UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2022

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: 001-39438

GEMINI THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**85-1612845**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
297 Boston Post Road #248, Wayland, MA[1]	**01778**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (617) 401-4400

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 $0.0001 per share	GMTX	The Nasdaq Global Market

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

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

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

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

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

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

As of April 29, 2022, the registrant had 43,227,159 shares of common stock, $0.0001 par value per share, outstanding.

[1]The Company does not currently maintain a physical headquarters but maintains a mailing address at 297 Boston Post Road #248, Wayland, MA 01778.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements relate to expectations for future financial performance, business strategies or expectations for our business. These forward-looking statements are based on information available as of the date of this report and our management's current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date. We do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. Specifically, forward-looking statements may include, but are not limited to, statements relating to or about:

- our plans and expectations regarding our strategic alternative review process and the timing and success of such process regarding a potential transaction;
- costs associated with our restructuring, and the savings benefits we except to receive from the restructuring;
- success in retaining, or changes required in, our current officers, key employees or directors;
- our public securities' potential liquidity and trading;
- the ability of our clinical trials and any available data therefrom to demonstrate acceptable safety and efficacy of our product candidates, including GEM103, our lead product candidate;
- the timing, progress and results of any clinical trials for GEM103 and our other product candidates, to the extent relevant, including statements regarding the timing of initiation and completion of studies or trials and related preparatory work,
- the period during which the results of the trials, if any, will become available, and our research and development programs;
- the timing, scope and likelihood of regulatory filings;
- our ability to obtain marketing approvals of our product candidates and to meet existing or future regulatory standards or comply with post-approval requirements, to the extent relevant;
- our expectations regarding the potential market size and the size of the patient populations for our product candidates, if approved for commercial use;
- our commercialization, marketing and manufacturing capabilities and strategy;
- our intellectual property position and expectations regarding our ability to obtain and maintain intellectual property protection;
- the impact of laws and government regulations;
- our competitive position and expectations regarding developments and projections relating to our competitors and any competing therapies that are or become available;
- developments and expectations regarding developments and projections relating to our competitors and industry;
- the loss of our executive, financial and strategic alternatives teams;
- our lack of profitability and, to the extent we continue to operate our business, the need for additional capital;
- our anticipated business related expenditures; and
- the outcome of any known and unknown litigation.

Other statements preceded by, followed by or that include the words “may,” “can,” “should,” “will,” “estimate,” “plan,” “project,” “forecast,” “intend,” “expect,” “anticipate,” “believe,” “seek,” “target” or similar expressions, or the negative of these terms, are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Any or all forward-looking statements may turn out to be incorrect. As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:

- the risk that any strategic alternative process disrupts current plans and operations;
- the ability to recognize the anticipated benefits of any strategic alternative process or a potential strategic transaction;
- costs related to the strategic alternative process or a potential strategic transaction;
- the risk that the loss of key employees disrupts our operations and our ability to achieve our plans and strategy;
- changes in applicable laws or regulations;
- the possibility that we may be adversely affected by other economic, geopolitical, business, and/or competitive factors; and
- other risks and uncertainties described under the section of our 2021 Annual Report on Form 10-K entitled “Risk Factors” and our other filings with the U.S. Securities and Exchange Commission (“SEC”).

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Gemini Therapeutics, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)
(In thousands, except share and per share amounts)

	March 31, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 119,064	$ 136,627
Restricted cash, current	323	223
Prepaid expenses and other current assets	4,681	3,250
Total current assets	124,068	140,100
Restricted cash, non-current	-	100
Other assets	217	237
Total assets	$ 124,285	$ 140,437
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 5,110	$ 2,950
Accrued expenses and other current liabilities	3,405	6,884
Term loan, current portion	4,159	5,000
Total current liabilities	12,674	14,834
Other liabilities	-	358
Term loan, net of current portion and discount	-	404
Total liabilities	12,674	15,596
Stockholders' equity:		
Preferred stock, $0.0001 par value; 10,000,000 shares authorized; no shares issued and outstanding as of March 31, 2022 and December 31, 2021	-	-
Common stock, $0.0001 par value; 250,000,000 shares authorized; 43,227,159 and 43,208,159 shares issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	4	4
Additional paid-in capital	311,528	309,527
Accumulated deficit	(199,921)	(184,690)
Total stockholders' equity	111,611	124,841
Total liabilities and stockholders' equity	$ 124,285	$ 140,437

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

Gemini Therapeutics, Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)
(In thousands, except share and per share amounts)

	Three Months Ended March 31,	
	2022	**2021**
Operating expenses:		
Research and development	$ 9,804	$ 11,786
General and administrative	5,373	4,704
Total operating expenses	15,177	16,490
Loss from operations	(15,177)	(16,490)
Other income (expense):		
Interest expense	(66)	(1,848)
Interest income	9	1
Loss on conversion of convertible notes	-	(711)
Other income	3	-
Net loss and comprehensive loss	$ (15,231)	$ (19,048)
Net loss per share, basic and diluted	$ (0.35)	$ (0.59)
Weighted average common shares outstanding, basic and diluted	43,212,803	32,027,161

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

Gemini Therapeutics, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(In thousands, except share amounts)

	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Old Gemini Common Stock		Common Stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at December 31, 2020 (as previously reported)	39,722,088	$ 47,113	24,790,938	$ 33,336	6,900,493	$ 7	-	$ -	$ 10,504	$ (112,821)	$ (102,310)
Retroactive application of the recapitalization due to the Business Combination (Note 2)	(39,722,088)	(47,113)	(24,790,938)	(33,336)	(6,900,493)	(7)	15,565,380	2	80,454	-	80,449
Balance at December 31, 2020, effect of Business Combination (Note 2)	-	-	-	-	-	-	15,565,380	2	90,958	(112,821)	(21,861)
Issuance of common stock upon Business Combination, net of issuance costs (Note 2)	-	-	-	-	-	-	25,041,150	2	195,880	-	195,882
Conversion of promissory notes (Note 2)	-	-	-	-	-	-	2,341,316	-	14,515	-	14,515
Issuance of common stock upon exercise of warrants (Note 2)	-	-	-	-	-	-	15,257	-	76	-	76
Vesting of restricted common stock	-	-	-	-	-	-	35,561	-	-	-	-
Issuance of common stock upon exercise of stock options	-	-	-	-	-	-	3,480	-	4	-	4
Stock-based compensation expense	-	-	-	-	-	-	-	-	1,593	-	1,593
Net loss	-	-	-	-	-	-	-	-	-	(19,048)	(19,048)
Balance at March 31, 2021	-	$ -	-	$ -	-	$ -	43,002,144	$ 4	$ 303,026	$ (131,869)	$ 171,161

	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Old Gemini Common Stock		Common Stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at December 31, 2021	-	$ -	-	$ -	-	$ -	43,208,159	$ 4	$ 309,527	$ (184,690)	$ 124,841
Issuance of common stock upon exercise of stock options	-	-	-	-	-	-	19,000	-	25	-	25
Stock-based compensation expense	-	-	-	-	-	-	-	-	1,976	-	1,976
Net loss	-	-	-	-	-	-	-	-	-	(15,231)	(15,231)
Balance at March 31, 2022	-	$ -	-	$ -	-	$ -	43,227,159	$ 4	$ 311,528	$ (199,921)	$ 111,611

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

Gemini Therapeutics, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Three Months Ended March 31,	
	2022	**2021**
Cash flows from operating activities:		
Net loss	$ (15,231)	$ (19,048)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	-	65
Stock-based compensation expense	1,976	1,593
Non-cash interest expense	36	188
Loss on conversion of convertible notes	-	711
Accretion of discount on convertible notes	-	1,600
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(1,430)	(3,057)
Deferred offering costs	-	1,341
Other assets	20	(225)
Accounts payable	2,159	2,173
Accrued expenses and other current liabilities	(3,868)	(348)
Net cash used in operating activities	(16,338)	(15,007)
Cash flows from financing activities:		
Proceeds from Business Combination, net	-	196,319
Proceeds from exercise of stock options	25	4
Principal payments on term loan	(1,250)	(833)
Net cash provided by (used in) financing activities	(1,225)	195,490
Increase (decrease) in cash, cash equivalents and restricted cash	(17,563)	180,483
Cash, cash equivalents and restricted cash at beginning of period	136,950	4,826
Cash, cash equivalents and restricted cash at end of period	$ 119,387	$ 185,309
Supplemental disclosure		
Cash paid for interest	$ 47	$ 60
Noncash financing activities		
Conversion of convertible notes to Series B preferred stock	$ -	$ 14,515
Exercise of warrants	$ -	$ 76
Unpaid issuance costs in accounts payable and accrued expenses and other current liabilities	$ -	$ 437

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

1. Nature of the business

Gemini Therapeutics, Inc. (the "Company" or "Gemini") is a clinical-stage precision medicine company developing novel therapeutic compounds to treat genetically defined, age-related macular degeneration. The Company was founded on March 3, 2015.

Unless the context otherwise requires, references in these notes to "Gemini", "the Company", "we", "us" and "our" and any related terms are intended to mean Gemini Therapeutics, Inc. and its consolidated subsidiary following the Business Combination (as defined below).

Since its inception, the Company has devoted substantially all its efforts and financial resources to organizing and staffing the Company, business planning, raising capital, discovering product candidates and securing related intellectual property rights and conducting research and development activities for its product candidates. In January 2022, the Company discontinued both of its Phase 2a clinical trials for GEM103. The Company's other product candidate, GEM307, is in the preclinical stage of development.

In February 2022, the Company announced a corporate restructuring and that it initiated a process to evaluate strategic alternatives. The Company expects to devote substantial time and resources to exploring strategic alternatives that its board of directors believes will maximize shareholder value. Despite devoting significant efforts to identify and evaluate potential strategic alternatives, there can be no assurance that this strategic review process will result in the Company pursuing any transaction or that any transaction, if pursued, will be completed on attractive terms or at all. The Company has not set a timetable for completion of this strategic review process, and its board of directors has not approved a definitive course of action. Additionally, there can be no assurances that any particular course of action, business arrangement or transaction, or series of transactions, will be pursued, successfully consummated or lead to increased stockholder value or that the Company will make any additional cash distributions to its stockholders.

On February 5, 2021 (the "Closing Date"), FS Development Corporation, a Delaware corporation ("FSDC"), consummated the previously announced business combination (the "Business Combination") pursuant to the terms of the Agreement and Plan of Merger, dated as of October 15, 2020 (as amended, supplemented or otherwise modified from time to time, the "Merger Agreement"), by and among Gemini Therapeutics, Inc., a Delaware corporation ("Old Gemini"), Shareholder Representative Services LLC, a Colorado limited liability company solely in its capacity as the representative, agent and attorney-in-fact of the Company Securityholders (the "Stockholders' Representative"), FSDC and FSG Merger Sub Inc., a Delaware corporation ("Merger Sub").

FSDC was incorporated in Delaware on June 25, 2020 and was formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

On the day prior to the Closing Date, Old Gemini changed its name to "Gemini Therapeutics Sub, Inc." Pursuant to the Merger Agreement, on the Closing Date, (i) FSDC changed its name to "Gemini Therapeutics, Inc." and (ii) Old Gemini merged with and into Merger Sub (the "Merger"), with Old Gemini as the surviving company in the Merger and, after giving effect to such Merger, Old Gemini becoming a wholly-owned subsidiary of Gemini. Upon the closing of the Business Combination, and pursuant to the terms of the Merger Agreement, the existing shareholders of Old Gemini exchanged their interests for shares of common stock of Gemini.

In connection with the Business Combination, certain investors purchased an aggregate of $95.1 million of the Company's Common Stock in a private placement of public equity (the "PIPE Financing"). Together with FSDC's cash resources and funding of the PIPE Financing, the Company received net proceeds of approximately $195.9 million.

For additional information on the Business Combination, please refer to Note 2, *Business Combination*, to these condensed consolidated financial statements.

The Company is subject to risks and uncertainties common to early-stage companies in the biotechnology industry, including, but not limited to, uncertainty of product development and commercialization, lack of marketing and sales history, development by its competitors of new technological innovations, dependence on key personnel, market acceptance of products, product liability, protection of proprietary technology, ability to raise additional financing, compliance with government regulations and the impact of the ongoing and evolving novel coronavirus disease ("COVID-19") pandemic. If the Company does not successfully commercialize any of its product candidates, it will be unable to generate recurring product revenue or achieve profitability.

The Company's product candidates will require significant additional research and development efforts, including extensive preclinical and clinical testing and regulatory approval prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel and infrastructure and extensive compliance-reporting capabilities. There can be no assurance that the Company's research and development will be successfully completed, that adequate protection for the Company's intellectual property will be

obtained, that any products developed will obtain necessary government regulatory approval or that any approved products will be commercially viable. Even if the Company's product development efforts are successful, it is uncertain when, if ever, the Company will generate significant revenue from product sales. The Company operates in an environment of rapid change in technology and is dependent upon the services of its employees, consultants, third-party contract research organizations and other third-party organizations.

Prior to the Business Combination, the Company primarily financed its operations through the sale of convertible preferred stock, borrowings under convertible promissory notes and borrowings under loan agreements. The Company believes that its $119.1 million of cash and cash equivalents as of March 31, 2022 will enable it to fund its planned operations for at least twelve months from the issuance date of these condensed consolidated financial statements, though the Company may raise additional capital through a combination of equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. Management's expectations with respect to its ability to fund current planned operations is based on estimates that are subject to risks and uncertainties. Its operating plan may change as a result of many factors currently unknown to management, and there can be no assurance that the current operating plan will be achieved in the time frame anticipated by the Company, and it may need to seek additional funds sooner than anticipated. Furthermore, the operating plan could materially change depending on the outcome of our ongoing strategic alternative review process, including to the extent we identify and enter into any potential strategic transaction. If adequate funds are not available to the Company on a timely basis, on acceptable terms or at all, management may be required to delay, limit, reduce or terminate certain of its research, product development or future commercialization efforts, obtain funds through arrangements with collaborators on terms unfavorable to the Company, or pursue merger or acquisition strategies, all of which could adversely affect the holdings or the rights of its stockholders.

Impact of the COVID-19 Pandemic

In March 2020, the World Health Organization declared the COVID-19 outbreak a pandemic. The ongoing COVID-19 pandemic and the increased prevalence of variants of the virus, and government measures taken in response, have had a significant impact, both direct and indirect, on businesses and commerce, as worker shortages have occurred; supply chains have been disrupted; facilities and production have been suspended; and demand for certain goods and services, such as medical services and supplies, has spiked, while demand for other goods and services, such as travel, has fallen. The ongoing COVID-19 pandemic and related impacts have resulted in and will likely continue to result in significant disruptions to the global economy and capital markets around the world. The Company cannot predict the future progression or full impact of the outbreak and its effects on the Company's business and operations.

The Company has not incurred impairment losses in the carrying values of its assets as a result of the ongoing COVID-19 pandemic, and it is not aware of any specific related event or circumstance that would require it to revise its estimates reflected in these condensed consolidated financial statements. Although the COVID-19 pandemic did not have a significant impact on the Company's condensed consolidated financial results in the first quarter of 2022, the full extent to which the ongoing COVID-19 pandemic may impact the Company's business, results of operations, financial condition and cash flows will depend on future developments that are highly uncertain, and the estimates of the impact on the Company's business may change based on new information that may emerge concerning COVID-19, including the duration of the pandemic, any potential subsequent waves or strains of COVID-19 infection, the effectiveness, distribution and acceptance of COVID-19 vaccines and the actions to contain it or treat its impact and the economic impact on local, regional, national and international markets.

2. Business Combination

On February 5, 2021, Old Gemini and FSDC completed the Business Combination pursuant to the Merger Agreement with Old Gemini surviving the merger as a wholly owned subsidiary of FSDC. Net proceeds from the Business Combination totaled approximately $195.9 million, which included funds held in FSDC's trust account and the completion of the concurrent PIPE Financing.

In accordance with the terms and subject to the conditions of the Merger Agreement, at the effective time of the Merger, (i) all shares of Old Gemini's Series B Preferred Stock (including shares of Series B Preferred Stock issued upon conversion of outstanding convertible promissory notes), Series A Preferred Stock and Common Stock (collectively, "Old Gemini Stock") issued and outstanding immediately prior to the effective time of the Merger, whether vested or unvested, were converted into the right to receive their pro rata portion of the 17,942,274 shares of FSDC Class A Common Stock (the "Common Stock") issued as Merger consideration (the "Merger Consideration"), provided that 2,150,000 shares of Common Stock are held in escrow for a period of 12 months from the Closing Date to satisfy any indemnification obligations of Old Gemini under the Merger Agreement; (ii) each option exercisable for Old Gemini Stock that was outstanding immediately prior to effective time of the Merger was assumed and continues in full force and effect on the same terms and conditions as were previously applicable to such options, subject to adjustments to exercise price and number of shares Common Stock issuable upon exercise based on the final conversion ratio calculated in accordance with the Merger Agreement, and (iii) 4,264,341 shares of Common Stock were reserved for issuance under the newly adopted 2021 Stock Option and Incentive Plan (the "2021 Plan").

The Company accounted for the Business Combination as a reverse recapitalization, which is the equivalent of Old Gemini issuing stock for the net assets of FSDC, accompanied by a recapitalization, with FSDC treated as the acquired company for accounting purposes. The determination of FSDC as the "acquired" company for accounting purposes was primarily based on the fact that subsequent to the Business Combination, shareholders of Old Gemini prior to the Business Combination have a majority of the voting power of the combined company, the operations of Old Gemini will comprise all of the ongoing operations of the combined entity, and Old Gemini's senior management will comprise all of the senior management of the combined company. The net assets of FSDC were stated at historical cost with no goodwill or other intangible assets recorded. Reported results from operations included herein prior to the Business Combination are those of Old Gemini. The shares and corresponding capital amounts and loss per share related to Old Gemini's outstanding convertible preferred stock and common stock prior to the Business Combination have been retroactively restated to reflect the conversion ratio established in the Merger Agreement (1.00 Old Gemini share for 0.2180 shares of the Company) (the "Conversion Ratio").

In connection with the Business Combination, the Company incurred equity issuance costs and other costs considered direct and incremental to the transaction totaling $21.0 million, consisting of legal, accounting, financial advisory and other professional fees. These amounts are reflected within additional paid-in capital in the condensed consolidated balance sheet as of March 31, 2022.

PIPE Financing

Concurrent with the execution of the Business Combination, the Company entered into subscription agreements with certain investors (the "PIPE Investors") pursuant to which the PIPE Investors subscribed for and purchased an aggregate of 9,506,000 shares of Common Stock for an aggregate purchase price of $95.1 million.

Summary of Net Proceeds

The following table summarizes the elements of the net proceeds from the Business Combination (in thousands):

Cash - FSDC Trust Account and cash (net of redemptions)	$	121,782
Cash - PIPE Financing		95,060
Less: Equity issuance costs and other costs paid		(20,960)
Net proceeds from the Business Combination	$	195,882

Summary of Shares Issued

The following table summarizes the number of shares of Common Stock outstanding immediately following the consummation of the Business Combination:

FSDC shares outstanding prior to the Business Combination	15,535,150
Shares issued pursuant to the PIPE Financing	9,506,000
Business Combination and PIPE Financing shares	25,041,150
Conversion of Old Gemini Series A preferred stock for common stock	8,657,869
Conversion of Old Gemini Series B preferred stock for common stock	7,744,785
Conversion of Old Gemini common stock for common stock	1,539,603
Issuance of common stock upon exercise of warrants	15,257
Total shares of the Company's common stock outstanding immediately following the Business Combination	42,998,664

3. Summary of Significant Accounting Policies

Basis of presentation

The accompanying unaudited condensed consolidated financial statements include those of the Company and its subsidiary, Gemini Therapeutics Sub, Inc., after elimination of all intercompany accounts and transactions. The accompanying unaudited condensed consolidated financial statements and notes hereto have been prepared in conformity with the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting and, therefore, omit or condense certain footnotes and other information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") as set forth in the Financial Accounting Standards Board's ("FASB"). Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Updates ("ASU") of the FASB.

In the opinion of management, all adjustments necessary for a fair statement of the financial information, which are of a normal and recurring nature, have been made for the interim periods reported. Results of operations for the three months ended March 31, 2022 and

2021 are not necessarily indicative of the results for the entire fiscal year or any other period. The condensed consolidated financial information for the three months ended March 31, 2022 and 2021 have been prepared on the same basis as and should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2021 included in the Company's Annual Report on Form 10-K as filed with the SEC on March 10, 2022.

As a result of the Business Combination, the shares and corresponding capital amounts and loss per share related to Old Gemini's outstanding convertible preferred stock and common stock prior to the Business Combination have been retroactively restated to reflect the Conversion Ratio established in the Merger Agreement. For additional information regarding the Business Combination, please refer to Note 2, *Business Combination*, to these condensed consolidated financial statements.

The significant accounting policies used in preparation of these unaudited condensed consolidated financial statements for the three months ended March 31, 2022 are consistent with those discussed in Note 3 to the consolidated financial statements in the Company's 2021 Annual Report on Form 10-K and are updated below as necessary.

Recently adopted accounting pronouncements

In February 2016, the FASB issued ASU No. 2016-02, *Leases* (*Topic 842*), *Amendments to the FASB Accounting Standards Codification (*"ASU 2016-02"), which replaces the existing guidance for leases. ASU 2016-02 requires the identification of arrangements that should be accounted for as leases by lessees. In general, for lease arrangements exceeding a twelve-month term, these arrangements must now be recognized as assets and liabilities on the balance sheet of the lessee. Under ASU 2016-02, a right-of-use asset and a lease liability will be recorded for all leases, whether operating or financing, while the income statement will reflect lease expense for operating leases and amortization/interest expense for financing leases. The balance sheet amount recorded for existing leases at the date of adoption of ASU 2016-02 must be calculated using the applicable incremental borrowing rate at the date of adoption. The Company adopted ASU 2016-02 on January 1, 2022 using the modified retrospective approach. The Company elected the package of practical expedients which allows entities to not reassess (i) whether an arrangement is or contains a lease, (ii) the classification of its leases, and (iii) the accounting for initial direct costs. Further, the Company elected, by class of underlying asset, the short-term lease exception for leases with terms of twelve months or less. In doing so, the Company did not recognize a lease liability or right-of-use asset on its consolidated balance sheets for such short-term leases. Finally, the Company elected, by class of underlying asset, the practical expedient to not separate lease and non-lease components. The Company terminated its lease agreement on December 31, 2021 for its office and laboratory space. The Company does not have any other leases within the scope of ASU 2016-02. Therefore, the adoption of ASU 2016-02 did not have an impact on the Company's condensed consolidated financial statements and related disclosures.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes* ("ASU 2019-12"), which is intended to simplify the accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. The Company adopted ASU 2019-12 on January 1, 2022. The adoption did not have a material effect on the Company's condensed consolidated financial statements.

In November 2021, the FASB issued ASU No. 2021-10, *Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance*. This standard increases the transparency of transactions with the government that are accounted for by applying a grant or contribution accounting model, and aims to reduce diversity that currently exists in the recognition, measurement, presentation, and disclosure of government assistance received by business entities due to the lack of specific authoritative guidance in GAAP. This standard requires an entity to provide information regarding the nature of the transaction with a government and the related accounting policy used to account for this transaction, the line item on the condensed consolidated balance sheet and condensed consolidated statement of operations and comprehensive loss that are affected by the transaction and the amounts applicable to each financial statement line item, and the significant terms and conditions of the transaction, including commitments and contingencies. The Company adopted ASU 2021-10 on January 1, 2022 using the prospective approach. The adoption did not have a material effect on the Company's condensed consolidated financial statements.

Use of estimates

The preparation of the unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant estimates contained within these financial statements include, but are not limited to, the accruals of research and development expenses, share-based awards utilized for stock-based compensation purposes and, prior to the Business Combination, the estimated fair value of the Company's common stock and warrant liability. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates, as there are changes in circumstances, facts and experience. Actual results may differ materially from those estimates or assumptions.

Restricted cash

Restricted cash amounted to $0.3 million as of March 31, 2022 and December 31, 2021, which consists of $0.1 million to collateralize the Company's credit card and $0.2 million to collateralize its irrevocable standby letter of credit for its facility lease arrangement. The letter of credit is in the name of the landlord and was required to fulfill lease requirements in the event the Company should default on its lease obligation. The facility lease arrangement was terminated on December 31, 2021.

A reconciliation of the cash and cash equivalents and restricted cash as presented in the Company's condensed consolidated balance sheets to the Company's condensed consolidated statements of cash flows is as follows (in thousands):

	March 31, 2022	December 31, 2021
Cash and cash equivalents	$ 119,064	$ 136,627
Restricted cash	323	323
Total cash, cash equivalents and restricted cash	$ 119,387	$ 136,950

Emerging growth company status

The Company qualifies as an "emerging growth company" ("EGC"), as defined in the Jumpstart Our Business Startups Act ("JOBS Act"), and may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not EGCs. The Company may take advantage of these exemptions until it is no longer an EGC under Section 107 of the JOBS Act, which provides that an EGC can take advantage of the extended transition period afforded by the JOBS Act for the implementation of new or revised accounting standards. The Company has elected to avail itself of the extended transition period and, therefore, while the Company is an EGC it will not be subject to new or revised accounting standards at the same time that they become applicable to other public companies that are not EGCs, unless it chooses to early adopt a new or revised accounting standard. As a result of this election, the condensed consolidated financial statements may not be comparable to companies that comply with public company FASB standards' effective dates.

4. Fair value measurements

The following tables present information about the Company's financial assets and liabilities measured at fair value (in thousands) on a recurring basis and indicate the level of the fair value hierarchy used to determine such fair values:

March 31, 2022	Level 1	Level 2	Level 3	Total
Assets				
Money market funds in cash and cash equivalents	$ 118,064	$ -	$ -	$ 118,064

December 31, 2021	Level 1	Level 2	Level 3	Total
Assets				
Money market funds in cash and cash equivalents	$ 135,631	$ -	$ -	$ 135,631

The values of cash equivalents are classified as Level 1 measurements under the fair value hierarchy as these assets have been valued using quoted market prices in active markets and do not have any restrictions on redemption. As of March 31, 2022 and December 31, 2021, cash equivalents were comprised of funds in money market accounts. There were no transfers or reclassifications between Level 1, Level 2 and Level 3 during the three months ended March 31, 2022.

5. Accrued expenses and other current liabilities

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

	March 31, 2022	December 31, 2021
Accrued payroll and benefits	$ 1,756	$ 2,603
Accrued external research and development	695	4,031
Accrued professional fees	565	233
End of term charge for Term Loan	376	-
Accrued interest	13	17
	$ 3,405	$ 6,884

6. Corporate restructuring

In October 2021, the Company announced a restructuring plan that resulted in a reduction of the Company's workforce by 11 positions, or approximately 26% of the Company's then workforce. A majority of these employees' separation from the Company occurred in mid-October 2021, and the remaining affected employees transitioned by the end of 2021. As a result, the Company incurred costs of $1.4 million during the year ended December 31, 2021 related to severance benefits for the affected employees.

In February 2022, the Company announced an additional restructuring plan to reduce the Company's operations to preserve financial resources, resulting in a reduction of the Company's workforce by up to 24 positions, or approximately 80% of the Company's then workforce, by the end of the second quarter of 2022. As a result, the Company incurred costs of $1.7 million during the three months ended March 31, 2022 related to severance benefits for the affected employees.

The severance benefits for both restructuring plans include severance payments, limited reimbursement of medical insurance premiums, outplacement services and other restructuring costs and expenses. Each affected employee's eligibility for the severance benefits is contingent upon such employee's execution (without revocation, as applicable) of a separation agreement, which includes a general release of claims against the Company. The October 2021 restructuring plan was completed by the end of 2021. The February 2022 restructuring plan is ongoing and expected to be completed by the end of the second quarter of 2022.

Of the $1.7 million in costs recognized related to the February 2022 restructuring plan, $1.0 million and $0.7 million have been charged to research and development and general and administrative expenses, respectively, in the accompanying condensed consolidated statement of operations and comprehensive loss for the three months ended March 31, 2022. During the three months ended March 31, 2022, the Company paid $1.1 million in severance benefits to separating employees related to the restructuring plans, with $0.9 million related to the October 2021 restructuring plan and $0.2 million related to the February 2022 restructuring. As of March 31, 2022 and December 31, 2021, unpaid severance costs of $1.5 million and $0.9 million, respectively, are included in accrued expenses and other current liabilities in the accompanying condensed consolidated balance sheet for each period.

7. Term loan

In February 2019, the Company entered into a term loan facility of up to $10.0 million (the "Term Loan") with Silicon Valley Bank ("SVB"). The proceeds were used for general corporate and working capital purposes. Concurrent with the Term Loan, the Company issued SVB warrants to purchase 15,257 shares of the Company's Series A preferred stock at an exercise price of $5.46. As of March 31, 2022 and December 31, 2021, the Company had $4.2 million and $5.4 million, respectively, in principal outstanding under the Term Loan.

The Term Loan is governed by a loan and security agreement, entered into in February 2019, between the Company and SVB (the "SVB Loan Agreement"). The SVB Loan Agreement provided for two separate tranches under which the Company could borrow. In April 2019, the Company borrowed $7.5 million under the first tranche, and in December 2019, the Company borrowed $2.5 million under the second tranche.

The Term Loan initially matured in July 2022 and accrues interest at a floating rate per annum equal to the greater of 3.75% or the prime rate minus 1.5% (2.0% as of March 31, 2022). The Term Loan initially provided for monthly interest-only payments until July 2020. Thereafter, payments are payable in equal monthly installments of principal, plus all accrued and unpaid interest. The Company may prepay the Term Loan in whole upon 5 days' prior written notice to SVB. Any such prepayment of the Term Loan is subject to a prepayment charge of 0.5% of the then outstanding principal balance. Amounts outstanding during an event of default are payable upon SVB's demand and will accrue interest at an additional rate of 5.0% per annum of the past due amount outstanding.

In April 2020, the Company entered into a deferral agreement with SVB to defer scheduled principal repayments on its Term Loan by six months. The deferral agreement was offered to the Company in connection with SVB's venture debt relief initiative, which was started due to the COVID-19 pandemic. The Company's first principal payment under its credit facility occurred in February 2021. The required monthly interest-only payment was not impacted by the deferral. The Term Loan's new maturity date is in January 2023. After considering the debt guidance in ASC 470, the Company concluded that it did not meet the indicators of a troubled debt restructuring and accounted for the deferral of principal payment as a debt modification. Since there were no fees paid to SVB in connection with the deferral agreement, the Company did not record any adjustments to the Company's condensed consolidated financial statements related to this deferral.

At the end of the loan term (whether at maturity, by prepayment in full or otherwise), the Company is required to pay a final end of term charge to SVB in the amount of 4.0% of the aggregate original principal amount advanced by SVB. The amount of the end of term charge is being accrued over the loan term as interest expense. As of March 31, 2022 and December 31, 2021, the Company had a liability related to the end of term charge of $0.4 million, which has been classified within accrued expenses and other current liabilities as of March 31, 2022 and other long-term liabilities as of December 31, 2021.

The SVB Loan Agreement includes a provision under which SVB may accelerate the scheduled maturities of the Term Loan under conditions that are not objectively determinable. The Company evaluated the likelihood of such acceleration and determined that it is not probable and classified the Term Loan on the balance sheet in accordance with the repayment schedule as of March 31, 2022.

As of March 31, 2022, scheduled principal payments for the Term Loan are as follows (in thousands):

Year Ending December 31,	
2022 (remaining nine months)	$ 3,750
2023	417
Total principal	4,167
Unamortized discounts	(8)
Carrying amount	4,159
Less current portion	(4,159)
Long-term portion	$ -

Interest expense was $0.1 million for each of the three months ended March 31, 2022 and 2021.

8. Convertible promissory notes

In August 2020, Old Gemini entered into a purchase agreement with various investors to issue $14.0 million in convertible promissory notes (the "Notes"). The Notes accrued simple interest at 8% per annum. The Company determined that a beneficial conversion feature ("BCF") existed and should be recognized on the issuance date. The Company recorded the Notes at the original issuance price, net of the BCF discount. The BCF discount was accreted to the face value of the Notes over the period from the issuance date until the maturity date, offset against interest expense.

The Notes served as a bridge loan prior to the PIPE Financing that was completed in connection with the closing of the Business Combination. The Notes were intended to automatically convert into shares of common stock issued in the PIPE Financing at a per share conversion price equal to the lowest per share price paid for such shares of common stock in the PIPE Financing. The Notes were amended to allow for the principal and interest to convert to shares of Series B preferred stock prior to the closing of the Business Combination. Accordingly, immediately prior to the closing of the Business Combination, the outstanding principal and interest under the Notes converted into 2,341,316 shares of Series B preferred stock at a per share conversion price of $6.1986, and the Notes liability was extinguished. The Company recorded a loss on conversion of convertible notes of $0.7 million for the difference between the reacquisition price of the Notes and the net carrying amount of the Notes in the condensed consolidated statements of operations and comprehensive loss for the three months ended March 31, 2021.

Interest expense was $0 and $1.7 million for the three months ended March 31, 2022 and 2021, respectively.

9. Stockholders' Equity

The condensed consolidated statement of stockholders' equity has been retroactively adjusted for all periods presented to reflect the Business Combination and reverse recapitalization as defined in Note 2, *Business Combination*.

Preferred Stock

Upon closing of the Business Combination and pursuant to the terms of the Company's Amended and Restated Certificate of Incorporation entered into on February 5, 2021 (the "Certificate of Incorporation"), the Company authorized 10,000,000 shares of preferred stock with a par value $0.0001 per share. The Company's board of directors has the authority, without further action by the stockholders, to issue such shares of preferred stock in one or more series, to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, voting, and other rights, preferences and privileges of the shares. There were no issued and outstanding shares of preferred stock as of March 31, 2022.

In connection with the closing of the Business Combination, all previously issued and outstanding Series A convertible preferred stock and Series B convertible preferred stock were exchanged for common stock of the Company pursuant to the Conversion Ratio established in the Merger Agreement. All fractional shares were rounded down.

Common Stock

Pursuant to the terms of the Company's Certificate of Incorporation, the Company authorized 250,000,000 shares of common stock with a par value of $0.0001 per share.

As discussed in Note 2, *Business Combination*, the Company has retroactively adjusted the shares issued and outstanding prior to February 5, 2021 to give effect to the Conversion Ratio established in the Merger Agreement to determine the number of shares of common stock into which they were converted.

Voting

Each share of common stock entitles the holder to one vote on all matters submitted to a vote of the Company's stockholders.

Dividends

Common stockholders are entitled to receive dividends, as may be declared by the board of directors. No dividends have been declared to date.

10. Equity incentive plans

2017 Old Gemini Equity Incentive Plan

Old Gemini's 2017 Stock Option and Grant Plan, as amended (the "2017 Plan"), provided for the Company to grant qualified incentive options, nonqualified options, stock grants and other stock-based awards to employees and non-employees to purchase the Company's common stock. The 2017 Plan was administered by the board of directors, or at the discretion of the board of directors, by a committee of the board of directors.

The exercise price for incentive options was determined at the discretion of the board of directors. All incentive options granted to any person possessing less than 10% of the total combined voting power of all classes of stock may not have an exercise price of less than 100% of the fair market value of the common stock on the grant date. All incentive options granted to any person possessing more than 10% of the total combined voting power of all classes of stock may not have an exercise price of less than 110% of the fair market value of the common stock on the grant date.

The option term for incentive awards may not be greater than ten years from the date of the grant. Incentive options granted to persons possessing more than 10% of the total combined voting power of all classes of stock may not have an option term of greater than five years from the date of the grant. The vesting period for equity-based awards under the 2017 Plan was determined at the discretion of the board of directors, which was generally four years. For awards granted to employees and non-employees with four-year vesting terms, 25% of the options vest on the first anniversary of the grant date and the remaining options vest equally each month for three years thereafter.

Upon completion of the Business Combination, the Company ceased granting awards under the 2017 Plan.

Conversion of Awards

Each Old Gemini option from the 2017 Plan and each option from Old Gemini's 2015 Stock Option and Grant Plan (the "2015 Plan") that was outstanding immediately prior to the Business Combination, whether vested or unvested, was converted into an option to purchase a number of shares of common stock (each such option, an "Exchanged Option") equal to the product (rounded down to the nearest whole number) of (i) the number of shares of Old Gemini common stock subject to such Old Gemini option immediately prior to the Business Combination and (ii) the Conversion Ratio, at an exercise price per share (rounded up to the nearest whole cent) equal to (A) the exercise price per share of such Old Gemini option immediately prior to the consummation of the Business Combination, divided by (B) the Conversion Ratio. Each Exchanged Option will continue to be governed by the same terms and conditions (including vesting and exercisability terms) as were applicable to the corresponding former Old Gemini option immediately prior to the consummation of the Business Combination. All stock option activity was retroactively restated to reflect the Exchanged Options.

As of the Closing Date, the 10,567,508 options and 163,157 restricted stock units ("RSUs") outstanding under the 2017 Plan and 2015 Plan were converted into 2,303,309 options and 35,561 RSUs, respectively, upon completion of the Business Combination after the effect of the Conversion Ratio. This effect of the Conversion Ratio has been retroactively adjusted throughout the Company's unaudited condensed consolidated financial statements.

2021 Gemini Equity Incentive Plan

In February 2021, FSDC's stockholders approved the 2021 Stock Option and Incentive Plan (the "2021 Plan"), pursuant to which 4,264,341 shares of common stock were reserved for issuance. The 2021 Plan provides for the Company to grant incentive stock options or nonqualified stock options for the purchase of common stock, stock appreciation rights, restricted stock awards, restricted stock units, unrestricted stock awards, cash-based awards and dividend equivalent rights to employees, officers, directors and consultants of Gemini. Incentive stock options may only be granted to employees. The 2021 Plan is administered by the plan administrator, which is the Compensation Committee of Gemini's board of directors, provided therein, which has discretionary authority, subject only to the express provisions of the 2021 Plan, to interpret the 2021 Plan; determine eligibility for and grant awards; determine form of settlement of awards (whether in cash, shares of stock, other property or a combination of the foregoing), determine, modify or waive the terms and conditions of any award; prescribe forms, rules and procedures; and otherwise do all things necessary to carry out the purposes of the 2021 Plan. The number of shares of common stock reserved for issuance under the 2021 Plan automatically increases on January 1 of each calendar year, starting on January 1, 2022 and continuing through January 1, 2031, in an amount equal to 4% of the total number of shares of the Company's capital stock outstanding on the last day of the calendar month before the date of each automatic increase, or a lesser number of shares determined by the Company's board of directors. Subject to this provision, the Company added 1,728,326 shares available for grant to the 2021 Plan effective January 1, 2022. As of March 31, 2022, 1,347,961 shares remained available for future issuance under the 2021 Plan.

The exercise price of each stock option granted under the 2021 Plan will be 100% of the fair market value of the underlying stock subject to the award, determined as of the date of the grant, or such higher amount as the plan administrator may determine in connection with

the grant, and the term of stock option may not be greater than ten years. The vesting and other restrictions are determined at the discretion of the plan administrator.

2021 Inducement Plan

In February 2021, the Company's board of directors approved the 2021 Inducement Plan. The 2021 Inducement Plan is a non-stockholder approved stock plan under which the Company grants equity awards to induce highly-qualified prospective officers and employees who are not currently employed by the Company to accept employment and provide them with a proprietary interest in the Company. The Company intends that the 2021 Inducement Plan be reserved for persons to whom the Company may issue securities without stockholder approval as an inducement pursuant to Rule 5635(c)(4) of the Marketplace Rules of the NASDAQ Stock Market, Inc. The 2021 Inducement Plan is administered by the board of directors or the Compensation Committee of the board, which determines the types of awards to be granted, including the number of shares subject to the awards, the exercise price and the vesting schedule. Awards granted under the 2021 Inducement Plan expire no later than ten years from the date of grant. As of March 31, 2022, 868,949 shares were available for issuance under the 2021 Inducement Plan.

2021 Employee Stock Purchase Plan

In July 2021, the Company's board of directors approved the 2021 Employee Stock Purchase Plan ("2021 ESPP"). The first offering period under the 2021 ESPP began on December 1, 2021. The Company has not yet issued any shares under the 2021 ESPP. The Company recorded $16 thousand of stock-based compensation expense related to the 2021 ESPP during the three months ended March 31, 2022. As of March 31, 2022, 430,551 shares remained available for future issuance under the 2021 ESPP. The number of shares of common stock reserved for issuance under the 2021 ESPP automatically increases on January 1 of each calendar year, starting on January 1, 2023 and continuing through January 1, 2031, in an amount equal to the least of (a) 1% of the total number of shares of the Company's capital stock outstanding on the last day of the calendar month before the date of each automatic increase, (b) 430,551 shares of common stock, or (c) such number of shares determined by the Company's board of directors.

Stock-based compensation expense

The Company recorded stock-based compensation expense in the following expense categories of its condensed consolidated statements of operations and comprehensive loss (in thousands):

	Three Months Ended March 31,	
	2022	**2021**
Research and development	$ 409	$ 656
General and administrative	1,567	937
Total stock-based compensation expense	$ 1,976	$ 1,593

11. Net loss per share

The following table summarizes the computation of basic and diluted net loss per share attributable to common stockholders of the Company (in thousands, except share and per share amounts):

	Three Months Ended March 31,	
	2022	**2021**
Net loss attributable to common stockholders	$ (15,231)	$ (19,048)
Weighted average common shares outstanding, basic and diluted	43,212,803	32,027,161
Net loss per share attributable to common stockholders, basic and diluted	$ (0.35)	$ (0.59)

The Company's unvested restricted common shares have been excluded from the computation of basic net loss per share attributable to common stockholders.

The Company's potentially dilutive securities, which include unvested restricted stock and common stock options outstanding, have been excluded from the computation of diluted net loss per share attributable to common stockholders as the effect would be to reduce the net loss per share attributable to common stockholders. Therefore, the weighted average number of common shares outstanding used to calculate both basic and diluted net loss per share attributable to common stockholders is the same. The Company excluded the

following potential common shares from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect:

	As of March 31,	
	2022	2021
Unvested restricted stock	1,347,449	-
Common stock options outstanding	5,404,684	5,602,935
	6,752,133	5,602,935

12. Commitments and contingencies

Commitments

The Company's long-term contractual obligations include commitments entered into in the normal course of business. The Company's most significant contracts relate to agreements with clinical research organizations ("CROs") for clinical trials and preclinical studies and clinical manufacturing organizations ("CMOs"), which the Company enters into in the normal course of business. The contracts with CROs and CMOs are generally cancellable, with notice, at the Company's option. The Company also has commitments related to debt obligations, license agreements and other purchase obligations.

License agreements

In April 2017, the Company entered into a Research Collaboration and License Agreement with Sanquin Blood Supply Foundation ("Sanquin") (the "2017 License Agreement") to develop antibodies that bind and enhance the activity of CFH. As consideration for the license, the Company paid a one-time, non-refundable upfront payment of $0.1 million. The 2017 License Agreement includes additional consideration upon the achievement of certain development and commercial milestones (i.e., once net sales targets exceed certain thresholds) totaling up to an aggregate amount of $29.0 million. Finally, the Company is required to make royalty payments of between 1.25% and 2.50% of net product sales if commercialization is achieved. On March 7, 2022, the Company entered into an amendment to the 2017 License Agreement (the "2022 Amendment") to clarify that certain patent rights directed to CFH potentiating antibodies are jointly owned by the Company and Sanquin. Under the 2022 Amendment, Sanquin granted the Company an exclusive (even as to Sanquin) royalty-bearing license, with the right to sublicense through multiple tiers, to the portion of these patent rights owned by Sanquin. The condensed consolidated financial statements as of March 31, 2022 do not include liabilities with respect to this agreement as the Company has not yet generated revenue and the achievement of certain milestones is not deemed probable.

In June 2018, the Company entered into a Cell Line License Agreement with Life Technologies Corporation (the "2018 License Agreement") to obtain non-exclusive use of 293 H cells in support of GEM-103 manufacturing activities. As consideration for the license, the Company paid a one-time, non-refundable, non-creditable initial license fee of $0.1 million. In addition, an annual non-refundable, non-creditable development fee of $0.1 million is due on each anniversary date. The 2018 License Agreement includes additional consideration of $0.3 million contingent upon future commercialization of each licensed product. The condensed consolidated financial statements as of March 31, 2022 do not include a liability with respect to the additional consideration under this agreement as the Company has not yet generated revenue.

In March 2019, the Company entered into a second Cell Line License Agreement with Life Technologies Corporation (the "2019 License Agreement") to obtain non-exclusive use of a CTS Viral Production cell line for producing genetically engineered adeno-associated virus particles to be used in human therapeutics. In October 2021, the Company terminated the 2019 License Agreement. As consideration for the license, the Company paid a one-time, non-refundable, non-creditable initial license fee of $0.1 million. In addition, an annual non-refundable, non-creditable development fee of $0.1 million was due on each anniversary date, beginning on the second anniversary date. The 2019 License Agreement included additional consideration of $0.4 million contingent upon future commercialization of each licensed product. The condensed consolidated financial statements as of March 31, 2022 do not include a liability with respect to the additional consideration under this agreement as the Company has not yet generated revenue.

In October 2018, the Company entered into a Master License Agreement with Avitide, Inc. (the "2018 Master License Agreement") to license, on an exclusive basis, certain of Avitide's affinity chromatography resins comprised of proprietary ligands for affinity purification of biopharmaceuticals. As consideration for the license, the Company paid an upfront license fee of $0.2 million. In addition, an annual license fee of $0.1 million is due on each anniversary date. The 2018 Master License Agreement includes additional consideration upon the achievement of certain development, commercial and sales milestones totaling up to $0.7 million, $2.2 million and $7.0 million, respectively. Finally, the Company is required to make royalty payments of 1.25% of net product sales if commercialization is achieved. The condensed consolidated financial statements as of March 31, 2022 do not include liabilities with respect to additional consideration under this agreement as the Company has not yet generated revenue and the achievement of certain milestones is not deemed probable.

In June 2019, the Company entered into a GPEx-Derived Cell Line Sale Agreement with Catalent Pharma Solutions, LLC (the "2019 Sale Agreement") to purchase all right, title and interest in and to the GPEx Cell Line. As consideration for the GPEx Cell Line, the

Company is required to make one-time milestone payments totaling up to $1.3 million in aggregate, as well as a contingent annual fee upon commercialization (1% of net sales, or $0.1 million, whichever is greater) and other fees after certain milestones are reached. Certain milestone payments may be waived if Catalent manufactures >50% of the total product required for the relevant clinical trial. The condensed consolidated financial statements as of March 31, 2022 do not include liabilities with respect to this agreement as the Company has not yet generated revenue and the achievement of certain milestones is not deemed probable.

Contingencies

Indemnification agreements

In the ordinary course of business, the Company may provide indemnification of varying scope and terms to vendors, lessors, business partners and other parties with respect to certain matters including, but not limited to, losses arising out of breach of such agreements or from intellectual property infringement claims made by third parties. In addition, the Company has entered into indemnification agreements with members of its board of directors and executive officers that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is, in many cases, unlimited. To date, the Company has not incurred any material costs as a result of such indemnifications. The Company is not aware of any indemnification arrangements could have a material effect on its financial position, results of operations or cash flows, and it has not accrued any liabilities related to such obligations in its condensed consolidated financial statements as of March 31, 2022.

Legal proceedings

From time to time, the Company may become involved in legal proceedings arising in the ordinary course of business. As of March 31, 2022, the Company was not a party to any material legal matters or claims.

13. Related party transactions

The Company engaged a firm managed by an executive of the Company for professional services related to accounting, finance and other administrative functions. For the three months ended March 31, 2022 and 2021, the costs incurred under this arrangement totaled $0 and $0.1 million, respectively, of which $0.1 million was recorded in stockholders' equity as a reduction to additional paid-in capital as a result of the Business Combination and $10 thousand was recorded as general and administrative expense in the accompanying condensed consolidated statements of operations and comprehensive loss for the three months ended March 31, 2021. There were no amounts owed under this arrangement as of March 31, 2022 and December 31, 2021. The executive of the Company associated with this firm resigned from the Company in February 2021.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q. Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business and related financing, includes forward-looking statements that involve risks and uncertainties. As a result of many factors, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

We are a clinical-stage precision medicine company developing novel therapeutic compounds to treat genetically defined, age-related macular degeneration ("AMD"). Our lead product candidate, GEM103, is a recombinant form of the human complement factor H protein ("CFH") and is designed to address complement hyperactivity and overall dysregulation caused by loss of function mutations thus restoring retinal health in patients with AMD. Native CFH serves multiple functions in maintaining retinal health, including regulating lipid metabolism in the retina, protecting the retina against lipid and protein by-products of oxidative stress, and regulating the complement system, which is part of the innate immune system. This multifaceted regulation plays an integral role in engagement and maintenance of complement-mediated immune responses that are involved in pathogen defense and cellular debris clearance.

In January 2022, we announced that we discontinued both of our Phase 2a clinical trials of GEM103, the ReGAtta study and the GEM103 as an Add-On to Anti-VEGF Therapy for the Treatment of Wet-AMD study.

In February 2022, we announced a corporate restructuring and that we have initiated a process to evaluate strategic alternatives. We expect to devote substantial time and resources to exploring strategic alternatives that our board of directors believes will maximize shareholder value. Despite devoting significant efforts to identify and evaluate potential strategic alternatives, there can be no assurance that this strategic review process will result in us pursuing any transaction or that any transaction, if pursued, will be completed on attractive terms or at all. We have not set a timetable for completion of this strategic review process, and our board of directors has not approved a definitive course of action. Additionally, there can be no assurances that any particular course of action, business arrangement or transaction, or series of transactions, will be pursued, successfully consummated or lead to increased stockholder value or that we will make any additional cash distributions to our stockholders.

Since inception in 2015, we have devoted substantially all our efforts and financial resources to organizing and staffing our company, business planning, raising capital, discovering product candidates and securing related intellectual property rights and conducting research and development activities for our product candidates. We do not have any products approved for sale, and we have not generated any revenue from product sales. We may never be able to develop or commercialize a marketable product.

To the extent we continue to pursue clinical development of GEM103 or any other product candidate, our ability to generate revenue from product sales sufficient to achieve profitability will depend heavily on the successful development and eventual commercialization of one or more of our product candidates. We have not yet successfully completed any pivotal clinical trials, nor have we obtained any regulatory approvals, manufactured a commercial-scale drug, or conducted sales and marketing activities.

We are also working to advance GEM307, that could be effective for treatment of systemic diseases, towards IND filing.

Recent developments

2022 Restructuring and Process to Evaluate Strategic Alternatives

On February 28, 2022, we announced a restructuring plan to reduce our operations to preserve financial resources, resulting in a reduction of our workforce by up to 24 positions, or approximately 80% of our then workforce, by the end of the second quarter of 2022. As a result, we incurred costs of $1.7 million related to severance benefits for the affected employees and other restructuring costs and expenses. The restructuring plan is expected to be completed by the end of the second quarter of 2022. Additionally, we have initiated a process to evaluate strategic alternatives in order to maximize shareholder value. There can be no assurance that this strategic review process will result in us pursuing any transaction or that any transaction, if pursued, will be completed on attractive terms or at all.

In addition, effective as of February 28, 2022, Georges Gemayel, Ph.D., our current Executive Chair, was appointed as interim President and Chief Executive Officer to succeed Jason Meyenburg, who transitioned from his roles as President, CEO and Director and continues to serve as an advisor to the Company. Dr. Gemayel continues to serve as the Chair of our Board.

COVID-19 pandemic

In March 2020, the World Health Organization declared the novel coronavirus ("COVID-19") outbreak a pandemic. The ongoing COVID-19 pandemic and the increased prevalence of variants of the virus, and government measures taken in response, have had a significant impact, both direct and indirect, on businesses and commerce, as worker shortages have occurred; supply chains have been disrupted; facilities and production have been suspended; and demand for certain goods and services, such as medical services and supplies, has spiked, while demand for other goods and services, such as travel, has fallen. The ongoing COVID-19 pandemic and related impacts have resulted in and will likely continue to result in significant disruptions to the global economy and capital markets around the world. We cannot predict the future progression or full impact of the outbreak and its effects on our business and operations.

We have not incurred impairment losses in the carrying values of our assets as a result of the ongoing COVID-19 pandemic, and we are not aware of any specific related event or circumstance that would require us to revise our estimates reflected in our condensed consolidated financial statements. Although the COVID-19 pandemic did not have a significant impact on our financial results in the first quarter of 2022, the full extent to which the ongoing COVID-19 pandemic may impact our business, results of operations, financial condition and cash flows will depend on future developments that are highly uncertain, and the estimates of the impact on our business may change based on new information that may emerge concerning COVID-19, including the duration of the pandemic, any potential subsequent waves or strains of COVID-19 infection, the effectiveness, distribution and acceptance of COVID-19 vaccines and the actions to contain it or treat its impact and the economic impact on local, regional, national and international markets.

Business Combination

On February 5, 2021, FSDC consummated a previously announced business combination pursuant to the terms of the Agreement and Plan of Merger, dated as of October 15, 2020 (as amended, supplemented or otherwise modified from time to time, the "Merger Agreement"), by and among Old Gemini, Stockholders' Representative, and Merger Sub (the "Business Combination").

FSDC was incorporated in Delaware on June 25, 2020 and was formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

On the day prior to the Closing Date, Old Gemini changed its name to "Gemini Therapeutics Sub, Inc." Pursuant to the Merger Agreement, on the Closing Date, (i) FSDC changed its name to "Gemini Therapeutics, Inc.", and (ii) Old Gemini merged with and into Merger Sub (the "Merger"), with Old Gemini as the surviving company in the Merger and, after giving effect to such Merger, Old Gemini becoming a wholly-owned subsidiary of Gemini. Upon the closing of the Business Combination, and pursuant to the terms of the Merger Agreement, the existing shareholders of Old Gemini exchanged their interests for shares of common stock of Gemini.

In connection with the Business Combination, certain investors purchased an aggregate of $95.1 million of our Common Stock in a private placement of public equity (the "PIPE Financing"). Together with FSDC's cash resources and funding of the PIPE Financing, we received net proceeds of approximately $195.9 million.

We accounted for the Business Combination as a reverse recapitalization, which is the equivalent of Old Gemini issuing stock for the net assets of FSDC, accompanied by a recapitalization, with FSDC treated as the acquired company for accounting purposes. The net assets of FSDC were stated at historical cost with no goodwill or other intangible assets recorded. Reported results from operations included herein prior to the Business Combination are those of Old Gemini. The shares and corresponding capital amounts and loss per share related to Old Gemini's outstanding convertible preferred stock and common stock prior to the Business Combination have been retroactively restated to reflect the conversion ratio established in the Merger Agreement (1.00 Old Gemini share for 0.2180 shares of our company (the "Conversion Ratio").

For additional information on the Business Combination, please read Note 2, *Business Combination*, to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Financial Operations Overview

Revenue

We have not generated any revenue since inception and do not expect to generate any revenue from the sale of products in the near future, if at all. If our development efforts were to continue and were successful and we were to commercialize any of our product candidates, or if we enter into collaboration or license agreements with third parties, we may generate revenue in the future from product sales, as well as upfront, milestone and royalty payments from such collaboration or license agreements, or a combination thereof.

Operating expenses

Research and development expenses

Research and development expenses consist primarily of costs incurred for research activities, including drug discovery efforts and the clinical development of our product candidates. We expense research and development costs as incurred, which include:

- expenses incurred to conduct the necessary preclinical studies and clinical trials required to obtain regulatory approval;
- expenses incurred under agreements with CROs that are primarily engaged in the oversight and conduct of our drug discovery efforts, preclinical studies, and clinical trials;
- expenses incurred under agreements with CMOs that are primarily engaged to provide preclinical and clinical drug substance and product for our research and development programs;
- other costs related to acquiring and manufacturing materials in connection with our drug discovery efforts and preclinical studies and clinical trial materials, including manufacturing validation batches, as well as investigative sites and consultants that conduct our clinical trials, preclinical studies and other scientific development services;
- payments made in cash or equity securities under third-party licensing, acquisition and option agreements;
- employee-related expenses, including salaries and benefits, travel and stock-based compensation expense for employees engaged in research and development functions; and
- costs related to comply with regulatory requirements.

We recognize external development costs as incurred. Any advance payments that we make for goods or services to be received in the future for use in research and development activities are recorded as prepaid expenses. Such amounts are expensed as the related goods are delivered or the related services are performed, or until it is no longer expected that the goods will be delivered or the services rendered. We estimate and accrue for the value of goods and services received from CROs, CMOs and other third parties each reporting period based on an evaluation of the progress to completion of specific tasks using information provided to us by our service providers. This process involves reviewing open contracts and purchase orders, communicating with our personnel to identify services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of actual costs.

We do not track our research and development expenses on a program-by-program basis. Our direct external research and development expenses consist primarily of external costs, such as fees paid to outside consultants, CROs, CMOs and research laboratories in connection with our preclinical development, process development, manufacturing and clinical development activities. We do not allocate employee costs, costs associated with our discovery efforts, laboratory supplies, and facilities, including depreciation or other indirect costs, to specific programs because these costs are deployed across multiple programs and, as such, are not separately classified. We use internal resources primarily to conduct our research and discovery as well as for managing our preclinical development, process development, manufacturing and clinical development activities. These employees work across multiple programs and, therefore, we do not track their costs by program.

Research and development activities have historically been central to our business model. We anticipate that our research and development expenses will decrease in 2022 compared to 2021 due to our planned reduced clinical efforts in 2022 and recent restructurings announced in connection with our exploration of strategic alternatives. If we were to continue to pursue development efforts and we believe a regulatory approval of a product candidate appears likely, we would anticipate an increase in payroll and other expenses as a result of our preparation of regulatory filings and precommercial activities.

At this time, we cannot reasonably estimate or know the nature, timing and costs of the efforts that would be necessary to complete the preclinical and clinical development of any of our product candidates or when, if ever, material net cash inflows may commence from any of our product candidates. The successful development and commercialization of any of our product candidates is highly uncertain. This uncertainty is due to the numerous risks and uncertainties associated with product development and commercialization, including the uncertainty of the following:

- the scope, progress, timing, outcome and costs of any continued preclinical development activities, clinical trials and other related development activities;
- delays, suspensions, or other setbacks or interruptions encountered, including as a result of the ongoing COVID-19 pandemic;

- establishing an appropriate safety and efficacy profile with any Investigational New Drug application ("IND") enabling studies and obtaining clearance for future IND applications;
- successful patient enrollment in and the initiation and completion of any clinical trials;
- the timing, receipt and terms of any marketing approvals from applicable regulatory authorities including the U.S. Food and Drug Administration ("FDA") and non-U.S. regulatory authorities;
- the extent of any required post-marketing approval commitments to applicable regulatory authorities;
- establishing clinical and commercial manufacturing capabilities or making arrangements with third-party manufacturers in order to ensure that we or our third-party manufacturers are able to make and scale our products successfully;
- development and timely delivery of clinical-grade and commercial-grade drug formulations that can be used in our clinical trials and for commercial launch;
- obtaining, maintaining, defending and enforcing patent claims and other intellectual property rights;
- significant and changing government regulation;
- launching commercial sales of our product candidates, if and when approved, whether alone or in collaboration with others; and
- maintaining a continued acceptable safety profile of our product candidates following approval, if any, of our product candidates.

A change in any of these variables with respect to any of our programs would significantly change the costs, timing and viability associated with that program.

General and administrative expenses

General and administrative expenses consist primarily of employee-related expenses, including salaries and related benefits, travel and stock-based compensation for personnel in executive, business development, finance, human resources, legal, information technology and administrative functions. General and administrative expenses also include insurance costs and professional fees for legal, patent, consulting, investor and public relations, accounting and audit services. We expense general and administrative costs as incurred.

We anticipate that our general and administrative expenses will decrease in 2022 as compared to 2021 due to recent restructurings implemented by the Company. If we were to continue product development efforts and at any point in the future we believe a regulatory approval of a product candidate appears likely, we would anticipate an increase in payroll and other expenses as a result of our preparation for commercial operations, especially as it relates to the sales and marketing of that product candidate. Additionally, depending on the outcome of our ongoing strategic alternative review process, including to the extent we identify and enter into any potential strategic transaction, there may be an increase in general and administrative expenses.

Other income (expense)

Interest expense

Interest expense consists of interest accrued on the Term Loan we entered into in February 2019 and, for the three months ended March 31, 2021, interest expense for the Notes, including the accretion of the beneficial conversion feature discount recognized on the issuance date of the Notes.

Interest income

Interest income consists of income earned on our cash, cash equivalents and restricted cash.

Loss on conversion of convertible notes

Immediately prior to the closing of the Business Combination, the outstanding principal and interest under the Notes converted into shares of Series B preferred stock, and we recorded other expense equal to the difference between the reacquisition price of the Notes and the net carrying amount of the Notes in the condensed consolidated statements of operations and comprehensive loss.

Provision for income taxes

We have not recorded any significant amounts related to income tax expense, we have not recognized any reserves related to uncertain tax positions, nor have we recorded any income tax benefits for the majority of our net losses we have incurred to date or for our research and development tax credits.

We account for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements or our tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statement carrying amounts and tax bases of existing assets and liabilities and for loss and credit carryforwards, which are measured using the enacted tax rates and laws in effect in the years in which the differences are expected to reverse. The realization of our deferred tax assets is dependent upon the generation of future taxable income, the amount and timing of which are uncertain. Valuation allowances are provided, if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. We continue to maintain a full valuation allowance against all of our net deferred tax assets based on our evaluation of all available evidence.

We file income tax returns in the U.S. federal tax jurisdiction and state jurisdictions and may become subject to income tax audit and adjustments by related tax authorities. Our tax return period for U.S. federal income taxes for the tax years since 2018 remain open to examination under the statute of limitations by the Internal Revenue Service and state jurisdictions. We record reserves for potential tax payments to various tax authorities related to uncertain tax positions, if any. The nature of uncertain tax positions is subject to significant judgment by management and subject to change, which may be substantial. These reserves are based on a determination of whether and how much a tax benefit taken by us in our tax filings or positions is more likely than not to be realized following the resolution of any potential contingencies related to the tax benefit. We develop our assessment of uncertain tax positions, and the associated cumulative probabilities, using internal expertise and assistance from third-party experts. As additional information becomes available, estimates are revised and refined. Differences between estimates and final settlement may occur resulting in additional tax expense. Potential interest and penalties associated with such uncertain tax positions is recorded as a component of our provision for income taxes. To date, no amounts are being presented as an uncertain tax position.

In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of state law, if a corporation undergoes an "ownership change," which is generally defined as a greater than 50% change, by value, in its equity ownership over a three-year period, the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes to offset its post-change income or taxes may be limited. We may experience ownership changes as a result of subsequent shifts in our stock ownership.

Results of operations

Comparison of the three months ended March 31, 2022 and 2021

The following table summarizes our results of operations for the three months ended March 31, 2022 and 2021 (*in thousands*):

	Three Months Ended March 31,		
	2022	2021	Change
Operating expenses:			
Research and development	$ 9,804	$ 11,786	$ (1,982)
General and administrative	5,373	4,704	669
Total operating expenses	15,177	16,490	(1,313)
Loss from operations	(15,177)	(16,490)	1,313
Other income (expense):			
Interest expense	(66)	(1,848)	1,782
Interest income	9	1	8
Loss on conversion of convertible notes	-	(711)	711
Other income	3	-	3
Net loss and comprehensive loss	$ (15,231)	$ (19,048)	$ 3,817

Research and development expenses

Research and development expenses were $9.8 million for the three months ended March 31, 2022, compared to $11.8 million for the three months ended March 31, 2021. The decrease of $2.0 million was primarily due to a decrease in external research costs related to the elimination of our lab space and a decrease in development costs related to lower clinical trial activities of GEM103. In addition,

research and development personnel costs were lower period over period, including stock-based compensation, due to a decrease in headcount in our research and development function in connection with the recent restructurings.

General and administrative expenses

General and administrative expenses were $5.4 million for the three months ended March 31, 2022, compared to $4.7 million for the three months ended March 31, 2021. The increase of $0.7 million was primarily due to higher personnel-related costs, including both severance benefits for the affected employees of the February 2022 restructuring plan and stock-based compensation.

Interest expense

Interest expense was $0.1 million for the three months ended March 31, 2022, compared to $1.8 million for the three months ended March 31, 2021. The decrease of $1.7 million is primarily due to accretion during the three months ended March 31, 2021 of the beneficial conversion feature discount recognized at the issuance date of the Notes in 2020.

Loss on conversion of convertible notes

The loss on conversion of convertible notes was $0 for the three months ended March 31, 2022, compared to $0.7 million for the three months ended March 31, 2021. The decrease reflects the difference between the reacquisition price of the Notes and the net carrying amount of the Notes at the time that the Notes converted into shares of Series B preferred stock immediately prior to the closing of the Business Combination.

Liquidity and capital resources

Sources of liquidity and capital

Since inception, we have not generated any revenue from any product sales or any other sources and have incurred significant operating losses and negative cash flows from our operations. We have not yet commercialized any of our product candidates and do not expect to generate revenue from sales of any product candidates for several years, if at all. Our net loss was $15.2 million for the three months ended March 31, 2022. As of March 31, 2022, we had an accumulated deficit of $199.9 million.

Prior to the Business Combination, we funded our operations primarily with proceeds from the sale of preferred stock, borrowings under convertible promissory notes and borrowings under loan agreements. In January 2020, we received gross proceeds of $20.1 million from the sale of our preferred stock. In August 2020, we received gross proceeds of $14.0 million from borrowings under convertible promissory notes. In February 2021, in connection with the Business Combination, we received net proceeds of $195.9 million.

As of March 31, 2022, we had cash and cash equivalents of $119.1 million. Continued cash generation is highly dependent on our ability to finance our operations through a combination of equity offerings, debt financings, collaboration arrangements and strategic transactions. However, our resource requirements could materially change depending on the outcome of our ongoing strategic alternative review process, including to the extent we identify and enter into any potential strategic transaction.

Until required for use in our business, we typically invest our cash in investments that are highly liquid, readily convertible to cash with original maturities of 90 days or less at the date of purchase. We attempt to minimize the risks related to our cash and cash equivalents by maintaining balances in accounts only with accredited financial institutions and, consequently, we do not believe we are subject to unusual credit risk beyond the normal credit risk associated with ordinary commercial banking relationships.

Cash flows

The following table summarizes our cash flows for the three months ended March 31, 2022 and 2021 (*in thousands*):

	Three Months Ended March 31,	
	2022	2021
Net cash used in operating activities	$ (16,338)	$ (15,007)
Net cash provided by (used in) financing activities	(1,225)	195,490
Net increase (decrease) in cash, cash equivalents and restricted cash	$ (17,563)	$ 180,483

Operating activities

We do not generate any cash inflows from our operating activities. Our cash flows from operating activities are significantly influenced by our use of cash for operating expenses and working capital requirements to support the business. We have historically experienced negative cash flows from operating activities as we invested in developing our platform, drug discovery efforts and related infrastructure.

During the three months ended March 31, 2022, we used cash in operating activities of $16.3 million, reflecting a net loss of $15.2 million and a net change of $3.1 million in our operating assets and liabilities, partially offset by non-cash charges of $2.0 million. The non-cash charges consist primarily of $2.0 million of stock-based compensation expense. The net change in our operating assets and liabilities was primarily due to an increase in prepaid expenses and other current currents and a decrease in accrued expenses and other current liabilities, partially offset by an increase in accounts payable.

During the three months ended March 31, 2021, we used cash in operating activities of $15.0 million, reflecting a net loss of $19.0 million, partially offset by non-cash charges of $4.2 million and a net change of $0.1 million in our operating assets and liabilities. The non-cash charges consist primarily of $1.6 million accretion of the discount on the Notes, $1.6 million of stock-based compensation expense, $0.7 million of expense related to the conversion of the Notes and $0.2 million of non-cash interest expense. The net change in our operating assets and liabilities was primarily due to an increase in prepaid expenses and other current currents, other assets and accounts payable, partially offset by a decrease in deferred offering costs and accrued expenses and other current liabilities.

Financing activities

During the three months ended March 31, 2022, net cash used in financing activities was $1.2 million, consisting primarily of principal payments made on our term loan.

During the three months ended March 31, 2021, net cash provided by financing activities was $195.5 million, consisting primarily of $196.3 million of net proceeds received from the Business Combination, partially offset by principal payments made on our term loan.

Funding requirements

Our primary use of cash is to fund operating expenses, primarily related to our research and development activities. However, our resource requirements could materially change depending on the outcome of our ongoing strategic alternative review process, including to the extent we identify and enter into any potential strategic transaction. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the change in our outstanding accounts payable, accrued expenses and prepaid expenses.

We currently expect our expenses to decrease in 2022 compared to 2021 due to our planned reduced clinical efforts in 2022 and the implementations of the restructurings announced in October 2021 and February 2022. To the extent we continue to pursue the development of our product candidates, the timing and amount of our operating expenditures will depend largely on our ability to:

- advance preclinical development of our early-stage programs and clinical trials of our product candidates;
- manufacture, or have manufactured on our behalf, including sourcing raw materials, our preclinical and clinical drug material and develop processes for late stage and commercial manufacturing;
- seek regulatory approvals for any product candidates that successfully complete clinical trials;
- establish a sales, marketing, medical affairs and distribution infrastructure to commercialize any product candidates for which we may obtain marketing approval and intend to commercialize on our own;
- maintain and protect our intellectual property portfolio;
- manage the costs of preparing, filing and prosecuting patent applications, maintaining and protecting our intellectual property rights, including enforcing and defending intellectual property related claims;
- manage the costs of operating as a public company; and
- realize the anticipated benefits of our restructuring plans.

Identifying potential product candidates and conducting preclinical studies and clinical trials is a time consuming, expensive and uncertain process that takes years to complete, and we may never generate the necessary data or results required to obtain marketing approval and achieve product sales. In addition, our product candidates, if approved, may not achieve commercial success. Our

commercial revenues, if any, would be derived from sales of products that we do not expect to be commercially available for many years, if ever. Accordingly, we will need to obtain substantial additional funds to achieve our business objectives.

As of March 31, 2022, we had cash and cash equivalents of $119.1 million. We believe that our cash and cash equivalents will enable us to fund our operating expenses and capital expenditure requirements through at least the next twelve months from the filing of this Quarterly Report on Form 10-Q. We have based this estimate on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we expect. However, our resource requirements could materially change depending on the outcome of our ongoing strategic alternative review process, including to the extent we identify and enter into any potential strategic transaction.

Until such time as we can generate substantial product revenue, if ever, and subject to our pursuit of a potential strategic transaction and the consummation of such potential transaction, we expect to finance our operations through a combination of equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, ownership interests will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making acquisitions or capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or drug candidates, or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce or terminate our research, product development or future commercialization efforts, or grant rights to develop and market drug candidates that we would otherwise prefer to develop and market ourselves.

Working capital

Because of the numerous risks and uncertainties associated with research, development and commercialization of pharmaceutical product candidates, we are unable to estimate the exact amount of our working capital requirements. Subject to our pursuit of a potential strategic transaction and the consummation of such potential transaction, our future funding requirements will depend on and could increase significantly as a result of many factors, including:

- the scope, progress, results and costs of researching and developing our product candidates, and conducting preclinical and clinical trials;
- the costs, timing and outcome of regulatory review of our product candidates;
- the costs, timing and ability to manufacture our product candidates to supply our clinical and preclinical development efforts and our clinical trials;
- the costs of future activities, including product sales, medical affairs, marketing, manufacturing and distribution, for any of our product candidates for which we receive marketing approval;
- the costs of raw materials and manufacturing commercial-grade product and necessary inventory to support commercial launch;
- the ability to receive additional non-dilutive funding, including grants from organizations and foundations;
- the revenue, if any, received from commercial sale of our products, should any of our product candidates receive marketing approval;
- the costs of preparing, filing and prosecuting patent applications, obtaining, maintaining, expanding and enforcing our intellectual property rights and defending intellectual property-related claims;
- our ability to establish and maintain collaborations and strategic alliances on favorable terms, if at all; and
- the extent to which we acquire or in-license other product candidates and technologies.

Contractual obligations and commitments

Term loan

In February 2019, we entered into a term loan facility of up to $10.0 million (the "Term Loan") with SVB. The proceeds were used for general corporate and working capital purposes. Concurrent with the Term Loan, we issued SVB warrants to purchase 15,257 shares of Old Gemini's Series A preferred stock at an exercise price of $5.46. At the closing of the Business Combination, these warrants were automatically exercised for 15,257 shares of our common stock. As of March 31, 2022 and December 31, 2021, we had $4.2 million and $5.4 million, respectively, in principal outstanding under the Term Loan.

The Term Loan is governed by a loan and security agreement, entered into in February 2019, between Gemini and SVB (the "SVB Loan Agreement"). The SVB Loan Agreement provided for two separate tranches under which we could borrow. In April 2019, we borrowed $7.5 million under the first tranche, and in December 2019, we borrowed $2.5 million under the second tranche.

The Term Loan matures in January 2023 and accrues interest at a floating rate per annum equal to the greater of 3.75% or the prime rate minus 1.5% (2.0% as of March 31, 2022). The Term Loan provides for monthly interest-only payments until February 2021. Thereafter, payments are payable in equal monthly installments of principal, plus all accrued and unpaid interest. We may prepay the Term Loan in whole upon 5 days' prior written notice to SVB. Any such prepayment of the Term Loan is subject to a prepayment charge of 0.5% of the then outstanding principal balance. Amounts outstanding during an event of default are payable upon SVB's demand and will accrue interest at an additional rate of 5.0% per annum of the past due amount outstanding.

In April 2020, we entered into a deferral agreement with SVB to defer scheduled principal repayments on its term loan by six months. The deferral agreement was offered in connection with SVB's venture debt relief initiative, which was started due to the COVID-19 pandemic. Our first principal payment under our credit facility occurred in February 2021. The required monthly interest-only payment was not impacted by the deferral. The Term Loan's new maturity date is January 2023.

At the end of the loan term (whether at maturity, by prepayment in full or otherwise), we are required to pay a final end of term charge to SVB in the amount of 4.0% of the aggregate original principal amount advanced by SVB.

Convertible promissory notes

In August 2020, we entered into a purchase agreement with existing investors to issue $14.0 million in convertible promissory notes, (the "Notes"). The Notes accrued simple interest at 8% per annum and matured in February 2021. The Notes served as a bridge loan prior to the PIPE Financing that was completed in connection with the closing of the Business Combination. The Notes were amended to allow for the principal and interest to convert to shares of Series B preferred stock prior to the closing of the Business Combination. Accordingly, immediately prior to the closing of the Business Combination, the outstanding principal and interest under the Notes converted into 2,341,316 shares of Series B preferred stock at a per share conversion price of $6.1986.

Contract research and manufacturing organizations

We enter into contracts in the normal course of business with CMOs, CROs and other third parties for the manufacture of our product candidates and to support clinical trials and preclinical research studies and testing. These contracts are generally cancelable at any time by us following a certain period of notice. Payments due upon cancellation consist only of payments for services provided or expenses incurred, including noncancelable obligations of our service providers, up to the date of cancellation. We recorded accrued expenses of approximately $0.7 million in our condensed consolidated balance sheet for expenditures incurred by CROs and CMOs as of March 31, 2022.

Critical accounting policies and significant judgments and estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). The preparation of our financial statements and related disclosures requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, costs and expenses. We base our estimates on historical experience, known trends and events and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions or conditions.

During the three months ended March 31, 2022, there were no material changes to our critical accounting policies as reported in our 2021 Annual Report on Form 10-K.

Recently issued accounting pronouncements

Refer to Note 3, *Summary of Significant Accounting Policies,* to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for information regarding recently issued accounting pronouncements.

Emerging growth company and smaller reporting company status

We are an "emerging growth company," as defined in the Jumpstart Our Business Startups Act of 2012 ("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. We may take advantage of these exemptions until we are no longer an emerging growth company under Section 107 of the JOBS Act, which provides that an emerging growth company can take advantage of the extended transition period afforded by the JOBS Act for the implementation of new or revised accounting standards. We have elected to avail ourselves of the extended transition period and, therefore, while we are an emerging growth company, we will not be subject to new or revised accounting standards at the same time that they become applicable to other public companies that are not emerging growth companies, unless we choose to early adopt a new or revised accounting standard. We will remain an emerging growth company until the earlier of (1) the last day of the fiscal year (a) following the fifth anniversary of the closing of our initial public offering, (b) in which we have total annual gross revenue of at least $1.07 billion, or (c) in which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non-affiliates exceeds $700 million as of the prior June 30th, and (2) the date on which we have issued more than $1.0 billion in non-convertible debt during the prior three-year period.

Additionally, we are a "smaller reporting company" as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company until the last day of the fiscal year in which (i) the market value of our common stock held by non-affiliates exceeds $250 million as of the prior June 30, or (ii) our annual revenues exceed $100 million during such completed fiscal year and the market value of our common stock held by non-affiliates exceeds $700 million as of the prior June 30.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and Item 10(f)(1) of Regulation S-K. As such, we are not required to provide the information set forth in this item.

Item 4. Controls and Procedures.

Managements' Evaluation of our Disclosure Controls and Procedures

As of March 31, 2022, our principal executive officer and principal financial officer, after evaluating the effectiveness of our "disclosure controls and procedures" (as defined in the Exchange Act Rule 13a-15(e) or Rule 15d-15(e)), with the participation of our management, have each concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective and were designed to ensure that information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure, and is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms. It should be noted that any system of controls is designed to provide reasonable, but not absolute, assurances that the system will achieve its stated goals under all reasonably foreseeable circumstances. Our principal executive officer and principal financial officer have each concluded that our disclosure controls and procedures as of March 31, 2022 are effective at a level that provides such reasonable assurances.

Changes in Internal Control Over Financial Reporting

There were no changes in internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the three months ended March 31, 2022 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

We are not currently subject to any material legal proceedings.

Item 1A. Risk Factors.

The matters discussed in this Quarterly Report on Form 10-Q include forward-looking statements that involve risks or uncertainties. These statements are neither promises nor guarantees, but are based on various assumptions by management regarding future circumstances, over many of which we have little or no control. A number of important risks and uncertainties, including those identified under the caption *"Risk Factors"* in Part I, Item 1A of our Annual Report on Form 10-K for the period ended December 31, 2021 and in subsequent filings, could cause our actual results to differ materially from those in the forward-looking statements. There are no material changes to the risk factors described in our Annual Report on Form 10-K for the period ended December 31, 2021. We may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC.

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

(a) Recent Sales of Unregistered Equity Securities and Use of Proceeds

None.

(b) Issuer Purchases of Equity Securities

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits **Registration No. 333-249785**

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation of Gemini Therapeutics, Inc. (incorporated by reference to Annex B to the Registrant's Proxy Statement/Prospectus on Form S-4 (Registration No. 333-249785)).
3.2	Amended and Restated By-laws of Gemini Therapeutics, Inc. (incorporated by reference to Annex C to the Registrant's Proxy Statement/Prospectus on Form S-4 (Registration No. 333-249785)).
4.1	Form of Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Form S-4/A (Registration No. 333-249785)).
4.2	Registration Rights Agreement, dated February 5, 2021, by and among Gemini Therapeutics, Inc. and the stockholder parties thereto (incorporated by reference to Exhibit 10.1 on Form 8-A12B/A filed on February 5, 2021).
4.3	Voting Agreement, dated February 5, 2021, by and among Gemini Therapeutics, Inc. and the other parties thereto (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on February 11, 2021).
10.1*	Advisory Agreement, dated as of April 15, 2022, by and between Gemini Therapeutics, Inc. and Dr. Samuel Barone.
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1+	Certifications pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

+ These certifications are being furnished solely to accompany this quarterly report pursuant to 18 U.S.C. Section 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

# Indicates management contract or compensatory plan.

SIGNATURES

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

GEMINI THERAPEUTICS, INC.

Date: May 6, 2022

By: /s/ Georges Gemayel

Dr. Georges Gemayel
Interim President and Chief Executive Officer
(Principal Executive Officer)

Date: May 6, 2022

By: /s/ Brian Piekos

Brian Piekos
Chief Financial Officer and Chief Business Officer
(Principal Financial Officer)

Exhibit 10.1

ADVISORY AGREEMENT

This Advisory Agreement (this "***Agreement***") is effective as of April 15, 2022 (the "***Effective Date***"), by and among Gemini Therapeutics Sub, Inc., a Delaware corporation, (the "***Company***"), Samuel Barone MD, Inc., a Florida corporation (the "***Advisor***"), and Sam Barone, M.D., in his individual capacity.

The Company desires to retain the services of the Advisor and the Advisor desires to perform certain services for the Company. In consideration of the mutual covenants and promises contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the parties agree as follows:

1. Services.

During the Term (as defined below) of this Agreement, the Advisor shall provide services to the Company in exchange for certain consideration, as described below.

1.1 Advisor's Services. The Advisor agrees to perform such consulting, advisory and related services to and for the Company as may be reasonably requested from time to time by the Company, including, but not limited to, the services specified on Exhibit A (the "***Services***"). The Advisor agrees to perform the Services on an as-needed basis, as requested by the Company, at such times and places as are mutually agreed upon by the Company and the Advisor. The Advisor shall use its best efforts, business judgment, and skill in rendering the Services. Advisor acknowledges and agrees that the Company is entering into this Agreement to retain Dr. Barone to perform the Services personally; therefore, Advisor shall not delegate the performance of the Services to other individuals without the written consent of the Company.

1.2 Consideration. As full compensation for the Advisor's Services provided under this Agreement, the Company shall pay the Advisor as set forth on Exhibit B. In addition, for the sake of clarity, and notwithstanding anything to the contrary in Section 2(a) of the Retention Agreement (as defined below), the Advisor's outstanding stock options and other stock-based awards subject to vesting shall continue to vest during the Term (as defined below) in accordance with the time limits and subject to the terms and conditions of the applicable equity award agreements and equity plan (the "***Equity Documents***").

1.3 Conflicts. Advisor represents and warrants that there exist no actual or potential conflicts of interest concerning the Services to be performed under this Agreement, and that if any potential conflicts of interest arise during the Term, the Advisor shall advise the Company immediately. All Services and related documentation in connection with this Agreement shall be kept completely separate from the Advisor's other consulting, employment or research activities (as applicable). Advisor will not use the funding, resources and facilities of any other third party, without the prior written consent of the Company, to perform Services hereunder.

1.4 Expenses. If the Advisor is requested to travel on behalf of the Company, all necessary, reasonable, and documented out-of-pocket expenditures incurred by the Advisor for travel shall be reimbursed by the Company. All such expenses shall be subject to pre-approval by the Company. The Company shall reimburse the Advisor's properly incurred expenses within thirty (30) days of receipt of the invoice with supporting documentation.

1.5 Independent Contractor Status. In providing the Services, the Advisor is acting in the capacity of an independent contractor and not as an employee or agent of the Company. The Advisor has no authority to enter into contracts that bind the Company or to create obligations on the part of the Company. Neither the Advisor nor the Advisor's employees or agents, if any, shall be entitled to participate in the Company's employee benefits programs.

1.6 Taxes; Benefits. The Advisor shall have full responsibility for applicable taxes for all compensation paid to the Advisor under this Agreement. To the extent that Advisor engages any employees or agents, Advisor shall be solely responsible for compliance with all applicable labor and employment laws and regulations.

1.7 Legal Compliance. The Advisor shall comply with all laws, rules, and regulations applicable to its activities in performing the Services.

2. Term and Termination.

2.1 Term. Unless terminated earlier as provided in this Agreement, or extended by the written agreement of both the Company and the Advisor, the term of this Agreement shall commence on the Effective Date and continue until June 30, 2022 (the "***Term***").

2.2 Termination. This Agreement may be terminated by either party fifteen (15) days after written notice to the other of intent to terminate. Notwithstanding the foregoing, the Company may immediately terminate this Agreement at any time if the Advisor breaches or threatens to breach any provision of this Agreement. Upon any early termination, the Advisor shall be paid within thirty (30) days of such termination for any portion of the Services provided and for any expenses properly incurred pursuant to Section 1.4 prior to such early termination.

3. Confidentiality.

3.1 Existing Obligations. The Advisor acknowledges and agrees that Dr. Barone has existing obligations to the Company, as set forth in the Retention Agreement, by and between Dr. Barone and Gemini Therapeutics, Inc. ("***Gemini***"), dated October 4, 2021 (the "***Retention Agreement***"), and any other confidentiality, assignment of inventions or other restrictive covenant agreement or obligation entered into by Dr. Barone and Gemini and/or the Company (collectively with the terms and conditions

set forth in the Retention Agreement and the obligations referred to herein, the "***Existing Obligations***"). The Advisor further acknowledges its relationship as an Advisor to the Company is one of high trust and confidence and in the course of performing the Services, Advisor will continue to have access to and contract with Proprietary Information (as defined in the Retention Agreement). Accordingly, the Advisor acknowledges and agrees that the Existing Obligations shall apply to its engagement hereunder and the Services provided pursuant to this Agreement.

3.2 Return of Property. Upon expiration or termination of this Agreement or at any other time upon request by the Company, the Advisor shall promptly deliver to the Company all records, files, memoranda, notes, designs, data, reports, drawings, plans, sketches, laboratory and research notebooks and other documents (and all copies or reproductions of such materials) relating to the Company and any other Company property in Advisor's possession, including the Company-owned laptop.

3.3 Notice Pursuant to Defend Trade Secrets Act. Notwithstanding any provision of this Agreement prohibiting the disclosure of trade secrets or other Proprietary Information, Advisor may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that (A) is made (i) in confidence to a federal, state or local government official, either directly or indirectly, or to an attorney, and (ii) solely for the purpose of reporting or investigating a suspected violation of law, or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

3.4 Third Party Agreements. The Advisor acknowledges that the Company from time to time may have agreements with other persons or with U.S. federal, state, or local government bodies, or agencies thereof, that impose obligations or restrictions on the Company regarding inventions made during the course of work under such agreements or regarding the confidential nature of such work. The Advisor agrees to be bound by all such obligations and restrictions that are known to Advisor and to take all action necessary to discharge the obligations of the Company under such agreements.

3.5 Destruction of Proprietary Information. If the Company issues a written request to the Advisor to destroy all Proprietary Information in the Advisor's possession, then within ten (10) days of such written request, the Advisor shall destroy all such Proprietary Information and shall certify in writing to the Company that such destruction has occurred.

4. Inventions and Company Intellectual Property.

4.1 All inventions, discoveries, data, technology, designs, creations, deliverables, documents, information, formulations, products, ideas, trade secrets, know-how, materials, processes, research, innovations and improvements (whether or not patentable, whether or not copyrightable, and whether or not registrable as a trademark or service mark), including all intellectual property rights therein, which

are made, conceived, reduced to practice, created, written, designed or developed by the Advisor, solely or jointly with others and whether during normal business hours or otherwise, that (i) are related to the Company, (ii) arising from or related to the performance of Services, or (iii) resulting or derived from Proprietary Information (collectively under clauses (i) through (iii), "***Inventions***"), shall be the sole property of the Company and shall be considered "works made for hire" within the meaning of the United States Copyright Act. The Company shall be the exclusive owner of all worldwide right, title and interest in and to such Inventions, including, but not limited to, all proprietary and intellectual property rights therein. To the extent any Invention may for any reason not be deemed a work made for hire, or to the extent any right, title or interest in or to such Invention, or any part thereof, may not by operation of law vest in the Company, then the Advisor hereby irrevocably assigns all right, title and interest worldwide in and to all Inventions and any and all related patents, copyrights, trademarks, trade names, and other industrial and intellectual property rights and applications therefor, to the Company and appoints any officer of the Company as the Advisor's duly authorized attorney to execute, file, prosecute and protect the same before any government agency, court or authority. The Advisor hereby waives all claims to moral rights in any Invention.

4.2 The Advisor agrees that if, in the course of performing the Services, the Advisor incorporates or intends to incorporate into any Invention developed under this Agreement any preexisting invention, improvement, development, concept, discovery or other proprietary information owned by the Advisor or in which the Advisor has an interest ("***Prior Inventions***"), (i) the Advisor will inform the Company, in writing before incorporating such Prior Inventions into any Invention, and (ii) the Company is hereby granted a nonexclusive, royalty-free, perpetual, irrevocable, transferable worldwide license with the right to grant and authorize sublicenses, to make, have made, modify, use, import, offer for sale, sell, reproduce, distribute, modify, adapt, prepare derivative works of, display, perform, and otherwise exploit such Prior Inventions, without restriction, including, without limitation, as part of or in connection with such Invention, and to practice any method related thereto. The Advisor will not incorporate any invention, improvement, development, concept, discovery or other proprietary information owned by any third party into any Invention without the Company's prior written permission.

4.3 Upon the request of the Company and at the Company's expense, the Advisor shall execute such further assignments, documents and other instruments as may be necessary or desirable to fully and completely assign all Inventions to the Company and to assist the Company in applying for, obtaining and enforcing patents or copyrights or other rights in the United States and in any foreign country with respect to any Invention.

4.4 The Advisor shall promptly disclose to the Company all Inventions and will maintain adequate and current written records (in the form of notes, sketches,

drawings and as may be specified by the Company) to document the conception and/or first actual reduction to practice of any Invention. Such written records shall be available to and remain the sole property of the Company at all times.

5. Other Obligations; Indemnification and Liabilities.

5.1 Other Obligations. The Advisor represents that the Advisor's retention as an Advisor with the Company and the Advisor's performance under this Agreement does not, and shall not, breach any agreement that obligates the Advisor to keep in confidence any trade secrets or confidential or proprietary information of the Advisor or of any other party or to refrain from competing, directly or indirectly, with the business of any other party. The Advisor shall not disclose to the Company any trade secrets or confidential or proprietary information of any other party. The Advisor represents and warrants that the Advisor will not incorporate into any deliverables provided to the Company any intellectual property that belongs to a third party, or otherwise use any intellectual property belonging to a third party in connection with providing the Services hereunder, in either case without the express, prior written approval of the Company.

6. Miscellaneous.

6.1 Entire Agreement. This Agreement, along with any exhibits to this Agreement, constitutes the entire agreement between the Company and the Advisor, and supersedes all previous oral or written agreements, regarding the Services to be provided to the Company by the Advisor; provided, however, this Agreement does not in any way merge with or supersede the Existing Obligations or other provisions of the Retention Agreement (including, without limitation, the surviving provisions of the Employment Agreement (as defined in the Retention Agreement) as set forth in the Retention Agreement) or the Equity Documents.

6.2 Remedies. The Advisor acknowledges that any breach of the provisions of Section 3 or Section 4 of this Agreement shall result in serious and irreparable injury to the Company for which the Company cannot be adequately compensated by monetary damages alone. The Advisor agrees, therefore, that, in addition to any other remedy it may have at law or in equity, the Company shall be entitled to enforce the specific performance of this Agreement by the Advisor and to seek both temporary and permanent injunctive relief (to the extent permitted by law) without the necessity of proving actual damages or posting security therefor.

6.3 Amendment and Waiver. Any term of this Agreement may be amended or waived only by a writing that specifically references this Agreement and that is executed by both parties. The failure to enforce any provision of this Agreement by a party shall not constitute a waiver of any term hereof by that party.

6.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts, excluding its body of law

controlling conflict of laws. Any legal action or proceeding arising under this Agreement will be brought exclusively in the federal or state courts located in Boston, Massachusetts and the parties irrevocably consent to the personal jurisdiction and venue therein.

6.5 Successors and Assigns. This Agreement shall be binding upon, and inure to the benefit of, both parties and their respective successors and assigns, including any corporation with which, or into which, the Company may be merged or which may succeed to its assets or business, provided, however, that the obligations of the Advisor are personal and shall not be assigned by the Advisor without the prior written consent of the Company.

6.6 Use of Other Names. Except as required by law, before either party uses the name of the other party or refers to the existence or terms of this Agreement in any publication or other public disclosure, it shall obtain prior written permission from the other party.

6.7 Notices. Any notices required or permitted hereunder shall be in writing and given to the appropriate party at the address specified above, or at such other address or addresses as either party shall designate to the other in accordance with this Section. A notice shall be deemed given upon personal delivery to the appropriate address, one business day after the date of transmission if sent by facsimile or electronic transmission (with confirmation of transmission), or one business day after the date of shipping if sent by an internationally recognized overnight courier. Any party may change its address for notification purposes, without amending this Agreement, upon advance written notice to the other party delivered in accordance with this paragraph.

6.8 Severability. If any provisions of this Agreement are held to be unenforceable under applicable law by a court of competent jurisdiction, the parties agree to renegotiate on a good faith basis the unenforceable provision. If the parties cannot reach a mutually agreeable and enforceable replacement for the unenforceable provision, then the unenforceable provision shall be severed and all remaining provisions shall continue in full force and effect.

6.9 Survival. Sections 1.6, 3, 4, 5, and 6 of this Agreement shall survive the expiration or termination of this Agreement.

6.10 Pronouns. Whenever the context may require, any pronouns used in this Agreement shall include the corresponding masculine, feminine or neuter forms, and the singular forms of nouns and pronouns shall include the plural, and vice versa.

6.11 Counterparts. This Agreement may be executed in two counterparts, each of which shall be deemed an original, and all of which together shall constitute one instrument. This Agreement may be executed via facsimile or any similar

electronic transmission device pursuant to which the signature of or on behalf of such party can be seen.

[*Signature Page Follows*]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the day and year set forth above.

GEMINI THERAPEUTICS SUB, INC. **SAMUEL BARONE M.D., INC.**

By: _/s/ Brian Piekos_____ _/s/ Samuel Barone_____
Name: Brian Piekos Name: Samuel Barone, M.D.
Title: Chief Financial Officer Title: President

Acknowledged and Agreed:

_/s/ Samuel Barone_____
Samuel Barone, M.D.

Exhibit A

Services

The Advisor shall provide the following Services:

- Provide advisory services with respect to clinical operations;
- Provide ad-hoc, on demand support to Executive Team and the Board of Directors.

Exhibit B

Advisory Fees

As compensation for Services described in Exhibit A, the Company will pay the Advisor a retainer fee equal to $5,000 per month for up to ten (10) hours of Services per month (the "***Retainer Hours***"); provided, that for any Services provided in excess of such Retainer Hours, the Company will pay the Advisor at the rate of $400 per hour.

The Advisor shall maintain a detailed accounting of hours worked and the Advisor shall invoice the Company once per each thirty (30)-day period beginning with the effective date for services provided. Compensation for invoiced services shall be payable by the Company within thirty (30) days of receipt of said invoice and supporting documentation.

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) / RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Georges Gemayel, Ph.D., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Gemini Therapeutics, Inc.;

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

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

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

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

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

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

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

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

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

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

Date: May 6, 2022

/s/ Georges Gemayel

Dr. Georges Gemayel
Interim President and Chief Executive Officer and Executive Chairman
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) / RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Brian Piekos, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Gemini Therapeutics, Inc.;

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

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

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

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

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

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

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

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

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

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

Date: May 6, 2022

/s/ Brian Piekos

Brian Piekos
Chief Financial Officer and Chief Business Officer
(Principal Financial Officer)

Exhibit 32.1*

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

In connection with the Quarterly Report of Gemini Therapeutics, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officers of the Company hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

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

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

Date: May 6, 2022

By: /s/ Georges Gemayel

Dr. Georges Gemayel
Interim President and Chief Executive Officer and Executive Chairman
(Principal Executive Officer)

Date: May 6, 2022

By: /s/ Brian Piekos

Brian Piekos
Chief Financial Officer and Chief Business Officer
(Principal Financial Officer)

* This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.