UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended February 29, 2020

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1933**

For the transition period from_____ to _____

Commission File Number: 000-49908

CYTODYN INC.
(Exact name of registrant as specified in its charter)

Delaware	**83-1887078**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer or Identification No.)**
1111 Main Street, Suite 660 Vancouver, Washington	**98660**
(Address of principal executive offices)	**(Zip Code)**

(Registrant's telephone number, including area code) (360) 980-8524

(Former name, former address and former fiscal year, if changed since last report)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
None.	**None.**	**None.**

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 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, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☐	Accelerated Filer	☒
Non-accelerated Filer	☐	Smaller Reporting Company	☒
		Emerging Growth Company	☐

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

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

On March 31, 2020, there were 482,174,407 shares outstanding of the registrant's $0.001 par value common stock.

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PART I

Item 1. Financial Statements.

CytoDyn Inc.
Consolidated Balance Sheets
(Unaudited)

	February 29, 2020 (unaudited)	May 31, 2019
Assets		
Current assets:		
Cash	$ 7,057,366	$ 2,612,910
Restricted cash	—	853,599
Inventories	15,895,589	—
Miscellaneous receivables	1,814	90,824
Prepaid expenses	551,107	107,211
Prepaid service fees	1,096,160	1,704,876
Total current assets	24,602,036	5,369,420
Operating lease right-of-use assets	205,428	—
Property, plant and equipment	57,517	29,251
Intangibles, net	13,952,955	15,475,454
Total assets	$ 38,817,936	$ 20,874,125
Liabilities and Stockholders' (Deficit) Equity		
Current liabilities:		
Accounts payable	$ 34,179,451	$ 16,239,434
Accrued liabilities and compensation	1,576,385	1,588,552
Accrued license fees	491,963	208,600
Accrued interest on convertible notes	155,915	212,777
Accrued dividends on convertible preferred stock	564,781	37,351
Convertible notes payable, net	3,916,479	3,586,035
Current portion of operating leases payable	119,072	—
Current portion of long-term convertible notes payable	—	4,200,000
Warrant tender offer proceeds held in trust	—	853,599
Total current liabilities	41,004,046	26,926,348
Long-term liabilities:		
Convertible notes payable, net	—	454,568
Operating lease liability	88,603	—
Derivative liability	2,108,398	2,407,269
Total long-term liabilities	2,197,001	2,861,837
Total liabilities	43,201,047	29,788,185
Commitments and Contingencies		
Stockholders' (Deficit) equity		
Preferred Stock, $0.001 par value; 5,000,000 shares authorized		
Series D convertible preferred stock, $0.001 par value; 11,737 authorized; 7,570 and 0 issued and outstanding at February 29, 2020 and May 31, 2019, respectively	8	—
Series C convertible preferred stock, $0.001 par value; 8,203 authorized; 8,203 and 3,246 issued and outstanding at February 29, 2020 and May 31, 2019, respectively	8	3
Series B convertible preferred stock, $0.001 par value; 400,000 shares authorized, 92,100 shares issued and outstanding at February 29, 2020 and May 31, 2019, respectively	92	92
Common stock, $0.001 par value; 700,000,000 shares authorized, 471,092,106 and 329,554,763 issued and 470,806,098 and 329,395,752 outstanding at February 29, 2020 and May 31, 2019, respectively	471,092	329,555
Additional paid-in capital	291,829,006	220,119,856
Accumulated (deficit)	(296,683,031)	(229,363,407)
Less: treasury stock, $.001 par value (286,008 and 159,011 shares at February 29, 2020 and May 31, 2019, respectively)	(286)	(159)
Total stockholders' (deficit)	(4,383,111)	(8,914,060)
Total liabilities and stockholders' (deficit) equity	$ 38,817,936	$ 20,874,125

See accompanying notes to unaudited consolidated financial statements.

CytoDyn Inc.
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Nine Months Ended	
	February 29, 2020	February 28, 2019	February 29, 2020	February 28, 2019
Operating expenses:				
General and administrative	$ 6,464,638	$ 3,345,179	$ 12,604,919	$ 8,005,346
Research and development	15,109,013	9,022,223	32,690,700	33,294,771
Amortization and depreciation	501,033	503,922	1,532,114	747,693
Total operating expenses	22,074,684	12,871,324	46,827,733	42,047,810
Operating loss	(22,074,684)	(12,871,324)	(46,827,733)	(42,047,810)
Other income	500,000	—	500,000	—
Interest income	3,304	19	4,830	2,021
Change in fair value of derivative liabilities	(2,933,725)	1,347,907	(2,105,227)	881,495
Interest expense:				
Finance charges	(61,269)	—	(1,618,922)	—
Amortization of discount on convertible notes	—	(559,383)	(1,469,625)	(676,917)
Amortization of debt issuance costs	—	(155,435)	(404,340)	(175,024)
Loss on extinguishment of convertible note	—	—	—	(1,519,603)
Inducement interest - warrant exercises and debt conversion	(5,163,110)	—	(7,876,124)	—
Interest on convertible note payable	(6,038,245)	(335,595)	(6,995,055)	(583,842)
Total interest expense	(11,262,624)	(1,050,413)	(18,364,066)	(2,955,386)
Loss before income taxes	(35,767,729)	(12,573,811)	(66,792,196)	(44,119,680)
Income tax benefit	—	—	—	2,826,919
Net loss	$ (35,767,729)	$ (12,573,811)	$ (66,792,196)	$ (41,292,761)
Basic and diluted loss per share	$ (0.08)	$ (0.04)	$ (0.17)	$ (0.16)
Basic and diluted weighted average common shares outstanding	432,112,458	295,637,023	396,641,363	257,491,288

See accompanying notes to unaudited consolidated financial statements.

CytoDyn Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended	
	February 29, 2020	February 28, 2019
Cash flows from operating activities:		
Net loss	$ (66,792,196)	$ (41,292,761)
Adjustments to reconcile net loss to net cash used by operating activities:		
Amortization and depreciation	1,532,114	747,693
Amortization of debt issuance costs	404,340	175,024
Amortization of discount on convertible notes	1,469,625	676,917
Inducement interest related to warrant exercise and debt conversion	7,876,124	—
Interest expense associated with accretion of convertible notes payable	6,615,146	283,442
Change in fair value of derivative liabilities	2,105,227	(881,495)
Stock-based compensation	4,345,508	2,891,548
Loss on extinguishment of convertible note	—	1,519,603
Deferred income tax benefit	—	(2,826,919)
Changes in current assets and liabilities:		
(Increase) in inventories	(15,895,589)	—
Decrease in miscellaneous receivables	89,010	—
Decrease (increase) in prepaid expenses	164,820	(1,525,956)
Increase (decrease) in accounts payable and accrued expenses	18,593,672	(720,889)
Net cash used in operating activities	(39,492,199)	(40,953,793)
Cash flows from investing activities:		
Furniture and equipment purchases	(37,881)	(3,182)
Net cash used in investing activities	(37,881)	(3,182)
Cash flows from financing activities:		
Proceeds from sale of common stock and warrants	12,665,799	29,836,826
Proceeds from sale of preferred stock	12,527,000	—
Proceeds from stock option excercises	53,875	—
Proceeds from warrant exercises	23,313,040	—
Principal paid on maturity of short-term convertible notes	(460,000)	—
Convertible note redemptions paid in cash	(1,725,000)	—
Exercise of option to repurchase shares held in escrow	(8,342)	—
Payment of bonuses and payroll taxes related to tender of common stock for income tax withholding	(88,568)	—
Release of funds held in trust for warrant tender offer	(853,599)	—
Proceeds from convertible note payable, net	—	15,460,000
Payment of debt issuance costs	—	(583,200)
Payment of offering costs	(2,303,268)	(3,394,467)
Net cash provided by financing activities	43,120,937	41,319,159
Net change in cash	3,590,857	362,184
Cash, beginning of period	3,466,509	1,231,445
Cash, end of period	$ 7,057,366	$ 1,593,629

See accompanying notes to unaudited consolidated financial statements.

CytoDyn Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended	
	February 29, 2020	February 28, 2019
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$ 8,689	$ —
Non-cash investing and financing transactions:		
Derivative liability associated with warrants	$ 2,404,098	$ —
Common stock issued for accrued bonus compensation	$ 154,552	$ —
Accrued dividends on Series D Convertible Preferred stock	$ 62,219	$ —
Common stock issued for services	$ 2,620	$ —
Accrued dividends on Series C Convertible Preferred stock	$ 465,209	$ —
Issuance of stock for note payable redemptions and conversions	$ 10,822,188	$ 455,000
Accrued interest converted into note payable	$ 153,876	$ 225,245
Common stock issued for acquisition of ProstaGene, LLC	$ —	$ 11,558,000
Beneficial conversion feature and fair value of warrant issued with note payable	$ —	$ 3,534,992
Debt discount associated with convertible notes payable	$ —	$ 3,059,159
Derivative liability associated with a convertible note payable	$ —	$ 2,750,006
Financing costs associated with placement agent warrants	$ —	$ 260,635
Common stock issued in connection with an employment agreeement	$ —	$ 8,342

See accompanying notes to unaudited consolidated financial statements.

CytoDyn Inc.
Consolidated Statement of Changes in Stockholders' (Deficit)/ Equity
(Unaudited)

	Preferred Stock		Common Stock		Treasury Stock	
	Shares	Amount	Shares	Amount	Shares	Amount
Balance May 31, 2019	95,346	$ 95	329,554,763	$329,555	159,011	$ (159)
First Quarter Fiscal Year Ended May 31, 2020						
Issuance of stock for note payable redemptions and conversions	—	—	3,014,181	3,015	—	—
Note conversion and extension fees	—	—	—	—	—	—
Proceeds from registered direct offering	—	—	5,639,500	5,640	—	—
Offering costs related to registered direct offering	—	—	—	—	—	—
Proceeds from warrant exercises	—	—	—	—	—	—
Relative fair market value associated with warrants exercised	—	—	—	—	—	—
Proceeds from public warrant tender offers	—	—	45,375,923	45,376	—	—
Offering costs related to public warrant tender offers	—	—	—	—	—	—
Inducement interest expense - tender offers and debt conversions	—	—	—	—	—	—
Proceeds from private warrant exchange	—	—	—	—	—	—
Offering costs related to private warrant exchange	—	—	—	—	—	—
Inducement interest expense - private warrant exchange	—	—	—	—	—	—
Proceeds from Series C Preferred offering	1,754	2	—	—	—	—
Offering costs related to Series C Preferred offering	—	—	—	—	—	—
Exercise of option to repurchase common stock	—	—	—	—	—	—
Dividends on Series C Preferred shares	—	—	—	—	—	—
Proceeds from Series D Preferred offering	—	—	—	—	—	—
Offering costs related to Series D Preferred offering	—	—	—	—	—	—
Dividends on Series D Preferred shares	—	—	—	—	—	—
Legal fees in connection with equity offerings	—	—	—	—	—	—
Stock issued for services	—	—	—	—	—	—
Stock issued for bonuses and tendered for income tax	—	—	—	—	—	—
Exercise of stock options	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	—	—
Net Loss August 31, 2019	—	—	—	—	—	—
Balance August 31, 2019	97,100	$ 97	383,584,367	$383,586	159,011	$ (159)
Second Quarter Fiscal Year Ended May 31, 2020						
Issuance of stock for note payable redemptions and conversions	—	—	2,270,151	2,269	—	—
Note conversion and extension fees	—	—	—	—	—	—
Proceeds from registered direct offering	—	—	13,460,833	13,461	—	—
Offering costs related to registered direct offering	—	—	—	—	—	—
Proceeds from warrant exercises	—	—	—	—	—	—
Relative fair market value associated with warrants exercised	—	—	—	—	—	—
Proceeds from public warrant tender offers	—	—	—	—	—	—
Offering costs related to public warrant tender offers	—	—	—	—	—	—
Inducement interest expense - tender offers and debt conversions	—	—	—	—	—	—
Proceeds from private warrant exchange	—	—	—	—	—	—
Offering costs related to private warrant exchange	—	—	—	—	—	—
Inducement interest expense - private warrant exchange	—	—	—	—	—	—
Proceeds from Series C Preferred offering	2,788	3	—	—	—	—
Offering costs related to Series C Preferred offering	—	—	—	—	—	—
Exercise of option to repurchase common stock	—	—	—	—	—	—
Dividends on Series C Preferred shares	—	—	—	—	—	—
Proceeds from Series D Preferred offering	—	—	—	—	—	—
Offering costs related to Series D Preferred offering	—	—	—	—	—	—
Dividends on Series D Preferred shares	—	—	—	—	—	—
Legal fees in connection with equity offerings	—	—	—	—	—	—
Stock issued for services	—	—	—	—	—	—
Stock issued for bonuses and tendered for income tax	—	—	—	—	—	—
Exercise of stock options	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	—	—
Net Loss November 30, 2019	—	—	—	—	—	—
Balance November 30, 2019	99,888	$ 100	399,315,351	$399,316	159,011	$ (159)

See accompanying notes to unaudited consolidated financial statements.

CytoDyn Inc.
Consolidated Statement of Changes in Stockholders' (Deficit) / Equity
(Unaudited)

	Preferred Stock		Common Stock		Treasury Stock	
	Shares	Amount	Shares	Amount	Shares	Amount
Third Quarter Fiscal Year Ended May 31, 2020						
Issuance of stock for note payable redemptions and conversions	—	—	17,682,895	17,683	—	—
Note conversion and extension fees	—	—	—	—	—	—
Proceeds from registered direct offering	—	—	19,755,761	19,756	—	—
Offering costs related to registered direct offering	—	—	—	—	—	—
Proceeds from warrant exercises	—	—	10,715,732	10,716	—	—
Relative fair market value associated with warrants exercised	—	—	—	—	—	—
Proceeds from public warrant tender offers	—	—	—	—	—	—
Offering costs related to public warrant tender offers	—	—	—	—	—	—
Inducement interest expense - tender offers and debt conversions	—	—	—	—	—	—
Proceeds from private warrant exchange	—	—	20,440,745	20,439	—	—
Offering costs related to private warrant exchange	—	—	—	—	—	—
Inducement interest expense - private warrant exchange	—	—	—	—	—	—
Proceeds from Series C Preferred offering	415	—	—	—	—	—
Offering costs related to Series C Preferred offering	—	—	—	—	—	—
Exercise of option to repurchase common stock	—	—	—	—	—	—
Dividends on Series C Preferred shares	—	—	—	—	—	—
Proceeds from Series D Preferred offering	7,570	8	—	—	—	—
Offering costs related to Series D Preferred offering	—	—	—	—	—	—
Dividends on Series D Preferred shares	—	—	—	—	—	—
Legal fees in connection with equity offerings	—	—	—	—	—	—
Stock issued for services	—	—	2,620,000	2,620	—	—
Stock issued for bonuses and tendered for income tax	—	—	379,880	380	126,997	(127)
Exercise of stock options	—	—	181,742	182	—	—
Stock-based compensation	—	—	—	—	—	—
Net Loss February 29, 2020	—	—	—	—	—	—
Balance February 29, 2020	107,873	$ 108	471,092,106	$471,092	286,008	$ (286)

See accompanying notes to unaudited consolidated financial statements.

CytoDyn Inc.
Consolidated Statement of Changes in Stockholders' (Deficit) / Equity
(Unaudited)

	Additional Paid-In Capital	Accumulated Deficit	Total	Fiscal Year To Date
Balance May 31, 2019	$220,119,856	$(229,363,407)	$ (8,914,060)	$ (8,914,060)
First Quarter Fiscal Year Ended May 31, 2020				
Issuance of stock for note payable redemptions and conversions	1,001,985	—	1,005,000	1,005,000
Note conversion and extension fees	—	—	—	—
Proceeds from registered direct offering	2,250,160	—	2,255,800	2,255,800
Offering costs related to registered direct offering	(260,208)	—	(260,208)	(260,208)
Proceeds from warrant exercises	—	—	—	—
Relative fair market value associated with warrants exercised	—	—	—	—
Proceeds from public warrant tender offers	11,854,884	—	11,900,260	11,900,260
Offering costs related to public warrant tender offers	(1,058,466)	—	(1,058,466)	(1,058,466)
Inducement interest expense - tender offers and debt conversions	2,430,514	—	2,430,514	2,430,514
Proceeds from private warrant exchange	—	—	—	—
Offering costs related to private warrant exchange	—	—	—	—
Inducement interest expense - private warrant exchange	—	—	—	—
Proceeds from Series C Preferred offering	1,753,998	—	1,754,000	1,754,000
Offering costs related to Series C Preferred offering	(197,460)	—	(197,460)	(197,460)
Exercise of option to repurchase common stock	—	—	—	—
Dividends on Series C Preferred shares	—	(110,826)	(110,826)	(110,826)
Proceeds from Series D Preferred offering	—	—	—	—
Offering costs related to Series D Preferred offering	—	—	—	—
Dividends on Series D Preferred shares	—	—	—	—
Legal fees in connection with equity offerings	(15,877)	—	(15,877)	(15,877)
Stock issued for services	—	—	—	—
Stock issued for bonuses and tendered for income tax	—	—	—	—
Exercise of stock options	—	—	—	—
Stock-based compensation	580,727	—	580,727	580,727
Net Loss August 31, 2019	—	(16,163,999)	(16,163,999)	(16,163,999)
Balance August 31, 2019	$238,460,113	$(245,638,232)	$ (6,794,595)	(6,794,595)
Second Quarter Fiscal Year Ended May 31, 2020				
Issuance of stock for note payable redemptions and conversions	737,690	—	739,959	1,744,959
Note conversion and extension fees	(216,800)	—	(216,800)	(216,800)
Proceeds from registered direct offering	4,396,039	—	4,409,500	6,665,300
Offering costs related to registered direct offering	(73,690)	—	(73,690)	(333,898)
Proceeds from warrant exercises	—	—	—	—
Relative fair market value associated with warrants exercised	—	—	—	—
Proceeds from public warrant tender offers	—	—	—	11,900,260
Offering costs related to public warrant tender offers	—	—	—	(1,058,466)
Inducement interest expense - tender offers and debt conversions	282,500	—	282,500	2,713,014
Proceeds from private warrant exchange	—	—	—	—
Offering costs related to private warrant exchange	—	—	—	—
Inducement interest expense - private warrant exchange	—	—	—	—
Proceeds from Series C Preferred offering	2,787,997	—	2,788,000	4,542,000
Offering costs related to Series C Preferred offering	(181,722)	—	(181,722)	(379,182)
Exercise of option to repurchase common stock	(8,342)	—	(8,342)	(8,342)
Dividends on Series C Preferred shares	—	(150,184)	(150,184)	(261,010)
Proceeds from Series D Preferred offering	—	—	—	—
Offering costs related to Series D Preferred offering	—	—	—	—
Dividends on Series D Preferred shares	—	—	—	—
Legal fees in connection with equity offerings	—	—	—	(15,877)
Stock issued for services	—	—	—	—
Stock issued for bonuses and tendered for income tax	—	—	—	—
Exercise of stock options	—	—	—	—
Stock-based compensation	434,245	—	434,245	1,014,972
Net Loss November 30, 2019	—	(14,860,468)	(14,860,468)	(31,024,467)
Balance November 30, 2019	246,618,030	$(260,648,884)	$(13,631,597)	$(13,631,597)

See accompanying notes to unaudited consolidated financial statements.

CytoDyn Inc.
Consolidated Statement of Changes in Stockholders' (Deficit) / Equity
(Unaudited)

	Additional Paid-In Capital	Accumulated Deficit	Total	Fiscal Year To Date
Third Quarter Fiscal Year Ended May 31, 2020				
Issuance of stock for note payable redemptions and conversions	9,059,546	—	9,077,229	10,822,188
Note conversion and extension fees	—	—	—	(216,800)
Proceeds from registered direct offering	5,980,743	—	6,000,499	12,665,799
Offering costs related to registered direct offering	(43,961)	—	(43,961)	(377,859)
Proceeds from warrant exercises	5,416,971	—	5,427,687	5,427,687
Relative fair market value associated with warrants exercised	2,404,098	—	2,404,098	2,404,098
Proceeds from public warrant tender offers	—	—	—	11,900,260
Offering costs related to public warrant tender offers	—	—	—	(1,058,466)
Inducement interest expense - tender offers and debt conversions	—	—	—	2,713,014
Proceeds from private warrant exchange	5,964,653	—	5,985,092	5,985,092
Offering costs related to private warrant exchange	(197,253)	—	(197,253)	(197,253)
Inducement interest expense - private warrant exchange	5,163,110	—	5,163,110	5,163,110
Proceeds from Series C Preferred offering	415,000	—	415,000	4,957,000
Offering costs related to Series C Preferred offering	(53,186)	—	(53,186)	(432,368)
Exercise of option to repurchase common stock	—	—	—	(8,342)
Dividends on Series C Preferred shares	—	(204,199)	(204,199)	(465,209)
Proceeds from Series D Preferred offering	7,569,992	—	7,570,000	7,570,000
Offering costs related to Series D Preferred offering	(4,645)	—	(4,645)	(4,645)
Dividends on Series D Preferred shares	—	(62,219)	(62,219)	(62,219)
Legal fees in connection with equity offerings	—	—	—	(15,877)
Stock issued for services	(2,620)	—	—	—
Stock issued for bonuses and tendered for income tax	154,299	—	154,552	154,552
Exercise of stock options	53,693	—	53,875	53,875
Stock-based compensation	3,330,536	—	3,330,536	4,345,508
Net Loss February 29, 2020	—	(35,767,729)	(35,767,729)	(66,792,196)
Balance February 29, 2020	$291,829,006	$(296,683,031)	$ (4,383,111)	$ (4,383,111)

See accompanying notes to unaudited consolidated financial statements.

Note 1 – Organization

CytoDyn Inc. (the "Company") was originally incorporated under the laws of Colorado on May 2, 2002 under the name RexRay Corporation (its previous name) and, effective August 27, 2015, reincorporated under the laws of Delaware. The Company is a late-stage biotechnology company developing innovative treatments for multiple therapeutic indications based on leronlimab, a novel humanized monoclonal antibody targeting the CCR5 receptor. Leronlimab is in a class of therapeutic monoclonal antibodies designed to address unmet medical needs in the areas of Human Immunodeficiency Virus ("HIV"), Cancer, and Immunology.

With respect to HIV, the CCR5 receptor appears to play a key role in the ability of HIV to enter and infect healthyT-cells. The Company's lead product candidate, leronlimab, belongs to a class of HIV therapies known as entry inhibitors. These therapies block HIV from entering into and infecting certain cells.

With respect to Cancer and Immunology, the CCR5 receptor also appears to be implicated in human metastasis and in immune-mediated illnesses such as triple-negative breast cancer, other metastatic solid tumor cancers, graft-vs-host disease ("GvHD"), and Non-Alcoholic Steatohepatitis ("NASH").

More recently, the Company is expanding the clinical focus with leronlimab to include evaluating its effectiveness in multiple other autoimmune indications where CCR antagonism has shown initial promise, as well as the novel coronavirus disease ("COVID-19"). The Company targets leronlimab treatment as a therapy for patients who experience respiratory complications as a result of contracting COVID-19. The Company believes that leronlimab provides therapeutic benefit by enhancing the immune response while mitigating the "cytokine storm" that leads to morbidity and mortality in patients experiencing this syndrome.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and reflect all adjustments, which consist solely of normal recurring adjustments, needed to fairly present the financial results for these periods. The consolidated financial statements and notes thereto are presented as prescribed by Form 10-Q. Accordingly, certain information and note disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been omitted. The accompanying consolidated financial statements should be read in conjunction with the financial statements for the fiscal years ended May 31, 2019 and 2018 and notes thereto in the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2019, filed with the Securities and Exchange Commission ("SEC") on August 14, 2019. Operating results for the three and nine months ended February 29, 2020 are not necessarily indicative of the results that may be expected for the entire year. In the opinion of management, all adjustments have been made, which consist only of normal recurring adjustments necessary for a fair statement of (a) the results of operations for the three and nine months ended February 29, 2020 and February 28, 2019, (b) the financial position at February 29, 2020 and (c) cash flows for the nine month periods ended February 29, 2020 and February 28, 2019.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, CytoDyn Operations Inc., Advanced Genetic Technologies, Inc. ("AGTI") and CytoDyn Veterinary Medicine LLC ("CVM"), of which both AGTI and CVM are dormant entities. All intercompany transactions and balances are eliminated in consolidation.

Reclassifications

Certain prior year amounts shown in the accompanying consolidated financial statements have been reclassified to conform to the 2020 presentation. These reclassifications did not have any effect on total current assets, total assets, total current liabilities, total liabilities, total stockholders' (deficit) equity, net loss, or loss per share.

Going Concern

The consolidated accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying consolidated financial statements, the Company had losses for all periods presented. The Company incurred a net loss of $66,792,196 for the nine months ended February 29, 2020 and has an accumulated deficit of $296,683,031 as of February 29, 2020. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern.

The consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to obtain additional operating capital, complete development of its product candidate, obtain U.S. Food & Drug Administration ("FDA") approval, outsource manufacturing of the product candidate, and achieve initial revenues and attain profitability. The Company is currently engaging in significant research and development ("R&D") activities related to its product candidate for multiple indications, and expects to incur significant R&D expenses in the future primarily related to its clinical trials. These R&D activities are subject to significant risks and uncertainties. The Company intends to finance its future development activities and its working capital needs largely from the sale of equity and debt securities, combined with additional funding from other traditional and non-traditional sources. There can be no assurance, however, that the Company will be successful in these endeavors.

Use of Estimates

The preparation of the consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash

Cash is maintained at federally insured financial institutions and, at times, balances may exceed federally insured limits. The Company has never experienced any losses related to these balances. Balances in excess of federally insured limits at February 29, 2020 and May 31, 2019 approximated $7.1 million and $3.3 million, respectively.

Identified Intangible Assets

The Company follows the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350 "Intangibles-Goodwill and Other", which establishes accounting standards for the impairment of long-lived assets such as intangible assets subject to amortization. The Company reviews long-lived assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If the sum of the undiscounted expected future cash flows over the remaining useful life of a long-lived asset group is less than its carrying value, the asset is considered impaired. Impairment losses are measured as the amount by which the carrying amount of the asset group exceeds the fair value of the asset. There were no impairment charges for the nine months ended February 29, 2020 and February 28, 2019. The value of the Company's patents, as discussed in Notes 8 and 10, would be significantly impaired by any adverse developments as they relate to the clinical trials pursuant to the patents acquired.

Research and Development

R&D costs are expensed as incurred. Clinical trial costs incurred through third parties are expensed as the contracted work is performed. Where contingent milestone payments are due to third parties under R&D collaboration arrangements or other contractual agreements, the milestone payment obligations are expensed when the milestone conditions are probable and the amount of payment is reasonably estimable.

Inventories

The Company values inventory at the lower of cost or net realizable value using the average cost method. Inventories currently consist solely of specialized raw materials to be used for commercial production of the Company's biologic, leronlimab, which is awaiting regulatory approval. Inventory purchased in preparation for product launches is evaluated for recoverability by considering the likelihood that revenue will be obtained from the future sale of the related inventory, in light of the status of the product within the regulatory approval process.

The Company evaluates its inventory levels on a quarterly basis and writes down inventory that has become obsolete, or has a cost in excess of its expected net realizable value, and inventory quantities in excess of expected requirements. In assessing the lower of cost or net realizable value to pre-launch inventory, the Company relies on independent analysis provided by a third party knowledgeable of the range of likely commercial prices comparable to current comparable commercial product.

Inventories Procured or Produced in Preparation for Product Launches

The Company capitalizes inventories procured or produced in preparation for product launches sufficient to support estimated initial market demand. Typically, capitalization of such inventory begins when the results of clinical trials have reached a status sufficient to support regulatory approval, uncertainties regarding ultimate regulatory approval have been significantly reduced and the Company has determined it is probable that these capitalized costs will provide some future economic benefit in excess of capitalized costs. The material factors considered by the Company in evaluating these uncertainties include the receipt and analysis of positive Phase III clinical trial results for the underlying product candidate, results from meetings with the relevant regulatory authorities prior to the filing of regulatory applications, and the compilation of the regulatory application. The Company closely monitors the status of the product within the regulatory review and approval process, including all relevant communication with regulatory authorities. If the Company is aware of any specific material risks or contingencies other than the normal regulatory review and approval process or if there are any specific issues identified relating to safety, efficacy, manufacturing, marketing or labeling, the related inventory may no longer qualify for capitalization.

For inventories capitalized in preparation for product launch, anticipated future sales, shelf lives, and expected approval date are taken into account when evaluating realizability. The shelf-life of a product is determined as part of the regulatory approval process; however, in assessing whether to capitalize pre-launch inventory, the Company considers the product stability data of all of the pre-approval inventory procured or produced to date to determine whether it has an adequate shelf life.

Fair Value of Financial Instruments

Fair Value Hierarchy

The three levels of inputs that may be used to measure fair value are as follows:

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

Level 2. Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data for substantially the full term of the assets or liabilities. Level 2 inputs also include non-binding market consensus prices that can be corroborated with observable market data, as well as quoted prices that were adjusted for security-specific restrictions.

Level 3. Unobservable inputs to the valuation methodology are significant to the measurement of the fair value of assets or liabilities. These Level 3 inputs also include non-binding market consensus prices or non-binding broker quotes that the Company was unable to corroborate with observable market data.

Liabilities measured at fair value on a recurring basis by level within the fair value hierarchy as of February 29, 2020 and May 31, 2019 is as follows:

	Fair Value Measurement at February 29, 2020 (1)		Fair Value Measurement at May 31, 2019 (1)	
	Using Level 3	Total	Using Level 3	Total
Liabilities:				
Derivative liability—convertible note redemption provision	$ —	$ —	$2,005,137	$2,005,137
Derivative liability—warrants	2,108,398	2,108,398	402,132	402,132
Total liability	$2,108,398	$2,108,398	$2,407,269	$2,407,269

(1) The Company did not have any assets or liabilities measured at fair value using Level 1 or 2 of the fair value hierarchy as of February 29, 2020 and May 31, 2019.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurements. These instruments are not quoted on an active market. The Company uses a Binomial Lattice Model to estimate the value of the warrant derivative liability and a Monte Carlo Simulation to value the derivative liability of the redemption provision within a convertible promissory note. These valuation models were used because management believes they reflect all the assumptions that market participants would likely consider in negotiating the transfer of the instruments. The Company's derivative liabilities are classified within Level 3 of the fair value hierarchy because certain unobservable inputs were used in the valuation models.

The following is a reconciliation of the beginning and ending balances for liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the nine months ended February 29, 2020, and the year ended May 31, 2019:

Investor warrants issued with registered direct equity offering	$ 4,360,000
Placement agent warrants issued with registered direct equity offering	819,200
Fair value adjustments	(3,855,468)
Balance at May 31, 2018	1,323,732
Inception date value of redemption provisions	2,750,006
Fair value adjustments—warrants	(744,869)
Fair value adjustments—convertible notes	(921,600)
Balance at May 31, 2019	$ 2,407,269
Fair value adjustments—warrants	4,110,363
Exercises —warrants	(2,404,097)
Redemptions—convertible notes	(2,005,137)
Balance at February 29, 2020	$ 2,108,398

Operating Leases

Effective June 1, 2019, the Company now determines whether an arrangement is considered a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, other current liabilities, and operating lease liabilities on its consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives and initial direct costs incurred. The Company's lease terms do not include options to extend or terminate the lease as it is not reasonably certain that it will exercise these options. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. The Company has lease agreements with lease and non-lease components, which are generally accounted for separately.

Stock-Based Compensation

U.S. GAAP requires companies to measure the cost of employee services received in exchange for the award of equity instruments based on the fair value of the award at the date of grant. The expense is to be recognized over the period during which an employee is required to provide services in exchange for the award (requisite service period) or when designated milestones have been achieved.

The Company accounts for stock-based awards established by the fair market value of the instrument using the Black-Scholes option pricing model utilizing certain weighted average assumptions including stock price volatility, expected term and risk-free interest rates, as of the grant date. The risk-free interest rate assumption is based upon observed interest rates appropriate for the expected term of the stock-based award. The expected volatility is based on the historical volatility of the Company's common stock on monthly intervals. The computation of the expected option term is based on the "simplified method," as the Company issuances are considered "plain vanilla" options. For stock-based awards with defined vesting, the Company recognizes compensation expense over the requisite service period or when designated milestones have been achieved. The Company estimates forfeitures at the time of grant and revised, if necessary, in subsequent periods, if actual forfeitures differ from those estimates. Based on limited historical experience of forfeitures, the Company estimated future unvested forfeitures at 0% for all periods presented. Periodically, the Company will issue restricted common stock to third parties as compensation for services rendered. Such stock awards are valued at fair market value on the effective date of the Company's obligation.

Common Stock

On November 8, 2018, at the 2018 Annual Meeting of Stockholders, a proposal was approved to increase the total number of authorized shares of common stock of the Company from 450,000,000 to 600,000,000. Subsequently, on May 22, 2019, at a special meeting of stockholders, a proposal was approved to increase the total number of authorized shares of common stock of the Company from 600,000,000 to 700,000,000.

Convertible Preferred Stock

The Company's Board of Directors is authorized to issue up to 5,000,000 shares of convertible preferred stock without stockholder approval. As of February 29, 2020, the Company had 400,000 shares authorized and 92,100 shares outstanding of Series B convertible preferred stock, 8,203 shares authorized and outstanding of Series C convertible preferred stock, and 11,737 shares authorized and 7,570 shares outstanding of Series D convertible preferred stock. The remaining preferred shares authorized have no specified rights.

Treasury Stock

Treasury stock purchases are accounted for under the par value method, whereby the cost of the acquired stock is recorded at par value. As of February 29, 2020, the Company had purchased 286,008 shares of $0.001 par value treasury stock.

Debt Discount

During the fiscal year ended May 31, 2019, the Company incurred approximately $4.2 million of debt discount related to the issuance of convertible notes, as described in Note 5. The discount is amortized over the life of the convertible promissory notes. During the nine months ended February 29, 2020 and February 28, 2019, the Company recorded approximately $1.5 million and $0.7 million of related amortization, respectively.

Debt Issuance Cost

During the fiscal year ended May 31, 2019, the Company incurred direct costs associated with the issuance of convertible notes, as described in Note 5, and recorded approximately $1.0 million of debt issuance costs. During the nine months ended February 29, 2020 and February 28, 2019, the Company recognized related amortization of approximately $0.4 million and $0.2 million, respectively.

Offering Costs

During the nine months ended February 29, 2020 and the fiscal year ended May 31, 2019, the Company incurred direct incremental costs associated with the sale of equity securities and conversion of debt, as described in Notes 11, 12, and 14. The costs were approximately $2.3 million and $4.3 million for the nine months ended February 29, 2020 and year ended May 31, 2019, respectively. The offering costs were recorded as a component of equity upon receipt of proceeds.

Stock for Services

The Company periodically issues warrants or stock to consultants for various services. The Black-Scholes option pricing model, as described more fully above, is utilized to measure the fair value of the warrants on the date of issuance. The Company recognizes the compensation expense associated with the equity instruments over the requisite service or vesting period.

Loss per Common Share

Basic loss per share is computed by dividing the net loss by the weighted average number of shares of common stock outstanding during the period. Diluted loss per share would include the weighted average number of shares of common stock outstanding and potentially dilutive common stock equivalents. Because of the net losses for all periods presented, the basic and diluted weighted average shares outstanding are the same since including the additional shares would have an anti-dilutive effect on the loss per share. For this reason the following potentially dilutive common stock equivalents were not included in the computation of basic and diluted weighted average number of shares of common stock outstanding for the nine months ended February 29, 2020 and February 28, 2019: common stock options and warrants to purchase common stock of 173,185,971 and 175,043,638, respectively; short-term convertible notes including accrued interest that could convert into 8,108,305 and 10,658,690 common shares, respectively; shares of Series D, Series C, and Series B convertible preferred stock, including undeclared dividends, that can potentially convert in the aggregate into 28,386,571, and 921,000 common shares, respectively.

Income Taxes

Deferred taxes are provided on the asset and liability method, whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Future tax benefits for net operating loss carry forwards are recognized to the extent that realization of these benefits is considered more likely than not. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company follows the provisions of FASB ASC740-10 “Uncertainty in Income Taxes”. A reconciliation of the beginning and ending amount of unrecognized tax benefits has not been provided since there are no unrecognized benefits for all periods presented. The Company has not recognized interest expense or penalties as a result of the implementation of ASC 740-10. If there were an unrecognized tax benefit, the Company would recognize interest accrued related to unrecognized tax benefit in interest expense and penalties in operating expenses.

In accordance with Section 15 of the Internal Revenue Code, the Company utilized a federal statutory rate of 21% and 28.62% for the nine months ended February 29, 2020 and February 28, 2019, respectively. The net tax expense for the nine months ended February 29, 2020 is zero and a benefit of $2.8 million for the nine months ended February 28, 2019. The Company has a full valuation allowance as of February 29, 2020 and May 31, 2019, as management does not consider it more than likely than not that the benefits from the deferred taxes will be realized.

Note 3 – Recent Accounting Pronouncements

Recent accounting pronouncements, other than below, issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC did not or are not believed by management to have a material effect on the Company’s present or future financial statements.

In December 2019, the FASB issued “ASU2019-12, Simplifying the Accounting for Income Taxes.” The objective of the standard is to improve areas of GAAP by removing certain exceptions permitted by ASC 740 and clarifying existing guidance to facilitate consistent application. The standard will become effective for us beginning on January 1, 2021. The Company is currently evaluating the new standard to determine the potential impact on its financial condition, results of operations, cash flows, and financial statement disclosures.

Note 4 – Inventories

The Company’s inventory as of February 29, 2020 and May 31, 2019 was $15,895,589 and $0, respectively. Inventory as of February 29, 2020 consisted solely of specialized raw material purchased for use in the commercial manufacturing of pre-launch inventories of Vyrologix to support the Company’s expected approval of the product as a combination therapy for HIV patients in the United States. The Company believes that all material uncertainties related to the ultimate regulatory approval of Vyrologix for commercial sale have been significantly reduced based on positive data from Phase III clinical trial results, information gathered from pre-filing meetings with the Food and Drug Administration for the Biologics License Application (“BLA”), and the Company’s anticipated filing of the BLA with the FDA targeted for the end of April 2020.

As of the date of this filing the Company does not have any evidence that regulatory approval will be denied. However, the BLA for HIV combination therapy has not been filed.

Note 5 – Convertible Instruments

Series D Convertible Preferred Stock

On January 28, 2020, the Company authorized 11,737 shares and on January 31, 2020 issued 7,570 shares of Series D Convertible Preferred Stock, $0.001 par value per share (“Series D Preferred Stock”), at $1,000.00 per share for cash proceeds totaling $7,565,355, net of offering costs of $4,645. As of February 29, 2020, 7,570 shares remaining outstanding. The certificate of designation for the Series D Preferred Stock (the “Series D Certificate of Designation”) provides, among other things, that holders of Series D Preferred Stock shall be entitled to receive cumulative dividends at the rate of ten percent (10%) per share per annum of the stated value of the Series D Preferred Stock, to be paid, at the option of the holder, in cash or shares of common stock at the rate of $0.50 per share. Any dividends paid by the Company will first be paid to the holders of Series D Preferred Stock prior and in preference to any payment or distribution to holders of common stock. Dividends on the Series D Preferred Stock shall be cumulative and there are no sinking fund provisions applicable to the Series D Preferred Stock. The Series D Preferred Stock does not have redemption rights. The stated value per share for the Series D Preferred Stock is $1,000.00 (the “Series D Stated Value”). In the event of any liquidation, dissolution or winding up of the Company, the Series D Preferred Stock will be entitled, on a *pari passu* basis with the holders of the Series C Preferred Stock and in preference to any payment or distribution to any holders of the Series B Preferred Stock or Common Stock, an amount per share equal to the Series D Stated Value and the amount of any accrued and unpaid dividends. The holders of the Series D Preferred Stock and Series C Preferred Stock will then receive distributions along with the holders of common stock on a *pari passu* basis according to the number of shares of common stock the Series D Preferred holders would be entitled if they converted their shares of Series D Preferred Stock at the time of such distribution. If, at any time while the Series D Preferred Stock is outstanding, the Company effects any reorganization, merger or sale of the Company or substantially all of its assets (each a “Fundamental Transaction”), a holder of the Series D Preferred Stock will have the right to receive any shares of the acquiring corporation or other consideration it would have been entitled to receive if it had been a holder of the number of shares of common stock then issuable

upon conversion in full of the Series D Preferred Stock immediately prior to the Fundamental Transaction. Each share of Series D Preferred Stock is convertible at any time at the holder's option into that number of fully paid and nonassessable shares of common stock determined by dividing the Series D Stated Value by the conversion price of $0.80 (subject to adjustment as set forth in the certificate of designation for the Series D Preferred Stock). No fractional shares will be issued upon the conversion of the Series D Preferred Stock. Except as otherwise provided in the Series D Certificate of Designation or as otherwise required by law, the Series D Preferred Stock has no voting rights. As of February 29, 2020, the accrued dividends were approximately $62,219, or 124,440 shares of common stock.

Series C Convertible Preferred Stock

On March 20, 2019, the Company authorized 5,000 shares and issued 3,246 shares of Series C Convertible Preferred Stock, $0.001 par value per share ("Series C Preferred Stock"), at $1,000.00 per share for cash proceeds totaling $3,083,700, net of placement agent fees of $162,300. On August 29, 2019, the Company issued the remaining 1,754 shares of Series C Preferred Stock at $1,000.00 per share for cash proceeds totaling $1,542,545, net of placement agent fees and legal fees totaling $211,455. On October 11, 2019, the Company authorized an increase from 5,000 shares to 20,000 shares. Between October 21, 2019 and November 8, 2019, the Company issued 2,788 shares of Series C Convertible Preferred Stock. On December 6, 2020 the Company issued 415 shares of Series C Convertible Preferred Stock. On January 28, 2020, the Company authorized a decrease from 20,000 shares to 8,203 shares, all of which remain outstanding as of February 29, 2020. The Series C Preferred Stock Certificate of Designation (the "Series C Certificate of Designation") provides, among other things, that holders of Series C Preferred Stock shall be entitled to receive, out of any assets at the time legally available therefor, cumulative dividends at the rate of ten percent (10%) per share per annum of the stated value of the Series C Preferred Stock, to be paid per share of Series C Preferred Stock, which dividends shall accrue whether or not declared. Any dividends paid by the Company will first be paid to the holders of Series C Preferred Stock prior and in preference to any payment or distribution to holders of common stock. Dividends on the Series C Preferred Stock are mandatory and cumulative and there are no sinking fund provisions applicable to the Series C Preferred Stock. The Series C Preferred Stock does not have redemption rights. The stated value per share for the Series C Preferred Stock is $1,000.00 (the "Series C Stated Value"). In the event of any liquidation, dissolution or winding up of the Company, the Series C Preferred Stock will be paid, on a *pari passu* basis with the holders of the Series D Preferred Stock and prior and in preference to any payment or distribution on any shares of common stock, currently outstanding series of preferred stock, or subsequent series of preferred stock, an amount per share equal to the Series C Stated Value and the amount of any accrued and unpaid dividends. The holders of the Series C Preferred Stock will then receive distributions along with the holders of common stock on a *pari passu* basis according to the number of shares of common stock the Series C Preferred holders would be entitled if they converted their shares of Series C Preferred Stock at the time of such distribution. If, at any time while the Series C Preferred Stock is outstanding, the Company effects any Fundamental Transaction, a holder of the Series C Preferred Stock will have the right to receive any shares of the acquiring corporation or other consideration it would have been entitled to receive if it had been a holder of the number of shares of common stock then issuable upon conversion in full of the Series C Preferred Stock immediately prior to the Fundamental Transaction. Each share of Series C Preferred Stock is convertible at any time at the holder's option into that number of fully paid and nonassessable shares of the Company's common stock determined by dividing the Series C Stated Value by the conversion price of $0.50 per share (subject to adjustment as set forth in the Certificate of Designation). No fractional shares will be issued upon the conversion of the Series C Preferred Stock. Except as otherwise provided in the Series C Certificate of Designation or as otherwise required by law, the Series C Preferred Stock has no voting rights. As of February 29, 2020, the accrued dividends were approximately $502,563, or 1,005,239 shares of common stock.

Series B Convertible Preferred Stock

During fiscal 2010, the Company issued 400,000 shares of Series B Convertible Preferred Stock, $0.001 par value per share ("Series B Preferred Stock") at $5.00 per share for cash proceeds totaling $2,009,000, of which 92,100 shares remain outstanding at February 29, 2020. Each share of the Series B Preferred Stock is convertible into ten shares of the Company's common stock, including any accrued dividends, with an effective fixed conversion price of $0.50 per share. The holders of the Series B Preferred Stock can only convert their shares to shares of common stock provided the Company has sufficient authorized shares of common stock at the time of conversion. Accordingly, the conversion option was contingent upon the Company increasing its authorized common shares, which occurred in April 2010, when the Company's stockholders approved an increase in the authorized shares of common stock to 100,000,000. At the commitment date, which occurred upon such stockholder approval, the conversion option related to the Series B Preferred Stock was beneficial. The intrinsic value of the conversion option at the commitment date resulted in a constructive dividend to the Series B Preferred Stock holders of approximately $6,000,000. The constructive dividend increased and decreased additional paid-in capital by identical amounts. The Series B Preferred Stock has liquidation preferences over the common shares at $5.00 per share plus any accrued dividends. Dividends are payable to the Series B Preferred Stock holders when declared by the Board of Directors at the rate of $0.25 per share per annum. Such dividends are cumulative and accrue whether or not declared and whether or not there are any profits, surplus or other funds or assets of the Company legally available. Except as provided by law, the Series B holders have no voting rights. As of February 29, 2020, and May 31, 2019, the undeclared dividends were approximately $239,000 or 467,000, shares of common stock, and approximately $216,000, or 432,000 shares of common stock, respectively.

2019 Short-term Convertible Notes

During the year ended May 31, 2019, the Company issued approximately $5.5 million of nine-month unsecured Convertible Notes (the "2019 Short-term Convertible Notes") and related warrants to investors for cash. Beginning on September 30, 2019 and through November 14, 2019, principal and interest totaling approximately $5.9 million came due. Holders of notes totaling approximately $1.1 million in principal and accrued interest agreed to extend their notes for another three months, and holders of notes totaling approximately $4.1 million in principal and accrued interest agreed to extend their notes for another six months. One note-holder with principal and accrued interest totaling approximately $0.2 million converted to shares of common stock of the Company.

During the quarter ended November 30, 2019, a total of approximately $0.7 million of principal and accrued interest was repaid in cash. In addition, detachable stock warrants to purchase a total of 4,750,000 warrants with a five-year term and an exercise price of $0.30 per share were issued to investors who extended their notes. One investor received 200,000 warrants with a five-year term and an exercise price of $0.45 per share for converting the entire principal and accrued interest on its note. In connection with the note extensions and conversion, the Company recorded a non-cash inducement interest expense of approximately $0.3 million during the quarter ended November 30, 2019. The new principal amount of the 2019 Short-term Convertible Notes, including any accrued but unpaid interest thereon, is convertible at the election of the holder at any time into shares of common stock at any time prior to maturity at a conversion price of $0.50 per share. The 2019 Short-term Convertible Notes bear simple interest at the annual rate of 10%. Principal and accrued interest, to the extent not previously paid or converted, is due and payable on the maturity date. At the new commitment dates, the Company determined that there was a decrease in the fair value of the embedded conversion option resulting from the modification, the value of which is not required to be recognized under U.S. GAAP.

On December 31, 2019, the holder of a 2019 Short-term Convertible Note in the aggregate principal amount of $549,912, including accrued but unpaid interest, tendered a notice of conversion at the stated conversion rate of $0.50 per share. The Company issued 1,099,823 shares of common stock in satisfaction of the conversion notice.

On January 31, 2020, the holder of a 2019 Short-term Convertible Note in the aggregate principal amount of $512,063, including accrued but unpaid interest, tendered a notice of conversion at the stated conversion rate of $0.50 per share. The Company issued 1,025,205 shares of common stock in satisfaction of the conversion notice.

The Company recognized approximately $380,000 and $75,000 of interest expense during the nine months ended February 29, 2020 and February 28, 2019, respectively.

Long-term Convertible Notes—June 2018 Note

On June 26, 2018, the Company entered into a securities purchase agreement, pursuant to which the Company issued a convertible promissory note (the "June 2018 Note") with a two-year term to an institutional accredited investor in the initial principal amount of $5.7 million. The investor gave consideration of $5.0 million to the Company. The June 2018 Note bears interest of 10% and is convertible into common stock, at $0.55 per share. The June 2018 Note is convertible in total, or in part, of the outstanding balance, at any time after six months from the issue date upon five trading days' notice, subject to certain adjustments and ownership limitations specified in the June 2018 Note. The investor may redeem any portion of the June 2018 Note, at any time after six months from the issue date upon five trading days' notice, subject to a maximum monthly redemption amount of $350,000. The securities purchase agreement requires the Company to reserve shares for future conversions or redemptions by dividing the outstanding principal balance plus accrued interest by the conversion price of $0.55 per share times 1.5. As a result of the entry into the January 2019 Note (as defined below), the Company's obligations under the June 2018 Note are now secured by all of the assets of the Company, excluding the Company's intellectual property.

Effective November 15, 2018, the June 2018 Note was amended to allow the investor to redeem the monthly redemption amount of $350,000 in cash or stock, at the lesser of (i) $0.55, or (ii) the lowest closing bid price of the Company's common stock during the 20 days prior to the conversion, multiplied by a conversion factor of 85%. The variable rate redemption provision meets the definition of a derivative instrument and subsequent to the amendment, it no longer meets the criteria to be considered indexed to the Company's own stock. As of November 15, 2018, the redemption provision requires bifurcation as a derivative liability at fair value under the guidance in FASB ASC 815 "Derivatives and Hedging."

The amendment of the June 2018 Note was also evaluated under FASB ASC470-50-40 "Debt Modifications and Extinguishments." Based on the guidance, the instruments were determined to be substantially different, and debt extinguishment accounting was applied. The Company recorded approximately $1.5 million as an extinguishment loss, which was the difference in the net carrying value of the June 2018 Note prior to the amendment of approximately $5.4 million, and the fair value of the June 2018 Note and embedded derivatives after the amendment of approximately $6.9 million. The extinguishment loss includes a write-off of unamortized debt issuance costs and the debt discount associated with the original the June 2018 Note.

During the nine months ended February 29, 2020 and February 28, 2019, the Company recognized approximately $450,000 and $440,000 of interest expense related to the June 2018 Note, respectively. During the nine months ended February 29, 2020, the Company received redemption notices from the holder of the Company's June 2018 Note, requesting an aggregate redemption of $5,000,000 settling the remaining outstanding balance in full, including accrued but unpaid interest. In satisfaction of the redemption notices, the Company issued shares of common stock totaling 9,462,547 and paid cash totaling $875,000 to the June 2018 Note holder in accordance with the terms of the June 2018 Note. Following the redemptions, the June 2018 Note has been fully satisfied and there is no outstanding balance.

Long-term Convertible Notes—January 2019 Note

On January 30, 2019, the Company entered into a securities purchase agreement, pursuant to which the Company issued a convertible promissory note (the "January 2019 Note") with a two-year term to the holder of the June 2018 Note in the initial principal amount of $5.7 million. In connection with the issuance of the January 2019 Note, the Company granted a lien against all of the assets of the Company, excluding the Company's intellectual property, to secure all obligations owed to the investor by the Company (including those under both the January 2019 Note and the June 2018 Note). The investor gave consideration of $5.0 million to the Company, reflecting original issue discount of $0.6 million and issuance costs of $0.1 million. The January 2019 Note bears interest of 10% and is convertible into common stock, at $0.50 per share. The January 2019 Note is convertible in total, or in part, of the outstanding balance, at any time after six months from the issue date upon five trading days' notice, subject to certain adjustments and ownership limitations specified in the Note. The Company analyzed the conversion option for derivative accounting treatment under ASC 815 and determined that the embedded conversion option did not qualify for derivative accounting.

The investor may redeem any portion of the January 2019 Note, at any time after six months from the issue date upon five trading days' notice, subject to a maximum monthly redemption amount of $350,000. The monthly redemption amount may be paid in cash or stock, at the Company's election, at the lesser of (i) $0.50, or (ii) the lowest closing bid price of the Company's common stock during the 20 days prior to the conversion, multiplied by a conversion factor of 85%. The redemption provision meets the definition of a derivative instrument and does not meet the criteria to be considered indexed to the Company's own stock. Therefore, the redemption provision requires bifurcation as a derivative liability at fair value under the guidance in ASC 815. The securities purchase agreement requires the Company to reserve 20,000,000 shares for future conversions or redemptions. In conjunction with the January 2019 Note, the investor received a warrant to purchase 5,000,000 shares of common stock with an exercise price of $0.30 which is exercisable until the 5-year anniversary of the date of issuance. The warrant achieved equity classification at inception. The net proceeds of $5.0 million were allocated first to the redemption provision at its fair value, then to the warrants at their relative fair value and the beneficial conversion feature at its intrinsic value as follows:

	January 30, 2019
Fair value of redemption provision	$ 1,465,008
Relative fair value of equity classified warrants	858,353
Beneficial conversion feature	2,676,639
	$ 5,000,000

Under the guidance of ASC 815, after allocation of proceeds to the redemption provision, relative fair value of equity classified warrants and the beneficial conversion feature, there were no proceeds remaining to allocate to convertible note payable. Therefore, principal, accrued interest, debt discount and offering costs will be recognized as interest expense, which represents the accretion of the convertible note payable and related debt discount and issuance costs. During the nine months ended February 29, 2020 and February 28, 2019, the Company recognized approximately $6,170,000 and $69,000, respectively, of interest expense related to the January 2019 Note. During the nine months ended February 29, 2020, the Company received redemption notices from the holder of the Company's January 2019 Note, requesting an aggregate redemption of approximately $6,271,000 settling the remaining outstanding balance in full, including accrued interest. In satisfaction of the redemption notices, the Company issued shares of common stock totaling 10,842,255 and paid cash totaling $850,000 to the January 2019 Note holder in accordance with the terms of the January 2019 Note. Following the redemptions, the January 2019 Note has been fully satisfied and there is no outstanding balance.

Note 6 – Derivative Liabilities

The investor and placement agent warrants issued in connection with a registered direct offering in September 2016 contained a provision for net cash settlement in the event that there is a fundamental transaction (contractually defined as a merger, sale of substantially all assets, tender offer or share exchange, whereby such other Person or group acquires more than 50% of the outstanding common stock). If a fundamental transaction occurs in which the consideration issued consists principally of cash or stock in a successor entity, then the warrant holder has the option to receive cash equal to the fair value of the remaining unexercised portion of the warrant. Due to this contingent cash settlement provision, the investor and placement agent warrants require liability classification as derivatives in accordance with FASB ASC 480 "Distinguishing Liabilities from Equity" and ASC 815 and are recorded at fair value.

The following tables summarize the fair value of the warrant derivative liability and related common shares as of inception date September 15, 2016, prior year end date May 31, 2019 and currenting reporting date February 29, 2020:

	Shares Indexed	Derivative Liability
Inception to date September 15, 2016	7,733,334	$ 5,179,200
Balance May 31, 2019	7,733,334	402,132
Balance February 29, 2020	4,666,667	$ 2,108,398

The Company recognized approximately $4,110,000 of non-cash loss and $530,000 of non-cash gain, due to the changes in the fair value of the liability associated with such classified warrants during the nine months ended February 29, 2020 and February 28, 2019, respectively.

FAS ASC 820 “Fair Value Measurement” provides requirements for disclosure of liabilities that are measured at fair value on a recurring basis in periods subsequent to the initial recognition. Fair values for the warrants were determined using a Binomial Lattice valuation model.

The Company estimated the fair value of the warrant derivative liability as of inception date September 15, 2016, May 31, 2019 and February 29, 2020, using the following assumptions:

	September 15, 2016	May 31, 2019	February 29, 2020
Fair value of underlying stock	$ 0.78	$ 0.39	$ 1.05
Risk free rate	1.20%	1.94%	0.93%
Expected term (years)	5	2.29	1.55
Stock price volatility	106%	61%	87%
Expected dividend yield	—	—	—
Probability of Fundamental Transaction	50%	50%	50%
Probability of holder requesting cash payment	50%	50%	50%

Due to the fundamental transaction provision contained in the warrants, which could provide for early redemption of the warrants, the model also considered subjective assumptions related to the fundamental transaction provision. The fair value of the warrants will be significantly influenced by the fair value of the Company’s stock price, stock price volatility, changes in interest rates and management’s assumptions related to the fundamental transaction provisions.

As described above in Note 5 above, the redemption provision embedded in the June 2018 and January 2019 Notes required bifurcation and measurement at fair value as a derivative. The fair value of the Note redemption provision derivative liabilities was calculated using a Monte Carlo Simulation which uses randomly generated stock-price paths obtained through a Geometric Brownian Motion stock price simulation. The fair value of the redemption provision will be significantly influenced by the fair value of the Company’s stock price, stock price volatility, changes in interest rates and management’s assumptions related to the redemption factor. The Company estimated the fair value of the redemptive provision using the following assumptions on the closing date of November 15, 2018, January 30, 2019 and May 31, 2019:

			May 31, 2019	
	November 15, 2018	January 30, 2019	June Note	January Note
Fair value of underlying stock	$ 0.57	$ 0.49	$0.39	$ 0.39
Risk free rate	2.78%	2.52%	2.21%	1.95%
Expected term (in years)	1.61	2	1.07	1.67
Stock price volatility	58.8%	61%	62.2%	62.2%
Expected dividend yield	—	—	—	—
Discount factor	85%	85%	85%	85%

The following table summarizes the fair value of the convertible note redemption provision derivative liability related to notes which fully converted during January 2020 as of inception dates November 15, 2018 and January 30, 2019 and the fair value as of May 31, 2019:

		Derivative Liability	
	Net Proceeds	Inception date	May 31, 2019
Inception date June 2018 Note, November 15, 2018	$5,000,000	$ 1,284,988	$ 847,103
Inception date January 2019 Note, January 30, 2019	5,000,000	1,465,008	1,158,034
			$ 2,005,137

The Company recognized approximately $2,005,000 and $352,000 of non-cash gain, due to the changes in the fair value of the liability associated with such classified redemption provision for the nine months ended February 29, 2020 and February 28, 2019, respectively.

Note 7 – Stock Options and Warrants

The Company had one active stock-based equity plan as of February 29, 2020, the CytoDyn Inc. 2012 Equity Incentive Plan, as amended (the "2012 Plan"), and one stock-based equity plan that is no longer active, but under which certain prior awards remain outstanding, the CytoDyn Inc. 2004 Stock Incentive Plan (the "2004 Plan" and, together with the 2012 Plan, the "Incentive Plans"). The 2012 Plan was approved by stockholders at the Company's 2012 annual meeting to replace the 2004 Plan. The 2012 Plan was amended by stockholder approval in February 2015 to increase the number of shares available for issuance from 3,000,000 to 5,000,000 shares of common stock and in March 2016 to increase the number of shares available for issuance from 5,000,000 to 7,000,000 shares of common stock. At the annual meeting of stockholders held on August 24, 2017, the stockholders approved an amendment to the 2012 Plan to increase the number of shares available for issuance from 7,000,000 to 15,000,000 shares of common stock. At a special meeting of stockholders held on May 22, 2019, the stockholders approved an amendment to the 2012 Plan to increase the number of shares available for issuance from 15,000,000 to 25,000,000 shares of common stock. As of February 29, 2020, the Company had 1,578,883 shares available for future stock-based grants under the 2012 Plan, as amended. The Company also sometimes makes awards of stock-based grants outside of the Incentive Plans.

Stock Options

From June 1, 2019 to November 30, 2019, the Company granted stock option awards to employees and directors to purchase a total of 1,975,000 shares of common stock under the 2012 Plan, with exercise prices of the stock option awards ranges between $0.385 and $0.52 per share. 1,000,000 stock options vest immediately and the remaining awards vest quarterly over one year and have a ten-year contractual term. The grant date fair value related to these stock options was $413,774.

From June 1, 2019 to November 30, 2019, the Company granted stock options, covering an aggregate of 1,787,500 shares of common stock to executive management, employees and consultants, of which 1,387,500 were granted under the 2012 Plan and 400,000 were granted outside of the 2012 Plan. Exercise prices range between $0.30 and $0.52 per share, except for one award of 50,000 shares which has an exercise price of $0.90 and represented a supplemental award related to a previous rescission, and which vested immediately. The awards granted to the consultants totaled 400,000 stock options, 200,000 of which vested immediately, 100,000 of which vested on December 12, 2019 and 100,000 of which will vest on April 7, 2020. Stock option awards covering an additional 1,112,500 shares granted to executive management and employees vest in 12 equal monthly installments and have a ten-year term. The remaining stock option awards granted to executive management and employees vest annually over three years, with a ten-year contractual term. The grant date fair value related to these stock options was $331,317.

On December 19, 2019, the Company issued stock options covering 7,300,000 shares of its common stock to directors, executives, and a consultant, of which 7,100,000 were granted under the 2012 Plan and 200,000 were granted outside of the 2012 Plan. The stock option awards have a per share exercise price of $0.63. Stock options covering 6,050,000 shares vested immediately upon issuance and 1,250,000 shares will vest upon filing of the BLA associated with HIV-combination therapy. In addition, the president and chief executive officer received a warrant awarded outside of the 2012 Plan covering 2,000,000 shares with an exercise price of $0.63 per share, which vests upon the Company's filing of the BLA. The grant date fair value related to these stock options was approximately $2.7 million and each has a ten-year contractual term.

From January 6, 2020 through January 18, 2020, the Company granted stock option awards covering a new director, a new executive and new employees of the Company totaling 296,986 shares of common stock under the 2012 Plan, with exercise prices ranging between $0.85 to $1.05 per share. The awards have a ten-year contractual term of which 250,000 options vest ratably over three years, 11,986 options vest on March 1, 2020, and 25,000 options vest on June 1, 2020. The grant date fair value related to these stock options was $174,527.

On February 21, 2020, the Company granted stock option awards under the 2012 Plan covering an executive and employees of the Company totaling 265,000 shares of common stock to employees, with an exercise price $1.10 per share. The awards have a ten-year contractual term of which 115,000 options vest ratably over three years and 150,000 options vest ratably over one year. The awards have a ten-year contractual term. The grant date fair value related to these stock options was approximately $191,000.

On August 12, 2019, Gregory Gould, a member of the Company's Board of Directors ("Board"), resigned. On September 12, 2019, Carl Dockery, a member of the Company's Board did not stand for re-election. 90 days after the cessation of their service, any vested and unexercised options in their names were returned to the pool of shares available for future stock-based grants under the 2012 Plan.

Warrants

From June 1, 2019 to November 30, 2019, in connection with registered direct offerings, as fully described in Note 14, the Company issued warrants covering 11,987,250 shares of common stock to investors. The investor warrants have a five-year term and an exercise price of $0.45 per share. In connection with the registered direct offerings, the Company also issued warrants covering 655,305 shares of common stock to the placement agent. The placement agent warrants have a five-year term and an exercise prices ranging between $0.40 and $0.444 per share.

From June 1, 2019 to November 30, 2019, in connection with Series C convertible preferred offerings, as fully described in Note 5, the Company issued common stock warrants covering a total of 9,601,000 shares of common stock to investors. The investor warrants have a five-year term and exercise prices ranging between $0.30 and $0.50 per share.

During the nine months ended February 29, 2020, in connection with extension and conversion of short-term convertible notes, the Company issued common stock warrants covering a total of 4,750,000 shares of common stock to investors. The investor warrants have a five-year term and exercise prices ranging between $0.30 and $0.45 per share.

On December 6, 2019, the Company entered into subscription agreements with certain investors for the sale of 415 Series C convertible preferred shares at a purchase price of $1,000.00 per share ("December 6, 2019 Offering"). The investors in the December 6, 2019 Offering also received warrants to purchase 1,037,500 shares of common stock with an exercise price of $0.30 per share and a five-year term. The Company received net proceeds from the December 6, 2019 offering of approximately $0.36 million.

On December 6, 2019, in exchange for services a consultant of the Company was granted warrants to purchase 250,000 shares of common stock, outside of the Company's Incentive Plans, with an exercise price of $0.32 per share and a five-year term. These warrants were accounted for as stock-based compensation and the grant date fair value related to these warrants was $30,023.

On December 9, 2019, the Company entered into subscription agreements with certain investors for the sale of 2,568,330 shares of common stock at a purchase price of $0.30 per share in a registered direct offering ("December 9, 2019 Offering"), pursuant to a registration statement on Form S-3. The investors in the December 9, 2019 Offering also received warrants to purchase 1,926,248 shares of common stock with an exercise price of $0.45 per share and a five-year term.

On December 13, 2019, the Company entered into subscription agreements with certain investors for the sale of 2,433,333 shares of common stock at a purchase price of $0.30 per share in a registered direct offering ("December 13, 2019 Offering"), pursuant to a registration statement on Form S-3. The investors in the December 13, 2019 Offering also received warrants to purchase 1,825,000 shares of common stock with an exercise price of $0.45 per share and a five-year term.

On December 23, 2019, the Company entered into subscription agreements for the sale of 14,754,098 shares of common stock and warrants to purchase up to an aggregate of 7,377,049 shares of common stock for a combined purchase price of $0.305 per share ("December 23, 2019 Offering"), pursuant to a registration statement on Form S-3. Each share of common stock was sold together withone-half of one warrant to purchase one share of common stock for a combined purchase price of $0.30 per share and a five-year term. As partial consideration for the License Agreement and the Supply Agreement, Vyera's parent company, Phoenixus AG ("Phoenixus"), made a $4.0 million equity investment in the Company The December 23, 2019 Offering also included $0.5 million of shares of common stock and related warrants sold to an entity associated with David F. Welch, Ph.D., a member of the Company's board of directors, on terms identical to those applicable to Phoenixus.

On January 31, 2020, the Company entered into subscription agreements with certain investors for the sale of 7,570 Series D convertible preferred shares at a purchase price of $1,000.00 per share ("January 31, 2020 offering"). The investors in the January 31, 2020 offering also received warrants to purchase 3,785,000 shares of common stock with an exercise price of $1.00 per share and a five-year term. The Company received net proceeds from the January 31, 2020 offering of approximately $7.6 million.

Compensation expense related to stock options, compensatory warrants and common stock reserved for advisory services for the three and nine months ended February 29, 2020 and February 28, 2019 was approximately $3.3 million and $4.3 million and approximately $1.4 million and $0.6 million, respectively. The grant date fair value of options and compensatory warrants vested during the three and nine month periods ended February 29, 2020 and February 28, 2019 was approximately $1.9 million and $0.7 million and approximately $2.8 million and $1.8 million, respectively. As of February 29, 2020, there was approximately $1.7 million of unrecognized compensation expense related to share-based payments for unvested options and compensatory warrants, which is expected to be recognized over a weighted average period of 0.84 years.

The following table represents stock option and warrant activity as of and for the nine months ended February 29, 2020:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life in Years	Aggregate Intrinsic Value
Options and warrants outstanding—May 31, 2019	178,591,849	$ 0.71	3.75	$ 896,400
Granted	56,818,838	0.46	—	—
Exercised	(59,546,851)	0.39	—	—
Forfeited/expired/cancelled	(2,677,865)	0.73	—	—
Options and warrants outstanding—February 29, 2020	173,185,971	0.65	3.94	$69,328,476
Outstanding exercisable—February 29, 2020	169,122,723	$ 0.66	3.77	$67,192,113

Note 8 – Acquisition of Patents and Intangibles

As discussed in Note 10 below, the Company consummated an asset purchase with Progenics on October 16, 2012, and paid $3,500,000 for certain assets, including intellectual property, certain related licenses and sublicenses, FDA filings and various forms of the leronlimab (PRO 140) drug substance. The Company followed the guidance in Financial Accounting Standards Topic 805 to determine if the Company acquired a business. Based on the prescribed accounting, the Company acquired assets and not a business. As of February 29, 2020, the Company has recorded and is amortizing approximately $3.5 million of intangible assets in the form of patents. The Company estimates the acquired patents have an estimated life of ten years. Subsequent to the acquisition date, the Company has continued to expand, amend and file new patents central to its current clinical trial strategies, which, in turn, have extended the protection period for certain methods of using leronlimab (PRO 140) and formulations comprising leronlimab (PRO 140) out through at least 2031 and 2038, respectively, in various countries.

On November 16, 2018, the Company completed the acquisition of substantially all of the assets of ProstaGene, LLC ("ProstaGene"), a biotechnology start-up company, which included patents related to clinical research, a proprietary CCR5 technology for early cancer diagnosis, and a noncompetition agreement with ProstaGene's founder and Chief Executive Officer, Richard G. Pestell, M.D., Ph.D. The acquisition of ProstaGene's assets expands the Company's clinical development of leronlimab (PRO 140) into cancer indications and commercialization of a certain cancer diagnostic test.

The aggregate purchase price paid for the ProstaGene acquisition was $11,558,000 based on the issuance of 20,278,000 shares of common stock of CytoDyn at $0.57 per share, which included 1,620,000 shares earned at the time of the transaction and subsequently issued on January 21, 2020, to an investment bank for advisory services related to the acquisition. In connection with the purchase, the Company entered into a Stock Restriction Agreement ("Agreement"), restricting the transfer of 8,342,000 shares of common stock payable to Dr. Pestell for a three-year period from the closing date of the transaction. Dr. Pestell's employment with the Company was terminated on July 25, 2019, and pursuant to the employment agreement, on September 13, 2019 the Company exercised its option to repurchase such Restricted Shares from Dr. Pestell at a purchase price of $0.001 per share. The repurchase is currently the subject of a litigation proceeding between Dr. Pestell and the Company. See Part II, Item 1.

A summary of the net purchase price and allocation to the acquired assets of ProstaGene is as follows:

	ProstaGene, LLC
CytoDyn Inc. Equity	$ 11,558,000
Acquisition Expenses	741,297
Release of Deferred Tax Asset	2,826,919
Total Cost of Acquisition	$ 15,126,216
Intangible assets	$ 15,126,216
Other	—
Allocation of Acquisition Costs	$ 15,126,216

Assets acquired from ProstaGene include (1) patents issued in the United States and Australia related to "Prostate Cancer Cell Lines, Gene Signatures and Uses Thereof" and "Use of Modulators of CCR5 in the Treatment of Cancer and Cancer Metastasis," (2) an algorithm used to identify a 14-gene signature to predict the likelihood and severity of cancer diagnoses, and (3) a noncompetition agreement in connection with an employment agreement with Dr. Pestell as Chief Medical Officer of the Company. The fair value of the assets acquired approximates the consideration paid. The Company did not assume any liabilities. The Company accounted for the ProstaGene acquisition as an asset acquisition under ASC 805-10-55 "Business Combinations" because the assets retained from ProstaGene do not include an assembled workforce, and the gross value of the assets acquired meets the screen test in ASC 805-10-55-5A related to substantially all of the fair value being concentrated in a single asset or group of assets (i.e., the proprietary technology and patents) and, thus, is not considered a business. Thus, management concluded that the acquisition did not include both an input and substantive processes that together significantly contribute to the ability to create outputs.

The fair value of the technology acquired is identified using the Income Approach. The fair value of the patents acquired is identified using the Cost to Reproduce Method. The fair value of noncompetition agreement acquired is identified using the Residual Value Method. Goodwill is not recorded as the transaction represents an asset acquisition in accordance with ASU 2017-01. Acquisition costs for asset acquisitions are capitalized and included in the total cost of the transaction. In addition, pursuant to ASC 805, the net tax effect of the deferred tax liability arising from the book to tax basis differences is recorded as a cost of the acquisition.

The following presents intangible assets activity:

	February 29, 2020	May 31, 2019
Gross carrying amounts	$ 3,500,000	$ 3,500,000
Development of new Company website	$ 19,552	$ 19,552
Intangible asset acquisition:		
ProstaGene, LLC	15,126,216	15,126,216
Accumulated amortization	(4,692,813)	(3,170,314)
Total amortizable intangible assets, net	$ 13,952,955	$15,475,454
Patents currently not amortized	$ —	$ —
Carrying value of intangibles, net	$ 13,952,955	$15,475,454

Amortization expense related to intangible assets was approximately $0.5 million and $1.5 million and $0.5 million and $0.7 million for the three and nine months ended February 29, 2020 and February 28, 2019, respectively. The estimated aggregate future amortization expense related to the Company's intangible assets with finite lives is estimated to be approximately $2.0 million per year for the next two years, $1.4 million the following year, $1.1 million for the next seven years, and $940,000 for the last year. There were no impairment charges for the nine months ended February 29, 2020 and February 28, 2019.

Note 9 – License Agreements

The Company has two license agreements with a third-party licensor covering the licensor's"system know-how" technology with respect to the Company's use of proprietary cell lines to manufacture new leronlimab (PRO 140) material. The Company accrues annual license fees of £600,000 (approximately US$800,000 utilizing current exchange rates), which fees are payable annually in December. The December 2019 and 2018 payments were extended to April 30, 2020 and April 15, 2019, respectively. Future annual license fees and royalty rate will vary depending on whether the Company manufactures leronlimab (PRO 140), utilizes the third-party licensor as a contract manufacturer, or utilizes an independent party as a contract manufacturer. The licensor does not charge an annual license fee when it serves as the manufacturer. In addition, the Company will incur royalties of up to 0.75% to 2% of net sales, depending upon who serves as the manufacturer, when the Company commences their first commercial sale, which will continue as long as the license agreement is maintained.

Note 10 – Commitments and Contingencies

Pursuant to the asset purchase with Progenics on October 16, 2012, the Company acquired rights to the HIV viral-entry inhibitor drug candidate PRO 140, a humanized anti-CCR5 monoclonal antibody, as well as certain other related assets, including the existing inventory of bulk PRO 140 drug product, intellectual property, certain related licenses and sublicenses, and FDA regulatory filings. In connection with this purchase, the Company has one remaining milestone payment of $5.0 million, which will become due at the time of the first U.S. new drug application approval by the FDA or other non-U.S. approval for the sale of PRO 140. In addition, the Company will incur royalty payments of up to 5% on net sales during the period beginning on the date of the first commercial sale of PRO 140 until the later of (a) the expiration of the last to expire patent included in the acquired assets, and (b) 10 years, in each case determined on a country-by country basis. During the year ended May 31, 2016 the Company paid a milestone obligation of $1.5 million owed to Progenics as a result of the first dosing in a U.S. Phase 3 trial. To the extent that the remaining milestone payment and royalties are not timely made, under the terms of the purchase agreement, Progenics has certain repurchase rights relating to the assets sold to the Company thereunder. As of the date of this filing, it is management's conclusion that the probability of achieving the subsequent future scientific research milestone is not reasonably determinable, thus the future milestone payments payable to Progenics and its sub-licensors are deemed contingent consideration and, therefore, are not currently accruable. Payments to Progenics are in addition to payments due under a Development and License Agreement, dated April 30, 1999 (the "PDL License"), between Protein Design Labs ("PDL"), now AbbVie Inc., and Progenics, which was assigned to the Company in the purchase agreement, pursuant to which the Company has an exclusive worldwide license to develop, make, have made, import, use, sell, offer to sell or have sold products that incorporate the humanized form of the PRO 140 antibody developed by PDL under the agreement the Company has paid various milestone obligations, with two remaining milestone payments of $0.5 million each, one payment of $0.5 million upon filing a BLA with the FDA or non-U.S. equivalent regulatory body and a second payment of $0.5 million, which will become due upon FDA approval or approval by another non-U.S. equivalent regulatory body. In addition, the Company will incur royalties of up to 3.5% of net sales for the longer of 10 years and the date of expiration of the last to expire licensed patent. Additionally, the PDL License provides for an annual maintenance fee of $150,000 or until annual royalties paid exceed that amount. To the extent the remaining milestone payment and royalties are not timely made, under the terms of the PDL License, AbbVie Inc. has certain termination rights relating to the Company's license of PRO 140 thereunder. As of the date of this filing, it is management's conclusion that the probability of achieving the subsequent future scientific research milestones is not reasonably determinable, thus the future milestone payments payable to PDL, Progenics and its sub-licensors are deemed contingent consideration and, therefore, are not currently accruable.

During the fourth quarter of fiscal 2019, the Company entered into a Master Services Agreement and Product Specific Agreement (collectively, the "Samsung Agreement") with Samsung BioLogics Co., Ltd. ("Samsung"), pursuant to which Samsung will perform technology transfer, process validation, manufacturing and supply services for the commercial supply of leronlimab. In April 2019 the Company delivered to Samsung a purchase order for $33 million worth of process validation and technology transfer services related to the manufacture of leronlimab, with payments by the Company scheduled to be made throughout calendar 2020. Under the Samsung Agreement, the purchase order is binding and the Company is obligated to pay the full amount of the purchase order. Under the terms of the Samsung Agreement, the Company is obligated to make specified minimum purchases of leronlimab from Samsung pursuant to forecasted requirements which the Company is required to provide to Samsung. The first forecast, due March 31, 2020, is currently in process along with the first rolling quarterly forecast setting forth the total quantity of commercial grade leronlimab that the Company expects to require in the following years. The Company estimates that initial ramp-up costs to manufacture commercial grade leronlimab at scale could total approximately $60 million, with approximately $30 million payable over the course of calendar 2020, and approximately $30 million payable in the first quarter of 2021. Thereafter, the Company will pay Samsung per 15,000L batch according to the pricing terms specified in the Samsung Agreement. The Samsung Agreement has an initial term ending in December 2027 and will be automatically extended for additional two-year periods unless either party gives notice of termination at least six months prior to the then current term. Either party may terminate the Samsung Agreement in the event of the other party's insolvency or uncured material breach, and the Company may terminate the agreement in the event of a voluntary or involuntary complete market withdrawal of leronlimab from commercial markets, with one and half year's prior notice. Neither party may assign the agreement without the consent of the other, except in the event of a sale of all or substantially all of the assets of a party to which the agreement relates.

The Company has entered into project work orders, as amended, for each of its Clinical Research Organization ("CRO") and related laboratory vendors. Under the terms of these agreements, the Company incurs execution fees for direct services costs, which are recorded as a current asset. In the event the Company were to terminate any trial, it may incur certain financial penalties which would become payable to the CRO. Conditioned upon the form of termination of any one trial, the financial penalties may range up to $1.5 million. In the remote circumstance that the Company would terminate all clinical trials, the collective financial penalties may range from an approximate low of $0.9 million to an approximate high of $2.2 million.

On December 17, 2019, the Company entered into a Commercialization and License Agreement (the "License Agreement") and a Supply Agreement (the "Supply Agreement") with Vyera Pharmaceuticals, LLC, a Delaware limited liability company ("Vyera"). Pursuant to the License Agreement, the Company granted Vyera an exclusive royalty-bearing license to commercialize pharmaceutical preparations containing leronlimab (PRO 140) for the treatment of HIV in humans in the United States. Pursuant to the terms of the License Agreement, and subject to the conditions set forth therein, Vyera will bear the cost of, and be responsible for, among other things, the commercialization of leronlimab (PRO 140) in the United States. Pursuant to the Supply Agreement, the Company has agreed to supply Vyera and Vyera has agreed to purchase from the Company, its requirements of leronlimab (PRO-140) for commercialization under the License Agreement. Under the terms of the Supply Agreement, Vyera is obligated to make purchases of leronlimab (PRO 140) from the Company pursuant to Vyera's forecasted requirements, updated monthly, which will contain a binding period that will increase over the course of the first two years following receipt of regulatory approval of leronlimab (PRO 140) for the treatment of humans with HIV.

From time to time, the Company is involved in routine litigation that arises in the ordinary course of business. Other than specified in Part II, Item 1, there are no pending significant legal proceedings to which the Company is a party for which management believes the ultimate outcome would have a material adverse effect on the Company's financial position.

Note 11 – Public Warrant Tender Offerings

During June 1, 2019 to July 31, 2019, the Company conducted two public warrant tender offers, in which accredited investors purchased common stock at either $0.30 or $0.40 per share. Pursuant to the offering, the Company sold a total of 45,375,923 shares of common stock, $0.001 par value, for aggregate gross proceeds of approximately $11.9 million. The Company paid placement agent fees of approximately $1.1 million for services in connection with the tender offers. The Company also recorded a non-cash inducement interest expense of approximately $2.4 million in connection with the tender offers.

Note 12 – Private Warrant Exchange

On December 20, 2019, the Company entered into a private warrant exchange in which certain accredited investors purchased unregistered common stock at a range of $0.22 to $0.25 per share as compared to the stated exercise price ranging from 0.45 to $0.75 per share of common stock. The Company sold 3,350,000 shares of common stock, as well as 1,340,000 additional shares as an inducement to exercise their warrants, for a total of 4,690,000 shares of common stock, $0.001 par value. Aggregate gross proceeds from the private warrant exchange were approximately $0.8 million.

On December 30, 2019, the Company entered into a private warrant exchange in which certain accredited investors purchased unregistered common stock at a reduced exercise price per share of $0.50 for any warrant with a stated exercise price greater than $0.50 per share and no discount for warrants with a stated exercise price equal to or less than $0.50 per share. The Company sold 2,230,000 shares of common stock, as well as 446,000 additional shares as an inducement to exercise their warrants, for a total of 2,676,000 shares of common stock, $0.001 par value. Aggregate gross proceeds from the private warrant exchange were approximately $1.1 million.

During January 2020, the Company entered into a private warrant exchange in which certain accredited investors purchased unregistered common stock at a reduced exercise price per share of $0.50 for any warrant with a stated exercise price greater than $0.50 per share and no discount for warrants with a stated exercise price equal to or less than $0.50 per share. The Company issued 4,040,000 shares of common stock, as well as 408,000 additional shares as an inducement to exercise their warrants, for a total of 4,448,000 shares of common stock, $0.001 par value. Aggregate gross proceeds from the private warrant exchange were approximately $1.9 million.

On February 28, 2020, the Company entered into a private warrant exchange in which certain accredited investors purchased unregistered common stock at a range of $0.18 to $0.45 per share as compared to the stated exercise price on their warrant, which ranged from $0.30 to $0.75 per share of common stock. The Company issued 7,842,500 shares of common stock, as well as 784,245 additional shares as an inducement to exercise their warrants, for a total of 8,626,745 shares of common stock, $0.001 par value. Aggregate gross proceeds from the private warrant exchange were approximately $2.2 million.

The Company recorded non-cash inducement interest expense of approximately $5.2 million in connection with the private warrant exchange offerings.

Note 13 – Stock Grants to Employees

On December 24, 2019, the Company issued a total of 379,880 shares of registered common stock to two executives in connection with the stock portion of their incentive compensation earned for the fiscal year ended May 31, 2018. The two executives simultaneously tendered back to the Company a total of 126,997 shares of the registered common stock to cover the income tax withholding requirements.

On January 28, 2020, the Company awarded 11,650,000 performance shares to certain of its directors and executive officers outside of the 2012 Plan. The awards will vest and be settled in shares of common stock of the Company if the Company achieves FDA Breakthrough Therapy designation for cancer within 6 months of the award date and if certain other requirements have been met.

Note 14 – Registered Direct Equity Offerings

During June 1, 2019 to November 30, 2019, the Company entered into subscription agreements with certain investors for the sale of 19,100,333 shares of common stock at purchase prices ranging between $0.30 and $0.40 per share in registered direct offerings, pursuant to a registration statement on Form S-3. The investors in these offerings also received warrants to purchase 11,987,250 shares of common stock with an exercise price of $0.45 per share and a five-year term. The Company received net proceeds from the offerings of approximately $6.3 million. In addition, the placement agent received warrants covering 655,305 shares of common stock (or 1.3% of total shares sold to investors) with per share exercise prices ranging between $0.40 and $0.444, a five-year term and a cashless exercise provision.

On December 9, 2019, the Company entered into subscription agreements with certain investors for the sale of 2,568,330 shares of common stock at a purchase price of $0.30 per share in a registered direct offering ("December 9, 2019 Offering"), pursuant to a registration statement on Form S-3. The investors in the December 9, 2019 Offering also received warrants to purchase 1,926,248 shares of common stock with an exercise price of $0.45 per share and a five-year term. The Company received net proceeds from the December 9, 2019 Offering of approximately $0.75 million.

On December 13, 2019, the Company entered into subscription agreements with certain investors for the sale of 2,433,333 shares of common stock at a purchase price of $0.30 per share in a registered direct offering ("December 13, 2019 Offering"), pursuant to a registration statement on Form S-3. The investors in the December 13, 2019 Offering also received warrants to purchase 1,825,000 shares of common stock with an exercise price of $0.45 per share and a five-year term. The Company received net proceeds from the December 13 Offering of approximately $0.73 million.

On December 23, 2019, the Company entered into subscription agreements for the sale of 14,754,098 shares of common stock and warrants to purchase up to an aggregate of 7,377,049 shares of common stock for a combined purchase price of $0.305 per share ("December 23, 2019 Offering"), pursuant to a registration statement on Form S-3. The Company received net proceeds from the December, 23, 2019 offering of approximately $4.5 million. Each share of common stock was sold together with one-half of one warrant to purchase one share of common stock for a combined purchase price of $0.305 per share. As partial consideration for the License Agreement and the Supply Agreement, Vyera's parent company, Phoenixus AG ("Phoenixus"), made a $4.0 million equity investment in the Company The December 23, 2019 Offering also included $0.5 million of shares of common stock and related warrants sold to an entity associated with David F. Welch, a member of the Company's board of directors, on terms identical to those applicable to Phoenixus.

Note 15 – Employee Benefit Plan

The Company has an employee savings plan (the "Plan") pursuant to Section 401(k) of the Internal Revenue Code (the "Code"), covering all of its employees. The Company makes a qualified non-elective contribution of 3%, which consequently vests immediately. In addition, participants in the Plan may contribute a percentage of their compensation, but not in excess of the maximum allowed under the Code. During the three and nine months ended February 29, 2020 and February 28, 2019, the Company incurred an expense of approximately $30,000 and $75,000 and approximately $20,000 and $50,000, respectively, for qualified non-elective contributions.

Note 16 – Related Party Transactions

The Audit Committee of the Board, comprised of directors, or the full Board, reviews and approves all related party transactions.

On July 15, 2019, the Company entered into consulting agreements with two of its directors, one with Scott A. Kelly, M.D. in the capacity of non-executive Chief Science Officer, the other with David F. Welch, Ph.D. in the capacity ofnon-executive Strategy Advisor. On September 12, 2019, the Company and Dr. Welch agreed to amend his consulting agreement to eliminate any cash compensation (including previously earned entitlements) thereunder. The Company has issued stock options covering an aggregate of 1,375,000 shares of common stock to Dr. Kelly and Dr. Welch as compensation pursuant to such agreements, including options to Dr. Kelly for 750,000 shares at an exercise price of $0.385, on September 12, 2019, and 187,500 shares at an exercise price of $0.39, on October 7, 2019; and options to Dr. Welch for 250,000 shares at an exercise price of $0.385, on September 12, 2019, and 187,500 shares at an exercise price of $0.39, on October 7, 2019. The options granted on September 12, 2019 vested immediately upon issuance and have a 10-year expiration term. The options issued on October 7, 2019 vest in four equal quarterly installments beginning on the grant date and have a 10-year expiration term.

On June 12, 2019, the Company concluded a warrant tender offer (the "June 2019 Warrant Tender Offer") for certain outstanding series of eligible warrants, offering the holders of such warrants the opportunity to amend and exercise their warrants at a reduced exercise price equal to the lower of (i) their respective existing exercise price or (ii) $0.40 per share of common stock. As an inducement to holders to participate in the June 2019 Warrant Tender Offer, the Company offered to issue to participating holders shares of common stock equal to an additional 50% of the number of shares issuable upon exercise of the eligible warrants (collectively, the "Additional Shares"). Dr. Kelly validly tendered warrants beneficially owned by him, covering an aggregate of 50,000 shares of common stock, and received 25,000 Additional Shares. Dr. Kelly participated on terms identical to those applicable to other holders in the June 2019 Warrant Tender Offer.

On July 31, 2019, the Company concluded an additional warrant tender offer on terms identical to the June 2019 Warrant Tender Offer (the "July 2019 Warrant Tender Offer"). Dr. Welch tendered warrants beneficially owned by him, covering an aggregate of 1,000,000 shares of common stock, and received 500,000 Additional Shares. Dr. Welch participated on terms identical to those applicable to other holders in the July 2019 Warrant Tender Offer").

On September 30, 2019, an entity controlled by Dr. Welch exchanged a 2019 Short-term Convertible Note in the principal amount of $1 million and accrued but unpaid interest of $75,343, for an Exchange Note in the principal amount of $1,075,343 and a warrant to purchase 1,000,000 shares of common stock. The entity controlled by Dr. Welch participated on similar terms to the other holders in the exchange.

On October 8, 2019, an entity controlled by then director, Mr. Michael Klump, exchanged a 2019 Short-term Convertible Note in the principal amount of $0.5 million and accrued but unpaid interest of $37,397, for an Exchange Note in the principal amount of $537,397 and a warrant to purchase 500,000 shares of common stock. The entity controlled by Mr. Klump participated on similar terms to the other holders in the exchange.

On December 13, 2019, Mr. Jordan Naydenov, a director of the Company, participated in a registered direct equity offering. Mr. Naydenov purchased 833,333 shares of common stock and received warrants covering 625,000 shares. The terms and conditions of Mr. Naydenov's $250,000 investment were identical to those offered to other investors in this offering.

On December 23, 2019, an entity controlled by Dr. Welch participated in a registered direct equity offering. The entity controlled by Dr. Welch purchased 1,639,344 shares of common stock and received warrants covering 819,672 shares. The terms and conditions of the $500,000 investment made by the entity controlled by Dr. Welch were identical to those offered to other investors in this offering.

On January 31, 2020, an entity controlled by Dr. Welch participated in the January 31, 2020 offering. The entity controlled by Dr. Welch purchased 1,000 shares of Series D convertible preferred shares and received warrants covering 500,000 shares of common stock. The terms and conditions of the $1,000,000 investment made by the entity controlled by Dr. Welch were identical to those offered to other investors in this offering.

On February 26, 2020, an entity controlled by Dr. Welch entered into a private warrant exchange in which the entity purchased common stock at $0.18 per share as compared to the stated exercise price on the warrants of $0.30 per share of common stock. The entity controlled by Dr. Welch purchased 1,819,672 shares of common stock, as well as 181,967 additional shares as an inducement to exercise their warrants, for a total of 2,001,639 shares of common stock. The terms and conditions of the approximate $330,000 investment made by the entity controlled by Dr. Welch were identical to those offered to other investors in this offering.

Note 17 – Subsequent Events

In March 2020, the World Health Organization declared COVID-19 a pandemic. We could be negatively affected by the widespread outbreak of an illness or any other communicable disease, or any other public health crisis that results in economic and trade disruptions, including the disruption of global supply chains. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and created significant volatility and disruption of financial markets. The extent of the impact of the COVID-19 pandemic on our operational and financial performance, including our ability to execute our business strategies and initiatives in the expected time frame, will depend on future developments, including the duration and spread of the pandemic and related restrictions on travel and transports, all of which are uncertain and cannot be predicted. An extended period of global supply chain and economic disruption could materially affect our business, results of operations, access to sources of liquidity and financial condition.

Further, during March 2020 the Company began expanding the clinical focus with leronlimab to include evaluating its effectiveness in multiple other autoimmune indications where CCR antagonism has shown initial promise, as well as the novel coronavirus disease ("COVID-19"). The Company targets leronlimab treatment as a therapy for patients who experience respiratory complications as a result of contracting COVID-19. The Company believes leronlimab could provide therapeutic benefit by enhancing the immune response while mitigating the "cytokine storm" that leads to morbidity and mortality in patients experiencing this syndrome.

On March 13, 2020, the Company entered into subscription agreements with certain investors for the sale of 882 shares of Series D convertible preferred stock at a purchase price of $1,000.00 per share ("March 13, 2020 offering"). The investors in the March 13, 2020 offering also received warrants to purchase 275,625 shares of common stock with an exercise price of $1.00 per share and a five-year term. The Company received net proceeds from the March 13, 2020 offering of approximately $0.9 million.

During March 2020, the Company granted stock option awards covering new employees and a new executive of the Company totaling 280,000 shares of common stock, with exercise prices ranging from $0.96 to $1.07. The awards vest ratably over three years and have a ten-year contractual term.

On March 31, 2020, CytoDyn Inc. (the “Company”) entered into a Securities Purchase Agreement (the “Agreement”) pursuant to which the Company issued a secured convertible promissory note, as amended (the “Note”) with a two-year maturity to an institutional accredited investor (the “Investor”) in the initial principal amount of $17.1 million. The Note is secured by all of the assets of the Company, excluding the Company’s intellectual property. The Investor gave consideration of $15.0 million, reflecting original issue discount of $2.1 million. The Company anticipates using the proceeds for general working capital purposes.

During March 1, 2020 through April 6, 2020, the Company issued of 29,357,527 shares of common stock in connection with the exercise of warrants and stock options with an exercise prices ranging from $0.19 to $1.00 per share. The Company received proceeds of approximately $7.4 million from these exercises.

On April 8, 2020, the Company received a notice from the holder of the January 2019 Note, stating that the investor was owed additional shares upon redemption of the note, compared to the number of shares issued upon redemption as described in Note 5 above. The Company is reviewing the details of the notice.

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

This filing contains forward-looking statements within the meaning of federal securities laws. The words "anticipate," "believe," "expect," "intend," "predict," "plan," "will," "seek," "estimate," "project," "continue," "could," "may," and similar terms and expressions are intended to identify forward-looking statements. Forward-looking statements include, among others, statements regarding the Company's completion of the BLA filing with the FDA, anticipated R&D expenses, ability to reach future clinical development and regulatory milestones, the timing of regulatory approvals from the FDA or other non-U.S. regulators, its ability to effectively and timely conduct clinical trials, performance under its contract manufacturing and licensing agreements, commercialization efforts regarding leronlimab (PRO 140), and continued periods of net losses. Such statements reflect current views with respect to future events and financial performance and involve risks and uncertainties, including, without limitation, regulatory initiatives and compliance with governmental regulations, ability to commercialize all of our pre-launch inventory, the sufficiency of the Company's cash position and the ability to raise additional capital, clinical priorities, the results of clinical trials for the Company's drug candidate, and various other matters, including the risks described in Part I, Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the fiscal year ended May 31, 2019 and any additional or updated risk factors discussed in any subsequent Quarterly Report on Form 10-Q filed since that date, many of which are beyond its control. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove to be incorrect, actual results may vary materially and adversely from those anticipated, believed, estimated, or otherwise indicated. Consequently, all of the forward-looking statements made in this filing are qualified by these cautionary statements and there can be no assurance of the actual results or developments. In addition, any forward-looking statement applies only as of the date of this filing. The Company does not plan to, and undertakes no obligation to, update any forward-looking statements to reflect new information or new events, circumstances or developments, or otherwise.

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the other sections of this Quarterly Report, including the Company's financial statements and related notes appearing elsewhere herein. To the extent not otherwise defined herein, capitalized terms shall have the same meanings as in such financial statements and related notes. This discussion and analysis contains forward-looking statements including information about possible or assumed results of the Company's financial condition, operations, plans, objectives and performance that involve risk, uncertainties and assumptions. The actual results may differ materially from those anticipated and set forth in such forward-looking statements.

Overview

Our current business strategy is to prioritize the completion our BLA filing for leronlimab as a combination therapy for highly treatment experienced HIV patients, to advance our Phase 1b/2 clinical trial for metastatic triple-negative breast cancer, to continue our Phase 2 basket trial for 22 different solid tumor cancers, for graft-versus-host disease ("GvHD"), to finalize with the FDA our submitted protocol for a pivotal Phase 3 clinical trial with leronlimab as a monotherapy for HIV patients and concurrently to explore other immunologic indications for leronlimab, including Non-Alcoholic Steato Hepatitis ("NASH") and Multiple Sclerosis (MS). We recently received permission from the FDA to proceed with a Phase 2 clinical trial for mild-to-moderate COVID-19 and a Phase 2b/3 for severely illCOVID-19 patients. We continue to pursue licensing opportunities and other potential strategic partnerships for leronlimab with pharmaceutical companies and other potential business partners.

Clinical Trials Update for HIV Applications

Phase 2b Extension Study for HIV, as Monotherapy

Currently, there are five patients in this ongoing extension study and each has surpassed five and a half years of suppressed viral load with leronlimab as a single agent therapy. This extension study will be discontinued upon any FDA approval of leronlimab as combination therapy for HIV.

Phase 2b/3 Pivotal Trial for HIV, as Combination Therapy

This trial was successfully completed, and is the basis for our current BLA, for which the first of three sections was submitted to the FDA in March 2019 under a "rolling review." We expect to submit the remaining two sections of the BLA in the April of 2020. This trial for leronlimab as a combination therapy with existing Highly Active Anti-Retroviral Therapy ("HAART") drug regimens for highly treatment experienced HIV patients achieved its primary endpoint with a p-value of 0.0032. Most of the patients who have completed this trial have transitioned to anFDA-cleared rollover study, as requested by the treating physicians to enable the patients to have continued access to leronlimab.

Rollover Study for HIV as Combination Therapy

This study is designed for patients who successfully completed the pivotal Phase 2b/3 Combination Therapy trial and for whom the treating physicians request a continuation of leronlimab therapy in order to maintain suppressed viral load. This extension study will be discontinued upon any FDA approval of leronlimab.

Phase 2/3 Investigative Trial for HIV, as Long-term Monotherapy

Enrollment for this trial is now closed after reaching 595 patients. This trial assesses the subcutaneous use of leronlimab as a long-acting single agent maintenance therapy for 48 weeks in patients with suppressed viral load with CCR5-tropic HIV-1 infection. The primary endpoint is the proportion of participants with a suppressed viral load to those who experienced virologic failure. The secondary endpoint is the length of time to virologic failure. The trial evaluates three dosage arms, 350 mg, 525 mg and 700 mg. We recently reported that interim data suggested that both the 525 mg and the 700 mg dosages are achieving a responder rate of more than 90% after the initial 10 weeks. Some of the data from this trial is also being used to provide safety data for the BLA filing for leronlimab as a combination therapy. In view of the high responder rate at the increased dosage levels, coupled with the newly developed CCR5 receptor occupancy test, we recently filed a pivotal trial protocol with the FDA for leronlimab as a monotherapy. We are discussing finalization of that protocol with FDA and could initiate the Phase 3 trial in 2020. Upon finalization with the FDA of the pivotal trial protocol for monotherapy, the Phase 2b/3 investigative trial will likely be discontinued.

We will require a significant amount of additional capital to complete the foregoing clinical trials for HIV and complete our BLA submission, as well as to advance our trials in the oncology and immunology space, including, but not limited to triple-negative breast cancer, basket cancer indications, GvHD, NASH, COVID-19. See "Liquidity and Capital Resources" below.

Cancer and Immunological Applications

We are continuing to advance our exploration of opportunities for clinical applications for leronlimab involving the CCR5co-receptor, other than HIV-related treatments, such as cancer, inflammatory conditions and autoimmune diseases, andCOVID-19 trials.

The target of leronlimab is the important G protein coupled co-receptor CCR5. CCR5 is more than the pathway to HIV replication; it is also a crucial component of inflammatory responses and is a key mediator in many cancer metastasis and COVID-19 complications due to ARDS (Acute Respiratory Distress Syndrome) in lung. We believe this opens the potential for multiple pipeline opportunities for leronlimab. CCR5 is a protein located on the surface of white blood cells and cancer epithelial cells that serves as a receptor for attractants called chemokines. Chemokines are the key orchestrators of leukocyte trafficking by attracting immune cells to the sites of inflammation.

At the site of an inflammatory reaction, chemokines are released. These chemokines are specific for CCR5 and cause the migration ofT-cells to these sites promoting further inflammation. We believe the mechanism of action of leronlimab has the potential to block the movement of T-cells to inflammatory sites, which could be instrumental in diminishing or eliminating inflammatory responses. CCR5 is also expressed on the surface of epithelial cells in certain cancers. Some disease processes that we believe could benefit from CCR5 blockade include many types of common cancers, GvHD (a reaction occurring in some patients after bone marrow transplantation), NASH, autoimmunity and chronic inflammation, such as rheumatoid arthritis and psoriasis. Recent published data has shown that the cancer cells within a tumor consist of two types of cells—one with CCR5 and others without them. The published data indicated that cancer cells that can metastasize express CCR5. Metastases are the cause of death in the vast majority of cancer patients. A prior publication indicates that CCR5 antagonists can turn off certain calcium signaling and reduce the migration of CCR5 positive cancer cells. Inhibition of CCR5 signaling blocks the guided migration and reduces the metastasis. Leronlimab has demonstrated (in an in-vitro study) that it also turns off calcium signaling and blocks breast cancer cellular invasion. Furthermore, published studies showed current chemotherapy induces CCR5, and CCR5 antagonists enhance the effectiveness of current chemotherapies, potentially allowing a reduction in chemotherapy, which may provide an improved quality of life for patients.

Research has demonstrated three potential key properties of CCR5's mechanism of action ("MOA") in cancer. The first is that the CCR5 receptor on cancer cells was responsible for the migration and invasion of cells into the blood stream, which leads to metastasis of breast, prostate, and colon cancer. The second is that blocking CCR5 also turns on anti-tumor fighting properties restoring immune function. The third key finding was that blockage of the CCR5/CCL5 interaction had a synergistic effect with chemotherapeutic therapy and controlled cancer progression. Chemotherapy traditionally increased expression of CCR5 so blocking it is expected to reduce the levels of invasion of metastasis.

Due to its MOA, we believe leronlimab may have significant advantages over other CCR5 antagonists. Prior studies have demonstrated that leronlimab does not cause direct activation of T-cells. We have already reported encouraging human safety data for our clinical trials with leronlimab in HIV-infected patients.

We also previously initiated our first clinical trial with leronlimab in an immunological indication – a Phase 2 clinical trial with leronlimab for GvHD in patients with AML or MDS who are undergoing bone marrow stem cell transplantation. As noted below, enrollment under the amended protocol for the GvHD trial has been delayed subject to increased capital resources.

Phase 1b/2 Trial for Triple-Negative Breast Cancer

We recently received clearance from the FDA for our IND submission to initiate a Phase 1b/2 clinical trial for metastatic triple-negative breast cancer patients and have dosed the first patient in this trial. In May 2019, the FDA granted Fast Track designation for the use of leronlimab in combination with carboplatin in treating mTNBC. Five clinical trial sites have been identified, and the first patient was treated before the end of September 2019. The change in circulating tumor cells ("CTCs") number will be evaluated every 21 days during treatment and will be used as an initial prognostic marker for efficacy. Up to 48 patients are expected to be enrolled in this study.

Phase 2 Basket trial for multiple (22) solid tumor cancer

We received clearance from the FDA to initiate a Basket trial for 22 different solid tumor cancer including melanoma, pancreatic, breast, prostate colon, lung, liver and stomach cancers.

Phase 2 Trial for Graft-versus-Host Disease

This Phase 2 multi-center, 100-day study with 60 patients is designed to evaluate the feasibility of the use of leronlimab as an add-on therapy to standard GvHD prophylaxis treatment for prevention of acute GvHD in adult patients with acute myeloid leukemia ("AML") or myelodysplastic syndrome ("MDS") undergoing allogeneic hematopoietic stem cell transplantation ("HST"). Enrollment of the first patient was announced in May of 2017. On October 5, 2017, we announced that the FDA had granted Orphan Drug Designation to leronlimab (PRO 140) for the prevention of GvHD. In March 2018, we announced that the Independent Data Monitoring Committee ("IDMC") for leronlimab (PRO 140) Phase 2 trial in GvHD had completed a planned interim analysis of trial data on the first 10 patients enrolled. Following this review of data from the first 10 patients in the Phase 2 trial, we filed amendments to the protocol with the FDA. The amendments included switching the pretreatment conditioning regimen from aggressive myeloablative ("MA") conditioning to a reduced intensity conditioning ("RIC"), and switching from a blinded one-for-one randomized placebo-controlled design to an open-label design under which all enrollees receive leronlimab. The amendments also provide for a 100% increase in the dose of leronlimab, to 700 mg, to more closely mimic pre-clinical dosing. The next review of data by the IDMC will occur following enrollment of 10 patients under the amended protocol after each patient has been dosed for 30 days. Due to the necessary prioritization of limited capital, enrollment under the amended protocol has been temporarily delayed.

Phase 2 Trial for COVID-19

The FDA recently granted us clearance to proceed with Phase 2 studies of leronlimab in mild-to-moderate COVID-19 patients. We have already enrolled 2 patients in this 75-patient trial, double blinded, randomized (2:1) trial.

Phase 2b/3 Trial for COVID-19

The FDA recently granted us clearance to proceed with Phase 2b/3 studies of leronlimab in severely ill COVID-19 patients. We have initiated the enrollment of 390 patients in this double blinded, randomized (2:1) trial.

Phase 2 Trial and IND for NASH

The FDA recently granted clearance to CytoDyn to proceed with Phase 2 studies to test whether leronlimab may control the devastating effects of liver fibrosis associated with Nonalcoholic steatohepatitis ("NASH"). This trial is designed to be a 60-patient, multi-center, randomized, double blind, placebo-controlled Phase 2 study of the safety and efficacy of leronlimab in adult patients with NASH.

Results of Operations

Results of Operations for the three months ended February 29, 2020 and February 28, 2019 are as follows:

For the three months ended February 29, 2020 and February 28, 2019, we had no activities that produced revenues from operations.

For the three months ended February 29, 2020 and February 28, 2019, we had a net loss of approximately $35.8 million and $12.6 million, respectively. The increase in net loss of approximately $23.2 million was attributable to increases in operating expenses of approximately $9.2 million, increased non-cash charge on the fair value of derivative liabilities of $4.3 million, increased interest expense of $10.2 million, offset by other income of $0.5 million for the three months ended February 29, 2020. The increase in loss per share in contrast to the comparable period a year ago was primarily attributable to the increased net loss.

For the three months ended February 29, 2020 and February 28, 2019, operating expenses totaled approximately $22.1 million and $12.9 million, respectively, consisting of research and development ("R&D") expenses, general and administrative ("G&A") expenses, and amortization and depreciation. The increase in operating expenses of approximately $9.2 million, or 72%, was attributable to increases in G&A expense of approximately $3.1 million and increased R&D expense of $6.1 million.

G&A expenses totaled approximately $6.5 million for the three months ended February 29, 2020, and were comprised of salaries and benefits, non-cash stock-based compensation expense, professional fees, insurance and various other expenses. The increase in G&A expenses of approximately $3.1 million, or 93%, for the three months ended February 29, 2020 was due to an increase in salaries and benefits associated with recent new hires, coupled with an increase in non-cash stock-based compensation.

R&D expenses, which totaled approximately $15.1 million for the three months ended February 29, 2020, increased approximately $6.1 million, or 67%, over the comparable period in the prior year due to BLA preparation and manufacturing related activities. For the quarter ended February 29, 2020, R&D expenses continue to be primarily devoted to: (1) increased CMC (chemistry, manufacturing and controls) activities to address regulatory compliance requirements for our BLA filing and leronlimab, (2) our investigative Phase 2b/3 monotherapy trial, (3) increase in clinical trials in our oncology indications, and (4) continuing activities necessary to complete the BLA filing with the FDA.

We expect future R&D expenses to be dependent on the timing of FDA approval of its BLA filing, the timing of FDA clearance of its pivotal trial protocol for leronlimab as a monotherapy for HIV patients, the clinical progression of its oncology trials, along with the outcome of the pre-clinical studies for several other cancer indications. R&D expenses are also expected to increase due to CMC activities in preparation for approval and commercialization of leronlimab.

Amortization and depreciation expenses totaled approximately $0.5 million for the three months ended February 29, 2020 and was relatively flat when compared to same period in the prior year. This is primarily attributable to the amortization of intangible assets recognized with the acquisition of ProstaGene.

For the three months ended February 29, 2020, we recognizednon-cash charges associated with an increase in fair value of derivative liabilities of approximately $2.9 million, as compared to a non-cash benefit of approximately $1.3 in the comparable 2019 period. Certain warrants and two convertible note instruments that each contain a contingent cash settlement provision giving rise to a derivative liability were issued in September 2016, June 2018 and January 2019, respectively. The June 2018 and January 2019 notes were fully converted into common stock by January 2020. For each reporting period, we determined the fair value of the derivative liability and record a corresponding non-cash benefit or non-cash charge, as a consequence of a decrease or increase, respectively, in the calculated derivative liability.

Interest expense for the three months ended February 29, 2020 totaled approximately $11.3 million. The increase of approximately $10.2 million over the comparable quarter in 2019 was driven primarily by an approximate $5.2 million increase in non-cash inducement interest expenses incurred on warrant exercises and debt conversion, and an increase in interest expense of approximately $5.7 million related to the full conversion of June 2018 and January 2019 notes described in Note 4, and finance charges on certain past due accounts payable balances, offset by an approximate $0.7 million decrease in amortization costs related to the discount on convertible notes and debt issuance costs.

The future trends in all expenses will be driven, in large part, by the future outcomes ofpre-clinical studies and clinical trials and their related effect on research R&D development expenses, general G&A administrative expenses, the manufacturing of new commercial leronlimab, and the increasing activities associated with the filing of a BLA. We require a significant amount of additional capital, and our ability to continue to fund operations will continue to depend on our ability to raise such capital. See in particular "Liquidity and Capital Resources" below and Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended May 31, 2019.

Results of Operations for the nine months ended February 29, 2020 and February 28, 2019 are as follows:

For the nine months ended February 29, 2020 and February 28, 2019, we had no activities that produced revenues from operations.

For the nine months ended February 29, 2020, we incurred a net loss of approximately $66.8 million, as compared to a net loss of approximately $41.3 million for the similar period ending February 28, 2019. The increase in net loss of approximately $25.5 million related primarily to increases in operating expenses of approximately $4.8 million, increased losses on the fair value of derivative liabilities of approximately $3.0 million, increased interest expense of approximately $15.4 million, and a decrease of a $2.8 million credit for taxes on income in the prior year. The prior year tax credit arose from the recognition of a deferred income tax benefit from a reduction in our deferred tax valuation allowance resulting from recording a deferred tax liability of approximately $2.8 million in

connection with the acquisition of assets in the ProstaGene transaction in 2018. The deferred tax liability represents the tax effect of the difference in the carrying value of the assets and their tax basis at acquisition. The increase in loss per share in contrast to the comparable period a year ago was primarily attributable to the increased net loss, offset by an increase in weighted average shares outstanding.

For the nine months ended February 29, 2020 and February 28, 2019, operating expenses totaled approximately $46.8 million and $42.0 million, respectively, consisting of R&D, G&A expenses, and amortization and depreciation. The increase in operating expenses of approximately $4.8 million, or 11%, was attributable to an increase in G&A expenses of approximately $4.6 million and an increase in amortization and depreciation expense of $0.8 million, partially offset by a decrease in R&D expenses of approximately $0.6 million.

G&A expenses, which totaled approximately $12.6 million for the nine months ended February 29, 2020, were comprised of salaries and benefits, non-cash stock-based compensation expense, professional fees, insurance and various other expenses. The increase in G&A expenses of approximately $4.6 million, or 57%, for the nine months ended February 29, 2020 over the comparable period a year ago was primarily was due to increased salaries and benefits for new employees, coupled with increases in non-cash stock-based compensation expense and other corporate and administrative expenses.

R&D expenses, which totaled approximately $32.7 million for the nine months ended February 29, 2020, decreased approximately $0.6 million, or 2%, over the comparable 2019 period principally due to lower manufacturing-related expenses. For the nine month period ended February 29, 2020, R&D expenditures were primarily devoted to: (1) increased CMC (chemistry, manufacturing and controls) activities to address regulatory compliance requirements of a future BLA filing and to advance the preparations for manufacturing new quantities of leronlimab (PRO 140), (2) our pivotal Phase 2b/3 combination therapy trial and its investigative Phase 2b/3 monotherapy trial, (3) continuing activities necessary to complete the BLA filing with the FDA, and (4) clinical trials for our leronlimab (PRO 140) oncology indications.

We expect R&D expenses in future periods to level off modestly to reflect completion of manufacturing activities preparation for an anticipated BLA filing in the first half of 2020 followed by a potential strategic advancement in clinical priorities for cancer indications, all of which are subject to the availability of sufficient additional capital. Any acceleration in clinical activities would increase R&D expenses.

For the nine months ended February 29, 2020, we recognizednon-cash charges associated with the increase in fair value of derivative liabilities of approximately $2.1 million, as compared to a non-cash benefit of approximately $0.9 million in the comparable 2019 period. Certain warrants and two convertible note instruments that each contain a contingent cash settlement provision giving rise to a derivative liability were issued in September 2016, June 2018 and January 2019, respectively. For each reporting period, we determine the fair value of the derivative liabilities and record a corresponding non-cash benefit or non-cash charge, as a consequence of a decrease or increase, respectively, in the calculated derivative liabilities.

Interest expense for the nine months ended February 29, 2020 totaled approximately $18.4 million, as compared to approximately $3.0 million for the similar period in 2019. The increase of approximately $15.4 million over the comparable period in fiscal year 2019 was driven primarily by finance charges on certain past due accounts payable balances, an approximate $7.9 million increase in non-cash inducement interest expenses incurred on warrant exercises and debt conversion, and an increase in interest expense of approximately $6.4 million related to the full conversion of June 2018 and January 2019 notes described in Note 4, an approximate $1.0 million increase in amortization costs related to the discount on convertible notes and debt issuance costs, offset by an approximate decrease of $1.5 million related to loss on extinguishment of convertible debt.

The future trends in all expenses will be driven, in large part, by the future outcomes ofpre-clinical studies and clinical trials and their related effect on R&D expenses, G&A expenses, manufacturing of new commercial leronlimab, and the increasing activities associated with the filing of the BLA. We require a significant amount of additional capital and its ability to continue to fund operations will continue to depend on our ability to raise such capital. See in particular “Liquidity and Capital Resources” below and Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended May 31, 2019.

Liquidity and Capital Resources

Our cash position at February 29, 2020 was approximately $7.1 million, an increase of approximately $3.6 million as compared to a balance of approximately $3.5 million as of May 31, 2019. The net increase in cash for the nine months ended February 29, 2020 was attributable to net cash provided by financing activities of approximately $43.1 million, offset in part by net cash used in operating activities of approximately $39.5 million.

As of February 29, 2020, we had significant negative working capital of approximately $16.4 million compared to negative working capital of approximately $21.6 million at May 31, 2019. The decrease in negative working capital of approximately $5.2 million was driven by an increase in cash and raw materials inventory, a decrease to the current portion of the long-term convertible notes payable, and offset by an increase to accounts payable.

Cash Flows

Net cash used in operating activities totaled approximately $39.5 million during the nine months ended February 29, 2020, which reflects a decrease of approximately $1.5 million of net cash used in operating activities over the nine months ended February 28, 2019. The decrease in net cash used in operating activities was due to an increased net loss of approximately $25.5 million offset by increased non-cash interest expense totaling $14.2 million, increased non-cash loss on the fair value of derivative liabilities of approximately $3.0 million, increased stock-based compensation of $1.5 million, a decrease of approximately $2.8 million related to a deferred income tax benefit, and increased net change of current assets and liabilities of approximately $5.2 million for the nine months ended February 29, 2020.

Net cash used in investing activities was immaterial during the nine months ended February 29, 2020.

Net cash provided by financing activities of approximately $43.1 million during the nine months ended February 29, 2020, which reflects an increase of approximately $1.8 million from the net cash provided by financing activities during the nine months ended February 28, 2019. The increase in net cash provided from financing activities was attributable primarily to increased proceeds from the sale of common stock and warrants, preferred stock, and warrant and stock option exercises totaling $18.7 million, offset by a decrease in debt related financing activities of approximately $17.1 million when compared to the similar nine month period in the prior year.

Capital Requirements

We have not generated revenue to date, and we do not expect to generate product revenue until the Company receives FDA approval of leronlimab. We expect that we will continue to incur operating losses as expenses continue to increase as we proceed toward completion of our BLA, prepare for commercialization of leronlimab and continue our pre-clinical and clinical trial programs. The future trends of all expenses will be driven, in large part, by the timing of the anticipated approval of its BLA, the magnitude of our preparation for commercialization readiness, future clinical trial strategy and timing of the commencement and the magnitude of future revenue stream. We have set forth the below agreements that have cash requirements and possible revenue sources. We will require a significant amount of additional capital in the future in anticipation of a fully commercialized leronlimab product.

Contract Manufacturing

During the fourth quarter of fiscal 2019, the Company entered into a Master Services Agreement and Product Specific Agreement (collectively, the "Samsung Agreement") with Samsung BioLogics Co., Ltd. ("Samsung"), pursuant to which Samsung will perform technology transfer, process validation, manufacturing and supply services for the commercial supply of leronlimab. In April 2019, the Company delivered to Samsung a purchase order for $33 million worth of process validation and technology transfer services related to the manufacture of leronlimab, with payments by the Company scheduled to be made throughout calendar 2020. Under the Samsung Agreement, the purchase order is binding and the Company is obligated to pay the full amount.

Under the terms of the Samsung Agreement, the Company is obligated to make specified minimum purchases of leronlimab from Samsung pursuant to forecasted requirements which it will provide to Samsung. The Company must provide Samsung an initial annual forecast and rolling quarterly forecasts setting forth the total quantity of commercial grade leronlimab that the Company expects to require in the following years, starting with the calendar year quarter ended March 31, 2020. We estimate initial ramp-up costs to manufacture commercial grade leronlimab at scale could total approximately $60 million, with approximately $30 million payable over the course of calendar 2020, and approximately $30 million payable in the first quarter of 2021. Thereafter, the Company will pay Samsung per 15,000L batch according to the pricing terms specified in the Samsung Agreement.

The Samsung Agreement has an initial term ending in December 2027 and will be automatically extended for additional two-year periods unless either party gives notice of termination at least six months prior to the then-current term. Either party may terminate the Samsung Agreement in the event of the other party's insolvency or uncured material breach, and the Company may terminate the agreement in the event of a voluntary or involuntary complete market withdrawal of leronlimab from commercial markets, with one and half year's prior notice. Neither party may assign the agreement without the consent of the other, except in the event of a sale of all or substantially all of the assets of a party to which the agreement relates.

We believe having two contract manufacturers may best serve our strategic objectives for the anticipated BLA filing and, if approved, the long-term commercial manufacturing capabilities for leronlimab. We will continue to assess manufacturing capacity requirements as new market information becomes available regarding anticipated demand, subject to FDA approval.

Commercialization Activities

During the third quarter of fiscal 2020, the Company entered into a Commercialization and License Agreement (the "Vyera License Agreement") and a Supply Agreement (the "Vyera Supply Agreement") with Vyera Pharmaceuticals, LLC, a Delaware limited liability company ("Vyera").

Pursuant to the Vyera License Agreement, the Company granted Vyera an exclusive royalty-bearing license to commercialize pharmaceutical preparations containing leronlimab (PRO 140) for treatment of HIV in humans in the United States. Under the terms of the Vyera License Agreement, the Company is eligible to receive contract payments from Vyera totaling up to approximately $87.0 million, to be made upon Vyera's achievement of certain sales and regulatory milestones, subject to reduction if such milestones are not achieved within certain agreed timeframes. In addition, during the Royalty Term (as defined below), the Company is entitled to royalty payments equal to 50% of Vyera's gross profit margin from sales of leronlimab (PRO 140) (defined in the Vyera License Agreement as "Net Sales") in the United States. Following expiration of the Royalty Term, Vyera will continue to maintain non-exclusive rights to commercialize leronlimab (PRO 140).

The Vyera License Agreement will expire upon the expiration of the Royalty Term. The "Royalty Term" means the period beginning on the date of the first commercial sale of the Product and ends on the latest of (i) the expiration of the last valid claim of the patents covering the Product, (ii) ten years after the first commercial sale of the Product, (iii) the expiration of regulatory exclusivity for the Product and (iv) the Biosimilar Entry Date (as defined in the Vyera License Agreement). The Vyera License Agreement may be terminated by either party for material breach, upon a party's insolvency or bankruptcy, or for a safety concern or clinical failure.

Pursuant to the Vyera Supply Agreement, Vyera has agreed to purchase from the Company its requirements of leronlimab (PRO 140) for commercialization under the Vyera License Agreement. The price that Vyera will pay for purchases of leronlimab (PRO 140) is capped at an agreed upon amount that will rise over time in accordance with the Producer Price Index for Pharmaceutical Preparation Manufacturing published by the U.S. Department of Labor, Bureau of Labor Statistics. Under the terms of the Vyera Supply Agreement, Vyera is obligated to make purchases of leronlimab (PRO 140) from the Company pursuant to Vyera's forecasted requirements, updated monthly, which will contain a binding period that will increase over the course of the first two years following receipt of Regulatory Approval (as defined in the Vyera Supply Agreement) of leronlimab (PRO 140) for the treatment of HIV in humans.

The Vyera Supply Agreement will expire at the expiration of the Royalty Term, provided that Vyera shall have the right, in its sole discretion, to extend the term of the Vyera Supply Agreement for so long as Vyera agrees to continue to pay us an agreed-upon royalty payment. The Vyera Supply Agreement will automatically terminate upon the termination of the Vyera License Agreement in the event that the termination of the Vyera License Agreement occurs prior to the expiration of the Royalty Term. The Vyera Supply Agreement may be terminated by either party for material breach or upon a party's insolvency or bankruptcy.

Contract Research

The Company has entered into project work orders for each of its clinical trials with its clinical research organization ("CRO") and related laboratory vendors. Under the terms of these agreements, the Company has prepaid certain execution fees for direct services costs. In connection with its clinical trials, the Company has entered into separate project work orders for each trial with its CRO. In the event that the Company terminates any trial, the Company may incur certain financial penalties which would become payable to the CRO. Conditioned upon the form of termination of any one trial, the financial penalties may range up to $1.5 million. In the remote circumstance the Company terminates all clinical trials, the collective financial penalties may range from an approximate low of $0.9 million to an approximate high of $2.2 million.

Licensing

Pursuant to the asset purchase with Progenics on October 16, 2012, the Company is required to pay Progenics the following ongoing milestone payments and royalties: (i) $5.0 million at the time of the first U.S. new drug application approval by the FDA or other non-U.S. approval for the sale of leronlimab (PRO 140); and (ii) royalty payments of up to five percent (5%) on net sales during the period beginning on the date of the first commercial sale of leronlimab (PRO 140) until the later of (a) the expiration of the last to expire patent included in the acquired assets, and (b) 10 years, in each case determined on a country-by country basis. In addition, under a Development and License Agreement, dated April 30, 1999 (the "PDL License"), between Protein Design Labs (now AbbVie Inc.) and Progenics, which was previously assigned to the Company, the Company is required to pay AbbVie Inc. additional milestone payments and royalties as follows: (i) $0.5 million upon filing a BLA with the FDA or non-U.S. equivalent regulatory body; (ii) $0.5 million upon FDA approval or approval by another non-U.S. equivalent regulatory body; and (iii) royalties of up to 3.5% of net sales for the longer of 10 years and the date of expiration of the last to expire licensed patent. Additionally, the PDL License provides for an annual maintenance fee of $150,000 until royalties paid exceed that amount. As of the date of this filing, while the Company has completed and filed the first of three portions of its BLA, the Company currently expects to file the remaining two portions in the second

calendar quarter of calendar 2020. Further, if the BLA is accepted by the FDA, it is management's conclusion that the probability of achieving the subsequent future clinical development and regulatory milestones is not reasonably determinable, thus the future milestone payments payable to Progenics and its sub-licensors are deemed contingent consideration and, therefore, are not currently accruable.

Going Concern

As reported in the accompanying consolidated financial statements, for the nine months ended February 29, 2020 and February 28, 2019, the Company incurred net losses of approximately $66.8 million and $41.3 million, respectively. The Company has no activities that produced revenue in the periods presented and have sustained operating losses since inception.

The Company currently requires and will continue to require a significant amount of additional capital to fund operations, pay its accounts payables and other obligations. Its ability to continue as a going concern is dependent upon its ability to raise such additional capital, commercialize its product and achieve profitability. If it is not able to raise such additional capital on a timely basis or on favorable terms, the Company may need to scale back its operations or slow down or cease certain clinical trials or contract manufacturing activities, which could materially delay the timeframe to BLA submission. The Company's failure to raise additional capital could also affect its relationships with key vendors, disrupting its ability to timely execute its business plan. In extreme cases, the Company could be forced to file for bankruptcy protection, discontinue its operations or liquidate its assets.

Since inception, the Company has financed its activities principally from the sale of public and private equity securities and proceeds from convertible notes payable and related party notes payable. The Company intends to finance its future operating activities and its working capital needs largely from the sale of equity and debt securities, combined with additional funding from other traditional and non-traditional financing sources. As of the date of this filing, the Company has approximately 12 million shares of common stock authorized, unreserved and available for issuance under its certificate of incorporation, as amended, and approximately $135.0 million available for future registered offerings of securities under its universal shelf registration statement on Form S-3, which was declared effective on March 7, 2018 (assuming the full exercise of outstanding warrants, at the currently applicable exercise prices, that were previously issued in registered transactions thereunder).

The sale of equity and convertible debt securities to raise additional capital may result in dilution to stockholders and those securities may have rights senior to those of common shares. If the Company raises additional funds through the issuance of preferred stock, convertible debt securities or other debt financing, these activities or other debt could contain covenants that would restrict its operations. On March 31, 2020, we entered into a long-term convertible note, which is secured by all of our assets, except for our intellectual property, and also includes certain restrictive provisions, such as a limitation on additional indebtedness and future dilutive issuances of securities, any of which could impair our ability to raise additional capital on acceptable terms and conditions, if at all. Any other third-party funding arrangements could require the Company to relinquish valuable rights. The Company may require additional capital beyond currently anticipated needs. Additional capital, if available, may not be available on reasonable or non-dilutive terms. Please refer to the matters discussed in Item 1A "Risk Factors" in the Company's Annual Report on Form10-K for the year ended May 31, 2019.

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company incurred losses for all periods presented and have a substantial accumulated deficit. As of February 29, 2020, these factors, among several others, raise substantial doubt about the Company's ability to continue as a going concern.

The consolidated financial statements do not include any adjustments relating to the recoverability and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company continuation as a going concern is dependent upon its ability to obtain a significant amount of additional operating capital, complete development of its product candidate, obtain FDA approval, outsource manufacturing of its product, and ultimately to attain profitability. The Company intends to seek additional funding through equity or debt offerings, licensing agreements or strategic alliances to implement its business plan. There are no assurances, however, that the Company will be successful in these endeavors.

Off-Balance Sheet Arrangements

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

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer of the Company, the Company has evaluated the effectiveness of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of February 29, 2020. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of February 29, 2020.

Internal Control Over Financial Reporting

No changes occurred during the quarter ended February 29, 2020, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

Item 1. Legal Proceedings.

On July 25, 2019, the Company's Board terminated the employment of Dr. Richard G. Pestell, the Company's former Chief Medical Officer, for cause pursuant to the terms of his employment agreement. On August 22, 2019, the Company received notice that a lawsuit naming the Company and its Chief Executive Officer and the Chairman of the Board was filed by Dr. Pestell in the U.S. District Court for the District of Delaware, alleging breach of Dr. Pestell's employment agreement, among other claims, and seeking damages in the amount of certain severance entitlements thereunder pertaining to non-cause termination, among other relief. The treatment of those entitlements and of certain previously granted unvested stock options and shares of restricted common stock, which were subject to a repurchase option, are expected to be determined by the outcome of this litigation. On September 17, 2019, the Company and the other defendants moved to dismiss the complaint in part. On September 27, 2019, Dr. Pestell amended his complaint. On October 10, 2019 and October 11, 2019, the Company and the other defendants again moved to dismiss the complaint in part. That motion remains pending. The Company intends to vigorously defend this action.

From time to time, the Company is involved in claims and suits that arise in the ordinary course of its business. The Company currently believes that the resolution of any such claims against it, if any, will not have a material adverse effect on its business, financial condition or results of operations.

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form10-K for the year ended May 31, 2019, as filed with the SEC on August 14, 2019, under the heading "Item 1A. Risk Factors", except as discussed below and as supplemented by the risk factors disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2019, as filed with the SEC on January 9, 2020, under the heading "Item 1A. Risk Factors" Investors should review the risks provided below and in the Annual Report and Quarterly Report prior to making an investment in us. The Company's business, financial condition and operating results can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below and in the Annual Report and Quarterly Report, under "Item 1A. Risk Factors", any one or more of which could, directly or indirectly, cause its actual financial condition and operating results to vary materially from past, or from anticipated future, financial condition and operating results. Any of these factors, in whole or in part, could materially and adversely affect the Company's business, financial condition, operating results and stock price.

Risks Related to Our Business

The widespread outbreak of an illness or any other communicable disease, or any other public health crisis, could adversely affect our business, results of operations and financial condition.

We could be negatively affected by the widespread outbreak of an illness or any other communicable disease, or any other public health crisis that results in economic and trade disruptions, including the disruption of global supply chains. In December 2019,

an outbreak of COVID-19 began in Wuhan, Hubei Province, China. In March 2020, the World Health Organization declared COVID-19 a pandemic. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains, and created significant volatility and disruption of financial markets. The extent of the impact of the COVID-19 pandemic on our operational and financial performance, including our ability to execute our business strategies and initiatives in the expected time frame, will depend on future developments, including the duration and spread of the pandemic and related restrictions on travel and transports, all of which are uncertain and cannot be predicted. An extended period of global supply chain and economic disruption could materially affect our business, results of operations, access to sources of liquidity, and financial condition.

Any impairment of our intangible assets could negatively impact our results of operations and financial condition.

We evaluate assets on our balance sheet, including intangible assets, in connection with our fiscal year end reporting or whenever events or changes in circumstances indicate that their carrying value may not be recoverable. We monitor factors or indicators, such as unfavorable variances from forecasted cash flows, established business plans or volatility inherent to external markets and industries that would require an impairment test. The test for impairment of intangible assets requires a comparison of the carrying value of the asset or asset group with their estimated undiscounted future cash flows. If the sum of the undiscounted expected future cash flows over the remaining useful life of a long-lived asset group is less than its carrying value, the asset is considered impaired. Impairment losses are measured as the amount by which the carrying amount of the asset group exceeds the fair value of the asset. We may experience unforeseen events that could adversely affect the value of our intangible assets and trigger an impairment evaluation. Future determinations of significant impairments of intangible assets as a result of an impairment test or any accelerated amortization of intangible assets could have a negative impact on the Company's results of operations and financial condition.

The manufacture of pre-launch inventories involves the risk that the FDA may not approves such products for marketing on a timely basis or at all.

Pre-launch inventories consist primarily of our product candidate prior to the date that we anticipate that such products will receive FDA final marketing approval. Approval may require additional or different testing and/or specifications than what was performed in the manufacture of such pre-launch inventory. If any of these risks were to materialize with respect to a given product or if the launch of such product is significantly postponed, we may have to write-off the pre-launch inventories, which could be material.

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

During the nine months ended February 29, 2020, in connection with extension and conversion of short-term convertible notes, the Company issued common stock warrants covering a total of 4,750,000 shares of common stock to investors. The investor warrants have a five-year term and exercise prices ranging between $0.30 and $0.45 per share.

On December 6, 2019, the Company entered into subscription agreements with certain investors for the sale of 415 Series C convertible preferred shares at a purchase price of $1,000.00 per share ("December 6, 2019 Offering"). The investors in the December 6, 2019 Offering also received warrants to purchase 1,037,500 shares of common stock with an exercise price of $0.30 per share and a five-year term. The Company received net proceeds from the December 6, 2019 offering of approximately $0.36 million.

On December 6, 2019, in exchange for services a consultant of the Company was granted warrants to purchase 250,000 shares of common stock with an exercise price of $0.32 per share and a five-year term. These warrants were accounted for as stock-based compensation and the grant date fair value related to these warrants was $30,023.

On December 9, 2019, the Company entered into subscription agreements with certain investors for the sale of 2,568,330 shares of common stock at a purchase price of $0.30 per share in a registered direct offering ("December 9, 2019 Offering"), pursuant to a registration statement on Form S-3. The investors in the December 9, 2019 Offering also received warrants to purchase 1,926,248 shares of common stock with an exercise price of $0.45 per share and a five-year term. The Company received net proceeds from the December 9, 2019 Offering of approximately $0.75 million.

On December 13, 2019, the Company entered into subscription agreements with certain investors for the sale of 2,433,333 shares of common stock at a purchase price of $0.30 per share in a registered direct offering ("December 13, 2019 Offering"), pursuant to a registration statement on Form S-3. The investors in the December 13, 2019 Offering also received warrants to purchase 1,825,000 shares of common stock with an exercise price of $0.45 per share and a five-year term. The Company received net proceeds from the December 13, 2019 Offering of approximately $0.73 million.

On December 19, 2019 the president and chief executive officer received a warrant awarded outside of the Incentive Plans covering 2,000,000 shares with an exercise price of $0.63 per share, which vests upon the Company's filing of the BLA.

On December 20, 2019, the Company entered into a private warrant exchange in which certain accredited investors purchased unregistered common stock at a range of $0.22 to $0.25 per share as compared to the stated exercise price on their warrant, which ranged from $0.45 to $0.75 per share of common stock. The Company sold 3,350,000 shares of common stock, as well as 1,340,000 additional shares as an inducement to exercise their warrants, for a total of 4,690,000 shares of common stock, $0.001 par value. Aggregate gross proceeds from the private warrant exchange were approximately $0.8 million.

On December 23, 2019, the Company entered into subscription agreements for the sale of 14,754,098 shares of common stock and warrants to purchase up to an aggregate of 7,377,049 shares of common stock for a combined purchase price of $0.305 per share ("December 23, 2019 Offering"), pursuant to a registration statement on Form S-3. The Company received net proceeds from the December, 23, 2019 offering of approximately $4.5 million. Each share of common stock was sold together with one-half of one warrant to purchase one share of common stock for a combined purchase price of $0.305 per share. As partial consideration for the License Agreement and the Supply Agreement, Vyera's parent company, Phoenixus AG ("Phoenixus"), made a $4.0 million equity investment in the Company The December 23, 2019 Offering also included $0.5 million of shares of common stock and related warrants sold to an entity associated with David F. Welch, Ph.D., a member of the Company's board of directors, on terms identical to those applicable to Phoenixus.

On December 30, 2019, the Company entered into a private warrant exchange in which certain accredited investors purchased unregistered common stock at a reduced exercise price per share of $0.50 for any warrant with a stated exercise price greater than $0.50 per share and no discount for warrants with a stated exercise price equal to or less than $0.50 per share. The Company sold 2,230,000 shares of common stock, as well as 446,000 additional shares as an inducement to exercise their warrants, for a total of 2,676,000 shares of common stock, $0.001 par value. Aggregate gross proceeds from the private warrant exchange were approximately $1.1 million.

During January 2020, the Company entered into a private warrant exchange in which certain accredited investors purchased unregistered common stock at a reduced exercise price per share of $0.50 for any warrant with a stated exercise price greater than $0.50 per share and no discount for warrants with a stated exercise price equal to or less than $0.50 per share. The Company issued 4,040,000 shares of common stock, as well as 408,000 additional shares as an inducement to exercise their warrants, for a total of 4,448,000 shares of common stock, $0.001 par value. Aggregate gross proceeds from the private warrant exchange were approximately $1.9 million.

On January 28, 2020, the Company awarded 11,650,000 performance shares to certain of its directors and executive officers outside of the Incentive Plans. The awards will vest and be settled in shares of common stock of the Company if the Company achieves FDA Breakthrough Therapy designation for cancer within 6 months of the award date and if certain other requirements have been met.

On January 31, 2020, the Company entered into subscription agreements with certain investors for the sale of 7,570 Series D convertible preferred shares at a purchase price of $1,000.00 per share ("January 31, 2020 offering"). The investors in the January 31, 2020 offering also received warrants to purchase 3,785,000 shares of common stock with an exercise price of $1.00 per share and a five-year term. The Company received net proceeds from the January 31, 2020 offering of approximately $7.6 million.

On February 28, 2020, the Company entered into a private warrant exchange in which certain accredited investors purchased unregistered common stock at a range of $0.18 to $0.45 per share as compared to the stated exercise price on their warrant, which ranged from $0.30 to $0.75 per share of common stock. The Company issued 7,842,500 shares of common stock, as well as 784,245 additional shares as an inducement to exercise their warrants, for a total of 8,626,745 shares of common stock, $0.001 par value. Aggregate gross proceeds from the private warrant exchange were approximately $2.2 million.

On March 13, 2020, the Company entered into subscription agreements with certain investors for the sale of 882 shares of Series D convertible preferred stock at a purchase price of $1,000.00 per share ("March 13, 2020 offering"). The investors in the March 13, 2020 offering also received warrants to purchase 275,625 shares of common stock with an exercise price of $1.00 per share and a five-year term. The Company received net proceeds from the March 13, 2020 offering of approximately $0.9 million.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits:

3.1‡	Amended and Restated Certificate of Incorporation of the Company, as amended.
3.2	Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on November 19, 2018).
4.1	Form of Series C Warrant Agreement (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on December 6, 2019).
4.2	Form of Series D Warrant Agreement (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed February 3, 2020).
4.3	Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed December 27, 2019.
4.4	Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 to the Registrant's Current Reports on Form 8-K filed December 10, 2019 and December 13, 2019.
4.5	Convertible Secured Promissory Note, as amended, by and between CytoDyn Inc. and Iliad Research and Trading, L.P. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on April 6, 2020).
10.1	Form of Subscription Agreement (November December 2019 Registered Direct Offering) (incorporated by reference to Exhibit 10.1 to the Registrant's Current Reports on Form 8-K filed December 10, 2019 and December 13, 2019).
10.2	Form of Subscription Agreement (October 2019 Series C Convertible Preferred Stock Offering) (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed December 6, 2019).
10.3	Form of Subscription Agreement (December 2019 Registered Direct Offering) (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed December 27, 2019).
10.4	Form of Subscription Agreement (January 2020 Series D Convertible Preferred Stock Offering) (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed February 3, 2020).
10.5#	Commercialization and License Agreement between CytoDyn Inc. and Vyera Pharmaceuticals, LLC, dated December 17, 2019 (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed January 9, 2020).
10.6#	Supply Agreement between CytoDyn Inc. and Vyera Pharmaceuticals, LLC, dated December 17, 2019 (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed January 9, 2020).
10.7	Securities Purchase Agreement by and between CytoDyn Inc. and Iliad Research and Trading, L.P. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 6, 2020).
10.8	Security Agreement by and between CytoDyn Inc. and Iliad Research and Trading, L.P. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on April 6, 2020).
10.9*‡	Form of Performance Share Award Agreement.
10.10*	Form of Amendment to Executive Officer Employment Agreements (incorporated by reference to Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q filed January 9, 2020).
10.11*	Form of Warrant Exercise Agreement (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed December 27, 2019).
10.12*	Form of Warrant Agreement (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on December 27, 2019).
31.1‡	Rule 13a-14(a) Certification by CEO of Registrant.
31.2‡	Rule 13a-14(a) Certification by CFO of the Registrant.
32.1‡	Certification of CFO of the Registrant pursuant to 18 U.S.C. Section 1350.
32.2‡	Certification of CFO of the Registrant pursuant to 18 U.S.C. Section 1350.
101.INS‡	XBRL Instance Document.
101.SCH‡	XBRL Taxonomy Extension Schema Document.

101.CAL‡	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF‡	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB‡	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE‡	XBRL Taxonomy Extension Presentation Linkbase Document.

* Management contract or compensatory plan or arrangement.
‡ Filed herewith.
# Certain confidential portions of this Exhibit were omitted by means of marking such portions with asterisks because the identified confidential portions (i) are not material and (ii) would be competitively harmful if publicly disclosed.

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.

CYTODYN INC.
(Registrant)

Dated: April 9, 2020

/s/ Nader Z. Pourhassan
Nader Z. Pourhassan
President and Chief Executive Officer

Dated: April 9, 2020

/s/ Craig S. Eastwood
Craig S. Eastwood
Chief Financial Officer

Exhibit 3.1

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION OF

POINT NEWCO INC.

The undersigned, Nader Z. Pourhassan, Ph.D., hereby certifies that:

(1) He is the President and Chief Executive Officer of the corporation referred to herein.

(2) The present name of such corporation is Point NewCo Inc. (the "Corporation").

(3) The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 27, 2018 (the "Certificate of Incorporation").

(4) The Corporation is party to a transaction agreement providing for, among other things, a holding company reorganization (the "Reorganization") pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), in accordance with which, the Corporation will become the public parent company of CytoDyn Inc. a Delaware corporation incorporated on January 12, 2015 ("Old CytoDyn").

(5) The board of directors and the sole stockholder of the Corporation, by resolutions duly adopted, have declared it advisable to amend the Certificate of Incorporation so that it is the same as the Certificate of Incorporation of Old CytoDyn in effect immediately prior to such merger transaction.

(6) This Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in the manner and by the vote prescribed by the Certificate of Incorporation, the by-laws of the Corporation and Section 242 of the Law, and otherwise in the manner prescribed by Section 245 of the Law, and has been adopted and is being filed in connection with the Reorganization.

(7) The Certificate of Incorporation is hereby amended and restated so as to read in its entirety as set forth on Exhibit A.

(8) This Amended and Restated Certificate of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation, has executed this Amended and Restated Certificate of Incorporation of the Corporation on this 16th day of November, 2018.

By: /s/ Nader Z. Pourhassan
Name: Nader Z. Pourhassan, Ph.D.
Title: President and Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

CYTODYN INC.

ARTICLE I

The name of the Company is CytoDyn Inc.

ARTICLE II

The address of the registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is Six Hundred and Five Million (605,000,000), of which (i) Six Hundred Million (600,000,000) shares shall be a class designated as common stock, par value $0.001 per share (the "Common Stock"), and (ii) Five Million (5,000,000) shares shall be a class designated as preferred stock, par value $0.001 per share (the "**Preferred Stock**").

The number of authorized shares of Common Stock or Preferred Stock may from time to time be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding shares of stock of the Company entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL (or any successor provision thereto), and no vote of the holders of any of the Common Stock or the Preferred Stock voting separately as a class shall be required therefor, unless a vote of any such holder is required pursuant to this Certificate (including pursuant to any certificate of designation of any series of Preferred Stock).

The powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below in, this Article IV.

A. COMMON STOCK

1. Voting. Each holder of record of Common Stock, as such, shall have one vote for each share of Common Stock which is outstanding in his, her or its name on the books of the Company on all matters on which stockholders are entitled to vote generally. Except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Certificate (including any certificate of designation relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate (including any certificate of designation relating to any series of Preferred Stock) or pursuant to the DGCL. Except as otherwise required by law, holders of any series of Preferred Stock shall be entitled to only such voting rights, if any, as shall expressly be granted thereto by this Certificate (including any certificate of designation relating to such series of Preferred Stock).

2. Dividends. Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock or any class or series of stock having a preference over or the right to participate with the Common Stock with respect to the payment of dividends, dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Company legally available for the payment of dividends, but only when and as declared by the Board of Directors or any authorized committee thereof.

3. Liquidation. Upon the dissolution, liquidation or winding up of the Company, after payment or provision for payment of the debts and other liabilities of the Company and subject to the rights, if any, of the holders of any outstanding series of Preferred Stock or any class or series of stock having a preference over or the right to participate with the Common Stock with respect to the distribution of assets of the Company upon such dissolution, liquidation or winding up of the Company, the holders of Common Stock shall be entitled to receive the remaining assets of the Company available for distribution to its stockholders ratably in proportion to the number of shares held by them.

B. PREFERRED STOCK

The Board of Directors is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, and the powers (including voting powers, if any), preferences and relative, participating, optional and other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series of Preferred Stock. The powers, preferences and relative, participating, optional and other special rights of, and the qualifications, limitations or restrictions thereof, of each series of Preferred Stock, if any, may differ from those of any and all other series at any time outstanding.

The following is a statement of the designations, preferences, qualifications, limitations, privileges and restrictions and the special or relative rights granted to or imposed upon the shares of each class of Preferred Stock of the Corporation which has been designated as of the date hereof:

Series B Convertible Preferred Stock

The number of shares of this series of Preferred Stock shall be 400,000 shares. The powers, designations, preferences and relative, participating, optional or other special rights of the shares of this series of

Preferred Stock and the qualifications, limitations and restrictions of such preferences and rights shall be as follows:

1. Dividend Provisions.

(a) The holders of record of the outstanding shares of Series B Convertible Preferred Stock shall be entitled to receive, out of any assets at the time legally available therefore and when and as declared by the Board of Directors, dividends at the rate of $.25 per share per annum from the date of issuance of the Series B Convertible Preferred Stock. Dividends on the Series B Convertible Preferred Stock shall be cumulative, shall accrue, whether or not declared and whether or not there are any profits, surplus or other funds or assets of the Corporation legally available therefore, and, at the Corporation's option, at the time the shares of Series B Convertible Preferred Stock are converted into shares of the Corporation's common stock shall either (i) be paid in cash, or (ii) be paid with restricted shares of the Corporation's common stock. In the event the Corporation shall declare a distribution (other than any distribution described above) payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights to purchase any such securities or evidences of indebtedness, then, in each such case the holders of the Series B Convertible Preferred Stock shall be entitled to a proportionate share of any such distribution as though the holders of the Series B Convertible Preferred Stock were the holders of the number of shares of Common Stock of the Corporation into which their respective shares of Series B Convertible Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(b) In the event that the Corporation elects to pay any dividends with shares of the Corporation's common stock, the shares being issued for the interest will be valued at $.50 per share.

2. Liquidation Preference.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holder of each share of Series B Convertible Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to its stockholders, before any payment or distribution shall be made on the Common Stock, an amount per share equal to $5.00 plus any accrued and unpaid dividends. If the assets and funds to be distributed among the holders of the Series B Convertible Preferred Stock shall be insufficient to permit the payment of the full aforesaid preferential amount to such holders, then the entire assets and funds of the Corporation legally available for the distribution shall be distributed among the holders of the Series B Convertible Preferred Stock in proportion to the aggregate preferential amount of all shares of Series B Convertible Preferred Stock held by them.

3. Conversion. The Series B Convertible Preferred Stock may be converted into shares of the Corporation's Common Stock on the following terms and conditions (the "Conversion Rights"):

(a) Option to Convert. Commencing as soon as the Corporation has sufficient authorized and unissued shares of its Common Stock available for all outstanding shares of Series B Convertible Preferred Stock to be converted, holders of the Series B Convertible Preferred Stock shall have the right to convert all or a portion of their shares into shares of Common Stock at any time or from time to time upon notice to the Corporation on the terms and conditions set forth herein.

(b) Mechanics of Conversion. Upon the election of a holder of the Series B Convertible Preferred Stock to convert shares of such Preferred Stock, the holder of the shares of Series B Convertible Preferred Stock which are converted shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any authorized transfer agent for such stock together with a written statement that he elects to convert his preferred stock to common stock. The Corporation or the transfer agent shall promptly issue and deliver at such office to such holder of Series B Convertible Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder is thereby entitled. The effective date of such conversion shall be a date not later than 30 days after the date upon which the holder provides written notice of his election to convert to the Corporation or transfer agent.

(c) Conversion Ratio. Each share of Series B Convertible Preferred Stock may be converted into ten (10) fully paid restricted shares of Common Stock (except as adjusted pursuant to paragraph 3(d) below). In the event that upon conversion of shares of Series B Convertible Preferred Stock a holder shall be entitled to a fraction of a share of Common Stock, no fractional share shall be issued and in lieu thereof the Corporation shall pay to the holder cash equal to the fair value of such fraction of a share.

(d) Adjustment of Conversion Rate. If the Corporation shall at any time, or from time to time, after the effective date hereof effect a reverse stock split of the outstanding Common Stock, or if the Corporation at any time or from time to time after the effective date hereof shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the number of shares of Common Stock issuable upon conversion of the Series B Convertible Preferred Stock shall be proportionately adjusted as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date.

(e) Adjustment for Merger or Reorganization. If at any time after the issuance date there shall occur any reorganization, recapitalization, consolidation, merger or other reorganization event involving the Corporation, then following any such reorganization each share of Series B Convertible preferred Stock shall thereafter be convertible, in lieu of the shares of common stock into which it was convertible prior to such event, into the kind and amount of securities, cash or other property which a holder of the number of shares of common stock of the Corporation issuable upon conversion of one share of Series B Convertible Preferred Stock immediately prior to such reorganization would have been entitled to receive pursuant to such transaction.

(f) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all of the provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series B Convertible Preferred Stock against impairment.

(g) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times use its best efforts to reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series B Convertible Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Convertible Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all outstanding shares of Series B Convertible Preferred Stock, the Corporation will take such corporate action as is necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

4. Status of Converted or Reacquired Stock. In case any shares of Series B Convertible Preferred Stock shall be converted pursuant to Section 3 hereof, the shares so converted shall cease to be a part of the authorized capital stock of the Corporation.

5. Voting Rights. The Series B Convertible Preferred Stock does not have any voting rights.

6. Notices. Any notice required to be given to holders of shares of Series B Convertible Preferred Stock shall be deemed given upon deposit in the United States mail, postage prepaid, addressed to such holder of record at his address appearing on the books of the Corporation, or upon personal delivery of the aforementioned address."

ARTICLE V

STOCKHOLDER ACTION

1. Action without Meeting. Except as otherwise provided herein, any action required or permitted to be taken by the stockholders of the Company at any annual or special meeting of stockholders of the Company must be effected at a duly called annual or special meeting of stockholders at which a quorum is present and acting throughout and may not be taken or effected by a written consent of stockholders in lieu thereof, *provided*, *however*, that any action required or permitted to be taken by the holders of Preferred Stock, voting separately as a series or separately as a class with one or more other such series, may be taken without a meeting, without prior notice and without a vote, to the extent expressly so provided by the applicable certificate of designation relating to such series of Preferred Stock.

2. Special Meetings. Except as otherwise required by statute and subject to the rights, if any, of the holders of any series of Preferred Stock, special meetings of the stockholders of the Company may be called only by the Board of Directors acting pursuant to a resolution approved by the affirmative vote of a majority of the Whole Board. For purposes of this Certificate, the term "Whole Board" shall mean the total number of authorized Directors whether or not there exist any vacancies in previously authorized directorships. Only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders of the Company.

ARTICLE VI

DIRECTORS

1. General. The business and affairs of the Company shall be managed by or under the direction of the Board of Directors except as otherwise provided herein or required by law.

2. Election of Directors. Election of Directors need not be by written ballot unless the Bylaws of the Company (the "Bylaws") shall so provide.

3. Number of Directors; Term of Office. Except as otherwise provided for or fixed pursuant to the provisions of Article IV (including any certificate of designation of any series of Preferred Stock) and this Article VI relating to the rights of the holders of any series of Preferred Stock to elect additional directors, the number of Directors of the Company shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board of Directors. . At each annual meeting of stockholders, Directors elected to succeed those Directors whose terms expire shall be elected for a term of office to expire at the next annual meeting of stockholders after their election.

Notwithstanding the foregoing, whenever, pursuant to the provisions of Article IV of this Certificate, the holders of any one or more series of Preferred Stock shall have the right, voting separately as a series or together with holders of other such series, to elect Directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate and any certificate of designations applicable thereto.

During any period when the holders of any series of Preferred Stock have the right to elect additional Directors, then upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total authorized number of Directors shall automatically be increased by such specified number of Directors, and the holders of such Preferred Stock shall be entitled to elect the additional Directors so provided for or fixed pursuant to said provisions, and (ii) each such additional Director shall serve until such Director's successor shall have been duly elected and qualified, or until such Director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his or her earlier death, resignation, retirement, disqualification or removal. Except as otherwise provided by the Board of Directors in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional Directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional Directors elected by the holders of such stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional Directors, shall forthwith terminate and the total authorized number of directors of the Company shall be reduced accordingly.

4. Vacancies. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect Directors and to fill vacancies in the Board of Directors relating thereto, any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in size of the Board of Directors, or the death, resignation, disqualification or removal of a Director, shall be filled solely and exclusively by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors, and not by the stockholders. Any Director appointed in accordance with the preceding sentence shall hold office for the remainder of the full term and until such Director's successor shall have been duly elected and qualified or until his or her earlier resignation, death or removal.

5. Removal. Subject to the rights, if any, of any series of Preferred Stock to elect Directors and to remove any Director whom the holders of any such stock have the right to elect, any Director (including persons elected by Directors to fill vacancies in the Board of Directors) may be removed from office (i) only with cause and (ii) only by the affirmative vote of the holders of at least a majority in voting power of the shares then entitled to vote at an election of Directors.

ARTICLE VII

LIMITATION OF LIABILITY

A Director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Company or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Company shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of this Article VII, shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a person serving as a Director at the time of such repeal or modification.

ARTICLE VIII

AMENDMENT OF BY-LAWS

1. Amendment by Directors. Except as otherwise provided by law, the Bylaws of the Company may be amended or repealed by the Board of Directors by the affirmative vote of a majority of the Board.

2. Amendment by Stockholders. The Bylaws of the Company may be amended or repealed by the stockholders at any annual meeting of stockholders, or special meeting of stockholders called for such purpose as provided in the Bylaws, by the affirmative vote of the holders of at least a majority in voting power of the outstanding shares entitled to vote on such amendment or repeal, voting together as a single class.

ARTICLE IX

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Company reserves the right to amend or repeal this Certificate in the manner now or hereafter prescribed by statute and this Certificate, and all rights conferred upon stockholders herein are granted subject to this reservation. In addition to any other vote required by law or this Certificate, the affirmative vote of the holders of at least a majority in voting power of the outstanding shares entitled to vote on such amendment or repeal, shall be required to amend or repeal any provision of Article V, Article VI, Article VII, Article VIII or Article IX of this Certificate.

ARTICLE X

EXCLUSIVE JURISDICTION

Unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company; (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company's stockholders, creditors or other constituents; (iii) any action asserting a claim against the Company or any Director or officer of the Company arising pursuant to, or a claim against the Company or any Director or officer of the Company with respect to the interpretation or application of any provision of, the DGCL, this Certificate or the Bylaws of the Company; or (iv) any action asserting a claim governed by the internal affairs doctrine in each such case subject to said court having personal jurisdiction over the indispensable parties named as defendants therein; provided, that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state court sitting in the State of Delaware. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Company shall be deemed to have notice of and consented to the provisions of this Article X.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CYTODYN INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, CytoDyn Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The present name of the Corporation is CytoDyn Inc. The Corporation was originally incorporated under the name Point NewCo Inc. by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on August 27, 2018 (as amended, the "Certificate of Incorporation").

2. The Certificate of Incorporation of the Corporation is hereby amended by deleting the first paragraph under Article IV and replacing such paragraph with the following paragraph:

"The total number of shares of capital stock which the Corporation shall have authority to issue is Seven Hundred and Five Million (705,000,000), of which (i) Seven Hundred Million (700,000,000) shares shall be a class designated as common stock, par value $0.001 per share (the "Common Stock"), and (ii) Five Million (5,000,000) shares shall be a class designated as preferred stock, par value $0.001 per share (the "Preferred Stock")."

3. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment and the amendment to the Certificate of Incorporation effected hereby has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

5. This Certificate of Amendment, and the amendment effected hereby, shall become effective upon filing.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer on this 22nd day of May, 2019.

CYTODYN INC.

By: /s/ Nader Z. Pourhassan, Ph.D.
Name: Nader Z. Pourhassan

CYTODYN INC.

**CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES C CONVERTIBLE PREFERRED STOCK**

PURSUANT TO SECTION 151 OF THE
DELAWARE GENERAL CORPORATION LAW

The undersigned, Nader Z. Pourhassan, Ph.D. does hereby certify that:

1. He is the President and Chief Executive Officer of CytoDyn Inc., a Delaware corporation (the "Corporation").

2. The Corporation is authorized to issue 5,000,000 shares of preferred stock, of which 400,000 shares have been designated as Series B Convertible Preferred Stock, par value $0.001 per share (the "Series B Preferred Stock");

3. The following resolutions were duly adopted by the board of directors of the Corporation (the "Board of Directors"):

WHEREAS, the certificate of incorporation of the Corporation provides for a class of its authorized stock known as preferred stock, consisting of 5,000,000 shares, $0.001 par value per share, issuable from time to time in one or more series;

WHEREAS, 400,000 of such preferred shares have already been designated as Series B Preferred Stock;

WHEREAS, the Board of Directors is authorized to fix the dividend rights, dividend rate, voting rights, conversion rights, rights and terms of redemption and liquidation preferences of any wholly unissued series of preferred stock and the number of shares constituting any series and the designation thereof, of any of them; and

WHEREAS, it is the desire of the Board of Directors, pursuant to its authority as aforesaid, to fix the rights, preferences, restrictions and other matters relating to a series of the preferred stock, which shall consist of 5,000 shares of the preferred stock which the Corporation has the authority to issue, as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the issuance of a series of preferred stock for cash or exchange of other securities, rights or property and does hereby fix and determine the rights, preferences, restrictions and other matters relating to such series of preferred stock as follows:

TERMS OF SERIES C CONVERTIBLE PREFERRED STOCK

Section 1. Designation, Amount and Par Value. The series of preferred stock shall be designated as its Series C Convertible Preferred Stock (the "Series C Preferred Stock") and the number of shares so designated shall be up to 5,000 (which shall not be subject to increase without the written consent of holders of a majority in interest of the Series C Preferred Stock then outstanding (each, a "Holder" and collectively, the "Holders")). Each share of Series C Preferred Stock shall have a par value of $0.001 per share and a stated value equal to $1,000.00 (the "Stated Value").

Section 2. Definitions. For the purposes hereof, the following terms shall have the following meanings:

"Affiliate" means any Person that, directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with a Person, as such terms are used in and construed under Rule 405 of the Securities Act.

"Alternate Consideration" shall have the meaning set forth in Section 7(d).

"Business Day" means any day except any Saturday, any Sunday, any day which is a federal legal holiday in the United States or any day on which banking institutions in the State of New York are authorized or required by law or other governmental action to close.

"Chancery Courts" shall have the meaning set forth in Section 9(d).

"Certificate of Designation" means this Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock dated as of the date hereof.

"Commission" means the United States Securities and Exchange Commission.

"Common Stock" means the Corporation's common stock, par value $0.001 per share, and stock of any other class of securities into which such securities may hereafter be reclassified or changed.

"Common Stock Equivalents" means any securities of the Corporation or the Subsidiaries which would entitle the holder thereof to acquire at any time Common Stock, including, without limitation, any debt, preferred stock, rights, options, warrants or other instrument that is at any time convertible into or exercisable or exchangeable for, or otherwise entitles the holder thereof to receive, Common Stock.

"Conversion Date" shall have the meaning set forth in Section 6(a).

"Conversion Price" shall have the meaning set forth in Section 6(b).

"Conversion Shares" means, collectively, the shares of Common Stock issuable upon conversion of the shares of Series C Preferred Stock in accordance with the terms hereof.

"Distribution" shall have the meaning set forth in Section 7(c).

"Dividend Payment Date" shall have the meaning set forth in Section 3.

"Exchange Act" means the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

"Fundamental Transaction" shall have the meaning set forth in Section 7(d)

"Holder" shall have the meaning given such term in Section 1.

"Liquidation" shall have the meaning set forth in Section 5.

"Notice of Conversion" shall have the meaning set forth in Section 6(a).

"Person" means an individual or corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or subdivision thereof) or other entity of any kind.

"Purchase Rights" shall have the meaning set forth in Section 7(b).

"Securities Act" means the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

"Series C Preferred Dividends" shall have the meaning set forth in Section 3.

"Series C Preferred Stock" shall have the meaning set forth in Section 1.

"Share Delivery Date" shall have the meaning set forth in Section 6(c).

"Standard Settlement Period" shall have the meaning set forth in Section 6(c).

"Stated Value" shall have the meaning set forth in Section 1.

"Subsidiary" means any subsidiary of the Corporation as set forth on Exhibit 21 to the Corporation's Annual Report on Form 10-K most recently filed with the Commission.

"Successor Entity" shall have the meaning set forth in Section 7(d).

"Trading Day" means a day on which the primary Trading Market is open for business.

"Trading Market" means any of the following markets or exchanges on which the Common Stock is listed or quoted for trading on the date in question: the NYSE American, the Nasdaq Capital Market, the Nasdaq Global Market, the Nasdaq Global Select Market, the New York Stock Exchange, the OTCQB, OTCQX or Pink markets of the OTC Markets marketplace, or the OTC Bulletin Board (or any successors to any of the foregoing).

"Transfer Agent" means Computershare, the current transfer agent of the Corporation, with a mailing address of 211 Quality Circle, Suite 210, College Station, TX 77845, and a telephone number is 1-800-962-4284, and any successor transfer agent of the Corporation.

Section 3. Dividends. The holders of record of the outstanding shares of Series C Preferred Stock shall be entitled to receive, out of any assets at the time legally available therefore and when and as declared by the Board of Directors, dividends at the rate of ten percent (10%) per share per annum of the Stated Value from the date of issuance of the Series C Preferred Stock (the "Series C Preferred Dividends"). Dividends on the Series C Preferred Stock shall be cumulative, shall accrue, whether or not declared and whether or not there are any profits, surplus or other funds or assets of the Corporation legally available therefore, and shall be computed on the basis of a 360-day year, compounded annually. At the Holder's option, the Series C Preferred Dividends shall either (i) be paid in cash, or (ii) be paid with restricted shares of the Corporation's Common Stock, computed on the basis of the Conversion Price in effect upon the Dividend Payment Date (as defined below). The Series C Preferred Dividends shall be paid annually in arrears on the last day of December in each year (the "Dividend Payment Date"), commencing on December 31, 2019. The Corporation shall mail written notice to each Holder, not less than fifteen (15) Business Days prior to each Dividend Payment Date, specifying the amount of the Series C Preferred Dividend per share of Series C Preferred Stock and requesting a written election of the Holder regarding the form of payment. For any Holder that has not made such a written election by the close of business five (5) Business Days prior to the Dividend Payment Date, the Corporation (and not the Holder) shall have the option to elect whether to pay the Series C Preferred Dividend in cash or with restricted shares of Common Stock. Unless otherwise agreed in writing with respect to any Holder, any payment obligation of the Corporation with respect to the Series C Preferred Dividends hereunder shall be satisfied by mailing a check or stock certificate, as the case may be, to the name and address of such Holder as recorded in the stock register for the Series C Preferred Stock.

Section 4. Voting Rights. Except as otherwise required by applicable law or this Certificate of Designation, the Holders shall have no voting rights with respect to their shares of Series C Preferred Stock. Whenever, under this Certificate of Designation or otherwise, the Holders of the Series C Preferred Stock are required to take any action, such Holders may take action without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the Holders of more than a majority of the then outstanding shares of Series C Preferred Stock, or such greater percentage as may be required by applicable law or this Certificate of Designation.

Section 5. Liquidation. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the Holders shall be entitled, before any distributions shall be made to the holders of the Series B Preferred Stock or the Common Stock, to be paid an amount per share equal to the Stated Value plus any accrued and unpaid dividends. If upon such liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets to be distributed among the

Holders shall be insufficient to permit payment to the Holders of their respective liquidation amount, then the entire assets of the Corporation to be distributed shall be distributed pro rata to the Holders. In the event of any such liquidation, dissolution or winding up of the Corporation, after the payment of all preferential amounts required to be paid to the Holders, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the Series B Preferred Stock and the Common Stock, and any other class or series of capital stock of the Corporation, in accordance with the Certificate of Incorporation of the Corporation as then in effect. The Corporation shall mail written notice of any such Liquidation, not less than 45 days prior to the payment date stated therein, to each Holder.

Section 6. Conversion.

a) Conversion at Option of Holder. Each share of Series C Preferred Stock shall be convertible, at any time and from time to time from and after the Initial Conversion Date at the option of the Holder thereof, into that number of shares of Common Stock determined by dividing the Stated Value of such share of Series C Preferred Stock by the Conversion Price. Holders shall effect conversion by providing the Corporation with the form of conversion notice attached hereto as Annex A (a "Notice of Conversion"). Each Notice of Conversion shall specify the number of shares of Series C Preferred Stock to be converted, the number of shares of Series C Preferred Stock owned prior to the conversion at issue and the date on which such conversion is to be effected, which date may not be prior to the date the applicable Holder delivers by facsimile such Notice of Conversion to the Corporation (such date, the "Conversion Date"). If no Conversion Date is specified in a Notice of Conversion, the Conversion Date shall be the date that such Notice of Conversion to the Corporation is deemed delivered hereunder. No ink original Notice of Conversion shall be required, nor shall any medallion guarantee (or other type of guarantee or notarization) of any Notice of Conversion form be required. The calculations and entries set forth in the Notice of Conversion shall control in the absence of manifest or mathematical error. To effect conversions of the shares of Series C Preferred Stock, a Holder shall not be required to surrender the certificate(s) representing the shares of Series C Preferred Stock to the Corporation unless all of the shares of Series C Preferred Stock represented thereby are so converted, in which case such Holder shall deliver the certificate representing such shares of Series C Preferred Stock promptly following the Conversion Date at issue. Shares of Series C Preferred Stock converted into Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

b) Conversion Price. The conversion price for the Series C Preferred Stock shall equal $0.50, subject to adjustment as provided herein (the "Conversion Price").

c) Mechanics of Conversion.

i) Delivery of Conversion Shares Upon Conversion. Not later than the earlier of (i) two (2) Trading Days and (ii) the number of Trading Days comprising the Standard Settlement Period (as defined below) after each Conversion Date (the "Share Delivery Date"), the Corporation shall deliver, or cause to be delivered, to the converting Holder (A) the number of Conversion Shares being acquired upon the conversion of the Series C Preferred Stock and (B) a bank check or shares of Common Stock, at the Holder's option, calculated in accordance with Section 3 hereof, in the amount of accrued and unpaid dividends. As used herein, "Standard Settlement Period" means the standard settlement period, expressed in a number of Trading Days, on the Corporation's primary Trading Market with respect to the Common Stock as in effect on the date of delivery of the Notice of Conversion Date.

ii) Fractional Shares. No fractional shares or scrip representing fractional shares shall be issued upon the conversion of the Series C Preferred Stock. As to any fraction of a share which the Holder would otherwise be entitled to purchase upon such conversion, the Corporation shall at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the Conversion Price or round up to the next whole share.

iii) Transfer Taxes and Expenses. The issuance of Conversion Shares on conversion of this Series C Preferred Stock shall be made without charge to any Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such Conversion Shares, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such Conversion Shares upon conversion in a name other than that of the Holders of such shares of Series C Preferred Stock and the Corporation shall not be required to issue or deliver such Conversion Shares unless or until the Person or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

Section 7. Certain Adjustments.

a) Stock Dividends and Stock Splits. If the Corporation, at any time while this Series C Preferred Stock is outstanding: (i) pays a stock dividend or otherwise makes a distribution or distributions payable in shares of Common Stock on shares of Common Stock or any other Common Stock Equivalents (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation upon conversion of, or payment of a dividend on, this Series C Preferred Stock), (ii) subdivides outstanding shares of Common Stock into a larger number of shares, (iii) combines (including by way of a reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (iv) issues, in the event of a reclassification of shares of the Common Stock, any shares of capital stock of the Corporation, then the Conversion Price shall be multiplied by a fraction of which the numerator shall be the number of shares of Common Stock (excluding any treasury shares of the Corporation) outstanding immediately before such event, and of which the denominator shall be the number of shares of Common Stock outstanding immediately after such event. Any adjustment made pursuant to this Section 7(a) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

b) Subsequent Rights Offerings. In addition to any adjustments pursuant to Section 7(a) above, if at any time the Corporation grants, issues or sells any Common Stock Equivalents or rights to purchase stock, warrants, securities or other property pro rata to the record holders of any class of shares of Common Stock (the "Purchase Rights"), then the Holder of will be entitled to acquire, upon the terms applicable to such Purchase Rights, the aggregate Purchase Rights which the Holder could have acquired if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of such Holder's Series C Preferred Stock immediately before the date on which a record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the grant, issue or sale of such Purchase Rights.

c) Pro Rata Distributions. During such time as this Series C Preferred Stock is outstanding, if the Corporation declares or makes any dividend or other distribution of its assets (or rights to acquire its assets) to holders of shares of Common Stock, by way of return of capital or otherwise (including, without limitation, any distribution of cash, stock or other securities, property or options by way of a dividend, spin off, reclassification, corporate rearrangement, scheme of arrangement or other similar transaction) (a "Distribution"), at any time after the issuance of this Series C Preferred Stock, then, in each such case, the Holder shall be entitled to participate in such Distribution to the same extent that the Holder would have participated therein if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of this Series C Preferred Stock immediately before the date of which a record is taken for such Distribution, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the participation in such Distribution.

d) Fundamental Transaction. If, at any time while this Series C Preferred Stock is outstanding, (i) the Corporation, directly or indirectly, in one or more related transactions effects any merger or consolidation of the Corporation with or into another Person for which approval of the stockholders of the Corporation is required, (ii) the Corporation, directly or indirectly, effects any sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions, (iii) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of Common Stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (iv) the Corporation, directly or indirectly, in one or more related transactions effects any reclassification, reorganization or recapitalization of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property, or (v) the Corporation, directly or indirectly, in one or more related transactions consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person whereby such other Person acquires more than 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination) (each a "Fundamental Transaction"), then, upon any subsequent conversion of this Series C Preferred Stock, the Holder shall have the right to receive, for each Conversion Share that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the number of shares of Common Stock of the successor or acquiring corporation or of the Corporation, if it is the surviving corporation, and any additional consideration (the "Alternate Consideration") receivable as a result of such Fundamental Transaction by a holder of the number of shares of Common Stock for which this Series C Preferred Stock is convertible immediately prior to such Fundamental Transaction. For purposes of any such conversion, the determination of the Conversion Price shall be appropriately adjusted to apply to such Alternate Consideration based on the amount of Alternate Consideration issuable in respect of one share of Common Stock in such Fundamental Transaction, and the Corporation shall apportion the Conversion Price among the Alternate Consideration in a reasonable manner reflecting the relative value of any different components of the Alternate Consideration. If holders of Common Stock are given any choice as to the securities, cash or property to be received in a Fundamental Transaction, then the Holder shall be given the same choice as to the Alternate Consideration it receives upon any conversion of this Series C Preferred Stock following such Fundamental Transaction; provided, however, that if the Fundamental Transaction is not within the Corporation's control, including not approved by the Corporation's Board of Directors, the Holder shall only be entitled to receive from the Corporation or any successor or acquiring entity, as of the date of consummation of such Fundamental Transaction, the same type or form of consideration (and in the same proportion) that is being offered and paid to holders of Common Stock in the aggregate in connection with the Fundamental Transaction, whether that consideration be in the form of cash, shares or any combination thereof, or whether the holders of Common Stock are given a choice to receive from among alternative forms of consideration in connection with the Fundamental Transaction. To the extent necessary to effectuate the foregoing provisions, any successor to the Corporation or surviving entity in such Fundamental Transaction shall file a new Certificate of Designation with the same terms and conditions and issue to the Holders new preferred stock consistent with the foregoing provisions and evidencing the Holders' right to convert such preferred stock into Alternate Consideration. The Corporation shall cause any successor entity in a Fundamental Transaction in which the Corporation is not the survivor (the "Successor Entity") to assume in writing all of the obligations of the Corporation under this Certificate of Designation in accordance with the provisions of this Section 7(d) pursuant to

written agreements in form and substance reasonably satisfactory to the Holder and approved by the Holder (without unreasonable delay) prior to such Fundamental Transaction and shall, at the option of the holder of this Series C Preferred Stock, deliver to the Holder in exchange for this Series C Preferred Stock a security of the Successor Entity evidenced by a written instrument substantially similar in form and substance to this Series C Preferred Stock which is convertible for a corresponding number of shares of capital stock of such Successor Entity (or its parent entity) equivalent to the shares of Common Stock acquirable and receivable upon conversion of this Series C Preferred Stock prior to such Fundamental Transaction, and with a conversion price which applies the conversion price hereunder to such shares of capital stock (but taking into account the relative value of the shares of Common Stock pursuant to such Fundamental Transaction and the value of such shares of capital stock, such number of shares of capital stock and such conversion price being for the purpose of protecting the economic value of this Series C Preferred Stock immediately prior to the consummation of such Fundamental Transaction). Upon the occurrence of any such Fundamental Transaction, the Successor Entity shall succeed to, and be substituted for (so that from and after the date of such Fundamental Transaction, the provisions of this Certificate of Designation referring to the "Corporation" shall refer instead to the Successor Entity), and may exercise every right and power of the Corporation and shall assume all of the obligations of the Corporation under this Certificate of Designation with the same effect as if such Successor Entity had been named as the Corporation herein.

e) Calculations. All calculations under this Section 7 shall be made to the nearest cent or the nearest 1/100th of a share, as the case may be. For purposes of this Section 7, the number of shares of Common Stock deemed to be issued and outstanding as of a given date shall be the sum of the number of shares of Common Stock (excluding any treasury shares of the Corporation) issued and outstanding.

f) Notice to the Holders. Whenever the Conversion Price is adjusted pursuant to any provision of this Section 7, the Corporation shall promptly deliver to each Holder by facsimile or email a notice setting forth the Conversion Price after such adjustment and setting forth a brief statement of the facts requiring such adjustment.

Section 8. Registration and Transfer.

a) The Corporation shall maintain at its principal offices (or at the offices of its transfer agent or such other office or agency as it may designate by notice to the Holders) a stock register for the Series C Preferred Stock in which the Corporation shall record the names and addresses of the Holders.

b) Prior to due presentment for registration of any permitted transferee of any Series C Preferred Stock, the Corporation may deem and treat the person in whose name any Series C Preferred Stock is registered as the absolute owner of such Series C Preferred Stock and the Corporation shall not be affected by notice to the contrary.

c) Anything contained herein to the contrary notwithstanding, the Corporation shall not register as a holder of any shares of Series C Preferred Stock any proposed transferee thereof, and such proposed transferee shall not be deemed a Holder for any purposes hereunder, unless: (i) such proposed transferee (A) represents to the Corporation in writing that such proposed transferee is an accredited investor, as such term is defined in Rule 501 of Regulation D promulgated under the Securities Act and (B) provides written certification to the Corporation of the basis of such transferee's status as an accredited investor, which certification shall be satisfactory to the Corporation in its sole discretion, exercised in good faith; (C) agrees, in writing, to abide by the terms of, and to assume the obligations of the initial Holder under any written agreement between the Corporation and such initial Holder; and (D) is provided a copy of this Certificate of Designation (as the same may be amended from time to time); and (ii) the proposed transfer is made pursuant to an effective registration statement under the Securities Act and applicable state securities laws, or an exemption from such registration is available.

d) Each certificate representing any shares of Series C Preferred Stock shall contain the following legends placed prominently on the front or back of the certificate:

> THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS AND MAY NOT BE SOLD OR OFFERED FOR SALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT AS TO THE SECURITIES UNDER SAID ACT AND ANY APPLICABLE STATE SECURITIES LAW OR THE AVAILABILITY OF AN EXEMPTION FROM REGISTRATION UNDER SAID ACT.
>
> CYTODYN INC. WILL FURNISH, WITHOUT CHARGE, TO EACH HOLDER OF ITS SERIES C PREFERRED STOCK WHO SO REQUESTS A COPY OF THE CERTIFICATE OF DESIGNATION SETTING FORTH THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF SUCH STOCK AND ANY OTHER CLASS OR SERIES THEREOF AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS.

e) No service charge shall be made to any Holder for any registration, transfer or exchange.

Section 9. Miscellaneous.

a) Notices. Any and all notices or other communications or deliveries to be provided by the Holders hereunder including, without limitation, any Notice of Conversion, shall be in writing and delivered personally, by facsimile or email, or sent by a nationally recognized overnight courier service, addressed to the Corporation, at the address set forth above Attention: Corporate Secretary, facsimile number (360) 980-8549, e-mail address: mmulholland@cytodyn.com, or such other facsimile number, e-mail address or address as the Corporation may specify for such purposes by notice to the Holders delivered in accordance with this Section 9. Any and all notices or other communications or deliveries to be provided by the Corporation hereunder shall be in writing and delivered personally, by facsimile or email, or sent by a nationally recognized overnight courier service addressed to each Holder at the facsimile number, email address or address of such Holder appearing on the books of the Corporation. Any notice or other communication or deliveries hereunder shall be deemed given and effective on the earliest of (i) the date of transmission, if such notice or communication is delivered via facsimile at the facsimile number or via email at the email address set forth in this Section prior to 5:30 p.m. (New York City time) on any date, (ii) the next Trading Day after the date of transmission, if such notice or communication is delivered via facsimile at the facsimile number or via email at the email address set forth in this Section on a day that is not a Trading Day or later than 5:30 p.m. (New York City time) on any Trading Day, (iii) the second Trading Day following the date of mailing, if sent by U.S. nationally recognized overnight courier service, or (iv) upon actual receipt by the party to whom such notice is required to be given.

b) Absolute Obligation. Except as expressly provided herein, no provision of this Certificate of Designation shall alter or impair the obligation of the Corporation, which is absolute and unconditional, to pay accrued dividends on the shares of Series C Preferred Stock at the time, place, and rate, and in the coin or currency, herein prescribed.

c) Lost or Mutilated Series C Preferred Stock Certificate. If a Holder's Series C Preferred Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the shares of Series C Preferred Stock so mutilated, lost, stolen or destroyed, but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof reasonably satisfactory to the Corporation.

d) Governing Law. All questions concerning the construction, validity, enforcement and interpretation of this Certificate of Designation shall be governed by and construed and enforced in accordance with the internal laws of the State of Delaware, without regard to the principles of conflict of laws thereof. Each party agrees that all legal proceedings concerning the interpretation, enforcement and defense of the transactions contemplated hereby (whether brought against a party hereto or its respective Affiliates, directors, officers, shareholders, employees or agents) shall be commenced in the Court of Chancery of the State of Delaware (the "Chancery Courts"). The Corporation and each Holder hereby irrevocably submits to the exclusive jurisdiction of the Chancery Courts for the adjudication of any dispute hereunder or in connection herewith or with any transaction contemplated hereby or discussed herein, and hereby irrevocably waives, and agrees not to assert in any suit, action or proceeding, any claim that it is not personally subject to the jurisdiction of such Chancery Courts, or such Chancery Courts are improper or inconvenient venue for such proceeding. The Corporation and each Holder hereby irrevocably waives personal service of process and consents to process being served in any such suit, action or proceeding by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to such party at the address in effect for notices to it under this Certificate of Designation and agrees that such service shall constitute good and sufficient service of process and notice thereof. Nothing contained herein shall be deemed to limit in any way any right to serve process in any other manner permitted by applicable law. The Corporation and each Holder hereby irrevocably waives, to the fullest extent permitted by applicable law, any and all right to trial by jury in any legal proceeding arising out of or relating to this Certificate of Designation or the transactions contemplated hereby. If any party shall commence an action or proceeding to enforce any provisions of this Certificate of Designation, then the prevailing party in such action or proceeding shall be reimbursed by the other party for its attorneys' fees and other costs and expenses incurred in the investigation, preparation and prosecution of such action or proceeding.

e) Waiver. Any waiver by the Corporation or a Holder of a breach of any provision of this Certificate of Designation shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designation or a waiver by any other Holders. The failure of the Corporation or a Holder to insist upon strict adherence to any term of this Certificate of Designation on one or more occasions shall not be considered a waiver or deprive that party (or any other Holder) of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designation on any other occasion. Any waiver by the Corporation or a Holder must be in writing.

f) Severability. If any provision of this Certificate of Designation is invalid, illegal or unenforceable, the balance of this Certificate of Designation shall remain in effect, and if any provision is inapplicable to any Person or circumstance, it shall nevertheless remain applicable to all other Persons and circumstances. If it shall be found that any interest or other amount deemed interest due hereunder violates the applicable law governing usury, the applicable rate of interest due hereunder shall automatically be lowered to equal the maximum rate of interest permitted under applicable law.

g) Next Business Day. Whenever any payment or other obligation hereunder shall be due on a day other than a Business Day, such payment shall be made on the next succeeding Business Day.

h) Headings. The headings contained herein are for convenience only, do not constitute a part of this Certificate of Designation and shall not be deemed to limit or affect any of the provisions hereof.

i) Status of Converted or Redeemed Series C Preferred Stock. If any shares of Series C Preferred Stock shall be converted, redeemed or reacquired by the Corporation, such shares shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as Series C Convertible Preferred Stock.

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RESOLVED, FURTHER, that the Chairman, the president or any vice-president, and the secretary or any assistant secretary, of the Corporation be and they hereby are authorized and directed to prepare and file this Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of Delaware law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 20th day of March, 2019.

/s/ Nader Z. Pourhassan, Ph.D.

Name: Nader Z. Pourhassan, Ph.D.
Title: President and Chief Executive Officer

ANNEX A

NOTICE OF CONVERSION

(TO BE EXECUTED BY THE REGISTERED HOLDER IN ORDER TO CONVERT SHARES OF PREFERRED STOCK)

The undersigned hereby elects to convert the number of shares of Series C Convertible Preferred Stock indicated below into shares of common stock, par value $0.001 per share (the "Common Stock"), of CytoDyn Inc., a Delaware corporation (the "Corporation"), according to the conditions hereof, as of the date written below. If shares of Common Stock are to be issued in the name of a Person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto. No fee will be charged to the Holders for any conversion, except for any such transfer taxes.

The undersigned is an "accredited investor" as defined in Regulation D under the Securities Act of 1933, as amended.

Conversion calculations:

Date to Effect Conversion:

Number of shares of Preferred Stock owned prior to Conversion:

Number of shares of Preferred Stock to be Converted:

Stated Value of shares of Preferred Stock to be Converted:

Number of shares of Common Stock to be Issued:

Applicable Conversion Price:

Number of shares of Preferred Stock subsequent to Conversion:

Address for Delivery:

or

DWAC Instructions (if available):
Broker no:
Account no:

[HOLDER]

By:
Name:
Title:

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF DESIGNATION
OF
SERIES C CONVERTIBLE PREFERRED STOCK
OF
CYTODYN INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, CytoDyn Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The Corporation's Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock was filed with the Secretary of State of the State of Delaware on March 20, 2019 (the "Certificate of Designation").

2. This Certificate of Amendment to the Certificate of Designation amends the Certificate of Designation as set forth below, was duly adopted by the Board of Directors in accordance with the provisions of Section 141 and 242 of the General Corporation Law of the State of Delaware, and has been adopted and approved by the written consent of a majority in interest of the Series C Convertible Preferred Stock, $0.001 par value per share, outstanding.

3. The Certificate of Designation is hereby amended by deleting Section 1 and replacing such section with the following:

Section 1. Designation, Amount and Par Value. The series of preferred stock shall be designated as its Series C Convertible Preferred Stock (the 'Series C Preferred Stock") and the number of shares so designated shall be up to 20,000 (which shall not be subject to increase without the written consent of holders of a majority in interest of the Series C Preferred Stock then outstanding (each, a "Holder" and collectively, the "Holders")). Each share of Series C Preferred Stock shall have a par value of $0.001 per share and a stated value equal to $1,000.00 (the "Stated Value").

4. This Certificate of Amendment, and the amendment effected hereby, shall become effective upon filing.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer on this 18th day of October, 2019.

CYTODYN INC.

By: /s/ Nader Z. Pourhassan
Name: Nader Z. Pourhassan

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF DESIGNATION
OF
SERIES C CONVERTIBLE PREFERRED STOCK
OF
CYTODYN INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, CytoDyn Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The Corporation's Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock was filed with the Secretary of State of the State of Delaware on March 20, 2019, and amended on October 18, 2019 (as amended, the "Certificate of Designation").

2. This Certificate of Amendment to the Certificate of Designation further amends the Certificate of Designation as set forth below, was duly adopted by the Board of Directors in accordance with the provisions of Section 141 and 242 of the General Corporation Law of the State of Delaware, and has been adopted and approved by the written consent of a majority in interest of the Series C Convertible Preferred Stock, $0.001 par value per share, outstanding.

3. The Certificate of Designation is hereby amended by deleting Section 1 and replacing such section with the following:

Section 1. Designation, Amount and Par Value. The series of preferred stock shall be designated as its Series C Convertible Preferred Stock (the "Series C Preferred Stock") and the number of shares so designated shall be up to 8,203 (which shall not be subject to increase without the written consent of holders of a majority in interest of the Series C Preferred Stock then outstanding (each, a "Holder" and collectively, the "Holders")). Each share of Series C Preferred Stock shall have a par value of $0.001 per share and a stated value equal to $1,000.00 (the "Stated Value").

4. This Certificate of Amendment, and the amendment effected hereby, shall become effective upon filing.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer on this 28 day of January, 2020.

CYTODYN INC.

By: /s/ Nader Z. Pourhassan
Name: Nader Z. Pourhassan

CYTODYN INC.

CERTIFICATE OF DESIGNATION OF PREFERENCES,

RIGHTS AND LIMITATIONS

OF

SERIES D CONVERTIBLE PREFERRED STOCK

PURSUANT TO SECTION 151 OF THE
DELAWARE GENERAL CORPORATION LAW

The undersigned, Nader Z. Pourhassan, Ph.D. does hereby certify that:

1. He is the President and Chief Executive Officer of CytoDyn Inc., a Delaware corporation (the "Corporation").

2. The Corporation is authorized to issue 5,000,000 shares of preferred stock, of which 400,000 shares have been designated as Series B Convertible Preferred Stock, par value $0.001 per share (the "Series B Preferred Stock"), and 8,203 shares have been designated as Series C Convertible Preferred Stock, par value $0.001 per share (the "Series C Preferred Stock");

3. The following resolutions were duly adopted by the board of directors of the Corporation (the "Board of Directors"):

WHEREAS, the certificate of incorporation of the Corporation provides for a class of its authorized stock known as preferred stock, consisting of 5,000,000 shares, $0.001 par value per share, issuable from time to time in one or more series;

WHEREAS, 400,000 of such preferred shares have already been designated as Series B Preferred Stock and 8,203 of such preferred shares have already been designated as Series C Preferred Stock;

WHEREAS, the Board of Directors is authorized to fix the dividend rights, dividend rate, voting rights, conversion rights, rights and terms of redemption and liquidation preferences of any wholly unissued series of preferred stock and the number of shares constituting any series and the designation thereof, of any of them; and

WHEREAS, it is the desire of the Board of Directors, pursuant to its authority as aforesaid, to fix the rights, preferences, restrictions and other matters relating to a series of the preferred stock, which shall consist of 11,737 shares of the preferred stock which the Corporation has the authority to issue, as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the issuance of a series of preferred stock for cash or exchange of other securities, rights or property and does hereby fix and determine the rights, preferences, restrictions and other matters relating to such series of preferred stock as follows:

TERMS OF SERIES D CONVERTIBLE PREFERRED STOCK

Section 1. Designation, Amount and Par Value. The series of preferred stock shall be designated as its Series D Convertible Preferred Stock (the "Series D Preferred Stock") and the number of shares so designated shall be up to 11,737 (which shall not be subject to increase without the written consent of

holders of a majority in interest of the Series D Preferred Stock then outstanding (each, a "Holder" and collectively, the "Holders")). Each share of Series D Preferred Stock shall have a par value of $0.001 per share and a stated value equal to $1,000.00 (the "Stated Value").

Section 2. Definitions. For the purposes hereof, the following terms shall have the following meanings:

"Affiliate" means any Person that, directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with a Person, as such terms are used in and construed under Rule 405 of the Securities Act.

"Alternate Consideration" shall have the meaning set forth in Section 7(d).

"Business Day" means any day except any Saturday, any Sunday, any day which is a federal legal holiday in the United States or any day on which banking institutions in the State of New York are authorized or required by law or other governmental action to close.

"Chancery Courts" shall have the meaning set forth in Section 9(d).

"Certificate of Designation" means this Certificate of Designation of Preferences, Rights and Limitations of Series D Convertible Preferred Stock dated as of the date hereof.

"Commission" means the United States Securities and Exchange Commission.

"Common Stock" means the Corporation's common stock, par value $0.001 per share, and stock of any other class of securities into which such securities may hereafter be reclassified or changed.

"Common Stock Equivalents" means any securities of the Corporation or the Subsidiaries which would entitle the holder thereof to acquire at any time Common Stock, including, without limitation, any debt, preferred stock, rights, options, warrants or other instrument that is at any time convertible into or exercisable or exchangeable for, or otherwise entitles the holder thereof to receive, Common Stock.

"Conversion Date" shall have the meaning set forth in Section 6(a)

"Conversion Price" shall have the meaning set forth in Section 6(b).

"Conversion Shares" means, collectively, the shares of Common Stock issuable upon conversion of the shares of Series D Preferred Stock in accordance with the terms hereof.

"Distribution" shall have the meaning set forth in Section 7(c).

"Dividend Payment Date" shall have the meaning set forth in Section 3.

"Exchange Act" means the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

"Fundamental Transaction" shall have the meaning set forth in Section 7(d)

"Holder" shall have the meaning given such term in Section 1.

"Liquidation" shall have the meaning set forth in Section 5.

"Notice of Conversion" shall have the meaning set forth in Section 6(a).

"Person" means an individual or corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or subdivision thereof) or other entity of any kind.

"Purchase Rights" shall have the meaning set forth in Section 7(b).

"Securities Act" means the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

"Series D Preferred Dividends" shall have the meaning set forth in Section 3.

"Series D Preferred Stock" shall have the meaning set forth in Section 1.

"Share Delivery Date" shall have the meaning set forth in Section 6(c).

"Standard Settlement Period" shall have the meaning set forth in Section 6(c).

"Stated Value" shall have the meaning set forth in Section 1.

"Subsidiary" means any subsidiary of the Corporation as set forth on Exhibit 21 to the Corporation's Annual Report on Form 10-K most recently filed with the Commission.

"Successor Entity" shall have the meaning set forth in Section 7(d).

"Trading Day" means a day on which the primary Trading Market is open for business.

"Trading Market" means any of the following markets or exchanges on which the Common Stock is listed or quoted for trading on the date in question: the NYSE American, the Nasdaq Capital Market, the Nasdaq Global Market, the Nasdaq Global Select Market, the New York Stock Exchange, the OTCQB, OTCQX or Pink markets of the OTC Markets marketplace, or the OTC Bulletin Board (or any successors to any of the foregoing).

"Transfer Agent" means Computershare, the current transfer agent of the Corporation, with a mailing address of 211 Quality Circle, Suite 210, College Station, TX 77845, and a telephone number is 1-800-962-4284, and any successor transfer agent of the Corporation.

Section 3. Dividends. The holders of record of the outstanding shares of Series D Preferred Stock shall be entitled to receive, out of any assets at the time legally available therefore and when and as declared by the Board of Directors, dividends at the rate of ten percent (10%) per share per annum of the Stated Value from the date of issuance of the Series D Preferred Stock (the "Series D Preferred Dividends"). Dividends on the Series D Preferred Stock shall be cumulative, shall accrue, whether or not declared and whether or not there are any profits, surplus or other funds or assets of the Corporation legally available therefore, and shall be computed on the basis of a 360-day year, compounded annually. At the Holder's option, the Series D Preferred Dividends shall either (i) be paid in cash, or (ii) be paid with restricted shares of the Corporation's Common Stock, at the rate of $0.50 per share. The Series D Preferred Dividends shall

be paid annually in arrears on the last day of December in each year (the "Dividend Payment Date"), commencing on December 31, 2019. The Corporation shall mail written notice to each Holder, not less than fifteen (15) Business Days prior to each Dividend Payment Date, specifying the amount of the Series D Preferred Dividend per share of Series D Preferred Stock and requesting a written election of the Holder regarding the form of payment. For any Holder that has not made such a written election by the close of business five (5) Business Days prior to the Dividend Payment Date, the Corporation (and not the Holder) shall have the option to elect whether to pay the Series D Preferred Dividend in cash or with restricted shares of Common Stock. Unless otherwise agreed in writing with respect to any Holder, any payment obligation of the Corporation with respect to the Series D Preferred Dividends hereunder shall be satisfied by mailing a check or stock certificate, as the case may be, to the name and address of such Holder as recorded in the stock register for the Series D Preferred Stock.

Section 4. Voting Rights. Except as otherwise required by applicable law or this Certificate of Designation, the Holders shall have no voting rights with respect to their shares of Series D Preferred Stock. Whenever, under this Certificate of Designation or otherwise, the Holders of the Series D Preferred Stock are required to take any action, such Holders may take action without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the Holders of more than a majority of the then outstanding shares of Series D Preferred Stock, or such greater percentage as may be required by applicable law or this Certificate of Designation.

Section 5. Liquidation. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the Holders shall be entitled, on a pari passu basis with the holders of the Series C Preferred Stock (the "Series C Holders") but before any distributions shall be made to the holders of the Series B Preferred Stock or the Common Stock, to be paid an amount per share equal to the Stated Value plus any accrued and unpaid dividends. If upon such liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets to be distributed among the Holders and the Series C Holders shall be insufficient to permit payment to the Holders and the Series C Holders of their respective liquidation amount, then the entire assets of the Corporation to be distributed shall be distributed pro rata to the Holders and the Series C Holders. In the event of any such liquidation, dissolution or winding up of the Corporation, after the payment of all preferential amounts required to be paid to the Holders and the Series C Holders, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the Series B Preferred Stock and the Common Stock, and any other class or series of capital stock of the Corporation, in accordance with the Certificate of Incorporation of the Corporation as then in effect. The Corporation shall mail written notice of any such Liquidation, not less than 45 days prior to the payment date stated therein, to each Holder.

Section 6. Conversion.

a) Conversion at Option of Holder. Each share of Series D Preferred Stock shall be convertible, at any time and from time to time from and after the Initial Conversion Date at the option of the Holder thereof, into that number of shares of Common Stock determined by dividing the Stated Value of such share of Series D Preferred Stock by the Conversion Price. Holders shall effect conversion by providing the Corporation with the form of conversion notice attached hereto as Annex A (a "Notice of Conversion"). Each Notice of Conversion shall specify the number of shares of Series D Preferred Stock to be converted, the number of shares of Series D Preferred Stock owned prior to the conversion at issue and the date on which such conversion is to be effected, which date may not be prior to the date the applicable Holder delivers by facsimile such Notice of Conversion to the Corporation (such date, the "Conversion Date"). If no Conversion Date is specified in a Notice of Conversion, the Conversion Date shall be the date that such

Notice of Conversion to the Corporation is deemed delivered hereunder. No ink original Notice of Conversion shall be required, nor shall any medallion guarantee (or other type of guarantee or notarization) of any Notice of Conversion form be required. The calculations and entries set forth in the Notice of Conversion shall control in the absence of manifest or mathematical error. To effect conversions of the shares of Series D Preferred Stock, a Holder shall not be required to surrender the certificate(s) representing the shares of Series D Preferred Stock to the Corporation unless all of the shares of Series D Preferred Stock represented thereby are so converted, in which case such Holder shall deliver the certificate representing such shares of Series D Preferred Stock promptly following the Conversion Date at issue. Shares of Series D Preferred Stock converted into Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

b) Conversion Price. The conversion price for the Series D Preferred Stock shall equal $0.80, subject to adjustment as provided herein (the "Conversion Price").

c) Mechanics of Conversion.

i) Delivery of Conversion Shares Upon Conversion. Not later than the earlier of (i) two (2) Trading Days and (ii) the number of Trading Days comprising the Standard Settlement Period (as defined below) after each Conversion Date (the "Share Delivery Date"), the Corporation shall deliver, or cause to be delivered, to the converting Holder (A) the number of Conversion Shares being acquired upon the conversion of the Series D Preferred Stock and (B) a bank check or shares of Common Stock, at the Holder's option, calculated in accordance with Section 3 hereof, in the amount of accrued and unpaid dividends. As used herein, "Standard Settlement Period" means the standard settlement period, expressed in a number of Trading Days, on the Corporation's primary Trading Market with respect to the Common Stock as in effect on the date of delivery of the Notice of Conversion Date.

ii) Fractional Shares. No fractional shares or scrip representing fractional shares shall be issued upon the conversion of the Series D Preferred Stock. As to any fraction of a share which the Holder would otherwise be entitled to purchase upon such conversion, the Corporation shall at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the Conversion Price or round up to the next whole share.

iii) Transfer Taxes and Expenses. The issuance of Conversion Shares on conversion of this Series D Preferred Stock shall be made without charge to any Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such Conversion Shares, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such Conversion Shares upon conversion in a name other than that of the Holders of such shares of Series D Preferred Stock and the Corporation shall not be required to issue or deliver such Conversion Shares unless or until the Person or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

Section 7. Certain Adjustments.

a) Stock Dividends and Stock Splits. If the Corporation, at any time while this Series D Preferred Stock is outstanding: (i) pays a stock dividend or otherwise makes a distribution or distributions payable in shares of Common Stock on shares of Common Stock or any other Common Stock Equivalents

(which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation upon conversion of, or payment of a dividend on, this Series D Preferred Stock), (ii) subdivides outstanding shares of Common Stock into a larger number of shares, (iii) combines (including by way of a reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (iv) issues, in the event of a reclassification of shares of the Common Stock, any shares of capital stock of the Corporation, then the Conversion Price shall be multiplied by a fraction of which the numerator shall be the number of shares of Common Stock (excluding any treasury shares of the Corporation) outstanding immediately before such event, and of which the denominator shall be the number of shares of Common Stock outstanding immediately after such event. Any adjustment made pursuant to this Section 7(a) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

b) Subsequent Rights Offerings. In addition to any adjustments pursuant to Section 7(a) above, if at any time the Corporation grants, issues or sells any Common Stock Equivalents or rights to purchase stock, warrants, securities or other property pro rata to the record holders of any class of shares of Common Stock (the "Purchase Rights"), then the Holder of will be entitled to acquire, upon the terms applicable to such Purchase Rights, the aggregate Purchase Rights which the Holder could have acquired if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of such Holder's Series D Preferred Stock immediately before the date on which a record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the grant, issue or sale of such Purchase Rights.

c) Pro Rata Distributions. During such time as this Series D Preferred Stock is outstanding, if the Corporation declares or makes any dividend or other distribution of its assets (or rights to acquire its assets) to holders of shares of Common Stock, by way of return of capital or otherwise (including, without limitation, any distribution of cash, stock or other securities, property or options by way of a dividend, spin off, reclassification, corporate rearrangement, scheme of arrangement or other similar transaction) (a "Distribution"), at any time after the issuance of this Series D Preferred Stock, then, in each such case, the Holder shall be entitled to participate in such Distribution to the same extent that the Holder would have participated therein if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of this Series D Preferred Stock immediately before the date of which a record is taken for such Distribution, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the participation in such Distribution.

d) Fundamental Transaction. If, at any time while this Series D Preferred Stock is outstanding, (i) the Corporation, directly or indirectly, in one or more related transactions effects any merger or consolidation of the Corporation with or into another Person for which approval of the stockholders of the Corporation is required, (ii) the Corporation, directly or indirectly, effects any sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions, (iii) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of Common Stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (iv) the Corporation, directly or indirectly, in one or more related transactions effects any reclassification, reorganization or recapitalization of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property, or (v) the Corporation,

directly or indirectly, in one or more related transactions consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person whereby such other Person acquires more than 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination) (each a "Fundamental Transaction"), then, upon any subsequent conversion of this Series D Preferred Stock, the Holder shall have the right to receive, for each Conversion Share that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the number of shares of Common Stock of the successor or acquiring corporation or of the Corporation, if it is the surviving corporation, and any additional consideration (the "Alternate Consideration") receivable as a result of such Fundamental Transaction by a holder of the number of shares of Common Stock for which this Series D Preferred Stock is convertible immediately prior to such Fundamental Transaction. For purposes of any such conversion, the determination of the Conversion Price shall be appropriately adjusted to apply to such Alternate Consideration based on the amount of Alternate Consideration issuable in respect of one share of Common Stock in such Fundamental Transaction, and the Corporation shall apportion the Conversion Price among the Alternate Consideration in a reasonable manner reflecting the relative value of any different components of the Alternate Consideration. If holders of Common Stock are given any choice as to the securities, cash or property to be received in a Fundamental Transaction, then the Holder shall be given the same choice as to the Alternate Consideration it receives upon any conversion of this Series D Preferred Stock following such Fundamental Transaction; provided, however, that if the Fundamental Transaction is not within the Corporation's control, including not approved by the Corporation's Board of Directors, the Holder shall only be entitled to receive from the Corporation or any successor or acquiring entity, as of the date of consummation of such Fundamental Transaction, the same type or form of consideration (and in the same proportion) that is being offered and paid to holders of Common Stock in the aggregate in connection with the Fundamental Transaction, whether that consideration be in the form of cash, shares or any combination thereof, or whether the holders of Common Stock are given a choice to receive from among alternative forms of consideration in connection with the Fundamental Transaction. To the extent necessary to effectuate the foregoing provisions, any successor to the Corporation or surviving entity in such Fundamental Transaction shall file a new Certificate of Designation with the same terms and conditions and issue to the Holders new preferred stock consistent with the foregoing provisions and evidencing the Holders' right to convert such preferred stock into Alternate Consideration. The Corporation shall cause any successor entity in a Fundamental Transaction in which the Corporation is not the survivor (the "Successor Entity") to assume in writing all of the obligations of the Corporation under this Certificate of Designation in accordance with the provisions of this Section 7(d) pursuant to written agreements in form and substance reasonably satisfactory to the Holder and approved by the Holder (without unreasonable delay) prior to such Fundamental Transaction and shall, at the option of the holder of this Series D Preferred Stock, deliver to the Holder in exchange for this Series D Preferred Stock a security of the Successor Entity evidenced by a written instrument substantially similar in form and substance to this Series D Preferred Stock which is convertible for a corresponding number of shares of capital stock of such Successor Entity (or its parent entity) equivalent to the shares of Common Stock acquirable and receivable upon conversion of this Series D Preferred Stock prior to such Fundamental Transaction, and with a conversion price which applies the conversion price hereunder to such shares of capital stock (but taking into account the relative value of the shares of Common Stock pursuant to such Fundamental Transaction and the value of such shares of capital stock, such number of shares of capital stock and such conversion price being for the purpose of protecting the economic value of this Series D Preferred Stock immediately prior to the consummation of such Fundamental Transaction). Upon the occurrence of any such Fundamental

Transaction, the Successor Entity shall succeed to, and be substituted for (so that from and after the date of such Fundamental Transaction, the provisions of this Certificate of Designation referring to the "Corporation" shall refer instead to the Successor Entity), and may exercise every right and power of the Corporation and shall assume all of the obligations of the Corporation under this Certificate of Designation with the same effect as if such Successor Entity had been named as the Corporation herein.

e) Calculations. All calculations under this Section 7 shall be made to the nearest cent or the nearest 1/100th of a share, as the case may be. For purposes of this Section 7, the number of shares of Common Stock deemed to be issued and outstanding as of a given date shall be the sum of the number of shares of Common Stock (excluding any treasury shares of the Corporation) issued and outstanding.

f) Notice to the Holders. Whenever the Conversion Price is adjusted pursuant to any provision of this Section 7, the Corporation shall promptly deliver to each Holder by facsimile or email a notice setting forth the Conversion Price after such adjustment and setting forth a brief statement of the facts requiring such adjustment.

Section 8. Registration and Transfer.

a) The Corporation shall maintain at its principal offices (or at the offices of its transfer agent or such other office or agency as it may designate by notice to the Holders) a stock register for the Series D Preferred Stock in which the Corporation shall record the names and addresses of the Holders.

b) Prior to due presentment for registration of any permitted transferee of any Series D Preferred Stock, the Corporation may deem and treat the person in whose name any Series D Preferred Stock is registered as the absolute owner of such Series D Preferred Stock and the Corporation shall not be affected by notice to the contrary.

c) Anything contained herein to the contrary notwithstanding, the Corporation shall not register as a holder of any shares of Series D Preferred Stock any proposed transferee thereof, and such proposed transferee shall not be deemed a Holder for any purposes hereunder, unless: (i) such proposed transferee (A) represents to the Corporation in writing that such proposed transferee is an accredited investor, as such term is defined in Rule 501 of Regulation D promulgated under the Securities Act and (B) provides written certification to the Corporation of the basis of such transferee's status as an accredited investor, which certification shall be satisfactory to the Corporation in its sole discretion, exercised in good faith; (C) agrees, in writing, to abide by the terms of, and to assume the obligations of the initial Holder under any written agreement between the Corporation and such initial Holder; and (D) is provided a copy of this Certificate of Designation (as the same may be amended from time to time); and (ii) the proposed transfer is made pursuant to an effective registration statement under the Securities Act and applicable state securities laws, or an exemption from such registration is available.

d) Each certificate representing any shares of Series D Preferred Stock shall contain the following legends placed prominently on the front or back of the certificate:

> THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS AND MAY NOT BE SOLD OR OFFERED FOR SALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT AS TO THE SECURITIES UNDER SAID ACT AND ANY APPLICABLE STATE SECURITIES LAW OR THE AVAILABILITY OF AN EXEMPTION FROM REGISTRATION UNDER SAID ACT.

CYTODYN INC. WILL FURNISH, WITHOUT CHARGE, TO EACH HOLDER OF ITS SERIES D PREFERRED STOCK WHO SO REQUESTS A COPY OF THE CERTIFICATE OF DESIGNATION SETTING FORTH THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF SUCH STOCK AND ANY OTHER CLASS OR SERIES THEREOF AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS.

e) No service charge shall be made to any Holder for any registration, transfer or exchange.

Section 9. Miscellaneous.

a) Notices. Any and all notices or other communications or deliveries to be provided by the Holders hereunder including, without limitation, any Notice of Conversion, shall be in writing and delivered personally, by facsimile or email, or sent by a nationally recognized overnight courier service, addressed to the Corporation, at the address set forth above Attention: Corporate Secretary, facsimile number (360) 980-8549, e-mail address: maura.fleming@cytodyn.com, or such other facsimile number, e-mail address or address as the Corporation may specify for such purposes by notice to the Holders delivered in accordance with this Section 9. Any and all notices or other communications or deliveries to be provided by the Corporation hereunder shall be in writing and delivered personally, by facsimile or email, or sent by a nationally recognized overnight courier service addressed to each Holder at the facsimile number, email address or address of such Holder appearing on the books of the Corporation. Any notice or other communication or deliveries hereunder shall be deemed given and effective on the earliest of (i) the date of transmission, if such notice or communication is delivered via facsimile at the facsimile number or via email at the email address set forth in this Section prior to 5:30 p.m. (New York City time) on any date, (ii) the next Trading Day after the date of transmission, if such notice or communication is delivered via facsimile at the facsimile number or via email at the email address set forth in this Section on a day that is not a Trading Day or later than 5:30 p.m. (New York City time) on any Trading Day, (iii) the second Trading Day following the date of mailing, if sent by U.S. nationally recognized overnight courier service, or (iv) upon actual receipt by the party to whom such notice is required to be given.

b) Absolute Obligation. Except as expressly provided herein, no provision of this Certificate of Designation shall alter or impair the obligation of the Corporation, which is absolute and unconditional, to pay accrued dividends on the shares of Series D Preferred Stock at the time, place, and rate, and in the coin or currency, herein prescribed.

c) Lost or Mutilated Series D Preferred Stock Certificate. If a Holder's Series D Preferred Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the shares of Series D Preferred Stock so mutilated, lost, stolen or destroyed, but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof reasonably satisfactory to the Corporation.

d) Governing Law. All questions concerning the construction, validity, enforcement and interpretation of this Certificate of Designation shall be governed by and construed and enforced in accordance with the internal laws of the State of Delaware, without regard to the principles of conflict of laws thereof. Each party agrees that all legal proceedings concerning the interpretation, enforcement and defense of the transactions contemplated hereby (whether brought against a party hereto or its respective Affiliates, directors, officers, shareholders, employees or agents) shall be commenced in the Court of Chancery of the State of Delaware (the "Chancery Courts"). The Corporation and each Holder hereby irrevocably submits to the exclusive jurisdiction of the Chancery Courts for the adjudication of any dispute hereunder or in connection herewith or with any transaction contemplated hereby or discussed herein, and hereby irrevocably waives, and agrees not to assert in any suit, action or proceeding, any claim that it is not personally subject to the jurisdiction of such Chancery Courts, or such Chancery Courts are improper or inconvenient venue for such proceeding. The Corporation and each Holder hereby irrevocably waives personal service of process and consents to process being served in any such suit, action or proceeding by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to such party at the address in effect for notices to it under this Certificate of Designation and agrees that such service shall constitute good and sufficient service of process and notice thereof. Nothing contained herein shall be deemed to limit in any way any right to serve process in any other manner permitted by applicable law. The Corporation and each Holder hereby irrevocably waives, to the fullest extent permitted by applicable law, any and all right to trial by jury in any legal proceeding arising out of or relating to this Certificate of Designation or the transactions contemplated hereby. If any party shall commence an action or proceeding to enforce any provisions of this Certificate of Designation, then the prevailing party in such action or proceeding shall be reimbursed by the other party for its attorneys' fees and other costs and expenses incurred in the investigation, preparation and prosecution of such action or proceeding.

e) Waiver. Any waiver by the Corporation or a Holder of a breach of any provision of this Certificate of Designation shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designation or a waiver by any other Holders. The failure of the Corporation or a Holder to insist upon strict adherence to any term of this Certificate of Designation on one or more occasions shall not be considered a waiver or deprive that party (or any other Holder) of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designation on any other occasion. Any waiver by the Corporation or a Holder must be in writing.

f) Severability. If any provision of this Certificate of Designation is invalid, illegal or unenforceable, the balance of this Certificate of Designation shall remain in effect, and if any provision is inapplicable to any Person or circumstance, it shall nevertheless remain applicable to all other Persons and circumstances. If it shall be found that any interest or other amount deemed interest due hereunder violates the applicable law governing usury, the applicable rate of interest due hereunder shall automatically be lowered to equal the maximum rate of interest permitted under applicable law.

g) Next Business Day. Whenever any payment or other obligation hereunder shall be due on a day other than a Business Day, such payment shall be made on the next succeeding Business Day.

h) Headings. The headings contained herein are for convenience only, do not constitute a part of this Certificate of Designation and shall not be deemed to limit or affect any of the provisions hereof.

i) Status of Converted or Redeemed Series D Preferred Stock. If any shares of Series D Preferred Stock shall be converted, redeemed or reacquired by the Corporation, such shares shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as Series D Convertible Preferred Stock.

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ANNEX A

NOTICE OF CONVERSION

(TO BE EXECUTED BY THE REGISTERED HOLDER IN ORDER TO CONVERT SHARES OF PREFERRED STOCK)

The undersigned hereby elects to convert the number of shares of Series D Convertible Preferred Stock indicated below into shares of common stock, par value $0.001 per share (the "Common Stock"), of CytoDyn Inc., a Delaware corporation (the "Corporation"), according to the conditions hereof, as of the date written below. If shares of Common Stock are to be issued in the name of a Person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto. No fee will be charged to the Holders for any conversion, except for any such transfer taxes.

The undersigned is an "accredited investor" as defined in Regulation D under the Securities Act of 1933, as amended.

Conversion calculations:

Date to Effect Conversion:

Number of shares of Preferred Stock owned prior to Conversion:

Number of shares of Preferred Stock to be Converted:

Stated Value of shares of Preferred Stock to be Converted:

Number of shares of Common Stock to be Issued:

Applicable Conversion Price:

Number of shares of Preferred Stock subsequent to Conversion:

Address for Delivery:

or

DWAC Instructions (if available):

Broker no:

Account no:

[HOLDER]

By:
Name:
Title:

RESOLVED, FURTHER, that the Chairman, the president or any vice-president, and the secretary or any assistant secretary, of the Corporation be and they hereby are authorized and directed to prepare and file this Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of Delaware law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 28 day of January, 2020.

/s/ Nader Z. Pourhassan

Name: Nader Z. Pourhassan, Ph.D.
Title: President and Chief Executive Officer

EXHIBIT 10.9

PERFORMANCE SHARE AWARD AGREEMENT

This Performance Share Award Agreement (this "Agreement"), effective as of the date indicated below, evidences the grant of Performance Shares ("Performance Shares") by CytoDyn Inc.

Corporation:	**CytoDyn Inc.** Vancouver, Washington
Grantee:	
Grant Date:	January 28, 2020
Number of Performance Shares:	
Vesting:	[***]
Performance Goals:	[***]

The terms and conditions of this Award of Performance Shares are set forth on the following pages of this Agreement.

This Agreement may be acknowledged and accepted by Participant by signing, scanning, and returning a copy of this page by email.

CYTODYN INC.

By
Name
Its

Grantee

AWARD AGREEMENT

PERFORMANCE SHARE AWARD
TERMS AND CONDITIONS

1. Grant of Performance Shares

Subject to the terms and conditions of this Agreement, Corporation grants to Participant an Award (the "Award") in the Target Number of Performance Shares shown above. As a grantee of Performance Shares, Participant will have only the rights of a general unsecured creditor of Corporation until delivery of Shares is made under this Agreement.

2. Terms of Performance Shares

The Performance Shares are subject to the following terms and conditions:

2.1 **Vesting**. The Performance Shares earned pursuant to the Award will Vest on the Vesting Date. The Vesting Date will be no later than 30 days following the date on which the Committee certifies that the Performance Goal has been satisfied.

2.2 **Settlement**. Unless previously forfeited pursuant to Section 3.4 or as otherwise provided by this Agreement, the Award will be settled on a settlement date (the "Settlement Date") selected by the Committee as soon as practicable after the Vesting Date, and in no case later than the 15th day of the third month following the later of the end of the calendar year or the end of Corporation's taxable year in which the Vesting Date occurs, by the delivery to the Participant of an unrestricted certificate for the number of Shares that Vested on the Vesting Date.

2.3 **Other Documents**. Participant will be required to furnish to Corporation before settlement such other documents or representations as Corporation may require to assure compliance with applicable laws and regulations.

2.4 **Performance Shares Not Transferable**. Neither the Performance Shares, nor this Agreement, nor any interest or right in the Performance Shares or this Agreement, may be sold, pledged, assigned, or transferred in any manner other than by will or the laws of descent and distribution, unless and until the Performance Shares have been settled as provided in this Agreement. Neither the Performance Shares nor any interest or right in the Performance Shares will be liable for the debts, obligations, contracts or engagements of Participant or his or her successors in interest or will be subject to disposition by transfer, alienation, anticipation, pledge, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition will be null and void and of no effect, except to the extent that such disposition is permitted by the preceding sentence. Shares issued upon settlement of Performance Shares may be subject to additional transfer restrictions as provided in this Agreement.

2.5 **Rights as Stockholder**. Prior to the issuance of a certificate for Shares in settlement of the Performance Shares, Participant will have no rights as a stockholder of Corporation with respect to this Agreement or the Performance Shares.

3. Tax Withholding and Reimbursement

Participant is responsible for payment of all federal, state and local withholding taxes and Participant's portion of any applicable payroll taxes imposed in connection with the settlement of the Performance Shares and the issuance of Shares (collectively, the "Applicable Taxes").

4. Conditions Precedent

Corporation will not be required to issue any Shares upon Vesting of the Performance Shares, or any portion thereof, until Corporation has taken any action required to comply with all applicable laws. Such action may include, without limitation, (a) registering or qualifying such Shares under any state or federal law or under the rules of any securities exchange or association, (b) satisfying any law or rule relating to the transfer of unregistered securities or demonstrating the availability of an exemption from any such law, (c) placing a restrictive legend or stop-transfer instructions on the Shares issued upon settlement of the Award, or (d) obtaining the consent or approval of any governmental or regulatory body.

5. Notices

Any notices under this Agreement must be in writing and will be effective when actually delivered personally or, if mailed, when deposited as registered or certified mail directed to the address of Corporation's records or to such other address as a party may certify by notice to the other party.

6. Arbitration

Any dispute or claim that arises out of or that relates to this Agreement or to the interpretation, breach, or enforcement of this Agreement, must be resolved by mandatory arbitration administered by and in accordance with the then effective arbitration rules of Arbitration Service of Portland, Inc. The place of arbitration will be Clark County, Washington. The award rendered by the arbitrator will be final and binding, and judgment may be entered on the award in any court having jurisdiction.

7. Attorney Fees

In the event of any suit or action or arbitration proceeding to enforce or interpret any provision of this Agreement (or which is based on this Agreement), the prevailing party will be entitled to recover, in addition to other costs, reasonable attorney fees in connection with such suit, action, or arbitration, and in any appeal. The determination of who is the prevailing party and the amount of reasonable attorney fees to be paid to the prevailing party will be decided by the arbitrator or arbitrators (with respect to attorney fees incurred prior to and during the arbitration proceedings) and by the court or courts, including any appellate courts, in which the matter is tried, heard, or decided, including the court which hears any exceptions made to an arbitration award submitted to it for confirmation as a judgment (with respect to attorney fees incurred in such confirmation proceedings).

8. Clawback/Recovery

Compensation paid to the Participant under this Award may be subject to recoupment in accordance with any clawback policy, if in effect, of Corporation in effect from time to time, including any such policy adopted after the date of this Agreement, as well as any similar requirement of applicable law, including without limitation the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Sarbanes-Oxley Act of 2002, and rules adopted by a governmental agency or applicable securities exchange under any such law. Participant agrees to promptly repay or return any such compensation as directed by Corporation under any such clawback policy or requirement, including the value received from a disposition of Shares acquired pursuant to this Award.

9. Code Section 409A

This Agreement and the Award are intended to be exempt from the requirements of Code Section 409A by reason of all payments being "short-term deferrals" within the meaning of Treas. Reg. § 1.409A-1(b)(4). All provisions of this Agreement shall be interpreted in a manner consistent with preserving this exemption. In no event will Corporation be liable for any tax, interest, or penalties that may be imposed on Participant by Code Section 409A or any damages for failing to comply with Code Section 409A.

Exhibit 31.1

Certification of Chief Executive Officer

I, Nader Z. Pourhassan, certify that:

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

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

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

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules13a-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 quarterly 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 quarterly 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 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: April 9, 2020

/s/ Nader Z. Pourhassan
Nader Z. Pourhassan
President and Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer

I, Craig S. Eastwood, certify that:

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

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

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

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules13a-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 quarterly 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 quarterly 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 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: April 9, 2020

/s/ Craig S. Eastwood
Craig S. Eastwood
Chief Financial Officer

Exhibit 32.1

Certification of Chief Executive Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of CytoDyn Inc. (the "Company") on Form10-Q for the fiscal quarter ended February 29, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), I, Nader Z. Pourhassan, President and Chief Executive Officer 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, that based on my knowledge:

(1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 9, 2020

/s/ Nader Z. Pourhassan
Nader Z. Pourhassan
President and Chief Executive Officer

Exhibit 32.2

Certification of Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of CytoDyn Inc. (the "Company") on Form10-Q for the fiscal quarter ended February 29, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), I, Craig S. Eastwood, Chief Financial Officer 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, that based on my knowledge:

(1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 9, 2020

/s/ Craig S. Eastwood
Craig S. Eastwood
Chief Financial Officer