**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 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 June 30, 2026

**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: 001-39138

**JASPER THERAPEUTICS, INC.**
(Exact name of registrant as specified in its charter)

| **Delaware** | **84-2984849** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **2200 Bridge Pkwy Suite #102 Redwood City, CA** | **94065** |
| (Address of principal executive offices) | (Zip Code) |

**(650) 549-1400**
(Registrant's telephone number, including area code)

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Voting Common Stock, par value $0.0001 per share | JSPR | The Nasdaq Stock Market LLC |
| Redeemable Warrants, each ten warrants exercisable for one share of Voting Common Stock at an exercise price of $115.00 | JSPRW | 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 August 10, 2026 the number of shares of the registrant's common stock outstanding was 33,274,561 shares of voting common stock, $0.0001 par value per share, and no shares of non-voting common stock, $0.0001 par value per share.

**JASPER THERAPEUTICS, INC.**
**FORM 10-Q FOR THE QUARTERLY PERIOD ENDED**
**JUNE 30, 2026**

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## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements

**JASPER THERAPEUTICS, INC.**
**CONDENSED CONSOLIDATED BALANCE SHEETS**
***(in thousands, except share and per share data)***
***(unaudited)***

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 7,314 | $ 28,692 |
| Restricted cash, current | 417 | — |
| Prepaid expenses and other current assets | 3,840 | 5,953 |
| Total current assets | 11,571 | 34,645 |
| | | |
| Property and equipment, net | 60 | 102 |
| Operating lease right-of-use assets | 128 | 502 |
| Restricted cash, non-current | — | 417 |
| Other non-current assets | 43 | 113 |
| Total assets | $ 11,802 | $ 35,779 |
| **Liabilities and Stockholders' Equity** | | |
| Current liabilities: | | |
| Accounts payable | $ 2,778 | $ 6,220 |
| Operating lease liabilities | 270 | 1,235 |
| Accrued expenses and other current liabilities | 4,797 | 5,745 |
| Total current liabilities | 7,845 | 13,200 |
| Warrant liability | 2,544 | 16,164 |
| Other non-current liabilities | — | 2,264 |
| Total liabilities | 10,389 | 31,628 |
| | | |
| Commitments and contingencies (Note 8) | | |
| Stockholders' equity | | |
| Preferred stock: $0.0001 par value — 10,000,000 shares authorized at June 30, 2026 and December 31, 2025; none issued and outstanding at June 30, 2026 and December 31, 2025 | — | — |
| Common stock: $0.0001 par value — 492,000,000 shares authorized at June 30, 2026 and December 31, 2025; 28,079,552 and 27,996,819 shares issued and outstanding at June 30, 2026 and December 31, 2025, respectively | 3 | 3 |
| Additional paid-in capital | 322,014 | 320,818 |
| Accumulated deficit | (320,604) | (316,670) |
| Total stockholders' equity | 1,413 | 4,151 |
| Total liabilities and stockholders' equity | $ 11,802 | $ 35,779 |

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

**JASPER THERAPEUTICS, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**
***(in thousands, except share and per share data)***
***(unaudited)***

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2026** | **2025** | **2026** | **2025** |
| Operating expenses | | | | |
| Research and development | $ 5,135 | $ 21,196 | $ 10,949 | $ 37,353 |
| General and administrative | 4,072 | 5,880 | 9,210 | 11,525 |
| Total operating expenses | 9,207 | 27,076 | 20,159 | 48,878 |
| Loss from operations | (9,207) | (27,076) | (20,159) | (48,878) |
| Interest income | 82 | 437 | 246 | 1,061 |
| Change in fair value of warrant liability | 3,980 | — | 13,620 | — |
| Other income (expense), net | 2,385 | (84) | 2,359 | (147) |
| Total other income, net | 6,447 | 353 | 16,225 | 914 |
| Net loss and comprehensive loss | $ (2,760) | $ (26,723) | $ (3,934) | $ (47,964) |
| Net loss per share attributable to common stockholders, basic and diluted | $ (0.10) | $ (1.74) | $ (0.14) | $ (3.16) |
| Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted | 28,696,937 | 15,333,962 | 28,684,447 | 15,178,904 |

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

**JASPER THERAPEUTICS, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**
***(in thousands, except share data)***
***(unaudited)***

***Three Months Ended June 30, 2026***

| | Common Stock | | Additional Paid-In | Accumulated | Total Stockholders' |
|---|---|---|---|---|---|
| | Shares | Amount | Capital | Deficit | Equity |
| **Balance as of March 31, 2026** | 27,996,819 | 3 | 321,241 | (317,844) | 3,400 |
| Issuance of common stock pursuant to Employee Stock Purchase Plan | 12,983 | — | 9 | — | 9 |
| Issuance of common stock for vested restricted stock units | 69,750 | — | — | — | — |
| Stock-based compensation expense | — | — | 764 | — | 764 |
| Net loss | — | — | — | (2,760) | (2,760) |
| **Balance as of June 30, 2026** | 28,079,552 | 3 | 322,014 | (320,604) | 1,413 |

***Three Months Ended June 30, 2025***

| | Common Stock | | Additional Paid-In | Accumulated | Total Stockholders' |
|---|---|---|---|---|---|
| | Shares | Amount | Capital | Deficit | Equity |
| **Balance as of March 31, 2025** | 15,022,122 | $ 2 | $ 304,352 | $ (262,110) | $ 42,244 |
| Issuance of common stock pursuant to Employee Stock Purchase Plan | 47,763 | — | 223 | — | 223 |
| Issuance of common stock for vested restricted stock units | 12,000 | — | — | — | — |
| Issuance of common stock through ATM line net of commissions and issuance costs of $0.3 million | 1,137,358 | — | 5,940 | — | 5,940 |
| Stock-based compensation expense | — | — | 1,817 | — | 1,817 |
| Net loss | — | — | — | (26,723) | (26,723) |
| **Balance as of June 30, 2025** | 16,219,243 | $ 2 | $ 312,332 | $ (288,833) | $ 23,501 |

***Six Months Ended June 30, 2026***

| | Common Stock | | Additional Paid-In | Accumulated | Total Stockholders' |
|---|---|---|---|---|---|
| | Shares | Amount | Capital | Deficit | Equity |
| **Balance as of December 31, 2025** | 27,996,819 | 3 | 320,818 | (316,670) | 4,151 |
| Issuance of common stock pursuant to Employee Stock Purchase Plan | 12,983 | — | 9 | — | 9 |
| Issuance of common stock for vested restricted stock units | 69,750 | — | — | — | — |
| Stock-based compensation expense | — | — | 1,187 | — | 1,187 |
| Net loss | — | — | — | (3,934) | (3,934) |
| **Balance as of June 30, 2026** | 28,079,552 | 3 | 322,014 | (320,604) | 1,413 |

***Six Months Ended June 30, 2025***

| | Common Stock | | Additional Paid-In | Accumulated | Total Stockholders' |
|---|---|---|---|---|---|
| | Shares | Amount | Capital | Deficit | Equity |
| **Balance as of December 31, 2024** | 15,022,122 | $ 2 | $ 302,541 | $ (240,869) | $ 61,674 |
| Issuance of common stock pursuant to Employee Stock Purchase Plan | 47,763 | — | 223 | — | 223 |
| Issuance of common stock for vested restricted stock units | 12,000 | — | — | — | — |
| Issuance of common stock through ATM line net of commissions and issuance costs of $0.3 million | 1,137,358 | — | 5,940 | — | 5,940 |
| Stock-based compensation expense | — | — | 3,628 | — | 3,628 |
| Net loss | — | — | — | (47,964) | (47,964) |
| **Balance as of June 30, 2025** | 16,219,243 | $ 2 | $ 312,332 | $ (288,833) | $ 23,501 |

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

**JASPER THERAPEUTICS, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
***(in thousands)***
***(unaudited)***

| | Six Months Ended June 30, | |
|---|---|---|
| | **2026** | **2025** |
| **Cash flows used in operating activities** | | |
| Net loss | $ (3,934) | $ (47,964) |
| Adjustments to reconcile net loss to net cash used in operating activities | | |
| Depreciation and amortization expense | 42 | 537 |
| Non-cash lease expense | 374 | 508 |
| Stock-based compensation expense | 1,187 | 3,628 |
| Change in fair value of warrant liability | (13,620) | — |
| (Gain) loss on disposal of property and equipment | (80) | 2 |
| Gain on reversal of CIRM grant liability | (2,264) | — |
| Changes in operating assets and liabilities: | | |
| Prepaid expenses and other current assets | 2,113 | 718 |
| Other non-current assets | 70 | 628 |
| Accounts payable | (3,442) | 4,007 |
| Accrued expenses and other current liabilities | (948) | 391 |
| Operating lease liability | (965) | (750) |
| Net cash used in operating activities | (21,467) | (38,295) |
| **Cash flows provided by investing activities** | | |
| Purchases of property and equipment | — | (7) |
| Proceeds from sales of property and equipment | 80 | 12 |
| Net cash provided by investing activities | 80 | 5 |
| **Cash flows from financing activities** | | |
| Proceeds from issuance of common stock through ATM and underwritten offerings, net | — | 5,940 |
| Proceeds from issuance of common stock pursuant to Employee Stock Purchase Plan | 9 | 223 |
| Net cash provided by financing activities | 9 | 6,163 |
| Net decrease in cash, cash equivalents and restricted cash | (21,378) | (32,127) |
| Cash, cash equivalents and restricted cash at beginning of the period | 29,109 | 72,054 |
| **Cash, cash equivalents and restricted cash at end of the period** | $ 7,731 | $ 39,927 |
| **Supplemental and non-cash items reconciliations** | | |
| Right-of-use asset obtained in exchange for lease liabilities | $ — | $ 1,092 |

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

**JASPER THERAPEUTICS, INC.**
**NOTES TO UNAUDITED INTERIM CONDENSED**
**CONSOLIDATED FINANCIAL STATEMENTS**

## NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

### *Description of Business*

Jasper Therapeutics, Inc., together with its consolidated subsidiary, Jasper Tx Corp. (collectively, "Jasper" or the "Company"), was incorporated in the State of Delaware in March 2018. The Company's headquarters are located in Redwood City, California. In September 2021, the Company completed a merger with Amplitude Healthcare Acquisition Corporation and became a public company. On July 16, 2026, the Company acquired Kira Pharmaceuticals, a Cayman Islands exempted company ("Kira") (See Note 15). Jasper is a clinical-stage biotechnology company advancing a pipeline of biologic agents designed to improve outcomes in patients with immunologically-driven disorders.

## NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### *Basis of Presentation*

The condensed consolidated financial statements and accompanying notes are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") for financial reporting.

The accompanying condensed financial statements are consolidated and include the accounts of Jasper Therapeutics, Inc. and its wholly-owned subsidiary, Jasper Tx Corp, which had no operations during the periods presented.

Certain information and footnote disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these condensed consolidated financial statements should be read in conjunction with the audited financial statements and the related notes thereto for the year ended December 31, 2025 included in the Company's Annual Report on the Form 10-K filed with the SEC on March 30, 2026. There were no changes to the Company's significant accounting policies as described in the Annual Report on Form 10-K. The information as of December 31, 2025, included in the condensed consolidated balance sheets was derived from the Company's audited financial statements. These unaudited interim condensed consolidated financial statements have been prepared on the same basis as the Company's annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments necessary for a fair statement of the Company's consolidated financial statements. The results of operations for the three and six months ended June 30, 2026 are not necessarily indicative of the results that may be expected for the year ending December 31, 2026 or for any other interim period or for any other future year.

***Going Concern***

In accordance with Accounting Standards Codification ("ASC") Topic 205-40, Going Concern, the Company evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern within one year after the date that the condensed consolidated financial statements are issued. This evaluation initially does not take into consideration the potential mitigating effect of the Company's plans that have not been fully implemented as of the date the financial statements are issued. When substantial doubt exists under this methodology, the Company evaluates whether the mitigating effect of its plans sufficiently alleviates substantial doubt about its ability to continue as a going concern. The mitigating effect of the Company's plans, however, is only considered if both (1) it is probable that the plans will be effectively implemented within one year after the date that the financial statements are issued, and (2) it is probable that the plans, when implemented, will mitigate the relevant conditions or events that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the condensed consolidated financial statements are issued. In performing this analysis, the Company excluded certain elements of its operating plan that cannot be considered probable.

The Company has incurred significant losses and negative cash flows from operations since its inception. During the three and six months ended June 30, 2026, the Company incurred net losses of $2.8 million and $3.9 million, respectively. During the three and six months ended June 30, 2025, the Company incurred net losses of $26.7 million and $48.0 million, respectively. During the six months ended June 30, 2026 and 2025, the Company had negative cash flows from operations of $21.5 million and $38.3 million, respectively. As of June 30, 2026, the Company had an accumulated deficit of $320.6 million. The Company expects to continue to incur substantial losses, and its ability to achieve and sustain profitability will depend on the successful development, approval and commercialization of product candidates and on the achievement of sufficient revenues to support the Company's cost structure. As of June 30, 2026, the Company had cash and cash equivalents of $7.3 million. In July 2026, the Company completed a private placement financing through the sale of non-voting convertible preferred stock, resulting in gross proceeds of $132.0 million (see Note 15). The Company has agreed to seek a stockholder vote to convert the Non-Voting Convertible Preferred Stock within 120 days from the closing of the merger. In addition, in the event the Company is unable to obtain stockholder approval of the conversion of the Non-Voting Convertible Preferred Stock within 12 months of the closing of the Merger, holders have the right to require the Company to repurchase the Non-Voting Convertible Preferred Stock at the then current fair market value. Accordingly, based on the Company's current operating plan, and along with the Company's history of operating losses, and given the potential risk of having to repurchase the Non-Voting Convertible Preferred Stock if the Company is unable to obtain stockholder approval to convert it to Common Stock within 12 months, the Company's current cash and cash equivalents may not be sufficient to fund the Company's ongoing operations for a period of at least twelve months from the issuance date of these condensed consolidated financial statements. Accordingly, the Company has concluded that substantial doubt exists about its ability to continue as a going concern.

Management expects to finance the Company's future cash needs through equity or debt financings, collaborations or a combination of these approaches, and given the imminent need for additional funding to continue to fund operations in the near-term, the Company is actively seeking additional capital to extend the cash runway. However, due to several factors, including those outside management's control, there can be no assurance that the Company will be able to complete additional financings. The Company's ability to raise additional funds may be adversely impacted by negative global economic conditions and any disruptions to and volatility in the credit and financial markets in the United States and worldwide or other factors. There can be no assurance that the Company will be successful in acquiring additional funding at levels sufficient to fund its operations or on terms favorable or acceptable to the Company. The Company routinely evaluates cost reduction measures to proactively manage cash burn, but if the Company is unable to obtain adequate financing when needed or on terms favorable or acceptable to it, the Company may be forced to take broader actions such as to delay, reduce the scope of or eliminate one or more of its research and development programs. The Company concluded the likelihood that its plan to successfully obtain sufficient funding or adequately delay or reduce expenditures, while reasonably possible, is less than probable.

The accompanying unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the ordinary course of business. These unaudited interim condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of the uncertainties described above.

***Use of Estimates***

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the condensed consolidated financial statements and the reported amounts of income and expenses during the reporting periods. Significant estimates and assumptions made in the condensed consolidated financial statements include, but are not limited to, the determination of the accrued research and development expenses, the measurement of stock-based compensation expense and the valuation of warrant liability. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could materially differ from those estimates.

***Cash, Cash Equivalents, and Restricted Cash***

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total amount shown in the condensed consolidated statements of cash flows (in thousands):

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Cash and cash equivalents | $ 7,314 | $ 28,692 |
| Restricted cash, current | 417 | — |
| Restricted cash, non-current | — | 417 |
| Total cash, cash equivalents and restricted cash | $ 7,731 | $ 29,109 |

Cash and cash equivalents consist of cash held in operating accounts and investments in money market funds. Restricted cash relates to the letter of credit secured in conjunction with the operating lease (Note 8) and was included in current assets in the condensed consolidated balance sheets as of June 30, 2026. Restricted cash was non-current in the condensed consolidated balance sheets as of December 31, 2025.

***Concentrations of Credit Risk and Other Risks and Uncertainties***

The Company's cash and cash equivalents are maintained with financial institutions in the United States of America. Cash balances are held at financial institutions and account balances may exceed federally insured limits. To date, the Company has not experienced any losses on its cash, cash equivalents and marketable securities' balances and periodically evaluates the creditworthiness of its financial institutions.

The Company is subject to risks common to companies in the development stage, including, but not limited to, development and regulatory approval of new product candidates, development of markets and distribution channels, dependence on key personnel, and the ability to obtain additional capital as needed to fund its product plans. To achieve profitable operations, the Company must successfully develop and obtain requisite regulatory approvals for, manufacture, and market its product candidates. There can be no assurance that any such product candidate can be developed and approved or manufactured at an acceptable cost and with appropriate performance characteristics, or that such product will be successfully marketed. These factors could have a material adverse effect on the Company's future financial results.

Products developed by the Company require approval from the U.S. Food and Drug Administration (the "FDA") or other international regulatory agencies prior to commercial sales. There can be no assurance that the Company's future products will receive the necessary clearances. If the Company were denied such clearances or such clearances were delayed, it could have a materially adverse impact on the Company.

***Recent Accounting Pronouncements***

*Accounting Pronouncements Not Yet Adopted*

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 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. In January 2025, the FASB issued ASU No. 2025-01, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date ("ASU 2025-01"). The amendments 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. The amendments are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of adopting this ASU to its condensed consolidated financial statements.

In September 2025, the FASB issued ASU No. 2025-06, Intangibles - Goodwill and Other - Internal - Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software ("ASU 2025-06"). The amendments in ASU 2025-06 remove all references to prescriptive and sequential software development stages. This ASU requires entities to begin capitalizing software costs when management authorizes and commits to funding the software project, and it is probable that the project will be completed, and the software will be used for its intended purpose. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of adopting this ASU to its consolidated financial statements.

In December 2025, the FASB issued ASU No. 2025-10, Accounting for Government Grants Received by Business Entities (Topic 832). This ASU provides recognition, measurement, presentation, and disclosure requirements for government grants, including guidance for grants related to an asset and grants related to income. ASU No. 2025-10 is effective for fiscal years beginning after December 15, 2028, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of adopting this ASU to its consolidated financial statements.

In December 2025, the FASB issued ASU No. 2025-11, Interim Reporting: Narrow-Scope Improvements (Topic 270). This ASU improves clarity for interim financial reporting requirements under the existing guidance within ASC Topic 270, by creating a comprehensive list of interim disclosure requirements, clarifying scope and applicability, along with adding a principle to disclose all material events that have occurred since the most recently filed Annual Report on Form 10-K. ASU No. 2025-11 is effective for interim reporting for fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting this ASU to its consolidated financial statements.

**NOTE 3. FAIR VALUE MEASUREMENTS**

The Company measures certain financial assets and liabilities at fair value on a recurring basis. Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

- Level 1 – Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 – Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and
- Level 3 – Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value.

Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and consider factors specific to the asset or liability.

The fair value of Level 1 securities is determined using quoted prices in active markets for identical assets. Level 1 securities consist of highly liquid money market funds. In addition, restricted cash collateralized by money market funds is a financial asset measured at fair value and is a Level 1 financial instrument under the fair value hierarchy.

Financial assets and liabilities are considered Level 2 when their fair values are determined using inputs that are observable in the market or can be derived principally from or corroborated by observable market data, such as pricing for similar securities, recently executed transactions, cash flow models with yield curves, and benchmark securities. In addition, Level 2 financial instruments are valued using comparisons to like-kind financial instruments and models that use readily observable market data as their basis. The Company had no financial instruments classified at Level 2 as of June 30, 2026 and December 31, 2025.

Financial assets and liabilities are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies, or similar techniques and at least one significant model assumption or input is unobservable. As of June 30, 2026 and December 31, 2025, the Company's Level 3 liabilities consisted of the warrant liability.

There were no transfers within the hierarchy during the three and six months ended June 30, 2026 and 2025.

The following tables set forth the fair value of the Company's financial assets and liabilities measured on a recurring basis by level within the fair value hierarchy (in thousands):

| | June 30, 2026 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Financial assets | | | | |
| Money market funds | $ 6,314 | $ — | $ — | $ 6,314 |
| Total fair value of assets | $ 6,314 | $ — | $ — | $ 6,314 |
| | | | | |
| Financial liabilities | | | | |
| Warrant liability | $ — | $ — | $ 2,544 | $ 2,544 |
| Total fair value of financial liabilities | $ — | $ — | $ 2,544 | $ 2,544 |

| | December 31, 2025 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Financial assets | | | | |
| Money market funds | $ 27,692 | $ — | $ — | $ 27,692 |
| Total fair value of assets | $ 27,692 | $ — | $ — | $ 27,692 |
| | | | | |
| Financial liabilities | | | | |
| Warrant liability | $ — | $ — | $ 16,164 | $ 16,164 |
| Total fair value of financial liabilities | $ — | $ — | $ 16,164 | $ 16,164 |

The following table sets forth a summary of the changes in the fair value of the Company's warrant liability (in thousands):

| | Warrant Liability |
|---|---|
| **Fair Value as of December 31, 2025** | $ 16,164 |
| Change in the fair value | (9,640) |
| **Fair Value as of March 31, 2026** | 6,524 |
| Change in the fair value | (3,980) |
| **Fair Value as of June 30, 2026** | $ 2,544 |

The Company uses the Black-Scholes pricing model to determine the fair value of its warrant liability using Level 3 inputs. Inputs used to determine estimated fair value of the warrant liability include the fair value of the underlying stock at the valuation date, the term of the warrants, and the expected volatility of the underlying stock. The significant unobservable input used in the fair value measurement of the warrant liability is the expected volatility of the warrants. The estimates of fair value are uncertain and changes in any of the estimated inputs used as of the date of this report could have resulted in significant adjustments to the fair value.

The key inputs into valuation models used to estimate the fair value of the warrant liability as of June 30, 2026 and December 31, 2025 were as follows:

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Common stock price | $ 0.42 | $ 1.83 |
| Expected term (in years) | 3.73 | 4.22 |
| Expected volatility | 119.82% | 113.30% |
| Risk-free interest rate | 4.16% | 3.66% |

**NOTE 4. CONDENSED CONSOLIDATED BALANCE SHEET COMPONENTS**

***Prepaid expenses and other current assets***

The following table summarizes the details of prepaid expenses and other current assets as of the dates set forth below (in thousands):

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Research and development prepaid expenses | $ 2,836 | $ 4,320 |
| Prepaid insurance | 519 | 866 |
| Prepaid travel expenses | 230 | 103 |
| Other prepaid expenses and current assets | 255 | 664 |
| Total | $ 3,840 | $ 5,953 |

***Property and equipment, net***

The following table summarizes the details of property and equipment, net as of the dates set forth below (in thousands):

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Leasehold improvements | $ 2,711 | $ 2,711 |
| Lab equipment | 871 | 1,513 |
| Office furniture & fixtures | 522 | 522 |
| Computer equipment | 170 | 170 |
| Property and equipment, gross | 4,274 | 4,916 |
| Less: accumulated depreciation and amortization | (4,214) | (4,814) |
| Property and equipment, net | $ 60 | $ 102 |

Depreciation and amortization expense was $21,000 and $0.3 million for the three months ended June 30, 2026 and 2025, and $42,000 and $0.5 million for the six months ended June 30, 2026 and 2025, respectively.

***Accrued expenses and other current liabilities***

The following table summarizes the details of accrued expenses and other current liabilities as of the dates set forth below (in thousands):

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Research and development accrued expenses | $ 2,585 | $ 3,775 |
| Accrued employee and related compensation expenses | 1,452 | 1,589 |
| Accrued legal and professional expenses | 715 | 261 |
| Other | 45 | 120 |
| Total | $ 4,797 | $ 5,745 |

**NOTE 5. CIRM GRANT**

In November 2020, California Institute for Regenerative Medicine ("CIRM") awarded the Company $2.3 million in support of the research project related to a monoclonal antibody that depletes blood stem cells and enables chemotherapy-free transplants. The Company has received an aggregate of $2.3 million from CIRM through June 30, 2026. There are no further amounts available for future distribution to the Company under the grant.

Under the terms of the grant, both CIRM and the Company agreed to co-fund the research project and the amount of the Company's co-funding requirement was predetermined as a part of the award. Under the terms of the CIRM grant, the Company is obligated to pay royalties and licensing fees based on 0.1% of net sales of CIRM-funded inventions per $1.0 million of CIRM grant. As an alternative to revenue sharing, the Company has the option to convert the award to a loan. In the event the Company exercises its right to convert the award to a loan, it would be obligated to repay the loan within ten business days of making such election. Repayment amounts vary dependent on when the award is converted to a loan, ranging from 60% of the award granted to amounts received plus interest at the rate of the three-month LIBOR rate plus 25% per annum. Since the Company may be required to repay some or all of the amounts awarded by CIRM, the Company had historically accounted for this award as a liability, recorded without discount or interest given the uncertainty as to amounts that would become due. In the absence of explicit U.S. GAAP guidance on contributions received by business entities from government entities, the Company applied the recognition and measurement guidance in ASC Topic 958-605 Not-for-Profit Entities: Revenue Recognition—Contributions to the CIRM grant by analogy.

During the three months ended June 30, 2026, the Company determined that the principal path for briquilimab is obtaining and monetizing a priority review voucher, proceeds from which are excluded from royalty-bearing net sales under the CIRM grant. As a result, the Company determined it would not elect to convert the award to a loan and concluded that repayment is no longer probable. Accordingly, the Company reversed the $2.3 million liability and recognized a corresponding gain in other income during the three months ended June 30, 2026. As of June 30, 2026, no amount related to the CIRM grant is recorded in other non-current liabilities in the condensed consolidated balance sheet (compared to $2.3 million as of December 31, 2025).

**NOTE 6. SIGNIFICANT AGREEMENTS**

***Stanford License Agreements***

In March 2021, the Company entered into an exclusive license agreement with Stanford (as amended through June 2026, the "2021 Stanford License Agreement"). Each amendment modified certain milestones set forth thereunder. The Company received a worldwide, exclusive license, with a right to sublicense, for briquilimab in the field of depleting endogenous blood stem cells in patients for whom hematopoietic cell transplantation is indicated. Stanford transferred to the Company certain know-how and patents related to briquilimab (together, the "Licensed Technology"). Under the terms of this agreement, the Company is required to use commercially reasonable efforts to develop, manufacture and sell licensed product and to develop markets for a licensed product. In addition, the Company is required to use commercially reasonable efforts to meet the milestones as specified in the agreement over the approximately eight years from execution of the 2021 Stanford License Agreement and must notify Stanford in writing as each milestone is met.

The Company is obligated to pay annual license maintenance fees, beginning on the first anniversary of the effective date of the agreement and ending upon the first commercial sale of a product, method, or service in the licensed field of use, as follows: $25,000 for each first and second year, $35,000 for each third and fourth year and $50,000 at each anniversary thereafter ending upon the first commercial sale. The Company is also obligated to pay late-stage clinical development milestone payments and first commercial sales milestone payments of up to $9.0 million in total. The Company will also pay low single-digit royalties on net sales of licensed products, if approved. The Company recognized $50,000 and $35,000 in annual license maintenance fees as research and development expense in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2026 and 2025, respectively.

The 2021 Stanford License Agreement expires on a country-by-country basis on the last-to-expire valid claim of a licensed patent in such country. The Company may terminate the agreement by giving Stanford written notice at least 12 months in advance of the effective date of termination. The Company may also terminate the agreement solely with respect to any particular patent application or patent by giving Stanford written notice at least 60 days in advance of the effective date of termination. Stanford may terminate the agreement after 90 days from a written notice by Stanford, specifying a problem, including a delinquency on any report required pursuant to the agreement or any payment, missing a milestone or a material breach, unless the Company remediates the problem in that 90-day period.

In December 2024, the Company entered into a co-exclusive license agreement with Stanford (the "2024 Stanford License Agreement"). The Company received a co-exclusive license in the United States, with a right to sublicense, for a certain patent to be used in the field of the treatment and prevention of human diseases, including the use of anti-CD117 antibodies (other than JSP191) for the purpose of depleting endogenous blood stem cells in patients for whom hematopoietic cell transplantation is indicated (the "Co-Exclusive Licensed Field of Use") and an exclusive license in the United States for the use of the same patent in the field provided in the 2021 Stanford License Agreement (the "Exclusive Licensed Field of Use"). Stanford will have at most one other commercial license for the licensed patent in the Co-Exclusive Licensed Field of Use. Under the terms of this agreement, the Company is required to use commercially reasonable efforts to develop, manufacture and sell a licensed product and to develop markets for a licensed product. In addition, the Company is required to use commercially reasonable efforts to meet the milestones as specified in the agreement over approximately 4.5 years from the execution of the agreement and must notify Stanford in writing when, and if, each milestone is met.

In June 2026, the Company entered into Amendment No. 3 to the Stanford License Agreement, which amended and restated the milestone schedule under the agreement, including milestones that extend through July 31, 2029.

The Company paid a license issue fee of $75,000, following the execution of the agreement, in January 2025. The Company is also obligated to pay annual license maintenance fees, beginning on the first anniversary of the effective date of the agreement, as follows: $25,000 for each of the first through third years, $50,000 for each of the fourth through sixth years and $65,000 at each anniversary thereafter. The Company is also obligated to pay clinical development milestone payments of up to $1.3 million and sales milestone payments of up to $7.0 million in total. The Company will pay low single-digit royalties on net sales of licensed products, if approved. The Company will pay Stanford a portion of sublicensee consideration if a sublicense is granted. As of June 30, 2026 and December 31, 2025, there was $0 and $25,000, respectively, of accounts payable recorded in the condensed consolidated balance sheets related to the annual license maintenance fee.

The Company may terminate the agreement by giving Stanford written notice at least 30 days in advance of the effective date of termination. Stanford may terminate the agreement by giving the Company 90 days written notice for a problem, including a delinquency on any report required pursuant to the agreement, missing a milestone or a material breach, and by giving the Company 30 days written notice for a payment default, unless the Company remediates the problem in that 90-day or 30-day period.

**NOTE 7. WARRANTS**

In September 2025, in connection and together with the issuance of 11,670,707 shares of the Company's voting common stock through the underwritten offering (the "September 2025 Offering"), the Company issued pre-funded warrants to purchase 675,000 shares of common stock (the "Pre-Funded Warrants") and common stock warrants to purchase 12,345,707 shares of common stock (the "Common Warrants"). See Note 9 for additional details about the September 2025 Offering.

**Pre-Funded Warrants**

The exercise price of each Pre-Funded Warrant is $0.0001 per share. The Pre-Funded Warrants are exercisable at the option of each holder in whole or in part at any time after their original issuance and have no expiration date. The Pre-Funded Warrants may be exercised by means of cash or the cashless settlement of the net number of shares of common stock determined according to a formula set forth in the Pre-Funded Warrants. However, a holder will not be entitled to exercise any portion of any Pre-Funded Warrant that, upon giving effect to such exercise, would cause the aggregate number of shares of common stock beneficially owned by such holder (together with its affiliates) to exceed 4.99% (or, at the election of the holder, 9.99% or 19.99%) of the number of issued and outstanding shares of common stock following such exercise. However, any holder of a Pre-Funded Warrant may increase or decrease such percentage to any other percentage not in excess of 19.99%, provided that the holder shall provide at least 61 days' prior written notice to the Company prior to the date such increase shall be effective.

Pursuant to the terms of the Pre-Funded Warrant, upon the consummation of a Fundamental Transaction, as defined in the Pre-Funded Warrants, the holders of the Pre-Funded Warrants are entitled to receive, upon exercise of the Pre-Funded Warrants, the kind and amount of securities, cash or other property that such holders would have received had they exercised the Pre-Funded Warrants immediately prior to such Fundamental Transaction, without regard to any limitations on exercise contained in the Pre-Funded Warrants.

The Company concluded that the Pre-Funded Warrants met the equity indexation criteria and the Pre-Funded Warrants are therefore accounted for in stockholders' equity. In the quarter-ended September 20, 2025 the Company recorded $0.3 million to additional paid-in capital upon issuance of the Pre-Funded Warrants.

As of June 30, 2026, none of the Pre-Funded Warrants have been exercised.

***Common Warrants***

The exercise price of each Common Warrant is $2.92 per share. Each Common Warrant is exercisable commencing on the six month anniversary of the date of issuance and thereafter for a period of four years. The Common Warrants may be exercised by means of cash or the cashless settlement of the net number of shares of common stock determined according to a formula set forth in the Common Warrants. However, a holder will not be entitled to exercise any portion of any Common Warrant that, upon giving effect to such exercise, would cause the aggregate number of shares of common stock beneficially owned by such holder (together with its affiliates) to exceed 4.99% (or, at the election of the holder, 9.99% or 19.99%) of the number of issued and outstanding shares of common stock following such exercise. However, any holder of a Common Warrant may increase or decrease such percentage to any other percentage not in excess of 19.99%, provided that the holder shall provide at least 61 days' prior written notice to the Company prior to the date such increase shall be effective.

Pursuant to the terms of the Common Warrant, upon the consummation of a Fundamental Transaction, as defined in the Common Warrants, the holders of the Common Warrants are entitled to receive, upon exercise of the Common Warrant, the kind and amount of securities, cash or other property that such holders would have received had they exercised the Common Warrants immediately prior to such Fundamental Transaction, without regard to any limitations on exercise contained in the Common Warrants or the holder may require the Company or the successor entity to repurchase the unexercised portion of the Common Warrant for its Black Scholes Value, as defined in the Common Warrant; provided, however, if the holder shall only be entitled to receive from the Company or any successor entity the same type or form of consideration (and in the same proportion) at the Black Scholes Value of the unexercised portion of the Common Warrant, that is being offered and paid to the holders of common stock of the Company in connection with the Fundamental Transaction, whether that consideration be in the form of cash, shares or any combination thereof, or whether the holders of common stock are given the choice to receive from among alternative forms of consideration in connection with the Fundamental Transaction; provided, further, that if holders of common stock of the Company are not offered or paid any consideration in such Fundamental Transaction, such holders of common stock will be deemed to have received common stock of the successor entity (which successor entity may be the Company following such Fundamental Transaction) in such Fundamental Transaction.

The Company concluded that the Common Warrants did not meet the equity indexation criteria due to the certain inputs to estimate the number of shares issuable in a Fundamental Transaction and the Common Warrants are therefore accounted for as liabilities. The Company recorded $24.7 million to warrant liability upon issuance of the Common Warrants. The Company estimated fair value of the Common Warrants at the issuance date using the Black-Scholes valuation model and will remeasure the liability at each reporting date. The Company recorded a change in fair value of warrant liability of $4.0 million and $13.6 million in its condensed consolidated statement of operations and comprehensive loss for the three and six months ended June 30, 2026, respectively. Refer to Note 3 for assumptions used to estimate the Common Warrants fair value.

As of June 30, 2026, none of the Common Warrants have been exercised.

## NOTE 8. COMMITMENTS AND CONTINGENCIES

***Operating Leases***

As of June 30, 2026, the Company leased approximately 25,900 square feet of laboratory and office space in Redwood City, California, under an operating lease that expires in August 2026.

In conjunction with signing the lease, the Company secured a letter of credit in favor of the lessor in the amount of $0.4 million. The funds related to this letter of credit are presented as restricted cash on the Company's condensed consolidated balance sheets. The lease agreement includes an escalation clause for increased base rent and a renewal provision allowing the Company to extend this lease for an additional 60 months at the prevailing rental rate, which the Company is not reasonably certain to exercise. In addition to base rent, the Company pays its share of operating expenses and taxes.

In March 2025, the Company extended its existing short-term lease for 12,500 square feet of laboratory and office space in Redwood City, California, through August 2026. As a result, the Company recorded a right-of-use asset and lease liability of $1.1 million in March 2025.

In December 2025, in connection with the cessation of the Company's vivarium operations and consolidation of personnel office space, the Company ceased use of a portion of its leased headquarters space. As a result, the right-of-use asset associated with that lease was impaired by $0.4 million.

The Company also pays variable costs related to its share of operating expenses and taxes. These variable costs are recorded as lease expense as incurred and presented as operating expenses in the condensed consolidated statements of operations and comprehensive loss.

The components of lease costs, which were included in the Company's condensed consolidated statements of operations and comprehensive loss, are as follows (in thousands):

| | Six Months Ended June 30, | |
|---|---|---|
| | **2026** | **2025** |
| **Lease cost** | | |
| Operating lease cost | $ 400 | $ 593 |
| Short-term lease cost | — | 169 |
| Variable lease cost | 341 | 317 |
| **Total lease cost** | $ 741 | $ 1,079 |

Supplemental information related to the Company's operating leases is as follows:

| | Six Months Ended June 30, | |
|---|---|---|
| | 2026 | 2025 |
| Cash paid for amounts included in the measurement of lease liabilities (in thousands) | $ 992 | $ 836 |
| Weighted average remaining lease term (years) | 0.15 | 1.13 |
| Weighted average discount rate | 8.00% | 8.00% |

The following table summarizes a maturity analysis of the Company's operating lease liabilities showing the aggregate lease payments as of June 30, 2026 (in thousands):

| Year Ending December 31, | Amount |
|---|---|
| 2026 (remainder of the year) | $ 271 |
| Total undiscounted lease payments | 271 |
| Less imputed interest | (1) |
| Total discounted lease payments | 270 |
| Less current portion of lease liability | (270) |
| Noncurrent portion of lease liability | $ — |

***License Agreements***

In March 2021, the Company entered into the 2021 Stanford License Agreement (Note 6), which was amended in July 2023, pursuant to which the Company is required to pay annual license maintenance fees, clinical development and commercial sales milestone payments of up to an aggregate of $9.0 million, and low single-digit royalties on net sales of licensed products. All products were in development as of June 30, 2026, and no royalties were due as of such date. The Company recognized $50,000 and $35,000 in annual license maintenance fees as research and development expense in the condensed consolidated statements of operations and comprehensive loss for the six months ended June 30, 2026 and 2025, respectively. As of each of June 30, 2026 and December 31, 2025, no milestones were probable to be achieved and payable.

In December 2024, the Company entered into the 2024 Stanford License Agreement (Note 6), pursuant to which the Company is required to pay a license issue and annual license maintenance fees, clinical development and commercial sales milestone payments of up to an aggregate of $8.3 million and low single-digit royalties on net sales of licensed products. All products were in development as of June 30, 2025, and no royalties were due as of such date. As of June 30, 2026, no milestones were probable to be achieved and payable.

***Legal Proceedings***

The Company, from time to time, may be party to litigation arising in the ordinary course of business. On September 19, 2025, a shareholder class action complaint captioned *Grant v. Jasper Therapeutics, Inc., et al.* (Case No. 25-cv-08010) was filed in the United States District Court for the Northern District of California against us and certain of our current and former officers. The complaint alleges that certain material misstatements or omissions related to the ongoing clinical trials of briquilimab were made in violation of federal securities laws. The plaintiffs are seeking unspecified monetary damages and an award of costs and expenses, including reasonable attorneys' fees, expert fees and other costs. On December 3, 2025, a stipulated order was entered appointing co-lead plaintiffs and approving their selection of co-lead counsel, and on December 16, 2025, a stipulated order was entered setting a schedule for the filing and responses to an amended complaint. Per the terms of the December 16, 2025 stipulated order, an amended complaint captioned *Allard, et al. v. Jasper Therapeutics, Inc., et al.* (Case No. 25-cv-08010) was filed, and defendants' motion to dismiss was filed on April 20, 2026. A hearing on defendants' motion to dismiss is currently scheduled for October 15, 2026. In addition, on November 5, 2025, a shareholder derivative complaint captioned *Bardauskas v. Martell, et al*. (Case No. 25-cv-09561) was filed in the United States District Court for the Northern District of California, and on December 22, 2025, another shareholder derivative complaint was filed in the same court and captioned *Walsh v. Martell, et al.* (Case No. 25-cv-10899). The derivative complaints name as defendants certain of our current and former officers and directors, and allege claims related to the allegations raised in the shareholder class action complaint. On January 21, 2026, a stipulated order was entered, among other things, consolidating and staying the derivative actions. We believe the claims raised in these lawsuits are without merit, and intend to defend these matters vigorously. However, there can be no assurance that we will prevail. We are unable to determine whether any loss ultimately will occur or to estimate the range of such loss; therefore, no amount of loss has been accrued in our financial statements as of and for the three months ended June 30, 2026. Regardless of outcome, litigation can have an adverse impact on us due to costs involved, diversion of management resources, negative publicity, reputational harm, and other factors.

The Company believes that it is not currently a party to any other legal proceedings which, individually or in the aggregate, would have a material adverse effect on its consolidated financial position, results of operations or cash flows.

***Guarantees and Indemnifications***

In the normal course of business, the Company enters into agreements that contain a variety of representations and provide for general indemnification. The Company's exposure under these agreements is unknown because it involves claims that may be made against the Company in the future. To date, the Company has not paid any claims or been required to defend any action related to its indemnification obligations. As of June 30, 2026 and December 31, 2025, the Company does not have any material indemnification claims that were probable or reasonably possible and consequently has not recorded related liabilities.

**NOTE 9. COMMON STOCK**

The Company is authorized to issue 490,000,000 shares of voting common stock, 2,000,000 shares of non-voting common stock, and 10,000,000 shares of undesignated preferred stock. There were 28,079,552 shares of voting common stock, no shares of non-voting common stock and no shares of preferred stock issued and outstanding as of June 30, 2026.

Holders of the voting common stock and the non-voting common stock have similar rights, except that non-voting stockholders are not entitled to vote, including for the election of directors. Holders of voting common stock do not have conversion rights, while holders of non-voting common stock have the right to convert each share of non-voting common stock held by such holder into one share of voting common stock at such holder's election by providing written notice to the Company, provided that as a result of such conversion, such holder, together with its affiliates, would not beneficially own in excess of 9.9% of the Company's voting common stock following such conversion. There were no outstanding shares of non-voting common stock as of June 30, 2026 and December 31, 2025.

As of June 30, 2026 and December 31, 2025, the Company had common stock reserved for future issuance as follows:

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Outstanding and issued common stock options | 2,386,099 | 2,246,206 |
| Outstanding and issued restricted stock units | 68,850 | 198,900 |
| Outstanding and issued performance-based restricted stock units | — | 20,000 |
| Shares issuable upon exercise of Public Warrants (1) | 499,986 | 499,986 |
| Shares issuable upon exercise of Common Warrants | 12,345,707 | 12,345,707 |
| Shares issuable upon exercise of Pre-Funded Warrants | 675,000 | 675,000 |
| Shares available for grant under Equity Incentive Plans | 626,560 | 843,360 |
| Shares available for grant under Employee Stock Purchase Plan | 907,844 | 920,827 |
| Shares available for grant under 2022 Inducement Equity Incentive Plan | 193,002 | 132,769 |
| Total shares of common stock reserved | 17,703,048 | 17,882,755 |

(1) The Company has 4,999,863 outstanding warrants to purchase an aggregate of 499,986 shares of its common stock (the "Public Warrants"). A holder may purchase one share of the Company's common stock for every ten Public Warrants at an exercise price of $115.00 per share. The Public Warrants are publicly traded and exercisable during the exercise period, which commenced on October 24, 2021 and ends on September 24, 2026, for cash or, in certain circumstances, on a cashless basis. The Public Warrants were reclassified to equity in January 2023.

***Shelf Registration Statement***

On March 19, 2025, the Company filed a new shelf registration statement on Form S-3 (the "S-3") with the SEC, which was declared effective on March 26, 2025. As of June 30, 2026, the Company can sell from time to time up to $263.5 million of common stock, preferred stock, debt securities, warrants, rights, units and depositary shares comprised of any combination of these securities, for the Company's own account in one or more offerings under the S-3. The terms of any offering under the S-3 will be established at the time of such offering and will be described in a prospectus supplement to the S-3 filed with the SEC prior to the completion of any such offering.

***ATM Offering***

On March 19, 2025, the Company entered into an Open Market Sale Agreement[SM] with Jefferies LLC ("Jefferies"), pursuant to which the Company may offer and sell through or to Jefferies, as sales agent or principal, shares of common stock from time to time (the "ATM Offering"). On March 26, 2025, the Company filed with the SEC a prospectus under the S-3 in connection with the ATM Offering (the "ATM Prospectus"), pursuant to which the Company may offer and sell shares of common stock having an aggregate offering price of up to $100.0 million. As of June 30, 2026, the Company issued and sold an aggregate of 1,231,447 shares of common stock for net proceeds of approximately $6.5 million pursuant to the ATM Prospectus.

As of June 30, 2026, $93.5 million remained available under the ATM Prospectus.

***Underwritten Offering***

On September 18, 2025, the Company entered into an underwriting agreement with TD Securities (USA) LLC as the representative of the several underwriters, relating to an underwritten public offering under the S-3 of an aggregate of 11,670,707 shares of common stock, Pre-Funded Warrants to purchase 675,000 shares of common stock and Common Warrants to purchase 12,345,707 shares of common stock. The Company received net proceeds of $27.5 million.

As of June 30, 2026, $170.0 million remained available and unallocated under the S-3.

**NOTE 10. STOCK-BASED COMPENSATION**

As of June 30, 2026, 2,680,969 shares were reserved for issuance under the 2024 Equity Incentive Plan (the "2024 Plan"), of which 626,560 shares were available for future grant and 2,054,409 shares were subject to outstanding options and restricted stock units ("RSUs"), including shares subject to performance-based awards of 16,278. As of June 30, 2026, options to purchase 43,542 shares of common stock remained outstanding and unexercised and continue to be governed by the 2019 Equity Incentive Plan (the "2019 EIP"). As of June 30, 2026, 1,000,000 shares were reserved under the 2024 Employee Stock Purchase Plan (the "ESPP"), of which 907,844 shares were available for future issuance and 92,156 shares had been issued. As of June 30, 2026, 550,000 shares were reserved for issuance under the 2022 Inducement Equity Incentive Plan (the "2022 Inducement Plan"), of which 193,002 shares were available for future grant and 356,998 shares were subject to outstanding stock options.

***Stock Option Activity***

The following table summarizes the stock option activities, including performance-based stock options, under the 2024 Plan, the 2021 Equity Incentive Plan (the "2021 Plan"), the 2022 Inducement Plan and the 2019 EIP for the six months ended June 30, 2026:

| | Options Outstanding | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life (Years) | Aggregate Intrinsic Value (in thousands) |
|---|---|---|---|---|
| Balance, December 31, 2025 | 2,246,206 | $ 13.72 | 4.81 | $ — |
| Options granted | 1,262,300 | $ 1.65 | | |
| Options cancelled/forfeited/expired | (1,122,407) | $ 8.23 | | |
| Balance, June 30, 2026 | 2,386,099 | $ 9.92 | 7.15 | $ — |
| Vested and expected to vest, June 30, 2026 | 2,386,099 | $ 9.92 | 7.15 | $ — |
| Exercisable, June 30, 2026 | 959,629 | $ 18.33 | 4.21 | $ — |

The aggregate intrinsic value represents the difference between the estimated fair value of the underlying common stock and the exercise price of outstanding, in-the-money options. No options were exercised during the three and six months ended June 30, 2026 and 2025.

The total fair value of options that vested during the six months ended June 30, 2026 and 2025 was $1.6 million and $5.2 million, respectively. The weighted-average grant date fair value of options granted during the six months ended June 30, 2026 and 2025 was $1.33 and $4.77 per share, respectively.

Unamortized stock-based compensation expense as of June 30, 2026 was $4.4 million, which is expected to be recognized over a weighted-average period of 2.8 years.

***Performance-Based Stock Options***

The following table provides a summary of performance-based stock options activity under the 2024 Plan and the 2021 Plan during the six months ended June 30, 2026:

| | Options Outstanding | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life (Years) | Aggregate Intrinsic Value (in thousands) |
|---|---|---|---|---|
| Balance, December 31, 2025 | 30,894 | $ 7.33 | 4.43 | $ — |
| Options expired | (14,616) | 7.10 | | |
| Balance, June 30, 2026 | 16,278 | $ 7.53 | 3.95 | $ — |
| Vested and expected to vest, June 30, 2026 | 16,278 | $ 7.53 | 3.95 | $ — |
| Exercisable, June 30, 2026 | 16,278 | $ 7.53 | 3.95 | $ — |

***Restricted Stock Units (RSUs)***

The following table provides a summary of RSU activity under the 2024 Plan during the six months ended June 30, 2026:

| | Number of Shares | Weighted-Average Grant Date Fair Value |
|---|---|---|
| Unvested restricted stock units at December 31, 2025 | 198,900 | $ 6.00 |
| Vested | (69,750) | $ 6.00 |
| Forfeited | (60,300) | $ 6.00 |
| Unvested restricted stock units at June 30, 2026 | 68,850 | $ 6.00 |

***Performance Restricted Stock Units (PSUs)***

In June 2024, the Company granted PSUs for 20,000 shares that would vest in full if the closing price of the Company's common stock on the Nasdaq Capital Market reached or exceeded $35.00 per share (subject to adjustment for recapitalizations, stock splits and similar transactions) for thirty consecutive calendar days within two years from the grant date. If the vesting condition was not met within two years from the grant date, the PSUs would be forfeited. The Company concluded that issued PSUs were equity-based awards and included a market based vesting condition. The Company used a Monte Carlo simulation model to estimate the fair value of the PSUs with the following assumptions: common stock fair value of $23.95, which was the closing market price of the Company's common stock at the grant date, volatility of 133.00%, risk free rate of 4.87%, and vesting term of 2.0 years. Total estimated fair value of $0.4 million was recognized as stock-based compensation expense over 0.4 years, the derived requisite service period from the grant date.

In January 2026, the employee holding the PSUs was terminated and the award was forfeited. No stock-based compensation expense was reversed upon forfeiture, as the award included only a market-based vesting condition and the derived requisite service period had been completed.

***Employee Stock Purchase Plans***

The Company issued 12,983 shares and 47,763 shares of common stock under the ESPP during the six months ended June 30, 2026 and 2025, respectively, and recognized $0.1 million and $0.3 million compensation expense related to the ESPP during the six months ended June 30, 2026 and 2025, respectively. All remaining participants in the ESPP withdrew from the offering during the six months ended June 30, 2026.

***Stock-Based Compensation Expense***

The following table presents stock-based compensation expenses related to options, PSUs and RSUs granted to employees and non-employees, employee stock purchase plan awards and restricted common stock shares issued to founders (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2026** | **2025** | **2026** | **2025** |
| General and administrative | $ 579 | $ 1,274 | $ 781 | $ 2,514 |
| Research and development | 185 | 543 | 406 | 1,114 |
| **Total** | **$ 764** | **$ 1,817** | **$ 1,187** | **$ 3,628** |

The Company recognized less than $0.1 million stock-based compensation expense related to performance-based options, PSUs and RSUs during each of the three months ended June 30, 2026 and 2025, and $0.1 million during each of the six months ended June 30, 2026 and 2025.

***Valuation of Stock Options***

The grant date fair value of stock options was estimated using a Black-Scholes option-pricing model with the following assumptions:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2026** | **2025** | **2026** | **2025** |
| Expected term (in years) | — | 6.06-6.08 | 6.08 | 6.01-6.08 |
| Expected volatility | — | 98.13%-98.14% | 99.87%-100.05% | 97.37%-98.14% |
| Risk-free interest rate | — | 3.83%-4.04% | 3.85%-3.88% | 3.83%-4.35% |
| Expected dividend yield | — | — | — | — |

***Valuation of ESPP Shares***

The Company did not grant ESPP awards under the 2024 ESPP during the three months and six months ended June 30, 2026. The grant date fair value of ESPP awards granted under the 2024 ESPP during the three and six months ended June 30, 2025 was estimated using a Black-Scholes option-pricing model with the following assumptions:

| | Three and Six Months Ended June 30, 2025 |
|---|---|
| Expected term (in years) | 0.49-2.00 |
| Expected volatility | 104.93%-155.78% |
| Risk-free interest rate | 3.94%-4.31% |
| Expected dividend yield | — |

**NOTE 11. NET LOSS PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS**

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders (in thousands, except share and per share data):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Numerator: | | | | |
| Net loss attributable to common stockholders | $ (2,760) | $ (26,723) | $ (3,934) | $ (47,964) |
| Denominator: | | | | |
| Weighted average common shares and pre-funded warrant shares outstanding | 28,696,937 | 15,333,962 | 28,684,447 | 15,178,904 |
| Weighted average shares used to compute basic and diluted net loss per share | 28,696,937 | 15,333,962 | 28,684,447 | 15,178,904 |
| | | | | |
| Net loss per share attributable to common stockholders – basic and diluted | $ (0.10) | $ (1.74) | $ (0.14) | $ (3.16) |

(a) Includes 675,000 weighted-average shares underlying pre-funded warrants outstanding during the period, as such warrants are exercisable at any time for nominal consideration ($0.0001 per share).

The potential shares of common stock that were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have had an antidilutive effect were as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Outstanding and issued common stock options | 2,386,099 | 2,581,995 | 2,386,099 | 2,581,995 |
| Outstanding and issued restricted stock units | 68,850 | 263,250 | 68,850 | 263,250 |
| Shares issuable upon exercise of Public Warrants | 499,986 | 499,986 | 499,986 | 499,986 |
| Shares issuable upon exercise of Common Warrants | 12,345,707 | — | 12,345,707 | — |
| Unvested performance-based restricted stock units | — | 20,000 | — | 20,000 |
| **Total** | 15,300,642 | 3,365,231 | 15,300,642 | 3,365,231 |

**NOTE 12. RELATED PARTIES**

In the first quarter of 2024, a senior executive of the Company joined the board of directors of an information technology service provider that the Company has utilized to support a broad array of the Company's systems infrastructure as well as for general information technology support services. For the three months ended June 30, 2026 and 2025, the Company incurred $0.3 million and $0.2 million, respectively, for various information technology support services performed by this service provider. For the six months ended June 30, 2026 and 2025, the Company incurred $0.5 million and $0.4 million, respectively, for various information technology support services performed by this service provider. There was $0.1 million of accounts payable recognized in the condensed consolidated balance sheets as of each of June 30, 2026 and December 31, 2025.

**NOTE 13. SEGMENT INFORMATION**

The Company has determined it operates as a single operating and reportable segment, which is the research and development of therapeutic products in the fields of chronic urticaria and asthma. The Company's chief operating decision maker, its Chief Executive Officer (the "CEO"), manages the Company's operations on a consolidated basis. The CEO assesses the segment's performance and allocates resources based on review of various development, manufacturing and clinical programs expenses, along with the segment's personnel and general and overhead costs.

In addition to the significant expense categories included within net loss presented in the Company's condensed consolidated statements of operations and comprehensive loss, see below for disaggregated amounts that comprise total operating expenses (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Personnel-related costs | $ 2,174 | $ 7,175 | $ 6,212 | $ 15,606 |
| General and overhead costs | 3,449 | 4,132 | 6,740 | 7,743 |
| | | | | |
| Program costs | | | | |
| Briquilimab platform | 300 | 1,878 | 566 | 3,835 |
| CMO | 943 | 6,513 | 1,825 | 8,651 |
| CSU | 2,047 | 4,094 | 4,425 | 6,840 |
| Asthma | 41 | 1,926 | (286) | 3,319 |
| CIndU | 253 | 828 | 677 | 1,713 |
| SCID | — | 368 | — | 891 |
| MDS/AML | — | 162 | — | 280 |
| Total program costs | 3,584 | 15,769 | 7,207 | 25,529 |
| Total operating expense | 9,207 | 27,076 | 20,159 | 48,878 |
| Other income, net | 6,447 | 353 | 16,225 | 914 |
| Net loss | $ (2,760) | $ (26,723) | $ (3,934) | $ (47,964) |

All long-lived assets are located in the United States.

**NOTE 14. RESTRUCTURING**

Starting in July 2025, the Company implemented a corporate reorganization and other cost reduction measures to extend its cash runway. These actions included a workforce reduction, refinement of the Company's operating plan to focus on briquilimab clinical development programs in chronic urticaria, halting enrollment in its Phase 1b asthma study, discontinuation of other clinical and preclinical programs and cessation of vivarium operations. In 2025, the Company incurred restructuring charges related to workforce reduction of approximately $2.3 million, primarily related to severance payments, and recognized impairment charges of $1.1 million related to the abandonment of certain fixed assets and a right-of-use asset associated with vivarium operations. As of June 30, 2026 and December 31, 2025, the Company had $0.2 million and $0.4 million, respectively, of accrued severance costs related to the termination of one employee in connection with the restructuring, which are included in accrued expenses and other current liabilities in the condensed consolidated balance sheets. The related severance payments are expected to be made over a period of approximately 7 months, through January 2027.

For the six months ended June 30, 2026 and as of June 30, 2026, the Company recognized and accrued $1.2 million and $0.9 million related to severance payments, respectively, to its former chief executive officer, whose employment was terminated in January 2026.

The severance payments are expected to be made through July 2027.

**NOTE 15. SUBSEQUENT EVENTS**

*Merger with Kira Pharmaceuticals*

On July 16, 2026, the Company acquired Kira Pharmaceuticals ("Kira"), a Cayman Islands exempted company, in accordance with the terms of the Agreement and Plan of Merger, dated July 16, 2026 (the "Merger Agreement"), by and among the Company, Kira and Kira Holdco Inc., a Delaware corporation and a wholly owned subsidiary of the Company ("Merger Sub"). Pursuant to the Merger Agreement, Kira merged with and into Merger Sub, pursuant to which Merger Sub was the surviving corporation and became a wholly owned subsidiary of the Company (the "Merger").

Under the terms of the Merger Agreement, in exchange for the outstanding shares of Kira, the Company issued to former Kira shareholders an aggregate of (i) 5,195,009 shares of its voting common stock, and (ii) 4,644,977 shares of Non-Voting Convertible Preferred Stock (defined below), each convertible into 61 shares of the Company's common stock upon stockholder approval ("Stockholder Approval"). Outstanding Kira options were assumed and converted into options to purchase an aggregate of 392,791 shares of the Company's common stock and 351,201 shares of Non-Voting Convertible Preferred Stock. In addition, a total of 254,462 shares of Non-Voting Convertible Preferred Stock were issued in settlement of future equity rights held by certain Kira investors as of the date of the merger.

Immediately following the Merger and prior to giving effect to the Financing described below, pre-Merger Company shareholders held approximately 11.27% of the Company's common stock and former Kira shareholders held approximately 88.73%, calculated on a fully-diluted basis assuming conversion of all convertible preferred shares to common stock. Following the Financing, pre-Merger Company shareholders, Kira shareholders and the PIPE Investors (defined below) will hold approximately 6.68%, 49.86% and 43.46%, respectively, calculated on a fully-diluted basis assuming conversion of all convertible preferred shares to common stock.

Pursuant to the Merger Agreement, the Company agreed to hold a stockholders' meeting within 120 days following the closing of the Merger to seek approval of, among other matters, the conversion of the Non-Voting Convertible Preferred Stock into the Company's common stock and an amendment to the Company's certificate of incorporation to increase authorized common stock sufficient to permit that conversion.

*Contingent Value Rights Agreement*

On July 16, 2026, the Company and the Rights Agent (as defined therein) executed and delivered a contingent value rights agreement (the "CVR Agreement"), pursuant to which each holder of the Company's common stock of record immediately prior to the effective time is entitled to one contractual contingent value right ("CVR") issued by the Company, subject to and in accordance with the terms and conditions of the CVR Agreement, for each share of the Company's common stock held by such holder. Each CVR shall entitle the holder thereof to receive a pro rata portion of $30.0 million (the "Milestone Payment") if the United States Food and Drug Administration issues a Priority Review Voucher (as defined in the CVR Agreement) in connection with briquilimab (the "Milestone") on or prior to December 31, 2028 (the "Expiration Date"). If the Milestone is achieved on or prior to the Expiration Date and the Company undergoes a Change of Control (as defined in the CVR Agreement), the Company shall pay the Milestone Payment on the earlier of (i) the date of the consummation of such Change of Control and (ii) 90 days following the Monetization Event (as defined in the CVR Agreement). If the Milestone is achieved on or prior to the Expiration Date but a Monetization Event has not yet occurred on or prior to the Expiration Date, the CVRs shall continue in full force and effect and shall not expire until the Milestone Payment has been paid in full, with the Milestone Payment to be paid on the date that is 90 days following the Monetization Event. The CVRs are not transferable, except in certain limited circumstances as will be provided in the CVR Agreement, will not be certificated or evidenced by any instrument, and will not be registered with the SEC or listed for trading on any exchange.

*Financing*

Concurrently with execution of the Merger Agreement, the Company entered into a Securities Purchase Agreement with certain investors ("PIPE Investors") to sell approximately 4,655,951 shares of Non-Voting Convertible Preferred Stock ("PIPE Securities") for aggregate gross proceeds of approximately $132.0 million ("Financing"). The Financing closed on July 20, 2026.

*Transaction Costs*

In connection with the planned Merger, the Company incurred transaction costs of approximately $0.4 million during the three and six months ended June 30, 2026 that are included as general and administrative expenses in the condensed consolidated statement of operations and comprehensive loss for the three and six months ended June 30, 2026.

*Non-Voting Convertible Preferred Stock and Certificate of Designation*

On July 16, 2026, in connection with the Merger and the Financing, the Company filed a Certificate of Designation of Preferences, Rights and Limitations of the Non-Voting Convertible Preferred Stock (the "Certificate of Designation") with the Secretary of State of the State of Delaware, authorizing the issuance of 9,906,591 shares of non-voting convertible preferred stock ("Non-Voting Convertible Preferred Stock"), par value $0.0001 per share.

Holders of the Non-Voting Convertible Preferred Stock are entitled to receive dividends on an as-if-converted-to-voting-common-stock basis in the same form and manner as dividends paid on the Company's voting common stock, other than dividends payable in shares of voting common stock. Holders of the Non-Voting Preferred Stock are not entitled to receive contingent value rights distributed pursuant to the CVR Agreement or any payments made under the CVR Agreement. No other dividends are payable on the Non-Voting Preferred Stock.

The Non-Voting Convertible Preferred Stock have no voting rights, except as required by law or provided in the Certificate of Designation. However, for as long as any shares of Non-Voting Convertible Preferred Stock remain outstanding, the Company may not, without the affirmative vote of holders of a majority of the then-outstanding Non-Voting Convertible Preferred Stock: (i) adversely alter the powers, preferences or rights of the Non-Voting Convertible Preferred Stock or amend the Certificate of Designation, the Company's certificate of incorporation or bylaws in a manner adverse to the Non-Voting Convertible Preferred Stock; (ii) issue further shares of Non-Voting Convertible Preferred Stock or increase or decrease the authorized number of shares of Non-Voting Convertible Preferred Stock; (iii) prior to Stockholder Approval, consummate a Fundamental Transaction (as defined in the Certificate of Designation) or certain other mergers, consolidations or business combinations; (iv) prior to Stockholder Approval, authorize or issue any class or series of stock senior to or on parity with the Non-Voting Convertible Preferred Stock; (v) amend, waive or modify the Merger Agreement in a manner reasonably likely to prevent, impede or materially delay Stockholder Approval or the automatic conversion of the Preferred Stock; or (vi) enter into any agreement with respect to any of the foregoing.

The Non-Voting Convertible Preferred Stock ranks on parity with the Company's common stock upon liquidation, dissolution or winding up. Holders are entitled to receive the amount they would have received had their shares been fully converted into voting common stock, without regard to beneficial ownership limitations, plus any declared but unpaid dividends.

Each share of Non-Voting Convertible Preferred Stock will automatically convert into 61 shares of voting common stock on the third business day following Stockholder Approval, subject to applicable beneficial ownership limitations. Stockholder Approval includes approval of the conversion under The Nasdaq Stock Market LLC listing rules and an amendment to the Company's certificate of incorporation authorizing sufficient shares of voting common stock. Shares not automatically converted because of a beneficial ownership limitation will remain outstanding and may subsequently be converted at the holder's option. The conversion ratio is subject to proportionate adjustment for stock dividends, stock splits and combinations of voting common stock and, following a Fundamental Transaction, will be adjusted so that holders receive upon conversion the same securities, cash or other property they would have received had the shares been converted immediately before the transaction. The beneficial ownership limitation is initially set by each holder at between 4.9% and 19.9% of the voting common stock outstanding after giving effect to the conversion. A holder may reduce its limitation immediately or increase it, up to 19.9%, upon 61 days' prior written notice.

At any time following the earlier of Stockholder Approval or 12 months after the initial issuance of the Non-Voting Convertible Preferred Stock, if a holder submits a notice of conversion and the Company fails to deliver the applicable shares of voting common stock by the third trading day after the applicable share delivery date, the holder may require the Company, out of legally available funds, to pay cash equal to the fair value of the undelivered shares. The cash payment is due within two business days after the holder's request and extinguishes the Company's obligation to deliver the related shares. If Stockholder Approval has not been obtained when the conversion notice is delivered, the holder's cash-settlement request is deemed to have been made automatically. Fair value is based on the last reported closing price of the voting common stock on its principal trading market on the trading day immediately preceding delivery of the conversion notice.

The Non-Voting Convertible Preferred Stock is not redeemable, except that this limitation does not restrict the holders' cash-settlement rights described above.

Due to the proximity of the acquisition date to the Company's filing of its quarterly report on Form 10-Q for the period ended June 30, 2026, the initial accounting for the Kira acquisition is incomplete, and therefore the Company is unable to disclose certain information required by ASC 805, Business Combinations, including whether the transaction constitutes the acquisition of a business or an asset acquisition, the fair value of the assets acquired, and the resulting allocation of the cost of the acquisition. The Company expects to complete its evaluation and provide the applicable disclosures required by ASC 805, *Business Combinations*, no later than its Quarterly Report on Form 10-Q for the period ending September 30, 2026.

*Mirador License Agreement*

On July 13, 2026, Kira entered into a license agreement (the "Mirador License Agreement") with Mirador Therapeutics, Inc. ("Mirador"), pursuant to which Kira granted Mirador an exclusive, worldwide, royalty-bearing license, with the right to grant sublicenses, under certain patents and know-how controlled by Kira to develop, manufacture and commercialize products containing Kira's anti-C5a monoclonal antibody (KP-301) and anti-C5aR small molecule compound (KP-402) for all uses and indications. In consideration for the license, Mirador agreed to pay an upfront payment of $12.0 million and is obligated to pay up to an aggregate of $108.5 million in development and regulatory milestone payments and up to an aggregate of $350.0 million in commercial, net sales-based milestone payments, together with tiered royalties on annual net sales ranging from low to mid-single digits. The Mirador License Agreement was entered into by Kira prior to the Merger and was assumed by the Company in connection with the Merger.

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

*You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and the related notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q (this "Quarterly Report") and with the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the Securities and Exchange Commission (the "SEC") on March 30, 2026. Certain of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report, including information with respect to plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. As a result of many factors, including those factors set forth in the section entitled "Risk Factors", in Part I - Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 30, 2026, as updated by the factors described under the heading "Risk Factors" in Part II - Item 1A of this Quarterly Report, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. You should carefully read the section entitled "Risk Factors" to gain an understanding of the important factors that could cause actual results to differ materially from our forward-looking statements. Please also see "Cautionary Note Regarding Forward-Looking Statements" below. The events and circumstances reflected in our forward-looking statements may not be achieved or may not occur, and actual results could differ materially from those described in or implied by the forward-looking statements contained in the following discussion and analysis. As a result of these risks, you should not place undue reliance on these forward-looking statements. We assume no obligation to revise or update any forward-looking statements for any reason, except as required by law.*

*Throughout this Quarterly Report, unless the context otherwise requires, the terms "Jasper," "we," "us" and "our" in this Quarterly Report refer to Jasper Therapeutics, Inc. and its consolidated subsidiaries.*

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Quarterly Report may constitute "forward-looking statements" for purposes of federal securities laws. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "*anticipate*," "*believe*," "*contemplate*," "*continue*," "*could*," "*estimate*," "*expect*," "*intends*," "*may*," "*might*," "*plan*," "*possible*," "*potential*," "*predict*," "*project*," "*should*," "*will*," "*would*" and similar expressions (including the negative of any of the foregoing) may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

Forward-looking statements in this Quarterly Report may include, for example, but are not limited to, statements about:

- our or our management team's expectations, hopes, beliefs, intentions or strategies regarding the future;
- our ability to research, discover and develop additional product candidates;
- the success, cost and timing of our product development activities and clinical trials;
- the potential attributes and benefits and safety and efficacy of our product candidates;
- our ability to obtain and maintain regulatory approval for our product candidates;
- our ability to obtain additional funding for our operations in future offerings;
- our projected financial information, anticipated growth rate and market opportunity;
- our ability to maintain the listing of our public securities on the Nasdaq Capital Market LLC ("Nasdaq");
- our public securities' potential liquidity and trading;
- our success in retaining or recruiting, or changes required in, officers, key employees or directors;
- our ability to grow and manage growth profitably;

- the implementation, market acceptance and success of our business model, developments and projections relating to our competitors and industry;
- our ability to obtain and maintain intellectual property protection and not infringe on the rights of others;
- our ability to identify, in-license or acquire additional technology;
- our ability to maintain our existing license agreements and manufacturing arrangements.
- our expectations regarding the anticipated benefits of our corporate reorganization, including the reduction in force, and our ability to implement and achieve the expected cost savings in connection therewith;
- our ability to continue as a going concern;
- the volatility of the trading price of our common stock;
- our ability to successfully integrate the operations and personnel of Kira and realize the anticipated benefits of the Merger;
- our ability to obtain stockholder approval for the conversion of the Non-Voting Convertible Preferred Stock and the increase in authorized shares of common stock; and
- our expectations regarding the development, clinical timelines and therapeutic potential of KP-104, briquilimab, KP-701 and our other product candidates following the Merger

These forward-looking statements are based on current expectations and beliefs concerning future developments and their potential effects. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading "Risk Factors" in Part I - Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 30, 2026, as updated by the factors described under the heading "Risk Factors" in Part II - Item 1A of this Quarterly Report. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Some of these risks and uncertainties may in the future be amplified, and there may be additional risks that we consider immaterial or which are unknown. It is not possible to predict or identify all such risks. Readers are cautioned not to place undue reliance on forward-looking statements because of the risks and uncertainties related to them and to the risk factors. We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

**Overview**

Jasper Therapeutics has historically been a clinical-stage biotechnology company focused on developing therapeutics targeting mast cell driven diseases as well as programs in diseases where targeting diseased hematopoietic stem cells can provide benefits. Our lead product candidate, briquilimab, was a monoclonal antibody designed to block stem cell factor ("SCF") from binding to and signaling through the CD117 ("KIT") receptor on mast and stem cells.

Historically, we have evaluated briquilimab in mast cell driven diseases such as Chronic Spontaneous Urticaria (CSU) and Chronic Inducible Urticaria (CIndU), in addition to as a one-time conditioning therapy for severe combined immunodeficiency ("SCID") patients undergoing a second stem cell transplant for which we conducted a Phase 1/2 clinical trial and via Investigator Sponsored Trials ("ISTs") in several other stem cell transplant indications including Fanconi's Anemia.

***Kira Acquisition***

On July 16, 2026, we acquired Kira Pharmaceuticals ("Kira"), a Cayman Islands exempted company, pursuant to the terms of an Agreement and Plan of Merger, dated July 16, 2026 (the "Merger Agreement"), by and among us, Kira and Kira Holdco Inc., a Delaware corporation and our wholly owned subsidiary ("Merger Sub"). Pursuant to the Merger Agreement, Kira merged with and into Merger Sub, with Merger Sub surviving the merger and becoming our wholly owned subsidiary (the "Merger"). The Merger is intended to qualify as a tax-free reorganization for U.S. federal income tax purposes. The consummation of the Merger did not require the approval of our stockholders.

As consideration for the Merger, we issued to the shareholders of Kira an aggregate of 5,195,009 shares of our voting common stock, par value $0.0001 per share (the "Common Stock"), and 4,644,977 shares of our non-voting convertible preferred stock, par value $0.0001 per share (the "Non-Voting Convertible Preferred Stock"), each share of which is convertible into 61 shares of Common Stock, subject to stockholder approval and certain other conditions. In addition, each option to purchase Kira ordinary shares was assumed by us and converted into options to purchase an aggregate of 392,791 shares of Common Stock and an aggregate of 351,201 shares of Non-Voting Convertible Preferred Stock. Shares of Common Stock, options and warrants held by our stockholders immediately prior to the effective time of the Merger remain outstanding and were unaffected by the Merger.

Concurrently with the execution of the Merger Agreement, we entered into a securities purchase agreement with certain investors, pursuant to which we agreed to sell an aggregate of 4,655,951 shares of Non-Voting Convertible Preferred Stock for aggregate gross proceeds of approximately $132.0 million (the "Financing"). The closing of the Financing occurred on July 20, 2026. We have agreed to file a resale registration statement with respect to the shares of Common Stock issuable upon conversion of the shares of Non-Voting Convertible Preferred Stock sold in the Financing within 90 calendar days following the closing of the Financing.

Immediately following the consummation of the Merger, but prior to giving effect to the Financing, our pre-transaction stockholders held approximately 11.27%, and former shareholders of Kira held approximately 88.73%, of our Common Stock, in each case calculated on a fully-diluted basis (without giving effect to any beneficial ownership limitations and assuming the conversion in full of the Non-Voting Convertible Preferred Stock). Following the consummation of the Financing, our pre-transaction stockholders hold approximately 6.68%, former shareholders of Kira hold approximately 49.86%, and the investors in the Financing hold approximately 43.46%, of our Common Stock, calculated on the same basis. As of August 10, 2026, there were 33,274,561 shares of Common Stock and 9,555,390 shares of Non-Voting Convertible Preferred Stock outstanding. If all outstanding shares of Non-Voting Convertible Preferred Stock were converted as of that date, there would be a total of approximately 42,829,951 shares of Common Stock outstanding.

We have agreed to convene a special meeting of our stockholders within 120 days following the closing of the Merger to seek approval of, among other matters, the issuance of shares of Common Stock upon conversion of the Non-Voting Convertible Preferred Stock in accordance with the rules of The Nasdaq Stock Market LLC and an amendment to our certificate of incorporation to increase the number of authorized shares of Common Stock by an amount sufficient to permit the conversion of all Non-Voting Convertible Preferred Stock issued or reserved for issuance pursuant to the Merger Agreement and the securities purchase agreement. On the third business day following receipt of such stockholder approval, each share of Non-Voting Convertible Preferred Stock will automatically convert into shares of Common Stock at a ratio of 61 shares of Common Stock for each share of Non-Voting Convertible Preferred Stock, subject to certain beneficial ownership limitations. If we fail to deliver shares of Common Stock upon conversion of the Non-Voting Convertible Preferred Stock following the earlier of receipt of stockholder approval and the twelve-month anniversary of the initial issuance of the Non-Voting Convertible Preferred Stock, holders of Non-Voting Convertible Preferred Stock may require us to pay cash equal to the fair value of the undelivered shares.

In connection with the Merger, each holder of record of our Common Stock immediately prior to the effective time of the Merger is entitled to receive one contractual contingent value right (a "CVR") for each share of Common Stock held by such holder. Each CVR entitles the holder to receive a pro rata portion of an aggregate $30.0 million payment in the event the U.S. Food and Drug Administration (the "FDA") issues a priority review voucher in connection with briquilimab on or prior to December 31, 2028, payable upon a monetization event or a change of control. The CVRs are not transferable except in limited circumstances, will not be certificated and will not be registered with the Securities and Exchange Commission or listed for trading on any exchange.

Further information regarding the Merger and the Financing can be found in Note 15 – Subsequent Events, included in "Part I, Item 1 – Financial Statements" of this Report.

Following the Merger, we are a clinical-stage biotechnology company focused on advancing a consolidated pipeline of biologic agents designed to improve outcomes in patients with immunologically-driven disorders. Our consolidated pipeline includes KP-104, a bifunctional biologic targeting the treatment of PNH and high unmet need nephrology disorders; briquilimab, an anti-KIT antibody with therapeutic utility across multiple transplant and immunologic indications; KP-701, a dual-acting anti-CD79BxCD32B monoclonal antibody for autoantibody-mediated disorders; and discovery-stage programs in long-acting complement-targeted biologics. Our common stock continues to trade on The Nasdaq Stock Market LLC under the ticker symbol "JSPR."

***KP-104 (vensobafusp alfa)***

KP-104 is a Phase 2/3 ready, bifunctional biologic targeting both the alternative and terminal pathways within the complement cascade. We believe this dual mechanism addresses both upstream complement activation and downstream lytic damage, and may offer advantages relative to therapies targeting a single complement pathway. KP-104 is being evaluated in an ongoing Phase 2 basket trial in rare renal indications, with initial cohorts in IgA nephropathy ("IgAN") and C3 glomerulopathy ("C3G") and potential expansion into focal segmental glomerulosclerosis ("FSGS") and other renal disorders. We expect to report interim data from Stage 1 of the ongoing Phase 2 basket trial in the fourth quarter of 2026 and updated data in the second quarter of 2027, and we plan to report interim data from Stage 2 of the study in the second quarter of 2027. Based on previous positive data in treatment-naïve PNH, we are planning for an end-of-Phase 2 meeting with the FDA and plan to announce next steps in the first half of 2027. By the end of 2026, we anticipate that we will announce a new indication for KP-104.

***Briquilimab***

Briquilimab is a targeted aglycosylated anti-KIT monoclonal antibody that blocks stem cell factor ("SCF") from binding to the CD117 ("KIT") receptor, inhibiting an essential survival signal for mast cells and a maintenance signal for hematopoietic stem cells, with therapeutic utility across multiple transplant and immunologic indications. Following positive, long-term data in severe combined immunodeficiency ("SCID"), we are progressing our efforts towards a pre-Biologics License Application ("BLA") meeting with the FDA and expect to announce next steps in the first quarter of 2027. Briquilimab has received Orphan Drug Designation, Fast Track Designation and Rare Pediatric Disease Designation in SCID and, if approved, may be eligible for a priority review voucher. We also continue to assess the mast cell mediated disease landscape and will provide an update on our anticipated clinical development in the second half of 2026.

***KP-701***

KP-701 is a preclinical, dual-acting anti-CD79BxCD32B monoclonal antibody targeting the B-cell receptor, designed to suppress B-cell function and reduce cytokine and autoantibody production without antibody-dependent cellular cytotoxicity or complement-dependent cytotoxicity, in development for autoantibody-mediated disorders. In the first quarter of 2027, we expect to file a clinical trial application ("CTA") or an investigational new drug application ("IND") for Phase 1 testing, and we plan to report first-in-human data in the third quarter of 2027.

***Discovery Programs***

We are advancing discovery-stage programs in long-acting complement-targeted biologics for autoimmune inflammatory disorders, with development candidate selection expected in mid-2027.

***License and Collaboration Agreements***

We have an exclusive license agreement with Amgen for the development and commercialization of the briquilimab monoclonal antibody in all indications and territories worldwide. We also have an exclusive license agreement with Stanford University for the right to use briquilimab in the clearance of diseased stem cells prior to the transplantation of hematopoietic stem cells.

On July 13, 2026, prior to the Merger, Kira entered into a license agreement with Mirador, pursuant to which Kira granted Mirador an exclusive, worldwide, royalty-bearing license, with the right to grant sublicenses, under certain patents and know-how controlled by Kira to develop, manufacture and commercialize products containing Kira's anti-C5a monoclonal antibody (KP-301) and anti-C5aR small molecule compound (KP-402) for all uses and indications. In consideration for the license, Mirador agreed to pay an upfront payment of $12.0 million, and is obligated to pay up to an aggregate of $108.5 million in development and regulatory milestone payments and up to an aggregate of $350.0 million in commercial, net sales-based milestone payments, together with tiered royalties on annual net sales ranging from low to mid-single digits. Out-licensing these assets allows us to focus our resources on our current portfolio of high-value immunology targets.

***Financial Operations Overview***

We are in the process of evaluating the accounting for the Merger, including whether the transaction constitutes the acquisition of a business or an asset acquisition, the fair values of the assets acquired, and the resulting allocation of the cost of the acquisition. See Note 15 – Subsequent Events.

Concurrent with the execution of the Merger Agreement, we entered into a securities purchase agreement with certain investors, pursuant to which we agreed to sell an aggregate of 4,655,951 shares of Non-Voting Convertible Preferred Stock for aggregate gross proceeds of approximately $132.0 million (the "Financing"). The closing of the Financing occurred on July 20, 2026. We have agreed to file a resale registration statement with respect to the shares of Common Stock issuable upon conversion of the shares of Non-Voting Convertible Preferred Stock sold in the Financing within 90 calendar days following the closing of the Financing, and have agreed to seek a stockholder vote to convert the Non-Voting Convertible Preferred Stock issued in the financing within 120 days from the closing of the Merger. In addition, in the event we are unable to obtain stockholder approval of the conversion of the Non-Voting Convertible Preferred Stock issued in the Financing within 12 months of the closing of the Merger, investors in the Financing have the right to require the Company to repurchase the Non-Voting Convertible Preferred Stock issued in the Financing at the then current fair market value.

We intend to advance our current pipeline and may explore opportunities to in-license or out-license other product candidates. To date, our primary activities have been conducting research and development activities, performing business and financial planning, recruiting personnel and raising capital. We have no products approved for commercial sale and have not generated any revenue from product sales. We expect to continue to incur significant expenses and operating losses for the foreseeable future as we advance our product candidates through clinical development, seek regulatory approvals, and continue to operate as a public company.

We have incurred significant losses and negative cash flows from operations since our inception. During the three and six months ended June 30, 2026 we incurred net losses of $2.8 million and $3.9 million, respectively. During the three and six months ended June 30, 2025 we incurred net losses of $26.7 million and $48.0 million, respectively. We generated negative operating cash flows of $21.5 million and $38.3 million for the six months ended June 30, 2026 and 2025, respectively. As of June 30, 2026, we had an accumulated deficit of $320.6 million.

We had cash and cash equivalents of $7.3 million as of June 30, 2026. We expect to continue to incur substantial losses for the foreseeable future, and our transition to profitability will depend upon successful development, approval and commercialization of our product candidates and upon achievement of sufficient revenues to support our cost structure. We do not expect to generate any revenue from commercial product sales unless and until we successfully complete development and obtain regulatory approval for one or more of our product candidates. We may never achieve profitability, and unless we do and until then, we will need to continue to raise additional capital. Accordingly, based on our current operating plan, and along with our history of operating losses, and given the potential risk of having to repurchase the Non-Voting Convertible Preferred Stock issued in the Financing if we are unable to obtain stockholder approval to convert it to Common Stock within 12 months, our current cash and cash equivalents may not be sufficient to fund our ongoing operations for a period of at least twelve months from the date the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q are issued.

**Components of Results of Operations**

***Operating Expenses***

*Research and Development*

The largest component of our total operating expenses since our inception has been research and development activities, including the preclinical and clinical development of our product candidates. Research and development expenses consist primarily of compensation and benefits for research and development employees, including stock-based compensation; expenses incurred under agreements with contract research organizations ("CROs") and investigative sites that conduct preclinical studies and clinical trials; the costs of acquiring and manufacturing clinical trial materials and other supplies; payments under licensing and research and development agreements; other outside services and consulting costs; and facilities, information technology and overhead expenses. Research and development costs are expensed as incurred.

Research and development costs include:

- program costs, including costs incurred under agreements with third-party CROs, CMOs and other third parties;
- employee-related costs, including salaries, benefits and stock-based compensation expense for our research and development personnel; and
- other expenses and allocated overheads incurred in connection with our research and development programs.

We expect our research and development expenses to increase substantially for the foreseeable future as we advance our product candidates into and through preclinical studies and clinical trials, pursue regulatory approval of our product candidates and expand our pipeline of product candidates. The process of conducting the necessary preclinical and clinical research to obtain regulatory approval is costly and time-consuming. The actual probability of success for our product candidates may be affected by a variety of factors, including the safety and efficacy of our product candidates, early clinical data, investment in our clinical programs, competition, manufacturing capability and commercial viability. We may never succeed in achieving regulatory approval for any of our product candidates. As a result of the uncertainties discussed above, we are unable to determine the duration and completion costs of our research and development projects or if, when and to what extent we will generate revenue from the commercialization and sale of our product candidates, if approved.

Our future research and development costs may vary significantly based on factors, such as:

- the scope, rate of progress, expense and results of our discovery and preclinical development activities;
- the costs and timing of our chemistry, manufacturing and controls activities, including fulfilling cGMP-related standards and compliance, and identifying and qualifying suppliers;

- per patient clinical trial costs;
- the number of trials required for approval;
- the number of sites included in our clinical trials;
- the countries in which the trials are conducted;
- delays in adding a sufficient number of trial sites and recruiting suitable patients to participate in our clinical trials;
- the number of patients that participate in the trials;
- the number of doses that patients receive;
- patient drop-out or discontinuation rates;
- potential additional safety monitoring requested by regulatory agencies;
- the duration of patient participation in the trials and follow up;
- the cost and timing of manufacturing our product candidates;
- the phase of development of our product candidates;
- the efficacy and safety profile of our product candidates;
- the timing, receipt, and terms of any approvals from applicable regulatory authorities, including the FDA and non-U.S. regulators;
- maintaining a continued acceptable safety profile of our product candidates following approval, if any, of our product candidates;
- significant and changing government regulation and regulatory guidance;
- changes in the standard of care on which a clinical development plan was based, which may require new or additional trials;
- the extent to which we establish additional strategic collaborations or other arrangements; and
- the impact of any business interruptions to our operations or to those of the third parties with whom we work, particularly in light of geopolitical and macroeconomic trends.

*General and Administrative*

General and administrative expenses consist primarily of personnel costs and expenses, including salaries, employee benefits, and stock-based compensation for our executive and other administrative personnel; legal services, including relating to intellectual property and corporate matters; accounting, auditing, consulting and tax services; insurance; and facility and other allocated costs not otherwise included in research and development expenses. We expect our general and administrative expenses to increase substantially for the foreseeable future as we anticipate an increase in our personnel headcount to support expansion of research and development activities, as well as to support our operations generally. We also expect to continue to incur significant expenses associated with being a public company, including costs related to accounting, audit, legal, regulatory, and tax-related services associated with maintaining compliance with applicable Nasdaq and SEC requirements; additional director and officer insurance costs; and investor and public relations costs.

*Total Other Income, Net*

Total other income, net includes foreign currency transactions gains and losses, interest income, changes in the fair value of warrant liability, reversal of the CIRM grant liability and gain on disposal of property and equipment. Warrant liability was classified as a liability in our condensed consolidated financial statements and was re-measured at each reporting period end.

**Results of Operations**

***Comparison of the Three Months Ended June 30, 2026 and 2025***

The following table summarizes our results of operations for the three months ended June 30, 2026 and 2025 (in thousands, except percentages):

| | Three Months Ended June 30, | | Change | Change |
|---|---|---|---|---|
| | 2026 | 2025 | $ | % |
| Operating expenses | | | | |
| Research and development | $ 5,135 | $ 21,196 | $ (16,061) | (76) |
| General and administrative | 4,072 | 5,880 | (1,808) | (31) |
| Total operating expenses | 9,207 | 27,076 | (17,869) | (66) |
| Loss from operations | (9,207) | (27,076) | 17,869 | (66) |
| Interest income | 82 | 437 | (355) | (81) |
| Change in fair value of warrant liability | 3,980 | — | 3,980 | 100 |
| Other income (expense), net | 2,385 | (84) | 2,469 | NM |
| Total other income, net | 6,447 | 353 | 6,094 | NM |
| Net loss and comprehensive loss | $ (2,760) | $ (26,723) | $ 23,963 | (90) |

NM = Not meaningful

***Research and Development Expenses***

The following table summarizes our research and development expenses for the periods indicated (in thousands, except percentages):

| | Three Months Ended June 30, | | Change | Change |
|---|---|---|---|---|
| | 2026 | 2025 | $ | % |
| Personnel-related costs | $ 851 | $ 3,909 | $ (3,058) | (78) |
| General and overhead costs | 700 | 1,518 | (818) | (54) |
| Program costs | 3,584 | 15,769 | (12,185) | (77) |
| Total research and development expenses | $ 5,135 | $ 21,196 | $ (16,061) | (76) |

Research and development expenses decreased by $16.1 million, from $21.2 million for the three months ended June 30, 2025 to $5.1 million for the three months ended June 30, 2026.

Personnel-related costs, including employee payroll and related expenses, decreased by $3.1 million, from $3.9 million for the three months ended June 30, 2025 to $0.9 million for the three months ended June 30, 2026, primarily due to the workforce reduction as part of the corporate reorganization in 2025. Stock-based compensation expenses, included in personnel-related costs, decreased by $0.3 million, from $0.5 million for the three months ended June 30, 2025 to $0.2 million for the three months ended June 30, 2026.

General and overhead costs, which include common facilities, human resources and information technology related expenses allocated to research and development, decreased by $0.8 million, from $1.5 million for the three months ended June 30, 2025 to $0.7 million for the three months ended June 30, 2026, primarily due to decreased allocated overheads to research and development costs following our corporate reorganization in 2025.

Program costs decreased by $12.2 million, from $15.8 million for the three months ended June 30, 2025 to $3.6 million for the three months ended June 30, 2026. Clinical program expenses primarily consisted of expenses incurred under agreements with CROs, CMOs, consultants, other professional services, in vivo study costs and lab supplies. Clinical program expenses decreased primarily due to a decrease in CRO expenses of $4.0 million from $5.8 million for the three months ended June 30, 2025 to $1.8 million for the three months ended June 30, 2026, a decrease in CMO expenses of $5.6 million from $6.5 million for the three months ended June 30, 2025 to $0.9 million for the three months ended June 30, 2026, in each case primarily reflecting the impact of our corporate reorganization in 2025, pursuant to which we halted enrollment in our asthma program, discontinued our other clinical and preclinical programs, and narrowed our focus to briquilimab clinical development in chronic urticaria, a decrease in external consulting and other professional services costs of $1.3 million from $2.0 million for the three months ended June 30, 2025 to $0.7 million for the three months ended June 30, 2026, and a decrease in the preclinical in vivo study costs of $0.9 million with no such costs incurred during the three months ended June 30, 2026, as we halted the related preclinical programs in 2025.

Our program costs for the three months ended June 30, 2026 and 2025 were as follows (in thousands):

| | Three Months Ended June 30, | | Change | Change |
|---|---|---|---|---|
| | 2026 | 2025 | $ | % |
| Briquilimab platform | $ 300 | $ 1,878 | $ (1,578) | (84) |
| CMO | 943 | 6,513 | (5,570) | (86) |
| CSU | 2,047 | 4,094 | (2,047) | (50) |
| Asthma | 41 | 1,926 | (1,885) | (98) |
| CIndU | 253 | 828 | (575) | (69) |
| SCID | — | 368 | (368) | (100) |
| MDS/AML | — | 162 | (162) | (100) |
| Total program costs | $ 3,584 | $ 15,769 | $ (12,185) | (77) |

At the program level, the decrease in clinical program expenses was primarily driven by decreased costs related to the CSU program, asthma program, briquilimab platform and CMO product development and manufacturing expenses not allocated to specific programs. Enrollment in the ETESIAN study for the asthma program, which began in late 2024, was halted in July 2025, and we incurred minimal costs related to this program during the three months ended June 30, 2026. We substantially discontinued the SCID program in 2025 and MDS/AML program in late 2024 and did not incur any costs related to these programs during the three months ended June 30, 2026.

***General and Administrative Expenses***

General and administrative expenses decreased by $1.8 million, from $5.9 million for the three months ended June 30, 2025 to $4.1 million for the three months ended June 30, 2026. Employee payroll and related expenses decreased by $1.8 million, from $3.1 million for the three months ended June 30, 2025 to $1.3 million for the three months ended June 30, 2026, primarily due to the workforce reduction as part of the corporate reorganization in 2025 and a decrease in stock-based compensation expenses. Stock-based compensation expenses, included in employee payroll and related expenses, were $0.5 million and $1.0 million for the three months ended June 30, 2026 and 2025, respectively. Expenses related to professional services decreased by $0.3 million, from $2.5 million for the three months ended June 30, 2025 to $2.2 million for the three months ended June 30, 2026. Rent expenses decreased by $0.1 million for the three months ended June 30, 2026 as compared to the three months ended June 30, 2025. Other expenses increased by $0.4 million for the three months ended June 30, 2026 as compared to the three months ended June 30, 2025, primarily related to an increase in allocation of overhead costs.

***Total Other Income, Net***

Total other income, net increased by $6.1 million, from $0.4 million for the three months ended June 30, 2025 to $6.5 million for the three months ended June 30, 2026.

Interest income decreased by $0.3 million, from $0.4 million for the three months ended June 30, 2025 to $0.1 million for the three months ended June 30, 2026, primarily due to lower cash balances invested in money market funds.

The change in fair value of warrant liability of $4.0 million for three months ended June 30, 2026 primarily relates to a decrease in the fair value of common stock and the remaining term of warrants issued in connection with our underwritten public offering in September 2025.

Other income (expense), net increased by $2.5 million for the three months ended June 30, 2026 as compared to the three months ended June 30, 2025, primarily due to a gain of $2.3 million from reversal of the CIRM grant liability and a gain of $0.1 million on the disposal of property and equipment related to the sale of certain fully depreciated laboratory equipment during the three months ended June 30, 2026.

***Comparison of the Six Months Ended June 30, 2026 and 2025***

The following table summarizes our results of operations for the six months ended June 30, 2026 and 2025 (in thousands, except percentages):

| | Six Months Ended June 30, | | Change | Change |
|---|---|---|---|---|
| | 2026 | 2025 | $ | % |
| Operating expenses | | | | |
| Research and development | $ 10,949 | $ 37,353 | $ (26,404) | (71) |
| General and administrative | 9,210 | 11,525 | (2,315) | (20) |
| Total operating expenses | 20,159 | 48,878 | (28,719) | (59) |
| Loss from operations | (20,159) | (48,878) | 28,719 | (59) |
| Interest income | 246 | 1,061 | (815) | (77) |
| Change in fair value of warrant liability | 13,620 | — | 13,620 | 100 |
| Other income (expense), net | 2,359 | (147) | 2,506 | NM |
| Total other income, net | 16,225 | 914 | 15,311 | NM |
| Net loss and comprehensive loss | $ (3,934) | $ (47,964) | $ 44,030 | (92) |

NM = Not meaningful

***Research and Development Expenses***

The following table summarizes our research and development expenses for the periods indicated (in thousands, except percentages):

| | Six Months Ended June 30, | | Change | Change |
|---|---|---|---|---|
| | 2026 | 2025 | $ | % |
| Personnel-related costs | $ 2,171 | $ 8,730 | $ (6,559) | (75) |
| General and overhead costs | 1,571 | 3,094 | (1,523) | (49) |
| Program costs | 7,207 | 25,529 | (18,322) | (72) |
| Total research and development expenses | $ 10,949 | $ 37,353 | $ (26,404) | (71) |

Research and development expenses decreased by $26.4 million, from $37.4 million for the six months ended June 30, 2025 to $11.0 million for the six months ended June 30, 2026.

Personnel-related costs, including employee payroll and related expenses, decreased by $6.6 million, from $8.7 million for the six months ended June 30, 2025 to $2.2 million for the six months ended June 30, 2026, primarily due to the workforce reduction as part of the corporate reorganization in 2025. Stock-based compensation expenses, included in personnel-related costs, decreased by $0.7 million, from $1.1 million for the six months ended June 30, 2025 to $0.4 million for the six months ended June 30, 2026.

General and overhead costs, which include common facilities, human resources and information technology related expenses allocated to research and development, decreased by $1.5 million, from $3.1 million for the six months ended June 30, 2025 to $1.6 million for the six months ended June 30, 2026, primarily due to decreased allocated overheads to research and development costs following our corporate reorganization in 2025.

Program costs decreased by $18.3 million, from $25.5 million for the six months ended June 30, 2025 to $7.2 million for the six months ended June 30, 2026. Clinical program expenses primarily consisted of expenses incurred under agreements with CROs, CMOs, consultants, other professional services, in vivo study costs and lab supplies. Clinical program expenses decreased primarily due to a decrease in CRO expenses of $6.0 million from $9.8 million for the six months ended June 30, 2025 to $3.8 million for the six months ended June 30, 2026, a decrease in CMO expenses of $6.9 million from $8.7 million for the six months ended June 30, 2025 to $1.8 million for the six months ended June 30, 2026, in each case primarily reflecting the impact of our corporate reorganization in 2025, pursuant to which we halted enrollment in our asthma program, discontinued our other clinical and preclinical programs, and narrowed our focus to briquilimab clinical development in chronic urticaria, a decrease in external consulting and other professional services costs of $2.4 million from $3.7 million for the six months ended June 30, 2025 to $1.3 million for the six months ended June 30, 2026, a decrease in the preclinical in vivo study costs of $1.7 million with no such costs incurred during the six months ended June 30, 2026, as we halted the related preclinical programs in 2025.

Our program costs for the six months ended June 30, 2026 and 2025 were as follows (in thousands):

| | Six Months Ended June 30, | | Change | Change |
|---|---|---|---|---|
| | 2026 | 2025 | $ | % |
| Briquilimab platform | $ 566 | $ 3,835 | $ (3,269) | (85) |
| CMO | 1,825 | 8,651 | (6,826) | (79) |
| CSU | 4,425 | 6,840 | (2,415) | (35) |
| Asthma | (286) | 3,319 | (3,605) | (109) |
| CIndU | 677 | 1,713 | (1,036) | (60) |
| SCID | — | 891 | (891) | (100) |
| MDS/AML | — | 280 | (280) | (100) |
| Total program costs | $ 7,207 | $ 25,529 | $ (18,322) | (72) |

At the program level, the decrease in clinical program expenses was primarily driven by decreased costs related to the asthma program, CSU and CIndU programs, briquilimab platform and CMO product development and manufacturing expenses not allocated to specific programs. The decrease in CSU and CIndU programs, briquilimab platform and CMO product development and manufacturing expenses not allocated to specific programs was primarily due to lower overall program activity and spending following our 2025 corporate reorganization, as we continue to prioritize our cash resources. Enrollment in the ETESIAN study for the asthma program, which began in late 2024, was halted in July 2025. The decrease in asthma program expenses during the six months ended June 30, 2026 was further impacted by reductions in previously accrued CRO investigator grant costs following the reconciliation and close-out of the study. We do not expect to incur significant costs related to asthma program in future. There were no expenses incurred related to the SCID and MDS/AML programs that we discontinued in prior periods.

***General and Administrative Expenses***

General and administrative expenses decreased by $2.3 million, from $11.5 million for the six months ended June 30, 2025 to $9.2 million for the six months ended June 30, 2026. Employee payroll and related expenses decreased by $2.5 million, from $6.4 million for the six months ended June 30, 2025 to $3.9 million for the six months ended June 30, 2026, primarily due to the workforce reduction as part of the corporate reorganization in 2025 and a decrease in stock-based compensation expenses. Stock-based compensation expenses, included in employee payroll and related expenses, were $0.6 million and $2.0 million for the six months ended June 30, 2026 and 2025, respectively. Expenses related to professional services decreased by $0.4 million, from $4.5 million for the six months ended June 30, 2025 to $4.1 million for the six months ended June 30, 2026, primarily due to a $0.4 million decrease in stock-based compensation expense related to non-employee consultants. Rent expenses decreased by $0.2 million for the six months ended June 30, 2026 as compared to the six months ended June 30, 2025. Other expenses increased by $0.8 million for the six months ended June 30, 2026 as compared to the six months ended June 30, 2025, primarily related to an increase in allocation of overhead costs.

***Total Other Income, Net***

Total other income, net increased by $15.3 million, from $0.9 million for the six months ended June 30, 2025 to $16.2 million for the six months ended June 30, 2026.

Interest income decreased by $0.8 million, from $1.0 million for the six months ended June 30, 2025 to $0.2 million for the six months ended June 30, 2026, primarily due to lower cash balances invested in money market funds.

The change in fair value of warrant liability of $13.6 million for six months ended June 30, 2026 primarily relates to a decrease in the fair value of common stock and the remaining term of warrants issued in connection with our underwritten public offering in September 2025.

Other income increased by $2.5 million for the six months ended June 30, 2026 as compared to the six months ended June 30, 2025, primarily due to a gain of $2.3 million from reversal of the CIRM grant liability, a gain of $0.1 million on the disposal of property and equipment related to the sale of certain fully depreciated laboratory equipment during the six months ended June 30, 2026, and a decrease in foreign currency transactions losses of $0.1 for the six months ended June 30, 2026 as compared to the six months ended June 30, 2025.

**Liquidity and Capital Resources**

As of June 30, 2026, we had $7.3 million of cash and cash equivalents.

In order to assist in funding our future operations, including our planned clinical trials, on March 19, 2025, we filed a new universal shelf registration statement on Form S-3 (the "Shelf Registration Statement") with the SEC, which was declared effective on March 26, 2025 and superseded our prior universal shelf registration statement. As of June 30, 2026, we can sell from time to time up to $263.5 million of common stock, preferred stock, debt securities, warrants, rights, units and depositary shares comprised of any combination of these securities, for our own account in one or more offerings under the Shelf Registration Statement. The terms of any offering under the Shelf Registration Statement will be established at the time of such offering and will be described in a prospectus supplement to the Shelf Registration Statement filed with the SEC prior to the completion of any such offering. However, as of June 30, 2026, the aggregate market value of our common stock held by non-affiliates ("public float") is less than $75.0 million, so the amount we can raise through primary public offerings of securities, including through the ATM offering, in any twelve-month period using shelf registration statements is limited to an aggregate of one-third of our public float. On March 19, 2025, we entered into an Open Market Sale Agreement℠ with Jefferies LLC ("Jefferies"), pursuant to which we may offer and sell through or to Jefferies, as sales agent or principal, shares of common stock from time to time (the "ATM Offering"). On March 26, 2025, we filed with the SEC a prospectus under the S-3 in connection with the ATM Offering (the "ATM Prospectus"), pursuant to which we may offer and sell shares of common stock having an aggregate offering price of up to $100.0 million. As of June 30, 2026, we issued and sold an aggregate of 1,231,447 shares of common stock for net proceeds of approximately $6.5 million pursuant to the ATM Prospectus.

On September 18, 2025, we entered into an underwriting agreement with TD Securities (USA) LLC as the representative of the several underwriters named therein, relating to an underwritten public offering under the Shelf Registration Statement. On September 22, 2025, we closed the offering and issued an aggregate of 11,670,707 shares of common stock, pre-funded warrants to purchase 675,000 shares of common stock and common stock warrants to purchase 12,345,707 shares of common stock, for net proceeds of approximately $27.5 million.

As of June 30, 2026, $93.5 million remains allocated and available under the ATM Prospectus and $170.0 million remains available and unallocated under the Shelf Registration Statement.

In connection with the Kira acquisition, as discussed above, we received approximately $132.0 million gross proceeds on July 20, 2026 from the issuance of 4,655,951 shares of non-voting convertible preferred stock to investors.

***Future Funding Requirements***

Our primary uses of cash are to fund our operations, which consist primarily of research and development expenditures related to our programs and, to a lesser extent, general and administrative expenditures. We anticipate that we will continue to incur significant expenses for the foreseeable future as we continue to advance our product candidates, expand our corporate infrastructure, operate as a public company, further our research and development initiatives for our product candidates, scale our laboratory and manufacturing operations, and incur marketing costs associated with potential commercialization. We are subject to all the risks typically related to the development of new drug candidates, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. We anticipate that we will need substantial additional funding in connection with our continuing operations.

We have incurred significant losses and negative cash flows from operations since our inception. As of June 30, 2026, we had an accumulated deficit of $320.6 million. Given our recurring losses from operations and negative cash flows, the potential risk of having to repurchase the Non-Voting Convertible Preferred Stock issued in the Financing if we are unable to obtain stockholder approval to convert it to Common Stock within 12 months and based on our current operating plan, we have concluded that there is substantial doubt about our ability to continue as a going concern within one year from the date of filing of this Quarterly Report. We expect to finance our future cash needs through equity or debt financings, collaborations or a combination of these approaches, and given the imminent need for additional funding to continue to fund operations in the near-term, we are actively seeking additional capital to extend our cash runway. The sale of equity or convertible debt securities may result in dilution to our stockholders, and, in the case of preferred equity securities or convertible debt, those securities could provide for rights, preferences or privileges senior to those of our common stock. Debt financings may subject us to covenant limitations or restrictions on our ability to take specific actions, such as incurring additional debt or making capital expenditures. Our ability to raise additional funds may be adversely impacted by negative global economic conditions and any disruptions to and volatility in the credit and financial markets in the United States and worldwide or other factors. There can be no assurance that we will be successful in acquiring additional funding at levels sufficient to fund our operations or on terms favorable or acceptable to us. While we routinely evaluate cost reduction measures to proactively manage cash burn, if we are unable to obtain adequate financing when needed or on terms favorable or acceptable to us, we may be forced to take broader actions such as to delay, reduce the scope of or eliminate one or more of our research and development programs.

Our future financing requirements will depend on many factors, including:

- the timing, scope, progress, results and costs of research and development, preclinical and non-clinical studies and clinical trials for our current and future product candidates;
- the number, scope and duration of clinical trials required for regulatory approval of our current and future product candidates;
- the outcome, timing and costs of seeking and obtaining regulatory approvals from the FDA and comparable foreign regulatory authorities for our product candidates, including any requirement to conduct additional studies or generate additional data beyond that which we currently expect would be required to support a marketing application;
- the costs of manufacturing clinical and commercial supplies of our current and future product candidates;
- the costs and timing of future commercialization activities, including product manufacturing, marketing, sales and distribution, for any of our product candidates for which we receive marketing approval;
- any product liability or other lawsuits related to our product candidates;
- the revenue, if any, received from commercial sales of any product candidates for which we may receive marketing approval;

- our ability to establish a commercially viable pricing structure and obtain approval for coverage and adequate reimbursement from third-party and government payers;

- the costs to establish, maintain, expand, enforce and defend the scope of our intellectual property portfolio, including the amount and timing of any payments we may be required to make, or that we may receive, in connection with licensing, preparing, filing, prosecuting, defending and enforcing our patents or other intellectual property rights;

- expenses incurred to attract, hire and retain skilled personnel; and

- the costs of operating as a public company.

A change in the outcome of any of these or other variables could significantly change the costs and timing associated with the development of our product candidates. Furthermore, our operating plans may change in the future, and we may need additional funds to meet operational needs and capital requirements associated with such change.

***Contractual Obligations and Commitments***

We enter into contracts in the normal course of business with CROs for clinical trials, with CMOs for clinical supplies manufacturing and with other vendors for preclinical studies, supplies and other services and products for operating purposes. These contracts generally provide for termination on notice or may have a potential termination fee if a purchase order is cancelled within a specified time, and therefore are cancelable contracts. We do not expect any such contract terminations and did not have any non-cancellable obligations under these agreements as of June 30, 2026.

*Leases*

As of June 30, 2026, we leased approximately 25,900 square feet of space for our headquarters in Redwood City, California. The lease expires in August 2026. We have an option to extend the term for an additional five years to August 2031. In addition to base rent, we pay our share of operating expenses and taxes. As of June 30, 2026, our rent commitments under the lease agreement were $0.3 million within the next 12 months from June 30, 2026.

*Stanford License Agreements*

In March 2021, we entered into an exclusive license agreement with Stanford (the "2021 Stanford License Agreement"). In July 2023, we entered into an amendment to the 2021 Stanford License Agreement to modify certain milestones set forth thereunder. Pursuant to the 2021 Stanford License Agreement we are required to pay annual license maintenance fees, beginning on the first anniversary of the effective date of the agreement and ending upon the first commercial sale of a product, method, or service in the licensed field of use, as follows: $25,000 for each first and second year, $35,000 for each third and fourth year, and $50,000 at each anniversary thereafter ending upon the first commercial sale. We are also obligated to pay late-stage clinical development milestone payments and first commercial sales milestone payments of up to $9.0 million in total. We will also pay low single-digit royalties on net sales of licensed products. All products were in development as of June 30, 2025, and no such royalties were due as of such date and no milestones were achieved.

In December 2024, we entered into a co-exclusive license agreement with Stanford (the "2024 Stanford License Agreement"). Pursuant to the 2024 Stanford License Agreement, we are required to pay a license issuance fee of $75,000, which was paid in January 2025, and annual license maintenance fees, beginning on the first anniversary of the effective date of the agreement: $25,000 for each of the first through third years, $50,000 for each of the fourth through sixth years and $65,000 at each anniversary thereafter. We are also obligated to pay clinical development milestone payments of up to $1.3 million and sales milestone payments of up to $7.0 million in total. We will also pay low single-digit royalties on net sales of licensed products. All products are in development as of June 30, 2025, and no such royalties were due as of such date and no milestones were achieved.

***Cash Flows***

The following table summarizes our sources and uses of cash for the periods presented (in thousands):

| | Six Months ended June 30, | |
|---|---|---|
| | **2026** | **2025** |
| Net cash used in operating activities | $ (21,467) | $ (38,295) |
| Net cash provided by investing activities | 80 | 5 |
| Net cash provided by financing activities | 9 | 6,163 |
| Net decrease in cash and cash equivalents and restricted cash | $ (21,378) | $ (32,127) |

*Cash Flows from Operating Activities*

Net cash used in operating activities was $21.5 million and $38.3 million for the six months ended June 30, 2026 and 2025, respectively.

Cash used in operating activities in the six months ended June 30, 2026 was primarily due to our net loss for the period of $3.9 million, net change of non-cash items totaling $14.4 million and net change of $3.2 million in our net operating assets and liabilities. The non-cash items primarily consisted of change in fair value of warrant liability of $13.6 million, gain on reversal of CIRM grant liability of $2.3 million and gain on disposal of property and equipment of $0.1 million, partially offset by $1.2 million related to stock-based compensation expense and $0.4 million of non-cash lease expense. The changes in our net operating assets and liabilities were primarily due to a decrease of $3.4 million in accounts payable, a decrease of $1.4 million in accrued expenses and other current liabilities, a decrease of $1.0 million in the operating lease liability, partially offset by a decrease of $2.6 million in prepaid expenses and other current assets.

Cash used in operating activities in the six months ended June 30, 2025 was primarily due to our net loss for the period of $48.0 million partially offset by non-cash items totaling $4.7 million and a net change of $5.0 million in our net operating assets and liabilities. The non-cash items primarily consisted of $3.6 million related to stock-based compensation expense, $0.5 million related to depreciation and amortization expense and $0.5 million of non-cash lease expense. The changes in our net operating assets and liabilities were primarily due to an increase of $4.0 million in accounts payable, a decrease of $0.7 million in prepaid expenses and other current assets, a decrease of $0.6 million in other non-current assets and an increase of $0.4 million in accrued expenses and other current liabilities, partially offset by a decrease of $0.8 million in operating lease liability.

*Cash Flows from Investing Activities*

Cash provided by investing activities was $0.1 million for the six months ended June 30, 2026, which consisted of proceeds from sales of property and equipment.

Cash provided by investing activities was less than $0.1 million for the six months ended June 30, 2025, which primarily consisted of proceeds from sales of property and equipment.

*Cash Flows from Financing Activities*

Cash provided by financing activities for the six months ended June 30, 2026 was less than $0.1 million, which consisted of proceeds from issuance of common stock pursuant to our employee stock purchase plan.

Cash provided by financing activities for the six months ended June 30, 2025 was $6.2 million, which consisted of net proceeds from the issuance and sale of shares of common stock under the ATM Offering of $5.9 million and proceeds from issuance of common stock pursuant to our employee stock purchase plan of $0.2 million.

**Critical Accounting Policies and Significant Judgments and Estimates**

Our critical accounting policies are disclosed in Note 2 to the condensed consolidated financial statements included in Part I - Item 1 of this Quarterly Report and Note 2 to the condensed consolidated financial statements included in Part II - Item 8 of the Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 30, 2026. There have been no material changes to our significant accounting policies since the date of issuance of our consolidated financial statements for the year ended December 31, 2025.

**Recently Issued Accounting Pronouncements**

See Note 2 to the condensed consolidated financial statements included in Part I - Item 1 of this Quarterly Report for more information regarding recently issued accounting pronouncements.

**Smaller Reporting Company Status**

We are a "smaller reporting company," as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company until the last day of the fiscal year in which (i) the market value of our common stock held by non-affiliates exceeds $250 million as of the last business day of our second fiscal quarter, or (ii) our annual revenue exceeded $100 million during such completed fiscal year and the market value of our common stock held by non-affiliates exceeds $700 million as of the last business day of our second fiscal quarter.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

There have been no material changes to our market risk during the three months ended June 30, 2026. For a discussion of our exposure to market risk, refer to the section titled "Quantitative and Qualitative Disclosures About Market Risk" included in Part II - Item 7A of the Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 30, 2026.

**Item 4. Controls and Procedures**

***Evaluation of Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. As required by Rule 13a-15(b) or Rule 15d-15(b) promulgated by the SEC under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based on the foregoing, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report at the reasonable assurance level.

***Changes in Internal Controls***

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We are currently in the process of integrating the operations of Kira following the Merger, which closed on July 16, 2026. As we integrate Kira's operations, including financial reporting systems and processes, we expect to make changes to our internal control over financial reporting and will report any material changes in future filings.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

We, from time to time, may be party to litigation arising in the ordinary course of business. On September 19, 2025, a shareholder class action complaint captioned *Grant v. Jasper Therapeutics, Inc., et al.* (Case No. 25-cv-08010) was filed in the United States District Court for the Northern District of California against us and certain of our current and former officers. The complaint alleges that certain material misstatements or omissions related to the ongoing clinical trials of briquilimab were made in violation of federal securities laws. The plaintiffs are seeking unspecified monetary damages and an award of costs and expenses, including reasonable attorneys' fees, expert fees and other costs. On December 3, 2025, a stipulated order was entered appointing co-lead plaintiffs and approving their selection of co-lead counsel, and on December 16, 2025, a stipulated order was entered setting a schedule for the filing and responses to an amended complaint. Per the terms of the December 16, 2025 stipulated order, an amended complaint captioned *Allard, et al. v. Jasper Therapeutics, Inc., et al.* (Case No. 25-cv-08010) was filed, and defendants' motion to dismiss was filed on April 20, 2026. A hearing on defendants' motion to dismiss is currently scheduled for October 15, 2026. In addition, on November 5, 2025, a shareholder derivative complaint captioned *Bardauskas v. Martell, et al*. (Case No. 25-cv-09561) was filed in the United States District Court for the Northern District of California, and on December 22, 2025, another shareholder derivative complaint was filed in the same court and captioned *Walsh v. Martell, et al.* (Case No. 25-cv-10899). The derivative complaints name as defendants certain of our current and former officers and directors, and allege claims related to the allegations raised in the shareholder class action complaint. On January 21, 2026, a stipulated order was entered, among other things, consolidating and staying the derivative actions. We believe the claims raised in these lawsuits are without merit, and intend to defend these matters vigorously. However, there can be no assurance that we will prevail. We are unable to determine whether any loss ultimately will occur or to estimate the range of such loss; therefore, no amount of loss has been accrued in our financial statements as of and for the three months ended June 30, 2026. Regardless of outcome, litigation can have an adverse impact on us due to costs involved, diversion of management resources, negative publicity, reputational harm, and other factors.

We believe that we are not currently a party to any other legal proceedings which, individually or in the aggregate, would have a material adverse effect on our consolidated financial position, results of operations or cash flows.

### Item 1A. Risk Factors

*Our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 30, 2026, in Part I – Item 1A, Risk Factors, describes important risk factors that could cause our business, financial condition, results of operations and growth prospects to differ materially from those indicated or suggested by forward-looking statements made in this Quarterly Report or presented elsewhere by management from time to time. Except as set forth below, there have been no material changes in the risk factors that appear in Part I - Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 30, 2026. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business.*

**Risks related to the Merger with Kira**

***Pursuant to the terms of the Merger Agreement (as defined below), our board of directors has agreed to recommend that our stockholders approve the conversion of all outstanding shares of our Non-Voting Convertible Preferred Stock ("Convertible Preferred Stock") into shares of our common stock. We cannot guarantee that our stockholders will approve this matter, and if they fail to do so we may be required to settle such shares in cash and our operations may be materially harmed.***

Under the terms of the Agreement and Plan of Merger, dated July 16, 2026 (the "Merger Agreement"), by and among us, Kira Pharmaceuticals ("Kira") and Kira Holdco Inc., a Delaware corporation and our wholly owned subsidiary ("Merger Sub"), and the Securities Purchase Agreement, dated July 16, 2026 (the "SPA"), by and among us and the purchasers named therein, we agreed to call and hold a meeting of our stockholders by November 13, 2026 to obtain, among other things, (i) the requisite approval for the conversion of all outstanding shares of Convertible Preferred Stock issued pursuant to the Merger Agreement and the SPA, respectively, into shares of our common stock, as required by The Nasdaq Stock Market LLC listing rules, and (ii) an amendment of our certificate of incorporation to authorize an increase of in the authorized shares of our common stock (the "Company Stockholder Matters"). If our stockholders do not approve the Company Stockholder Matters at that meeting, we will be required to seek to obtain such approvals at an annual or special stockholders meeting to be held at least every 90 days thereafter until such approval is obtained, which would be time-consuming and costly.

Additionally, if our stockholders do not approve the Company Stockholder Matters within 12 months after the initial issuance of the Convertible Preferred Stock, then the holders of our Convertible Preferred Stock will be entitled to elect to have their shares of Convertible Preferred Stock redeemed for cash at a price per share equal to the last reported closing trading price of our common stock as of the trading day immediately prior to the notice being delivered on an as-if converted to common stock basis (each share of Convertible Preferred Stock is, subject to stockholder approval of the Company Stockholder Matters, convertible into 61 shares of common stock), as further described in our Certificate of Designation of Preferences, Rights and Limitations of the Non-Voting Convertible Preferred Stock. If we are forced to cash settle a significant amount of the Convertible Preferred Stock, it would materially affect our results of operations, business and financial condition.

***The failure to successfully integrate Kira's businesses with our business in the expected timeframe would adversely affect our future results.***

Our ability to successfully integrate our operations with Kira's operations will depend, in part, on our ability to realize the anticipated benefits from the merger of Kira with and into Merger Sub, pursuant to which Merger Sub was the surviving corporation and became our wholly owned subsidiary (the "Merger"). If we are not able to achieve these objectives within the anticipated time frame, or at all, the anticipated benefits of the Merger may not be realized fully, or at all, or may take longer to realize than expected, and the value of our common stock may be adversely affected. In addition, the integration of Kira's business with ours will be a time-consuming and expensive process. Proper planning and effective and timely implementation will be critical to avoid any significant disruption to our operations. It is possible that the integration process could result in the loss of key employees, the disruption of our ongoing business or the identification of inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with customers, suppliers, distributors, creditors, lessors, clinical trial investigators or managers or to achieve the anticipated benefits of the Merger. Delays encountered in the integration process could have a material adverse effect on our revenues, expenses, operating results and financial condition, including the value of our common stock.

***There is no guarantee that the Merger will increase stockholder value.***

In July 2026, we consummated the Merger. We cannot guarantee that implementing the Merger and related transactions, including the issuance of the Convertible Preferred Stock in the 2026 Financing (as defined below), will not impair stockholder value or otherwise adversely affect our business. The Merger poses significant integration challenges between our businesses and management teams, which could result in management and business disruptions, any of which could harm our results of operation, business prospects, and impair the value of the Merger to our stockholders.

***We expect to incur substantial expenses related to the integration of the business of Kira.***

We have incurred, and expect to continue to incur, substantial expenses in connection with the Merger and the integration of the business of Kira. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including accounting and finance, billing, payroll, and benefits. We and Kira have both incurred significant transaction expenses in connection with the drafting and negotiation of the Merger Agreement and the related ancillary agreements. While we have assumed that a certain level of expenses will be incurred in connection with the integration, there are many factors beyond our control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These integration expenses may result in our taking significant charges against earnings following the completion of the Merger, and the amount and timing of such charges are uncertain at present.

***Stockholders may not realize a benefit from the Merger commensurate with the ownership dilution they will experience in connection with the Merger, including the issuance of our common stock upon conversion of all outstanding shares of Convertible Preferred Stock to be issued in the Merger and in the 2026 Financing.***

If we are unable to realize the full strategic and financial benefits currently anticipated from the Merger, stockholders will have experienced substantial dilution of their ownership interests without receiving any commensurate benefit, or only receiving part of the commensurate benefit to the extent we are able to realize only part of the strategic and financial benefits currently anticipated from the Merger.

***Our stockholders that received CVRs issued in connection with the Merger may not receive any payment on the CVRs and the CVRs may expire valueless.***

On July 16, 2026, we entered into a contingent value rights agreement (the "CVR Agreement") with the Rights Agent (as defined in the CVR Agreement), pursuant to which each holder of common stock of record immediately prior to the effective time of the Merger on July 16, 2026 received one (1) contractual contingent value right ("CVR") issued by us, subject to and in accordance with the terms and conditions of the CVR Agreement, for each share of common stock held by such holder. Each CVR entitles the holder thereof to receive a pro rata portion of $30.0 million (the "Milestone Payment") if the United States Food and Drug Administration issues a Priority Review Voucher (as defined in the CVR Agreement) in connection with briquilimab (the "Milestone") on or prior to December 31, 2028 (the "Expiration Date"). If the Milestone is achieved on or prior to the Expiration Date and we undergo a Change of Control (as defined in the CVR Agreement), we will pay the Milestone Payment on the earlier of (i) the date of the consummation of such Change of Control and (ii) ninety (90) days following the Monetization Event (as defined in the CVR Agreement). If the Milestone is achieved on or prior to the Expiration Date but a Monetization Event has not yet occurred on or prior to the Expiration Date, the CVRs shall continue in full force and effect and shall not expire until the Milestone Payment has been paid in full, with the Milestone Payment to be paid on the date that is ninety (90) days following the Monetization Event. The CVRs are not transferable, except in certain limited circumstances as provided in the CVR Agreement, are not certificated or evidenced by any instrument, and have not and will not be registered with the SEC or listed for trading on any exchange.

There can be no assurance that the Milestone will be achieved prior to the expiration or termination of the CVR Agreement. Accordingly, the right of any of our shareholders to receive any future payment on or derive any value from the CVRs will be contingent solely upon the occurrence of the Milestone and if it is not achieved for any reason within the time period specified in the CVR Agreement, no payments will be made under the CVRs, and the CVRs will expire valueless.

***A breach of the license agreement (the "Mirador License Agreement") entered into by and between Mirador Therapeutics, Inc. ("Mirador") and Kira on July 13, 2026, or a dispute under such agreement, could adversely affect our business.***

Pursuant to the Mirador License Agreement, Kira granted Mirador an exclusive, worldwide, royalty-bearing license, with the right to grant sublicenses, under certain patents and know-how controlled by Kira to develop, manufacture and commercialize products containing Kira's anti-C5a monoclonal antibody (KP-301) and anti-C5aR small molecule compound (KP-402) for all uses and indications. Under the agreement, Mirador is obligated to pay us up to an aggregate of $108.5 million in development and regulatory milestone payments, up to an aggregate of $350.0 million in commercial, net sales-based milestone payments, and tiered royalties on annual net sales. Our ability to realize the financial benefits of the Mirador License Agreement depends on Mirador's ability and willingness to successfully develop and commercialize the licensed products, which is largely outside of our control. There can be no assurance that Mirador will devote sufficient resources to the licensed programs, achieve any development or commercial milestones, or comply with its obligations under the agreement. Any failure by Mirador to advance the programs, a breach of the agreement, or a dispute regarding the parties' respective rights and obligations, could result in our not receiving some or all of the anticipated milestone payments and royalties, which could adversely affect our financial condition and results of operations.

**Risks Related to Our Financial Position and Need for Additional Capital**

***We have incurred significant net losses and negative operating cash flows since our inception which raises substantial doubt about our ability to continue as a going concern. We expect to incur net losses for the foreseeable future and may never achieve or maintain profitability.***

We are a clinical-stage biotechnology company dedicated to enabling cures through therapeutics targeting mast and hematopoietic stem cells and have a limited operating history. Investment in biopharmaceutical product development is highly speculative because it entails substantial upfront capital expenditures and significant risk that any potential product candidate will fail to demonstrate adequate effect or an acceptable safety profile, gain regulatory approval and become commercially viable. We have no products approved for commercial sale and have not generated any revenue from product sales to date, and we continue to incur significant research and development and other expenses related to our ongoing operations. As a result, we are not profitable and have incurred losses and negative operating cash flows in each period since our inception, which raises substantial doubt about our ability to continue as a going concern beyond one year from the date of filing of this Quarterly Report on Form 10-Q. See below risk factor, "As a result of our history of losses and negative cash flows from operations, our management has performed an analysis and concluded that substantial doubt exists about our ability to continue as a going concern, and we will need to raise additional financing to continue our products' development." for additional details. For the six months ended June 30, 2026 and 2025, we reported net losses of $3.9 million and $48.0 million, respectively. For the six months ended June 30, 2026 and 2025, we reported negative operating cash flows of $21.5 million and $38.3 million, respectively. As of June 30, 2026, we had an accumulated deficit of $320.6 million. We have devoted all of our efforts to organizing and staffing our company, business and scientific planning, raising capital, acquiring and developing technology, identifying potential product candidates, undertaking research and preclinical studies of potential product candidates, developing manufacturing capabilities and evaluating a clinical path for our pipeline programs. We expect to continue to incur significant expenses and increasing operating losses for the foreseeable future, and we expect these losses to increase as we continue our research and development of, and seek regulatory approvals for, our product candidates.

The net losses we incur may fluctuate significantly from quarter to quarter. We anticipate that our expenses will increase substantially if and as we:

- continue the clinical development of KP-104 in IgA Nephropathy ("IgAN"), Complement 3 Glomerulopathy ("C3G"), Focal Segmental Glomerulosclerosis ("FSGS"), Paroxysmal Nocturnal Hemoglobinuria ("PNH") and KP-701 in autoantibody-mediated disorders;
- elect to continue the clinical development of briquilimab in transplant indications or in chronic diseases such as CSU, Chronic Inducible Urticaria ("CIndU") or allergic asthma;
- continue our current research programs and development of other potential product candidates from our current research programs;
- seek to identify additional product candidates and research programs;
- initiate preclinical testing and clinical trials for any other product candidates we identify and develop;
- maintain, expand, enforce, defend and protect our intellectual property portfolio, and provide reimbursement of third-party expenses related to our patent portfolio;
- seek marketing approvals for any product candidates that successfully complete clinical trials;
- ultimately establish a sales, marketing and distribution infrastructure to commercialize any product candidates for which we may obtain marketing approval;
- adapt our regulatory compliance efforts to incorporate requirements applicable to any approved product candidates;
- hire additional research and development and clinical personnel;
- hire commercial personnel and advance market access and reimbursement strategies;
- add operational, financial and management information systems and personnel, including personnel to support our product development;
- acquire or in-license product candidates, intellectual property and technologies;
- develop or in-license manufacturing and distribution technologies;
- should we decide to do so and receive approval for any of our product candidates, build and maintain, or purchase and validate, commercial-scale manufacturing facilities designed to comply with current Good Manufacturing Practices ("cGMP") requirements; and
- incur additional legal, accounting and other expenses in operating as a public company.

As a company, we have not completed clinical development of any product candidate and expect that it will be several years, if ever, before we have a product candidate ready for commercialization. To become and remain profitable, we must develop and, either directly or through collaborators, eventually commercialize a product or products with significant market potential. This will require us to be successful in a range of challenging activities, including identifying product candidates, completing preclinical testing and clinical trials of product candidates, obtaining marketing approval for these product candidates, manufacturing, marketing and selling those products for which we may obtain marketing approval and satisfying any post-marketing requirements.

We may never succeed in these activities and, even if we do, may never generate revenues that are significant or large enough to achieve profitability. Our product candidates and research programs are currently only in the early stages of development. Because of the numerous risks and uncertainties associated with developing product candidates, we are unable to predict the extent of any future losses or when we will become profitable, if at all. If we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Our failure to become and remain profitable would decrease the value of our company and could impair our ability to raise capital, maintain our research and development efforts, expand our business or continue our operations. A decline in the value of our company could also cause you to lose all or part of your investment.

***We will need substantial additional funding, which may not be available on acceptable terms, or at all. If we are unable to raise capital when needed, we would be forced to delay, reduce or eliminate our research and product development programs or future commercialization efforts.***

We expect to spend substantial amounts of cash to conduct further research and development and preclinical testing and clinical trials of our product candidates, to seek regulatory approvals for our product candidates and to launch and commercialize any product candidates for which we receive regulatory approval. Furthermore, we expect to incur additional costs associated with operating as a public company. Accordingly, we will need to obtain substantial additional funding in order to maintain our continuing operations. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our research and product development programs or future commercialization efforts. For example, advancing any future clinical studies in asthma would be based on an evaluation of the competitive landscape, the potential for strategic partnerships and capital availability. As of June 30, 2026, our cash and cash equivalents were $7.3 million and we had an accumulated deficit of $320.6 million. Although subsequent to June 30, 2026, we raised net proceeds of approximately $131.6 million in connection with the issuance of an aggregate of 4,655,951 shares of Convertible Preferred Stock pursuant to the SPA (the "2026 Financing"), we will need to raise additional financing to continue our products' development for the foreseeable future, and will continue to need to do so until we become profitable. Our future financing requirements will depend on many factors, including:

- the initiation, progress, timing, costs and results of preclinical studies and clinical trials for our product candidates;
- the costs of continuing to build our technology platform for use in developing our product candidates;
- the costs of developing, acquiring or in-licensing additional targeted therapies to use in combination with KP-104, KP-701, briquilimab and other product candidates we may develop;
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property and proprietary rights and defending intellectual property-related claims in the United States and internationally;
- the number and characteristics of product candidates that we develop or may in-license;
- our ability to establish and maintain collaborations on favorable terms, if at all;
- the achievement of milestones or occurrence of other developments that trigger payments under any collaboration agreements we enter into;
- the outcome, timing and cost of meeting regulatory requirements established by the U.S. Food and Drug Administration (the "FDA"), the European Medicines Agency (the "EMA") and other comparable foreign regulatory authorities;
- the cost and timing of completion of commercial-scale outsourced manufacturing activities;
- the cost of establishing sales, marketing and distribution capabilities for any product candidates for which we may receive regulatory approval in regions where we choose to commercialize our products on our own; and
- the costs of operating as a public company.

Conducting preclinical testing and clinical trials is a time-consuming, expensive and uncertain process that takes years to complete, and we may never generate the necessary data or results required to obtain marketing approval and achieve product sales. In addition, even if we successfully develop product candidates and those are approved, we may not achieve commercial success. Our commercial revenues, if any, will be derived from sales of products that we do not expect to be commercially available for several years, if at all. Accordingly, we will need to continue to rely on additional financing to achieve our business objectives.

We currently have an effective universal shelf registration statement on Form S-3, which we filed with the SEC on March 19, 2025, and which was declared effective on March 26, 2025 and will expire on March 26, 2028 (the "Shelf Registration Statement"). Pursuant to the Shelf Registration Statement, we may offer from time to time up to an aggregate of $300.0 million of securities, including any combination of common stock, preferred stock, debt securities, warrants, rights, units and depositary shares. On March 19, 2025, we entered into an Open Market Sale Agreement$^{SM}$ with Jefferies LLC (the "Agent"), pursuant to which we may offer and sell through or to the Agent, as sales agent or principal, shares of common stock from time to time (the "ATM Offering"). On March 26, 2025, we filed with the SEC a prospectus under the Shelf Registration Statement in connection with the ATM Offering (the "ATM Prospectus"), pursuant to which we may offer and sell shares of our common stock having an aggregate offering price of up to $100.0 million. As of June 30, 2026, we have issued and sold an aggregate of 1,231,447 shares of our common stock for net proceeds of approximately $6.5 million pursuant to the ATM Prospectus.

On September 22, 2025, we completed an underwritten public offering of our common stock (the "September Offering") pursuant to the Shelf Registration Statement. In the September Offering, we sold (i) an aggregate of 11,670,707 shares of common stock and accompanying warrants (the "Common Warrants") to purchase up to an aggregate of 11,670,707 shares of common stock and (ii) pre-funded warrants to purchase up to an aggregate of 675,000 shares of common stock (the "Pre-Funded Warrants") and accompanying Common Warrants to purchase up to an aggregate of 675,000 shares of common stock. Upon the closing of the September Offering, we received net proceeds of $27.5 million, after deducting underwriting discounts, commissions and other offering expenses.

As of June 30, 2026, $93.5 million remains allocated and available under the ATM Prospectus and approximately $170.0 million remains available and unallocated under the Shelf Registration Statement. However, as of June 30, 2026, the aggregate market value of our common stock held by non-affiliates ("public float") is less than $75.0 million, so the amount we can raise through primary public offerings of securities, excluding through the ATM Offering, in any twelve-month period using shelf registration statements is limited to an aggregate of one-third of our public float. Although we still maintain the ability to raise funds through other means, such as through the filing of a registration statement on Form S-1 or in private placements, the rules and regulations of the SEC or any other regulatory agencies may restrict our ability to conduct certain types of financing activities, or may affect the timing of and amounts we can raise by undertaking such activities.

On July 20, 2026, we completed the 2026 Financing and issued 4,655,951 shares of Convertible Preferred Stock for net proceeds of approximately $131.6 million.

If we raise additional capital by issuing equity securities, the percentage ownership of our existing stockholders may be reduced, and accordingly these stockholders may experience substantial dilution. We may also issue equity securities that provide for rights, preferences and privileges senior to those of our common stock. Given our need for cash and that equity issuances are the most common type of fundraising for similarly situated companies, the risk of dilution is particularly significant for our stockholders.

Any additional fundraising efforts may divert our management from our day-to-day activities, which may adversely affect our ability to develop and commercialize product candidates. We cannot be certain that additional funding will be available on acceptable terms, or at all. We have no committed source of additional capital and, if we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of product candidates or other research and development initiatives. Our license agreements and any future collaboration agreements may also be terminated if we are unable to meet the payment or other obligations under the agreements. We could be required to seek collaborators for product candidates at an earlier stage than otherwise would be desirable or on terms that are less favorable than might otherwise be available or relinquish or license on unfavorable terms our rights to product candidates in markets where we otherwise would seek to pursue development or commercialization ourselves.

***As a result of our history of losses and negative cash flows from operations, our management has performed an analysis and concluded that substantial doubt exists about our ability to continue as a going concern, and we will need to raise additional financing to continue our products' development.***

Our history of operating losses and negative cash flows from operations, our anticipated use of cash to fund operations and the to repurchase the Non-Voting Convertible Preferred Stock issued in the 2026 Financing if we are unable to obtain stockholder approval to convert it to Common Stock within 12 months, raise substantial doubt about our ability to continue as a going concern beyond one year from the date of filing of this Quarterly Report on Form 10-Q. Our financial statements as of June 30, 2026 do not include any adjustments that might result from the outcome of this uncertainty. Based on our current operating plan, we will need to raise additional financing to continue our products' development for the foreseeable future, and until we become profitable. Our future viability as an ongoing business is dependent on our ability to generate cash from our operating activities or to raise additional capital to finance our operations. We expect to finance our future cash needs through equity or debt financings, collaborations or a combination of these approaches. The sale of equity or convertible debt securities may result in dilution to our stockholders, and, in the case of preferred equity securities or convertible debt, those securities could provide for rights, preferences or privileges senior to those of our common stock. Debt financings may subject us to covenant limitations or restrictions on our ability to take specific actions, such as incurring additional debt or making capital expenditures. Our ability to raise additional funds may be adversely impacted by negative global economic conditions and any disruptions to and volatility in the credit and financial markets in the United States and worldwide or other factors. There can be no assurance that we will be successful in acquiring additional funding at levels sufficient to fund our operations or on terms favorable or acceptable to us. While we routinely evaluate cost reduction measures to proactively manage cash burn, if we are unable to obtain adequate financing when needed or on terms favorable or acceptable to us, we may be forced to take broader actions such as to delay, reduce the scope of or eliminate one or more of our research and development programs.

The perception that we might be unable to continue as a going concern may also make it more difficult to obtain financing for the continuation of our operations on terms that are favorable to us, or at all, and could result in the loss of confidence by investors and employees. Our consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. If we are unable to continue as a going concern, we may have to liquidate our assets and may receive less than the value at which those assets are carried on our consolidated financial statements, and it is likely that our investors will lose all or a part of their investment.

***Our ability to utilize our net operating loss carryforwards and certain other tax attributes to offset taxable income or taxes may be limited.***

As of December 31, 2025, we had net operating loss carryforwards for federal income tax purposes of $210.4 million that can be carried forward indefinitely. As of December 31, 2025, we had net operating loss carryforwards for state income tax purposes of $64.9 million that begin to expire in 2038. Portions of these net operating loss carryforwards could expire unused and be unavailable to offset future income tax liabilities. Under the legislation enacted in 2017, informally titled the Tax Cuts and Jobs Act (the "Tax Act"), as modified by the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), U.S. federal net operating losses incurred in taxable years beginning after December 31, 2017 may be carried forward indefinitely, but the deductibility of such federal net operating losses in taxable years beginning after December 31, 2020 is limited. It is uncertain how various states will respond to the Tax Act and the CARES Act. For state income tax purposes, there may be periods during which the use of net operating loss carryforwards is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed. In addition, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of state law, if a corporation undergoes an "ownership change," which is generally defined as a greater than 50% change, by value, in its equity ownership over a three-year period, the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes to offset its post-change income or taxes may be limited. Our existing net operating loss carryforwards may be subject to limitations arising out of previous ownership changes and we may be limited as to the amount that can be utilized each year as a result of such previous ownership changes, including the Business Combination and related transactions. In addition, future changes in our stock ownership, including future offerings, as well as other changes that may be outside of our control, could result in additional ownership changes. We have completed a Section 382 analysis covering taxable periods from its inception through the year ended December 31, 2021. We experienced an ownership change on November 21, 2019 for both federal and California tax purposes related to its Series A redeemable convertible preferred stock financing. Any net operating loss generated for taxable periods in 2018 and through November 21, 2019 in excess of $2.87 million will be permanently limited for California tax purposes. We reduced our California net operating loss deferred tax assets balance by the permanently limited amount of $0.6 million as of December 31, 2021. There would be no permanent loss of federal net operating loss based on the limits. We experienced an additional ownership change on September 24, 2021; however, we do not expect there are additional tax attributes that will expire unused before the expiration periods. There is a full valuation allowance for net deferred tax assets, including net operating loss carryforwards for the year ended December 31, 2025. Following approval of the Company Stockholder Matters as contemplated by the Merger Agreement, we anticipate that we will experience another ownership change and, accordingly, our existing net operating loss carryforwards and certain other tax attributes may be subject to limitations (or disallowance) on their use following approval of the Company Stockholder Matters.

**Risks Related to Discovery, Development, Manufacturing and Commercialization**

***We are substantially dependent on the success of our most advanced product candidates, KP-104, briquilimab and KP-701. If we are unable to complete development of, obtain approval for and commercialize our product candidates, including briquilimab, in a timely manner or at all, our business will be harmed.***

Our future success is dependent on our ability to timely advance and complete clinical trials, obtain marketing approval for and successfully commercialize our product candidates. We are not permitted to market or promote KP-104, briquilimab, KP-701 or any other product candidate before we receive marketing approval from the FDA and comparable foreign regulatory authorities, and we may never receive such marketing approvals.

The success of our product candidates will depend on several factors, including the following:

- the acceptance of individual institutional review boards ("IRBs") and scientific review committees at each clinical trial site as to the adequacy of the preclinical data package to support clinical development of KP-104, briquilimab and KP-701 and their overall general agreement with the use of KP-104, briquilimab and KP-701 in the intended patient population in the intended manner;
- the completion of our ongoing Phase 2 basket trial of KP-104 for the treatment of IgAN, C3G and FSGS, our planned Phase 3 trial of KP-104 in PNH on a timely basis;
- the successful filing of a BLA for briquilimab in SCID with the FDA, which is currently under evaluation;
- the initiation and successful patient enrollment and completion of any additional clinical trials of briquilimab if required, in SCID, Fanconi's anemia or other transplant indications on a timely basis;
- the frequency and severity of adverse events in the clinical trials;
- the successful and timely completion of our ongoing Phase 2 basket trial of KP-104 for the treatment of IgAN, C3G and FSGS, successful engagement with the FDA on our possible Phase 3 trial of KP-104 in PNH and completion of our ongoing Phase 1b/2a clinical trials of subcutaneous briquilimab for the treatment of CSU and CIndU;
- maintaining and establishing relationships with contract research organizations ("CROs") and clinical sites for the clinical development of KP-104, briquilimab and KP-701 both in the United States and internationally;
- successful completion of toxicology studies, biodistribution studies and minimally efficacious dose studies in animals, where applicable;
- successful completion of clinical trials and other studies, under the FDA's current Good Clinical Practices ("GCPs") and the FDA's current Good Laboratory Practices;

- effective investigational new drug ("IND") applications or Clinical Trial Authorizations that allow commencement of our planned clinical trials or future clinical trials for our product candidates;
- the efficacy, safety and tolerability profiles that are satisfactory to the FDA, EMA or any comparable foreign regulatory authority for marketing approval;
- the timely receipt of marketing approvals for our product candidates from applicable regulatory authorities;
- the extent of any required post-marketing approval commitments to applicable regulatory authorities;
- the maintenance of existing or the establishment of new supply arrangements with third-party suppliers and manufacturers for clinical development of KP-104, briquilimab and KP-701;
- the maintenance of existing, or the establishment of new, scaled production arrangements with third-party manufacturers to obtain finished products that are appropriate for commercial sale of KP-104, briquilimab or KP-701, if it is approved;
- obtaining and maintaining patent protection, trade secret protection and regulatory exclusivity, both in the United States and internationally;
- a continued acceptable safety profile following any marketing approval;
- commercial acceptance by patients, the medical community and third-party payors;
- our ability to obtain coverage and adequate reimbursement from third-party payors for our products, and patients' willingness to pay out-of-pocket in the absence of such coverage and adequate reimbursement; and
- our ability to compete with other treatments.

We do not have complete control over many of these factors, including certain aspects of clinical development and the regulatory submission process, potential threats to our intellectual property rights and the manufacturing, marketing, distribution and sales efforts of any future collaborator. If we are not successful with respect to one or more of these factors in a timely manner or at all, we could experience significant delays or an inability to successfully commercialize KP-104, briquilimab or KP-701, which would materially harm our business. If we do not receive marketing approvals for briquilimab, we may not be able to continue our operations.

***We may not be successful in our efforts to develop and commercialize briquilimab, KP-104 or KP-701 in additional indications or to identify additional product candidates. If these efforts are unsuccessful, we may never become a commercial stage company or generate any revenues.***

The success of our business depends primarily upon our ability to develop, and commercialize briquilimab, KP-104 and KP-701 in additional indications or to identify additional product candidates. We are currently exploring a potential BLA filing for briquilimab in SCID as well as planning to engage with the FDA on a possible Phase 3 trial of KP-104 in PNH. We may fail to identify additional indications for clinical development or product candidates for clinical development for a number of reasons. Our methodology may be unsuccessful in identifying attractive potential product candidates, potential product candidates identified may be shown to have harmful side effects in preclinical in vitro experiments or animal model studies, they may not show promising signals of efficacy in such experiments or studies or they may have other characteristics that may make the product candidates impractical to manufacture, unmarketable or unlikely to receive marketing approval. The historical failure rate for product candidates is high due to risks relating to safety, efficacy, clinical execution, changing standards of medical care, and other unpredictable variables. In addition, given capital constraints and changing market conditions, our ability to expand our portfolio may never materialize. For example, advancing any future clinical studies in asthma will be based on an evaluation of the competitive landscape, the potential for strategic partnerships and capital availability.

If any of these events occur, we may be forced to abandon our development efforts for a program or programs, which would have a material adverse effect on our business, financial condition, results of operations and prospects. Additional clinical development programs in new indications or with new product candidates require substantial technical, financial and human resources. We may focus our efforts and resources on potential programs or product candidates that ultimately prove to be unsuccessful, which would be costly and time-consuming.

***We may expend our limited resources to pursue particular product candidates or indications and fail to capitalize on product candidates or indications that may be more profitable or for which there is a greater likelihood of success.***

Because we have limited financial and managerial resources, we focus on research programs and product candidates that we identify for specific indications among many potential options. As a result, we may forego or delay pursuit of opportunities with other product candidates or for other indications that later prove to have greater commercial potential. For example, on July 8, 2025, we implemented a corporate reorganization and refined our operating plan to focus on our briquilimab clinical development programs in chronic urticaria and halted enrollment in our Phase 1b asthma study and halted our other clinical and preclinical programs, including our severe combined immunodeficiency ("SCID") program and any remaining Investigator Sponsored Trials ("ISTs"). Additionally, on July 16, 2026, we acquired Kira in the Merger and now plan to focus on advancing a consolidated pipeline of potential best-in-class innovative therapies for immunologically-driven disorders, including KP-104, briquilimab and KP-701. Our resource allocation decisions may cause us to fail to capitalize on viable commercial medicines or profitable market opportunities. Our projections of both the number of people who have these diseases, as well as the subset of people with these diseases who have the potential to benefit from treatment with our product candidates, are based on estimates. If any of our estimates are inaccurate, the market opportunities for any of our product candidates could be significantly diminished and have an adverse material impact on our business. Additionally, the potentially addressable patient population for our product candidates may be limited, or may not be amenable to treatment with our product candidates. Our spending on current and future research and development programs and product candidates for specific indications may not yield any commercially viable product candidates. If we do not accurately evaluate the commercial potential or target market for a particular product candidate (including KP-104, briquilimab or KP-701), we may relinquish valuable rights to that product candidate through collaboration, licensing, or other royalty arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to such product candidate. Any such event could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We face significant competition in an environment of rapid technological change, and there is a possibility that our competitors may achieve regulatory approval before us or develop therapies that are safer or more advanced or effective than ours, which may harm our financial condition and our ability to successfully market or commercialize our product candidates.***

The development and commercialization of new drug and biologic products is highly competitive. Moreover, the biotechnology field generally is characterized by rapidly changing technologies, significant competition and a strong emphasis on intellectual property. We will face competition with respect to KP-104, briquilimab, KP-701 and any other product candidates that we develop or commercialize in the future from major pharmaceutical companies, specialty pharmaceutical companies and biotechnology companies worldwide. Potential competitors also include academic institutions, government agencies and other public and private research organizations that conduct research, seek patent protection and establish collaborative arrangements for research, development, manufacturing and commercialization.

There are a number of large pharmaceutical and biotechnology companies that currently market and sell products or are pursuing the development of products for the treatment of the disease indications for which we have product candidates and research programs. Some of these competitive products and therapies are based on scientific approaches that are the same as or similar to our approach, and others are based on entirely different approaches. Any product candidates that we successfully develop and commercialize will compete with existing therapies and new therapies that may become available in the future that are approved to treat the same diseases for which we may obtain approval for our product candidates. This may include other types of therapies, such as small molecule, antibody and/or protein therapies.

Many of our current or potential competitors, either alone or with their collaboration partners, may have significantly greater financial resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products than we do. Mergers and acquisitions in the pharmaceutical, biotechnology and gene therapy industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize product candidates that are safer, more effective, have fewer or less severe side effects, are more convenient or are less expensive than our product candidates or that would render our product candidates obsolete or non-competitive. Our competitors also may obtain FDA or other regulatory approval for their product candidates more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. Additionally, technologies developed by our competitors may render our product candidates uneconomical or obsolete, and we may not be successful in marketing any product candidates against competitors.

Competitors of KP-104 in development include the following:

- Vertex Pharmaceuticals Incorporated, which is developing an Fc fusion protein-based dual inhibitor of the BAFF and APRIL cytokines that is being studied in autoimmune diseases including IgAN;
- Novartis AG, which is developing an antibody to the APRIL cytokine that is being studied in IgAN;
- F. Hoffmann-La Roche AG, which is developing an antisense oligonucleotide that is being studied in IgAN;

Biogen, Inc., which is developing an antibody targeting CD38-positive plasma cells that is being studied in autoimmune diseases including IgAN;

Takeda Pharmaceutical Company Limited, which is developing an antibody targeting CD38-positive plasma cells that is being studied in autoimmune diseases including IgAN;

RemeGen Co., Ltd., which is developing an Fc fusion protein-based dual inhibitor of the BAFF and APRIL cytokines that is being studied in autoimmune diseases including IgAN.

Competitors of briquilimab in development include the following:

- Celldex Therapeutics, Inc., which is developing an antibody to KIT that is being studied in mast cell diseases;
- Novartis AG, which is developing a small molecule inhibitor to Bruton's Tyrosine Kinase for mast cell diseases;
- Sanofi Aventis, Inc., which is developing an antibody to the Interleukin 4 receptor alpha for mast cell diseases as well as a small molecule KIT inhibitor for mast cell diseases;
- Evommune, Inc., which is developing a small-molecule antagonist of MRGPRX2 in mast cell driven diseases.

Competitors of KP-701 in development include the following:

- Zenas BioPharma Inc., which is developing an antibody targeting CD19 and FcγRIIb that is being studied in autoimmune diseases;

  Novartis AG, which is developing an antibody targeting BAFF-R that is being studied in autoimmune diseases.

***Risks Related to Our Relationships with Third Parties***

***We currently rely on a single manufacturer for our clinical supply of our product candidates. In the event of a loss of this manufacturer, or a failure by such manufacturer to comply with FDA regulations, we may not be able to find an alternative source on commercially reasonable terms, or at all. In addition, third-party manufacturers and any third-party collaborators may be unable to successfully scale-up manufacturing of our current or future product candidates in sufficient quality and quantity, which would delay or prevent us from developing our product candidates and commercializing approved products, if any.***

We do not have any manufacturing facilities at the present time. We currently rely on third-party manufacturers, including Lonza Sales AG ("Lonza") as a single source supplier, for the manufacture and supply of our materials for preclinical studies and clinical trials, and expect to continue to do so for future clinical testing and for commercial supply of briquilimab and any other product candidates that we may develop and for which we or our collaborators obtain marketing approval. Our agreement with Lonza includes certain limitations on our ability to enter into supply arrangements with any other supplier without Lonza's consent. In addition, Lonza has the right to increase the prices it charges us for certain supplies depending on a number of factors, some of which are outside of our control. We may be unable to maintain or establish any agreements with third-party manufacturers or suppliers or to do so on acceptable terms. Even if we are able to establish agreements with third-party manufacturers or suppliers, reliance on third-party manufacturers entails additional risks, including:

- the possible breach of the manufacturing or supply agreement by the third party;
- the possible termination or nonrenewal of the agreement by the third party at a time that is costly or inconvenient for us; and
- reliance on the third party for regulatory compliance, quality assurance, safety and pharmacovigilance and related reporting.

In addition, pursuant to our Exclusive License Agreement with Amgen Inc., Lonza Biologics, Inc. has been engaged to manufacture briquilimab for us. The agreement provides that in the event we wish to change the manufacturer of briquilimab to a different party, we must obtain Amgen Inc.'s prior consent. As a result, our ability to obtain any alternative supplier of briquilimab may be further limited.

Third-party manufacturers may not be able to comply with cGMP regulations or similar regulatory requirements outside the United States. Our failure, or the failure of our third-party manufacturers or suppliers, to comply with applicable regulations could result in sanctions being imposed on us, including fines, injunctions, civil penalties, delays, suspension or withdrawal of approvals, license revocations, seizures or recalls of product candidates or products, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect supplies of our products and harm our business, financial condition, results of operations and prospects.

Our product candidates may compete with other product candidates and products for access to manufacturing facilities and other supplies. There are a limited number of manufacturers that operate under cGMP regulations and that might be capable of manufacturing for us. Also, prior to the approval of our product candidates, we would need to identify a contract manufacturer that could produce our products at a commercial scale and that could successfully complete FDA pre-approval inspection and inspections by other health authorities. Agreements with such manufacturers or suppliers may not be available to us at the time we would need to have that capability and capacity.

Any performance failure on the part of our existing or future manufacturers or suppliers, or any decision by a manufacturer or supplier to remove our products from the market or restrict access to our products, could delay clinical development or marketing approval. We do not currently have arrangements in place for redundant or guaranteed supply for many of the materials we currently use in our clinical trials or preclinical studies, and we may have difficulty or be unable to establish alternative sources of these materials.

***Legislation targeting biotechnology companies with ties to certain foreign adversaries, including the BIOSECURE Act, could materially adversely affect our business, supply chain and results of operations.***

We rely on third-party contract manufacturing organizations ("CMOs") to manufacture drug substance and drug product for our product candidates, including WuXi Biologics (Hong Kong) Limited ("*WuXi Biologics*"), WuXi MedKey Med-Tech Development (Shanghai) Co., Ltd. ("*WuXi MedKey*") and WuXi AppTec (HongKong) Limited ("*WuXi AppTec*", and together with WuXi Biologics and WuXi MedKey "WuXi". The *BIOSECURE Act*, enacted in December 2025 as Section 851 of the FY2026 National Defense Authorization Act, prohibits U.S. government agencies from procuring or obtaining biotechnology equipment or services from designated "biotechnology companies of concern," and restricts agencies from entering into, extending, or renewing contracts with entities that use such covered equipment or services (the "*BIOSECURE Act*"). The statute relies on two designation mechanisms: (1) automatic designation through the Department of Defense's Section 1260H list of "Chinese military companies"; and (2) a criteria-based pathway administered through an interagency process led by the Office of Management and Budget, which is required to publish a list of biotechnology companies of concern ("*BCCs*") within one year. While the enacted version of the BIOSECURE Act does not specifically name companies, companies previously identified in legislative drafts, such as WuXi, remain at risk of being designated as BCCs through this process or by inclusion on the 1260H list. The prohibitions under the *BIOSECURE Act* take effect following revisions to the Federal Acquisition Regulation, with the timing depending on the basis for a company's designation as a BCC. Although the statute includes a five-year rule of construction that protects legacy agreements from being invalidated by the new restrictions, a safe harbor for items no longer produced or provided by a biotechnology company of concern, and limited case-by-case waivers in the national security interest, there can be no assurance that we will be able to fully avail ourselves of such provisions or that they will adequately mitigate the impact of the statute's prohibitions on our operations. In such event, we may be required to transition manufacturing activities then performed by CMOs receiving the designation, including WuXi if it were to receive such designation to alternative CMOs, which could be costly, time-consuming and disruptive to our supply chain and clinical development programs.

In addition to the *BIOSECURE Act*, the introduction or passage of other federal or state legislation, executive orders or regulatory actions further restricting U.S. biotechnology companies' use of certain foreign-based CMOs, such as WuXi, could impose additional constraints on our manufacturing operations and supply chain. There can be no assurance that we would be able to identify and qualify alternative manufacturers on commercially reasonable terms or in a timeframe sufficient to avoid material disruption to our business, which could have a material adverse effect on our business, financial condition and results of operations.

**Risks Related to Our Intellectual Property**

***We are highly dependent on intellectual property licensed from third parties, and termination of any of these licenses could result in the loss of significant rights, which would harm our business.***

We are dependent on the patents, know-how and proprietary technology licensed from third parties for the development and, if approved, commercialization of KP-104, briquilimab and KP-701. In connection with the Merger, we acquired Kira's portfolio of intellectual property, including patents, patent applications, trade secrets and know-how related to KP-104 and KP-701. There can be no assurance that the intellectual property rights we acquired through the Merger will prove to be valid and enforceable, or that we will be able to successfully integrate and protect Kira's intellectual property in a manner consistent with our existing intellectual property management practices. In addition, Kira may have been subject to intellectual property claims, disputes or third-party challenges that were not fully known to us at the time of the Merger, which could result in unexpected costs, liability or loss of rights. Any termination of these licenses, or a finding that such intellectual property lacks legal effect, could result in the loss of significant rights and could harm our ability to commercialize our current or future product candidates.

For example, we rely on our worldwide exclusive license agreement with Amgen Inc., whereby we license a patent portfolio from Amgen Inc. applicable to our targeted conditioning program that contains patent families directed to humanized KIT antibody. We also rely on our license agreement with Stanford, whereby we license a patent portfolio applicable to our targeted conditioning program that contains patent families directed to immunodepletion of endogenous stem cell niche for engraftment. We also rely on our license from the Trustees of the University of Pennsylvania, whereby we license a patent portfolio, applicable to KP-104 and KP-301. In addition, through the Merger, we inherited Kira's license agreements and other intellectual property arrangements, which are subject to their own terms and conditions, including diligence and payment obligations, and which may impose constraints on our development and commercialization activities.

Each of our license agreements with third parties impose certain obligations on us, including obligations to use diligent efforts to meet development thresholds and payment obligations. Non-compliance with such obligations may result in termination of the respective license agreement or in legal and financial consequences. If any of our licensors terminates its respective license agreement, we may not be able to develop or commercialize KP-104, briquilimab, KP-701 or any other product candidates covered by these agreements. Termination of our license agreements or reduction or elimination of our rights under them may result in us having to negotiate a new or reinstated agreement, which may not be available to us on equally favorable terms, or at all, which may mean we are unable to develop, commercialize or sell the affected product candidate or may cause us to lose our rights under the agreement.

In addition, our licensors may make decisions in prosecuting, maintaining, enforcing and defending any licensed intellectual property rights that may not be in our best interest. Moreover, if our licensors take any action with respect to any licensed intellectual property rights, for example, any licensed patents or patent applications, that results in a successful challenge to the licensed intellectual property by a third party, such patents may be invalidated or held to be unenforceable, and we may lose our rights under such patents, which could materially harm our business.

Further, the agreements under which we currently license intellectual property from third parties are complex, and certain provisions in such agreements may be susceptible to multiple interpretations. Accordingly, disputes may arise between us and our licensors regarding intellectual property subject to a license agreement. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology, or increase what we believe to be our financial or other obligations under the relevant agreement. If disputes over intellectual property that we have licensed prevent or impair our ability to maintain our current licensing arrangements on acceptable terms, or are insufficient to provide us with the necessary rights to use the intellectual property, we may be unable to successfully develop and commercialize the affected product candidates.

**Risks Related to Other Legal Compliance Matters**

***Our employees, principal investigators, consultants and commercial partners may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements and insider trading.***

We are exposed to the risk of fraud or other misconduct by our employees, consultants and commercial partners, and, if we commence clinical trials, our principal investigators. Misconduct by these parties could include intentional failures to comply with FDA regulations or the regulations applicable in the European Union and other jurisdictions, provide accurate information to the FDA, the EMA and other regulatory authorities, comply with healthcare fraud and abuse laws and regulations in the United States and abroad, report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Such misconduct also could involve the improper use of information obtained in the course of clinical trials or interactions with the FDA, the EMA or other regulatory authorities, which could result in regulatory sanctions and cause serious harm to our reputation. We have adopted a code of conduct applicable to all of our employees, but it is not always possible to identify and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from government investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, financial condition, results of operations and prospects, including the imposition of significant fines or other sanctions.

As a result of the acquisition of Kira, individuals who previously operated in a private company environment are now employees or officers of a publicly traded company and are subject to public company compliance obligations, including compliance with our insider trading policy, Section 16 reporting requirements under the Securities Exchange Act of 1934, as amended, Regulation FD restrictions on selective disclosure of material nonpublic information, and quiet period restrictions around SEC filings. These individuals may not have prior experience with public company compliance requirements. However, there can be no assurance that all individuals will fully understand or consistently comply with these requirements, particularly during the initial post-acquisition integration period. Any inadvertent violation of insider trading laws, Section 16 reporting obligations, or Regulation FD could result in SEC enforcement action, personal liability for the individuals involved, and reputational harm to the company. Such violations could also undermine investor confidence in our corporate governance practices and adversely affect the trading price of our common stock.

**Risks Related to Employee Matters, Managing Growth and Information Technology**

***If we lose key management personnel, or if we fail to recruit additional highly skilled personnel, our ability to continue developing and to identify and develop new or next-generation product candidates will be impaired, which could result in delays in the development process, loss of market opportunities, make us less competitive and have a material adverse effect on our business, financial condition and results of operations.***

Our ability to compete in the highly competitive biotechnology and pharmaceutical industries depends upon our ability to attract and retain highly qualified managerial, scientific and medical personnel. We are highly dependent on our management, particularly our Chief Executive Officer, the members of our executive team, and key scientific and medical personnel employees. The loss of the services of any of our executive officers, key employees, and scientific and medical advisors, and our inability to find suitable replacements, could result in delays in product development and harm our business. Our acquisition of Kira and the resulting integration process may increase risk of employee departures in the foreseeable future.

We conduct our operations at our facility in the San Francisco Bay Area. This region is headquarters to many other biopharmaceutical companies and many academic and research institutions. Competition for skilled personnel in our market is intense and may limit our ability to hire and retain highly qualified personnel on acceptable terms or at all. In addition, regulation or legislation impacting the workforce, such as the proposed rule published by the Federal Trade Commission which would, if issued, generally prevent employers from entering into non-compete with employees and require employers to rescind existing non-competes, may lead to increased uncertainty in hiring and competition for talent.

To induce valuable employees to remain at our company, in addition to salary and cash incentives, we have provided stock options that vest over time. The value to employees of stock options that vest over time may be significantly affected by movements in our stock price that are beyond our control, and may at any time be insufficient to counteract more lucrative offers from other companies. Despite our efforts to retain valuable employees, members of our management, scientific and development teams may terminate their employment with us on short notice. In addition, we may experience employee turnover as a result of return to work policies or transitions away from remote work, which have impacted job market dynamics. New hires require training and take time before they achieve full productivity. New employees may not become as productive as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals. Although we have employment agreements with our key employees, these agreements provide for at-will employment, which means that any of our employees could leave our employment at any time, with or without notice. We do not maintain “key man” insurance policies on the lives of these individuals or the lives of any of our other employees. Our success also depends on our ability to continue to attract, retain and motivate highly skilled junior, mid-level and senior managers as well as junior, mid-level and senior scientific and medical personnel.

***We will need to grow the size of our organization, and we may experience difficulties in managing this growth, including the growth as a result of the acquisition of Kira.***

As of August 10, 2026, we had 25 full-time employees. As a result of the acquisition of Kira, we became a larger company and our business became more complex and we have expanded our focus on advancing a consolidated pipeline of potential best-in-class innovative therapies for immunologically-driven disorders to include KP-104 and KP-701, in addition to briquilimab. There can be no assurance that we will effectively manage the increased complexity without experiencing operating inefficiencies or control deficiencies. Significant management time and effort is required to effectively manage the increased complexity of the combined company and our failure to successfully do so could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

Additionally, as our development, manufacturing and commercialization plans and strategies develop and we continue our operations as a public company, we expect to need and are actively recruiting additional managerial, operational, sales, marketing, financial and other personnel. Future growth would impose significant added responsibilities on members of management, including:

- identifying, recruiting, integrating, maintaining and motivating additional employees;
- managing our internal development efforts effectively, including the clinical, the FDA and international regulatory review process for our product candidates, while complying with our contractual obligations to contractors and other third parties; and
- improving our operational, financial and management controls, reporting systems and procedures.

Our future financial performance and our ability to commercialize our product candidates will depend, in part, on our ability to effectively manage any future growth, and our management may also have to divert a disproportionate amount of time to managing these growth activities.

We currently rely, and for the foreseeable future will continue to rely, in substantial part on certain independent organizations, advisors and consultants to provide certain services, including substantially all aspects of regulatory approval, clinical management and manufacturing. We cannot assure you that the services of independent organizations, advisors and consultants will continue to be available to us on a timely basis when needed, or that we can find qualified replacements. In addition, if we are unable to effectively manage our outsourced activities or if the quality or accuracy of the services provided by consultants is compromised for any reason, our clinical trials may be extended, delayed or terminated, and we may not be able to obtain regulatory approval of our product candidates or otherwise advance our business. We cannot assure you that we will be able to manage our existing consultants or find other competent outside contractors and consultants on economically reasonable terms, or at all. If we are not able to effectively expand our organization by hiring new employees and expanding our groups of consultants and contractors, or if we are not able to effectively build out new facilities to accommodate this expansion, we may not be able to successfully implement the tasks necessary for further development and commercialization of our product candidates and, accordingly, may not achieve our research, development and commercialization goals.

**Risks Related to Ownership of Our Common Stock and Warrants**

***If our operations and performance do not meet the expectations of investors or securities analysts or for other reasons, the market price of our securities may decline, and the market price of our common stock may continue to be volatile.***

Any of the factors listed below could have a negative impact on your investment in our securities, and our securities may trade at prices significantly below the price you paid for them. In such circumstances, the trading price of our securities may not recover and may experience a further decline.

Factors affecting the trading price of our securities may include:

- adverse regulatory decisions;
- any delay in our regulatory filings for our product candidates and any adverse development or perceived adverse development with respect to the applicable regulatory authority's review of such filings, including without limitation the FDA's issuance of a "refusal to file" letter or a request for additional information;
- the war in Iran and other conflicts and instability in the Middle East, the ongoing conflict between Ukraine and Russia, instability in Venezuela and other geopolitical conflicts and the global impact of restrictions and sanctions imposed on Russia and the impact thereof on the markets generally, including any adverse effects on macroeconomic conditions such as inflation;

- the commencement, enrollment or results of any future clinical trials we may conduct, or changes in the development status of our product candidates;
- adverse results from, delays in or termination of clinical trials;
- unanticipated serious safety concerns related to the use of our product candidates;
- lower than expected market acceptance of our product candidates following approval for commercialization;
- changes in financial estimates by us or by any securities analysts who might cover our stock;
- changes in the market valuations of similar companies;
- stock market price and volume fluctuations of comparable companies and, in particular, those that operate in the biopharmaceutical industry;
- publication of research reports about us or our industry or positive or negative recommendations or withdrawal of research coverage by securities analysts;
- announcements by us or our competitors of significant acquisitions, strategic partnerships or divestitures;
- announcements of investigations or regulatory scrutiny of our operations or lawsuits filed against us;
- investors' general perception of our business or management;
- recruitment or departure of key personnel;
- overall performance of the equity markets;
- disputes or other developments relating to intellectual property rights, including patents, litigation matters and our ability to obtain, maintain, defend, protect and enforce patent and other intellectual property rights for our technologies;
- significant lawsuits, including patent or stockholder litigation;
- proposed changes to healthcare laws in the U.S. or foreign jurisdictions, or speculation regarding such changes;
- general political and economic conditions; and
- other events or factors, many of which are beyond our control.

In addition, the stock market in general, Nasdaq and pharmaceutical companies in particular have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. The trading price of our common stock is, and is likely to continue to be, volatile. For example, from January 2, 2025 to December 31, 2025, our closing stock price ranged from $1.58 to $21.09 per share. From January 2, 2026 to August 10, 2026, our closing stock price ranged from $0.34 to $2.05 per share. Broad market and industry factors may negatively affect the market price of our securities, regardless of our actual operating performance. As a result of this volatility, our stockholders may not be able to sell their common stock at or above the prices at which they purchased their shares. Moreover, in the past, stockholders have initiated class action lawsuits against pharmaceutical and biotechnology companies following periods of volatility in the market prices of these companies' stock. It is also possible that potential plaintiffs may file lawsuits relating to the Merger with Kira, as litigation and related claims frequently follow the announcement and completion of business transactions, including mergers like the one we consummated. Such litigation, if instituted against us, could cause us to incur substantial costs and divert management's attention and resources from our business.

***Insiders have substantial control over us, which could limit your ability to affect the outcome of key transactions, including a change of control.***

As of June 30, 2026, our directors and executive officers and their affiliates beneficially owned approximately 16.2% of the outstanding shares of our common stock. As a result, these stockholders, if they act together, may be able to influence our management and affairs and all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, such as a merger or other sale of our company or our assets. This concentration of ownership may have the effect of delaying or preventing a change in control of our company or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control, even if that change in control would benefit our other stockholders. This concentration of ownership may also adversely affect the trading price for our common stock because investors often perceive disadvantages in owning stock in companies with controlling stockholders.

***Future sales, or the perception of future sales, by us or our stockholders in the public market, the issuance of rights to purchase our common stock, including pursuant to the 2024 Plan and the 2024 ESPP, and future exercises of registration rights could result in the additional dilution of the percentage ownership of our stockholders and cause the market price for our common stock to decline.***

The sale of shares of our common stock, convertible securities or other equity securities in the public market, or the perception that such sales could occur, could harm the prevailing market price of shares of our common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. In addition, if we sell shares of our common stock, convertible securities or other equity securities, investors may be materially diluted by subsequent sales. Such sales may also result in material dilution to our existing stockholders, and new investors could gain rights, preferences, and privileges senior to the holders of our common stock.

Pursuant to the Jasper Therapeutics, Inc. 2024 Equity Incentive Plan (the "2024 Plan"), which became effective on June 6, 2024, we are authorized to grant equity awards to our employees, directors and consultants. In addition, pursuant to the Jasper Therapeutics, Inc. 2024 Employee Stock Purchase Plan (the "2024 ESPP"), which became effective on June 6, 2024, we are authorized to sell shares to our employees. As of June 30, 2026, 626,560 shares and 907,844 shares of our common stock are reserved for future issuance under the 2024 Plan and the 2024 ESPP, respectively.

On March 14, 2022, the Compensation Committee of our Board of Directors (the "Compensation Committee") adopted the 2022 Inducement Equity Incentive Plan (the "2022 Inducement Plan"). On June 2, 2023, the Compensation Committee approved an amendment and restatement of our 2022 Inducement Plan to increase the maximum number of shares of our voting common stock available for grant by 250,000 shares of common stock to an aggregate of 550,000 shares of common stock. As of June 30, 2026, 193,002 shares of our common stock are available for future issuance under the 2022 Inducement Plan. The 2022 Inducement Plan has not been and will not be approved by our stockholders. Under the 2022 Inducement Plan, we can grant nonstatutory stock options, restricted stock awards, stock appreciation rights, restricted stock units, performance awards and other awards, but only to an individual, as a material inducement to such individual to enter into employment with us or an affiliate of ours, who (i) has not previously been an employee or director of ours or (ii) is rehired following a bona fide period of non-employment with us.

As of June 30, 2026, options to purchase an aggregate of 2,386,099 shares of our common stock were outstanding.

Additionally, as of June 30, 2026, we had outstanding Pre-Funded Warrants to purchase up to an aggregate of 675,000 shares of common stock and Common Warrants to purchase up to an aggregate of 12,345,707 shares of common stock, which, if exercised, would further increase the number of shares of our common stock outstanding and the number of shares eligible for resale in the public market.

Subsequent to June 30, 2026, on July 16, 2026, in connection with the Merger Agreement, we issued 4,644,977 shares of Convertible Preferred Stock, each share of which is, subject to stockholder approval of the Company Stockholder Matters, convertible into 61 shares of common stock, and on July 20, 2026, we issued an additional 4,655,951 shares of Convertible Preferred Stock, each share of which is, subject to stockholder approval of the Company Stockholder Matters, convertible into 61 shares of common stock. If our stockholders approve the Company Stockholder Matters, these shares of Convertible Preferred Stock will automatically convert into shares of common stock. If our stockholders sell, or indicate an intention to sell, substantial amounts of our common stock in the public market after conversion, the trading price of our common stock could decline.

On July 16, 2026, in connection with the Merger Agreement, outstanding Kira options were converted into options to purchase 392,791 shares of common stock and 351,201 shares of Convertible Preferred Stock, each share of which is, subject to stockholder approval of the Company Stockholder Matters, convertible into 61 shares of common stock.

Additionally, in connection with the execution of the Merger Agreement, our directors and officers and certain directors, officers and stockholders of Kira as of immediately prior to the transaction, entered into lock-up agreements, pursuant to which each such stockholder is subject to a lockup on the sale or transfer of shares of common stock and Convertible Preferred Stock held by each such stockholder until January 12, 2027. These lock-up agreements also provide that such restrictions will be terminated upon the termination of such party's employment or service as a director with the Company. Upon expiration of this 180-day lock-up period, these shares will become eligible for sale in the public market. If our stockholders sell, or indicate an intention to sell, substantial amounts of our common stock in the public market after legal restrictions on resale lapse, the trading price of our common stock could decline.

In the future, we may also issue our securities in connection with investments or acquisitions. The amount of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding shares of our common stock. Any issuance of additional securities in connection with investments or acquisitions may result in additional dilution to our stockholders.

***If we fail to comply with the continued listing requirements of the Nasdaq Capital Market, our common stock may be delisted and the price of our common stock and our ability to access the capital markets could be negatively impacted.***

We must continue to satisfy the Nasdaq Capital Market's continued listing requirements, including, among other things, a minimum closing bid price requirement of $1.00 per share for 30 consecutive business days. If a company fails for 30 consecutive business days to meet the $1.00 minimum closing bid price requirement, The Nasdaq Stock Market LLC ("Nasdaq") will send a deficiency notice to the company, advising that it has been afforded a "compliance period" of 180 calendar days to regain compliance with the applicable requirements.

A delisting of our common stock from the Nasdaq Capital Market could materially reduce the liquidity of our common stock and result in a corresponding material reduction in the price of our common stock. In addition, delisting could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in the potential loss of confidence by investors and employees.

On June 3, 2026, we received written notice (the "Notice") from Nasdaq indicating that, for the last 30 consecutive business days, the bid price for our common stock had closed below the minimum $1.00 per share requirement for continued listing on the Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2). In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we have been provided with an initial period of 180 calendar days, or until November 30, 2026, to regain compliance. The Notice states that the Nasdaq staff will provide us with written confirmation that we have achieved compliance with Rule 5550(a)(2) if at any time before November 30, 2026, the bid price of our common stock closes at $1.00 per share or more for a minimum of ten consecutive business days. We intend to monitor the bid price of our common stock and consider available options if our common stock does not trade at a level likely to result in our regaining compliance with the Nasdaq Capital Market's minimum bid price rule by November 30, 2026, which may include, among other options, effectuating a reverse stock split. There is no guarantee that we will regain compliance by November 30, 2026. If we do not regain compliance with Nasdaq Listing Rule 5550(a)(2) by November 30, 2026, we may be afforded a second 180 calendar day period to regain compliance. To qualify, we would be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for the Nasdaq Capital Market, except for the minimum bid price requirement. In addition, we would be required to notify Nasdaq of our intent to cure the deficiency during the second compliance period, which may include, if necessary, implementing a reverse stock split.

Even though we previously regained compliance with the Nasdaq Capital Market's minimum closing bid price requirement, there is no guarantee that we will regain compliance with such listing requirements or remain in compliance with other listing requirements in the future. Any failure to maintain compliance with continued listing requirements of the Nasdaq Capital Market could result in delisting of our common stock from the Nasdaq Capital Market and negatively impact our company and holders of our common stock, including by reducing the willingness of investors to hold our common stock because of the resulting decreased price, liquidity and trading of our common stock, limited availability of price quotations and reduced news and analyst coverage. Delisting may adversely impact the perception of our financial condition, cause reputational harm with investors, our employees and parties conducting business with us and limit our access to debt and equity financing.

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

Not applicable.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

During the fiscal quarter ended June 30, 2026, none of our directors or officers (as defined in Section 16 of the Exchange Act) adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement," as defined in Item 408(a) of Regulation S-K.

**Item 6. Exhibits**

| Exhibit Number | Description | Registrant's Form | Date Filed with the SEC | Exhibit Number |
|---|---|---|---|---|
| 3.1 | Second Amended and Restated Certificate of Incorporation of the Registrant, dated September 24, 2021. | 8-K | 9/29/2021 | 3.1 |
| 3.2 | Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation, dated June 8, 2023. | 8-K | 6/8/2023 | 3.1 |
| 3.3 | Certificate of Second Amendment to the Second Amended and Restated Certificate of Incorporation of Jasper Therapeutics, Inc. January 3, 2024. | 8-K | 1/3/2024 | 3.1 |
| 3.4 | Third Amended and Restated Bylaws of the Registrant. | 8-K | 2/17/2023 | 3.1 |
| 4.1 | Form of Warrant Agreement, dated November 19, 2019, by and between the Registrant and Continental Stock Transfer & Trust Company, as warrant agent. | 8-K | 11/25/2019 | 4.1 |
| 4.2 | Specimen Warrant Certificate. | S-1/A | 11/6/2019 | 4.3 |
| 4.3 | Form of Pre-Funded Warrant to Purchase Common Stock. | 8-K | 9/19/2025 | 4.1 |
| 4.4 | Form of Common Warrant. | 8-K | 9/19/2025 | 4.2 |
| 31.1* | Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934. | | | |
| 31.2* | Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934. | | | |
| 32.1** | Certification of the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | |
| 101.INS* | Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL 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.

**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.

**JASPER THERAPEUTICS, INC.**

Date: August 14, 2026

By: /s/ Jeet Mahal
Jeet Mahal
President and Chief Executive Officer
*(Principal Executive Officer)*

Date: August 14, 2026

By: /s/ Herb Cross
Herb Cross
Chief Financial Officer
*(Principal Accounting and Financial Officer)*

**Exhibit 31.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER**
**Pursuant to Rule 13a-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jeet Mahal, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Jasper Therapeutics, 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.

/s/ Jeet Mahal
Jeet Mahal
*President, Chief Executive Officer, and Director*
(Principal Executive Officer)
Dated: August 14, 2026

**Exhibit 31.2**

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER**
**Pursuant to Rule 13a-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Herb Cross, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Jasper Therapeutics, 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.

/s/ Herb Cross
Herb Cross
*Chief Financial Officer and Corporation Secretary*
(Principal Financial Officer)
Dated: August 14, 2026

**Exhibit 32.1**

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

In connection with the Quarterly Report on Form 10-Q of Jasper Therapeutics, Inc. (the "Company") for the period ended June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to their knowledge that:

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

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

By: /s/ Jeet Mahal
Jeet Mahal

President and Chief Executive Officer
*(Principal Executive Officer)*
August 14, 2026

By: /s/ Herb Cross
Herb Cross

Chief Financial Officer and Corporate Secretary
*(Principal Financial Officer)*
August 14, 2026

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Report, is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Report), irrespective of any general incorporation language contained in such filing.