EISNER AMPER

ALLIANCE FOR CANCER GENE THERAPY, INC. (A Connecticut Not-for-Profit Organization)

FINANCIAL STATEMENTS

APRIL 30, 2022 and 2021



Table of Contents

	Page(s)
Independent Auditors' Report	1 - 2
Financial Statements:	
Statements of Financial Position as of April 30, 2022 and 2021	3
Statements of Activities for the years ended April 30, 2022 and 2021	4
Statements of Functional Expenses for the years ended April 30, 2022 and 2021	5 - 6
Statements of Cash Flows for the years ended April 30, 2022 and 2021	7
Notes to Financial Statements	8 - 15



EisnerAmper LLP

One Logan Square 130 North 18th Street, Suite 3000 Philadelphia, PA 19103 **T** 215.881.8800 **F** 215.881.8801

www.eisneramper.com

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Alliance for Cancer Gene Therapy, Inc.

Report on the Financial Statements

Opinion

We have audited the financial statements of Alliance for Cancer Gene Therapy, Inc. ("ACGT"), which comprise the statements of financial position as of April 30, 2022 and 2021, and the related statements of activities, functional expenses, and cash flows for each of the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Alliance for Cancer Gene Therapy, Inc. as of April 30, 2022 and 2021, and the changes in its net assets and its cash flows for each of the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of ACGT and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

ACGT's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about ACGT's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.



EISNER AMPER

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements. In performing an audit in accordance with GAAS, we:

- · Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, and design and perform audit procedures responsive to those risks. Such procedures
 include examining, on a test basis, evidence regarding the amounts and disclosures in the financial
 statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures
 that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
 effectiveness of ACGT's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that
 raise substantial doubt about ACGT's ability to continue as a going concern for a reasonable period
 of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

EISNERAMPER LLP Philadelphia, Pennsylvania

EisnerfmperLLP

October 26, 2022



Statements of Financial Position April 30, 2022 and 2021

	2022	2021		
Assets:				
Cash and cash equivalents	\$ 3,060,876	\$ 576,360		
Investments, at fair value	3,828,652	5,893,227		
Contributions receivable	13,771	260,226		
Other assets	115,238	121,621		
Total assets	\$ 7,018,537	\$ 6,851,434		
Liabilities:				
Grants payable	\$ 1,199,610	\$ 1,757,323		
Accrued expenses	41,923	45,195		
Total liabilities	1,241,533	1,802,518		
Net assets:				
Without donor restrictions	3,541,227	3,697,110		
With donor restrictions	2,235,777	1,351,806		
Total net assets	5,777,004	5,048,916		
Total liabilities and net assets	\$ 7,018,537	\$ 6,851,434		

Statements of Activities April 30, 2022 and 2021

	2022			2021			
	Without Donor	With Donor		Without Donor	With Donor		
	Restrictions	Restrictions	Total	Restrictions	Restrictions	Total	
Support and revenue:							
Contributions	\$ 405,202	\$ 2,049,177	\$ 2,454,379	\$ 637,935	\$ 663,589	\$ 1,301,524	
Special events (net of direct benefits to donors							
of \$0 in 2022 and \$76,010 in 2021)	-	-	-	85,204	28,439	113,643	
Contributed services	748,568	-	748,568	812,049	-	812,049	
Interest and dividend income	73,459	-	73,459	93,859	-	93,859	
Net realized and unrealized (losses)							
gains on investments	(229,342)	-	(229,342)	1,482,351	-	1,482,351	
Royalty income	161,669	-	161,669	94,566	-	94,566	
Other income	-	72,144	72,144	-	-	-	
Net assets released from restrictions	1,237,350	(1,237,350)		1,759,664	(1,759,664)		
Total support and revenue	2,396,906	883,971	3,280,877	4,965,628	(1,067,636)	3,897,992	
Expenses:							
Program services:							
Research grants and awards	1,959,083	-	1,959,083	2,683,846	-	2,683,846	
Support services:							
Management and general	351,300	-	351,300	409,076	-	409,076	
Fundraising	242,406		242,406	305,690		305,690	
Total expenses	2,552,789		2,552,789	3,398,612		3,398,612	
Increase (decrease) in net assets	(155,883)	883,971	728,088	1,567,016	(1,067,636)	499,380	
Net assets at beginning of year	3,697,110	1,351,806	5,048,916	2,130,094	2,419,442	4,549,536	
Net assets at end of year	\$ 3,541,227	\$ 2,235,777	\$ 5,777,004	\$ 3,697,110	\$ 1,351,806	\$ 5,048,916	

See notes to financial statements.

Statements of Functional Expenses Year Ended April 30, 2022

	Services	;			
	Research Grants and Awards	Management and General Fundraising		Total Support Services	Total Expenses
Direct expenses:					
Research grants	\$ 1,237,350	\$ -	\$ -	\$ -	\$ 1,237,350
Professional fees	17,691	18,500	20,653	39,153	56,844
Salaries and benefits	286,740	-	-	-	286,740
Legal	29,570	9,857	-	9,857	39,427
Website development	36,528	6,608	34,174	40,782	77,310
Communication	8,128	-	7,129	7,129	15,257
Printing and reproduction	9,889	-	23,073	23,073	32,962
Corporate functions	2,979	-	300	300	3,279
Travel	20,238	-	3,891	3,891	24,129
Miscellaneous	9,495	10,871	10,557	21,428	30,923
Total direct expenses	1,658,608	45,836	99,777	145,613	1,804,221
Contributed services:					
Salaries and benefits	296,411	293,269	138,564	431,833	728,244
Rent	4,064	12,195	4,065	16,260	20,324
Total contributed services	300,475	305,464	142,629	448,093	748,568
Total expenses	\$ 1,959,083	\$ 351,300	\$ 242,406	\$ 593,706	\$ 2,552,789

See notes to financial statements.

Statements of Functional Expenses Year Ended April 30, 2021

	Program				
	Services		Support Services		
	Research			Total	
	Grants and	Management		Support	Total
	Awards	and General	Fundraising	Services	Expenses
Direct expenses:					
Research grants	\$ 1,759,664	\$ -	\$ -	\$ -	\$ 1,759,664
Professional fees	13,520	24,265	2,910	27,175	40,695
Salaries and benefits	241,697	-	_	_	241,697
Legal	51,228	34,746	_	34,746	85,974
Website development	74,500	7,539	60,785	68,324	142,824
Communication	162,767	-	52,970	52,970	215,737
Printing and reproduction	12,696	-	29,624	29,624	42,320
Travel	2,139	-	82	82	2,221
Miscellaneous	26,985	18,867	9,579	28,446	55,431
Total direct expenses	2,345,196	85,417	155,950	241,367	2,586,563
Contributed services:					
Salaries and benefits	333,891	298,284	145,675	443,959	777,850
Professional fees	694	13,181	-	13,181	13,875
Rent	4,065	12,194	4,065	16,259	20,324
Total contributed services	338,650	323,659	149,740	473,399	812,049
Total expenses	2,683,846	409,076	305,690	714,766	3,398,612
Direct benefits to donors:					
Food and beverages	76,010				76,010
Total expenses and direct benefits to donors	\$ 2,759,856	\$ 409,076	\$ 305,690	\$ 714,766	\$ 3,474,622

See notes to financial statements.

Statements of Cash Flows Years Ended April 30, 2022 and 2021

	2022	2021		
Cash flows from operating activities:				
Increase in net assets	\$ 728,088	\$ 499,380		
Adjustments to reconcile increase in net assets to				
net cash provided by (used in) operating activities:				
Net realized and unrealized losses (gains) on investments	229,342	(1,482,351)		
Decrease (increase) in contributions receivable	246,455	(153,170)		
Decrease (increase) in other assets	6,383	(3,836)		
(Decrease) increase in grants payable	(557,713)	315,259		
Decrease in accrued expenses	(3,272)	(56,647)		
Decrease in unearned income		(104,449)		
Net cash provided by (used in) operating activities	649,283	(985,814)		
Cash flows from investing activities:				
Purchase of investments	(543,517)	(219,553)		
Proceeds from sales and maturities of investments	2,378,750	1,036,563		
Net cash provided by investing activities	1,835,233	817,010		
Net increase (decrease) in cash and cash equivalents	2,484,516	(168,804)		
Cash and cash equivalents at beginning of year	576,360	745,164		
Cash and cash equivalents at end of year	\$ 3,060,876	\$ 576,360		

Notes to Financial Statements April 30, 2022 and 2021

(1) Organization

Alliance for Cancer Gene Therapy, Inc. ("ACGT"), a not-for-profit organization, was established in 2001 to raise and provide funding for scientific research to aid in accelerating the development of cell and gene-based therapies to treat cancers.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

(b) Financial Statement Presentation

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor-imposed or grantor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions – Net assets available for use in general operations and not subject to donor or grantor-imposed restrictions.

Net Assets With Donor Restrictions – Net assets subject to donor-imposed or grantor-imposed restrictions. Some donor-imposed or grantor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor or grantor. Other donor-imposed or grantor-imposed restrictions are perpetual in nature, where the donor or grantor stipulates those resources can be maintained in perpetuity. Donor-imposed or grantor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both. Gifts of long-lived assets and gifts of cash restricted for the acquisition of long-lived assets are included in net assets with donor restrictions and released from restrictions when the assets are placed into service.

ACGT has committed that, as of April 30, 2022 and 2021, 100% of restricted contributions and special events revenues, unless otherwise noted by the donor, will be used to fund research grants and awards, and have been recorded as net assets with donor restrictions. Income from investments, including realized and unrealized gains and losses, dividends, and interest, are reported as increases (or decreases) in net assets without donor restrictions unless their use is restricted by explicit donor or grantor-imposed restrictions or by law.

Direct fundraising expenses amounted to \$99,777 and \$155,950 for the years ended April 30, 2022 and 2021, respectively. In addition, fundraising expenses included in contributed services amounted to \$142,629 and \$149,740 for the years ended April 30, 2022 and 2021, respectively.

(c) Cash and Cash Equivalents

Cash equivalents represent short-term investments with original maturities of three months or less.

Notes to Financial Statements April 30, 2022 and 2021

(2) Summary of Significant Accounting Policies (Continued)

(d) Investments

The Finance/Investment Committee of ACGT's Board of Directors approves and monitors all investments. All investments are reported at fair value in the statements of financial position. Fair values of individual securities are determined by quoted market prices, where available, or by independent pricing services. Unrealized gains and losses on investments are included in the statements of activities. Gains and losses on sales of investments are determined based on specific identification.

(e) Contributions Receivable

ACGT periodically evaluates the collectability of contributions receivable and records an allowance for uncollectible amounts, as necessary. Management has determined that an allowance is not necessary as of April 30, 2022 and 2021. The contributions receivable balance as of April 30, 2022 is expected to be received within one year of the statement of financial position date.

(f) Grants

Conditional grants and promises to give are not recorded as expenses until the condition on which they depend have been met. A grant is deemed to be conditional if it includes one or more measurable barriers and a right of return or forfeiture.

ACGT records grants payable when the grants are approved by its Board of Directors and contracts are executed, which is when ACGT considers the grant awards to be unconditionally promised. Grants that are payable beyond one year are reported at the present value of the future cash flows. Discount rates of 2.70% and 0.20% were used as of April 30, 2022 and 2021, respectively.

(g) Revenue Recognition

Contributions

Contributions, including unconditional promises to give, are recognized as revenues in the period received. Conditional promises to give – that is, those with a measurable performance or other barrier and a right of return – are not recognized until the conditions on which they depend have been met.

Notes to Financial Statements April 30, 2022 and 2021

(2) Summary of Significant Accounting Policies (Continued)

(g) Revenue Recognition (Continued)

Royalties and Special Events

ACGT follows the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers, which provides a five-step analysis of contracts to determine when and how revenue is recognized. The core principle of ASC 606 is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity received or expects to receive.

ACGT earns revenue from contracts with customers through royalties and special events.

Royalties are recognized based on a revenue sharing agreement with a research institution relating to the development of certain products whose research has been funded through grant awards by ACGT. Revenue generated under the agreement is recognized based on a percentage of product sales at the time the promised goods transfer to the customer.

Special events revenue is recorded equal to the cost of direct benefits to donors, and the contribution revenue for the difference, which is included in special events revenue on the statements of activities. The amounts are collected at the time of ticket purchase and are included in deferred revenue until recognized.

The recognition of revenue is conditional on the event taking place, as this is the point in time when the performance obligation of hosting the event occurs, and attendees can no longer request a refund for their ticket purchases. As of April 30, 2022 and 2021, there were no conditional contributions associated with special events that were included in unearned income.

(h) Functional Allocation of Expense

The costs of the organization's program and supporting services have been summarized on a functional basis in the statements of functional expenses. The expenses that are allocated include contributed salaries and benefits, professional fees, website development, communications, printing and reproduction, legal, travel, rent, and other miscellaneous expenses. Compensation and benefits are allocated based on each employee's position and job duties. The remaining expenses are reviewed and coded to a specific function, as determined by management.

(i) Contributed Services

ACGT received contributed services from an entity controlled by ACGT's Honorary Chairman of the Board and Co-Founder, consisting primarily of salaries and rent. Contributed services are measured at the cost recognized by such entity based on time spent by such entity's personnel in providing those services.

Notes to Financial Statements April 30, 2022 and 2021

(2) Summary of Significant Accounting Policies (Continued)

(j) Income Taxes

ACGT is incorporated in the State of Connecticut. In 2001, ACGT received an exemption from federal income taxes from the Internal Revenue Service under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3). U.S. GAAP requires management to evaluate tax positions taken, and recognize a tax liability, if ACGT has taken an uncertain tax position that more likely than not would not be sustained upon examination by a government authority. Management has analyzed the tax positions taken by ACGT and has concluded that, as of April 30, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. ACGT recognizes accrued interest and penalties associated with uncertain tax positions, if any. There were no income tax related interest and penalties recorded for the years ended April 30, 2022 and 2021.

(k) Use of Estimates

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

(1) Upcoming Pronouncement

In September 2020, the FASB issued Accounting Standards Update ("ASU") 2020-07 (Topic 958), Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets. The ASU requires nonprofit organizations to change their financial statement presentation and disclosure of contributed nonfinancial assets, or gifts-in-kind. Under the new standard's requirements, gifts-in-kind are to be presented as a separate line item, instead of remaining grouped among contributions of cash or other financial assets, on the statement of activities. The ASU requires the new standard to be applied retrospectively, with amendments taking effect for annual reporting periods beginning after June 15, 2021. The ASU does allow for early adoption. Management is currently evaluating the effect that this new guidance will have on its financial statements and related disclosures.

(m) Reclassifications

Certain amounts in the 2021 financial statements have been reclassified to conform to the current year's presentation.

Notes to Financial Statements April 30, 2022 and 2021

(3) Liquidity and Availability

Financial assets available for general expenditures (without donor or other restrictions limiting their use, within one year of the statements of financial position dates) comprise the following as of April 30, 2022 and 2021:

	2022	2021
Financial assets:		
Cash and cash equivalents	\$ 3,060,876	\$ 576,360
Investments	3,828,652	5,893,227
Contributions receivable	13,771	260,226
Accrued investment income	60	3,155
Total financial assets	6,903,359	6,732,968
Less amounts not available to be used within one year: Net assets with donor restrictions subject to		
expenditures for specified purposes	2,235,777	1,351,806
Financial assets available to meet cash needs		
for general expenditures within one year	\$ 4,667,582	\$ 5,381,162

As part of ACGT's liquidity management plan, ACGT structures its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, ACGT invests cash in excess of daily requirements in investments.

(4) Concentration of Support

For the year ended April 30, 2022, one individual, one charitable foundation, and one corporation accounted for 69% of total contributions. For the year ended April 30, 2021, one individual, one corporation, and one charitable foundation accounted for 60% of total contributions.

Notes to Financial Statements April 30, 2022 and 2021

(5) Investments

The fair values of investments are as follows as of April 30:

	2022	2021
Exchange-traded funds:		
Domestic equity	\$ 2,597,606	\$ 2,988,482
International equity	659,860	1,270,541
Fixed income	266,132	559,087
Commodities	291,901	273,338
U.S. treasury notes	_	779,294
U.S. government-sponsored enterprise mortgage-backed securities	13,153	22,485
		_
	\$ 3,828,652	\$ 5,893,227

(6) Fair Value Measurements

For all financial and nonfinancial assets and liabilities accounted for at fair value on a recurring basis, ACGT utilizes valuation techniques based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect ACGT's market expectations. These two types of inputs create the following fair value hierarchy:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 – Instruments where significant value drivers are unobservable.

When available, ACGT uses quoted market prices to determine fair value and classifies such items in Level 1. In some cases, ACGT uses quoted market prices for similar instruments in active markets and/or model-derived valuations where inputs are observable in active markets and classifies such items in Level 2. When there are limited or inactive trading markets, ACGT uses industry-standard pricing methodologies, including discounted cash flow models, whose inputs are based on management assumptions and available current market information. These items are classified in Level 3. The following section describes the valuation methodologies ACGT uses to measure different financial instruments at fair value.

The financial instruments within the fair value hierarchy are based on the lowest level of any input that is significant to the fair value measurement. The valuation levels are not necessarily an indicator of the risk of the liquidity associated with the underlying assets and liabilities.

Notes to Financial Statements April 30, 2022 and 2021

(6) Fair Value Measurements (Continued)

Investments in Fixed Maturities and Equity Securities

Investments included in Level 1 are exchange-traded funds with quoted market prices, and Level 2 include U.S. treasury notes and U.S. government-sponsored enterprise mortgage-backed securities that are priced with observable market inputs.

The following tables present ACGT's financial assets measured at fair value on a recurring basis as of April 30, 2022 and 2021:

	I	Level 1	L	evel 2	Lev	vel 3	_	Total
2022 Investments:								
Exchange-traded funds:								
Domestic equity	\$	2,597,606	\$	-	\$	-	\$	2,597,606
International equity		659,860		-		-		659,860
Fixed income		266,132		-		-		266,132
Commodities		291,901		-		-		291,901
U.S. government-sponsored enterprise mortgage-backed securities	ε			13,153				13,153
	\$	3,815,499	\$	13,153	\$		\$	3,828,652
		Level 1	<u>L</u>	evel 2	Lev	vel 3		Total
2021 Investments:								
Exchange-traded funds:								
Domestic equity	\$	2,988,482	\$	-	\$	-	\$	2,988,482
International equity		1,270,541		-		-		1,270,541
Fixed income		559,087		-		-		559,087
Commodities		273,338		-		-		273,338
U.S. treasury notes		-		779,294		-		779,294
U.S. government-sponsored enterprise mortgage-backed securities	ε <u> </u>			22,485				22,485
	\$	5,091,448	\$	801,779	\$		\$	5,893,227

The availability of observable market data is monitored to assess the appropriate classifications of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such circumstances, the transfer is reported at the beginning of the reporting period. For the years ended April 30, 2022 and 2021, there were no transfers into or out of Levels 1, 2, or 3.

Notes to Financial Statements April 30, 2022 and 2021

(7) Grants Payable

Grants payable as of April 30 consist of:

	2022	2021
Gross grants payable Less unamortized discount to present value	\$ 1,218,035 (18,425)	\$ 1,763,098 (5,775)
	\$ 1,199,610	\$ 1,757,323
Grants payable are scheduled to be paid as follows:		
Less than one year One to five years	\$ 743,646 474,389	\$ 1,137,035 626,063
	\$ 1,218,035	\$ 1,763,098

(8) Contingencies and Other Uncertainties

It is not currently possible to ascertain the overall impact of the coronavirus ("COVID-19") outbreak, if any, on ACGT's business. The extent to which COVID-19 could have a material impact on ACGT's business, financial condition, and results of operations will depend on future developments as to the geographic presence of COVID-19 and government and healthcare responses to such spread, which are presently highly uncertain.

(9) Subsequent Events

ACGT has evaluated subsequent events through October 26, 2022, which is the date the financial statements were available to be issued.