UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended July 31, 2022

OR

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

Commission File Number: 001-40483

ALZAMEND NEURO, INC.

(Exact name of registrant as specified in its charter)

Delaware		**81-1822909**
(State or other jurisdiction of incorporation or organization)		(I.R.S. Employer Identification Number)
3500 Lenox Rd NE, Suite 1500, Atlanta, GA	**30326**	**(844) 722-6303**
(Address of principal executive offices)	(Zip Code)	(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Act:

Title of Each Class	**Trading Symbol**	**Name of each exchange on which registered**
Common Stock, $0.0001 par value per share	ALZN	NASDAQ Capital Market

Securities registered under Section 12(g) of the Act: None

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 ☒ 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No □

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

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

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

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

As of September 13, 2022 there were 95,481,790 shares of registrant's common stock, $0.0001 par value per share, outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Alzamend Neuro, Inc.
Condensed Balance Sheets
(Unaudited)

	July 31, 2022	April 30, 2022
ASSETS		
CURRENT ASSETS		
Cash	$ 11,527,121	$ 14,063,811
Prepaid expenses and other current assets	587,542	349,723
TOTAL CURRENT ASSETS	12,114,663	14,413,534
Property, plant and equipment, net	95,812	102,909
TOTAL ASSETS	$ 12,210,475	$ 14,516,443
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 1,028,700	$ 1,162,850
Related party payable	-	2,082
TOTAL CURRENT LIABILITIES	1,028,700	1,164,932
TOTAL LIABILITIES	1,028,700	1,164,932
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Convertible Preferred stock, $0.0001 par value: 10,000,000 shares authorized; Series A Convertible Preferred Stock, $0.0001 stated value per share, 1,360,000 shares designated; nil issued and outstanding as of July 31, 2022 and April 30, 2022	-	-
Common stock, $0.0001 par value: 300,000,000 shares authorized; 95,481,790 shares issued and outstanding as of July 31, 2022 and April 30, 2022	9,548	9,548
Additional paid-in capital	58,287,091	57,419,753
Note receivable for common stock – related party	(14,883,295)	(14,883,295)
Accumulated deficit	(32,231,569)	(29,194,495)
TOTAL STOCKHOLDERS' EQUITY	11,181,775	13,351,511
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 12,210,475	$ 14,516,443

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

Alzamend Neuro, Inc.
Condensed Statements of Operations
(Unaudited)

	For the Three Months Ended July 31,	
	2022	**2021**
OPERATING EXPENSES		
Research and development	$ 1,375,953	$ 916,408
General and administrative	1,659,589	1,389,831
Total operating expenses	3,035,542	2,306,239
Loss from operations	(3,035,542)	(2,306,239)
OTHER EXPENSE, NET		
Interest expense	(1,532)	(13,628)
Total other expense, net	(1,532)	(13,628)
NET LOSS	$ (3,037,074)	$ (2,319,867)
Basic and diluted net loss per common share	$ (0.03)	$ (0.03)
Basic and diluted weighted average common shares outstanding	97,481,790	84,588,492

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

Alzamend Neuro, Inc.
Condensed Statements of Stockholders' Equity
For the Three Months Ended July 31, 2022
(Unaudited)

	Series A Convertible Preferred Stock		Common Stock		Additional Paid-In	Note Receivable for Common Stock -	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Related Party	Deficit	Total
BALANCES, April 30, 2022	-	$ -	95,481,790	$ 9,548	$ 57,419,753	$ (14,883,295)	$ (29,194,495)	$ 13,351,511
Stock-based compensation to employees and consultants	-	-	-	-	867,338	-	-	867,338
Net loss	-	-	-	-	-	-	(3,037,074)	(3,037,074)
BALANCES, July 31, 2022	-	$ -	95,481,790	$ 9,548	$ 58,287,091	$ (14,883,295)	$ (32,231,569)	$ 11,181,775

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

Alzamend Neuro, Inc.
Condensed Statements of Stockholders' Equity
For the Three Months Ended July 31, 2021
(Unaudited)

	Series A Convertible Preferred Stock		Common Stock		Additional Paid-In	Note Receivable for Common Stock -	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Related Party	Deficit	Total
BALANCES, April 30, 2021	750,000	$ 75	67,429,525	$ 6,743	$ 33,721,859	$ (14,883,295)	$ (16,832,437)	$ 2,012,945
Stock-based compensation to employees and consultants	-	-	-	-	739,622	-	-	739,622
Proceeds from sale of common stocks and warrants-related party	-	-	1,333,333	133	1,999,867	-	-	2,000,000
Proceeds from stock option exercise	-	-	250,000	25	75	-	-	100
Proceeds from initial public offering, net of underwriters' discounts and commissions and issuance costs of $1.5 million	-	-	2,875,000	288	12,911,168	-	-	12,911,456
Conversion of Series A convertible stock	(750,000)	(75)	15,000,000	1,500	(1,425)	-	-	-
Net loss	-	-	-	-	-	-	(2,319,867)	(2,319,867)
BALANCES, July 31, 2021	-	$ -	86,887,858	$ 8,689	$ 49,371,166	$ (14,883,295)	$ (19,152,304)	$ 15,344,256

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

Alzamend Neuro, Inc.
Condensed Statements of Cash Flows
(Unaudited)

	For the Three Months Ended July 31,	
	2022	**2021**
Cash flows from operating activities:		
Net loss	$ (3,037,074)	$ (2,319,867)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	7,097	-
Interest expense - debt discount	-	4,795
Stock-based compensation to employees and consultants	867,338	739,622
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(237,819)	(216,169)
Accounts payable and accrued liabilities	(136,232)	568,955
Net cash used in operating activities	(2,536,690)	(1,222,664)
Cash flows from financing activities:		
Proceeds from the issuance of common stock and warrants - related party, net	-	2,000,000
Proceeds from stock option exercise	-	100
Proceeds from initial public offering, net of underwriters' discounts and commissions and issuance costs	-	12,911,456
Net cash provided by financing activities	-	14,911,556
Net (decrease) increase in cash	(2,536,690)	13,688,892
Cash at beginning of period	14,063,811	1,929,270
Cash at end of period	$ 11,527,121	$ 15,618,162
Supplemental disclosures of cash flow information:		
Non-cash financing activities:		
Fair value of warrants issued in connection with initial public offering	$ -	$ 461,877
Fair value of warrants issued in connection with March 2021 securities purchase agreement, related party	$ -	$ 4,799,742

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

1. DESCRIPTION OF BUSINESS

Organization

Alzamend Neuro, Inc. (the "Company" or "Alzamend"), is an early clinical-stage biopharmaceutical company focused on developing novel products for the treatment of neurodegenerative diseases and psychiatric disorders. The Company's primary focus is Alzheimer's disease. With two current and future product candidates, Alzamend aims to bring treatments or cures to market at a reasonable cost as quickly as possible. The Company's current pipeline consists of two novel therapeutic drug candidates (collectively, the "Technology"): (i) a patented ionic cocrystal technology delivering a therapeutic combination of lithium, proline and salicylate, known as AL001, through two royalty-bearing exclusive worldwide licenses from the University of South Florida Research Foundation, Inc., as licensor (the "Licensor"); and (ii) a patented method using a mutant peptide sensitized cell as a cell-based therapeutic vaccine that seeks to restore the ability of a patient's immunological system to combat Alzheimer's, known as AL002 or CA022W, through a royalty-bearing exclusive worldwide license from the same Licensor.

The Company is devoting substantially all its efforts towards research and development of its Technology and raising capital. The Company has not generated any product revenue to date. The Company has financed its operations to date primarily through debt financings and through the sale of its common stock, par value $0.0001 per share ("Common Stock"). The Company expects to continue to incur net losses in the foreseeable future.

2. LIQUIDITY AND GOING CONCERN

The accompanying condensed financial statements have been prepared on the basis that the Company will continue as a going concern. As of July 31, 2022, the Company had cash of $11.5 million and an accumulated deficit of $32.2 million. The Company incurred losses for the three months ended July 31, 2022 totaling $3.0 million. Historically, the Company has financed its operations principally through issuances of equity and debt instruments.

The Company expects to continue to incur losses for the foreseeable future and needs to raise additional capital until it is able to generate revenues from operations sufficient to fund its development and commercial operations. However, based on the Company's current business plan, management believes that the Company's cash at July 31, 2022 is sufficient to meet the Company's anticipated cash requirements during the twelve-month period subsequent to the issuance of the financial statements included in this Quarterly Report.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying condensed financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and the rules of the Securities and Exchange Commission ("SEC") applicable to interim reports of companies filing as a smaller reporting company. These financial statements should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Report on Form 10-K for the year ended April 30, 2022, filed with the SEC on July 19, 2022. In the opinion of management, the accompanying condensed interim financial statements include all adjustments necessary in order to make the financial statements not misleading. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year or any other future period. Certain notes to the financial statements that would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal year as reported in the Company's Report on Form 10-K have been omitted. The accompanying condensed balance sheet at April 30, 2022 has been derived from the audited balance sheet at April 30, 2022 contained in such Form 10-K.

Accounting Estimates

The preparation of financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. The Company's critical accounting policies that involve significant judgment and estimates include stock-based compensation, warrant valuation, and valuation of deferred income taxes. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a remaining maturity of three months or less when purchased to be cash equivalents. As of July 31, 2022 and April 30, 2022, the Company had no cash equivalents.

Fair Value of Financial Instruments

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy is based on three levels of inputs that may be used to measure fair value, of which the first two are considered observable and the last is considered unobservable:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 assumptions: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities including liabilities resulting from imbedded derivatives associated with certain warrants to purchase Common Stock.

The fair values of warrants are determined using the Black-Scholes valuation model, a "Level 3" fair value measurement, based on the estimated fair value of Common Stock, volatility based on the historical volatility data of similar companies, considering the industry, products and market capitalization of such other entities, the expected life based on the remaining contractual term of the conversion option and warrants and the risk free interest rate based on the implied yield available on U.S. Treasury Securities with a maturity equivalent to the warrants' contractual life.

Property and Equipment, Net

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful life of five years. Significant additions and improvements are capitalized, while repairs and maintenance are charged to expense as incurred.

Research and Development Expenses

Research and development costs are expensed as incurred. Research and development costs consist of scientific consulting fees and lab supplies, as well as fees paid to other entities that conduct certain research and development activities on behalf of the Company.

The Company has acquired and may continue to acquire the rights to develop and commercialize new product candidates from third parties. The upfront payments to acquire license, products or rights, as well as any future milestone payments, are immediately recognized as research and development expense provided that there is no alternative future use of the rights in other research and development projects.

Stock-Based Compensation

The Company recognizes stock-based compensation expense for stock options on a straight-line basis over the requisite service period and account for forfeitures as they occur. The Company's stock-based compensation costs are based upon the grant date fair value of options estimated using the Black-Scholes option pricing model. To the extent any stock option grants are made subject to the achievement of a performance-based milestone, management evaluates when the achievement of any such performance-based milestone is probable based on the relative satisfaction of the performance conditions as of the reporting date.

The Company recognizes stock-based compensation expense for restricted stocks on a straight-line basis over the requisite service period and account for forfeitures as they occur. The Company's stock-based compensation for restricted stocks is based upon the estimated fair value of the Common Stock.

The Black-Scholes option pricing model utilizes inputs which are highly subjective assumptions and generally require significant judgment. Certain of such assumptions involve inherent uncertainties and the application of significant judgment. As a result, if factors or expected outcomes change and the Company uses significantly different assumptions or estimates, the Company's stock-based compensation could be materially different.

Warrants

The Company accounts for stock warrants as either equity instruments, derivative liabilities, or liabilities in accordance with ASC 480, *Distinguishing Liabilities from Equity* ("ASC 480") and ASC 815, *Derivatives and Hedging* ("ASC 815"), depending on the specific terms of the warrant agreement.

Loss per Common Share

The Company utilizes FASB ASC 260, *Earnings per Share*. Basic loss per share is computed by dividing loss available to common stockholders by the weighted-average number of common shares outstanding. Diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted loss per common share reflects the potential dilution that could occur if convertible preferred stock, options and warrants were to be exercised or converted or otherwise resulted in the issuance of Common Stock that then shared in the earnings of the entity.

Since the effects of outstanding options, warrants, convertible preferred stock and convertible notes are anti-dilutive in the periods presented, shares of Common Stock underlying these instruments have been excluded from the computation of loss per common share.

The following sets forth the number of shares of Common Stock underlying outstanding convertible preferred stock, options, warrants, and convertible notes that have been excluded from the computation of loss per common share:

	For the Three Months Ended July 31,	
	2022	**2021**
Series A convertible preferred stock	-	15,000,000
Stock options [(1)]	18,600,000	17,500,000
Warrants	10,149,788	8,830,785
Convertible notes	-	232,049
	28,749,788	41,562,834

(1) The Company has excluded 2,000,000 stock options, with an exercise price of $0.0004, from its anti-dilutive securities as these shares have been included in our determination of basic loss per share as they represent shares issuable for little or no cash consideration upon the satisfaction of certain conditions pursuant to ASC 260-10-45-14.

Recent Accounting Standards

From time to time, new accounting pronouncements are issued by the FASB and adopted by the Company as of the specified effective date. Unless otherwise discussed, the impact of recently issued standards that are not yet effective are not expected to have a material impact on the Company's financial position or results of operations upon adoption.

The Company has considered all other recently issued accounting standards and does not believe the adoption of such standards will have a material impact on its financial statements.

4. NOTE RECEIVABLE FOR COMMON STOCK, RELATED PARTY

On April 30, 2019, the Company and Ault Life Sciences Fund, LLC ("ALSF") entered into a securities purchase agreement for the purchase of 10,000,000 shares of Common Stock for a total purchase price of $15,000,000, or $1.50 per share with 5,000,000 warrants with a 5-year life and an exercise price of $3.00 per share and vesting upon issuance. The total purchase price of $15,000,000 was in the form of a non-interest bearing note receivable with a 12-month term from ALSF, a related party. In November 2019, the term of the note receivable was extended to December 31, 2021, and in May 2021, the term of the note receivable was extended to December 31, 2023. The note is secured by a pledge of the purchased shares. As the note receivable from ALSF is related to the issuance of Common Stock, it is recorded as an offset to additional paid-in capital. At July 31, 2022 and April 30, 2022, the outstanding balance of the note receivable was $14,883,295. ALSF is wholly owned by Ault Life Sciences, Inc. ("ALSI"). ALSI is majority owned by Ault & Company, Inc. ("Ault & Co."). Messrs. Horne and Nisser, directors of the Company, are also directors of Ault & Co.

5. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets are as follows:

	July 31, 2022	April 30, 2022
Prepaid consulting fees	$ 116,667	$ 186,667
Prepaid insurance	451,885	155,880
Other prepaid expenses	9,577	7,176
Other receivables	9,413	-
Total prepaid expenses and other current assets	$ 587,542	$ 349,723

On June 16, 2022, the Company purchased D&O insurance for 12 months in the amount of $492,000. Prepaid insurance at July 31, 2022 represented the unamortized portion of annual premium paid for this policy of $452,000. At July 31, 2022, prepaid consulting fees of $117,000 consisted of payments to Spartan Capital Securities, LLC ("Spartan Capital").

6. STOCK-BASED COMPENSATION

2016 Stock Incentive Plan

On April 30, 2016, the Company's stockholders approved the Company's 2016 Stock Incentive Plan (the "Plan"). The Plan provides for the issuance of a maximum of 12,500,000 shares of Common Stock to be offered to the Company's directors, officers, employees, and consultants. On March 1, 2019, the Company's stockholders approved an additional 7,500,000 shares to be available for issuance under the Plan. Options granted under the Plan have an exercise price equal to or greater than the fair value of the underlying Common Stock at the date of grant and become exercisable based on a vesting schedule determined at the date of grant. The options expire between five and 10 years from the date of grant. Restricted stock awards granted under the Plan are subject to a vesting period determined at the date of grant.

2021 Stock Incentive Plan

In February 2021, the Company's board of directors (the "Board") adopted, and the stockholders approved, the Alzamend Neuro, Inc. 2021 Stock Incentive Plan (the "2021 Plan"). The 2021 Plan authorizes the grant to eligible individuals of (1) stock options (incentive and non-statutory), (2) restricted stock, (3) stock appreciation rights, or SARs, (4) restricted stock units, and (5) other stock-based compensation.

Stock Subject to the 2021 Plan. The maximum number of shares of Common Stock that may be issued under the 2021 Plan is 10,000,000 shares, which number will be increased to the extent that compensation granted under the 2021 Plan is forfeited, expires or is settled for cash (except as otherwise provided in the 2021 Plan). Substitute awards (awards made or shares issued by the Company in assumption of, or in substitution or exchange for, awards previously granted, or the right or obligation to make future awards, in each case by a company that the Company acquires or any subsidiary of the Company or with which the Company or any subsidiary combines) will not reduce the shares authorized for grant under the 2021 Plan, nor will shares subject to a substitute award be added to the shares available for issuance or transfer under the 2021 Plan.

All options that the Company grants are granted at the per share fair value on the grant date. Vesting of options differs based on the terms of each option. The Company has valued the options at their date of grant utilizing the Black-Scholes option pricing model. As of the date of issuance of these options, there was not an active public market for the Company's shares. Accordingly, the fair value of the underlying options was determined based on the historical volatility data of similar companies, considering the industry, products and market capitalization of such other entities. The risk-free interest rate used in the calculations is based on the implied yield available on U.S. Treasury issues with an equivalent term approximating the expected life of the options as calculated using the simplified method. The expected life of the options used was based on the contractual life of the option granted. Stock-based compensation is a non-cash expense because the Company settles these obligations by issuing shares of Common Stock from its authorized shares instead of settling such obligations with cash payments.

A summary of stock option activity for the three months ended July 31, 2022 is presented below:

		Outstanding Options			
	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value
Balance at April 30, 2022	8,800,000	15,700,000	$ 1.20	6.10	$ 2,219,700
Options granted	-	-	$ -	-	
Options exercised	-	-	$ -	-	
Options expired	-	(1,100,000)	$ 1.00	-	
Balance at July 31, 2022	8,800,000	14,600,000	$ 1.22	5.79	$ 1,777,200
Options vested and expected to vest at July 31, 2022		13,700,000	$ 1.23	6.36	$ 1,777,200
Options exercisable at July 31, 2022		11,514,479	$ 1.07	6.03	$ 1,777,200

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e., the difference between the estimated fair value on the respective date and the exercise price, times the number of shares) that would have been received by the option holders had all option holders exercised their options.

Stock Options Granted to Employees and Consultants

The estimated fair value of stock options granted to employees and consultants during the three months ended July 31, 2021 were calculated using the Black-Scholes option-pricing model using the following assumptions:

	For the Three Months Ended July 31,	
	2022	2021
Expected term (in years)	-	2.50 – 5.00
Volatility	-	86.31%
Risk-free interest rate	-	1.01%-1.07%
Dividend yield	-	0.0%

Expected Term: The expected term represents the period that the options granted are expected to be outstanding and is determined using the simplified method (based on the mid-point between the vesting date and the end of the contractual term).

Expected Volatility: The Company uses an average historical stock price volatility of comparable public companies within the biotechnology and pharmaceutical industry that were deemed to be representative of future stock price trends as the Company did not have sufficient trading history for its Common Stock at July 31, 2022. The Company will continue to apply this process until a sufficient amount of historical information regarding the volatility of its own stock price becomes available.

Risk-Free Interest Rate: The Company based the risk-free interest rate over the expected term of the options based on the constant maturity rate of U.S. Treasury securities with similar maturities as of the date of the grant.

Expected Dividend: The Company has not paid and does not anticipate paying any dividends in the near future. Therefore, the expected dividend yield was zero.

Stock-based compensation to employees and consultants from stock option grants for the three months ended July 31, 2022 and 2021 were $867,000 and $740,000, respectively.

Performance Contingent Stock Options Granted to Employee

In November 2018, the Board granted 2,000,000 performance-contingent options under the Plan to the Chief Executive Officer. These options have an exercise price of $1.00 per share.

These options have two separate performance triggers for vesting based upon the therapies achieving certain Food and Drug Administration (“FDA”) approval milestones within a specified timeframe. By definition, the performance condition in these options can only be achieved after the performance condition of FDA approval has been achieved. As such, the requisite service period is based on the estimated period over which the market condition can be achieved. When a performance goal is deemed to be probable of achievement, time-based vesting and recognition of stock-based compensation expense commences. In the event any of the milestones are not achieved by the specified timelines, such vesting award will terminate and no longer be exercisable with respect to that portion of the shares. The maximum potential expense associated with the performance-contingent awards is $1.2 million of general and administrative expense if all of the performance conditions are achieved as stated in the option agreement. Due to the significant risks and uncertainties associated with FDA approvals, as of July 31, 2022, the Company believes that the achievement of the requisite performance conditions is not probable and, as a result, no compensation cost has been recognized for these awards.

On November 26, 2019, the Board granted 4,250,000 performance- and market-contingent awards to certain key employees and a director. These grants were made outside of the Plan. These awards have an exercise price of $1.50 per share. These awards have multiple separate market triggers for vesting based upon either (i) the successful achievement of stepped target closing prices on a national securities exchange for 90 consecutive trading days later than 180 days after the Company's initial public offering ("IPO") for its Common Stock, or (ii) stepped target prices for a change in control transaction. The target prices range from $15 per share to $40 per share. In the event any of the stock price milestones are not achieved within three years, the unvested portion of the performance options will be reduced by 25%. Due to the significant risks and uncertainties associated with achieving the market-contingent awards, as of July 31, 2022, the Company believes that the achievement of the requisite performance conditions is not probable and, as a result, no compensation cost has been recognized for these awards.

Performance Contingent Stock Options Granted to TAMM Net

On March 23, 2021, the Company issued performance-based stock options to the certain team members at TAMM Net, Inc. to purchase an aggregate of 450,000 shares of Common Stock at a per share exercise price of $1.50 per share, of which 50% vest upon the completion of Phase I of AL001 by March 31, 2022, and the remaining 50% vest upon completion of Phase I of AL002 by December 31, 2022.

The performance goal of completing Phase I of AL001 was achieved on March 22, 2022, and the Company recognized stock compensation related to the completion of Phase I of AL001 over the implied service period to complete this milestone. Due to the significant risks and uncertainties associated with achieving the completion of Phase I for AL002, as of July 31, 2022, the Company believes that the achievement of the requisite performance conditions is not probable and, as a result, no compensation cost has been recognized for these awards related to AL002.

Performance Contingent Stock Options Granted to Consultants

On October 14, 2021, the Company issued performance-based stock options to two consultants to purchase an aggregate of 200,000 shares of Common Stock with an exercise price of $2.42 per share, of which 50,000 vest upon completion of each of the Phase II clinical trials of AL001 for a Bipolar indication, AL001 for a PTSD indication, AL001 for a depression indication and AL002 for an Alzheimer's indication.

As of July 31, 2022, the Company believes that the achievement of the requisite performance conditions is not probable and, as a result, no compensation cost has been recognized for these awards related to Phase II of AL001 and AL002.

Stock-Based Compensation Expense

The Company's results of operations include expenses relating to stock-based compensation for three months ended July 31, 2022 and 2021, that were comprised as follows:

	For the Three Months Ended July 31,	
	2022	**2021**
Research and development	$ -	$ 141,917
General and administrative	867,338	597,705
Total	$ 867,338	$ 739,622

As of July 31, 2022, total unamortized stock-based compensation expense related to unvested employee and non-employee awards that are expected to vest was $3.7 million. The weighted-average period over which such stock-based compensation expense will be recognized is approximately 2.2 years.

7. WARRANTS

The following table summarizes information about Common Stock warrants outstanding and exercisable at July 31, 2022:

Outstanding				Exercisable	
Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$ 1.00	500,000	1.6	$ 1.00	500,000	$ 1.00
$ 1.75	161,342	2.3	$ 1.75	161,342	$ 1.75
$ 3.00	9,427,196	2.7	$ 3.00	9,427,196	$ 3.00
$ 6.25	61,250	3.9	$ 6.25	61,250	$ 6.25
$1.00 - $6.25	10,149,788	2.6	$ 2.90	10,149,788	$ 2.90

The estimated fair value of warrants granted during the three months ended July 31, 2021 were calculated using the Black-Scholes option-pricing model using the following assumptions:

	For the Three Months Ended July 31,	
	2022	2021
Expected term (in years)	-	5.00
Volatility	-	103.70%
Risk-free interest rate	-	0.27% - 0.28%
Dividend yield	-	0.0%

Expected Term: The expected term represents the period that the warrants granted are expected to be outstanding.

Expected Volatility: The Company uses an average historical stock price volatility of comparable public companies within the biotechnology and pharmaceutical industry that were deemed to be representative of future stock price trends as the Company did not have sufficient trading history for its Common Stock at July 31, 2021. The Company will continue to apply this process until a sufficient amount of historical information regarding the volatility of its own stock price becomes available.

Risk-Free Interest Rate: The Company based the risk-free interest rate over the expected term of the warrants based on the constant maturity rate of U.S. Treasury securities with similar maturities as of the date of the grant.

Expected Dividend: The Company has not paid and does not anticipate paying any dividends in the near future. Therefore, the expected dividend yield was zero.

8. OTHER RELATED PARTY TRANSACTIONS

In March 2021, the Company entered into a securities purchase agreement with Digital Power Lending, LLC (“DPL”) pursuant to which the Company sold an aggregate of 6,666,667 shares of Common Stock for an aggregate of $10 million, or $1.50 per share, which sales were made in tranches. On March 9, 2021, DPL paid $4 million, less the $1.8 million in prior advances and the surrender for cancellation of a $50,000 convertible promissory note held by BitNile Holdings, Inc. (“BitNile”), the parent company of DPL, for an aggregate of 2,666,667 shares of Common Stock. Under the terms of the securities purchase agreement, DPL (i) purchased an additional 1,333,333 shares of Common Stock upon approval of the IND for Phase IA clinical trials for AL001 for a purchase price of $2 million, and (ii) purchased 2,666,667 shares of Common Stock upon the completion of Phase IA clinical trials for AL001 for a purchase price of $4 million. The Company issued to DPL warrants to purchase 3,333,333 shares of Common Stock at an exercise price of $3.00 per share. Finally, the Company agreed that for a period of 18 months following the date of the payment of the final tranche of $4 million, DPL will have the right to invest an additional $10 million on the same terms, except that no specific milestones have been determined with respect to the additional $10 million as of the date of this Quarterly Report.

9. COMMITMENTS AND CONTINGENCIES

Contractual Obligations

On May 1, 2016, the Company entered into a Standard Exclusive License Agreement for AL002 with Sublicensing Terms with Licensor, pursuant to which Licensor granted the Company a royalty bearing exclusive worldwide license limited to the field of Alzheimer's Immunotherapy and Diagnostics, under United States Patent No. 8,188,046, entitled "Amyloid Beta Peptides and Methods of Use," filed April 7, 2009 and granted May 29, 2012.

There are certain initial license fees and milestone payments required to be paid by the Company to the Licensor pursuant to the terms of license agreements. The license agreements for AL002 require the Company to pay royalty payments of 4% on net sales of products developed from the licensed technology for AL002 while the license agreements for AL001 require that the Company pay combined royalty payments of 4.5% on net sales of products developed from the licensed technology for AL001. The Company has already paid an initial license fee of $200,000 for AL002 and an initial license fee of $200,000 for AL001. As an additional licensing fee for the license of AL002, the Licensor received 3,601,809 shares of common stock. As an additional licensing fee for the license of the AL001 technologies, the Licensor received 2,227,923 shares of common stock. Minimum royalties for AL001 are $25,000 in 2023, $45,000 in 2024 and $70,000 in 2025 and every year thereafter, for the life of the agreement. Minimum royalties for AL002 are $20,000 in 2022, $40,000 in 2023 and $50,000 in 2024 and every year thereafter, for the life of the respective agreement. Additionally, the Company is required to pay milestone payments on the due dates to the Licensor for the license of the AL001 technologies and for the AL002 technology, as follows:

Original AL001 License:

Payment	Due Date	Event
$ 50,000*	Completed September 2019	Pre-IND meeting
$ 65,000*	Completed June 2021	IND application filing
$ 190,000*	Completed December 2021	Upon first dosing of patient in a clinical trial
$ 500,000*	Completed March 2022	Upon Completion of first clinical trial
$ 1,250,000	12 months from completion of the first Phase II clinical trial	Upon first patient treated in a Phase III clinical trial
$ 10,000,000	8 years from the effective date of the agreement	Upon FDA approval

* Milestone met and completed

AL002 License:

Payment	Due Date	Event
$ 50,000*	Completed January 2022	Upon IND application filing
$ 50,000	12 months from IND application filing date	Upon first dosing of patient in first Phase I clinical trial
$ 175,000	12 months from first patient dosed in Phase I	Upon completion of first Phase I clinical trial
$ 500,000	24 months from completion of first Phase I clinical trial	Upon completion of first Phase II clinical trial
$ 1,000,000	12 months from completion of the first Phase II clinical trial	Upon first patient treated in a Phase III clinical trial
$ 10,000,000	7 years from the effective date of the agreement	Upon FDA BLA approval

The Company has met the pre-IND meeting, IND application filing, and successfully completed the Phase I clinical trial milestones encompassing AL001. If the Company fails to meet a milestone by its specified date, the Licensor may terminate the license agreement.

Licensor was also granted a preemptive right to acquire such shares or other equity securities that may be issued from time to time by the Company while Licensor remains the owner of any equity securities of the Company.

On June 10, 2020, the Company obtained two (2) additional royalty-bearing exclusive worldwide licenses from the Licensor to a therapy named AL001. One of the additional licenses is for the treatment of neurodegenerative diseases excluding Alzheimer's and the other license is for the treatment of psychiatric diseases and disorders. There are certain license fees and milestone payments required to be paid pursuant to the terms of the Standard Exclusive License Agreements with Sublicensing Terms, both dated June 10, 2020 and effective as of November 1, 2019, with the Licensor and the University of South Florida (the "June AL001 License Agreements"). Under each of the June AL001 License Agreements, a royalty payment of 3% is required on net sales of products developed from the licensed technology. For the two (2) additional AL001 licenses, in the aggregate, the Company has paid initial license fees of $20,000. Additionally, under each of the June AL001 License Agreements, the Company is required to pay milestone payments on the due dates to the Licensor for the license of the technology, as follows:

Additional AL001 Licenses:

Payment	Due Date	Event
$ 50,000	Upon IND application filing	IND application filing
$ 150,000	12 months from IND filing date	Upon first dosing of patient in a clinical trial
$ 400,000	12 months from first patient dosing	Upon Completion of first clinical trial
$ 1,000,000	36 months from completion of the first Phase II clinical trial	Upon first patient treated in a Phase III clinical trial
$ 8,000,000	8 years from the effective date of the agreement	First commercial sale

10. EQUITY TRANSACTIONS

The Company is authorized to issue 10,000,000 shares of Preferred Stock $0.0001 par value. The Board has designated 1,360,000 shares as the Series A Preferred Shares. The rights, preferences, privileges and restrictions on the remaining authorized 8,640,000 shares of Preferred Stock have not been determined. The Board is authorized to create a new series of preferred shares and determine the number of shares, as well as the rights, preferences, privileges and restrictions granted to or imposed upon any series of preferred shares.

Series A Preferred Shares

As of July 31, 2022, there were no Series A Preferred Shares or any other shares of Preferred Stock issued or outstanding.

Common Stock

On April 30, 2019, the Company and ALSF entered into a SPA for the purchase of 10,000,000 shares of Common Stock for a total purchase price of $15,000,000, or $1.50 per share with 5,000,000 warrants with a 5-year life and an exercise price of $3.00 per share and vesting upon issuance. The total purchase price of $15,000,000 was in the form of a non-interest bearing note receivable with a 12-month term from ALSF, a related party. The note is secured by a pledge of the purchased shares. Pursuant to the SPA, ALSF is entitled to full ratchet anti-dilution protection, most-favored nation status, denying the Company the right to enter into a variable rate transaction absent its consent, a right to participate in any future financing the Company may consummate and to have all the shares of Common Stock to which it is entitled under the SPA registered under the Securities Act within 180 days of the final closing of the IPO. In May 2021, the term of the note receivable was extended to December 31, 2023. The note is secured by a pledge of the purchased shares.

In March 2021, the Company entered into a securities purchase agreement with DPL pursuant to which the Company agreed to sell an aggregate of 6,666,667 shares of Common Stock for an aggregate of $10 million, or $1.50 per share, which sales will be made in tranches. On March 9, 2021, DPL paid $4 million, less the $1.8 million in prior advances and the surrender for cancellation of a $50,000 convertible promissory note held by BitNile, for an aggregate of 2,666,667 shares of Common Stock. Under the terms of the securities purchase agreement, DPL (i) purchased an additional 1,333,333 shares of Common Stock upon approval by the FDA of the Company's IND for its Phase IA clinical trials for AL001 for a purchase price of $2 million, and (ii) purchased 2,666,667 shares of Common Stock upon the completion of these Phase IA clinical trials for AL001 for a purchase price of $4 million. The Company further agreed to issue to DPL warrants to purchase 3,333,333 shares of Common Stock at an exercise price of $3.00 per share.

Finally, the Company agreed that for a period of 18 months following the date of the payment of the final tranche of $4 million, on April 28, 2022, DPL will have the right to invest an additional $10 million on the same terms, except that no specific milestones have been determined with respect to the additional $10 million as of the date of this Quarterly Report.

11. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the date the financial statements were issued. The Company has determined that there are no such events that warrant disclosure or recognition in the condensed financial statements presented herein.

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

You should read the following management's discussion and analysis of financial condition and results of operations in conjunction with our unaudited condensed financial statements and notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q and with our audited financial statements and related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission, or the SEC, on July 19, 2022.

NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This section should be read in conjunction with our unaudited condensed financial statements and related notes included in Part I, Item 1 of this report. The statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act.

These statements relate to future events or our future financial performance. We have attempted to identify forward-looking statements by terminology including "anticipates," "believes," "expects," "can," "continue," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predict," "should" or "will" or the negative of these terms or other comparable terminology. These statements are only predictions; uncertainties and other factors may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels or activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

In this Quarterly Report, unless the context requires otherwise, references to the "Company," "Alzamend," "we," "our company" and "us" refer to Alzamend Neuro, Inc., a Delaware corporation.

Overview

We were incorporated on February 26, 2016, as Alzamend Neuro, Inc. under the laws of the State of Delaware. We were formed to acquire and commercialize patented intellectual property and know-how to prevent, treat and potentially cure the crippling and deadly Alzheimer's. Existing Alzheimer's treatments only temporarily relieve symptoms but do not slow or halt the underlying worsening of the disease. We have developed a novel approach in an attempt to combat Alzheimer's through immunotherapy.

Critical Accounting Policies and Estimates

Research and Development Expenses. Research and development costs are expensed as incurred. Research and development costs consist of scientific consulting fees and lab supplies, as well as fees paid to other entities that conduct certain research and development activities on behalf of our company.

We have acquired and may continue to acquire the rights to develop and commercialize new product candidates from third parties. The upfront payments to acquire license, product or rights, as well as any future milestone payments, are immediately recognized as research and development expense provided that there is no alternative future use of the rights in other research and development projects.

Stock-Based Compensation. We maintain a stock-based compensation plan as a long-term incentive for employees, non-employee directors and consultants. The plan allows for the issuance of incentive stock options, non-qualified stock options, restricted stock units, and other forms of equity awards.

We recognize stock-based compensation expense for stock options on a straight-line basis over the requisite service period and account for forfeitures as they occur. Our stock-based compensation costs are based upon the grant date fair value of options estimated using the Black-Scholes option pricing model. To the extent any stock option grants are made subject to the achievement of a performance-based milestone, management evaluates when the achievement of any such performance-based milestone is probable based on the relative satisfaction of the performance conditions as of the reporting date.

The Black-Scholes option pricing model utilizes inputs which are highly subjective assumptions and generally require significant judgment. These assumptions include:

- ***Fair Value of Common Stock.*** See the subsection titled "Common Stock Valuations" below.

- ***Risk-Free Interest Rate.*** The risk-free interest rate is based on the U.S. Treasury zero coupon issues in effect at the time of grant for periods corresponding with the expected term of the option.

- ***Expected Volatility.*** Because we do not have a sufficient trading history for our common stock ("Common Stock"), the expected volatility was estimated based on the average volatility for comparable publicly traded life sciences companies over a period equal to the expected term of the stock option grants. The comparable companies were chosen based on the similar size, stage in life cycle or area of specialty. We will continue to apply this process until a sufficient amount of historical information regarding the volatility of our own stock price becomes available.

- ***Expected Term.*** The expected term represents the period that the stock-based awards are expected to be outstanding and is determined using the simplified method (based on the mid-point between the vesting date and the end of the contractual term), as we do not have sufficient historical data to use any other method to estimate expected term.

- ***Expected Dividend Yield.*** We have never paid dividends on our Common Stock and have no plans to pay dividends on our Common Stock. Therefore, we used an expected dividend yield of zero.

Certain of such assumptions involve inherent uncertainties and the application of significant judgment. As a result, if factors or expected outcomes change and we use significantly different assumptions or estimates, our stock-based compensation could be materially different.

Common Stock Valuations. Prior to our initial public offering ("IPO") in June 2021, there was no public market for our Common Stock, and, as a result, the fair value of the shares of Common Stock underlying our stock-based awards was estimated on each grant date by our Board. To determine the fair value of our Common Stock underlying option grants, our Board considered, among other things, input from management, and our Board's assessment of additional objective and subjective factors that it believed were relevant, and factors that may have changed from the date of the most recent valuation through the date of the grant. These factors included, but were not limited to:

- our results of operations and financial position, including our levels of available capital resources;

- our stage of development and material risks related to our business;

- progress of our research and development activities;

- our business conditions and projections;

- the valuation of publicly traded companies in the life sciences and biotechnology sectors, as well as recently completed mergers and acquisitions of peer companies;

- the lack of marketability of our Common Stock as a private company;

- the prices at which we sold shares of our Common Stock to outside investors in arms-length transactions;

- the likelihood of achieving a liquidity event for our security holders, such as an IPO or a sale of our company, given prevailing market conditions;

- trends and developments in our industry; and

- external market conditions affecting the life sciences and biotechnology industry sectors.

Following the closing of our IPO, our Board determined the fair market value of our Common Stock based on the closing price of our Common Stock as reported on the date of grant.

Plan of Operations

Our plan of operations is currently focused on the development of both our therapeutic candidates which are at different stages of development. We submitted an Investigational New Drug ("IND") application for AL001 to the FDA on June 30, 2021. On July 28, 2021, we announced receipt of FDA "Study May Proceed" letter for a Phase I study under our IND application for AL001, a lithium-based ionic cocrystal oral therapy for patients with dementia related to mild, moderate, and severe cognitive impairment associated with Alzheimer's.

On August 17, 2021, we announced that we have contracted Altasciences Clinical Kansas ("Altasciences") to conduct a six-month Phase I relative bioavailability study for AL001 for dementia related to Alzheimer's beginning in September 2021. The Phase I first-in-human study is for the purpose of determining potential clinically safe and appropriate dosing for AL001 in future studies. The Phase I study will investigate the pharmacokinetics (the movement of drug through the body) of lithium following a single dose of AL001 (the "study drug") compared to a typical single dose of a marketed 300 mg immediate-release lithium carbonate capsule (the "comparator" – currently indicated to treat mood disorders) in healthy male and female subjects. The lithium and salicylate components of AL001 will be given within the amounts already approved for use in patients. The purpose of the research study is to test the safety, tolerability, and bioavailability (how much and when drug gets in the body) of the study drug, AL001, compared to the currently marketed formulation of the comparator, lithium carbonate. This is expected to ascertain what AL001 doses should be given, and how often, in subsequent Phase 2 safety and efficacy trials involving Alzheimer's patients. At least 24 healthy male and female human subjects will complete the Phase I trial.

On September 13, 2021, we announced that the first group of healthy participants have been dosed in a six-month Phase I relative bioavailability study for AL001 for dementia related to Alzheimer's. A full report of the Phase I first-in-human study was completed in March 2022. The Phase I study is for the purpose of determining potential clinically safe and appropriate dosing for AL001 in a planned Phase 2 multiple ascending dose study. AL001 is a lithium-delivering ionic cocrystal under development as an oral treatment for patients with dementia related to mild, moderate, and severe cognitive impairment associated with Alzheimer's.

We have an additional preclinical candidate for Alzheimer's, AL002, which has transitioned from early-stage development to an extensive program of preclinical study and evaluation, which was completed on May 31, 2021, and was followed by a comprehensive report prepared by Charles River Laboratories, Inc., an independent preclinical service provider, received on July 23, 2021. Our preclinical program included a toxicologic evaluation, histopathology study and brain beta amyloid analysis and was expanded to include an immunoglobulin analysis and biodistribution study.

On July 30, 2021, we announced that we submitted a pre-IND meeting request for AL002 and supporting briefing documents to the Center for Biological Evaluation and Research of the FDA. On September 30, 2021, we announced that we have received a written response to our meeting request relating to our Type B Pre-IND application from the FDA providing a path for our planned clinical development of AL002. AL002 is a patented method using a mutant-peptide sensitized cell as a cell-based therapeutic vaccine that seeks to restore the ability of a patient's immunological system to combat Alzheimer's. Preclinical work supports AL002 being associated with a positive anti-inflammatory response and a decrease in brain amyloid contents. Based on AL002's positive toxicology results, the biologic nature of this product and the urgent need to deliver treatments for Alzheimer's to patients, we proposed, and the FDA agreed, to conduct a combined Phase I/II study.

We recently announced that the FDA's agreement to us conducting a combined Phase I/II study, together with our process to identify the right manufacturing partner to provide our study drug materials for the Phase I/II study, has extended the timeline for when we anticipate filing the IND, which is now expected to be done in the third calendar quarter of 2022, and we plan to initiate the clinical trial of AL002 as soon as possible after the approval of the IND by the FDA.

During Phase I first-in-human trial, participants received a single dose of AL001 containing lithium in an amount equivalent to 150 mg lithium carbonate; this is the dose proposed by the inventors as likely appropriate for Alzheimer's treatment when given three times daily ("TID"). Currently, marketed immediate-release lithium carbonate 300 mg are given TID; for example, lithium carbonate 300 mg TID is a dose commonly used for bipolar affective disorders. It can be difficult to set the appropriate dose of lithium carbonate and other lithium products due to the small margin between effective and toxic blood levels and to avoid side effects or inadequate treatment outcomes. We see the possibility of providing the benefits from lithium at up to 50% of the currently approved lithium carbonate dosage, with the potential for better outcomes and with elimination of the need for lithium therapeutic drug monitoring. Moreover, the data confirms AL001's potential as a replacement of the current lithium-based treatments and may provide a treatment for over 40 million Americans suffering from Alzheimer's and other neurodegenerative diseases and psychiatric disorders.

Such findings may allow us to design a development program that will potentially reduce the amount of new data generated to support approval. Bioequivalence may have utility for AL001 when seeking approval for the indications of currently marketed lithium products, and for new indications as a benchmark for safety. Given the systemic pharmacokinetic similarity to marketed immediate-release lithium carbonate products, AL001 may be dosed TID in the planned Phase II study, a multiple ascending dose safety study in Alzheimer's patients. In addition, we are pursuing investigational new drug applications with the FDA for bipolar disorder, MDD, and PTSD.

On April 4, 2022, we announced the appointment of Dr. Terri Hunter, Ph.D., a Technology Transfer Specialist, to our Scientific Advisory Board. During her tenure at the University of South Florida, Dr. Hunter was responsible for managing the patent portfolio associated with Alzamend's two product candidates, AL001 and AL002.

On April 11, 2022, we announced that we have contracted with Altasciences and iResearch Atlanta, LLC ("iResearch") to manage and conduct, respectively, our Phase IIA multiple ascending dose ("MAD") study in patients with mild to moderate Alzheimer's. The Phase IIA study, which commenced enrollment in May 2022, is for the purposes of evaluating the safety and tolerability of AL001 under multiple dose, steady-state conditions, and to determine the maximum tolerated dose in patients with mild to moderate Alzheimer's.

On April 28, 2022, we announced that Digital Power Lending, LLC ("DPL") has made an additional investment in our company. On March 28, 2022, we announced receipt of the full data set from Phase I clinical trial for AL001. Based on the achievement of this milestone, under the March 12, 2021, securities purchase agreement, we sold an additional 2,666,667 shares of Common Stock to DPL for $4 million, or $1.50 per share, and issued to DPL warrants to acquire 1,333,333 shares of Common Stock with an exercise price of $3.00 per share.

On May 5, 2022, we announced that the first patient with mild to moderate Alzheimer's has been dosed in a 12-month Phase IIA MAD study for dementia related to Alzheimer's. The Phase IIA study will evaluate the safety and tolerability of AL001 under multiple-dose, steady-state conditions and determine the maximum tolerated dose in patients diagnosed with mild to moderate Alzheimer's. Lithium has been well characterized for safety and is approved/marketed in multiple formulations for bipolar affective disorders. Lithium dosing for the MAD cohorts is based on a fraction of the usual dose for treatment of bipolar affective disorder (i.e., AL001 lithium content at a lithium carbonate equivalent of 300 mg TID, daily total of 900 mg), with the target dose for Alzheimer's treatment at half of that lithium carbonate equivalent value (150 mg TID, daily total of 450 mg). In each cohort, consisting of six active and two placebo patients (as per randomization), multiple ascending doses will be administered TID for 14 days under fasted conditions (at least 1 hour before or 4 hours after meals) up to tolerability/safety limits. The lithium and salicylate components of AL001 will be given within the amounts already approved for use in patients. Up to 40 subjects will complete the Phase IIA trial. The maximum tolerated dose will then be used for further studies.

On May 17, 2022, we announced that we have submitted a Pre-IND meeting request for AL001 and supporting briefing documents to the FDA for the treatment of bipolar disorder, MDD and PTSD.

The continuation of our current plan of operations with respect to completing our IND application and beginning the series of human clinical trials for each of our therapeutics requires us to raise additional capital to fund our operations.

Because our working capital requirements depend upon numerous factors, including the progress of our preclinical and clinical testing, timing and cost of obtaining regulatory approvals, changes in levels of resources that we devote to the development of manufacturing and marketing capabilities, competitive and technological advances, status of competitors, and our ability to establish collaborative arrangements with other organizations, we will require additional financing to fund future operations.

Results of Operations

Results of Operations for the Three Months Ended July 31, 2022 and 2021

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

	For the Three Months Ended July 31,			
	2022	**2021**	**$ Change**	**% Change**
OPERATING EXPENSES				
Research and development	$ 1,375,953	$ 916,408	$ 459,545	50%
General and administrative	1,659,589	1,389,831	269,758	19%
Total operating expenses	3,035,542	2,306,239	729,303	32%
Loss from operations	(3,035,542)	(2,306,239)	(729,303)	32%
OTHER EXPENSE, NET				
Interest expense	(1,532)	(13,628)	12,096	-89%
Total other expense, net	(1,532)	(13,628)	12,096	-89%
NET LOSS	$ (3,037,074)	$ (2,319,867)	$ (717,207)	31%
Basic and diluted net loss per common share	$ (0.03)	$ (0.03)	$ (0.00)	*
Basic and diluted weighted average common shares outstanding	97,481,790	77,338,492		*

* Not meaningful

Revenue

We were formed on February 26, 2016, to acquire and commercialize patented intellectual property and know-how to prevent, treat and cure the crippling and deadly disease, Alzheimer's. We currently have only two product candidates, AL001 and AL002. These products are in the early clinical stage of development and will require extensive clinical study, review and evaluation, regulatory review and approval, significant marketing efforts and substantial investment before either or both of them, or any respective successors, will provide us with any revenue. We did not generate any revenues during the three months ended July 31, 2022 and 2021, and we do not anticipate that we will generate revenue for the foreseeable future.

General and Administrative Expenses

General and administrative expenses for the three months ended July 31, 2022 and 2021 were $1.7 million and $1.4 million, respectively. As reflected in the table below, general and administrative expenses primarily consisted of the following expense categories: stock-based compensation expense; professional fees; insurance; as well as salaries and benefits. For the three months ended July 31, 2022 and 2021, the remaining general and administrative expenses of $83,000 and $232,000, respectively, primarily consisted of payments for filing fees, transfer agent fees, license fees, travel, and other office expenses, none of which is significant individually.

	For the Three Months Ended July 31,			
	2022	**2021**	**$ Change**	**% Change**
Stock-based compensation expense	$ 867,338	$ 597,705	$ 269,633	45%
Professional fees	243,400	300,122	(56,722)	-19%
Insurance	196,427	71,433	124,994	100%
Salary and benefits	223,777	188,809	34,968	19%
Licenses and fees	8,461	-	8,461	*
Board of director fees	37,500	-	37,500	*
Other general and administrative expenses	82,686	231,762	(149,076)	-64%
Total general and administrative expenses	$ 1,659,589	$ 1,389,831	$ 269,758	19%

*Not meaningful

Stock-Based Compensation Expense

During the three months ended July 31, 2022 and 2021, we incurred general and administrative stock-based compensation expense of $867,000 and $598,000, respectively, related to stock option grants to executives, employees and consultants as well as shares issued for services to Spartan Capital Securities, LLC ("Spartan Capital"). All option grants are granted at the per share fair value on the grant date. Vesting of options differs based on the terms of each option. We valued the options at their date of grant utilizing the Black-Scholes option pricing model. We valued the shares issued for services at their intrinsic value on the date of issuance. Stock-based compensation is a non-cash expense because we settle these obligations by issuing shares of Common Stock from authorized shares instead of settling such obligations with cash payments.

Professional Fees

The second largest component of our general and administrative expenses is professional fees. During the three months ended July 31, 2022 and 2021, we reported professional fees of $243,000 and $300,000, respectively, which were principally comprised of the following items:

Three Months Ended July 31, 2022

- In June 2017, we entered into a five-year consulting agreement with Spartan Capital pursuant to which Spartan Capital agreed to provide consulting services with respect to general corporate matters. In December 2017, we paid to Spartan Capital a consulting fee of $1.4 million for the services to be rendered over the 60-month term of this consulting agreement. During the three months ended July 31, 2022, we recorded an expense of $70,000 as a result of this consulting agreement.

- During the three months ended July 31, 2022, we incurred $80,000 in audit fees, $24,000 in tax preparation fees, $23,000 in Sarbanes-Oxley compliance fees and $13,000 in related party consulting.

Three Months Ended July 31, 2021

- During the three months ended July 31, 2021, we recorded an expense of $70,000 in connection with the five-year consulting agreement with Spartan Capital.
- During the three months ended July 31, 2021, we incurred $29,000 in legal fees.
- During the three months ended July 31, 2021, we incurred $79,000 in audit fees.

Salaries and Benefits

During the three months ended July 31, 2022 and 2021, we incurred $224,000 and $189,000, respectively, in employee-related expenses. As of July 31, 2022, we had four full-time and four part-time employees.

Henry C.W. Nisser, our Executive Vice President and General Counsel, Kenneth S. Cragun, our Senior Vice President of Finance, and David J. Katzoff, our Chief Financial Officer, work for us on a part-time basis. Mr. Katzoff, as a result of his recent appointment as our Chief Financial Officer, will spend no less than an average of 28 hours per week on our company's business. Mr. Nisser spends no less than an average of 8 hours per week on our company's business and Mr. Cragun spends no less than an average of 10 hours per week on our company's business.

Research and Development Expenses

Research and development expenses for the three months ended July 31, 2022 and 2021 were $1.4 million and $916,000, respectively. As reflected in the table below, research and development expenses primarily consisted of professional fees, licenses and fees, as well as stock-based compensation expense.

	For the Three Months Ended July 31,			
	2022	**2021**	**$ Change**	**% Change**
Professional fees	$ 1,216,672	$ 704,692	$ 511,980	73%
Licenses and fees	3,542	65,330	(61,788)	-95%
Stock-based compensation expense	-	141,914	(141,917)	*
Other research and development expenses	155,739	4,472	151,270	3,383%
Total research and development expenses	$ 1,375,953	$ 916,408	$ 459,545	50%

*Not meaningful

Professional Fees

During the three months ended July 31, 2022 and 2021, we reported professional fees of $1.2 million and $705,000, respectively, which were principally comprised of professional fees attributed to various types of scientific services, including FDA consulting services. The increase relates to professional fees incurred related to Phase IIA clinical trial monitoring AL001 and IND preparation for AL002.

Licenses and Fees

There are certain initial license fees and milestone payments required to be paid to the University of South Florida and the Licensor, for the licenses of the technologies, pursuant to the terms of the License Agreement with Sublicensing Terms.

Stock-Based Compensation Expense

During the three months ended July 31, 2022 and 2021, we incurred zero and $142,000, respectively, in research and development stock compensation expense related to stock option grants to consultants. All option grants are granted at the per share fair value on the grant date. Vesting of options differs based on the terms of each option. We valued the options at their date of grant utilizing the Black-Scholes option pricing model. Stock-based compensation is a non-cash expense because we settle these obligations by issuing shares of Common Stock from authorized shares instead of settling such obligations with cash payments.

Other Expense, Net

Interest Expense

Interest expense was $2,000 for the three months ended July 31, 2022, primarily related to financing of D&O insurance.

Liquidity and Capital Resources

The accompanying financial statements have been prepared on the basis that our company will continue as a going concern. As of July 31, 2022, we had cash of $11.5 million and an accumulated deficit of $32.2 million. We have incurred recurring losses and reported losses for the three months ended July 31, 2022 totaling $3.0 million. In the past, we have financed our operations principally through issuances of promissory notes and equity securities.

In March of 2021, we entered into a securities purchase agreement with DPL, pursuant to which we sold an aggregate of 6,666,667 shares of Common Stock for an aggregate of $10 million, or $1.50 per share, which sales were made in tranches. On March 9, 2021, DPL paid $4 million, less the $1.8 million in prior advances and the surrender for cancellation of the $50,000 convertible promissory note, previously issued to BitNile Holdings, Inc., the parent company of DPL, for an aggregate of 2,666,667 shares of Common Stock. Under the terms of the securities purchase agreement, DPL (i) purchased, in July 2021, an additional 1,333,333 shares of Common Stock upon FDA approval of our IND for our Phase IA clinical trials for AL001 for a purchase price of $2 million, and (ii) purchased, in April 2022, 2,666,667 shares of Common Stock upon completion of our Phase IA clinical trials for AL001 for a purchase price of $4 million. We issued DPL warrants to purchase 3,333,333 shares of Common Stock at an exercise price of $3.00 per share. Finally, we agreed that for a period of eighteen months following the date of the payment of the final tranche of $4 million, DPL will have the right to invest an additional $10 million on the same terms, except that no specific milestones have been determined with respect to the additional $10 million as of the date of this Quarterly Report.

We will need to obtain substantial additional funding in the future for our clinical development activities and continuing operations. If we are unable to raise capital when needed or on favorable terms, we would be forced to delay, reduce, or eliminate our research and development programs or future commercialization efforts. Our future capital requirements will depend on many factors, including:

- successful enrollment in, and completion of, clinical trials;
- our ability to establish agreements with third-party manufacturers for clinical supply for our clinical trials and, if our product candidates are approved, commercial manufacturing;
- our ability to maintain our current research and development programs and establish new research and development programs;
- addition and retention of key research and development personnel;
- our efforts to enhance operational, financial, and information management systems, and hire additional personnel, including personnel to support development of our product candidates;
- negotiating favorable terms in any collaboration, licensing, or other arrangements into which we may enter and performing our obligations in such collaborations;
- the timing and amount of milestone and other payments we may receive under our collaboration arrangements;
- our eventual commercialization plans for our product candidates;
- the costs involved in prosecuting, defending, and enforcing patent claims and other intellectual property claims; and
- the costs and timing of regulatory approvals.

A change in the outcome of any of these or other variables with respect to the development of any of our product candidates could significantly change the costs and timing associated with the development of that product candidate. Furthermore, our operating plans may change in the future, and we may need additional funds to meet operational needs and capital requirements associated with such operating plans.

We expect to continue to incur losses for the foreseeable future and need to raise additional capital until we are able to generate revenues from operations sufficient to fund our development and commercial operations. However, based on our current business plan, we believe that our cash at July 31, 2022, is sufficient to meet our anticipated cash requirements during the twelve-month period subsequent to the issuance of the financial statements included in this Quarterly Report.

Cash Flows

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

	For the Three Months Ended July 31,	
	2022	**2021**
Net cash provided by (used in):		
Operating activities	$ (2,536,690)	$ (1,222,664)
Financing activities	-	14,911,556
Net increase (decrease) in cash	$ (2,536,690)	$ 13,688,892

Operating Activities

During the three months ended July 31, 2022, net cash used in operating activities was $2.5 million. This consisted primarily of a net loss of $3.0 million and a decrease in our net operating assets and liabilities of $374,000, partially offset by non-cash charges of $874,000. The non-cash charges primarily consisted of stock-based compensation expense. The decrease in our net operating assets and liabilities were due to a decrease in accounts payable and accrued liabilities and an increase in prepaid expenses and other current assets.

Investing Activities

There were no investing activities for the three months ended July 31, 2022.

Financing Activities

There were no financing activities for the three months ended July 31, 2022.

Contractual Obligations

On May 1, 2016, we entered into a Standard Exclusive License Agreement for AL002 with Sublicensing Terms with the University of South Florida Research Foundation, Inc., as licensor (the "Licensor"), pursuant to which the Licensor granted us a royalty bearing exclusive worldwide license limited to the field of Alzheimer's Immunotherapy and Diagnostics, under United States Patent No. 8,188,046, entitled "Amyloid Beta Peptides and Methods of Use," filed April 7, 2009 and granted May 29, 2012.

There are certain initial license fees and milestone payments required to be paid by us to the Licensor, pursuant to the terms of license agreements we have entered into with the Licensor. The license agreements for AL002 require us to pay royalty payments of 4% on net sales of products developed from the licensed technology for AL002 while the license agreements for AL001 require that we pay combined royalty payments of 4.5% on net sales of products developed from the licensed technology for AL001. We have already paid an initial license fee of $200,000 for AL002 and an initial license fee of $200,000 for AL001. As an additional licensing fee for the license of AL002, the Licensor received 3,601,809 shares of our common stock. As an additional licensing fee for the license of the AL001 technologies, the Licensor received 2,227,923 shares of our common stock. Minimum royalties for AL001 are $25,000 in 2023, $45,000 in 2024 and $70,000 in 2025 and every year thereafter, for the life of the agreement. Minimum royalties for AL002 are $20,000 in 2022, $40,000 in 2023 and $50,000 in 2024 and every year thereafter, for the life of the respective agreement. Additionally, we are required to pay milestone payments on the due dates to the Licensor for the license of the AL001 technologies and for the AL002 technology, as follows:

Original AL001 License:

Payment	Due Date	Event
$ 50,000*	Completed September 2019	Pre-IND meeting
$ 65,000*	Completed June 2021	ND application filing
$ 190,000*	Completed December 2021	Upon first dosing of patient in a clinical trial
$ 500,000*	Completed March 2022	Upon Completion of first clinical trial
$ 1,250,000	12 months from completion of the first Phase II clinical trial	Upon first patient treated in a Phase III clinical trial
$ 10,000,000	8 years from the effective date of the agreement	Upon FDA approval

*Milestone met and completed

AL002 License:

Payment	Due Date	Event
$ 50,000*	Upon IND application filing	Upon IND application filing
$ 50,000	12 months from IND application filing date	Upon first dosing of patient in first Phase I clinical trial
$ 175,000	12 months from first patient dosed in Phase I	Upon completion of first Phase I clinical trial
$ 500,000	24 months from completion of first Phase I clinical trial	Upon completion of first Phase II clinical trial
$ 1,000,000	12 months from completion of the first Phase II clinical trial	Upon first patient treated in a Phase III clinical trial
$ 10,000,000	7 years from the effective date of the agreement	Upon FDA BLA approval

*Milestone met and completed

We have met the pre-IND meeting, IND application filing, and successfully completed the Phase I clinical trial milestones encompassing AL001. If we fail to meet a milestone by its specified date, Licensor may terminate the license agreement.

The Licensor was also granted a preemptive right to acquire such shares or other equity securities that may be issued from time to time by us while the Licensor remains the owner of any equity securities of our company.

On June 10, 2020, we obtained two (2) additional royalty-bearing exclusive worldwide licenses from the Licensor to a therapy named AL001. One of the additional licenses is for the treatment of neurodegenerative diseases excluding Alzheimer's and the other license is for the treatment of psychiatric diseases and disorders. There are certain license fees and milestone payments required to be paid pursuant to the terms of the Standard Exclusive License Agreements with Sublicensing Terms, both dated June 10, 2020 and effective as of November 1, 2019, with the Licensor and the University of South Florida (the "June AL001 License Agreements"). Under each of the June AL001 License Agreements, a royalty payment of 3% is required on net sales of products developed from the licensed technology. For the two (2) additional AL001 licenses, in the aggregate, we have paid initial license fees of $20,000. Additionally, under each of the June AL001 License Agreements, we are required to pay milestone payments on the due dates to the Licensor for the license of the technology, as follows:

Additional AL001 Licenses:

Payment	Due Date	Event
$ 50,000	Upon IND application filing	IND application filing
$ 150,000	12 months from IND filing date	Upon first dosing of patient in a clinical trial
$ 400,000	12 months from first patient dosing	Upon Completion of first clinical trial
$ 1,000,000	36 months from completion of the first Phase II clinical trial	Upon first patient treated in a Phase III clinical trial
$ 8,000,000	8 years from the effective date of the agreement	First commercial sale

Off-Balance Sheet Arrangements

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

Recent Accounting Standards

For information about recent accounting pronouncements that may impact our financial statements, please refer to Note 3 of the Notes to Unaudited Condensed Financial Statements under the heading "Recent Accounting Standards."

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Because we are a smaller reporting company, this section is not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

Our principal executive officer and principal financial officer, with the assistance of other members of the Company's management, have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this quarterly report. Based upon our evaluation, each of our principal executive officer and principal financial officer has concluded that the Company's internal control over financial reporting was not effective as of the end of the period covered by this Quarterly Report on Form 10-Q because the Company has not yet completed its remediation of the material weakness previously identified and disclosed in the Company's Annual Report on Form 10-K for the year ended April 30, 2022, the end of its most recent fiscal year.

Specifically, management has identified the following material weaknesses:

1. we do not have sufficient resources in our accounting function, which restricts our ability to perform sufficient reviews and approval of manual journal entries posted to the general ledger and to consistently execute review procedures over general ledger account reconciliations, financial statement preparation and accounting for non-routine transactions; and

2. our primary user access controls (i.e., provisioning, de-provisioning, privileged access and user access reviews) to ensure appropriate authorization and segregation of duties that would adequately restrict user and privileged access to the financially relevant systems and data to appropriate personnel were not designed and/or implemented effectively. We did not design and/or implement sufficient controls for program change management to certain financially relevant systems affecting our processes.

A material weakness is a control deficiency or combination of control deficiencies that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Planned Remediation

We are implementing measures designed to improve our internal control over financial reporting to remediate material weaknesses, including the following:

- Formalizing our internal control documentation and strengthening supervisory reviews by our management; and

- Adding additional accounting personnel and segregating duties amongst accounting personnel.

Management continues to work to improve its controls related to our material weaknesses, specifically relating to user access and change management surrounding our information technology systems and applications. Management will continue to implement measures to remediate material weaknesses, such that these controls are designed, implemented, and operating effectively. The remediation actions include: (i) enhancing design and documentation related to both user access and change management processes and control activities; and (ii) developing and communicating additional policies and procedures to govern the area of information technology change management. In order to achieve the timely implementation of the above, management has commenced the following actions and will continue to assess additional opportunities for remediation on an ongoing basis:

- Engaging a third-party specialist to assist management with improving the Company's overall control environment, focusing on change management and access controls; and

- Implementing new applications and systems that are aligned with management's focus on creating strong internal controls.

We are currently working to improve and simplify our internal processes and implement enhanced controls, as discussed above, to address the material weaknesses in our internal control over financial reporting and to remedy the ineffectiveness of our disclosure controls and procedures. These material weaknesses will not be considered to be remediated until the applicable remediated controls are operating for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

Despite the existence of these material weaknesses, we believe that the condensed financial statements included in the period covered by this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented in conformity with U.S. generally accepted accounting principles.

Changes in Internal Control

Except as detailed above, during the quarter ended July 31, 2022, there was no change in our internal control over financial reporting that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may be subject to legal proceedings. We are not currently a party to or aware of any proceedings that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or results of operations. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

ITEM 1A. RISK FACTORS

The risks described in Part I, Item 1A, "Risk Factors," in our 2022 Annual Report on Form 10-K, could materially and adversely affect our business, financial condition and results of operations, and the trading price of our Common Stock could decline. These risk factors do not identify all risks that we face - our operations could also be affected by factors that are not presently known to us or that we currently consider to be immaterial to our operations. Due to risks and uncertainties, known and unknown, our past financial results may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods. The Risk Factors section of our 2022 Annual Report on Form 10-K remains current in all material respects.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Exhibit Description
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 2.1 of Form DOS filed with the SEC on August 19, 2016).
3.2	Amended and Restated Bylaws.
3.3	Certificate of Designation of Alzamend Neuro, Inc. Series A Convertible Preferred Stock, dated May 30, 2016 (incorporated by reference to Exhibit 2.3 of Form 1-A/A filed with the SEC on February 4, 2020).
31.1*	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a)
31.2*	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a)
32.1**	Certification of Chief Executive and Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code
101.INS*	XBRL Instance Document. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

*Filed herewith.

** This certification will not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent specifically incorporated by reference into such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ALZAMEND NEURO, INC.

Date: September 13, 2022

By: /s/ Stephan Jackman
Stephan Jackman
Chief Executive Officer (principal executive officer)

Date: September 13, 2022

By: /s/ David J. Katzoff
David J. Katzoff
Chief Financial Officer (principal financial and accounting officer)

EXHIBIT 31.1

CERTIFICATION

I, Stephan Jackman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Alzamend Neuro, Inc.;

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

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

4. The registrant's other certifying officer(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.

Dated: September 13, 2022

/s/ Stephan Jackman

Name: Stephan Jackman
Title: Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, David J. Katzoff, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Alzamend Neuro, Inc.;

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

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

4. The registrant's other certifying officer(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.

Dated: September 13, 2022

/s/ David J. Katzoff

Name: David J. Katzoff
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

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

In connection with the quarterly report of Alzamend Neuro, Inc. (the "Company") on Form 10-Q for the period ended July 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: September 13, 2022

By: /s/ Stephan Jackman
Name: Stephan Jackman
Title: Chief Executive Officer
(Principal Executive Officer)

Date: September 13, 2022

By: /s/ David J. Katzoff
Name: David J. Katzoff
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)