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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED APRIL 30, 2021

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NO. 000-54318

ONCOSEC MEDICAL INCORPORATED
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEVADA	**98-0573252**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
24 NORTH MAIN STREET PENNINGTON, NJ	**08534**
(Address of principal executive offices)	(Zip Code)

(855) 662-6732
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	ONCS	Nasdaq Capital Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] 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 [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[X]	Smaller reporting company	[X]
		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 [X]

The number of shares outstanding of the Registrant's Common Stock, $0.0001 par value, was 39,185,251 as of June 11, 2021.

OncoSec Medical Incorporated
Form 10-Q
for the Quarterly Period Ended April 30, 2021

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS:

OncoSec Medical Incorporated
Condensed Consolidated Balance Sheets

	April 30, 2021 (Unaudited)	July 31, 2020
Assets		
Current assets		
Cash and cash equivalents	$ 54,392,501	$ 20,354,462
Prepaid expenses and other current assets	1,849,851	2,467,223
Total Current Assets	56,242,352	22,821,685
Property and equipment, net	931,200	814,494
Intangible assets, net	465,882	-
Operating lease right-of-use assets	5,660,558	5,948,224
Other long-term assets	334,104	319,058
Total Assets	$ 63,634,096	$ 29,903,461
Liabilities and Stockholders' Equity		
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	$ 4,666,187	$ 7,923,036
Accrued compensation related	248,784	285,127
Operating lease liabilities	815,045	500,357
Notes payable	-	969,509
Total Current Liabilities	5,730,016	9,678,029
Operating lease liabilities, net of current portion	5,492,111	5,874,442
Liability under co-promotion agreement - related party	5,000,000	-
Notes payable, net of current portion	-	480,554
Total Liabilities	16,222,127	16,033,025
Commitments and Contingencies (Note 8)		
Stockholders' Equity		
Common stock authorized - 100,000,000 and 100,000,000 common shares with a par value of $0.0001 as of April 30, 2021 and July 31, 2020, respectively, common stock issued and outstanding — 38,871,459 and 23,054,474 common shares as of April 30, 2021 and July 31, 2020, respectively	3,887	2,305
Additional paid-in capital	284,067,196	214,789,808
Warrants issued and outstanding – 1,714,315 and 3,114,288 warrants as of April 30, 2021 and July 31, 2020, respectively	3,678,690	5,708,127
Accumulated other comprehensive loss	(355,814)	(19,504)
Accumulated deficit	(239,981,990)	(206,610,300)
Total Stockholders' Equity	47,411,969	13,870,436
Total Liabilities and Stockholders' Equity	$ 63,634,096	$ 29,903,461

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

OncoSec Medical Incorporated
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Nine Months Ended	
	April 30, 2021	**April 30, 2020**	**April 30, 2021**	**April 30, 2020**
Revenue	$ -	$ -	$ -	$ -
Expenses:				
Research and development	7,589,779	6,103,163	26,304,520	17,586,220
General and administrative	2,847,151	3,731,517	8,198,580	15,617,958
Loss from operations	(10,436,930)	(9,834,680)	(34,503,100)	(33,204,178)
Gain on extinguishment of debt	960,790	-	960,790	-
Other income, net	1,723	54,908	660	182,019
Interest expense	(1,732)	-	(12,587)	(1,070)
Foreign currency exchange gain (loss), net	35,365	(108,409)	187,039	(257,010)
Loss before income taxes	(9,440,784)	(9,888,181)	(33,367,198)	(33,280,239)
Income tax expense	1,542	-	4,492	2,450
Net loss	$ (9,442,326)	$ (9,888,181)	$ (33,371,690)	$ (33,282,689)
Basic and diluted net loss per common share	$ (0.25)	$ (0.45)	$ (1.08)	$ (2.31)
Weighted average shares used in computing basic and diluted net loss per common share	37,335,563	21,953,087	30,857,405	14,383,027

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

OncoSec Medical Incorporated
Condensed Consolidated Statements of Comprehensive Loss
(Unaudited)

	Three Months Ended		Nine Months Ended	
	April 30, 2021	April 30, 2020	April 30, 2021	April 30, 2020
Net Loss	$ (9,442,326)	$ (9,888,181)	$ (33,371,690)	$ (33,282,689)
Foreign currency translation adjustments	(70,491)	79,271	(336,310)	161,755
Comprehensive Loss	$ (9,512,817)	$ (9,808,910)	$ (33,708,000)	$ (33,120,934)

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

OncoSec Medical Incorporated
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)

Three Months Ended April 30, 2021

	Common Stock		Additional Paid-In	Warrants		Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Shares	Amount	Loss	Deficit	Equity
Balance, January 31, 2021	36,491,976	$ 3,649	$ 274,633,208	2,221,315	$ 4,330,949	$ (285,323)	$ (230,539,664)	$ 48,142,819
Exercise of common stock warrants	507,000	51	2,401,358	(507,000)	(652,259)	—	—	1,749,150
Exercise of common stock options	136,636	13	227,840	—	—	—	—	227,853
Stock-based compensation expense	6,541	1	841,569	—	—	—	—	841,570
Tax withholdings paid on equity awards	—	—	(26,979)	—	—	—	—	(26,979)
Tax shares sold to pay for tax withholdings on equity awards	—	—	26,142	—	—	—	—	26,142
Purchase of shares under CGP and Sirtex stock purchase agreements	1,691,806	169	5,836,562	—	—	—	—	5,836,731
Common stock issued for services	37,500	4	127,496	—	—	—	—	127,500
Dividends declared ($0.00 per share)	—	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	—	(9,442,326)	(9,442,326)
Other comprehensive loss	—	—	—	—	—	(70,491)	—	(70,491)
Balance, April 30, 2021	38,871,459	$ 3,887	$ 284,067,196	1,714,315	$ 3,678,690	$ (355,814)	$ (239,981,990)	$ 47,411,969

Nine Months Ended April 30, 2021

	Common Stock		Additional Paid-In	Warrants		Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Shares	Amount	Loss	Deficit	Equity
Balance, July 31, 2020	23,054,474	$ 2,305	$ 214,789,808	3,114,288	$ 5,708,127	$ (19,504)	$ (206,610,300)	$ 13,870,436
Common stock issued for employee stock purchase plan	1,538	—	5,798	—	—	—	—	5,798
Exercise of common stock warrants	1,389,261	139	6,580,106	(1,389,261)	(1,787,294)	—	—	4,792,951
Exercise of common stock options	294,884	30	489,550	—	—	—	—	489,580
Stock-based compensation expense	19,623	2	3,213,748	—	—	—	—	3,213,750
Tax withholdings paid on equity awards	—	—	(53,438)	—	—	—	—	(53,438)
Tax shares sold to pay for tax withholdings on equity awards	—	—	54,191	—	—	—	—	54,191
Cancellation of expired warrants	—	—	242,143	(10,712)	(242,143)	—	—	—
August 2020 Registered Direct Offering, net of $1,464,276 issuance costs	4,608,589	461	13,513,177	—	—	—	—	13,513,638
January 2021 Public Offering, net of $2,970,165 issuance costs	7,711,284	771	39,055,561	—	—	—	—	39,056,332
Purchase of shares under CGP and Sirtex stock purchase agreements	1,691,806	169	5,836,562	—	—	—	—	5,836,731
Common stock issued for services	100,000	10	339,990	—	—	—	—	340,000
Dividends declared ($0.00 per share)	—	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	—	(33,371,690)	(33,371,690)
Other comprehensive loss	—	—	—	—	—	(336,310)	—	(336,310)
Balance, April 30, 2021	38,871,459	$ 3,887	$ 284,067,196	1,714,315	$ 3,678,690	$ (355,814)	$ (239,981,990)	$ 47,411,969

Three Months Ended April 30, 2020

	Common Stock		Additional Paid-In	Warrants		Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Shares	Amount	Income	Deficit	Equity
Balance, January 31, 2020	10,752,529	$ 1,075	$ 184,965,590	3,114,288	$ 5,708,127	$ 251,521	$ (187,751,382)	$ 3,174,931
Stock-based compensation expense	6,542	1	272,712	—	—	—	—	272,713
Tax withholdings paid on equity awards	—	—	(5,394)	—	—	—	—	(5,394)
Tax shares sold to pay for tax withholdings on equity awards	—	—	5,820	—	—	—	—	5,820
Private placement in February 2020, net of issuance costs of $1,954,678	12,000,000	1,200	28,044,122	—	—	—	—	28,045,322
Common stock issued for services	12,500	1	19,375	—	—	—	—	19,376
Dividends declared ($0.00 per share)	—	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	—	(9,888,181)	(9,888,181)
Other comprehensive income	—	—	—	—	—	79,271	—	79,271
Balance, April 30, 2020	22,771,571	$ 2,277	$ 213,302,225	3,114,288	$ 5,708,127	$ 330,792	$ (197,639,563)	$ 21,703,858

Nine Months Ended April 30, 2020

	Common Stock		Additional Paid-In	Warrants		Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Shares	Amount	Income	Deficit	Equity
Balance, July 31, 2019	10,633,043	$ 1,063	$ 177,656,149	3,631,953	$ 10,809,724	$ 169,037	$ (164,356,874)	$ 24,279,099
Common stock issued for employee stock purchase plan	2,841	—	4,744	—	—	—	—	4,744
Stock-based compensation expense	28,688	3	2,213,173	—	—	—	—	2,213,176
Tax withholdings paid on equity awards	—	—	(21,070)	—	—	—	—	(21,070)
Tax shares sold to pay for tax withholdings on equity awards	—	—	21,416	—	—	—	—	21,416
Cash paid for stock options cancellation	—	—	(25,819)	—	—	—	—	(25,819)
Repurchase of warrants	—	—	2,457,976	(266,098)	(2,636,201)	—	—	(178,225)
Cancellation of expired warrants	—	—	2,465,396	(251,567)	(2,465,396)	—	—	—
Private placement in February 2020, net of issuance costs of $1,954,678	12,000,000	1,200	28,044,122	—	—	—	—	28,045,322
Common stock issued for services	106,999	11	486,138	—	—	—	—	486,149
Dividends declared ($0.00 per share)	—	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	—	(33,282,689)	(33,282,689)
Other comprehensive income	—	—	—	—	—	161,755		161,755
Balance, April 30, 2020	22,771,571	$ 2,277	$ 213,302,225	3,114,288	$ 5,708,127	$ 330,792	$ (197,639,563)	$ 21,703,858

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

OncoSec Medical Incorporated
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended	
	April 30, 2021	**April 30, 2020**
Operating activities		
Net loss	$ (33,371,690)	$ (33,282,689)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	172,074	165,918
Amortization of right-of-use asset	626,486	564,939
Stock-based compensation	3,213,750	2,213,176
Common stock issued for services	340,000	486,149
Foreign currency exchange (gain) loss, net	(187,039)	257,010
Gain on extinguishment of debt	(960,790)	-
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	681,630	1,558,703
Other long-term assets	(28)	42,482
Accounts payable and accrued liabilities	(3,458,989)	4,788,547
Accrued compensation related	(36,343)	189,986
Operating lease liabilities	(406,462)	(767,541)
Net cash used in operating activities	(33,387,401)	(23,783,320)
Investing activities		
Purchases of property and equipment	(259,662)	-
Purchase of intangible assets	(495,000)	-
Net cash used in investing activities	(754,662)	-
Financing activities		
Proceeds from issuance of common stock through ESPP	5,798	4,744
Proceeds from issuance of common stock	57,004,411	30,000,000
Payment of financing and offering costs	(4,434,441)	(1,903,711)
Proceeds from exercise of warrants	4,792,951	-
Proceeds from exercise of stock options	489,580	-
Purchase of shares under CGP and Sirtex stock purchase agreements	5,836,731	-
Proceeds from co-promotion agreement	5,000,000	-
Cash paid for stock options cancellation	-	(25,819)
Cash paid for repurchase of warrants	-	(178,225)
Proceeds from note payable	-	952,744
Principal payments on note payable	(497,319)	(83,760)
Tax withholdings paid on equity awards	(53,438)	(21,070)
Tax shares sold to pay for tax withholdings on equity awards	54,191	21,416
Net cash provided by financing activities	68,198,464	28,766,319
Effect of exchange rate changes on cash and cash equivalents	(18,362)	(52,635)
Net increase in cash and cash equivalents	34,038,039	4,930,364
Cash and cash equivalents, at beginning of period	20,354,462	25,147,780
Cash and cash equivalents, at end of period	$ 54,392,501	$ 30,078,144
Supplemental disclosure for cash flow information:		
Cash paid during the period for:		
Interest	$ 7,032	$ 1,624
Income taxes	$ 4,492	$ 2,450
Noncash investing and financing transactions:		
Expiration of warrants	$ 242,143	$ 2,465,396
Increase in right-of-use assets and operating lease liabilities resulting from contract modification	$ 338,819	$ 5,288,981
Amounts accrued for offering costs	$ -	$ 50,967

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

Note 1—Nature of Operations and Basis of Presentation

OncoSec Medical Incorporated (together with its subsidiary, unless the context indicates otherwise, being collectively referred to as the "Company") began its operations as a biotechnology company in March 2011. The Company has not generated any revenues since its inception. The Company was incorporated in the State of Nevada on February 8, 2008 under the name of Netventory Solutions, Inc. and changed its name in March 2011 when it began operating as a biotechnology company.

The Company is a late-stage biotechnology company focused on designing, developing and commercializing innovative therapies and proprietary medical approaches to stimulate and guide an anti-tumor immune response for the treatment of cancer. Its core technology platform, ImmunoPulse®, is a drug-device therapeutic modality comprised of proprietary intratumoral electroporation ("EP") delivery devices (the "OncoSec Medical System ("OMS") Electroporation device" or "OMS EP device"). The OMS EP device is designed to deliver plasmid DNA-encoded drugs directly into a solid tumor and promote an immunological response against cancer. The OMS EP device can be adapted to treat different tumor types, and consists of an electrical pulse generator, a reusable handle and disposable applicators. The Company's lead product candidate is a DNA-encoded interleukin-12 ("IL-12") called tavokinogene telseplasmid ("TAVO"). The OMS EP device is used to deliver TAVO intratumorally, with the aim of reversing the immunosuppressive microenvironment in the treated tumor. The activation of the appropriate inflammatory response can drive a systemic anti-tumor response against untreated tumors in other parts of the body. In 2017, the Company received Fast Track designation and Orphan Drug Designation from the U.S. Food and Drug Administration ("FDA") for TAVO in metastatic melanoma, which could qualify TAVO for expedited FDA review, a rolling Biologics License Application ("BLA") review and certain other benefits.

The Company's primary focus is to pursue its clinical trials of TAVO in combination with KEYTRUDA® (pembrolizumab) in anti-PD-1 checkpoint refractory metastatic melanoma and metastatic triple negative breast cancer ("TNBC").

The Company's KEYNOTE-695 study targets melanoma patients who are anti-PD-1 non-responders. In May 2017, we entered into a clinical trial collaboration and supply agreement with a subsidiary of Merck & Co., Inc. ("Merck") in connection with the KEYNOTE-695 study. Pursuant to the terms of the agreement, both companies will bear their own costs related to manufacturing and supply of their product, as well as be responsible for their own internal costs. The Company is the study sponsor and is responsible for external costs. The KEYNOTE-695 study is fully enrolled and currently treating patients. This study is a registration-directed, Phase 2b open-label, single-arm, multicenter study in approximately 100 patients of TAVO in combination with KEYTRUDA® (pembrolizumab) in anti-PD-1 checkpoint refractory (either nivolumab or pembrolizumab) metastatic melanoma being conducted in the United States, Canada, Australia and Europe. The Company provided interim preliminary data from this study at the Society of Immunotherapy of Cancer in November 2020. In December 2020, the protocol was amended to include an additional cohort, consisting of patients who progressed on prior treatment of both ipilimumab and nivolumab. Additionally, we are working on the commercial version of the OMS EP device currently being used in this trial so that it complies with current regulatory standards, a prerequisite for FDA clearance. We anticipate using this version of the OMS EP device in this study in an expansion cohort of approximately 25 patients to enable our plan to file for accelerated approval. We are currently seeking FDA concurrence to use this updated version in the ongoing trial. Further, based on and subject to the outcome of the study and feedback from FDA, we plan to file for accelerated approval with the FDA for this patient population in the first half of 2022.

In May 2018, the Company entered into a second clinical trial collaboration and supply agreement with Merck with respect to a Phase 2 study of TAVO in combination with KEYTRUDA® to evaluate the safety and efficacy of the combination in patients with inoperable locally advanced or metastatic TNBC, who have previously failed at least one systemic chemotherapy or immunotherapy. This study is referred to as KEYNOTE-890, Cohort 1. Pursuant to the terms of the agreement, both companies will bear their own costs related to manufacturing and supply of their product, as well as be responsible for their own internal costs. The Company is the study sponsor and is responsible for external costs. The KEYNOTE-890 study, Cohort 1 final patient treatment was completed in December 2020. The Company completed enrollment in fourth quarter 2019 and provided interim preliminary data from this study at the San Antonio Breast Cancer Symposium in December 2019 and December 2020. The study is a Phase 2 open-label, single-arm, multicenter study in the United States and Australia.

In May 2019, the Company commenced an investigator-initiated Phase 1 clinical trial conducted by the University of California San Francisco Helen Diller Family Comprehensive Cancer Center ("OMS-131"). This study targets patients with Squamous Cell Carcinoma Head & Neck Cancer and is a single-arm open-label clinical trial in which 35 evaluable patients will receive TAVO, KEYTRUDA® and epacadostat. OMS-131 is currently enrolling and treating patients and is expected to complete enrollment within the next eighteen months.

In June 2020, the Company amended its second clinical trial collaboration and supply agreement with Merck to include another Phase 2 study of TAVO in combination with KEYTRUDA® plus chemotherapy to evaluate the safety and efficacy of the combination in patients with inoperable locally advanced or metastatic TNBC. This study is referred to as KEYNOTE-890, Cohort 2. Pursuant to the terms of the amended agreement, both companies will bear their own costs related to manufacturing and supply of their product, as well as be responsible for their own internal costs. The Company is the study sponsor and is responsible for external costs. The KEYNOTE-890, Cohort 2 study began enrolling patients in January of 2021. The Company expects to complete enrollment within fifteen months from the start of enrollment and expects to provide interim preliminary data from this study at a future medical conference. The study is a Phase 2 open-label, single-arm, multicenter study in the United States and Australia.

In August 2020, the Company commenced an investigator-initiated Phase 2 study conducted by the H. Lee Moffitt Cancer Center and Research Institute and the University of South Florida Morsani College of Medicine to evaluate TAVO™ as neoadjuvant treatment (administered before surgery) in combination with intravenous OPDIVO®(nivolumab) in up to 33 patients with operable locally/regionally advanced melanoma. This investigator-initiated Phase 2 study has been designed to evaluate whether the addition of TAVO can increase the anti-tumor response observed with monotherapy OPDIVO®, an anti-PD-1 checkpoint inhibitor, in patients with locally/regionally advanced melanoma prior to surgical resection of tumors. This study began enrolling patients in December of 2020 and is expected to complete enrollment within eighteen months of the start of enrollment.

In November 2020, the Company exclusively licensed rights to the Cliniporator® electroporation gene electrotransfer platform from IGEA Clinical Biophysics. The license encompasses a broad field of use for gene delivery in oncology, including use as part of the Company's visceral lesion applicator ("VLA") program. This platform has been used for electrochemotherapy in and outside of Europe in over 200 major oncological centers to treat cutaneous metastatic cancer nodules, including melanoma.

In April 2020, the Company announced that Providence Cancer Institute, a part of Providence St. Joseph Health ("Providence"), is pursuing a first-in-human Phase 1 clinical trial of OncoSec's novel DNA-encodable, investigational vaccine, CORVax12, which is designed to act as a prophylactic vaccine to prevent COVID-19. CORVax12 consists of the Company's existing product candidate, TAVO™, in combination with an immunogenic component of the SARS-CoV-2 virus developed by researchers at NIH's National Institute of Allergy and Infectious Diseases ("NIAID"). Providence investigators filed and received an Investigator-Initiated Investigational New Drug ("IND") Application; however, at this time, Providence does not intend to continue further enrollment in this study and has transferred the Investigator Initiated IND to the Company.

In April 2021, the Company announced that it has received authorization to CE mark, GenPulse™, OMS EP device for use in solid tumors. The CE mark certification augments the Notified Body certification to the International Organization for Standardization's (ISO) 13485 standard for the design, development, manufacture and distribution of electroporation devices, which is renewed annually, subject to a successful audit. The CE mark certification involved a comprehensive audit of the Company's quality system, as well as thorough evaluation and testing of the OMS EP device to assure it performs safely and as designed. A CE mark indicates the OMS EP device complies with Directives of the European Commission (EC) and therefore can be marketed within the 31-nation European Economic Area (EEA) and Switzerland. The GenPulse is being used in certain clinical trial sites in Australia and the EU. The Company is currently seeking FDA agreement to use GenPulse in U.S. clinical sites.

The Company intends to continue to pursue potential new trials and studies related to TAVO, in various tumor types. In addition, the Company is also developing its next-generation EP device and applicator, including advancements toward prototypes, pursuing discovery research to identify other product candidates that, in addition to IL-12, can be encoded into proprietary plasmid-DNA and delivered intratumorally using EP. Specifically, we are developing a new, proprietary technology to potentially treat liver, lung, bladder, pancreatic and other difficult to treat visceral lesions through the direct delivery of plasmid-based IL-12 with a new VLA.

The new VLA has been designed to work with low voltage EP generators, including but not limited to the Company's proprietary APOLLO™ EP generator and Cliniporator® to leverage plasmid-optimized EP and enhance the depth of transfection of immunologically relevant genes into cells located in visceral organs. In early 2020, the Company had two poster presentations, one at the Society for Interventional Oncology ("SIO") and one at the Society for Interventional Radiology, where it presented preclinical data on both the new VLA and APOLLO generator. Additionally, the Company has successfully completed several large animal studies and aim to bring the new VLA into the clinic in 2021. By using the Company's next-generation technology with the new VLA (and in cutaneous/subcutaneous settings as well), the Company's goal is to reverse the immunosuppressive mechanisms of a tumor, as well as to expand the Company's pipeline. The Company believes that the flexibility of the Company's proprietary plasmid-DNA technology allows the Company to deliver other immunologically relevant molecules into the tumor microenvironment in addition to the delivery of plasmid-DNA encoding for IL-12. In June 2020, the Company had two poster presentations at the 2020 America Association for Cancer Research ("AACR") where the Company presented pre-clinical data regarding its new anti-tumor product candidate, which will amplify the power of intratumoral IL-12 through the addition of both CXCL9, a critical T cell chemokine, and anti-CD3, a membrane bound pan T cell stimulator. These other immunologically relevant molecules may complement IL-12's activity by limiting or enhancing key pathways associated with tumor immune subversion.

The Company established a collaboration with Emerge Health Pty ("Emerge"), the leading Australian company providing full registration, reimbursement, sales, marketing and distribution services of therapeutic products in Australia and New Zealand, to commercialize TAVO and make it available under Australia's Special Access Scheme ("SAS") program. Emerge was acquired in late 2019 and has since informed the Company that it does not intend to continue its participation in the SAS program; therefore, the Company intends to terminate the collaboration and not participate in the SAS program.

Unaudited Interim Financial Information

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and with instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. GAAP for complete financial statements. The condensed consolidated balance sheet as of April 30, 2021, the condensed consolidated statements of operations, the condensed consolidated statements of comprehensive loss and the condensed consolidated statements of stockholders' equity for the three and nine months ended April 30, 2021 and 2020, and the condensed consolidated statements of cash flows for the nine months ended April 30, 2021 and 2020, are unaudited, but include all adjustments (consisting of normal recurring adjustments) that the Company considers necessary for a fair presentation of the Company's financial position, results of operations and cash flows for the periods presented. The condensed consolidated results of operations for the three and nine months ended April 30, 2021 shown herein are not necessarily indicative of the consolidated results that may be expected for the year ending July 31, 2021, or for any other period. These condensed consolidated financial statements, and notes thereto, should be read in conjunction with the audited consolidated financial statements for the fiscal year ended July 31, 2020, included in the Company's Annual Report on Form 10-K (the "Annual Report") filed with the U.S. Securities and Exchange Commission ("SEC") on October 28, 2020, as well as the financial information contained in the Company's Form 10-K/A filed with the SEC on November 30, 2020. The condensed consolidated balance sheet at July 31, 2020 has been derived from the audited financial statements at that date but does not include all the information and footnotes required by U.S. GAAP for complete financial statements.

Note 2—Significant Accounting Policies

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, OncoSec Medical Australia PTY LTD. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The accompanying condensed consolidated financial statements have been prepared in conformity with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Such estimates include stock-based compensation, the accrual of research, product development and clinical obligations, impairment of long-lived assets, determining the Incremental Borrowing Rate for calculating Right-Of-Use ("ROU") assets and lease liabilities and accounting for income taxes, including the related valuation allowance on the deferred tax asset and uncertain tax positions. The Company bases its estimates on historical experience and on various other assumptions that it believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. On an ongoing basis, the Company reviews its estimates to ensure that they appropriately reflect changes in the business or as new information becomes available. Actual results may differ from these estimates.

Segment Reporting

The Company operates in a single industry segment—the discovery and development of novel immunotherapeutic product candidates to improve treatment options for patients and physicians, intended to treat a wide range of oncology indications.

Cash and Cash Equivalents

The Company considers all highly liquid investments that are readily convertible into cash and have an original maturity of three months or less at the time of purchase to be cash equivalents.

Concentrations and Credit Risk

The Company maintains cash balances at a small number of financial institutions in both the United States and Australia and such balances commonly exceed the $250,000 amount insured by the Federal Deposit Insurance Corporation and approximately $194,000 USD insured by the Australian Financial Claims Scheme. The Company has not experienced any losses in such accounts and management believes that the Company does not have significant credit risk with respect to such cash and cash equivalents.

Property and Equipment

The Company's capitalization threshold is $5,000 for property and equipment. The cost of property and equipment is depreciated on a straight-line basis over the estimated useful lives of the related assets. The useful lives of property and equipment for the purpose of computing depreciation are as follows:

Computers and equipment:	3 to 10 years
Computer software:	1 to 3 years
Leasehold improvements:	Shorter of lease period or useful life

Intangible Assets

Definite life intangible assets include a license. Intangible assets are recorded at cost. License agreements cost represent the fair value of the license agreement on the date acquired. Intangible assets are amortized on a straight-line basis over their estimated useful life.

Impairment of Long-Lived Assets

The Company periodically assesses the carrying value of intangible and other long-lived assets, and whenever events or changes in circumstances indicate that the carrying amount of an asset might not be recoverable. The assets are considered to be impaired if the Company determines that the carrying value may not be recoverable based upon its assessment, which includes consideration of the following events or changes in circumstances:

- the asset's ability to continue to generate income from operations and positive cash flow in future periods;
- loss of legal ownership or title to the asset(s);
- significant changes in the Company's strategic business objectives and utilization of the asset(s); and
- the impact of significant negative industry or economic trends.

If the assets are considered to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Fair value is determined by the application of discounted cash flow models to project cash flows from the assets. In addition, the Company bases estimates of the useful lives and related amortization or depreciation expense on its subjective estimate of the period the assets will generate revenue or otherwise be used by it. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less selling costs. The Company also periodically reviews the lives assigned to long-lived assets to ensure that the initial estimates do not exceed any revised estimated periods from which the Company expects to realize cash flows from its assets.

Research and Development Expenses

Research and development expenses consist of costs incurred for internal projects, as well as partner-funded collaborative research and development activities. These costs include direct and research-related overhead expenses, which include salaries, stock-based compensation and other personnel-related expenses, facility costs, supplies, depreciation of facilities and laboratory equipment, as well as research consultants and the cost of funding research at universities and other research institutions, and are expensed as incurred. Costs to acquire technologies that are utilized in research and development that have no alternative future use, are expensed when incurred.

Accruals for Research and Development Expenses and Clinical Trials

The Company is required to estimate its expenses resulting from its obligations under contracts with vendors, clinical research organizations and consultants and under clinical site agreements in connection with conducting clinical trials. The financial terms of these contracts vary from contract to contract and may result in payment terms that do not match the periods over which materials or services are provided under such contracts. The Company accounts for these expenses in its financial statements by matching those expenses with the period in which services are performed and efforts are expended. The Company determines accrual estimates through financial models and takes into account discussion with applicable personnel and outside service providers as to the progress of clinical trials, or the services completed. The Company makes estimates of its accrued expenses as of each balance sheet date based on the facts and circumstances known to it at that time. The Company's clinical trial accruals are dependent upon the timely and accurate reporting of contract research organizations and other third-party vendors. During the course of a clinical trial, the Company adjusts its clinical expense recognition if actual results differ from its estimates.

Fair Value of Financial Instruments

The carrying amounts for cash and cash equivalents, prepaid expenses, accounts payable and accrued expenses and notes payable approximate fair value due to the short-term nature of these instruments. It is management's opinion that the Company is not exposed to significant interest, currency, or credit risks arising from its other financial instruments and that their fair values approximate their carrying values except where expressly disclosed.

The accounting standard for fair value measurements provides a framework for measuring fair value and requires disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on the Company's principal or, in the absence of a principal, most advantageous market for the specific asset or liability.

The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The hierarchy requires the Company to use observable inputs when available, and to minimize the use of unobservable inputs, when determining fair value.

The three tiers are defined as follows:

- Level 1—Observable inputs that reflect quoted market prices (unadjusted) for identical assets or liabilities in active markets at the measurement date. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

- Level 2—Observable inputs other than quoted prices in active markets that are observable either directly or indirectly in the marketplace for identical or similar assets and liabilities.

- Level 3—Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The development and determination of the unobservable inputs for Level 3 fair value measurements and fair value calculations are the responsibility of the Company's management.

Changes in fair value measurements categorized within Level 3 of the fair value hierarchy are analyzed each period based on changes in estimates or assumptions and recorded as appropriate.

The Company had no assets or liabilities that required remeasurement on a recurring basis as of April 30, 2021 and July 31, 2020.

Warrants

The Company assesses its warrants as either equity or a liability based upon the characteristics and provisions of each instrument. Warrants classified as equity are recorded at fair value as of the date of issuance on the Company's balance sheet and no further adjustments to their valuation are made. Warrants classified as derivative liabilities and other derivative financial instruments that require separate accounting as liabilities are recorded on the Company's balance sheet at their fair value on the date of issuance and are re-measured on each subsequent balance sheet date until such instruments are exercised or expire, with any changes in the fair value between reporting periods recorded as other income or expense. Management estimates the fair value of these liabilities using option pricing models and assumptions that are based on the individual characteristics of the warrants or other instruments on the valuation date, as well as assumptions for future financings, expected volatility, expected life, yield and risk-free interest rate. As of April 30, 2021 and July 31, 2020, all outstanding warrants issued by the Company were classified as equity.

Net Loss Per Share

The Company computes basic net loss per common share by dividing the applicable net loss by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the applicable net loss by the weighted-average number of common shares outstanding during the period plus additional shares to account for the dilutive effect of potential future issuances of common stock relating to stock options and other potentially dilutive securities using the treasury stock method.

The Company did not include shares underlying stock options, restricted stock units and warrants issued and outstanding during any of the periods presented in the computation of net loss per share, as the effect would have been anti-dilutive. The following potentially dilutive outstanding securities were excluded from diluted net loss per share because of their anti-dilutive effect:

	For the Three and Nine Months Ended April 30, 2021	**For the Three and Nine Months Ended April 30, 2020**
Stock options	2,491,898	15,000
Restricted stock units	21,541	41,456
Warrants	1,714,315	3,114,288
Total	4,227,754	3,170,744

Stock-Based Compensation

The Company grants equity-based awards (typically stock options or restricted stock units) under its stock-based compensation plan and outside of its stock-based compensation plan, with terms generally similar to the terms under the Company's stock-based compensation plan. The Company estimates the fair value of stock option awards using the Black-Scholes option valuation model. For employees, directors and consultants, the fair value of the award is measured on the grant date. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. The Black-Scholes option valuation model requires the input of subjective assumptions, including price volatility of the underlying stock, risk-free interest rate, dividend yield, and expected life of the option. The Company estimates the fair value of restricted stock unit awards based on the closing price of the Company's common stock on the date of issuance.

Employee Stock Purchase Plan

Employees may elect to participate in the Company's stockholder-approved employee stock purchase plan. The stock purchase plan allows for the purchase of the Company's common stock at not less than 85% of the lesser of (i) the fair market value of a share of common stock on the beginning date of the offering period and (ii) the fair market value of a share of common stock on the purchase date of the offering period, subject to a share and dollar limit as defined in the plan and subject to the applicable legal requirements. There are two six-month offering periods during each fiscal year, ending on January 31 and July 31.

In accordance with applicable accounting guidance, the fair value of awards under the stock purchase plan is calculated at the beginning of each offering period. The Company estimates the fair value of the awards using the Black-Scholes option valuation model. The Black-Scholes option valuation model requires the input of subjective assumptions, including price volatility of the underlying stock, risk-free interest rate, dividend yield, and the offering period. This fair value is then amortized at the beginning of the offering period. Stock-based compensation expense is based on awards expected to be purchased at the beginning of the offering period, and therefore is reduced when participants withdraw during the offering period.

Leases

The Company determines if an arrangement is a lease at inception. Operating lease ROU assets represent the Company's right to use an underlying asset during the lease term, and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating leases are included in ROU assets, current operating lease liabilities, and long-term operating lease liabilities on the Company's condensed consolidated balance sheets.

Lease ROU assets and lease liabilities are initially recognized based on the present value of the future minimum lease payments over the lease term at commencement date calculated using the Company's incremental borrowing rate applicable to the lease asset, unless the implicit rate is readily determinable. ROU assets also include any lease payments made at or before lease commencement and exclude any lease incentives received. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Leases with a term of 12 months or less are not recognized on the condensed consolidated balance sheets. The Company's leases do not contain any residual value guarantees. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. The Company accounts for lease and non-lease components as a single lease component for all its leases.

Foreign Currency Translation

The Company uses the U.S. Dollar as the reporting currency for its financial statements. Functional currency is the currency of the primary economic environment in which an entity operates. The functional currency of the Company's wholly owned subsidiary is the Australian dollar.

Assets and liabilities of the Company's subsidiary are translated into U.S. Dollars at period-end foreign exchange rates, and revenues and expenses are translated at average rates prevailing throughout the period. Translation adjustments are included in "Accumulated other comprehensive income" a separate component of stockholders' equity, and in the "Effect of exchange rate changes on cash and cash equivalents," on the Company's condensed consolidated statements of cash flows. Transaction gains and losses including intercompany transactions denominated in a currency other than the functional currency of the entity involved are included in "Foreign currency exchange gain (loss), net" on the Company's condensed consolidated statements of operations.

Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) includes foreign currency translation adjustments related to the Company's subsidiary in Australia and is excluded from the accompanying condensed consolidated statements of operations.

Australia Research and Development Tax Credit

The Company's wholly-owned Australian subsidiary incurs research and development expenses, primarily in the course of conducting clinical trials. The Company's Australian research and development activities qualify for the Australian government's tax credit program, which provides a 43.5% credit for qualifying research and development expenses. The tax credit does not depend on the Company's generation of future taxable income or ongoing tax status or position. Accordingly, the credit is not considered an element of income tax accounting under ASC 740 *"Income Taxes"* and is recorded against qualifying research and development expenses.

Tax Reform

On March 27, 2020, the president signed into law the Coronavirus Aid, Relief and Economic Security Act ("CARES Act") providing nearly $2 trillion in economic relief to eligible businesses impacted by the coronavirus outbreak. The CARES Act, among other things, includes provisions relating to refundable payroll tax credits, deferment of employer social security payments, net operating loss ("NOL") utilization and carryback periods, modifications to the net interest deduction limitations and technical corrections to tax depreciation methods for qualified improvement property. In addition to the Small Business Administration ("SBA") loan received in April 2020 (See Note 5), the Company continues to review, and may seek, any other available and appropriate potential benefits under the CARES Act as well as any future legislation signed into law during 2021. Other than the proceeds from the SBA loan, the effects of the CARES Act did not have a significant impact on the Company's condensed consolidated financial statements during the three and nine months ended April 30, 2021 and 2020.

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40)-Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. The ASU simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. The ASU removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The ASU also simplifies the diluted net income per share calculation in certain areas. The new guidance is effective for annual and interim periods beginning after December 15, 2023, and early adoption is permitted for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. The Company is currently evaluating the impact that this new guidance will have on its condensed consolidated financial statements.

In May 2021, the FASB issued ASU 2021-04, Earnings Per Share (Topic 260), Debt—Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Issuer's Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options (a consensus of the FASB Emerging Issues Task Force). The ASU clarifies and reduces diversity in an issuer's accounting for modifications or exchanges of freestanding equity-classified written call options (for example, warrants) that remain equity classified after modification or exchange. The ASU provides guidance that will clarify whether an issuer should account for a modification or an exchange of a freestanding equity-classified written call option that remains equity classified after modification or exchange as (1) an adjustment to equity and, if so, the related earnings per share (EPS) effects, if any, or (2) an expense and, if so, the manner and pattern of recognition. The new guidance is effective for annual and interim periods beginning after December 15, 2021, and early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact that this new guidance will have on its condensed consolidated financial statements.

Note 3— Liquidity and Financial Condition

The Company's products are being developed and have not generated revenue. As of April 30, 2021, the Company had approximately $54.4 million in cash and cash equivalents on its balance sheet. The Company believes its current cash position is sufficient to fund its business plan into approximately the third calendar quarter of 2022. The estimate is based on assumptions that may prove to be wrong, and the Company could use available capital resources sooner than currently expected. Because of the numerous risks and uncertainties associated with the development and commercialization of its product candidates, the Company is unable to estimate the amount of increased capital outlays and operating expenses associated with completing the development of its current product candidates.

The Company recognizes it may need to raise additional capital in order to continue to execute its business plan. There is no assurance that additional financing will be available when needed or that management will be able to obtain financing on terms acceptable to the Company or whether the Company will become profitable and generate positive operating cash flow. If the Company is unable to raise sufficient additional funds, it will have to scale back its business plan. The ongoing COVID-19 pandemic has also caused volatility in the global financial markets and threatened a slowdown in the global economy, which may negatively affect our ability to raise additional capital on attractive terms or at all.

Note 4—Balance Sheet Details

Property and Equipment

Property and equipment, net, is comprised of the following:

	April 30, 2021	July 31, 2020
Equipment and furniture	$ 2,119,486	$ 1,859,824
Computer software	109,242	109,242
Leasehold improvements	21,934	21,934
Property and equipment, gross	2,250,662	1,991,000
Accumulated depreciation and amortization	(1,319,462)	(1,176,506)
Total	$ 931,200	$ 814,494

Depreciation and amortization expense recorded for the three and nine months ended April 30, 2021 was approximately $47,000 and $143,000, respectively. Depreciation and amortization expense recorded for the three and nine months ended April 30, 2020 was approximately $54,000 and $166,000, respectively.

Intangible Assets

Intangible assets, net, is comprised of the following:

	April 30, 2021
License	$ 495,000
Accumulated amortization	(29,118)
Total	$ 465,882

In November 2020, the Company licensed generator technology for use in its clinical trials and other research and development efforts. Unless earlier terminated, the term of the license agreement will remain in effect for 85 months. The Company has determined that the license has alternative future uses in research and development projects. The value of the acquired license is recorded as an intangible asset with amortization over the estimated useful life of 85 months.

Intangible asset amortization expense recorded for the three and nine months ended April 30, 2021 was approximately $17,000 and $29,000, respectively. Intangible asset amortization expense recorded for both the three and nine months ended April 30, 2020 was $0.

At April 30, 2021, the estimated amortization expense by fiscal year based on the current carrying value of intangible assets is as follows:

2021	$ 17,471
2022	69,882
2023	69,882
2024	69,882
2025	69,882
Thereafter	168,883
Total	$ 465,882

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities are comprised of the following:

	April 30, 2021	July 31, 2020
Research and development costs	$ 3,672,010	$ 4,730,347
Professional services fees	985,228	3,097,881
Other	8,949	94,808
Total	$ 4,666,187	$ 7,923,036

Accrued Compensation

Accrued compensation is comprised of the following:

	April 30, 2021	July 31, 2020
Accrued payroll	$ 207,619	$ 279,473
401K payable	41,165	5,654
Total	$ 248,784	$ 285,127

Note 5—Notes Payable

On April 27, 2020, the Company was granted a two-year loan (the "Loan") from the Banc of California in the aggregate amount of $952,744, pursuant to the Paycheck Protection Program (the "PPP") under the CARES Act, which was enacted March 27, 2020. Interest accrues at 1% per year, effective on the date of initial disbursement.

The Company submitted its application for full loan forgiveness on January 6, 2021. On February 12, 2021, the Company received notice that the full Loan amount of $952,744 and $8,046 of accrued interest had been forgiven. As a result, the Company recorded a $960,790 gain on extinguishment of debt in its condensed consolidated statement of operations for the three and nine months ended April 30, 2021.

On June 18, 2020, the Company entered into a finance agreement with AFCO Premium Credit LLC ("AFCO"). Pursuant to the terms of the agreement, AFCO loaned the Company the principal amount of $551,803, which accrues interest at 3.381% per annum, to partially fund the payment of the premium of the Company's director & officer insurance. The agreement requires the Company to make ten monthly payments of $56,039, including interest, starting on July 18, 2020. At April 30, 2021, the outstanding balance related to this finance agreement was paid in full.

Note 6—Stockholders' Equity

January 2021 Offering

On January 25, 2021, the Company completed the offer and sale of an aggregate of 7,711,284 shares of its common stock at a purchase price of $5.45 per share in a public offering. The gross proceeds from the offering were approximately $42.0 million, and the net proceeds, after deducting the placement agent's fee and other offering fees and expenses paid by the Company, were approximately $39.1 million. In connection with the offering, the Company paid the placement agent and other financial advisors an aggregate cash fee equal to 6.0% of the gross proceeds of the offering, as well as legal and other expenses equal to approximately $0.4 million.

August 2020 Offering

On August 19, 2020, the Company completed the offer and sale of an aggregate of 4,608,589 shares of its common stock at a purchase price of $3.25 per share in a registered direct offering. The gross proceeds from the offering were approximately $15.0 million, and the net proceeds, after deducting the placement agent's fee and other offering fees and expenses paid by the Company, were approximately $13.5 million. In connection with the offering, the Company paid the placement agent and other financial advisors an aggregate cash fee equal to 8.0% of the gross proceeds of the offering, as well as legal and other expenses equal to approximately $0.3 million.

China Grand Pharmaceutical and Healthcare Holdings Limited and Sirtex Medical US Holdings, Inc.

On February 7, 2020, the Company closed (the "Closing") a strategic transaction (the "Transaction") with Grand Decade Developments Limited, a direct, wholly-owned subsidiary of China Grand Pharmaceutical and Healthcare Holdings Limited, a company formed under the laws of the British Virgin Islands ("CGP"), and its affiliate, Sirtex Medical US Holdings, Inc., a Delaware corporation ("Sirtex" and, together with CGP, the "Buyers"). On October 10, 2019, the Company and the Buyers entered into Stock Purchase Agreements, as amended, pursuant to which the Company agreed to sell and issue to CGP and Sirtex 10,000,000 shares and 2,000,000 shares, respectively, of the Company's common stock for a total purchase price of $30.0 million. The net proceeds, after deducting offering fees and expenses paid by the Company, were approximately $28.0 million.

During the nine months ended April 30, 2021, shares of common stock issued to third party investors related to warrant exercises totaled 1,389,261. On April 16, 2021, in accordance with their respective stock purchase agreements originally entered into on October 10, 2019, CGP and Sirtex, related parties of the Company, exercised their rights to purchase additional shares of common stock at a purchase price equal to the same exercise price paid by each warrant holder in order to maintain their respective ownership percentages of the outstanding shares of common stock of the Company as of October 10, 2019. These significant related party relationships are based on Sirtex's approximate 8% ownership of the outstanding shares of the Company's common stock, and that of its significant equity holder, CGP (which owns 49% of Sirtex), which owns approximately 42% of the outstanding shares of the Company's common stock. The Company issued 1,409,838 shares of common stock to CGP at an exercise price of $3.45 per share, resulting in gross proceeds of approximately $4.8 million. The Company issued 281,968 shares of common stock to Sirtex at an exercise price of $3.45 per share, resulting in gross proceeds of approximately $1.0 million.

Common Stock Option Exercise

During the nine months ended April 30, 2021, shares of common stock issued related to option exercises totaled 294,884. The Company realized proceeds of approximately $0.5 million from the stock option exercises. There were no stock options exercised during the nine months ended April 30, 2020.

Outstanding Warrants

During the nine months ended April 30, 2021, shares of common stock issued related to warrant exercises totaled 1,389,261. The Company realized proceeds of approximately $4.8 million from the warrant exercises. There were no warrants exercised during the nine months ended April 30, 2020.

During the nine months ended April 30, 2020, the Company repurchased an aggregate of 266,098 warrants from certain warrant holders for an aggregate of approximately $0.2 million. The repurchase price was paid in cash, and upon repurchase, all of these warrants were cancelled.

At April 30, 2021, the Company had outstanding warrants to purchase 1,714,315 shares of its common stock, with exercise prices ranging from $3.45 to $22.69, all of which were classified as equity instruments. These warrants expire at various dates between May 2021 and May 2024.

Note 7—Stock-Based Compensation

The OncoSec Medical Incorporated 2011 Stock Incentive Plan (as amended and approved by the Company's stockholders (the "2011 Plan")), authorizes the Company's Board of Directors to grant equity awards, including stock options and restricted stock units, to employees, directors and consultants. The 2011 Plan authorizes a total of 4,600,000 shares of common stock for issuance. Under the 2011 Plan, incentive stock options are to be granted at a price that is no less than 100% of the fair value of the Company's common stock at the date of grant. Stock options vest over a period specified in the individual option agreements entered into with grantees and are exercisable for a maximum period of 10 years after the date of grant. Incentive stock options granted to stockholders who own more than 10% of the outstanding stock of the Company at the time of grant must be issued at an exercise price of no less than 110% of the fair value of the Company's common stock on the date of grant.

At the Company's Annual Meeting of Stockholders on April 29, 2021, the Company's stockholders approved an amendment to the 2011 Plan to increase the number of shares authorized under the 2011 Plan by 1,250,000 shares, from 3,350,000 shares to 4,600,000 shares.

Modification of Stock Option Awards

During the nine months ended April 30, 2021, the compensation committee of the Company's Board of Directors approved the accelerated vesting of 791,019 and 91,666 previously granted time-vesting awards for employees and directors, respectively. The Company accounted for the effects of the stock option modifications described above under the guidance of ASC 718 as follows:

- The unamortized compensation costs associated with the time-vesting options was expensed on the date of acceleration, which was approximately $1.2 million and $0.1 million for the employees and directors, respectively.

- Upon modification, it is required under ASC 718 to analyze the fair value of the instruments, before and after the modification, recognizing additional compensation cost for any incremental value. The Company computed the fair value of the award immediately prior to the modification and compared the fair value to that of the modified award. Since the value of the awards were less after the modification as compared to immediately prior to the modification, no additional compensation expense was recorded.

During the nine months ended April 30, 2020, the Company cancelled 878,534 outstanding common stock option awards under the following terms:

- The Company entered into Stock Option Cancellation Agreements (the "Cancellation Agreements") with certain executive officers, directors and other senior level employees of the Company, pursuant to which such individuals (the "Senior Level Option Holders") agreed to the voluntary surrender and cancellation of certain previously granted stock options (the "Cancelled Options") to purchase in the aggregate 699,140 shares of the Company's common stock. Under the terms of the Cancellation Agreements, each Senior Level Option Holder and the Company acknowledged and agreed that the surrender and cancellation of the Cancelled Options was without any expectation on the part of each Senior Level Option Holder to receive, and without any obligation on the Company to pay or grant, any cash, equity awards or other consideration presently or in the future with respect to the Cancelled Options.

- The Company cancelled outstanding common stock options held by employees and consultants other than the Senior Level Option Holders, pursuant to which such individuals were previously granted stock options to purchase in the aggregate 179,394 shares of the Company's common stock, for aggregate cash consideration of approximately $26,000.

The Company accounted for the effects of the stock option modifications described above under the guidance of ASC 718 as follows:

- A cancellation of an award that is not accompanied by the concurrent grant of (or offer to grant) a replacement award or other valuable consideration shall be accounted for as a repurchase for no consideration. Accordingly, any previously unrecognized compensation is recognized at the cancellation date.

- The amount of cash paid to settle an equity-classified award is charged directly to equity as long as that amount is equal to or less than the fair-value-based measure of the award on the settlement date. To the extent that the settlement consideration exceeds the fair-value-based measure of the equity-classified award on the settlement date, that difference is recognized as additional compensation cost. The cash paid to settle employee and consultant equity-classified awards, other than the Senior Level Option Holders, was less than the fair-value-based measure of the award on the settlement date. The approximately $26,000 in cash paid to settle the equity-classified awards was charged directly to additional paid in capital.

Following the cancellation of the outstanding stock option awards described above, there were 15,000 stock option awards outstanding under the 2011 Plan. The Company recorded the previously unrecognized compensation cost related to the cancelled outstanding stock option awards of approximately $1.2 million on the date of cancellation.

Modification of Award

On October 2, 2019, the Company entered into an amendment to a consulting agreement with a consulting firm. Prior to the amendment, the Company was required to issue 3,000 shares of restricted common stock monthly for services through July 2, 2020. As per the terms of the amended agreement, starting October 2, 2019, the Company was required to issue 15,000 shares of restricted common stock monthly for services through July 2, 2020. Upon modification, it is required under ASC 718 to analyze the fair value of the instruments, before and after the modification, recognizing additional compensation cost for any incremental value. The Company computed the fair value of the award prior to the amendment and compared the fair value to that of the modified award. The incremental compensation cost of approximately $0.2 million resulting from the modification was recognized ratably over the remaining term of the consulting agreement.

Stock Options

During the nine months ended April 30, 2021, the Company granted options to purchase 879,226, 125,000 and 25,000 shares of its common stock to employees, directors and a consultant under the 2011 Plan, respectively. The stock options issued to employees have a 10-year term, vest over two to three years and have exercise prices ranging from $3.43 to $7.64. The stock options issued to directors have a 10-year term, vest over one year and have an exercise price of $3.43. The stock options issued to the consultant have a 10-year term, vest over one year and have an exercise price of $3.82.

During the nine months ended April 30, 2021, in accordance with Nasdaq Listing Rule 5635(c)(4), the Company granted inducement equity awards that consisted of options to purchase 520,000 shares of its common stock to employees outside the 2011 Plan. The stock options issued to the employee are nonqualified, have a 10-year term, vest over one to two years and have exercise prices ranging from $3.56 to $7.45.

During the nine months ended April 30, 2020, the Company granted options to purchase 5,050 shares of its common stock to employees under the 2011 Plan. The stock options issued to employees have a 10-year term, vest over three years, and have exercise prices ranging from $1.89 to $2.21. All options granted during the nine months ended April 30, 2020 were cancelled during the second quarter of fiscal year 2020 as part of the stock option cancellation transaction discussed previously.

The Company accounts for stock-based compensation based on the fair value of the stock-based awards granted and records forfeitures as they occur. As such, the Company recognizes stock-based compensation cost only for those stock-based awards that vest over their requisite service period, based on the vesting provisions of the individual grants. The service period is generally the vesting period, with the exception of stock options granted pursuant to a consulting agreement, in which case the stock option vesting period and the service period are defined pursuant to the terms of the consulting agreement.

The following assumptions were used for the Black-Scholes calculation of the fair value of stock-based compensation related to stock options granted during the periods presented:

	Nine Months Ended April 30, 2021	Nine Months Ended April 30, 2020
Expected term (years)	5.00 – 6.50 years	5.00 – 6.50 years
Risk-free interest rate	0.27 – 1.13%	1.35 – 1.70%
Volatility	85.31 – 89.08%	80.93 – 83.66%
Dividend yield	0%	0%

The Company's expected volatility is derived from the historical daily change in the market price of its common stock. The Company uses the simplified method to calculate the expected term of options issued to employees, non-employees and directors. The risk-free interest rate used in the Black-Scholes calculation is based on the prevailing U.S. Treasury yield in effect at the time of grant, commensurate with the expected term. For the expected dividend yield used in the Black-Scholes calculation, the Company has never paid any dividends on its common stock and does not anticipate paying dividends on its common stock in the foreseeable future.

The following is a summary of the Company's 2011 Plan and non-Plan stock option activity for the nine months ended April 30, 2021:

	Options	Weighted Average Exercise Price
Outstanding - July 31, 2020	1,442,856	$ 1.65
Granted	1,549,226	$ 4.47
Exercised	(294,884)	$ 1.66
Forfeited/Cancelled	(205,300)	$ 3.65
Outstanding – April 30, 2021	2,491,898	$ 3.23
Outstanding and expected to vest – April 30, 2021	2,491,898	$ 3.23
Exercisable – April 30, 2021	1,416,717	$ 2.31

As of April 30, 2021, the total intrinsic value of options outstanding and exercisable was $4.9 million and $3.8 million, respectively. As of April 30, 2021, the Company has approximately $2.8 million in unrecognized stock-based compensation expense attributable to the outstanding options, which will be amortized over a period of approximately 1.86 years.

Stock-based compensation expense recorded in the Company's condensed consolidated statements of operations for the three and nine months ended April 30, 2021 resulting from stock options awarded to the Company's employees, directors and consultants was approximately $0.8 million and $3.1 million, which included approximately $0 and $1.3 million, respectively, related to the accelerated vesting of time-vesting options. Of the total expense, $0.3 million and $1.6 million, respectively, was recorded to research and development and $0.5 million and $1.5 million, respectively, was recorded in general and administrative in the Company's condensed consolidated statements of operations for the three and nine months ended April 30, 2021.

Stock-based compensation expense recorded in the Company's condensed consolidated statements of operations for the three and nine months ended April 30, 2020 resulting from stock options awarded to the Company's employees, directors and consultants was approximately $1,900 and $1.7 million, respectively, which included approximately $0 and $1.2 million, respectively, related to the cancellation of certain stock option awards. Of the total expense, $0 and $0.8 million, respectively, was recorded to research and development and $1,900 and $0.9 million, respectively, was recorded in general and administrative in the Company's condensed consolidated statements of operations for the three and nine months ended April 30, 2020.

The weighted-average grant date fair value of stock options granted during the three and nine months ended April 30, 2021 was $5.04 and $3.14, respectively.

The weighted-average grant date fair value of stock options granted during the nine months ended April 30, 2020 was $1.35. There were no stock options granted during the three months ended April 30, 2020.

Restricted Stock Units ("RSUs")

For the three and nine months ended April 30, 2021, the Company recorded approximately $0.05 million and $0.1 million, respectively, in stock-based compensation related to RSUs, which is reflected in the condensed consolidated statements of operations.

As of April 30, 2021, there were 21,541 RSUs outstanding. During the nine months ended April 30, 2021, 19,623 RSU's vested.

For the three and nine months ended April 30, 2020, the Company recorded $0.05 million and $0.2 million, respectively, in stock-based compensation related to RSUs, which is reflected in the condensed consolidated statements of operations.

Shares Issued to Consultants

During the three and nine months ended April 30, 2021, 37,500 and 100,000 shares of common stock valued at approximately $0.1 million and $0.3 million, respectively, were issued to a consultant for services. The common stock share values were based on the date the shares were granted. The Company recorded compensation expense relating to the share issuances of approximately $0.1 million and $0.3 million, respectively, during the three and nine months ended April 30, 2021.

During the three and nine months ended April 30, 2020, 0 and 94,499 shares of common stock valued at $0 and approximately $0.5 million, respectively, were issued to consultants for services. The common stock share values were based on the dates the shares were granted. The Company recorded compensation expense relating to the share issuances of $0 and approximately $0.5 million, respectively, during the three and nine months ended April 30, 2020. During both the three and nine months ended April 30, 2020, the Company recorded share-based compensation expense of approximately $0.2 million relating to 45,000 shares of common stock to be issued as per the terms of a consulting agreement. The common stock share value was based on the date the shares were granted. The shares were issued in May 2020.

2015 Employee Stock Purchase Plan

Under the Company's 2015 Employee Stock Purchase Plan ("ESPP"), the Company is authorized to issue 50,000 shares of the Company's common stock. The ninth offering period under the ESPP ended on January 31, 2021, with 1,538 shares purchased and distributed to employees. At April 30, 2021, there were 31,871 shares remaining available for issuance under the ESPP.

The ESPP is considered a Type B plan under FASB ASC Topic 718 because the number of shares a participant is permitted to purchase is not fixed based on the stock price at the beginning of the offering period and the expected withholdings. The ESPP enables the participant to "buy-up" to the plan's share limit, if the stock price is lower on the purchase date. As a result, the fair value of the awards granted under the ESPP is calculated at the beginning of each offering period as the sum of:

- 15% of the share price of an unvested share at the beginning of the offering period,
- 85% of the fair market value of a six-month call on the unvested share aforementioned, and
- 15% of the fair market value of a six-month put on the unvested share aforementioned.

The fair market value of the six-month call and six-month put are based on the Black-Scholes option valuation model. For the six-month offering period ended January 31, 2021, the following assumptions were used: six-month maturity, 0.1% risk free interest, 122.84% volatility, 0% forfeitures and $0 dividends. For the six-month offering period ended January 31, 2020, the following assumptions were used: six-month maturity, 2.04% risk free interest, 90.64% volatility, 0% forfeitures and $0 dividends.

Approximately $10,300 and $3,800 was recorded as stock-based compensation during the nine months ended April 30, 2021 and 2020, respectively.

Common Stock Reserved for Future Issuance

The following table summarizes all common stock reserved for future issuance at April 30, 2021:

Common Stock options outstanding (within the 2011 Plan and outside of the terms of the 2011 Plan)	2,491,898
Common Stock reserved for restricted stock unit release	21,541
Common Stock authorized for future grant under the 2011 Plan	2,034,225
Common Stock reserved for warrant exercise	1,714,315
Shares issuable under CGP and Sirtex stock purchase agreements	1,933,163
Common Stock reserved for future ESPP issuance	31,871
Total Common Stock reserved for future issuance	8,227,013

Note 8—Commitments and Contingencies

Contingencies

In June 2019, Dana Farber Cancer Institute ("DFCI") and OncoSec (each a "Party" and collectively the "Parties") entered into a Sponsored Research Agreement (the "SRA"). On May 11, 2020, the SRA was terminated by DFCI, after a dispute arose between the parties. The Parties resolved the dispute through mediation and reached an agreement in principle. OncoSec agreed to pay DFCI a total of $900,000 in full and complete satisfaction of any and all claims that DFCI may have for reimbursement of expenses under the SRA in two equal installments of $450,000, the first of which was due on December 7, 2020 and the second of which was due on March 31, 2021. As of April 30, 2021, the Company paid both installments.

The Company is not a party to any other legal proceeding or aware of any other threatened action as of the date of this report.

Employment Agreements

The Company has entered into employment agreements with certain executive officers and certain other key employees. Generally, the terms of these agreements provide that, if the Company terminates the officer or employee other than for cause, death or disability, or if the officer terminates his or her employment with the Company for good cause, the officer shall be entitled to receive certain severance compensation and benefits as described in each such agreement.

Note 9 – Leases

Lease Agreements

On August 25, 2020, the Company entered into a second amended lease agreement ("Second Amendment") with MawIt Inc. to further extend the lease term at 24 N. Main Street, Pennington, New Jersey, which serves as the Company's New Jersey corporate headquarters. Under the Second Amendment, effective January 1, 2021, the lease term is extended through and included December 31, 2021 and the base rent for 2021 is $12,416 per month. The lease term shall automatically renew for up to two additional one-year terms unless the Company gives the Landlord a notice of non-renewal at least six months prior to the end of the renewal term then in effect. During 2022, the base rent will be $12,665 per month and during 2023, the base rent will be $12,918 per month. The Company accounted for the Second Amendment as a contract modification, and accordingly, recorded an additional ROU asset for approximately $388,000 and lease liabilities of approximately $388,000 for this operating lease.

The Company has operating leases for corporate offices and lab space. These leases have remaining lease terms of approximately one year to seven years, some of which include options to extend the lease. For any lease where the Company is reasonably certain that a renewal option will be exercised, the lease payments associated with the renewal option period are included in the ROU asset and lease liability as of April 30, 2021.

Supplemental balance sheet information related to leases as of April 30, 2021 was as follows:

Operating Leases:	
Operating lease right-of-use assets	$ 5,660,558
Operating Leases:	
Current portion included in current liabilities	$ 815,045
Long-term portion included in non-current liabilities	5,492,111
Total operating lease liabilities	$ 6,307,156

Supplemental lease expense related to leases was as follows:

	For the Three Months Ended April 30, 2021	For the Nine Months Ended April 30, 2021
Operating lease cost	$ 369,792	$ 1,113,165
Total lease expense	$ 369,792	$ 1,113,165

Other information related to leases where the Company is the lessee is as follows:

	As of April 30, 2021
Weighted-average remaining lease term	5.2 years
Weighted-average discount rate	9.94%

Supplemental cash flow information related to operating leases was as follows:

	For the Three Months Ended April 30, 2021	For the Nine Months Ended April 30, 2021
Cash paid for operating lease liabilities	$ 377,454	$ 893,845
Total cash flows related to operating lease liabilities	$ 377,454	$ 893,845

Future minimum lease payments under non-cancellable leases as of April 30, 2021 were as follows:

Years ending July 31,	
2021	$ 378,445
2022	1,418,580
2023	1,585,224
2024	1,539,142
2025	1,516,126
Thereafter	1,774,569
Total minimum lease payments	8,212,086
Less: Imputed interest	(1,904,930)
Total	$ 6,307,156

Note 10—401(k) Plan

Effective May 15, 2012, the Company adopted a defined contribution savings plan pursuant to Section 401(k) of the Code. The plan is for the benefit of all qualifying employees and permits voluntary contributions by employees of up to 100% of eligible compensation, subject to the maximum limits imposed by Internal Revenue Service. The terms of the plan allow for discretionary employer contributions and the Company currently matches 100% of its employees' contributions, up to 3% of their annual compensation. The Company's contributions are recorded as expense in the accompanying condensed consolidated statements of operations and totaled approximately $30,000 and $91,000 for the three and nine months ended April 30, 2021, respectively. The Company's contributions totaled approximately $39,000 and $98,000 for the three and nine months ended April 30, 2020, respectively.

Note 11—Related Party Transactions

Except as disclosed elsewhere herein, below are the Company's related party transactions.

Equity Offerings

On January 25, 2021, the Company completed the offer and sale of an aggregate of 7,711,284 shares of its common stock at a purchase price of $5.45 per share in a public offering (See Note 6). CGP and its affiliate Sirtex participated in the offering. Each of CGP and Sirtex exercised its right of participation in future offerings in order to maintain respective ownership percentages of the outstanding shares of common stock of the Company upon close.

On August 19, 2020, the Company completed the offer and sale of an aggregate of 4,608,589 shares of its common stock at a purchase price of $3.25 per share in a registered direct offering (See Note 6). CGP and Sirtex participated in the registered direct offering and maintained their respective ownership percentages of the outstanding shares of common stock of the Company upon close.

Co-Promotion and Funded Research Agreement

In January 2021, the Company entered into a co-promotion agreement with Sirtex, pursuant to which the Company granted Sirtex the option to co-promote TAVO for the treatment of anti-PD-1 refractory locally advanced or metastatic melanoma in the U.S., including its territories and possessions. In consideration for the option, the Company received an upfront, non-refundable payment of $5.0 million from Sirtex (the "option fee"). The option to co-promote is non-exclusive and may be exercised at any time by Sirtex from the effective date until 90 days following the receipt by Sirtex of a complete copy of the final BLA filed by the Company with the FDA (the "option period"). If Sirtex exercises the option, the Company will receive an additional non-refundable and non-creditable option exercise fee of $25.0 million, comprised of $20.0 million in cash, and $5.0 million for the issuance of common shares of the Company determined by the average closing price of the stock for the 30 days prior to the date of receipt of the exercise notice for the option.

Under the terms of the co-promotion agreement, if Sirtex exercises the co-promote option, the Company will pay to Sirtex a high-teens to low-twenties royalty ("promotion fee") of U.S. net sales of the TAVO products. The co-promotion agreement will continue until the earlier of the expiration of the option period without Sirtex extending the option or the eighth anniversary of the first FDA approval of the BLA, and can be extended by mutual agreement between the Company and Sirtex. During the co-promotion term, the Company is responsible for funding approximately two-thirds of the promotional costs incurred by Sirtex and Sirtex shall be responsible for approximately one-third.

The Company has determined that the co-promotion agreement represents a funded research and development arrangement within the scope of ASC Subtopic 730-20, Research and Development—Research and Development Arrangements (ASC 730-20). The Company concluded that there has not been a substantive and genuine transfer of risk related to the co-promotion agreement and the Company's ongoing development of TAVO as there is a presumption that the Company is obligated to repay Sirtex based on the significant related party relationship that exists between the parties. This significant related party relationship is based on Sirtex's approximate 8% ownership of the outstanding shares of the Company's common stock, and that of its significant equity holder, CGP (which owns 49% of Sirtex), which owns approximately 42% of the outstanding shares of the Company's common stock and is the Company's largest shareholder.

The Company has determined that the appropriate accounting treatment under ASC 730-20 is to record any proceeds received from Sirtex for the co-promote option or upon exercise of the option as cash and cash equivalents as the Company has the ability to direct the usage of funds, and as a corresponding long-term liability ("Liability under co-promotion agreement – related party") on the Company's condensed consolidated balance sheet when received. The liability will remain on the balance sheet until (i) Sirtex exercises the option which results in royalties paid by the Company to Sirtex based on the net sales of the TAVO products, or (ii) Sirtex does not exercise the option and the co-promotion agreement is terminated by the parties.

As of April 30, 2021, the balance of the Liability under co-promotion agreement – related party relates to the option fee payment of $5.0 million received from Sirtex.

Consulting Agreement

On February 12, 2020, the Company entered into a consulting agreement with the spouse of the Company's Chief Scientific Officer. The term of the agreement is four months and can be extended by written agreement. The agreement provides for an hourly based fee structure for assisting the Company with matters related to oncology and device development related to the Company's platform. In addition to an hourly based fee structure, the consultant will be eligible to receive stock option awards. On June 12, 2020, the Company amended the consulting agreement, extending the term of the existing agreement until December 12, 2020. In addition, the consultant was granted 30,000 non-qualified stock options valued at approximately $48,000 on the date of grant. The non-qualified stock options have a 10-year term, vest immediately and have an exercise price of $1.56. The consultant was paid consulting fees of approximately $0 and $0.2 million during the three months and nine months ended April 30, 2021. Effective October 9, 2020, the Company hired the consultant as an employee.

Note 12—Subsequent Events

Except as disclosed elsewhere herein, below are the Company's subsequent events.

On June 7, 2021, the Company received $2.4 million in net proceeds from the sale of its New Jersey Net Operating Losses under the State of New Jersey NOL Transfer Program for the period ended July 31, 2020.

On June 10, 2021, the Company granted options to purchase 612,375 and 212,500 shares of its common stock to employees and directors under the 2011 Plan, respectively. The stock options issued to employees have a 10-year term, vest over two years and have an exercise price $3.93. The stock options issued to directors have a 10-year term, vest over one year and have an exercise price of $3.93.

On June 10, 2021, the Company granted an aggregate of 1,149,625 RSUs to certain employees under the 2011 Plan. The units vest as follows: 287,407 units vested on June 10, 2021, and the remaining 862,218 units vest in equal quarterly installments over two years. The closing price of the Company's common stock on the date of grant was $3.93 per share, which is the fair market value per unit of the RSUs.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Unless the context indicates otherwise, all references to "OncoSec," "our company," "we," "us" and "our" in this report refer to OncoSec Medical Incorporated and its consolidated subsidiary. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and the related notes included in this report.

This discussion and analysis of our financial condition and results of operations is not a complete description of our business or the risks associated with an investment in our common stock. As a result, this discussion and analysis should be read together with our condensed consolidated financial statements and related notes included in this report, as well as the other disclosures in this report and in the other documents we file from time to time with the Securities and Exchange Commission, or SEC, including our Annual Report on Form 10-K for our fiscal year ended July 31, 2020 filed with the SEC on October 28, 2020, and as amended (the "Annual Report"). Pursuant to Instruction 2 to paragraph (b) of Item 303 of Regulation S-K promulgated by the SEC, in preparing this discussion and analysis, we have presumed that readers have access to and have read the discussion and analysis of our financial condition and results of operations included in the Annual Report.

This discussion and analysis and the other disclosures in this report contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or Exchange Act. Forward-looking statements relate to future events or circumstances or our future performance and are based on our current assumptions, expectations and beliefs about future developments and their potential effect on our business. All statements in this report that are not statements of historical fact could be forward-looking statements. The forward-looking statements in this discussion and analysis include statements about, among other things, the status, progress and results of our clinical programs and our expectations regarding our liquidity and performance, including our expense levels, and the potential impact of the COVID-19 pandemic. Forward-looking statements are only predictions and are not guarantees of future performance, and they are subject to known and unknown risks, uncertainties and other factors, including the risks described under the heading "Risk Factors" in Part I, Item IA of the Company's most recent Annual Report on Form 10-K and similar discussions contained in the other documents we file from time to time with the SEC. In light of these risks, uncertainties and other factors, the forward-looking events and circumstances described in this report may not occur and our results, levels of activity, performance or achievements could differ materially from those expressed in or implied by any forward-looking statements we make. As a result, you should not place undue reliance on any of our forward-looking statements. Forward-looking statements speak only as of the date they are made, and unless required to by law, we undertake no obligation to update or revise any forward-looking statement for any reason, including to reflect new information, future developments, actual results or changes in our expectations.

Overview

We are a late-stage biotechnology company focused on designing, developing and commercializing innovative therapies and proprietary medical approaches to stimulate and to guide an anti-tumor immune response for the treatment of cancer. Our core technology platform, ImmunoPulse®is a drug-device therapeutic modality platform comprised of proprietary intratumoral electroporation ("EP") delivery, devices (the "OncoSec Medical System (OMS) Electroporation Device" or "OMS EP device"). The OMS EP device is designed to deliver plasmid DNA-encoded drugs directly into a solid tumor and promote an immunological response against cancer. The OMS EP device can be adapted to treat different tumor types, and consists of an electrical pulse generator, a reusable handle and disposable applicators. Our lead product candidate is a DNA-encoded interleukin-12 ("IL-12") called tavokinogene telseplasmid ("TAVO"). The OMS EP device is used to deliver TAVO intratumorally, with the aim of reversing the immunosuppressive microenvironment in the treated tumor. The activation of the appropriate inflammatory response can drive a systemic anti-tumor response against untreated tumors in other parts of the body. In 2017, we received Fast Track designation and Orphan Drug Designation from the U.S. Food and Drug Administration ("FDA") for TAVO in metastatic melanoma, which could qualify TAVO for expedited FDA review, a rolling Biologics License Application review and certain other benefits.

We have completed monotherapy and combination programs and our current focus is to pursue clinical development programs with TAVO, in combination with anti-PD-1 checkpoint inhibitors, in metastatic melanoma, triple negative breast cancer and squamous cell carcinoma head and neck. The Company intends to continue to pursue other ongoing or potential new trials and studies related to TAVO, in various tumor types. In addition to TAVO, we have identified and are developing new DNA-encoded therapeutic candidates and tumor indications for use with our new Visceral Lesion Applicator, to target deep visceral lesions, such as liver, lung, bladder, pancreatic and other difficult to treat visceral lesions.

Performance Outlook

We expect to use our available working capital in the near term primarily for the advancement of our existing and planned clinical programs, including performance of the KEYNOTE-695 and KEYNOTE-890 studies and, to a lesser extent, the continuation of our other clinical trials and studies. We anticipate our spending on clinical programs and the development of our next-generation OMS EP device will continue throughout our current fiscal year, primarily in support of the KEYNOTE-695 and KEYNOTE-890 studies, while our spending on research and development programs will be prioritized, based on our focus on the KEYNOTE-695 and KEYNOTE-890 studies. We expect our cash-based general and administrative expenses to remain relatively flat in the near term, as we seek to continue to leverage internal resources and automate processes to decrease our outside services expenses. See "Results of Operations" below for more information.

Our operational and financial performance have already been affected by the impact of the COVID-19 pandemic. Our clinical trials have experienced delays in patient enrollment, potentially due to prioritization of hospital resources toward the COVID-19 pandemic or concerns among patients about participating in clinical trials during a public health emergency. The COVID-19 pandemic is also affecting the operations of government entities, such as the FDA, as well as contract research organizations, third-party manufacturers, and other third-parties upon whom we rely. The extent of the impact on our operations cannot be ascertained at this time.

Results of Operations for the Three Months Ended April 30, 2021 Compared to the Three Months Ended April 30, 2020

The unaudited financial data for the three months ended April 30, 2021 and April 30, 2020 is presented in the following table and the results of these two periods are included in the discussion thereafter.

	April 30, 2021	April 30, 2020	$ Change	% Change
Revenue	$ -	$ -	$ -	-
Expenses				
Research and development	7,589,779	6,103,163	1,486,616	24
General and administrative	2,847,151	3,731,517	(884,366)	(24)
Loss from operations	(10,436,930)	(9,834,680)	(602,250)	6
Gain on extinguishment of debt	960,790	-	960,790	100
Other income, net	1,723	54,908	(53,185)	(97)
Interest expense	(1,732)	-	(1,732)	100
Foreign currency exchange gain (loss), net	35,365	(108,409)	143,774	(133)
Loss before income taxes	(9,440,784)	(9,888,181)	447,397	(5)
Income tax expense	1,542	-	1,542	100
Net loss	$ (9,442,326)	$ (9,888,181)	$ 445,855	(5)

Revenue

We have not generated any revenue since our inception, and we do not anticipate generating meaningful revenue in the near term.

Research and Development Expenses

Our research and development expenses increased by approximately $1.5 million, from $6.1 million during the three months ended April 30, 2020 to $7.6 million during the three months ended April 30, 2021. This increase was primarily due to the following approximate increases: (i) $1.2 million in clinical trial-related costs to support our various clinical studies and costs for discovery research and product development and (ii) $0.3 million in stock-based compensation to employees and consultants.

General and Administrative

Our general and administrative expenses decreased by approximately $0.9 million, from $3.7 million during the three months ended April 30, 2020, to $2.8 million during the three months ended April 30, 2021. This decrease was largely due to the following approximate decreases: (i) $0.4 million in legal costs primarily related to the Alpha Holdings litigation and the contested proxy costs in the prior period (ii) $0.5 million in consulting costs, primarily related to business development and public relations in the prior period (iii) $0.3 million in payroll and related benefits expenses, primarily related to bonuses in the prior period and partially offset by merit increases in the current period and (iv) $0.1 million in proxy costs related to the Company's special meeting to approve the CGP transaction in the prior period. These decreases were partially offset by a $0.3 million increase in stock-based compensation to employees and consultants.

Gain on Extinguishment of Debt

During the three months ended April 30, 2021, the PPP loan was forgiven, which resulted in a gain on extinguishment of debt of approximately $1.0 million.

Other Income, Net

Other income, net, decreased by approximately $53,000, from $55,000 for the three months ended April 30, 2020 to $2,000 for the three months ended April 30, 2021. This decrease was primarily due to reduced interest income as a result of a lower return on our investments during the current period.

Foreign Currency Exchange Gain (Loss), Net

Foreign currency exchange gain (loss), net, increased by approximately $144,000 from a $109,000 loss during the three months ended April 30, 2020 to a $35,000 gain for the three months ended April 30, 2021. This increase was primarily due to unrealized foreign currency transaction gains recognized in connection with the Australian subsidiary's intercompany loan.

Results of Operations for the Nine Months Ended April 30, 2021 Compared to the Nine Months Ended April 30, 2020

The unaudited financial data for the nine months ended April 30, 2021 and April 30, 2020 is presented in the following table and the results of these two periods are included in the discussion thereafter.

	April 30, 2021	April 30, 2020	$ Change	% Change
Revenue	$ -	$ -	$ -	-
Expenses				
Research and development	26,304,520	17,586,220	8,718,300	50
General and administrative	8,198,580	15,617,958	(7,419,378)	(48)
Loss from operations	(34,503,100)	(33,204,178)	(1,298,922)	4
Gain on extinguishment of debt	960,790	-	960,790	100
Other income, net	660	182,019	(181,359)	(100)
Interest expense	(12,587)	(1,070)	(11,517)	1,076
Foreign currency exchange gain (loss), net	187,039	(257,010)	444,049	(173)
Loss before income taxes	(33,367,198)	(33,280,239)	(86,959)	-
Income tax expense	4,492	2,450	2,042	83
Net loss	$ (33,371,690)	$ (33,282,689)	$ (89,001)	-

Revenue

We have not generated any revenue since our inception, and we do not anticipate generating meaningful revenue in the near term.

Research and Development Expenses

Our research and development expenses increased by approximately $8.7 million, from $17.6 million during the nine months ended April 30, 2020 to $26.3 million during the nine months ended April 30, 2021. This increase was primarily due to the following approximate increases: (i) $6.0 million in clinical trial-related costs to support our various clinical studies and costs for discovery research and product development (ii) $1.7 million in payroll and related benefits expenses, primarily due to additional headcount, bonuses and merit increases and (iii) $0.8 million in stock-based compensation expense to employees and consultants.

General and Administrative

Our general and administrative expenses decreased by approximately $7.4 million, from $15.6 million during the nine months ended April 30, 2020, to $8.2 million during the nine months ended April 30, 2021. This decrease was largely due to the following approximate decreases: (i) $4.5 million in legal costs primarily related to the Alpha Holdings litigation and the contested proxy costs in the prior period, and $1.0 million in insurance recoveries from the Alpha Holdings litigation in the current period (ii) $1.4 million in consulting costs, primarily related to business development and public relations in the prior period and (iii) $0.8 million in proxy costs related to the Company's special meeting to approve the CGP transaction in the prior period. These decreases were partially offset by a $0.1 million increase in stock-based compensation expense to employees and consultants.

Gain on Extinguishment of Debt

During the nine months ended April 30, 2021, the PPP loan was forgiven, which resulted in a gain on extinguishment of debt of approximately $1.0 million.

Other Income, Net

Other income, net, decreased by approximately $181,000 from $182,000 for the nine months ended April 30, 2020 to $1,000 for the nine months ended April 30, 2021. This decrease was primarily due to reduced interest income as a result of a lower return on our investments during the current period.

Foreign Currency Exchange Gain (Loss), Net

Foreign currency exchange gain (loss), net, increased by approximately $444,000 from a loss of $257,000 during the nine months ended April 30, 2020 to a $187,000 gain for the nine months ended April 30, 2021. This increase was primarily due to unrealized foreign currency transaction gains recognized in connection with the Australian subsidiary's intercompany loan.

Liquidity and Capital Resources

Working Capital

The following table and subsequent discussion summarize our working capital as of each of the periods presented:

	At April 30, 2021	At July 31, 2020
Current assets	$ 56,242,352	$ 22,821,685
Current liabilities	5,730,016	9,678,029
Working capital	$ 50,512,336	$ 13,143,656

Current Assets

Current assets as of April 30, 2021 increased by $33.4 million to $56.2 million, from $22.8 million as of July 31, 2020. This increase was primarily due to the $52.6 million net proceeds received from the August 2020 and January 2021 offerings, $5.0 million received from the co-promotion agreement with Sirtex, $5.3 million received from warrant and option exercises and $5.8 million from the purchase of shares under the CGP and Sirtex stock purchase agreements originally entered into on October 10, 2019. The increase was partially offset by cash used to support our operations during the nine months ended April 30, 2021.

Current Liabilities

Current liabilities as of April 30, 2021 decreased by $4.0 million to $5.7 million, from $9.7 million as of July 31, 2020. This decrease was primarily due to a decrease in accounts payable and accrued expenses pertaining to our legal costs and our manufacturing and clinical research activities. In addition, the PPP loan was forgiven.

Cash Flow

Cash Used in Operating Activities

Net cash used in operating activities for the nine months ended April 30, 2021 was $33.4 million, as compared to $23.8 million for the nine months ended April 30, 2020. The $9.6 million increase in cash used in operating activities was primarily attributable to an increase in cash used to support our operating activities, including but not limited to, our clinical trials, an increase in R&D activities and general working capital requirements.

Cash Used in Investing Activities

Net cash used in investing activities for the nine months ended April 30, 2021 was $0.8 million, as compared to $0 for the nine months ended April 30, 2020. During the nine months ended April 30, 2021, the Company licensed generator technology and purchased property and equipment for use in its clinical trials and other research and development efforts.

Cash Provided by Financing Activities

Net cash provided by financing activities was $68.2 million for the nine months ended April 30, 2021, as compared to $28.8 million cash provided by financing activities for the nine months ended April 30, 2020. Net proceeds during the nine months ended April 30, 2021 was primarily attributable to the $52.6 million net proceeds received from the August 2020 and January 2021 offerings, $5.0 million received from the co-promotion agreement with Sirtex, $5.3 million received from warrant and option exercises and $5.8 million from the purchase of shares under the CGP and Sirtex stock purchase agreements originally entered into on October 10, 2019 (see “Sources of Capital” below). Net proceeds during the nine months ended April 30, 2020 was primarily attributable to the $28.0 million net proceeds received from the CGP and Sirtex offering (see “Sources of Capital” below).

Uses of Cash and Cash Requirements

Our primary uses of cash have been to finance clinical and research and development activities focused on the identification and discovery of new potential product candidates, the development of innovative and proprietary medical approaches for the treatment of cancer, and the design and advancement of pre-clinical and clinical trials and studies related to our pipeline of product candidates. We have also used our capital resources on general and administrative activities and building and strengthening our corporate infrastructure, programs and procedures to enable compliance with applicable federal, state and local laws and regulations.

Our primary objectives for the next 12 months are to continue the advancement of our KEYNOTE-695 and KEYNOTE-890 studies and, to a lesser extent, our other ongoing clinical trials and studies, and to continue our research and development activities for our next-generation EP device and drug discovery efforts. In addition, we expect to pursue capital-raising transactions, which could include equity or debt financings, in the near term to fund our existing and planned operations and acquire and develop additional assets and technology consistent with our business objectives as opportunities arise.

Liquidity and Financial Condition

The Company's products are being developed and have not generated revenue. As of April 30, 2021, the Company had approximately $54.4 million in cash and cash equivalents on its balance sheet. The Company believes its current cash position is sufficient to fund its business plan into approximately the third calendar quarter of 2022. The estimate is based on assumptions that may prove to be wrong, and the Company could use available capital resources sooner than currently expected. Because of the numerous risks and uncertainties associated with the development and commercialization of its product candidates, the Company is unable to estimate the amount of increased capital outlays and operating expenses associated with completing the development of its current product candidates.

The Company recognizes it may need to raise additional capital in order to continue to execute its business plan. There is no assurance that additional financing will be available when needed or that management will be able to obtain financing on terms acceptable to the Company or whether the Company will become profitable and generate positive operating cash flow. If the Company is unable to raise sufficient additional funds, it will have to scale back its business plan. The ongoing COVID-19 pandemic has also caused volatility in the global financial markets and threatened a slowdown in the global economy, which may negatively affect our ability to raise additional capital on attractive terms or at all.

Sources of Capital

We have not generated any revenue since our inception, and we do not anticipate generating meaningful revenue in the near term. Historically, we have raised the majority of the funding for our business through offerings of our common stock and warrants to purchase our common stock. If we issue equity or convertible debt securities to raise additional funds, our existing stockholders would experience further dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing stockholders. If we incur debt, our fixed payment obligations, liabilities and leverage relative to our equity capitalization would increase, which could increase the cost of future capital. Further, the terms of any debt securities we issue or borrowings we incur, if available, could impose significant restrictions on our operations, such as limitations on our ability to incur additional debt or issue additional equity or other operating restrictions that could adversely affect our ability to conduct our business, and any such debt could be secured by any or all of our assets pledged as collateral. Additionally, we may incur substantial costs in pursuing future capital, including investment banking, legal and accounting fees, printing and distribution expenses and other costs.

Public Offering

On January 25, 2021, the Company completed the offer and sale of an aggregate of 7,711,284 shares of its common stock at a purchase price of $5.45 per share in a public offering. The gross proceeds from the offering were approximately $42.0 million, and the net proceeds, after deducting the placement agent's fee and other offering fees and expenses paid by the Company, were approximately $39.1 million. In connection with the offering, the Company paid the placement agent and other financial advisors an aggregate cash fee equal to 6.0% of the gross proceeds of the offering, as well as legal and other expenses equal to approximately $0.4 million.

Registered Direct Offering

On August 19, 2020, the Company completed the offer and sale of an aggregate of 4,608,589 shares of its common stock at a purchase price of $3.25 per share in a registered direct offering. The gross proceeds of the offering were approximately $15.0 million, and the net proceeds, after deducting the placement agent's fee and other offering fees and expenses paid by the Company, were approximately $13.5 million. In connection with the offering, the Company paid the placement agent and other financial advisors an aggregate cash fee equal to 8.0% of the gross proceeds of the offering, as well as legal and other expenses equal to approximately $0.3 million.

Common Stock Option Exercise

During the nine months ended April 30, 2021, shares of common stock issued related to option exercises totaled 294,884. The Company realized proceeds of approximately $0.5 million from the stock option exercises.

Common Stock Warrant Exercise

During the nine months ended April 30, 2021, shares of common stock issued related to warrant exercises totaled 1,389,261. The Company realized proceeds of approximately $4.8 million from the warrant exercises.

Sale of New Jersey Net Operating Losses (NOLs)

On June 7, 2021, the Company received $2.4 million in net proceeds from the sale of its New Jersey Net Operating Losses under the State of New Jersey NOL Transfer Program for the period ended July 31, 2020.

Small Business Administration Loan

On April 27, 2020, the Company was granted a loan from the Banc of California in the aggregate amount of $952,744, pursuant to the Paycheck Protection Program under the CARES Act, which was enacted March 27, 2020. The term of the loan is two years. Monthly payments will be due beginning August 15, 2021 if the Loan is not forgiven. Interest accrues at 1% per year, effective on the date of initial disbursement. The Company submitted its application for full loan forgiveness on January 6, 2021.

On February 12, 2021, the Company received notice that the full Loan amount of $952,744 and $8,046 of accrued interest had been forgiven.

CGP and Sirtex

On February 7, 2020, the Company closed a strategic transaction with CGP and its affiliate, Sirtex. On October 10, 2019, the Company, CGP and Sirtex entered into Stock Purchase Agreements, as amended, pursuant to which the Company agreed to sell and issue to CGP and Sirtex 10,000,000 shares and 2,000,000 shares, respectively, of the Company's common stock for an aggregate purchase price of $30.0 million. The net proceeds, after deducting offering fees and expenses paid by us, were approximately $28.0 million.

In January 2021, the Company entered into a co-promotion agreement with Sirtex, pursuant to which the Company granted Sirtex the option to co-promote TAVO for the treatment of anti-PD-1 refractory locally advanced or metastatic melanoma in the U.S., including its territories and possessions. In consideration for the option, the Company received an upfront, non-refundable payment of $5.0 million from Sirtex.

During the nine months ended April 30, 2021, shares of common stock issued to third party investors related to warrant exercises totaled 1,389,261. On April 16, 2021, in accordance with their respective stock purchase agreements originally entered into on October 10, 2019, CGP and Sirtex, related parties of the Company, exercised their rights to purchase additional shares of common stock at a purchase price equal to the same exercise price paid by each warrant holder in order to maintain their respective ownership percentages of the outstanding shares of common stock of the Company as of October 10, 2019. These significant related party relationships are based on Sirtex's approximate 8% ownership of the outstanding shares of the Company's common stock, and that of its significant equity holder, CGP (which owns 49% of Sirtex), which owns approximately 42% of the outstanding shares of the Company's common stock. The Company issued 1,409,838 shares of common stock to CGP at an exercise price of $3.45 per share, resulting in gross proceeds of approximately $4.8 million. The Company issued 281,968 shares of common stock to Sirtex at an exercise price of $3.45 per share, resulting in gross proceeds of approximately $1.0 million.

Critical Accounting Policies

Impairment of Long-Lived Assets

The Company periodically assesses the carrying value of intangible and other long-lived assets, and whenever events or changes in circumstances indicate that the carrying amount of an asset might not be recoverable. The assets are considered to be impaired if the Company determines that the carrying value may not be recoverable based upon its assessment, which includes consideration of the following events or changes in circumstances:

- the asset's ability to continue to generate income from operations and positive cash flow in future periods;
- loss of legal ownership or title to the asset(s);
- significant changes in the Company's strategic business objectives and utilization of the asset(s); and
- the impact of significant negative industry or economic trends.

If the assets are considered to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Fair value is determined by the application of discounted cash flow models to project cash flows from the assets. In addition, the Company bases estimates of the useful lives and related amortization or depreciation expense on its subjective estimate of the period the assets will generate revenue or otherwise be used by it. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less selling costs. The Company also periodically reviews the lives assigned to long-lived assets to ensure that the initial estimates do not exceed any revised estimated periods from which the Company expects to realize cash flows from its assets.

Accruals for Research and Development Expenses and Clinical Trials

The Company is required to estimate its expenses resulting from its obligations under contracts with vendors, clinical research organizations and consultants and under clinical site agreements in connection with conducting clinical trials. The financial terms of these contracts vary from contract to contract and may result in payment terms that do not match the periods over which materials or services are provided under such contracts. The Company accounts for these expenses in its financial statements by matching those expenses with the period in which services are performed and efforts are expended. The Company determines accrual estimates through financial models and takes into account discussion with applicable personnel and outside service providers as to the progress of clinical trials, or the services completed. The Company makes estimates of its accrued expenses as of each balance sheet date based on the facts and circumstances known to it at that time. The Company's clinical trial accruals are dependent upon the timely and accurate reporting of contract research organizations and other third-party vendors. During the course of a clinical trial, the Company adjusts its clinical expense recognition if actual results differ from its estimates.

Equity-Based Awards

The Company grants equity-based awards (typically stock options or restricted stock units) under our stock-based compensation plan and outside of our stock-based compensation plan, with terms generally similar to the terms under our stock-based compensation plan. The Company estimates the fair value of stock option awards using the Black-Scholes option valuation model. For employees, directors and consultants, the fair value of the award is measured on the grant date. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. The Black-Scholes option valuation model requires the input of subjective assumptions, including price volatility of the underlying stock, risk-free interest rate, dividend yield, and expected life of the option. The Company estimates the fair value of restricted stock unit awards based on the closing price of the Company's common stock on the date of issuance.

Australia Research and Development Tax Credit

Our Australian, wholly-owned, subsidiary incurs research and development expenses, primarily in the course of conducting clinical trials. The Australian research and development activities qualify for the Australian government's tax credit program, which provides a 43.5% credit for qualifying research and development expenses. The tax credit does not depend on our generation of future taxable income or ongoing tax status or position. Accordingly, the credit is not considered an element of income tax accounting under ASC 740 and is recorded against qualifying research and development expenses in the Company's condensed consolidated statements of operations.

Leases

The Company determines if an arrangement is a lease at inception. Operating lease ROU assets represent the Company's right to use an underlying asset during the lease term, and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating leases are included in ROU assets, current operating lease liabilities, and long-term operating lease liabilities on the Company's condensed consolidated balance sheets.

Lease ROU assets and lease liabilities are initially recognized based on the present value of the future minimum lease payments over the lease term at commencement date calculated using our incremental borrowing rate applicable to the lease asset, unless the implicit rate is readily determinable. ROU assets also include any lease payments made at or before lease commencement and exclude any lease incentives received. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Leases with a term of 12 months or less are not recognized on the condensed consolidated balance sheet. The Company's leases do not contain any residual value guarantees. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. The Company accounts for lease and non-lease components as a single lease component for all its leases.

Recent Accounting Pronouncements

Information regarding recent accounting pronouncements is contained in Note 2 to our condensed consolidated financial statements included in this report.

Off-Balance Sheet Arrangements

We are not party to any off-balance sheet transactions. We have no guarantees or obligations other than those which arise out of normal business operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended, or Exchange Act, is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, or the SEC, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer (our principal executive officer) and our Principal Accounting Officer and Controller, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures reflects the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

As required by Rule 13a-15(b) under the Exchange Act, our management, under the supervision and with the participation of our President and Chief Executive Officer and our Principal Accounting Officer and Controller, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of April 30, 2021. Based on such evaluation, our President and Chief Executive Officer and our Principal Accounting Officer and Controller concluded that, as of April 30, 2021, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during our fiscal quarter ended April 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls

Our management, including our President and Chief Executive Officer and Principal Accounting Officer and Controller, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent 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 system 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 all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our Company have been detected.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, we are involved in legal proceedings in the ordinary course of our business. Refer to Note 8: Commitments and Contingencies for more information on legal proceedings.

ITEM 1A. RISK FACTORS.

There have been no material changes in our risk factors from those disclosed in Part I, Item 1A to our Annual Report on Form 10-K for the fiscal year ended July 31, 2020.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

From February 2, 2021 to April 5, 2021, we issued a total of 37,500 shares of our common stock to a third-party firm pursuant to a consulting agreement at an average market price of $6.07 per share for services rendered.

On April 16, 2021, in accordance with their respective stock purchase agreements originally entered into on October 10, 2019, CGP and Sirtex, related parties of the Company, exercised their rights to purchase additional shares of common stock at a purchase price equal to the same exercise price paid by each warrant holder in order to maintain respective ownership percentages of the outstanding shares of common stock of the Company upon entering into their respective stock purchase agreements. The Company issued 1,409,838 and 281,968 shares of common stock to CGP and Sirtex, respectively, at an exercise price of $3.45 per share.

The securities above were offered and sold without registration under the Securities Act of 1933, as amended, or the Securities Act, pursuant to the exemption provided in Section 4(a)(2) under the Securities Act as a transaction not involving a public offering as well as similar exemptions under applicable state laws, in reliance on the following facts: no general solicitation was used in the offer or sale of such shares; the recipient of such shares represented that it was acquiring the shares for investment for its own account and not with a view to or for resale in connection with any distribution thereof within the meaning of the Securities Act; the recipient of such shares had adequate access to information about us; the recipient of such shares represented that it had a preexisting business or personal relationship with us or had the capacity to protect its own interests in connection with acquiring such shares; and such shares were issued as restricted securities with restricted legends referring to the Securities Act.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

The following exhibits are either filed or furnished with this report:

10.1*	Amendment to the OncoSec Medical Incorporated 2011 Stock Incentive Plan (incorporated by reference to Exhibit A to the Company's Proxy Statement on Schedule 14A, filed on March 18, 2021)
31.1*	Certification of Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934
31.2*	Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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
101.INS*	XBRL Instant 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

* Filed herewith.

SIGNATURES

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

ONCOSEC MEDICAL INCORPORATED

By: */s/ Daniel J. O'Connor*
Daniel J. O'Connor
President & Chief Executive Officer
(Principal Executive Officer)

Dated: June 11, 2021

By: */s/ Robert J. DelAversano*
Robert J. DelAversano
Principal Accounting Officer & Controller

Dated: June 11, 2021

Exhibit 31.1

CERTIFICATIONS

I, Daniel J. O'Connor, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of OncoSec Medical Incorporated;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 11, 2021

/s/ Daniel J. O'Connor

Daniel J. O'Connor
President & Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS

I, Robert J. DelAversano, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of OncoSec Medical Incorporated;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 11, 2021

/s/ Robert J. DelAversano

Robert J. DelAversano

Principal Accounting Officer & Controller

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Daniel J. O'Connor, President and Chief Executive Officer of OncoSec Medical Incorporated (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:

(1) the Quarterly Report on Form 10-Q of the Company for the period ended April 30, 2021 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and

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

Dated: June 11, 2021

By: */s/ Daniel J. O'Connor*
Daniel J. O'Connor
President & Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Robert J. DelAversano, Principal Accounting Officer and Controller of OncoSec Medical Incorporated (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:

(1) the Quarterly Report on Form 10-Q of the Company for the period ended April 30, 2021 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and

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

Dated: June 11, 2021

By: */s/ Robert J. DelAversano*
Robert J. DelAversano
Principal Accounting Officer & Controller