

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

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

For the quarterly period ended September 30, 2020

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: 0-51891

INTERNATIONAL STEM CELL CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5950 Priestly Drive
Carlsbad, CA
(Address of Principal Executive Offices)

20-4494098
(I.R.S. Employer
Identification No.)

92008
(Zip Code)

(760) 940-6383
(Registrant's telephone number)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

Indicated 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant 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 ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of November 10, 2020, the Registrant had 7,539,089 shares of Common Stock outstanding.

International Stem Cell Corporation and Subsidiaries

Form 10-Q

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PART I—FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (Unaudited)

International Stem Cell Corporation and Subsidiaries
Condensed Consolidated Balance Sheets
(In thousands, except share and par value data)
(Unaudited)

	September 30, 2020	December 31, 2019
Assets		
Current assets:		
Cash	\$ 1,026	\$ 484
Accounts receivable, net	509	1,515
Inventory, net	937	1,246
Prepaid expenses and other current assets	159	207
Total current assets	2,631	3,452
Non-current inventory	383	358
Property and equipment, net	568	668
Intangible assets, net	1,266	1,335
Right-of-use assets	939	717
Deposits and other assets	64	90
Total assets	<u>\$ 5,851</u>	<u>\$ 6,620</u>
Liabilities, Redeemable Convertible Preferred Stock and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 391	\$ 654
Accrued liabilities	374	642
Operating lease liabilities, current	332	367
Advances	250	250
Related party note payable	2,448	—
Paycheck Protection Program loan, current	57	—
Total current liabilities	3,852	1,913
Related party note payable	—	2,370
Paycheck Protection Program loan, net of current portion	599	—
Fair value of warrant liability	40	207
Operating lease liabilities, net of current portion	936	718
Total liabilities	<u>5,427</u>	<u>5,208</u>
Commitments and contingencies (Note 8)		
Series D redeemable convertible preferred stock, \$0.001 par value; 50 shares authorized; 43 shares issued and outstanding; liquidation preference of \$4,300 at September 30, 2020 and December 31, 2019	4,300	4,300
Stockholders' Deficit:		
Non-redeemable convertible preferred stock, \$0.001 par value; 10,006,310 shares authorized; 5,255,124 shares issued and outstanding; liquidation preference of \$10,562 and \$10,550 at September 30, 2020 and December 31, 2019, respectively	5	5
Common stock, \$0.001 par value; 120,000,000 shares authorized; 7,539,089 shares issued and outstanding at September 30, 2020 and December 31, 2019	8	8
Additional paid-in capital	104,505	103,490
Accumulated deficit	(108,394)	(106,391)
Total stockholders' deficit	<u>(3,876)</u>	<u>(2,888)</u>
Total liabilities, redeemable convertible preferred stock and stockholders' deficit	<u>\$ 5,851</u>	<u>\$ 6,620</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

International Stem Cell Corporation and Subsidiaries
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Product sales	\$ 1,481	\$ 2,096	\$ 5,652	\$ 6,635
Operating expenses:				
Cost of sales	563	799	2,138	2,497
Research and development	255	79	758	1,001
Selling and marketing	403	626	1,347	2,057
General and administrative	1,058	1,405	3,494	4,324
Total operating expenses	2,279	2,909	7,737	9,879
Loss from operations	(798)	(813)	(2,085)	(3,244)
Other income (expense):				
Change in fair value of warrant liability	282	837	167	1,745
Interest expense	(28)	(21)	(85)	(55)
Miscellaneous income	—	—	—	2
Total other income (expense), net	254	816	82	1,692
Net income (loss)	\$ (544)	\$ 3	\$ (2,003)	\$ (1,552)
Net income (loss) per common share, basic and diluted	\$ (0.07)	\$ 0.00	\$ (0.27)	\$ (0.21)
Weighted-average common shares used to compute net income (loss) per share, basic and diluted	7,539	7,546	7,539	7,502

See accompanying notes to the unaudited condensed consolidated financial statements.

International Stem Cell Corporation and Subsidiaries
Condensed Consolidated Statements of Changes in Redeemable Convertible
Preferred Stock and Stockholders' Deficit
(In thousands)
(Unaudited)

Three and Nine Months Ended September 30, 2020									
	Series D Redeemable Convertible Preferred Stock		Non-redeemable Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at December 31, 2019	—	\$ 4,300	5,255	\$ 5	7,539	\$ 8	\$ 103,490	\$ (106,391)	\$ (2,888)
Stock-based compensation	—	—	—	—	—	—	418	—	418
Net loss	—	—	—	—	—	—	—	(373)	(373)
Balance at March 31, 2020	—	4,300	5,255	5	7,539	8	103,908	(106,764)	(2,843)
Stock-based compensation	—	—	—	—	—	—	324	—	324
Net loss	—	—	—	—	—	—	—	(1,086)	(1,086)
Balance at June 30, 2020	—	4,300	5,255	5	7,539	8	104,232	(107,850)	(3,605)
Stock-based compensation	—	—	—	—	—	—	273	—	273
Net loss	—	—	—	—	—	—	—	(544)	(544)
Balance at September 30, 2020	—	\$ 4,300	5,255	\$ 5	7,539	\$ 8	\$ 104,505	\$ (108,394)	\$ (3,876)

Three and Nine Months Ended September 30, 2019									
	Series D Redeemable Convertible Preferred Stock		Non-redeemable Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at December 31, 2018	—	\$ —	5,255	\$ 5	6,934	\$ 7	\$ 109,188	\$ (106,663)	\$ 2,537
Out of period correction	—	4,300	—	—	—	—	(8,837)	4,537	(4,300)
Conversion of bridge loan from a related party to common stock	—	—	—	—	599	1	1,048	—	1,049
Stock-based compensation	—	—	—	—	—	—	506	—	506
Net loss	—	—	—	—	—	—	—	(906)	(906)
Balance at March 31, 2019, as revised	—	4,300	5,255	5	7,533	8	101,905	(103,032)	(1,114)
Stock-based compensation	—	—	—	—	—	—	571	—	571
Net loss	—	—	—	—	—	—	—	(648)	(648)
Balance at June 30, 2019	—	4,300	5,255	5	7,533	8	102,476	(103,680)	(1,191)
Stock-based compensation	—	—	—	—	—	—	512	—	512
Net income	—	—	—	—	—	—	—	3	3
Balance at September 30, 2019	—	\$ 4,300	5,255	\$ 5	7,533	\$ 8	\$ 102,988	\$ (103,677)	\$ (676)

See accompanying notes to the unaudited condensed consolidated financial statements.

International Stem Cell Corporation and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2020	2019
Cash flows from operating activities		
Net loss	\$ (2,003)	\$ (1,552)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	192	203
Operating lease expense	199	222
Stock-based compensation	1,015	1,589
Change in fair value of warrant liability	(167)	(1,745)
Allowance for inventory obsolescence	36	89
Interest expense on related party note payable	78	51
Impairment of intangible assets	65	145
Changes in operating assets and liabilities:		
Accounts receivable	1,006	(429)
Inventory	248	63
Prepaid expenses and other current assets	48	236
Deposits and other assets	26	(12)
Accounts payable	(263)	264
Accrued liabilities	(272)	84
Operating lease liabilities	(238)	(224)
Net cash used in operating activities	<u>(30)</u>	<u>(1,016)</u>
Cash flows from investing activities		
Purchases of property and equipment	(24)	(146)
Payments for patent licenses	(58)	(250)
Net cash used in investing activities	<u>(82)</u>	<u>(396)</u>
Cash flows from financing activities		
Proceeds from Paycheck Protection Program loan	654	—
Proceeds from note payable from a related party	—	800
Net cash provided by financing activities	<u>654</u>	<u>800</u>
Net increase (decrease) in cash	542	(612)
Cash, beginning of period	484	1,075
Cash, end of period	<u>\$ 1,026</u>	<u>\$ 463</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	<u>\$ 4</u>	<u>\$ 4</u>
Supplemental disclosure of non-cash investing and financing activities:		
Right-of-use asset obtained in exchange for operating lease liability	<u>\$ 421</u>	<u>\$ —</u>
Patent license costs included in accrued liabilities	<u>\$ 6</u>	<u>\$ —</u>
Conversion of bridge loan from a related party to common stock	<u>\$ —</u>	<u>\$ 1,049</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

International Stem Cell Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Description of Business, Basis of Presentation and Summary of Significant Accounting Policies

Description of Business

International Stem Cell Corporation (the "Company") was organized in Delaware in June 2005 and is publicly traded on the OTCQX under the symbol "ISCO". The Company is primarily a research and development company, for the therapeutic market, which has focused on advancing potential clinical applications of human parthenogenetic stem cells ("hpSCs") for the treatment of various diseases of the central nervous system and liver diseases. The Company has the following wholly-owned subsidiaries:

- Lifeline Cell Technology, LLC ("LCT") – for the biomedical market, develops, manufactures and commercializes primary human cell research products including over 200 human cell culture products, including frozen human "primary" cells and the reagents (called "media") needed to grow, maintain and differentiate the cells;
- Lifeline Skin Care, Inc. ("LSC") – for the anti-aging market, develops, manufactures and markets a category of anti-aging skin care products based on the Company's proprietary parthenogenetic stem cell technology and small molecule technology;
- Cyto Therapeutics Pty. Ltd. ("Cyto Therapeutics") – performs research and development ("R&D") for the therapeutic market and is currently conducting clinical trials in Australia for the use of ISC-hpNSC® in the treatment of Parkinson's disease.

COVID-19 Pandemic

In January 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus ("COVID-19") originating in Wuhan, China and the risks to the international community as the virus spreads globally beyond its point of origin. In March 2020, the WHO classified COVID-19 as a pandemic, based on its rapid increase in exposure globally.

The Company is uncertain as to the full magnitude of effects that the COVID-19 pandemic will have on its financial condition, liquidity, and future results of operations. As of the date of this report, the Company is currently experiencing a year-over-year decline in the volume of product sales and in response has reduced its capital spending and, where possible, operating expenses while facilitating ongoing safe and reliable operations. In addition, management is actively monitoring the impact of COVID-19 on the Company's operations, workforce, suppliers, customers and industry. The full impact that COVID-19 will have on the Company's consolidated financial statements throughout and beyond 2020 remains uncertain and ultimately will be dictated by the length and severity of the pandemic, as well as the economic recovery and federal, state and local government actions taken in response. Therefore, the Company cannot reasonably predict the extent to which its consolidated financial statements will be impacted.

Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and the rules and regulations of the Securities and Exchange Commission ("SEC") applicable to interim financial statements. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations. The unaudited interim condensed consolidated financial statements reflect all adjustments consisting of normal recurring adjustments which, in the opinion of management, are necessary for a fair statement of the Company's financial position and the results of its operations and cash flows for the periods presented. The operating results presented in these unaudited interim condensed consolidated financial statements are not necessarily indicative of the results that may be expected for any future periods. These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto for the year ended December 31, 2019 included in the Company's annual report on Form 10-K filed with the SEC on June 1, 2020.

Liquidity and Going Concern

The Company had an accumulated deficit of approximately \$108.4 million as of September 30, 2020 and has, on an annual basis, incurred net losses and negative operating cash flows since inception. The Company has had no revenue from its principal operations in therapeutic and clinical product development through research and development efforts. Unless the Company obtains additional

financing, the Company does not have sufficient cash on hand to sustain operations at least through one year after the issuance date of these financial statements.

There can be no assurance that the Company will be successful in maintaining normal operating cash flow or obtaining additional funding. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. For the foreseeable future, the Company's ability to continue its operations is dependent upon its ability to obtain additional financing. The accompanying condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the outcome of the uncertainty concerning the Company's ability to continue as a going concern.

The Company continues to evaluate various financing sources and options to raise working capital to help fund current research and development programs and operations. The Company will need to obtain significant additional funding from sources, including through the exercise of outstanding warrants, debt and/or equity financing, license arrangements, grants and/or collaborative research arrangements to sustain its operations and develop products.

The timing and degree of any future capital requirements will depend on many factors, including:

- the accuracy of the assumptions underlying the estimates for capital needs in 2020 and beyond;
- the extent that revenues from sales of LSC and LCT products cover the related costs and provide capital;
- scientific progress in research and development programs;
- the magnitude and scope of the Company's research and development programs and its ability to establish, enforce and maintain strategic arrangements for research, development, clinical testing, manufacturing and marketing;
- the progress with preclinical development and clinical trials;
- the time and costs involved in obtaining regulatory approvals;
- the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims;
- the number and type of product candidates that the Company decides to pursue; and
- the development of major public health concerns, including COVID-19 or other pandemics arising globally, and the current and future impact that such concerns may have on the Company's operations and funding requirements.

As a result of the COVID-19 pandemic and actions taken to slow its spread, the global credit and financial markets have experienced extreme volatility and disruptions, including inconsistent liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates and uncertainty about economic stability. As the pandemic continues and restrictions remain in place or new restrictions are imposed, it may make any additional debt and/or equity financing more difficult, more costly and more dilutive.

In addition, debt financing may be expensive and require the Company to pledge all or a substantial portion of its assets. If additional funds are obtained through arrangements with collaborative partners, these arrangements may require the Company to relinquish rights to some of its technologies, product candidates or products that the Company would otherwise seek to develop and commercialize on its own. Furthermore, if sufficient capital is not available, the Company may be required to delay, reduce the scope of or eliminate one or more of its product initiatives. The Company's failure to raise capital or enter into applicable arrangements when needed would have a negative impact on its financial condition.

Principles of Consolidation and Foreign Currency Transactions

The unaudited condensed consolidated financial statements include the accounts of International Stem Cell Corporation and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The functional currency of the Company and its subsidiaries, including its wholly-owned Australian subsidiary, Cyto Therapeutics, is the U.S. dollar. Assets and liabilities that are not denominated in the functional currency are remeasured into U.S. dollars at foreign currency exchange rates in effect at the respective balance sheet dates. Revenue and expenses are translated at the average rate in effect on the date of the transaction. Net realized and unrealized gains and losses from foreign currency transactions and remeasurement are reported in general and administrative expense in the accompanying condensed consolidated statements of operations and were not material for the periods presented.

Reclassifications

For the three and nine months ended September 30, 2020, the Company reclassified certain prior period amounts to conform to the current period presentation, as follows:

- The carrying value and shares of the Company's Series B, Series G, Series I-1 and Series I-2 non-redeemable convertible preferred stock were aggregated on the accompanying condensed consolidated balance sheets and statements of changes in redeemable convertible preferred stock and stockholders' deficit. Refer to Note 6 – Convertible Preferred Stock and Stockholders' Deficit for further discussion;
- Non-cash operating lease expense was reclassified from changes in operating assets and liabilities to adjustments to reconcile net loss to net cash used in operating activities on the accompanying condensed consolidated statements of cash flows; and
- Financed insurance premiums and payments on financed insurance premiums were reclassified from non-cash financing activities and cash flows from financing activities, respectively, to cash flows from operating activities on the accompanying condensed consolidated statements of cash flows.

These reclassifications had no effect on previously reported net income (loss), stockholders' deficit or cash flows for the prior period.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the accompanying condensed consolidated financial statements. Significant estimates include patent life (remaining legal life versus remaining useful life), inventory carrying values, allowance for excess and obsolete inventories, allowance for sales returns and doubtful accounts, and transactions using the Black-Scholes option valuation model, for example, common stock options and common stock warrants, as well as the Monte-Carlo simulation method for certain common stock warrants. Actual results could differ from those estimates.

Segments

The Company's chief operating decision-maker reviews financial information presented on a consolidated basis, accompanied by disaggregated information by each reportable company's statement of operations. The Company operates the business on the basis of three reporting segments, the parent company and two business units: ISCO – therapeutic market; LCT – biomedical market, and; LSC – anti-aging market.

Inventory

Inventory is accounted for using the average cost and first-in, first-out (FIFO) methods for LCT cell culture media and reagents, average cost and specific identification methods for LSC products, and specific identification method for other LCT products. LCT's cell inventory does not have a shelf life when frozen. Inventory balances are stated at the lower of cost or net realizable value. Laboratory supplies used in the research and development process are expensed as consumed. At each reporting period, the Company estimates its reserve for allowance and obsolescence using historical sales data and inventory turnover rates. The establishment of a reserve for excess and obsolete inventory establishes a new cost basis in the inventory. Such reserves are not reduced until the product is sold. If the Company is able to sell such inventory, any related reserves would be reserved in the period of sale. The value of the inventory that is not expected to be sold within twelve months of the current reporting period is classified as non-current inventory on the accompanying condensed consolidated balance sheets.

Accounts Receivable

Trade accounts receivable are recorded at the net invoice value and are not interest bearing. Accounts receivable primarily consist of trade accounts receivable from the sales of LCT's products, timing of cash receipts by the Company related to LSC credit card sales to customers, as well as LSC trade receivable amounts related to spa and distributor sales. The Company considers receivables past due based on the contractual payment terms. The Company reviews its exposure to accounts receivable and reserves specific amounts if collectability is no longer reasonably assured. The Company recorded an allowance for doubtful accounts of \$12,000 as of September 30, 2020 and December 31, 2019.

Advances

On June 18, 2008, the Company entered into an agreement with BioTime, Inc. ("BioTime"), whereby BioTime paid an advance of \$250,000 to LCT to produce, make, and distribute certain products. The \$250,000 advance will be paid down with the first \$250,000 of net revenues that otherwise would be allocated to LCT under the agreement. As of September 30, 2020, no revenues were realized and attributable to BioTime under this agreement.

Property and Equipment

Property and equipment are stated at cost. The provision for depreciation and amortization is computed using the straight-line method over the estimated useful lives of the assets, which are generally three to five years. The costs of major remodeling and leasehold improvements are capitalized and amortized over the shorter of the remaining term of the lease or the estimated life of the asset.

Intangible Assets

Intangible assets consist of acquired patent licenses and capitalized legal fees related to the acquisition, filing, maintenance, and defense of patents and trademarks. Amortization begins once the patent is issued by the appropriate authoritative bodies. In the period in which a patent application is rejected or efforts to pursue the patent are abandoned, all the related accumulated costs are expensed. Patents and other intangible assets are amortized on a straight-line basis over the shorter of the lives of the underlying patents, generally 15 years. All amortization expense and impairment charges related to intangible assets are included in general and administrative expense in the accompanying condensed consolidated statements of operations.

Long-Lived Asset Impairment

The Company reviews long-lived assets for impairment when events or changes in circumstances ("triggering event") indicate that the carrying value of an asset or group of assets may not be recovered. If a triggering event is determined to have occurred, the carrying value of an asset or group of assets is compared to the future undiscounted cash flows expected to be generated by the asset or group of assets. If the carrying value exceeds the undiscounted cash flows of the asset or group of assets, then impairment exists. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable.

Revenue Recognition

Revenue is recognized at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring goods or services to a customer. This principle is applied using the following five-step process:

1. Identify the contract with the customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) each performance obligation is satisfied

The Company recognizes revenue when it satisfies a performance obligation by transferring control of the promised goods or services to its customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The following table presents the Company's revenue disaggregated by segment, product and geography (in thousands):

Biomedical market:

	Three Months Ended September 30, 2020				Nine Months Ended September 30, 2020			
	Domestic	International	Total Revenues	% of Total Revenues	Domestic	International	Total Revenues	% of Total Revenues
Biomedical products								
Cells	\$ 221	\$ 92	\$ 313	27%	\$ 696	\$ 295	\$ 991	22%
Media	750	107	857	73%	3,211	317	3,528	78%
Other	—	—	—	—	16	—	16	—
Total	<u>\$ 971</u>	<u>\$ 199</u>	<u>\$ 1,170</u>	<u>100%</u>	<u>\$ 3,923</u>	<u>\$ 612</u>	<u>\$ 4,535</u>	<u>100%</u>

	Three Months Ended September 30, 2019				Nine Months Ended September 30, 2019			
	Domestic	International	Total Revenues	% of Total Revenues	Domestic	International	Total Revenues	% of Total Revenues
Biomedical products								
Cells	\$ 179	\$ 102	\$ 281	18%	\$ 635	\$ 288	\$ 923	18%
Media	1,262	111	1,373	82%	4,020	348	4,368	82%
Other	16	—	16	—	19	—	19	—
Total	<u>\$ 1,457</u>	<u>\$ 213</u>	<u>\$ 1,670</u>	<u>100%</u>	<u>\$ 4,674</u>	<u>\$ 636</u>	<u>\$ 5,310</u>	<u>100%</u>

Anti-aging market:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
	Total Revenues	% of Total Revenues	Total Revenues	% of Total Revenues	Total Revenues	% of Total Revenues	Total Revenues	% of Total Revenues
Skin care sales channels								
Ecommerce	\$ 211	68%	\$ 230	54%	\$ 733	66%	\$ 670	51%
Professional	100	32%	196	46%	384	34%	655	49%
Total	<u>\$ 311</u>	<u>100%</u>	<u>\$ 426</u>	<u>100%</u>	<u>\$ 1,117</u>	<u>100%</u>	<u>\$ 1,325</u>	<u>100%</u>

The Company's revenue consists primarily of sales of products from its two revenue-generating operating segments, the biomedical products market and anti-aging products market business segments. The biomedical market segment markets and sells primary human cell research products with two product categories, cells and media, which are sold both domestically within the United States and internationally. The anti-aging market segment markets and sells a line of skincare products sold through two sales channels: ecommerce and professional. The ecommerce channel sells direct to customers through online orders, while professional sales are to spas, salons and other skincare providers.

Contract terms for unit price, quantity, shipping and payment are governed by sales agreements, invoices or online order forms which the Company considers to be a customer's contract in all cases. The unit price is considered the observable stand-alone selling price for the performance obligation(s) within the arrangements. Any promotional or volume sales discounts are applied evenly to the units sold for purposes of calculating standalone selling price.

The Company recognizes revenue when its customer obtains control of the promised goods or services, in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. Product sales generally consist of a single performance obligation that the Company satisfies at a point in time (i.e., upon delivery of the product).

For LSC products, ecommerce sales are primarily paid through credit card charges, while professional sales are invoiced. The professional sales and biomedical products' standard payment terms for its customers are generally 30 days after the Company satisfies the performance obligation(s). For LSC, the Company honors a 30-day return policy, but historical returns have been minimal and as such, no estimated allowance for sales returns was recorded as of September 30, 2020 and December 31, 2019.

The Company elects to account for shipping and handling costs as activities to fulfill the promise to transfer the goods to a customer. As a result, no consideration is allocated to shipping and handling costs. Rather, the Company accrues the cost of shipping and handling upon shipment of the product, and all contract revenue (i.e., the transaction price) is recognized at the same time.

Variable Consideration

The Company records revenue from customers in an amount that reflects the consideration it expects to be entitled to after transferring control of those goods or services to a customer. From time to time, the Company offers sales promotions on its products such as discounts and free product offers. Variable consideration is estimated at contract inception only to the extent that it is probable that a significant reversal of revenue will not occur and is updated at the end of each reporting period as additional information becomes available.

Contract Balances

The Company records a receivable when it has an unconditional right to receive consideration after a performance obligation is satisfied. As of September 30, 2020 and December 31, 2019, accounts receivable, net, totaled \$509,000 and \$1.5 million, respectively. For the nine months ended September 30, 2020 and 2019, the Company did not incur material write-offs of its accounts receivable.

Practical Expedients

The Company has elected the practical expedient to not determine whether contacts with customers contain significant financing components. The Company pays commissions on certain sales for its biomedical and anti-aging product markets once the customer payment has been received, which are accrued at the time of the sale. The Company generally expenses sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within sales and marketing expenses. In addition, the Company has elected to exclude sales taxes consideration from the determined transaction price.

Allowance for Sales Returns

The Company's anti-aging products have a 30-day product return guarantee; however, the Company determined that there is a low probability that returns will occur based on its historical rate of returns. Historically, returns have not been significant and are recognized as a reduction to current period revenue. As of September 30, 2020 and December 31, 2019, the Company recorded no allowance for sales returns.

Cost of Sales

Cost of sales consists primarily of salaries and benefits associated with employee efforts expended directly on the production of the Company's products, as well as related direct materials, general laboratory supplies and an allocation of overhead. Certain of the Company's licensed technology agreements may require the Company to pay royalties based on the future sale of the Company's products. Such royalties will be recorded as a component of cost of sales when incurred. Additionally, milestone payments or the amortization of license fees related to developed technologies used in the Company's products will be included as a component of cost of sales to the extent that such payments become due in the future.

Research and Development Costs

Research and development costs, which are expensed as incurred, primarily consist of salaries and benefits associated with research and development personnel, overhead and occupancy costs, contract services costs and amortization of license costs for technology used in research and development with alternative future uses. Research and development costs are net of research and development tax credits earned by Cyto Therapeutics, the Company's wholly-owned subsidiary based in Australia. The Australian Taxation Office provides for a refundable tax credit in the form of a cash refund equal to 43.5% of qualified research and development expenditures, not to exceed established thresholds.

Stock-Based Compensation

The Company recognizes stock-based compensation expense associated with stock options and other stock-based awards in accordance with the authoritative guidance for stock-based compensation. The cost of a stock-based award is measured at the grant date based on the estimated fair value of the award, and is recognized as expense on a straight-line basis, net of forfeitures, over the requisite service period of the award. The fair value of stock options is estimated using the Black-Scholes option valuation model, which requires the input of subjective assumptions, including price volatility of the underlying stock, risk-free interest rate, dividend yield, and expected life of the option. The fair value of restricted stock awards is based on the market value of the Company's common stock on the date of grant.

Fair Value Measurements

The accounting guidance defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or non-recurring basis. Fair value is defined as 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 liability. As a basis for considering such assumptions, the accounting guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets.

Level 2: Inputs, other than the quoted prices in active markets that are observable either directly or indirectly.

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company has no financial assets or liabilities, other than the warrant liability described below, measured at fair value on a recurring basis. No transfers between levels have occurred during the periods presented.

The following table presents a summary of the Company's liabilities which are measured at fair value on a recurring basis as of September 30, 2020 and December 31, 2019 (in thousands):

	Fair Value Measurements at Reporting Date Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
As of September 30, 2020				
Warrant liability	\$ 40	\$ —	\$ —	\$ 40
As of December 31, 2019				
Warrant liability	\$ 207	\$ —	\$ —	\$ 207

The following table presents the rollforward activity of liabilities with inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity) (in thousands):

	Warrant Liability
Balance at December 31, 2019	\$ 207
Change in fair value of warrant liability	(167)
Balance at September 30, 2020	\$ 40

Warrant Liability

The Company is required to recognize warrant agreements as a liability since they did not meet the specific conditions for equity classification and therefore need to be recognized at its fair value. The fair value of the warrant liability is calculated using the Monte-Carlo simulation model, which requires the use of certain estimates. The fair value of these warrants is re-measured at each financial reporting period with any changes in fair value being recognized as a component of other income (expense), net, in the accompanying condensed consolidated statements of operations.

The following assumptions were used as inputs to the model:

	September 30, 2020	December 31, 2019
Risk-free interest rate	0.11%	1.55% - 1.59%
Volatility	90.0%	85.0%
Term to expiration (in years)	0.45	0.29 - 1.21
Subsequent financing	0.0%	0.0%

Income Taxes

The Company accounts for income taxes in accordance with applicable authoritative guidance, which requires the Company to provide a net deferred tax asset/liability equal to the expected future tax benefit/expense of temporary reporting differences between book and tax accounting methods and any available operating loss or tax credit carryforwards.

Fair Value of Financial Instruments

The Company believes that the carrying value of its cash, accounts receivables, accounts payable, accrued liabilities, Paycheck Protection Program loan and related party note payable as of September 30, 2020 and December 31, 2019 approximate their fair values because of the short-term nature of those instruments. The fair value of warrants was determined at each issuance date, reporting date and other applicable remeasurement dates for the periods ended using the Monte-Carlo simulation model.

Net Income (Loss) Per Share

Basic net income (loss) per share attributable to common stockholders is calculated by dividing the net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per share attributable to common stockholders is computed by dividing the net income (loss) attributable to common stockholders by the weighted-average number of common stock equivalents outstanding for the period determined using the treasury-stock and if-converted methods. Potentially dilutive common stock equivalents are comprised of stock options, common stock warrants and convertible preferred stock. For the three and nine months ended September 30, 2020 and 2019, there was no difference in the number of shares used to calculate basic and diluted shares outstanding as the inclusion of the potentially dilutive common stock equivalents would be anti-dilutive.

For the periods below, these common stock options, common stock warrants and convertible preferred stock were not included in the diluted net income (loss) per share calculation because the effect would be anti-dilutive.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Options outstanding	4,711,130	5,578,311	4,729,829	5,427,557
Common stock warrants outstanding	3,948,569	3,951,052	3,949,521	3,951,052
Redeemable convertible preferred stock	2,457,143	2,457,143	2,457,143	2,457,143
Non-redeemable convertible preferred stock	3,675,135	3,675,135	3,675,135	3,675,135
Total	14,791,977	15,661,641	14,811,628	15,510,887

Comprehensive Income (Loss)

Comprehensive income (loss) includes all changes in stockholders' equity except those resulting from investments by owners and distributions to owners. The Company did not have any items of comprehensive income (loss) other than net loss from operations for the three and nine months ended September 30, 2020 and 2019.

Customer Concentrations

During the nine months ended September 30, 2020 and 2019, for the biomedical market segment, one customer accounted for approximately 43% and 39%, respectively, of consolidated revenues. As of September 30, 2020 and December 31, 2019, the customer accounted for approximately 39% and 37%, respectively, of accounts receivable, net. No other single customer accounted for more than 10% of revenues for the periods then ended for any segment.

Recently Issued Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments— Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). The ASU introduced a new credit loss methodology, the Current Expected Credit Losses ("CECL") methodology, which requires earlier recognition of credit losses, while also providing additional transparency about credit risk. The CECL methodology utilizes a lifetime "expected credit loss" measurement objective for the recognition of credit losses for loans, held-to maturity debt securities, trade receivables and other receivables measured at amortized cost at the time the financial asset is originated or acquired. Subsequent to the issuance of ASU 2016-13, the FASB issued several additional ASUs to clarify implementation guidance, provide narrow-scope improvements and provide additional disclosure guidance. In November 2019, the FASB issued an amendment making this ASU effective for fiscal years beginning after December 15, 2022 for smaller reporting companies. The new standard will be effective for the Company on January 1, 2023 or at such earlier time where it is no longer a smaller reporting company. The Company is currently evaluating the potential impact that this standard may have on its consolidated financial statements and related disclosures.

In December 2019, the FASB issued ASU No. 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes* ("ASU 2019-12"). ASU 2019-12 simplifies the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. ASU 2019-12 also improves the consistent application, and the simplification, of other areas of Topic 740 by clarifying and amending existing guidance. ASU 2019-12 is effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the potential impact that this standard may have on its consolidated financial statements and related disclosures.

In August 2020, the FASB issued ASU No. 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40)* ("ASU 2020-06"). ASU 2020-06 simplifies the

accounting for convertible debt instruments by reducing the number of accounting models and the number of embedded features that could be recognized separately from the host contract. Consequently, more convertible debt instruments will be accounted for as a single liability measured at its amortized cost, as long as no other features require bifurcation and recognition as derivatives. ASU 2020-06 also requires use of the if-converted method in the diluted earnings per share calculation for convertible instruments. ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years for smaller reporting companies, with early adoption permitted. The new standard will be effective for the Company on January 1, 2024 or at such earlier time where it is no longer a smaller reporting company. The Company is currently evaluating the potential impact that this standard may have on its consolidated financial statements and related disclosures.

Recently Adopted Accounting Pronouncements

In August 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement* ("ASU 2018-13"). ASU 2018-13 adds and modifies certain disclosure requirements for fair value measurements. Under the new guidance, entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, or valuation process for Level 3 fair value measurements. ASU 2018-13 does require the disclosure for the range and weighted-average of significant unobservable inputs used to develop Level 3 fair value measurements. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. The Company adopted ASU 2018-13 on January 1, 2020. The adoption of this standard did not have a material impact on the Company's consolidated financial statements or related disclosures.

2. Inventory

The components of inventory are as follows (in thousands):

	September 30, 2020	December 31, 2019
Raw materials	\$ 484	\$ 688
Work in process	430	492
Finished goods	1,050	1,219
	1,964	2,399
Less: allowance for inventory excess and obsolescence	(644)	(795)
Total current and non-current inventory, net	\$ 1,320	\$ 1,604
Inventory, net	\$ 937	\$ 1,246
Non-current inventory	383	358
Total current and non-current inventory, net	\$ 1,320	\$ 1,604

During the three months ended September 30, 2020, the Company disposed of obsolete inventory in the amount of \$121,000. The inventory had been fully reserved for and the write-off had no impact on the Company's consolidated statements of operations for the periods presented.

3. Property and Equipment

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

	September 30, 2020	December 31, 2019
Machinery and equipment	\$ 1,661	\$ 1,642
Computer equipment and software	236	236
Office equipment	230	230
Leasehold improvements	1,303	1,290
Construction in progress	4	12
	3,434	3,410
Less: accumulated depreciation and amortization	(2,866)	(2,742)
Property and equipment, net	\$ 568	\$ 668

Depreciation and amortization expense for the three months ended September 30, 2020 and 2019 was \$42,000 and \$40,000, respectively. Depreciation and amortization expense for the nine months ended September 30, 2020 and 2019 was \$124,000 and \$115,000, respectively.

4. Intangible Assets

Intangible Assets consists of the following (in thousands):

	September 30, 2020	December 31, 2019
Patents	\$ 2,267	\$ 2,268
Less: accumulated amortization	(1,076)	(1,008)
	1,191	1,260
Indefinite life logos and trademarks	75	75
Intangible assets, net	\$ 1,266	\$ 1,335

Amortization expense for the three months ended September 30, 2020 and 2019 was \$23,000 and \$26,000, respectively. Amortization expense for the nine months ended September 30, 2020 and 2019 was \$68,000 and \$88,000, respectively. Impairment charges for the three and nine months ended September 30, 2020 and 2019 were \$65,000 and \$145,000, respectively.

5. Paycheck Protection Program Loan

In May 2020, the Company received a loan of \$654,000 from its lender under the Paycheck Protection Program (the "PPP Loan"). The Paycheck Protection Program ("PPP"), as amended, was established under the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") and is administered by the U.S. Small Business Administration ("SBA"). The PPP Loan required the Company to, in good faith, certify that the current economic uncertainty made the loan request necessary to support the ongoing operations of the Company. This certification required the Company to take into account its current business activity and its ability to access other sources of liquidity sufficient to support ongoing operations in a manner that is not significantly detrimental to the business. Based in part on the Company's assessment of other sources of liquidity, uncertainty associated with future revenues created by the COVID-19 pandemic, and the going concern uncertainty reflected in the Company's condensed consolidated financial statements, the Company believes in good faith that it met the eligibility requirements for the PPP Loan. If it is later determined that the Company had violated any applicable laws or regulations or it is otherwise determined the Company was ineligible to receive the PPP Loan, it may be required to repay the PPP Loan in its entirety and/or be subject to additional penalties and potential liabilities.

The PPP Loan has a two-year term and bears interest at a rate of 1% per annum. Principal and interest payments are deferred for ten months following the loan forgiveness period, which is defined as the 24-week period following the loan origination date, at which time the loan balance is payable in monthly installments unless the Company applies for, and receives, forgiveness in accordance with the CARES Act and the terms of the loan executed by the Company and its lender. As required by the CARES Act, the Company plans to use the proceeds from the PPP Loan for payroll, healthcare benefits, rent and other qualifying expenses. The PPP provides that the use of the PPP Loan shall be limited to certain qualifying expenses and may be partially or wholly forgiven by the SBA in accordance with the requirements set forth in the CARES Act. While the Company intends to apply for forgiveness of at least a portion of the PPP Loan, there is no assurance that the Company will obtain forgiveness of the PPP Loan in whole or in part. As of September 30, 2020, \$57,000 and \$599,000 of outstanding principal and accrued interest of the PPP Loan was classified as current and non-current, respectively, on the accompanying condensed consolidated balance sheets based on the contractual payment schedule of the PPP Loan.

6. Convertible Preferred Stock and Stockholders' Deficit

Non-Redeemable Convertible Preferred Stock

The Company's Series B, Series G, Series I-1 and Series I-2 non-redeemable convertible preferred stock has been classified as equity on the accompanying condensed consolidated balance sheets in accordance with authoritative guidance for the classification and measurement of non-redeemable securities whose redemption is based upon certain change in control events within the Company's control, including liquidation, sale, or transfer of control of the Company.

The authorized, issued and outstanding shares of non-redeemable convertible preferred stock as of September 30, 2020 consist of the following:

	Shares Authorized	Shares Issued and Outstanding	Liquidation Preference	Carrying Value
			(in thousands)	
Series B	5,000,000	250,000	\$ 438	\$ —
Series G	5,000,000	5,000,000	5,000	5
Series I-1	2,000	814	814	—
Series I-2	4,310	4,310	4,310	—
Total	10,006,310	5,255,124	\$ 10,562	\$ 5

The authorized, issued and outstanding shares of non-redeemable convertible preferred stock as of December 31, 2019 consist of the following:

	Shares Authorized	Shares Issued and Outstanding	Liquidation Preference	Carrying Value
			(in thousands)	
Series B	5,000,000	250,000	\$ 426	\$ —
Series G	5,000,000	5,000,000	5,000	5
Series I-1	2,000	814	814	—
Series I-2	4,310	4,310	4,310	—
Total	10,006,310	5,255,124	\$ 10,550	\$ 5

Common Stock

As of September 30, 2020, the Company was authorized to issue 120,000,000 shares of common stock, \$0.001 par value per share, and 20,000,000 shares of preferred stock, \$0.001 par value per share. Of the 20,000,000 total authorized shares of preferred stock, the Company had authorized 50 shares of Series D redeemable convertible preferred stock and 10,006,310 shares of Series B, Series G, Series I-1 and Series I-2 non-redeemable convertible preferred stock were authorized.

On January 21, 2019, the Company issued 599,222 shares of common stock upon conversion of a portion of the Company's outstanding indebtedness with a principal amount of \$1.0 million and accrued and unpaid interest on the principal of \$49,000. In accordance with the Series G Certificate of Designation, the issuance of Common Shares at the conversion price of \$1.75 per share triggered further adjustment in the conversion price and conversion ratio of the Series G Preferred Stock from \$9.92 per share and 0.1008 shares to \$9.70 per share and 0.1031 shares, respectively. The deemed dividend as a result of the down-round adjustment was immaterial.

Common Stock Warrants

In October 2014 and March 2016, the Company issued warrants exercisable for 62,047 and 11,159,995 shares of common stock, respectively, at an exercise price of \$1.75 per share to certain placement agents and existing investors in connection with financing arrangements. As of December 31, 2019, 2,483 common stock warrants issued in October 2014 were outstanding. In April 2020, the common stock warrants issued in October 2014 expired unexercised. The common stock warrants issued in March 2016 expire on March 15, 2021. As of September 30, 2020 and December 31, 2019, 3,948,569 common stock warrants issued in March 2016 were outstanding.

Equity Incentive Plans

The Company adopted the 2006 Equity Participation Plan (as amended the "2006 Plan"), which provides for the grant of stock options, restricted stock and other equity-based awards. Awards for up to 100,000 shares may be granted to employees, directors and consultants under this Plan. The options granted under the 2006 Plan may be either qualified or non-qualified options. Options may be granted with different vesting terms and expire no later than 10 years from the date of grant. The 2006 Plan expired on November 16, 2016. Options and other equity-based awards granted prior to the expiration of the 2006 Plan will continue in effect until the option or award is exercised or terminates pursuant to its terms. No new awards may be granted under the 2006 Plan following its expiration.

In April 2010, the Company adopted the 2010 Equity Participation Plan, as amended (the "2010 Plan"), which provides for the grant of stock options, restricted stock and other equity-based awards. Awards for up to 9,700,000 shares may be granted to

employees, directors and consultants under the 2010 Plan. The options granted under the 2010 Plan may be either qualified or non-qualified options. Options may be granted with different vesting terms and expire no later than 10 years from the date of grant. In June 2020, the Company amended the 2010 Plan to extend the term of the 2010 Plan until March 2030. No other material provisions were amended.

Stock Options

Transactions involving stock options issued to employees, directors and consultants under the 2006 Plan and the 2010 Plan are summarized below. Options issued have a maximum life of 10 years. The following tables summarize the changes in options outstanding and the related exercise prices for the Company's common stock options issued:

	Number of Outstanding Options	Weighted- Average Exercise	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2019	4,936,673	\$ 3.38		
Granted	245,714	\$ 1.08		
Forfeited or canceled	(547,460)	\$ 2.03		
Expired	(3,022)	\$ 193.50		
Outstanding at September 30, 2020	4,631,905	\$ 3.30	7.49	\$ —
Vested and expected to vest at September 30, 2020	4,570,730	\$ 3.32	7.47	\$ —
Exercisable at September 30, 2020	3,664,675	\$ 3.79	7.24	\$ —

Restricted Stock Awards

Restricted stock awards are grants that entitle the holder to acquire shares of common stock at zero or a fixed price, which is typically nominal. The Company accounts for the restricted stock awards as issued and outstanding common stock, even though the shares covered by a restricted stock award cannot be sold, pledged, or otherwise disposed of until the award vests and any unvested shares may be reacquired by the Company for the original purchase price following the awardee's termination of service.

The fair value of restricted stock awards is based on the market value of the common stock on the date of grant. For the three and nine months ended September 30, 2020 and 2019, no restricted stock awards were awarded or vested. As of September 30, 2020, there was no unrecognized compensation costs related to unvested awards.

Stock-Based Compensation

In accordance with applicable authoritative guidance, the Company is required to establish assumptions and estimates of the fair value of stock options granted, as well as use a valuation model to calculate the fair value of stock-based awards. The Company uses the Black-Scholes option-pricing model to determine the fair-value of stock-based awards. All options are amortized over the requisite service periods.

The fair value of stock options granted is estimated at the date of grant using the Black-Scholes option valuation model. For the three months ended September 30, 2020 and 2019, no stock options were granted. The weighted-average assumptions used in the Black-Scholes option valuation model to determine the fair value of stock options grants for the nine months ended September 30, 2020 and 2019 were as follows:

	Nine Months Ended September 30,	
	2020	2019
Risk-free interest rate	0.37%	2.44%
Expected stock price volatility	88.82%	84.95%
Expected dividend yield	0%	0%
Expected life of options (in years)	5.36	5.71

Total stock-based compensation expense for the three and nine months ended September 30, 2020 and 2019 was comprised of the following (in thousands):

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Cost of sales	\$ 21	\$ 29	\$ 66	\$ 83
Research and development	28	115	107	426
Selling and marketing	18	31	60	88
General and administrative	206	337	782	992
Total	<u>\$ 273</u>	<u>\$ 512</u>	<u>\$ 1,015</u>	<u>\$ 1,589</u>

Unrecognized compensation expense related to stock options as of September 30, 2020 was \$845,000, which is expected to be recognized over a weighted-average period of approximately 1.0 year.

Common Stock Reserved for Future Issuance

As of September 30, 2020, the Company had shares of common stock reserved for future issuance as follows:

Options outstanding	4,631,905
Common stock warrants outstanding	3,948,569
Common stock available for issuance under the 2010 Plan	4,905,370
Redeemable convertible preferred stock	2,457,143
Non-redeemable convertible preferred stock	3,675,135
Total	<u>19,618,122</u>

7. Related Party Transactions

During the first quarter of 2011, the Company executed an operating lease for its corporate offices with S Real Estate Holdings LLC. S Real Estate Holdings LLC is owned by Dr. Russell Kern, the Company's Executive Vice President and Chief Scientific Officer and a director and was previously owned by Dr. Andrey Semechkin, the Company's Chief Executive Officer and Co-Chairman of the Board of Directors. The lease agreement was negotiated at arm's length and was reviewed by the Company's outside legal counsel. The terms of the lease were reviewed by a committee of independent directors, and the Company believes that, in total, those terms are at least as favorable to the Company as could be obtained for comparable facilities from an unaffiliated party. In March 2017 the Company signed an amendment to the lease agreement to extend the term of the lease until 2020 and include annual adjustments to the monthly lease payments. In March 2020, the Company entered into an amendment to the lease agreement. The amendment extended the term of the lease for three years (until February 28, 2023) and provided for a 2% increase in monthly rent. For the nine months ended September 30, 2020 and 2019, the Company recorded \$127,000 and \$120,000, respectively, in rent expense that was related to the facility lease arrangement with related parties.

Between March 6, 2018 and August 8, 2018, to obtain funding for working capital purposes, the Company borrowed a total of \$2.0 million from Dr. Semechkin and issued an unsecured non-convertible promissory note in the principal amount of \$2.0 million (the "Note") to Dr. Semechkin (the "Noteholder"). The outstanding principal amount under the Note accrued interest at a rate of four percent (4%) per annum. The Note was due and payable November 1, 2018 and on November 12, 2018, to satisfy the indebtedness incurred on the Note, an amendment to the Note was entered into extending the due date to January 15, 2019.

On January 21, 2019, the Company entered into a Note Conversion Agreement with Dr. Semechkin (the "Conversion Agreement"). The Conversion Agreement provides for the conversion of a total of \$1.05 million (representing \$1.0 million of principal and \$49,000 of accrued interest, representing all accrued interest on the amount owed to Dr. Semechkin through January 21, 2019) under the promissory note issued to Dr. Semechkin on August 8, 2018, into a total of 599,222 shares of the Company's common stock, representing a conversion price of \$1.75 per share, which was greater than the fair value of common stock on the date of conversion at a price of \$1.60 per share. Dr. Semechkin took less than fair value to avoid further dilution by triggering down-round adjustments to outstanding common stock warrants and convertible preferred stock. Due to Dr. Semechkin's role and controlling interest in the Company, no gain was recorded by the Company upon conversion and the excess was recorded within additional paid-in capital due to the absence of retained earnings. Under the Conversion Agreement, the remaining \$1.0 million owed to Dr. Semechkin under the Note has been reflected in a new unsecured, non-convertible promissory note in the principal amount of \$1.0 million (the "Conversion Note"). The outstanding principal amount under the Conversion Note accrued interest at a rate of 4.5% per annum. The Conversion Note was due and payable on January 15, 2020.

On April 17, 2019, to obtain additional funding for working capital purposes, the Company issued an unsecured, non-convertible promissory note (the "New Promissory Note") in the amount of \$1.8 million to Dr. Semechkin. Dr. Semechkin surrendered the Conversion Note and provided an additional \$800,000 of funds to the Company. The outstanding principal amount accrued interest at a rate of 4.5% per annum and was due and payable on January 15, 2020.

On December 17, 2019, to obtain additional funding for working capital purposes the Company issued an unsecured, non-convertible promissory note in the principal amount of \$2.3 million (the "New Note") to Dr. Andrey Semechkin. On December 17, 2019, the Noteholder provided an additional \$500,000 of funds to the Company and surrendered the New Promissory Note, in return for the New Note. The outstanding principal amount under the New Note accrues interest at a rate of 4.5% per annum. The New Note, including outstanding amounts of principal and accrued interest, is due and payable January 15, 2021 but may be pre-paid by the Company without penalty at any time.

8. Commitments and Contingencies

Leases

The Company has three operating leases for real estate in California and Maryland:

- Carlsbad, California – corporate offices with a term date of February 2023 and leased from a related party (see also Note 7 –Related Party Transactions);
- Oceanside, California – primary research facility and laboratory space with a term date of December 2021;
- Frederick, Maryland – mixed laboratory and administrative space with a term date of November 2025.

The Company's operating leases for real estate are subject to additional variable charges for common area maintenance and other variable costs, and do not include an option to extend the lease term. Right-of-use assets and lease liabilities are recognized at the lease commencement date based on the present value of future minimum lease payments over the lease term. As of September 30, 2020, total right-of-use assets and operating lease liabilities were approximately \$939,000 and \$1.3 million, respectively. All operating lease expense is recognized on a straight-line basis over the lease term. For the nine months ended September 30, 2020 and 2019 lease expense totaled \$354,000 and \$370,000, respectively, of which \$6,000 and \$9,000, respectively, related to short-term leases. As of September 30, 2020, the Company had no finance leases.

Maturities of lease liabilities were as follows (in thousands):

Years ending December 31,	
2020 (remaining three months)	\$ 128
2021	517
2022	394
2023	255
2024	233
2025	240
Total minimum lease payments	1,767
Less: imputed interest	(499)
Total future minimum lease payments	1,268
Less: operating lease liabilities, current	(332)
Operating lease liabilities, net of current portion	\$ 936

Licensed Patents

The Company has a minimum annual license fee of \$75,000 payable in two installments per year to Astellas Pharma pursuant to the amended UMass IP license agreement and is noncancelable.

9. Segments

The Company operates the business on the basis of three reporting segments, the parent company and two business units: ISCO – therapeutic market; LCT – biomedical market, and; LSC – anti-aging market.

The Company does not measure the performance of its segments on any asset-based metrics. Therefore, segment information is presented only for operating income (loss). Revenues, expenses and operating income (loss) for the three and nine months ended September 30, 2020 and 2019 by market segment were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Revenues:				
Biomedical market	\$ 1,170	\$ 1,670	\$ 4,535	\$ 5,310
Anti-aging market	311	426	1,117	1,325
Total revenues	1,481	2,096	5,652	6,635
Operating expenses:				
Therapeutic market	872	953	2,656	3,753
Biomedical market	1,038	1,320	3,760	4,170
Anti-aging market	369	636	1,321	1,956
Total operating expenses	2,279	2,909	7,737	9,879
Operating income (loss)				
Therapeutic market	(872)	(953)	(2,656)	(3,753)
Biomedical market	132	350	775	1,140
Anti-aging market	(58)	(210)	(204)	(631)
Total operating loss	\$ (798)	\$ (813)	\$ (2,085)	\$ (3,244)

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

The following discussion of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes and other financial information included elsewhere herein. This information should also be read in conjunction with our audited historical consolidated financial statements which are included in our Form 10-K for the fiscal year ended December 31, 2019 ("Form 10-K"). The discussion contains forward-looking statements, such as our plans, expectations and intentions (including those related to clinical trials and business and expense trends), that are based upon current expectations and that involve risks and uncertainties. Our actual results may differ significantly from management's expectations. The factors that could affect these forward-looking statements are discussed in the Risk Factors included in our Form 10-K. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any expectations expressed herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best assessment by our management.

Business Overview

We are primarily a research and development company, for the therapeutic market, which has focused on advancing potential clinical applications of human parthenogenetic stem cells ("hpSCs") for the treatment of various diseases of the central nervous system and liver diseases. We have the following wholly-owned subsidiaries:

- Lifeline Cell Technology, LLC ("LCT") – for the biomedical market, develops, manufactures and commercializes primary human cell research products including over 200 human cell culture products, including frozen human "primary" cells and the reagents (called "media") needed to grow, maintain and differentiate the cells;
- Lifeline Skin Care, Inc. ("LSC") – for the anti-aging market, develops, manufactures and markets a category of anti-aging skin care products based on our proprietary parthenogenetic stem cell technology and small molecule technology;
- Cyto Therapeutics Pty. Ltd. ("Cyto Therapeutics") – performs research and development for the therapeutic market and is currently conducting clinical trials in Australia for the use of ISC-hpNSC® in the treatment of Parkinson's disease.

We generated aggregate product sales revenues from our two commercial businesses of \$5.7 million and \$6.6 million for the nine months ended September 30, 2020 and 2019, respectively. We have generated no revenues from our principal operations in therapeutic and clinical product development.

Our products are based on multi-decade experience with human cell culture and a proprietary type of pluripotent stem cells, human parthenogenetic stem cells. Our hpSCs are comparable to human embryonic stem cells ("hESCs") in that they have the potential to be differentiated into many different cells in the human body. However, the derivation of hpSCs does not require the use of fertilized eggs or the destruction of viable human embryos and also offers the potential for the creation of immune-matched cells and tissues that are less likely to be rejected following transplantation. Our collection of hpSCs, known as UniStemCell™, currently consists of fifteen stem cell lines. We have facilities and manufacturing protocols that comply with the requirements of Good Manufacturing Practice ("GMP") standards as promulgated in the U.S. Code of Federal Regulations and enforced by the U.S. Food and Drug Administration ("FDA").

We have never been profitable and have incurred net losses on an annual basis since inception. Substantially all of our net losses resulted from costs incurred in connection with our research and development programs and from general and administrative costs associated with our operations. We expect to continue to incur operating losses for at least the foreseeable future. Our net losses may fluctuate significantly from quarter to quarter and year to year.

We do not expect to generate any revenues from sales of any therapeutic products until we successfully complete development and obtain regulatory approval for one or more of our product candidates, which we expect will take a number of years. If we obtain regulatory approval for any of our product candidates, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing and distribution. Accordingly, we will seek to fund our operations through public or private equity or debt financings or other sources, including one or more collaborative arrangements with larger companies to share specified development and commercialization expenses. However, we may be unable to raise additional funds or enter into such other arrangements when needed on favorable terms or at all. Our failure to raise capital or enter into such other arrangements when needed would have a negative effect on our financial condition and ability to develop our product candidates.

COVID-19 Pandemic

The impact of the COVID-19 pandemic has been and will likely continue to be extensive in many aspects of society, which has resulted in and will likely continue to result in significant disruptions to the global economy, as well as businesses and capital markets around the world. Impacts to our business have included a reduction in sales volume primarily from media sales in our biomedical market segment and professional channel sales in our anti-aging market segment, temporary or reduced occupancy of portions of our manufacturing facilities, and disruptions or restrictions on our employee's ability to travel to such manufacturing facilities which caused minor delays in manufacturing. Our manufacturing facilities continue to operate as they are deemed essential suppliers in accordance with laws applicable to California and Maryland. We have taken precautionary measures to better ensure the health and safety of our workers, including staggering employees' shifts and isolating at-risk employees.

The scope and duration of these delays and disruptions, and the ultimate impacts of COVID-19 on our operations, are currently unknown. We are continuing to actively monitor the situation and may take further precautionary and preemptive actions as may be required by federal, state or local authorities or that we determine are in the best interests of public health and safety. We cannot predict the effects that such actions, or the impact of COVID-19 on global business operations and economic conditions, may have on our business, strategy, collaborations, or financial and operating results.

Market Opportunity and Growth Strategy

Therapeutic Market – Clinical Applications of hpSCs for Disease Treatments. With respect to therapeutic research and product candidates, we focus on applications where cell and tissue therapy is already proven but where there is an insufficient supply of safe and functional cells or tissue. We believe that the most promising potential clinical applications of our technology are: 1) Parkinson's disease ("PD"); 2) traumatic brain injury ("TBI"); and 3) metabolic/liver diseases. Using our proprietary technologies and know-how, we are creating neural stem cells from hpSCs as a potential treatment of PD and TBI, and stroke, and liver cells from hpSCs that may be able to treat a variety of hepatic and metabolic liver diseases.

Our most advanced project is the neural stem cell program for the treatment of Parkinson's disease. In 2013, we published in Nature Scientific Reports the basis for our patent on a new method of manufacturing neural stem cells which is used to produce the clinical-grade cells necessary for future clinical studies and commercialization. In 2014, we completed the majority of the preclinical research establishing the safety profile of neural stem cells in various animal species including non-human primates. In June 2016, we published the results of a 12-month pre-clinical non-human primate study that demonstrated the safety, efficacy and mechanism of action of the ISC-hpNSC®. In 2017, we began our Phase I trial of ISC-hpNSC®, human parthenogenetic stem cell-derived neural stem cells for the treatment of Parkinson's disease. This trial involves three groups, each with four patients, with each group receiving an increasing amount of ISC-hpNSC® via intracerebral transplantation. Patients are evaluated for 12 months (active phase of the study) with an additional 5-year observational follow-up period to assess safety. We reported 12-month results from the first cohort and 6-month interim results from the second cohort at the Society for Neuroscience annual meeting (Neuroscience 2018) in November 2018. In April 2019, we announced the completion of subject enrollment, with the 12th subject receiving a transplantation of the highest dose of cells. There have been no safety signals or serious adverse effects seen to date as related to the transplanted ISC-hpNSC® cells. We anticipate providing full results of the phase I clinical study by the end of 2020.

In November 2014, in an important ruling the FDA cleared ISCO's human parthenogenetic stem cell line for investigational clinical use. This was a necessary step in the process of advancing stem cell therapies based on ISCO's core technology into clinical development and on to commercialization. Although the Phase I study is conducted in Australia, and therefore not subject to FDA oversight, we anticipate that a significant portion of future studies will be carried out in the United States where this approval is necessary.

In August 2014, we announced the launch of a stroke program, evaluating the use of ISC-hpNSC® transplantation for the treatment of ischemic stroke using a rodent model of the disease. The Company has a considerable amount of safety data on ISC-hpNSC® from the Parkinson's disease program and, as there is evidence that transplantation of ISC-hpNSC® may improve patient outcomes as an adjunctive therapeutic strategy in stroke, having a second program that can use this safety dataset is therefore a logical extension. In 2015, the Company together with Tulane University demonstrated that neural stem cells can significantly reduce neurological dysfunction after a stroke in animal models.

In October 2016, we announced the results of the pre-clinical rodent study, evaluating the use of ISC-hpNSC® transplantation for the treatment of TBI. The study was conducted at the University of South Florida Morsani College of Medicine. We demonstrated that animals receiving injections of ISC-hpNSC® displayed the highest levels of improvements in cognitive performance and motor coordination compared to vehicle control treated animals. In February 2019, we published the results of the pre-clinical study in *Theranostics*, a prestigious peer-reviewed medical journal. The publication titled, "Human parthenogenetic neural stem cell grafts promote multiple regenerative processes in a traumatic brain injury model," demonstrated that the clinical-grade neural stem cells used

in our Parkinson's disease clinical trial, ISC-hpNSC®, significantly improved TBI-associated motor, neurological, and cognitive deficits without any safety issues.

Biomedical Market – Primary Human Cell Research Products. Our wholly-owned subsidiary Lifeline Cell Technology, LLC develops, manufactures and commercializes over 200 human cell culture products, including frozen human "primary" cells and the reagents (called "media") needed to grow, maintain and differentiate the cells. LCT's scientists have used a technology called basal medium optimization to systematically produce optimized products designed to culture specific human cell types and to elicit specific cellular behaviors. These techniques also produce products that do not contain non-human animal proteins, a feature desirable to the research and therapeutic markets. Each LCT cell product is quality tested for the expression of specific markers (to assure the cells are the correct type), proliferation rate, viability, morphology and absence of pathogens. Each cell system also contains associated donor information and all informed consent requirements are strictly followed. LCT's research products are marketed and sold by its internal sales force, OEM partners and LCT brand distributors in Europe and Asia.

Anti-Aging Market – Skin Care Products. Our wholly-owned subsidiary Lifeline Skin Care, Inc. develops, manufactures and offers for sale anti-aging skin care products based on two core technologies: encapsulated extract derived from hpSC and specially selected targeted small molecules. Products containing stem cell technology include: Defensive Day Serum, Recovery Night Serum, Firming Eye Complex, Neck Firming Complex, Aqueous Gel Serum, Intense Moisture Serum, and the ProPLUS Advanced Aqueous Treatment. Products based on the proprietary targeted small molecule technology include: retail and professional formulas of the Collagen Booster (Molecular Renewal Serum), retail and professional formulas of the Elastin Booster, and Brightening Toner. LSC's products are regulated as cosmetics. LSC's products are sold domestically through ecommerce partners and through the professional channel (including dermatologists, plastic surgeons, medical, day and resort spas).

In response to COVID-19, we are continuing to assess potential market opportunities, including the development of new products or services, to address shifting demand and the needs of global health service providers.

Results of Operations

Comparison of the Three Months Ended September 30, 2020 and 2019

The following table summarizes our results of operations for the three months ended September 30, 2020 and 2019, together with the dollar and percent change in those items (in thousands):

	Three Months Ended September 30,			
	2020	2019	\$ Change	% Change
Product sales	\$ 1,481	\$ 2,096	\$ (615)	-29%
Cost of sales	563	799	(236)	-30%
<i>As a % of revenues</i>	<i>38%</i>	<i>38%</i>		
Research and development	255	79	176	223%
Selling and marketing	403	626	(223)	-36%
General and administrative	1,058	1,405	(347)	-25%
Other income (expense), net	254	816	(562)	-69%
Net loss	\$ (544)	\$ 3	\$ (547)	-18,233%
<i>As a % of revenues</i>	<i>-37%</i>	<i>0%</i>		

Product Sales

Product sales revenue for the three months ended September 30, 2020, was \$1.5 million, compared to \$2.1 million for the three months ended September 30, 2019. The decrease of \$615,000, or 29%, was primarily attributable to a \$516,000 decrease in media product sales in our biomedical market segment and a \$96,000 decrease in professional channel sales in our anti-aging market in 2020 compared to 2019, partially offset by a \$32,000 increase in cell product sales in our biomedical market.

Our media product sales were adversely impacted by COVID-19 as universities and research laboratories in the United States closed, slowed or shifted operations during the beginning of the second quarter of 2020, which largely persisted into the third quarter of 2020. In addition, original equipment manufacturers have reduced purchases as inventory turnover has slowed. This may result in a continued decline in biomedical product sales as such customers deplete excess inventory through the remainder of 2020 and beyond.

Our professional skin care products, which are largely marketed to medical professionals and spas that offer walk-up retail, have experienced a significant decline in customer demand due to COVID-19 and the related restrictions as these businesses have continued

with limited or reduced operations during the quarter ended September 30, 2020. Product sales from our ecommerce partners have remained consistent year-over-year.

Cost of Sales

Cost of sales for the three months ended September 30, 2020, was \$563,000, compared to \$799,000 for the three months ended September 30, 2019. The decrease of \$236,000, or 30%, was primarily attributable to a \$291,000 decrease in costs as a result of decreased product sales and a \$106,000 decrease in inventory transactions including a reduction in allowance for inventory excess and obsolescence, partially offset by a \$161,000 increase in cost of sales due to unfavorable manufacturing variances and absorption due to reduced customer demand. Profit margins remained consistent for the three months ended September 30, 2020 compared to 2019. We may modify or expand certain product promotions and discounts through the end of 2020 as we continue to assess the ongoing impact of COVID-19 on our business which may have an adverse impact on our profit margins.

Cost of sales consists primarily of salaries and benefits associated with employee efforts expended directly on the production of the Company's products, as well as related direct materials, general laboratory supplies and an allocation of overhead. We aim to continue refining our manufacturing processes and supply chain management to improve the cost of sales as a percentage of revenue for both LCT and LSC.

Research and Development Expenses

Research and development expenses for the three months ended September 30, 2020, was \$255,000, compared to \$79,000 for the three months ended September 30, 2019. The increase of \$176,000, or 223%, was primarily attributable to a \$363,000 decrease in our research and development tax credit related to qualifiable expenditures from our research and development activities of our Australia subsidiary, Cyto Therapeutics, which was recognized during the third quarter of 2019 and reduced research and development expenses for that period, and a \$15,000 increase in consulting expenses during the third quarter of 2020. This was partially offset by a \$174,000 decrease in personnel-related costs and stock-based compensation primarily as a result of headcount reductions following the conclusion of the treatment phase of the clinical trial in Australia, and a \$26,000 decrease in materials, supplies and testing related expenses.

Our research and development efforts are primarily focused on the development of treatments for Parkinson's disease, traumatic brain injury, liver diseases, stroke, and the creation of new GMP grade human parthenogenetic stem cell lines. These projects are long-term investments that involve developing both new stem cell lines and new differentiation techniques that can provide higher purity populations of functional cells. Research and development expenses are expensed as incurred and are accounted for on a project-by-project basis. However, much of our research has potential applicability to each of our projects.

Selling and Marketing Expenses

Selling and marketing expenses for the three months ended September 30, 2020, was \$403,000, compared to \$626,000 for the three months ended September 30, 2019. The decrease of \$223,000, or 36%, was primarily attributable to a \$133,000 decrease in personnel-related costs, sales commissions and stock-based compensation primarily as a result of headcount reductions, and a \$39,000 decrease in marketing materials and samples.

General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2020, was \$1.1 million, compared to \$1.4 million for the three months ended September 30, 2019. The decrease of \$347,000, or 25%, was primarily attributable to a decrease in personnel-related costs and stock-based compensation of \$183,000 primarily as a result of headcount reductions, a \$79,000 decrease in impairment of intangible assets, a \$47,000 decrease in accounting fees and a \$40,000 decrease in legal fees, partially offset by a \$16,000 increase in director and officer liability insurance.

Other Income (Expense), Net

Other income (expense), net, for the three months ended September 30, 2020, was \$254,000, compared to \$816,000 for the three months ended September 30, 2019. The decrease of \$562,000, or 69%, was primarily attributable to the change in the fair value of the warrant liability.

Comparison of the Nine Months Ended September 30, 2020 and 2019

The following table summarizes our results of operations for the nine months ended September 30, 2020 and 2019, together with the dollar and percent change in those items (in thousands):

	Nine Months Ended September 30,			
	2020	2019	\$ Change	% Change
Product sales	\$ 5,652	\$ 6,635	\$ (983)	-15%
Cost of sales	2,138	2,497	(359)	-14%
As a % of revenues	38%	38%		
Research and development	758	1,001	(243)	-24%
Selling and marketing	1,347	2,057	(710)	-35%
General and administrative	3,494	4,324	(830)	-19%
Other income (expense), net	82	1,692	(1,610)	-95%
Net loss	\$ (2,003)	\$ (1,552)	\$ (451)	29%
As a % of revenues	-35%	-23%		

Product Sales

Product sales revenue for the nine months ended September 30, 2020, was \$5.7 million, compared to \$6.6 million for the nine months ended September 30, 2019. The decrease of \$983,000, or 15%, was primarily attributable to a \$840,000 decrease in media product sales in our biomedical market segment and a \$271,000 decrease in professional channel sales in our anti-aging market in 2020 compared to 2019, partially offset by a \$68,000 increase in cell product sales in our biomedical market segment and a \$63,000 increase in ecommerce sales in our anti-aging market.

Our media product sales were adversely impacted by COVID-19 as universities and research laboratories in the United States closed, slowed or shifted operations during 2020. In addition, original equipment manufacturers have reduced purchases as inventory turnover has slowed. This may result in a continued decline in product sales as such customers deplete excess inventory through the remainder of 2020 and beyond.

Our professional skin care products, which are largely marketed to medical professionals and spas that offer walk-up retail, have experienced a significant decline in customer demand due to COVID-19 and the related restrictions as these businesses have continued with limited or reduced operations during the nine months ended September 30, 2020. The decline in professional product sales was partially offset by an increase in ecommerce sales year-over-year.

Cost of Sales

Cost of sales for the nine months ended September 30, 2020, was \$2.1 million, compared to \$2.5 million for the nine months ended September 30, 2019. The decrease of \$359,000, or 14%, was primarily attributable to a \$504,000 decrease in costs as a result of decreased product sales and a \$67,000 decrease in inventory transactions including a reduction in allowance for inventory excess and obsolescence, partially offset by a \$212,000 increase in cost of sales due to unfavorable manufacturing variances and absorption due to reduced customer demand. Profit margins remained consistent for the nine months ended September 30, 2020 compared to 2019. We may modify or expand certain product promotions and discounts through the end of 2020 as we further assess the impact of COVID-19 on our business which may have an adverse impact on our profit margins.

Cost of sales consists primarily of salaries and benefits associated with employee efforts expended directly on the production of the Company's products, as well as related direct materials, general laboratory supplies and an allocation of overhead. We aim to continue refining our manufacturing processes and supply chain management to improve the cost of sales as a percentage of revenue for both LCT and LSC.

Research and Development Expenses

Research and development expenses for the nine months ended September 30, 2020, was \$758,000, compared to \$1.0 million for the nine months ended September 30, 2019. The decrease of \$243,000, or 24%, was primarily attributable to a \$620,000 decrease in personnel-related costs and stock-based compensation primarily as a result of headcount reductions following the conclusion of the treatment phase of the clinical trial in Australia, and a \$63,000 decrease in materials and supplies, partially offset by a \$458,000 decrease in our research and development tax credit related to qualifiable expenditures from our research and development activities of our Australia subsidiary, Cyto Therapeutics, which reduced research and development expenses for the nine months ended

September 30, 2020 and 2019. We expect to continue to experience a decline in research and development expense for the year ending 2020 as we await results from our phase 1 clinical trial of ISC-hpNSC®, which are expected to be received by the end of 2020.

Our research and development efforts are primarily focused on the development of treatments for Parkinson's disease, traumatic brain injury, liver diseases, stroke, and the creation of new GMP grade human parthenogenetic stem cell lines. These projects are long-term investments that involve developing both new stem cell lines and new differentiation techniques that can provide higher purity populations of functional cells. Research and development expenses are expensed as incurred and are accounted for on a project-by-project basis. However, much of our research has potential applicability to each of our projects.

Selling and Marketing Expenses

Selling and marketing expenses for the nine months ended September 30, 2020, was \$1.3 million, compared to \$2.1 million for the nine months ended September 30, 2019. The decrease of \$710,000, or 35%, was primarily attributable to a \$409,000 decrease in personnel-related costs, sales commissions and stock-based compensation, primarily as a result of headcount reductions, a \$139,000 decrease in marketing and tradeshow related expenses and a \$68,000 decrease in consulting and creative services.

General and Administrative Expenses

General and administrative expenses for the nine months ended September 30, 2020, was \$3.5 million, compared to \$4.3 million for the nine months ended September 30, 2019. The decrease of \$830,000, or 19%, was primarily attributable to a \$354,000 decrease in accounting and filing-related fees, a \$282,000 decrease in personnel-related costs and stock-based compensation, primarily as a result of headcount reductions, a \$79,000 decrease in impairment of intangible assets, a \$63,000 decrease in consulting and legal fees, and a \$46,000 decrease in investor relations fees, partially offset by a \$48,000 increase in director and office liability insurance.

Other Income (Expense), Net

Other income (expense), net, for the nine months ended September 30, 2020, was \$82,000, compared to other income (expense), net, of \$1.7 million for the nine months ended September 30, 2019. The decrease of \$1.6 million, or 95%, was primarily attributable to the change in the fair value of the warrant liability.

Liquidity and Capital Resources

As of September 30, 2020, we had an accumulated deficit of approximately \$108.4 million and have, on an annual basis, incurred net losses and negative operating cash flows since inception. Substantially all of our operating losses have resulted from the funding of our research and development programs and general and administrative expenses associated with our operations. We incurred net losses of \$2.0 million and \$1.6 million for nine months ended September 30, 2020 and 2019, respectively. As of September 30, 2020, we had cash of \$1.0 million, compared to \$484,000 as of December 31, 2019.

In May 2020, we received a \$654,000 loan (the "PPP Loan") from the U.S. Small Business Administration ("SBA") Paycheck Protection Program ("PPP") which provided additional liquidity to support our current operations. We have used the full amount of proceeds from the PPP Loan for what we believe to be qualifying expenses and intend to apply for forgiveness for at least a portion of the PPP Loan. There is no assurance that we will be able to obtain forgiveness of the PPP Loan in whole or in part. The terms of the PPP Loan, including eligibility and forgiveness, may be subject to further requirements in regulations and guidance adopted by the SBA. Our primary use of cash is to continue to fund our research and development programs and operations.

Cash Flows

Comparison of the Nine Months Ended September 30, 2020 and 2019

The following table provides information regarding our cash flows for the nine months ended September 30, 2020 and 2019 (in thousands):

	Nine Months Ended September 30,	
	2020	2019
Net cash used in operating activities	\$ (30)	\$ (1,016)
Net cash used in investing activities	(82)	(396)
Net cash provided by financing activities	654	800
Net increase (decrease) in cash	\$ 542	\$ (612)

Operating Cash Flows

For the nine months ended September 30, 2020, net cash used in operating activities was \$30,000, resulting primarily from our net loss of \$2.0 million, offset by non-cash adjustments of stock-based compensation expense of \$1.0 million, depreciation and amortization of \$192,000 and operating lease expense of \$199,000, coupled with net changes in operating assets and liabilities of \$555,000. For the nine months ended September 30, 2019, net cash used in operating activities was \$1.0 million, resulting primarily from our net loss of \$1.6 million, non-cash adjustments of stock-based compensation of \$1.6 million, depreciation and amortization of \$203,000 and operating lease expense of \$222,000, offset by \$1.7 million for change in fair value of warrant liability, and net changes in operating assets and liabilities of \$18,000.

Investing Cash Flows

Net cash used in investing activities for the nine months ended September 30, 2020 was \$82,000, compared to \$396,000 for the nine months ended September 30, 2019. The decrease of \$314,000 was attributable to a decrease in payments for patent licenses of \$192,000 and a decrease in purchases of property and equipment of \$122,000 year-over-year.

Financing Cash Flows

Net cash provided by financing activities for the nine months ended September 30, 2020 was \$654,000, compared to \$800,000 for the nine months ended September 30, 2019. The decrease of \$146,000 was attributable to proceeds from a note payable from a related party of \$800,000 received in the prior year, offset by proceeds from the Paycheck Protection Program loan of \$654,000 in the current year.

Funding Requirements

Management continues to evaluate various financing sources and options to raise working capital to help fund our current research and development programs and operations. We will need to obtain significant additional capital from sources including exercise of outstanding warrants, equity and/or debt financings, license arrangements, grants and/or collaborative research arrangements to sustain our operations and develop products. Unless we obtain additional financing, we do not have sufficient cash on hand to sustain our operations at least through one year after the issuance date. The timing and degree of any future capital requirements will depend on many factors, including:

- the accuracy of the assumptions underlying our estimates for capital needs in 2020 and beyond;
- the extent that revenues from sales of LSC and LCT products cover the related costs and provide capital;
- scientific progress in our research and development programs;
- the magnitude and scope of our research and development programs and our ability to establish, enforce and maintain strategic arrangements for research, development, clinical testing, manufacturing and marketing;
- our progress with preclinical development and clinical trials;
- the time and costs involved in obtaining regulatory approvals;
- the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims;
- the number and type of product candidates that we pursue; and
- the development of major public health concerns, including COVID-19 or other pandemics arising globally, and the current and future impact that such concerns may have on our operations and funding requirements.

As a result of the COVID-19 pandemic and actions taken to slow its spread, the global credit and financial markets have recently experienced extreme volatility and disruptions, including inconsistent liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates and uncertainty about economic stability. As the pandemic continues and restrictions remain in place or new restrictions are imposed, it may make any additional debt or equity financing more difficult, more costly and more dilutive. Our failure to raise capital or enter into applicable arrangements when needed would have a negative impact on our financial condition. Additional debt financing may be expensive and require the Company to pledge all or a substantial portion of its assets. Further, if additional funds are obtained through arrangements with collaborative partners, these arrangements may require the Company to relinquish rights to some of its technologies, product candidates or products that the Company would otherwise seek to develop and commercialize on its own. If sufficient capital is not available, the Company may be required to delay, reduce the scope of or eliminate one or more of its product initiatives.

We currently have no revenue generated from our principal operations in therapeutic and clinical product development through research and development efforts. There can be no assurance that we will be successful in maintaining our normal operating cash flow and obtaining additional funds and that the timing of our capital raising or future financing will result in cash flow sufficient to sustain our operations at least through one year after the issuance date.

Based on the factors above, there is substantial doubt about our ability to continue as a going concern. The condensed consolidated financial statements were prepared assuming that we will continue to operate as a going concern. The condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty. Management's plans in regard to these matters are focused on managing our cash flow, the proper timing of our capital expenditures, and raising additional capital or financing in the future.

Critical Accounting Policies and Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States of America and the rules and regulations of the Securities and Exchange Commission. The preparation of these condensed consolidated financial statements requires us to make judgements and estimates that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statement, and the reported amounts of revenues, costs and expenses during the reporting periods.

Our estimates are based on our historical experience, known trends and events, and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities and amount of expense recognized that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We evaluate our estimates and assumptions on an ongoing basis. The effects of material revisions in estimates, if any, will be reflected in the consolidated financial statements prospectively from the date of the change in estimates.

There have been no material changes to our critical accounting policies and estimates during the three months ended September 30, 2020 from those disclosed in "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K.

Recently Issued Accounting Pronouncements

A description of recently issued accounting pronouncements that may potentially impact our financial position and results of operations is disclosed in Note 1 to our condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q.

Contractual Obligations and Commitments

There have been no material changes to our contractual obligations and commitments outside the ordinary course of business during the nine months ended September 30, 2020 from those disclosed in "Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

As of September 30, 2020, we did not have any relationship with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance variable interests, or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements. In addition, we did not engage in trading activities involving non-exchange traded contracts. As a result, we are not exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships. We do not have relationships and transactions with persons and entities that derive benefits from their non-independent relationship with us or our related parties except as disclosed herein.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company, as defined by Rule 12b-2 of the Exchange Act, and are not required to provide the information required under this item.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(e) and 15d-15(e) under the Exchange Act, the Company, with the participation of management, including our Chief Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in such rules) as of the end of the period covered by this report. Based on this evaluation, management concluded that, at September 30, 2020, our disclosure controls and procedures were not effective due to a material weakness in internal control over financial reporting including the areas of financial reporting and technical accounting, disclosures of equity, complex, non-routine, and significant transactions, and adoption of new accounting standards, collectively resulting from lack of continuity and sufficient accounting and finance resources.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Principal Financial Officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Changes in Internal Control Over Financial Reporting

As a result of the material weaknesses described above, there were changes in internal control over financial reporting during the quarter ended September 30, 2020 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting. This includes the design and implementation of the following measures:

- Contracted with an external financial consultant group that specializes in complex accounting transactions and reporting.
- Redesigned controls and procedures over financial statement reporting, including certain controls related to identification of complex, non-routine, and significant transactions.
- Enhanced review procedures by management and our external financial consultant group related to key financial statement account reconciliations.
- Mitigated deficiencies over segregation of duties by realigning the performance of certain control objectives within the accounting function.

Although the material weaknesses noted above continued to exist as of September 30, 2020, management believes that when fully implemented and operational, these measures will appropriately remediate the material weaknesses and strengthen our internal control over financial reporting. Aside from these measures, there have no other changes in our internal control over financial reporting during the quarter ended September 30, 2020 that our certifying officers concluded materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

We have not experienced any material impact to our internal controls over financing reporting despite the fact that a portion of our employees are working remotely due to the COVID-19 pandemic.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in "Part I – Item 1A. Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2019 filed with the SEC on June 1, 2020.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Exhibit Index

Exhibit	Description
3.1	<u>Certificate of Incorporation (incorporated by reference to Exhibit 3.4 of the Registrant's Form 10-SB filed on April 4, 2006).</u>
3.2	<u>Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Preliminary Information Statement on Form 14C filed on December 29, 2006).</u>
3.3	<u>Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on June 4, 2012).</u>
3.4	<u>Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on May 14, 2014).</u>
3.5	<u>Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on July 28, 2015).</u>
3.6	<u>Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on May 19, 2016).</u>
3.7	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on May 6, 2011).</u>
4.1	<u>Form of Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Form 10-KSB filed on April 9, 2007).</u>
4.2	<u>Certification of Designation of Series B Preferred Stock (incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on May 12, 2008).</u>
4.3	<u>Certification of Designation of Series D Preferred Stock (incorporated by reference to Exhibit 10.2 of the Registrant's Form 8-K filed on January 5, 2009).</u>
4.4	<u>Certificate of Designation of Series G Preferred Stock (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on March 14, 2012).</u>
4.5	<u>Certificate of Preferences, Rights and Limitations of Series I-1 Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on March 10, 2016).</u>
4.6	<u>Certificate of Preferences, Rights and Limitations of Series I-2 Convertible Preferred Stock (incorporated by reference to Exhibit 3.2 of the Registrant's Form 8-K filed on March 10, 2016).</u>
4.7	<u>Form of Series A Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on March 10, 2016).</u>
4.8	<u>Form of Placement Agent Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.4 of the Registrant's Form 8-K filed on March 10, 2016).</u>
31.1*	<u>Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.</u>
31.2*	<u>Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.</u>
32.1*	<u>Section 1350 Certification of Chief Executive Officer.</u>
32.2*	<u>Section 1350 Certification of Chief Financial Officer.</u>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

Exhibit	Description
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

SIGNATURES

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

INTERNATIONAL STEM CELL CORPORATION

Dated: November 12, 2020

By: /s/ ANDREY SEMECHKIN

Name: **Andrey Semechkin**

Title: **Chief Executive Officer**
(Principal Executive Officer)

By: /s/ SOPHIA GARNETTE

Name: **Sophia Garnette**

Title: **Vice President, Legal Affairs and Operations**
(Principal Financial Officer)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Andrey Semechkin, Chief Executive Officer of International Stem Cell Corporation, certify that:

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

Date: November 12, 2020

By: /s/ Andrey Semechkin
Andrey Semechkin
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Sophia Gamette, Vice President, Legal Affairs and Operations of International Stem Cell Corporation, certify that:

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

Date: November 12, 2020

By: /s/ Sophia Gamette
 Sophia Gamette
 Vice President, Legal Affairs and Operations
 (Principal Financial Officer)

CERTIFICATION 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 International Stem Cell Corporation (the "Company") for the quarter ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Andrey Semechkin, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

Date: November 12, 2020

By: /s/ Andrey Semechkin
Andrey Semechkin
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION 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 International Stem Cell Corporation (the "Company") for the quarter ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Sophia Gamette, Vice President, Legal Affairs and Operations of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

Date: November 12, 2020

By: /s/ Sophia Gamette
Sophia Gamette
Vice President, Legal Affairs and Operations
(Principal Financial Officer)