



## APPENDIX 4E (RULE 4.3A)

### PRELIMINARY FINAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

#### 31 DECEMBER 2019 RESULTS FOR ANNOUNCEMENT TO THE MARKET

(All comparisons to year ended 31 December 2018)

	\$USD	up/down	% movement
<b>Revenue from ordinary activities</b>	\$3,665,142	up	45.78%
Loss after tax from ordinary activities attributable to members	(\$18,076,383)	up	3.16%
Loss after tax attributable to members	(\$18,076,383)	up	3.16%

#### Dividend information

	Amount per security \$USD	Franked amount per security \$USD	Tax rate for franking credit
Interim dividend	Nil	Nil	N/A
Previous corresponding dividend	Nil	Nil	N/A

#### Net tangible asset backing

	31 Dec 2019 \$USD	31 Dec 2018 \$USD
Net tangible asset per share of common stock	\$0.06	\$0.12
Net tangible asset per CDI	\$0.03	\$0.06

- **Annual financial results:** This report is based on the accompanying consolidated 2019 Financial Statements which have been audited by Baker Tilly Virchow Krause, LLP with the Independent Auditor's Report included in the 2019 Financial Statements.
- **Changes in control over entities:** There were no entities over which control has been gained or lost during 2019.
- **Details of dividends and dividend reinvestment plans:** No dividends have been declared or proposed.
- **Details of associates or joint ventures:** N/A
- **Set of accounting standards used in compiling the report:** The audited consolidated financial statement have been prepared in accordance with accounting principles generally accepted in the U.S. (US GAAP) and are denominated in U.S. dollars.
- **Details of audit disputes or audit qualification:** The financial report has been audited and an unqualified opinion has been issued with an Emphasis of Matter in relation to Going Concern.

**A commentary on the results for the period:**

The net loss for the year increased to \$18,076,383 compared to \$17,521,967 for the previous corresponding period.

Total revenue for the year was \$3,665,142 compared to \$2,514,117 for the previous corresponding period.

Total operating expenses increased to \$20,137,814 from \$18,989,146 because of increased expenses primarily associated with sales and marketing, in relation to the commercialization efforts of the Company.

The Company had cash and cash equivalents of \$8,276,720 at 31 December 2019 compared to \$25,251,790 at 31 December 2018. The Company did not conduct any capital raise activities during the year.

The Company operated in one segment only during the period and there were no returns to shareholders or share buy backs.

Please refer to our audited consolidated financial statements, with accompanying notes, which are attached hereto.

**Annual Meeting of Stockholders**

The Annual Meeting of stockholders will be held at the Sydney office of *Johnson Winter & Slattery*, Level 25, 20 Bond Street, Sydney, New South Wales, on Wednesday, 13 May 2020 at 9.00am Australian Eastern Standard Time (Tuesday, 12 May 2020 at 6.00pm U.S. Central Time).

**OSPREY MEDICAL, INC. AND SUBSIDIARY**  
Minnetonka, Minnesota

CONSOLIDATED FINANCIAL STATEMENTS

Including Independent Auditors' Report

As of and for the Years Ended December 31, 2019 and 2018

# OSPREY MEDICAL, INC. AND SUBSIDIARY

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## INDEPENDENT AUDITORS' REPORT

Board of Directors, Audit Committee and Shareholders  
Osprey Medical, Inc. and Subsidiary  
Minnetonka, Minnesota  
and  
Level 13, 41 Exhibition Street  
Melbourne, Victoria 3000, Australia  
ARBN: 152 854 923

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Osprey Medical, Inc. and Subsidiary, which comprise the consolidated balance sheets as of December 31, 2019 and 2018, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

**Management's Responsibility for the Consolidated Financial Statements**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Osprey Medical, Inc. and Subsidiary as of December 31, 2019 and 2018 and the results of their operations and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

**Emphasis of Matter - Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's accumulated deficit, cash used in operations and the need for additional working capital to support future operations raise substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.



Minneapolis, Minnesota  
February 24, 2020

# OSPREY MEDICAL, INC. AND SUBSIDIARY

## CONSOLIDATED BALANCE SHEETS As of December 31, 2019 and 2018

<b>ASSETS</b>		
	2019	2018
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 8,276,720	\$ 25,251,790
Accounts receivable	464,912	392,634
Prepaid expenses	100,031	291,378
Inventory	937,869	771,842
Total Current Assets	9,779,532	26,707,644
<b>PROPERTY AND EQUIPMENT</b>		
Office and computer equipment	468,551	441,398
Laboratory equipment	1,112,244	1,070,551
Furniture and fixtures	46,103	46,103
Leasehold improvements	212,635	172,998
Less: Accumulated depreciation	(1,265,852)	(1,000,281)
Net Property and Equipment	573,681	730,769
<b>OTHER ASSETS</b>		
Intangible assets, net of accumulated amortization of \$156,200 and 143,704 as of December 31, 2019 and 2018, respectively	70,811	83,307
Right of use operating lease asset	382,394	-
Other asset	12,250	12,250
Total Other Assets	465,455	95,557
<b>TOTAL ASSETS</b>	<b>\$ 10,818,668</b>	<b>\$ 27,533,970</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 1,094,309	\$ 875,805
Accrued payroll and related	947,736	808,123
Accrued vacation	188,312	169,183
Right of use operating lease liability - current	125,241	-
Total Current Liabilities	2,355,598	1,853,111
<b>LONG-TERM LIABILITIES</b>		
Accrued rent	-	6,987
Right of use operating lease liability - noncurrent	384,495	-
Other accrued liabilities	-	139,278
Total Liabilities	2,740,093	1,999,376
<b>SHAREHOLDERS' EQUITY</b>		
Preferred stock, \$0.0001 par value; 20,000,000 authorized shares; none issued and outstanding as of December 31, 2019 and 2018	-	-
Common stock, \$0.0001 par value; 1,130,000,000 and 630,000,000 authorized shares; 215,898,685 shares issued and outstanding as of December 31, 2019 and 2018	21,590	21,590
Additional paid-in capital	122,892,257	122,271,893
Accumulated deficit	(114,835,272)	(96,758,889)
Total Shareholders' Equity	8,078,575	25,534,594
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 10,818,668</b>	<b>\$ 27,533,970</b>

See accompanying notes to consolidated financial statements.

# OSPREY MEDICAL, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF OPERATIONS For the Years Ended December 31, 2019 and 2018

	2019	2018
<b>SALES</b>	\$ 3,665,142	\$ 2,514,117
<b>COST OF SALES</b>	<u>1,767,868</u>	<u>1,384,277</u>
Gross Profit	<u>1,897,274</u>	<u>1,129,840</u>
<b>OPERATING EXPENSES</b>		
Sales and marketing	10,702,654	9,990,594
General and administrative	3,871,684	3,445,549
Clinical and regulatory	2,501,866	1,917,548
Research and development	<u>3,061,610</u>	<u>3,635,455</u>
Total Operating Expenses	<u>20,137,814</u>	<u>18,989,146</u>
Operating Loss	<u>(18,240,540)</u>	<u>(17,859,306)</u>
<b>OTHER INCOME</b>		
Interest income	<u>173,930</u>	<u>344,320</u>
Net Other Income	<u>173,930</u>	<u>344,320</u>
Loss Before Income Taxes	(18,066,610)	(17,514,986)
Income taxes	<u>9,773</u>	<u>6,981</u>
<b>NET LOSS</b>	<u>\$ (18,076,383)</u>	<u>\$ (17,521,967)</u>
<b>EARNINGS PER SHARE:</b>		
Basic and diluted loss per common share	\$ 0.08	\$ 0.10
Basic and diluted weighted average shares outstanding	215,898,685	177,444,867

See accompanying notes to consolidated financial statements.

## OSPREY MEDICAL, INC. AND SUBSIDIARY

### CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY For the Years Ended December 31, 2019 and 2018

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Shareholders' Equity
	Shares	Amount			
BALANCES, December 31, 2017	169,754,103	\$ 16,975	\$ 111,578,760	\$ (79,236,922)	\$ 32,358,813
Issuance of common stock at \$0.22, per share, net of issuance costs of \$136,247	46,144,582	4,615	10,182,218	-	10,186,833
Stock-based compensation expense	-	-	510,915	-	510,915
2018 net loss	-	-	-	(17,521,967)	(17,521,967)
BALANCES, December 31, 2018	215,898,685	\$ 21,590	\$ 122,271,893	\$ (96,758,889)	\$ 25,534,594
Stock-based compensation expense	-	-	620,364	-	620,364
2019 net loss	-	-	-	(18,076,383)	(18,076,383)
BALANCES, December 31, 2019	<u>215,898,685</u>	<u>\$ 21,590</u>	<u>\$ 122,892,257</u>	<u>\$ (114,835,272)</u>	<u>\$ 8,078,575</u>

See accompanying notes to consolidated financial statements.



# OSPREY MEDICAL, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF CASH FLOWS For the Years Ended December 31, 2019 and 2018

	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Loss	\$ (18,076,383)	\$ (17,521,967)
Adjustments to reconcile net loss to net cash flows from operating activities		
Depreciation	265,571	261,428
Amortization	12,496	12,496
Stock-based compensation expense	620,364	510,915
Changes in operating assets and liabilities		
Accounts receivable	(72,278)	(82,531)
Prepaid expenses	191,347	(146,932)
Inventory	(166,027)	(9,657)
Accounts payable	218,504	318,341
Accrued payroll and related	278,891	(254,558)
Accrued rent	-	2,657
Other accrued liabilities	(158,201)	139,278
Accrued vacation	19,129	9,523
Net Cash Flows from Operating Activities	(16,866,587)	(16,761,007)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of property and equipment	(108,483)	(308,884)
Net Cash Flows from Investing Activities	(108,483)	(308,884)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issuance of common stock, net of issuance costs	-	10,186,833
Net Cash Flows from Financing Activities	-	10,186,833
<b>Net Change in Cash and Cash Equivalents</b>	(16,975,070)	(6,883,058)
CASH AND CASH EQUIVALENTS - Beginning of Year	25,251,790	32,134,848
<b>CASH AND CASH EQUIVALENTS - END OF YEAR</b>	\$ 8,276,720	\$ 25,251,790
<b>SUPPLEMENTAL CASH FLOW DISCLOSURES</b>		
Cash paid for taxes	\$ 9,773	\$ 6,981

See accompanying notes to consolidated financial statements.

# OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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## **NOTE 1 - Summary of Significant Accounting Policies**

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### *Nature of Operations*

Osprey Medical, Inc. (“Osprey”, “Osprey Medical” or the “Company”) is a US based, commercial stage company focused on protecting patients from the harmful effects of X-ray dye (contrast) used during commonly performed angiographic imaging procedures. Osprey’s mission is to improve outcomes in patients with Chronic Kidney Disease (CKD) by reducing contrast induced Acute Kidney Injury (AKI), and lowering hospital costs. Patients with AKI experience long term and costly side effects from this disease. The incidence of AKI also has a negative economic impact on the health care system and providers caring for these patients. Osprey Medical is committed to making angiography safer for patients suffering from CKD, improving clinical outcomes, and reducing economic impact.

The Company’s products are designed to reduce the amount of contrast injected into patients during standard cardiovascular and peripheral procedures (angiogram and stenting). Published literature indicates approximately 25% of patients undergoing standard cardiovascular procedures have pre-existing CKD and are at high risk of further kidney damage due to AKI. Cardiology and Radiology clinical society guidelines strongly recommend reducing AKI by screening patients for risk of kidney disease, adequately hydrating these patients pre- and post-procedure, minimizing the amount of contrast delivered to the patient, and monitoring in real time the amount of contrast delivered during the angiography procedure.

Osprey Medical’s core technologies originated from research conducted at Melbourne’s Baker IDI Heart and Diabetes Institute. Its proprietary contrast reduction and monitoring technologies are designed to minimize, and track contrast volumes delivered to patients. The Company’s DyeVert™ System reduces contrast delivered to the patient while maintaining image quality in a simple self-adjusting, easy-to-use design. DyeVert’s monitoring capabilities allows for real-time contrast monitoring throughout the procedure and the ability to establish maximum contrast thresholds customized for each patient. DyeVert’s monitoring system displays total contrast delivered to the patient and the amount diverted away from the patient during the procedure.

The Company obtained European Regulatory approval (CE Mark), TGA approval, and United States of America Food and Drug Administration (“FDA”) clearance for the AVERT™, AVERT Plus, and the DyeVert NG, DyeVert Plus, and DyeVert Plus EZ Systems. The Company received FDA clearance for medical claims of contrast savings, image quality and reflux reduction for its various products.

The company commenced its commercial strategy in 2015 and has since built a sales organization focused on commercializing its DyeVert Systems to acute care hospitals throughout the United States. As of December 31, 2019, the number of field sales representatives (sales representatives and clinical specialists) was 26 and the number of sales management was 6.

On October 30, 2007, the Company formed a wholly-owned Australian subsidiary with the name Osprey Medical Pty. Ltd. (OM Pty) for the purpose of conducting research on future products. The subsidiary began operations in early 2008.

# OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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## **NOTE 1 - Summary of Significant Accounting Policies (cont.)**

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### *Principles of Presentation*

The consolidated financial statements include the accounts of the Company's wholly-owned Australian subsidiary, OM Pty. All intercompany accounts and transactions have been eliminated in consolidation.

The US dollar is the functional currency of OM Pty, and as a result, all currency gains and losses are reflected in operations. Currency gains and losses include realized amounts on transactions, and unrealized amounts related to translating accounts from local currency to the functional currency, with translation accomplished using the current rate method.

In its consolidated statements of operations, the Company segregates its operating expenses into four categories that provide useful information to both management and Company shareholders.

### *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

### *Cash and Cash Equivalents*

Cash and cash equivalents include short-term investments with maturities of three months or less from their date of purchase. The Company maintains cash balances that exceed federally insured limits; however, it has not incurred losses on such amounts to date.

### *Accounts Receivable*

The Company grants credit to customers in the normal course of business and generally does not require collateral or any other security to support amounts due. Customer accounts with balances outstanding longer than the contractual terms are considered past due. The Company records accounts receivable at the original invoice amount less an estimate made for doubtful receivables based on periodic reviews of all outstanding amounts. The Company determines the need for an allowance for doubtful accounts by considering a number of factors, including length of time accounts receivables are past due, customer financial condition and ability to pay the obligation, historical and expected credit loss experience, and the condition of the general economy and the industry as a whole. It is the Company's policy to write-off accounts receivable when deemed uncollectible. There was no allowance for doubtful accounts as of December 31, 2019 and 2018.

### *Concentration of Credit and other risks*

No customer represented more than 10% of total revenue for the either of the years ended December 31, 2019 or 2018. The Company does not require collateral to extend credit to an account. One customer represented 30% of gross accounts receivable as of December 31, 2019. No customer represented more than 10% of gross accounts receivable as of December 31, 2018.

# OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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## NOTE 1 - Summary of Significant Accounting Policies (cont.)

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### *Inventories*

Inventories are stated at lower of cost (using the first-in, first-out method) or net realizable value, and are as follows as of December 31:

	<u>2019</u>	<u>2018</u>
Raw materials	\$ 524,107	\$ 399,589
Finished goods	413,762	372,253
Total	<u>\$ 937,869</u>	<u>\$ 771,842</u>

The Company has invested in its manufacturing operations to support future sales. The Company is not currently operating at full capacity. Charges related to excess capacity are included as current period charges to cost of sales and are not capitalized into inventory.

### *Property and Equipment*

Property and equipment are recorded at cost, and depreciation and amortization are provided on the straight-line method over the estimated useful lives of the assets as follows:

	<u>Years</u>
Office and computer equipment	3
Furniture and fixtures	7
Laboratory equipment	5
Leasehold Improvements	5

Maintenance and repairs are charged to expense as incurred. Depreciation expense on property and equipment was \$265,571 and \$261,428 for the years ended December 31, 2019 and 2018, respectively.

### *Intangible Assets*

Intellectual property acquired for consideration is recorded either as research and development expense or as intangible assets, as appropriate to the use of the property. Intellectual property that has multiple future uses is capitalized when acquired, and single use property is expensed as research and development. The Company's recorded intangible assets are comprised entirely of patent applications acquired from V-Kardia Pty. (VK Pty) for which there were multiple future uses. At acquisition of these assets there was a difference between the value of the asset acquired and its tax basis, and the Company increased the assigned value of the asset acquired by the amount of the related deferred tax liability. The Company amortizes intangible assets on a straight-line basis over their expected economic lives, which is equivalent to the time from acquisition through expiration of the patents expected to be issued from the acquired patent applications. The intangible assets acquired in June 2007 are expected to have a life of approximately 18 years from the date of acquisition.

### *Revenue Recognition*

Revenue from all customers is recognized when a performance obligation is satisfied by transferring control of a distinct good or service to a customer. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account. A contract's transaction price is allocated to each distinct performance obligation in proportion to the standalone selling price for each and recognized as revenue when, or as, the performance obligation is satisfied. Each unit of product delivered under a customer order represents a distinct and separate performance obligation as the customer can benefit from each unit on its own or with other resources that are readily available to the customer and each unit of product is separately identifiable from other products in the arrangement.

# OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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## **NOTE 1 - Summary of Significant Accounting Policies (cont.)**

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Individual promised goods and services in a contract are considered a performance obligation and accounted for separately if the good or service is distinct. A good or service is considered distinct if the customer can benefit from the good or service on its own or with other resources that are readily available to the customer and the good or service is separately identifiable from other promises in the arrangement. Costs related to products delivered are recognized in the period incurred, unless criteria for capitalization of costs are met. Cost of goods sold consist primarily of direct labor, manufacturing overhead, materials and components.

The Company excludes from revenue taxes collected from a customer that are assessed by a governmental authority and imposed on and concurrent with a specific revenue-producing transaction.

The transaction price for the products is the invoiced amount.

Generally, revenue is recognized upon the transfer of control of the products which is based on shipment terms; however, in certain cases the amount of shipment is adjusted for expected future returns and related consideration received. The Company includes shipping and handling fees in revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of goods sold.

### *Impairment of Long-Lived Assets*

The Company reviews long-lived assets, including property and equipment and intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be fully recoverable. An impairment loss would be recognized when the estimated future cash flow from the use of the asset are less than the carrying amount of that asset. To date, there have been no such losses.

### *Lease Expense*

In February 2016, the FASB issued ASU 2016-02 "Leases" (Topic 842). Topic 842 supersedes the lease accounting guidance previously set forth in the Accounting Standards Codification (ASC) Topic 840 "Leases," and requires lessees to recognize a Right of use operating lease liability and a Right of use operating lease asset for all leases that extend beyond one year. The Company adopted Topic 842 with a date of initial application of January 1, 2019, which resulted in the recording of an initial Right of use operating lease liability and a Right of use operating lease asset of \$610,000 and \$463,000, respectively, and a Right of use operating lease liability and Right of use operating lease asset of \$510,000 and \$382,000, respectively, as of December 31, 2019.

The Company did not apply Topic 842 retrospectively using the transition option in ASU 2018-11, "Targeted Improvements" to ASC 842, to not restate comparative periods in transition and instead to use the effective date of ASC 842, "Leases", as the date of initial application of transition. In addition, we elected the package of practical expedients permitted under the transition guidance within the new standard which allowed us to carry forward the historical lease classification.

Changes to the Company's accounting policies as a result of adopting Topic 842 are discussed below: Short-term lease recognition exemption. The Company adopted the short-term lease recognition exemption as an accounting policy. Renewal and purchase options for a lease will be reassessed upon the occurrence of certain discrete reassessment events: (1) the lease term is extended more than 12 months beyond the end of the previously determined lease term or (2) the lessee now concludes that the lessee's exercise of a purchase option is reasonably certain. When a lease no longer qualifies for the short-term lease exemption, the Company will apply ASC 842 guidance on initial recognition and measurement; the commencement date of the lease for this purpose is the date of the change in circumstances.

# OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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## **NOTE 1 - Summary of Significant Accounting Policies (cont.)**

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Combining lease and non-lease components into a single component. The Company elected to adopt this practical expedient for all asset classes. As a result of this election, the consideration included in the lease payments for these asset classes will be greater, resulting in a larger Right of use operating lease liability and a Right of use operating asset.

### *Research and Development Costs*

Research and development costs are charged to expense as incurred. The Company has acquired licenses to intellectual property that do not have multiple uses and records such acquisition costs as research and development as incurred. Consideration for such intellectual property includes current and future payments of cash, issuance of common stock and warrants to acquire common stock.

### *Income Taxes*

The Company utilizes the liability method of accounting for income taxes. Under the liability method, deferred tax assets and liabilities are determined based on the differences between financial reporting and tax bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce net deferred tax assets when it believes it is more likely than not that all or part of its deferred tax assets will not be realized.

### *Stock-Based Compensation*

The Company accounts for stock-based payment transactions when it receives employee or supplier goods and services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments using a fair-value-based method. The Company uses the Black-Scholes-Merton (BSM) option pricing model to determine the fair value of stock-based awards. The fair value of stock-based payment is recognized over the requisite service period.

The Company evaluates change in options for modification treatment in order to determine whether to recognize the grant date fair value of the newly issued options or the incremental grant date fair value as the stock-based compensation expense

### *Issuance of Stock*

The Company issues new shares of stock upon the exercise of stock options, warrants and converted instruments.

### *Going Concern*

The financial statements are prepared on a going concern basis. Management evaluates the ability for the entity to continue as a going concern for at least twelve months from the date the financial statements are issued. In the event management concludes that there is substantial doubt regarding the Company's ability to continue as a going concern, the assumption is emphasized in the financial statement disclosures, including management's plan to mitigate the conditions that cause substantial doubt. If substantial doubt regarding the Company's ability to continue as a going concern is alleviated, the Company provides disclosures regarding the conditions or events that raised substantial doubt, management's evaluation of the significance of those conditions or events and management's plans that alleviated the substantial doubt (see Note 2).

# OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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## NOTE 1 - Summary of Significant Accounting Policies (cont.)

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### *Subsequent Events*

For the year ended December 31, 2019, the Company has evaluated, for potential recognition and disclosure, events that occurred prior to the issuance of the consolidated financial statements for the years ended December 31, 2019 on February 24, 2020.

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## NOTE 2 – Liquidity

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The accompanying financial statements have been prepared on the basis that the Company will continue as a going concern. The Company had a loss for the year ended December 31, 2019, had an accumulated deficit as of December 31, 2019, and does not have adequate liquidity to fund its operations twelve months from the report date. These conditions raise substantial doubt about its ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result if the Company is unable to continue as a going concern. To provide additional working capital, management intends to seek additional financing during the year ending December 31, 2020. If the Company is not able to raise additional working capital, it would have a material adverse effect on the operations of the Company and its ability to sell its products into the market.

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## NOTE 3 - Fair Value Measurements

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Generally, fair value is determined on the exchange price which would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The Company discloses each major asset and liability category measured at fair value on either a recurring or nonrecurring basis and establishes a three tier fair value hierarchy which prioritizes the inputs used in fair value measurements. The three tier hierarchy for inputs used in measuring fair value is as follows:

- > Level 1 Observable inputs such as quoted prices in active markets
- > Level 2 Inputs other than the quoted prices in active markets that are observable either directly or indirectly
- > Level 3 Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis:

As of December 31, 2019:	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Cash and cash equivalents - money market securities	\$ 6,769,121	\$ 6,769,121	\$ -	\$ -
As of December 31, 2018:	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Cash and cash equivalents - money market securities	\$ 15,016,252	\$ 15,016,252	\$ -	\$ -

# OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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## NOTE 4 - Leases

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The Company leases space for our corporate headquarters in Minnetonka, Minnesota under a non-cancelable operating lease which expires in May 2023. This lease has escalating lease terms and also includes a tenant incentive that was recorded at the time the lease was originally entered into. The lease does not contain contingent rent provisions or renewal options. Further, the lease does not have significant rent escalation holidays, concessions, or other build-out clauses. The lease includes both lease (e.g., fixed rent payments) and non-lease components (e.g., common-area or other maintenance and utility costs) which are accounted for as a single lease component as we have elected the practical expedient to group lease and non-lease components for all leases.

We use our incremental borrowing rate based on the information available at the lease commencement date for a similar asset and similar term in determining the present value of the lease payments.

The cost components of our operating leases were as follows for the period ended December 31, 2019:

	<u>Corporate Headquarters</u>
Operating lease cost	\$ 120,699
Variable lease cost	94,197
Totals	<u>\$ 214,896</u>

Variable lease costs consist primarily of taxes, insurance, and common area or other maintenance costs for our leased corporate headquarters which are paid based on actual costs incurred by the lessor. Rent expense was \$92,142 for the year ended December 31, 2018.

Maturities of our lease liabilities for our corporate headquarters operating lease is as follows at December 31, 2019:

2020	\$ 155,250
2021	159,908
2022	164,704
2023	<u>69,960</u>
Total lease payments	549,822
Less: interest	<u>(40,084)</u>
Present value of lease liabilities	<u>\$ 509,736</u>



## OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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### NOTE 4 – Leases (cont.)

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The following table is shown for comparative purpose only. The future minimum remaining lease commitments under the terms of the noncancelable lease for the years ending December 31, 2018:

2019	\$	150,728
2020		155,250
2021		159,908
2022		164,704
2023		<u>69,960</u>
Total	\$	<u>700,550</u>

The remaining lease term as of December 31, 2019 is 3.4 years and the discount rate was 5.5%. The cash outflow for operating leases for the year ended in December 31, 2019 was \$150,728.

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### NOTE 5 - Employee Benefits

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The Company provides a 401k plan as a benefit to its employees. In April 2018, the Company started a 5% match of qualified payments under the 401K plan. Under the plan, eligible employees may contribute amounts through payroll deductions supplemented by employer contributions for investment in various investments specified in the plan. Company contributions to the plan were \$246,046 and \$170,897 for the years ended December 31, 2019 and 2018, respectively.

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### NOTE 6 - Intangible Assets

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The Company received a license at inception from its then parent company, VK Pty, to certain intellectual property. That license became inoperative when VK Pty assigned its intellectual property to the Company on June 21, 2007, in advance of preferred stock financing from CM Capital Investments (CMCI). The assignment was done in exchange for issuing 348,098 shares of the Company's common stock to VK Pty, valued at \$.50 per share. As a result of these transactions, during 2007, the Company expensed as research and development the full \$14,600 of the original intangible asset value and an additional \$4,443 of value related to the deferred tax liability assigned to the initial license. The Company capitalized \$174,049 of purchased value and an additional \$52,962 related to the corresponding deferred tax liability as an intangible asset, reflecting the value of the acquired intellectual property.

The intellectual property is expected to have a useful life equal to the life of the underlying patent applications. Such life will extend, on average, 18 years from 2007 to 2025. Amortization is recorded on a straight line basis beginning at acquisition date, resulting in amortization expense of \$12,496 for both years ended December 31, 2019 and 2018. Amortization expense will approximate \$12,496 in each of the next five years.

# OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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## NOTE 7 - Income Taxes

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Osprey Medical is a C corporation under the U.S. Internal Revenue Code.

The Company incurred income tax expense of \$9,773 and \$6,891 for the years ended December 31, 2019 and 2018, respectively.

As of December 31, 2019, and 2018, the Company has recorded a valuation allowance to offset its net deferred tax assets due to uncertainty surrounding realization of the net deferred tax assets.

The Company has accumulated net operating losses to be carried forward to future years in the amount of \$107,426,515 applicable to income subject to federal income tax and \$50,449,199 applicable to income subject to state income tax as of December 31, 2019. These federal tax and state tax carryforwards begin to expire in 2028 and 2023, respectively. Utilization of these net operating losses to offset future taxable income may be limited.

Income tax expense (benefit) consists of the following:

	<u>2019</u>	<u>2018</u>
Current:		
Federal	\$ -	\$ -
State	9,773	6,891
Foreign	<u>-</u>	<u>-</u>
	9,773	6,891
Deferred:		
Federal	3,540,000	4,224,000
State	1,185,000	580,000
Foreign	<u>-</u>	<u>-</u>
	4,725,000	4,804,000
Deferred tax asset valuation allowance	<u>(4,725,000)</u>	<u>(4,804,000)</u>
Total provision	<u>\$ 9,773</u>	<u>\$ 6,891</u>

## OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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### NOTE 7 - Income Taxes (cont.)

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Income tax expense differs from the amount computed at the statutory federal income tax rate of 21% due principally to nondeductible expenses, different rates for foreign jurisdictions and the recognition of a valuation allowance against the net deferred tax asset.

Significant components of deferred tax assets and liabilities as of December 31 are as follows:

	<u>2019</u>	<u>2018</u>
Deferred tax assets:		
Net operating loss carryforwards	\$ 26,126,000	\$ 21,692,000
Research and development credit	1,521,000	1,261,000
Organization costs	1,000	1,000
Accrued vacation	46,000	41,000
Deferred rent	-	10,000
Stock-based compensation expense	141,000	108,000
	<u>27,835,000</u>	<u>23,113,000</u>
Deferred tax liability:		
Intangible assets	<u>(45,000)</u>	<u>(48,000)</u>
	<u>(45,000)</u>	<u>(48,000)</u>
Net deferred tax asset	27,790,000	23,065,000
Valuation allowance	<u>(27,790,000)</u>	<u>(23,065,000)</u>
	<u>\$ -</u>	<u>\$ -</u>

The valuation allowance for deferred tax assets changed by \$4,725,000 and \$4,804,000 for the years ended December 31, 2019 and 2018, respectively.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority.

The Company is not currently under examination by any taxing jurisdiction. In the event of any future tax assessments, the Company has elected to record the income taxes and any related interest and penalties as income tax expense on the Company's statement of operations.

## OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

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### NOTE 8 - Common Stock

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During the years ended December 31, 2019 and 2018, there were no options exercised.

In May 2019, the Company authorized an additional 500,000,000 shares of common stock resulting in a total amount authorized of 1,130,000,000.

In November 2018, the Company completed a private offering on the Australian Securities Exchange of 32,258,065 shares of common stock at a price to the public of \$0.22 per share. In addition, in October 2018, a pro rata non-renounceable Entitlement Offer was offered to qualified shareholders of record. Under the Entitlement Offer, 13,886,517 shares of common stock were issued in November 2018 at a price of \$0.22 per share. As a result of the total financing, the Company raised approximately \$10,323,080 in gross proceeds, before issuance costs of approximately \$136,247.

As of both December 31, 2019, and 2018 the common shares outstanding were 215,898,685. As of December 31, 2019, and 2018, there are no preferred shares outstanding.

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### NOTE 9 – Weighted Average Shares Calculation

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Basic loss per share is computed by dividing net loss by the weighted average shares outstanding during the reporting period. Diluted loss per share is computed similarly to basic loss per share except that the weighted average shares outstanding are increased to include additional shares from the assumed exercise of stock warrants and options, if dilutive. Diluted loss per share does not include any of these dilutive effects in its calculation. The number of additional dilutive shares is calculated by assuming that outstanding stock options were exercised and that the proceeds from the exercise were used to acquire shares of common stock at the average market price during the reporting period.

Shares used in the loss per share computations for the years ended December 31, 2019 and 2018 are as follows:

	2019	2018
Weighted average common shares outstanding – basic	215,898,685	177,444,867
Dilutive effect of stock option and warrants	<u>-</u>	<u>-</u>
Weighted average common shares outstanding – diluted	<u>215,898,685</u>	<u>177,444,867</u>

As of December 31, 2019 and 2018, stock options shares of 18,372,846 and 13,564,956, respectively, were not included as their effect is anti-dilutive due to the loss for the years.

# OSPREY MEDICAL, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS As of and for the Years Ended December 31, 2019 and 2018

### **NOTE 10 - Stock-Based Compensation**

The Company had a stock incentive plan (the 2006 Plan) that provided for the issuance of incentive and non-qualified stock options to employees and directors, for the purpose of encouraging key officers, directors, employees, and consultants of the Company to remain with the Company and devote their best efforts to the business of the Company. The 2006 Plan expired in 2016, and 1,806,231 shares then outstanding remain available for exercise as of December 31, 2019. On August 29, 2016, the Company's stockholders approved a new stock option plan (the 2016 Plan) with the same directive as the old plan. Under the 2016 Plan, incentive stock options must be granted at exercise prices not less than 100% of the fair value of the Company's stock as of the grant date. If incentive options are granted to persons owning more than 10% of the voting stock of the Company, the Plan provides that the exercise price shall not be less than 110% of the fair value of the Company's stock as of the grant date. These options have exercise and vesting terms established by the Option Committee of the Company's Board of Directors at the time of each grant, but in no event are the options exercisable after ten years from the date of grant. The options granted are subject to time-based vesting ranging from immediate vesting to vesting 48 months after the date of grant. The Board of Directors approved an increase in the 2016 Plan of 9,772,284 shares in May 2019. The Company has reserved 17,628,541 shares of common stock for issuance under the 2016 Plan as of December 31, 2019. As of December 31, 2019, options issued under the 2016 plan were 16,566,615.

Effective April 5, 2019, the ASX Limited ("ASX"), permitted the Company to cancel 9,215,104 stock options issued to its employees, consultants and independent non-executive directors under its 2006 Stock Incentive Plan and 2016 Stock Incentive Plan with an exercise price of A\$0.60 or higher per share (equivalent to A\$0.30 or higher per CDI) in consideration for issue of 9,202,500 new stock options that have reduced exercise prices and extended exercise periods under a proposed exchange offer. Common stock option holders had to elect the cancellation of these stock options in exchange for the same number of new common stock options with an exercise price of A\$0.23 (equivalent to A\$0.115 per CDI) and an expiration date of May 27, 2029, with vesting terms of 25% vesting one year after the date of the grant and the remainder over 36 months.

In connection with the stock option exchange, the Company cancelled and reissued 9,202,500 common stock options. The estimated fair value of additional compensation cost related to the stock options exchanged was \$498,879, which will be recognized over the vesting term of the new option grants which become fully vested in 2023.

The following table presents the weighted average assumptions used to estimate the fair values of the stock options granted to employees and nonemployees in the periods presented, using the BSM option pricing formula: The risk free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The expected life and expected volatility are based on the average reported lives and volatilities of our company.

	Year Ended <u>December 31, 2019</u>	Year Ended <u>December 31, 2018</u>
Risk-free interest rate	1.71% - 2.62%	.69% - 2.84%
Expected volatility	73.28% - 74.28%	78.00% - 90.88%
Expected life (in years)	5.92	5.92
Dividend yield	0.00%	0.00%
Weighted-average estimated fair value of options granted	\$0.23	\$0.21

## OSPREY MEDICAL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2019 and 2018

### **NOTE 10 - Stock-Based Compensation (cont.)**

The following table summarizes the activity for outstanding employee and non-employee stock options:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Balance as of December 31, 2017	11,138,073	0.71	6.0	
Granted	2,537,883	0.29		
Expired	(111,000)	(0.53)		
Balance as of December 31, 2018	13,564,956	\$ 0.64	5.78	\$ -
Granted	14,478,732	0.16		
Expired	(27,342)	(0.50)		
Cancelled	(9,643,500)	(0.76)		
Balance as of December 31, 2019	18,372,846	\$ 0.21	8.43	\$ -
Exercisable as of December 31, 2019	2,917,131	\$ 0.34	3.65	\$ -

The aggregate intrinsic value is calculated as approximately the difference between the weighted average exercise price of the underlying awards and the Company's estimated current fair value as of December 31, 2019.

The Company recognized stock-based compensation expense related to stock options of \$620,364 and \$510,915 for the years ended December 31, 2019 and 2018, respectively. As of December 31, 2019, \$1,506,535 of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted average period of 2.65 years. To the extent the forfeiture rate is different than anticipated stock-based compensation related to these awards will be different from the Company's expectations.