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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2022

☐ Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

Commission File Number: **001-37939**

MARKER THERAPEUTICS, INC.

(Name of registrant in its charter)

DELAWARE	**45-4497941**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3200 Southwest Freeway, Suite 2500 **Houston, Texas**	**77027**
(Address of principal executive offices)	(Zip Code)
(713) 400-6400	
(Issuer'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
Common Stock, par value $0.001 per share	MRKR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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, non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "accelerated filer", "large accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

As of May 1, 2022, the Company had 83,599,187 shares of common stock issued and outstanding.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MARKER THERAPEUTICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	$ 28,637,217	$ 42,351,145
Restricted cash	181,864	1,146,186
Prepaid expenses and deposits	2,196,225	2,484,634
Other receivables	2,185	237
Total current assets	31,017,491	45,982,202
Non-current assets:		
Property, plant and equipment, net	10,276,936	10,096,861
Construction in progress	4,089,135	2,225,610
Right-of-use assets, net	9,572,572	9,830,461
Total non-current assets	23,938,643	22,152,932
Total assets	**$ 54,956,134**	**$ 68,135,134**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 7,348,680	$ 11,134,913
Lease liability	683,969	620,490
Deferred revenue	181,864	1,146,186
Total current liabilities	8,214,513	12,901,589
Non-current liabilities:		
Lease liability, net of current portion	11,035,857	11,247,950
Total non-current liabilities	11,035,857	11,247,950
Total liabilities	19,250,370	24,149,539
Stockholders' equity:		
Preferred stock - $0.001 par value, 5 million shares authorized and 0 shares issued and outstanding at March 31, 2022 and December 31,2021, respectively	—	—
Common stock, $0.001 par value, 150 million shares authorized, 83.5 million and 83.1 million shares issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	83,451	83,079
Additional paid-in capital	443,651,176	442,020,871
Accumulated deficit	(408,028,863)	(398,118,355)
Total stockholders' equity	35,705,764	43,985,595
Total liabilities and stockholders' equity	**$ 54,956,134**	**$ 68,135,134**

See accompanying notes to these unaudited condensed consolidated financial statements.

MARKER THERAPEUTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2022	**2021**
Revenues:		
Grant income	$ 964,322	$ —
Total revenues	964,322	—
Operating expenses:		
Research and development	$ 7,026,066	$ 5,643,029
General and administrative	3,733,001	3,137,958
Total operating expenses	10,759,067	8,780,987
Loss from operations	(9,794,745)	(8,780,987)
Other income (expenses):		
Arbitration settlement	(118,880)	—
Interest income	3,117	1,537
Net loss	**$ (9,910,508)**	**$ (8,779,450)**
Net loss per share, basic and diluted	$ (0.12)	$ (0.16)
Weighted average number of common shares outstanding, basic and diluted	83,107,649	56,470,247

See accompanying notes to these unaudited condensed consolidated financial statements.

MARKER THERAPEUTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)

	For the Three Months Ended March 31, 2022				
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Par value			
Balance at January 1, 2022	**83,078,675**	**$ 83,079**	**$ 442,020,871**	**$ (398,118,355)**	**$ 43,985,595**
Stock-based compensation	372,512	372	1,630,305	—	1,630,677
Net loss	—	—	—	(9,910,508)	(9,910,508)
Balance at March 31, 2022	**83,451,187**	**$ 83,451**	**$ 443,651,176**	**$ (408,028,863)**	**$ 35,705,764**

	For the Three Months Ended March 31, 2021				
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Par value			
Balance at January 1, 2021	**50,731,072**	**$ 50,731**	**$ 383,533,326**	**$ (356,239,484)**	**$ 27,344,573**
Issuance of common stock for cash (net of offering cost of $3.9 million)	32,282,857	32,283	52,520,475	—	52,552,758
Stock-based compensation	—	—	1,377,038	—	1,377,038
Net loss	—	—	—	(8,779,450)	(8,779,450)
Balance at March 31, 2021	**83,013,929**	**$ 83,014**	**$ 437,430,839**	**$ (365,018,934)**	**$ 72,494,919**

See accompanying notes to these unaudited condensed consolidated financial statements.

MARKER THERAPEUTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2022	2021
Cash Flows from Operating Activities:		
Net loss	$ (9,910,508)	$ (8,779,450)
Reconciliation of net loss to net cash used in operating activities:		
Depreciation and amortization	576,331	502,743
Stock-based compensation	1,630,677	1,377,038
Amortization of right-of-use assets	257,889	251,626
Changes in operating assets and liabilities:		
Prepaid expenses and deposits	288,409	95,000
Other receivables	(1,948)	(308)
Accounts payable and accrued expenses	(3,953,976)	(1,482,473)
Deferred revenue	(964,322)	—
Lease liability	(148,614)	(64,329)
Net cash used in operating activities	(12,226,062)	(8,100,153)
Cash Flows from Investing Activities:		
Purchase of property and equipment	(826,583)	(442,277)
Cash used for construction in progress	(1,625,605)	(958,965)
Net cash used in investing activities	(2,452,188)	(1,401,242)
Cash Flows from Financing Activities:		
Proceeds from issuance of common stock, net	—	52,656,588
Net cash provided by financing activities	—	52,656,588
Net (decrease) increase in cash, cash equivlants and restricted cash	(14,678,250)	43,155,193
Cash, cash equivalents and restricted cash at beginning of the period	43,497,331	21,352,382
Cash, cash equivalents and restricted cash at end of the period	$ 28,819,081	$ 64,507,575

	For the Three Months Ended March 31,	
	2022	2021
Supplemental schedule of non-cash financing and investing activities:		
Offering cost not yet paid	$ —	$ 103,830
Reclassifications between construction in progress and fixed assets	$ —	$ 6,789,098
Capital expenditures included in accounts payable	$ 2,328,499	$ 220,168

See accompanying notes to these unaudited condensed consolidated financial statements.

MARKER THERAPEUTICS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2022
(Unaudited)

NOTE 1: NATURE OF OPERATIONS

Marker Therapeutics, Inc., a Delaware corporation (the "Company" or "we"), is a clinical-stage immuno-oncology company specializing in the development and commercialization of novel T cell-based immunotherapies and innovative peptide-based vaccines for the treatment of hematological malignancies and solid tumor indications. The Company's MultiTAA T cell technology is based on the selective expansion of non-engineered, tumor-specific T cells that recognize tumor associated antigens, which are tumor targets, and kill tumor cells expressing those targets. These T cells are designed to recognize multiple tumor targets to produce broad spectrum anti-tumor activity.

NOTE 2: BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and pursuant to the instructions to Form 10-Q and Article 8 of Regulation S-X of the Securities and Exchange Commission ("SEC") and on the same basis as the Company prepares its annual audited consolidated financial statements. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of such interim results.

The results for the condensed consolidated statement of operations are not necessarily indicative of results to be expected for the year ending December 31, 2022 or for any future interim period. The condensed consolidated balance sheet at March 31, 2022 has been derived from unaudited financial statements; however, it does not include all of the information and notes required by U.S. GAAP for complete financial statements. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2021 and notes thereto included in the Company's annual report on Form 10-K filed on March 17, 2022.

NOTE 3: LIQUIDITY , GOING CONCERN AND FINANCIAL CONDITION

As of March 31, 2022, the Company had cash, cash equivalents and restricted cash of approximately $28.8 million. The Company's activities since inception have consisted principally of acquiring product and technology rights, raising capital, and performing research and development. Successful completion of the Company's development programs and, ultimately, the attainment of profitable operations are dependent on future events, including, among other things, its ability to access potential markets; secure financing; successfully progress its product candidates through preclinical and clinical development; obtain regulatory approval of one or more of its product candidates; maintain and enforce intellectual property rights; develop a customer base; attract, retain and motivate qualified personnel; and develop strategic alliances and collaborations. From inception, the Company has been funded by a combination of equity and debt financings.

In August 2021, the Company entered into a Controlled Equity Offering Sales Agreement (the "ATM Agreement") with Cantor Fitzgerald & Co. and RBC Capital Markets, LLC (the "Sales Agents"), pursuant to which the Company can offer and sell, from time to time at its sole discretion through the Sales Agents, shares of its common stock having an aggregate offering price of up to $75.0 million. Any shares of its common stock sold will be issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-258687), which the SEC declared effective on August 19, 2021. The shelf registration statement on Form S-3 includes a prospectus supplement covering the offering up to $19.8 million of shares of common stock over the 12 months ending March 18, 2023 in accordance with the ATM agreement. The Sales Agents will be entitled to compensation under the Sales Agreement at a commission rate equal to 3.0% of the gross sales price per share sold under the ATM Agreement, and the Company has provided each of the Sales Agents with indemnification and contribution rights. From April 1, 2022 to the date of this filing, the Company sold 148,000 shares of its common stock under the ATM Agreement for net proceeds of $63,600.

In August 2021, the Company received notice of a Product Development Research award totaling approximately $13.1 million from the Cancer Prevention and Research Institute of Texas (“CPRIT”) to support the Company's Phase 2 clinical trial of its lead MultiTAA-specific T cell product MT-401. The CPRIT award is intended to support the adjuvant arm of the Company's Phase 2 clinical trial evaluating MT-401 when given as an adjuvant therapy to patients with acute myeloid leukemia following a hematopoietic stem cell transplant. The primary objectives of the adjuvant arm of the trial are to evaluate relapse-free survival after MT-401 treatment when compared with a randomized control group. To date, the Company has received $2.4 million of funds from the CPRIT grant.

On April 21, 2022, the Company entered into a binding services agreement (the “Agreement”), effective April 12, 2022, with Wilson Wolf Manufacturing Corporation (“Wilson Wolf”). Wilson Wolf is in the business of creating products and services intended to simply and expedite the transition of cell therapies and gene-modified cell therapies to mainstream society (the “Wilson Wolf Mission”). Pursuant to the Agreement, Wilson Wolf made a cash payment to the Company in the amount of $8.0 million.

The Company expects to continue to incur substantial losses over the next several years during its development phase. To fully execute its business plan, the Company will need to complete certain research and development activities and clinical trials. Further, the Company’s product candidates will require regulatory approval prior to commercialization. These activities will span many years and require substantial expenditures to complete and may ultimately be unsuccessful. Any delays in completing these activities could adversely impact the Company. The Company plans to meet its capital requirements primarily through issuances of debt and equity securities and, in the longer term, revenue from sales of its product candidates, if approved.

Based on the Company’s clinical and research and development plans and its timing expectations related to the progress of its programs, the Company expects that its cash, cash equivalents and restricted cash as of March 31, 2022 will enable the Company to fund its operating expenses and capital expenditure requirements into the second quarter of 2023. The Company has based this estimate on assumptions that may prove to be wrong, and the Company could utilize its available capital resources sooner than it currently expects. Furthermore, the Company’s operating plan may change, and it may need additional funds sooner than planned in order to meet operational needs and capital requirements for product development and commercialization. Because of the numerous risks and uncertainties associated with the development and commercialization of the Company’s product candidates and the extent to which the Company may enter into additional collaborations with third parties to participate in their development and commercialization, the Company is unable to estimate the amounts of increased capital outlays and operating expenditures associated with its current and anticipated clinical trials. The Company’s future funding requirements will depend on many factors, as it:

- initiates or continues clinical trials of its product candidates;
- continues the research and development of its product candidates and seeks to discover additional product candidates;
- seeks regulatory approvals for any product candidates that successfully complete clinical trials;
- maintains and enforces intellectual property rights;
- establishes sales, marketing and distribution infrastructure and scale-up manufacturing capabilities to commercialize any product candidates that may receive regulatory approval;
- evaluates strategic transactions the Company may undertake; and
- enhances operational, financial and information management systems and hires additional personnel, including personnel to support development of product candidates and, if a product candidate is approved, commercialization efforts.

We have no sources of revenue to provide incoming cash flows to sustain our future operations. As outlined above, our ability to pursue our planned business activities is dependent upon our successful efforts to raise additional capital.

These factors raise substantial doubt regarding our ability to continue as a going concern. Our condensed consolidated financial statements have been prepared on a going concern basis, which implies that we will continue to realize our assets and discharge our liabilities in the normal course of business. Our financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should we be unable to continue as a going concern.

In addition to the foregoing, based on the Company's current assessment, the Company does not expect any material impact on its long-term liquidity due to the COVID-19 pandemic. However, the Company will continue to assess the effect of the pandemic on its operations, including its clinical programs. The extent to which the COVID-19 pandemic will impact the Company's business and operations will depend on future developments that are highly uncertain and cannot be predicted with confidence, such as the geographic spread of the disease, the duration of the outbreak, the emergence of any new variant strains of COVID-19, the duration and effect of any future business disruptions in the United States and other countries to contain and treat the disease and the rate of public acceptance and efficacy of vaccines and other treatments. Further, disruption of global financial markets and a recession or market correction, including as a result of the COVID-19 pandemic and other global macroeconomic factors, could reduce the Company's ability to access capital, which could in the future negatively affect the Company's liquidity and could materially affect the Company's business and the value of its common stock.

On February 16, 2022, the Company received a notice from The Nasdaq Stock Market that the Company was not in compliance with Nasdaq's Listing Rule 5450(a)(1), as the minimum bid price of its common stock had been below $1.00 per share for 30 consecutive business days. The Company has 180 calendar days, or until August 15, 2022, to regain compliance with the minimum bid price requirement. To regain compliance, the minimum bid price of the Company's common stock must meet or exceed $1.00 per share for a minimum of ten consecutive business days during this 180-calendar day grace period. In the event the Company does not regain compliance with the minimum bid price requirement by August 15, 2022, the Company may be eligible for an additional 180-calendar day compliance period if it elects to transfer to the Nasdaq Capital Market to take advantage of the additional compliance period offered on that market. To qualify, the Company would be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for the Nasdaq Capital Market, with the exception of the bid price requirement, and would need to provide written notice of its intention to cure the bid price deficiency during the second compliance period.

NOTE 4: SIGNIFICANT ACCOUNTING POLICIES

Prior Period Reclassification

Certain reclassifications have been made to reclass certain non-cash capital expenditures on the condensed consolidated statements of cash flows from a cash outflow from investing activity to a non-cash investing activity. The Company has evaluated the materiality of this adjustment and concluded it was not material to the previously issued consolidated financial statements and had no impact to the reported condensed consolidated balance sheets, consolidated statements of operations or net loss per share.

For the three months ended March 31, 2021, this immaterial adjustment had the effect of decreasing net cash used in operating activities and increasing net cash used in investing activities by $1.0 million from what was previously reported.

Property and equipment - Construction in Progress

During the third and fourth quarters of 2021, and in connection with the Company's manufacturing facility in Houston, Texas, the Company incurred $2.2 million of costs pursuant to an agreement with a vendor to build and eventually install a second modular cleanroom. Additionally, during the first quarter of 2022, the Company incurred $1.9 million of costs related to the second modular cleanroom. Such costs were recorded in fixed assets – construction in progress on the balance sheet as of March 31, 2022. Upon completion and installation of the modular cleanroom, all costs associated with the buildout will be recorded as manufacturing equipment and amortized over the estimated useful life.

Grant Income

The Company recognizes grant income in accordance with the terms stipulated under the grant awarded to the Company's collaborators at the Mayo Foundation from the U. S. Department of Defense. In various situations, the Company receives certain payments from the Mayo Foundation for reimbursement of clinical supplies. These payments are non-refundable and are not dependent on the Company's ongoing future performance. The Company has adopted a policy of recognizing these payments when received and as revenue in accordance with Accounting Standards Update No. 2014 09, "Revenue from Contracts with Customers (Topic 606)" issued by FASB.

In August 2021, the Company received notice of a Product Development Research award totaling approximately $13.1 million from CPRIT to support the Phase 2 clinical trial of MT-401.

In accordance with ASC 730-20-25-8, the extent the financial risk associated with the research and development has been transferred to CPRIT, because repayment of the grant depends solely on the results of research and development having future economic benefit, the Company accounts for this obligation as a contract to perform research and development for others. The funds received from CPRIT will initially be recorded as a deferred credit in the Company's balance sheet.

Restricted cash received from grants in advance of incurring qualifying costs is recorded as deferred revenue and recognized as revenue when qualifying costs are incurred. The Company recorded $1.0 million of grant income related to the CPRIT grant as revenue for the three months ended March 31, 2022. At March 31, 2022, $0.2 million was recorded as restricted cash and deferred revenue on the Company's condensed consolidated financial statements.

New Accounting Standards

From time to time, new accounting pronouncements are issued by FASB or other standard setting bodies that the Company adopts as of the specified effective date. Unless otherwise discussed, the Company does not believe that the impact of recently issued standards that are not yet effective will have a material impact on its consolidated financial position or results of operations upon adoption.

NOTE 5: NET LOSS PER SHARE

Basic loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the reporting period. Diluted loss per common share is computed similarly to basic loss per common share except that it reflects the potential dilution that could occur if dilutive securities or other obligations to issue common stock were exercised or converted into common stock.

The following table sets forth the computation of net loss per share for the three months ended March 31, 2022 and 2021, respectively:

	For the Three Months Ended March 31,	
	2022	2021
Numerator:		
Net loss	$ (9,910,508)	$ (8,779,450)
Denominator:		
Weighted average common shares outstanding	83,107,649	56,470,247
Net loss per share:		
Basic and diluted	$ (0.12)	$ (0.16)

The following securities, rounded to the nearest thousand, were not included in the diluted net loss per share calculation because their effect was anti-dilutive for the periods presented:

	For the Three Months Ended March 31,	
	2022	2021
Common stock options	9,389,000	7,490,000
Common stock purchase warrants	19,830,000	20,830,000
Potentially dilutive securities	29,219,000	28,320,000

NOTE 6: PROPERTY AND EQUIPMENT

Property and equipment consist of the following as of March 31, 2022 and December 31, 2021, respectively:

	Estimated Useful Lives	March 31, 2022	December 31, 2021
Lab and manufacturing equipment	5 Years	$ 8,460,000	$ 7,851,000
Computers, equipment and software	3-5 Years	1,064,000	1,020,000
Office furniture	5 Years	896,000	793,000
Leasehold improvements	Lesser of lease term or estimated useful life	3,173,000	3,173,000
Total		13,593,000	12,837,000
Less: accumulated depreciation		(3,316,000)	(2,740,000)
Construction in progress		4,089,000	2,226,000
Total fixed assets, net		$ 14,366,000	$ 12,323,000

During the third and fourth quarters of 2021, and in connection with the Company's manufacturing facility in Houston, Texas, the Company incurred $2.2 million of costs pursuant to an agreement with a vendor to build and eventually install a second modular cleanroom. Additionally, during the first quarter of 2022, the Company incurred $1.9 million of costs related to the second modular cleanroom. Such costs were recorded in fixed assets – construction in progress on the balance sheet as of March 31, 2022. Upon completion and installation of the modular cleanroom, all costs associated with the buildout will be recorded as manufacturing equipment and amortized over the estimated useful life.

Depreciation expense for the three months ended March 31, 2022 and 2021 was approximately $0.6 million and $0.5 million, respectively.

$2.3 million of property and equipment transactions are included in accounts payable and accrued liabilities as of March 31, 2022.

NOTE 7: LEASES

The Company leases manufacturing, research and administrative facilities under operating leases. The Company evaluates its contracts to determine if an arrangement is a lease at inception and classify it as a finance or operating lease. Currently, all of the Company's leases are classified as operating leases. Leased assets and corresponding liabilities are recognized based on the present value of the lease payments over the lease term. The lease terms may include options to extend when it is reasonably certain that the Company will exercise that option.

Topic ASC 842 requires the Company to recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. Right-of-use assets are recorded in other assets on the Company's condensed consolidated balance sheets. Current and non-current lease liabilities are recorded in other accruals within current liabilities and other non-current liabilities, respectively, on its condensed consolidated balance sheets. Costs associated with operating leases are recognized on a straight-line basis within operating expenses over the term of the lease.

As of March 31, 2022, the Company had total operating lease liabilities of approximately $11.7 million and right-of-use assets of approximately $9.6 million, which were included in the condensed consolidated balance sheet.

Such leases do not require any contingent rental payments, impose any financial restrictions, or contain any residual value guarantees. Certain of the Company's leases include renewal options and escalation clauses; renewal options have not been included in the calculation of the lease liabilities and right-of-use assets as the Company is not reasonably certain to exercise the options. Variable expenses generally represent the Company's share of the landlord's operating expenses. The Company does not act as a lessor or have any leases classified as financing leases.

The following summarizes quantitative information about the Company's operating leases for the three months ended March 31, 2022 and 2021, respectively:

	For the Three Months Ended March 31,	
	2022	2021
Operating lease expense summary:		
Operating lease expense	$ 425,000	$ 425,000
Short-term lease expense	3,000	—
Variable lease expense	179,000	133,000
Total	$ 607,000	$ 558,000

	For the Three Months Ended March 31,	
	2022	2021
Other information:		
Operating cash flows - operating leases	$ 316,000	$ 238,000

The weighted-average remaining lease term as of March 31, 2022 and December 31, 2021 was approximately 8.2 years and 8.4 years, respectively. The weighted-average discount rate used to determine the operating lease liability as of March 31, 2022 and December 31, 2021 was approximately 5.7%.

Maturities of our operating leases, excluding short-term leases, are as follows:

Nine months ending December 31, 2022	$ 961,000
Year ended December 31, 2023	1,542,000
Year ended December 31, 2024	1,826,000
Year ended December 31, 2025	1,874,000
Year ended December 31, 2026	1,775,000
Thereafter	6,997,000
Total	14,975,000
Less present value discount	(3,255,000)
Operating lease liabilities included in the Condensed Consolidated Balance Sheet at March 31, 2022	$ 11,720,000

NOTE 8: ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following as of March 31, 2021 and December 31, 2021, respectively:

	March 31, 2022	December 31, 2021
Accounts payable	$ 5,016,000	$ 5,144,000
Compensation and benefits	747,000	2,055,000
Process development expenses	500,000	385,000
Professional fees	595,000	644,000
Technology license fees	250,000	250,000
Arbitration settlement fees	—	2,407,000
Other	241,000	250,000
Total accounts payable and accrued liabilities	$ 7,349,000	$ 11,135,000

NOTE 9: STOCKHOLDERS' EQUITY

Common Stock Transactions

Issuance of Restricted Stock Units to Executives

During the three months ended March 31, 2022, upon the recommendation of the compensation committee and pursuant to the Company's 2020 Equity Incentive Plan, the Company's board of directors approved the issuance of a total of 372,512 shares of common stock subject to restricted stock units, which were immediately vested upon grant, to certain executives as performance bonuses for 2021 performance

Share Purchase Warrants

A summary of the Company's share purchase warrants as of March 31, 2022 and changes during the period is presented below:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Total Intrinsic Value
Balance - January 1, 2022	**19,830,000**	**$ 4.42**	**1.70**	**$ —**
Warrants granted	—	—	—	—
Expired or cancelled	—	—	—	—
Balance - March 31, 2022	**19,830,000**	**4.42**	**1.46**	**—**

NOTE 10: STOCK-BASED COMPENSATION

Stock Options

2022 Equity Incentive Awards

On February 17, 2022, pursuant to the Company's 2020 Equity Incentive Plan, the compensation committee of the Company's board of directors approved a total of 1,250,000 options to purchase the Company's common stock as equity-based incentive awards to the Company's executive officers. Each option award was granted with an exercise price of $0.46 per share, the closing price of the Company's common stock on the Nasdaq Global Market on February 17, 2022, with the option award vesting in 48 equal monthly installments over a four-year period, subject to such executive officer's continued service on the applicable vesting date. Additionally, on February 17, 2022, the compensation committee of the Company's board of directors approved a total of 395,000 options to purchase the Company's common stock to non-executive employees of the Company as equity-based incentive awards. Each option award was granted with an exercise price of $0.46 per share, the closing price of the Company's common stock on the Nasdaq Global Market on February 17, 2022, with the option award vesting in 48 equal monthly installments over a four-year period, subject to such employee's continued service on the applicable vesting date.

The above awards were in addition to 175,000 stock option awards issued during the three months ended March 31, 2021 to new employees upon their commencement of employment with the Company. Each option award was granted with an exercise price of $1.00 per share, the closing price of the Company's common stock on the Nasdaq Global Market on January 3, 2022, with 25% of the option award vesting in one year and the remaining 75% vesting in 36 equal monthly installments thereafter over a three-year period, subject to such employee's continued service on the applicable vesting date.

A summary of the Company's stock option activity for the three months ended March 31, 2022 is as follows:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of January 1, 2022	7,686,233	$ 5.47	$ —	7.7
Granted	1,820,000	0.51	—	9.8
Canceled/Expired	(117,082)	2.60	—	—
Outstanding as of March 31, 2022	9,389,151	$ 4.54	$ —	7.9
Options vested and exercisable	4,798,325	$ 6.48	$ —	7.1

The Black-Scholes option pricing model is used to estimate the fair value of stock options granted under the Company's share-based compensation plans. The weighted average assumptions used in calculating the fair values of stock options that were granted during the three months ended March 31, 2022 was as follows:

	For the Three Months Ended March 31, 2022
Exercise price	$ 0.51
Expected term (years)	6.0
Expected stock price volatility	84 %
Risk-free rate of interest	2 %
Expected dividend rate	0 %

The following table sets forth stock-based compensation expenses recorded during the respective periods:

	For the Three Months Ended March 31,	
	2022	2021
Stock Compensation expenses:		
Research and development	$ 878,000	$ 696,000
General and administrative	753,000	681,000
Total stock compensation expenses	$ 1,631,000	$ 1,377,000

As of March 31, 2022, the total stock-based compensation cost related to unvested awards not yet recognized was $7.6 million. The expected weighted average period compensation costs to be recognized was approximately 1.9 years. Future option grants will impact the compensation expense recognized.

NOTE 11: GRANT INCOME

In August 2021, the Company received notice of a Product Development Research award totaling approximately $13.1 million from CPRIT to support the Company's Phase 2 clinical trial of MT-401. The CPRIT award is intended to support the adjuvant arm of the Company's Phase 2 clinical trial evaluating MT-401 when given as an adjuvant therapy to patients with acute myeloid leukemia following a hematopoietic stem cell transplant. The primary objectives of the adjuvant arm of the trial are to evaluate relapse-free survival after MT-401 treatment when compared with a randomized control group.

During the fourth quarter of 2021, the Company received $2.4 million advancement of funds in relation to the CPRIT grant. The Company recorded $1.0 million of grant income related to the CPRIT grant as revenue for the three months ended March 31, 2022. At March 31, 2022, $0.2 million was recorded as Restricted Cash and Deferred Revenue on the Company's consolidated financial statements.

NOTE 12: LEGAL PROCEEDINGS

From time to time, the Company may be party to ordinary, routine litigation incidental to their business. The Company knows of no material, active or pending legal proceedings against the Company, nor is the Company involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of the Company's directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to the Company's interest.

An arbitration proceeding was brought against the Company before the Financial Industry Regulatory Authority, Inc. ("FINRA") by a broker seeking to be paid compensation for two financing transactions that occurred in 2018, a warrant conversion and a private placement brokered by another broker. The broker's claims were based on a placement agent agreement for a private placement it brokered in 2017, under which it alleged it was entitled to compensation for the 2018 transactions. The FINRA panel found in favor of the broker and awarded the broker $2.4 million for compensation, interest and attorney fees. As of December 31, 2021, the Company recorded an accrual of $2.4 million in accrued liabilities on its consolidated balance sheet and a $2.4 million charge to other expenses. On September 17, 2021, the broker filed a petition to confirm the FINRA arbitration award in the Supreme Court of New York for the County of New York. The Company removed the case to the United States District Court for the Southern District of New York on September 27, 2021. On October 22, 2021, the Company filed a motion in federal court to vacate the award. On March 9, 2022, the Company was notified that its motion to vacate the award was denied and the broker was awarded an additional $0.1 million in interest. Post judgment interest accrued at 1.02% until the judgement was paid. The Company paid the $2.5 million judgement on March 24, 2022.

NOTE 13: RELATED PARTY TRANSACTIONS

The following table sets forth related party transaction expenses recorded for the three months ended March 31, 2022 and 2021, respectively.

	For the Three Months Ended March 31,	
	2022	2021
Baylor College of Medicine	$ 856,000	$ 422,000
Bio-Techne Corporation	101,000	46,000
Wilson Wolf Manufacturing Corporation	55,000	34,000
Total Research and development	$ 1,012,000	$ 502,000

$0.9 million of related party transactions are included in accounts payable and accrued liabilities as of March 31, 2022.

Agreements with The Baylor College of Medicine ("BCM").

In November 2018, January 2020 and February 2020, the Company entered in Sponsored Research Agreements with BCM, which provided for the conduct of research for the Company by credentialed personnel at BCM's Center for Cell and Gene Therapy.

In September 2019, May 2020 and July 2021, the Company entered into Clinical Supply Agreements with BCM, which provided for BCM to provide to the Company multi tumor antigen specific products.

In October 2019, the Company entered in a Workforce Grant Agreement with BCM, which provided for BCM to provide to the Company manpower costs of projects for manufacturing, quality control testing and validation run activities.

In August 2020, the Company entered in a Clinical Trial Agreement with BCM, which provided for BCM to provide to the Company investigator-initiated research studies.

The Company has also entered into a Clinical Site Agreement with BCM, which provided for BCM to conduct clinical trials for the Company.

Purchases from Bio-Techne Corporation.

The Company is currently utilizing Bio-Techne Corporation and two of its brands for the purchases of reagents, primarily cytokines. Mr. David Eansor is a member of the Company's board of directors and was serving as the President of the Protein Sciences Segment of Bio-Techne Corporation. Mr. Eansor resigned from Bio-Techne Corporation on March 1. 2022, and as such, two months of transactions in 2022 are included in the table above.

Purchases from Wilson Wolf Manufacturing Corporation.

The Company is currently utilizing Wilson Wolf Manufacturing Corporation for the purchases of cell culture devices called G-Rexes. Mr. John Wilson is a member of the Company's board of directors and is serving as the CEO of Wilson Wolf Manufacturing Corporation. Wilson Wolf Manufacturing became a related party during fiscal year 2021 due to the amounts of the Company's purchases and as such, $34,000 of purchases for the period ended March 31, 2021 were included in the table above.

NOTE 14: SUBSEQUENT EVENTS

On April 21, 2022, the Company entered into a binding services agreement (the "Agreement"), effective April 12, 2022, with Wilson Wolf Manufacturing Corporation ("Wilson Wolf"). Wilson Wolf is in the business of creating products and services intended to simply and expedite the transition of cell therapies and gene-modified cell therapies to mainstream society (the "Wilson Wolf Mission"). Pursuant to the Agreement, Wilson Wolf made a cash payment to the Company in the amount of $8.0 million, allocated as follows:

- $2.0 million as a prepaid expense for non-exclusive training of Wilson Wolf to make, use, and sell Marker's cell culture non-proprietary media formulation that has been cleared in an FDA investigational new drug application in pursuit of the Wilson Wolf Mission;
- $1.0 million as a prepaid expense for non-exclusive training of Wilson Wolf to replicate Marker's quality management system inclusive of all underlying documents related thereto, none of which shall include unique information specific to the manufacture of Marker's MultiTAA product candidates such as direct peptide stimulation, which Wilson Wolf shall use as it sees fit in pursuit of the Wilson Wolf Mission;
- $2.0 million as a prepaid expense for non-exclusive training of Wilson Wolf to be able to replicate Marker's cGMP-compliant, linearly scalable, G-Rex based T-cell manufacturing process which Wilson Wolf shall use as it sees fit in pursuit of the Wilson Wolf Mission; and
- $3.0 million as a prepaid expense under the hired to invent doctrine for Marker to train Wilson Wolf on its expertise in the optimization of T-cell therapy manufacturing processes using G-Rex and to conduct CAR T and TCR G-Rex Optimization Work under the direction of Wilson Wolf (the "Work Direction"), whereunder all intellectual property provided by Wilson Wolf or created or derived by Marker will be solely owned by Wilson Wolf, and whereby Marker will make good faith efforts to complete the conduct of such work as soon as practicable within 18 months from the date of the agreement. Wilson Wolf has agreed to pay Marker an additional $1.0 million if the Work Direction is completed within one year from the onset of the Agreement.

The Agreement shall continue until the fulfillment of all of Marker's obligations set forth in the Agreement or in any mutually agreed upon subsequent agreements. All intellectual property created or derived under the Work Direction will be owned by Wilson Wolf. The Agreement contains certain representations made by Marker, as well as a mutual confidentiality provision and an indemnification provision by Wilson Wolf in favor of Marker. Pursuant to the Agreement, in the event that Marker becomes insolvent, goes out of business, or an event other than force majeure occurs that cannot allow the Agreement to be fulfilled, Wilson Wolf will have right of first offer and right of first refusal for Marker's manufacturing facility provided it is able and willing to meet whatever financial obligations are required to do so and provided further that such clause will not apply in the event of a merger, reorganization or consolidation of Marker with a third party that results in the outstanding voting securities of Marker immediately prior thereto ceasing to represent, or being converted into or exchanged for voting securities that do not represent, at least fifty percent (50%) of the combined voting power of the voting securities of the surviving entity or the parent corporation of the surviving entity immediately after such merger, reorganization or consolidation, or the sale or other transfer of all or substantially all of Marker's business or assets. Marker agrees to assist as needed to the extent permitted under any applicable law (including bankruptcy or insolvency statutes). Further, prior to Marker undertaking any financing that would encumber any of Marker's assets necessary for Marker's performance under this Agreement, Wilson Wolf shall have the first right to provide such financing on equal terms to what Marker can obtain elsewhere.

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

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended, that involve risks and uncertainties. All statements other than statements relating to historical matters including statements to the effect that we "believe", "expect", "anticipate", "plan", "target", "intend" and similar expressions should be considered forward-looking statements. Our actual results could differ materially from those discussed in the forward-looking statements as a result of a number of important factors, including factors discussed in this section and elsewhere in this Quarterly Report on Form 10-Q, and the risks discussed in our other filings with the SEC. Such risks and uncertainties may be amplified by the COVID-19 pandemic and its potential impact on our business and the global economy. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis, judgment, belief or expectation only as the date hereof. We assume no obligation to update these forward-looking statements to reflect events or circumstance that arise after the date hereof.

As used in this quarterly report: (i) the terms "we", "us", "our", "Marker" and the "Company" mean Marker Therapeutics, Inc. and its wholly owned subsidiaries, Marker Cell Therapy, Inc. and GeneMax Pharmaceuticals Inc. which wholly owns GeneMax Pharmaceuticals Canada Inc., unless the context otherwise requires; (ii) "SEC" refers to the Securities and Exchange Commission; (iii) "Securities Act" refers to the Securities Act of 1933, as amended; (iv) "Exchange Act" refers to the Securities Exchange Act of 1934, as amended; and (v) all dollar amounts refer to United States dollars unless otherwise indicated.

The following should be read in conjunction with our unaudited condensed consolidated interim financial statements and related notes for the three months ended March 31,2022 included in this Quarterly Report.

Company Overview

We are a clinical-stage immuno-oncology company specializing in the development and commercialization of novel T cell-based immunotherapies and innovative peptide-based vaccines for the treatment of hematological malignancies and solid tumor indications. We developed our lead product candidates from our MultiTAA-specific T cell technology, which is based on the manufacture of non-engineered, tumor-specific T cells that recognize multiple tumor-associated antigens, or TAAs. MultiTAA-specific T cells are able to recognize multiple tumor targets to produce broad spectrum anti-tumor activity. When infused into a cancer patient, the MultiTAA-specific T cells are designed to kill cancer cells expressing the TAA targets and potentially recruit the patient's immune system to participate in the cancer killing process.

We licensed the underlying technology for MultiTAA-specific T cell therapy from BCM in March 2018. BCM had utilized the therapy in seven exploratory clinical trials. In these studies, BCM treated over 150 patients suffering from a variety of cancers including lymphoma, multiple myeloma, acute myeloid leukemia, acute lymphoblastic leukemia, pancreatic cancer, breast cancer and various sarcomas. In those studies, BCM saw evidence of clinical benefit, expansion of infused cells, epitope spreading, and decreased toxicity compared to other cellular therapies.

We are advancing three product candidates as part of our MultiTAA-specific T cell program for:

1. autologous treatment of lymphoma, and selected solid tumors
2. allogeneic T cells for the treatment of acute myeloid leukemia, or AML
3. off-the-shelf products in various indications

Our current clinical development programs are:

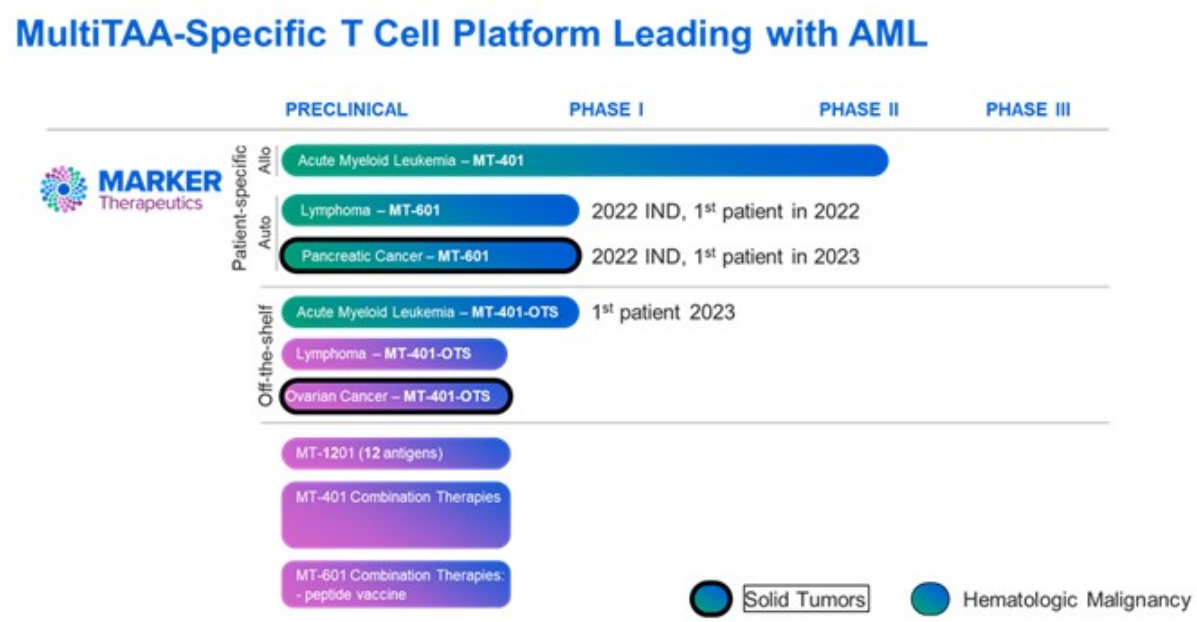
- MT-401 for the treatment of post-transplant AML, currently in a Phase 2 clinical trial
- MT-401-OTS for the treatment of AML, for which we expect to dose the first patient in a Phase 1 clinical trial in 2023
- MT-601 for the treatment of pancreatic cancer, for which we plan to submit an IND to the FDA in 2022 to initiate a Phase 1 trial in 2023
- MT-601 for the treatment of lymphoma, for which we plan to submit an IND to the FDA in 2022 to initiate a Phase 1 trial in 2022

We believe that the simplicity of our manufacturing process allows additional modifications to expand MultiTAA-specific T cell recognition of cancer targets. For example, we are currently analyzing the potential for a 12-antigen MultiTAA-specific T cell therapy and assessing the potential for combination therapies for our MultiTAA-specific T cell products.

We have positioned ourselves to be in full control of our research and development and clinical manufacturing needs by establishing a fully validated manufacturing facility. We believe that this has key advantages that distinguish us from our competitors, particularly because we are less reliant on contract manufacturing organizations, which are expensive and often have long lead times, shortages of skilled labor and a backlog of customers.

Pipeline

Our clinical-stage pipeline, including clinical trials being conducted by BCM and other partners, is set forth below:



Results of Operations

In this discussion of our results of operations and financial condition, amounts in financial tables, other than per-share amounts, have been rounded to the nearest thousand.

Comparison of the Three Months Ended March 31, 2022 and 2021

The following table summarizes the results of our operations for the three months ended March 31, 2022 and 2021:

	For the Three Months Ended March 31,		Change	
	2022	2021		
Revenues:				
Grant income	$ 964,000	$ —	$ 964,000	100 %
Total revenues	964,000	—	964,000	100 %
Operating expenses:				
Research and development	7,026,000	5,643,000	1,383,000	25 %
General and administrative	3,733,000	3,138,000	595,000	19 %
Total operating expenses	10,759,000	8,781,000	1,978,000	23 %
Loss from operations	(9,795,000)	(8,781,000)	(1,014,000)	12 %
Other income (expense):				
Loss on settlement	(119,000)	—	(119,000)	(100)%
Interest income	3,000	2,000	1,000	50 %
Net loss	**$ (9,911,000)**	**$ (8,779,000)**	**$ (1,132,000)**	**13 %**
Net loss per share, basic and diluted	$ (0.12)	$ (0.16)	$ 0.04	(25)%
Weighted average number of common shares outstanding	83,108,000	56,470,000	26,638,000	47 %

Revenue

We did not generate any revenue during the three months ended March 31, 2022 and 2021, respectively, from the sales or licensing of our product candidates.

In August 2021, we received notice of a Product Development Research award totaling approximately $13.1 million from the Cancer Prevention and Research Institute of Texas, or CPRIT, to support our Phase 2 clinical trial of MT-401. During the three months ended March 31, 2022, we recognized $1.0 million of revenue associated with the CPRIT grant.

Operating Expenses

Operating expenses incurred during the three months ended March 31, 2022 were $10.8 million compared to $8.8 million during the three months ended March 31, 2021.

Significant changes and expenditures in operating expenses are outlined as follows:

Research and Development Expenses

Research and development expenses increased by 25% to $7.0 million for the three months ended March 31, 2022, compared to $5.6 million for the three months ended March 31, 2021.

The increase of $1.4 million in 2022 was primarily attributable to the following:

- increase of $0.3 million in expenses related to our AML clinical trial,
- increase of $0.5 million in headcount-related expenses,
- increase of $0.4 million in sponsored research expenses from BCM agreements,
- increase of $0.1 million in other clinical expenses, and

- increase of $0.1 million in other operating expenses.

General and Administrative Expenses

General and administrative expenses were $3.7 million and $3.1 million for the three months ended March 31, 2022 and 2021, respectively.

The increase of $0.6 million in 2022 was primarily attributable to the following:

- increase of $0.2 million in legal and professional fees,
- increase of $0.2 million in stock-based compensation expenses, and
- increase of $0.2 million in other operating expenses.

Other Income (Expense)

Arbitration settlement

An arbitration proceeding was brought against us before the Financial Industry Regulatory Authority, Inc., or FINRA by a broker seeking to be paid compensation for two financing transactions that occurred in 2018, a warrant conversion and a private placement, each brokered by another broker. The broker's claims were based on a placement agent agreement for a private placement it brokered in 2017, under which it alleged it was entitled to compensation for the 2018 transactions. The FINRA panel found in favor of the broker and awarded the broker $2.4 million for compensation, interest and attorney fees, which we recorded in the year ended December 31, 2021. We removed the case to the United States District Court for the Southern District of New York on September 27, 2021. On October 22, 2021, we filed a motion in federal court to vacate the award. On March 9, 2022, we were notified that our motion to vacate the award was denied and the broker was awarded an additional $0.1 million in interest. Post judgment interest accrued at 1.02% until the judgement was paid. During the three months ended March 31, 2022, we recorded an additional $0.1 million of expense related to this matter. We paid the $2.5 million judgement on March 24, 2022.

Interest Income

Interest income was $3,000 and $2,000 for the three months ended March 31, 2022 and 2021, respectively, and was attributable to interest income relating to funds that are held in U.S. Treasury notes and U.S. government agency-backed securities.

Net Loss

The increase in our net loss during the three months ended March 31, 2022 compared to the three months ended March 31, 2021 was due to the continued expansion of our research and development activities, increased expenses relating to future clinical trials, and the overall growth of our corporate infrastructure. We anticipate that we will continue to incur net losses in the future as we continue to invest in research and development activities, including clinical development of our MultiTAA T cell product candidates.

Liquidity and Capital Resources

We have not generated any revenues from product sales since inception. We have financed our operations primarily through public and private offerings of our debt and equity securities.

The following table sets forth our cash and cash equivalents and working capital as of March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
Cash, cash equivalents and restricted cash	$ 28,819,000	$ 43,497,000
Working capital	$ 22,803,000	$ 33,081,000

Cash Flows

The following table summarizes our cash flows for the three months ended March 31, 2022 and 2021:

	For the Three Months Ended March 31,	
	2022	2021
Net cash provided by (used in):		
Operating activities	$ (12,226,000)	$ (8,100,000)
Investing activities	(2,452,000)	(1,401,000)
Financing activities	—	52,657,000
Net increase (decrease) in cash, cash equivalents and restricted cash	$ (14,678,000)	$ 43,156,000

Operating Activities

Net cash used in operating activities during the three months ended March 31, 2022 was $12.2 million compared to $8.1 million for the same period last year. The increase of $4.1 million was primarily attributable to the increased costs in research and development and pre-commercial activities. The changes in cash flow from operating activities during the three months ended March 31, 2022 were due to $9.9 million of net losses and a $4.8 million decrease from changes in operating assets and liabilities. This was in addition to $1.6 million of stock-based compensation, $0.6 million of depreciation expense and $0.3 million right-of-use asset amortization and lease liability accretion.

Net cash used in operating activities during the three months ended March 31, 2021 was $8.1 million. The changes in cash flow from operating activities during the three months ended March 31, 2021 were due to $8.8 million of net losses and a $1.5 million decrease from changes in operating assets and liabilities. This was offset by $1.4 million of stock-based compensation, $0.5 million of depreciation expense and $0.3 million right-of-use asset amortization and lease liability accretion.

Investing Activities

Net cash used in investing activities was $2.5 million for the purchase of property and equipment and construction in progress related to the manufacturing facility during the three months ended March 31, 2022. The increase mainly relates to purchases of equipment for the manufacturing and research facilities.

Net cash used in investing activities was $1.4 million for the purchase of property and equipment and construction in progress during the three months ended March 31, 2021. The increase relates to purchases of laboratory equipment for the manufacturing facility.

Financing Activities

Net cash provided by financing activities was $52.7 million during the three months ended March 31, 2021, due to the net proceeds received from the underwritten public offering.

Future Capital Requirements

To date, we have not generated any revenues from the commercial sale of approved drug products, and we do not expect to generate substantial revenue for at least the next several years. If we fail to complete the development of our product candidates in a timely manner or fail to obtain their regulatory approval, our ability to generate future revenue will be compromised. We do not know when, or if, we will generate any revenue from our product candidates, and we do not expect to generate significant revenue unless and until we obtain regulatory approval of, and commercialize, our product candidates. We expect our expenses to increase in connection with our ongoing activities, particularly as we continue the research and development of, continue or initiate clinical trials of and seek marketing approval for our product candidates. In addition, if we obtain approval for any of our product candidates, we expect to incur significant commercialization expenses related to sales, marketing, manufacturing and distribution. We anticipate that we will need substantial additional funding in connection with our continuing operations. If we are unable to raise capital when needed or on attractive terms, we could be forced to delay, reduce or eliminate our research and development programs or future commercialization efforts.

In August 2021, we received notice of a Product Development Research award totaling approximately $13.1 million from CPRIT to support our Phase 2 clinical trial of MT-401. To date, we have received $2.4 million of funds from the CPRIT grant.

On April 21, 2022, the Company entered into a binding services agreement (the "Agreement"), effective April 12, 2022, with Wilson Wolf Manufacturing Corporation ("Wilson Wolf"). Wilson Wolf is in the business of creating products and services intended to simply and expedite the transition of cell therapies and gene-modified cell therapies to mainstream society (the "Wilson Wolf Mission"). Pursuant to the Agreement, Wilson Wolf made a cash payment to the Company in the amount of $8.0 million.

As of March 31, 2022, we had working capital of $22.8 million, compared to working capital of $33.1 million as of December 31, 2021. Based on our revised clinical and research and development plans and our revised timing expectations related to the progress of our programs, we expect that our cash, cash equivalents and restricted cash as of March 31, 2022 will enable us to fund our operating expenses and capital expenditure requirements into the second quarter of 2023. We have based this estimate on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we currently expect. Furthermore, our operating plan may change, and we may need additional funds sooner than planned in order to meet operational needs and capital requirements for product development and commercialization. Because of the numerous risks and uncertainties associated with the development and commercialization of our product candidates and the extent to which we may enter into additional collaborations with third parties to participate in their development and commercialization, we are unable to estimate the amounts of increased capital outlays and operating expenditures associated with our current and anticipated clinical trials. Our future funding requirements will depend on many factors, as we:

- initiate or continue clinical trials of our product candidates;
- continue the research and development of our product candidates and seek to discover additional product candidates;seek regulatory approvals for our product candidates if they successfully complete clinical trials;
- continue development of our manufacturing capabilities and our manufacturing facility;
- establish sales, marketing and distribution infrastructure and scale-up manufacturing capabilities to commercialize any product candidates that may receive regulatory approval;
- evaluate strategic transactions we may undertake; and
- enhance operational, financial and information management systems and hire additional personnel, including personnel to support development of our product candidates and, if a product candidate is approved, our commercialization efforts.

Because all of our product candidates are in the early stages of clinical and preclinical development and the outcome of these efforts is uncertain, we cannot estimate the actual amounts necessary to successfully complete the development and commercialization of product candidates or whether, or when, we may achieve profitability. Until such time, if ever, that we can generate substantial product revenue, we expect to finance our cash needs through a combination of equity or debt financings and collaboration arrangements.

We plan to continue to fund our operations and capital funding needs through equity and/or debt financing. We may also consider new collaborations or selectively partner our technology. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interests of our stockholders will be diluted, and the terms may include liquidation or other preferences that adversely affect the rights of our existing stockholders' common stock. The incurrence of indebtedness would result in increased fixed payment obligations and could involve certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. If we raise additional funds through strategic partnerships and alliances and licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies or product candidates or grant licenses on terms unfavorable to us. We may also be required to pay damages or have liabilities associated with litigation or other legal proceedings involving our company.

In addition to the foregoing, based on the Company's current assessment, the Company does not expect any material impact on its long-term liquidity due to the COVID-19 pandemic. However, the Company will continue to assess the effect of the pandemic on its operations, including its clinical programs. The extent to which the COVID-19 pandemic will impact the Company's business and operations will depend on future developments that are highly uncertain and cannot be predicted with confidence, such as the geographic spread of the disease, the duration of the outbreak, the emergence of any new variant strains of COVID-19, the duration and effect of any future business disruptions in the United States and other countries to contain and treat the disease and the rate of public acceptance and efficacy of vaccines and other treatments. Further, disruption of global financial markets and a recession or market correction, including as a result of the COVID-19 pandemic and other global macroeconomic factors, could reduce the Company's ability to access capital, which could in the future negatively affect the Company's liquidity and could materially affect the Company's business and the value of its common stock.

On February 16, 2022, the Company received a notice from the Nasdaq Global Market that the Company was not in compliance with Nasdaq's Listing Rule 5450(a)(1), as the minimum bid price of its common stock had been below $1.00 per share for 30 consecutive business days. The Company has 180 calendar days, or until August 15, 2022, to regain compliance with the minimum bid price requirement. To regain compliance, the minimum bid price of the Company's common stock must meet or exceed $1.00 per share for a minimum of ten consecutive business days during this 180-calendar day grace period. In the event the Company does not regain compliance with the minimum bid price requirement by August 15, 2022, the Company may be eligible for an additional 180-calendar day compliance period if it elects to transfer to the Nasdaq Capital Market to take advantage of the additional compliance period offered on that market. To qualify, the Company would be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for the Nasdaq Capital Market, with the exception of the bid price requirement, and would need to provide written notice of its intention to cure the bid price deficiency during the second compliance period.

Aspire Common Stock Purchase Agreement

In February 2020, we entered into a common stock purchase agreement, or the Purchase Agreement, with Aspire Capital Fund, LLC, or Aspire Capital, which provides that, upon the terms and subject to the conditions and limitations set forth therein, Aspire Capital is committed to purchase up to an aggregate of $30.0 million of shares of our common stock over the 30-month term of the Purchase Agreement. As of December 31, 2021, Aspire Capital had purchased 4,113,440 shares under the Purchase Agreement, providing aggregate proceeds to the Company of approximately $6.2 million. In consideration for entering into the Purchase Agreement, concurrently with the execution of the Purchase Agreement, the Company issued to Aspire Capital 345,357 shares of the Company's common stock.

The Purchase Agreement provides that we and Aspire Capital shall not effect any sales under the Purchase Agreement on any purchase date where the closing sale price of our common stock is less than $0.25. There are no trading volume requirements or restrictions under the Purchase Agreement, and we will control the timing and amount of sales of our common stock to Aspire Capital. Aspire Capital has no right to require any sales by us but is obligated to make purchases from us as directed by us on future funding, rights of first refusal, participation rights, penalties, or liquidated damages in the Purchase Agreement. The Purchase Agreement may be terminated by us at any time, at its discretion, without any cost to us. Aspire Capital has agreed that neither it nor any of its agents, representatives and affiliates shall engage in any direct or indirect short-selling or hedging of our common stock during any time prior to the termination of the Purchase Agreement. We expect to use any proceeds under the Purchase Agreement for working capital and general corporate purposes.

The Purchase Agreement provides that the number of shares that may be sold pursuant to the Purchase Agreement will be limited to 9,232,814 shares, including the Commitment Shares, or the Exchange Cap, which represents 19.99% of our outstanding shares of common stock as of the date of the Purchase Agreement, unless stockholder approval is obtained to issue more than 19.99%. This limitation will not apply if, at any time the Exchange Cap is reached and at all times thereafter, the average price paid for all shares issued under the Purchase Agreement is equal to or greater than $2.41, which was the closing price of our shares on the Nasdaq Global Market immediately preceding the execution of the Purchase Agreement. We are not required or permitted to issue any shares of common stock under the Purchase Agreement if such issuance would breach our obligations under the rules or regulations of the Nasdaq Global Market.

ATM Agreement

In August 2021, the Company entered into a Controlled Equity Offering Sales Agreement (the "ATM Agreement") with Cantor Fitzgerald & Co. and RBC Capital Markets, LLC (the "Sales Agents"), pursuant to which the Company can offer and sell, from time to time at its sole discretion through the Sales Agents, shares of its common stock having an aggregate offering price of up to $75.0 million. Any shares of its common stock sold will be issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-258687), which the SEC declared effective on August 19, 2021. The shelf registration statement on Form S-3 includes a prospectus supplement covering the offering up to $19.8 million of shares of common stock over the 12 months ending March 18, 2023 in accordance with the ATM agreement. The Sales Agents will be entitled to compensation under the Sales Agreement at a commission rate equal to 3.0% of the gross sales price per share sold under the ATM Agreement, and the Company has provided each of the Sales Agents with indemnification and contribution rights. From April 1, 2022 to the date of this filing, the Company sold 148,000 shares of its common stock under the ATM Agreement for net proceeds of $63,600.

Going Concern

We have no sources of revenue, other than grant income, to provide incoming cash flows to sustain our future operations. As outlined above, our ability to pursue our planned business activities is dependent upon our successful efforts to raise additional capital.

These factors raise substantial doubt regarding our ability to continue as a going concern. Our condensed consolidated financial statements have been prepared on a going concern basis, which implies that we will continue to realize our assets and discharge our liabilities in the normal course of business. Our financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should we be unable to continue as a going concern.

Critical Accounting Policies

The condensed consolidated financial statements are prepared in conformity with U.S. GAAP, which require the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of expenses in the periods presented. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, due to inherent uncertainties in making estimates, actual results could differ from the original estimates, requiring adjustments to these balances in future periods. The critical accounting estimates that affect the condensed consolidated financial statements and the judgments and assumptions used are consistent with those described under Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2021.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes of financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

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

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on such evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act.

It should be noted that any system of controls is based in part upon certain assumptions designed to obtain reasonable (and not absolute) assurance as to its effectiveness, and there can be no assurance that any design will succeed in achieving its stated goals.

Management does not expect that our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control systems are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in a cost-effective control system, no evaluation of internal control over financial reporting can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been or will be detected.

(b) Changes in Internal Control Over Financial Reporting

There have been no changes in our internal controls over financial reporting during the three months ended March 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. We are not currently a party to any material legal proceedings, and we are not aware of any pending or threatened legal proceeding against us that we believe could have an adverse effect on our business, operating results or financial condition.

An arbitration proceeding was brought against us before the Financial Industry Regulatory Authority, Inc., or FINRA, by a broker seeking to be paid compensation for two financing transactions that occurred in 2018, a warrant conversion and a private placement brokered by another broker. The broker's claims were based on a placement agent agreement for a private placement it brokered in 2017, under which it alleged it was entitled to compensation for the 2018 transactions. The FINRA panel found in favor of the broker and awarded the broker $2.4 million for compensation, interest and attorney fees. On September 17, 2021, the broker filed a petition to confirm the FINRA arbitration award in the Supreme Court of New York for the County of New York. We removed the case to the United States District Court for the Southern District of New York on September 27, 2021. On October 22, 2021, we filed a motion in federal court to vacate the award. On March 9, 2022, the Company was notified that its motion to vacate the award was denied and the broker was awarded an additional $0.1 million in interest. Post judgment interest accrued at 1.02% until the judgement was paid. During the three months ended March 31, 2022, we recorded an additional $0.1 million of expense related to this matter. We paid the $2.5 million judgement on March 24, 2022.

Item 1A. Risk Factors

Our business is subject to risks and events that, if they occur, could adversely affect our financial condition and results of operations and the trading price of our securities. In addition to the other information set forth in this quarterly report on Form 10-Q, you should carefully consider the factors described in Part I, Item 1A. “Risk Factors” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Securities and Exchange Commission on March 17, 2022. There have been no material changes to the risk factors described in that report.

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

We did not record any issuances of unregistered securities during the three months ended March 31, 2022.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosure

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The following exhibits are included with this Quarterly Report on Form 10-Q:

Exhibit number	Exhibit description	Incorporated by Reference				Filed herewith
		Form	File no.	Exhibit	Filing date	
3.1	Certificate of Incorporation (Delaware).	8-K	001-37939	3.4	10/17/18	
3.2	Bylaws of Marker Therapeutics, Inc.	8-K	001-37939	3.6	10/17/18	
10.1*	RSU AWARD GRANT NOTICE (2020 EQUITY INCENTIVE PLAN)					X
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1933, as amended.					X
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1933, as amended.					X
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2*	Certification of Chief Financial Officer and Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X

Exhibit 101

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
101.LAB - XBRL Taxonomy Extension Label Linkbase Document
101.PRE - XBRL Taxonomy Extension Presentation Linkbase Document
104 - Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101 filed herewith).

* Furnished herewith and not deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 12, 2022

MARKER THERAPEUTICS, INC.

/s/ Peter L. Hoang
Peter L. Hoang
President, Chief Executive Officer and Principal Executive Officer

/s/ Anthony Kim
Anthony Kim
Chief Financial Officer and Principal Financial and Accounting Officer

Exhibit 10.1

MARKER THERAPEUTICS, INC.
RSU AWARD GRANT NOTICE
(2020 EQUITY INCENTIVE PLAN)

Marker Therapeutics, Inc. (the "***Company***") has awarded to you (the "***Participant***") the number of restricted stock units specified and on the terms set forth below in consideration of your services (the "***RSU Award***"). Your RSU Award is subject to all of the terms and conditions as set forth herein and in the Company's 2020 Equity Incentive Plan (the "***Plan***") and the Award Agreement (the "***Agreement***"), which are attached hereto and incorporated herein in their entirety. Capitalized terms not explicitly defined herein but defined in the Plan or the Agreement shall have the meanings set forth in the Plan or the Agreement.

Participant: _____
Date of Grant: _____
Vesting Commencement Date: _____
Number of Restricted Stock Units: _____

Vesting Schedule: The RSU Award will be fully vested as of the Date of Grant.

Issuance Schedule: One share of Common Stock will be issued at the time set forth in Section 5 of the Agreement for each restricted stock unit which vests.

Participant Acknowledgements: By your signature below or by electronic acceptance or authentication in a form authorized by the Company, you understand and agree that:

- The RSU Award is governed by this RSU Award Grant Notice (the "***Grant Notice***"), and the provisions of the Plan and the Agreement, all of which are made a part of this document. Unless otherwise provided in the Plan, this Grant Notice and the Agreement (together, the "***RSU Award Agreement***") may not be modified, amended or revised except in a writing signed by you and a duly authorized officer of the Company.

- You consent to receive this Grant Notice, the Agreement, the Plan, the Prospectus and any other Plan-related documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

- You have read and are familiar with the provisions of the Plan, the RSU Award Agreement and the Prospectus. In the event of any conflict between the provisions in the RSU Award Agreement, or the Prospectus and the terms of the Plan, the terms of the Plan shall control.

- The RSU Award Agreement sets forth the entire understanding between you and the Company regarding the acquisition of Common Stock and supersedes all prior oral and written agreements, promises and/or representations on that subject with the exception of: (i) other equity awards previously granted to you, and (ii) any written employment agreement, offer letter, severance agreement, written severance plan or policy, or other written agreement between the Company and you in each case that specifies the terms that should govern this RSU Award.

MARKER THERAPEUTICS, INC.

By: _____
Signature
Title: _____
Date: _____

PARTICIPANT:

_____
Signature
Date: _____

ATTACHMENTS: Award Agreement, 2020 Equity Incentive Plan, Prospectus

ATTACHMENT I

MARKER THERAPEUTICS, INC.
AWARD AGREEMENT
(2020 EQUITY INCENTIVE PLAN)

As reflected by your RSU Award Grant Notice ("***Grant Notice***"), Marker Therapeutics, Inc. (the "***Company***") has granted you a RSU Award under the Company's 2020 Equity Incentive Plan (the "***Plan***") for the number of restricted stock units as indicated in your Grant Notice (the "***RSU Award***"). The terms of your RSU Award as specified in this Award Agreement for your RSU Award (this "***Agreement***") and the Grant Notice constitute your "***RSU Award Agreement.***" Defined terms not explicitly defined in this Agreement but defined in the Grant Notice or the Plan shall have the same definitions as in the Grant Notice or Plan, as applicable.

The general terms applicable to your RSU Award are as follows:

1. GOVERNING PLAN DOCUMENT. Your RSU Award is subject to all the provisions of the Plan, including but not limited to the provisions in:

(a) Section 6 of the Plan regarding the impact of a Capitalization Adjustment, dissolution, liquidation, or Corporate Transaction on your RSU Award;

(b) Section 9(e) of the Plan regarding the Company's retained rights to terminate your Continuous Service notwithstanding the grant of the RSU Award; and

(c) Section 8 of the Plan regarding certain tax consequences of your RSU Award.

Your RSU Award is further subject to all interpretations, amendments, rules and regulations, which may from time to time be promulgated and adopted pursuant to the Plan. In the event of any conflict between the RSU Award Agreement and the provisions of the Plan, the provisions of the Plan shall control.

2. GRANT OF THE RSU AWARD. This RSU Award represents your right to be issued on a future date the number of shares of the Company's Common Stock that is equal to the number of restricted stock units indicated in the Grant Notice as modified to reflect any Capitalization Adjustment and subject to your satisfaction of the vesting conditions set forth therein (the "***Restricted Stock Units***"). Any additional Restricted Stock Units that become subject to the RSU Award pursuant to Capitalization Adjustments as set forth in the Plan and the provisions of Section 3 below, if any, shall be subject, in a manner determined by the Board, to the same forfeiture restrictions, restrictions on transferability, and time and manner of delivery as applicable to the other Restricted Stock Units covered by your RSU Award.

3. DIVIDENDS. You shall receive no benefit or adjustment to this RSU Award with respect to any cash dividend, stock dividend or other distribution that does not result from a Capitalization Adjustment; provided, however, that this sentence will not apply with respect to any shares of Common Stock that are delivered to you in connection with your RSU Award after such shares have been delivered to you.

4. WITHHOLDING OBLIGATIONS. As further provided in Section 8 of the Plan, you hereby authorize withholding from payroll and any other amounts payable to you, and otherwise agree to make adequate provision for, any sums required to satisfy the federal, state, local and foreign tax withholding obligations, if any, which arise in connection with your RSU Award (the "***Withholding Obligation***") in accordance with the withholding procedures established by the Company. Unless the Withholding Obligation is satisfied, the Company shall have no obligation to deliver to you any Common Stock in respect of the RSU Award. In the event the Withholding Obligation of the Company arises prior to the delivery to you of Common Stock or it is determined after the delivery of Common Stock to you that the amount of the Withholding Obligation was greater than the amount withheld by the Company, you agree to indemnify and hold the Company harmless from any failure by the Company to withhold the proper amount.

5. DATE OF ISSUANCE.

(a) The issuance of shares in respect of the Restricted Stock Units is intended to comply with Treasury Regulations Section 1.409A-1(b)(4) and will be construed and administered in such a manner. Subject to the satisfaction of the Withholding Obligation, if any, in the event one or more Restricted Stock Units vests, the Company shall issue to you one (1) share of Common Stock for each Restricted Stock Unit that vests on the applicable vesting date(s) (subject to any adjustment under Section 3 above, and subject to any different provisions in the Grant Notice). Each issuance date determined by this paragraph is referred to as an "***Original Issuance Date***."

(b) If the Original Issuance Date falls on a date that is not a business day, delivery shall instead occur on the next following business day. In addition, if:

(i) the Original Issuance Date does not occur (1) during an "open window period" applicable to you, as determined by the Company in accordance with the Company's then-effective policy on trading in Company securities, or (2) on a date when you are otherwise permitted to sell shares of Common Stock on an established stock exchange or stock market (including but not limited to under a previously established written trading plan that meets the requirements of Rule 10b5-1 under the Exchange Act and was entered into in compliance with the Company's policies (a "***10b5-1 Arrangement***"), *and*

(ii) either (1) a Withholding Obligation does not apply, or (2) the Company decides, prior to the Original Issuance Date, (A) not to satisfy the Withholding Obligation by withholding shares of Common Stock from the shares otherwise due, on the

Original Issuance Date, to you under this Award, and (B) not to permit you to enter into a "same day sale" commitment with a broker-dealer (including but not limited to a commitment under a 10b5-1 Arrangement) and (C) not to permit you to pay your Withholding Obligation in cash,

(iii) then the shares that would otherwise be issued to you on the Original Issuance Date will not be delivered on such Original Issuance Date and will instead be delivered on the first business day when you are not prohibited from selling shares of the Company's Common Stock in the open public market, but in no event later than December 31 of the calendar year in which the Original Issuance Date occurs (that is, the last day of your taxable year in which the Original Issuance Date occurs), or, if and only if permitted in a manner that complies with Treasury Regulations Section 1.409A-1(b)(4), no later than the date that is the 15th day of the third calendar month of the applicable year following the year in which the shares of Common Stock under this Award are no longer subject to a "substantial risk of forfeiture" within the meaning of Treasury Regulations Section 1.409A-1(d).

6. TRANSFERABILITY. Except as otherwise provided in the Plan, your RSU Award is not transferable, except by will or by the applicable laws of descent and distribution

7. CORPORATE TRANSACTION. Your RSU Award is subject to the terms of any agreement governing a Corporate Transaction involving the Company, including, without limitation, a provision for the appointment of a stockholder representative that is authorized to act on your behalf with respect to any escrow, indemnities and any contingent consideration.

8. NO LIABILITY FOR TAXES. As a condition to accepting the RSU Award, you hereby (a) agree to not make any claim against the Company, or any of its Officers, Directors, Employees or Affiliates related to tax liabilities arising from the RSU Award or other Company compensation and (b) acknowledge that you were advised to consult with your own personal tax, financial and other legal advisors regarding the tax consequences of the RSU Award and have either done so or knowingly and voluntarily declined to do so.

9. SEVERABILITY. If any part of this Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of this Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Agreement (or part of such a Section) so declared to be unlawful or invalid will, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

10. OTHER DOCUMENTS. You hereby acknowledge receipt of or the right to receive a document providing the information required by Rule 428(b)(1) promulgated under the Securities Act, which includes the Prospectus. In addition, you acknowledge receipt of the Company's Trading Policy.

11. QUESTIONS. If you have questions regarding these or any other terms and conditions applicable to your RSU Award, including a summary of the applicable federal income tax consequences please see the Prospectus.

ATTACHMENT II

2020 EQUITY INCENTIVE PLAN

ATTACHMENT III

PROSPECTUS

Exhibit 31.1

CERTIFICATION

I, Peter L. Hoang, certify that:

(1) I have reviewed this Quarterly Report on Form 10-Q of Marker Therapeutics, Inc.;

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

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

(4) The registrant's other certifying officer 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 assurances regarding the reliability of financial reporting in 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 and I have disclosed, based on our most recent evaluation of the 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: May 12, 2022

/s/ Peter L. Hoang

By: **Peter L. Hoang**
Title: Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Anthony Kim, certify that:

(1) I have reviewed this Quarterly Report on Form 10-Q of Marker Therapeutics, Inc.;

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

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

(4) The registrant's other certifying officer 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 assurances regarding the reliability of financial reporting in 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 and I have disclosed, based on our most recent evaluation of the 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: May 12, 2022

/s/ Anthony Kim

By: **Anthony Kim**

Title: Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Peter L. Hoang, the Chief Executive Officer of Marker Therapeutics, Inc. (the "Company") hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge, the Quarterly Report on Form 10-Q for the period ended March 31, 2022, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in the Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of the Company.

Date: May 12, 2022

/s/ Peter L. Hoang

Peter L. Hoang
Chief Executive Officer (Principal Executive Officer)

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Anthony Kim, the Chief Financial Officer of Marker Therapeutics, Inc. (the "Company") hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge, the Quarterly Report on Form 10-Q for the period ended March 31, 2022, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in the Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of the Company.

Date: May 12, 2022

/s/ Anthony Kim
Anthony Kim
Chief Financial Officer (Principal Financial and Accounting Officer)