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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission file number 001-37809

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

Delaware	**47-2389984**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
545 Concord Avenue, Suite 210 **Cambridge, Massachusetts**	**02138**
(Address of principal executive offices)	(Zip Code)

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

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

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

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

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

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

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

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

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

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

As of November 4, 2024, the registrant had 8,616,010 shares of common stock, $0.001 par value per share, issued and outstanding.

NEUROBO PHARMACEUTICALS, INC.

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Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2024 (this "Report") to "we," "us," "the Company," "NeuroBo," "the Registrant" and "our" refer to NeuroBo Pharmaceuticals, Inc. and its subsidiaries.

Special Note Regarding Forward-Looking Statements

This Report contains "forward-looking statements" within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements that address future operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation, our expectations regarding our ability to execute on our commercial strategy; our expectations regarding the sufficiency of our existing cash on hand to fund our operations; the timeline for regulatory submissions, regulatory steps and potential regulatory approval of our current and future product candidates; the ability to realize the benefits of the license agreement with Dong-A ST Co., Ltd., a related party ("Dong-A"), including the impact on our future financial and operating results; the ability to integrate the product candidates into our business in a timely and cost-efficient manner; the cooperation of our contract manufacturers, clinical study partners and others involved in the development of our current and future product candidates; our ability to initiate clinical trials on a timely basis; our planned clinical trials and our ability to recruit subjects for our clinical trials; the costs related to the license agreement, known and unknown, including costs of any litigation or regulatory actions relating to the license agreement; changes in applicable laws or regulations; the effects of changes to our stock price on the terms of the license agreement and any future fundraising and other risks and uncertainties described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 ("2023 Form 10-K"), and in our other filings with the Securities and Exchange Commission (the "SEC").

Forward-looking statements are based on management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. These statements may be identified by words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "ongoing," "plan," "potential," "predict," "project," "should," "will," "would" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. In addition, statements that "we believe," "we expect," "we anticipate" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Report and management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on forward-looking statements because they speak only as of the date when made. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results or expectations, except as required by law.

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

Part I - Financial Information

Item 1. Financial Statements

NeuroBo Pharmaceuticals, Inc.
Condensed Consolidated Balance Sheets
(In thousands, except per share amounts)

	As of	
	September 30, 2024 (Unaudited)	December 31, 2023
Assets		
Current assets:		
Cash	$ 21,669	$ 22,435
Prepaid expenses and other current assets	266	77
Total current assets	21,935	22,512
Property and equipment, net	39	46
Right-of-use asset	151	202
Other assets	21	21
Total assets	$ 22,146	$ 22,781
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 1,017	$ 821
Clinical trial accrued liabilities	3,354	3,033
Accrued expenses and other current liabilities	654	592
Warrant liabilities	564	658
Related party payable	3,450	789
Lease liability, short-term	75	67
Total current liabilities	9,114	5,960
Lease liability, long-term	79	136
Total liabilities	9,193	6,096
Commitments and contingencies		
Stockholders' equity		
Preferred stock, $0.001 par value per share; 10,000 shares authorized as of September 30, 2024 and December 31, 2023; no shares issued or outstanding as of September 30, 2024 and December 31, 2023	—	—
Common stock, $0.001 par value per share, 100,000 shares authorized as of September 30, 2024 and December 31, 2023; 8,609 and 4,906 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	9	5
Additional paid–in capital	143,628	124,945
Accumulated deficit	(130,684)	(108,265)
Total stockholders' equity	12,953	16,685
Total liabilities and stockholders' equity	$ 22,146	$ 22,781

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Condensed Consolidated Statements of Operations
(Unaudited - In thousands, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating expenses:				
Research and development	$ 4,517	$ 2,292	$ 17,495	$ 5,293
General and administrative	1,742	1,601	5,729	4,926
Total operating expenses	6,259	3,893	23,224	10,219
Loss from operations	(6,259)	(3,893)	(23,224)	(10,219)
Other income (expense):				
Change in fair value of warrant liabilities	297	(87)	94	2,901
Interest income	310	162	711	162
Total other income	607	75	805	3,063
Loss before income taxes	(5,652)	(3,818)	(22,419)	(7,156)
Provision for income taxes	—	—	—	—
Net loss and comprehensive net loss	(5,652)	(3,818)	(22,419)	(7,156)
Loss per share of common stock, basic and diluted	$ (0.55)	$ (0.75)	$ (3.24)	$ (1.41)
Weighted average shares of common stock, basic and diluted	10,214,087	5,075,817	6,922,338	5,064,670

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(Unaudited - In thousands)

	Common Stock		Additional Paid–In	Accumulated	Total
	Shares	Amount	Capital	Deficit	Equity
As of January 1, 2023	3,179	$ 3	$ 117,542	$ (95,795)	$ 21,750
Issuance of stock from exercise of warrants	218	—	1,436	—	1,436
Stock-based compensation	—	—	(74)	—	(74)
Net loss	—	—	—	(2,604)	(2,604)
As of March 31, 2023	3,397	3	118,904	(98,399)	20,508
Issuance of stock from exercise of warrants	1,383	(3)	5,401	—	5,398
Stock-based compensation	—	—	24	—	24
Net loss	—	—	—	(734)	(734)
As of June 30, 2023	4,780	$ 5	$ 124,329	$ (99,133)	$ 25,196
Issuance of stock for vested restricted stock units	23	—	—	—	—
Stock-based compensation	—	—	172	—	172
Net loss	—	—	—	(3,818)	(3,818)
As of September 30, 2023	4,803	$ 5	$ 124,501	$ (102,951)	$ 21,550
As of January 1, 2024	4,906	$ 5	$ 124,945	$ (108,265)	$ 16,685
Stock-based compensation	—	—	105	—	105
Net loss	—	—	—	(6,714)	(6,714)
As of March 31, 2024	4,906	5	125,050	(114,979)	10,076
Issuance of common stock and warrants under the securities purchase agreements, net of issuance costs of $1,522	3,308	3	18,473	—	18,476
Issuance of placement agent warrants	—	—	309	—	309
Issuance of stock for vested restricted stock units	7	—	—	—	—
Stock-based compensation	—	—	134	—	134
Net loss	—	—	—	(10,053)	(10,053)
As of June 30, 2024	8,221	$ 8	143,966	(125,032)	18,942
Issuance costs in connection with the securities purchase agreements	—	—	(436)	—	(436)
Issuance of stock from exercise of warrants	351	1	—	—	1
Issuance of stock for vested restricted stock units, net of shares withheld for withholding taxes	37	—	(41)	—	(41)
Stock-based compensation	—	—	139	—	139
Net loss	—	—	—	(5,652)	(5,652)
As of September 30, 2024	8,609	$ 9	$ 143,628	$ (130,684)	$ 12,953

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited - In thousands)

	Nine Months Ended September 30,	
	2024	2023
Operating activities		
Net loss	$ (22,419)	$ (7,156)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	378	122
Non-cash lease expense	4	5
Depreciation	15	2
Change in fair value of warrant liabilities	(94)	(2,901)
Change in operating assets and liabilities:		
Prepaid expenses and other assets	(191)	(161)
Accounts payable	22	1,273
Accrued and other liabilities	3,003	1,410
Net cash used in operating activities	(19,282)	(7,406)
Investing activities		
Purchases of property and equipment	(8)	(41)
Net cash used in investing activities	(8)	(41)
Financing activities		
Proceeds from the issuance of common stock and warrants under the securities purchase agreements	19,998	—
Payments of issuance costs in connection with the securities purchase agreements	(1,474)	(80)
Net cash provided by (used in) financing activities	18,524	(80)
Net decrease in cash	(766)	(7,527)
Cash at beginning of period	22,435	33,364
Cash at end of period	$ 21,669	$ 25,837
Supplemental non-cash investing and financing transactions:		
Unpaid issuance costs	$ 176	$ —
Value of shares of common stock withheld for withholding taxes related to issuance of shares of common stock for vested restricted stock units	$ 41	$ —
Right-of-use assets obtained in exchange for new operating lease liabilities	$ —	$ 223
Reclassification of warrant liabilities upon exercise of warrants	$ —	$ 6,833

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

1. Business, basis of presentation, new accounting standards and summary of significant accounting policies

General

NeuroBo Pharmaceuticals, Inc. (the "Company"), a Delaware corporation, and its subsidiaries are referred to collectively in these notes to the condensed consolidated financial statements of the Company as "NeuroBo," "we," "our" and "us." We are a clinical-stage biotechnology company focused primarily on developing and commercializing novel pharmaceuticals to treat cardiometabolic diseases. NeuroBo has two programs currently focused on treatment of metabolic dysfunction-associated steatohepatitis ("MASH") and obesity. MASH was formerly known as non-alcoholic steatohepatitis ("NASH").

- DA-1241 is a novel G-Protein-Coupled Receptor 119 ("GPR119") agonist with development optionality as a standalone and/or combination therapy for both MASH and type 2 diabetes. Agonism of GPR119 in the gut promotes the release of key gut peptides, glucagon-like peptide 1 ("GLP-1"), glucagon-dependent insulinotropic polypeptide receptor, and peptide YY. These peptides play a further role in glucose metabolism, lipid metabolism and weight loss.
- DA-1726 is a novel oxyntomodulin analogue functioning as a GLP-1 receptor ("GLP1R") and glucagon receptor ("GCGR") dual agonist for the treatment of obesity that is to be administered once weekly subcutaneously.

While we primarily focus our financial resources and management's attention on the development of DA-1241 and DA-1726, we also have four legacy therapeutic programs designed to impact a range of indications in viral, neurodegenerative and cardiometabolic diseases which we have, or continue to consider for, out-licensing and divestiture opportunities. In July 2024, we entered into an exclusive out-license agreement with MThera Pharma Co., LTD. ("MThera") to provide MThera with the rights to NB-01 for the treatment of painful diabetic neuropathy.

Our operations have consisted principally of performing research and development ("R&D") activities, which includes preclinical developments and clinical trials, and raising capital. Our activities are subject to significant risks and uncertainties, including failing to secure additional funding before sustainable revenues and profit from operations are achieved.

Common stock reverse stock splits

In December 2023, we completed a one-for-eight reverse stock split of our common stock (the "2023 Reverse Stock Split"). As a result, every eight shares of our issued and outstanding common stock were combined, converted and changed into one share of our common stock. Any fraction of a share of our common stock that was created as a result of the 2023 Reverse Stock Split was rounded down to the next whole share and our stockholders received cash equal to the market value of the fractional share, determined by multiplying such fraction by the closing sales price of our common stock as reported on the Nasdaq Capital Market LLC ("Nasdaq") on the last trading day before the 2023 Reverse Stock Split. The 2023 Reverse Stock Split was initially approved by our stockholders at the annual meeting of stockholders in June 2023. At the annual meeting, the stockholders approved a proposal to amend our certificate of incorporation to affect a reverse split of our outstanding common stock at a ratio in the range of one-for-five to one-for-eight to be determined at the discretion of our Board of Directors ("Board"). Following the annual meeting, our Board approved a one-for-eight reverse stock split of our issued and outstanding shares of common stock.

The 2023 Reverse Stock Split did not impact the number of authorized shares of common stock of 100,000,000 shares. For the 2023 Reverse Stock Split, a proportionate adjustment was made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, and warrants to purchase shares of our common stock, the number of shares issuable upon vesting of restricted stock units ("RSUs") and the number of shares reserved for issuance pursuant to our equity incentive compensation plans. Specifically, for the Series A warrants and Series B warrants issued in November 2022 that were outstanding on the effective date of the 2023 Reverse Stock Split, the number of outstanding warrants did not change; instead, the warrants have an exchange ratio of eight warrants for one share of our

common stock.

In the accompanying condensed consolidated financial statements and these notes to the condensed consolidated financial statements, all historical numbers of shares of common stock and per share data have been adjusted to give effect to the 2023 Reverse Stock Split. Additionally, since the common stock par value was unchanged, historical amounts for common stock and additional paid-in capital have been adjusted to give effect to the 2023 Reverse Stock Split.

Going concern

The determination as to whether we can continue as a going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Our condensed consolidated financial statements have been prepared assuming that we will continue as a going concern and do not include any adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of our assets and the satisfaction of our liabilities in the normal course of business.

As reflected in the condensed consolidated financial statements, we had $21.7 million in cash as of September 30, 2024. We have experienced net losses and negative cash flows from operating activities since our inception and had an accumulated deficit of $130.7 million as of September 30, 2024. We have incurred a net loss of $22.4 million and net cash used in operating activities of $19.3 million for the nine months ended September 30, 2024. Due in large part to the ongoing Phase 2a clinical trial for DA-1241 and Phase 1 clinical trial for DA-1726, we expect to continue to incur net losses and negative cash flows from operating activities for the foreseeable future. These conditions raise substantial doubt about our ability to continue as a going concern within one year from the issuance of these condensed consolidated financial statements.

We believe that our existing cash will be sufficient to fund our operations into the third quarter of 2025. We plan to continue to fund our operations from equity offerings, debt financings, or other sources, potentially including collaborations, out-licensing and other similar arrangements. There can be no assurance that we will be able to obtain any sources of financing on acceptable terms, or at all, or that the Series A Warrants will be exercised. To the extent that we can raise additional funds by issuing equity securities or in the event our existing warrants are exercised, our stockholders may experience significant dilution. Any debt financing, if available, may involve restrictive covenants that impact our ability to conduct our business. If we are unable to raise additional capital, we may slow down or stop our ongoing and planned clinical trials until such time as additional capital is raised and this may have a material adverse effect on us.

A. Basis of presentation

We prepared the condensed consolidated financial statements following the requirements of the United States (“U.S.”) Securities and Exchange Commission (“SEC”) for interim reporting. As permitted under those rules, certain notes or other financial information that are normally required by accounting principles generally accepted in the U.S. (“GAAP”) for complete financial statements can be condensed or omitted. However, except as disclosed herein, there has been no material change in the information disclosed in the notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (“2023 Form 10-K”).

Revenues, expenses, assets, liabilities, and equities can vary during each quarter of the year. Therefore, the results and trends in these condensed consolidated financial statements may not be representative of those for the full year. In our opinion, all adjustments necessary for a fair statement of the condensed consolidated financial statements, which are of a normal and recurring nature, have been made for the interim periods reported. The information included in the condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in our 2023 Form 10-K. Certain amounts in the condensed consolidated financial statements and accompanying notes may not add up due to rounding, and all percentages have been calculated using unrounded amounts.

NeuroBo Pharmaceuticals, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

B. New accounting standards

Adoption of new accounting standards

New accounting standards or accounting standards updates were assessed and determined to be either not applicable or did not have a material impact on our condensed consolidated financial statements or processes.

Accounting standards issued but not yet adopted

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures to improve disclosure requirements about reportable segments and address requests from investors for additional, more detailed information about a reportable segment’s expenses. This ASU requires that a public entity that has a single reportable segment provide all the disclosures required by the amendments in this ASU and all existing segment disclosures in Topic 280. Additionally, this ASU requires disclosures of significant segment expenses provided to the Chief Operating Decision Maker ("CODM") and included in reported measures of segment profit and loss. Disclosure of the title and position of the CODM is required. This ASU requires interim and annual disclosures about a reportable segment's profit or loss and assets. Furthermore, this ASU requires disclosure of other segment items by reportable segment including a description of its composition. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, on a retrospective basis. The disclosures will be implemented as required for the year-ended December 31, 2024. We are currently evaluating the impact of adopting this ASU to our notes to the consolidated financial statements and processes.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures to improve the transparency of income tax disclosures by amending the required rate reconciliation disclosures as well as requiring disclosure of income taxes paid disaggregated by jurisdiction. As amended, the rate reconciliation disclosure will be required to be presented in both percentages and reporting currency amounts, with consistent categories and greater disaggregation of information. This ASU also includes amendments intended to improve the effectiveness of income tax disclosures and eliminate certain existing disclosure requirements related to uncertain tax positions and unrecognized deferred tax liabilities. This ASU is effective for fiscal years beginning after December 15, 2024 and should be applied prospectively. Early adoption is permitted. We are currently evaluating the impact of adopting this ASU to our notes to the consolidated financial statements and processes.

In November 2024, the FASB issued ASU 2024-03, Accounting Standards Update 2024-03, Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses to improve financial reporting by requiring that public business entities disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods. The amendments in this ASU do not change or remove current expense disclosure requirements; however, the amendments affect where such information appears in the notes to financial statements because entities are required to include certain current disclosures in the same tabular format disclosure as the other disaggregation requirements in the amendments. This ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. We are currently evaluating the impact of adopting this ASU to our notes to the consolidated financial statements and processes.

Other recently issued accounting standards not yet adopted by us are not expected, upon adoption, to have a material impact on our condensed consolidated financial statements.

NeuroBo Pharmaceuticals, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

C. Estimates and assumptions

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, expenses, and related disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting period. The most significant estimates in our consolidated financial statements relate to accrued expenses and the fair value of stock-based compensation and warrants. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates. Changes in estimates are reflected in reported results in the period in which they become known.

D. Significant accounting policies

Our significant accounting policies are described in "Note 1. Business, basis of presentation, new accounting standards and summary of significant accounting policies" in the audited consolidated financial statements and notes thereto for the year ended December 31, 2023, which is included in our 2023 Form 10-K.

E. Reclassification of prior year presentation

Certain prior year amounts have been reclassified for consistency with the current year presentation. Adjustments have been made to the condensed consolidated balance sheets to reclassify the presentation of (i) clinical trial accrued liabilities of $3.0 million from accrued expenses and other current liabilities to clinical trial accrued liabilities (ii) related party payable of $0.8 million from accrued expenses and other current liabilities to related party payable. These reclassifications had no effect on the reported total current liabilities in the condensed consolidated balance sheets.

2. Prepaid expenses and other current assets

Prepaid expenses and other current assets consist of the following (in thousands):

	As of	
	September 30, 2024	December 31, 2023
Insurance	$ 159	$ —
Deposits	12	39
Other prepaid expenses	95	38
Total	$ 266	$ 77

3. Property and equipment, net

Property and equipment, net consist of the following (in thousands):

	As of	
	September 30, 2024	December 31, 2023
Office equipment	$ 88	$ 80
Less accumulated depreciation	(49)	(34)
Property and equipment, net	$ 39	$ 46

We recorded depreciation expense of $5 thousand and $15 thousand for the three and nine months ended September 30, 2024, respectively. For the three and nine months ended September 30, 2023, we recorded depreciation expense of $1 thousand and $2 thousand, respectively.

NeuroBo Pharmaceuticals, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

4. Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consist of the following (in thousands):

	As of	
	September 30, 2024	December 31, 2023
Employee related costs	$ 600	$ 118
Professional service fees	39	308
Other	15	166
Total	$ 654	$ 592

5. Warrant liabilities

Changes to our warrant liabilities are summarized as follows (in thousands):

	Total
As of January 1, 2024	$ 658
Fair value changes	(94)
As of September 30, 2024	$ 564

Our warrant liabilities relate to the 2022 Series A warrants and 2022 Series B warrants, which were issued in November 2022. These warrants are considered to be derivative instruments; accordingly, we recorded their estimated fair value as warrant liabilities. We estimated the fair value of these warrants using the trading market price of our common stock due to a cashless exercise provision of these warrants whereby eight warrants can be exercised for one share of common stock for no additional consideration, which results in an effective per warrant exercise price of zero.

6. Related party

We entered into a license agreement with Dong-A ST Co., Ltd. (“Dong-A”) pursuant to which we received an exclusive global license (except for the territory of the Republic of Korea) for two proprietary compounds for specified indications (the “2022 License Agreement”) upon meeting certain financing milestones. The 2022 License Agreement covers the rights to DA-1241 for treatment of MASH and DA-1726 for treatment of obesity and MASH. The 2022 License Agreement also provides that we may develop DA-1241 for the treatment of type 2 diabetes mellitus.

In connection with the 2022 License Agreement, we entered into a shared services agreement with Dong-A (the “Shared Services Agreement”), relating to DA-1241 and DA-1726, pursuant to which Dong-A may provide technical support, preclinical development, and clinical trial support services on terms and conditions acceptable to both parties. In addition, the Shared Services Agreement provides that Dong-A will manufacture all of our clinical requirements of DA-1241 and DA-1726 under the terms provided in the Shared Services Agreement.

We incurred R&D expenses of $0.7 million and $4.3 million for the three and nine months ended September 30, 2024, respectively, and $0.4 million and $2.2 million for the three and nine months ended September 30, 2023, respectively, under the Shared Services Agreement, which are included in operating expenses: research and development in the accompanying condensed consolidated statements of operations. The aggregate amount payable to Dong-A is $3.5 million and $0.8 million as of September 30, 2024 and December 31, 2023, respectively, under the Shared Services Agreement, which are included in related party payable in the accompanying condensed consolidated balance sheets.

For additional information on the 2022 License Agreement, the Shared Service Agreement and other agreements with Dong-A, refer to “Note 5. Related party” in the audited consolidated financial statements and notes thereto for the year ended December 31, 2023, which is included in our 2023 Form 10-K.

NeuroBo Pharmaceuticals, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

7. Stockholders' equity

The Offering

Securities purchase agreements

In June 2024, we entered into and closed on two securities purchase agreements (the "Offering") with an institutional investor and Dong-A, and received aggregate gross proceeds of $20.0 million, of which $10.0 million was received from Dong-A. The Offering was comprised of (i) 3,307,889 shares of common stock at a purchase price of $3.93 per share, (ii) pre-funded warrants to purchase up to 1,781,171 shares of common (the "Pre-Funded Warrants") at a purchase price of $3.929 per warrant, (iii) Series A warrants to purchase 5,089,060 shares of common stock (the "Series A Warrants"), and (iv) Series B warrants to purchase up to 7,633,591 shares of common stock (the "Series B Warrants"). Collectively, the Series A Warrants and the Series B Warrants are referred to as "PIPE Common Warrants." Of the total shares of common stock issued in the Offering, 763,359 shares were sold to an institutional investor pursuant to our effective shelf registration statement on Form S-3 (Registration No. 333-278646), initially filed with and declared effective by the SEC in April 2024, and a prospectus supplement filed with the SEC in June 2024.

The Pre-Funded Warrants have an exercise price of $0.001 per share and are immediately exercisable and will expire when exercised in full and the PIPE Common Warrants have an exercise price of $3.93 per share and are exercisable as of September 18, 2024, which is the effective date of the stockholder approval received at the Special Meeting of Stockholders for the issuance of the shares upon exercise of the warrants (the "Stockholder Approval Date").

The Series A Warrants will expire on the earlier of the twelve month anniversary of the Stockholder Approval Date and within 60 days following the public announcement of the Company receiving positive Phase 1 multiple ascending dose ("MAD") data readout for DA-1726, and the Series B Warrants will expire on the earlier of the five-year anniversary of the Stockholder Approval Date and within nine months following the public announcement of the Company receiving positive Phase 1 Part 3 data readout for DA-1726. Based on the terms of the PIPE Common Warrants, we have concluded that the accounting classification of the PIPE Common Warrants is to be stockholders' equity

Under the terms of the Pre-Funded Warrants and the PIPE Common Warrants issued to the institutional investor, we may not affect the exercise of any such Pre-Funded Warrants or PIPE Common Warrants, and the holder will not be entitled to exercise any portion of any Pre-Funded Warrants or PIPE Common Warrants, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates, other persons acting or who could be deemed to be acting as a group together with the holder or any of the holder's affiliates, and any other persons whose beneficial ownership of common stock would or could be aggregated with the holder's or any of the holder's affiliates) would exceed 9.99% (in the case of the Pre-Funded Warrants) or 4.99% (in the case of the PIPE Common Warrants) of the number of shares of the Company's outstanding common stock immediately after giving effect to the exercise (the "Beneficial Ownership Limitation"), as such percentage ownership is calculated in accordance with Section 13(d) of the Exchange Act and the applicable regulations of the SEC. A holder of the Pre-Funded Warrants or PIPE Common Warrants that were issued to the institutional investor may increase or decrease the Beneficial Ownership Limitation to a higher or lower percentage (not to exceed 9.99%), effective 61 days after written notice to us. Any such increase or decrease will apply only to that holder and not to any other holder of the Pre-Funded Warrants or PIPE Common Warrants.

Placement agent

We paid to the placement agent a cash fee equal to 7.0% of the gross proceeds of the Offering received from a certain institutional investor and $0.1 million for non-accountable expenses and clearing costs. In addition, we issued warrants to the placement agent's designees ("Placement Agent Warrants") to purchase up to 127,227 shares of common stock (which represents 5% of the sum of the shares of common stock and Pre-Funded Warrants sold to the institutional investor in the Offering) at an exercise price of $4.9125 per share (which represents a premium of 25% of the offering price per share of common stock in the Offering). The Placement Agent Warrants will be exercisable beginning on the effective date of the Stockholder Approval Date and will expire on the earlier of (i) two years after the date that the shares of common stock

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underlying the Placement Agent Warrants are registered pursuant to an effective registration statement filed pursuant to the Securities Act of 1933, as amended, which occurred on July 24, 2024, and (ii) June 23, 2029. The grant date fair value of the Placement Agent Warrants was $0.3 million, which represents a non-cash issuance cost. The weighted average grant date fair value per share of these Placement Agent Warrants was $2.73, which was determined using the Black-Scholes option pricing model Based on the terms of the Placement Agreement Warrants, we have concluded that the accounting classification of the Placement Agent Warrants is stockholders' equity in the accompanying condensed consolidated balance sheets.

Upon the exercise for cash of any PIPE Common Warrants issued to a certain institutional investor, we shall pay the placement agent (i) a cash fee of 7.0% of the aggregate gross exercise price paid in cash with respect thereto and (ii) a non-cash fee in the form of additional warrants to purchase the number of shares of common stock equal to 5.0% of the aggregate number of such shares of common stock underlying such warrants. The cash fee payable to the placement agent for any PIPE Common Warrants exercised by the institutional investor is accounted for as a contingent commitment and will be recorded as an offset to any gross proceeds received from any future exercises of PIPE Common Warrants by the institutional investor. The non-cash fee payable to the placement agent for any PIPE Common Warrants exercised by the institutional investor is accounted for as contingent warrants ("Placement Agent Contingent Warrants") to purchase up to 318,067 shares of common stock, which is subject to performance criteria of the institutional investor regarding any exercise for cash of any PIPE Common Warrants with an assumed grant date of the Offering closing date, and an exercise price of $4.9125 per share. The weighted average grant date fair value per share of these Placement Agent Contingent Warrants was $3.43, which was determined using the Black-Scholes option pricing model. Based on the terms of the placement agent engagement letter, we have concluded that the accounting classification of the Placement Agent Contingent Warrants is to be stockholders' equity. On each balance sheet reporting date, we will need to assess whether it is probable for us to issue warrants to the placement agent based on whether it is probable for any PIPE Common Warrants to be exercised by the institutional investor. As of September 30, 2024, we determined that the issuance of additional warrants to the placement agent is not yet probable; accordingly, the Placement Agent Contingent Warrants had no impact on the condensed consolidated balance sheets.

Warrants

The following tables summarize our outstanding warrants:

	Shares of Common Stock Issuable for Outstanding Warrants			
	As of		Exercise	Expiration
Warrant Issuance	September 30, 2024	December 31, 2023	Price	Date
July 2018 [1]	6	6	$44,820.0000	July 2028
April 2020 [1]	159	159	$ 3,000.0000	April 2025
January 2021 [1]	10,421	10,421	$ 1,447.2000	July 2026
October 2021 [1]	15,390	15,390	$ 900.0000	April 2025
November 2022 Series B [2]	177,938	177,938	$ 0.0000	December 2027
June 2024 Placement Agent [3]	127,227	—	$ 4.9125	July 2026
June 2024 Pre-Funded [4]	1,430,000	—	$ 0.0010	no expiration date
June 2024 Series A [5]	5,089,060	—	$ 3.9300	September 2025 (latest date)
June 2024 Series B [6]	7,633,591	—	$ 3.9300	September 2029 (latest date)
Total	14,483,792	203,914		

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(1) The number of outstanding and exercisable warrants was adjusted for the impact of each of the common stock reverse stock splits completed in 2023 and 2022. Accordingly, the number of outstanding warrants is equal to the number of shares of common stock issuable for outstanding warrants.

(2) The number of outstanding and exercisable warrants was not impacted by the 2023 Reverse Stock Split. Accordingly, the number of outstanding warrants is equal to eight times the number of shares of common stock issuable for outstanding warrants. Additionally, during the nine months ended September 30, 2023, 807,541 shares of our common stock were issued upon the exercise of 6,460,333 Series B warrants.

(3) These warrants are exercisable at any time from the Stockholder Approval Date and expire two years after a resale registration statement covering the shares of common stock issuable upon the exercise of the warrants hereunder becomes effective with the SEC. In July 2024, a resale registration statement was filed with the SEC and became effective.

(4) These warrants are exercisable immediately upon their issuance in June 2024 and are considered to be perpetual warrants without any expiration date.

(5) These warrants are exercisable at any time from the Stockholder Approval Date and expire on the earlier of (i) the twelve months anniversary of the Stockholder Approval Date, and (ii) the 60th day following the date on which the Company publicly announce the receiving of positive Phase 1 MAD data readout for DA-1726.

(6) These warrants are exercisable at any time from the Stockholder Approval Date and expire on the earlier of (i) the five-year anniversary of the Stockholder Approval Date and (ii) the six months anniversary following the date on which the Company publicly announce the receiving of positive Phase 1, Part 3 data readout for DA-1726.

During the three months ended September 30, 2024, 351,171 Pre-Funded Warrants issued in June 2024 were exercised for an equivalent number of shares of our common stock. Additionally, during the nine months ended September 30, 2023, 6,345,333 Series A warrants issued in November 2022 were exercised for 793,167 shares of our common stock. Furthermore, as of December 31, 2023, all Series A warrants issued in November 2022 were fully exercised for shares of our common stock.

8. Stock-based compensation

Stock-based compensation expense was included in general and administrative and research and development as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
General and administrative	$ 103	$ 172	$ 273	$ 111
Research and development	36	—	105	11
Total stock-based compensation	$ 139	$ 172	$ 378	$ 122

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Stock-based award plans

In June 2024, in connection with the 2024 Annual Meeting of Stockholders, our stockholders approved an amendment (the "Amendment") to the NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan (the "2022 Plan"). Pursuant to the terms and conditions of the Amendment, the 2022 Plan was amended to:

- automatically increase on January 1st of each year for a period of eight years commencing on January 1, 2025 and ending on (and including) January 1, 2032, the aggregate number of shares of common stock that may be issued pursuant to Awards (as defined in the 2022 Plan) to an amount equal to 10% of the Fully Diluted Shares (as defined in the 2022 Plan) as of the last day of the preceding calendar year, provided, however that the Board may act prior to the effective date of any such annual increase to provide that the increase for such year will be a lesser number of shares of common stock; and
- increase the aggregate maximum number of shares of common stock that may be issued pursuant to the exercise of Incentive Stock Options (as defined in the 2022 Plan) to 1 million shares of the common stock plus the amount of any increase in the number of shares that may be available for issuance pursuant to the annual increase described above, but in no event more than 15 million shares of the common stock issued as incentive stock options.

The following table summarizes the outstanding awards issued pursuant to our stock-based award plans and inducement grants as of September 30, 2024 and the remaining shares of common stock available for future issuance:

Plan Name	Stock Options	RSUs	Remaining shares of common stock available for future issuance
2019 Equity Incentive Plan (the "2019 Plan")	1,575	—	—
2022 Plan	3,125	170,059	393,222
2021 Inducement Plan	—	—	4,166
Total	4,700	170,059	397,388

For stock options and RSUs granted under the 2019 Plan and 2022 Plan as of September 30, 2024, unrecognized stock-based compensation costs totaled $0.8 million. The unrecognized stock-based costs are expected to be recognized as an expense over a weighted average period of 1.7 years.

Stock options

The following table summarizes the status of our outstanding and exercisable options and related transactions for the period presented (in thousands, except share and per share amounts):

	Outstanding				Exercisable			
	Shares of Common Stock Issuable for Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (years)	Shares of Common Stock Issuable for Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (years)
As of January 1, 2024	4,700	$ 398.30	$ —	8.6	4,577	$ 391.04	$ —	8.6
Vested					104	747.38		
As of September 30, 2024	4,700	$ 398.30	$ —	7.8	4,681	$ 398.93	$ —	7.8

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Restricted Stock Units

The following table summarizes the status of our RSUs and related transactions for the period presented (in thousands, except share and per share amounts):

	Outstanding			Vested and Deferred Release		
	Shares of Common Stock Issuable for RSUs	Average Grant Date Fair Value Price	Aggregate Intrinsic Value	Shares of Common Stock Issuable for RSUs	Average Grant Date Fair Value Price	Aggregate Intrinsic Value
As of January 1, 2024	141,361	$ 4.55	$ 523	5,469	$ 4.02	$ 20
Granted	83,899	5.41				
Vested and Deferred Release				14,768	4.29	
Vested and Released	(55,201)	4.68	207			
As of September 30, 2024	170,059	$ 4.93	$ 539	20,237	$ 4.21	$ 64

Grant date fair value of stock options, warrants and restricted stock units

We estimated the grant date fair value of stock options and warrants granted to employees, consultants (including placement agents for the offerings), and directors using the Black-Scholes option pricing model. The following assumptions used in the Black-Scholes option pricing model for stock options and warrants granted in 2024 and 2023 are as follows:

	Warrants Granted in June 2024	Contingent Warrants Granted in June 2024	Stock Options Granted in March 2023
Weighted average fair value	$ 2.73	$ 3.43	$ 3.63
Expected stock price volatility	140.0 %	127.0 %	82.9 %
Expected term (years)	2.1	5.7	5.0
Expected dividend yield	— %	— %	— %
Risk-free interest rate	463 %	4.31 %	3.54 %

We estimated the grant date fair value of restricted stock units granted to employees, consultants and directors based on the closing sales price of our common stock as reported on Nasdaq on the date of grant.

9. Income taxes

We do not expect to pay any significant federal or state income taxes as a result of (i) the losses recorded during the nine months ended September 30, 2024, (ii) additional losses expected for the remainder of 2024, or (iii) net operating loss carry forwards from prior years.

We recorded a full valuation allowance of the net operating losses for the three and nine months ended September 30, 2024 and 2023. Accordingly, there were no benefits for income taxes recorded for the three and nine months ended September 30, 2024 and 2023. Additionally, as of September 30, 2024 and December 31, 2023, we maintain a full valuation allowance for all deferred tax assets.

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10. Loss per share of common stock

The following table sets forth the computation of basic and diluted loss per share of common stock (in thousands, except share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator:				
Net loss	$ (5,652)	$ (3,818)	$ (22,419)	$ (7,156)
Denominator:				
Weighted average shares of common stock, basic	10,214,087	5,075,817	6,922,338	5,064,670
Effect of dilutive securities	—	—	—	—
Weighted average shares of common stock, diluted	10,214,087	5,075,817	6,922,338	5,064,670
Loss per share of common stock, basic and diluted	$ (0.55)	$ (0.75)	$ (3.24)	$ (1.41)

For each of the periods presented in the above table, our basic weighted average shares of common stock include any outstanding (i) November 2022 Series A warrants and Series B warrants, (ii) June 2024 Pre-Funded Warrants and (iii) vested RSUs in which their release was deferred in accordance with the respective award agreement during the respective period.

Since we reported a net loss for the three and nine months ended September 30, 2024 and 2023, our potentially dilutive securities are deemed to be anti-dilutive, accordingly, there was no effect of dilutive securities. Therefore, our basic and diluted loss per share of common stock and our basic and diluted weighted average shares of common stock are the same for three and nine months ended September 30, 2024 and 2023.

The following table sets forth the potentially dilutive securities that were not included in the calculation of diluted earnings per share of common stock for the three and nine months ended September 30, 2024 and 2023:

	As of September 30,	
	2024	2023
Stock options	4,700	5,034
RSUs	149,822	138,899
Warrants	12,875,854	28,529

11. Fair value of financial instruments

Fair value is a market-based measurement, not an entity specific measurement and is defined as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.” Fair value measurements are defined on a three-level hierarchy:

Level 1: Unadjusted quoted prices for identical assets or liabilities in active markets;

Level 2: Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, whether directly or indirectly, for substantially the full term of the asset or liability; and

Level 3: Unobservable inputs that reflect our own assumptions about the assumptions market participants would use in pricing the asset or liability in which there is little, if any, market activity for the asset or liability at the measurement date.

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The following table sets forth our financial assets and liabilities, subject to fair value measurements on a recurring basis, by level within the fair value hierarchy (in thousands):

	As of September 30, 2024				As of December 31, 2023			
Description	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Liabilities:								
Warrant liabilities	$ 564	$ —	$ 564	$ —	$ 658	$ —	$ 658	$ —
Total	$ 564	$ —	$ 564	$ —	$ 658	$ —	$ 658	$ —

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

The following discussion of our financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this Report and the audited financial statements and related notes for the fiscal year ended December 31, 2023 included in our 2023 Form 10-K. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. See "Special Note Regarding Forward-Looking Statements." Our actual results may differ materially from those contained in or implied by any forward-looking statements as a result of various factors, including, but not limited to, the risks and uncertainties described under Part II, Item 1A. Risk Factors, elsewhere in this Report.

Certain amounts in the following discussion and analysis may not add up due to rounding, and all percentages have been calculated using unrounded amounts.

Overview

We are a clinical-stage biotechnology company focused primarily on developing and commercializing novel pharmaceuticals to treat cardiometabolic diseases. We have two programs currently focused on treatment of metabolic dysfunction-associated steatohepatitis ("MASH") and obesity. MASH was formerly known as non-alcoholic steatohepatitis ("NASH"). The American Association for the Study of Liver Diseases and its European and Latin American counterparts changed the name to metabolic dysfunction-associated steatohepatitis to reflect the complexity of the disease.

- DA-1241 is a novel G-Protein-Coupled Receptor 119 ("GPR119") agonist with development optionality as a standalone and/or combination therapy for both MASH and type 2 diabetes. Agonism of GPR119 in the gut promotes the release of key gut peptides, glucagon-like peptide 1 ("GLP-1"), glucagon-dependent insulinotropic polypeptide receptor, and peptide YY. These peptides play a further role in glucose metabolism, lipid metabolism and weight loss. DA-1241 has beneficial effects on glucose, lipid profile and liver inflammation, supported by potential efficacy demonstrated during in vivo preclinical studies.
- DA-1726 is a novel oxyntomodulin analogue functioning as a GLP-1 receptor ("GLP1R") and glucagon receptor ("GCGR") dual agonist for the treatment of obesity that is to be administered once weekly subcutaneously. With the activation of the dual agonist, weight loss may be achieved by GLP1R reducing appetite while GCGR increasing energy expenditure.

While we primarily focus our financial resources and management's attention on the development of DA-1241 and DA-1726, we also have four legacy therapeutic programs designed to impact a range of indications in viral, neurodegenerative and cardiometabolic diseases, which we have, or continue to consider for, out-licensing and divestiture opportunities. In July 2024, we entered into an exclusive out-license agreement with MThera Pharma Co., LTD. ("MThera") to provide MThera with the rights to NB-01 for the treatment of painful diabetic neuropathy.

Our operations have consisted principally of performing research and development ("R&D") activities, which includes preclinical developments and clinical trials, and raising capital. Our activities are subject to significant risks and uncertainties, such as failing to secure additional funding before sustainable revenues and profit from operations are achieved. For more information on our business and product candidates, see "Part I, Item 1. Business" in our 2023 Form 10-K.

DA-1241

We are currently conducting a Phase 2a trial of DA-1241 for the treatment of MASH in the United States. The Phase 2a trial has two parts and each of the parts is designed to be a 16-week, multicenter, randomized, double-blind, placebo-controlled, parallel clinical study to evaluate the efficacy and safety of DA-1241 in subjects with presumed MASH while we follow the trend for type 2 diabetes mellitus. Part 1 of the Phase 2a trial is exploring the efficacy of DA-1241 versus placebo and subjects are randomized in a 1:2:1 ratio into 3 treatment groups: DA-1241 50 mg, DA-1241 100 mg, or placebo. Part 2 of the Phase 2a trial is exploring the efficacy of DA-1241 in combination with sitagliptin versus placebo

and subjects are randomized in a 2:1 ratio into 2 treatment groups: DA-1241 100 mg/sitagliptin 100 mg or placebo. Phase 2a trial enrollment began in August 2023 and a total of 109 patients were randomized, while 95 patients completed the dosing with the completion of the last patient last visit in October 2024. Currently, we are expecting to have top line results in December 2024.

For additional information on DA-1241, see "Part I, Item 1. Business, Our Pipeline, DA-1241 Treatment of MASH" in our 2023 Form 10-K.

DA-1726

We are currently conducting a Phase 1 trial of DA-1726 for the treatment of obesity in the United States. The Phase 1 trial is a randomized, placebo-controlled, double-blind, two-part study to investigate the safety, tolerability, pharmacokinetics ("PK"), and pharmacodynamics ("PD") of single and multiple ascending doses of DA-1726 in obese, otherwise healthy subjects.

Part 1 of the Phase 1 trial is a single ascending dose ("SAD") study and enrollment began in March 2024. In August 2024, enrollment was completed for the planned cohorts. Forty-five subjects were randomized into one of five cohorts, with each cohort having been randomized in a 6:3 ratio of DA-1726 to placebo. The SAD study was found to be safe and well tolerated, with no serious adverse events. We are planning to add additional cohort(s) to the SAD Part 1 study to explore the maximum tolerated dose.

Part 2 of the Phase 1 trial is a multiple ascending dose ("MAD") study, enrollment began in June 2024, and is expected to enroll approximately thirty-six subjects, who will be randomized at the same 6:3 ratio into four planned cohorts, each to receive four weekly administrations of DA-1726 or placebo. Currently, the last patient visit in the MAD study is expected in the fourth quarter of 2024 and we are expecting to report top-line data in the first quarter of 2025. We are planning to add additional cohort(s) to the MAD Part 2 study to explore the maximum tolerated dose.

We are planning a Part 3 to the Phase 1 trial to explore early proof of concept of weight loss, type of weight loss, dietary changes and durability of weight loss. We expect to begin enrollment in the third quarter of 2025, followed by an interim data readout in or around mid-2026 and top-line results are expected in the second half of 2026.

For additional information on DA-1726, see "Part I, Item 1. Business, Our Pipeline, DA-1726 Treatment of Obesity" in our 2023 Form 10-K.

Recent developments

- November 2024: Announced completion of last patient last visit for Phase 2a clinical trial evaluating DA-1241 for the treatment of MASH.
- September 2024: Announced positive top-line data from the SAD Part 1 of our Phase 1 clinical trial evaluating DA-1726 for the treatment of obesity.
- August 2024: Completed enrollment in the SAD Part 1 of our Phase 1 clinical trial evaluating DA-1726 for the treatment of obesity.
- August 2024: Signed a joint research agreement, along with Dong-A, with ImmunoForge to develop a long-acting, once-monthly, formulation of DA-1726 utilizing ImmunoForge's long-lasting half-life extension Elastin-Like Polypeptide ("ELP") platform technology.
- July 2024: Signed an exclusive out-license agreement, providing MThera with the rights to develop and commercialize NB-01, one of our four legacy assets, for the treatment of painful diabetic neuropathy, allowing MThera to conduct research and clinical trials, including, but not limited to, a potential Phase 3 clinical trial in the United States and South Korea, for the future commercialization of NB-01.

- July 2024: Engaged veteran biotech and pharmaceutical professional, Chris Fang, MD, as Advisor/Consulting Chief Medical Officer, effective July 2, 2024.

Key operating information

Except for the financial amounts for the presented periods in this Report (see financial amounts in the below results of operations and the condensed consolidated balance sheets included elsewhere in this Report), there have been no material changes to our key operating information since December 31, 2023. Refer to our 2023 Form 10-K for a complete discussion of our key operating information.

Results of operations

Three months ended September 30, 2024 compared to three months ended September 30, 2023

The following table summarizes our results of operations (in thousands, except share and per share amounts):

	Three Months Ended September 30,	
	2024	2023
Operating expenses:		
Research and development	$ 4,517	$ 2,292
General and administrative	1,742	1,601
Total operating expenses	6,259	3,893
Loss from operations	(6,259)	(3,893)
Other income (expense):		
Change in fair value of warrant liabilities	297	(87)
Interest income	310	162
Total other income	607	75
Loss before income taxes	(5,652)	(3,818)
Provision for income taxes	—	—
Net loss	$ (5,652)	$ (3,818)
Loss per share of common stock, basic and diluted	$ (0.55)	$ (0.75)
Weighted average shares of common stock, basic and diluted	10,214,087	5,075,817

Total operating expenses and loss from operations

Our total operating expenses and loss from operations for the three months ended September 30, 2024 were $6.3 million, an increase of $2.4 million, or 60.8%, compared to the three months ended September 30, 2023. This increase was attributable to $2.2 million in higher R&D expenses and $0.1 million in higher general and administrative expenses.

Our R&D expenses were $4.5 million for the three months ended September 30, 2024, an increase of $2.2 million, or 97.1%, compared to the three months ended September 30, 2023. This increase was primarily related to increased R&D activities for DA-1241 and DA-1726 for the three months ended September 30, 2024 related to the Phase 2a clinical trial for DA-1241 and Phase 1 trial for DA-1726 compared to the three months ended September 30, 2023. Specifically, the $2.2 million increase in R&D expenses was attributable to (i) $1.9 million in higher expenditures for clinical trials, non-clinical and preclinical services, and consulting and (ii) $0.3 million in higher employee compensation and benefits. Included in R&D expenses for the three months ended September 30, 2024 was $0.7 million of non-clinical and preclinical expenses incurred under the Shared Services Agreement with Dong-A as compared to $0.4 million for the three months ended September 30, 2023.

Our general and administrative expenses for the three months ended September 30, 2024 were $1.7 million, an increase of $0.1 million, or 8.8%, compared to the three months ended September 30, 2023. This increase was primarily attributable to $0.2 million in higher employee compensation and benefits, partially offset by $0.1 million in lower legal and professional fees.

Total other income

Our total other income for the three months ended September 30, 2024 was $0.6 million, an increase of $0.5 million, or 709.3%, compared to the three months ended September 30, 2023. This increase was attributable to the recording of a gain of $0.3 million related to the change in fair value of warrant liabilities for the three months ended September 30, 2024 compared to a loss of $0.1 million for the three months ended September 30, 2023, and $0.1 million in higher interest income earned on our cash balance.

Provision for income taxes

Our effective tax rate for the three months ended September 30, 2024 and 2023 was zero percent as we have recorded a full valuation allowance for the income tax benefits attributable to our pre-tax losses.

Net loss

For the three months ended September 30, 2024, we had a net loss of $5.7 million, or $0.55 per share of basic and diluted common stock, compared to a net loss of $3.8 million, or $0.75 per share of basic and diluted common stock for the three months ended September 30, 2023, primarily due to the factors described above.

Nine months ended September 30, 2024 compared to nine months ended September 30, 2023

The following table summarizes our results of operations (in thousands, except share and per share amounts):

	Nine Months Ended September 30,	
	2024	2023
Operating expenses:		
Research and development	$ 17,495	$ 5,293
General and administrative	5,729	4,926
Total operating expenses	23,224	10,219
Loss from operations	(23,224)	(10,219)
Other income (expense):		
Change in fair value of warrant liabilities	94	2,901
Interest income	711	162
Total other income	805	3,063
Loss before income taxes	(22,419)	(7,156)
Provision for income taxes	—	—
Net loss	$ (22,419)	$ (7,156)
Loss per share of common stock, basic and diluted	$ (3.24)	$ (1.41)
Weighted average shares of common stock, basic and diluted	6,922,338	5,064,670

Total operating expenses and loss from operations

Our total operating expenses and loss from operations for the nine months ended September 30, 2024 were $23.2 million, an increase of $13.0 million, or 127.3%, compared to the nine months ended September 30, 2023. This increase was attributable to (i) $12.2 million in higher R&D expenses and (ii) $0.8 million in higher general and administrative expenses.

Our R&D expenses were $17.5 million for the nine months ended September 30, 2024, an increase of $12.2 million, or 230.5%, compared to the nine months ended September 30, 2023. This increase was primarily related to increased R&D activities related to Phase 2a clinical trial for DA-1241 and Phase 1 trial for DA-1726 for the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023 when R&D activities began to ramp up following the acquisition of DA-1241 and DA-1726 in the fourth quarter of 2022. Specifically, the $12.2 million increase in R&D expenses was attributable to (i) $11.2 million in higher expenditures for clinical trials, investigational drug manufacturing costs, non-clinical and preclinical services, and consulting and (ii) $1.0 million in higher employee compensation and benefits. Included in R&D expenses for the nine months ended September 30, 2024 was $4.3 million of investigational

drug manufacturing costs and non-clinical and preclinical expenses incurred under the Shared Services Agreement with Dong-A as compared to $2.2 million for the nine months ended September 30, 2023.

Our general and administrative expenses for the nine months ended September 30, 2024 were $5.7 million, an increase of $0.8 million, or 16.3%, compared to the nine months ended September 30, 2023. This increase was primarily attributable to $0.9 million in higher employee compensation and benefits, partially offset by $0.1 million in lower legal and professional fees.

Total other income

Our total other income for the nine months ended September 30, 2024 was $0.8 million, a decrease of $2.3 million, or 73.7%, compared to the nine months ended September 30, 2023. This decrease was primarily attributable to $2.8 million in lower gain related to the change in fair value of warrant liabilities, partially offset by $0.5 million of higher interest income earned on our cash balance.

Provision for income taxes

Our effective tax rate for the nine months ended September 30, 2024 and 2023 was zero percent as we have recorded a full valuation allowance for the income tax benefits attributable to our pre-tax losses.

Net loss

For the nine months ended September 30, 2024, we had a net loss of $22.4 million, or $3.24 per share of basic and diluted common stock, compared to a net loss of $7.2 million, or $1.41 per share of basic and diluted common stock for the nine months ended September 30, 2023, primarily due to the factors described above.

Going concern

The determination as to whether we can continue as a going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Our condensed consolidated financial statements have been prepared assuming that we will continue as a going concern and do not include any adjustments that might result from the outcome of this uncertainty. This basis of accounting contemplates the recovery of our assets and the satisfaction of our liabilities in the normal course of business.

As reflected in the condensed consolidated financial statements, we had $21.7 million in cash as of September 30, 2024. We have experienced net losses and negative cash flows from operating activities since our inception and had an accumulated deficit of $130.7 million as of September 30, 2024. We have incurred a net loss of $22.4 million and net cash used in operating activities of $19.3 million for the nine months ended September 30, 2024. Due in large part to the ongoing Phase 2a clinical trial for DA-1241 and Phase 1 clinical trial for DA-1726, we expect to continue to incur net losses and negative cash flows from operating activities for the foreseeable future. These conditions raise substantial doubt about our ability to continue as a going concern within one year from the issuance of these condensed consolidated financial statements.

We believe that our existing cash will be sufficient to fund our operations into the third quarter of 2025. We plan to continue to fund our operations from equity offerings, debt financings, or other sources, potentially including collaborations, out-licensing and other similar arrangements. There can be no assurance that we will be able to obtain any sources of financing on acceptable terms, or at all, or that the Series A Warrants will be exercised. To the extent that we can raise additional funds by issuing equity securities or in the event our existing warrants are exercised, our stockholders may experience significant dilution. Any debt financing, if available, may involve restrictive covenants that impact our ability to conduct our business. If we are unable to raise additional capital, we may slow down or stop our ongoing and planned clinical trials until such time as additional capital is raised and this may have a material adverse effect on us.

Liquidity and capital resources

Our primary use of cash is to fund our R&D activities. We have funded our operations primarily through public offerings

of our common stock and private placements of equity and convertible securities. As of September 30, 2024, we had cash totaling $21.7 million. We maintain cash at financial institutions that at times may exceed the Federal Deposit Insurance Corporation ("FDIC") insured limits of $250 thousand per bank. Our cash balance includes liquid insured deposits, which are obligations of the program banks in which the deposits are held and qualify for FDIC insurance protection per depositor in each recognized legal category of account ownership in accordance with the rules of the FDIC. To date, we have not experienced any losses related to these funds.

Registered direct offering and private placement

In June 2024, we closed on a registered direct offering of 763,359 shares of common stock at a purchase price of $3.93 per share for gross proceeds of $3.0 million (the "Registered Direct Offering") with an institutional investor. The offering of the shares was made pursuant to our effective shelf registration statement on Form S-3 (Registration No. 333-278646), initially filed with and declared effective by the SEC in April 2024, and a prospectus supplement filed with the SEC in June 2024.

In June 2024, we closed on a private placement offering (the "Private Placement," and together with the Registered Direct Offering, the "Offering") with an institutional investor and Dong-A, and received aggregate gross proceeds of $17.0 million, of which $10.0 million was received from Dong-A. The Private Placement was comprised of (i) 2,544,530 shares of common stock, (ii) pre-funded warrants to purchase up to 1,781,171 shares of common (the "Pre-Funded Warrants"), (iii) Series A warrants to purchase 5,089,060 shares of common stock (the "Series A Warrants"), and (iv) Series B warrants to purchase up to 7,633,591 shares of common stock (the "Series B Warrants"). For additional information, see "Note 7. Stockholders' equity" to the condensed consolidated financial statements included elsewhere in this Report.

Cash flows

The principal use of cash in operating activities is to fund our current expenditures in support of our R&D activities. Financing activities currently represent the principal source of our cash flow. The following table reflects the major categories of cash flows (in thousands).

	Nine Months Ended September 30,	
	2024	2023
Net cash used in operating activities	$ (19,282)	$ (7,406)
Net cash used in investing activities	(8)	(41)
Net cash provided by (used in) financing activities	18,524	(80)
Net decrease in cash	$ (766)	$ (7,527)

Net cash used in operating activities was $19.3 million for the nine months ended September 30, 2024 and consisted of net loss of $21.6 million, partially offset by net cash provided by change in operating assets and liabilities of $2.0 million and non-cash charges totaling $0.3 million, which was primarily related to stock-based compensation and change in fair value of warrant liabilities. Net cash used in operating activities was $7.4 million for the nine months ended September 30, 2023 and consisted of net loss of $7.2 million and non-cash credits totaling $2.8 million, which was primarily related to change in fair value of warrant liabilities, partially offset by net cash provided by changes in operating assets and liabilities of $2.5 million.

Net cash used in investing activities, related to the purchases of property equipment, was less than $50 thousand for the nine months ended September 30, 2024 and 2023.

Net cash provided by financing activities was $18.5 million for the nine months ended September 30, 2024 compared to net cash used in financing activities of $0.1 million for the nine months ended September 30, 2023. Net cash provided by financing activities for the nine months ended September 30, 2024 consisted of gross proceeds from the Offering of $20.0 million, net of payment of issuance cost of $1.5 million. Net cash used in financing activities of $0.1 million for the nine months ended September 30, 2023 was attributable to payment of financing costs related to a prior financing transaction.

For additional details, see the condensed consolidated statements of cash flows in the condensed consolidated financial

statements included elsewhere in this Report.

Critical accounting estimates

Our condensed consolidated financial statements included in this Report have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, expenses, and related disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting period. The most significant estimates in our condensed consolidated financial statements relate to accrued expenses and the fair value of stock-based compensation and warrants. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates. Changes in estimates are reflected in reported results in the period in which they become known.

There have been no material changes to our critical accounting estimates and judgments since December 31, 2023. Refer to our 2023 Form 10-K for a complete discussion of our critical accounting estimates and judgments.

Recent accounting pronouncements

Information regarding (i) adoption of new accounting standards and (ii) accounting standards issued but not yet adopted is included in "Note 1. Business, basis of presentation, new accounting standards and summary of significant accounting policies" to the condensed consolidated financial statements included in this Report.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures

As required by Rules 13a-15(b) and 15d-15(b) under the Exchange Act, our management, with the participation of our principal executive officer ("PEO") and principal financial officer ("PFO"), evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Report. Based upon that evaluation, our PEO and PFO concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this Report, as a result of material weaknesses in our internal control over financial reporting, which are discussed further below.

Previously identified material weaknesses in internal control over financial reporting

In connection with the preparation of the financial statements included in our 2023 Form 10-K, management identified the following material weaknesses: (i) lack of segregation of duties over cash disbursements and financial reporting, (ii) logical access over computer applications, and (iii) lack of supervision and review over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Specifically, there was a lack of segregation of duties involved in the execution of wire transfers, preparing journal entries, and review over clinical trial accruals, and certain individuals in the accounting department have administrative access to the financial reporting systems. See "Remediation efforts to address the material weaknesses" below for steps we are taking to correct these material weaknesses.

Remediation efforts to address the material weaknesses

Under the oversight of the audit committee, management has developed a detailed plan and timetable for the implementation of appropriate remedial measures to address the material weaknesses, as described above. We have taken the following actions to address the material weaknesses:

- we have added additional personnel to the accounting department to allow for increased segregation of duties;
- we have implemented a "change management" review process for access to systems used for financial reporting systems;
- we have enhanced the controls over disbursements, separating the functions of initiating and approving to two separate individuals; and
- we have implemented enhanced controls relating to the review and oversight of financial reporting, including the preparation of journal entries, and clinical trial accruals.

As of the date of this Report, we have remediated the material weaknesses related to the (i) lack of segregation of duties over cash disbursements and (ii) logical access over certain of the computer applications. We are in the process of remediating, but have not yet remediated, the material weaknesses related to (i) lack of segregation of duties over financial reporting, (ii) logical access over one computer application, and (iii) lack of supervision and review over financial reporting.

Management believes that we have made considerable progress toward remediation of the remaining material weaknesses for 2024.

Inherent limitations of disclosure controls and procedures

Our management, including our PEO and PFO, does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in internal control Over financial reporting

Other than the remediation activities listed above, there have been no changes in our internal control over financial reporting during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Part II - Other Information

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

Our business, financial condition and operating results can be affected by a number of factors, whether currently known or unknown, including but not limited to those described in Part I, Item 1A of the 2023 Form 10-K under the heading "Risk Factors," any one or more of which could, directly or indirectly, cause our actual financial condition and operating results to vary materially from past, or from anticipated future, financial condition and operating results. Any of these factors, in whole or in part, could materially and adversely affect our business, financial condition, operating results and stock price. There have been no material changes to our risk factors since the 2023 Form 10-K.

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

During the three months ended September 30, 2024, we did not issue or sell any unregistered securities that were not otherwise previously disclosed in a Current Report on Form 8-K.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description of Document
3.1	Third Amended and Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on August 10, 2016).
3.2	Third Amended and Restated Bylaws of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on May 9, 2024).
31.1*	Certification of Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of The Sarbanes Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of The Sarbanes Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

*	Filed herewith
**	Furnished herewith. The certifications attached as Exhibit 32.1 and 32.2 that accompany this Report are deemed furnished and not filed with the SEC and are not to be incorporated by reference into any filing of NeuroBo Pharmaceuticals, Inc. under the Securities Act or the Exchange Act, whether made before or after the date of this Report, irrespective of any general incorporation language contained in such filing.

NeuroBo Pharmaceuticals, Inc.
Form 10-Q

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, on November 7, 2024.

NEUROBO PHARMACEUTICALS, INC.

/s/ Hyung Heon Kim
Hyung Heon Kim
President and Chief Executive Officer

/s/ Marshall H. Woodworth
Marshall H. Woodworth
Chief Financial Officer

Certification of Chief Executive Officer
pursuant to Rule 13a-14(a) or Rule 15d-14(a)

I, Hyung Heon Kim, certify that:

(1) I have reviewed this quarterly report on Form 10-Q for the quarterly period ended September 30, 2024 of NeuroBo Pharmaceuticals, Inc.;

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

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

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

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

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

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

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

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

(a) 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

/s/ Hyung Heon Kim
President and Chief Executive Officer
(Principal Executive Officer)

Certification of Chief Financial Officer
pursuant to Rule 13a-14(a) or Rule 15d-14(a)

I, Marshall Woodworth, certify that:

(1) I have reviewed this quarterly report on Form 10-Q for the quarterly period ended September 30, 2024 of NeuroBo Pharmaceuticals, Inc.;

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

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

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

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

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

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

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

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

(a) 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

/s/ Marshall Woodworth
Chief Financial Officer
(Principal Financial Officer)

Certification of Chief Executive Officer
under Section 906 of the Sarbanes-Oxley Act of 2002
(18 U.S.C. § 1350)

In connection with the quarterly report on Form 10-Q for the quarterly period ended September 30, 2024 of NeuroBo Pharmaceuticals, Inc. (the "Company") as filed with the Securities and Exchange Commission (the "Report"), I, Hyung Heon Kim, President and Chief Executive Officer, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 7, 2024

/s/ Hyung Heon Kim
President and Chief Executive Officer
(Principal Executive Officer)

Certification of Chief Financial Officer
under Section 906 of the Sarbanes-Oxley Act of 2002
(18 U.S.C. § 1350)

In connection with the quarterly report on Form 10-Q for the quarterly period ended September 30, 2024 of NeuroBo Pharmaceuticals, Inc. (the "Company") as filed with the Securities and Exchange Commission (the "Report"), I, Marshall H. Woodworth, Chief Financial Officer, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 7, 2024

/s/ Marshall H. Woodworth
Chief Financial Officer
(Principal Financial Officer)