

Inhalon Biopharma, Inc.

Financial Conflict of Interest (FCOI) Policy

Investigators working on Public Health Services, National Institutes of Health, or National Science Foundation (**the Funding Agencies**) funded research must disclose significant financial interests that are related to the Investigator's institutional responsibilities. This Financial Conflict of Interest Policy describes certain obligations applicable to an Investigator's disclosure of potential Financial Conflicts of Interest (**FCOI**). The purpose of this policy is to comply with applicable regulations and to assist in the objectivity of the research conducted by Inhalon Biopharma, Inc. (**the Company**), its employees, contractors, and consultants.

Investigators are persons, regardless of title or position, who are responsible for the design, conduct, or reporting of research funded by the Funding Agencies, together with any other organizations providing funding through grants or contracts to which the regulations apply, including collaborators or consultants. This policy provides the framework to identify potential conflicts of interest.

This policy requires that each Investigator, subrecipient, subgrantee and collaborator affiliated with the Company on a Funding Agency project follow the regulations in 42 CFR 50, Subpart F, Promoting Objectivity in Research (FCOI Regulation) for grants and cooperative agreements and 45 CFR Part 94 for contracts.

Training is required related to FCOI and required under the regulations. All Company Investigators and all identified subrecipient vendors are required to complete the training. The training must be updated no less frequently than every four years; prior to engaging in research related to any grant funded by the Funding Agencies; and immediately for new Investigators or those not in compliance with this FCOI policy. Training and certification developed by NIH and acceptable to the other Funding Agencies is available on the NIH Web site:

https://grants.nih.gov/grants/policy/coi/tutorial2018/story_html5.html.

A Significant Financial Interest (**SFI**) is a financial interest consisting of one or more of the interests below of the Investigator (including those of the Investigator's spouse and dependent children) that reasonably appear to be related to the Investigator's institutional responsibilities. An SFI Disclosure is a report that each Investigator shall submit to the Company Policy Coordinator annually; in the event of certain sponsored travel, as set forth in the definition of SFI above; within thirty (30) days of an Investigator discovering or acquiring any SFI; and no later than at the time of application for research supported by the Funding Agencies. Any potential FCOI must be disclosed and recorded on the Company disclosure form.

An SFI exists if the value of any remuneration received in the twelve months preceding the disclosure and the value of any equity interest as of the date of disclosure, when aggregated, exceeds \$5,000. For the purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g. consulting fees, honoraria, paid authorship); the value of any equity interest in stock, stock options, or other ownership interest is as determined through reference to public prices and other reasonable measures of fair market value. With regard to any privately held entity, an SFI exists if the value of any remunerations from the entity in the twelve months preceding the disclosure, when aggregated, exceeds \$5,000, or when the Investigator (or the Investigator's spouse or dependent children) holds any equity interests (e.g. stock, stock options, or other ownership interest) or Intellectual property rights and interests (e.g. patents, copyrights), upon receipt of income related to such rights and interests.

SFI does not include financial interests such as salaries, royalties, or other remuneration paid by the Company to the Investigator if the Investigator is currently employed or otherwise appointed by the Company, including intellectual property rights assigned to the Company and agreements to share in royalties related to such rights; any ownership interest in the Institution held by the Investigator; income from investment vehicles, such as mutual funds and retirements accounts, as long as the Investigator does not directly control the investment decisions made in these vehicles; income from seminars, lectures, or teaching engagements sponsored by a federal, state or local government agency, an institution of higher education as defined at 20 U.S.C. 1001(a), an academic teaching hospital, a medical

center, research institute that is affiliated with an institution of higher education; or income from service on advisory committees or review panels for a federal, state or local government agency, an institution of higher education as defined at 20 U.S.C. 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education.

The Company Policy Coordinator reviews each SFI Disclosure to determine if any SFI is related to research funded by the Funding Agencies and if the SFI might be an FCOI. An SFI is related to Funding Agency research if the SFI could be affected by the research; or if the SFI is in an entity whose financial interest could be affected by the research. An SFI is an FCOI if the SFI could significantly affect the design, conduct, or reporting of the research. If no FCOI is found, the SFI Disclosure will be filed with the Company's disclosure records. If an FCOI is identified, an FCOI report including FCOI management plan will be submitted to the applicable Funding Agencies (or if the Company is a sub-grantee or sub-awardee, then the Company will report the FCOI under the applicable subgrant or subaward agreement) prior to expending any Funding Agency funds. The Company will report any new or newly identified FCOIs to the Funding Agency within 60 days, and will provide the status of the FCOI and any changes to the management plan at least annually. If an Investigator with an FCOI conducts funded research, the Company will disclose the FCOI in each public presentation related to the results of the research.

Subrecipients will be required in the written subrecipient agreement to comply with Funding Agency requirements (e.g. 45 CFR Part 94) and to report any FCOI to the Company prior to expenditure of funds and within 45 days the identified FCOI.

The Company maintains records of all FCOI-related records for at least three years from the date of submission of the final expenditures report for the applicable funding.

Funded research by any of the Funding Agencies excludes applications for Phase I support under the Small Business Innovation Research (SBIR) and Small Business Technology Transfer (STTR) programs.

If an Investigator fails to comply with the Company's FCOI policy, within 120 days, the Company will complete a retrospective review of the Investigator's activities to determine potential bias. If potential bias is judged to be present, the Company will submit a mitigation report to the applicable Funding Agency, in accordance with 42 CFR 50.605(b)(3), that addresses the impact of the bias on the research project and the actions it has taken to mitigate the bias. The Company will work with the Investigator to establish an FCOI management plan to mitigate the situation. The Company will require that the Investigator disclose the FCOI in each public presentation of research results and to request an addendum to previously published presentations. Investigator noncompliance with the Company's FCOI policy may result in administrative actions, including but not limited to letters of reprimand, restriction on the use of research funds, removal from the research project, etc.

Conflict of interests or questions should be discussed with the Company President or Policy Coordinator.