original contractual maturity on date of purchase of less than or equal to three months to be classified and presented as cash equivalents on the condensed balance sheets. Cash equivalents are stated at cost, which approximates fair value. The Company's cash and cash equivalents may include demand deposit accounts with large financial institutions, institutional money market funds, U.S. Treasury securities, and corporate notes and bonds. The Company monitors the creditworthiness of the financial institutions, institutional money market funds, and corporations in which the Company invests its surplus funds. The Company has experienced no credit losses from its cash and cash equivalent investments.

Short-Term Investments

The Company has periodically invested its excess cash in U.S. Treasury securities and highly rated corporate securities. The Company has held these investments to maturity. Securities with original maturity dates of more than three months were reported as held-to-maturity investments and were recorded at amortized cost, which approximated fair value due to the negligible risk of changes in value due to interest rates. There were no short-term investments outstanding as of March 31, 2024 and September 30, 2023.

Revenue Recognition

The Company entered into a development and distribution agreement which has current and future revenue recognition implications. See "Note 7 – Zimmer Development Agreement."

In determining the appropriate amount of revenue to be recognized as it fulfills its obligations under its agreements, the Company performs the following steps: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations based on estimated selling prices; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in Accounting Standards Codification ("ASC") Topic 606 ("ASC 606"). Performance obligations may include license rights, development services, and services

associated with regulatory submission and approval processes. Significant management judgment is required to determine the level of effort required under an arrangement and the period over which the Company expects to complete its performance obligations under the arrangement. If the Company cannot reasonably estimate when its performance obligations are either completed or become inconsequential, then revenue recognition is deferred until the Company can reasonably make such estimates. Revenue is then recognized over the remaining estimated period of performance using the cumulative catch-up method.

Product Revenue

Revenues from product sales are recognized when control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. At the inception of each customer contract, performance obligations are identified and the total transaction price is allocated to the performance obligations.

Cost of Product Revenue

Cost of product revenue consists of the manufacturing and materials costs incurred by the Company's third-party contract manufacturer in connection with the Company's strip and grid cortical electrodes (the "Strip/Grid Products"), depth electrodes ("sEEG Products) and outside supplier materials costs in connection with the electrode cable assembly products ("Electrode Cable Assembly Products"). In addition, cost of product revenue includes royalty fees incurred in connection with the Company's license agreements.

Collaborations Revenue

As part of the accounting for collaboration arrangements, the Company must develop assumptions that require judgment to determine the stand-alone selling price of each performance obligation identified in the contract. The Company uses key assumptions to determine the stand-alone selling price, which may include forecasted revenues, development timelines, reimbursement rates for personnel costs, discount rates and probabilities of technical and regulatory success. The Company allocates the total transaction price to each performance obligation based on the estimated relative standalone selling prices of the promised goods or service underlying each performance obligation.

Licenses of intellectual property: If the license to the Company's intellectual property is determined to be distinct from the other performance obligations identified in the arrangement, the Company recognizes revenues from non-refundable, up-front fees allocated to the license when the license is transferred to the customer, and the customer can use and benefit from the license. For licenses that are bundled with other promises, the Company utilizes judgment to assess the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time and, if over time, the appropriate method of measuring progress for purposes of recognizing revenue from non-refundable, up-front fees. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition.

Milestone payments: At the inception of each arrangement that includes milestone payments, the Company evaluates whether the milestones are considered probable of being achieved and estimates the amount to be included in the transaction price using the most likely amount method. If it is probable that a significant revenue reversal would not occur, the value of the associated milestone (such as a regulatory submission) is included in the transaction price. Milestone payments that are not within the control of the Company, such as approvals from regulators, are not considered probable of being achieved until those approvals are received. When the Company's assessment of probability of achievement changes and variable consideration becomes probable, any additional estimated consideration is allocated to each performance obligation based on the estimated relative standalone selling prices of the promised goods or service underlying each performance obligation and recorded in collaborations revenues based upon when the customer obtains control of each element.

Royalties: For arrangements that include sales-based royalties, including milestone payments based on the level of sales, and the license is deemed to be the predominant item to which the royalties relate, the Company recognizes revenue at the later of (a) when the related sales occur, or (b) when the performance obligation to which some or all of the royalty has been allocated has been satisfied (or partially satisfied).

Fair Value of Financial Instruments

The Company's accounting for fair value measurements of assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring or nonrecurring basis adheres to the Financial Accounting Standards Board ("FASB") fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the Company at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

As of March 31, 2024 and September 30, 2023, the fair values of cash, cash equivalents, accounts receivable, inventory, prepaid expenses, accounts payable and accrued expenses and other liabilities approximated their carrying values because of the short-term nature of these assets or liabilities.

There were no transfers between fair value hierarchy levels during the three and six months ended March 31, 2024 and 2023.

Intellectual Property

The Company has entered into two licensing agreements with major research institutions, which allow for access to certain patented technology and know-how. Payments under those agreements are capitalized and amortized to selling, general and administrative expense over the expected useful life of the acquired technology.

Property and Equipment

Property and equipment is recorded at cost and reduced by accumulated depreciation. Depreciation expense is recognized over the estimated useful lives of the assets using the straight-line method. The estimated useful life for equipment and furniture ranges from three to seven years. Tangible assets acquired for research and development activities and that have alternative use are capitalized over the useful life of the acquired asset. Estimated useful lives are periodically reviewed, and, when appropriate, changes are made prospectively. When certain events or changes in operating conditions occur, asset lives may be adjusted and an impairment assessment may be performed on the recoverability of the carrying amounts. Maintenance and repairs are charged directly to expense as incurred.

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets, which consist of licensed intellectual property, property and equipment and right-of-use assets for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. The Company assesses the recoverability of long-lived assets by determining whether or not the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset.

Accounts Receivable and Allowances for Credit Losses

The Company records a provision for credit losses, when appropriate, based on historical experience, current conditions and reasonable supportable forecasts. In estimating the allowance for credit losses, the Company considers, among other factors, the estimate of credit losses over the remaining expected life of the asset, primarily using historical experience and current economic conditions that could affect the collectability of the balances in the future. Account balances are charged off against the allowance when the Company believes that it is probable that the receivable will not be recovered. Actual write-offs may be in excess of the Company's estimated allowance. The Company has not incurred any bad debt expense to date and no allowance for credit losses has been recorded during the periods presented.

Inventory

Inventory is stated at the lower of cost (using the first-in, first-out "FIFO" method) or net realizable value. The Company calculates inventory valuation adjustments for excess and obsolete inventory, when appropriate, based on current inventory levels, movement, expected useful lives, and estimated future demand of the products and spare parts. The Company's inventory is currently comprised of Strip/Grid Products, sEEG and electrode cable assembly component, work-in-process and finished good product. The Strip/Grid Products and sEEG Products are produced by a third-party contract manufacturer and the Electrode Cable Assembly Products are obtained from outside suppliers. No inventory valuation allowance was required during the periods presented.

Research and Development Costs

Research and development costs are charged to expense as incurred. Research and development expenses comprise of costs incurred in performing research and development activities, including compensation and benefits for research and development employees (including stock-based compensation), overhead expenses, cost of laboratory supplies, clinical trial and related clinical manufacturing expenses, costs related to regulatory operations, fees paid to consultants and other outside expenses. Non-refundable advance payments for goods and services that will be used in future research and development activities are expensed when the activity is performed or when the goods have been received, rather than when payment is made, in accordance with ASC 730, *Research and Development*.

Advertising Expense

Advertising expense is charged to selling, general and administrative expenses during the period that it is incurred. Total advertising expense amounted to $15,781 and $65,053 for the three and six months ended March 31, 2024, respectively. Total advertising expense amounted to $ 53,613 and $106,639 for the three and six months ended March 31, 2023, respectively.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of personnel-related costs including stock-based compensation for personnel in functions not directly associated with research and development activities. Other significant costs include legal and litigation costs relating to corporate matters, intellectual property costs, professional fees for consultants assisting with regulatory, clinical, product development, financial matters and sales and marketing in connection with the commercial sales of the Company's products.

Stock-Based Compensation

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

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the

years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax asset will not be realized.

Net Loss Per Share

For the Company, basic loss per share of common stock is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period.

Diluted earnings or loss per share of common stock is computed similarly to basic earnings or loss per share except the weighted average shares outstanding are increased to include additional shares from the assumed exercise of any common stock equivalents, if dilutive. The Company's warrants, stock options, and restricted stock units while outstanding are considered common stock equivalents for this purpose. Diluted earnings or loss per share of common stock is computed utilizing the treasury method for the warrants, stock options and restricted stock units. No incremental common stock equivalents were included in calculating diluted loss per share because such inclusion would be anti-dilutive given the net loss reported for the three and six months ended March 31, 2024 and 2023.

The following potential common shares were not considered in the computation of diluted net loss per share as their effect would have been anti-dilutive for the three and six months ended March 31, 2024 and 2023:

	2024	2023
Warrants	4,863,566	6,832,865
Stock options	2,879,096	1,370,427
Restricted stock units	1,329,881	234,348

Recent Accounting Pronouncements

In November 2023, the FASB issued Accounting Standards Update ("ASU") 2023-07 - *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which enhances reportable segment disclosure requirements, primarily through disclosures of significant segment expenses. This ASU is effective for fiscal years beginning after December 15, 2023, including interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The guidance must be applied retrospectively to all prior periods presented. The Company is currently evaluating the impact of adoption of this guidance on its financial statements.

In December 2023, the FASB issued ASU 2023-09 *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* , which enhances income tax disclosures primarily related to the rate reconciliation and income taxes paid information. This guidance also includes certain other amendments to improve the effectiveness of income tax disclosures. This ASU is effective for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years and should be applied on a prospective basis, with retrospective application permitted. The Company is currently evaluating the impact of adoption of this guidance on its financial statements.

In June 2016, the FASB issued Accounting Standards Update 2016-13, *Financial Instruments – Credit Losses*. The ASU sets forth a "current expected credit loss" ("CECL") model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. The FASB issued the final ASU to delay adoption for smaller reporting companies to fiscal years beginning after December 15, 2022. The Company adopted the guidance on October 1, 2023. The adoption of this ASU did not have a material impact on the Company's financial statements.

NOTE 4 – Commitments and Contingencies

WARF License Agreement

The Company has entered into an exclusive start-up company license agreement with the Wisconsin Alumni Research Foundation ("WARF") for WARF's neural probe array and thin film micro electrode technology. The Company entered into an Amended and Restated Exclusive Start-up Company License Agreement (the "WARF License") with WARF on January 21, 2020, which amended and restated in full the prior license agreement between WARF and NeuroOne, LLC, a predecessor of the Company, dated October 1, 2014, as amended on February 22, 2017, March 30, 2019 and September 18, 2019.

The WARF License grants to the Company an exclusive license to make, use and sell, in the United States only, products that employ certain licensed patents for a neural probe array or thin-film micro electrode array and method. The Company agreed to pay WARF a royalty equal to a single-digit percentage of our product sales pursuant to the WARF License, with a minimum annual royalty payment of $50,000 for 2020, $100,000 for 2021 and $150,000 for 2022 and each calendar year thereafter that the WARF License is in effect. If the Company or any of its sublicensees contest the validity of any licensed patent, the royalty rate will be doubled during the pendency of such contest and, if the contested patent is found to be valid and would be infringed by the Company if not for the WARF License, the royalty rate will be tripled for the remaining term of the WARF License.

WARF may terminate the WARF License on 30 days' written notice if we default on the payments of amounts due to WARF or fail to timely submit development reports, actively pursue our development plan or breach any other covenant in the WARF License and fail to remedy such default in 90 days or in the event of certain bankruptcy events involving us. WARF may also terminate the WARF License (i) on 90 days' notice if we had failed to have commercial sales of one or more FDA-approved products under the WARF License by June 30, 2021 or (ii) if, after royalties earned on sales begin to be paid, such earned royalties cease for more than four calendar quarters. The first commercial sale occurred on December 7, 2020, prior to the June 30, 2021 deadline. The WARF License otherwise expires by its terms on the date that no valid claims on the patents licensed thereunder remain. The Company expects the latest expiration of a licensed patent to occur in 2030.

During the three months ended March 31, 2024 and 2023, $ 37,500 in royalty fees were incurred related to the WARF License during each of these periods. During the six months ended March 31, 2024 and 2023, $75,000 in royalty fees were incurred during each of these periods related to the WARF License, respectively. The royalty fees were reflected as a component of cost of product revenue.

Mayo Agreement

The Company has an exclusive license and development agreement with the Mayo Foundation for Medical Education and Research ("Mayo") related to certain intellectual property and development services for thin film micro electrode technology ("Mayo Agreement"). If the Company is successful in obtaining regulatory approval, the Company is to pay royalties to Mayo based on a percentage of net sales of products of the licensed technology through

the term of the Mayo Agreement, set to expire May 25, 2037. During the three months ended March 31, 2024 and 2023, $4,146 and zero in royalty fees were incurred related to the Mayo Agreement, respectively. During the six months ended March 31, 2024 and 2023, $4,415 and $690 in royalty fees were incurred related to the Mayo Agreement, respectively. The royalty fees were reflected as a component of cost of product revenue.

Facility Leases

During the three and six months ended March 31, 2024, rent expense associated with the facility leases amounted to $ 43,052 and $86,105, respectively. During the three and six months ended March 31, 2023, rent expense associated with the facility leases amounted to $43,053 and $85,527, respectively.

Supplemental cash flow information related to the operating leases was as follows:

	For the Six Months Ended March 31,	
	2024	**2023**
Cash paid for amounts included in the measurement of lease liability:		
Operating cash flows from operating leases	$ 68,673	$ 66,493
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	$ —	$ 97,536

Supplemental balance sheet information related to the operating leases was as follows:

	As of March 31, 2024	As of September 30, 2023
Right-of-use assets	$ 110,724	$ 169,059
Lease liabilities	$ 121,896	$ 184,400
Weighted average remaining lease term (years)	0.9	1.4
Weighted average discount rate	7.7%	7.8%

Maturity of the lease liabilities was as follows:

Calendar Year	As of March 31, 2024
2024	$ 105,365
2025	21,227
Total lease payments	126,592
Less imputed interest	(4,696)
Total	121,896
Short-term portion (included in other liabilities)	(121,896)
Long-term portion	$ —

Other

In the ordinary course of business, from time to time, the Company may be subject to a broad range of claims and legal proceedings that relate to contractual allegations, patent infringement and other claims. The Company establishes accruals when applicable for matters and commitments which it believes losses are probable and can be reasonably estimated. To date, no loss contingency for such matters and potential commitments have been recorded. Although it is not possible to predict with certainty the outcome of these matters or potential commitments, the Company is of the opinion that the ultimate resolution of these matters and potential commitments will not have a material adverse effect on its results of operations or financial position.

NOTE 5 – Supplemental Balance Sheet Information

Inventory

Inventory consisted of the following:

	As of March 31, 2024	As of September 30, 2023
Component inventory	$ 850,271	$ 1,202,778
Work-in-process	461,402	343,597
Finished goods	—	180,311
Total	$ 1,311,673	$ 1,726,686

Intangibles

Intangible assets rollforward is as follows:

	Useful Life	
Net Intangibles, September 30, 2023	12-13 years	$ 89,577
Less: amortization		(11,158)
Net Intangibles, March 31, 2024		$ 78,419

Amortization expense was $5,579 and $11,158 for the three and six months ended March 31, 2024, respectively, and $ 5,579 and $11,158 for the three and six months ended March 31, 2023, respectively.

Property and Equipment, Net

Property and equipment held for use by category are presented in the following table:

	As of March 31, 2024	As of September 30, 2023
Equipment and furniture	$ 939,398	$ 860,737
Total property and equipment	939,398	860,737
Less accumulated depreciation	(443,383)	(334,984)
Property and equipment, net	$ 496,015	$ 525,753

Depreciation expense was $55,321 and $108,399 for the three months and six months ended March 31, 2024, respectively, and $ 38,331 and $68,641 for the three and six months ended March 31, 2023, respectively.

NOTE 6 – Accrued Expenses and Other Liabilities

Accrued expenses consisted of the following at March 31, 2024 and September 30, 2023:

	As of March 31, 2024	As of September 30, 2023
Accrued payroll	$ 579,071	$ 874,382
Operating lease liability, short term	121,896	129,116
Royalty payments	41,646	104,024
Other	17,007	—
Total	$ 759,620	$ 1,107,522

NOTE 7 – Zimmer Development Agreement

On July 20, 2020, the Company entered into an exclusive development and distribution agreement (the “Zimmer Development Agreement”) with Zimmer, Inc. (“Zimmer”), pursuant to which the Company granted Zimmer exclusive global rights to distribute the Strip/Grid Products and the Electrode Cable Assembly Products. Additionally, the Company granted Zimmer the exclusive right and license to distribute certain sEEG Products developed by the Company and together with the Strip/Grid Products and Electrode Cable Assembly Products, the “Products”. The parties have agreed to collaborate with respect to development activities under the Zimmer Development Agreement through a joint development committee composed of an equal number of representatives of Zimmer and the Company.

Under the terms of the Zimmer Development Agreement, the Company is responsible for all costs and expenses related to developing the Products, and Zimmer is responsible for all costs and expenses related to the commercialization of the Products. In addition to the Zimmer Development Agreement, Zimmer and the Company have entered into a Manufacturing and Supply Agreement and a Supplier Quality Agreement with respect to the manufacturing and supply of the Products.

Except as otherwise provided in the Zimmer Development Agreement, the Company is responsible for performing all development activities, including non-clinical and clinical studies directed at obtaining regulatory approval of each Product. Zimmer has agreed to use commercially reasonable efforts to promote, market and sell each Product following the “Product Availability Date” (as defined in the Zimmer Development Agreement) for such Product.

Pursuant to the Zimmer Development Agreement, Zimmer made an upfront initial exclusivity fee payment of $ 2.0 million (the “Initial Exclusivity Fee”) to the Company in fiscal year 2020.

On August 2, 2022, the Company entered into a Third Amendment to Exclusive Development and Distribution Agreement (the “Zimmer Amendment”) with Zimmer. Pursuant to the terms and conditions of the Zimmer Amendment, Zimmer made a $3.5 million payment to the Company. In consideration of the mutual covenants and agreements contained in the Zimmer Development Agreement, the fee and milestone payment provisions in the Zimmer Development Agreement were replaced with the following below:

- $1.5 million for the sEEG Exclusivity Maintenance Fee; and
- $2.0 million for satisfaction of each of the milestone events related to the design of sEEG Products set forth in the Zimmer Development Agreement even though the satisfaction was after the deadlines originally identified.

In addition, in connection with the Zimmer Amendment, the Company issued Zimmer a warrant to purchase common stock (the "2022 Zimmer Warrant"). The 2022 Zimmer Warrant is exercisable for up to an aggregate of 350,000 shares of the Company's common stock. The 2022 Zimmer Warrant has an exercise price of $3.00 per share, is exercisable commencing six months from the issuance date, and will expire on August 2, 2027. The fair value of the 2022 Zimmer Warrant of $0.1 million was based on the Black-Scholes pricing model. Input assumptions used were as follows: a risk-free interest rate of 2.9%; expected volatility of 53.5%; expected life of 5 years; expected dividend yield of 0%; and the underlying fair market of the common stock. The 2022 Zimmer Warrant was classified in stockholders' equity as the number of shares were fixed and determinable, no cash settlement was required and no other provisions precluded equity treatment.

The Zimmer Development Agreement will expire on the tenth anniversary of the date of the first commercial sale of the last Products to achieve a first commercial sale (the "Term"), unless terminated earlier pursuant to its terms. Either party may terminate the Zimmer Development Agreement (x) with written notice for the other party's material breach following a cure period or (y) if the other party becomes subject to certain insolvency proceedings. In addition, Zimmer may terminate the Zimmer Development Agreement for any reason with 90 days' written notice, and the Company may terminate the Zimmer Development Agreement if Zimmer acquires or directly or indirectly owns a controlling interest in certain competitors of the Company. The license rights granted to Zimmer under the Strip/Grid Distribution License and sEEG Distribution License as defined in the Zimmer Development Agreement shall be exclusive from the effective date of the Zimmer Amendment until the end of the term of the Zimmer Amendment.

The Zimmer Development Agreement and Zimmer Amendment were accounted for under the provisions of ASC 606. In accordance with the provisions under ASC 606, the Company identified five performance obligations under the Zimmer Development Agreement and Zimmer Amendment: (1) the Company's obligation to grant Zimmer access to its intellectual property; (2) completion of sEEG Product development; (3) completion of Strip/Grid Product development; (4) the provision of sEEG exclusivity maintenance; and (5) completion of sEEG design modifications as requested by Zimmer. All performance obligations under the Zimmer Development Agreement and Zimmer Amendment, outside of the sEEG exclusivity maintenance obligation, were met by September 30, 2022. The remaining performance obligation in deferred revenue as of September 30, 2022 attributed to sEEG exclusivity maintenance was completed in first quarter of fiscal year 2023.

The aggregate transaction price associated with the Zimmer Development Agreement and Zimmer Amendment was $ 5.4 million comprising the Initial Exclusivity Fee of $2.0 million and the $ 3.5 million payment under the Zimmer Amendment, less the fair value 2022 Zimmer Warrant of $ 0.1 million. The transaction price was allocated between performance obligations based on their relative standalone selling prices. The Company used a market based valuation approach and an expected cost plus margin approach with regard to estimating the standalone selling price for the performance obligations. The Company recognized collaborations revenue in the amount of $1,455,188 during the six months ended March 31, 2023 in connection with the Zimmer Development Agreement and Zimmer Amendment. Given the achievement of the milestones under the Zimmer Development Agreement and Zimmer Amendment by December 31, 2022, no collaborations revenue was recognized during the six months ended March 31, 2024.

A reconciliation of the closing balance of deferred revenue related to the Zimmer Development Agreement and Zimmer Amendment is as follows during the six months ended as of March 31, 2024 and 2023:

	2024	2023
Deferred Revenue		
Balance as of beginning of period – September 30	$ —	$ 1,455,188
Revenue recognized	—	(1,455,188)
Balance as of end of period – March 31	$ —	$ —

Product Revenue

Product revenue related to the Company's Strip/Grid Products, sEEG Products and Electrode Cable Assembly Products. Product revenue recognized during the three and six months ended March 31, 2024 was $1,377,294 and $2,354,943, respectively. Product revenue recognized during the three and six months ended March 31, 2023 was $466,176 and $580,755, respectively.

NOTE 8 – Stock-Based Compensation

During the three and six months ended March 31, 2024 and 2023, stock-based compensation expense related to stock-based awards was included in selling, general and administrative and research and development costs as follows in the accompanying condensed statements of operations.

	Three Months Ended March 31,		Six Months Ended March 31,	
	2024	2023	2024	2023
Selling, general and administrative	$ 280,516	$ 199,467	$ 523,714	$ 454,932
Research and development	76,342	38,161	141,782	82,877
Total stock-based compensation expense	$ 356,858	$ 237,628	$ 665,496	$ 537,809

Inducement Plan

In addition to the Company's 2017 Equity Incentive Plan (the "2017 Plan"), the Company adopted the NeuroOne Medical Technologies Corporation 2021 Inducement Plan (the "Inducement Plan") on October 4, 2021, pursuant to which the Company reserved 420,350 shares of its common stock to be used exclusively for grants of awards to individuals who were not previously employees or directors of the Company, as an inducement material to the individual's entry into employment with the Company within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules. The Inducement Plan was approved by the Company's Board of Directors without stockholder approval in accordance with such rule. On November 9, 2023, the Company's Board of Directors adopted the First Amendment to the Company's Inducement Plan, increasing the aggregate number of shares of common stock that may be issued pursuant to equity incentive awards under the Inducement Plan by 150,000 shares for a total of 570,350 shares of common stock that may be issued.

Evergreen provision

Under the 2017 Plan, the shares reserved automatically increase on January 1st of each year, for a period of not more than ten years from the date the 2017 Plan is approved by the stockholders of the Company, commencing on January 1, 2019 and ending on (and including) January 1, 2027, to an amount equal to 13% of the fully-diluted shares outstanding as of December 31st of the preceding calendar year. Notwithstanding the foregoing, the Company's Board of Directors may act prior to January 1st of a given year to provide that there will be no January 1st increase in the share reserve for such year or that the increase in the share reserve for such year will be a lesser number of shares of common stock than would otherwise occur pursuant to the preceding sentence. "Fully Diluted Shares" as of a date means an amount equal to the number of shares of common stock (i) outstanding and (ii) issuable upon exercise, conversion or settlement of outstanding awards under the 2017 Plan and any other outstanding options, warrants or other securities of the Company that are (directly or indirectly) convertible or exchangeable into or exercisable for shares of common stock, in each case as of the close of business of the Company on December 31 of the preceding calendar year. Effective January 1, 2024, 1,051,556 shares were added to the 2017 Plan as a result of the evergreen provision.

Stock Options

During the three months ended March 31, 2024 and 2023, under the 2017 Plan, the Company granted 65,000 and 56,781 stock options, respectively, to its board of directors, officers and employees. During the six months ended March 31, 2024 and 2023, the Company granted 1,225,669 and 130,512 stock options, respectively, to its board of directors, officers, employees and consultants. Vesting generally occurs over an immediate to 48 month period based on a time of service condition. The grant date fair value of the grants issued during the three months ended March 31, 2024 and 2023 was $0.91 and $0.88 per share, respectively. The grant date fair value of the grants issued during the six months ended March 31, 2024 and 2023 was $ 1.08 and $0.75 per share, respectively.

The total expense for the three months ended March 31, 2024 and 2023 related to stock options was $ 214,188 and $142,003, respectively. The total expense for the six months ended March 31, 2024 and 2023 related to stock options was $401,619 and $323,747, respectively. The total number of stock options outstanding as of March 31, 2024 and September 30, 2023 was 2,879,096 and 1,708,427, respectively.

The weighted-average assumptions used in the Black-Scholes option-pricing model are as follows for the stock options granted during the three and six months ended March 31, 2024 and 2023:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2024	2023	2024	2023
Expected stock price volatility	111.7%	58.1%	111.9%	55.5%
Expected life of options (years)	6.0	5.3	6.1	5.2
Expected dividend yield	0%	0%	0%	0%
Risk free interest rate	4.3%	3.7%	4.6%	3.9%

During the three months ended March 31, 2024 and 2023, 48,295 and 84,778 stock options vested, respectively, and zero stock options were forfeited. During the six months ended March 31, 2024 and 2023, 104,911 and 212,224 stock options vested, respectively, and 55,000 and zero stock options were forfeited during these periods, respectively. During the three and six months ended March 31, 2024 and 2023, no options were exercised.

Restricted Stock Units

During the three and six months ended March 31, 2024, the Company granted an aggregate of 1,006,725 restricted stock units ("RSUs") to its employees and consultants under the 2017 Plan. The weighted average grant date fair value of the RSUs granted during the three and six months ended March 31, 2024 was $1.03 per unit. The RSUs granted vest over a four-year period in equal annual installments on the anniversary date of the grant, subject to the recipient's continued service on such dates.

During the three and six months ended March 31, 2023, the Company granted an aggregate of 61,728 RSUs to its board of directors under the 2017 Plan. The weighted average grant date fair value of the RSUs granted during the three and six months ended March 31, 2023 was $1.62 per unit. The RSUs vest over a one-year period in equal monthly installments on the last day of each month, subject to the recipient's continued service on such dates.

During the three months ended March 31, 2024 and 2023, 32,535 and 219,880 RSUs vested, respectively, and no RSUs were forfeited. During the six months ended March 31, 2024 and 2023, 70,214 and 241,810 RSUs vested, respectively, and no RSUs were forfeited. The total expense for the three months ended March 31, 2024 and 2023 related to these RSUs was $142,670 and $95,625, respectively. The total expense for the six months ended March 31, 2024 and 2023 related to these RSUs was $263,877 and $214,062, respectively.

General

As of March 31, 2024, 183,130 shares were available in the aggregate for future issuance under the 2017 Plan and Inducement Plan. Unrecognized stock-based compensation was $3.1 million as of March 31, 2024. The unrecognized share-based expense is expected to be recognized over a weighted average period of 2.7 years.

NOTE 9 – Concentrations

Revenue

One customer accounts for all of the Company's product and collaborations revenue.

Supplier concentration

One contract manufacturer produces all of the Company's Strip/Grid Products and sEEG Products and another supplier was responsible for the development of the Company's OneRF Ablation system.

NOTE 10 – Income Taxes

The effective tax rate for the three and six months ended March 31, 2024 and 2023 was zero percent. As a result of the analysis of all available evidence as of March 31, 2024 and September 30, 2023, the Company recorded a full valuation allowance on its net deferred tax assets. Consequently, the Company reported no income tax benefit during the three and six months ended March 31, 2024 and 2023. If the Company's assumptions change and the Company believes that it will be able to realize these deferred tax assets, the tax benefits relating to any reversal of the valuation allowance on deferred tax assets will be recognized as a reduction of future income tax expense. If the assumptions do not change, each period the Company could record an additional valuation allowance on any increases in the deferred tax assets.

NOTE 11 – Stockholders' Equity

At-The-Market Offering

On December 21, 2022, the Company entered into a Capital on Demand™ Sales Agreement (the "Sales Agreement") with JonesTrading Institutional Services LLC ("JonesTrading") that created an at-the-market offering program ("ATM") under which the Company may offer and sell common stock having an aggregate offering price of up to $14.5 million. JonesTrading is entitled to a commission at a fixed commission rate of up to 3% of the gross proceeds. On July 24, 2023, the Company decreased the amount of common stock that can be sold pursuant to the Sales Agreement, such that the Company was offering up to an aggregate of $2.6 million of its common stock for sale under the Sales Agreement, including the shares of common stock previously sold. Subsequently on December 1, 2023, however, the Company increased the amount of common stock that can be sold pursuant to the Sales Agreement, such that the Company was offering up to an aggregate of $4.8 million of its common stock for sale under the Sales Agreement, including the shares of common stock previously sold. On January 5, 2024, the Company further increased the amount of common stock that can be sold pursuant to the Sales Agreement, such that the Company is offering up to an aggregate of $9.3 million of its common stock for sale under the Sales Agreement, including the shares of common stock previously sold.

During the three and six months ended March 31, 2024, 1,461,353 and 2,329,596 shares of common stock were issued, respectively, under the ATM for an aggregate offering price of $2,094,196 and $3,350,467, respectively. The total aggregate offering price and common stock issued since inception of the ATM though March 31, 2024 was $ 5,903,123 and 3,769,273 shares, respectively. Issuance costs incurred under the ATM during the three and six months ended March 31, 2024 were $148,382 and $186,080, respectively.

During the three and six months ended March 31, 2023, 516,484 shares of common stock were issued under the ATM for an aggregate offering price of $928,257. Issuance costs incurred during the three and six months ended March 31, 2023 was $ 183,359. See "Note 12 – Subsequent Events".

Warrant Activity and Summary

There were no warrant exercises during the three and six months ended March 31, 2024, and 279,727 and 1,338,860 warrants expired during the three and six months ended March 31, 2024, respectively.

The following table summarizes information about warrants outstanding at March 31, 2024:

	Warrants	Exercise Price Per Warrant	Weighted Average Exercise Price	Weighted Average Term (Years)
Outstanding and exercisable at September 30, 2023	6,202,426	$ 3.00-9.00	$ 5.92	2.00
Issued	—	$ —	$ —	—
Exercised	—	$ —	$ —	—
Expired	(1,338,860)	$ 7.50-9.00	$ 8.69	—
Outstanding and exercisable at March 31, 2024	4,863,566	$3.00-9.00	$ 5.16	1.97

The following table summarizes information about warrants outstanding at March 31, 2024:

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual life (Years)	Number Exercisable
$ 3.00	350,000	3.34	350,000
$ 5.25	4,166,682	1.79	4,166,682
$ 5.61	220,855	4.25	220,855
$ 6.00	45,171	0.25	45,171

$	8.25	62,906	0.25	62,906
$	9.00	17,952	0.25	17,952
Total		4,863,566		4,863,566

NOTE 12 – Subsequent Events

Between April 1 and May 10, 2024, we issued an additional 1,093,135 shares of common stock for net proceeds in the amount of $ 1,286,844 in connection with the Sales Agreement.

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

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and notes included in Part I "Financial Information", Item I "Financial Statements" of this Quarterly Report on Form 10-Q (the "Report") and the audited financial statements and related footnotes included in our Annual Report on Form 10-K for the year ended September 30, 2023.

Forward-Looking Statements

This Report contains forward-looking statements that involve substantial risks and uncertainties. In some cases, you can identify forward-looking statements by the words "may," "might," "will," "could," "would," "should," "expect," "intend," "plan," "objective," "anticipate," "believe," "estimate," "predict," "project," "potential," "target," "seek," "contemplate," "continue" and "ongoing," or the negative of these terms, or other comparable terminology intended to identify statements about the future. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Report, we caution you that these statements are based on a combination of facts and factors currently known by us and our expectations of the future, about which we cannot be certain. Forward-looking statements include statements about:

- our ability to maintain regulatory clearance of our cortical strip and grid electrode technology, our sEEG electrode technology, and our RF ablation system;
- our ability to successfully commercialize our technology in the United States;
- our ability to achieve or sustain profitability;
- our ability to raise additional capital and to fund our operations and ability to continue as a going concern;
- the availability of additional capital on acceptable terms or at all as or when needed;
- the clinical utility of our cortical strip, grid and depth electrodes, RF ablation system, and technology under development;
- our ability to develop additional applications of our cortical strip, grid and depth electrode and RF ablation technology with the benefits we hope to offer as compared to existing technology, or at all;
- the results of our development and distribution relationship with Zimmer, Inc. ("Zimmer");
- we have been the victim of a cyber-related crime, and our controls may not be successful in avoiding future cyber-related crimes; and
- the performance, productivity, reliability and regulatory compliance of our third-party manufacturers of our cortical strip, electrode and depth electrode and RF ablation technology;
- our ability to develop future generations of our cortical strip, grid and depth electrode and RF ablation technology;
- our future development priorities;
- our ability to obtain reimbursement coverage for our cortical strip, grid and depth electrode technology;

- our expectations about the willingness of healthcare providers to recommend our cortical strip, grid and depth electrode and RF ablation technology to people with epilepsy, Parkinson's disease, dystonia, essential tremors, chronic pain due to failed back surgeries and other related neurological disorders;
- our future commercialization, marketing and manufacturing capabilities and strategy;
- our ability to comply with applicable regulatory requirements;
- our ability to maintain our intellectual property position;
- our expectations regarding international opportunities for commercializing our cortical strip, grid and depth electrode and RF ablation technology under including technology under development;

- our estimates regarding the size of, and future growth in, the market for our technology, including technology under development; and
- our estimates regarding our future expenses and needs for additional financing.

Forward-looking statements are based on management's current expectations, estimates, forecasts and projections about our business and the industry in which we operate, and management's beliefs and assumptions are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. You should refer to the "Risk Factors" section of our Annual Report on Form 10-K for a discussion of important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Report will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all.

These forward-looking statements speak only as of the date of this Report. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future. You should, however, review the factors and risks and other information we describe in the reports we will file from time to time with the Securities and Exchange Commission (the "SEC") after the date of this Report.

Overview

We are a medical technology company focused on the development and commercialization of thin film electrode technology for continuous electroencephalogram ("cEEG") and stereoelectrocencephalography ("sEEG"), spinal cord stimulation, brain stimulation, drug delivery and ablation solutions for patients suffering from epilepsy, Parkinson's disease, dystonia, essential tremors, chronic pain due to failed back surgeries and other related neurological disorders. We are also developing the capability to use our sEEG electrode technology to deliver drugs or gene therapy while being able to record brain activity before, during, and after delivery. Additionally, we are investigating the potential applications of our technology associated with artificial intelligence.

NeuroOne has received 510(k) clearance for three of its devices from the FDA, including: (i) our Evo cortical electrode technology for recording, monitoring, and stimulating brain tissue for up to 30 days, (ii) our Evo sEEG electrode technology for temporary (less than 30 days) use with recording, monitoring, and stimulation equipment for the recording, monitoring, and stimulation of electrical signals at the subsurface level of the brain, and (iii) our OneRF ablation system for creation of radiofrequency lesions in nervous tissue for functional neurosurgical procedures. Our other products are still under development.

We commenced commercial sales of cEEG strip/grid and electrode cable assembly products beginning in the first quarter of fiscal year 2021. We sold, on a limited application basis for design verification, sEEG depth electrode products for non-human use beginning in late fiscal year 2021, and we commenced commercial sales of our sEEG depth electrode products in late calendar 2022. We initiated a limited commercial launch of our OneRF ablation system in March 2024.

We have incurred losses since inception. As of March 31, 2024, we had an accumulated deficit of $68.9 million, primarily as a result of expenses incurred in connection with our research and development, selling, general and administrative expenses associated with our operations and interest expense, fair value adjustments and loss on extinguishments related to our debt, offset in part by collaborations and product revenues.

Prior to FDA clearance of certain of our products, our main sources of cash, cash equivalents and short-term investments were proceeds from the issuances of notes, common stock, warrants and unsecured loans. See "Liquidity and Capital Resources—Capital Resources" below. While we have begun to generate revenue from the sale of products based on our cEEG and sEEG technology and through milestone and other payments from our current collaboration with Zimmer, we expect to continue to incur significant expenses and increasing operating and net losses for the foreseeable future until and unless we generate a higher level of revenue from commercial sales, and we will need to obtain substantial additional funding in connection with our continuing operations through public or private equity or debt financings, through collaborations or partnerships with other companies or other sources.

We may be unable to raise additional funds when needed on favorable terms or at all. Our failure to raise such capital as and when needed would have a negative impact on our financial condition and our ability to develop and commercialize our cortical strip, grid electrode and depth electrode technology and future products and our ability to pursue our business strategy. See "Liquidity and Capital Resources—Liquidity Outlook" below.

Recent Developments

Corporate Updates

OneRF Ablation Limited Commercial Launch

In March 2024, we announced a limited commercial launch of our OneRF ablation system. We do not have a distribution partner for the OneRF ablation system at this time, and are continuing to pursue potential strategic partnerships for this product.

Global Economic Conditions

Generally, worldwide economic conditions remain uncertain, particularly due to the conflicts between Russia and Ukraine and in the Middle East, disruptions in the banking system and financial markets, and increased inflation. The general economic and capital market conditions both in the U.S. and worldwide, have been volatile in the past and at times have adversely affected our access to capital and increased the cost of capital. The capital and credit markets may not be available to support future capital raising activity on favorable terms or at all. If economic conditions continue to decline, our future cost of equity or debt capital and access to the capital markets could be adversely affected.

Our operating results could be materially impacted by changes in the overall macroeconomic environment and other economic factors. Changes in economic conditions, supply chain constraints, logistics challenges, labor shortages, the conflicts in Ukraine and the Middle East, disruptions in the banking system and financial markets, and steps taken by governments and central banks, have led to higher inflation, which has led to an increase in costs and has caused changes in fiscal and monetary policy, including increased interest rates.

Financial Overview

Product Revenue

Our product revenue was derived from the sale of our Strip/Grid Products, sEEG Products and electrode cable assembly products ("Electrode Cable Assembly Products") based on Evo cortical electrode technology. We anticipate that we will generate additional revenue from the sale of products based on Evo cortical electrode technology and our OneRF ablation system.

In November 2019, we received FDA 510(k) clearance for our cortical electrode for temporary (less than 30 days) recording, monitoring, and stimulation on the surface of the brain. In October 2022, we received FDA 510(k) clearance for our Evo sEEG electrode technology for temporary (less than 30 days) use with recording, monitoring, and stimulation equipment for the recording, monitoring, and stimulation of electrical signals at the subsurface level of the brain. In December 2023, we received FDA 510(k) clearance for our OneRF ablation system for creation of radiofrequency lesions in nervous tissue for functional neurosurgical procedure.

Product Gross Profit

Product gross profit represents our product revenue less our cost of product revenue. Our cost of product revenue consists of the manufacturing and materials costs incurred by our third-party contract manufacturer in connection with our Strip/Grid Products, sEEG Products and outside supplier materials costs of producing the Electrode Cable Assembly Products. In addition, cost of product revenue includes royalty fees incurred in connection with our license agreements.

Collaborations Revenue

On July 20, 2020, we entered into an exclusive development and distribution agreement (the "Zimmer Development Agreement") with Zimmer, pursuant to which we granted Zimmer exclusive global rights to distribute the Strip/Grid Products and Electrode Cable Assembly Products. Additionally, we granted Zimmer the exclusive right and license to distribute certain sEEG Products developed by the Company. The OneRF ablation system is not covered by the Zimmer Development Agreement. The parties agreed to collaborate with respect to development activities under the Zimmer Development Agreement through a joint development committee composed of an equal number of representatives of Zimmer and the Company.

Under the terms of the Zimmer Development Agreement, we are responsible for all costs and expenses related to developing the Products, and Zimmer is responsible for all costs and expenses related to the commercialization of the Products. In addition to the Zimmer Development Agreement, Zimmer and the Company have entered into a Manufacturing and Supply Agreement and a Supplier Quality Agreement with respect to the manufacturing and supply of the Products.

Except as otherwise provided in the Zimmer Development Agreement, we are responsible for performing all development activities, including non-clinical and clinical studies directed at obtaining regulatory approval of each Product. Zimmer has agreed to use commercially reasonable efforts to promote, market and sell each Product following the "Product Availability Date" (as defined in the Zimmer Development Agreement) for such Product.

Pursuant to the Zimmer Development Agreement, Zimmer made an upfront initial exclusivity fee payment of $2.0 million (the "Initial Exclusivity Fee") to the Company in fiscal year 2020. In addition, on August 2, 2022, we entered into a Third Amendment to the Zimmer Development Agreement (the "Zimmer Amendment") with Zimmer. Pursuant to the terms and conditions of the Zimmer Amendment, Zimmer made a $3.5 million payment to us in August 2022. In consideration of the mutual covenants and agreements contained in the Zimmer Development Agreement, certain fee and milestone payment provisions in the Zimmer Development Agreement were replaced with the following below:

- $1.5 million for the sEEG exclusivity maintenance fee; and
- $2.0 million for satisfaction of each of the milestone events related to the design of sEEG Products set forth in the Zimmer Development Agreement, even though the satisfaction was after the deadlines originally identified.

In addition, in connection with the Zimmer Amendment, we issued to Zimmer a warrant to purchase common stock (the "2022 Zimmer Warrant"). The 2022 Zimmer Warrant is exercisable for up to an aggregate of 350,000 shares of our Common Stock. The 2022 Zimmer Warrant has an exercise price of $3.00 per share, is exercisable commencing six months from the issuance date, and will expire on August 2, 2027.

The Zimmer Development Agreement will expire on the tenth anniversary of the date of the first commercial sale of the last Products to achieve a first commercial sale (the "Zimmer Term"), unless terminated earlier pursuant to its terms. Either party may terminate the Zimmer Development Agreement (x) with written notice for the other party's material breach following a cure period or (y) if the other party becomes subject to certain insolvency proceedings. In addition, Zimmer may terminate the Zimmer Development Agreement for any reason with 90 days' written notice, and the Company may terminate the Zimmer Development Agreement if Zimmer acquires or directly or indirectly owns a controlling interest in certain competitors of the Company. The license rights granted to Zimmer under the Zimmer Development Agreement shall be exclusive from the effective date of the Zimmer Amendment until the end of the Zimmer Term.

All payments attributed to the Initial Exclusivity Fee, the sEEG exclusivity maintenance fee and sEEG design milestone payment are non-refundable.

The Zimmer Development Agreement and Zimmer Amendment were accounted for under the provisions of Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers* ("ASC 606"). In accordance with the provisions under ASC 606, we identified five performance obligations under the Zimmer Development Agreement and Zimmer Amendment: (1) our obligation to grant Zimmer access to our intellectual property; (2) completion of sEEG Product development; (3) completion of Strip/Grid Product development; (4) the provision of sEEG exclusivity maintenance; and (5) sEEG design modifications as requested by Zimmer. All performance obligations under the Zimmer Development Agreement and Zimmer Amendment were met as of December 31, 2022.

In October 2022, we received 510(k) clearance from the FDA for our Evo sEEG electrode technology for temporary (less than 30 days) use with recording, monitoring, and stimulation equipment for the recording, monitoring, and stimulation of electrical signals at the subsurface level of the brain. Accordingly, we recognized revenue in the amount of $1.5 million during the six months ended March 31, 2023 related to the completion of the sEEG exclusivity maintenance milestone. There was no collaboration revenue during the six months ended March 31, 2024.

The achievement of the level of sales required to earn royalty payments from Zimmer is uncertain.

For further discussion about the determination of collaborations revenue, product revenue and cost of product revenue, and for a discussion of milestones and royalty payments under the Zimmer Development Agreement, see "—Liquidity and Capital Resources—Liquidity Outlook" below and see "Note 7 — Zimmer Development Agreement" included in our condensed financial statements included in "Part 1, Item 1 – Financial Statements" in this Report.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of personnel-related costs including stock-based compensation for personnel in functions not directly associated with research and development activities. Other significant costs include legal and litigation costs relating to corporate matters, intellectual property costs, professional fees for consultants assisting with financial and administrative matters, and sales and marketing in connection with the commercial sale of cEEG strip/grid, sEEG depth electrode and electrode cable assembly products. We anticipate that our selling, general and administrative expenses will increase in the future to support our continued research and development activities, further commercialization of our cortical strip and grid technology, and our depth electrode technology, and the increased costs of operating as a public company. These increases will include increased costs related to the hiring of additional personnel and fees for legal and professional services, as well as other public company related costs.

Research and Development

Research and development expenses consist of expenses incurred in performing research and development activities in developing our cortical strip and grid electrode and depth electrode technology. Research and development expenses include compensation and benefits for research and development employees including stock-based compensation, overhead expenses, cost of laboratory supplies, clinical trial and related clinical manufacturing expenses, costs related to regulatory operations, fees paid to consultants and other outside expenses. Research and development costs are expensed as incurred and costs incurred by third parties are expensed as the contracted work is performed. Lastly, de minimis income from the sale of prototype products and related materials are offset against research and development expenses.

We expect our research and development expenses to increase over the next several years as we develop additional applications for our electrode technology and conduct preclinical testing and clinical trials.

Other Income (Expense), net

Other income (expense), net primarily consists of interest income related to our cash, cash equivalents, investment income or loss from short-term investments and other income or expense outside of normal operating activity relating to legal settlements, sales of non-commercial supplies and other items as applicable.

Results of Operations

Comparison of the Three Months Ended March 31, 2024 and 2023

The following table sets forth the results of operations for the three months ended March 31, 2024 and 2023, respectively.

	For the Three Months Ended March 31, (unaudited)		
	2024	2023	Period to Period Change
Product revenue	$ 1,377,294	$ 466,176	$ 911,118
Cost of product revenue	986,875	434,673	552,202
Product gross profit	390,419	31,503	358,916
Operating expenses:			
Selling, general and administrative	2,002,949	1,821,108	181,841
Research and development	1,273,568	1,706,314	(432,746)
Total operating expenses	3,276,517	3,527,422	(250,905)
Loss from operations	(2,886,098)	(3,495,919)	609,821
Other income (expense), net	31,008	(26,909)	57,917
Loss before income taxes	(2,855,090)	(3,522,828)	667,738
Provision for income taxes	—	—	—
Net loss	$ (2,855,090)	$ (3,522,828)	$ 667,738

Product Revenue and Product Gross Profit

Product revenue and product gross profit was $1.4 million and $0.4 million, respectively, during the three months ended March 31, 2024. Product revenue and product gross profit was $0.5 million and $32,000, respectively, during the three months ended March 31, 2023. The product revenue consists of the sale of our strip/grid, sEEG and electrode cable assembly products. Cost of product revenue consisted of the manufacturing and materials costs incurred by our third-party contract manufacturer in connection with our strip/grid and sEEG products, and outside supplier materials costs in connection with the electrode cable assembly products. In addition, cost of product revenue included royalty fees incurred of approximately $42,000 and $38,000 in connection with our license agreements during the three months ended March 31, 2024 and 2023, respectively.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were $2.0 and $1.8 million during the three months ended March 31, 2024 and 2023, respectively. The $0.2 million expense increase in the current quarter over the comparable prior year quarter was attributed to higher administrative payroll of $0.2 million and stock-based compensation of $0.1 million, partially offset by lower professional services and marketing expenses of $0.1 million. Selling, general and administrative expenses included $0.3 million and $0.2 million of stock-based compensation during the three months ended March 31, 2024 and 2023, respectively.

Research and Development Expenses

Research and development expenses were $1.3 million for the three months ended March 31, 2024, compared to $1.7 million during for the three months ended March 31, 2023. The $0.4 million decrease in the current period over the prior year period was attributed largely to the timing and overall lower OneRF Product development activities in the current quarter when compared to the comparable prior year quarter. Research and development expenses primarily included salary-related expenses and costs related to consulting services, materials and supplies associated with the development of sEEG Products and to a much lesser extent Strip/Grid Products. Research and development expenses included $76,000 and $38,000 of stock-based compensation during the three months ended March 31, 2024 and 2023, respectively.

Other Income (expense), net

Other income during the three months ended March 31, 2024 and 2023 related to interest income on our cash, cash equivalents and short-term investments in the amount of $31,000 and $67,000, respectively.

Other expense during the three months ended March 31, 2023 was attributed to an exploit loss of $94,000. There were no other expenses during the three months ended March 31, 2024.

Comparison of the Six Months Ended March 31, 2024 and 2023

The following table sets forth the results of operations for the six months ended March 31, 2024 and 2023, respectively.

	For the Six Months Ended March 31, (unaudited)		
	2024	2023	Period to Period Change
Product revenue	$ 2,354,943	$ 580,755	$ 1,774,188
Cost of product revenue	1,698,210	561,559	1,136,651
Product gross profit	656,733	19,196	637,537
Collaborations revenue	—	1,455,188	(1,455,188)
Operating expenses:			
Selling, general and administrative	4,176,421	3,484,845	691,576
Research and development	2,756,885	3,269,810	(512,925)
Total operating expenses	6,933,306	6,754,655	178,651
Loss from operations	(6,276,573)	(5,280,271)	(996,302)
Other income, net	76,583	24,674	51,909
Loss before income taxes	(6,199,990)	(5,255,597)	(944,393)
Provision for income taxes	—	—	—
Net loss	$ (6,199,990)	$ (5,255,597)	$ (944,393)

Product Revenue and Product Gross Profit

Product revenue and product gross profit was $2.4 million and $0.7 million during the six months ended March 31, 2024, respectively. Product revenue and product gross profit was $0.6 million and $19,000 during the six months ended March 31, 2023, respectively. Product revenue consisted of Strip/Grid Products, sEEG Products and Electrode Cable Assembly Products sales. Cost of product revenue consisted of the manufacturing and materials costs incurred by our third-party contract manufacturer in connection with our Strip/Grid Products, sEEG Products and outside supplier materials costs in connection with the Electrode Cable Assembly Products. In addition, cost of product revenue included royalty fees incurred of approximately $79,000 and $76,000 in connection with our license agreements during the six months ended March 31, 2024 and 2023, respectively.

Collaborations Revenue

Collaborations revenue was zero and $1.5 million for the six months ended March 31, 2024 and 2023, respectively. Revenue was derived from the Zimmer Development Agreement and represented the portion of the upfront initial development fee payment eligible for revenue recognition during such period. The amount of revenue recognized in the current six months related to the completion of the sEEG maintenance fee obligation as a result of securing FDA approval. For the comparable prior year period, the upfront fee was based on development completed in connection with depth electrode products, and to a lesser extent, the strip/grid products.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were $4.2 million for the six months ended March 31, 2024, compared to $3.5 million for the six months ended March 31, 2023. The $0.7 million increase in the current six month period compared to the comparable prior year period was primarily due to higher administrative payroll of $0.3 million, professional fees of $0.3 million, mainly in connection with legal services, and other general operating expenses of $0.1 million on a net basis. Selling, general and administrative expenses included $0.5 million of stock-based compensation during each of the six months ended March 31, 2024 and 2023.

Research and Development Expenses

Research and development expenses were $2.8 million for the six months ended March 31, 2024, compared to $3.3 million for the six months ended March 31, 2023. The $0.5 million decrease period over period was attributed to the timing and an overall reduction in supporting OneRF development activities during the current six month period when compared to the comparable prior year period. Research and development primarily included salary-related expenses and costs related to consulting services, materials and supplies associated with the development of sEEG Products and to a much lesser extent Strip/Grid Products. Research and development expenses included $142,000 and $83,000 of stock-based compensation during the six months ended March 31, 2024 and 2023, respectively,

Other Income, net

Other income, net during the six months ended March 31, 2024 consisted of $77,000 related to interest income attributed to our cash and cash equivalents.

Other income, net during the six months ended March 31, 2023 consisted of $119,000 related primarily to interest income attributed to our cash, cash equivalents and short-term investments, partially offset by an exploit loss of $94,000.

Liquidity and Capital Resources

Overview

As of March 31, 2024, our principal source of liquidity consisted of cash and cash equivalents in the aggregate of approximately $2.4 million. While we began to generate revenue in fiscal year 2021 from commercial sales and through milestone and other payments under our collaboration with Zimmer, we expect to continue to incur significant expenses and increasing operating and net losses for the foreseeable future until and unless we generate an adequate level of revenue from commercial sales to cover expenses. Our most significant cash requirements relate to the funding of our ongoing product development and commercialization operations and our royalty obligations under our intellectual property licenses with the Wisconsin Alumni Research Foundation ("WARF") and the Mayo Foundation for Medical Education and Research ("Mayo"). Our additional material cash needs include commitments under operating leases and other administrative services. See "Funding Requirements" below for more information. We anticipate that our expenses will increase substantially as we develop and commercialize our electrode technology and pursue pre-clinical and clinical trials, seek regulatory approvals, manufacture products, establish our own sales, marketing and distribution infrastructure to commercialize our ablation electrode technology, hire additional staff, add operational, financial and management systems and continue to operate as a public company.

Capital Resources

Our sources of cash, cash equivalents and short-term investments to date have been limited to collaboration and product revenues, along with proceeds from the issuances of notes with warrants, common stock with and without warrants and unsecured loans with the terms of our more recent financings described below.

At-The-Market Offering

On December 21, 2022, we entered into a Capital on Demand™ Sales Agreement ("Sales Agreement") with JonesTrading Institutional Services LLC ("JonesTrading") to create an at-the-market offering program ("ATM") under which we may offer and sell shares having an aggregate offering price of up to $14.5 million. JonesTrading is entitled to a commission at a fixed commission rate of up to 3% of the gross proceeds. On July 24, 2023, we decreased the amount of common stock that can be sold pursuant to the Sales Agreement, such that we were offering up to an aggregate of $2.6 million of our common stock for sale under the Sales Agreement, including the shares of common stock previously sold. Subsequently on December 1, 2023, however, we increased the amount of common stock that can be sold pursuant to the Sales Agreement, such that we were offering up to an aggregate of $4.8 million of our common stock for sale under the Sales Agreement, including the shares of common stock previously sold. On January 5, 2024, we further increased the amount of common stock that can be sold pursuant to the Sales Agreement, such that we are offering up to an aggregate of $9.3 million of our common stock for sale under the Sales Agreement, including the shares of common stock previously sold.

Through March 31, 2024, we have issued 3,769,273 shares of common stock under the ATM for gross proceeds in the amount of $5.9 million. We incurred issuance costs in connection with the ATM in the amount of $0.4 million through March 31, 2024. Between April 1 and May 10, 2024, we issued an additional 1,093,135 shares of common stock for net proceeds in the amount of $1.3 million in connection with the Sales Agreement.

July 2023 Public Offering

On July 24, 2023, we entered into an underwriting agreement with The Benchmark Company, LLC, as underwriter ("Benchmark"), relating to the issuance and sale of 5,250,000 shares of our common stock, par value $0.001 per share, at a price to the public of $1.00 per share (the "July 2023 Public Offering"). In addition, under the terms of the July 2023 Public Offering, we granted Benchmark an option, exercisable for 30 days, to purchase up to an additional 787,500 shares of common stock on the same terms ("the Overallotment Option"). The July 2023 Public Offering closed on July 27, 2023, and

we completed the sale and issuance of an aggregate of 6,037,500 shares of our common stock, including the exercise in full of the Overallotment Option.

The net proceeds to us from the July 2023 Public Offering were approximately $5.2 million after deducting underwriting discounts and other offering expenses payable by the Company.

Funding Requirements

As noted above, certain of our cash requirements relate to the funding of our ongoing product development and commercialization operations and our milestone and royalty obligations under our intellectual property licenses with WARF and Mayo. See "Item 1—Business—Clinical Development and Regulatory Pathway—Clinical Experience, Future Development and Clinical Trial Plans" in our Annual Report on Form 10-K for the year ended September 30, 2023 for a discussion of design, development, pre-clinical and clinical activities that we may conduct in the future, including expected cash expenditures required for some of those activities, to the extent we are able to estimate such costs.

On January 21, 2020, we entered into an Amended and Restated License Agreement (the "WARF License") with WARF, which amended and restated in full our prior license agreement with WARF, dated October 1, 2014. Under the WARF License, we have agreed to pay WARF a royalty equal to a single-digit percentage of our product sales pursuant to the WARF License, with a minimum annual royalty payment of $50,000 for 2020, $100,000 for 2021 and $150,000 for 2022 and each calendar year thereafter that the WARF License is in effect. If we or any of our sublicensees contest the validity of any licensed patent, the royalty rate will be doubled during the pendency of such contest and, if the contested patent is found to be valid and would be infringed by us if not for the WARF License, the royalty rate will be tripled for the remaining term of the WARF License.

Under the Amended and Restated License and Development Agreement with Mayo (the "Mayo Development Agreement"), we have agreed to pay Mayo a royalty equal to a single-digit percentage of our product sales pursuant to the Mayo Development Agreement. See "Note 4 – Commitments and Contingencies" included in our condensed financial statements included in "Part 1, Item 1 – Financial Statements" in this Report for more information about the WARF License and the Mayo Development Agreement.

Our other cash requirements within the next twelve months include accounts payable, accrued expenses, purchase commitments and other current liabilities. Our other cash requirements greater than twelve months from various contractual obligations and commitments include operating leases and contracted services. Refer to "Note 4 – Commitments and Contingencies" included in our condensed financial statements included in "Part 1, Item 1 – Financial Statements" in this Report for further detail of our lease obligations and the timing of expected future payments. Contracted services include agreements with third-party service providers for clinical research, product development, manufacturing, supplies, payroll services, equipment maintenance services, and audits for periods up to fiscal year 2025.

We expect to satisfy our short-term and long-term obligations through cash on hand and, until we generate an adequate level of revenue from commercial sales to cover expenses, if ever, from future equity and debt financings.

Liquidity Outlook

For a discussion of potential fee payments under the Zimmer Development Agreement, see "Note 7 — Zimmer Development Agreement" included in our condensed financial statements included in "Part 1, Item 1 – Financial Statements" in this Report. Even though we have received regulatory clearance to expand the use of our Evo sEEG electrode technology for up to 30 days, commercial sales of the sEEG electrodes are expected to take some time to be a significant source of liquidity. Zimmer has exclusive global rights to distribute our strip and grid cortical electrodes, depth electrodes and electrode cable assembly products. Zimmer's failure to timely develop or commercialize these products would have a material adverse effect on our business and operating results.

At March 31, 2024, we had cash and cash equivalents in the aggregate of approximately $2.4 million. Management has noted the existence of substantial doubt about our ability to continue as a going concern. Additionally, our independent registered public accounting firm included an explanatory paragraph in the report on our financial statements as of and for the years ended September 30, 2023 and 2022, respectively, noting the existence of substantial doubt about our ability to continue as a going concern. Our existing cash and cash equivalents may not be sufficient to fund our operating expenses through at least twelve months from the date of this filing. To continue to fund operations, we will need to secure additional funding through public or private equity or debt financings, through collaborations or partnerships with other companies or other sources. We may not be able to raise additional capital on terms acceptable to us, or at all. Any failure to raise capital when needed could compromise our ability to execute on our business plan. If we are unable to raise additional funds, or if our anticipated operating results are not achieved, we believe planned expenditures may need to be reduced in order to extend the time period that existing resources can fund our operations. If we are unable to obtain the necessary capital, it may have a material adverse effect on our operations and the development of our technology, or we may have to cease operations altogether.

The development and commercialization of our cortical strip, grid electrode and depth electrode technology is subject to numerous uncertainties, and we could use our cash and cash equivalent resources sooner than we expect. Additionally, the process of developing medical devices is costly, and the timing of progress in pre-clinical tests and clinical trials is uncertain. Our ability to successfully transition to profitability will be dependent upon achieving further regulatory approvals and achieving a level of product sales adequate to support our cost structure. We cannot assure you that we will ever be profitable or generate positive cash flow from operating activities.

Cash Flows

The following is a summary of cash flows for each of the periods set forth below.

	For the Six Months Ended March 31,	
	2024	**2023**
Net cash used in operating activities	$ (5,984,554)	$ (7,043,789)
Net cash (used in) provided by investing activities	(68,491)	1,839,375
Net cash provided by financing activities	3,165,207	646,248
Net decrease in cash and cash equivalents	$ (2,887,838)	$ (4,558,166)

Net cash used in operating activities

Net cash used in operating activities was $6.0 million for the six months ended March 31, 2024, which consisted of a net loss of $6.2 million partially

offset principally by non-cash stock-based compensation, depreciation, amortization related to intangible assets, operating lease expense, totaling approximately $0.8 million in the aggregate. The net change in our net operating assets and liabilities associated with fluctuations in our operating activities resulted in a cash use of approximately $0.6 million. The net cash use stemming from the change in operating assets and liabilities was primarily attributable to both an increase in our accounts receivable and prepaid expense as well as attributed to a net decrease in our accrued expenses and other liabilities. Partially offsetting the net cash used for the period was the reduction in inventory purchases and increase in our account payable attributed to the timing of payments.

Net cash used in operating activities was $7.0 million for the six months ended March 31, 2023, which consisted of a net loss of $5.3 million partially offset principally by non-cash stock-based compensation, depreciation, amortization related to intangible assets and to our short-term investments, operating lease expense, totaling approximately $0.6 million in the aggregate. The net change in our net operating assets and liabilities associated with fluctuations in our operating activities resulted in a cash use of approximately $2.4 million. The net cash use stemming from the change in operating assets and liabilities was primarily attributable to a decrease in deferred revenue in connection with the completion of the remaining milestone performance obligation under the Zimmer Development Agreement, and to a lesser extent, to an increase in inventory purchases, accounts receivable and prepaids, coupled with a decrease in the aggregate of account payable and accrued expenses, attributed to the timing of payments.

Net cash (used in) provided by investing activities

Net cash used in investing activities was $ 68,000 for the six months ended March 31, 2024 and consisted of outlays for purchases of property and equipment.

Net cash provided by investing activities was $1.8 million for the six months ended March 31, 2023 and consisted of maturities of short-term investments in the amount of $3.5 million, offset by purchases of short term investment of $1.5 million, consisting of treasury and corporate notes. The balance of activity during the period consisted of outlays for purchases of property and equipment in the amount $0.2 million.

Net cash provided by financing activities

Net cash provided by financing activities was $3.2 million for the six months ended March 31, 2024, which consisted of net proceeds from the ATM of $3.2 million, offset partially by repurchases of common stock for the payment of employee taxes in the amount of $25,000.

Net cash provided by financing activities was $0.6 million for the six months ended March 31, 2023, which consisted of net proceeds from the ATM of $0.7 million, offset partially by repurchases of common stock for the payment of employee taxes in the amount of $0.1 million.

Critical Accounting Estimates

Our financial statements are prepared in accordance with U.S. generally accepted accounting principles. These accounting principles require us to make estimates and judgments that can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenue and expense during the periods presented. We believe that the estimates and judgments upon which we rely are reasonably based upon information available to us at the time that we make these estimates and judgments. To the extent that there are material differences between these estimates and actual results, our financial results will be affected. The accounting policies that reflect our more significant estimates and judgments and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results are described in Note 3 — “Summary of Significant Accounting Policies” to our condensed financial statements included in “Part 1, Item 1 – Financial Statements” in this Report.

Of these policies, the following are considered critical to an understanding of our condensed financial statements included in “Part 1, Item 1 – Financial Statements” in this Report as they require the application of the most subjective and the most complex judgments:

Revenues:

For discussion about the determination of collaborations revenue, product revenue and cost of product revenue, see “Note 7 — Zimmer Development Agreement” included in our condensed financial statements included in “Part 1, Item 1 – Financial Statements” in this Report. To date, we have not had, nor expect to have in the future, significant variable consideration adjustments related to product revenue, such as chargebacks, sales allowances and sales returns.

Stock-based Compensation

For discussions about the application of grant date fair value associated with our stock-based compensation, see “Note 8 — Stock-Based Compensation” included in our condensed financial statements included in “Part 1, Item 1 – Financial Statements” in this Report.

Income Tax Assets and Liabilities

Income tax assets and liabilities include income tax valuation allowances. For additional information, see “Note 10 — Income Taxes” included in our condensed financial statements included in “Part 1, Item 1 – Financial Statements” in this Report and “Note 11 – Income Taxes” in Part II, Item 8 “Financial Statements” of our Annual Report on Form 10-K for the year ended September 30, 2023.

Contingencies

We are subject to numerous contingencies arising in the ordinary course of business, including legal contingencies. For additional information, see “Note 4 — Commitments and Contingencies” included in our condensed financial statements included in “Part 1, Item 1 – Financial Statements” in this Report.

Recent Accounting Pronouncements

Refer to “Note 3— Summary of Significant Accounting Policies” to our condensed financial statements included in “Part 1, Item 1 – Financial Statements” in this Report for a discussion of recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable for smaller reporting companies.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, under the direction of the Chief Executive Officer and the Chief Financial Officer, we have evaluated our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective as of the end of the period covered by this report. Our management has concluded that the financial statements included elsewhere in this Quarterly Report present fairly, in all material respects, our financial position, results of operations and cash flows in conformity with generally accepted accounting principles.

Changes in Internal Control over Financial Reporting

There has not been any change in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is 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 be involved in various claims and legal proceedings relating to claims arising out of our operations. We are not currently a party to any legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 1A. Risk Factors

In addition to the other information set forth elsewhere in this Report, you should carefully consider the factors discussed in Part I, Item 1A “Risk Factors” of the Company’s Annual Report on Form 10-K for the year ended September 30, 2023. Such factors, if they were to occur, could cause our actual results to differ materially from those expressed in our forward-looking statements in this Report, and materially adversely affect our financial condition or future results. Although we are not aware of any other factors that we currently anticipate will cause our forward-looking statements to differ materially from our future actual results, or materially affect the Company’s financial condition or future results, additional risks and uncertainties not currently known to us or that we currently deem to be immaterial might materially adversely affect our actual business, financial condition and/or operating results.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable to our Company.

Item 5. Other Information

Rule 10b5-1 Trading Plans – Directors and Section 16 Officers

During the three months ended March 31, 2024, none of the Company’s directors or Section 16 officers 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) of the Exchange Act or any “non-Rule 10b5-1 trading arrangement”.

Item 6. Exhibits

Exhibit No.	Document
3.1	Certificate of Incorporation of NeuroOne Medical Technologies Corporation (incorporated by reference to Exhibit 3.4 on the Registrant’s Current Report on Form 8-K filed on June 29, 2017).

3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of NeuroOne Medical Technologies Corporation (incorporated by reference to Exhibit 3.1 on the Registrant's Current Report on Form 8-K filed on March 31, 2021).
3.3	Bylaws of NeuroOne Medical Technologies Corporation (incorporated by reference to Exhibit 3.5 on the Registrant's Current Report on Form 8-K filed on June 29, 2017).
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Documents are furnished not filed.

NeuroOne Medical Technologies Corporation
Form 10-Q

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.

Dated: May 14, 2024

NeuroOne Medical Technologies Corporation

By: /s/ David Rosa
David Rosa
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Ronald McClurg
Ronald McClurg
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.1

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

I, David Rosa, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NeuroOne Medical Technologies Corporation for the period ended March 31, 2024;

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

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

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

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

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

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

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

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

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

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

Date: May 14, 2024

/s/ David Rosa
Name: David Rosa
Title: Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

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

I, Ronald McClurg, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NeuroOne Medical Technologies Corporation for the period ended March 31, 2024;

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

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

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

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

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

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

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

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

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

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

Date: May 14, 2024

/s/ Ronald McClurg
Name: Ronald McClurg
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 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***

Pursuant to the requirement set forth in Rule 13a-14(b) or Rule 15d-14(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code, David Rosa, Chief Executive Officer of NeuroOne Medical Technologies Corporation (the "Company") hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2024 (the "Report"), to which this Certification is attached as Exhibit 32.1, fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and

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

/s/ David Rosa
David Rosa
Chief Executive Officer
(Principal Executive Officer)

Dated: May 14, 2024

* This certification accompanies the report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of NeuroOne Medical Technologies Corporation under the Securities Act of 1933, as amended, or the Exchange Act made before or after the date of the report, irrespective of any general incorporation language contained in such filing.

Exhibit 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***

Pursuant to the requirement set forth in Rule 13a-14(b) or Rule 15d-14(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code, Ronald McClurg, Chief Financial Officer of NeuroOne Medical Technologies Corporation (the "Company") hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2024 (the "Report"), to which this Certification is attached as Exhibit 32.2, fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and

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

/s/ Ronald McClurg
Ronald McClurg
Chief Financial Officer
(Principal Financial Officer)

Dated: May 14, 2024

* This certification accompanies the report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of NeuroOne Medical Technologies Corporation under the Securities Act of 1933, as amended, or the Exchange Act made before or after the date of the report, irrespective of any general incorporation language contained in such filing.