

at the board of directorsâ™ discretion. Effective January 1, 2022, the Compensation Committee increased Mr. Thorntonâ™s annual salary to \$324,000. In September 2023, Mr. Thornton agreed to a 30% reduction of his base salary received for the remainder of 2023 in order to preserve cash for the Companyâ™s operations. Under the employment agreement, Mr. Thornton is eligible for an annual cash bonus based upon achievement of performance-based objectives established by the board of directors. Upon termination without cause, any portion of Mr. Thorntonâ™s option award scheduled to vest within 12 months will automatically vest, and upon termination without cause within 12 months following a change of control, the entire unvested portion of the option award will automatically vest. Upon termination for any other reason, the entire unvested portion of the option award will terminate. If Mr. Thorntonâ™s employment is terminated by the Company without cause or Mr. Thornton terminates his employment for good reason, Mr. Thornton will be entitled to receive 12 monthsâ™ continuation of his current base salary and a lump sum payment equal to 12 monthsâ™ of continued healthcare coverage (or 24 monthsâ™ continuation of his current base salary and a lump sum payment equal to 24 months of continued healthcare coverage if such termination occurs within one year following a change in control). Under his employment agreement, Mr. Thornton is eligible to receive benefits that are substantially similar to those of the Companyâ™s other senior executive officers. Warrants As described in Note 7, our Registered Offering included Series A Warrants and Series B Warrants which were subject to shareholder approval and consequently have not been included in the financial statements as of June 30, 2024. The Series A Warrants and Series B Warrants were approved by shareholders on August 6, 2024. A Litigation From time to time the Company may become a party to litigation in the normal course of business. As of June 30, 2024, there were no legal matters that management believes would have a material effect on the Companyâ™s financial position or results of operations. Note 12 â€“ Subsequent Eventsâ Leadership Changes On August 5, 2024, Irina Pestrikova notified the Company of her resignation as the Companyâ™s Senior Director, Finance, effective August 7, 2024. Ms. Pestrikovaâ™s resignation was not in connection with any disagreement relating to the Companyâ™s operations, policies, or practices. Ms. Pestrikova may provide consulting services to the Company after her resignation, as desired and agreed to between Ms. Pestrikova and Company management, in order to assist with the transitional matters. A On August 7, 2024, the Companyâ™s Board of Directors appointed Richard Jacroux as Chief Financial Officer, effective upon Ms. Pestrikovaâ™s resignation. A On August 12, 2024, the Company and Francois Michelon mutually agreed on Mr. Michelonâ™s resignation as the Companyâ™s Chief Executive Officer and as a member of the Companyâ™s Board of Directors. Mr. Michelonâ™s resignation as a member of the Board did not involve any disagreement with the Company on any matter relating to the Companyâ™s operations, policies, or practices. A The terms of Mr. Michelonâ™s separation from the Company have been memorialized pursuant to a Separation Agreement and Release, dated August 12, 2024 (the â€œSeparation Agreementâ€). Pursuant to the Separation Agreement, Mr. Michelon will be entitled to a single cash payment of \$100,000, which is equal to 4 monthsâ™ continuation of his current base salary, a cash payment for accrued vacation time and \$1,705 monthly for up to 12 months for continued healthcare coverage in consideration for a release of any and all claims he may have against the Company, its affiliates, and their respective representatives and other related parties. The Separation Agreement also terminated certain restrictive covenants applicable to Mr. Michelon under his employment agreement with the Company. A Effective August 13, 2024, the Board appointed Alexander Tokman as the Companyâ™s acting Chief Executive Officer and Chairman of the Board. As described in Part II, Item 5, in connection with such appointment the Company and Mr. Tokman entered into employment agreement. A Increase in Authorized Shares of Common Stock A At the 2024 Annual Meeting of the Companyâ™s Stockholders held on August 6, 2024 (the â€œAnnual Meetingâ€), the Companyâ™s stockholders approved and adopted a Certificate of Amendment to the Companyâ™s Fourth Amended and Restated Certificate of Incorporation (the â€œCertificate of Incorporationâ€) to increase the number of authorized shares of Companyâ™s Common stock, from 80,000,000 shares to 1,000,000,000 shares (the â€œCharter Amendmentâ€). A The Charter Amendment was filed with the Secretary of State of the State of Delaware on August 8, 2024 and was effective upon filing. A Reverse Stock Split A At the Annual Meeting, the Companyâ™s stockholders approved a Certificate of Amendment to the Certificate of Incorporation to effect a reverse stock split of the shares of the Common Stock A at a stock split ratio between 1-for-20 and 1-for-50, inclusive (the â€œReverse Stock Splitâ€), with the ultimate ratio and precise timing of the Reverse Stock Split A to be determined by the Companyâ™s Board of Directors A in its sole discretion. On August 8, 2024, the Board of Directors approved a ratio of 1-for-50 for the Reverse Stock Split A A 16Table of Contents A Item 2, Managementâ™s Discussion and Analysis of Financial Condition and Results of Operations A Forward-Looking Statements A As used in this Quarterly Report on Form 10-Q (this â€œForm 10-Qâ€), unless the context otherwise requires, the terms â€œwe,â€ â€œus,â€ â€œour,â€ â€œENDRAâ€ and the â€œCompanyâ€ refer to ENDRA Life Sciences Inc., a Delaware corporation, and its direct and indirect subsidiaries. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our historical financial statements and related notes thereto in this Form 10-Q. This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are intended to be covered by the â€œsafe harborâ€ created by those sections. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, can generally be identified by the use of forward-looking terms such as â€œbelieve,â€ â€œexpect,â€ â€œmay,â€ â€œwill,â€ â€œshould,â€ â€œcould,â€ â€œwould,â€ â€œseek,â€ â€œintend,â€ â€œplan,â€ â€œestimate,â€ â€œanticipateâ€ or other comparable terms. All statements other than statements of historical facts included in this Form 10-Q, including those A regarding our strategies, prospects, financial condition, operations, costs, plans and objectives, are forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding expectations for revenues, cash flows and financial performance, the anticipated results of our development efforts and the timing for receipt of required regulatory approvals and product launches. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in, or implied by, the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: our limited commercial experience, limited cash and history of losses; our ability to obtain adequate financing to fund our business operations in the future; our ability to achieve profitability; our ability to develop a commercially feasible application based on our Thermo-Acoustic Enhanced Ultrasound (â€œTAEUSâ€) technology; market acceptance of our technology; uncertainties associated with any future pandemic, including possible effects on our operations; results of our human studies, which may be negative or inconclusive; our ability to find and maintain development partners; our reliance on collaborations and strategic alliances and licensing arrangements; the amount and nature of competition in our industry; our ability to protect our intellectual property; potential changes in the healthcare industry or third-party reimbursement practices; delays and changes in regulatory requirements, policy and guidelines including potential delays in submitting required regulatory applications for Food and Drug Administration (â€œFDAâ€) approval; our ability to obtain and maintain CE mark certification and secure required FDA and other governmental approvals for our TAEUS applications; our ability to regain compliance with the listing standards of the Nasdaq Capital Market and maintain the listing of our common stock on such exchange; our ability to comply with regulation by various federal, state, local and foreign governmental agencies and to maintain necessary regulatory clearances or approvals; and the other risks and uncertainties described in the Risk Factors section of our Annual Report on Form 10-K for the period ended December 31, 2023, as filed with the SEC on March 28, 2024, and in the Managementâ™s Discussion and Analysis of Financial Condition and Results of Operations section of this Form 10-Q. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise. A Available Information A From time to time, we use press releases, Twitter (@endralifesci) and LinkedIn (www.linkedin.com/company/endra-inc) to distribute material information. Our press releases and financial and other material information are routinely posted to and accessible on the Investors section of our website, www.endrainc.com. Accordingly, investors should monitor these channels, in addition to our SEC filings and public conference calls and webcasts. In addition, investors may automatically receive e-mail alerts and other information about the Company by enrolling their e-mail addresses by visiting the â€œEmail Alertsâ€ section of our website at investors.endrainc.com. Information that is contained in and can be accessed through our website, Twitter posts and LinkedIn are not incorporated into, and do not form a part of, this Quarterly Report or any other report or document we file with the SEC. A Overview A We are leveraging experience with pre-clinical enhanced ultrasound devices to develop technology for increasing the capabilities of clinical diagnostic ultrasound and other types of capital equipment, to broaden patient access to the safe diagnosis and treatment of a number of significant medical conditions in circumstances where expensive X-ray CT and MRI technology, or other diagnostic technologies such as surgical biopsy, are unavailable or impractical. Building on our expertise in thermoacoustics, we have developed a next-generation technology platform-Thermo Acoustic Enhanced Ultrasound, or TAEUS-which is intended to enhance the capability of clinical ultrasound technology and support the diagnosis and treatment of a number of significant medical conditions that currently require the use of expensive CT or MRI imaging or where imaging is not practical using existing technology. A 17Table of Contents A The first-generation TAEUS application is a standalone ultrasound accessory designed to cost-effectively quantify fat in the liver and stage progression of nonalcoholic fatty liver disease (â€œNAFLDâ€), which can otherwise only be achieved today with impractical surgical biopsies or MRI scans. Subsequent TAEUS offerings are expected to be implemented via a second-generation hardware platform that can run multiple clinical software applications that we will offer TAEUS users for a licensing fee-adding ongoing customer value to the TAEUS platform and a growing software revenue stream for our Company. A Each of our TAEUS platform applications will require regulatory approvals before we are able to sell or license the application. Based on certain factors, such as the installed base of ultrasound systems, availability of other imaging technologies, such as CT and MRI, economic strength and applicable regulatory requirements, we intend to seek initial approval of our applications for sale in the European Union and the United States, followed by China. A In March 2020, we received CE mark approval for our TAEUS FLIP (â€œFatty Liver Imaging Probeâ€) System, enabling its marketing and sales in the European Union and other CE mark geographies, including the 27 EU member states. A In June 2020, we submitted a 510(k) Application to the FDA for our TAEUS Fatty Liver Imaging Probe (â€œFLIPâ€) System. In February 2022, we announced that we would pursue FDA reclassification and clearance of our TAEUS FLIP System through the FDAâ™s â€œde novoâ€ process. We subsequently voluntarily withdrew our 510(k) Application submitted a de novo request for the TAEUS system to the FDA in the third quarter of 2023. In the fourth quarter of 2023, the FDA sent us an Additional Information (â€œAIâ€) request related to our de novo application. After we received the AI request, we have had several interactions with the FDA and have provided additional information. In order to fully respond to the FDAâ™s questions, we will need to compile additional clinical data, provide additional device test data, and respond to cybersecurity related questions in a new de novo submission. We had an in-person pre-submission meeting with the FDA on May 16, 2024. We currently anticipate completing the necessary clinical studies by the fourth quarter of 2024 or first quarter of 2025 and submitting the new de novo request to the FDA in the first half of 2025. A Financial Operations Overview A Revenue A No revenue has been generated by our TAEUS technology, which we have not commercially sold as of June 30, 2024. A Research and Development Expenses A Our research and development expenses primarily include wages, fees and equipment for the development of our TAEUS technology platform and the proposed applications. Additionally, we incur certain costs associated with the protection of our products and inventions through a combination of patents, licenses, applications and disclosures. These costs and expenses include: A employee-related expenses, such as salaries, bonuses and benefits, consultant-related expenses such as consultant fees and bonuses, stock-based compensation, overhead related expenses and travel-related expenses for our research and development personnel; A A-expenses incurred under agreements with contract research organizations (â€œCROsâ€), contract manufacturing organizations (â€œCMOsâ€) as well as consultants that support the implementation of our clinical and non-clinical studies; A A manufacturing and packaging costs in connection with conducting clinical trials; A A-formulation, research and development expenses related to our TAEUS technology; and A A-costs for sponsored research. A We plan to incur research and development expenses for the foreseeable future as we expect to continue the development of TAEUS and pursue FDA approval of the NAFLD TAEUS system. At this time, due to the inherently unpredictable nature of clinical development and regulatory approvals, we are unable to estimate with certainty the costs we will incur and the timelines we will require in our continued development efforts. A 18Table of Contents A Sales and Marketing Expenses A Sales and marketing expenses consist primarily of headcount and consulting costs, and marketing and tradeshow expenses. Currently, our marketing efforts are through our website and attendance of key industry meetings and conferences. In connection with the commercialization of our TAEUS applications, we are building a small sales and marketing team to train and support global ultrasound distributors and expect to execute traditional marketing activities such as promotional materials, electronic media and participation in industry events and conferences. During the quarter, we restructured our European sales operations to better align with the Companyâ™s near-term sales prospects. A We expect to add to our sales representation and support headcount for operations in the EU as resources permit in the future, and plan to begin staffing our sales efforts in the United States once we have obtained FDA approval for the sale of the NAFLD TAEUS device in that region. A General and Administrative Expenses A General and administrative expenses consist primarily of salaries and related expenses for our management and personnel, and professional fees, such as for accounting, consulting and legal services. We anticipate that our general and administrative expenses will increase in the future as we support our continued research and development activities, expand our sales and marketing operations, and continue as a public company. These increases would likely include increased costs related to the hiring of personnel, including compensation and employee-related expenses, including stock-based compensation, and fees to outside consultants, lawyers and accountants, among other expenses. Additionally, we anticipate continued costs associated with being a public company, including expenses related to services associated with maintaining compliance with The Nasdaq Capital Market and SEC requirements, directors and officers insurance, increased legal and accounting costs and investor relations costs. A Critical Accounting Policies and Estimates A Use of Estimates A The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. A Management makes estimates that affect certain accounts including deferred income tax assets, accrued expenses, fair value of equity instruments and reserves for any other commitments or contingencies. Any adjustments applied to estimates are recognized in the period in which such adjustments are determined. A Share-based Compensation A Our Omnibus Plan permits the grant of stock options and other stock awards to our employees, consultants and non-employee members of our board of directors. Each January 1 the pool of shares available for issuance under the Omnibus Plan automatically increases by an amount equal to the lesser of (i) the number of shares necessary such that the aggregate number of shares available under the Omnibus Plan equals 25% of the number of fully-diluted outstanding shares on the increase date (assuming the conversion of all outstanding shares of preferred stock and other outstanding convertible securities and exercise of all outstanding options and warrants to purchase shares) and (ii) if the board of directors takes action to set a lower amount, the amount determined by the board. On January 1, 2024, the pool of shares issuable under the Omnibus Plan automatically increased by 1,717,783 shares from 1,322,169 shares to 3,039,952 shares. As of June 30, 2024, there were 2,360,765 shares of common stock remaining available for issuance under the Omnibus Plan. A We record share-based compensation in accordance with the provisions of the Share-based Compensation Topic of the FASB Codification. The guidance requires the use of option-pricing models that require the input of highly subjective assumptions, including the optionâ™s expected life and the price volatility of the underlying stock. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option valuation model which uses certain assumptions related to risk-free interest rates, expected volatility, expected life of the common stock options, and future dividends, and the resulting charge is expensed using the straight-line attribution method over the vesting period. A Recent Accounting Pronouncements A See Note 2 of the accompanying financial statements for a discussion of recently issued accounting standards. A Results of Operations A Three months ended June 30, 2024 and 2023 A 19Table of Contents A Revenue A We had no revenue during the three months ended June 30, 2024 and 2023. A Cost of Goods Sold A We had no cost of goods sold during the three months ended June 30, 2024 and 2023. A Research and Development A Research and development expenses were \$716,366 for the three months ended June 30, 2024, as compared to \$1,400,182 for the three months ended June 30, 2023, a decrease of \$683,816 or 49%. The costs include primarily wages, fees and equipment for the development of our TAEUS product line. Research and development expenses decreased from the prior year as we complete development of our initial TAEUS product and began focusing our spending on clinical trials and commercialization of the product that has been developed. A Sales and Marketing A Sales and marketing expenses were \$162,952 for the three months ended June 30, 2024, as compared to \$247,773 for the three months ended June 30, 2023, a decrease of \$84,821, or 34%. The costs include primarily headcount and pre-selling activities for our TAEUS product line.

Sales and marketing expenses decreased largely due to the decrease in consulting fees. Currently, our marketing efforts are through our website and attendance of key industry meetings. A General and Administrative A Our general and administrative expenses for the three months ended June 30, 2024 were \$1,351,535, compared to \$1,346,610 for the three months ended June 30, 2023, an increase of \$4,925, or 0%. Our wage and related expenses for the three months ended June 30, 2024 were \$581,096, compared to \$558,068 for the three months ended June 30, 2023. Wage and related expenses in the three months ended June 30, 2024 included \$72,869 of stock compensation expense related to the issuance and vesting of options, for the three months ended June 30, 2023. Our professional fees, which include legal, audit, and investor relations, for the three months ended June 30, 2024 were \$582,327, compared to \$503,697 for the three months ended June 30, 2023. A Other Income A Other income was \$1,700 for the three months ended June 30, 2024, as compared to \$437,433 for the three months ended June 30, 2023. Other income for the three months ended June 30, 2023, resulted mostly from the completion of the Employer Retention Tax Credit for employee retention in 2021 and 2022 of \$ 413,844. A Net Loss A As a result of the foregoing, for the three months ended June 30, 2024, we recorded a net loss of \$2,229,153, compared to a net loss of \$2,557,132 for the three months ended June 30, 2023. A Six months ended June 30, 2024 and 2023 A Revenue A We had no revenue during the six months ended June 30, 2024 and 2023. A Cost of Goods Sold A We had no cost of goods sold during the six months ended June 30, 2024 and 2023. A Research and Development A Research and development expenses were \$1,757,892 for the six months ended June 30, 2024, as compared to \$2,791,496 for the six months ended June 30, 2023, a decrease of \$1,033,604 or 37%. The costs include primarily wages, fees and equipment for the development of our TAEUS product line. Research and development expenses decreased from the prior year as we completed development of our initial TAEUS product and began focusing our spending on commercialization of the product that has been developed. A 21Table of Contents A Sales and Marketing A Sales and marketing expenses were \$401,612 for the six months ended June 30, 2024, as compared to \$429,389 for the six months ended June 30, 2023, a decrease of \$27,777, or 6%. The costs include primarily headcount and pre-selling activities for our TAEUS product line. Sales and marketing expenses decreased largely due to the decrease in consulting fees. Currently, our marketing efforts are through our website and attendance of key industry meetings. A General and Administrative A Our general and administrative expenses for the six months ended June 30, 2024 were \$2,851,890, compared to \$2,713,008 for the six months ended June 30, 2023, an increase of \$138,882, or 5%. Our wage and related expenses for the six months ended June 30, 2024 were \$1,222,478, compared to \$1,169,887 for the six months ended June 30, 2023. Wage and related expenses in the six months ended June 30, 2024 included \$237,990 of stock compensation expense related to the issuance and vesting of options, compared to \$166,065 of stock compensation expense related to the issuance and vesting of options, for the six months ended June 30, 2023. Our professional fees, which include legal, audit, and investor relations, for the six months ended June 30, 2024 were \$1,222,199, compared to \$1,024,335 for the six months ended June 30, 2023. A Other Income A Other income was \$6,541 for the six months ended June 30, 2024, as compared to \$434,015 for the six months ended June 30, 2023. Other income for the six months ended June 30, 2023, resulted mostly from the completion of the Employer Retention Tax Credit for employee retention in 2021 and 2022 of \$413,844. A Net Loss A As a result of the foregoing, for the six months ended June 30, 2024, we recorded a net loss of \$5,004,853, compared to a net loss of \$5,499,878 for the six months ended June 30, 2023. A Near-Term Liquidity and Capital Resources A We are experiencing financial and operating challenges. As of June 30, 2024, we had an accumulated deficit of \$96,935,005 and had \$6,400,732 in cash. To date we have funded our operations through private and public sales of our securities and will need to raise additional funds in order to execute on our business plan, fully commercialize our TAEUS technology, and generate revenues. A We need additional capital to allow us to continue to execute our commercialization plans. We are considering potential financing options that may be available to us, such as sales of our common stock, including through our at-the-market sales program with Ascendant Capital Markets, LLC. Except for the at-the-market sales program, we have no commitments to obtain any additional funds, and there can be no assurance funds will be available in sufficient amounts or on acceptable terms. In addition, the Company agreed, subject to certain exceptions, not to effect any issuance of common stock or securities convertible into common stock involving a Variable Rate Transaction, as defined in the Placement Agreement and which includes sales of common stock under the at-the-market sales program, for a period commencing on the date of the Placement Agreement until 180 days following the closing of our June 2024 public offering. If we are unable to obtain sufficient additional financing in a timely fashion and on terms acceptable to us, our financial condition and results of operations may be materially adversely affected and we may not be able to continue operations or execute our stated commercialization plan. A The consolidated financial statements included in this Form 10-Q have been prepared assuming we will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying consolidated financial statements, during the six months ended June 30, 2024, we incurred net losses of \$5,004,853 and used cash in operations of \$4,227,613. In light of our cash balance as of June 30, 2024, we will need to raise additional capital in order to fund operations through the next twelve months, and prior to any ability to fund operations from revenue generated from the sale of our products. The financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. A Operating Activities A During the six months ended June 30, 2024, we used \$4,227,613 of cash in operating activities primarily as a result of our net loss of \$5,004,853, offset by share-based compensation of \$504,087, amortization of right of use assets of \$81,807, inventory reserve of \$4,687, depreciation expense of \$23,993, fixed assets write-off of \$8,808, and net changes in operating assets and liabilities of \$153,858. A During the six months ended June 30, 2023, we used \$4,775,442 of cash in operating activities primarily as a result of our net loss of \$5,499,878, offset by share-based compensation of \$493,134, depreciation expense of \$69,781, amortization of right of use assets of \$73,974, and net changes in operating assets and liabilities of \$87,547. A 21Table of Contents A Investing Activities A During the six months ended June 30, 2024, we used \$16,000 in investing activities related to purchases of fixed assets, and received \$3,204 in proceeds from sale of fixed assets. A During the six months ended June 30, 2023, we used \$27,000 in investing activities related to purchases of fixed assets. A Financing Activities A During the six months ended June 30, 2024, our financing activities provided \$1,148,470 in proceeds from issuances of common stock, \$6,687,248 in proceeds from warrant exercises. We also used \$28,484 to repay a loan from TD Bank under the Canadian Emergency Business Account. A During the six months ended June 30, 2023, our financing activities provided \$4,732,803 in proceeds from issuances of common stock and warrants. A Long-Term Liquidity A We have not completed the commercialization of any of our TAEUS technology platform applications. We expect to continue to incur significant expenses for the foreseeable future. We anticipate that our expenses will increase substantially as we: A A advance the engineering design and development of our TAEUS technology; A A acquire parts and build finished goods inventory of the TAEUS FLIP system; A A A complete regulatory filings required for marketing approval of our NAFLD TAEUS application in the United States, including clinical studies to advance our de novo application with the FDA; A A A seek to hire a small internal marketing team to engage and support channel partners and clinical customers for our NAFLD TAEUS application; A A A expand marketing of our NAFLD TAEUS application; A A A advance development of our other TAEUS applications; and A A A add operational, financial and management information systems and personnel, including personnel to support our product development, planned commercialization efforts and our operation as a public company. A It is possible that we will not achieve the progress that we expect because the actual costs and timing of completing the development and regulatory approvals for a new medical device are difficult to predict and are subject to substantial risks and delays. We have no committed external sources of funds except for the February 2024 ATM Agreement, the use of which may be limited due to registration statement rules relating to public float. We do not expect that our existing cash will be sufficient for us to complete the commercialization of our NAFLD TAEUS application or to complete the development of any other TAEUS application and we will need to raise substantial additional capital for those purposes. As a result, we will need to finance our future cash needs through public or private equity offerings, debt financings, corporate collaboration and licensing arrangements or other financing alternatives. Our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties, and actual results could vary as a result of a number of factors, including the factors discussed in the Risk Factors section of this Annual Report on Form 10-K. We have based this estimate on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we currently expect. A Until we can generate a sufficient amount of revenue from our TAEUS platform applications, if ever, we expect to finance future cash needs through public or private equity offerings, debt financings or corporate collaborations and licensing arrangements. Additional funds may not be available when we need them on terms that are acceptable to us, or at all. If adequate funds are not available, we may be required to delay, reduce the scope of or eliminate one or more of our research or development programs or our commercialization efforts or perhaps even cease the operation of our business. To the extent that we raise additional funds by issuing equity securities, our stockholders may experience additional dilution, and debt financing, if available, may involve restrictive covenants. To the extent that we raise additional funds through collaborations and licensing arrangements, it may be necessary to relinquish some rights to our technologies or applications or grant licenses on terms that may not be favorable to us. We may seek to access the public or private capital markets whenever conditions are favorable, even if we do not have an immediate need for additional capital at that time. A 22Table of Contents A Off-Balance Sheet Transactions A At June 30, 2024, the Company did not have any transactions, obligations or relationships that could be considered off-balance sheet arrangements. A Item 3. Quantitative and Qualitative Disclosure About Market Risk A As a smaller reporting company, we are not required to provide the information required by this Item 3. A Item 4. Controls and Procedures A Evaluation of Disclosure Controls and Procedures A As of the end of the period covered by this Form 10-Q, management performed, with the participation of our principal executive officer and principal financial officer, an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures. Based on the evaluation, our principal executive officer and principal financial officer concluded that, as of June 30, 2024, our disclosure controls and procedures were not effective. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. We identified the following material weakness as of June 30, 2024: insufficient personnel resources within the accounting function to segregate the duties over financial transaction processing and reporting. A To remediate the material weakness, management intends to implement the following measures during 2024, as the Company's resources and financial means allow: A A Add additional accounting personnel or outside consultants, such as a new controller, to properly segregate duties and to effect timely, accurate preparation of the financial statements; and A A Continue the development of adequate written accounting policies and procedures. A The additional hiring is contingent upon our efforts to obtain additional funding and the results of our operations. A Changes in Internal Control over Financial Reporting A There were no changes to our internal control over financial reporting or in other factors that could affect these controls during the three months ended June 30, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. A 23Table of Contents A PART II - OTHER INFORMATION A Item 1. Legal Proceedings A We are not currently a party to any pending legal proceedings that we believe will have a material adverse effect on our business or financial condition. We may, however, be subject to various claims and legal actions arising in the ordinary course of business from time to time. A Item 1A. Risk Factors A In addition to the other information set forth in this report, you should carefully consider the factors discussed in this section and under "Risk Factors" in our Annual Report on Form 10-K for the period ended December 31, 2023, as filed with the Securities and Exchange Commission on March 28, 2024. These factors could materially adversely affect our business, financial condition, liquidity, results of operations and capital position, and could cause our actual results to differ materially from our historical results or the results contemplated by any forward-looking statements contained in this report. A Item 2. Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities A Not applicable. A Item 3. Defaults Upon Senior Securities A Not applicable. A Item 4. Mine Safety Disclosures A Not applicable. A Item 5. Other Information A None of the Company's directors or officers adopted, modified, or terminated a Rule 10b-5-1 trading arrangement or a non-Rule 10b-5-1 trading arrangement during the Company's fiscal quarter ended June 30, 2024. A Effective August 13, 2024, the Board appointed Alexander Tokman as the Company's acting Chief Executive Officer and Chairman of the Board of Directors. In connection with his appointment, Mr. Tokman and the Company entered into and employment agreement, dated August 13, 2024 (the "Employment Agreement"). Mr. Tokman's employment with the Company is at-will and may be terminated by him or the Company at any time and for any reason. Pursuant to the Employment Agreement, Mr. Tokman will receive an annual base salary of \$300,000, subject to adjustment at the Board's discretion. Mr. Tokman is also eligible for an annual cash bonus based upon the achievement of performance-based objectives established by the Board of Directors. A If Mr. Tokman's employment is terminated by the Company without cause (as defined in the Company's 2016 Omnibus Incentive Plan, as amended), if Mr. Tokman resigns for good reason (as defined in the Employment Agreement), or if Mr. Tokman's employment ends following the hiring no later than February 13, 2026 of a replacement chief executive officer whom Mr. Tokman assists in recruiting, Mr. Tokman will be entitled to receive, subject to his execution of a standard release agreement, 12 months' continuation of his current base salary and a lump sum payment equal to 12 months of continued healthcare coverage (or 24 months' continuation of his current base salary and a lump sum payment equal to 24 months of continued healthcare coverage if such termination occurs within one year following a change in control). Additionally, under the Employment Agreement, Mr. Tokman is eligible to receive benefits that are substantially similar to those of the Company's other senior executive officers. A The foregoing description of the Employment Agreement does not purport to be complete and is subject to, and qualified in its entirety by the full text of the Employment Agreement, which will be filed as an exhibit with the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2024. A 24Table of Contents A Item 6. Exhibits A ExhibitNumber A Description 3.1 A Fourth Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on May 12, 2017) 3.2 A Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 18, 2020) 3.3 A Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 9, 2024) 3.3 A Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.4 to the Company's Registration Statement on Form S-1 (File No. 333-214724), as amended, originally filed on November 21, 2016) 3.4 A Form of Placement Agent Warrant (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-1 filed on May 10, 2024) 3.5 A Form of Series A Warrant (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1 filed on May 31, 2024) 3.6 A Form of Series B Warrant (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-1 filed on May 31, 2024) 3.7 A Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-1 filed on May 10, 2024) 3.8 A A Form of Amendment to Series A Warrant 3.9 A A Form of Amendment to Series B Warrant 31.1 A Certification of Periodic Report by Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14a and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith) 31.2 A Certification of Periodic Report by Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14a and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith) 32.1 A Certification of Periodic Report by Chief Executive Officer and Principal Financial Officer pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith) 101.INSX XBRL Instance Document (filed herewith) 101.SCH A XBRL Taxonomy Schema (filed herewith) 101.CAL A XBRL Taxonomy Extension Calculation Linkbase (filed herewith) 101.DEFA XBRL Taxonomy Extension Definition Linkbase (filed herewith) 101.LABA XBRL Taxonomy Extension Label Linkbase (filed herewith) 101.PREA XBRL Taxonomy Extension Presentation Linkbase (filed herewith) A * Indicates management compensatory plan, contract or arrangement. A Filed herewith. A 25Table of Contents A SIGNATURES A Pursuant to the requirements of Section 13 or 15(d) 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. A ENDRA LIFE SCIENCES INC. A A A A Date: August 14, 2024 By/s/A Alexander Tokman A A Chief Executive Officer and Chairman(Principal Executive Officer) A A ENDRA LIFE SCIENCES INC. A A A A A Date: August 14, 2024 By/s/A Richard Jacroux A A Chief Financial Officer (Principal Financial and Accounting Officer) A A 26 A EX-3.8 endra_ex38.htm EXHIBIT 3.8 A To: Holder of Series A Warrants A Re: Amendment to Series A Warrants A Dear [____]: A Reference is made to the issuance and sale by ENDRA Life Sciences Inc. (the "Company") of shares of the Company's common stock and pre-funded warrants to purchase shares of the Company's common stock, together with Series A warrants to purchase shares of the Company's common stock (the "Series A Warrants") and Series B warrants to purchase shares of the Company's common stock, together with Series B warrants to purchase shares of the Company's common stock (the "Series B Warrants")

of the Company's common stock, pursuant to that certain Placement Agency Agreement by and between the Company and Craig-Hallum Capital Group LLC, dated as of June 4, 2024. Capitalized terms used herein without definition shall have the meanings set forth in the Series A Warrants. A This letter (the "Warrant Amendment") confirms that the Company and the Required Holders hereby amend, effective as of the date hereof, the Series A Warrants pursuant to Section 5(m) thereof as follows, with the new language indicated by bolded, italicized text and deletions indicated by strikethroughs. A 1) The definition of "Shareholder Approval" in Section 1 is hereby replaced in full as follows: A "Shareholder Approval" means (a) such approval as may be required by the applicable rules and regulations of the Nasdaq Stock Market (or any successor entity) from the shareholders of the Company with respect to issuance of all of the Warrant Shares upon the exercise of the Warrants, including, without limitation, (i) to render inapplicable the Floor Price in Section 3(h) hereof, thereby giving full effect to the adjustment in exercise price and/or number of shares of Common Stock underlying the Warrants following any Dilutive Issuance (as defined below) and (ii) to consent to any adjustment to the exercise price or number of shares of Common Stock underlying the Warrants in the event of a Share Combination Event (as defined below), and (b) approval for the Company to file the Charter Amendment. A 2) The first paragraph of Section 3(i) is hereby replaced in full as follows: A Subsequent Equity Sales. If, at any time while this Warrant is outstanding (such period, the "Adjustment Period"), the Company issues, sells, enters into an agreement to sell, or grants any option to purchase, or sells, enters into an agreement to sell, or grants any right to reprice, or otherwise disposes of or issues (or announces any offer, sale, grant or any option to purchase or other disposition), or, in accordance with this Section 3(i), is deemed to have issued or sold, any shares of Common Stock or Common Stock Equivalents for a consideration per share (the "New Issuance Price") less than a price equal to the Exercise Price in effect immediately prior to such issue or sale or deemed issuance or sale (such Exercise Price then in effect is referred to as the "Applicable Price") (the foregoing a "Dilutive Issuance"), then simultaneously with the consummation (or, if earlier, the announcement) of such Dilutive Issuance, the Exercise Price then in effect shall be reduced to an amount (the "New Exercise Price") equal to the lower of (a) the New Issuance Price or (b) the lowest VWAP during the five (5) consecutive Trading Days immediately following the Dilutive Issuance (such lower price, the "Base Share Price") and the number of Warrant Shares issuable hereunder shall be proportionately increased such that the aggregate Exercise Price of this Warrant on the Issuance Date for the Warrant Shares then outstanding shall remain unchanged; provided that the Base Share Price shall not be less than \$0.21750.0434 (subject to adjustment for reverse and forward stock splits, recapitalizations and similar transactions following the date of the Placement Agency Agreement) (the "Floor Price"). Notwithstanding the foregoing, if one or more Dilutive Issuances occurred prior to the Shareholder Approval being obtained and the reduction of the Exercise Price was limited by the Floor Price, once the Shareholder Approval is obtained, the Exercise Price will automatically be reduced to equal the lowest Base Share Price with respect to any Dilutive Issuance that occurred prior to the Shareholder Approval being obtained and the number of Warrant Shares shall be proportionately adjusted pursuant to the foregoing. If the Company enters into a Variable Rate Transaction (as defined in the Placement Agency Agreement); provided, that, with respect to a Variable Rate Transaction that is an equity line of credit or an "at-the-market offering", this Section 3(i) shall apply to any issuances of Common Stock or Common Stock Equivalents thereunder rather than the entry into the agreement with respect thereto), the Company shall be deemed to have issued shares of Common Stock or Common Stock Equivalents at the lowest possible price, conversion price or exercise price at which such securities may be issued, converted or exercised. Notwithstanding the foregoing, no adjustments shall be made, paid or issued under this Section 3(i) in respect of an Exempt Issuance (as defined in the Placement Agency Agreement). For the avoidance of doubt, in the event the Exercise Price has been adjusted pursuant to this Section 3(i) and the Dilutive Issuance that triggered such adjustment does not occur, is not consummated, is unwound or is cancelled after the facts for any reason whatsoever, in no event shall the Exercise Price be readjusted to the Exercise Price that would have been in effect if such Dilutive Issuance had not occurred or been consummated. For all purposes of the foregoing, the following shall be applicable: A A 1 A A 3) Section 3(j) is hereby replaced in full as follows: A Share Combination Event Adjustment. In addition to the adjustments set forth in Section 3(a) above, if at any time and from time to time on or after the Shareholder Approval Date, there occurs any share split, share dividend, share combination recapitalization or other similar transaction involving the Common Stock (each, a "Share Combination Event"), and such date thereof, the "Share Combination Event Date") and the lowest VWAP during the period commencing five (5) consecutive Trading Days immediately preceding and the five (5) consecutive Trading Days commencing on the Share Combination Event Date (the "Event Market Price") (provided if the Share Combination Event is effective after close of trading on the primary Trading Market, then commencing on the next Trading Day which period shall be the "Share Combination Adjustment Period") is less than the Exercise Price then in effect (after giving effect to the adjustment in Section 3(a) above), then at the close of trading on the primary Trading Market on the last day of the Share Combination Adjustment Period, the Exercise Price then in effect on such fifth (5th) Trading Day shall be reduced (but in no event increased) to the Event Market Price; provided, however, that in no event shall the Exercise Price be reduced to an amount less than the Floor Price, and the number of Warrant Shares issuable hereunder shall be increased such that the aggregate Exercise Price of this Warrant on the Issuance Date for the Warrant Shares then outstanding shall remain unchanged. Notwithstanding the foregoing, if one or more Share Combination Events occur prior to the Shareholder Approval being obtained and a reduction of the Exercise Price did not occur, once the Shareholder Approval is obtained, the Exercise Price will automatically be reduced to equal the lowest Event Market Price (or the Floor Price, if such Event Market Price is lower than the Floor Price) with respect to any Share Combination Event that occurred prior to the Shareholder Approval being obtained and the number of Warrant Shares shall be proportionately adjusted pursuant to the foregoing. For the avoidance of doubt, (a) if the adjustment in the immediately preceding sentence would otherwise result in an increase in the Exercise Price hereunder, no adjustment shall be made, and if this Warrant is exercised, on any given Exercise Date during the Share Combination Adjustment Period, solely with respect to such portion of this Warrant exercised on such applicable Exercise Date, such applicable Share Combination Adjustment Period shall be deemed to have ended on, and included, the Trading Day immediately prior to such Exercise Date and the Event Market Price on such applicable Exercise Date will be the lowest VWAP of the Common Stock immediately during such the Share Combination Adjustment Period prior to such Exercise Date and ending on, and including the Trading Day immediately prior to such Exercise Date and (b) all adjustments pursuant to this Section 3(j) shall also be subject to Section 3(a) above, including any Event Market Price. A Except as expressly set forth above, the terms and provisions of the Series A Warrants shall remain in full force and effect after the execution of this letter and shall not be in any way changed, modified or superseded except by the terms set forth herein. A From and after the effectiveness of the Warrant Amendment, the Company agrees to promptly deliver to the Holder, upon request, amended Series A Warrants that reflect the Warrant Amendments in exchange for the surrender for cancellation of the Holder's Existing Warrants to be amended as provided herein. A The Company hereby represents and warrants as of the date hereof and covenants and agrees with the undersigned Holder that, from and after the date hereof until twelve (12) months after the date hereof, that none of the terms offered to any other Holder related to the exercise of the Series A Warrants ("Other Warrant Exercise Agreement") (or any amendment, modification or waiver thereof), is or will be more favorable to such other Holder than those of the Holder, unless such terms are concurrently offered to the Holder. If, and whenever on or after the date hereof until twelve (12) months after the date hereof, the Company enters into an Other Warrant Exercise Agreement, then (i) the Company shall provide notice thereof to the Holder promptly following the occurrence thereof and (ii) the terms and conditions of the Other Warrant Exercise Agreement shall be, without any further action by the Holder or the Company, automatically granted to the Holder such that the Holder shall receive the benefit of the more favorable terms and/or conditions (as the case may be) set forth in such Other Warrant Exercise Agreement, provided that, upon written notice to the Company at any time, the Holder may elect not to accept the benefit of any such amended or modified term or condition. The provisions of this paragraph shall apply similarly and equally to each such Other Warrant Exercise Agreement. A [Signature Page Follows] A 2 A IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed by their respective authorized signatories as of the date first indicated above. A ENDRA Life Sciences Inc. A By: A A Name: A A A Name of Holder:

A Name of Authorized Signatory:

A Number of Series A Warrants held by Holder:

A 3

A EX-3.9 3 endra_ex39.htm FORM OF AMENDMENT TO SERIES B WARRANT endra_ex39.htm EXHIBIT 3.9 A July 31, 2024 A To: Holder of Series B Warrants A Re: Amendment to Series B Warrants A Dear []: A Reference is made to the issuance and sale by ENDRA Life Sciences Inc. (the "Company") of shares of the Company's common stock and pre-funded warrants to purchase shares of the Company's common stock, together with Series A warrants to purchase shares of the Company's common stock and Series B warrants to purchase shares of the Company's common stock (the "Series B Warrants"), pursuant to that certain Placement Agency Agreement by and between the Company and Craig-Hallum Capital Group LLC, dated as of June 4, 2024. Capitalized terms used herein without definition shall have the meanings set forth in the Series B Warrants. A This letter (the "Warrant Amendment") confirms that, the Company and the Required Holders hereby amend, effective as of the date hereof, the Series B Warrants pursuant to Section 5(m) thereof as follows, with the new language indicated by bolded, italicized text and deletions indicated by strikethroughs. A 1) Section 3(g) is hereby replaced in full as follows: A Share Combination Event Adjustment. In addition to the adjustments set forth in Section 3(a) above, if at any time and from time to time on or after the Shareholder Approval Date, there occurs any share split, share dividend, share combination recapitalization or other similar transaction involving the Common Stock (each, a "Share Combination Event"), and such date thereof, the "Share Combination Event Date") and the lowest VWAP during the period commencing five (5) consecutive Trading Days immediately preceding and the five (5) consecutive Trading Days commencing on the Share Combination Event Date (the "Event Market Price") (provided if the Share Combination Event is effective after close of trading on the primary Trading Market, then commencing on the next Trading Day which period shall be the "Share Combination Adjustment Period") is less than the Exercise Price then in effect (after giving effect to the adjustment in Section 3(a) above), then at the close of trading on the primary Trading Market on the last day of the Share Combination Adjustment Period, the Exercise Price then in effect on such fifth (5th) Trading Day shall be reduced (but in no event increased) to the Event Market Price; provided, however, that in no event shall the Exercise Price be reduced to an amount less than \$0.0434 (subject to adjustment for reverse and forward stock splits, recapitalizations and similar transactions following the date of the Placement Agency Agreement) (the "Floor Price"), and the number of Warrant Shares issuable hereunder shall be increased such that the aggregate Exercise Price of this Warrant on the Issuance Date for the Warrant Shares then outstanding shall remain unchanged. Notwithstanding the foregoing, if one or more Share Combination Events occur prior to the Shareholder Approval being obtained and a reduction of the Exercise Price did not occur, once the Shareholder Approval is obtained, the Exercise Price will automatically be reduced to equal the lowest Event Market Price (or the Floor Price, if such Event Market Price is lower than the Floor Price) with respect to any Share Combination Event that occurred prior to the Shareholder Approval being obtained and the number of Warrant Shares shall be proportionately adjusted pursuant to the foregoing. For the avoidance of doubt, (a) if the adjustment in the immediately preceding sentence would otherwise result in an increase in the Exercise Price hereunder, no adjustment shall be made, and if this Warrant is exercised, on any given Exercise Date during the Share Combination Adjustment Period, solely with respect to such portion of this Warrant exercised on such applicable Exercise Date, such applicable Share Combination Adjustment Period shall be deemed to have ended on, and included, the Trading Day immediately prior to such Exercise Date and the Event Market Price on such applicable Exercise Date will be the lowest VWAP of the Common Stock immediately during such the Share Combination Adjustment Period prior to such Exercise Date and ending on, and including the Trading Day immediately prior to such Exercise Date and (b) all adjustments pursuant to this Section 3(g) shall also be subject to Section 3(a) above, including any Event Market Price. A A 1 A A Except as expressly set forth above, the terms and provisions of the Series B Warrants shall remain in full force and effect after the execution of this letter and shall not be in any way changed, modified or superseded except by the terms set forth herein. A From and after the effectiveness of the Warrant Amendment, the Company agrees to promptly deliver to the Holder, upon request, amended Series B Warrants that reflect the Warrant Amendments in exchange for the surrender for cancellation of the Holder's Existing Warrants to be amended as provided herein. A The Company hereby represents and warrants as of the date hereof and covenants and agrees with the undersigned Holder from and after the date hereof until twelve (12) months after the date hereof, that none of the terms offered to any other Holder related to the exercise of the Series B Warrants ("Other Warrant Exercise Agreement") (or any amendment, modification or waiver thereof), is or will be more favorable to such other Holder than those of the Holder, unless such terms are concurrently offered to the Holder. If, and whenever on or after the date hereof until twelve (12) months after the date hereof, the Company enters into an Other Warrant Exercise Agreement, then (i) the Company shall provide notice thereof to the Holder promptly following the occurrence thereof and (ii) the terms and conditions of the Other Warrant Exercise Agreement shall be, without any further action by the Holder or the Company, automatically granted to the Holder such that the Holder shall receive the benefit of the more favorable terms and/or conditions (as the case may be) set forth in such Other Warrant Exercise Agreement, provided that, upon written notice to the Company at any time, the Holder may elect not to accept the benefit of any such amended or modified term or condition. The provisions of this paragraph shall apply similarly and equally to each such Other Warrant Exercise Agreement. A [Signature Page Follows] A 2 A IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed by their respective authorized signatories as of the date first indicated above. A ENDRA Life Sciences Inc. A By: A A Name: A A A Name of Holder:

A Signature of Authorized Signatory of Holder:

A Name of

Authorized Signatory: A Number of Series B Warrants held by Holder: A A 3 A EX-31.1 4 endra_ex311.htm CERTIFICATION endra_ex311.htm A EXHIBIT 31.1 CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Alexander Tokman, certify that: A 1. I have reviewed this Quarterly Report on Form 10-Q of ENDRA Life Sciences Inc.: 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: A 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 A 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): A 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. A ENDRA LIFE SCIENCES INC. (Registrant) Date: August 14, 2024 By: /s/ Alexander Tokman Alexander Tokman Chief Executive Officer and Chairman (Principal Executive Officer) A EX-31.1 5 endra_ex312.htm CERTIFICATION endra_ex312.htm A EXHIBIT 31.2 CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 A 1, Richard Jacroux, certify that: A 1. I have reviewed this Quarterly Report on Form 10-Q of ENDRA Life Sciences Inc.: A 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; A 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrant's other certifying officer(s) and I are responsible for

Lease, Liability, Undiscounted Excess Amount] Present Value Of Future Minimum Lease Payments Less: Current Obligations Under Lease [Less: Current Obligations Under Lease] Long-term Lease Obligations Related Party Transaction Axis Award Date Axis Employment Agreements [Member] Francois Michelon [Member] Michael Thornton [Member] January 1, 2015 [Member] Rent Expense Annual Basic Salary Reduction in annual basic salary Description Of Employment Termination Term Employment Agreement, Description Rent Space Monthly Rent Term Office Lease, Description Expiration Date Weighted-average Remaining Term Operating Lease Discount Rate Subsequent Event Type [Axis] Subsequent Event [Member] Mr. Michelon [Member] Cash payment Cash payment for accrued vacation time, monthly Stock split ratio Subsequent Event, Description Amount of cash outflow in the form of ordinary dividends to common shareholders of the parent entity. EX-101.CAL_9.ndra-20240630.cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE EX-101.PRE_10.ndra-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE EX-101.DET_11.ndra-20240630.def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EXCEL 54 Financial Report.xls#IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4\$L#10! (= "#ED'04UB@0! +\$ 0 +\$C4'0<:0871P+GAM M,\$V,"0L",1\$ VQOO:=!P4B0!2!+(>QLOD8#1LD)OCGICVCS>;QA&WPIG M*N#1#BV&5_C(I/147BK9.7:=N)=HII6-Y#OGDK7A.YNQJ<&4GPZ4A10W_J=0U[RUEA_6#M17E!+P04 M "#3@ Y9]-LV#>K @ \$0 &108UIR;WIS+V-O&ULS9+!M:L#P#(9? B>R%#&U96.G%@8K;QF+4+UBQ+C:R1>R5>FSV!C1TN/MGT"-=+T\$9C'S2P*W0W^K9+TH0-.Q%\$#9";U.Y93HIN:ACU[3](Q"-IN MZ"-X'P-D311F8:\$6(E--)=U-3"Z!1>8YMAU@VZ+&C1%59/S/MQ>VP9N@!E&WZ!J+=B+GZ9SW%@W28W+&AB:MW!=MT(M9T9X'E)D<<NDU7X7J_Z\$8%W%7[NXW@LN^S]^*GUV>W\$%>W\$_.]=0?W MCXVO@JJ17W>AO@102P,\$% @ TX .69E+UL[5]<JH9X%[OK]!X9 9M"8V@:@.TSW!=MNTF83M M3A%^\$5B-;EDD81 OT23J;_0LZ?O.147GZ#AY^XN8NB&B)3R M>+J06N!3+ MUES@6QHO(J;M=O5H1I;*\$81V@%5X\$;%U@M.4?,>05R2U-9!,M\$U!=)KF(M/Y,+V9M*V9<1,1ATR@6XP&U@:@?YO1>1.6HCA5+,P+\$IG/9UK MQ22("R7V4!1)J)3%0@#R3ZL5C5=GSVQ,V2C,K=&1M+N#M/C@#XMO2 MBW(A5M>5TR M6'!VULS2 Y9?*>IUE1K9@=05P56.XYB1*Q4L8UF2&98T1G*=D 4. #?# MT4Q0? *!JMHK@P1+27#65RFU4!H(FLB)J4>(<7K;YH)M5Z%82=J!&N*><9ST6S!Z5K7T950-RCEU@5<98WS2Z-25%UGB5P&M MG P=\$0+E L&08:7"8J3E^34@3_BNEVOZKR2.FJW\$2M"2/F(9 M-AIRML1:MG&IA!&L1>[2M!6.PUDSY@R.S-D77.U1,\$.9>T-(8LZ+MD+&H'8X21IKMHG%8/V>7L-P>B'RV;IN'Z&U3-L+ (IW1J02N0/J)&Z3(T M1Z-60F)A9GJZQ#>H#ZC*!?"Y&C[E>G@*Y;&O%"N@GL_]>*K^C+M.7N?>E[GT;>2MSAD6R4)RU3393>*MSIY"V&I4_5*E=? EKJ[DHN#Q,Y;FOH7+T_Y%GM,T+T,WF)&M"2D-&#>G>?>IKB,D=N78V5WVG'1^?>C[S]R6"!>J(UA!&F, # MOX=Y-U^89Y7+4#046RL"Q&MV"XU \$L%>D8V@IX@O40+R4E5@50&RNO MHQH,C\$7H->77% CT9+CVZ9EM6Z0?>92J2,>IF!-GJ/K>9;51W/550R ML+YJ/053L_>6:W(GPPI3A8+\$DACE!>F2J+S&5.^YRJMQ%4XOT4SMA*7+SC MYL=Q3E.X\$G;V#P(RN;LYJ7IE,6>FMM# DL6XA9N\$)->W5YYNTB42%(JP# 4A M%W+C1^3>3;G>U_HL@6F5V\$#DU10?0XG!3-R0A)2?NVBA+@OB5,V1&KX8M\$0@#FZ+>22+VU4/07/4;SHYG@'K' MYL,TO1ZP7V*WBH 1JV9?>1Y9!>26<[1]8\$@F S6VZ3VW> ,? -2K65D*Q\$>VY@&8XQ;J@?C1Q1BK:OK@,QY@%C5%*F.%>19H, J+6#K+F!J MU4#E/104#6C3V#30,9VJ/FD1#W/H#?P@Q(A10N_5+ P04 M "#3@Y9%?7RNH%>IP & 'AL+W=OCUNF[I/YC\$0-3\$SAP[O|[MV0DDM]>LJA(52\$ASW/^(Q)J/7X,67=>11"JQQ-*[SD]*Y*UEI?2.QB2] MX0EEZI-<%S&1ZE!LK301E 2Y*(XL-L#*R8AZTS&^;E,1GS3\$8AHX"V5D< M\$>ZHQ\$W\$6-NYKA,D5 P1T2D-ZAUIE#767 3!CKV+1%**U!\$?>R1Z-ZEV LT[M9!4P/OV<W/X!];*?5X?>8R-U!Y#KA627?>=\$0+U9M9 /HS3 - M'QV*WMV! E9*GE%6*6Q\$K/LG+4<W"!>N!TTLZL\$=I?>LH4F4Y MUCV1#(6"(\$OEJY2Z YOKE, UH)I#QW2"!>V4\$ AV 3/CT MKJ,>M2!>U? 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M M+16)JY9(2#70-VAUC7CD50(A;*V;S%WQ;J@?C1Q1BK:OK@,QY@%C5%*F.%>19H, J+6#K+F!J MU4#E/104#6C3V#30,9VJ/FD1#W/H#?P@Q(A10N_5+ P04 M "#3@Y9%?7RNH%>IP & 'AL+W=OCUNF[I/YC\$0-3\$SAP[O|[MV0DDM]>LJA(52\$ASW/^(Q)J/7X,67=>11"JQQ-*[SD]*Y*UEI?2.QB2] MX0EEZI-<%S&1ZE!LK301E 2Y*(XL-L#*R8AZTS&^;E,1GS3\$8AHX"V5D< M\$>ZHQ\$W\$6-NYKA,D5 P1T2D-ZAUIE#767 3!CKV+1%**U!\$?>R1Z-ZEV LT[M9!4P/OV<W/X!];*?5X?>8R-U!Y#KA627?>=\$0+U9M9 /HS3 - M'QV*WMV! E9*GE%6*6Q\$K/LG+4<W"!>N!TTLZL\$=I?>LH4F4Y MUCV1#(6"(\$OEJY2Z YOKE, UH)I#QW2"!>V4\$ AV 3/CT MKJ,>M2!>U? 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M M+16)JY9(2#70-VAUC7CD50(A;*V;S%WQ;J@?C1Q1BK:OK@,QY@%C5%*F.%>19H, J+6#K+F!J MU4#E/104#6C3V#30,9VJ/FD1#W/H#?P@Q(A10N_5+ P04 M "#3@Y9%?7RNH%>IP & 'AL+W=OCUNF[I/YC\$0-3\$SAP[O|[MV0DDM]>LJA(52\$ASW/^(Q)J/7X,67=>11"JQQ-*[SD]*Y*UEI?2.QB2] MX0EEZI-<%S&1ZE!LK301E 2Y*(XL-L#*R8AZTS&^;E,1GS3\$8AHX"V5D< M\$>ZHQ\$W\$6-NYKA,D5 P1T2D-ZAUIE#767 3!CKV+1%**U!\$?>R1Z-ZEV LT[M9!4P/OV<W/X!];*?5X?>8R-U!Y#KA627?>=\$0+U9M9 /HS3 - M'QV*WMV! E9*GE%6*6Q\$K/LG+4<W"!>N!TTLZL\$=I?>LH4F4Y MUCV1#(6"(\$OEJY2Z YOKE, UH)I#QW2"!>V4\$ AV 3/CT MKJ,>M2!>U? 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OK!&=F ^"DJE7L+T2M@>Y3>9,AO(5/-=M%&91\$L24Q/R M!9 E_=405!S-*6(R7WGR%>D0OQL0+&K7D[9]>_2!F6*-D+>81T&T, T MU40, JFV[0QNU3]L8@2U+1D)>,- D]JS, U(4KT)H8N6*W,W;WDPP)+5+M&19!(0[4-43YPS#>F=F,&JAD21Z5X9H%PEU+T)=0LVRNLR\$N)"U%>C3,E.M0L*2,12,WQFZ#W;I=I!W=QPO"EM"CDK(49);A63*\$S%+4% I9%!:1(C/V M'ZAJB>8U4JX+J+4R!>X!GA!D6G!LVM,3U3K7F,PL3A>?45%F1,(MRD#M!L0%#;LIP5U4%Q8H,K0!*)>EQ3(2R1&E,FC?QCP*P16M6-6LDLDT# M9HEJ97BD(N0!,-M&UGF7 M3%3\ [KK#T61D;/PU(H391ZG4>A9),+M9200'RAUQO^*C53KQZ7?SP/M L,MW^>N->(0;B,0;A1#HF+V@1,JH8'92D; .V0C7&4C*W[CJ<^Y)H9,M2=285!#5#P-TZ=K_K!>F7V-N- E(2KE3A8),V*F@1)X,A-BABYZ+L8(1 MKH(1A1H/1>Y!VAUG4&JX8,*Z_*&J;P;>Y1,5)*5!PH*E1/Q.ZZQR(1L^A MC,Q=Z=F&18;WZ!\$Q,>JB3*?K10=>2)IE"->V-5(3KE(3AK/-LR!! M M+16)JY9(2#70-VAUC7CD50(A;*V;S%WQ;J@?C1Q1BK:OK@,QY@%C5%*F.%>19H, J+6#K+F!J MU4#E/104#6C3V#30,9VJ/FD1#W/H#?P@Q(A10N_5+ P04 M "#3@Y9%?7RNH%>IP & 'AL+W=OCUNF[I/YC\$0-3\$SAP[O|[MV0DDM]>LJA(52\$ASW/^(Q)J/7X,67=>11"JQQ-*[SD]*Y*UEI?2.QB2] MX0EEZI-<%S&1ZE!LK301E 2Y*(XL-L#*R8AZTS&^;E,1GS3\$8AHX"V5D< M\$>ZHQ\$W\$6-NYKA,D5 P1T2D-ZAUIE#767 3!CKV+1%**U!\$?>R1Z-ZEV LT[M9!4P/OV<W/X!];*?5X?>8R-U!Y#KA627?>=\$0+U9M9 /HS3 - M'QV*WMV! E9*GE%6*6Q\$K/LG+4<W"!>N!TTLZL\$=I?>LH4F4Y MUCV1#(6"(\$OEJY2Z YOKE, UH)I#QW2"!>V4\$ AV 3/CT MKJ,>M2!>U? OK!&=F ^"DJE7L+T2M@>Y3>9,AO(5/-=M%&91\$L24Q/R M!9 E_=405!S-*6(R7WGR%>D0OQL0+&K7D[9]>_2!F6*-D+>81T&T, T MU40, JFV[0QNU3]L8@2U+1D)>,- D]JS, U(4KT)H8N6*W,W;WDPP)+5+M&19!(0[4-43YPS#>F=F,&JAD21Z5X9H%PEU+T)=0LVRNLR\$N)"U%>C3,E.M0L*2,12,WQFZ#W;I=I!W=QPO"EM"CDK(49);A63*\$S%+4% I9%!:1(C/V M'ZAJB>8U4JX+J+4R!>X!GA!D6G!LVM,3U3K7F,PL3A>?45%F1,(MRD#M!L0%#;LIP5U4%Q8H,K0!*)>EQ3(2R1&E,FC?QCP*P16M6-6LDLDT# M9HEJ97BD(N0!,-M&UGF7 M3%3\ [KK#T61D;/PU(H391ZG4>A9),+M9200'RAUQO^*C53KQZ7?SP/M L,MW^>N->(0;B,0;A1#HF+V@1,JH8'92D; .V0C7&4C*W[CJ<^Y)H9,M2=285!#5#P-TZ=K_K!>F7V-N- E(2KE3A8),V*F@1)X,A-BABYZ+L8(1 MKH(1A1H/1>Y!VAUG4&JX8,*Z_*&J;P;>Y1,5)*5!PH*E1/Q.ZZQR(1L^A MC,Q=Z=F&18;WZ!\$Q,>JB3*?K10=>2)IE"->V-5(3KE(3AK/-LR!! M M+16)JY9(2#70-VAUC7CD50(A;*V;S%WQ;J@?C1Q1BK:OK@,QY@%C5%*F.%>19H, J+6#K+F!J MU4#E/104#6C3V#30,9VJ/FD1#W/H#?P@Q(A10N_5+ P04 M "#3@Y9%?7RNH%>IP & 'AL+W=OCUNF[I/YC\$0-3\$SAP[O|[MV0DDM]>LJA(52\$ASW/^(Q)J/7X,67=>11"JQQ-*[SD]*Y*UEI?2.QB2] MX0EEZI-<%S&1ZE!LK301E 2Y*(XL-L#*R8AZTS&^;E,1GS3\$8AHX"V5D< M\$>ZHQ\$W\$6-NYKA,D5 P1T2D-ZAUIE#767 3!CKV+1%**U!\$?>R1Z-ZEV LT[M9!4P/OV<W/X!];*?5X?>8R-U!Y#KA627?>=\$0+U9M9 /HS3 - M'QV*WMV! E9*GE%6*6Q\$K/LG+4<W"!>N!TTLZL\$=I?>LH4F4Y MUCV1#(6"(\$OEJY2Z YOKE, UH)I#QW2"!>V4\$ AV 3/CT MKJ,>M2!>U? OK!&=F ^"DJE7L+T2M@>Y3>9,AO(5/-=M%&91\$L24Q/R M!9 E_=405!S-*6(R7WGR%>D0OQL0+&K7D[9]>_2!F6*-D+>81T&T, T MU40, JFV[0QNU3]L8@2U+1D)>,- D]JS, U(4KT)H8N6*W,W;WDPP)+5+M&19!(0[4-43YPS#>F=F,&JAD21Z5X9H%PEU+T)=0LVRNLR\$N)"U%>C3,E.M0L*2,12,WQFZ#W;I=I!W=QPO"EM"CDK(49);A63*\$S%+4% I9%!:1(C/V M'ZAJB>8U4JX+J+4R!>X!GA!D6G!LVM,3U3K7F,PL3A>?45%F1,(MRD#M!L0%#;LIP5U4%Q8H,K0!*)>EQ3(2R1&E,FC?QCP*P16M6-6LDLDT# M9HEJ97BD(N0!,-M&UGF7 M3%3\ [KK#T61D;/PU(H391ZG4>A9),+M9200'RAUQO^*C53KQZ7?SP/M L,MW^>N->(0;B,0;A1#HF+V@1,JH8'92D; .V0C7&4C*W[CJ<^Y)H9,M2=285!#5#P-TZ=K_K!>F7V-N- E(2KE3A8),V*F@1)X,A-BABYZ+L8(1 MKH(1A1H/1>Y!VAUG4&JX8,*Z_*&J;P;>Y1,5)*5!PH*E1/Q.ZZQR(1L^A MC,Q=Z=F&18;WZ!\$Q,>JB3*?K10=>2)IE"->V-5(3KE(3AK/-LR!! M M+16)JY9(2#70-VAUC7CD50(A;*V;S%WQ;J@?C1Q1BK:OK@,QY@%C5%*F.%>19H, J+6#K+F!J MU4#E/104#6C3V#30,9VJ/FD1#W/H#?P@Q(A10N_5+ P04 M "#3@Y9%?7RNH%>IP & 'AL+W=OCUNF[I/YC\$0-3\$SAP[O|[MV0DDM]>LJA(52\$ASW/^(Q)J/7X,67=>11"JQQ-*[SD]*Y*UEI?2.QB2] MX0EEZI-<%S&1ZE!LK301E 2Y*(XL-L#*R8AZTS&^;E,1GS3\$8AHX"V5D< M\$>ZHQ\$W\$6-NYKA,D5 P1T2D-ZAUIE#767 3!CKV+1%**U!\$?>R1Z-ZEV LT[M9!4P/OV<W/X!];*?5X?>8R-U!Y#KA627?>=\$0+U9M9 /HS3 - M'QV*WMV! E9*GE%6*6Q\$K/LG+4<W"!>N!TTLZL\$=I?>LH4F4Y MUCV1#(6"(\$OEJY2Z YOKE, UH)I#QW2"!>V4\$ AV 3/CT MKJ,>M2!>U? OK!&=F ^"DJE7L+T2M@>Y3>9,AO(5/-=M%&91\$L24Q/R M!9 E_=405!S-*6(R7WGR%>D0OQL0+&K7D[9]>_2!F6*-D+>81T&T, T MU40, JFV[0QNU3]L8@2U+1D)>,- D]JS, U(4KT)H8N6*W,W;WDPP)+5+M&19!(0[4-43YPS#>F=F,&JAD21Z5X9H%PEU+T)=0LVRNLR\$N)"U%>C3,E.M0L*2,12,WQFZ#W;I=I!W=QPO"EM"CDK(49);A63*\$S%+4% I9%!:1(C/V M'ZAJB>8U4JX+J+4R!>X!GA!D6G!LVM,3U3K7F,PL3A>?45%F1,(MRD#M!L0%#;LIP5U4%Q8H,K0!*)>EQ3(2R1&E,FC?QCP*P16M6-6LDLDT# M9HEJ97BD(N0!,-M&UGF7 M3%3\ [KK#T61D;/PU(H391ZG4>A9),+M9200'RAUQO^*C53

(F%&QIAS@7*O*H^5*T52/V9 M#>LYPZ I\$@VN09-DEI[JF-[WCM8BVH MV#|J6Z4P_N*N61]->?HCW(30T) ?KZJL_5.0 RE)&110@/RB,3]?=%98NEFS M, # 5KX<&O>7F\$+M? TD(XSLW(5_8<1*YLOAL03N=I\$Q4S,C=-;^&M_5XS4B_893NK7NKZ=K=&%V=DICKG, '%S\$'Z, M\$8@#3=AU+[CQ608+4+5*0V*JY55U07S1'T>,\$&G6A,DP|[| J&W_E7FO/P,[P#19USG]~11D9D3/W S_D@T4V@J+|O71 M_!C?+ YNU6W+4^+4*(T5+4*QG+5*Y8283,2)A0&D(AQJ53FVX)K7KJ69Q M#=U(L0(792,U_?!J4?_R,5[D|O=6D=&W,B,X16S7(E0X)BT;^51 MG_,&V.D_@\$P@4 3/4,GK72C2R0/[A@(*X^MD|=1)NE@+H+TY=Y.H9J!1M#0/ M\$/D@FSC+6%V9!+VISSO)BGM (9Z*5L+&7QJG@[-%I-]+ZE@YVMI>X=H! MX\$0 T4, S9F>?0,048+;X4L8@?7*T%E?^F[7-2=JFW@/LX7D118%K MO8\$+P7Q408-8%#CIE%&@_."Z| JSX=MS'AEZ+5; ;\$XMC#KT"7N7MAQ5*C MAY75VW@2^ 9\$E^>518-H/NW:VM-#DW1"!>YJGJ>E'NF%1;1X-Z128TJ\$ M9/ RIK, U_HYSD,/[Z|Y2N%Y<08/>E5%>4961Y@*2_>8Q9(^*E.\$G| M>WK9(@/!-? XG;FZG,806=+O? 7#&U.8OXDT2P?5P-UDPWGVZR,NS>VR) MER=C)*\$7*YM"UY"09*P [U2F5,2G~%T83H?U>[HJWVN]F,V"03?M^@ M7[6L&WDIN NV>Z7M6D[M!D?+^_!:(14)9X- ;\$QZ,+LO_2XH?&OB[KEM M4_KRGRN\,1,7H Z7G>W/B!S1@]>_!4\$!10_!-0_&EF#_4>K (M #D& 8 &PO=V|R,W-H9657&ULG55M;JHPS/XKIZS; MIXR>T0*!TWSJ4J6NVN>3',2J8V>V ^? ;^RD*9THFO:%^,[W/>HWWH M;S594<2]JEX4"QM4TF"?GBZ+&P \$.6-[WAI<4NE1UQ74R#V E"@[EU M#(P^&[Q (1P1R?C=<092@2<?7S^S?_&U4RU+90!B5^L4T. N@P!5KA+U3 MVZ_8U3-R+D2QO "MHU-L@#RQE5A=6!24*97ME3=PY@[+X#4%: 5*ONTWD M5X5RVR83K;>[73N8Q4N0U-?])N4NZMIEU_#.N#(EAN45NG=+)>YY01WD\$7 M+31 SJ&R5M:>1*!EBQD/F91\$<OS5% D@{AJPGR-65}YOFR M_ZFMA0X/JU3, #>[XQ]APU[8|CI-6*H=51@5D" A, WA 9, 7%&U1(U(GW9B#P10K>E&8N&PFFVIIROJSH0) MZ8%2GQO"!H&K((E0F,HE\$NP)4*WN7/0_~KAWLP.Z"J. KRKKCDU) %K4j MS."O0M#S7*B9G(2)M *E"Z0&V QDW!Y1iHX@HPP0Z O8JUS_0:LP=9;?7 M=7>5#CAZ3PGAA!FFX6F:1]ZQ3_UQ!OV&BH83,P@G1)DGX*HUVWYH&JR1MKV9?>[B]VW\$PMX.U1NUFPW M\$+@#B@PX'06@VT5'&E;5?C@L:E;51XY\$&PO@V|R;W- H9657>C5,S_1,+7N%&EF[KF*DLG-1;B: M7B31^X2X;M->&W>LAI>H-[J-7W7LZ2Q1Q\$48\$_.&L@MEZ_>JMP0> .KJ3P6R2B>_>#Z#F@_>[T6ZE:&\$.&: (SADW5HHDDBTKF"RRK%")>[ITIZ_>3 M5'G5XDO134YU1Y+L0^N^P1%_4IQ=90N@ T^OOP>1!IB%FJF8)+AQZ0KE SK+ MUZ="L" ^A+9AKVUXBOV#2DZC/PN-. (1W_<Q"X@J[K5Q8%E<(%EAN44(4 M6_&D0F9QK, E@/M1; T7(07_<(F2B7WFUW!W_A]A;<3;^2*D7?2B0^B, 716K0 M3%<C-20X#V5(M,MDP@#&[Q (1P1R?C=<092@2<?7S^S?_&U4RU+90!B5^L4T. N@P!5KA+U3 MZ8%2GQO"!H&K((E0F,HE\$NP)4*WN7/0_~KAWLP.Z"J. 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@+2U+E\B>Q++BGCY%"FEFA_8-(V:X8.#&3O54QHN72 MS0EZSR->PZPWZY@:D8R0Q1O_-=

B+A3#/ADFT*CR,C%<)?P(2^Z+K:9%>^~[INB MLH"KU;B0B33&183H)VY+46(4Q)UFGU3/AC2(+~LI:ATRPK(JCV/7,\$DJ7EK+ M6%0 P@MS@/0K"WWY2%W? ^~BRH6V1J20[555\$5;0F4;NLNGHF2T01H)VQ, MJ-)75%*G89+2%NSH<5SU%*CJB5%*EYO,0%&%~TRMRW_DNWU"K1K1MU20 M5M2BK0>.=~C0091Q@#C/_QS8T%W%- D>:ED:Z4:U9@LE#Y5\$O)D?Z075>H ML/OE&O55A~^L9(S29ZT,F_7-V)NOZ~ZWF*W_9Q4V096JJ>A0E3PD,SI M, ?_WVJPFL?3OEDE?/>FGWK:#N: 1- _XSBG\^ODFHR>8\$LGB;SV2R97ERW398F<1D?UXYI" N~?XJYTW 6= -H95#NY/HL&TA.F MIX_@3J@;J3T;7-|>M(O_"-H"-A)&Z1Q*L"MW/K0=LEV9YHRR+DW5(F/5:T M9UQT4GD5G@9@?4#E\$B063"7&+N8LVI;RUAT= -Y(FNE 6AT,G#7VZIN6C M *9+N9@7221"OE+MBENL_ -581&A XJ0QJE3=TPQH6U5,CS,&4:(8GM^7.4IS@:M38:(;9:DR8# INJZE_, M0RV+&N-(3*O>M9)B18C%2Q4XESI[+%0H[8-²(8:GBS)N1M^MR65!&ITW^>E M6;B=B?7/0/FA6 MTUKS,1U 6^)>0%4GEML(M@=C5?+UMB?V9;_S_4WWAH^H[Q] &2U,OWA5JVVW_M=M-M;3-E:5P14/541C_".0_,ST6ZH"YW(+,L>+6TO=Q^\$?1825-7C M.5;W(H1&ZPNU+&N;Bj-(>M5NQ7?NOO'13;C=B?3?;4Y4)B;S.PZI%> M:6/C^B*YGI]3@_7EW1F_=OEA&S+T/GR?QBGLPGET,]Z3TKP7\$[A];5A,. MU,N"95@<,>UR2>]ARLL?*,LF+E3;#1T_7"S9<C1-/ZE5R0^38C2N&E7% (V3N(D)HDB#02D9S? F&JJBVX/ MP%5/E-O"35->TTW1558UBJW_7(=J TIIH>D%WCVH_)P;I)++*5%*,MRTRJ#/(G(D)(HP\$JN3ZWD400@K2B2>YJT7LESY-Y\$Z4:18;94V24%>F MU=P@W&C7_>2R94I\$=>DLH^K=-(FBQM9(??"/_C,ZG?NS MI<@TCH@F^K"AD@W&:ULUJ[7L]4;09;[FA>5A0'C/U=Z2PC[2%;KUMFT* MJSIL(2F MMQB=560+4/ZTEMPYXP%5KJ\$DA/[IXW8C@RX32Z?JTTZ(Y7Z MZJZWU%BB\$5\$IUU22>1K;P)?)_M, 4>K?+IUOZ*18+>TQH21GU^NB,1,+EII:+*Q,QR/?- ^117GM_JM8=>KW M6E^\$POL?&XR+6CWQ19HR*-0(3T9SG.ZUJNGXRU?#;520;V8/1Z/2^I+J_>+T1G6_UMY%0N@ [QIXO300ZZ;.OL:X_WB;M-M4W,6,?NT0"50 M8+)=>GM7%-EP-4T)1O>_LXE<_B>JE6#8CZ_-E&83'_B;U_6(C&UL15M,)P\$XKR AD,>R MWI;11HNHS"- JU9@GHWDTFAESXLQVVO_0.3M=6%+7+WQ?/8ISUWWIMU+16C MKAS#>BU0NO;J;#>U@P2\$1;FDDJHAADRU#72GD)4U(@@#L)T#/#> M>OG<I;U4/1>IS%E0+=- PU3OZJ0R/W"BJR7C7N^K8W="^/YQI:X10_S6RFR M@&EY VVFL6%&8+,QE=7J76WSG_XKC71VNPF6RD?+3+MW+AA580"BR,96#T MV^\$U F&2),3@=,0UK@?J%_80+G7+9, (W74CSPTM0+,-9!B17KA,F7^ZIX MR?S/(44VGAU_AFL0%*KXUL#F2T/VW+^GQ0V,+P%4/1,1Q(J;Q,MA55NS?)>@K#*QV85+U%&*M:R:HE-..),OAL E_<_LIM_>W11UH0% (2O6_M^9+>EPYF?#NOH_1^"G_P;S_EMY41B7_LUXE_>2[6M1_G;DML2B7V?>_M427A2H0H1/DOYQ61O_VF_Y<_L75%4% DW1UAYE2S CO1EMELU12M6X_*C

6<-->UM>B<U19%>P06 M<8>+REXP5 #NOJL(U-->GP+& EMX47 R7 U1X>3<.6Mj+6+DM+P7#Y@#M47+HOHJ/DOX60(E+JBJ+U<.7%5<%>RWU4XES S G9 FMEUUJ3M6X,*C
MMMHG+NCE+HJ#_3#>7#H+PQYZOJ40+B#<5#>D1H+&GKF+R7%>W5+IUG+&MTWJ+HYHQ>W\$X>=YUM+@U@&M+K9H+@4#V34>O+B\$2+3CWXT MF
(D30TFX#&+!44UH/-%D+^LEDIK-9!>IQT+P+7N15.9OB/G0K8|5&Y(MV.M#9=>J9H=MN6,T6=CDIA'6O'/EAF,+C<07:QJAL3@+|JWS%19%N@A M#>XHJ<7ZFQ.&?
34*>0EJ3Z,3EU><2<#JMK8<+W'L>C+<2<.8%WPB (<%>9+&PO=VIR-W H M965T+U+A7H MMJ8>K1&+&S+>+V'X|4QH15*2SAFUPA>Y62J+3U+SBNL9%Z0%
M<L9>HM7+6R9A1O/C91,K BKİZAYA # /P#>T1N06E TF-ANX4AV. MO'/L/KKEA/I/7 #>19.HM P L36 O7%+#!\$1.,"\$=SW='S+!1"X\$'6
MIM1P5^>8_XL/2%*O@HKNHY/SGYOZTM(0A_B,ZNGZ3H%"VZ#7-CC%GH|J(D7K5&0A@/D/MY1MDNFX3!0/10/XN18SK-H((G<@+11Y7YMF@?2#EU@0@C|C#7<,%_DR(M
M"!LE"NS AN J/0T.309>VS2/PM/BIGE%7G/ECS3D6@/K7A10B>A/PZ@+M%UG65JU@AFAS)T99/ZAYZ,H<9.X" A>AJ&3&UX>W/C/M34!Y@&OGC9B"
M*>HSL_0SP@.%&AVCCO@/AD6Y0/(UWUX6G.O>IG>IZ&@/UW41F/T R M3&Y66=>(B9&+@.A+&G+&TMJD AL NT7@HJK@>I0-JWT#U+>P04 #>3 M@ Y9.O)G6Y@#.%!0 &0
AL+>W@19G? M@/K)Y8C7A M1@=IHKF,C#TSWRK18%#>IX(F,-M=(G# M-+>7POB<(9.6G3/Z>P5" N& B@.O<8WE2G>+>5/ .52, -(720SDE-TL
MO)D%=>Ls_96.3 GKI_X95%F/X)VR\$>STH.V-5LTLF@/V7PYLH>9PD#!+M*2'><0>H|Z%0S (#LRR?>I4!J@S0E@HWTVD>/2290|JG+*< FEV6!FD- MK-
S*P@>D06407>8P5?>BZYX6C@/LUSWFS%P@>9EQR0N0+>H3/0HDW@>AI M-P8>R@JKO<HJMRCRO>^UQ0=>DBD<=>(DJ_P,&L)>5H) M 4D\< HA@+> ?@.&?
V%DIAWVR>3/ TD323>T R C6Y6!6>&S% B26GHHD- MS <=VU3C9@A|JAG<@U%R2SN6Z@SR21A_E W1Z@>HLD P0P1VMA M#>S YNANDUEP8SUH@GDTs M#_1P@0/JK>
V\$)9VOJ>W<#1>T@%K9?>**S">+PVW4SL#>10 (-_M#EF\$ F5Y (%& 9 >+&PO=VIR-W H 965T(LFEJ)><@>7.5-BIM VU>IS<@>FNO JXF=V4YI_W@#F1J7R9
MD(C/D@>YRZR@RWBK@W9%0@X1@HDL+&VOHJBDR@P81_4+4H262E-4MFH+MF5HC+SRH+B@.6QUE4<2&Z=C0+>1TKH@>H#:>1PX9UBH23H@ N-&I'> M6+
>13_VOCG2HBRD0<@OEF71W@_LUC2@>SLP@GW_391@>2O@F0@/S-@>1@>1@>1@>M5.2P_0@2@Q@>Y05U0V@>RHA@P>V_7A_M@>#CPCB@P@Y@W@GTC@K_>

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MWPZUFH+YGD3FUOX#>V:O G17JL76#>+GB9V^ M9R7M01:670@+0?>SXB09UHMA<18R>+0?/S4RA"3N8M9>H(28208>+D7XMPM/7>6 M.CU17KMR0N0TE 36-0WV,P?>
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L),4&I/4V;"A4G5H(XYQ>RES+X"32"3AEX;| M0,>1+\$4G^C7<+\$9?2A8GBU?>S&JLE6M,HS21/E?>NAK&MR2-*TY)PO469,X4PDRS'O^OS%U+TU@-K>
.90UG/Y%=>036E6%NS&S>UY MP>2JICWF_>20K0N@FD=OC>1<01/4B//D@_Q1-6C4FREIN(AZ5050<+M^OAT8C|L=ZJ1D>+2<HWIK00S-D(CIV/Y79CK?>
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M:NB_>HE04S!L#!!0 (-_>EFL'/SIP(P-D%_9>+PO=V:R-W-H957T0807,8P7,6L, GI+2AB*X?^)>X,+|W|F>FVV4?C1K1-O/M9;FJRM;_9A M-/(UULR%@L9R'ES& MT/70!<?>G#R3
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19W3>^&Z813/H\$E0-SU+NF/LD76/5XXMW12RU-M-C1<4^1%3>JF/W404N0=-1H02P-\$%@TX->IV&6 P+H M ID IX; "W/WK&UJL59K-IHP%/TK5B9-F10U MIP=<(MM\$ZJALPV2C,A0JPZ-68/T/WIV4|(<1E-HOO(HCL|HS-&.:M1 8@T7-."S&R, BG+;LJ:6L08Y%>E>LA\$+K!G/L51=OK%>RO&O%"BGMNP+DKW+;M5+IN658DAT(05BZY\$U-*I*Q GO GX3V(F#-M*9-1E>TIVU MSKP7/3(N62\$@6Z+PZ+>A-O.US@>HJ-WK 4Z-7%7M57%"^80QPNZ M/7#%R15<-? 1XY%NN';"B" WQS)D5'5-T>Z>D3.TMX?96>YH10S/MCS<4D/5/V(NL=0Y2%>8*ZES%G%>TSJCF2EN-N317/FEFBZT/7>H^353 M6DZ>HV=3C%IU+P04 "#3@ Y9*245+>DS K&S->AL+W=O MSXH M\$Q-CV5Z/QR*>(L3) YXBH2LZ99@J0ZS2/D668K0100H>6.7K%1#F3,-% MVSRCGDN%6*HG@(&1)PG*7AXQY/N 8U>PU>RV4K-,>R,413;"RR J->G0UK MEA5)!,>Y#A1<1X@/-1#M<6/Z/OP7MO= STHRPY Z//XNFAIGC%">2TV/ MU, /V%*9-ZCY515%K/N#081%AY>R/NDM0,3+>H13N57 MOO^>IP=R-5,12C>@GW9U1<,->J0"ISM%"M-T-EO%>0#K1@-0, M:18>=P&8&1>#@+P5+EGP-T@/070%>K0%">IR>(8PFXXS00.9!S91 M4 15H?7!A F1M9"9NDH43DX7Y8@?T69>/FL2(2?0OSQGDK-F"8BH% M#>?#\$AS\$JP!>94B@/B@?3 M,0/O?G<DIU YIS%&%>CZ6R=4!R/YDUL! M0K, "JQ,K!00 OH?=>AU4\$P5#;67EH+Q^M319/;L/MCD EFDY+3?T=>W< M;O/C;>KAV12C;O;>OPH.V^G7MKUN1-0>(0-XD)MY7<3CNWNGISO18B/1#4-M"OPML&S/I<H&^U99-GV2S/LG<LFBG1LA.TG MOJTNHFFOHLFL<5^0(K4E-10GV11F->HN8P>PUCQOUZW=30=_1NKMH=0@1\$S02G29G)X/X J A"MVVEP1ZM/E/G;>169UKVXJ P#*=8<VV J T M^>82YF1Z6VBSV#N3AH1FVW<XZDZ6R V^3C/14S/JB>PD"!>PN_XK0ZMBM5K0X02(A%MB\$>1/2U>L V 48.4G" WYG" E-BG: 03<4D0HJS(46<0712>M%>#B2/ZC1VB=-S, SF>WV1C ZG Q_>P&J<OW>MPWS916C8IV@T/E19/+6R>M>&H+34G@>GC_E24Z+IW+E/V4^P64<413%ZBNS79_SEL_E?HDFPG5_M@-5>+8NZF3,"Z, UZHGL)%>HON&S-M61#B-9-?P/NL7 J1-LUEO199A5;M7<67J<45HJ<=9A1W>LXD190 6<=1S#E+>2_>YO4R1_U8J-MSN,HD/IKS&O-22#SJ#>426,->96T22I4>U3>O<E1)&M0 J1V>7UNM M5UNM3E0G7" H3";(@_D3M9QH02=H-1+1<^S30+T>A>/T2?K&(>FGH->MUS)-SVR+U<=LU"(>+7>CX,+B U W1+>ISAS@M+BBJ#>L0/T2>Z07G8%Z<642<MD81LK4#;0S2GUNEW_03_ZS4N2J@>V%YKE>4%1G_16S->4<W-(JA2H3(M97BD+5SHH>R+,>YA0@+)>S^59C"AJT-MVA@LWEYK6A_1^D'KFA MAP/L@,0@PZMD@-18-K:>("MJYV,M"K1U%>_6X&O5,A->8JHLP1%V^>HMR=>J2>20>W<+69>ZI>F1?%4<4-2<G%>OF0000 KY1J3->F2E1/M=G<G3K10" P&E,8.0>S/V,&KJ1X7?CB-N45G@Z/KI->NR&944S 3|3MGTM MAN^>:RS<Z&P,FE"FT"V1DMC#>4D9/9)9B9UP9)9=121GWNZ/VYHEY?0?>MVAV Z0V#";>MOUX,CIRAO?+>P.4|/T5D?>*POJL_VIDG%"5MOW%OOK P>#E+Z_Y4@_L D6F7#4NUV>8>D> SA_Z#>E%>DZ, MAG<W07X<4X0@>XVO>P=CDTW63,->%&ZOKS2V0G0A-S>P#D#3!&R<6), M4?OE27@44L#>10 (- _#EDV9S_F0< T, > >PO>VR-W.H M9657TW M1>78.5>9109IM/ A21E89V OXAFX9M/W>R>J>HPB^>H7Z1866,(D)Y107<5MFFZ8M3%LE8:4>A=7DJ9H9G@RN29/D%+(4 =+0 B0D50<@4W/6Z_CC<60+>M16-M->:151-Y%79/AW31#G>1,1>OPP06&HHKHN&N 2>96M#>CU 3VGMY/(CX/B8EET99<LS=>JG,->4H->^E75ZSX,(Y%H-TEL)ZC?1/4/2+>MKHXVE/GZ/NH SIG,54_N,S<9%&8DCH6591+10,86PA6070J_NSOVT->#H_M@MC>#B_P.XCQW>ZY(H261<@3KHC1-CEX'1T>-,>MHC/PF/AV 6PUH%">J/2>P31@>F7 RUJU,WBJ(HAZ1KHNM&Y1Z>07M0 MC/1%>WS>2D%>HKB161&PO=VIR-W-H M5C7T7@1<N2E19W/7Z1D8P< T>W/2N2C4G@Z_167Z232<N>N5B> M4>3>BPO, F269<15%Q161900 A955L>>O<17E<4_O<23>S<4F0WMPBZ<S/PW, MDK/NPNM/HW0M132

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... (Content of the file is a single, extremely long line of text, likely a configuration file or a large command line, containing many abbreviations and symbols like %, #, &, \$, etc.)

... (Text content of the image block, which is a large block of text, is too long to be displayed here. It contains various file names, file paths, and file details, likely related to a software application or a system log.)

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6BZ@Y2N@C5E4@S@?<%K@M@>A2T@_UTZO&R@/IM@AE@W@<+>@U1@OB@1@6Y0K00.5RA@&8900KK@U@R3CE@M@_Y@-HL@BRO6@U<@U0@_KB@&E@BBUW2#><X@T@C@6Y@
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E@D@_=%@G@X@6@_O@_>_0@0@3@_V@K@W@B@U@_A@_7@_T@V@W@G@N@U@M@_>@W@V@_1@_X@_F@X@G@6@_O@_K@_0@_>_I@_P@O@_G@L@F@H@_3@_S@Z@P@_V@7@5@_>_2@0@_H@T@0@_M@_6@_C@_W@_>_W@_3@_3@_J@_H@_R@_7@_S@_1@_>
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+@Q@1@_5@B@E@_F@H@J@_=>H@5@M@_+@2@6@H@_W

Warrants to purchase common stock

Shares issuable upon conversion of Series A Convertible Preferred Stock

Potential equivalent shares excluded

In accordance with ASC Topic 820, "Fair Value Measurements and Disclosures," the Company measures certain financial instruments at fair value on a recurring basis. ASC Topic 820 defines fair value, established a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring 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 unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;**
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active;**
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.**

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts of the Company's financial assets and liabilities, including cash, accounts receivable, prepaid expenses, accounts payable, accrued expenses, and other current liabilities, approximate their fair values because of the short maturity of these instruments. The fair value of notes payable and convertible notes approximates their fair values since the current interest rates and terms on these obligations are the same as prevailing market rates.

Share-based Compensation

The Company's 2016 Omnibus Incentive Plan (the "Omnibus Plan") permits the grant of stock options and other share-based awards to its employees, consultants and non-employee members of the board of directors. Each January 1 the pool of shares available for issuance under the Omnibus Plan automatically increases by an amount equal to the lesser of (i) the number of shares necessary such that the aggregate number of shares available under the Omnibus Plan equals 25% of the number of fully-diluted outstanding shares on the increase date (assuming the conversion of all outstanding shares of preferred stock and other outstanding convertible securities and exercise of all outstanding options and warrants to purchase shares) and (ii) if the board of directors takes action to set a lower amount, the amount determined by the board. Effective January 1, 2024, the pool of shares issuable under the Omnibus Plan automatically increased by 1,717,783 shares from 1,322,169 shares to 3,039,952 shares.

The Company records share-based compensation in accordance with the provisions of the Share-based Compensation Topic of the FASB Codification. The guidance requires the use of option-pricing models that require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option valuation model, and the resulting charge is expensed using the straight-line attribution method over the vesting period.

Stock compensation expense recognized during the period is based on the value of share-based awards that were expected to vest during the period adjusted for estimated forfeitures. The estimated fair value of grants of stock options and warrants to non-employees of the Company is charged to expense, if applicable, in the financial statements. These options vest in the same manner as the employee options granted under the stock incentive plan as described above.

Going Concern

The Company's financial statements are prepared using accounting principles generally accepted in the United States ("U.S. GAAP") applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has limited commercial experience and had a cumulative net loss from inception to June 30, 2024 of \$96,935,005. The Company had working capital of \$5,363,307 as of June 30, 2024. The Company has not established an ongoing source of revenue sufficient to cover its operating costs and to allow it to continue as a going concern and will require additional financing to fund its future planned operations, including research and development and commercialization of its products. These matters raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements for the six months ended June 30, 2024 have been prepared assuming the Company will continue as a going concern, but the ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it establishes a revenue stream and becomes profitable. Management's plans to continue as a going concern include raising additional capital through sales of equity securities and borrowing. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. If the Company is not able to obtain the necessary additional financing on a timely basis, the Company will be required to delay, reduce the scope of, or eliminate one or more of the Company's research and development activities or commercialization efforts or perhaps even cease the operation of its business. The ability of the Company to continue as a going concern is dependent upon its ability to successfully secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Recent Accounting Pronouncements

The Company considered recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the SEC, did not or in management's opinion will not have a material impact on the Company's present or future consolidated financial statements.

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Management makes estimates that affect certain accounts including deferred income tax assets, accrued expenses, fair value of equity instruments and reserves for any other commitments or contingencies. Any adjustments applied to estimates are recognized in the period in which such adjustments are determined.

The Company's consolidated financial statements include all accounts of the Company and its consolidated subsidiaries and/or entities as of reporting period ending date(s) and for the reporting period(s) then ended. All inter-company balances and transactions have been eliminated.

The accompanying unaudited condensed consolidated financial statements and related notes have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. The balance sheet at June 30, 2024 has been derived from the audited financial statements at that date. For further information, refer to the financial statements and footnotes thereto included in the Company's annual financial statements for the twelve months ended December 31, 2023 included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024.

The Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit, and other highly liquid investments with maturities of one year or less, when purchased, to be cash. Cash equivalents include investments in an institutional money market fund, which invests in U.S. Treasury bills, notes and bonds, and/or repurchase agreements, backed by such obligations. Carrying value approximates fair value. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and

multiple banks to mitigate the risk associated with a failure of any specific bank. The Company's inventory is stated at the lower of cost or estimated net realizable value, with cost primarily determined on a weighted-average cost basis on the first-in, first-out method. The Company periodically determines whether a reserve should be taken for devaluation or obsolescence of inventory. The Company assessed its inventory at June 30, 2024 and determined that certain challenges, including potential damage and a longer timeframe for initial sales, warranted the establishment of an inventory shrinkage reserve. As a result, the Company recognized an inventory reserve of 5% amounting to \$142,733, which resulted in the net carrying value of inventory of \$2,711,923.

The Company capitalizes expenditures related to property and equipment, subject to a minimum rule, that have a useful life greater than one year for: (1) assets purchased; (2) existing assets that are replaced, improved or the useful lives have been extended; or (3) all land, regardless of cost. Acquisitions of new assets, additions, replacements and improvements (other than land) costing less than the minimum rule in addition to maintenance and repair costs, including any planned major maintenance activities, are expensed as incurred.

Accounting Standards Update ("ASU") No. 2016-02 requires a lessee to record a right of use asset and a corresponding lease liability on the balance sheet for all leases with terms longer than 12 months. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest period presented in the financial statements. At June 30, 2024 and December 31, 2023 the Company recorded a right of use asset of \$272,284 and \$354,091, respectively. At June 30, 2024 and December 31, 2023 the Company recorded a lease liability of \$281,154 and \$365,919, respectively.

ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASC Topic 606") provides a single set of guidelines for revenue recognition to be used across all industries and requires additional disclosures. The updated guidance introduces a five-step model to achieve its core principal of the entity recognizing revenue to depict the transfer of goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Under ASC Topic 606, in order to recognize revenue, the Company is required to identify an approved contract with commitments to perform respective obligations, identify rights of each party in the transaction regarding goods to be transferred, identify the payment terms for the goods transferred, verify that the contract has commercial substance and verify that collection of substantially all consideration is probable. The adoption of ASC Topic 606 did not have an impact on the Company's operations or cash flows.

The Company follows FASB Accounting Standards Codification ("ASC") Subtopic 730-10, "Research and Development". Research and development costs are charged to the statement of operations as incurred. During the three months ended June 30, 2024 and 2023, the Company incurred \$716,366 and \$1,400,182 of expenses related to research and development costs, respectively. During the six months ended June 30, 2024 and 2023, the Company incurred \$1,757,692 and \$2,791,496 of expenses related to research and development costs, respectively.

ASU No. 2010-10, "Earnings Per Share". Basic earnings (loss) per share is computed by dividing the net income (loss) attributable to the common stockholders (the numerator) by the weighted average number of shares of common stock outstanding (the denominator) during the reporting periods. Diluted loss per share is computed by increasing the denominator by the weighted average number of additional shares that could have been outstanding from securities convertible into common stock (using the "treasury stock" method), unless their effect on net loss per share is anti-dilutive. There were 4,520,560 and 1,514,715 potentially dilutive shares, which include outstanding common stock options, and warrants, as of June 30, 2024 and December 31, 2023, respectively.

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June 30, 2024		December 31, 2023	
Options to purchase common stock	624,240	Warrants to purchase common stock	882,349
Shares issuable upon conversion of Series A Convertible Preferred Stock	3,840,368	Shares issuable upon conversion of Series A Convertible Preferred Stock	4,520,560
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MARGIN: 0px; text-align:justify;">> </p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> In accordance with ASC Topic 820, "Fair Value Measurements and Disclosures," the Company measures certain financial instruments at fair value on a recurring basis. ASC Topic 820 defines fair value, established a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px; text-align:justify;">> Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring 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 unobservable inputs (Level 3 measurements). These tiers include:</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px; text-align:justify;">> </p><table cellpadding="0" style="border-spacing:0;font-size:10pt; width:100%"><tbody><tr style="height:15px"><td style="width:4%; vertical-align:top; ><p style="font-size:10pt;font-family:times new roman; margin:0px 0px 0px 0in"> </p></td><td style="vertical-align:top; ><p style="font-size:10pt;font-family:times new roman; margin:0px 0px 0px 0in">Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;</p></td><td style="vertical-align:top; ><p style="font-size:10pt;font-family:times new roman; margin:0px 0px 0px 0in"> </p></td><td style="vertical-align:top; ><p style="font-size:10pt;font-family:times new roman; margin:0px 0px 0px 0in">Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and</p></td><tr style="height:15px"><td style="width:4%; vertical-align:top; ><p style="font-size:10pt;font-family:times new roman; margin:0px 0px 0px 0in"> </p></td><td style="vertical-align:top; ><p style="font-size:10pt;font-family:times new roman; margin:0px 0px 0px 0in">Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.</p></td></tr></tbody></table><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px; text-align:justify;">> The carrying amounts of the Company's financial assets and liabilities, including cash, accounts receivable, prepaid expenses, accounts payable, accrued expenses, and other current liabilities, approximate their fair values because of the short maturity of these instruments. The fair value of notes payable and convertible notes approximates their fair values since the current interest rates and terms on these obligations are the same as prevailing market rates.</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> The Company's 2016 Omnibus Incentive Plan (the "Omnibus Plan") permits the grant of stock options and other share-based awards to its employees, consultants and non-employee members of the board of directors. Each January 1 the pool of shares available for issuance under the Omnibus Plan automatically increases by an amount equal to the lesser of (i) the number of shares necessary such that the aggregate number of shares available under the Omnibus Plan equals 25% of the number of fully-diluted outstanding shares on the increase date (assuming the conversion of all outstanding shares of preferred stock and other outstanding convertible securities and exercise of all outstanding options and warrants to purchase shares) and (ii) if the board of directors takes action to set a lower amount, the amount determined by the board. Effective January 1, 2024, the pool of shares issuable under the Omnibus Plan automatically increased by 1,717,783 shares from 1,322,169 shares to 3,039,952 shares.</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> The Company records share-based compensation in accordance with the provisions of the Share-based Compensation Topic of the FASB Codification. The guidance requires the use of option-pricing models that require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option valuation model, and the resulting charge is expensed using the straight-line attribution method over the vesting period.</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> Stock compensation expense recognized during the period is based on the value of share-based awards that were expected to vest during the period adjusted for estimated forfeitures. The estimated fair value of grants of stock options and warrants to non-employees of the Company is charged to expense, if applicable, in the financial statements. These options vest in the same manner as the employee options granted under the stock incentive plan as described above.</p>Effective January 1, 2024, the pool of shares issuable under the Omnibus Plan automatically increased by 1,717,783 shares from 1,322,169 shares to 3,039,952 shares.<p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> The Company's financial statements are prepared using accounting principles generally accepted in the United States ("U.S. GAAP") applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has limited commercial experience and had a cumulative net loss from inception to June 30, 2024 of \$96,935,005. The Company had working capital of \$5,363,307 as of June 30, 2024. The Company has not established an ongoing source of revenue sufficient to cover its operating costs and to allow it to continue as a going concern and will require additional financing to fund its future planned operations, including research and development and commercialization of its products. These matters raise substantial doubt about the Company's ability to continue as going concern. The accompanying financial statements for the six months ended June 30, 2024 have been prepared assuming the Company will continue as a going concern, but the ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it establishes a revenue stream and becomes profitable. Management's plans to continue as a going concern include raising additional capital through sales of equity securities and borrowing. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. If the Company is not able to obtain the necessary additional financing on a timely basis, the Company will be required to delay, reduce the scope of, or eliminate one or more of the Company's research and development activities or commercialization efforts or perhaps even cease the operation of its business. The ability of the Company to continue as a going concern is dependent upon its ability to successfully secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.</p>96935005 5363307<p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> The Company considered recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the SEC, did not or in management's opinion will not have a material impact on the Company's present or future consolidated financial statements.</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> **Note 3 - Inventory**</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px; text-align:justify;">> As of June 30, 2024 and December 31, 2023, inventory consisted of raw materials, subassemblies to be used in the assembly of TAEUS systems, and finished goods. As of June 30, 2024, the Company had no orders pending for the sale of a TAEUS system.</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px; text-align:justify;">> As of June 30, 2024, the Company recorded inventory reserve of 5% or \$142,733.</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> As of June 30, 2024 and December 31, 2023, the Company had inventory valued at \$2,711,923 and \$2,622,865, respectively.</p>0.05 142733 2711923 2622865<p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px; text-align:justify;">> **Note 4 - Fixed Assets**</p><p style="FONT-SIZE: 10pt; FONT-FAMILY: times new roman; MARGIN: 0px 0px 0px 0in; text-align:justify;">> As of June 30, 2024 and December 31, 2023, fixed assets consisted of the following:</p><table cellpadding="0" style="border-spacing:0; text-align:left; font:10pt times new roman; width:100%"><tbody><tr style="height:15px"><td style="width:10%; font-family:times new roman; 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Term (Years)	Balance outstanding at December 31, 2023	Price
1.00	\$ 1,000,000	\$ 1,000
1.50	\$ 1,500,000	\$ 1,500
2.00	\$ 2,000,000	\$ 2,000
2.50	\$ 2,500,000	\$ 2,500
3.00	\$ 3,000,000	\$ 3,000
3.50	\$ 3,500,000	\$ 3,500
4.00	\$ 4,000,000	\$ 4,000
4.50	\$ 4,500,000	\$ 4,500
5.00	\$ 5,000,000	\$ 5,000
5.50	\$ 5,500,000	\$ 5,500
6.00	\$ 6,000,000	\$ 6,000
6.50	\$ 6,500,000	\$ 6,500
7.00	\$ 7,000,000	\$ 7,000
7.50	\$ 7,500,000	\$ 7,500
8.00	\$ 8,000,000	\$ 8,000
8.50	\$ 8,500,000	\$ 8,500
9.00	\$ 9,000,000	\$ 9,000
9.50	\$ 9,500,000	\$ 9,500
10.00	\$ 10,000,000	\$ 10,000
10.50	\$ 10,500,000	\$ 10,500
11.00	\$ 11,000,000	\$ 11,000
11.50	\$ 11,500,000	\$ 11,500
12.00	\$ 12,000,000	\$ 12,000
12.50	\$ 12,500,000	\$ 12,500
13.00	\$ 13,000,000	\$ 13,000
13.50	\$ 13,500,000	\$ 13,500
14.00	\$ 14,000,000	\$ 14,000
14.50	\$ 14,500,000	\$ 14,500
15.00	\$ 15,000,000	\$ 15,000
15.50	\$ 15,500,000	\$ 15,500
16.00	\$ 16,000,000	\$ 16,000
16.50	\$ 16,500,000	\$ 16,500
17.00	\$ 17,000,000	\$ 17,000
17.50	\$ 17,500,000	\$ 17,500
18.00	\$ 18,000,000	\$ 18,000
18.50	\$ 18,500,000	\$ 18,500
19.00	\$ 19,000,000	\$ 19,000
19.50	\$ 19,500,000	\$ 19,500
20.00	\$ 20,000,000	\$ 20,000
20.50	\$ 20,500,000	\$ 20,500
21.00	\$ 21,000,000	\$ 21,000
21.50	\$ 21,500,000	\$ 21,500
22.00	\$ 22,000,000	\$ 22,000
22.50	\$ 22,500,000	\$ 22,500
23.00	\$ 23,000,000	\$ 23,000
23.50	\$ 23,500,000	\$ 23,500
24.00	\$ 24,000,000	\$ 24,000
24.50	\$ 24,500,000	\$ 24,500
25.00	\$ 25,000,000	\$ 25,000
25.50	\$ 25,500,000	\$ 25,500
26.00	\$ 26,000,000	\$ 26,000
26.50	\$ 26,500,000	\$ 26,500
27.00	\$ 27,000,000	\$ 27,000
27.50	\$ 27,500,000	\$ 27,500
28.00	\$ 28,000,000	\$ 28,000
28.50	\$ 28,500,000	\$ 28,500
29.00	\$ 29,000,000	\$ 29,000
29.50	\$ 29,500,000	\$ 29,500
30.00	\$ 30,000,000	\$ 30,000
30.50	\$ 30,500,000	\$ 30,500
31.00	\$ 31,000,000	\$ 31,000
31.50	\$ 31,500,000	\$ 31,500
32.00	\$ 32,000,000	\$ 32,000
32.50	\$ 32,500,000	\$ 32,500
33.00	\$ 33,000,000	\$ 33,000
33.50	\$ 33,500,000	\$ 33,500
34.00	\$ 34,000,000	\$ 34,000
34.50	\$ 34,500,000	\$ 34,500
35.00	\$ 35,000,000	\$ 3

Entity Incorporation State	Country Code	DE
Entity Tax Identification Number	26-0579295	
Entity Address Address Line 1	3600 Green Court	
Entity Address Address Line 2	Suite 350	
Entity Address City Or Town	Ann Arbor	
Entity Address State Or Province	MI	
Entity Address Postal Zip Code	48105-1570	
City Area Code	734	
Local Phone Number	335-0468	
Security 12b Title	Common Stock, par value \$0.0001 per share	
Trading Symbol	NDRA	
Security Exchange Name	NASDAQ	
Document Quarterly Report	true	
Document Transition Report	false	
Entity Interactive Data Current	Yes	

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		Jun. 30, 2024	Dec. 31, 2023
Condensed			
Consolidated Balance			
Sheets - USD (\$)			
Current Assets			
Cash		\$ 6,400,732	\$ 2,833,907
Prepaid expenses		312,742	198,905
Total Current Assets		6,713,474	3,032,812
Non-Current Assets			
Inventory		2,711,923	2,622,865
Fixed assets, net		91,777	111,782
Right of use assets		272,284	354,091
Prepaid expenses, long term		647,085	626,610
Other assets		5,986	5,986
Total Assets		10,442,529	6,754,146
Current Liabilities			
Accounts payable and accrued liabilities		1,167,434	700,754
Lease liabilities, current portion		182,733	173,857
Loans		0	28,484
Total Current Liabilities		1,350,167	903,095
Long Term Debt			
Lease liabilities		98,421	192,062
Total Long Term Debt		98,421	192,062
Total Liabilities		1,448,588	1,095,157
Stockholders' Equity			
Common stock, \$0.0001 par value; 80,000,000 shares authorized; 72,439,526 and 10,390,150 shares issued and outstanding, respectively		7,244	1,039
Additional paid in capital		105,921,675	97,582,868
Stock payable		27	5,233
Accumulated deficit		(96,935,005)	(91,930,152)
Total Stockholders' Equity		8,993,941	5,658,989
Total Liabilities and Stockholders' Equity		10,442,529	6,754,146
Series B Convertible Preferred Stock			
Stockholders' Equity			
Preferred stock value		0	0
Series C Convertible Preferred Stock			
Stockholders' Equity			
Preferred stock value		0	0
Series A Convertible Preferred Stock			
Stockholders' Equity			
Preferred stock value		\$ 0	\$ 1

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	Jun. 30, 2024	Dec. 31, 2023
Condensed		
Consolidated Balance		
Sheets		
(Parenthetical) - \$ / shares		
Common Stock Shares, Par Value	\$ 0.0001	\$ 0.0001
Common Stock shares, Authorized	1,000,000,000	1,000,000,000
Common Stock Shares Issued	72,439,526	10,390,150
Common Stock Shares, Outstanding	72,439,526	10,390,150
Preferred Stock Shares, Par Value	\$ 0.0001	
Preferred Stock Shares, Authorized	10,000,000	
Series B Convertible Preferred Stock		
Preferred Stock Shares, Par Value	\$ 0.0001	\$ 0.0001
Preferred Stock Shares, Authorized	1,000	1,000
Preferred Stock Shares, Issued	0	0
Preferred Stock Shares, Outstanding	0	0
Series C Convertible Preferred Stock		
Preferred Stock Shares, Par Value	\$ 0.0001	\$ 0.0001
Preferred Stock Shares, Authorized	100,000	100,000
Preferred Stock Shares, Issued	0	0
Preferred Stock Shares, Outstanding	0	0
Series A Convertible Preferred Stock		
Preferred Stock Shares, Par Value	\$ 0.0001	\$ 0.0001
Preferred Stock Shares, Authorized	10,000	10,000
Preferred Stock Shares, Issued	17	141
Preferred Stock Shares, Outstanding	17	141

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	3 Months Ended	6 Months Ended
	Jun. 30, 2024	Jun. 30, 2023
Condensed		
Consolidated		
Statements of Operations		
(Unaudited) - USD (\$)		
Operating Expenses		
Research and development	\$ 716,366	\$ 1,400,182
Sales and marketing	162,952	247,773
General and administrative	1,351,535	1,346,610
Total operating expenses	2,230,853	2,994,565
Operating loss	(2,230,853)	(2,994,565)
Other Income		
Other income	1,700	437,433
Total other income	1,700	437,433
Loss from operations before income taxes	(2,229,153)	(2,557,132)
	(5,004,853)	(5,499,878)

<u>Provision for income taxes</u>	0	0	0	0
<u>Net Loss</u>	\$ (2,229,153)	\$ (2,557,132)	\$ (5,004,853)	\$ (5,499,878)
<u>Net loss per share - basic and diluted</u>	\$ (0.08)	\$ (0.43)	\$ (0.26)	\$ (1.20)
<u>Weighted average common shares - basic and diluted</u>	27,283,009	5,996,186	18,998,902	4,582,645

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Condensed Consolidated Statements of Stockholders' Equity (Unaudited) - USD (\$)	Total	Convertible Preferred Stock Series A	Convertible Preferred Stock Series B [Member]	Common Stock	Additional Paid- In Capital	Stock Payable	Retained Earnings (Accumulated Deficit)
<u>Balance, shares at Dec. 31, 2022</u>	141			3,169,103			
<u>Balance, amount at Dec. 31, 2022</u>	\$ 7,204,504	\$ 1	\$ 0	\$ 317	\$ 89,068,015	\$ 6,073	\$ (81,869,902)
<u>Common stock issued for cash, net of funding costs, shares</u>				4,312,500			
<u>Common stock issued for cash, net of funding costs, amount</u>	4,712,750	0	0	\$ 431	4,712,319	0	0
<u>Warrants issued for cash, net of funding costs</u>	20,053	0	0	0	20,053	0	0
<u>Fair value of vested stock options</u>	493,134	0	0	0	493,134	0	0
<u>Stock payable towards preference dividend</u>	0	0	0	0	3,646	(3,646)	0
<u>Net loss</u>	(5,499,878)	\$ 0	0	\$ 0	0	0	(5,499,878)
<u>Balance, shares at Jun. 30, 2023</u>	141			7,481,603			
<u>Balance, amount at Jun. 30, 2023</u>	6,930,563	\$ 1	0	\$ 748	94,297,167	2,427	(87,369,780)
<u>Balance, shares at Mar. 31, 2023</u>	141			3,169,103			
<u>Balance, amount at Mar. 31, 2023</u>	4,499,037	\$ 1	0	\$ 317	89,307,675	3,692	(84,812,648)
<u>Common stock issued for cash, net of funding costs, shares</u>				4,312,500			
<u>Common stock issued for cash, net of funding costs, amount</u>	4,712,750	0	0	\$ 431	4,712,319	0	0
<u>Fair value of vested stock options</u>	255,855	0	0	0	255,855	0	0
<u>Stock payable towards preference dividend</u>	0	0	0	0	1,265	(1,265)	0
<u>Net loss</u>	(2,557,132)	0	0	0	0	0	(2,557,132)
<u>Warrants issued for cash, net of funding costs</u>	20,053	\$ 0	0	\$ 0	20,053	0	0
<u>Balance, shares at Jun. 30, 2023</u>	141			7,481,603			
<u>Balance, amount at Jun. 30, 2023</u>	6,930,563	\$ 1	0	\$ 748	94,297,167	2,427	(87,369,780)
<u>Balance, shares at Dec. 31, 2023</u>	141			10,390,150			
<u>Balance, amount at Dec. 31, 2023</u>	5,658,989	\$ 1	0	\$ 1,039	97,582,868	5,233	(91,930,152)
<u>Common stock issued for cash, net of funding costs, shares</u>				6,424,654			
<u>Common stock issued for cash, net of funding costs, amount</u>	1,148,470	0	0	\$ 643	1,147,827	0	0
<u>Fair value of vested stock options</u>	424,087	0	0	0	424,087	0	0
<u>Stock payable towards preference dividend</u>	0	0	0	0	5,206	(5,206)	0
<u>Net loss</u>	(5,004,853)	\$ 0	0	\$ 0	0	0	(5,004,853)
<u>Preferred stock conversion to common stock, shares</u>		(123)			8,893		
<u>Preferred stock conversion to common stock, amount</u>	0	\$ (1)	0	\$ 1	0	0	0
<u>Common stock issued for warrant exercise, shares</u>				44,463,520			
<u>Common stock issued for warrant exercise, amount</u>	5,366,680	0	0	\$ 4,446	5,362,234	0	0
<u>Common stock issued for cashless warrant exercise, shares</u>				11,071,501			
<u>Common stock issued for cashless warrant exercise, amount</u>	1,320,568	0		\$ 1,107	1,319,461	0	0
<u>Fair value of vested common stock, shares</u>				80,808			
<u>Fair value of vested common stock, amount</u>	80,000	\$ 0	0	\$ 8	79,992	0	0
<u>Balance, shares at Jun. 30, 2024</u>	17			72,439,526			
<u>Balance, amount at Jun. 30, 2024</u>	8,993,941	\$ 0	0	\$ 7,244	105,921,675	27	(96,935,005)
<u>Balance, shares at Mar. 31, 2024</u>	34			10,914,447			
<u>Balance, amount at Mar. 31, 2024</u>	3,698,172	\$ 0	0	\$ 1,092	98,402,631	301	(94,705,852)
<u>Common stock issued for cash, net of funding costs, shares</u>				6,107,691			
<u>Common stock issued for cash, net of funding costs, amount</u>	728,503	0	0	\$ 611	727,892	0	0
<u>Fair value of vested stock options</u>	186,590	0	0	0	186,590	0	0
<u>Stock payable towards preference dividend</u>	0	0	0	0	274	(274)	0
<u>Net loss</u>	(2,229,153)	\$ 0	0	\$ 0	0	0	(2,229,153)
<u>Preferred stock conversion to common stock, shares</u>		(17)			1,271		
<u>Preferred stock conversion to common stock, amount</u>	0	\$ 0	0	\$ 0	0	0	0
<u>Common stock issued for warrant exercise, shares</u>				44,344,616			
<u>Common stock issued for warrant exercise, amount</u>	5,289,261	0	0	\$ 4,434	5,284,827	0	0
<u>Common stock issued for cashless warrant exercise, shares</u>				11,071,501			
<u>Common stock issued for cashless warrant exercise, amount</u>	1,320,568	0		\$ 1,107	1,319,461	0	0
<u>Fair value of vested common stock, amount</u>	0	\$ 0	0	\$ 0	0	0	0
<u>Balance, shares at Jun. 30, 2024</u>	17			72,439,526			
<u>Balance, amount at Jun. 30, 2024</u>	\$ 8,993,941	\$ 0	\$ 0	\$ 7,244	\$ 105,921,675	\$ 27	\$ (96,935,005)

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Condensed Consolidated Statements of Cash Flows (Unaudited) - USD (\$)	6 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	
Cash Flows from Operating Activities			
Net loss	\$ (5,004,853)	\$ (5,499,878)	
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	23,993	69,781	
Fixed assets write off	8,808	0	

<u>Inventory reserve</u>	4,687	0
<u>Stock compensation expense</u>	504,087	493,134
<u>Amortization of right of use assets</u>	81,807	73,974
Changes in operating assets and liabilities:		
<u>Increase in prepaid expenses</u>	(134,312)	(44,107)
<u>Increase in inventory</u>	(93,745)	(112,916)
<u>Decrease in accounts payable and accrued liabilities</u>	466,680	318,550
<u>Decrease in lease liability</u>	(84,765)	(73,980)
<u>Net cash used in operating activities</u>	(4,227,613)	(4,775,442)
Cash Flows from Investing Activities		
<u>Purchases of fixed assets</u>	(16,000)	(27,000)
<u>Proceeds from sale of fixed assets</u>	3,204	0
<u>Net cash used in investing activities</u>	(12,796)	(27,000)
Cash Flows from Financing Activities		
<u>Proceeds from issuance of common stock</u>	1,148,470	4,712,750
<u>Proceeds from warrant exercise</u>	6,687,248	0
<u>Proceeds from issuance of warrants</u>	0	20,053
<u>Repayment of loan</u>	(28,484)	0
<u>Net cash provided by financing activities</u>	7,807,234	4,732,803
<u>Net increase (decrease) in cash</u>	3,566,825	(69,639)
<u>Cash, beginning of period</u>	2,833,907	4,889,098
<u>Cash, end of period</u>	6,400,732	4,819,459
Supplemental disclosures of cash items		
<u>Interest paid</u>	16,547	0
<u>Income tax paid</u>	0	0
Supplemental disclosures of non-cash items		
<u>Stock dividend payable</u>	(5,206)	(3,646)
<u>Right of use asset</u>	272,284	431,842
<u>Lease liability</u>	\$ 281,154	\$ 444,167

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Nature of the Business

6 Months Ended
Jun. 30, 2024

Nature of the Business

Nature Of The Business Note 1 - Nature of the Business

ENDRA Life Sciences Inc. ("ENDRA" or the "Company") has developed and is continuing to develop technology for characterizing tissue non-invasively, at the point of patient care, to broaden patient access to the safe diagnosis and treatment of a number of significant medical conditions in circumstances where expensive X-ray computed tomography ("CT"), magnetic resonance imaging ("MRI") or other technologies are unavailable or impractical.

ENDRA was incorporated on July 18, 2007 as a Delaware corporation.

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Summary of Significant Accounting Policies

6 Months Ended
Jun. 30, 2024

Summary of Significant Accounting Policies

Note 2 - Summary of Significant Accounting Policies

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Management makes estimates that affect certain accounts including deferred income tax assets, accrued expenses, fair value of equity instruments and reserves for any other commitments or contingencies. Any adjustments applied to estimates are recognized in the period in which such adjustments are determined.

Principles of Consolidation

The Company's consolidated financial statements include all accounts of the Company and its consolidated subsidiaries and/or entities as of reporting period ending date(s) and for the reporting period(s) then ended. All inter-company balances and transactions have been eliminated.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements and related notes have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. The balance sheet at June 30, 2024 has been derived from the audited financial statements at that date. For further information, refer to the financial statements and footnotes thereto included in the Company's annual financial statements for the twelve months ended December 31, 2023 included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024.

Cash and Cash Equivalents

The Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit, and other highly liquid investments with maturities of one year or less, when purchased, to be cash. Cash equivalents include investments in an institutional money market fund, which invests in U.S. Treasury bills, notes and bonds, and/or repurchase agreements, backed by such obligations. Carrying value approximates fair value. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and periodically evaluates the creditworthiness of the financial institutions and has determined the credit exposure to be negligible. The Company maintains cash deposits at multiple banks to mitigate the risk associated with a failure of any specific bank.

Inventory

The Company's inventory is stated at the lower of cost or estimated net realizable value, with cost primarily determined on a weighted-average cost basis on the first-in, first-out method. The Company periodically determines whether a reserve should be taken for devaluation or obsolescence of inventory. The Company assessed its inventory at June 30, 2024 and determined that certain challenges, including potential damage and a longer timeframe for initial sales, warranted the establishment of an inventory shrinkage reserve. As a result, the Company recognized an inventory reserve of 5% amounting to \$142,733, which resulted in the net carrying value of inventory of \$2,711,923.

Capitalization of Fixed Assets

The Company capitalizes expenditures related to property and equipment, subject to a minimum rule, that have a useful life greater than one year for: (1) assets purchased; (2) existing assets that are replaced, improved or the useful lives have been extended; or (3) all land, regardless of cost. Acquisitions of new assets, additions, replacements and improvements (other than land) costing less than the minimum rule in addition to maintenance and repair costs, including any planned major maintenance activities, are expensed as incurred.

Leases

Accounting Standards Update ("ASU") No. 2016-02 requires a lessee to record a right of use asset and a corresponding lease liability on the balance sheet for all leases with terms longer than 12 months. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest period presented in the financial statements. At June 30, 2024 and December 31, 2023 the Company recorded a right of use asset of \$272,284 and \$354,091, respectively. At June 30, 2024 and December 31, 2023 the Company recorded a lease liability of \$281,154 and \$365,919, respectively.

Revenue Recognition

ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASC Topic 606") provides a single set of guidelines for revenue recognition to be used across all industries and requires additional disclosures. The updated guidance introduces a five-step model to achieve its core principal of the entity recognizing revenue to depict the transfer of goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Under ASC Topic 606, in order to recognize revenue, the Company is required to identify an approved contract with commitments to perform respective obligations, identify rights of each party in the transaction regarding goods to be transferred, identify the payment terms for the goods transferred, verify that the contract has commercial substance and verify that collection of substantially all consideration is probable. The adoption of ASC Topic 606 did not have an impact on the Company's operations or cash flows.

Research and Development Costs

The Company follows FASB Accounting Standards Codification ("ASC") Subtopic 730-10, "Research and Development". Research and development costs are charged to the statement of operations as incurred. During the three months ended June 30, 2024 and 2023, the Company incurred \$716,366 and \$1,400,182 of expenses related to research and development costs, respectively. During the six months ended June 30, 2024 and 2023, the Company incurred \$1,757,892 and \$2,791,496 of expenses related to research and development costs, respectively.

Net Earnings (Loss) Per Common Share

The Company computes earnings per share under ASC Subtopic 260-10, "Earnings Per Share". Basic earnings (loss) per share is computed by dividing the net income (loss) attributable to the common stockholders (the numerator) by the weighted average number of shares of common stock outstanding (the denominator) during the reporting periods. Diluted loss per share is computed by increasing the denominator by the weighted average number of additional shares that could have been outstanding from securities convertible into common stock (using the "treasury stock" method), unless their effect on net loss per share is anti-dilutive. There were 4,520,560 and 1,514,715 potentially dilutive shares, which include outstanding common stock options, and warrants, as of June 30, 2024 and December 31, 2023, respectively.

	June 30, 2024	December 31, 2023
Options to purchase common stock	679,187	624,240
Warrants to purchase common stock	3,840,368	882,349
Shares issuable upon conversion of Series A Convertible Preferred Stock	1,005	8,126
Potential equivalent shares excluded	4,520,560	1,514,715

Fair Value Measurements

Disclosures about fair value of financial instruments require disclosure of the fair value information, whether or not recognized in the balance sheet, where it is practicable to estimate that value.

In accordance with ASC Topic 820, "Fair Value Measurements and Disclosures," the Company measures certain financial instruments at fair value on a recurring basis. ASC Topic 820 defines fair value, established a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring 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 unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts of the Company's financial assets and liabilities, including cash, accounts receivable, prepaid expenses, accounts payable, accrued expenses, and other current liabilities, approximate their fair values because of the short maturity of these instruments. The fair value of notes payable and convertible notes approximates their fair values since the current interest rates and terms on these obligations are the same as prevailing market rates.

Share-based Compensation

The Company's 2016 Omnibus Incentive Plan (the "Omnibus Plan") permits the grant of stock options and other share-based awards to its employees, consultants and non-employee members of the board of directors. Each January 1 the pool of shares available for issuance under the Omnibus Plan automatically increases by an amount equal to the lesser of (i) the number of shares necessary such that the aggregate number of shares available under the Omnibus Plan equals 25% of the number of fully-diluted outstanding shares on the increase date (assuming the conversion of all outstanding shares of preferred stock and other outstanding convertible securities and exercise of all outstanding options and warrants to purchase shares) and (ii) if the board of directors takes action to set a lower amount, the amount determined by the board. Effective January 1, 2024, the pool of shares issuable under the Omnibus Plan automatically increased by 1,717,783 shares from 1,322,169 shares to 3,039,952 shares.

The Company records share-based compensation in accordance with the provisions of the Share-based Compensation Topic of the FASB Codification. The guidance requires the use of option-pricing models that require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option valuation model, and the resulting charge is expensed using the straight-line attribution method over the vesting period.

Stock compensation expense recognized during the period is based on the value of share-based awards that were expected to vest during the period adjusted for estimated forfeitures. The estimated fair value of grants of stock options and warrants to non-employees of the Company is charged to expense, if applicable, in the financial statements. These options vest in the same manner as the employee options granted under the stock incentive plan as described above.

Going Concern

The Company's financial statements are prepared using accounting principles generally accepted in the United States ("U.S. GAAP") applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has limited commercial experience and had a cumulative net loss from inception to June 30, 2024 of \$96,935,005. The Company had working capital of \$5,363,307 as of June 30, 2024. The Company has not established an ongoing source of revenue sufficient to cover its operating costs and to allow it to continue as a going concern and will require additional financing to fund its future planned operations, including research and development and commercialization of its products. These matters raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements for the six months ended June 30, 2024 have been prepared assuming the Company will continue as a going concern, but the ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it establishes a revenue stream and becomes profitable. Management's plans to continue as a going concern include raising additional capital through sales of equity securities and borrowing. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. If the Company is not able to obtain the necessary additional financing on a timely basis, the Company will be required to delay, reduce the scope of, or eliminate one or more of the Company's research and development activities or commercialization efforts or perhaps even cease the operation of its business. The ability of the Company to continue as a going concern is dependent upon its ability to successfully secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Recent Accounting Pronouncements

The Company considered recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the SEC, did not or in management's opinion will not have a material impact on the Company's present or future consolidated financial statements.

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Inventory

Inventory

Note 3 - Inventory

As of June 30, 2024 and December 31, 2023, inventory consisted of raw materials, subassemblies to be used in the assembly of TAEUS systems, and finished goods. As of June 30, 2024, the Company had no orders pending for the sale of a TAEUS system.

As of June 30, 2024, the Company recorded inventory reserve of 5% or \$142,733.

As of June 30, 2024 and December 31, 2023, the Company had inventory valued at \$2,711,923 and \$2,622,865, respectively.

6 Months Ended

Jun. 30, 2024

Fixed Assets

Fixed Assets

Note 4 - Fixed Assets

As of June 30, 2024 and December 31, 2023, fixed assets consisted of the following:

	December	
	June 30, 2024	31, 2023
Property, leasehold and capitalized software	\$ 579,955	\$ 587,030
TAEUS development and testing	125,151	125,151
Accumulated depreciation	(613,329)	(600,399)
Fixed assets, net	\$ 91,777	\$ 111,782

Depreciation expense for the six months ended June 30, 2024 and 2023 was \$23,993 and \$69,781.

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Fixed Assets

Fixed Assets

6 Months Ended

Jun. 30, 2024

Accounts Payable and Accrued Liabilities

Accounts Payable And Accrued Liabilities

Note 5 - Accounts Payable and Accrued Liabilities

	6 Months Ended	
	Jun. 30, 2024	
Accounts payable	\$ 300,356	\$ 360,401
Accrued payroll	326,010	150,293
Accrued bonuses	267,344	35,518
Accrued employee benefits	5,750	5,750
Insurance premium financing	267,974	148,792
Total	\$1,167,434	\$ 700,754

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Accounts Payable and Accrued Liabilities

Accounts Payable And Accrued Liabilities

6 Months Ended

Jun. 30, 2024

Bank Loans

Bank Loans

Note 6 - Bank Loans

Toronto-Dominion Bank Loan

6 Months Ended

Jun. 30, 2024

On April 27, 2020, the Company entered into a commitment loan with TD Bank under the Canadian Emergency Business Account, in the principal aggregate amount of CAD 40,000, due and payable upon the expiration of the initial term on December 31, 2022, which was later extended to December 31, 2023. This note bears interest on the unpaid balance at the rate of zero percent (0%) per annum during the initial term. Under this note no interest payments were due until January 1, 2024. Under the conditions of the loan, twenty-five percent (25%) of the loan will be forgiven if seventy-five percent (75%) is repaid prior to the initial term date. During the six months ended June 30, 2024, the loan was repaid in full. As of June 30, 2024 and December 31, 2023, the loan had a balance of CAD 0 and CAD 40,000, respectively.

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Capital Stock

6 Months Ended
Jun. 30, 2024

Stockholders' Equity

Capital Stock

Note 7 - Capital Stock

Capital Stock

At June 30, 2024, the authorized capital of the Company consisted of 90,000,000 shares of capital stock, comprised of 80,000,000 shares of common stock with a par value of \$0.0001 per share, and 10,000,000 shares of preferred stock with a par value of \$0.0001 per share. The Company has designated 10,000 shares of its preferred stock as Series A Convertible Preferred Stock ("Series A Preferred Stock"), 1,000 shares of its preferred stock as Series B Convertible Preferred Stock ("Series B Preferred Stock"), 100,000 shares of its preferred stock as Series C Preferred Stock, and the remainder of the 9,889,000 preferred shares remain authorized but undesignated.

As of June 30, 2024, there were 72,439,526 shares of common stock outstanding (which excludes both the 121,212 unvested shares of restricted stock described in Note 8 below and the conversion of Series A Preferred Stock into 1,005 shares of common stock), 17,488 shares of Series A Preferred Stock, and no shares of Series B Preferred Stock or Series C Preferred Stock issued and outstanding, and a stock payable balance of \$27.

During the six months ended June 30, 2024, the Company issued a total of 62,049,376 shares of its common stock, as follows:

- 6,107,691 shares of its common stock in return for aggregate net proceeds of \$728,503 under the Placement Agreement;
- 55,416,117 shares of its common stock upon exercise of pre-funded warrants for aggregate net proceeds of \$6,609,831 under the Placement Agreement (includes net proceeds from sale and exercise of pre-funded warrants);
- 118,904 shares of its common stock upon warrant exercises for aggregate net proceeds of \$77,419;
- 316,963 shares of its common stock in return for aggregate net proceeds of \$419,967 under the June 2021 ATM Agreement; and
- 8,893 shares of its common stock upon conversion of 123,909 shares of its Series A Preferred Stock.

During the six months ended June 30, 2024, a total of 80,808 shares of the previously issued restricted common stock vested. The shares were issued for services and valued at \$80,000.

During the six months ended June 30, 2023, the Company issued a total of 4,312,500 shares of its common stock in return for aggregate net proceeds of \$4,712,750.

Registered Offering

On June 4, 2024, the Company entered into a placement agency agreement (the "Placement Agreement") with Craig-Hallum Capital Group LLC (the "Placement Agent") pursuant to which the Placement Agent served, on a best efforts basis, in connection with the issuance and sale (the "Offering") of 6,107,691 shares of common stock and pre-funded warrants to purchase up to an aggregate of 55,430,770 shares of common stock (the "pre-funded warrants"), together with Series A warrants to purchase up to an aggregate of 61,538,461 shares of common stock (the "Series A Warrants") and Series B warrants to purchase up to an aggregate of 61,538,461 shares of common stock (the "Series B Warrants") and, together with the Series A Warrants, the "Series Warrants"). The common stock, pre-funded warrants and Series Warrants were sold in a fixed combination, with each share of common stock or pre-funded warrant accompanied by a Series A Warrant to purchase one share of common stock and a Series B Warrant to purchase one share of common stock. In connection with the Offering, the Company also issued to the Placement Agent warrants ("Placement Agent Warrants") to purchase up to 3,076,923 shares of common stock. The Offering closed on June 5, 2024. The purchase price of each share of common stock and accompanying Series Warrants was \$0.13 and the purchase price of each pre-funded warrant and accompanying common warrants was \$0.1299. The Company received net proceeds from the Offering, after deducting offering expenses payable by the Company, of \$7,338,333.

The Offering was made pursuant to the Company's registration statement on Form S-1 (File No. 333-278842), declared effective by the SEC on June 4, 2024.

The Series Warrants became exercisable on August 9, 2024, the first trading day following effectiveness of an amendment to the Company's certificate of incorporation (the "Charter Amendment") to increase the number of authorized shares of common stock (the "Initial Exercise Date"). Each Series A Warrant has an exercise price of \$0.22 per share of common stock and will expire five years from the Initial Exercise Date. Each Series B Warrant has an exercise price of \$0.22 per share of common stock and will expire two and one-half years from the Initial Exercise Date.

Under the alternate cashless exercise option of the Series B Warrants, the holder of a Series B Warrant has the right to receive an aggregate number of shares equal to the product of (x) the aggregate number of shares of common stock that would be issuable upon a cashless exercise of the Series B Warrant using \$0.001 as the exercise price for that purpose and (y) 3.0. In addition, the Series Warrants include a provision that resets their respective exercise prices in the event of a reverse split of the Company's common stock to a price equal to the lesser of (i) the then current exercise price and (ii) lowest volume weighted average price (VWAP) during the period commencing five trading days immediately preceding and the five trading days commencing on the date the Company effects a reverse stock split, (such lower price, the "Floor Price"), provided that such Floor Price shall not be lower than \$0.0434 (subject to adjustment for reverse and forward splits, recapitalizations and similar transactions), with a proportionate adjustment to the number of shares underlying the Series A Warrants and Series B Warrants.

Subject to certain exceptions, the Series A Warrants provide for an adjustment to the exercise price and number of shares underlying the Series A Warrants upon the Company's issuance of Common Stock or Common Stock equivalents at a price per share that is less than the exercise price of the Series A Warrants, provided that such adjusted price shall be no less than \$0.0434 (subject to adjustment for reverse and forward splits, recapitalizations and similar transactions).

A holder does not have the right to exercise any portion of the Series A Warrants or Series B Warrants if the holder (together with its affiliates) would beneficially own in excess of 4.99% of the number of shares of the Company's common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Series A Warrants and Series B Warrants. However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.99%, provided that any increase in such percentage shall not be effective until 61 days following notice from the holder to us.

Pursuant to the Placement Agreement, in addition to the Placement Agent Warrants described above, the Company paid the Placement Agent a cash placement fee equal to 7.0% of the aggregate gross proceeds raised in the Offering. The Company reimbursed expenses of the Placement Agent in connection with the Offering, including but not limited to legal fees, of \$100,000. The Placement Agent Warrants have an expiration date of three and one-half years from the Initial Exercise Date and were immediately exercisable upon issuance.

The Company has agreed, subject to certain exceptions, not to effect any issuance of Common Stock or securities convertible into Common Stock involving a Variable Rate Transaction, as defined in the Placement Agreement, for a period commencing on the date of the Placement Agreement until 180 days following the closing of the Offering.

At-the-Market Equity Offering Programs

On June 21, 2021, the Company entered into the At-The-Market Issuance Sales Agreement with Ascendant (the "June 2021 ATM Agreement") to sell shares of common stock for aggregate gross proceeds of up to \$20.0 million, from time to time, through an "at-the-market" equity offering program under which Ascendant acts as sales agent. As of June 30, 2024, under the June 2021 ATM Agreement the Company had issued an aggregate of 2,706,644 shares of common stock in return for net proceeds of \$11,407,240, resulting in \$354,527 of compensation paid to Ascendant. On February 14, 2024, the Company entered into a new At-The-Market Issuance Sales Agreement with Ascendant (the "February 2024 ATM Agreement") to sell shares of common stock for aggregate gross proceeds of up to \$6.2 million, which replaced the June 2021 ATM Agreement. As of June 30, 2024, the Company had not sold any shares under the February 2024 ATM Agreement.

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Common Stock Options and Restricted Stock

6 Months Ended
Jun. 30, 2024

Common Stock Options and Restricted Stock

Note 8 - Common Stock Options and Restricted Stock

Common Stock Options

Stock options are awarded to the Company's employees, consultants and non-employee members of the board of directors under the Omnibus Plan and are generally granted with an exercise price equal to the market price of the Company's common stock at the date of grant. The aggregate fair value of these stock options granted by the Company during the six months ended June 30, 2024 was determined to be \$77,418 using the Black-Scholes-Merton option-pricing model based on the following assumptions: (i) volatility rate of 107% to 111%, (ii) discount rate of 0%, (iii) zero expected dividend yield, (iv) risk free rate of 3.93% to 4.21%, (v) price of \$1.13 to \$1.59, and (vi) expected life of 8-10 years. A summary of option activity under the Company's Omnibus Plan as of June 30, 2024, and changes during the year then ended, is presented below:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)
Balance outstanding at December 31, 2023	624,240	\$ 19.25	7.26
Granted	55,346	2.06	7.68
Exercised	-	-	-
Forfeited	-	-	-
Cancelled or expired	(399)	24.08	-
Balance outstanding at June 30, 2024	679,187	\$ 17.85	6.84
Exercisable at June 30, 2024	416,825	\$ 22.36	6.01

Restricted Common Stock

On November 30, 2023, the Company issued 202,020 shares of restricted common stock (the "Restricted Stock") of the Company to PatentVest, Inc. ("PatentVest") pursuant to a Restricted Stock Agreement and Consulting Services Agreement, each with PatentVest, in exchange for certain services related to the Company's patent portfolio. The fair value of the Restricted Stock was determined to be \$200,485 using the market price of the stock on the date of the issuance. The Restricted Stock is subject to a vesting schedule pursuant to the Restricted Stock Agreement and the shares may not be sold, assigned, transferred, pledged, hypothecated, disposed of or otherwise encumbered prior to becoming vested. During the six months ended June 30, 2024, the Company recorded as vested 80,808 shares valued at \$80,000.

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Common Stock Warrants

6 Months Ended
Jun. 30, 2024

Common Stock Warrants

Note 9 - Common Stock Warrants

Warrants

On June 4, 2024, the Company entered into the Placement Agreement in which the company issued pre-funded warrants to purchase up to an aggregate of 55,430,770 shares of common stock (the "pre-funded warrants"), together with Series A warrants to purchase up to an aggregate of 61,538,461 shares of common stock (the "Series B Warrants") and Series B warrants to purchase up to an aggregate of 61,538,461 shares of common stock (the "Series B Warrants" and, together with the Series A Warrants, the "common warrants"). Additionally, the Series B Warrants contain an alternative cashless exercise option whereby the holder of a Series B Warrant has the right to receive an aggregate number of shares equal to the product of (x) the aggregate number of shares of common stock that would be issuable upon a cashless exercise of the Series B Warrant using \$0.001 as the exercise price for that purpose and (y) 3.0. The common stock, pre-funded warrants and common warrants were sold in a fixed combination, with each share of common stock or pre-funded warrant accompanied by a Series A Warrant to purchase one share of common stock and a Series B Warrant to purchase one share of common stock. In connection with the Offering, the Company also issued placement agent warrants ("Placement Agent Warrants" and, together with the pre-funded warrants and the common warrants, the "Warrants") to purchase up to 3,076,923 shares of common stock. The purchase price of each share of common stock and accompanying common warrants was \$0.13 and the purchase price of each pre-funded warrant and accompanying common warrants was \$0.1299.

Warrant Exercises

On May 2, 2023, the Company conducted a registered offering in which the Company issued 2,156,250 warrants to purchase shares of common stock for an exercise price per share equal to \$1.40. The warrants expire May 2, 2028. In December 2023, the Board approved a temporary reduction of the exercise price per share from \$1.40 to \$0.70. The Company also issued to the placement agent and its designees warrants exercisable for an aggregate of 301,875 shares of common stock for an exercise price per share equal to \$1.50. The warrants expire November 2, 2026. During the six months ended June 30, 2024, the Company issued a total of 118,904 shares of its common stock upon warrant exercises for an aggregate net proceeds of \$83,233.

Between June 4, 2024 and June 7, 2024, 55,430,770 pre-funded warrants were exercised. The company issued a total of 55,416,117 shares of its common stock upon the cash exercises of 44,344,616 warrants and cashless exercises of 11,071,501 warrants for aggregate net proceeds of \$6,609,831 (includes net proceeds from sale and exercise of pre-funded warrants). The remaining 14,653 warrants were used to satisfy the exercise price under the warrants' cashless exercise provision.

The following table summarizes all stock warrant activity of the Company for the six months ended June 30, 2024:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Term (Years)
Balance outstanding at December 31, 2023	882,349	\$ 1.58	3.79
Granted	(58,493,040)	0.14	2.01
Exercised	(55,535,021)	0.13	1.93
Forfeited	-	-	-
Expired	-	-	-
Balance outstanding at June 30, 2024	3,840,368	\$ 0.53	3.39
Exercisable at June 30, 2024	3,840,368	\$ 0.53	3.39

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Related Party Transactions

6 Months Ended
Jun. 30, 2024

Related Party Transactions

Note 10 - Related Party Transactions

On October 17, 2023, the Company entered into a consulting agreement with one of its directors, Alex Tokman, pursuant to which Mr. Tokman provides commercialization services. Under the terms of the agreement, Mr. Tokman was compensated at a rate of \$150 per hour for his services.

On November 30, 2023, the Company entered into a Restricted Stock Agreement and Consulting Services Agreement, each with PatentVest, in exchange for certain services related to the Company's patent portfolio. PatentVest is a wholly-owned subsidiary of MDB Capital Holdings, LLC ("MDB"). Anthony DiGiandomenico, a member of the Company's board of directors, is the Chief of Transactions and a director of MDB. Lou Basenese, a member of our board of directors, is President and Chief Market Strategist at Public Ventures LLC, a wholly-owned subsidiary of MDB.

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Commitments and Contingencies

6 Months Ended
Jun. 30, 2024

Commitments and Contingencies

Note 11 - Commitments and Contingencies

Office Lease

Effective January 1, 2015, the Company entered into an office lease agreement with Green Court, LLC, a Michigan limited liability company, for approximately 3,657 rentable square feet of space, for the initial monthly rent of \$5,986, which commenced on January 1, 2015 for an initial term of 60 months. On October 10, 2017 this lease was amended increasing the rentable square feet of space to 3,950 and the monthly rent to \$7,798.

On March 15, 2021, the Company entered into an amendment to the lease, adding approximately 3,248 rentable square feet, increasing the initial monthly rent to \$15,452 effective May 2021, and extending the term of the lease to December 31, 2025.

The Company records the lease asset and lease liability at the present value of lease payments over the lease term. The lease typically does not provide an implicit rate; therefore, the Company uses its estimated incremental borrowing rate at the time of lease commencement to discount the present value of lease payments. The Company's discount rate for operating leases at June 30, 2024 was 10%. Lease expense is recognized on a straight-line basis over the lease term to the extent that collection is considered probable. As a result, the Company has been recognizing rents as they become payable based on the adoption of ASC Topic 842. The weighted-average remaining lease term is 1.75 years.

As of June 30, 2024, the maturities of operating lease liabilities are as follows:

	Operating Lease
2024	101,312
2025 and beyond	202,624
Total	\$ 303,936
Less: amount representing interest	(22,781)
Present value of future minimum lease payments	281,154
Less: current obligations under leases	(182,733)
Long-term lease obligations	\$ 98,421

For the six months ended June 30, 2024 and 2023, the Company incurred rent expenses of \$109,608 and \$108,187, respectively.

Employment and Consulting Agreements

Francois Michelon - As of June 30, 2024, the Company had an employment agreement with Francois Michelon, the Company's Chief Executive Officer and Chairman of the board of directors, dated May 12, 2017, as amended on December 27, 2019. Effective January 1, 2022, the Compensation Committee increased Mr. Michelon's annual salary to \$423,000. In September 2023, Mr. Michelon agreed to a 30% reduction of his base salary received for the remainder of 2023 in order to preserve cash for the Company's operations. Mr. Michelon was also eligible for an annual cash bonus based upon achievement of performance-based objectives established by the Board of Directors. Upon termination without cause, any portion of Mr. Michelon's option award scheduled to vest within 12 months would automatically vest, and upon termination without cause within 12 months following a change of control, the entire unvested portion of the option award would automatically vest. Upon termination for any other reason, the entire unvested portion of the option award would terminate.

Pursuant to his employment agreement, if Mr. Michelon's employment was terminated by the Company without cause or Mr. Michelon terminated his employment for good reason, Mr. Michelon would be entitled to receive 12 months' continuation of his then-current base salary and a lump sum payment equal to 12 months of continued healthcare coverage (or 24 months' continuation of his then-current base salary and a lump sum payment equal to 24 months of continued healthcare coverage if such termination occurred within one year following a change in control).

Under his employment agreement, Mr. Michelon was eligible to receive benefits that are substantially similar to those of the Company's other senior executive officers.

Michael Thornton - The Company has an employment agreement with Michael Thornton, the Company's Chief Technology Officer, dated May 12, 2017, as amended December 27, 2019. The employment agreement provides for an annual base salary that is subject to adjustment at the board of directors' discretion. Effective January 1, 2022, the Compensation Committee increased Mr. Thornton's annual salary to \$324,000. In September 2023, Mr. Thornton agreed to a 30% reduction of his base salary received for the remainder of 2023 in order to preserve cash for the Company's operations. Under the employment agreement, Mr. Thornton is eligible for an annual cash bonus based upon achievement of performance-based objectives established by the board of directors. Upon termination without cause, any portion of Mr. Thornton's option award scheduled to vest within 12 months will automatically vest, and upon termination without cause within 12 months following a change of control, the entire unvested portion of the option award will automatically vest. Upon termination for any other reason, the entire unvested portion of the option award will terminate.

If Mr. Thornton's employment is terminated by the Company without cause or Mr. Thornton terminates his employment for good reason, Mr. Thornton will be entitled to receive 12 months' continuation of his current base salary and a lump sum payment equal to 12 months of continued healthcare coverage (or 24 months' continuation of his current base salary and a lump sum payment equal to 24 months of continued healthcare coverage if such termination occurs within one year following a change in control).

Under his employment agreement, Mr. Thornton is eligible to receive benefits that are substantially similar to those of the Company's other senior executive officers.

Warrants

As described in Note 7, our *Registered Offering* included Series A Warrants and Series B Warrants which were subject to shareholder approval and consequently have not been included in the financial statements as of June 30, 2024. The Series A Warrants and Series B Warrants were approved by shareholders on August 6, 2024.

Litigation

From time to time the Company may become a party to litigation in the normal course of business. As of June 30, 2024, there were no legal matters that management believes would have a material effect on the Company's financial position or results of operations.

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Subsequent Events

6 Months Ended

Jun. 30, 2024

Subsequent Events

Note 12 - Subsequent Events

Leadership Changes

On August 5, 2024, Irina Pestrikova notified the Company of her resignation as the Company's Senior Director, Finance, effective August 7, 2024. Ms. Pestrikova's resignation was not in connection with any disagreement relating to the Company's operations, policies, or practices. Ms. Pestrikova may provide consulting services to the Company after her resignation, as desired and agreed to between Ms.

Pestrikova and Company management, in order to assist with the transitional matters.

On August 7, 2024, the Company's Board of Directors appointed Richard Jacroux as Chief Financial Officer, effective upon Ms. Pestrikova's resignation.

On August 12, 2024, the Company and Francois Michelon mutually agreed on Mr. Michelon's resignation as the Company's Chief Executive Officer and as a member of the Company's Board of Directors. Mr. Michelon's resignation as a member of the Board did not involve any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

The terms of Mr. Michelon's separation from the Company have been memorialized pursuant to a Separation Agreement and Release, dated August 12, 2024 (the "Separation Agreement"). Pursuant to the Separation Agreement, Mr. Michelon will be entitled to a single cash payment of \$100,000, which is equal to 4 months' continuation of his current base salary, a cash payment for accrued vacation time and \$1,705 monthly for up to 12 months for continued healthcare coverage in consideration for a release of any and all claims he may have against the Company, its affiliates, and their respective representatives and other related parties. The Separation Agreement also terminated certain restrictive covenants applicable to Mr. Michelon under his employment agreement with the Company.

Effective August 13, 2024, the Board appointed Alexander Tokman as the Company's acting Chief Executive Officer and Chairman of the Board. As described in Part II, Item 5, in connection with such appointment the Company and Mr. Tokman entered into employment agreement.

Increase in Authorized Shares of Common Stock

At the 2024 Annual Meeting of the Company's Stockholders held on August 6, 2024 (the "Annual Meeting"), the Company's stockholders approved and adopted a Certificate of Amendment to the Company's Fourth Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to increase the number of authorized shares of Company's Common stock, from 80,000,000 shares to 1,000,000,000 shares (the "Charter Amendment").

The Charter Amendment was filed with the Secretary of State of the State of Delaware on August 8, 2024 and was effective upon filing.

Reverse Stock Split

At the Annual Meeting, the Company's stockholders approved a Certificate of Amendment to the Certificate of Incorporation to effect a reverse stock split of the shares of the Common Stock at a stock split ratio between 1-for-20 and 1-for-50, inclusive (the "Reverse Stock Split"), with the ultimate ratio and precise timing of the Reverse Stock Split to be determined by the Company's Board of Directors in its sole discretion. On August 8, 2024, the Board of Directors approved a ratio of 1-for-50 for the Reverse Stock Split.

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Summary of Significant Accounting Policies (Policies)

6 Months Ended

Jun. 30, 2024

Summary of Significant Accounting Policies

Use Of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Management makes estimates that affect certain accounts including deferred income tax assets, accrued expenses, fair value of equity instruments and reserves for any other commitments or contingencies. Any adjustments applied to estimates are recognized in the period in which such adjustments are determined.

The Company's consolidated financial statements include all accounts of the Company and its consolidated subsidiaries and/or entities as of reporting period ending date(s) and for the reporting period(s) then ended. All inter-company balances and transactions have been eliminated.

The accompanying unaudited condensed consolidated financial statements and related notes have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. The balance sheet at June 30, 2024 has been derived from the audited financial statements at that date. For further information, refer to the financial statements and footnotes thereto included in the Company's annual financial statements for the twelve months ended December 31, 2023 included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024.

Cash And Cash Equivalents

The Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit, and other highly liquid investments with maturities of one year or less, when purchased, to be cash. Cash equivalents include investments in an institutional money market fund, which invests in U.S. Treasury bills, notes and bonds, and/or repurchase agreements, backed by such obligations. Carrying value approximates fair value. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and periodically evaluates the creditworthiness of the financial institutions and has determined the credit exposure to be negligible. The Company maintains cash deposits at multiple banks to mitigate the risk associated with a failure of any specific bank.

Inventory

The Company's inventory is stated at the lower of cost or estimated net realizable value, with cost primarily determined on a weighted-average cost basis on the first-in, first-out method. The Company periodically determines whether a reserve should be taken for obsolescence or damage. The Company assessed its inventory at June 30, 2024 and determined that certain challenges, including potential damage and a longer timeframe for initial sales, warranted the establishment of an inventory shrinkage reserve. As a result, the Company recognized an inventory reserve of 5% amounting to \$142,733, which resulted in the net carrying value of inventory of \$2,711,923.

Capitalization Of Fixed Assets

The Company capitalizes expenditures related to property and equipment, subject to a minimum rule, that have a useful life greater than one year for: (1) assets purchased; (2) existing assets that are replaced, improved or the useful lives have been extended; or (3) all land, regardless of cost. Acquisitions of new assets, additions, replacements and improvements (other than land) costing less than the minimum rule in addition to maintenance and repair costs, including any planned major maintenance activities, are expensed as incurred.

Leases

Accounting Standards Update ("ASU") No. 2016-02 requires a lessee to record a right of use asset and a corresponding lease liability on the balance sheet for all leases with terms longer than 12 months. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest period presented in the financial statements. At June 30, 2024 and December 31, 2023 the Company recorded a right of use asset of \$272,284 and \$354,091, respectively. At June 30, 2024 and December 31, 2023 the Company recorded a lease liability of \$281,154 and \$365,919, respectively.

Revenue Recognition

ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASC Topic 606") provides a single set of guidelines for revenue recognition to be used across all industries and requires additional disclosures. The updated guidance introduces a five-step model to achieve its core principal of the entity recognizing revenue to depict the transfer of goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Under ASC Topic 606, in order to recognize revenue, the Company is required to identify an approved contract with commitments to perform respective obligations, identify rights of each party in the transaction regarding goods to be transferred, identify the payment terms for the goods transferred, verify that the contract has commercial substance and verify that collection of substantially all consideration is probable. The adoption of ASC Topic 606 did not have an impact on the Company's operations or cash flows.

Research And Development Costs

The Company follows FASB Accounting Standards Codification ("ASC") Subtopic 730-10, "Research and Development". Research and development costs are charged to the statement of operations as incurred. During the three months ended June 30, 2024 and 2023, the Company incurred \$716,366 and \$1,400,182 of expenses related to research and development costs, respectively. During the six months ended June 30, 2024 and 2023, the Company incurred \$1,757,892 and \$2,791,496 of expenses related to research and development costs, respectively.

Net Earnings (Loss) Per Common Share

The Company computes earnings per share under ASC Subtopic 260-10, "Earnings Per Share". Basic earnings (loss) per share is computed by dividing the net income (loss) attributable to the common stockholders (the numerator) by the weighted average number of shares of common stock outstanding (the denominator) during the reporting periods. Diluted loss per share is computed by increasing the denominator by the weighted average number of additional shares that could have been outstanding from securities convertible into common stock (using the "treasury stock" method), unless their effect on net loss per share is anti-dilutive. There were 4,520,560 and 1,514,715 potentially dilutive shares, which include outstanding common stock options, and warrants, as of June 30, 2024 and December 31, 2023, respectively.

	June 30, 2024	December 31, 2023
Options to purchase common stock	679,187	624,240
Warrants to purchase common stock	3,840,368	882,349
Shares issuable upon conversion of Series A Convertible Preferred Stock	1,005	8,126
Potential equivalent shares excluded	4,520,560	1,514,715

Fair Value Measurements

Disclosures about fair value of financial instruments require disclosure of the fair value information, whether or not recognized in the balance sheet, where it is practicable to estimate that value.

In accordance with ASC Topic 820, "Fair Value Measurements and Disclosures," the Company measures certain financial instruments at fair value on a recurring basis. ASC Topic 820 defines fair value, established a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring 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 unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts of the Company's financial assets and liabilities, including cash, accounts receivable, prepaid expenses, accounts payable, accrued expenses, and other current liabilities, approximate their fair values because of the short maturity of these instruments. The fair value of notes payable and convertible notes approximates their fair values since the current interest rates and terms on these obligations are the same as prevailing market rates.

Share-based Compensation

The Company's 2016 Omnibus Incentive Plan (the "Omnibus Plan") permits the grant of stock options and other share-based awards to its employees, consultants and non-employee members of the board of directors. Each January 1 the pool of shares available for issuance under the Omnibus Plan automatically increases by an amount equal to the lesser of (i) the number of shares necessary such that the aggregate number of shares available under the Omnibus Plan equals 25% of the number of fully-diluted outstanding shares on the increase date (assuming the conversion of all outstanding shares of preferred stock and other outstanding convertible securities and exercise of all outstanding options and warrants to purchase shares) and (ii) if the board of directors takes action to set a lower amount, the amount determined by the board. Effective January 1, 2024, the pool of shares issuable under the Omnibus Plan automatically increased by 1,717,783 shares from 1,322,169 shares to 3,039,952 shares.

The Company records share-based compensation in accordance with the provisions of the Share-based Compensation Topic of the FASB Codification. The guidance requires the use of option-pricing models that require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option valuation model, and the resulting charge is expensed using the straight-line attribution method over the vesting period.

Stock compensation expense recognized during the period is based on the value of share-based awards that were expected to vest during the period adjusted for estimated forfeitures. The estimated fair value of grants of stock options and warrants to non-employees of the Company is charged to expense, if applicable, in the financial statements. These options vest in the same manner as the employee options granted under the stock incentive plan as described above.

Going Concern

The Company's financial statements are prepared using accounting principles generally accepted in the United States ("U.S. GAAP") applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has limited commercial experience and had a cumulative net loss from inception to June 30, 2024 of \$96,935,005. The Company had working capital of \$5,363,307 as of June 30, 2024. The Company has not established an ongoing source of revenue sufficient to cover its operating costs and to allow it to continue as a going

concern and will require additional financing to fund its future planned operations, including research and development and commercialization of its products. These matters raise substantial doubt about the Company's ability to continue as going concern. The accompanying financial statements for the six months ended June 30, 2024 have been prepared assuming the Company will continue as a going concern, but the ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it establishes a revenue stream and becomes profitable. Management's plans to continue as a going concern include raising additional capital through sales of equity securities and borrowing. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. If the Company is not able to obtain the necessary additional financing on a timely basis, the Company will be required to delay, reduce the scope of, or eliminate one or more of the Company's research and development activities or commercialization efforts or perhaps even cease the operation of its business. The ability of the Company to continue as a going concern is dependent upon its ability to successfully secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Recent Accounting Pronouncements

The Company considered recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the SEC, did not or in management's opinion will not have a material impact on the Company's present or future consolidated financial statements.

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Summary of Significant Accounting Policies (Tables)

6 Months Ended

Jun. 30, 2024

Summary of Significant Accounting Policies

Schedule Of Anti-dilutive Shares

	December	
	June 30, 2024	31, 2023
Options to purchase common stock	679,187	624,240
Warrants to purchase common stock	3,840,368	882,349
Shares issuable upon conversion of Series A Convertible Preferred Stock	1,005	8,126
Potential equivalent shares excluded	4,520,560	1,514,715

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Fixed Assets (Tables)

6 Months Ended

Jun. 30, 2024

Fixed Assets

Schedule of fixed assets

	December	
	June 30, 2024	31, 2023
Property, leasehold and capitalized software	\$ 579,955	\$ 587,030
TAEUS development and testing	125,151	125,151
Accumulated depreciation	(613,329)	(600,399)
Fixed assets, net	\$ 91,777	\$ 111,782

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Accounts Payable and Accrued Liabilities (Tables)

6 Months Ended

Jun. 30, 2024

Accounts Payable and Accrued Liabilities

Schedule Of Current Liabilities

	December	
	June 30, 2024	31, 2023
Accounts payable	\$ 300,356	\$ 360,401
Accrued payroll	326,010	150,293
Accrued bonuses	267,344	35,518
Accrued employee benefits	5,750	5,750
Insurance premium financing	267,974	148,792
Total	\$1,167,434	\$ 700,754

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Common Stock Options and Restricted Stock (Tables)

6 Months Ended

Jun. 30, 2024

Common Stock Options and Restricted Stock

Summary of stock Option Activity Under Omnibus Plan

	Number of Options	Weighted Average Exercise Price	Remaining Contractual Term (Years)	Weighted Average
Balance outstanding at December 31, 2023	624,240	\$ 19.25	7.26	
Granted	55,346	2.06	7.68	
Exercised	-	-	-	
Forfeited	-	-	-	
Cancelled or expired	(399)	24.08	-	
Balance outstanding at June 30, 2024	679,187	\$ 17.85	6.84	
Exercisable at June 30, 2024	416,825	\$ 22.36	6.01	

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Common Stock Warrants (Tables)

6 Months Ended

Jun. 30, 2024

Common Stock Warrants

Schedule Of Warrant Activity

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Term (Years)
Balance outstanding at December 31, 2023	882,349	\$ 1.58	3.79
Granted	(58,493,040)	0.14	2.01
Exercised	(55,535,021)	0.13	1.93
Forfeited	-	-	-
Expired	-	-	-
Balance outstanding at June 30, 2024	3,840,368	\$ 0.53	3.39
Exercisable at June 30, 2024	3,840,368	\$ 0.53	3.39

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Commitments and Contingencies (Tables)

6 Months Ended

Jun. 30, 2024

Commitments and Contingencies

Schedule Of Operating Lease Liabilities Maturities

	Operating Lease
2024	101,312
2025 and beyond	202,624
Total	\$ 303,936
Less: amount representing interest	(22,781)
Present value of future minimum lease payments	281,154
Less: current obligations under leases	(182,733)
Long-term lease obligations	\$ 98,421

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Summary of Significant Accounting Policies (Details) - shares

6 Months Ended 12 Months Ended

Jun. 30, 2024 Dec. 31, 2023

Potential Equivalent Shares Excluded

4,520,560 1,514,715

Warrants To Purchase Common Stock

3,840,368 882,349

Potential Equivalent Shares Excluded

1,005 8,126

Options to purchase common stock

679,187 624,240

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Summary of Significant Accounting Policies (Details Narrative) -

3 Months Ended Jun. 30, Jun. 30,
2024 2023

6 Months Ended

Jun. 30, 2024

12 Months Ended
Jun. 30, 2023 Dec. 31, 2023

Summary of Significant Accounting Policies

<u>Right of use</u>	\$ 272,284	\$ 272,284	\$ 354,091
<u>Lease liability</u>	281,154	281,154	365,919
<u>Inventory reserve</u>	142,733	142,733	
<u>Working capital</u>	5,363,307	5,363,307	
<u>Net carrying value of inventory</u>	2,711,923	2,711,923	\$ 2,622,865
<u>Cumulative net loss from inception</u>		\$ 96,935,005	
<u>Inventory reserve percentage</u>		5.00%	
<u>Research and development expenses</u>	\$ 716,366	\$ 1,400,182	\$ 1,757,892
<u>Potential Equivalent Shares Excluded</u>		4,520,560	2,791,496
<u>Share based compensation description</u>			1,514,715

XML 93 R28.htm IDEA: XBRL DOCUMENT

Inventory (Details Narrative) - USD (\$)	Jun. 30, 2024	Dec. 31, 2023
Inventory		
Net carrying value of inventory	\$ 2,711,923	\$ 2,622,865
Inventory reserve	\$ 142,733	
Inventory reserve percentage	5.00%	
<u>XML 94 R29.htm IDEA: XBRL DOCUMENT</u>		
Fixed Assets (Details)		
- USD (\$)		
	Jun. 30, 2024	Dec. 31, 2023

Fixed Assets

Property, Leasehold And Capitalized Software	\$ 579,955	\$ 587,030
Taeus Development And Testing	125,151	125,151
Accumulated Depreciation	(613,329)	(600,399)
Fixed Assets, Net	\$ 91,777	\$ 111,782

XML 95 R30.htm IDEA: XBRL DOCUMENT

Fixed Assets (Details Narrative) - USD (\$) **6 Months Ended Jun. 30, 2024** **Jun. 30, 2023**

Fixed Assets

Depreciation Expense \$ 23,993 \$ 69,781

Accounts Payable and

Accounts Payable and Accrued Liabilities (Details) - USD (\$)	Jun. 30, 2024	Dec. 31, 2023
Accounts Payable and Accrued Liabilities		
Accounts Payable	\$ 300,356	\$ 360,401
Accrued Payroll	326,010	150,293
Accrued Bonuses	267,344	35,518
Accrued Employee Benefits	5,750	5,750
Insurance Premium Financing	267,974	148,792
Total Current Liabilities	\$ 1,167,434	\$ 700,754

Total Current Liabilities

Bank Loans (Details Narrative) - TD Bank Loan [Member] - CAD (\$)		1 Months Ended Apr. 27, 2020	Jun. 30, 2024	Dec. 31, 2023
<u>Principal Aggregate Amount</u>	\$ 40,000		\$ 0	\$ 40,000
<u>Expiration Initial Term</u>	Dec. 31, 2023			

Initial Term Interest Rate 0.00%

<u>Bank Loan, Description</u>				Under this note no interest payments were due until January 1, 2024. Under the conditions of the loan, twenty-five percent (25%) of the loan will be forgiven if seventy-five percent (75%) is repaid prior to the initial term date			
<u>XML-98-R33.htm IDEA: XBRL DOCUMENT</u>							
				1 Months Ended	6 Months Ended		
Capital Stock (Details Narrative) - USD (\$)	Jun. 07, 2024	Jun. 04, 2024	Jun. 24, 2024	Jun. 21, 2021	Jun. 30, 2024	Jun. 30, 2023 Aug. 09, 2024 Dec. 31, 2023	
<u>Capital Stock</u>				90,000,000			
<u>Common Stock Shares, Authorized</u>				1,000,000,000		1,000,000,000	
<u>Common Stock Shares, Par Value</u>				\$ 0.0001		\$ 0.0001	
<u>Preferred stock authorized</u>				10,000,000			
<u>Warrant exercise price</u>	\$ 0.13					\$ 0.001	
<u>Common Stock Shares, Issued</u>	55,416,117			72,439,526		10,390,150	
<u>Common Stock Shares, outstanding</u>				72,439,526		10,390,150	
<u>Purchase price of prefunded warrants</u>	\$ 0.1299						
<u>Warrants purchased</u>		3,076,923					
<u>Description for the beneficially affiliation</u>				in excess of 4.99% of the number of shares of the Company's common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is			

in excess of 4.99% of the number of shares of the Company's common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Series A Warrants and Series B Warrants. However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.00%.

<u>Preferred Stock Shares</u> <u>Par Value</u>	\$ 0.0001	not in excess of 9.99%
<u>Preferred stock shares</u> <u>undesignated</u>	9,889,000	
<u>Stock Payable</u>	\$ 27	
<u>Total Common Stock</u> <u>Shares Issued</u>	118,904	
<u>Net proceeds from sale</u> \$ <u>of common stock</u> 6,609,831	\$ 419,967	
<u>Net proceeds from sale</u> \$ <u>of common stock</u>	\$ 1,148,470	\$ 4,712,750
<u>Unvested shares</u>	121,212	
<u>Return share</u>	316,963	
<u>Common stock upon</u> <u>conversion</u>	8,893	
<u>Gross Proceeds From</u> <u>Sales Of Common Stock</u>	\$ 83,233	
<u>Restricted Stock</u> <u>(Members)</u>		

<u>Share issued for services</u>	80,808	4,312,500
<u>Share issued for services, value June 2021 ATM Agreement [Member]</u>	\$ 80,000	\$ 4,712,750
<u>Common Stock Shares Issued</u>	2,706,644	118,904
<u>Total Common Stock Shares Issued</u>		62,049,376
<u>Net proceeds from sale of common stock</u>	\$ 11,407,240	\$ 77,419
<u>Stock Based Compensation</u>	354,527	
<u>Gross Proceeds From Sales Of Common Stock</u>	\$ 20,000,000.0	
<u>The Offering [Member]</u>		
<u>Net proceeds from sale of common stock</u>		\$ 6,200,000
<u>Placement Agreement [Member]</u>		
<u>Warrant exercise price</u>	\$ 0.13	
<u>Common Stock Shares Issued</u>	6,107,691	
<u>Purchase price of prefunded warrants</u>	\$ 0.1299	
<u>Warrants purchased</u>	3,076,923	
<u>Legal fees</u>	\$ 100,000	
<u>Description for the offering</u>		the Company paid the Placement Agent a cash placement fee equal to 7.0% of the aggregate gross proceeds raised in the Offering
<u>Net proceeds from sale of common stock</u>	\$ 7,338,333	\$ 728,503
<u>Placement Agreement [Member] Pre-Funded Warrants [Member]</u>		
<u>Common Stock Shares Issued</u>	55,430,770	55,416,117
<u>Net proceeds from sale of common stock</u>		\$ 6,609,831
<u>Series A Convertible Preferred Stock</u>		
<u>Preferred stock authorized</u>	10,000	
<u>Warrant exercise price</u>		0.22
<u>Common Stock Shares Issued</u>		61,538,461
<u>Preferred stock shares outstanding</u>	17	
<u>Common stock upon conversion</u>	123	
<u>Series B Preferred Stock [Member]</u>		
<u>Preferred stock authorized</u>	1,000	
<u>Warrant exercise price</u>		\$ 0.22
<u>Common Stock Shares Issued</u>		61,538,461
<u>Series C Preferred Stock [Member]</u>		
<u>Preferred stock authorized</u>	100,000	
<u>Common Stock Shares [Member]</u>		
<u>Common Stock Shares Authorized</u>	80,000,000	
<u>Common Stock Shares, Par Value</u>	\$ 0.0001	

XML-99 R34.htm IDEA: XBRL DOCUMENT

Common Stock Options and Restricted Stock (Details)	6 Months Ended		
	Jun. 30, 2024		
	USD (\$)		
	\$ / shares		shares

Common Stock Options and Restricted Stock

<u>Number Of Options Outstanding, Beginning</u> shares	624,240
<u>Number Of Options Granted</u> shares	55,346
<u>Number Of Options Forfeited</u> \$	\$ 0
<u>Number Of Options Cancelled Or Expired</u> shares	(399)
<u>Number Of Options Outstanding, ending</u> shares	679,187
<u>Number Of Options Outstanding, Exercisable</u> shares	416,825
<u>Weighted Average Exercise Price Outstanding, Beginning</u>	\$ 19.25
<u>Weighted Average Exercise Price Granted</u>	2.06
<u>Weighted Average Exercise Price Exercised</u>	0
<u>Weighted Average Exercise Price Forfeited</u>	0
<u>Weighted Average Exercise Price Cancelled Or Expired</u>	24.08
<u>Weighted Average Exercise Price Outstanding, Ending</u>	17.85
<u>Weighted Average Exercise Price Outstanding, Exercisable</u>	\$ 22.36
<u>Weighted Average Remaining Contractual Term Outstanding, Beginning</u>	7 years 3 months 3 days
<u>Weighted Average Remaining Contractual Term Outstanding, Granted</u>	7 years 8 months 4 days
<u>Weighted Average Remaining Contractual Term Outstanding, Ending</u>	6 years 10 months 2 days
<u>Weighted Average Remaining Contractual Term Outstanding, Exercisable</u>	6 years 3 days

XML-100 R35.htm IDEA: XBRL DOCUMENT

Common Stock Options and Restricted Stock (Details Narrative) - USD (\$)	6 Months Ended		
	Jun. 30, 2024 Nov. 30, 2023		
	USD (\$)		
<u>Vested shares</u>	80,808		
<u>Vested shares amount</u>	\$ 80,000		\$ 200,485
<u>Fair value of restricted common stock</u>			
<u>Aggregate Fair Value Of Stock Options Granted</u>	\$ 77,418		
<u>Discount Rate</u>	0.00%		
<u>Expected Dividend Yield</u>	0.00%		
<u>Minimum [Member]</u>			

Risk Free Rate	3.93%
Price	\$ 1.13
Maximum [Member]	
Risk Free Rate	4.21%
Price	\$ 1.59
Black-Scholes-Merton Option-Pricing Model [Member] Minimum [Member]	
Volatility Rate	107.00%
Expected Life	8 years
Black-Scholes-Merton Option-Pricing Model [Member] Maximum [Member]	
Volatility Rate	111.00%
Expected Life	10 years

XML 101-R36.htm IDEA: XBRL DOCUMENT

	6 Months Ended Jun. 30, 2024 \$ / shares shares
<u>Common Stock</u>	
<u>Warrants (Details) - Warrants</u>	
Number of Warrants Beginning, balance shares	882,349
Granted shares	(58,493,040)
Exercised shares	(55,535,021)
Number of Warrants ending balance shares	3,840,368
Number of Warrants exercisable shares	3,840,368
Weighted Average Exercisable Price, Beginning	\$ 1.58
Weighted Average Exercise Price Issued	0.14
Weighted Average Exercise Price Exercised	0.13
Weighted Average Exercise Price Expired	0
Weighted Average Exercise Price, Ending	0.53
Weighted Average Exercise Price, Exercisable	\$ 0.53
Weighted Average Remaining Contractual Term Outstanding, Beginning	3 years 9 months 14 days
Weighted Average Remaining Contractual Term Outstanding, Granted	2 years 3 days
Weighted Average Remaining Contractual Term Outstanding, Exercised	1 year 11 months 4 days
Weighted Average Remaining Contractual Term Outstanding, Ending	3 years 4 months 20 days
Weighted Average Remaining Contractual Term Outstanding, Exercisable	3 years 4 months 20 days

XML 102-R37.htm IDEA: XBRL DOCUMENT

	1 Months Ended Jun. 24, 2024	6 Months Ended Jun. 30, 2024	Aug. 09, 2024	Jun. 04, 2024	Dec. 31, 2023
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<u>Common Stock</u>					
<u>Warrants (Details) - USD (\$)</u>	Jun. 07, 2024	May 02, 2023			
<u>Narrative</u>			Jun. 24, 2024		
<u>Expiring date</u>		May 02, 2028			
<u>Warrants issued</u>		2,156,250			
<u>Exercise price</u>		\$ 1.40			
<u>Exercise price of warrants exercisable</u>		\$ 1.50			
<u>Expiring date of warrants exercisable</u>		Nov. 02, 2026			
<u>Number of Warrants exercisable</u>		301,875			
<u>Total Common Stock Shares Issued</u>			118,904		
<u>Gross Proceeds From Sales Of Common Stock</u>				\$ 83,233	
<u>Purchase price of prefunded warrants</u>					\$ 0.1299
<u>Common Stock Shares Issued</u>				72,439,526	55,416,117 10,390,150
<u>Description of common stock purchases</u>					
<u>Warrants purchased</u>					
<u>Purchase price of warrants</u>				\$ 0.001	\$ 0.13
<u>Warrants Issued</u>	55,430,770				
<u>Net proceeds from sale of common stock</u>	\$ 6,609,831			\$ 419,967	
<u>Common stock issued for cashless warrant exercise, shares</u>	11,071,501			14,653	
<u>Common stock issued for warrant exercise, shares</u>	44,344,616				
<u>Minimum [Member]</u>					
<u>Exercise price</u>	\$ 0.70				
<u>Maximum [Member]</u>					
<u>Exercise price</u>	\$ 1.40				

XML 103-R38.htm IDEA: XBRL DOCUMENT

	1 Months Ended Oct. 17, 2023 USD (\$)
<u>Related Party Transactions (Details Narrative)</u>	
<u>Mr. Tokman [Member]</u>	

Commercialization services charges per hour \$ 150

XML 104-R39.htm IDEA: XBRL DOCUMENT

<u>Commitments and Contingencies (Details) - USD (\$)</u>	Jun. 30, 2024	Dec. 31, 2023
Commitments and Contingencies		
2024	\$ 101,312	
2025 And Beyond	202,624	
<u>Total</u>	303,936	
<u>Less: Amount Representing Interest</u>	(22,781)	
<u>Present Value Of Future Minimum Lease Payments</u>	281,154	\$ 365,919
<u>Less: Current Obligations Under Lease</u>	(182,733)	
<u>Long-term Lease Obligations</u>	\$ 98,421	\$ 192,062

XML 105-R40.htm IDEA: XBRL DOCUMENT

	1 Months Ended May 12, 2017 USD (\$) ft ²	6 Months Ended Jun. 30, 2024 USD (\$) ft ²
<u>Commitments and Contingencies (Details Narrative)</u>		
<u>Rent Expense</u>		
<u>January 1, 2015</u>		

[Member]

Rent Space ft ²	3,248	3,950	3,657
Monthly Rent	\$		\$ 5,986
	15,452	\$ 7,798	
Rent Term			60 months
Office Lease, Description		On October 10, 2017 this lease was amended increasing the rentable square feet of space to 3,950 and the monthly rent to \$7,798	
Expiration Date	Dec. 31, 2025		
Weighted-average Remaining Lease Term			1 year 9 months
Operating Lease Discount Rate			10.00%
Employment Agreements [Member]	Francois Michelon [Member]		
Annual Basic Salary			\$ 423,000

Description Of Employment Termination Term

entitled to receive 12 months' continuation of his then-current base salary and a lump sum payment equal to 12 months of continued healthcare coverage (or 24 months' continuation of his then-current base salary and a lump sum payment

vest within 12 months would automatically vest, and upon

termination without cause within 12 months

Employment Agreement DescriptionEmployment Agreements [Member]Michael Thornton [Member]Annual Basic Salary

\$

324,000

30.00%

Reduction in annual basic salaryDescription Of Employment Termination Term

Mr. Thornton will be entitled to receive 12 months' continuation of his current base salary and a lump sum payment equal to 12 months

Employment Agreement Description

to vest within 12 months will automatically vest, and upon termination without cause within 12 months

XML 107 R41.htm IDEA: XBRL DOCUMENTSubsequent Events(Details Narrative) - Subsequent Event [Member] - USD (\$)

Aug. 13, 2024

Aug. 12, 2024

Aug. 06, 2024

Stock split ratio

1-for-20 and 1-for-50

Subsequent Event, Description

the number of authorized shares of Company's Common stock, from 80,000,000 shares to 1,000,000,000 shares

Mr. Michelon [Member]Cash payment

\$ 100,000

Cash payment for accrued vacation time, monthly

\$ 1,705

XML 107 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1.html 135 258 1 false 33 0 false 6 false false R1.htm 000001 - Document - Cover Sheet
<http://ndra.com/role/CoverCover> 1 false false R2.htm 000002 - Statement - Condensed Consolidated Balance Sheets Sheet
<http://ndra.com/role/CondensedConsolidatedBalanceSheets> Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 000003 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) Sheet <http://ndra.com/role/CondensedConsolidatedBalanceSheetsParenthetical> Condensed Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 000004 - Statement - Condensed Consolidated Statements of Operations (Unaudited) Sheet
<http://ndra.com/role/CondensedConsolidatedStatementsOfOperations> Unaudited Condensed Consolidated Statements of Operations (Unaudited) Statements 4 false false R5.htm 000005 - Statement - Condensed Consolidated Statements of Stockholders Equity (Unaudited) Sheet
<http://ndra.com/role/CondensedConsolidatedStatementsOfStockholdersEquity> Unaudited Condensed Consolidated Statements of Stockholders Equity (Unaudited) Statements 5 false false R6.htm 000006 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) Sheet
<http://ndra.com/role/CondensedConsolidatedStatementsOfCashFlows> Unaudited Condensed Consolidated Statements of Cash Flows (Unaudited) Statements 6 false false R7.htm 000007 - Disclosure - Nature of the Business Sheet <http://ndra.com/role/NatureOfTheBusiness> Notes 7 false false R8.htm 000008 - Disclosure - Summary of Significant Accounting Policies Sheet <http://ndra.com/role/SummaryOfSignificantAccountingPolicies> Summary of Significant Accounting Policies Notes 8 false false R9.htm 000009 - Disclosure - Inventory Sheet <http://ndra.com/role/Inventory> Inventory Notes 9 false false R10.htm 000010 - Disclosure - Fixed Assets Sheet
<http://ndra.com/role/FixedAssets> Fixed Assets Notes 10 false false R11.htm 000011 - Disclosure - Accounts Payable and Accrued Liabilities Sheet
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<http://ndra.com/role/FixedAssetsTables> Fixed Assets (Tables) Notes 21 false false R22.htm 000022 - Disclosure - Accounts Payable and Accrued Liabilities (Tables) Sheet <http://ndra.com/role/AccountsPayableAndAccruedLiabilitiesTables> Accounts Payable and Accrued Liabilities (Tables) Notes 22 false false R23.htm 000023 - Disclosure - Common Stock Options and Restricted Stock (Tables) Sheet
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<http://ndra.com/role/InventoryDetails> Inventory (Details) Notes 28 false false R29.htm 000029 - Disclosure - Fixed Assets (Details) Sheet <http://ndra.com/role/FixedAssetsDetails> Fixed Assets (Details) Notes 29 false false R30.htm 000030 - Disclosure - Fixed Assets (Details) Sheet <http://ndra.com/role/FixedAssetsDetails> Fixed Assets (Details) Notes 30 false false R31.htm 000031 - Disclosure - Accounts Payable and Accrued Liabilities (Details) Sheet <http://ndra.com/role/AccountsPayableAndAccruedLiabilitiesDetails> Accounts Payable and Accrued Liabilities (Details) Notes 31 false false R32.htm 000032 - Disclosure - Bank Loans (Details) Sheet <http://ndra.com/role/BankLoansDetails> Bank Loans (Details) Notes 32 false false R33.htm 000033 - Disclosure - Capital Stock (Details) Sheet <http://ndra.com/role/CapitalStockDetails> Capital Stock (Details) Notes 33 false false R34.htm 000034 - Disclosure - Common Stock Options and Restricted Stock (Details) Sheet
<http://ndra.com/role/CommonStockOptionsAndRestrictedStockDetails> Common Stock Options and Restricted Stock (Details) Notes 34 false false R35.htm 000035 - Disclosure - Common Stock Options and Restricted Stock (Details) Sheet <http://ndra.com/role/CommonStockOptionsAndRestrictedStockDetails> Common Stock Options and Restricted Stock (Details) Notes 35 false false R36.htm 000036 - Disclosure - Common Stock Warrants (Details) Sheet
<http://ndra.com/role/CommonStockWarrantsDetails> Common Stock Warrants (Details) Notes 36 false false R37.htm 000037 - Disclosure - Common Stock Warrants (Details) Sheet <http://ndra.com/role/CommonStockWarrantsDetails> Common Stock Warrants (Details) Notes 37 false false R38.htm 000038 - Disclosure - Related Party Transactions (Details) Sheet <http://ndra.com/role/RelatedPartyTransactionsDetails> Related Party Transactions (Details) Notes 38 false false R39.htm 000039 - Disclosure - Commitments and Contingencies (Details) Sheet <http://ndra.com/role/CommitmentsAndContingenciesDetails> Commitments and

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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A Member, Common Class B Member or Partnership Interest Member onto the Instrument IDomain of the Entity Listings Instrument." } } }, "auth_ref": { "H1" }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": { "http://ndra.com/role/Cover": { "lang": "en-us", "role": { "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": { "H1" }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": { "http://ndra.com/role/Cover": { "lang": "en-us", "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": { "r565" } }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": { "http://ndra.com/role/Cover": { "lang": "en-us", "role": { "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": { "H1" }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": { "http://ndra.com/role/Cover": { "lang": "en-us", "role": { "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": { "r565" } }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": { "http://ndra.com/role/Cover": { "lang": "en-us", "role": { "label": "Entity Incorporation State Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": { "H1" }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": { "http://ndra.com/role/Cover": { "lang": "en-us", "role": { "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted 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Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities." } } }, "auth_ref": { "H1" }, "ndra_FairValueOfVestedCommonStockAmount": { "xbrltype": "monetaryItem", "nsuri": "http://ndra.com/20240630", "localname": "FairValueOfVestedCommonStockAmount", "presentation": { "http://ndra.com/role/CondensedConsolidatedStatementsOfStockholdersEquityUnaudited": { "lang": "en-us", "role": { "label": "Fair value of vested common stock amount", "documentation": "Fair value of vested common stock amount" } }, "auth_ref": { "H1" }, "ndra_FairValueOfVestedCommonStockShares": { "xbrltype": "sharesItem", "nsuri": "http://ndra.com/20240630", "localname": "FairValueOfVestedCommonStockShares", "presentation": { "http://ndra.com/role/CondensedConsolidatedStatementsOfStockholdersEquityUnaudited": { "lang": "en-us", "role": { "label": "Fair value of vested common 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For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward."-1, "**auth_ref**": {"**r80**"}-1, "**us-gaap_NetCashProvidedByUsedInFinancingActivities**": {"**xbrl:type**": "**monetaryItemType**", "**nsuri**": "<http://fasb.org/us-gaap/2024>", "**localname**": "NetCashProvidedByUsedInFinancingActivities", "**crdr**": "**debit**", "**calculation**": {"<http://ndra.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited>": {"**parentTag**": "**us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect**", "**weight**": 1.0, "**order**": 20.0 } }-1, "**presentation**": {"<http://ndra.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited>": {"**lang**": {"**en-us**": {"**role**": {"**label**": "Net cash provided by financing activities" } } }, "**documentation**": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit."-1, "**auth_ref**": {"**r115**"}-1, "**us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract**": {"**xbrl:type**": "**stringItemType**", "**nsuri**": "<http://fasb.org/us-gaap/2024>", "**localname**": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "**presentation**": {"<http://ndra.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited>": {"**lang**": {"**en-us**": {"**role**": {"**label**": "Cash Flows from Financing Activities" } } }, "**auth_ref**": {}, "**us-gaap_NetCashProvidedByUsedInInvestingActivities**": {"**xbrl:type**": "**monetaryItemType**", "**nsuri**": "<http://fasb.org/us-gaap/2024>", "**localname**": "NetCashProvidedByUsedInInvestingActivities", "**crdr**": "**debit**", "**calculation**": {"<http://ndra.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited>": {"**parentTag**": "**us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect**", "**weight**": 1.0, "**order**": 19.0 } }-1, "**presentation**": {"<http://ndra.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited>": {"**lang**": {"**en-us**": {"**role**": {"**label**": "Net cash used in investing activities" } } }, "**documentation**": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. 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Includes selling, general and administrative expense."-1, "**auth_ref**": {}, "**us-gaap_OperatingExpensesAbstract**", {"**xbrl:type**": "**stringItemType**", "**nsuri**": "<http://fasb.org/us-gaap/2024>", "**localname**": "OperatingExpensesAbstract", "**presentation**": {"<http://ndra.com/role/CondensedConsolidatedStatementsOfOperationsUnaudited>": {"**lang**": {"**en-us**": {"**role**": {"**label**": "Operating Expenses" } } } }-1, "**auth_ref**": {}, "**us-gaap_OperatingIncomeLoss**", {"**xbrl:type**": "**monetaryItemType**", "**nsuri**": "<http://fasb.org/us-gaap/2024>", "**localname**": "OperatingIncomeLoss", "**crdr**": "**credit**", "**calculation**": {"<http://ndra.com/role/CondensedConsolidatedStatementsOfOperationsUnaudited>": {"**parentTag**: {"**us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest**", {"**weight**": 1.0, "**order**": 7.0 } } }-1, "**presentation**": 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