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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2024

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

For the transition period from _____to _____

Commission file number 001-41765

Telomir Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Florida	**87-2606031**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
855 N Wolfe Street, Suite 601 Baltimore, Maryland	**21205**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number (including area code):
(813) 864-2558

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

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

Title of each class:	**Trading symbol**	**Name of each exchange on which registered**
Common Stock, no par value	TELO	The Nasdaq Capital Market

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No □

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer or a smaller reporting company. See definition 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 May 13, 2024, there were 29,609,814 shares of company common stock issued and outstanding.

TELOMIR PHARMACEUTICALS, INC.
Quarterly Report on Form 10-Q
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TELOMIR PHARMACEUTICALS, INC.
CONDENSED BALANCE SHEETS
AS OF MARCH 31, 2024 AND DECEMBER 31, 2023

	March 31, (Unaudited) 2024	December 31, 2023
ASSETS		
Current assets:		
Cash	$ 3,274,314	$ 1,231
Deferred offering costs	-	303,281
Prepaid expenses	98,808	713
Due from related parties	130,000	130,000
Total current assets	3,503,122	435,225
Deferred Financing Costs	-	4,338,543
Total assets	**$ 3,503,122**	**$ 4,773,768**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade accounts payable and accrued liabilities	$ 478,650	$ 707,187
Due to related parties	7,902	527,377
Related party line of credit	-	101,000
Total current liabilities	486,552	1,335,564
Total liabilities	486,552	1,335,564
Stockholders' Equity (Deficit)		
Preferred Stock, no par value, 100,000,000 shares authorized and none issued or outstanding.	-	-
Common Stock, no par value; 300,000,000 shares authorized, 29,609,814 and 28,609,814 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively.	-	-
Additional paid-in capital	23,335,319	17,502,346
Accumulated deficit	(20,318,749)	(14,064,142)
Total stockholders' equity	3,016,570	3,438,204
Total liabilities and stockholders' equity	**$ 3,503,122**	**$ 4,773,768**

See notes to condensed financial statements

TELOMIR PHARMACEUTICALS, INC.
CONDENSED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023
(Unaudited)

	Three Months Ended March 31,	
	2024	**2023**
Revenues	$ -	$ -
Operating costs:		
General and administrative expenses	741,541	42,603
Related party travel costs	370,500	-
Research and development expenses	804,023	440,335
Total operating costs	1,916,064	482,938
Interest expense	(4,338,543)	-
Net loss	**$ (6,254,607)**	**$ (482,938)**
Basic and diluted loss per share	**$ (0.23)**	**$ (0.02)**
Weighted average common stock shares outstanding	27,768,156	26,893,014

See notes to condensed financial statements

TELOMIR PHARMACEUTICALS, INC.
CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND YEAR END DECEMBER 31, 2023
(Unaudited)

	Common Stock		Additional Paid-In	Stock Subscription	Accumulated	Total Stockholders' (Deficit)
	Shares	Amount	Capital	Receivable	Deficit	Equity
Balances, January 1, 2023	**26,829,269**	**$ -**	**$ 55,000**	**$ -**	**$ (992,278)**	**$ (937,278)**
Issuance of common stock, net	268,025	-	910,000	-	-	910,000
Net loss	-	-	-	-	(482,938)	(482,938)
Balances, March 31, 2023	**27,097,294**	**$ -**	**$ 965,000**	**$ -**	**$ (1,475,216)**	**$ (510,216)**
Balances, April 1, 2023	**27,097,294**	**$ -**	**$ 965,000**	**$ -**	**$ (1,475,216)**	**$ (510,216)**
Issuance of Warrants	-	-	5,950,000	-	-	5,950,000
Net loss	-	-	-	-	(1,550,385)	(1,550,385)
Balances, June 30, 2023	**27,097,294**	**$ -**	**$ 6,915,000**	**$ -**	**$ (3,025,601)**	**$ 3,889,399**
Balances, July 1, 2023	**27,097,294**	**$ -**	**$ 6,915,000**	**$ -**	**$ (3,025,601)**	**$ 3,889,399**
Net loss	-	-	-	-	(1,711,326)	(1,711,326)
Balances, September 30, 2023	**27,097,294**	**$ -**	**$ 6,915,000**	**$ -**	**$ (4,736,927)**	**$ 2,178,073**
Balances, October 1, 2023	**27,097,294**	**$ -**	**$ 6,915,000**	**$ -**	**$ (4,736,927)**	**$ 2,178,073**
Debt conversion to common stock	1,512,478	-	10,587,346	-	-	10,587,346
Shares added for fractional shares pursuant to reverse stock split	42	-	-	-	-	-
Net loss	-	-	-	-	(9,327,215)	(9,327,215)
Balances, December 31, 2023	**28,609,814**	**$ -**	**$ 17,502,346**	**$ -**	**$ (14,064,142)**	**$ 3,438,204**
Balances, January 1, 2024	**28,609,814**	**$ -**	**$ 17,502,346**	**$ -**	**$ (14,064,142)**	**$ 3,438,204**
Issuance of common stock at IPO, net	1,000,000	-	5,832,973	-	-	5,832,973
Net loss	-	-	-	-	(6,254,607)	(6,254,607)
Balances, March 31, 2024	**29,609,814**	**$ -**	**$ 23,335,319**	**$ -**	**$ (20,318,749)**	**$ 3,016,570**

See notes to condensed financial statements

TELOMIR PHARMACEUTICALS, INC.
CONDENSED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023
(Unaudited)

	Three Months Ended March 31,	
	2024	**2023**
Cash flows from Operating activities		
Net loss	$ (6,254,607)	$ (482,938)
Adjustments to reconcile net loss to net cash from operations		
Amortization of debt issuance costs	4,338,543	-
Change in operating assets and liabilities:		
Trade accounts payable and accrued expenses	74,744	(252,801)
Prepaid expenses	(98,095)	-
Net cash flows from operating activities	$ (1,939,415)	$ (735,739)
Financing activities:		
Payments under related party line of credit	(101,000)	-
Payments to related party	(519,475)	(263,873)
Proceeds from sale of common stock	5,832,973	1,000,000
Net cash flows from financing activities	5,212,498	736,127
Net change in cash	3,273,083	388
Cash, beginning of period	1,231	1,419
Cash, end of period	**$ 3,274,314**	**$ 1,807**
Cash paid for interest	-	-
Supplemental schedule of non-cash financing activities:		
Accrued offering expense	$ -	$ 118,944

See notes to condensed financial statements

SUPPLEMENTAL CASH FLOW INFORMATION

Non-cash Operating, Financing and Investing Activities:

The Company accrued $0.1 million in legal and placement fees related to a $1.0 million private placement offering during the three monthsended March 31, 2023, whereby 268,025 shares of common stock (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023) were issued. See Note 7 for warrant issuances in connection with the offering.

TELOMIR PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023
(Unaudited)

Note 1. Description of business and summary of significant accounting policies:

Overview

Telomir Pharmaceuticals, Inc. ("Telomir" or the "Company") was formed in August 2021 and is a Florida-based early pre-clinical stage biopharmaceutical company that is developing its product candidate, TELOMIR-1, a novel small molecule being developed to function as an oral *in situ* therapeutic treatment for human stem cells. Based on the Company's pre-clinical studies and if approved by the FDA and comparable foreign regulators, the Company believes that TELOMIR-1 may effectively serve as a metal enzyme inhibitor of essential metals such as zinc and copper. These essential metals play an important role in the production and function of many enzymatic reactions and the modulation of key cellular pathways. In particular, zinc is essential to the function of pro-inflammatory cytokines such as Interleukin-17, or IL-17, that play a role in a host of age-related inflammatory conditions such as osteoarthritis and hemochromatosis as well as in post-chemotherapy health problems.

As such, TELOMIR-1 is under investigation to potentially provide a therapeutic intervention against age-related inflammatory conditions such osteoarthritis and hemochromatosis, as well as for post-chemotherapy recovery, by interrupting and preventing the IL-17 induced inflammatory pathways that create the systemic imbalance of cellular metals.

Substantive operations began in late 2022 and the Company's Investigative New Drug application is anticipated to be filed with the U.S. Food and Drug Administration ("FDA") in first quarter 2025 for osteoarthritis. An international patent application for TELOMIR-1 was filed August 29, 2023 and is pending. National phase filings are expected to be made during the first quarter 2025. See Note 4 regarding this patent.

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("GAAP"). In the opinion of management, all adjustments considered necessary for the fair presentation of the financial statements for the periods presented have been included. The results of operations for the three months ended March 31, 2024 are not necessarily indicative of the results to be expected for future periods.

As used herein, the Company's Common Stock, no par value per share, is referred to as the "Common Stock" and the Company's preferred stock, no par value per share, is referred to as the "Preferred Stock".

Initial Public Offering

On February 13, 2024, the Company closed its initial public offering consisting of 1,000,000 shares at a price of $7.00 per share for approximately $7.0 million in gross proceeds. After deducting the underwriting commission and other offering expenses totaling $1.2 million, the net proceeds to the Company were $5.8 million (the "IPO").

The shares were offered and sold pursuant to the Company's Registration Statement on Form S-1, as amended (File No. 333-275534), originally filed with the Securities and Exchange Commission (the "SEC") on November 14, 2023 (the "Registration Statement") and the final quarterly report filed with the Commission pursuant to Rule 424(b)(4) of the Securities Act of 1933, as amended. The Registration Statement was declared effective by the Commission on February 8, 2024. The common stock began trading on The Nasdaq Capital Market on February 9, 2024 under the symbol "TELO". The closing of the IPO occurred on February 13, 2024.

Income taxes

The Company is a C corporation. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases. Deferred tax assets are recognized for temporary differences that will result in deductible amounts in future years and for loss carryovers. A valuation allowance is recognized regarding deferred tax assets, if any, if it is more likely than not that some portion of the deferred tax asset will not be realized.

Research and development expenses

Research and development costs are expensed in the period in which they are incurred and include the expenses paid to third parties, such as contract research organizations and consultants, who conduct research and development activities on behalf of the Company.

Leases

The Company has elected not to disclose a right of use asset and liability as provided for in ASC 842, Leases, given the related lease has less than 12 months remaining until maturity.

Use of estimates

The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results may differ from such estimates and such differences could be material.

Cash

The Company maintains cash balances with financial institutions that management believes are of high credit quality. The Company's cash account at times may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk from its cash account.

Fair Value of Financial Instruments

The Company measures the fair value of financial instruments in accordance with GAAP which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

GAAP 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. GAAP also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company considers the carrying amount of deferred offering costs to approximate fair value due to short-term nature of this instrument. GAAP describes three levels of inputs that may be used to measure fair value:

Level 1 – quoted prices in active markets for identical assets or liabilities.
Level 2 – quoted prices for similar assets and liabilities in active markets or inputs that are observable.
Level 3 – inputs that are unobservable (for example cash flow modeling inputs based on assumptions).

Note 2. Liquidity and capital resources

As of March 31, 2024, the Company had cash of approximately $3.3 million. The Company used approximately $1.9 million of cash in operations during the three months ended March 31, 2024 and had stockholders' equity as of March 31, 2024 and December 31, 2023 of approximately $3.0 million and $3.4 million, respectively.

Historically, the Company has been primarily engaged in developing TELOMIR-1. During these activities, the Company sustained substantial losses. The Company's ability to fund ongoing operations and future clinical trials required for FDA approval is dependent on the Company's ability to obtain significant additional external funding in the near term. Since inception, the Company has financed its operations through related party financings-see Note 5 and an initial public offering – see Note 7. Additional sources of financing may be sought by the Company. However, there can be no assurance that any fundraising will be achieved on commercially reasonable terms, if at all.

As of the date of filing, the Company will continue to generate losses and have insufficient cash and cash equivalents on hand to support its operations for at least the 12 months following the date the financial statements are issued. These conditions raise substantial doubt about the Company's ability to continue as a going concern through 12 months after the date the financial statements are issued.

Note 3 Accounts payable and accrued liabilities:

	March 31, 2024	December 31, 2023
Trade accounts payable	$ 221,559	$ 474,585
Pre-clinical research and development	249,733	202,998
Accrued other	7,358	29,604
	$ 478,650	$ 707,187

Note 4. License agreement, related party:

The Company licenses the U.S. patent rights for the use of TELOMIR-1 in human applications from MIRALOGX, LLC ("MIRALOGX"), an intellectual property development and holding company established by Jonnie R. Williams, Sr., the founder of the Company and the sole inventor of TELOMIR-1.

On August 11, 2023, (the "Effective Date"), the Company and MIRALOGX entered into an Amended and Restated Exclusive License Agreement, under which the Company has the exclusive perpetual right and license under the above-described patent rights to make, have made, use, and sell "Licensed Products" in the U.S. for human uses and preclinical studies and activities of any kind conducted in furtherance of obtaining regulatory approval or commercialization for human uses (the "MIRALOGX License Agreement"). On November 10, 2023, we and MIRALOGX entered into the Amendment No. 1 to the Amended and Restated License Agreement, pursuant to which the field of use relating to the license was amended to include therapeutic treatments and other medical or health uses in animals, in addition to humans, and related preclinical studies and activities conducted in furtherance of obtaining regulatory approval for and commercialization of veterinary, in addition to human, therapeutic treatments and uses (together with the "Initial MIRALOGX License Agreement, the "MIRALOGX License Agreement"). "Licensed Product" is defined in the agreement as a drug product containing as an active agent 2,4,6-tris(3,4-dihydro-2H-pyrrol-2-yl) pyridine or a pharmaceutically acceptable salt, ester, or solvate thereof. We also have the right to grant corresponding sublicenses under the licensed patent rights. The MIRALOGX License Agreement provides for the payment to MIRALOGX of an 8% royalty (payable quarterly) on the Company's net sales of Licensed Products by the Company or its sublicensees and on non-royalty bearing milestone revenue. There are no up-front, execution, or milestone payments in the license agreement. Further, no payments have been made to date under the agreement.

The term of the license from MIRALOGX will continue through the date of the expiration of the last-to-expire licensed patent or, if later, the date of the expiration of the last strategic partnership/sublicensing agreement covering the licensed products. The patent rights are expected to extend through 2043, and additional patent terms may be awarded, including additional patent terms based on the time taken for regulatory review of drug products.

The agreement also provides that Telomir may bring suit in its own name to enforce patent rights. MIRALOGX will control the prosecution of the patent applications for TELOMIR-1. Telomir is required to be kept informed by MIRALOGX of patent prosecution activities and may select identified countries for patent protection. Telomir is to reimburse MIRALOGX for patent prosecution and maintenance costs.

Note 5. Related party transactions:

Due from related parties- Amounts due from related parties as of both March 31, 2024 and December 31, 2023 were $0.13 million. These advances are due on demand and are non-interest bearing.

Due to related parties- During the periods ended March 31, 2024 and December 31, 2023, the Company received working capital advances from companies under common control. These advances are due on demand and are non-interest bearing. During the year ended December 31, 2023, advances in the amount of $1.7 million were converted into 837,841 shares of our common stock (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023) at a conversion rate of $2.05 per share resulting in a loss on the conversion of debt of $4.1 million. As of March 31, 2024 and December 31, 2023, $0.008 million and $0.5 million, respectively, remained outstanding.

Bay Shore Trust Line of Credit

On June 15, 2023, the Company entered into a Promissory Note and Loan Agreement with the Bay Shore Trust, a trust established by the Company's founder, Jonnie R. Williams, Sr., and under which various of his family members are beneficiaries. Under this Promissory Note and Loan Agreement (the "Bay Shore Note"), the Company has the right to borrow up to an aggregate of $5 million from the Bay Shore Trust at any time up to the second anniversary of the issuance of the Bay Shore Note or, if earlier, upon the completion of the Company's IPO. The Company's right to borrow funds under the Bay Shore Note is subject to the absence of a material adverse change in its assets, operations, or prospects. The Bay Share Note, together with accrued interest, will become due and payable on the second anniversary of the issuance of the note, provided that it may be prepaid at any time without penalty. The Bay Shore Note will accrue interest at a rate equal 7% per annum, simple interest, during the first year that the note is outstanding and 10% per annum, simple interest, thereafter. The Bay Shore Note is unsecured.

In consideration of the loan facility provided by the Bay Shore Trust, the Company issued to the Bay Shore Trust a common stock purchase warrant on June 15, 2023 giving the Bay Shore Trust the right to purchase up to 2,439,025 shares of common stock (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023) at an exercise price of $3.73 per share, which warrant will expire five years after the date of grant. Pursuant to a registration rights agreement, the Company has granted to Bay Shore Trust the right to require the Company, at any time after one year following the Company's IPO, to register for resale the shares issuable upon the exercise of the warrant, with such registration rights being in the form of demand and "piggyback" registration rights that are subject to customary limitations and restrictions. Upon issuance, the warrant met the criteria to be classified as equity based on an analysis under Accounting Standards Codification (480) ASC 480, "Distinguishing Liabilities from Equity" and was measured at fair value, resulting in an initial fair value of approximately $5.95 million upon issuance of the warrant, using Black-Scholes valuation techniques.

During the three months ended March 31, 2024, the Company did not receive any advances from the line of credit from Bay Shore Trust. As of March 31, 2024, the line of credit from Bay Shore Trust has been paid in full, has fully amortized the relating financing costs and future advances are no longer available due to the terms of the agreement, specifically the closing of the Company's IPO, which was made effective on February 13, 2024.

License agreement - See Note 4.

Related Party Travel Costs- On April 1, 2023 the Company entered into an Agreement For Shared Lease Costs (the "Shared Agreement") with MIRALOGX, LLC, a related party. Under the Shared Agreement, the Company agrees to make monthly contributions or payments in accordance with its use of shared aircraft toward rent payments. During the three months ended March 31, 2024 and March 31, 2023, the Company incurred $0.4 million and $0, respectively, for travel-related expenses to the related party for rental charges and airplane-related expenses.

Related Party Rental Agreement- see Note 6 for Variable Lease

Note 6. Leases:

The Company's corporate headquarters is in Baltimore, Maryland, which includes a lease for office space. This lease began in November 2022 and was amended in April 2023. This space is approximately 550 square feet and has a remaining base rent of $0.001 million payable through April 2024. Rent is payable in monthly installments and is subject to yearly price increases.

The Company has elected not to disclose a right of use asset and liability as provided for in ASC 842, Leases, given the lease has less than 12 months remaining until maturity and the Company will not be renewing the lease upon expiration. Instead, the Company will move all corporate headquarter related activities to the shared space in Tampa, Florida referenced below within variable lease costs.

Variable lease costs

Variable lease costs primarily include utilities, property taxes, and other operating costs that are passed on from the lessor. Variable lease costs related to the aircraft include usage expenses, which includes pilot expenses, jet fuel and general flight expenses.

Beginning August 1, 2023, the Company's accounting and administrative staff began sharing office space with a related party in Tampa, Florida. As of March 31, 2024, there is no formal agreement, pending a revised lease agreement from the landlord. As such, the Company has agreed to split the cost of the Tampa lease pending an executed lease. During the quarter ended March 31, 2024, this variable lease cost related to the Tampa, Florida space totaled $0.006 million.

	Three Months ended March 31,	
	2024	**2023**
Lease Costs		
Operating lease	$ 53,819	$ 3,708
Variable lease costs	326,501	-
Total lease cost	$ 380,320	$ 3,708

Note 7. Stockholders' equity:

Capital stock

The Company has the authority to issue 400,000,000 shares of capital stock, consisting of 300,000,000 shares of Common Stock and 100,000,000 shares of undesignated preferred stock, whose rights and privileges will be defined by the Board of Directors when a series of preferred stock is designated.

Reverse Stock Split

Effective December 11, 2023, the Company completed a reverse stock split of its outstanding common stock upon the filing of the Company's Second Amended and Restated Articles of Incorporation with the Florida Secretary of State. No fractional shares were or will be issued in connection with the reverse stock split, and all such fractional shares resulting from the reverse stock split were and will be rounded up to the nearest whole number. The shares issuable upon the exercise of our outstanding warrants, and the exercise price of such warrants, have been adjusted to reflect the reverse stock split. Unless otherwise noted, the share and per share information in this filing reflects the reverse stock split.

IPO stock issuances

At IPO, the Company issued 1,000,000 shares at a price of $7.00 per share for approximately $7.0 million in gross proceeds. After deducting the underwriting commission and other offering expenses totaling $1.2 million, the net proceeds to the Company were $5.8 million (the "IPO").

Warrants

Private placement Warrants

During the year ended December 31, 2023, the Company issued to the 2023 Private Placement investors a common stock warrant the right to purchase up to 268,025 shares of common stock (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023) at an exercise price of $15.42 per share. The Company also issued to the placement agent a common stock warrant the right to purchase up to 67,007 shares (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023) of common stock at an exercise price of $3.73 per share. Both issuances of warrants are immediately vested and will be exercisable any time until the day that is one year plus ninety days from the date an Investigational New Drug filing is made with the Food and Drug Administration.

Bay Shore Trust warrants

In consideration of the line of credit provided by the Bay Shore Trust, the Company issued to the Bay Shore Trust a common stock purchase warrant on June 15, 2023 giving the Bay Shore Trust the right to purchase up to 2,439,025 shares of common stock (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023) at an exercise price of $3.73 per share. This warrant will expire five years after the date of grant.

The fair value of the warrants were estimated on the grant date using the Black-Scholes valuation model and level 3 inputs based on assumptions for expected volatility, expected dividends, expected term, and the risk-free interest rate, which resulted in $5.95 million of deferred financing costs. This cost was recorded as deferred financing costs and additional paid in capital on the accompanying condensed balance sheet and is amortized straight-line over the term of the line of credit (which is 24 months). Associated amortization of deferred finance costs is recorded to interest expense on the condensed statement of operations.

Underwriter warrants

In connection with the IPO, the Company issued 50,000 warrants to purchase common stock to the IPO underwriter (or its designees) at an exercise price of $7.00 which will expire in the four-and-a-half-year period commencing six months after the commencement of sales in the IPO. The warrants will be exercisable at any time and from time to time, in whole or in part, during the four-and-a-half-year period commencing six months after the commencement of sales in the IPO. The warrants provide for registration rights (including a one-time demand registration right and piggyback registration rights that expire 5 years from the commencement of sales of the offering) and customary anti-dilution provisions as permitted under FINRA Rule 5110(g)(8).

Earnings Per Share

During the three months ended March 31, 2024 and March 31, 2023, outstanding stock warrants of 2,168,086 and 39,088, respectively, were not included in the computation of diluted earnings per share, because to do so would have had an antidilutive effect.

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

The following discussion and analysis should be read in conjunction with the Condensed Financial Statements and Notes thereto included elsewhere in this Quarterly Report. This discussion contains certain forward-looking statements that involve risks and uncertainties. The Company's actual results and the timing of certain events could differ materially from those discussed in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth herein and elsewhere in this Quarterly Report and in the Company's other filings with the SEC. See "Cautionary Note Regarding Forward Looking Statements" below.

As used in this Management's Discussion and Analysis of Financial Condition and Results of Operations, unless otherwise indicated, the terms "the Company", "we", "us", "our" and similar terminology refer to Telomir Pharmaceuticals, Inc.

Background of the Company

We are a pre-clinical-stage pharmaceutical company focused on the development and commercialization of TELOMIR-1, a novel small molecule being developed to function as an oral in situ therapeutic treatment for human stem cells. Our initial focus will be on treatments to inhibit the production of pro-inflammatory cytokines, such as IL-17, by oral administration of TELOMIR-1 as a therapeutic treatment for stem cells in situ. In situ stem cell therapy uses the body's natural resources to regenerate damaged tissue and replace cells with new, functional cells.

Our goal is to advance the clinical development of TELOMIR-1 in the United States for the treatment of age-related inflammatory conditions such as osteoarthritis and hemochromatosis, as well as in post-chemotherapy recovery, with our initial targeted indications being osteoarthritis, hemochromatosis, and post-chemotherapy recovery.

To date, we have not generated any revenue nor do we expect to generate revenue unless and until we successfully complete preclinical and clinical development of, receive regulatory approval for, and commercialize a program and we do not know when, or if at all, that will occur. We expect our expenses to increase substantially in connection with our ongoing activities, particularly as we advance the preclinical activities and studies and initiate clinical trials. In addition, if we obtain regulatory approval for any programs, we expect to incur significant expenses related to production of sales, marketing, and distribution to the extent that such sales, marketing and distribution are not the responsibility of potential collaborators. We expect to incur additional costs associated with operating as a public company.

We had net losses of $6.3 million and $0.5 million for the three months ended March 31, 2024 and 2023, respectively.

Reverse Stock Split

Effective December 11, 2023, we completed a reverse stock split of our outstanding common stock upon the filing of our Second Amended and Restated Articles of Incorporation with the Florida Secretary of State. No fractional shares were or will be issued in connection with the reverse stock split, and all such fractional shares resulting from the reverse stock split were and will be rounded up to the nearest whole number. The shares issuable upon the exercise of our outstanding warrants, and the exercise prices of such warrants, have been adjusted to reflect the reverse stock split. Unless otherwise noted, the share and per share information in this report reflects the reverse stock split.

Components of Our Results of Operations

Research and development expenses represent costs incurred to conduct research and development of our product candidate. We recognize all research and development costs as they are incurred. Research and development expenses consist primarily of the following:

- contracted research and manufacturing;
- consulting arrangements; and
- other expenses incurred to advance the Company's research and development activities.

Our operating expenses have historically been the costs associated with our initial investment in pre-clinical research and development activities. We expect research and development expenses will increase in the future as we advance TELOMIR-1 into and through clinical trials and pursue regulatory approvals, which will require a significant investment in costs of clinical trials, regulatory support, and contract manufacturing. In addition, we will evaluate opportunities to acquire or in-license additional product candidates and technologies, which may result in higher research and development expenses due to license fee and/or milestone payments, as well as added clinical development costs.

The process of conducting clinical trials necessary to obtain regulatory approval is costly and time consuming. We may never succeed in timely development and achieving regulatory approval for our product candidates. The probability of success of our product candidates may be affected by numerous factors, including clinical data, competition, manufacturing capability and commercial viability. As a result, we are unable to determine the duration and completion costs of our development projects or when and to what extent we will generate revenue from the commercialization and sale of our product candidates.

Critical Accounting Policies

See Note 1 of the Notes to Condensed Financial Statements included in Item 1 of this Quarterly Report for a summary of significant accounting policies and information on recently issued accounting pronouncements.

Results of Operations

For the three months ended March 31, 2024 compared to the three months ended March 31, 2023

Research and Development Expenses. During the three months ended March 31, 2024, we incurred $0.8 million in research and development expenses, which were primarily related to toxicology studies, pre-clinical research projects and related manufacturing for pre-clinical research projects. We incurred $0.4 million in research and development expenses during the three months ended March 31, 2023, relating to initial payments for toxicology studies and consulting arrangements. Research and development expenses represent costs incurred to conduct research and development of our product candidate and consist primarily of contracted pre-clinical research and manufacturing, toxicology, consulting arrangements and other expenses incurred to advance the Company's research and development activities

Since inception, we have not earned any revenue, nor do we anticipate doing so until we successfully conclude preclinical and clinical development and obtain regulatory approval. The timing and certainty of this event remain unknown.

Our operating expenses have historically been the costs associated with our initial investment in pre-clinical research and development activities. We expect research and development expenses will increase in the future as we advance TELOMIR-1 into and through clinical trials and pursue regulatory approvals, which will require a significant investment in costs of clinical trials, regulatory support, and contract manufacturing. In addition, we will evaluate opportunities to acquire or in-license additional product candidates and technologies, which may result in higher research and development expenses due to license fee and/or milestone payments, as well as added clinical development costs.

General and Administrative Expenses. We incurred $0.7 million and $0.04 million in general and administrative expenses during the three months ended March 31, 2024 and March 31, 2023, respectively. The increase is primarily due to an increase in insurance costs of $0.06 million, professional fees of $0.14 million and compensation costs of $0.47 million. General and administrative expenses consist of administrative functions, as well as fees paid for legal, consulting fees and facilities costs not otherwise included in research and development expenses. Legal costs include general corporate legal fees and license costs. We expect to incur additional expenses as a result of becoming a public company, including expenses related to compliance with the rules and regulations of the SEC and Nasdaq, additional insurance, investor relations and other administrative expenses and professional services.

Related Party Travel Costs. We incurred $0.4 million in related party travel costs during the three months ended March 31, 2024. There was no such expense incurred during the same period ended March 31, 2023. Related party travel costs consisted of a lease and use of an airplane with an entity under common control. The Company will not participate in the use of the airplane after March of 2024 and, pursuant to the terms of the agreement, constitutes no further obligation under the agreement.

Interest expense. We incurred $4.3 million in interest expense during the three months ended March 31, 2024. There was no such expense incurred during the same period ended March 31, 2023. The 2024 interest expense consists of the amortization of the deferred financing costs on warrants issued on the related party line of credit as disclosed in Note 5 to the financial statements.

Liquidity and Capital Resources

Sources of Liquidity

Since the Company's inception in August 2021, we have financed our operations primarily through an unsecured line of credit with a major shareholder and an affiliated company and through a $1.0 million private placement of shares of our common stock that occurred during the first quarter 2023 at $3.73 per share (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023). We intend to finance our clinical development programs and working capital needs from existing cash, potential new sources of debt and equity financing, including the proceeds from our initial public offering that occurred in February of 2024.

On June 15, 2023, we entered into a Promissory Note and Loan Agreement with the Bay Shore Trust, a trust established by our founder, Jonnie R. Williams, Sr., and under which various of his family members are beneficiaries. Under this Promissory Note and Loan Agreement (the "Bay Shore Note"), we have the right to borrow up to an aggregate of $5 million from the Bay Shore Trust at any time up to the second anniversary of the issuance of the Bay Shore Note or, if earlier, upon the completion of our initial public offering ("IPO"). Future advances are no longer available due to the terms of the agreement, specifically the closing of the Company's IPO, which was made effective on February 13, 2024. Our right to borrow funds under the Bay Shore Note is subject to the absence of a material adverse change in its assets, operations, or prospects. The Bay Share Note, together with accrued interest, will become due and payable on the second anniversary of the issuance of the note, provided that it may be prepaid at any time without penalty. The Bay Shore Note will accrue interest at a rate equal to 7% per annum, simple interest, during the first year that the note is outstanding and 10% per annum, simple interest, thereafter. The Bay Shore Note is unsecured. As of November 30, 2023, the total amount outstanding under the Bay Shore Note was $1.4 million. The total amount outstanding was converted into 674,637 shares of our common stock on November 30, 2023 at a conversion rate of $2.05 per share (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023) pursuant to a conversion agreement. As of February 9, 2024, the agreement has been terminated.

Since January 1, 2023, MIRALOGX, an intellectual property development and holding company owned by Bay Shore Trust, and The Starwood Trust, a separate trust established by our founder, have advanced funds on behalf of Bay Shore Trust to our company in order to fund operating activities. The total amount advanced and outstanding as of November 30, 2023, was $1.7 million. These advances were converted into 837,841 shares of our common stock on November 30, 2023 at a conversion rate of $2.05 per share (after giving effect to our 1-for-2.05 reverse stock split that occurred on December 11, 2023) pursuant to a conversion agreement. As of the three months ended March 31, 2024, the total amount outstanding was $0.008 million.

We have incurred significant losses and negative cash flows from operations since inception and expect to incur additional losses until such time that we can generate significant revenue and profit, which we do not expect to occur in the near future. We had negative cash flow from operations of approximately $1.9 million for the three months ended March 31, 2024. As of March 31, 2024, we had cash and cash equivalents of approximately $3.3 million and an accumulated deficit of approximately $20.3 million.

We currently expect that our cash and cash equivalents, when taking into account the net proceeds of $5.8 million from our initial public offering which closed on February 13, 2024, will be sufficient to fund our operations, development plans, and capital expenditures through the beginning of the fourth quarter of 2024. As such, there is substantial doubt about the Company's ability to continue as a going concern.

We did not have any material non-cancellable contractual obligations as of March 31, 2024.

Cash Flows

The following table provides information regarding our cash flows for the periods presented:

	Three Months Ended March 31,	
	2024	2023
Net cash provided by (used in):		
Operating activities	$ (1,939,415)	$ (735,739)
Financing activities	5,212,498	736,127
Net change in cash	$ 3,273,083	$ 388

Net Cash from Operating Activities

The cash used in operating activities resulted primarily from our net losses, amortization of debt issuance costs and changes in components of accounts payable and prepaid expenses.

For the three months ended March 31, 2024, operating activities used $1.9 million of cash, primarily due to a net loss of $6.3 million, debt issuance costs of $4.3 million and a $0.002 million change in accounts payable, accrued and prepaid expenses. Accounts payable, accrued and prepaid expenses was primarily composed of research and development payables, consultant costs, insurance costs, legal and accounting expenses.

For the three months ended March 31, 2023, operating activities used $0.7 million of cash, primarily due to a net loss of $0.5 million, a $0.3 million change in accounts payable and accrued expenses. Accounts payable and accrued expenses was primarily composed of research and development expenses and consultant costs.

Net Cash from Financing Activities

For the three months ended March 31, 2024, financing activities provided $5.2 million of cash, resulting primarily from $5.8 million in proceeds from sale of common stock, less offering costs, offset by $0.5 million payments to related parties, and $0.1 million of repayments under related party line of credit.

For the three months ended March 31, 2023, financing activities provided $0.7 million of cash, resulting primarily from $1 million in proceeds from sale of common stock, offset by $0.3 million of payments to related parties.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act, and therefore are not required to provide the information under this item per Item 305(e) of Regulation S-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report, our management, with the participation of our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer) (the "Certifying Officers"), conducted evaluations of our disclosure controls and procedures. As defined under Sections 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the term "disclosure controls and procedures" means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including the Certifying Officers, to allow timely decisions regarding required disclosures.

Readers are cautioned that our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our control have been detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any control design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Based on this evaluation, the Certifying Officers have concluded that our disclosure controls and procedures were not effective as of March 31, 2024.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, during our first quarter of 2024 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Internal Controls

Our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met. The Company's Chief Executive Officer and Chief Financial Officer have determined that, due to inherent limitations in personnel possessing technical accounting expertise, as of the end of the period covered by this Report, disclosure controls and procedures were not effective in providing reasonable assurance that the objectives of our disclosure control system were met. The Company plans to remediate the ineffectiveness of its disclosure controls and procedures through implementation of additional levels of review and personnel with increased technical accounting expertise.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential", or "continue" or the negative of these terms or other similar expressions. In particular, statements about the markets in which we operate, including growth of our various markets, and our expectations, beliefs, plans, strategies, objectives, prospects, assumptions, or future events or performance contained in this quarterly report under the headings "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business" are forward-looking statements. We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates, and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. These and other important factors, including those discussed in this quarterly report under the headings "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business," may cause our actual results, performance, or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements, or could affect our share price. Important factors that could cause actual results or events to differ materially from those expressed in forward-looking statements include, but are not limited to, the following:

- our use of the net proceeds from our recent offering;
- our ability to obtain and maintain regulatory approval of our product candidates;
- our ability to successfully commercialize and market our product candidates, if approved;

- our ability to contract with third-party suppliers, manufacturers and other service providers and their ability to perform adequately;
- the potential market size, opportunity, and growth potential for our product candidates, if approved;
- our ability to obtain additional funding for our operations and development activities;
- the accuracy of our estimates regarding expenses, capital requirements and needs for additional financing;
- the initiation, timing, progress and results of our pre-clinical studies and clinical trials, and our research and development programs;
- the timing of anticipated regulatory filings;
- the timing of availability of data from our clinical trials;
- our future expenses, capital requirements, need for additional financing, and the period over which we believe that the net proceeds from this offering, together with our existing cash and cash equivalents, will be sufficient to fund our operating expenses and capital expenditure requirements;
- our ability to retain the continued service of our key professionals and to identify, hire and retain additional qualified professionals;
- our ability to advance product candidates into, and successfully complete, clinical trials;
- our ability to recruit and enroll suitable patients in our clinical trials;
- the timing or likelihood of the accomplishment of various scientific, clinical, regulatory, and other product development objectives;
- the pricing and reimbursement of our product candidates, if approved;
- the rate and degree of market acceptance of our product candidates, if approved;
- the implementation of our business model and strategic plans for our business, product candidates, and technology;
- the scope of protection we are able to establish and maintain for intellectual property rights covering our product candidates and technology;
- developments relating to our competitors and our industry; and
- other risks and factors listed under “Risk Factors” and elsewhere in our Annual Report on Form 10-K for the year ended December 31, 2023.

Given the risks and uncertainties set forth in this quarterly report, you are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements contained in this quarterly report are not guarantees of future performance and our actual results of operations, financial condition, and liquidity, and the development of the industry in which we operate, may differ materially from the forward-looking statements contained in this quarterly report. In addition, even if our results of operations, financial condition and liquidity, and events in the industry in which we operate, are consistent with the forward-looking statements contained in this quarterly report, they may not be predictive of results or developments in future periods.

Any forward-looking statement that we make in this quarterly report speaks only as of the date of such statement. Except as required by federal securities laws, we do not undertake any obligation to update or revise, or to publicly announce any update or revision to, any of the forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this quarterly report.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be named in claims arising in the ordinary course of business. Currently, no legal proceedings, government actions, administrative actions, investigations, or claims are pending against us or involve us that, in the opinion of our management, could reasonably be expected to have a material adverse effect on our business and financial condition.

We anticipate that we will expend significant financial and managerial resources in the defense of our intellectual property rights in the future if we believe that our rights have been violated. We also anticipate that we will expend significant financial and managerial resources to defend against claims that our products and services infringe upon the intellectual property rights of third parties.

Item 1A. Risk Factors.

As a smaller reporting company, information under this "Item 1A. Risk Factors" is not required to be presented.

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

Use of Proceeds from IPO of Common Stock

On February 13, 2024, the Company closed its initial public offering consisting of 1,000,000 shares at a price of $7.00 per share for approximately $7.0 million in gross proceeds. After deducting the underwriting commission and other offering expenses totaling $1.2 million, the net proceeds to the Company was $5.8 million (the "IPO"). None of the underwriting discounts and commissions or other offering expenses were incurred or paid, directly or indirectly, to any of our directors or officers or their associates or to persons owning 10% or more of our common stock or to any of our affiliates.

The shares were offered and sold pursuant to the Company's Registration Statement on Form S-1, as amended (File No. 333-275534), originally filed with the Securities and Exchange Commission (the "SEC") on November 14, 2023 (the "Registration Statement") and the final quarterly report filed with the Commission pursuant to Rule 424(b)(4) of the Securities Act of 1933, as amended. The Registration Statement was declared effective by the Commission on February 8, 2024. The common stock began trading on The Nasdaq Capital Market on February 9, 2024 under the symbol "TELO". The closing of the IPO occurred on February 13, 2024.

The net proceeds from the IPO have been used and are expected to be used, primarily to fund our clinical development programs, including our preclinical toxicology studies, CMC activities and our initial IND application. We intend to use the remainder for working capital and general corporate purposes. Since the completion of our IPO, we have used approximately $0.6 million of the net proceeds to fund preclinical toxicology studies and R&D consultants, $1.4 million in general and administrative expenses and $0.9 million to related parties for consulting services, repayment of our outstanding debt payable under our line of credit with Bay Shore Trust and variable lease costs related to the aircraft shared lease expenses as referenced in Note 6 of the financial statements.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

Number	Description
31.1*	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2*	Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1*	Certification of Principal Executive Officer and Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Furnished herewith

^ Previously filed.

\+ Denotes management contract or compensatory plan or arrangement.

SIGNATURES

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

TELOMIR PHARMACEUTICALS, INC.

Date: May 13, 2024

By: */s/ Chris Chapman*

Chris Chapman
Chief Executive Officer
(Principal Executive Officer)

Date: May 13, 2024

By: */s/ Nathen Fuentes*

Nathen Fuentes
Chief Financial Officer, Treasurer and Secretary
(Principal Financial Officer)

Exhibit 31.1

SECTION 302 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Christopher Chapman, Jr., MD, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Telomir Pharmaceuticals, Inc.

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

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

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

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

   (b) Designed each 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.

5. The registrant's other certifying officer 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.

Date: May 13, 2024

/s/ Christopher Chapman, Jr., MD
Christopher Chapman, Jr., MD
Principal Executive Officer

Exhibit 31.2

SECTION 302 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Nathen Fuentes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Telomir Pharmaceuticals, Inc.

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

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

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

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

   (b) Designed each 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.

5. The registrant's other certifying officer 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.

Date: May 13, 2024

/s/ Nathen Fuentes
Nathen Fuentes
Principal Financial Officer

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

AND PRINCIPAL FINANCIAL OFFICER

PURSUANT TO

18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. § 1350, the undersigned officers of Trio Petroleum Corp. (the "Company") hereby certify that the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 13, 2024

/s/ Christopher Chapman, Jr., MD
Christopher Chapman, Jr., MD
Principal Executive Officer

/s/ Nathen Fuentes
Nathen Fuentes
Principal Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.