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

FORM 10-K

(Mark One)

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

For the fiscal year ended: December 31, 2025

OR

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

For the transition period from _____ to _____

Commission file number: **001-41173**

NexGel, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**26-4042544**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
2150 Cabot Blvd West, Suite B Langhorne, PA	**19047**
(Address of principal executive office)	(Zip Code)

Registrant's telephone number, including area code: **(215) 702-8550**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001	NXGL	The Nasdaq Capital Market LLC
Warrants to Purchase Common Stock	NXGLW	The Nasdaq Capital Market LLC

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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, a nonaccelerated 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2025, the last business day of the registrant's second fiscal quarter, was approximately $11,032,723 based on the price at which the registrant last sold common equity.

As of March 31, 2026 the registrant had 8,475,693 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to its 2026 annual meeting of stockholders (the "2026 Proxy Statement") are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. The 2026 Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the year to which this report relates.

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Forward-Looking Statements

This Annual Report on Form 10-K contains "forward-looking statements," which include information relating to future events, future financial performance, strategies, expectations, competitive environment and regulation. Words such as "may," "should," "could," "would," "predict," "potential," "continue," "expect," "anticipate," "future," "intend," "plan," "believe," "estimate," and similar expressions, as well as statements in future tense, identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and may not be accurate indications of when such performance or results will actually be achieved. Forward-looking statements are based on information we have when those statements are made or our management's good faith belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

- our ability to continue as a going concern;
- inadequate capital;
- inadequate or an inability to raise sufficient capital to execute our business plan;
- our ability to comply with current good manufacturing practices;
- loss or retirement of key executives;
- our plans to make significant additional outlays of working capital before we expect to generate significant revenues and the uncertainty regarding when we will begin to generate significant revenues, if we are able to do so;
- adverse economic and geopolitical conditions, including the current conflict in Ukraine, and/or intense competition;
- loss of a key customer or supplier;
- entry of new competitors;
- adverse federal, state and local government regulation;
- technological obsolescence of our manufacturing process and equipment;
- technical problems with our research and products;
- risks of mergers and acquisitions including the time and cost of implementing transactions and the potential failure to achieve expected gains, revenue growth or expense savings;
- price increases for supplies and components; and
- the inability to carry out our business plans.

For a discussion of these and other risks that relate to our business and investing in shares of our common stock, you should carefully review the risks and uncertainties described elsewhere in this Annual Report on Form 10-K. The forward-looking statements contained in this Annual Report on Form 10-K are expressly qualified in their entirety by this cautionary statement. We do not undertake any obligation to publicly update any forward-looking statement to reflect events or circumstances after the date on which any such statement is made or to reflect the occurrence of unanticipated events.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements, including factors disclosed under the section titled and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this information statement. You should evaluate all forward-looking statements made in this information statement in the context of these risks and uncertainties.

No assurance can be given that any goal or plan set forth in any forward-looking statement can or will be achieved, and readers are cautioned not to place undue reliance on such statements which speak only as of the date they are made. We do not undertake any obligation to update or release any revisions to any forward-looking statement or to report any events or circumstances after the date of this information statement or to reflect the occurrence of unanticipated events, except as required by law.

Item 1. Business

Our Company

We were incorporated in Delaware on January 13, 2009. We manufacture high water content, electron beam cross-linked, aqueous polymer hydrogels, or gels, used for wound care, medical diagnostics, transdermal drug delivery and cosmetics. We specialize in custom gels by capitalizing on proprietary manufacturing technologies. We distribute our products as a contract manufacturer, supplying our gels to third parties who incorporate them into their own products. We also have a line of branded consumer products sold direct to consumers and custom and white label opportunities, which focuses on combining our gels with proprietary branded products and white label opportunities. All of our gel products are manufactured using proprietary and non-proprietary mixing, coating and cross-linking technologies. Together, these technologies enable us to produce gels that can satisfy rigid tolerance specifications with respect to a wide range of physical characteristics (e.g., thickness, water content, adherence, absorption, moisture vapor transmission rate [a measure of the passage of water vapor through a substance] and release rate) while maintaining product integrity. Additionally, we have the manufacturing ability to offer broad choices in the selection of liners onto which the gels are coated. Consequently, we and our customers are able to determine tolerances in moisture vapor transmission rate and active ingredient release rates while personalizing color and texture. In May 2023, we formed a joint venture with CG Laboratories, Inc. called CG Converting and Packaging, LLC, which is located in Granbury, Texas and of which we own a 50% interest, allowing us to expand our ability to deliver finished goods to our growing customer base.

Contract Manufacturing Business

As described above, we serve as a contract manufacturer, supplying our gels to third parties who incorporate them into their own products. Our hydrogels are currently being marketed in the U.S. and abroad by our customers for the following applications:

- *Drug Delivery*. We believe delivering medication through hydrogel patches has important advantages over traditional methods of drug delivery. Hydrogel patches are less intrusive, painless, allow for pre-planned medication time periods, can potentially release medication in a manner consistent with the body's own glandular activity (by avoiding dosage spikes and/or digestive alteration), and minimize side effects related to the medication via injection or ingestion.

- *Other Medical Applications*. Hydrogel patches are being used for transdermal applications such as hormone replacement therapy and contraception, treatment of acne, shingles, diabetes, motion sickness, treatment of angina with nitroglycerin and treatment of smoking addiction using nicotine and palliatives (i.e., pain relievers).

- *Non-Prescription Therapeutic Applications*. Hydrogel patches are also used in the medical community and are also directly marketed to consumers for topical application of over the counter ("OTC") drugs such as non-prescription acne treatments, pain relievers, diet preparations, cough suppressants, treatment of warts, calluses and corns, and pain relief.

- *Moist Wound and Burn Dressings*. Hydrogel dressings have long been used for treating wounds and burns. Clinical trials have demonstrated the benefits of moist wound healing versus traditional dressings. Some of these benefits include immediate anti-inflammatory effects, allowing for freer cell flow and less scarring, increased absorption of exudate, and accelerated healing.

- *Components of Medical Devices*. Several medical devices utilize hydrogels as components. These devices include active drug delivery systems such as iontophoresis, warming and cooling devices, medical electrodes and various medical products for sensitive skin.

- *Cosmetic Applications*. Hydrogel patches and applications allow for delivery systems of cosmetic skin care products to consumers and skin care providers for uses that include moisturizers, face masks, cooling masks and applicators.

We believe our competitive advantage in each of the general hydrogel patch applications described above is that our hydrogel patches are gentler to the skin because we do not use chemical cross-linking agents which are incorporated into other hydrogel patches. Once the gels are manufactured according to a customer's specifications, the gels are generally shipped to the customer via a contract carrier (e.g., United Parcel Service, Inc.).

Our Facilities

We manufacture our hydrogels at what we believe to be one of only two facilities that can produce state-of-the–art hydrogel transdermal products and we have successfully used over two hundred active ingredients combinations in our hydrogels to date. Our facility consists of 13,500 square feet of manufacturing space, which we currently operate at approximately 15% to 20% capacity. Given the significant unused capacity, we can expand rapidly to meet increased demand, including for our healthcare and consumer product lines as described in more detail below. At full capacity, we estimate our existing facility would produce approximately 1.4 billion square inches of product annually. In addition, we sublease approximately 6,200 square feet of a 12,000 square foot combined office and manufacturing facility in Granbury, Texas, for our joint venture CG Converting and Packaging, LLC ("JV"). Our facilities are subject to stringent FDA compliance requirements. We also believe our hydrogel facility creates a high barrier to entry into our hydrogel and consumer product business.

Consumer Products

Our branded consumer products are marketed under a diverse portfolio of brands, including our Medagel family of products (SilverSeal, Hexagels, Turfguard), Kenkoderm, and Silly George. These products are distributed through a multi-channel strategy that includes direct-to-consumer e-commerce, brick-and-mortar retail partnerships, and specialized medical office channels.

The products we sell under our MedaGel brand primarily relate to healthcare over-the-counter ("OTC") remedy solutions, such as blister and pain applications and the Kenkoderm skincare line provides gentle to the skin products for consumer with psoriasis. In May 2024, we added the Silly George brand, a beauty brand primarily focused on false eyelashes and other eye related products. We continue to look for additional potential acquisitions as part of our consumer product "roll-up" strategy.

Additionally, we have several more products in our development pipeline. We intend for these products to address various market opportunities including the OTC pharmaceutical drug delivery market, pain management, beauty and cosmetics, sports related applications, cannabinoids ("CBD" and/or "THC") and general podiatry.

Custom and White Label Opportunities

We are leveraging our hydrogel products and technologies by allowing other OTC brands to incorporate them into their products. We believe our hydrogels, which do not use chemical cross-linking agents and can be made in paraben free formulations, will be attractive to other OTC brands, especially in the beauty and cosmetics industry, and their customers. We believe these white labeling opportunities will increase the markets' awareness of us as a consumer-friendly and reliable supplier of customizable patches. Additionally, we created a process where customers have the ability to create their own custom hydrogel products. Customers pay a development fee, eliminating our financial risk in the success or failure of the custom product. As opposed to our contract manufacturing business, where we provide bulk sale of roll stock hydrogel to our customers who then use it as one component in their products which they themselves then manufacture, test, market and sell, our custom and white label business will provide customers with a finished product which they will then brand and re-sell.

Medical Devices

We entered into the medical device development sector which a focus on analyzing, creating and developing devices and solutions that reduce skin pain and irritation, improve and maintain skin integrity and provide greater comfort and safety for patients at the site of which a medical device interfaces with the human body.

We conducted proof of concept studies for the development of our first medical device, which we call NEXDrape and have filed for a patent on this device under the Patent Cooperation Treaty which provides patent protection in the nations who are members of the treaty. The NEXDrape device is an incise surgical drape designed for patients with impaired skin. The elderly, diabetics, trauma patients and those with an adhesive sensitivity can have adverse events from the removal of adhesive drapes. Additionally, patients taking certain medications, such as ELIQUIS® and steroids, may experience impaired skin as well. These groups represent a sizable percentage of the incise surgical drape market, a market we believe to be significant and growing. The incise surgical drape market is currently fragmented with 3M Healthcare being the market leader. Skin tears, infections, rashes, and post-surgical site pain are some of the problems that can occur as a result of the removal of adhesive drapes, and have been reported with other currently available surgical drapes.

We have conducted one animal and two human cadaver proof of concept studies with respect to NEXDrape. As a result of these studies, we believe NEXDrape will represent a gentle to the skin alternative to the current adhesive based standard of care and will provide a unique solution for patients with fragile or compromised skin. Additionally, we believe NEXDrape offers the following benefits over the current incise surgical drape products: (i) no skin irritation; (ii) able to deliver a wide range of antiseptic and antibiotic agents; (iii) eliminates air bubbles; and (iv) prevents dermis removal post-surgery, which reduces the risk of patient infection and discomfort. We intend to file a 510(k) premarket submission with the Food and Drug Administration ("FDA"), which is an application to demonstrate that NEXDrape is as safe and effective (or substantially equivalent to) a legally marketed surgical drape device. There can be no guarantee that the FDA approves our application, if submitted.

We are also in the process of developing a product we call NEXDerm which will be an adhesive tape designed to secure central lines and intravenous tubes and devices to patients before, during and after medical treatment. We believe NEXDerm will be an attractive alternative to Tegaderm™, a 3M Healthcare product. Based on our discussion with medical professionals, Tegaderm™ is often difficult and painful to remove after adhesion, particularly for comprised skin patients. NEXDerm, which will incorporate exclusively licensed technology owned by Noble Fiber, is designed to create a gentle to skin surgical tape impregnated with antimicrobial X-Static® silver fiber. We believe NEXDerm, if successfully developed, will offer the following advantages over Tegaderm™: (i) ability to easily reposition the adhesive tape; (ii) pain-free removal; (iii) gentle to the skin; and (iv) increased infection prevention. As with NEXDrape, we intend to file a 510(k) premarket submission with the FDA to demonstrate that NEXDerm is as safe and effective (or substantially equivalent to) a legally marketed surgical drape device. There can be no guarantee that the FDA approves our application, if submitted.

Our current intent with any medical devices will not be to commercialize due to the expense required but to potentially prepare them to go to market and to identify and pursue licensing and partnering arrangements with third parties possessing the necessary resources and capabilities to bring the devices to market.

Sales and Marketing

Contract Manufacturing, Consumer Products and Customer and White Label Offerings. We continue to focus on sales and marketing efforts in the United States. We use commission-based, fractional sales personnel to supplement our in-house efforts.

Medical Devices. We do not intend to spend efforts or resources on selling or marketing our medical device business. Our current intent with any medical devices will not be to commercialize due to the expense required but to identify and pursue licensing arrangements with third parties possessing the necessary resources and capabilities to bring the devices to market.

Competition

Contract Manufacturing. To our knowledge, NexGel is one of two manufacturers using electron beam technology for high performance hydrogels for the wound care, cosmetic and drug delivery industries. However, the other manufacture does not currently offer its products to the outside consumer market and, as such, does not currently compete with us directly.

Consumer Products and Medical Devices. As we expand our consumer products and medical device business, we will face a number of competitors. Our competitors include numerous manufacturers; distributors; marketers; online, specialty, mass, and other retailers; and physicians that actively compete for the business of consumers both in the United States and abroad, including companies such as Johnson & Johnson, Pfizer Consumer Healthcare and Procter & Gamble. Most of our competitors have longer operating histories, significantly greater resources, better developed and more innovative sales and distribution channels and platforms, greater name recognition, and larger established customer bases than we do. Therefore, a strategic partnership will be critical to our success in the medical device business. We also face similar challenges with our own consumer branded products and may pursue similar strategic partnerships, though direct to consumer marketing and selling is more feasible.

Custom and White Label Offerings. As our custom and white label offering business will provide customers with a finished product which they will then brand and re-sell, the competition will depend, to a great deal, on the type of product the customer request and will not result in direct competition to us.

Sources and Availability of Raw Materials; Principal Suppliers

In general, raw materials essential to our business are readily available from multiple sources. For reasons of quality assurance, availability, or cost effectiveness, certain components and raw materials are available only from a sole supplier. The principal suppliers for our raw materials are Berry Global, Inc., DeWolf Chemical, Inc., and Univar, Inc. Our policy is to maintain sufficient inventory of components and raw materials so that our production will not be significantly disrupted even if a particular component or material is not available for a period of time.

Because we have no direct control over these suppliers, interruptions or delays in the products and services provided by these parties may be difficult to remedy in a timely fashion. In addition, if such suppliers are unable or unwilling to deliver the necessary components or raw materials, we may be unable to redesign or adapt our technology to work without such components or raw materials or find alternative suppliers or manufacturers. In such events, we could experience interruptions, delays, increased costs, quality control problems, and or be unable to sell the applicable products, all of which could have a significant adverse impact on our revenue.

Other than as discussed above, we believe that, due to the size and scale of production of our suppliers, there should be an adequate supply of components and raw materials from our other suppliers.

Customers

During the year ended December 31, 2025 and 2024, no customers accounted for 10% of our revenue.

Patents, Proprietary Rights and Trademarks

We own or license trademarks covering our company and our products. We filed for a patent on NEXDrape under the Patent Cooperation Treaty which provides patent protection in the nations who are members of the treaty. We also rely upon trade secrets and continuing technological innovations to develop and maintain our competitive position. We also hold certain intellectual property that is not material to our current business and prospects, including patent rights to one patent in Europe, which covers the use of lignin for inhibiting restenosis and thrombosis formation, and coated medical devices where the coating includes lignin. This patent is set to expire in the near future, however we believe the expiration of these patents will not have an adverse impact on our overall business. We hold an exclusive license with right to sub-license from Specialty Pharmaceutical Products, L.L.C. (which was held by our former parent, Adynxx, Inc.) to two issued patents, one in the U.S. and one in Europe, which cover technology relating to a transdermal patch containing transcutol. The transdermal patch is effective to deliver lidocaine to a patient. Neither of these patent rights are material to our current business and prospects. These licensed patent rights are expected to expire in April 2032.

Government Regulation

Product Regulation. Under the Federal Food, Drug and Cosmetic Act, medical devices are classified by the FDA into one of three classes - Class I, Class II or Class III - depending on the degree of risk associated with each medical device and the extent of control needed to ensure safety and effectiveness. While some applications of hydrogels fall under the jurisdiction of the FDA, hydrogels are generally classified as Class I exempt devices and the majority of the hydrogel products that we manufacture are thereby exempt from the FDA filing of any regulatory submissions and/or pre-market notification requirements. To the extent that any FDA regulatory submissions are required, we will be required to file these submissions and maintain all appropriate documentation. With respect to registering the manufacturing facility with the FDA under the Code of Federal Regulations, 21 CFR 820.1, Scope: Part A, it is stated that the regulation does not apply to manufacturers of component parts of finished devices. Currently, hydrogels are sold as component parts to various medical device/cosmetic manufacturers.

Quality Assurance Requirements. The FDA enforces regulations to ensure that the methods used in, and the facilities and controls used for, the manufacture, processing, packing and holding of drugs and medical devices conform with current good manufacturing practice ("cGMP"). The cGMP regulations enforced by the FDA are comprehensive and cover all aspects of manufacturing operations, from receipt of raw materials to finished product distribution, insofar as they bear upon whether drugs meet all the identity, strength, quality and purity characteristics required of them. The cGMP regulations for devices, called the Quality System Regulation, are also comprehensive and cover all aspects of device manufacture, from pre-production design validation to installation and servicing, insofar as they bear upon the safe and effective use of the device and whether the device otherwise meets the requirements of the Federal Food, Drug and Cosmetic Act. To assure compliance requires a continuous commitment of time, money and effort in all operational areas.

The FDA also conducts periodic inspections of drug and device registered facilities to assess their current cGMP status. If the FDA were to find serious non-compliant manufacturing or processing practices during such an inspection, it could take regulatory actions that could adversely affect our business, results of operations, financial condition and cash flows. With respect to domestic establishments, the FDA could initiate product seizures or in some instances require product recalls and seek to enjoin a product's manufacture and distribution. In certain circumstances, violations could support civil penalties and criminal prosecutions. In addition, if the FDA concludes that a company is not in compliance with cGMP requirements, sanctions may be imposed that include preventing that company from receiving the necessary licenses to export its products and classifying that company as an "unacceptable supplier", thereby disqualifying that company from selling products to federal agencies.

We conduct audits of our outside manufacturers and believe that we and our suppliers and outside manufacturers are currently in compliance with cGMP requirements. We are currently registered as a device manufacturer and distributor with the FDA and we intend to register as a drug facility with the FDA when we are required to do so.

Environmental Regulation. We are subject to various laws and governmental regulations concerning environmental matters and employee safety and health in the U.S. and other countries. We have made, and continue to make, significant investments to comply with these laws and regulations. We cannot predict the future capital expenditures or operating costs required to comply with environmental laws and regulations. We believe that we are currently compliant with applicable environmental, health and safety requirements in all material respects. However, we cannot assure you that current or future regulatory, governmental, or private action will not have a material adverse effect on our performance, results or financial condition.

In the future, if a loss contingency related to environmental matters, employee safety, health or conditional asset retirement obligations is recognized, we would record a liability for the obligation and it may result in a material impact on net income for the annual or interim period during which the liability is recorded. The investigation and remediation of environmental obligations generally occur over an extended period of time, and therefore we do not know if these events would have a material adverse effect on our financial condition, liquidity, or cash flow, nor can we assure you that such liabilities would not have a material adverse effect on our performance, results or financial condition.

Federal and State Anti-kickback, Self-referral, False Claims and Similar Laws. Our relationships with physicians, hospitals and the marketers of our products are subject to scrutiny under various federal anti-kickback, self-referral, false claims and similar laws, often referred to collectively as healthcare fraud and abuse laws. Healthcare fraud and abuse laws are complex, and even minor, inadvertent violations can give rise to claims that the relevant law has been violated. Certain states have similar fraud and abuse laws, imposing substantial penalties for violations. Any government investigation or a finding of a violation of these laws would likely result in a material adverse effect on the market price of our common stock, as well as our business, financial condition and results of operations. We believe that we are currently compliant with applicable anti-kickback, self-referral, false claims in all material respects.

Research and Development Costs

For the years ended December 31, 2025 and 2024, we incurred approximately $2 thousand and $78 thousand, respectively, in research and development costs. We expect to incur increased costs in the future for our medical device business. Research and development will be an important component in the growth of our business.

Human Capital

As of December 31, 2025, we had 19 full-time employees. Our employees are not represented by a labor union or other collective bargaining groups, and we consider relations with our employees to be good. We currently plan to retain and utilize the services of outside consultants for additional research, testing, regulatory, accounting and tax services, legal compliance, and other services on an as needed basis.

We recognize and value our people as our most important asset in achieving our strategic goals. We are continually working on a human resources strategy that helps drive the right culture, leadership, talent management, performance, reward and recognition, personal development, and ways of working to ensure we achieve our strategic goals while our people benefit from an exceptional experience. Our efforts in creating a working environment that draws out the best in our employees and allows them to fulfil their potential and support our goals focus on the following:

- Attract, identify, develop and retain high-performing employees across all areas.
- Develop and support the growth of management and leadership.
- Enable the development of a high-performance culture in which staff performance can be supported, rewarded, enhanced and managed effectively.
- Foster a values-based culture focused on diversity, equity, inclusion, well-being, and positive staff engagement.
- Develop a total reward approach which is valued by staff and facilitates company objectives.

Properties

We maintain a combined corporate office and manufacturing facility in Langhorne, Pennsylvania, where we lease approximately 16,500 square feet of office and manufacturing space which expires on January 31, 2031. In addition, we sublease approximately 6,200 square feet of a 12,000 square foot combined office and manufacturing facility in Granbury, Texas, for our JV. The lease expires in March 2028.

We believe that our facilities are well maintained and are suitable and adequate for our current needs.

Legal Proceedings

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims.

There are no material proceedings in which any of our directors, officers or affiliates or any registered or beneficial shareholder of more than 5% of our common stock is an adverse party or has a material interest adverse to our interest.

Contractual Obligations

The Company is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934, as amended, and is not required to provide the information under this item.

Item 1A. Risk Factors

You should carefully consider the risks described below and elsewhere in this Annual Report on Form 10-K before making an investment decision. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. Our common stock is considered speculative and the trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment. The following risk factors are not the only risk factors facing the Company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business.

Risks Relating to Our Business

Our future success depends upon market acceptance of our existing and future products.

We believe that our success will depend in part upon the acceptance of our existing and future products by the medical community, hospitals and physicians and other health care providers, third-party payers, and end-users. Such acceptance may depend upon the extent to which the medical community and end-users perceive our products as safer, more effective or cost-competitive than other similar products. Ultimately, for our products to gain general market acceptance, it may also be necessary for us to develop marketing partners for the distribution of our products. There can be no assurance that our products will achieve significant market acceptance on a timely basis, or at all. Failure of some or all of our future products to achieve significant market acceptance could have a material adverse effect on our business, financial condition, and results of operations.

Our suppliers may fail to deliver components and raw materials and parts according to schedules, prices, quality and volumes that are acceptable to us, or we may be unable to manage these components and raw materials effectively.

Our products contain materials and parts purchased globally from many suppliers, including single-source direct suppliers, which exposes us to potential component shortages or delays. Unexpected changes in business conditions, materials pricing, labor issues, wars such as the current conflict in Ukraine, trade policies, natural disasters, health epidemics, trade and shipping disruptions, port congestions and other factors beyond our or our suppliers' control could also affect these suppliers' ability to deliver components to us or to remain solvent and operational. Additionally, if our suppliers do not accurately forecast and effectively allocate production or if they are not willing to allocate sufficient production to us, it may reduce our access to components and raw materials, thus requiring us to search for new suppliers. The unavailability of any component or supplier could result in production delays, idle manufacturing facilities, product design changes and loss of access to important technology and tools for producing and supporting our products. Our suppliers may not be willing or able to sustainably meet our timelines or our cost, quality and volume needs, or to do so may cost us more, which may require us to replace them with other sources. While we believe that we will be able to secure additional or alternate sources for most of our components, there is no assurance that we will be able to do so quickly or at all.

As the scale of production of our products, we will also need to accurately forecast, purchase, warehouse and transport components at high volumes to our manufacturing facilities. If we are unable to accurately match the timing and quantities of component purchases to our actual needs or successfully implement automation, inventory management and other systems to accommodate the increased complexity in our supply chain and parts management, we may incur unexpected production disruption, storage, transportation and write-off costs, which may harm our business and operating results.

We rely heavily on the Amazon and Shopify marketplaces for the sales and distribution of our consumer products, and if we are unable to maintain a good relationship with Amazon and/or Shopify or if Amazon and/or Shopify experience disruptions, our business will suffer.

We rely heavily on the Amazon and Shopify marketplaces for the sales and distribution of our consumer products to our end consumers. We believe that we have good relationships with both Amazon and Shopify. However, if we or any of our partners, (or if Amazon and/or Shopify believe we or any of our partners have violated) its terms of service, either Amazon and/or Shopify could limit or terminate its relationship with us. Any limitation or termination of our relationship with Amazon and/or Shopify could materially adversely affect our business, financial condition and our results of operations. Additionally, any prolonged disruption of Amazon's and/or Shopify's websites or its or their delivery and distribution of our consumer products could materially adversely impact our business.

We have no contracts in place with our customers in either our contract manufacturing or consumer products business. The absence of such contracts could result in periods during which we must continue to pay costs without revenues.

Our sales are made on a purchase order basis, we do not have contracts with our customers in either our contract manufacturing or consumer products business. Accordingly, our customers are not required to purchase a minimum amount of our products, and we therefore could have periods during which we have no or limited orders for our products, which will make it difficult for us to operate as we will have to continue paying our expenses. We cannot provide assurance that we will be able to timely locate new customers, if at all, when our existing customers are not placing orders. The periods in which we have no or limited purchase orders for our products would have a material adverse effect on our business and financial condition.

We operate in a highly competitive industry.

Competition from other hydrogel manufacturers is intense. There can be no assurance that we can develop products that are more effective or achieve greater market acceptance than competitive products, or that our competitors will not succeed in developing or acquiring products and technologies that are more effective than those being developed by us, that would render our products and technologies less competitive or obsolete.

Our competitors enjoy several competitive advantages over us, including some or all of the following:

- large and established distribution networks in the U.S. and/or in international markets;
- greater financial, managerial and other resources for products, research and development, sales and marketing efforts and protecting and enforcing intellectual property rights;
- significantly greater name recognition;
- more expansive portfolios of intellectual property rights; and
- greater experience in obtaining and maintaining regulatory approvals and/or clearances from the FDA and other regulatory agencies.

Our competitors' products will compete directly with our products. In addition, our competitors, as well as new market entrants, may develop or acquire new products that will compete directly or indirectly with our products. The presence of this competition in our market may lead to pricing pressure which would make it more difficult to sell our products at a price that will make us profitable or prevent us from selling our products at all. Our failure to compete effectively would have a material and adverse effect on our business, results of operations and financial condition.

As we enter the consumer product business sector to a larger extent, our failure to compete successfully could materially harm our business, financial condition, and operating results.

The business of developing and marketing consumer and personal care products is highly competitive and sensitive to the introduction of new, competitive products, which may rapidly capture a significant share of the applicable market. Our competitors include numerous manufacturers; distributors; marketers; online, specialty, mass, and other retailers; and physicians that actively compete for the business of consumers both in the United States and abroad. Most of our competitors have longer operating histories, significantly greater resources, better-developed and more innovative sales and distribution channels and platforms, greater name recognition, and larger established customer bases than we do. Our present and future competitors may be able to better withstand reductions in prices or other adverse economic or market conditions than we can; develop products that are comparable or superior to those we offer; adapt more quickly or effectively to new technologies, changing regulatory requirements, evolving industry trends and standards, and customer requirements than we can; and/or devote greater resources to the development, promotion, and sale of their products than we do. In addition, because the industry in which we operate is not particularly capital intensive or otherwise subject to high barriers to entry, it is relatively easy for new competitors to emerge that will compete with us. Accordingly, competition may intensify, and we may not be able to compete effectively in our markets. If we are not able to compete successfully in the consumer products sector, our business, financial condition, and operating results would be materially adversely affected.

Our failure to appropriately respond to changing consumer trends, preferences, and demand for new products and product enhancements could materially harm our business, financial condition, and operating results.

Our consumer products business is subject to rapidly changing consumer trends and preferences and product introductions. Our success will depend in part on our ability to anticipate and respond to these changes and introductions, and we may not respond or develop new products or product enhancements in a cost-effective, timely, or commercially appropriate manner. The success of our new product offerings and enhancements depends on a number of factors, including our ability to:

- accurately anticipate consumer needs;

- innovate and develop new products and product enhancements that meet these needs;
- successfully commercialize new products and product enhancements;
- price our products competitively;
- manufacture and deliver our products in sufficient volumes and in a cost-effective and timely manner; and
- differentiate our product offerings from those of our competitors and successfully respond to other competitive pressures, including technological advancements, evolving industry standards, and changing regulatory requirements.

Our failure to accurately predict changes in consumer demand and technological advancements could negatively impact consumer opinion of our products or our business. In addition, if we do not introduce new products or make enhancements to meet the changing needs of our customers in a cost-effective, timely, and commercially appropriate manner, or if our competitors release new products or product enhancements before we do, some of our product offerings could be rendered obsolete, which could cause our market share to decline and negatively impact our business, financial condition, and operating results.

If we fail to further penetrate existing markets, the sales of our consumer products, along with our operating results, could be negatively impacted.

The success of our consumer product business will be to a large extent contingent on our ability to penetrate existing markets, which is subject to numerous factors, many of which are out of our control. Moreover, our growth in existing markets will depend upon our ability to achieve brand awareness. Therefore, we cannot assure you that our general efforts to achieve market penetration in existing markets will be successful. If we are unable to further penetrate existing markets, our business, financial condition, and operating results could materially suffer.

We are subject to governmental regulations in all aspects of our business.

Like other companies in the healthcare industry, we are subject to extensive regulation, investigations and legal action, by national, state and local government agencies in the U.S. Regulatory issues regarding compliance with cGMP by manufacturers of medical devices and consumer products can lead to fines and penalties, product recalls, product shortages, interruptions in production, delays in new product approvals and litigation. In addition, the marketing, pricing and sale of our products are subject to regulation, investigations and legal actions including under the Federal Food, Drug, and Cosmetic Act, federal and state false claims acts, state unfair trade practices acts and consumer protection laws. Scrutiny of health care industry business practices by government agencies and state attorneys general in the U.S., and any resulting investigations and prosecutions, carry risk of significant civil and criminal penalties.

As we continue to develop our medical devices, if we fail to protect our intellectual property in the future, our ability to compete could be negatively affected, which could materially harm our financial condition and operating results.

As we continue to develop our medical devices, such as NEXDrape, our future success and the market for our products will depend to a significant extent upon the goodwill associated with our trademark and tradenames and our ability to protect our proprietary rights in our innovative products and product enhancements. We own, or have licenses to use, the material trademark and trade name rights used in connection with the packaging, marketing, and distribution of our products in the markets where those products are sold. Therefore, trademark and trade name protection are important to our business. Although most of our trademarks are filed in the United States, we may not be successful in asserting trademark or trade name protection or obtaining new trademark registrations.

We will attempt to protect our innovative products and product enhancements under a combination of patents, trademarks, and trade secret laws, confidentiality procedures, and contractual provisions. However, monitoring infringement or misappropriation of intellectual property can be difficult and expensive, and we may not be able to detect every infringement or misappropriation of our proprietary rights or to prevent third parties from infringing upon or misappropriating our proprietary rights or from independently developing non-infringing products that are competitive with, equivalent to, or superior to our products. Even if we do detect infringement or misappropriation of our proprietary rights, litigation to enforce these rights could cause us to divert financial and other resources away from our business operations and may result in the impairment or loss of all or portions of our proprietary rights. As a result, we cannot assure you that we will be able to adequately protect our intellectual property in any jurisdiction. The loss or infringement of our trademarks, tradenames, or other proprietary rights could impair the goodwill associated with our brands and harm our reputation, which could materially harm our business, financial condition, and operating results.

We have limited sales, marketing and distribution capabilities.

We currently have limited sales, marketing and distribution capabilities. We must either develop our own sales, marketing and distribution capabilities, which will be expensive and time-consuming, or make arrangements with third parties to perform these services for us. If we enter into third party arrangements, the third parties may not be capable of successfully selling any of our products. If we decide to market any of our products on our own, we will have to commit significant resources to developing a marketing and sales force and supporting distribution capabilities. If we decide to enter into arrangements with third parties for performance of these services, we may find that they are not available on terms acceptable to us, or at all. If we are not able to establish and maintain successful arrangements with third parties or build our own sales and marketing infrastructure, our business and financial condition will be adversely affected.

Our products risk exposure to product liability claims.

We are exposed to potential product liability risks, which are inherent in the testing, manufacturing and marketing of our products. We may incur significant expense investigating and defending any product liability claims, even if they do not result in liability. Moreover, even if no judgments, fines, damages or liabilities are imposed on us, our reputation could suffer, which could have a material adverse effect on our business, financial condition and results of operations.

We are reliant upon two manufacturers for key ingredients used to manufacture of our hydrogels.

The Dow Chemical Company and the BASF Corporation are the principal manufacturers of the two polymers, polyethylene oxide and polyvinylpyrrolidone, respectively, that we primarily use in the manufacture of hydrogels. Although we have not experienced significant production delays attributable to supply changes, we believe that developing alternative sources of supply for the polymers used to make our current hydrogels would be difficult over a short period of time. Because we have no direct control over its third-party suppliers, interruptions or delays in the products and services provided by these third parties may be difficult to remedy in a timely fashion. In addition, if such suppliers are unable or unwilling to deliver the necessary raw materials or products, we may be unable to redesign or adapt our technology to work without such raw materials or products or find alternative suppliers or manufacturers. In such events, we could experience interruptions, delays, increased costs or quality control problems, which would have a material and adverse effect on our business, results of operations and financial condition.

We have a history of operating losses and may require but have difficulty or be unsuccessful in raising potentially needed capital in the future to continue to operate as a going concern.

Currently we do not have sufficient cash resources to meet our plans for the next twelve months from the issuance of the financial statements included herein. Our recurring losses from operations, negative cash flows and potential need for additional capital raise substantial doubt about our ability to continue as a going concern. If we do require additional financing to fund our operations, such funds may not be available on acceptable terms, if at all, and such availability will depend on a number of factors, some of which are outside of our control, including general capital markets conditions and investors' view of our prospects and valuation. In addition, our ability to raise capital in the public capital markets, including through our at-the-market equity offerings, may in the future be limited by, among other things, SEC rules and regulations impacting the eligibility of smaller companies to use Form S-3 for primary offerings of securities. In general, under the "baby shelf" rules if our public float is less than $75 million at the time we file our Annual Report on Form 10-K to update our Form S-3 and our public float remains less than $75, we may not sell more than the equivalent of one-third of our public float during any 12 consecutive months pursuant to the baby shelf rules. Alternative public and private transaction structures may require additional time and cost, may impose operational restrictions on us, and may not be available on attractive terms. Further, investors' perception of our ability to continue as a going concern may make it more difficult for us to obtain financing, or necessitate that we obtain financing on terms that are more favorable to investors, and could result in the loss of confidence by investors, suppliers and employees. If we do require but are not able to acquire sufficient additional funding or alternative sources of capital to meet our working capital needs, we will have to substantially curtail or discontinue our operations.

Our ability to provide customers with competitive services is dependent on our ability to attract and retain qualified personnel, including our senior management team.

Our ability to grow and provide our customers with competitive services is partially dependent on our ability to attract and retain highly motivated people with the skills necessary to serve our customers. Personnel with the requisite skills or qualifications may be in short supply or generally unavailable. The loss of personnel could impair our ability to perform under certain contracts, which could have a material adverse effect on our consolidated financial position, results of operations, prospects and cash flows.

Changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters could significantly affect our financial results or financial condition.

GAAP and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business, including but not limited to revenue recognition, business combinations, impairment of goodwill, indefinite-lived intangible assets and long-lived assets, inventory and equity-based compensation, are highly complex and involve many subjective assumptions, estimates and judgments. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments could significantly change our reported or expected financial performance or financial condition.

Our ability to pursue strategic partnerships may impact our ability to compete in the markets we serve or desire to enter.

We have entered into, and expect to seek to enter into, additional strategic partnerships with other industry participants as part of an effort to expand our business. However, we may be unable to identify attractive strategic partnership candidates or complete such partnerships on terms favorable to us. In addition, if we are unable to successfully implement our partnership strategies or our strategic partners do not fulfill their obligations or otherwise do not prove advantageous to our business, our investments in such partnerships and our anticipated business expansion could be adversely affected.

Achieving our growth objectives may prove unsuccessful. We may be unable to identify future attractive strategic partnerships, which may adversely affect our growth. In addition, our ability to consummate or implement our strategic partnerships may be materially and adversely affected.

Risks Relating to our Common Stock and Capital Structure

An active trading market may not develop or be sustained, and our stock price may fluctuate significantly once we do trade.

Our common stock and certain of our warrants trade on The Nasdaq Capital Market under the symbols “NXGL” and “NXGLW,” respectively.

We cannot predict the prices at which our common stock may trade. The market price of our common stock may fluctuate widely, depending on many factors, some of which may be beyond our control, including:

- actual or anticipated fluctuations in our operating results due to factors related to our business;
- success or failure of our business strategies;
- our quarterly or annual earnings, or those of other companies in our industry;
- our ability to obtain financing as needed;
- announcements by us or our competitors of significant acquisitions or dispositions;
- changes in accounting standards, policies, guidance, interpretations or principles;
- the failure of securities analysts to cover our common stock after we commence trading;
- changes in earnings estimates by securities analysts or our ability to meet those estimates;
- the operating and stock price performance of other comparable companies;
- overall market fluctuations;
- results from any material litigation or government investigation;
- changes in laws and regulations (including tax laws and regulations) affecting our business;

- changes in capital gains taxes and taxes on dividends affecting stockholders; and
- general economic conditions and other external factors, including wars such as the current conflict in Ukraine and other geopolitical risks.

Furthermore, our business profile and market capitalization may not fit the investment objectives of some of our stockholders and, as a result, these stockholders may sell their shares of our common stock if we are able to list our common stock on The Nasdaq Capital Market. Substantial sales of our common stock may occur, which could cause our stock price to decline. Low trading volume for our stock, which may occur if an active trading market does not develop, among other reasons, would amplify the effect of the above factors on our stock price volatility.

Our failure to meet the continued listing requirements of The Nasdaq Capital Market could result in a delisting of our common stock and warrants.

If we fail to continue to satisfy the continued listing requirements of The Nasdaq Stock Market, LLC such as the corporate governance requirements, the stockholder's equity requirement or the minimum closing bid price requirement, Nasdaq may take steps to delist our common stock and warrants. Such a delisting or even notification of failure to comply with such requirements would likely have a negative effect on the price of our common stock and warrants and would impair your ability to sell or purchase our common stock and warrants when you wish to do so. In the event of a delisting, we expect that we would take actions to restore our compliance with Nasdaq's listing requirements, but we can provide no assurance that any such action taken by us would allow our common stock and warrants to become listed again, stabilize the market price or improve the liquidity of our common stock and warrants, prevent our common stock from dropping below the Nasdaq minimum bid price requirement or prevent future non-compliance with Nasdaq's listing requirements.

We cannot assure you that we will pay dividends on our common stock, and our indebtedness may limit our ability to pay dividends on our common stock.

The timing, declaration, amount and payment of future dividends to stockholders will fall within the discretion of our Board of Directors. Our Board of Directors' decisions regarding the payment of future dividends will depend on many factors, including our financial condition, earnings, capital requirements of our business and covenants associated with debt obligations, as well as legal requirements, regulatory constraints, industry practice and other factors that our Board of Directors deems relevant. There can be no assurance that we will pay a dividend in the future or continue to pay any dividend if we do commence paying dividends.

The interests of our principal stockholders, officers and directors, who collectively beneficially own approximately 16.3% of our stock, may not coincide with yours and such stockholders will have the ability to control decisions with which you may disagree.

As of March 31, 2026, our principal stockholders, officers and directors beneficially owned approximately 16.3% of our common stock. As a result, our principal stockholders, officers and directors will have the ability to substantially influence matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. In addition, this concentration of ownership may delay or prevent a change in control of our company and make some future transactions more difficult or impossible without the support of our controlling stockholders. The interests of such stockholders may not coincide with your interests or the interests of other stockholders.

We have identified material weaknesses in connection with our internal control over financial reporting which, if not remediated, could adversely affect our business, reputation and stock price.

Our executive management and Audit Committee have concluded that we have material weaknesses in our internal control over financial reporting. Specifically, management has concluded that its internal control over financial reporting was not effective as of December 31, 2025 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with accounting principles generally accepted in the United States of America due to not maintaining proper segregation of duties, including: (i) we have not designed controls to ensure all accounting journals entries are reviewed and approved and (ii) we have one individual in our accounting department who has "super user" access and security administration rights to the financial reporting systems.

To remediate these material weaknesses, we are working to do the following: (i) implementing appropriate controls for accounting journal entry approvals, including the approval of our chief financial officer, and (ii) either actively monitoring any accounting user with elevated rights or assigning another employee outside of an accounting and reporting role with elevated access. We will not be able to fully remediate the material weakness until the actions discussed above have been implemented and operated effectively for a sufficient period of time.

While we are designing and implementing measures to remediate the material weaknesses, we cannot predict the success of such measures or the outcome of our assessment of these measures at this time. We can give no assurance that these measures will remediate the weakness in internal control or that additional material weaknesses or significant deficiencies in our internal control over financial reporting will not be identified in the future. Our failure to implement and maintain effective internal control over financial reporting could result in errors in our financial statements that may lead to restatements of our financial statements, cause us to fail to meet our reporting obligations, or prevent fraud. Any such failure could also lead to reputational damage and a decrease in the market price of our stock

If securities or industry analysts do not publish research about our business, or publish negative reports about our business, our share price and trading volume could decline.

The trading market for our common stock, to some extent, may at some point depend on the research and reports that securities or industry analysts publish about our business. We do not have any control over these analysts. If one or more of the analysts elect to cover us and downgrade our shares or lower their opinion of our shares, our share price would likely decline. If one or more of these analysts elect to cover us and subsequently cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Future sales or potential sales of our common stock in the public market could cause our share price to decline.

If the existing holders of our common stock, particularly our directors and officers, sell a large number of shares, they could adversely affect the market price for our common stock. Sales of substantial amounts of our common stock in the public market, or the perception that these sales could occur, could cause the market price of our common stock to decline.

We may issue additional securities in the future upon conversion or exercise of outstanding securities which would result in dilution to our stockholders.

As described elsewhere in this Form 10-K, we have previously issued warrants, restricted stock units, and stock options to fund our operations, pay for services rendered and incentivize our employees and directors. The conversion or exercise of these securities would result in substantial dilution to our stockholders. As of the date of the filing of this Form 10-K, we may be required to issue:

- 907,111 shares of common stock issuable upon the exercise of outstanding stock options at a weighted average exercise price of $2.940267 per share;
- 5,142,940 shares of common stock issuable upon the exercise of warrants at a weighted average exercise price of approximately $5.111123; and
- 35,494 shares of restricted common stock issuable upon vesting and another 24,962 shares of vested shares of restricted common stock.

We are an "emerging growth company" and a "smaller reporting company" and may elect to comply with reduced public company reporting requirements applicable to emerging growth companies, and are subject to lesser public company reporting requirements applicable to smaller reporting companies, which could make our common stock less attractive to investors.

We are an "emerging growth company," as defined in the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" including reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We may take advantage of these reporting exemptions until we are no longer an "emerging growth company." We will remain an "emerging growth company" until the earliest of (i) the last day of the fiscal year in which we have total annual gross revenues of $1.07 billion or more; (ii) the fifth anniversary of the Distribution; (iii) the date on which we have issued more than $1.0 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a "large accelerated filer" under the Exchange Act. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. In addition, we are a "smaller reporting company" and accordingly are required to provide less public disclosure than larger public companies. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

We will incur costs as a result of operating as a public company, and our management will be required to devote substantial time to new compliance initiatives.

As a public reporting company, and particularly after we are no longer an emerging growth company, we will incur significant legal, accounting and other expenses. The Sarbanes-Oxley Act and rules subsequently implemented by the SEC, have imposed various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations will entail significant legal and financial compliance costs and will make some activities more time consuming and costly. For example, we expect that these rules and regulations may make it difficult and expensive for us to obtain director and officer liability insurance, and we may be required to accept low policy limits and coverage.

Provisions in our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws and of Delaware law may prevent or delay an acquisition of our company, which could decrease the trading price of our common stock.

Several provisions of our Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws and Delaware law may discourage, delay or prevent a merger or acquisition that stockholders may consider favorable. These include provisions that:

- permit us to issue blank check preferred stock as more fully described under "Description of Our Capital Stock Anti-Takeover Effects of Various Provisions of Delaware Law and Our Amended and Restated Articles of Incorporation and Amended and Restated Bylaws";
- require stockholders to follow certain advance notice and disclosure requirements in order to propose business or nominate directors at an annual or special meeting; and
- limit our ability to enter into business combination transactions with certain stockholders.

These and other provisions of our Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws and Delaware law may discourage, delay or prevent certain types of transactions involving an actual or a threatened acquisition or change in control of us, including unsolicited takeover attempts, even though the transaction may offer our stockholders the opportunity to sell their shares of our common stock at a price above the prevailing market price. See "Description of Our Capital Stock Anti-Takeover Effects of Various Provisions of Delaware Law and Our Amended and Restated Articles of Incorporation and Amended and Restated Bylaws" for more information.

Our Amended and Restated Bylaws include a forum selection clause, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

Our Amended and Restated Bylaws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any internal corporate claims within the meaning of the Delaware General Corporation Law ("DGCL"), (ii) any derivative action or proceeding brought on our behalf, (iii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or employees to us or to our stockholders, or (iv) any action asserting a claim arising pursuant to any provision of the DGCL, will be a state court located within the State of Delaware (or, if no state court located within the State of Delaware has jurisdiction, the federal court for the District of Delaware). Specifically, the sole and exclusive forum for such legal actions shall be (i) first, the Court of Chancery of the State of Delaware, (ii) second, if the Court of Chancery of the State of Delaware lacks jurisdiction, the Superior Court of the State of Delaware, or (iii) third, if the Superior Court of the State of Delaware lacks jurisdiction, the United States District Court for the District of Delaware, in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants. This exclusive forum provision will apply to state and federal law claims, including claims under the federal securities laws (including actions arising under the Exchange Act or the Securities Act), although our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder. Section 22 of the Securities Act, however, creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Accordingly, there is uncertainty as to whether a court would enforce such a forum selection provision as written in connection with claims arising under federal securities laws. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have notice of and consented to the foregoing provisions. This forum selection provision in our bylaws may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us. It is also possible that, notwithstanding the forum selection clause included in our bylaws, a court could rule that such a provision is inapplicable or unenforceable.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

We have implemented a number of security measures designed to protect our systems and data, including firewalls, antivirus and malware detection tools, patches, log monitors, and routine back-ups,. In addition, we have continued our efforts to migrate our platforms to cloud-based computing, which is designed to further strengthen our security posture.

Our cybersecurity risk management program is integrated into our overall enterprise risk management program and shares common methodologies, reporting channels, and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.

Our cybersecurity risk management program includes the following:

- the use of external service providers, where appropriate, to assess, test, or otherwise assist with aspects of our security controls; and
- cybersecurity awareness training of our employees, incident response personnel, and senior management

There can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our systems and information.

Cybersecurity Governance

Our Board considers cybersecurity risks as part of its risk oversight.

The Board oversees management's implementation of our cybersecurity risk management program and receives updates on the cybersecurity risk management program from management at least annually. In addition, management updates the Board regarding any material or significant cybersecurity incidents, as well as incidents with lesser impact potential as necessary.

Ongoing Risks

We have not experienced any material cybersecurity incidents. We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition.

Incident Response and Assessment Policies and Procedures

We align with industry-standard cybersecurity frameworks designed to protect the company and customer data from unintentional disclosure, cybersecurity events, and other threats of all severity levels. As part of our alignment with these frameworks we are in the process of implementing a Cybersecurity Incident Response Plan that outlines actions to be taken after identifying a suspected information security breach and the people responsible for managing those actions. Additionally, this plan will outline communication responsibilities during incidents of all severity levels.

Item 2. Properties

We maintain a combined corporate office and manufacturing facility in Langhorne, Pennsylvania, where we lease approximately 16,500 square feet of office and manufacturing space which expires on January 31, 2031. In addition, we sublease approximately 6,200 square feet of a 12,000 square foot combined office and manufacturing facility in Granbury, Texas for our JV. The lease expires in March 2028. We believe that our facilities are well maintained and are suitable and adequate for our current needs.

Item 3. Legal Proceedings

From time to time, we may become involved in lawsuits, investigations and claims that arise in the ordinary course of business. As of the date of this information statement, we are not a party to any litigation whereby the outcome of such litigation, if determined adversely to us, would materially affect our financial position, results of operations or cash flows.

Item 4. Mine Safety Disclosure

Not applicable.

Part II

Item 5. Market for the Registrants Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is traded on NASDAQ Capital Markets under the symbol "NXGL" and certain warrants to purchase our common stock issued on December 27, 2021 are trade on NASDAQ Capital Markets under the symbol "NXGLW."

Holders

As of March 31, 2026, there were over 983 shareholders of record and 8,163,458 shares of common stock outstanding.

Sales of Unregistered Securities during the Fiscal Year Ended December 31, 2025

The Company did not sell any unregistered securities during the fiscal year ended December 31, 2025.

Issuer Repurchases of Securities during the Fiscal Year Ended December 31, 2025

The Company did not repurchase any of its securities during the fiscal year ended December 31, 2025.

Item 6. [Reserved]

The Company is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and is not required to provide the information under this item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis are intended to help prospective investors understand our business, financial condition, results of operations, liquidity and capital resources. You should read this discussion in conjunction with our consolidated financial statements and related notes thereto included elsewhere in this information statement.

The statements in this discussion regarding industry outlook, expectations regarding our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in "Special Note Regarding Forward-Looking Statements." Actual results may differ materially from those contained in any forward-looking statements.

The NexGel Financial Statements, discussed below, reflect the NexGel financial condition, results of operations, and cash flows. The financial information discussed below and included in this information statement, however, may not necessarily reflect what the NexGel financial condition, results of operations, or cash flows would have been had NexGel been operated as a separate, independent entity during the years presented, or what the NexGel financial condition, results of operations, and cash flows may be in the future.

Overview

We manufacture high water content, electron beam cross-linked, aqueous polymer hydrogels, or gels, used for wound care, medical diagnostics, transdermal drug delivery and cosmetics. We specialize in custom gels by capitalizing on proprietary manufacturing technologies. We distribute our products as a contract manufacturer, supplying our gels to third parties who incorporate them into their own products. We also have a line of branded consumer products sold direct to consumers and custom and white label opportunities, which focuses on combining our gels with proprietary branded products and white label opportunities. All of our gel products are manufactured using proprietary and non-proprietary mixing, coating and cross-linking technologies. Together, these technologies enable us to produce gels that can satisfy rigid tolerance specifications with respect to a wide range of physical characteristics (e.g., thickness, water content, adherence, absorption, moisture vapor transmission rate [a measure of the passage of water vapor through a substance] and release rate) while maintaining product integrity. Additionally, we have the manufacturing ability to offer broad choices in the selection of liners onto which the gels are coated. Consequently, we and our customers are able to determine tolerances in moisture vapor transmission rate and active ingredient release rates while personalizing color and texture. Our joint venture with CG Laboratories, Inc. called CG Converting and Packaging, LLC, which is located in Granbury, Texas in which we own a 50% interest, allowing us to expand our ability to deliver finished goods to our growing customer base.

Lines of Business

We have four distinct lines of business; Contract Manufacturing, Custom & White Label, Consumer Branded Products, and Medical Devices/Other.

Contract Manufacturing

Customers order rolls of gel ("rollstock"). The rollstock is shipped to our customers, which they package into finished goods. Historically, this has been the Company's primary source of revenue.

Custom & White Label

These products often infuse various ingredients into our base gel to develop unique product offerings to satisfy market demand (e.g. aloe infused into the gel for a beauty mask). The rollstock is converted and packaged into salable units. The finished goods are shipped to the customer, who is ultimately responsible for product distribution. Frequently these products started as development deals, in which the customer paid the company a small fee to develop a specific product. Once completed, the customer places a large order for newly developed product.

Consumer Branded Products

These products are finished goods marketed and sold directly to the customer by the Company through online and retail channels. We are responsible for sales, marketing, and distribution. The products we sell under our MedaGel brand primarily relate to healthcare over-the-counter ("OTC") remedy solutions, such as blister and pain applications. In December 2023 we added a second consumer product brand when we completed the purchase of the Kenkoderm brand. The Kenkoderm skincare line was originally developed by a dermatologist to provide gentle to the skin products for consumer with psoriasis. In May 2024, we added our third consumer product brand with the purchase of the Silly George brand. Silly George is a beauty brand primarily focused on false eyelashes and other eye related products. We continue to look for additional potential acquisitions as part of our consumer product 'roll-up" strategy.

Medical Devices/Other

Medical Devices are a hybrid business, combining elements of Custom & White Label and Consumer Branded Products. Medical Devices, which are not yet marketed, are expected to be distributed through strategic partnerships. We will manufacture and possibly convert/package the device while the strategic partner brings the product to market. Small market Medical Devices could be launched by us, but also be offered to a distributor to reach the full scale of the market.

Other includes freight charged to customers who purchase the Company's branded consumer products through their Shopify stores.

Results of Operations

The following sections discuss and analyze the changes in the significant line items in our statements of operations for the comparison years identified.

Year Ended December 31, 2025 Compared to the Year Ended December 31, 2024 ($ in thousands)

Revenues, net

	Year Ended December 31,	
	2025	**2024**
Revenues, net	$ 11,421	$ 8,688

For the year ended December 31, 2025 revenues were $11,421 and increased by $2,733, or 31.5%, when compared to $8,688 for the year ended December 31, 2024. The increase in our overall revenues was primarily due to sales growth in our branded consumer products, as the prior year period included gross revenue for a partial year from Silly George from May 15, 2024 through December 31, 2024.

Cost of revenues are as follows for the years ended December 31, 2025 and 2024 ($ in thousands):

	Year Ended December 31,	
	2025	2024
Cost of revenues	$ 6,912	$ 5,940

Cost of revenues increased by $972 or 16.4%, to $6,912 for the year ended December 31, 2025, as compared to $5,940 for the year ended December 31, 2024. The increase in cost of revenues is primarily aligned with sales of branded consumer products and the acquisition of Silly George in the prior year period which increased by 50.8%.

Gross profit (loss)

Our gross profit was $4,509 for the year ended December 31, 2025 compared to a gross profit of $2,748 for the year ended December 31, 2024 The increase of $1,761 in gross profit recorded for the year ended December 31, 2025, as compared to December 31, 2024, was primarily due to an increase in branded consumer products. Gross profit was approximately 39.5% for the year ended December 31, 2025 compared to a gross profit of 31.6% for the year ended December 31, 2024.

Selling, general and administrative expenses. Selling, general and administrative expenses are as follows for the years ended December 31, 2025 and 2024 ($ in thousands):

	Year Ended December 31,	
	2025	2024
Selling, general and administrative expenses	$ 7,859	$ 6,224

Selling, general and administrative expenses increased by $1,635 or 26.3%, to $7,859 for the year ended December 31, 2025, as compared to $6,224 for the year ended December 31, 2024. The increase in Selling, general and administrative expenses is primarily attributable to an increase in compensation and benefits (including share-based benefits) of $816, advertising and marketing increases of $282, an increase in professional and consulting fees of $258, and other expense of $205.

Research and development expenses

Research and development expenses decreased by $76 to $2 for the year ended December 31, 2025 from $78 for the year ended December 31, 2024. Research and development expenses are related to research costs incurred for potential products for existing or new customers.

Liquidity and Capital Resources

Cash Flow (in thousands)

	Years Ended December 31,	
	2025	2024
Net cash used in operating activities	$ (1,311)	$ (3,867)
Net cash provided by (used in) investing activities	(68)	(775)
Net cash provided by financing activities	630	3,749
Net increase (decrease) in cash and cash equivalents	(749)	(893)
Cash and cash equivalents at beginning of year	1,807	2,700
Cash and cash equivalent, and restricted cash at end of year	$ 1,058	$ 1,807

As of December 31, 2025, we had $317 of cash and cash equivalents and $741 of restricted cash compared to $1,807 thousand of cash and cash equivalents at December 31, 2024. Net cash used in operating activities was $1,311 thousand and $3,867 thousand for the years ended December 31, 2025 and 2024, respectively.

Net cash used in investing activities was $68 thousand and $775 thousand for the years ended December 31, 2025 and 2024, respectively. Net cash used in investing activities for 2025 was attributable to the purchases of capital equipment while net cash used in investing activities for 2024 was attributable to the sales of marketable securities of $68 thousand, offset by purchases of capital equipment of $443 thousand and the investment in the subsidiary Semmens Online of $400 thousand.

Net cash provided by financing activities for year ended December 31, 2025 was $630 thousand which was attributable to the proceeds from rights offering of $963 thousand, offset by principal payments of notes payments of $97 thousand, and change in contingent consideration of $177 thousand made on the operating lease liability, and $59 thousand of principal payment of financing lease liability.

Net cash provided by financing activities for year ended December 31, 2024 was $3,749 thousand which is attributable to the proceeds from rights offering of $3,772 thousand, proceeds from non-controlling interest of $38 thousand, and proceeds from margin line of credit of $345 thousand, offset by principal payments of notes payments of $77 thousand, and change in contingent consideration of $279 thousand made on the operating lease liability, and $50 thousand of principal payment of financing lease liability.

At December 31, 2025, current assets totaled $4,477 thousand and current liabilities totaled $3,095 thousand, as compared to current assets totaling $5,114 thousand and current liabilities totaling $2,470 thousand at December 31, 2024. As a result, we had working capital of $1,382 thousand at December 31, 2025, compared to a working capital of $2,644 thousand at December 31, 2024. The decrease in the working capital as of December 31, 2025 is primarily attributable to the loss from operations of $3,352 thousand and proceeds from rights offering of $963 thousand and proceeds from Stada of $1,000 thousand.

We have never declared or paid any cash dividends on our common stock. For the foreseeable future, we anticipate that all available funds and any earnings generated in our business will be used to finance the growth of our business and will not be paid out as dividends to our shareholders. Any future determination related to our dividend policy will be made at the discretion of our Board of Directors and will depend upon, among other factors, our results of operations, financial condition, capital requirements, contractual restrictions, business prospects and other factors our Board of Directors may deem relevant.

Management is exploring new product channel sales in consumer products, such as cosmetics, athletic products, and proprietary medical devices. The Company has increased its focus on sales and developing a sales pipeline for potential customers. This customer base expansion will enable us to provide financial stability for the foreseeable future, expand our current processes, and position us for long-term shareholder value creation.

Our recent capital raise which closed on or about August 5, 2025 provides working capital necessary to continue our strategic objectives (discussed further within Note 14). We intend to maintain and attempt to grow our existing contract manufacturing business. We also plan to continue building and developing our catalogue of consumer products for sale to branding partners and to use our in-house capabilities to create and test market additional branded products. These products will be target marketed and sold online through social media, television and online marketplaces. Furthermore, the Company plans to develop its own proprietary medical devices and explore drug delivery programs for its technology. Additionally, the Company continues to evaluate strategic initiatives (e.g., acquisitions) and additional capital raises through debt or equity may be necessary to achieve these objectives.

We expect to continue incurring losses for the near-term future. Our ability to continue to operate as a going concern in the long term is dependent upon our ability to manage and grow our current products and to ultimately achieve profitable operations. Management may consider various options to raise capital to fund potential acquisitions through equity or debt offerings. There can be no assurances, however, that management will be able to obtain sufficient additional funds, if needed, or that such funds, if available, will be obtained on terms satisfactory to us. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should we be unable to continue as a going concern.

Additionally, it is reasonably possible that estimates made in the financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions, including the recoverability of long-lived assets.

Off Balance Sheet Arrangements

As of December 31, 2025, we had no off-balance sheet arrangements in the nature of guarantee contracts, retained or contingent interests in assets transferred to entities (or similar arrangements serving as credit, liquidity or market risk support to entities for any such assets), or obligations (including contingent obligations) arising out of variable interests in entities providing financing, liquidity, market risk or credit risk support to us, or that engage in leasing, hedging or research and development services with us.

Critical Accounting Policies and Estimates

The preparation of our accompanying consolidated financial statements in accordance with generally accepted accounting principles is based on the selection and application of accounting policies that require us to make significant estimates and assumptions about the effects of matters that are inherently uncertain. We consider the accounting policies discussed below to be critical to the understanding of our Financial Statements. Actual results could differ from our estimates and assumptions, and any such differences could be material to our Financial Statements.

Share-based compensation – We utilize share-based compensation in the form of incentive stock options. The fair values of incentive stock option award grants are estimated as of the date of grant using a Black-Scholes option valuation model. Compensation expense is recognized in the statements of operations on a straight-line basis over the requisite service period, which is generally the vesting period required to obtain full vesting. The expected term of the awards granted is estimated using the simplified method which computes the expected term as the sum of the award's vesting term plus the original contractual term divided by two.

Warrant Liability – Warrants to purchase common stock were issued in connection with equity financing raises which occurred during 2019 through 2021. The fair values of the warrants are estimated as of the date of issuance and again at each year end using a Black-Scholes option valuation model. At issuance, the fair value of the warrant is recognized as an equity issuance cost within additional paid-in-capital. Fair value adjustments to the warrant liability are recognized in other income (expense) in the statements of operations. The expected term of the awards granted are based on either the three-year or five-year contractual expiration date.

Black Scholes Inputs - The fair value of each stock option award and warrant issued was estimated on the date of grant using a Black-Scholes option-valuation model, which requires management to make certain assumptions regarding: (i) fair value of the common stock that underlies the stock option; (ii) the expected volatility in the market price of our common stock; (iii) dividend yield; (iv) risk-free interest rates; and (iv) the period of time employees are expected to hold the award prior to exercise (referred to as the expected term). Under the Black-Scholes option-valuation model, entities typically estimate the expected volatility based on historical volatilities of the entity's own common stock. Based on the lack of historical data of volatility for the Company's common stock, the Company based its estimate of expected volatility on a weighted average of the historical volatility of comparable public companies that manufacture similar products and are similar in size, stage of life cycle, and financial leverage. The fair value of the common stock that underlies the stock option is estimated by the Company considering the price of the most recent issuance of the Company's common stock. The dividend yield is based upon the assumption that the Company will not declare a dividend over the life of the options. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for bonds with maturities consistent with the expected term of the related award.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not required.

Item 8. Financial Statements and Supplementary Data

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For the Years Ended December 31, 2025 and 2024

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
NexGel, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of NexGel, Inc. and its subsidiaries (the "Company") as of December 31, 2025 and 2024, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended, and the related notes to consolidated financial statements (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 of the financial statements, the Company expects to continue incurring operating losses and generating negative cash flows from operations for the foreseeable future. Additionally, the Company has a significant working capital deficiency, accumulated deficit and net loss for the year. These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Turner, Stone & Company, L.L.P.

Turner, Stone & Company, L.L.P.

We have served as the Company's auditor since 2019.

Dallas, Texas
March 31, 2026

Turner, Stone & Company, L.L.P.
Accountants and Consultants
12700 Park Central Drive, Suite 1400
Dallas, Texas 75251
Telephone: 972-239-1660 / Facsimile: 972-239-1665
Toll Free: 877-853-4195
Web site: turnerstone.com

NEXGEL, INC
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	December 31, 2025	December 31, 2024
ASSETS:		
Current Assets:		
Cash	$ 317	$ 1,807
Restricted cash	741	-
Accounts receivable, net	673	933
Inventory	2,111	1,751
Prepaid expenses and other current assets	496	623
Total current assets	4,338	5,114
Goodwill	1,128	1,128
Intangibles, net	681	807
Property and equipment, net	1,955	2,211
Operating lease - right of use asset	2,015	1,628
Investment in NexGelRx	249	-
Other assets	95	95
Total assets	$ 10,461	$ 10,983
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 723	$ 761
Accounts payable – related party	566	531
Accrued expenses and other current liabilities	460	310
Deferred revenue	2	179
Current portion of note payable	99	97
Partnership accrued advance	731	-
Warrant liability and contingent consideration liability	-	296
Current portion of finance lease liability	65	59
Current portion of operating lease liability	310	237
Total current liabilities	2,956	2,470
Operating lease liability, net of current portion	1,883	1,538
Finance lease liability, net of current portion	242	307
Notes payable, net of current portion	489	588
Total liabilities	5,570	4,903
Commitments and Contingencies (Note 18)		
STOCKHOLDERS' EQUITY		
Preferred stock, par value $0.001 per share, 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, par value $0.001 per share, 25,000,000 shares authorized; 8,143,133 and 7,638,497 shares issued and outstanding as of December 31, 2025 and 2024, respectively	8	8
Additional paid-in capital	25,447	23,743
Accumulated deficit	(20,996)	(17,996)
Total NexGel stockholders' equity	4,459	5,755
Non-controlling interest in joint venture	432	325
Total stockholders' equity	4,891	6,080
Total liabilities and stockholders' equity	$ 10,461	$ 10,983

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

NEXGEL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

	Year Ended December 31,	
	2025	**2024**
Revenues, net	$ 11,421	$ 8,688
Cost of revenues	6,912	5,940
Gross profit	4,509	2,748
Operating expenses:		
Research and development	2	78
Selling, general and administrative	7,859	6,224
Total operating expenses	7,861	6,302
Loss from operations	(3,352)	(3,554)
Other income (expense)		
Change in fair value of warrant liability, net of warrant modification expense	118	28
Realized gain on investments in marketable securities	-	68
Interest expense, net	(34)	(81)
Change in fair value of contingent consideration	-	(18)
Gain in spin-off of NexGelRx	162	-
Other expense	(73)	(4)
Other income	286	98
Total other income (expense), net	459	91
Loss before income taxes	(2,893)	(3,463)
Income tax expense	-	-
Net loss	(2,893)	(3,463)
Less: Loss attributable to non-controlling interest in joint venture	(107)	182
Net loss attributable to NexGel stockholders	$ (3,000)	$ (3,281)
Net loss per common share – basic and diluted	$ (0.38)	$ (0.50)
Weighted average shares used in computing net loss per common share – basic and diluted	7,854,288	6,511,574

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

NEXGEL, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2025 and 2024
(in thousands, except share data)

	Common Stock		Additional Paid-in Capital	Non-controlling Interest	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance, December 31, 2023	5,741,838	$ 6	$ 19,406	$ 469	$ (14,715)	$ 5,166
Stock-based compensation	90,860	-	280	-	-	280
Restricted stock issuances	53,410	-	87	-	-	87
Shares issued in acquisition	89,892	-	200	-	-	200
Exercise of warrants	5,439	-	-	-	-	-
Issuance of securities	1,657,058	2	3,770	-	-	3,772
Non-controlling interest contribution	-	-	-	38	-	38
Net loss	-	-	-	(182)	(3,281)	(3,463)
Balance, December 31, 2024	7,638,497	$ 8	$ 23,743	$ 325	$ (17,996)	$ 6,080

	Common Stock		Additional Paid-in Capital	Non-controlling Interest	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance, December 31, 2024	7,638,497	$ 8	$ 23,743	$ 325	$ (17,996)	$ 6,080
Stock-based compensation	6,825	-	475	-	-	475
Restricted stock issuances	39,116	-	179	-	-	179
Issuance of securities	458,695	-	963	-	-	963
Warrants issued in conjunction with NexgelRx	-	-	87	-	-	87
Net loss	-	-	-	107	(3,000)	(2,893)
Balance, December 31, 2025	8,143,133	$ 8	$ 25,447	$ 432	$ (20,996)	$ 4,891

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

NEXGEL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,	
	2025	**2024**
Operating Activities		
Net loss	$ (2,893)	$ (3,463)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	450	436
Share-based compensation	654	367
Realized gain on investment in marketable securities	-	(68)
Change in fair value of warrant liability	(118)	(28)
Change in fair value of contingent consideration	-	18
Amortization of right of use asset	290	227
Gain in spin-off of NexGelRx	(162)	-
Changes in operating assets and liabilities:		
Accounts receivable, net	260	(300)
Inventory	(360)	(432)
Prepaid expenses and other current assets	127	(223)
Accounts payable	(38)	182
Accounts payable – related party	35	(123)
Accrued expenses and other current liabilities	150	(434)
Partnership advance	731	-
Deferred revenue	(177)	159
Operating lease liability	(260)	(185)
Net Cash Used in Operating Activities	(1,311)	(3,867)
Investing Activities		
Purchases of equipment	(68)	(443)
Investment in subsidiary	-	(400)
Proceeds from sales of marketable securities	-	68
Net Cash Provided by (Used in) Investing Activities	(68)	(775)
Financing Activities		
Payment of contingent consideration	(177)	(279)
Proceeds from rights offering	963	3,772
Principal payments of notes payable	(97)	(77)
Proceeds from non-controlling interest	-	38
Principal payment of financing lease liability	(59)	(50)
Proceeds from margin line of credit	-	345
Net Cash Provided by Financing Activities	630	3,749
Net Increase (Decrease) in Cash (*)	(749)	(893)
Cash and restricted cash – Beginning of year	1,807	2,700
Cash and restricted cash – End of year	$ 1,058	$ 1,807
(*) $1,490 relates to decrease in cash and $741 relates to increase in restricted cash		
Supplemental Non-cash Investing and Financing Activities		
Warrants issued in conjunction with investment in NexgelRx	$ 87	$ 200
Additional ROU assets and operating lease liabilities from lease modification	$ 677	$ -
Shares issued in conjunction with asset acquisition	$ -	$ 200
Property and equipment financed under notes payable	$ -	$ 169
Property and equipment financed under financing leases	$ -	$ 416

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

NEXGEL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share data)

1. Description of Business and Basis of Presentation

NexGel, Inc. ("NexGel" or the "Company") manufactures high water content, electron beam cross-linked, aqueous polymer hydrogels, or gels, used for wound care, medical diagnostics, transdermal drug delivery and cosmetics. The Company specializes in custom gels by capitalizing on proprietary manufacturing technologies. The Company has historically served as a contract manufacturer, supplying our gels to third parties who incorporate them into their own products. Beginning in 2020, we created two new lines of business for the Company. First, we launched our own line of branded consumer products sold direct to consumers. Second, we expanded into custom and white label opportunities, which focuses on combining our gels with proprietary branded products and white label opportunities. All of our gel products are manufactured using proprietary and non-proprietary mixing, coating and cross-linking technologies. Together, these technologies enable us to produce gels that can satisfy rigid tolerance specifications with respect to a wide range of physical characteristics (e.g., thickness, water content, adherence, absorption, moisture vapor transmission rate [a measure of the passage of water vapor through a substance] and release rate) while maintaining product integrity. Additionally, we have the manufacturing ability to offer broad choices in the selection of liners onto which the gels are coated. Consequently, the Company and its customers are able to determine tolerances in moisture vapor transmission rate and active ingredient release rates while personalizing color and texture.

NexGel was previously known as AquaMed Technologies, Inc. ("AquaMed") before changing its name to NexGel, Inc. on November 14, 2019.

On May 15, 2024, the Company purchased substantially all of the assets from Semmens Online Pty Ltd as Trustee for Semmens Business Trust (the "SG Seller") related to the SG Seller's eyeliner, fake eyelashes, lash serum and mascara business operating under the tradename "Silly George" (collectively, the "Silly George Business").

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and are presented in US dollars.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and the fifty percent (50%) owned JV's (see Note 7).

2. Going Concern

The accompanying consolidated financial statements have been prepared in conformity with GAAP, which contemplate continuation of the Company as a going concern. As of December 31, 2025, the Company had a cash balance of $317 thousand. For the year ended December 31, 2025, the Company incurred a net loss attributable to NexGel stockholders of $3.0 million and had net usage of cash in operating activities of $1.3 million. In addition, the Company had a working capital of $1.4 million as of December 31, 2025. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company's cash balance of $317 thousand as of December 31, 2025 does not include $741 thousand in partnership restricted cash. See Note 18 for additional information regarding partnership restricted cash.

Management is exploring new product channel sales in adjacent industries, such as cosmetics, athletic products, and proprietary medical devices. The Company has increased focus on sales and developing a sales pipeline for potential customers. This customer base expansion will enable us to provide financial stability for the foreseeable future, expand our current processes, and position us for long-term shareholder value creation.

We intend to maintain and attempt to grow our existing contract manufacturing business. We also plan to continue building and developing our catalogue of consumer products for sale to branding partners and to use our in-house capabilities to create and test market additional branded products. These products will be target marketed and sold online through social media and online advertising and marketplaces. Furthermore, the Company plans to develop its own proprietary medical devices and explore drug delivery programs for its technology. Additionally, the Company continues to evaluate strategic initiatives (e.g., acquisitions), and additional capital raises through debt or equity may be necessary to achieve these objectives.

We expect to continue incurring losses for the near-term. Our ability to continue to operate as a going concern in the long-term is dependent upon our ability to manage and grow our current products and to ultimately achieve profitable operations. Management may consider various options to raise capital to fund our current business activities and potential acquisitions through equity or debt offerings. There can be no assurances, however, that management will be able to obtain sufficient additional funds, if needed, or that such funds, if available, will be obtained on terms satisfactory to us. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should we be unable to continue as a going concern. Additionally, it is reasonably possible that estimates made in the consolidated financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions, including the recoverability of long-lived assets.

3. Significant Accounting Policies and Estimates

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates and assumptions include allowances for doubtful accounts, inventory reserves, deferred taxes and related valuation allowances, share-based compensation and fair value of long-lived assets. Actual results could differ from the estimates.

Segment Reporting

The Financial Accounting Standards Board ("FASB") Accounting Standard Codification ("ASC") Topic 280, *Segment Reporting*, requires that an enterprise report selected information about reportable segments in its financial reports issued to its stockholders. The Company has two reportable segments - the NexGel segment and the CGN segment.

The NexGel segment is comprised of the manufacturing of ultra-gentle, high-water-content hydrogel products for healthcare and consumer applications, which is based in Langhorne, Pennsylvania as well as the Kenkoderm acquisition, the Silly George acquisition and the Enigma JV. However, the Enigma JV was dissolved on December 23, 2024.

The CGN segment is comprised of the CGN JV used for the Company's converting and packaging business, which is based in Granbury, Texas.

Cash and cash equivalents and restricted cash

Cash and cash equivalents is comprised of cash in banks and highly liquid investments, including U.S. treasury bills purchased with an original maturity of three months or less as well as investments in money market funds for which the carrying amount approximates fair value, due to the short maturities of these investments.

The Company also maintains restricted cash under a Partnership Agreement (see Note 18). As of December 31, 2025, restricted cash totaled $741 thousand, representing funds that are contractually restricted from use for general operating purposes and may be utilized only in accordance with the terms of the Partnership Agreement. Restricted cash is included in total cash, cash equivalents, and restricted cash as presented in the statement of cash flows.

Accounts Receivable, net

Trade accounts receivable are stated at the amount the Company expects to collect and do not bear interest. The Company evaluates the collectability of accounts receivable and records a provision to the allowance for credit losses based on factors including the length of time the receivables are past due, the customer's payment history, the credit quality of the customer and other factors that may affect the customers' ability to pay. Provisions to the allowances for credit losses are recorded in selling, general and administrative expenses. Account balances are charged off against the allowance when it is probable that the receivable will not be recovered. The allowance for credit losses was $9 thousand and $5 thousand as of December 31, 2025 and 2024, respectively.

Inventory and Cost of Revenues

The inventory balance is stated at the lower of cost, the value determined by the first-in, first-out method, or net realizable value. The Company evaluates inventories for excess quantities, obsolescence, and shelf-life expiration. This evaluation includes an analysis of historical sales levels by product, projections of future demand, the risk of technological or competitive obsolescence for products, general market conditions, and a review of the shelf-life expiration dates for products. These factors determine when, and if, the Company adjusts the carrying value of inventory to estimated net realizable value.

The Company produces proprietary branded products and white label opportunities in our manufacturing of consumer products. In our contract manufacturing, the Company builds its products based on customer orders and immediately ships the products upon completion of the production process.

The inventory balance is made up of raw materials, work-in-progress, and finished goods. Inventory is maintained at the Company's warehouses, third party warehouses and at fulfilment centers owned by Amazon, Walmart and CVS.

The "Cost of revenues" line item in the consolidated statements of operations is comprised of the book value of inventory sold to customers during the reporting period. When circumstances dictate that we use net realizable value as the basis for recording inventory, we base our estimates on expected future selling prices less expected disposal costs. The reserve recorded against inventories was $271 thousand and $46 thousand as of December 31, 2025 and 2024, respectively.

Research and Development

Our research and development activities focus on new and innovative products designed to support revenue growth. Research and development expenses consist primarily of contracted development and testing efforts associated with development of products. Research and development costs are expensed as incurred.

Property and Equipment, net

Property and equipment is recorded at historical cost, net of accumulated depreciation and amortization. Depreciation is provided over the assets' useful lives on a straight-line basis. Leasehold improvements and right-of-use assets under financing lease arrangements are amortized on a straight-line basis over the shorter of their estimated useful lives or lease terms. Repairs and maintenance costs are expensed as incurred.

Management periodically assesses the estimated useful life over which assets are depreciated or amortized. If the analysis warrants a change in the estimated useful life of property and equipment, management will reduce the estimated useful life and depreciate or amortize the carrying value prospectively over the shorter remaining useful life.

The carrying amounts of assets sold or retired and the related accumulated depreciation are eliminated in the year of disposal and any resulting gains and losses are included in the results of operations during the same year.

Impairment of Long-Lived Assets

The Company reviews its property and equipment and any identifiable intangibles with definite lives for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted operating cash flow expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

Goodwill and Intangible Assets

In applying the acquisition method of accounting, amounts assigned to identifiable assets and liabilities acquired were based on estimated fair values as of the date of acquisition, with the remainder recorded as goodwill. Identifiable intangible assets are initially recorded at fair value using generally accepted valuation methods appropriate for the type of intangible asset. Identifiable intangible assets with definite lives are amortized over their estimated useful lives and are reviewed for impairment if indicators of impairment arise. Intangible assets with indefinite lives are tested for impairment within one year of the acquisition date or annually as of December 31, and whenever indicators of impairment exist. The fair value of intangible assets is compared with their carrying values, and an impairment loss would be recognized for the amount by which carrying amount exceeds its fair value.

The Company performed the annual assessment and concluded it is more likely than not that the fair value exceeds the carrying value and no impairments were recognized in the year ended December 31, 2025 and 2024.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets are recorded at historical cost and are primarily made up of $45 thousand and $46 thousand of prepaid insurance, and $451 thousand and $577 thousand general prepaid expenses and other current assets as of December 31, 2025 and 2024, respectively.

Other Assets

Other assets are recorded at historical costs, and as of December 31, 2025 and 2024, the balance is primarily comprised of spare parts for manufacturing equipment. The Company maintains spare parts for either repair and maintenance, which is expensed as incurred, or replacement of capitalized equipment. Capitalized equipment spare parts are not subject to depreciation until such time that they are placed into service and the part that is being replaced is disposed.

Fair Value Measurements

The Company utilizes the fair value hierarchy to apply fair value measurements. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair values that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources, while unobservable inputs reflect a reporting entity's pricing based upon its own market assumptions. The basis for fair value measurements for each level within the hierarchy is described below:

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

Level 2 —Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 —Valuations derived from valuation techniques in which one or more significant inputs to the valuation model are unobservable.

The Company considers the carrying amounts of its financial instruments (cash, accounts receivable and accounts payable, notes payable and convertible notes payable) in the consolidated balance sheet to approximate fair value because of the short-term or highly liquid nature of these financial instruments.

The following table classifies the Company's assets and liabilities measured at fair value on a recurring basis into the fair value hierarchy as of December 31, 2025 and 2024 (in $ thousands):

	Fair value measured at December 31, 2025			
	Fair value at December 31, 2025	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investment in NexGelRx	$ 249	$ -	$ 249	$ -
Total fair value	$ 249	$ -	$ 249	$ -

	Fair value measured at December 31, 2024			
	Fair value at December 31, 2024	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Warrant liability	$ 296	$ -	$ -	$ 296
Total fair value	$ 296	$ -	$ -	$ 296

Warrant Liability

Warrants to purchase common stock were issued in connection with equity financing raises, which occurred during 2019 through 2025. The fair values of the warrants are estimated as of the date of issuance and again at each reporting period using a Black-Scholes option valuation model. At issuance, the fair values of the warrant are recognized as an equity issuance cost within additional paid-in-capital. Fair value adjustments to the warrant liability are recognized in other income (expense) in the consolidated statements of operations.

Equity Classified Warrants

Warrants that meet all necessary criteria to be accounted for as equity in accordance with ASC 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity*, are presented within additional paid-in capital within the Company's consolidated statements of changes in stockholders' equity and consolidated balance sheets. Warrants classified as equity are initially measured at fair value using a Black-Scholes option valuation model. Subsequent changes in fair value are not recognized as long as the warrants continue to be classified as equity.

Offering Costs

The Company complies with the requirements of ASC 340-40*, Other Assets and Deferred Cost,* with regards to offering costs. Prior to the completion of an offering, offering costs will be capitalized as deferred offering costs on the balance sheet. The deferred offering costs will be charged to stockholders' equity upon the completion of an offering or to expense if the offering is not completed.

Revenue Recognition

The Company records revenue in accordance with ASC Topic 606, *Revenue from Contracts with Customers* ("ASC 606"). The core principle of ASC 606 requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation.

The Company currently recognizes revenue predominately from three sources: contract manufacturing, custom and white label finished goods manufacturing ("Custom and white label"), and our branded consumer products. Contract manufacturing and Custom and white label revenues are recognized at the point where the customer obtains control of the goods and the Company satisfies its performance obligation, which generally is at the time the customer receives the product. Branded consumer product revenue is derived from direct-to-consumer purchases through websites like Amazon and through our Shopify stores. Revenue is recognized upon shipment to the end customer.

The Company's customers consist of other life sciences companies and Amazon retail customers. Revenues are predominately concentrated in the United States, but with the Silly George acquisition, have expanded into Europe and Asia. Payment terms, excluding branded consumer products, vary by the type and location of customer and may differ by jurisdiction and customer but payment is generally required in a term ranging from 30 to 60 days from date of shipment. Branded consumer products are purchased and paid for by the consumer at the time the transaction is completed.

Estimates for product returns, allowances and discounts are recorded as a reduction of revenue and are established at the time of sale. Returns are estimated through a comparison of historical return data and are determined for each product and adjusted for known or expected changes in the marketplace specific to each product, when appropriate. Historically, sales return provisions have not been material. Amounts accrued for sales allowances and discounts are based on estimates of amounts that are expected to be claimed on the related sales and are based on historical data. Payments for allowances and discounts have historically been immaterial.

Disaggregated revenue by sales type ($ in thousands):

	Year Ended December 31,	
	2025	**2024**
Contract manufacturing	$ 3,657	$ 2,841
Custom and white label finished goods manufacturing	27	42
Consumer branded products	7,320	5,483
Other	417	322
Total	$ 11,421	$ 8,688

Contract Liabilities

As of December 31, 2025 and 2024, the Company did not have any contract assets or contract liabilities from contracts with customers and there were no remaining performance obligations that the Company had not satisfied except for deferred revenue of $2 and $179 thousand at December 31, 2025 and 2024, respectively, that the Company had not satisfied as of the end of the respective period.

The following table provides information about contract liabilities from contracts with our customers ($ in thousands).

	Year Ended December 31,	
	2025	**2024**
Deferred revenue	$ 2	$ 179
Total Deferred revenue	$ 2	$ 179

Significant changes in the contract liabilities balance during the period are as follows:

	Contract liabilities
Balance, December 31, 2024	$ 179
Non-cancelable contracts with customers entered during the period	-
Revenue recognized related to non-cancelable contracts with customers during the period	(177)
Balance, December 31, 2025	$ 2

The Company has four distinct lines of business; Contract Manufacturing, Custom and White Label, Branded Consumer Products, and Medical Devices/Other.

Contract Manufacturing

Customers order rolls of gel ("rollstock"). The rollstock is shipped to our customers, which they package into finished goods. Historically, this has been the Company's primary source of revenue.

Custom and White Label

These products often infuse various ingredients into our base gel to develop unique product offerings to satisfy market demand (e.g. aloe infused into the gel for a beauty mask). The rollstock is converted and packaged into salable units. The finished goods are shipped to the customer, who is ultimately responsible for product distribution. Frequently these products started as development deals, in which the customer paid the Company a small fee to develop a specific product. Once completed, the customer places an order for newly developed product.

Consumer Branded Products

These products are finished goods marketed and sold directly to consumers by the Company through online and retail channels. We are responsible for sales, marketing, and distribution. The products we sell under our MedaGel brand primarily relate to healthcare over-the-counter ("OTC") remedy solutions, such as blister and applications. In December 2023 we added a second consumer product brand when we completed the purchase of the Kenkoderm brand. The Kenkoderm skincare line was originally developed by a dermatologist to provide gentle to the skin products for consumer with psoriasis. In May 2024, we added our third consumer product brand with the purchase of the Silly George brand. Silly George is a beauty brand primarily focused on false eyelashes and other eye related products. We continue to look for additional potential acquisitions as part of our consumer product "roll-up" strategy.

Medical Devices/Other

Medical Devices are a hybrid business, combining elements of Custom & White Label and Consumer Branded Products. Medical Devices, which are not yet marketed, are expected to be distributed through strategic partnerships. We will manufacture and possibly convert/package the device while the strategic partner brings the product to market. Small market Medical Devices could be launched by us, but also be offered to a distributor to reach the full scale of the market.

Other includes freight charged to customers who purchase the Company's branded consumer products through their Shopify stores.

Shipping and Handling Revenue and Expense

Shipping and handling revenue and expense are included in our consolidated statements of operations in revenues and cost of revenues, respectively. The Company accounts for shipping activities, consisting of direct costs to ship products performed after the risk of loss passes to the customer. Shipping revenue and expense are primarily generated through the Amazon marketplace and Silly George direct customer sales.

Share-based Compensation

On August 28, 2019, the Company adopted the 2019 Long-Term Incentive Plan, as amended (the "2019 Plan"). See Note 15 for further details regarding the 2019 Plan.

The 2019 Plan provides certain employees, contractors, and outside directors with share-based compensation in the form of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights and other awards. The fair values of incentive stock option award grants are estimated as of the date of grant using a Black-Scholes option valuation model. Compensation expense is recognized in the consolidated statements of operations on a straight-line basis over the requisite service period, which is generally the vesting period.

Income Taxes

Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax bases of assets and liabilities at the applicable tax rates. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates.

Tax benefits are recognized from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by a tax authority and based upon the technical merits of the tax position. The tax benefit recognized in the consolidated financial statements for a particular tax position is based on the largest benefit that is more likely than not to be realized upon settlement. An unrecognized tax benefit, or a portion thereof, is presented in the consolidated financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed.

Leases

We account for our leases in accordance with ASC 842, *Leases*. We determine whether an arrangement is an operating or financing lease at contract inception. Operating leases, requires recognition of leases on the consolidated balance sheets as right-of-use ("ROU") assets and lease liabilities. ROU assets represent the Company's right to use underlying assets for the lease terms and lease liabilities represent the Company's obligation to make lease payments arising from the leases. Operating lease ROU assets and operating lease liabilities are recognized based on the present value and future minimum lease payments over the lease term at commencement date. As the Company's leases do not provide an implicit rate, the Company used its estimated incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. A number of the lease agreements contain options to renew and options to terminate the leases early. The lease term used to calculate ROU assets and lease liabilities only includes renewal and termination options that are deemed reasonably certain to be exercised.

The Company recognized lease liabilities, with corresponding ROU assets, based on the present value of unpaid lease payments for existing operating leases longer than twelve months. The ROU assets were adjusted per ASC 842 transition guidance for existing lease-related balances of accrued and prepaid rent, and unamortized lease incentives provided by lessors. Operating lease cost is recognized as a single lease cost on a straight-line basis over the lease term and is recorded in cost of revenues and selling, general and administrative expenses. Variable lease payments for common area maintenance, property taxes and other operating expenses are recognized as expense in the year when the changes in facts and circumstances on which the variable lease payments are based occur. The Company has elected not to separate lease and non-lease components for all property leases for the purposes of calculating ROU assets and lease liabilities.

Financing leases are those that transfer substantially all of the risks and rewards of ownership to the Company. At the lease commencement date, the Company recognizes a financing lease ROU asset and a corresponding lease liability measured at the present value of future lease payments. The ROU asset is subsequently amortized on a straight-line basis over the shorter of the lease term or the useful life of the underlying asset, while the lease liability is increased by interest expense and reduced by lease payments made. Interest expense on the lease liability and amortization of the ROU asset are presented separately in the consolidated statements of operations, resulting in a front-loaded expense pattern over the lease term. Financing lease ROU assets are included in property and equipment, net, and the related lease liabilities are included within current and long-term debt, as applicable.

Variable Interest Entity

The Company reviews each legal entity formed by parties related to the Company to determine whether or not the Company has a variable interest in the entity and whether or not the entity would meet the definition of a variable interest entity ("VIE") in accordance with ASC Topic 810, *Consolidation*. In assessing whether the Company has a variable interest in the entity as a whole, the Company considers and makes judgements regarding the purpose and design of the entity, the value of the licensed assets to the entity, the value of the entity's total assets and the significant activities of the entity. If the Company has a variable interest in the entity as a whole, the Company assesses whether or not the Company is a primary beneficiary of that VIE, based on a number of factors, including: (i) which party has the power to direct the activities that most significantly affect the VIE's economic performance, (ii) the parties' contractual rights and responsibilities pursuant to the collaboration agreement, and (iii) which party has the obligation to absorb losses of or the right to receive benefits from the VIE that could be significant to the VIE.

If the Company determines that it is the primary beneficiary of a VIE at the onset of the collaboration, the collaboration is treated as a business combination and the Company consolidates the financial statements of the VIE into the Company's consolidated financial statements. On a quarterly basis, the Company will evaluate whether it continues to be the primary beneficiary of the consolidated VIE. If the Company determines that it is no longer the primary beneficiary of a consolidated VIE, it deconsolidates the VIE in the period in which the determination is made.

Assets and liabilities recorded as a result of consolidating the financial results of the VIE into the Company's consolidated balance sheet do not represent additional assets that could be used to satisfy claims against the Company's general assets or liabilities for which creditors have recourse to the Company's general assets.

Recently Issued Accounting Standards

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

In July 2025, the FASB issued Accounting Standards Update ("ASU") 2025-05, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*, which amends the guidance related to the measurement of credit losses for accounts receivable and contract assets. The amendments are effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The Company adopted this new standard during the year ended December 31, 2025 with no material impact to the financial statements.

In November 2023, the FASB issued ASU 2023-07*, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. This ASU includes amendments that expand the existing reportable segment disclosure requirements and requires disclosure of (i) significant expense categories and amounts by reportable segment as well as the segment's profit or loss measure(s) that are regularly provided to the chief operating decision maker (the "CODM") to allocate resources and assess performance; (ii) how the CODM uses each reported segment profit or loss measure to allocate resources and assess performance; (iii) the nature of other segment balances contributing to reported segment profit or loss that are not captured within segment revenues or expenses; and (iv) the title and position of the individual or name of the group or committee identified as the CODM. This guidance requires retrospective application to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The guidance resulted in the Company being required to include enhanced disclosures relating to its reportable segments. The Company adopted this new standard during the year ended December 31, 2024.

In June 2023, the FASB issued ASU 2023-05, *Business Combinations (ASC Topic 805): Joint Venture Formations*, which provides guidance on accounting for joint ventures established through new entities. The update mandates the application of the acquisition method of accounting for such transactions, requiring parties to recognize and measure identifiable assets and liabilities based on fair values at the acquisition date and establishes a measurement period for adjustments. The amendments in this Update are effective prospectively for all joint venture formations with a formation date on or after January 1, 2025. The adoption of ASU 2023-05 had no material impact to the financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. This update requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as additional information on income taxes paid. The Company adopted this standard effective January 1, 2025. As the Company maintains a full valuation allowance against its deferred tax assets, the adoption did not have a material impact on the Company's consolidated financial statements or disclosures.

Accounting Pronouncements Issued But Not Yet Adopted

In December 2025*,* the FASB issued ASU *2025-12, Codification Improvements* to make improvements to the Codification arising from technical corrections, unintended application of the Codification, and clarifications. For all entities, the amendments in this Update are effective for annual reporting periods beginning after *December 15, 2026,* including interim periods within those annual reporting periods. Early adoption is permitted. The Company is currently evaluating the impact this new guidance will have on its financial statements and disclosures.

In November 2024, the FASB issued the ASC 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-04) Disaggregation of Income Statement Expenses,* which requires additional disclosure of the nature of expenses included in the income statement in response to requests from investors for more information about an entity's expenses. The new standard requires disclosures about specific types of expenses included in the expense captions presented on the face of the income statement as disclosures about selling expenses. The guidance is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods within annual reporting periods beginning after December 15, 2027. The requirements will be applied prospectively with the option for retrospective application. Early adoption is permitted. The Company is currently evaluating the impact this new guidance will have on its financial statements and disclosures.

4. Business Segments

The Company's CODM evaluates the financial performance of the Company's segments based upon segment operating income or (loss) as the profitability measure. The Company has identified its Chief Executive Officer as the CODM. Items outside of operating income or (loss) are not reported by segment, since they are excluded from the single measure of segment profitability reviewed by the CODM.

Summarized financial information concerning the Company's reportable segments for the years ended December 31, 2025 and 2024 is presented below.

For Year Ended December 31, 2025 ($ in thousands)

	NexGel	CG Labs	Total
Revenues	8,613	2,808	11,421
Cost of sales	4,921	1,991	6,912
Advertising, marketing and amazon fees	2,502	-	2,502
General and administrative	4,815	542	5,357
Total Selling, general and administrative	7,317	542	7,859
Research and development	2	-	2
Operating expenses	7,319	542	7,861
Loss from operations	$ (3,627)	$ 275	$ (3,352)

For Year Ended December 31, 2024 ($ in thousands)

	NexGel	CG Labs	Total
Revenues	6,631	2,057	8,688
Cost of sales	4,209	1,731	5,940
Advertising, marketing and amazon fees	2,220	-	2,220
General and administrative	3,409	595	4,004
Total Selling, general and administrative	5,629	595	6,224
Research and development	78	-	78
Operating expenses	5,707	595	6,302
Loss from operations	$ (3,285)	$ (269)	$ (3,554)

As of December 31, 2025 ($ in thousands)

	NexGel	CG Labs	Total
Total Assets	$ 6,777	$ 3,684	$ 10,461

As of December 31, 2024 ($ in thousands)

	NexGel	CG Labs	Total
Total Assets	$ 7,721	$ 3,262	$ 10,983

5. Acquisition

Silly George Acquisition

On May 15, 2024, the Company entered into and closed a transaction related to an Asset Purchase Agreement dated May 15, 2024 (the "SG Purchase Agreement") with Semmens Online Pty Ltd as Trustee for Semmens Business Trust, an Australian proprietary limited company (the "SG Seller"), whereby the Company purchased the Silly George assets (the "Silly George acquisition"). The Company believes the Silly George assets will be accretive and synergistic to its existing health and beauty customer product brands.

Under the terms of the SG Purchase Agreement on May 15, 2024, the Company paid the SG Seller a cash payment of $400 thousand and issued $200 thousand in shares of the Company's common stock based on the 10-Day VWAP (as defined in the SG Purchase Agreement), or 89,892 of shares of the Company's common stock. Additionally, the Company will pay the Seller a cash earn-out based on 20% of the Net Profit (as defined in the SG Purchase Agreement) related to the Silly George assets for the fiscal quarterly period beginning June 30, 2024 and ending on June 30, 2028. Per the scope exception under ASC 815, the Company has not accrued the contingent consideration.

The table below shows an analysis for the Silly George acquisition ($ in thousands):

Purchase consideration at preliminary fair value:	
Purchase price	$ 600
Consideration paid	$ 600
Trademark related intangibles	600
Intangible assets acquired	$ 600

The unaudited pro-forma results of operations are presented for information purposes only. The unaudited pro-forma results of operations are not intended to present actual results that would have been attained had the Silly George acquisitions been completed as of January 1, 2024 or to project potential operating results as of any future date or for any future periods ($ in thousands except share and per share amounts):

	For the Years Ended December 31,	
	2025	**2024**
Revenues, net	$ 11,421	$ 9,261
Net loss allocable to common shareholders	$ (3,000)	$ (3,245)
Net loss per share	$ (0.38)	$ (0.50)
Weighted average number of shares outstanding	7,854,288	6,511,574

6. Investment in NexGelRx

On December 11, 2025, the Company completed the disposition of a controlling interest in its dormant subsidiary, NexgelRX, Inc. ("NexgelRX"), and retained a 19.99% non-controlling interest through a convertible preferred stock holding, which is non-dilutive up to $8.0 million of third-party capital raised. NexgelRX focuses exclusively on developing and commercializing prescription drug delivery solutions utilizing the Company's proprietary hydrogel technology. At the time of the disposition, NexgelRX raised approximately $1.25 million from third-party investors. In connection with the transaction, the Company granted NexgelRX a license to its technology and is entitled to receive a 5% royalty on future product sales.

The Company evaluated NexgelRX under ASC 810 and concluded that it is not a variable interest entity because it has sufficient substantive equity investment at risk, including third-party equity, to finance its activities without additional subordinated financial support. The Company uses the measurement alternative for equity investments with no readily determinable fair value and the investment is reported at cost, adjusted for impairments or any observable price changes in ordinary transactions with identical or similar investments. The Company valued its convertible preferred stock interest at $249 thousand, which is reported on the Consolidated Balance Sheets and a gain on spin-off of NexGelRx for the year ended December 31, 2025.

As part of the transaction, the Company issued 125,000 warrants to purchase its common stock at an exercise price of $4.00 per share, with a five-year term. The warrants represent approximately 10% warrant coverage relative to the Investee's capital raise and were classified as equity under ASC 815-40. The warrants were valued at $87 thousand using the Black-Scholes option model, and such amount was recorded as additional paid-in capital with a corresponding decrease in the gain in spin-off of NexGelRx.

7. Variable interest entities

Interest in Joint Venture – CGN

On March 1, 2023, the Company acquired a 50% interest in the CGN JV (see Note 1). The CGN JV is owned 50% by the Company and 50% by CG Labs. CG Labs contributed its existing converting and packaging division to the CGN JV, including, but not limited to, its facilities, equipment, employees, and customers. The Company will contribute $500 thousand to the CGN JV, on a schedule to be determined, to be used for equipment and facility upgrades as well as general corporate purposes for the CGN JV.

The CGN JV is considered to be a VIE and we have consolidated the CGN JV, because we believe we are the primary beneficiary and we meet the power and the economics criteria.

Interest in Joint Venture – Enigma

On January 6, 2023, the Company acquired a 50% interest in a newly formed joint venture (the "Enigma JV") to pursue branded consumer product retail opportunities and the development of new patch products. The Enigma JV agreement was effective January 6, 2023. As a result of this transaction, the Company owned 50% of the Enigma JV, with the remaining 50% held by Moiety. However, the Enigma JV was dissolved on December 23, 2024. As of December 31, 2024, the Company had contributed $20 thousand and the non-controlling interest portion of Enigma JV had contributed $37 thousand.

The Enigma JV was considered to be a VIE and was consolidated because we believed we were the primary beneficiary and we met the power and the economics criteria.

The following table presents the assets and liabilities of the CGN JV included in the consolidated balance sheet as of December 31, 2025 and 2024. The assets and liabilities presented below include only the third-party assets and liabilities of the consolidated VIE and excludes any intercompany balances, which were eliminated upon consolidation.

	December 31, 2025	December 31, 2024
ASSETS:		
Current Assets:		
Cash	$ 94	$ 26
Accounts receivable, net	519	764
Inventory	841	646
Prepaid expenses and other current assets	11	45
Total current assets	1,465	1,481
Intangibles, net	32	122
Property and equipment, net	1,314	1,421
Operating lease - right of use asset	873	283
Total assets	$ 3,684	$ 3,307
LIABILITIES		
Current Liabilities:		
Accounts payable	$ 87	$ 912
Accounts payable – related party	477	528
Accrued expenses and other current liabilities	1	51
Deferred revenue	-	179
Current portion of note payable	93	85
Finance lease liability, short term	65	59
Operating lease liability, current portion	84	30
Total current liabilities	807	1,844
Operating lease liability, net of current portion	790	260
Finance lease liability, long term	242	307
Notes payable, net of current portion	228	320
Total liabilities	$ 2,067	$ 2,731

The amounts above represent the assets and liabilities of the VIE described above, for which we are the primary beneficiary. The assets of the CGN JV consolidated VIE can only be used to settle the obligations of the VIE. All of the liabilities are non-recourse to us as of December 31, 2025 and December 31, 2024.

8. Operating Leases

The Company has an operating lease for a commercial manufacturing facility and administrative offices located in Langhorne, Pennsylvania that runs through January 2031. There are two options that can extend the lease term for five years each. The exercise of the lease options to renew is solely at the Company's discretion.

The Company also has a sublease for office and manufacturing space in Granbury, Texas that runs through February 2028. The Company modified the lease agreement through July 2035.

The following table presents information about the amount and timing of the liability arising from the Company's operating lease as of December 31, 2025 ($ in thousands):

Maturity of Lease Liability	Operating Lease Liability
2026	$ 363
2027	374
2028	381
2029	388
2030	395
Thereafter	481
Total undiscounted operating lease payments	$ 2,382
Less: Imputed interest	(189)
Present value of operating lease liability	$ 2,193
Weighted average remaining lease term	6.9 years
Weighted average discount rate	2.6%

Total operating lease expense for the years ended December 31, 2025, and 2024, was $314 thousand and $287 thousand, respectively, and is recorded in cost of goods sold and selling, general, and administrative expenses in the accompanying consolidated statements of operations. The weighted average discount rate was 2.6% and 3.0% and the weighted average remaining lease term was 6.9 years and 6.4 years at December 31, 2025 and 2024, respectively.

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

	December 31, 2025	December 31, 2024
Cash paid for amounts included in the measurement of lease liability ($ in thousands):		
Operating cash flows from operating leases	$ 262	$ 245
ROU assets obtained in exchange for lease liabilities	$ 677	$ -

9. Financing Lease

In February 2024, the CGN JV entered into a lease agreement for certain equipment under separate non-cancelable equipment loan and security agreements. The agreement matures in January 2030. The agreements require monthly payments of principal and interest through maturity and are secured by the assets under the lease. As of December 31, 2025, $419 thousand is included in the property and equipment on the balance sheet. The weighted average interest rate was 9.1% and 9.1% and the weighted average remaining lease term was 4.1 years and 5.1 years at December 31, 2025 and 2024, respectively.

The following table presents information about the amount and timing of the liability arising from the Company's financing lease as of December 31, 2025 ($ in thousands):

Maturity of Lease Liability	Financing Lease Liability
2026	$ 91
2027	90
2028	90
2029	90
2030	8
Total undiscounted financing lease payments `	369
Less: Imputed interest	(62)
Present value of financing lease liability	$ 307
Weighted average remaining lease term	4.1 years
Weighted average discount rate	9.1%

Supplemental cash flows information related to financing lease was as follows:

	December 31, 2025	December 31, 2024
Cash paid for amounts included in the measurement of lease liability ($ in thousands):		
Operating cash flows from financing lease	$ 90	$ 83

10. Inventory

Inventory consists of the following ($ in thousands):

	December 31, 2025	December 31, 2024
Raw materials	$ 1,374	$ 769
Work-in-progress	47	25
Finished goods	961	1,003
	2,382	1,797
Less: Inventory reserve for excess and slow moving inventory	(271)	(46)
Total	$ 2,111	$ 1,751

Inventory is maintained at the Company's warehouses and at fulfillment centers owned by Amazon, Walmart and Borderless. The Company builds its contract manufacturing products based on customer orders and immediately ships the products upon completion of the production process.

11. Property and Equipment, Net

Property and equipment consist of the following ($ in thousands):

	Useful Life (Years)	December 31, 2025	December 31, 2024
Machinery and equipment	3 - 10	$ 2,161	$ 2,118
Office furniture and equipment	3 - 10	197	187
Leasehold improvements	6	419	419
Construction in progress	N/A	547	532
		3,324	3,256
Less: accumulated depreciation and amortization		(1,369)	(1,045)
Property and equipment, net		$ 1,955	$ 2,211

Depreciation expense for the years ended December 31, 2025 and 2024 was $324 thousand and $319 thousand, respectively.

12. Intangible Assets

The following provides a breakdown of identifiable intangible assets as of December 31, 2025 and 2024 ($ in thousands):

	December 31, 2025	December 31, 2024
Product/Technology Related		
Identifiable intangible assets, gross	$ 325	$ 325
Accumulated amortization	(289)	(191)
Product/technology related identifiable intangible assets, net	36	134
Marketing Related		
Customer related intangible asset, gross	17	17
Tradename related intangible asset, gross	713	713
Accumulated amortization	(85)	(57)
Marketing related identifiable intangible assets, net	645	673
Total identifiable intangible assets, net	$ 681	$ 807

In connection with the May 15, 2024 acquisition of Silly George, the Company identified intangible assets of $600 thousand representing trademark related intangibles with indefinite lives.

Intangible assets with indefinite lives are tested for impairment within one year of the acquisition date or annually as of December 31, and whenever indicators of impairment exist.

The intangible assets with definite lives are being amortized on a straight-line basis over their weighted average estimated useful life of 1.5 years and amortization expense amounted to $126 and $119 thousand for the nine months ended December 31, 2025 and 2024, respectively.

As of December 31, 2025, the estimated annual amortization expense for each of the next five fiscal years is as follows ($ in thousands):

2026	$ 63
2027	13
2028	2
2029	2
2030	1
Subtotal	81
Indefinite lived intangible assets (subject to impairment analysis)	600
Total	$ 681

13. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following ($ in thousands):

	December 31, 2025	December 31, 2024
Salaries, benefits, and incentive compensation	$ 126	$ 242
Other	334	68
Total accrued expenses and other current liabilities	$ 460	$ 310

14. Common Stock

At December 31, 2025, the Company has reserved common stock for issuance in relation to the following:

Share-based compensation plan	907,111
Warrants to purchase common stock	5,142,940
Restricted stock units	60,456

The Company's issuance of common stock and warrant for the two years ended December 31, 2025 are as follows:

					Placement Agent	
Financing Closing Date	Shares Issued	Warrants Issued	Warrants Exericise Price	Total Proceeds	Warrants	Exercise Price
August 5, 2025	413,043	206,521	$ 4.25	$ 949,999	33,044	$ 4.25
July 31, 2025	45,652	22,286	$ 4.25	$ 105,000	-	-
November 20, 2024	727,272	363,636	$ 4.25	$ 1,999,998	58,182	$ 4.25
August 23, 2024	444,000	222,000	$ 4.25	$ 1,110,000	33,360	$ 4.25
March 1, 2024	485,782	242,891	$ 4.00	$ 1,025,000	27,725	$ 4.00

Generally, the Company enters into subscription agreements with investors for the sale of its common stock, accompanied with the issuance warrants to acquire common stock.

Subject to certain ownership limitations, each of the warrants will become exercisable on the respective closing date and will expire after five years. The warrants may only be exercised on a cashless basis if there is no registration statement registering, or the prospectus contained in the registration statement is not available for the issuance or resale of shares of common stock underlying the warrants to or by the holder. The holder of a warrant is prohibited from exercising any such warrants to the extent that such exercise would result in the number of shares of common stock beneficially owned by such holder and its affiliates exceeding 4.99% of the total number of shares of common stock outstanding immediately after giving effect to the exercise, which percentage may be increased or decreased at the holder's election not to exceed 9.99%.

The gross proceeds to the Company from the common stock issuances were intended to be used for working capital and for general corporate purposes.

The Company retained Alere Financial Partners, LLC (a division of Cova Capital Partners, LLC) ("Alere") to act as the placement agent for August 5, 2025, November 20, 2024, August 23, 2024, and March 1, 2024 common stock issuances. The Company pays Alere a cash fee ranging from 3% to 6% of the gross proceeds received, based on the individual deal and whether the issuances are made to insiders or outsiders of the Company. Additionally, the Company granted Alere warrants exercisable for a period of five years from the closing date for each of the issuances.

15. Share-based Compensation

The 2019 Plan provides for the granting of incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights ("SARs"), restricted stock units, performance awards, dividend equivalent rights and other awards, which may be granted singly, in combination, or in tandem, and which may be paid in cash, shares of common stock of the Company or a combination of cash and shares of common stock of the Company. Effective as of May 26, 2020, May 3, 2021, and March 23, 2023 respectively, the Board approved an increase of the number of authorized shares of common stock reserved under the 2019 Plan from 57,143 shares of common stock to 485,715, from 485,715 shares of common stock to 571,429 shares of common stock, and from 571,429 shares of common stock to 785,715, all of which may be delivered pursuant to incentive stock options.

On December 31, 2024, the Board approved an additional 780,000 shares of common stock to be reserved under the 2019 Plan, bringing the total number of shares underlying the Plan to 1,651,429 of which 793,735 shares have already been awarded or exercised. The Company's stockholders approved the 780,000 share increase at the Company's 2025 Annual Meeting of Stockholders held on June 17, 2025. Subject to adjustments pursuant to the 2019 Plan, the maximum number of shares of common stock with respect to which stock options or SARs may be granted to an executive officer during any calendar year is 14,286 shares of common stock.

The following table contains information about the 2019 Plan as of December 31, 2025:

	Awards Reserved for Issuance	Awards Issued	Awards Exercised	Awards Available for Grant
2019 Plan[1]	1,651,429	1,132,774	173,915	518,655
Awards issued in excess of 2019 Plan[2]	-	100,821	92,113	-

(1) Includes incentive stock options and restricted stock units discussed below.

(2) Includes shares of restricted common stock granted outside of the 2019 Plan to our Chief Executive Officer, Adam Levy.

Stock-Options

The following table summarizes the Company's incentive stock option activity for the two years ended December 31, 2025:

	Number of Options	Weighted Average Exercise Price	Weighted Average Contractual Term in Years
Outstanding at January 1, 2024	560,650	$ 2.35	7.95
Granted	172,000	2.68	10.00
Exercised	(90,860)	1.01	—
Forfeited	—	—	—
Cancelled	(39,107)	1.01	—
Expired	(14,286)	5.25	—
Outstanding at December 31, 2024	588,397	2.67	7.81
Granted	400,000	3.26	8.13
Exercised	(6,825)	2.04	—
Forfeited	—	—	—
Cancelled	(60,175)	2.01	—
Expired	(14,286)	5.25	—
Outstanding at December 31, 2025	907,111	$ 2.94	7.03
Exercisable at December 31, 2025	515,863	$ 2.38	6.90

As of December 31, 2025 and 2024, vested outstanding stock options had $88 thousand and $1,151 thousand of intrinsic value as the exercise price is greater than the estimated fair value of the underlying common stock, respectively. As of December 31, 2025 and 2024, there were $609 thousand and $179 of unrecognized share-based compensation related to unvested stock options, which the Company expects to recognize over the next 36 months excluding options fully contingent upon certain sales-based milestones being achieved within 18 to 36 months of commercial release.

The Company recognizes compensation expense for stock option awards on a straight-line basis over the applicable service period of the award. The service period is generally the vesting period. The following assumptions were used to calculate share-based compensation expense for year ended December 31, 2025 and 2024:

	2025	2024
Volatility	76.26-108.75%	277.56-279.29%
Risk-free interest rate	3.83-4.38%	3.44-3.67%
Dividend yield	0.0%	0.0%
Expected term	5.00-5.5 years	5.00 years

The Company does not have sufficient historical information to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior. Accordingly, the Company has elected to use the “simplified method” to estimate the expected term of its share-based awards. The simplified method computes the expected term as the sum of the award’s vesting term plus the original contractual term divided by two.

The Company estimated the expected volatility input for the Black-Scholes model using the historical volatility of its own publicly traded common stock over a period commensurate with the expected term of the option.

The Company recognizes compensation expense for stock option awards on a straight-line basis over the applicable service period of the award. The service period is generally the vesting period.

Restricted stock awards

The following table summarizes the Company’s restricted stock awards activity for the year ended December 31, 2025:

	Number of Units	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2023	64,562	$ 1.82
Granted	57,972	2.46
Exercised and converted to common shares	(62,910)	2.08
Forfeited	(3,750)	2.30
Outstanding at December 31, 2024	55,874	2.16
Granted	45,198	3.57
Exercised and converted to common shares	(39,116)	3.39
Forfeited	(1,500)	2.72
Outstanding at December 31, 2025	60,456	$ 2.41
Exercisable at December 31, 2025	24,962	$ 2.62

Compensation expense will be recognized ratably over the total vesting schedule. The Company will periodically adjust the cumulative compensation expense for forfeited awards. The Company recognizes the reversal of any previously recognized compensation expense on forfeited awards in the period the awards are forfeited. As of December 31, 2025, there was $38 thousand unrecognized share-based compensation related to unvested RSUs, which the Company expects to recognize through December 2027.

Share-based compensation of $654 thousand and $367 thousand has been recorded for the year ended December 31, 2025 and 2024, respectively.

Warrants

The following table shows a summary of common stock warrants for the years ended December 31, 2025 and 2024.

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Term in Years
Outstanding at December 31, 2023	3,442,904	5.41	2.87
Warrants – 2021 IPO[(1)]	387,750	5.50	2.99
Outstanding at January 1, 2024 (corrected)	3,830,654	5.42	2.88
Granted	947,792	4.18	5.00
Exercised	(5,439)	2.80	—
Forfeited	—	—	—
Cancelled	(7,802)	2.80	—
Expired	—	—	—
Outstanding at December 31, 2024	4,765,205	5.18	2.42
Granted	387,392	4.17	5.00
Exercised	—	—	—
Forfeited	—	—	—
Cancelled	(9,657)	2.80	—
Expired	—	—	—
Outstanding at December 31, 2025	5,142,940	$ 5.11	1.93
Exercisable at December 31, 2025	5,142,940	$ 5.11	1.93

(1) The warrants outstanding have been corrected to reflect 387,750 additional warrants related to the December 27, 2021 unit offering not previously included in the prior year warrant schedule.

As of December 31, 2025, vested outstanding warrants had no intrinsic value as the exercise price is greater than the estimated fair value of the underlying common stock.

As of December 31, 2024, vested outstanding stock options had $300 thousand intrinsic value as the exercise price is greater than the estimated fair value of the underlying common stock.

16. Notes Payable

CGN Segment

The CGN JV has entered into a $231 thousand promissory note agreement for certain equipment. The equipment was installed in December 2023. The promissory note has a term of five years beginning on March 13, 2024. The promissory note accrues interest at 8% and requires interest only payments through March 13, 2024 and monthly payments of $4 thousand thereafter. The principal balance amounted to $156 thousand and $198 thousand as of December 31, 2025 and 2024, respectively.

The CGN JV has entered into a $237 thousand promissory note agreement for certain equipment. The funding advances of $153 thousand and $84 thousand have been issued in February 2024 and December 2023, respectively. The promissory note has a term of five years beginning on March 13, 2024. The promissory note accrues interest at 8% and requires interest only payments through March 13, 2024 and monthly payments of $5 thousand thereafter. The principal balance amounted to $163 thousand and $207 thousand as of December 31, 2025 and 2024, respectively.

NexGel Segment

The Company has entered into a $13 thousand promissory note agreement for certain leasehold improvements. The leasehold improvements were installed in February 2024. The promissory note has a term of two years beginning on February 11, 2024. The promissory note accrues interest at 0% and requires monthly payments of less than $1 thousand. The outstanding principal balance was $1 thousand and $8 thousand as of December 31, 2025 and 2024, respectively.

Economic Injury Disaster Loan

On May 28, 2020, the Company entered into the standard loan documents required for securing a loan (the "EIDL Loan") from the SBA under its Economic Injury Disaster Loan ("EIDL") assistance program in light of the impact of the COVID-19 pandemic on the Company's business. Pursuant to that certain Loan Authorization and Agreement (the "SBA Loan Agreement"), the principal amount of the EIDL Loan is up to $260,500, with proceeds to be used for working capital purposes. Interest accrues at the rate of 3.75% per annum. Installment payments, including principal and interest, are due monthly beginning May 28, 2021 (twelve months from the date of the SBA Note) in the amount of $1,270. The balance of principal and interest is payable thirty years from the date of the SBA Note. In connection therewith, the Company received an $8 thousand advance, which does not have to be repaid. On March 26, 2021, the SBA announced that all EIDL loans issued in 2020 will start repayment 24 months from the date of the SBA Note. The SBA has since extended the repayment start to 30 months from the date of the SBA Note. The Company made its first payment in December 2022. The balances of the principal and accrued interest amounted to $267 thousand and $272 thousand as of December 31, 2025 and 2024, respectively.

The future annual principal amounts and accrued interest to be paid as of December 31, 2025 are as follows:

	Amount
For the year ending December 31 ($ in thousands):	
2026	$ 99
2027	106
2028	114
2029	24
2030	6
Thereafter	239
Total	$ 588
Less: current portion of notes payable	99
Long-term portion of notes payable	$ 489

17. Warrant Liability

The Company issued approximately 265,000 warrants in 2019, 2020 and 2021 as equity issuance consideration, in connection with equity offerings of the Company's common stock. The warrants entitle the holder to purchase one share of our common stock at an exercise price equal to $0.49 to $5.25 per share at any time on or after their issuance date and on or prior to the close of business three to five years after the issuance date (the "Termination Date"). The Company determined that these warrants are free standing financial instruments that are legally detachable and separately exercisable from the common stock included in the public share offering. Management also determined that the warrants required classification as a liability pursuant to ASC 815, *Derivatives and Hedging*. In accordance with the accounting guidance, the outstanding warrants are recognized as a warrant liability on the balance sheet and are measured at their inception date fair value and subsequently re-measured at each reporting period with changes being recorded as a component of other income (expense) in the consolidated statements of operations.

The warrants outstanding and fair values at each of the respective valuation dates are summarized below:

Warrant Liability	Warrants Outstanding	Fair Value per Share	Fair Value
Fair value as of 12/31/2023	**71,019**	$ 2.05	**$ 146**
Exercise of warrants	(13,242)		(12)
Change in fair value of warrant liability	—		(16)
Fair value as of 12/31/2024	**57,777**	$ 2.04	**$ 118**
Change in fair value of warrant liability	—		(118)
Fair value as of 12/31/2025	**57,777**	$ 0.02	**$ —**

The following assumptions were used to calculate the warrant liability as of December 31, 2025 and 2024, respectively:

	2025	2024
Exercise price	$ 2.80 to $5.25	$ 2.80 to $5.25
Share price	$ 1.57 - $2.98	$ 2.16 - $4.46
Volatility	52.78% - 84.02%	92.34% - 283.32%
Risk-free interest rate	3.48% - 4.41%	3.66% - 5.09%
Dividend yield	0.0%	0.0%
Expected term	0.09 to 1.43 years	0.073 to 2.43 years

The warrant liabilities are considered Level 3 liabilities on the fair value hierarchy as the determination of fair value includes various assumptions about future activities and the Company's stock prices and historical volatility of guideline public companies as inputs.

18. Commitments and Contingencies

Partnership Advance

On July 14, 2025, the Company expanded its partnership with STADA Arzneimittel AG ("STADA"), a European leader in consumer health. The expansion included a $1 million advance from STADA to the Company in non-dilutive capital to support product launches and marketing efforts under the Master Distribution Agreement between the parties and relates to the planned launch of digestive enzyme formulas and solutions targeting scars and stretch marks. As of December 31, 2025, the Company maintained $741 thousand of the advance in partnership restricted cash related to the advance with $731 thousand also classified as a current liability under partnership accrued advance The advance is subject to contractual restrictions on use and will be applied against eligible project costs as incurred in accordance with the terms of the Master Distribution Agreement, as amended.

Litigation

The Company may be subject to legal proceedings and claims that arise in the ordinary course of business. Management is not currently aware of any matters that will or may have a material effect on the financial position, results of operations, or cash flows of the Company.

19. Concentrations of Risk

For the years ended December 31, 2025 and 2024, the Company had no revenue from customers that approximated 10% of total revenue.

The Company had one customer with accounts receivable balances that was 50% of total accounts receivable as of December 31, 2025. The Company had three customers with accounts receivable balances that were 50%, 10% and 22% of the total accounts receivable as of December 31, 2024.

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash, cash equivalents, restricted cash, and marketable securities. Cash balances are maintained principally at major U.S. financial institutions and are insured by the Federal Deposit Insurance Corporation ("FDIC") up to regulatory limits. As of December 31, 2025, there is no balance exceeding such limit. The Company has not experienced any credit losses associated with its cash balances in the past. The Company invests its cash equivalents in U.S. treasury bills with original maturities of three months or less.

Marketable securities are comprised of U.S. treasury bills with original maturities greater than three months. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash, cash equivalents, and marketable securities and performs periodic evaluations of the credit standing of such institutions.

20. Related Party Transactions

Accounts payable – related party

As of December 31, 2025, and 2024, the Company had outstanding balances of $456 thousand and $494 thousand, respectively, due to C.G. Laboratories, Inc., a related party. Additionally, as of December 31, 2025 and 2024, the Company had an outstanding balance of $17 thousand and $37 thousand due to the CEO of CG Labs. These balances primarily relate to transactions for contract manufacturing, packaging, and other services provided by CG Laboratories, Inc.

As of December 31, 2025, the Company had outstanding balances due to Achieving Consulting Excellence, LLC, a company owned by the Company's Chief Financial Officer, of $93 thousand related to consulting services.

21. Income Taxes

The Company has established a full valuation allowance for its deferred tax assets based on management's belief that it is more likely than not that the related deferred tax assets will be realized. For the years ended December 31, 2025 and 2024, there was no income tax expense or benefit.

At December 31, 2025 and 2024, the Company had no recorded tax liabilities for uncertain tax positions. The Company does not expect any significant changes to the estimate amount of liabilities associated with uncertain tax positions in the next 12 months.

The income tax (benefit) provision consists of the following ($ in thousands):

	For The Years Ended December 31,	
	2025	**2024**
Federal:		
Current	$ (425)	$ (640)
Deferred	425	640
State and local:		
Current	(104)	(161)
Deferred	104	161
Income tax provision	$ —	$ —

For the years ended December 31, 2025 and 2024, the expected tax benefit based on the statutory rate reconciled with the actual benefit is as follows:

	For The Years Ended December 31,			
	2025		2024	
U.S. federal statutory rate	$ (608)	21.0%	$ (727)	21.0%
State tax rate, net of federal benefit	(153)	5.3%	(184)	5.3%
Permanent differences:				
Non-deductible expenses	78	(2.7)%	111	(3.2)%
Timing differences	151	(5.2)%	(1)	—%
Change in valuation allowance	532	(18.4)%	801	(23.1)%
Income tax provision	$ —	—%	$ —	—%

For the years ended December 31, 2025 and 2024, differences between the expected tax expense based on the federal statutory rate and the actual tax expense is primarily attributable to the net losses incurred and the corresponding increase to the valuation allowance.

As of December 31, 2025 and 2024, the Company's deferred tax assets consisted of the effects of temporary differences attributable to the following ($ in thousands):

	As of December 31,	
	2025	2024
Deferred tax assets:		
Net operating loss carryforwards	$ 6,193	$ 5,661
Other	12	7
Total deferred tax assets	6,205	5,668
Valuation allowance	(6,205)	(5,668)
Deferred tax assets, net of valuation allowance	$ —	$ —

As of December 31, 2025 and 2024, the Company has approximately $23.6 million and $21.5 million of federal NOL carryovers, respectively, which begin to expire in 2029 through 2037. Similarly, the subsidiary's Pennsylvania state returns reported state NOL carryovers of approximately $23.6 million and $21.5 million, as of December 31, 2025 and 2024, respectively. However, these loss carryforwards on a separate company basis may be subject to limitations on the amounts that may be utilized pursuant to Internal Revenue Code section 382 and applicable state law. Section 382 imposes significant limitations on the utilization of net operating losses after certain changes of corporate ownership. The Company will need to determine the amount of loss carryforwards that may be utilized in the future as necessary.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of the deferred tax assets is dependent upon the future generation of taxable income during the years in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. After consideration of all the evidence, both positive and negative, management has recorded a full valuation allowance against net deferred tax assets at December 31, 2025 and 2024 because management has determined that it is more likely than not that these deferred tax assets will not be realized.

The Company is subject to taxation in the U.S. and various states. Based on the history of net operating losses all jurisdictions and tax years are open for examination until the operating losses are utilized or the statute of limitations expires. As of December 31, 2025 and 2024, the Company does not have any significant uncertain tax positions.

22. Subsequent Events

In accordance with ASC 855, *Subsequent Events*, the Company evaluated subsequent events after December 31, 2025, through the date these Consolidated Financial Statements were issued and has no transactions or events requiring disclosure except as disclosed below.

Securities Purchase Agreement

On February 9, 2026, the Company entered into a Securities Purchase Agreement with a certain institutional investor (the "Investor") named therein (the "Purchase Agreement") providing for the purchase by the Investor of a 10% original issue discount (OID) convertible note facility in up to the aggregate original principal amount of $56,667,667 (the "Convertible Note Facility"), providing for the purchase by the Investor, in one or more closings, of (i) series A senior secured convertible notes up to an aggregate original principal amount of up to $1,797,381 (the "Series A Convertible Notes," and the shares of common stock, par value $0.001 per share ("Common Stock") issuable pursuant to the terms of the Series A Convertible Notes (the "Series A Conversion Shares") in a registered direct pursuant to a currently effective shelf registration statement on Form S-3 (File No. 333-264282), which has been declared effective by the SEC on June 7, 2023 and (ii) series B senior secured convertible notes up to an aggregate original principal amount of up to $54,869,286 (or such other amount as the Company and the Investor shall mutually agree in writing) (the "Series B Convertible Notes," together with the Series A Convertible Notes, the "Convertible Notes") and the shares of common stock issuable pursuant to the terms of the Series B Convertible Notes (the "Series B Conversion Shares", and collectively with the Series A Conversion Shares, the "Conversion Shares")), in reliance upon the exemption from securities registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and Rule 506(b) of Regulation D as promulgated by the SEC under the Securities Act.

The Series A Convertible Notes were issued on February 10, 2026, and the Company received gross proceeds of $1,797,381 before deducting expenses, which proceeds shall be subject to the terms of a deposit account control agreement. The Company is required to use the net proceeds from the offering of the Series A Convertible Notes primarily for an approved future acquisition as further described in the Purchase Agreement (the "Approved Acquisition"). The Company agreed not to use the net proceeds for certain purposes, including satisfaction of other indebtedness (except as specifically permitted), redemption or repurchase of securities (except as permitted), or settlement of outstanding litigation. If the Company consummates the Approved Acquisition no later than April 15, 2026, subject to certain other conditions, the Investor will be required to purchase Series B Convertible Notes in up to an aggregate original principal amount of $14,869,286 at an additional closing pursuant to the Purchase Agreement, all of which proceeds will be used for the Approved Acquisition, except for certain expenses payable on behalf of the Investor.

The Purchase Agreement contains representations and warranties of the Company typical for transactions of this type, including representations and warranties relating to organization and authorization, issuance and validity of the securities, compliance with securities laws and effectiveness of the registration statement, absence of conflicts, SEC filings and financial statements, capitalization, absence of litigation, and other customary matters. The Purchase Agreement also contains representations and warranties of the Investor, including that each Investor is a qualified institutional investor or institutional accredited investor acquiring the securities for investment purposes.

The Purchase Agreement also contains customary affirmative and negative covenants, including covenants relating to filing and maintenance of registration statements, listing of securities, reservation of shares, restrictions on issuance of competing securities during specified periods, and participation rights in certain subsequent financings. The Purchase Agreement also obligates the Company to indemnify the Investor and its affiliates for certain losses resulting from any breach of representations, warranties or covenants in the transaction documents, or any third-party claims arising out of the execution or performance of the transaction documents or the Investor's status as investors in the Company.

Palladium Capital Group the "Placement Agent") acted as the Company's placement agent with respect to the Convertible Notes. The Company agreed to pay to the a cash fee equal to 7% of the aggregate gross proceeds raised from the Convertible Notes at the time and if the Company consummates the Approved Acquisition; provided, however, the Placement Agent has agreed to convert 25% of this cash fee into a form of convertible promissory note to be agreed to between the Company and the Placement Agent. Additionally and at the time and if we consummate the Approved Acquisition, the Company agreed to issue to Placement Agent warrants to purchase that number of shares of Common Stock of the equal to 7% of the aggregate number of shares of Common Stock (or Common Stock equivalent, if applicable) sold in the offering (the "Placement Agent Warrants"). The Placement Agent Warrants will (x) provide for cashless exercise, (y) have an exercise price equal to the offering price per share in at closing and (z) expire on the five (5) year anniversary from issuance.

Convertible Notes

Pursuant to the Purchase Agreement, the Company will issue the two series of convertible notes in this offering: (i) Series A Convertible Notes issued in a registered direct offering pursuant to the Company's effective shelf registration statement on Form S-3 and a related prospectus supplement and (ii) Series B Convertible Notes to be issued, in one or more closings, in a private placement pursuant to Section 4(a)(2) of the Securities Act, and Regulation D promulgated thereunder

The Convertible Notes are issued pursuant to substantially identical forms, with certain provisions applicable only to one series or the other. Specifically, the Series A Convertible Notes, and the Series A Conversion Shares were registered at issuance under the prospectus supplement and the Series B Conversion Shares will be freely transferable by the holders, while the Series B Convertible Notes will be issued in a private placement and accordingly the Series B Conversion Shares are subject to transfer restrictions under applicable securities laws. The Company entered into a Registration Rights Agreement (as defined below) with the Investor, pursuant to which the Company is obligated to file a registration statement registering the Series B Conversion Shares and maintain its effectiveness in accordance with the terms of such agreement. Certain provisions in the forms of Convertible Notes, such as events of default relating to registration statement effectiveness and obligations to deliver unlegended shares, apply only to the Series B Convertible Notes.

Except as otherwise specified, references to the "Convertible Notes" in this Annual Report on Form 10-K apply to both the Series A Convertible Notes and the Series B Convertible Notes, and the description of the terms of the Convertible Notes set forth below applies equally to both series unless otherwise indicated.

The Convertible Notes bear interest at a rate of 10% per annum (increasing to 18% per annum upon the occurrence and during the continuance of an Event of Default), with interest payable monthly on the first Trading Day of each calendar month commencing May 1, 2026. Each Convertible Note will mature on the two (2) year anniversary of the applicable issuance date, subject to adjustment if certain conditions with respect to the Approved Acquisition are not met.

The Series A Convertible Notes are convertible into shares of Common Stock at a fixed Conversion Price of $1.244 per share, subject to adjustment as provided in the Series A Convertible Notes. The holder may elect to convert the Convertible Notes at an Alternate Conversion Price, subject to certain conditions, which provides for conversion at a discounted price based on recent trading VWAP. The Alternate Optional Conversion Price is equal to the lower of (i) the Conversion Price or (ii) the greater of (x) the Floor Price (as defined below) or (y) 95% of the average VWAP during the ten (10) consecutive Trading Day period ending on the trading day immediately preceding delivery of the conversion notice. The Alternate Event of Default Conversion Price is equal to the lower of (i) the Conversion Price or (ii) the greater of (x) the Floor Price or (y) 80% of the average VWAP during the ten (10) consecutive trading day period ending on the trading day immediately preceding delivery of the conversion notice. The Floor Price is $0.2488 per share, subject to adjustment.

Pursuant to the Purchase Agreement, the issuance of the Series B Convertible Notes at the Company's option shall be subject to and conditioned on the Company receiving the required stockholder approval for the following matters: (i) the redomestication of the Company to the State of Nevada, (ii) the approval of one or more reserve stock splits over the next twelve (12) months up to an aggregate ratio of 250 shares-to-1 share, (iii) approval of the increase of the authorized shares of Common Stock of the Company from 25,000,000 to 250,000,000, and (iv) the approval of the issuance of all of the Securities in compliance with the rules and regulations of Nasdaq Capital Markets.

Asset Purchase and Exclusive License Agreement

On March 6, 2026, the Company entered into an Asset Purchase and Exclusive License Agreement (the "License Agreement") with Celularity Inc., a Delaware corporation (the "Licensor"), whereby the Licensor agreed to grant to the Company an exclusive license to its commercial-stage biomaterials portfolio and certain development-stage programs as more fully described in the Agreement and the Licensor agreed to sell to the Company assets related to the portfolio (collectively, the "Business").

Pursuant to the License Agreement, consideration for the Business will consist of up to $35.0 million in cash, subject to certain adjustments, which will include (i) a $15.0 million upfront payment and (ii) an additional $20.0 million in potential milestone payments based on net sales targets related to the Business.

Each party's obligation to consummate the transaction is subject to customary conditions as set out in the Agreement, including the Company's receipt of financing in an amount sufficient to pay the initial $15.0 million upfront payment. In addition, the Agreement contains customary termination rights of the parties.

The Agreement contains customary representations, warranties, covenants, indemnifications, and agreements. Among other ancillary agreements, the Agreement contemplates that the parties will enter into a contract manufacturing agreement and sublease agreement related to the Business.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

As of December 31, 2025, we conducted an evaluation of the effectiveness of our "disclosure controls and procedures" ("Disclosure Controls"), as defined by Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Disclosure Controls evaluation was done under the supervision and with the participation of management, including our chief executive officer and chief financial officer. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2025. Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were not effective as of December 31, 2025, due to material weaknesses in our internal control over financial reporting, which are described below in "Management's Annual Report on Internal Control over Financial Reporting".

Management's Annual Report on Internal Control over Financial Reporting and Attestation Report of the Registered Accounting Firm

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria set forth in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Based on that assessment, management has concluded that its internal control over financial reporting was not effective as of December 31, 2025 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with accounting principles generally accepted in the United States of America. Specifically, management has concluded that its internal control over financial reporting was not effective as of December 31, 2025 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with accounting principles generally accepted in the United States of America due to not maintaining proper segregation of duties, including: (i) we have not designed controls to ensure all accounting journals entries are reviewed and approved and (ii) we have one individual in our accounting department who has "super user" access and security administration rights to the financial reporting systems.

To remediate these material weaknesses, we are working to do the following: (i) implementing appropriate controls for accounting journal entry approvals, including the approval of our chief financial officer, and (ii) either actively monitoring any accounting user with elevated rights or assigning another employee outside of an accounting and reporting role with elevated access. We will not be able to fully remediate the material weakness until the actions discussed above have been implemented and operated effectively for a sufficient period of time.

Given we are neither an accelerated filer nor a large accelerated filer, we are not required to include an attestation report regarding the effectiveness of our internal controls over financial reporting of our independent registered public accounting firm in our Annual Report.

Financial Reporting Process

We have not designed controls to ensure the financial reporting process is operating effectively, as noted above. We intend to design controls to ensure the financial information is accurate, complete, and recorded in the correct period.

Change in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the fiscal year ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Rule 10b5-1 Trading Plans.

During the three months ended December 31, 2025, no director or officer of the Company adopted , modified or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

Part III.

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this Item is set forth under the headings "Directors, Executive Officers and Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 in connection with the solicitation of proxies for the Company's 2025 annual meeting of shareholders and is incorporated herein by reference. The Company has adopted an insider trading policy which governs transactions in our securities by the Company and its directors, officers, employees, any applicable consultants and contractors (as determined by the Company), and each of their respective family members, and is designed to promote compliance with insider trading laws, rules and regulations applicable to the Company. A copy of our insider trading policy is filed with this Annual Report on Form 10-K as Exhibit 19.1.

The Company has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees, which is available on the Company's website (https://ir.nexgel.com/corporate-governance/governance-documents) under "Governance Documents." The Company intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendment to, or waiver from, a provision of its Code of Conduct by posting such information on the website address and location specified above.

Item 11. Executive Compensation

The information required by this Item is set forth under the heading "Executive Compensation" and under the subheadings "Board Oversight of Risk Management," "Compensation of Directors," "Director Compensation-2025" and "Compensation Committee Interlocks and Insider Participation" under the heading "Directors, Executive Officers and Corporate Governance" in the Company's 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is set forth under the headings "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" in the Company's 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this Item is set forth under the heading "Review, Approval or Ratification of Transactions with Related Persons" and under the subheading "Board Committees" under the heading "Directors, Executive Officers and Corporate Governance" in the Company's 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services.

Our independent public accounting firm is Turner Stone & Company, L.L.P., Dallas, Texas, PCAOB Auditor ID 76.

The information required by this Item is set forth under the subheadings "Fees Paid to Auditors" and "Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services Performed by the Independent Registered Public Accounting Firm" under the proposal "Ratification of Appointment of Independent Registered Public Accounting Firm" in the Company's 2026 Proxy Statement to be filed with the SEC within 120 days after December 31, 2025 and is incorporated herein by reference.

Part IV.

Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as part of this report:

(1) Financial Statements

The following financial statements are included herein:

(2) Financial Statement Schedules

None.

(3) Exhibits

3.1	Certificate of Incorporation of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.1 to Form S-1, filed with the SEC on January 9, 2019).
3.2	Certificate of Amendment to Certificate of Incorporation of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.2 to Form S-1, filed with the SEC on January 9, 2019).
3.3	Amended and Restated Certificate of Incorporation of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.3 to Amendment No. 1 to Form S-1, filed with the SEC on March 11, 2019).
3.4	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the SEC on November 14, 2019).
3.5	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of NexGel, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the SEC on May 29, 2020).
3.6	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of NexGel, Inc. (incorporated by reference to Exhibit 3.6 to Form S-1, filed with the SEC on December 2, 2021)
3.7	Amended and Restated Bylaws of AquaMed Technologies, Inc. (incorporated by reference to Exhibit 3.5 to Amendment No. 1 to Form S-1, filed with the SEC on March 11, 2019).
4.	First Common Stock Purchase Warrant, dated March 11, 2021, issued to Auctus Fund, LLC (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the SEC on March 17, 2021).
4.3	Second Common Stock Purchase Warrant, dated March 11, 2021, issued to Auctus Fund, LLC (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed with the SEC on March 17, 2021).

4.4	Form of Common Stock Purchase Warrant, dated September 2, 2021 (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the SEC on September 8, 2021)
4.5	Warrant Agency Agreement (including form of Common Warrant) dated December 27, 2021 by and between NexGel, Inc. and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 10.1 to Form 8-K, filed with the SEC on December 27, 2021).
4.6	Form of February 2024 Warrant (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on February 21, 2024).
4.7	Form of August 2024 Warrant (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on August 13, 2024).
4.8	Form of November 2024 Warrant (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on November 12, 2024).
10.1	Assignment and Amended and Restated Lease, dated as of January 25, 2002, by and between 2150 Cabot LLC, Embryo Development Corporation and Hydrogel Design Systems, Inc. (incorporated by reference to Exhibit 10.1 to Form S-1, filed with the SEC on January 9, 2019).
10.2	Amendment to Lease, dated as of February 23, 2007, by and between 2150 Cabot LLC and Hydrogel Design Systems, Inc. (incorporated by reference to Exhibit 10.2 to Form S-1, filed with the SEC on January 9, 2019).
10.3	Third Amendment to Lease, dated as of February 27, 2009, by and between Exeter 2150 Cabot, L.P and Hydrogel Design Systems, Inc. (incorporated by reference to Exhibit 10.3 to Form S-1, filed with the SEC on January 9, 2019).
10.4	Assignment and Assumption of Lease Agreement, dated as of February 27, 2009, by and among Exeter 2150 Cabot, L.P, Hydrogel Design Systems, Inc. and Aquamed Technologies, Inc. (incorporated by reference to Exhibit 10.4 to Form S-1, filed with the SEC on January 9, 2019).
10.5	Fourth Amendment to Lease, dated as of July 24, 2013, by and between Exeter 2150 Cabot, L.P and Aquamed Technologies, Inc. (incorporated by reference to Exhibit 10.5 to Form S-1, filed with the SEC on January 9, 2019).
10.6	Form of 2019 Incentive Plan (incorporated by reference to Exhibit 10.22 to Amendment No. 3 to Form S-1, filed with the SEC on April 19, 2019).
10.7	Form of Incentive Option Agreement under 2019 Incentive Plan (incorporated by reference to Exhibit 10.23 to Amendment No. 3 to Form S-1, filed with the SEC on April 19, 2019).
10.8	Form of Nonqualified Stock Option Agreement under 2019 Incentive Plan (incorporated by reference to Exhibit 10.24 to Amendment No. 3 to Form S-1, filed with the SEC on April 19, 2019).
10.9	Securities Purchase Agreement, dated March 11, 2021, between NexGel, Inc. and Auctus Fund, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on March 17, 2021).
10.10	Registration Rights Agreement, dated March 11, 2021, between NexGel, Inc. and Auctus Fund, LLC (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on March 17, 2021).

10.11	First Amendment to the Senior Secured Promissory Note, Warrants, and Securities Purchase Agreement (March 11, 2021) dated August 13, 2021 by and between NexGel, Inc. and Auctus Fund, LLC (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed with the SEC on August 16, 2021).
10.12	Form of Securities Purchase Agreement, dated September 2, 2021 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on September 8, 2021).
10.13	Form of Registration Rights Agreement, dated September 2, 2021 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed with the SEC on September 8, 2021).
10.14	Second Amendment to the Senior Secured Promissory Note, Warrants, and Securities Purchase Agreement (March 11, 2021) dated October 28, 2021 by and between NexGel, Inc. and Auctus Fund, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on November 3, 2021).
10.15	Third Amendment to the Senior Secured Promissory Note, Warrants, and Securities Purchase Agreement (March 11, 2021) dated December 10, 2021 by and between NexGel, Inc. and Auctus Fund, LLC (incorporated by reference to Exhibit 10.23 to Form S-1, filed with the SEC on December 10, 2021).
10.16	Asset Purchase Agreement dated November 30, 2023 between NexGel, Inc. and Olympus Trading Company, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on December 5, 2023).
10.17	Asset Purchase Agreement dated May 15, 2024 between NexGel, Inc. and Semmens Online Pty Ltd as Trustee for Semmens Business Trust (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on May 20, 2024).
10.18	2025 Executive Employment Agreement dated December 30, 2024 between NexGel, Inc. and Joseph F. McGuire (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on January 6, 2025).
10.19	2025 Executive Employment Agreement dated December 30, 2024 between NexGel, Inc. and Adam Levy (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 6, 2025).
19.1*	NexGel, Inc.'s Insider Trading Policy
21.1*	Subsidiaries
23.1*	Consent of Turner, Stone & Company, L.L.P.
31.1*	Rule 13a-14(a) Certification of Principal Executive Officer
31.2*	Rule 13a-14(a) Certification of Principal Financial Officer
32.1**	Section 1350 Certification of Principal Executive Officer
32.2**	Section 1350 Certification of Principal Financial Officer
97	NexGel, Inc. Policy for the Recovery of Erroneously Awarded Compensation (incorporated by reference to Exhibit 97 to the Annual Report on Form 10-K filed with the SEC on April 10, 2024).
101.INS*	Inline 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 Labels Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Filed herewith.

** Furnished herewith.

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.

NexGel, Inc.

Date: March 31, 2026

By: */s/ Adam Levy*
Adam Levy
Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated as of the dates set forth below.

Signature	***Date***	***Title***
/s/ Adam Levy Adam Levy	March 31, 2026	Chief Executive Officer and President (Principal Executive Officer) and Director
/s/ Adam Drapczuk Adam Drapczuk	March 31, 2026	Chief Financial Officer (Principal Accounting and Financial Officer)
/s/ Steven Glassman Steven Glassman	March 31, 2026	Director
/s/ Scott Henry Scott Henry	March 31, 2026	Director
/s/ Steven Ciardiello Steven Ciardiello	March 31, 2026	Director
/s/ Jerome B. Zeldis Jerome B. Zeldis	March 31, 2026	Director

Exhibit 19.1

NexGel, Inc. Insider Trading Policy

In order to take an active role in the prevention of insider trading violations by its officers, directors, employees and other related individuals, the Board of Directors of NexGel, Inc. (the "Company") has adopted the policies and procedures described in this Memorandum.

Adoption of Insider Trading Policy.

The Company has adopted the Insider Trading Policy (the "Policy"), which prohibits trading based on Material Nonpublic Information (as defined below) regarding the Company ("Inside Information") or any other companies, including, but not limited to, the Company's customers, vendors and suppliers ("Business Partners"), when that information is obtained in the course of employment with, or in the performance of services on behalf of, the Company.

The Policy covers officers, directors and all other employees of, or consultants or contractors to, the Company, as well as family members of such persons, and others, in each case where such persons have or may have access to Inside Information or Material Nonpublic Information. The Policy (and/or a summary thereof) is to be delivered to all new employees and consultants upon the commencement of their relationships with the Company.

All employees and consultants of the Company must execute the "Receipt and Acknowledgement" set forth below.

Applicability of Policy to Insider Information Regarding the Company

This Policy applies to all transactions in the Company's securities, including common stock, options for common stock and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company's stock, whether or not issued by the Company, such as exchange traded options. It applies to all officers of the Company, all members of the Company's Board of Directors, and all employees of, and consultants and contractors to, the Company and its subsidiaries, who receive or have access to Material Nonpublic Information regarding the Company. This group of people, members of their immediate families, and members of their households are sometimes referred to in this Policy as "Insiders." This Policy also applies to any person who receives Material Nonpublic Information from any Insider.

Any person who possesses Material Nonpublic Information regarding the Company is an Insider for so long as the information is not publicly known. Any employee can be an Insider from time to time, and would at those times be subject to this Policy.

Applicability of Policy to Inside Information Regarding Other Companies

This Policy and the guidelines described herein also apply to Material Nonpublic Information relating to Business Partners, when that information is obtained in the course of employment with, or the performance of services on behalf of the Company. Civil and criminal penalties, and termination of employment, may result from trading on inside information regarding the Company's Business Partners. All officers, directors, employees, consultants and contractors should treat Material Nonpublic Information about the Company's Business Partners with the same care required with respect to information related directly to the Company.

Designation of Certain Persons.

A. Section 16 Individuals. The Company has identified certain persons who are the directors and officers of the Company who are subject to the reporting and liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder ("Section 16 Individuals"). These persons will be notified in writing by the Company as to their obligations under Section 16.

B. Other Persons. The Company has determined, together with the Section 16 Individuals, that all employees designated with the title of President, Vice President or Director are subject to the pre-clearance requirement described in Item 2 of Trading Guidelines and Requirements, in that the Company believes that, in the normal course of their duties or with respect to a particular matter, such persons have, or are likely to have, regular or special access to Inside Information. The Company may also identify additional individuals on a case-by-case basis who must comply with the pre-clearance requirements of this Policy and will notify such individuals of their obligations under the Policy in writing.

Statement of Policy

General Policy

It is the policy of the Company to oppose the unauthorized disclosure of any nonpublic information acquired in the work-place and the misuse of Material Nonpublic Information in securities trading.

Specific Policies

1. Trading on Material Nonpublic Information. No director, officer or employee of, or consultant or contractor to, the Company, and no member of the immediate family or household of any such person, shall engage in any transaction involving a purchase or sale of the Company's or Business Partner's securities, including any offer to purchase or offer to sell, during any period commencing with the date that he or she possesses Material Nonpublic Information and ending at the beginning of the third Trading Day following the date of public disclosure of that information, or at such time as Material Nonpublic Information is no longer material. As used herein, the term "Trading Day" shall mean a day on which national stock exchanges are open for trading. A "Trading Day" begins at the time trading begins on such day. This restriction on trading does not apply to transactions made under a trading plan adopted pursuant to Securities and Exchange Commission Rule 10b5-1(c) (17 C.F.R. § 240.10b5-1(c)) ("Rule 10b5-1(c)") and approved in writing by the Company (an "approved Rule 10b5-1 trading plan").

2. Tipping. No Insider shall disclose ("tip") Material Nonpublic Information to any other person (including family members) where such information may be used by such person to his or her profit by trading in the securities of companies to which such information relates, nor shall such Insider or related person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company's or Business Partner's securities.

3. Confidentiality of Nonpublic Information. Nonpublic information relating to the Company or Business Partner is the property of the Company and the unauthorized disclosure of such information is forbidden. In the event any officer, director or employee of the Company receives any inquiry from outside the Company, such as a stock analyst, for information (particularly financial results and/or projections) that may be Material Nonpublic Information, the inquiry should be referred to the Company's General Counsel, who is responsible for coordinating and overseeing the release of such information to the investing public, analysts and others in compliance with applicable laws and regulations.

Potential Criminal and Civil Liability and/or Disciplinary Action

1. Liability for Insider Trading. Pursuant to federal and state securities laws, insiders may be subject to criminal and civil fines and penalties as well as imprisonment for engaging in transactions in the Company's securities at a time when they have knowledge of Material Nonpublic Information regarding the Company.

2. Liability for Tipping. Insiders may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed Material Nonpublic Information regarding the Company or Business Partner or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's or Business Partner's securities. The Securities and Exchange Commission (the "SEC") has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and FINRA use sophisticated electronic surveillance techniques to uncover insider trading.

3. Possible Disciplinary Actions. Employees of the Company who violate this Policy shall also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company's equity incentive plans or termination of employment.

Trading Guidelines and Requirements

1. Trading Window and Black-Out Period for the Company's securities.

A. Trading Window. To ensure compliance with this Policy and applicable federal and state securities laws, the Company requires that all directors, officers, employees and consultants of the Company refrain from conducting transactions involving the purchase or sale of the Company's securities other than during the period (the "trading window") commencing at the open of market on the third Trading Day following the date of public disclosure of the financial results for a particular fiscal quarter or year and continuing until the close of market on the 25th day of the last month of the current fiscal quarter (or the first Trading Day immediately preceding the 25th day if such day falls on a non-Trading Day). This restriction on trading does not apply to transactions made under an approved Rule 10b5-1 trading plan. The prohibition against trading during the black-out period encompasses the fulfillment of "limit orders" by any broker for a director, officer or employee, as applicable, and the brokers with whom any such limit order is placed must be so instructed at the time it is placed.

From time to time, the Company may also prohibit directors, officers and potentially a larger group of employees, consultants and contractors from trading securities of the Company because of material developments known to the Company and not yet disclosed to the public. In such event, directors, officers and such employees, consultants and contractors may not engage in any transaction involving the purchase or sale of the Company's securities and should not disclose to others the fact of such suspension of trading. This restriction on trading does not apply to transactions made under an approved Rule 10b5-1 trading plan. The Company would re-open the trading window at the beginning of the second Trading Day following the date of public disclosure of the information, or at such time as the information is no longer material.

It should be noted that even during the trading window, any person possessing Material Nonpublic Information concerning the Company, whether or not subject to the black-out period and trading window, should not engage in any transactions in the Company's securities until such information has been known publicly for at least two Trading Days, whether or not the Company has recommended a suspension of trading to that person. This restriction on trading does not apply to transactions made under an approved Rule 10b5-1 trading plan. Trading in the Company's securities during the trading window should not be considered a "safe harbor," and all directors, officers and other persons should use good judgment at all times.

B. Black-Out Period. The period beginning at the close of market on the 25th day of the last month of each fiscal quarter (or the first Trading Day immediately preceding the 25th day if such day falls on a non-Trading Day) and ending at the beginning of the third Trading Day following the date of public disclosure of the financial results for that quarter is a particularly sensitive period of time for transactions in the Company's stock from the perspective of compliance with applicable securities laws. This sensitivity is due to the fact that officers, directors and certain employees will, during that period, often possess Material Nonpublic Information about the expected financial results for the quarter during that period. Accordingly, this period of time is referred to as a "black-out" period. All directors and officers and those other employees identified by the Company from time to time and who have been notified that they have been so identified are prohibited from trading during such period.

In addition, from time to time Material Nonpublic Information regarding the Company may be pending. While such information is pending, the Company may impose a special "black-out" period during which the same prohibitions and recommendations shall apply. These restrictions on trading shall not apply to transactions made under a trading plan adopted pursuant to Securities and Exchange Commission Rule 10b5-1(c) (17 C.F.R. § 240.10b5-1(c)) ("Rule 10b5-1(c)") and approved in writing by the Board of Directors or the Compensation Committee of the Company (an "approved Rule 10b5-1 trading plan").

2. Pre-Clearance of Trades. The Company has determined that all executive officers and directors of the Company and certain other persons identified by the Company from time to time and who have been notified that they have been so identified must refrain from trading in the Company's securities, even during the trading window, without first complying with the Company's "pre-clearance" process. Each such person should contact the Company's Insider Trading Compliance Officer at least one business day prior to commencing any trade in the Company's securities. The Insider Trading Compliance Officer will consult as necessary with senior management of the Company before clearing any proposed trade. Although an Insider wishing to trade pursuant to an approved Rule 10b5-1 trading plan need not seek preclearance from the Company's Insider Trading Compliance Officer before each trade takes place, such an Insider must obtain the Insider Trading Compliance Officer's approval of the proposed Rule 10b5-1 trading plan set forth in this plan before it is adopted.

3. Individual Responsibility. Every officer, director and other employee, consultant and contractor has the individual responsibility to comply with this Policy against insider trading. An Insider may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the Insider believes he or she may suffer an economic loss or forego anticipated profit by waiting.

Definition of Material Nonpublic Information

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of the Company's or a Business Partner's securities.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information may include:

- Known but unannounced financial results, including future earnings or losses
- News of a pending or proposed mergers
- News of the disposition or acquisition of significant assets
- Known cybersecurity breaches and/or material deficiencies in the Company's cybersecurity policies
- Significant developments related to intellectual property
- Significant developments involving corporate relationships
- Changes in dividend policy
- New product announcements of a significant nature
- Stock splits
- New equity or debt offerings
- Significant litigation exposure due to actual or threatened litigation

Either positive or negative information may be material. Nonpublic information is information that has not been previously disclosed to the general public and is otherwise not available to the general public.

Certain Exceptions

For purposes of this Policy, the Company considers that the exercise of stock options for cash under the Company's stock option plan are exempt from this Policy, since the other party to these transactions is the Company itself and the price does not vary with the market, but is fixed by the terms of the option agreement or plan, as applicable. However, the following transactions involving the exercise of a stock option are not exempt from this policy: (i) the sale of any shares issued upon such exercise, (ii) a cashless exercise (accomplished by a sale of a portion of the shares issued upon exercise of an option), or (iii) a share redemption. In addition, for purposes of this Policy, the Company considers that bona fide gifts of the securities of the Company are exempt from this Policy.

Additional Information - Directors and Officers

Directors and officers of the Company and certain other persons identified by the Company from time to time must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Securities Exchange Act of 1934, as amended. The practical effect of these provisions is that officers, directors and such other persons who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any Material Nonpublic Information. Under these provisions, and so long as certain other criteria are met, neither the receipt of an option under the Company's option plans, nor the exercise of that option is deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16. Section 16 prohibits executive officers and directors from ever making a short sale of the Company's stock. A short sale is a sale of securities not owned by the seller or, if owned, not delivered. Transactions in put and call options for the Company's securities may in some instances constitute a short sale or may otherwise result in liability for short swing profits. All executive officers and directors of the Company and such other identified persons must confer with the Insider Trading Compliance Officer before effecting any such transaction. The Company strongly discourages all such short-swing and short sale transactions by executive officers, directors and all employees.

While employees who are not executive officers and directors are not prohibited by law from engaging in short sales of the Company's securities, the Company believes it is inappropriate for employees to engage in such transactions and therefore strongly discourages all employees from such activity. The Company has provided, or will provide, separate memoranda and other appropriate materials to its executive officers and directors and those identified employees regarding compliance with Section 16 and its related rules.

Inquiries

Please direct your questions as to any of the matters discussed in this Policy to the Company's Insider Trading Compliance Officer, Jeffrey M. Quick, who is also the Company's outside security counsel, or his successor.

Duties of Compliance Officer

The duties of the Compliance Officer shall include, but not be limited to, the following:

A. Other than transactions made pursuant to an approved Rule 10b5-1 trading plan, pre-clearing all transactions involving the Company's securities by Section 16 Individuals that have been identified and informed by the Company in order to determine compliance with the Policy, insider trading laws, Section 16 of the Exchange Act and Rule 144 promulgated under the Securities Act of 1933, as amended. This list of persons will be amended from time to time as appropriate.

B. Assisting in the preparation and filing of Section 16 reports (Forms 3, 4 and 5) for all Section 16 Individuals.

C. Serving as the designated recipient at the Company of copies of reports filed with the Securities and Exchange Commission by Section 16 Individuals under Section 16 of the Exchange Act.

D. Periodically reminding all Section 16 Individuals regarding their obligations to report and quarterly reminders of the dates that the trading window described in Section III above begins and ends.

E. Performing periodic cross-checks of available materials, which may include Forms 3, 4 and 5, Forms 144, officer's and director's questionnaires, and reports received from the Company's stock administrator and transfer agent, to determine trading activity by officers, directors and others who have, or may have, access to Inside Information.

F. Circulating the Policy (and/or a summary thereof) to all employees, including Section 16 Individuals, on an annual basis, and providing the Policy and other appropriate materials to new officers, directors and others who have, or may have, access to Inside Information.

G. Assisting the Company in implementation of the Policy.

H. Coordinating with Company counsel regarding compliance activities with respect to Rule 144 requirements and regarding changing requirements and recommendations for compliance with Section 16 of the Exchange Act and insider trading laws to ensure that the Policy is amended as necessary to comply with such requirements.

Receipt and Acknowledgment

Upon first receiving a copy of the Company's Insider Trading Policy or any revised version thereof, each employee and consultant of the Company must sign and return to the Company's Chief Financial Officer the following receipt and acknowledgement.

I, _____, hereby acknowledge that I have received and read a copy of the Company's Insider Trading Policy and agree to comply with its terms. *I understand that violation of insider trading or tipping laws or regulations may subject me to severe civil and/or criminal penalties, and that violation of the terms of the above-titled policy may subject me to discipline by the Company up to and including termination for cause.*

_____
Signature

_____
Signature Date

_____
(Print Name)

Exhibit 21.1

Subsidiaries of the Registrant

Name of Subsidiary	State of Organization
CG Converting and Packaging, LLC (50% owned)	Texas
Sport Defense LLC (wholly owned)	Delaware

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-264282) of NexGel, Inc. of our report of independent registered public accounting firm dated March 31, 2026, relating to the consolidated financial statements which appear in this Annual report on Form 10-K.

/s/ Turner, Stone & Company, L.L.P.

Turner, Stone & Company, L.L.P.

Dallas, Texas
March 31, 2026

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED
(SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002)

I, Adam Levy, certify that:

1. I have reviewed this Annual Report on Form 10-K of NexGel, 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 consolidated 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 end of the period covered by this report based on such evaluation; and

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

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

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: March 31, 2026

/s/ Adam Levy
Adam Levy
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED
(SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002)

I, Joseph F. McGuire, certify that:

1. I have reviewed this Annual Report on Form 10-K of NexGel, 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 consolidated 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 end of the period covered by this report based on such evaluation; and

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

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

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: March 31, 2026

/s/ Adam Drapczuk
Adam Drapczuk
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 Annual Report of NexGel, Inc. (the "Company") on Form 10-K for the period ending December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Adam Levy, Chief Executive Officer, certify to my knowledge and in my capacity as an officer of the Company, 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, as amended; and,

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Date: March 31, 2026

/s/ Adam Levy
Adam Levy
Chief Executive Officer
(Principal Executive Officer)

A certification furnished pursuant to this Item will not be deemed "filed" for purposes of section 18 of the Exchange Act (15 U.S.C. 78r), 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 or the Exchange Act, except to the extent that the small business issuer specifically incorporates it by reference.

Exhibit 32.2

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 Annual Report of NexGel, Inc. (the "Company") on Form 10-K for the period ending December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph F. McGuire, Chief Financial Officer, certify to my knowledge and in my capacity as an officer of the Company, 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, as amended; and,

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Date: March 31, 2026

/s/ Adam Drapczuk
Adam Drapczuk
Chief Financial Officer
(Principal Financial and Accounting Officer)

A certification furnished pursuant to this Item will not be deemed "filed" for purposes of section 18 of the Exchange Act (15 U.S.C. 78r), 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 or the Exchange Act, except to the extent that the small business issuer specifically incorporates it by reference.