

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 10-Q

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

For the quarterly period ended **September 30, 2024**

OR

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

For the transition period from _____ to _____

Commission File No. **001-38148**

CO-DIAGNOSTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Utah

(State or other jurisdiction
of incorporation or organization)

46-2609396

(I.R.S. Employer
Identification Number)

2401 S. Foothill Drive, Suite D, Salt Lake City, Utah 84109

(Address of principal executive offices and zip code)

(801) 438-1036

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CODX	The Nasdaq Capital Market

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

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

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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

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

As of November 5, 2024, there were 31,929,752 shares of common stock, par value \$ 0.001 per share, outstanding.

CO-DIAGNOSTICS, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CO – DIAGNOSTICS, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

	September 30, 2024	December 31, 2023
Assets		
Current assets		
Cash and cash equivalents	\$ 10,797,630	\$ 14,916,878
Marketable investment securities	26,864,571	43,631,510
Accounts receivable, net	178,243	303,926
Inventory, net	1,266,016	1,664,725
Income taxes receivable	-	26,955
Prepaid expenses and other current assets	996,698	1,597,114
Total current assets	40,103,158	62,141,108
Property and equipment, net	2,984,112	3,035,729
Operating lease right-of-use asset	2,332,877	2,966,774
Intangible assets, net	26,176,667	26,403,667
Investment in joint venture	784,357	773,382
Total assets	<u>\$ 72,381,171</u>	<u>\$ 95,320,660</u>
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	\$ 2,176,426	\$ 1,482,109
Accrued expenses	1,826,297	2,172,959
Operating lease liability, current	896,745	838,387
Contingent consideration liabilities, current	838,032	891,666
Deferred revenue	60,477	362,449
Total current liabilities	5,797,977	5,747,570
Long-term liabilities		
Income taxes payable	719,628	659,186
Operating lease liability	1,472,100	2,152,180
Contingent consideration liabilities	607,526	748,109
Total long-term liabilities	2,799,254	3,559,475
Total liabilities	<u>8,597,231</u>	<u>9,307,045</u>
Commitments and contingencies (Note 10)		
Stockholders' equity		
Convertible preferred stock, \$0.001 par value; 5,000,000 shares authorized; 0 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	-	-
Common stock, \$0.001 par value; 100,000,000 shares authorized; 36,778,430 shares issued and 31,929,752 shares outstanding as of September 30, 2024 and 36,108,346 shares issued and 31,259,668 shares outstanding as of December 31, 2023	36,778	36,108
Treasury stock, at cost; 4,848,678 shares held as of September 30, 2024 and December 31, 2023, respectively	(15,575,795)	(15,575,795)
Additional paid-in capital	100,924,241	96,808,436
Accumulated other comprehensive income	408,366	146,700
Accumulated earnings (deficit)	(22,009,650)	4,598,166
Total stockholders' equity	<u>63,783,940</u>	<u>86,013,615</u>
Total liabilities and stockholders' equity	<u>\$ 72,381,171</u>	<u>\$ 95,320,660</u>

CO – DIAGNOSTICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Uaudited)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Product revenue	\$ 206,876	\$ 136,533	\$ 620,723	\$ 936,296
Grant revenue	434,265	2,320,565	3,145,112	2,320,565
Total revenue	641,141	2,457,098	3,765,835	3,256,861
Cost of revenue	297,403	255,772	744,056	1,217,108
Gross profit	343,738	2,201,326	3,021,779	2,039,753
Operating expenses				
Sales and marketing	1,059,745	1,904,395	3,664,670	5,343,692
General and administrative	4,287,380	3,147,753	10,338,568	9,875,613
Research and development	4,880,315	5,788,789	16,172,684	16,783,892
Depreciation and amortization	351,235	296,340	1,020,143	917,596
Total operating expenses	10,578,675	11,137,277	31,196,065	32,920,793
Loss from operations	(10,234,937)	(8,935,951)	(28,174,286)	(30,881,040)
Other income, net				
Interest income	263,335	322,877	968,256	717,141
Realized gain on investments	293,067	425,446	595,302	1,254,718
Gain (loss) on disposition of assets	3,513	(2,578)	7,013	(2,578)
Gain (loss) on remeasurement of acquisition contingencies	(11,927)	140,296	194,217	1,537,373
Gain (loss) on equity method investment in joint venture	12,683	(45,865)	(132,775)	106,264
Total other income, net	560,671	840,176	1,632,013	3,612,918
Loss before income taxes	(9,674,266)	(8,095,775)	(26,542,273)	(27,268,122)
Income tax provision (benefit)	22,189	(2,113,581)	65,543	(6,611,712)
Net loss	\$ (9,696,455)	\$ (5,982,194)	\$ (26,607,816)	\$ (20,656,410)
Other comprehensive loss				
Change in net unrealized gains on marketable securities, net of tax	37,158	33,522	261,666	319,509
Total other comprehensive income	\$ 37,158	\$ 33,522	\$ 261,666	\$ 319,509
Comprehensive loss	\$ (9,659,297)	\$ (5,948,672)	\$ (26,346,150)	\$ (20,336,901)
Loss per common share:				
Basic and Diluted	\$ (0.32)	\$ (0.20)	\$ (0.88)	\$ (0.70)
Weighted average shares outstanding:				
Basic and Diluted	30,494,206	29,361,300	30,155,167	29,306,572

See accompanying notes to unaudited condensed consolidated financial statements

CO – DIAGNOSTICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Uaudited)

	<u>Nine Months Ended September 30,</u>	
	<u>2024</u>	<u>2023</u>
Cash flows from operating activities		
Net loss	\$ (26,607,816)	\$ (20,656,410)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization	1,020,143	917,596
Stock-based compensation expense	4,116,475	6,510,708
Change in fair value of acquisition contingencies	(194,217)	(1,537,373)
Non-cash lease expense	12,174	36,770
Realized gain on investments	(595,302)	(1,254,718)
(Gain) loss from equity method investment	132,775	(106,264)
(Gain) loss on disposition of assets	(7,013)	2,578
Deferred income taxes	-	(6,689,989)
Provision for credit losses	8,262	503,182
Inventory obsolescence expense	164,955	493,823
Changes in assets and liabilities:		
Accounts receivable	117,421	2,143,837
Prepaid expenses and other assets	627,370	151,858
Inventory	233,754	296,893
Deferred revenue	(301,972)	349,499
Income taxes payable	60,442	178,441
Accounts payable, accrued expenses and other liabilities	288,510	1,356,330
Net cash used in operating activities	(20,924,039)	(17,303,239)
Cash flows from investing activities		
Purchases of property and equipment	(675,365)	(900,704)
Proceeds from maturities of marketable investment securities	45,031,967	90,279,227
Purchases of marketable securities	(27,408,061)	(83,604,933)
Investment in joint venture	(143,750)	-
Net cash provided by investing activities	16,804,791	5,773,590
Cash flows from financing activities		
Repurchases of common stock	-	(1,204,256)
Net cash used in financing activities	(1,204,256)	(1,204,256)

Net decrease in cash and cash equivalents		(4,119,248)		(12,733,905)
Cash and cash equivalents at beginning of period		14,916,878		22,973,803
Cash and cash equivalents at end of period		\$ 10,797,630		\$ 10,239,898
Supplemental disclosure of cash flow information				
Cash paid (received) for income taxes		\$ (23,350)		\$ 49,197
Supplemental disclosure of non-cash investing and financing transactions				
Inventory moved to property, plant and equipment		\$ -		\$ 673
Right-of-use assets obtained in exchange for new operating lease liabilities		\$ -		\$ 3,063,782

See accompanying notes to unaudited condensed consolidated financial statements

CO - DIAGNOSTICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	Convertible Preferred Stock		Common Stock Shares	Common Stock Amount	Treasury Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Earnings (Deficit)	Total Stockholders' Equity
	Shares	Amount							
Balance as of December 31, 2023	-	\$ -	36,108,346	\$ 36,108	\$(15,575,795)	\$ 96,808,436	\$ 146,700	\$ 4,598,166	\$ 86,013,615
Stock-based compensation	-	-	18,750	19	-	1,571,215	-	-	1,571,234
Other comprehensive income, net of tax	-	-	-	-	-	-	79,855	-	79,855
Net loss	-	-	-	-	-	-	-	(9,312,043)	(9,312,043)
Balance as of March 31, 2024	-	-	36,127,096	36,127	(15,575,795)	98,379,651	226,555	(4,713,877)	78,352,661
Stock-based compensation	-	-	632,584	633	-	1,499,025	-	-	1,499,658
Other comprehensive income, net of tax	-	-	-	-	-	-	144,653	-	144,653
Net loss	-	-	-	-	-	-	-	(7,599,318)	(7,599,318)
Balance as of June 30, 2024	-	-	36,759,680	36,760	(15,575,795)	99,878,676	371,208	(12,313,195)	72,397,654
Stock-based compensation	-	-	18,750	18	-	1,045,565	-	-	1,045,583
Other comprehensive income, net of tax	-	-	-	-	-	-	37,158	-	37,158
Net loss	-	-	-	-	-	-	-	(9,696,455)	(9,696,455)
Balance as of September 30, 2024	-	\$ -	36,778,430	\$ 36,778	\$(15,575,795)	\$ 100,924,241	\$ 408,366	\$ (22,009,650)	\$ 63,783,940

	Convertible Preferred Stock		Common Stock Shares	Common Stock Amount	Treasury Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Earnings (Deficit)	Total Stockholders' Equity
	Shares	Amount							
Balance as of December 31, 2022	-	\$ -	34,754,265	\$ 34,754	\$(14,211,866)	\$ 88,472,935	\$ 293,140	\$ 39,931,031	\$ 114,519,994
Stock-based compensation	-	-	68,750	69	-	2,168,673	-	-	2,168,742
Repurchases of common stock	-	-	-	-	(482,196)	-	-	-	(482,196)
Other comprehensive income, net of tax	-	-	-	-	-	-	178,621	-	178,621
Net loss	-	-	-	-	-	-	-	(5,755,391)	(5,755,391)
Balance as of March 31, 2023	-	-	34,823,015	34,823	(14,694,062)	90,641,608	471,761	34,175,640	110,629,770
Stock-based compensation	-	-	525,335	525	-	2,169,276	-	-	2,169,801
Repurchases of common stock	-	-	-	-	(555,734)	-	-	-	(555,734)
Other comprehensive income, net of tax	-	-	-	-	-	-	107,366	-	107,366
Net loss	-	-	-	-	-	-	-	(8,918,825)	(8,918,825)
Balance as of June 30, 2023	-	-	35,348,350	35,348	(15,249,796)	92,810,884	579,127	25,256,815	103,432,378
Stock-based compensation	-	-	18,750	19	-	2,172,146	-	-	2,172,165
Repurchases of common stock	-	-	-	-	(166,326)	-	-	-	(166,326)

Other comprehensive income, net of tax	-	-	-	-	-	33,522	-	33,522
Net loss	-	-	-	-	-	(5,982,194)	-	(5,982,194)
Balance as of September 30, 2023	<u> </u>							
	<u> </u>							

See accompanying notes to unaudited condensed consolidated financial statements

CO – DIAGNOSTICS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Overview and Basis of Presentation

Description of Business

Co-Diagnostics, Inc., a Utah corporation (the “Company” or “CODX”), is a molecular diagnostics company that develops, manufactures and markets state-of-the-art diagnostics technologies. The Company’s technologies are utilized for tests that are designed using the detection and/or analysis of nucleic acid molecules (DNA or RNA). The Company also uses its proprietary technology to design specific tests for its Co-Dx™ platform and to locate genetic markers for use in applications other than infectious disease. In connection with the sale of our tests we may sell diagnostic equipment from other manufacturers as self-contained lab systems.

Unaudited Condensed Consolidated Financial Statements

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial information as they are prescribed for smaller reporting companies. As permitted under those rules and regulations, certain notes or other financial information normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. Accordingly, the accompanying unaudited condensed consolidated financial statements do not include all the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary to make the financial statements not misleading have been included. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. These statements should be read in conjunction with the Company’s audited financial statements and related notes for the year ended December 31, 2023, included in the Company’s Annual Report on Form 10-K filed with the SEC on March 14, 2024. The Company’s significant accounting policies are set forth in Note 2 to the consolidated financial statements in its Annual Report on Form 10-K for the year ended December 31, 2023.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Such estimates include receivables and other long-lived assets, legal contingencies, income taxes, share based arrangements, and others. These estimates and assumptions are based on management’s best estimates and judgments. Actual amounts and results could differ from those estimates.

Note 2 – Summary of Significant Accounting Policies

Reclassifications

Certain prior year amounts have been reclassified to conform with the current year’s presentation. These reclassifications have no impact on the previously reported results.

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount (net of allowance) and do not bear interest. The Company maintains an allowance for doubtful accounts for amounts the Company does not expect to collect. In establishing the required allowance, management considers historical losses, current market condition, customers’ financial condition, the age of receivables, and current payment patterns. Account balances are written off against the allowance once the receivable is deemed uncollectible. Recoveries of trade receivables previously written off are recorded when collected. At September 30, 2024 total accounts receivable was \$384,643 with an allowance for uncollectable accounts of \$ 206,400 resulting in a net amount of \$178,243. At December 31, 2023 total accounts receivable was \$ 504,264 with an allowance for uncollectable accounts of \$ 200,338 resulting in a net amount of \$303,926.

Inventory

Inventory is stated at the lower of cost or net-realizable value. Inventory cost is determined on a first-in first-out basis that approximates average cost in accordance with ASC 330-10-30-12. At September 30, 2024, the Company had \$1,266,016 in inventory, of which \$566,186 was finished goods and \$699,830 was raw materials. At December 31, 2023, the Company had \$ 1,664,725 in inventory, of which \$ 700,467 was finished goods and \$964,258 was raw materials. The Company establishes reserves to reduce low-moving, obsolete, or unusable inventories to their estimated useful or scrap values. The Company recognized \$72,872 and \$214,134 related to the change in inventory reserves during the three and nine months ended September 30, 2024, respectively, compared to \$152,274 and \$96,073 during the three and nine months ended September 30, 2023, respectively.

Revenue Recognition

The Company generates revenue from customers from product and license sales. The Company recognizes revenue from customers when all of the following criteria are satisfied: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when, or as the Company satisfies each performance obligation.

The Company constrains revenue by giving consideration to factors that could otherwise lead to a probable reversal of revenue. The Company records any payments received from customers prior to the Company fulfilling its performance obligation(s) as deferred revenue.

Grant Revenue

The Company may submit applications to receive grant funding from governmental and non-governmental entities. The Company accounts for grants by analogizing to the contribution accounting model under ASC 958-605, Not-for-Profit Entities ("ASC 958"). Revenues from grants, contracts, and awards provided by governmental and non-governmental agencies are recorded based upon the terms of the specific agreements. The Company recognizes grant funding without conditions or continuing performance obligations as revenue in the consolidated statements of operations and comprehensive income (loss). The Company recognizes grant funding with conditions or continuing performance obligations as deferred revenue in the consolidated balance sheets if the conditions or performance obligations have not yet been met. The Company recognized grant funding revenue of \$434,265 and \$3,145,112 during the three and nine months ended September 30, 2024, respectively, compared to \$ 2,320,565 during the three and nine months ended September 30, 2023, respectively. At September 30, 2024, the Company has also recorded \$40,856 of deferred revenue related to grant funding for which the cash was received, but the underlying conditions or performance obligations have not yet been met. Cash received from federal grants, contracts, and awards can be subject to audit by the grantor and, if the examination results in a disallowance of any expenditure, repayment could be required.

Income Taxes

The Company accounts for income taxes in accordance with the liability method of accounting for income taxes. Under this method, deferred income tax assets and deferred income tax liabilities represent the tax effect of temporary differences between financial reporting and tax reporting measured at enacted tax rates in effect for the year in which the differences are expected to reverse. The Company recognizes only the impact of tax positions that, based on their technical merits, are more likely than not to be sustained upon an audit by the taxing authority.

Valuation allowances are provided when it is more-likely-than-not that some or all of the deferred income tax assets may not be realized. In assessing the need for a valuation allowance, the Company has considered its historical levels of income, expectations of future taxable income and ongoing tax planning strategies.

Developing the provision for income taxes, including the effective tax rate and analysis of potential tax exposure items, if any, requires significant judgment and expertise in federal and state income tax laws, regulations and strategies, including the determination of deferred income tax assets and liabilities and any estimated valuation allowances deemed necessary to value deferred income tax assets. Judgments and tax strategies are subject to audit by various taxing authorities. The Company has uncertain income tax positions in the condensed consolidated financial statements, and adverse determinations by these taxing authorities could have a material adverse effect on the condensed consolidated financial positions, result of operations, or cash flows.

Concentrations Risk and Significant Customers

The Company had certain customers which were each responsible for generating 10% or more of the total revenue for the three and nine months ended September 30, 2024. Three customers accounted for approximately 61% of product revenue, and one granting agency accounted for 100% of the grant revenue recognized during the three months ended September 30, 2024. Two customers accounted for approximately 31% of product revenue, and two granting agencies accounted for approximately 95% of grant revenue recognized during the nine months ended September 30, 2024. Three customers accounted for approximately 47% of product revenue and two customers accounted for approximately 28% of product revenue recognized for the three and nine months ended September 30, 2023, respectively. One granting agency accounted for 100% of grant revenue recognized during the three and nine months ended September 30, 2023, respectively.

Three customers individually accounted for more than 10% of accounts receivable at September 30, 2024 and three customers individually accounted for more than 10% of accounts receivable at December 31, 2023. These customers together accounted for approximately 92% and 97% of accounts receivable at September 30, 2024 and December 31, 2023, respectively.

Recently Issued Accounting Standards

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") that are adopted by the Company as of the specified effective date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's financial statements upon adoption.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires an entity to disclose annually additional information related to the company's income tax rate reconciliation and income taxes paid during the period. The guidance should be applied prospectively with the option to apply the standard retrospectively. The standard becomes effective for the Company for full year 2025 reporting. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

Note 3 – Cash, Cash Equivalents, and Financial Instruments

The following table shows the Company's cash, cash equivalents, and marketable investment securities by significant investment category:

	September 30, 2024				
	Adjusted Cost	Total Unrealized Gains / (Losses)	Fair Value	Cash and Cash Equivalents	Marketable Investment Securities
Cash	\$ 10,797,630	\$ -	\$ 10,797,630	\$ 10,797,630	\$ -
Level 2:					
U.S. treasury securities	26,456,205	408,366	26,864,571	-	26,864,571
Subtotal	26,456,205	408,366	26,864,571	-	26,864,571
Total	\$ 37,253,835	\$ 408,366	\$ 37,662,201	\$ 10,797,630	\$ 26,864,571

	December 31, 2023				
	Adjusted Cost	Total Unrealized Gains / (Losses)	Fair Value	Cash and Cash Equivalents	Marketable Investment Securities
Cash	\$ 10,797,630	\$ -	\$ 10,797,630	\$ 10,797,630	\$ -
Level 2:					
U.S. treasury securities	26,456,205	408,366	26,864,571	-	26,864,571
Subtotal	26,456,205	408,366	26,864,571	-	26,864,571
Total	\$ 37,253,835	\$ 408,366	\$ 37,662,201	\$ 10,797,630	\$ 26,864,571

	Adjusted Cost	Total Unrealized Gains / (Losses)	Fair Value	Cash and Cash Equivalents	Marketable Investment Securities
Cash	\$ 4,317,449	\$ -	\$ 4,317,449	\$ 4,317,449	\$ -
Level 1:					
Money market funds	10,599,429	-	10,599,429	10,599,429	-
Subtotal	10,599,429	-	10,599,429	10,599,429	-
Level 2:					
U.S. treasury securities	43,484,810	146,700	43,631,510	-	43,631,510
Subtotal	43,484,810	146,700	43,631,510	-	43,631,510
Total	\$ 58,401,688	\$ 146,700	\$ 58,548,388	\$ 14,916,878	\$ 43,631,510

Marketable investment securities held as of September 30, 2024 mature over the next 12 months.

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Note 4 – Fair Value Measurements

The Company measures and records certain financial assets and liabilities at fair value on a recurring basis. Fair value is based on the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following three levels of inputs are used to measure the fair value of financial assets and liabilities:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The following table summarizes the assets and liabilities measured at fair value on a recurring basis as of September 30, 2024 and December 31, 2023, by level within the fair value hierarchy:

	September 30, 2024			
	(Level 1)	(Level 2)	(Level 3)	Total
Assets:				
Cash equivalents	\$ 51,982	\$ -	\$ -	\$ 51,982
Marketable securities (U.S. treasury bills and notes)	-	26,864,571	-	26,864,571
Total assets measured at fair value	\$ 51,982	\$ 26,864,571	\$ -	\$ 26,916,553
Liabilities:				
Contingent consideration - common stock	\$ -	\$ -	\$ 1,239,657	\$ 1,239,657
Contingent consideration - warrants	-	-	205,901	205,901
Total liabilities measured at fair value	\$ -	\$ -	\$ 1,445,558	\$ 1,445,558

	December 31, 2023			
	(Level 1)	(Level 2)	(Level 3)	Total
Assets:				
Cash equivalents	\$ 13,806,864	\$ -	\$ -	\$ 13,806,864
Marketable securities (U.S. treasury bills and notes)	-	43,631,510	-	43,631,510
Total assets measured at fair value	\$ 13,806,864	\$ 43,631,510	\$ -	\$ 57,438,374
Liabilities:				
Contingent consideration - common stock	\$ -	\$ -	\$ 1,318,995	\$ 1,318,995
Contingent consideration - warrants	-	-	320,780	320,780
Total liabilities measured at fair value	\$ -	\$ -	\$ 1,639,775	\$ 1,639,775

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The Company's financial instruments that are measured at fair value on a recurring basis consist of U.S. treasury bills and notes as of September 30, 2024 and December 31, 2023.

The fair value of contingent consideration is calculated using a discounted probability weighted valuation model. Discount rates used in such calculations are a significant assumption that are not observed in the market, and therefore, the resulting fair value represents a Level 3 measurement.

The changes for Level 3 items measured at fair value on a recurring basis are as follows:

Fair value as of December 31, 2023	\$ 1,639,775
Change in fair value of contingent consideration issued for business acquisitions	(194,217)
Fair value as of September 30, 2024	\$ 1,445,558

The fair value of the contingent consideration is based on the fair value of the contingent consideration-common stock and contingent consideration-warrants. The fair value of the contingent consideration-common stock is equal to the probability-adjusted value of the Company's common stock as of the valuation date. The fair value of the contingent consideration-warrants is equal to the probability adjusted value of a call option with terms consistent with the terms of the warrants as of the valuation date. Prior to the probability adjustments, the warrants were valued based on the following inputs:

	September 30, 2024	December 31, 2023
Stock price	\$ 1.25	\$ 1.33
Strike price	\$ 9.13	\$ 9.13
Volatility	164.1%	187.5%

Risk-free rate	3.6%	4.0%
Expected term (years)	2.3	3.0

Fair Value of Other Financial Instruments

The carrying amounts of certain financial instruments, including cash held in banks, accounts receivable, notes receivable, accounts payable, accrued liabilities, and other liabilities approximate fair value due to their short-term maturities and are excluded from the fair value tables above.

Note 5 – Intangible Assets, Net

Intangible assets, net consisted of the following:

	September 30, 2024			
	Weighted-Average Useful Life (1) (in Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
In-process research and development	Indefinite	\$ 26,101,000	\$ -	\$ 26,101,000
Non-competition agreements	2.7	1,094,000	(1,018,333)	75,667
Total intangible assets		\$ 27,195,000	\$ (1,018,333)	\$ 26,176,667

	December 31, 2023			
	Weighted-Average Useful Life (1) (in Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
In-process research and development	Indefinite	\$ 26,101,000	\$ -	\$ 26,101,000
Non-competition agreements	2.7	1,094,000	(791,333)	302,667
Total intangible assets		\$ 27,195,000	\$ (791,333)	\$ 26,403,667

(1) Based on weighted-average useful life established as of the acquisition date.

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The expected future annual amortization expense of the Company's intangible assets held as of September 30, 2024 is as follows:

Year Ending December 31, 2024 (remainder)	Amortization Expense
	\$ 75,667

Note 6 – Revenue

The following table sets forth revenue by geographic area:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
United States				
Product revenue	\$ 129,776	\$ 88,107	\$ 473,482	\$ 618,491
Grant revenue	434,265	2,320,565	3,145,112	2,320,565
Total United States	564,041	2,408,672	3,618,594	2,939,056
Rest of World				
Product revenue	77,100	48,426	147,241	317,805
Grant revenue	-	-	-	-
Total Rest of World	77,100	48,426	147,241	317,805
Total	\$ 641,141	\$ 2,457,098	\$ 3,765,835	\$ 3,256,861
Percentage of revenue by area:				
United States	88%	98%	96%	90%
Rest of World	12%	2%	4%	10%

Changes in the Company's deferred revenue balance for the nine months ended September 30, 2024 were as follows:

Balance as of December 31, 2023	\$ 362,449
Revenue recognized included in deferred revenue balance at the beginning of the period	(301,972)
Balance as of September 30, 2024	\$ 60,477

Note 7 – Loss Per Share

The following table reconciles the numerator and the denominator used to calculate basic and diluted loss per share for three and nine months ended September 30, 2024 and 2023, respectively:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator				
Net loss, as reported	\$ (9,696,455)	\$ (5,982,194)	\$ (26,607,816)	\$ (20,656,410)
Denominator				
Weighted average shares, basic	30,494,206	29,361,300	30,155,167	29,306,572
Dilutive effect of stock options, warrants and RSUs	-	-	-	-
Shares used to compute diluted earnings per share	30,494,206	29,361,300	30,155,167	29,306,572
Basic loss per share	\$ (0.32)	\$ (0.20)	\$ (0.88)	\$ (0.70)
Diluted loss per share	\$ (0.32)	\$ (0.20)	\$ (0.88)	\$ (0.70)

The computation of diluted loss per share for the three and nine months ended September 30, 2024 and 2023, respectively, also excludes approximately 1.4 million shares of common stock and approximately 465,000 warrants to purchase shares of common stock that are contingent upon the achievement of certain milestones.

As a result of incurring a net loss for the three and nine months ended September 30, 2024 and 2023, respectively, no potentially dilutive securities are included in the calculation of diluted loss per share because such effect would be anti-dilutive. The Company had potentially dilutive securities as of September 30, 2024, consisting of: (i) 1,598,891 restricted stock units and (ii) 532,112 options and warrants. The Company had potentially dilutive securities as of September 30, 2023, consisting of: (i) 2,750,302 restricted stock units and (ii) 512,112 options and warrants.

Note 8 – Stock-Based Compensation

Stock Incentive Plans

The Company's board of directors adopted, and shareholders approved, the Co-Diagnostics, Inc. Amended and Restated 2015 Long Term Incentive Plan (the "Incentive Plan") providing for the issuance of stock-based incentive awards to employees, officers, consultants, directors and independent contractors. On August 31, 2022, the shareholders approved an increase in the number of awards available for issuance under the Incentive Plan to an aggregate of 12,000,000 shares of common stock. The number of awards available for issuance under the Incentive Plan was 2,939,242 at September 30, 2024.

Stock Options

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

	Number of Options	Weighted Average Exercise Price	Weighted Average Fair Value	Weighted Average Remaining Contractual Life (Years)
Outstanding at December 31, 2023	1,040,572	\$ 2.19	\$ 1.37	4.89
Granted	-	-	-	-
Expired	-	-	-	-
Forfeited/Cancelled	-	-	-	-
Exercised	-	-	-	-
Outstanding at September 30, 2024	1,040,572	\$ 2.19	\$ 1.37	4.13
Exercisable at September 30, 2024	1,040,572	\$ 2.19	\$ 1.37	4.13

The aggregate intrinsic value of outstanding options at September 30, 2024 was approximately \$ 0.2 million.

Stock-based compensation cost is measured at the grant date based on the fair value of the award granted and recognized as expense over the vesting period using the straight-line method. The Company uses the Black-Scholes model to value options granted. As of September 30, 2024, there were no unvested options and no unrecognized stock-based compensation expense related to options.

Restricted Stock Units

The grant date fair value of RSUs granted is determined using the closing market price of the Company's common stock on the grant date with the associated compensation expense amortized over the vesting period of the awards. The following table sets forth the outstanding RSUs and related activity for the nine months ended September 30, 2024:

	Number of RSUs	Weighted Average Grant Date Fair Value
Unvested at December 31, 2023	2,925,497	\$ 3.99
Granted	1,555,000	1.11
Vested	(670,084)	4.91
Forfeited/Cancelled	(246,512)	4.10
Unvested at September 30, 2024	3,563,901	\$ 2.55

As of September 30, 2024, there was approximately \$ 6.2 million of unrecognized stock-based compensation expense related to outstanding RSUs which is expected to be recognized over a weighted-average period of 1.6 years.

Warrants

The Company has issued warrants related to financings, acquisitions and as compensation to third parties for services provided. The Company estimates the fair value of issued warrants on the date of issuance as determined using a Black-Scholes pricing model. The Company amortizes the fair value of issued warrants using a vesting schedule based on the terms and conditions of each warrant if granted for services.

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

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Fair Value	Weighted Average Remaining Contractual Life (Years)
Outstanding at December 31, 2023	485,000	\$ 8.81	\$ 1.29	3.0
Granted	-	-	-	-
Expired	-	-	-	-

Forfeited/Cancelled				
Exercised				
Outstanding at September 30, 2024	<u>485,000</u>	<u>\$ 8.81</u>	<u>\$ 1.05</u>	<u>2.2</u>

The aggregate intrinsic value of outstanding warrants at September 30, 2024 was \$ 0.

The total number of warrants exercisable at September 30, 2024 is 20,000. The ability to exercise the remaining 465,000 warrants issued in connection with acquisitions in prior years is contingent upon the achievement of certain development and revenue milestones on or before January 1, 2027. There was no unrecognized stock-based compensation expense related to warrants.

Stock-Based Compensation Expense

The Company recognized stock-based compensation expense as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of revenue	\$ 3,306	\$ 12,075	\$ 17,501	\$ 36,140
Sales and marketing	181,190	564,962	844,553	1,666,868
General and administrative	924,539	1,278,674	3,057,184	3,732,398
Research and development	(63,452)	316,454	197,237	1,075,302
Total stock-based compensation expense	<u>\$ 1,045,583</u>	<u>\$ 2,172,165</u>	<u>\$ 4,116,475</u>	<u>\$ 6,510,708</u>

Note 9 – Income Taxes

For the three months ended September 30, 2024, the Company recognized expense from income taxes of \$ 22,189, representing an effective tax rate of (0.2%). For the nine months ended September 30, 2024, the Company recognized expense from income taxes of \$ 65,543, representing an effective tax rate of (0.2%). The Company's effective tax rate will generally differ from the U.S. Federal statutory rate of 21.0%, primarily due to the full valuation allowance as well as state taxes, permanent items, and discrete items. For the three and nine months ended September 30, 2023, the Company recognized a benefit from income taxes of \$2,113,581 and \$6,611,712, respectively.

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Note 10 – Commitments and Contingencies

Lease Obligations

The Company leases administrative, R&D, sales and marketing and manufacturing facilities under non-cancellable operating leases and leases cancellable with one month notice. The Company expenses the cancelable leases in the period incurred in accordance with the practical expedient elected.

The components of lease expense are summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating lease costs	\$ 258,145	\$ 244,941	\$ 761,986	\$ 529,089
Short-term lease costs	8,250	38,110	46,039	192,261
Total lease costs	<u>\$ 266,395</u>	<u>\$ 283,051</u>	<u>\$ 808,025</u>	<u>\$ 721,350</u>

As of September 30, 2024, the maturities of the Company's lease liabilities are as follows:

	Year Ending December 31,
2024 (remainder)	\$ 251,210
2025	1,018,383
2026	714,630
2027	300,591
2028	308,462
Thereafter	-
Total lease payments	2,593,276
Less: imputed interest	224,431
Present value of operating lease liabilities	2,368,845
Less: current portion	896,745
Long-term portion	<u>\$ 1,472,100</u>

Other information related to operating leases was as follows:

	Nine Months Ended September 30, 2024
Cash paid for operating leases included in operating cash flows	\$ 785,851
Remaining lease term of operating leases	3.0
Discount rate of operating leases	6.3%

Litigation

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

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The Company is a defendant in two class action claims and four derivative actions claiming that the Company promulgated false and misleading press releases to increase the price of our stock to improperly benefit the officers and directors of the Company. The plaintiffs demand compensatory damages sustained as a result of the Company's alleged wrongdoing in an amount to be proven at trial. The Company is also a party to three civil actions, two in the US and the other in the United Kingdom. Each of the civil actions is based on breach of contract claims against the Company. The Company believes these lawsuits are without merit and intends to defend the cases vigorously. The Company is unable to estimate a range of loss, if any, that could result were there to be an adverse final decision in these cases. As of the date of this report, the Company does not believe it is probable that these cases will result in an unfavorable outcome; however, if an unfavorable outcome were to occur in these cases, it is possible that the impact could be material to the Company's results of operations in the period(s) in which any such outcome becomes probable and estimable.

Note 11 – Share Repurchase Program

In March 2022, the Company's Board of Directors authorized a share repurchase program that would allow the Company to repurchase up to \$ 30.0 million of CODX common stock. The repurchase program does not obligate the Company to acquire any particular number of common shares, and the repurchase program may be suspended or discontinued at any time at the Company's discretion. The timing and amount of any share repurchases under the share repurchase program will be determined by Co-Diagnostics' management at its discretion based on ongoing assessments of the capital needs of the business, the market price of the Company's common stock, corporate and regulatory requirements, and general market conditions.

For accounting purposes, common stock repurchased under the stock repurchase program is recorded based upon the transaction date of the applicable trade. Such repurchased shares are held in treasury and are presented using the cost method. These shares are not retired and are considered issued but not outstanding. No shares were repurchased during the three or nine months ended September 30, 2024.

Note 12 – Related Party Transactions

In 2023, the Company entered into a services agreement with CoSara Diagnostics Pvt Ltd ("CoSara"), our joint venture for manufacturing in India, under which CoSara provides certain research and development consulting and support services. The Company recognized \$181,878 and \$361,843 of expense related to this agreement during the three and nine months ended September 30, 2024, respectively. The Company recognized \$70,000 of expense for the three and nine months ended September 30, 2023.

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

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" that involve risks and uncertainties. All statements other than statements of historical fact contained in this Quarterly Report and the documents incorporated by reference herein, including statements regarding future events, our future financial performance, business strategy, and plans and objectives of management for future operations, are forward-looking statements. We have attempted to identify forward-looking statements by terminology including "anticipates," "believes," "can," "continue," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "should," or "will" or the negative of these terms or other comparable terminology. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy. These statements are only predictions and involve known and unknown risks, uncertainties and other factors and the documents incorporated by reference herein, which may affect our or our industry's actual results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Moreover, we operate in a highly regulated, very competitive, and rapidly changing environment. New risks emerge from time to time, and it is not possible for us to predict all risk factors, nor can we address the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause our actual results to differ materially from those contained in any forward-looking statements.

These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed under the heading "Risk Factors" in other documents we file with the SEC, including our Annual Report on form 10-K for the year ended December 31, 2023. The following discussion should be read in conjunction with the Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on March 14, 2024, and the audited financial statements and notes included therein.

As used in this Quarterly Report, the terms "we", "us", "our", and "Co-Diagnostics" means Co-Diagnostics, Inc., a Utah corporation and its consolidated subsidiaries (the "Company"), unless otherwise indicated.

Executive Overview

The following management's discussion and analysis of financial condition and results of operations describes the principal factors affecting the results of our operations, financial condition, and changes in financial condition. This discussion should be read in conjunction with the accompanying unaudited financial statements and notes thereto included elsewhere in this report. The information contained in this discussion is subject to a number of risks and uncertainties. We urge you to review carefully the section of this report entitled "**Cautionary Note Regarding Forward-Looking Statements.**"

Business Overview

Co-Diagnostics, Inc., a Utah corporation (the "Company" or "CODX"), develops, manufactures and sells reagents used for diagnostic tests that function via the detection and/or analysis of nucleic acid molecules (DNA or RNA), including robust and innovative molecular tools for detection of infectious diseases, liquid biopsy for cancer screening, and agricultural applications. Our diagnostics systems enable dependable, low-cost, molecular testing for organisms and genetic diseases by automating or simplifying historically complex procedures in both the development and administration of tests. CODX's technical advance involves a novel, patented approach to PCR test design of primer and probe structure ("Co-Primers®") that eliminates one of the key vexing issues of PCR amplification: the exponential growth of primer-dimer pairs (false positives and false negatives) which adversely interferes with identification of the target DNA/RNA. Using our proprietary test design system and proprietary reagents, we have designed and obtained regulatory approval to sell PCR diagnostic tests for the detection of COVID-19, influenza, tuberculosis, hepatitis B and C, human papillomavirus, malaria, chikungunya, dengue, and the Zika virus. These initial diagnostic tests are cleared for use in clinical labs only and not for point-of-care or at-home use.

We are currently developing a unique, groundbreaking portable diagnostic device and test system designed for point-of-care and at-home use. The system is comprised of our PCR instrument that we refer to as the Co-Dx™ PCR Pro™ instrument, our proprietary diagnostic test cup system and a mobile application to be installed on the user's mobile device. We refer to the system as the "Co-Dx™ PCR platform that is being designed to bring affordable, reliable polymerase chain reaction ("PCR") testing to patients in point-of-care and at-home settings. The Co-Dx PCR platform is subject to U.S. Food and Drug Administration ("FDA") review and is not available for sale at the time of this filing. In June 2024, we completed our first U.S. Food and Drug Administration (FDA) application for 510(k) clearance for the Co-Dx™ PCR Pro™ instrument, and the Co-Dx PCR COVID-19 Test for over-the-counter (OTC) use. We have received acknowledgement from the FDA that the 510(k) application was received and is under review. Additionally, in December 2023, we submitted the Co-Dx PCR platform for review by the U.S. Food and Drug Administration (FDA) for Emergency Use Authorization (EUA). There is no guarantee that our Co-Dx PCR platform will receive the necessary regulatory approvals for commercialization, or that, if regulatory approval is received, we will be able to successfully commercialize this platform.

Technology

We believe our proprietary molecular diagnostics technology is paving the way for innovation in disease detection and life sciences research through our enhanced detection of genetic material. For various reasons, including owning our own platform, we believe we will be able to accomplish this faster and more economically than some competitors, allowing for significant margins while still positioning ourselves as a low-cost provider of molecular diagnostics and screening services. For example, we were the first US-based company to receive a CE-marking for a COVID-19 test in early 2020, as we worked to help slow the spread of the pandemic through our global network of distributors covering clinical labs in more than 50 countries. Our Logix Smart® COVID-19 test was designed, developed, submitted for regulatory approval and ready to be used as an in vitro diagnostic or IVD in countries that accept a CE Mark as approval for use of the test in a period of just over 30 days. This is a real-world example of how the CODX technology can be used in an evolving epidemic or pandemic to get diagnostic tools in the hands of medical professionals in a timely manner. It can be similarly used to design a test for mutated strains of the virus should they not be detectable using currently available tests.

In addition, continued development has demonstrated the unique properties of our CoPrimer technology that we believe makes it ideally suited for a variety of applications where specificity is key to optimal results, including multiplexing several targets, enhanced Single Nucleotide Polymorphism ("SNP") detection and enrichment for next generation sequencing.

Our scientists use the complex mathematics of DNA/RNA PCR test design to engineer and optimize PCR tests and to automate algorithms that rapidly screen millions of possible options to pinpoint the optimum design. The intellectual property we use in our business consists of the predictive mathematical algorithms and patented molecular structure used in the testing process, which together represent a major advance in PCR testing systems. CODX technologies are now protected by more than 20 granted or pending US and foreign patents, as well as certain trade secrets and copyrights. Ownership of our proprietary platform permits us the advantage of avoiding payment of patent royalties required by other PCR test systems, which may allow the sale of diagnostic PCR tests at a lower price than competitors, while enabling us to maintain profit margins.

Our proprietary test design process involves identifying the optimal locations on the target genes for amplification and pair the locations with the optimized primer and probe structure to achieve outputs that meet the design input requirements identified from market research. This is done by following planned and documented processes, procedures and testing. In other words, we use the data resulting from our tests to verify whether we succeeded in designing what we intended. Verification involves a series of testing that concludes that the product is ready to proceed to validation in an evaluation either in our laboratory or in an independent laboratory setting using initial production tests to confirm that the product as designed meets the user needs.

Using our proprietary test design system and proprietary reagents, we have designed and obtained regulatory approval in the European Community and in India to sell PCR diagnostic tests for the detection of COVID-19, influenza, tuberculosis, hepatitis B and C, human papillomavirus, malaria, chikungunya, dengue, and the Zika virus. In the United States, we obtained Emergency Use Authorization ("EUA") for our Logix Smart® COVID-19 detection test from the Food and Drug Administration, or FDA, and we sell that test to qualified labs. In addition, our COVID-19 detection test and certain of our other suite of COVID-19 products have been approved for sale in countries such as the United Kingdom, Australia and Mexico by the regulatory bodies in those countries and have been registered for sale in many more countries. In connection with the sale of our tests we may sell diagnostic equipment from other manufacturers as self-contained lab systems (which we refer to as the "MDx Device").

In addition to testing for infectious disease, the technology lends itself to identifying any section of a DNA or RNA strand that describes any type of genetic trait, which creates several significant applications. We, in conjunction with our customers, have designed and licensed tests that identify genetic traits in plant and animal genomes. We also have three multiplexed tests developed to test mosquitos for the identification of diseases carried by the mosquitos to enable municipalities to concentrate their efforts in managing mosquito populations on the specific areas known to be breeding the mosquitos that carry deadly viruses.

RESULTS OF OPERATIONS

The Three Months Ended September 30, 2024 Compared to the Three Months ended September 30, 2023

Revenues

For the three months ended September 30, 2024, we generated revenues of \$641,141, compared to revenues of \$2,457,098 for the three months ended September 30, 2023. Grant revenue accounted for \$434,265 of revenue for the three months ended September 30, 2024, compared to \$2,320,565 for the three months ended September 30, 2023. The decrease in grant revenue was primarily due to the timing of the achievement of certain milestones under various grants the Company was awarded.

Cost of Revenues

We recorded cost of revenues of \$297,403 for the three months ended September 30, 2024, compared to \$255,772 for the three months ended September 30, 2023. The increase in cost of revenues is primarily due to higher inventory obsolescence costs recorded in the current quarter versus the prior year comparable period.

Expenses

We incurred total operating expenses of \$10,578,675 for the three months ended September 30, 2024, compared to total operating expenses of \$11,137,277 for the three months ended September 30, 2023. The decrease in operating expenses was primarily due to decreased stock-based compensation expense, and expense related to clinical trials for the Co-Dx PCR platform. These decreases were partially offset by increased legal expenses.

Our sales and marketing expenses for the three months ended September 30, 2024 were \$1,059,745, compared to \$1,904,395 for the three months ended September 30, 2023. The decrease was primarily a result of decreased stock-based compensation expense, tradeshow and travel expenses, and outside consulting and professional services expenses.

General and administrative expenses were \$4,287,380 for the three months ended September 30, 2024, compared to \$3,147,753 for the three months ended September 30, 2023. The increase in general and administrative expenses was primarily due to increased legal expenses, partially offset by decreases in stock-based compensation expense and professional services expenses.

Our research and development expenses were \$4,880,315 for the three months ended September 30, 2024, compared to \$5,788,789 for the three months ended September 30, 2023. The decrease was primarily a result of decreased expenses related to development of and clinical trials for the Co-Dx PCR platform and stock-based compensation expense, partially offset by increases in consulting and professional services expenses.

Other Income

For the three months ended September 30, 2024 we had total other income of \$560,671, compared to total other income of \$840,176 for the three months ended September 30, 2023. The decrease in other income is primarily due to a change in the fair value of contingent consideration liabilities and decreased realized gains from investments in marketable securities.

Net Loss

We realized a net loss for the three months ended September 30, 2024 of \$9,696,455, compared to a net loss for the three months ended September 30, 2023 of \$5,982,194. The increase in net loss was primarily the result of a decrease in grant revenue, partially offset by a decrease in operating expenses, as well as changes in the fair value of acquisition contingencies and income related to investments in marketable securities. Additionally, we recorded income tax expense of \$22,189 for the three months ended September 30, 2024, compared to an income tax benefit of \$2,113,581 for the three months ended September 30, 2023. The primary reason for the change in the provision for income taxes is a result of the Company now being in a full valuation allowance.

The Nine Months Ended September 30, 2024 Compared to the Nine Months ended September 30, 2023

Revenues

For the nine months ended September 30, 2024, we generated revenues of \$3,765,835, compared to revenues of \$3,256,861 for the nine months ended September 30, 2023. Grant revenue accounted for \$3,145,112 of revenue for the nine months ended September 30, 2024, compared to \$2,320,565 for the nine months ended September 30, 2023. The decrease in product revenue of \$315,573 was primarily due to lower sales of our Logix Smart COVID-19 test throughout the world. The increase in grant revenue was primarily due to the achievement of certain milestones under various grants the Company was awarded.

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Cost of Revenues

We recorded cost of revenues of \$744,056 for the nine months ended September 30, 2024, compared to \$1,217,108 for the nine months ended September 30, 2023. The decrease in cost of revenues of \$473,052 is primarily due to lower inventory obsolescence reserves being recorded in the current year versus the prior year comparable period.

Expenses

We incurred total operating expenses of \$31,196,065 for the nine months ended September 30, 2024, compared to total operating expenses of \$32,920,793 for the nine months ended September 30, 2023. The decrease in operating expenses was primarily due to decreased stock-based compensation expense, bad debt expense and expense related to development of and clinical trials for the Co-Dx PCR platform. These decreases were partially offset by increased personnel related expenses and legal expenses.

Our sales and marketing expenses for the nine months ended September 30, 2024 were \$3,664,670, compared to \$5,343,692 for the nine months ended September 30, 2023. The decrease was primarily a result of decreased stock-based compensation expense, tradeshow and travel expenses, website development expenses and personnel related expenses.

General and administrative expenses were \$10,338,568 for the nine months ended September 30, 2024, compared to \$9,875,613 for the nine months ended September 30, 2023. The increase in general and administrative expenses was primarily due to increased legal expenses, partially offset by decreases in stock-based compensation expense, bad debt expense, professional services expense and insurance expense.

Our research and development expenses were \$16,172,684 for the nine months ended September 30, 2024, compared to \$16,783,892 for the nine months ended September 30, 2023. The decrease was primarily a result of decreased expenses related to development of and clinical trials for the Co-Dx PCR platform and stock-based compensation expense, partially offset by increases in personnel, consulting and professional services expenses.

Other Income

For the nine months ended September 30, 2024, we had total other income of \$1,632,013, compared to total other income of \$3,612,918 for the nine months ended September 30, 2023. The decrease in other income is primarily due to a change in the fair value of contingent consideration liabilities, an increased loss related to the Company's joint venture investment, and decreased realized gains from investments in marketable securities, partially offset by increased interest income.

Net Loss

We realized a net loss for the nine months ended September 30, 2024 of \$26,607,816, compared to a net loss for the nine months ended September 30, 2023 of \$20,656,410. The larger net loss was primarily the result of changes in the fair value of acquisition contingencies and income taxes, partially offset by an increase in grant revenue combined with a decrease in operating expenses. We recorded income tax expense of \$65,543 for the nine months ended September 30, 2024, compared to an income tax benefit of \$6,611,712 for the nine months ended September 30, 2023. The primary reason for the change in the provision for income taxes is a result of the Company now recording a full valuation allowance.

Liquidity and Capital Resources

At September 30, 2024, we had cash and cash equivalents of \$10,797,630. Additionally, we had \$26,864,571 of marketable investment securities that could readily be converted into cash if needed. Additionally, our total current assets of September 30, 2024, were \$40,103,158 compared to total current liabilities of \$5,797,977.

Net cash used in operating activities during the nine months ended September 30, 2024 was \$20,924,039, compared to \$17,303,239 for the nine months ended September 30, 2023. The increase in cash used in operating activities was primarily due to a decrease in cash collections from customers and granting agencies and the impact of non-cash items.

Net cash provided by investing activities during the nine months ended September 30, 2024 was \$16,804,791, primarily from maturities of marketable investment securities, compared to \$5,773,590 during the nine months ended September 30, 2023.

Net cash used in financing activities was \$0 for the nine months ended September 30, 2024, compared to \$1,204,256 for the same period in the prior year. This is due to the repurchase of outstanding common shares during the prior period, compared to no such repurchases in the current period.

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Since commencing sales of our Logix Smart COVID-19 test in March 2020, we have used our cash generated from those sales to fund the purchase of inventories and the development of our Co-Dx PCR platform, and to pay our operating expenses. We have increased our work force most significantly in research and development in order to continue development of the Co-Dx PCR platform and additional tests that will enable continued use of our distributor network to sell additional products throughout the world.

We believe that our existing capital resources and the cash generated from future sales will be sufficient to meet our projected operating requirements for the next 12 months. However, our available capital resources may be consumed more rapidly than currently expected and we may need or want to raise additional financing for strategic opportunities. It is anticipated that the Company will continue to generate operating losses and use cash in operations in the near term. If needed, we expect additional investment capital to come from additional issuances of our common stock or other equity-based securities with existing and new investors similar to those that have provided funding in the past. On March 16, 2023, the Company entered into an Equity Distribution Agreement with Piper Sandler & Co. ("Piper"), pursuant to which we may sell from time to time, shares of our common stock, having an aggregate offering price of up to \$50.0 million through Piper, as agent. The Company is subject to General Instruction I.B.6 of Form S-3 which limits the amounts that we may sell under the Equity Distribution Agreement over a 12-month period to an amount equal to or less than one-third of our public float. On October 18, 2024, the Company filed a Prospectus Supplement with the SEC reducing the amount available for sale under the Equity Distribution Agreement to \$17.1 million. No shares have been sold under the distribution agreement as of September 30, 2024. We may not be able to secure financing in a timely manner or on favorable terms, if at all.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not required under Regulation S-K for "smaller reporting companies."

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15l and 15d-15(e) under the Exchange Act that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2024. Based on the evaluation of our disclosure controls and procedures as of September 30, 2024, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

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

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

There have been no material developments to the legal proceedings previously disclosed under Part I. Item 3 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Item 1A. Risk Factors.

Not required under Regulation S-K for "smaller reporting companies."

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

None.

Dividends

We have never declared or paid any cash dividends on our capital stock. The payment of dividends on our common stock in the future will depend on our earnings, capital requirements, operating and financial condition and such other factors as our board of directors may consider appropriate. We currently expect to use all available funds to finance the future development and expansion of our business and do not anticipate paying dividends on our common stock in the foreseeable future.

Pursuant to Section 16-10a-640 of the Utah Revised Business Corporation Act, no distribution may be made if, after giving it effect:

- (a) the corporation would not be able to pay its debts as they become due in the usual course of business; or
- (b) the corporation's total assets would be less than the sum of its total liabilities plus, unless the articles of incorporation permit otherwise, the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Effective as of November 4, 2024, the Board of Directors of Co-Diagnostics, Inc. (the "Company"), approved an amendment (the "Amendment") to the Company's Amended and Restated Bylaws (the "Bylaws"). The Amendment modifies the Company's Bylaws to eliminate the classification of the Board of Directors and provide that all members of the Board of Directors are elected annually. The Amendment also makes various conforming changes to the Bylaws to reflect the de-classification of the Board of Directors. The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 6. Exhibits

Exhibit Index

(a) Exhibits

Exhibit	Number Description
3.1*	Amendment to the Amended and Restated Bylaws
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File

* Filed herewith.

Management Contract or Compensatory Plan or Arrangement

SIGNATURES

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

CO-DIAGNOSTICS, INC.

Date: November 7, 2024

By: /s/ Dwight H. Egan

Name: Dwight H. Egan

Title: Chief Executive Officer and Principal Executive Officer

Date: November 7, 2024

By: /s/ Brian Brown

Name: Brian Brown

Title: Chief Financial Officer and Principal Financial and Accounting Officer

**AMENDED AND RESTATED
BYLAWS
OF
CO-DIAGNOSTICS, INC.
A Utah Corporation**

(as ~~adopted~~^{amended} by the Board of Directors on ~~March 31, 2022~~^{November 4, 2024})

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ARTICLE I. CORPORATE OFFICES.

Section 1.1. Registered Office and Agent. The registered office of Co-Diagnostics, Inc. (the "Company") within the State of Utah shall be located in such location as the Company's board of directors shall, from time-to-time, establish. The registered agent shall be such person or entity as the board of directors may in its sole discretion designate.

Section 1.2. Other Offices. The board of directors may at any time establish other offices at any place or places, either within or outside of the State of Utah, where the corporation is qualified to do business.

ARTICLE II. MEETINGS OF STOCKHOLDERS.

Section 2.1. Place of Meetings. Meetings of stockholders shall be held at any place designated by the board of directors (a) within or outside the State of Utah, or (b) by means of remote communication (a "Virtual Meeting"), in each case as may be determined by the board of directors from time to time. In the absence of any such designation, stockholders' meetings shall be held at the registered office of the Company, or the board of directors may, in its sole discretion, determine that the meeting shall not be held at any place, but will instead be held solely by means of remote communication as provided under Section 16-10a-708 of the Utah Revised Business Corporation Act ("URBCA").

Section 2.2. Annual Meetings. The annual meeting of stockholders shall be held each year on a date and at a time designated by the board of directors, which date shall be within thirteen (13) months of the last annual meeting of the stockholders or, if no such meeting has been held, the date of incorporation. At the meeting, directors shall be elected, and any other proper business may be transacted.

Section 2.3. Special Meetings. Except as otherwise required by law, special meetings of the stockholders may be called only by the board of directors pursuant to a resolution approved by the affirmative vote of a majority of the directors then in office. Only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders of the corporation, unless otherwise required by law.

Section 2.4. Notice of Stockholders' Meetings. All notices of meetings of stockholders shall be in the form of a writing or electronic transmission and shall be sent or otherwise given to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting in accordance with Section 2.5 of these bylaws not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called. The means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting shall also be provided in the notice.

Section 2.5. Manner of Giving Notice; Affidavit of Notice. Notice of any meeting of stockholders, if mailed, is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation, or if electronically transmitted as provided in Section 8.1 of these bylaws. An affidavit of the secretary or an assistant secretary or of the transfer agent of the corporation that the notice has been given by mail or by a form of electronic transmission, as applicable, shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

Section 2.6. Quorum. The holders of thirty-three and one-third percent (33⅓%) of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum is not present or represented at any meeting of the stockholders, then either (i) the chairperson of the meeting or (ii) the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any questions brought before such meeting, unless the question is one upon which, by express provision of the bylaws, the URBCA or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of the question.

Section 2.7. Adjourned Meeting; Notice. When a meeting is adjourned to another time or place, unless these bylaws otherwise require, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 2.8. Conduct of Business. The chairperson of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such matters as the regulation of the manner of voting and the conduct of business.

Section 2.9. Voting. The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.12 of these bylaws and subject to the provisions of Sections 16-10a-721, 16-10a-722, 16-10a-730, and 16-10a-731 of the URBCA (relating to voting rights of fiduciaries, pledgors, and joint owners of stock and to voting trusts and other voting agreements). The corporation may, and to the extent required by law, shall, in advance of any meeting of the stockholders, appoint one or more inspectors to act at the meeting and make a written report thereof. The corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of the stockholders, the person presiding at the meeting may, and to the extent required by law, shall, appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. Every vote taken by ballots shall be counted by a duly appointed inspector or inspectors.

Each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder or by proxy for each share of the capital stock having voting power held by such stockholder.

~~A nominee for director shall be elected to the board of directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the secretary of the corporation receives a notice that a stockholder has nominated a person for election to the board of directors in compliance with the certificate of incorporation and these bylaws, to the extent applicable, and applicable law and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth day before the corporation first mails its notice of meeting for such meeting to the stockholders. If directors~~At each election of directors, unless otherwise provided in the certificate of incorporation or the URBCA, every shareholder entitled to vote at the election has the right to cast, in person or by proxy, all of the votes to which the shareholder's shares are entitled for as many persons as there are directors to be elected and for whose election the shareholder has the right to vote. Directors are to be elected by a plurality of the votes cast ~~, stockholders shall not be permitted to vote against a nominee~~ by the shares entitled to vote in the election, at a meeting of shareholders at which a quorum is present. The corporation shall not directly or indirectly vote any shares of its own stock; provided, however, that the corporation may vote shares which it holds in a fiduciary capacity to the extent permitted by law.

Section 2.10. Waiver of Notice. Whenever notice is required to be given under any provision of the URBCA, the certificate of incorporation, or these bylaws, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need to be specified in any written waiver of notice, or any waiver by electronic transmission, unless so required by the certificate of incorporation or these bylaws.

Section 2.11. Action Without a Meeting. Any action required or permitted to be taken by the stockholders of the Corporation may be effected only at a duly called annual or special meeting of the stockholders of the Company and may not be effected by written consent.

Section 2.12. Record Date for Stockholder Notice; Voting; Giving Consents. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action.

If the board of directors does not so fix a record date:

- (a) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and
- (b) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 2.13. Nominations and Proposals for Annual Meetings of Stockholders.

(a) Nominations of persons for election to the board of directors of the corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the corporation's notice of meeting, (ii) by or at the direction of the board of directors, or (iii) by any stockholder of the corporation who (A) was a stockholder of record at the time of giving of the notice provided for in this Section 2.13 and at the time of the annual meeting, (B) is entitled to vote with respect to such matter at the meeting, and (C) complies with the notice procedures set forth in this Section 2.13. At any annual meeting of stockholders, the presiding officer of such meeting may announce the nominations and other business to be considered which are set forth in the corporation's notice of meeting and proxy statement and, by virtue thereof, such nominations and other business so announced shall be properly brought before such meeting and may be considered and voted upon by the stockholders of the corporation entitled to vote thereat without further requirement of nomination, motion, or second.

(b) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of paragraph (a) of this Section 2.13, the stockholder making such nominations or proposing such other business must theretofore have given timely notice thereof in writing to the secretary of the corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the secretary at the principal executive offices of the corporation not later than the close of business on the 75th day nor earlier than the close of business on the 125th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not later than the close of business on the later of (x) the 75th day prior to the scheduled date of such annual meeting or (y) the 15th day following the day on which public announcement of the date of such meeting is first made by the corporation. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. To be in proper form, a stockholder's notice to the secretary must:

(1) set forth, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (A) the name and address of such stockholder, as they appear on the corporation's books, and of such beneficial owner, if any, (B) the class or series and number of shares of the corporation that are, directly or indirectly, owned beneficially and of record by such stockholder and such beneficial owner, if any, as of the date of such notice (which information shall be supplemented by such stockholder and beneficial owner not later than 10 days after the record date for the meeting to disclose such ownership as of the record date), and (C) any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act");

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(2) if the notice relates to any business other than the nomination of a director that the stockholder proposes to bring before the meeting, set forth (A) a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such stockholder and beneficial owner, if any, in such business, and (B) a description of all agreements, arrangements and understandings between such stockholder and beneficial owner and any other person or persons (including their names) in connection with the proposal of such business by such stockholder;

(3) set forth, as to each person, if any, whom the stockholder proposes to nominate for election or reelection as a director (A) all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and (B) a description of all direct and indirect compensation and other monetary agreements, arrangements and understandings during the past three years, and any other relationships, between or among such stockholder and beneficial owner, if any, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the stockholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, or any Affiliate or associate thereof or person acting in concert therewith, were the "registrant" for purposes of such rule and the nominee were a director or executive officer of such registrant; and

(4) with respect to each nominee for election or reelection to the board of directors, include the completed and signed questionnaire, representation, and agreement required by Section 2.13(d) below. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as an independent director of the corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee.

(c) Notwithstanding anything in the second sentence of paragraph (b) of this Section 2.13 to the contrary, in the event that the number of directors to be elected to the board of directors of the corporation at an annual meeting is increased, whether by increase in the size of the board of directors, or by any vacancy in the board of directors to be filled at such annual meeting, and there is no public announcement by the corporation naming all of the nominees for directors or specifying the size of the increased board of directors at least 75 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 2.13 shall also be considered timely, but only with respect to nominees for any such vacant positions and for any new positions created by such increase, if it shall be delivered to the secretary at the principal executive offices of the corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the corporation.

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(d) To be eligible to be a nominee for election or reelection as a director of the corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under paragraphs (b) and (c) above) to the secretary of the corporation at the principal executive offices of the corporation a completed, written and signed questionnaire (in the form customarily used by the corporation for its directors) with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the secretary upon written request) and a written representation and agreement (in the form provided by the secretary upon written request) that such person:

(1) is not and will not become a party to (A) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the corporation or (B) any Voting Commitment that could limit or interfere with such persons' ability to comply, if elected as a director of the corporation, with such person's fiduciary duties under applicable law;

- (2) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein; and
- (3) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality, and stock ownership and trading policies and guidelines of the corporation.

Notwithstanding the foregoing provisions of this Section 2.13, a stockholder shall also comply with all applicable requirements of the Exchange Act, and the rules and regulations thereunder with respect to the matters set forth in this Section 2.13, and nothing in this Section 2.13 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act (or any successor provision thereof) and, to the extent required by such rule, have such proposals considered and voted on at an annual meeting.

(e) General.

- (1) Only such persons who are nominated in accordance with the procedures set forth in this Section shall be eligible to serve as directors and only such business shall be conducted at a meeting of the stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section. Except as otherwise provided by law or these Bylaws, the chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in these Bylaws and, if any proposed nomination or business is not in compliance herewith, to declare that such defective proposal or nomination shall be disregarded.
- (2) For purposes of this Section, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or successor entity or comparable national news service or in a document publicly filed by the Corporation with the U.S. Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.
- (3) Notwithstanding the foregoing provisions of this Section, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth herein. Nothing in this Section shall be deemed to affect any rights (i) of the stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock of the Corporation to elect directors under specified circumstances.
- (4) Notwithstanding the foregoing provisions of this Section, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of the stockholders of the Corporation to make his, her or its nomination or propose any other matter, such nomination shall be disregarded and such other proposed matter shall not be transacted, even if proxies in respect of such vote have been received by the Corporation. For purposes of this Section, to be considered a "qualified representative" of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of the stockholders, and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the commencement of the meeting of the stockholders.

Section 2.14. List of Stockholders Entitled to Vote. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address (but not the electronic address or other electronic contact information) of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting (i) during ordinary business hours, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held or (ii) by a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is only available to the stockholders. If the meeting is to be held at a place, then the list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. Such list shall presumptively determine the identity of the stockholders entitled to vote at the meeting and the number of shares held by each of them.

Section 2.15. Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A proxy shall be deemed signed if the stockholder's name is placed on the proxy (whether by manual signature, typewriting, facsimile, electronic or telegraphic transmission or otherwise) by the stockholder or the stockholder's attorney-in-fact. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may remain irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally.

ARTICLE III. DIRECTORS.

Section 3.1. Powers. Subject to the provisions of the URBCA and any limitation in the certificate of incorporation or these bylaws relating to action required to be approved by the stockholders or by the outstanding shares, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 3.2. Number and Classification of Directors. The board of directors shall consist of three or more members but no more than ten, the number thereof to be determined from time to time by resolution of the board of directors. ~~The board of directors shall be divided into three classes as nearly equal in number as possible, being Class I, Class II and Class III. Each director shall serve for a term ending on the third annual meeting following the annual meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending on the annual meeting following their first election or appointment as Class I directors, the directors first appointed to Class II shall serve for a term ending on the second annual meeting following their first appointment as Class II directors, and the directors first appointed to Class III shall serve a full term as hereinabove provided. The foregoing notwithstanding, each director shall serve.~~ Directors need not be shareholders or residents of the State of Utah. Directors shall hold office until the next Annual Meeting and until his or her successor shall have been ~~duly~~ elected and qualified, or until he or she becomes disabled or is otherwise removed. ~~The board of directors is authorized to assign members of the Board already in office to such classes as it may determine at the time the classification of the Board of Directors becomes effective.~~ Such director's earlier death, resignation or removal. No reduction

Section 3.3. Election and Removal of Directors; Vacancies.

(a) ~~At each annual meeting of stockholders, directors chosen to succeed those whose terms then expire shall be elected for a full term ending upon the expiration of the term applicable to each such class as set forth in Section 3.2. Subject to the foregoing, directors elected to fill a vacancy shall hold office for a term expiring at the annual meeting at which the term of the class to which they shall have been elected or assigned expires. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director.~~

(a) (b) Subject to the rights of the holders of any series of preferred stock or any other series or class of stock to elect additional directors under specific circumstances, any director may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 60 percent of the voting power of the then outstanding shares entitled to vote at an election of directors, voting together as a single class.

(b) (c) Subject to applicable law and the rights of the holders of any series of preferred stock or any other series or class of stock, and unless the board of directors otherwise determines, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors, and in the event that there is only one director remaining in office, by such sole remaining director, and directors so chosen shall hold office for a term expiring at the ~~next~~ annual meeting of stockholders ~~at which the term of office of the class to which they have been appointed expires~~ and until such director's successor shall have been duly elected and qualified.

Section 3.4. Place of Meetings; Remote Meetings. The board of directors of the corporation may hold meetings, both regular and special, either within or outside the State of Utah. Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone, video, or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.5. Regular Meetings. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 3.6. Special Meetings; Notice. Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairperson of the board, the chief executive officer, or any two (2) directors.

Notice of the time and place of special meetings shall be:

(a) delivered personally by hand, by courier or by telephone;

(b) sent by United States first-class mail, postage prepaid; or

(c) sent by electronic mail, in each case directed to each director at that director's address, telephone number, or electronic mail address, as the case may be, as shown on the corporation's records.

If the notice is (i) delivered personally by hand, by courier or by telephone, or (ii) sent by electronic mail, it shall be delivered or sent at least forty-eight (48) hours before the time of the holding of the meeting. If the notice is sent by United States mail, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. Any oral notice may be communicated to a director. The notice need not specify the place of the meeting (if the meeting is to be held at the corporation's principal executive office) nor the purpose of the meeting.

Section 3.7. Quorum. At all meetings of the board of directors, a majority of the authorized number of directors then in office shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum is not present at any meeting of the board of directors, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 3.8. Waiver of Notice. Whenever notice is required to be given under any provision of the URBCA, the certificate of incorporation, or these bylaws, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor other purpose of, any regular or special meeting of the directors, or a committee of directors, need to be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of incorporation or these bylaws.

Section 3.9. Board Action by Written Consent Without a Meeting. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission.

Section 3.10. Fees and Compensation of Directors. Unless otherwise restricted by the certificate of incorporation or these bylaws, the board of directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 3.11. Approval of Loans. The corporation shall not, either directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director, executive officer (or equivalent thereof), or control person, but may lend money to and use its credit to assist any employee, excluding such executive officers, directors, or other control persons of the corporation or of a subsidiary, whenever, in the judgment of the directors, such loan, guarantee, or assistance may reasonably be expected to benefit the corporation. The loan, guarantee or other assistance may be with or without interest and may be unsecured or

secured in such manner as the board of directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing contained in this section shall be deemed to deny, limit or restrict the powers of guarantee or warranty of the corporation at common law or under any statute.

Section 3.12. Removal of Directors. Unless otherwise restricted by statute, by the certificate of incorporation or by these bylaws, any director or the entire board of directors may be removed, only with cause and only by an affirmative vote of the holders of at least 75% of the shares then entitled to vote at a meeting of the stockholders called for that purpose. At least thirty (30) days prior to any meeting of stockholders at which it is proposed that any director be removed from office, written notice of such proposed removal shall be sent to the director whose removal will be considered at the meeting. For purposes of this Section 3.12, "cause" with respect to the removal of any director, shall mean only (i) conviction of a felony, (ii) declaration of unsound mind by order of a court, (iii) gross dereliction of duty, (iv) commission of any act involving moral turpitude, or (v) commission of an act that constitutes intentional misconduct or a knowing violation of law if such action in either event results both in an improper substantial personal benefit to such director and a material injury to the corporation.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

ARTICLE IV. COMMITTEES.

Section 4.1. Committees of Directors. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, with each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors or in the bylaws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers that may require it; but no such committee shall have the power or authority to (i) approve, adopt or recommend to the stockholders any action or matter the URBCA expressly requires be submitted to the stockholders for approval, or (ii) adopt, amend, or repeal the bylaws.

Section 4.2. Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 4.3. Meetings and Action of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these bylaws, Section 3.4 (place of meetings and meetings by telephone), Section 3.5 (regular meetings), Section 3.6 (special meetings and notice), Section 3.7 (quorum), Section 3.8 (waiver of notice), and Section 3.9 (action by written consent without a meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members; provided, however, that the time of regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee, that special meetings of committees may also be called by resolution of the board of directors and that notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE V. OFFICERS.

Section 5.1. Officers. The officers of the corporation shall be a chief executive officer, a chief financial officer and a secretary and such other officers (including without limitation, a chairperson of the board, president, vice presidents, assistant secretaries and a treasurer) as the board from time to time may determine. Any number of offices may be held by the same person.

Section 5.2. Appointment of Officers. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Sections Section 5.3 or Section 5.5 of these bylaws, shall be appointed by the board of directors, subject to the rights, if any, of an officer under any contract of employment.

Section 5.3. Subordinate Officers. The board of directors may appoint, or empower the chief executive officer to appoint, such other officers and agents as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the board of directors may from time to time determine.

Section 5.4. Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by an affirmative vote of the majority of the board of directors at any regular or special meeting of the board or, except in the case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5.5. Vacancies in Offices. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

Section 5.6. Chairperson of the Board. The chairperson of the board, if such an officer be elected, shall, if present, preside at meetings of the board of directors and of the stockholders at which he or she shall be present, and exercise and perform such other powers and duties as may from time to time be assigned to him by the board of directors or as may be prescribed by these bylaws. If there is no chief executive officer, then the chairperson of the board shall also be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 5.7 of these bylaws.

Section 5.7. Chief Executive Officer. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairperson of the board, if there be such an officer, the chief executive officer shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and the officers of the corporation. He or she shall, if present, preside at all meetings of the stockholders and, in the absence or nonexistence of a chairperson of the board, at all meetings of the board of directors. He or she shall have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

The chief executive officer shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 5.8. Chief Financial Officer. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital retained earnings and shares. The books of account shall at all reasonable times be open to inspection by any director.

The chief financial officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the chief executive officer and directors, whenever they request it, an account of all his transactions as chief financial officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

Section 5.9. Vice Presidents. In the absence or disability of the chief executive officer, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the chief executive officer and when so acting shall have all the powers of, and be subject to all the restrictions upon, the chief executive officer. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors, these bylaws, the chief executive officer or the chairperson of the board.

Section 5.10. Secretary. The secretary shall keep or cause to be kept, at the principal executive office of the corporation or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and stockholders. The minutes shall show the time and place of each meeting, whether regular or special (and, if special, how authorized and the notice given), the names of those present at directors' meetings or committee meetings, the number of shares present or represented at stockholders' meetings, and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal executive office of the corporation or at the office of the corporation's transfer agent or registrar, as determined by resolution of the board of directors, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates evidencing such shares, and the number and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all meetings of the stockholders and of the board of directors required to be given by law or by these bylaws. He or she shall keep the seal of the corporation, if one be adopted, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

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Section 5.11. Assistant Secretary. The assistant secretary, or, if there is more than one, the assistant secretaries in the order determined by the stockholders or board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as may be prescribed by the board of directors or these bylaws.

Section 5.12. Assistant Treasurer. The assistant treasurer, or, if there is more than one, the assistant treasurers, in the order determined by the stockholders or board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the chief financial officer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the chief financial officer and shall perform such other duties and have such other powers as may be prescribed by the board of directors or these bylaws.

Section 5.13. Representation of Shares of Other Corporations. Unless otherwise directed by the board of directors or the Chief Executive Officer, the Chief Executive Officer, the President, or the Chief Financial Officer shall have power to vote and otherwise act on behalf of the corporation, in person or by proxy, at any meeting of the stockholders or with respect to any action of the stockholders of any other corporation in which the corporation may hold securities and otherwise to exercise any and all rights and powers which the corporation may possess by reason of its ownership of securities in such other corporation.

Section 5.14. Authority and Duties of Officers. In addition to the foregoing authority and duties, all officers of the corporation shall respectively have such authority and perform such duties in the management of the business of the corporation as may be designated from time to time by the board of directors or the stockholders.

ARTICLE VI. INDEMNITY.

Section 6.1. Third-Party Actions. Subject to the provisions of this Article VI, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (if such settlement is approved in advance by the corporation, which approval shall not be unreasonably withheld) actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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Section 6.2. Actions by or in the Right of the Corporation. Subject to the provisions of this Article VI, Notwithstanding any other provision of this Article VI, no person shall be indemnified hereunder for any expenses or amounts paid in settlement with respect to any action to recover short-swing profits under Section 16(b) of the Securities Exchange Act of 1934, as amended.

Section 6.3. Successful Defense. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections Section 6.1 or Section 6.2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 6.4. Determination of Conduct. Any indemnification under Sections Section 6.1 or Section 6.2 (unless ordered by a court) shall be

made by the corporation only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections Section 6.1 or Section 6.2, as applicable. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or (ii) if such quorum is not obtainable or, even if obtainable, as a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders. Notwithstanding the foregoing, a director, officer, employee, or agent of the corporation shall be entitled to contest any determination that the director, officer, employee, or agent has not met the applicable standard of conduct set forth in Sections Section 6.1 or Section 6.2 by petitioning a court of competent jurisdiction.

Section 6.5. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding, by an individual who may be entitled to indemnification pursuant to Section Section 6.1 or Section 6.2, shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article VI.

Section 6.6. Indemnity Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 6.7. Insurance Indemnification. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this Article VI.

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Section 6.8. The Corporation. For purposes of this Article VI references to the "corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors and officers, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under and subject to the provisions of this Article VI (including, without limitation, the provisions of Section 6.4 with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued).

Section 6.9. Employee Benefit Plans. For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article VI.

Section 6.10. Indemnity Fund. Upon resolution passed by the board, the corporation may establish a trust or other designated account, grant a security interest or use other means (including, without limitation, a letter of credit), to ensure the payment of certain of its obligations arising under this Article VI and/or agreements which may be entered into between the corporation and its officers and directors from time to time.

Section 6.11. Indemnification of Other Persons. The provisions of this Article VI shall not be deemed to preclude the indemnification of any person who is not a director or officer of the corporation or is not serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, but whom the corporation has the power or obligation to indemnify under the URBCA or otherwise. The corporation may, in its sole discretion, indemnify an employee, trustee, or other agent as permitted by the URBCA. The corporation shall indemnify an employee, trustee, or other agent where required by law.

Section 6.12. Savings Clause. If this Article VI or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each person entitled to indemnification hereunder against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement with respect to any action, suit, proceeding, or investigation, whether civil, criminal or administrative, and whether internal or external, including a grand jury proceeding and an action or suit brought by or in the right of the corporation, to the full extent permitted by any applicable portion of this Article VI that shall not have been invalidated, or by any other applicable law.

Section 6.13. Continuation of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

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Section 6.14. Conflicts. No indemnification or advance shall be made under this Article VI, except where such indemnification or advance is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where it appears:

- (a) That it would be inconsistent with a provision of the certificate of incorporation, these bylaws, a resolution of the stockholders or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

ARTICLE VII. RECORDS AND REPORTS.

Section 7.1. Maintenance and Inspection of Records. The corporation shall, either at its principal executive office or at such place or places as designated by the board of directors, keep a record of its stockholders listing their names and addresses and the number and class of shares held by each stockholder, a copy of these bylaws as amended to date, accounting books, and other records.

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent in the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent so to act on behalf of the stockholder. The demand

under oath shall be directed to the corporation at its registered office in Utah or at its principal place of business.

A complete list of stockholders entitled to vote at any meeting of stockholders, arranged in alphabetical order for each class of stock and showing the address of each such stockholder and the number of shares registered in each such stockholder's name, shall be open to the examination of any such stockholder for a period of at least 10 days prior to the meeting in the manner provided by law. The stock list shall also be open to the examination of any stockholder during the whole time of the meeting as provided by law. This list shall presumptively determine the identity of the stockholders entitled to vote at the meeting and the number of shares held by each of them.

Section 7.2. Inspection by Directors. Any director shall have the right to examine the corporation's stock ledger, a list of its stockholders, and its other books and records for a purpose reasonably related to his position as a director.

ARTICLE VIII. NOTICE BY ELECTRONIC TRANSMISSION.

Section 8.1. Notice by Electronic Transmission. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders given by the corporation under any provision of the URBCA, the certificate of incorporation, or the bylaws shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given. A corporation may give a notice by electronic mail without obtaining the consent noted herein. Any such consent shall be revocable by the stockholder by written notice or electronic transmission to the corporation. Notwithstanding the foregoing, a notice may not be given by an electronic transmission from and after the time that:

- (a) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation; and
- (b) such inability becomes known to the secretary or an assistant secretary of the corporation or to the transfer agent, or other person responsible for the giving of notice.

However, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

Any notice given pursuant to the preceding paragraph shall be deemed given:

- (1) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice;
- (2) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and
- (3) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and
- (4) if by any other form of electronic transmission, when directed to the stockholder.

An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

Section 8.2. Definition of Electronic Transmission. An "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

ARTICLE IX. GENERAL MATTERS.

Section 9.1. Checks. From time to time, the board of directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

Section 9.2. Execution of Corporate Contracts and Instruments. The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 9.3. Stock Certificates; Partly Paid Shares. Shares of the corporation's stock may be certified or uncertified, as provided under Utah law, and shall be entered in the books of the corporation and registered as they are issued. Certificates representing shares of the corporation's stock shall be signed in the name of the corporation by the chairperson of the board or vice chairperson of the board or the chief executive officer or president or vice president and by the chief financial officer or an assistant treasurer or the secretary or any assistant secretary, certifying the number of shares and the class or series of shares owned by the stockholder. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

The corporation may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of each stock certificate issued to represent any such partly paid shares, upon the books and records of the corporation in the case of uncertificated partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. Upon the declaration of any dividend on fully paid shares, the corporation shall declare a dividend upon partly paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon.

Section 9.4. Special Designation on Certificates. If the corporation is authorized to issue more than one class of stock or more than one series of any class, then the powers, the designations, the preferences, and the relative, participating, optional, or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate that the corporation shall issue to represent such class or series of stock; provided, however, that, except as otherwise provided by the URBCA, in lieu of the foregoing requirements there may be set forth on the face or back of the certificate that the corporation shall issue to represent such class or series of stock a statement that the corporation will furnish without charge to each stockholder who so requests the powers, the designations, the preferences, and the relative, participating, optional, or other special rights of each class of stock or series thereof and the

Section 9.5. Lost Certificates. Except as provided in this Section 9.5, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the corporation and cancelled at the same time. The corporation may issue a new certificate of stock or uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

Section 9.6. Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the URBCA shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

Section 9.7. Dividends. The directors of the corporation, subject to any restrictions contained in (i) the URBCA or (ii) the corporation's certificate of incorporation, may declare and pay dividends upon the shares of its capital stock at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the corporation's capital stock.

Before payment of any dividend, the directors of the corporation may set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and may modify or abolish any such reserve. Such purposes shall include but not be limited to equalizing dividends, repairing or maintaining any property of the corporation, and meeting contingencies.

Section 9.8. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors and may be changed by the board of directors.

Section 9.9. Seal. The corporation may adopt a corporate seal, which shall be adopted and which may be altered by the board of directors, and may use the same by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 9.10. Transfer of Stock Certificates; Recordation of Transfer. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation, or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction in its books.

Section 9.11. Stock Transfer Agreements. The corporation shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by the URBCA.

Section 9.12. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner, shall be entitled to hold liable for calls and assessments the person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Utah.

Section 9.13. Conflicts with Certificate of Incorporation. In the event of any conflict between the provisions of the corporation's certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE X. AMENDMENTS.

Section 10.1. Amendment by Directors. Except as provided otherwise by law, these bylaws may be amended or repealed by the board of directors by the affirmative vote of a majority of the directors then in office.

Section 10.2. Amendment by Stockholders. These bylaws may be amended or repealed at any annual meeting of stockholders, or special meeting of stockholders called for such purpose, by the affirmative vote of at least seventy-five percent (75%) of the shares present in person or represented by proxy at such meeting and entitled to vote on such amendment or repeal, voting together as a single class; provided, however, that if the board of directors recommends that stockholders approve such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of a majority of the shares present in person or represented by proxy at such meeting and entitled to vote on such amendment or repeal, voting together as a single class.

ARTICLE XI. EXCLUSIVE FORUM.

Unless the corporation consents in writing to the selection of an alternative forum, the Third Judicial District Court, Salt Lake County, State of Utah shall be the sole and exclusive forum for any stockholder (including a beneficial owner of stock) to bring (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of, or claim based on, breach of a fiduciary duty owed by, or other wrongdoing by, any director, officer, or other employee of the corporation to the corporation or the corporation's stockholders (including a beneficial owner of stock), (iii) any action asserting a claim against the corporation arising pursuant to any provision of the URBCA, the corporation's Certificate of Incorporation, as amended, or these bylaws, or (iv) any action to interpret, apply, enforce or determine the validity of the corporation's Certificate of Incorporation, as amended, or bylaws, or (v) any action asserting a claim against the corporation governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of stock of the corporation shall be deemed to have notice of and consented to the provisions of this Article XI.

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002
AND RULE 13a-14 OF THE EXCHANGE ACT OF 1934**

I, Dwight H. Egan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Co-Diagnostics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2024

By: /s/ Dwight H. Egan

Dwight H. Egan
Chief Executive Officer and Principal
Executive Officer

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002
AND RULE 13a-14 OF THE EXCHANGE ACT OF 1934**

I, Brian Brown, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Co-Diagnostics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2024

By: */s/ Brian Brown*

Brian Brown
Chief Financial Officer and Principal Financial and
Accounting Officer

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

In connection with the Quarterly Report of Co-Diagnostics, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof, I, Dwight H. Egan, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2024

By: /s/ Dwight H. Egan

Dwight H. Egan
Chief Executive Officer and Principal Executive Officer

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

In connection with the Quarterly Report of Co-Diagnostics, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof, I, Brian Brown, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2024

By: */s/ Brian Brown*

Brian Brown
Chief Financial Officer and Principal Financial and Accounting Officer
