Risk Factors Comparison 2023-03-31 to 2022-01-31 Form: 10-K

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In the course of conducting our business operations, Ocean Biomedical is exposed to a variety of risks. Any of the risk factors we describe below have affected or could materially adversely affect our business, financial condition and results of operations. The market price of shares of our common stock could decline, possibly significantly or permanently, if one or more of these risks and uncertainties occurs. Certain statements in this Item 1A are forward- looking statements. See " Cautionary Note Regarding Forward- Looking Statements. " The risk factors below reflect our business after the Closing of the Business Combination. Unless otherwise noted or the context otherwise requires, the disclosures in this Item 1A refer to Ocean Biomedical, Inc. and its subsidiaries following the consummation of the Business Combination. The risks discussed below are not exhaustive and are based on certain assumptions made by us. We may face additional risks and uncertainties that are not presently known to us or that we currently deem immaterial, which may also impair our business, financial condition or results of operations. The following discussion should be read in conjunction with our financial statements and the notes thereto. Risk Factors Risks Related to Our Common Stock We have incurred significant net losses since inception and we are expected to continue to incur significant net losses for the foreseeable future. We have incurred significant net losses since our inception and have financed our operations principally through personal payments made by our executive chairman and founder and by executing contracts with contingent payment plans that require the use of proceeds from the Business Combination and future financings. We anticipate that we will continue to incur significant research and development and other expenses related to our ongoing operations, and do not expect to generate income, profits, or positive cash flow for the foreseeable future. For the years ended December 31, 2020, 2021 and 2022, Legacy Ocean reported a net loss of $ 1. 7 million, $ 62. 3 million and $ 17. 2 million, respectively. As of December 31, 2020, 2021 and 2022, Legacy Ocean had an accumulated deficit of $ 1. 9 million, $ 64. 2 million and $ 81. 4 million, respectively. We are still in the early stages of development of our product candidates and have not yet completed any clinical trials. As a result, we expect that it will be several years, if ever, before we have a commercialized product and generate revenue from product sales. Even if we succeed in receiving marketing approval for and commercializing one or more of our product candidates, we expect that we will continue to incur substantial research and development and other expenses in order to discover, develop and market additional potential products. We expect to continue to incur significant losses for the foreseeable future, and we anticipate that our expenses will increase substantially if, and as, we: ● advance the development of our current product candidates (OCX- 253, OCX- 410, OCX- 909, OCF- 203, ODA- 570, ODA- 611, and ODA- 579) through preclinical and clinical development, and, if successful, later- stage clinical trials; ● identify, in- license, invest in, or discover and develop new product candidates; ● advance our preclinical development programs into clinical development; ● experience delays or interruptions with our preclinical studies or clinical trials, our receipt of services from our third- party service providers on whom we rely, our supply chain or other regulatory challenges, including those due to the COVID- 19 pandemic or to other unforeseen global events; ● seek regulatory approvals for any product candidates that successfully complete clinical trials; ● commercialize any one or more of our product candidates and any future product candidates, if approved; ● increase the amount of research and development activities to identify and develop product candidates; ● hire additional clinical development, quality control, scientific and management personnel, including personnel to support our clinical development and manufacturing efforts and our operations as a public company; ● expand our operational, financial and management systems and establish office, research and manufacturing space; ● establish a business development, partnering, sales, marketing, medical affairs and / or distribution infrastructure to commercialize any products for which we may obtain marketing approval and intend to commercialize on our own or jointly with third parties; and ● maintain, expand and protect our intellectual property portfolio. To become and remain profitable, we must develop and eventually commercialize products with significant market potential. This will require us to be successful in a range of challenging activities, including completing preclinical studies and clinical trials, obtaining marketing approval for product candidates, manufacturing, marketing and selling products for which we may obtain marketing approval and satisfying any post- marketing requirements. We may never succeed in any or all of these activities and, even if we do, we may never generate revenue that is significant enough to achieve profitability. If we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Our failure to become and remain profitable would decrease the value of our company and could impair our ability to raise capital, maintain our research and development efforts, expand our business or continue our operations. Such failure could result in the loss of all or part of your investment. Legacy Ocean' s independent registered public accounting firm has included an explanatory paragraph relating to Legacy Ocean' s ability to continue as a going concern in its audit report. Legacy Ocean' s independent registered public accounting firm included an explanatory paragraph in its audit report on Legacy Ocean' s consolidated financial statements as of December 31, 2022, stating that Legacy Ocean' s working capital deficit and anticipated losses from operations and Legacy Ocean' s need to obtain additional capital raised substantial doubt about Legacy Ocean' s ability to continue as a going concern. Risks Related to Our Corporate Structure We may not be successful in our efforts to use our differentiated business model to build a pipeline of product candidates with commercial value. A key element of our strategy is to use our differentiated business model to form or seek strategic alliances, create joint ventures or collaborations, or enter into licensing arrangements with third parties for programs,

product candidates, technologies or intellectual property that we believe are novel, employ differentiated mechanisms of action, are more advanced in development than competitors, or have a combination of these attributes. We face significant competition in seeking appropriate strategic partners and licensing and acquisition opportunities, and the negotiation process is time- consuming and complex. We may not be successful in our efforts in building a pipeline of product candidates through acquisitions, licensing or through internal development or in progressing these product candidates through clinical development. Although our research and development efforts to date have resulted in our identification, discovery and preclinical and clinical development of certain of our product candidates, these product candidates may not be safe or effective as cancer treatments, and we may not be able to develop any other product candidates. Although we analyze whether we can replicate scientific results observed prior to our acquisition or investment in a product candidate, we may not be successful in doing so after our investment. Our differentiated business model is evolving and may not succeed in building a pipeline of product candidates. Even if we are successful in building our pipeline of product candidates, the potential product candidates that we identify may not be suitable for clinical development or generate acceptable clinical data, including as a result of unacceptable toxicity or other characteristics that indicate that they are unlikely to receive marketing approval from the FDA or other regulatory authorities or achieve market acceptance. If we do not successfully develop and commercialize product candidates, we will not be able to generate product revenue in the future, which likely would result in significant harm to our financial position and adversely affect our stock price. Additionally, we may pursue additional in- licenses or acquisitions of development- stage assets or programs, which entails additional risk to us. While we believe our subsidiary model offers an attractive platform for these transactions and for potential partners, our model is unique and we may not be able to attract or execute transactions with licensors or collaborators who may choose to partner with companies that employ more traditional licensing and collaboration approaches. Identifying, selecting, and acquiring promising product candidates requires substantial technical, financial and human resources expertise. Efforts to do so may not result in the actual acquisition or license of a successful product candidate, potentially resulting in a diversion of our management' s time and the expenditure of our resources with no resulting benefit. For example, if we are unable to identify programs that ultimately result in approved products, we may spend material amounts of our capital and other resources evaluating, acquiring, and developing products that ultimately do not provide a return on our investment. We expect to terminate programs in the future if they do not meet our criteria for advancement. Our subsidiaries are party to certain agreements that provide our licensors, collaborators or other shareholders in our subsidiaries with rights that could delay or impact the potential sale of our subsidiaries or could impact the ability of our subsidiaries to sell assets, or enter into strategic alliances, collaborations or licensing arrangements with other third parties. Each of our subsidiaries directly or indirectly licenses intellectual property from third parties and, future subsidiaries may be partially owned by third party investors. These third parties may have certain rights that could delay collaboration, licensing or other arrangement with another third party, and the existence of these rights may adversely impact the ability to attract an acquirer or partner. We may form additional subsidiaries and enter into similar agreements with future partners or investors, or our subsidiaries may enter into further agreements, that in each case may contain similar provisions or other terms that are not favorable to us. Our ability to realize value from our subsidiaries may be impacted if we reduce our ownership to a minority interest or otherwise cede control to other investors through contractual agreements or otherwise. We currently wholly own all of our subsidiaries, and plan to remain majority owners of future subsidiaries. However, in the event that any of our subsidiaries require additional capital and its respective board of directors authorizes the transaction, our equity interest in our subsidiaries may be reduced to the extent such additional capital is obtained from third party investors rather than from us. Such transactions would still need to be approved by the board of directors of our respective subsidiary over which we maintain full control. However, if we do not wish to or cannot provide additional capital to any of our subsidiaries, we may approve of an issuance of equity by a subsidiary that dilutes our ownership and may lose control over the subsidiary. In addition, if the affairs of such minority- owned subsidiaries were to be conducted in a manner detrimental to the interests or intentions of us, our business, reputation, and prospects may be adversely affected. For example, other shareholders in a minority- owned subsidiary could take actions without our consent, which could have an adverse impact on our investment in the subsidiary. A single or limited number of subsidiaries may comprise a large proportion of our value. A large proportion of our value may at any time reside in one or two of our subsidiaries, including intellectual property rights and the value ascribed to the product candidate or program that it is developing. Our consolidated financial condition and prospects may be materially diminished if the clinical development or potential commercialization prospects of a subsidiary' s product candidate or program or one or more of the intellectual property rights held by a specific subsidiary becomes impaired. Furthermore, a large proportion of our consolidated revenue may at any time be derived from one, or a small number of, licensed technologies, and termination or expiration of licenses to these technologies would likely have a material adverse effect on our consolidated revenue. Any material adverse impact on the value of a particular subsidiary, including its intellectual property rights or the clinical development of its product candidate or program, could have a material adverse effect on our consolidated business, financial condition, results of operations or prospects. We may expend our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may be more profitable or for which there is a greater likelihood of success. Because we have limited financial and managerial resources, we must focus on a limited number of research programs and product candidates and on specific indications. As a result, we may forego or delay pursuit of opportunities with other product candidates or for other indications that later prove to have greater commercial potential, or fail to recognize or acquire assets that may be more promising than those we acquire. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or

profitable market opportunities. Our spending on current and future identification, discovery, and preclinical development programs and product candidates for specific indications may not yield any commercially viable products. Our reliance on a central team consisting of a limited number of employees who provide various administrative, research and development, and other services across our organization presents operational challenges that may adversely affect our business. As of March 28, 2023, we had nine full- time employees, upon which we rely for various administrative, research and development, and other support services shared among our other operating subsidiaries. We also have four consultants who we rely on for research and development, business development, and other services. While we believe this structure enables us to reduce certain infrastructure costs, the small size of our centralized team may limit our ability to devote adequate personnel, time, and resources to support the operations of all of our subsidiaries, including their research and development activities, and the management of financial, accounting, and reporting matters. Given that our employees and management are primarily incentivized at the parent company level, these employees and management team members may not be sufficiently incentivized to maximize the overall value of our entire organization. If our centralized team fails to provide adequate administrative, research and development, or other services across our entire organization, our business, financial condition, and results of operations could be harmed. Some of our officers and directors may serve as directors or officers of our subsidiaries, and, as a result, have and may continue to have, fiduciary and other duties to our subsidiaries causing conflicts of interest with respect to their duties to us and their duties to our subsidiaries and in determining how to devote themselves to our affairs and the affairs of our subsidiaries. Our subsidiaries' partners may also disagree with the sufficiency of resources that we provide to each subsidiary. Certain of our officers, including our Chief Executive Officer, Elizabeth Ng, and our Executive Chairman and Director, Chirinjeev Kathuria, are also directors and / or officers of one or more of our subsidiaries and, as a result, have fiduciary or other duties both to us and our subsidiaries. The conflicts of interest that arise from such duties could interfere with the management of our subsidiaries and their programs and product candidates, or result in disagreements with our subsidiaries' partners. For example, an individual who is both our director and a director of one of our subsidiaries, owes fiduciary duties to the subsidiary and to us as a whole, and such individual may encounter circumstances in which his or her decision or action may benefit the subsidiary while having a detrimental impact on us, or vice versa, or on another subsidiary, including one for which he or she also serves as a director. Further, our officers and directors who are also officers and directors of our subsidiaries will need to allocate his or her time to responsibilities owed to us and each of the subsidiaries for which he or she serves as an officer or director, and will make decisions on behalf of one entity that may negatively impact others. In addition, while most of our subsidiaries have waived any interest in or expectation of corporate opportunities that are presented to, or acquired, created or developed by, or which otherwise come into possession of any director or officer who is also our director or officer, disputes could arise between us and our subsidiary' s partners regarding a conflict of interest. These partners also may disagree with the amount and quality of resources that our officers and employees devote to the subsidiary in which they are invested. Any such disputes or disagreements could distract our management, interfere with our relations with our partners, and take significant time to resolve, which could disrupt the development of our product candidates, delay our potential commercialization efforts, result in increased costs or make it less likely that other third parties will choose to partner with us in the future. We currently outsource, and intend to continue to outsource, nearly all our discovery, clinical development, and manufacturing functions to third- party providers or consultants. Outsourcing these functions has significant risks, and our failure to manage these risks successfully could materially adversely affect our business, results of operations, and financial condition. Our business ~~involves~~ **model relies upon the use of third parties, such as vendors and consultants, to conduct our drug discovery, preclinical testing, clinical trials, manufacturing, and all other aspects of clinical development. While our reliance on third parties allows us to purposely employ a small number of full- time employees, we may not effectively manage and oversee the third parties that our business depends upon and we have less control over our operations due to our reliance on third parties. While we believe our business model significantly reduces overhead cost, we may not realize the efficiencies of this arrangement if we are unable to effectively manage third parties or if our limited number of employees are unable to manage the operations of each of our subsidiaries, including the development of their programs and product candidates. The failure to successfully and efficiently outsource operational functions or appropriately manage the operations of our subsidiaries could materially adversely affect our business, results of operations, and financial condition. Risks Related to Raising Additional Capital We will require substantial additional capital to finance our operations. If we are unable to raise such capital when needed, or on acceptable terms, we may be forced to delay, reduce and / or eliminate one or more of our research and drug development programs, future commercialization efforts and / or other operations. Developing biopharmaceutical products, including conducting preclinical studies and clinical trials, is a very time- consuming, expensive and uncertain process that takes years to complete. Our operations have consumed substantial amounts of cash since inception. We have sufficient committed sources of additional capital to fund our operations for more than a limited period of time. We expect our expenses to increase in connection with our ongoing activities, particularly as we advance our preclinical and clinical development programs, seek regulatory approvals for our product candidates, and launch and commercialize any products for which we receive regulatory approval. We also expect to incur additional costs associated with operating as a public company. Accordingly, we will need to obtain substantial additional funding in order to maintain our continuing operations. If we are unable to raise capital when needed or on acceptable terms, we may be forced to delay, reduce or eliminate one or more of our research and drug development programs or future commercialization efforts. Our actual capital requirements may vary significantly from what we expect, and we will in any event require additional capital in order to complete clinical development of any of our current programs. Our monthly spending levels**

will vary based on new and ongoing development and corporate activities. Because the length of time and the activities associated with development of our product candidates are highly uncertain, we are unable to estimate the actual funds we will require for development, marketing and commercialization activities. Our future funding requirements, immediate, near and long- term, will depend on many factors, including, but not limited to: ● the initiation, progress, timing, costs and results of discovery, laboratory testing, manufacturing, preclinical studies and clinical trials for our current and future product candidates, including whether and when to advance our diverse portfolio of product candidates; ● the development requirements of other product candidates that we may pursue; ● the clinical development plans we establish for our product candidates; ● the timelines of our clinical trials and the overall costs to finish the clinical trials; ● the impact on timelines and costs due to the COVID- 19 pandemic or other unforeseen events; ● the number and characteristics of product candidates that we develop; ● the outcome, timing and cost of meeting regulatory requirements established by the U. S. Food and Drug Administration, or FDA, and other comparable foreign regulatory authorities; ● the cost of filing, prosecuting, defending and enforcing our patent claims and other intellectual property rights; ● the cost of defending intellectual property disputes, including patent infringement actions brought by third parties against us or our product candidates; ● the extent to which we enter into additional collaboration agreements with regard to product discovery or acquire or in- license products or technologies; ● the effect of competing technological and market developments; ● the cost and timing of completion of commercial- scale outsourced manufacturing activities; ● the cost of establishing sales, marketing and distribution capabilities for any product candidates for which we may receive regulatory approval in regions where we choose to commercialize our products on our own; ● the timing and amounts of any milestone or royalty payments we may be required to make or may be entitled to receive under license agreements; ● the costs of building out our infrastructure including hiring additional clinical, quality control and manufacturing personnel; ● the costs and timing of future commercialization activities, including product manufacturing, marketing, sales and distribution, for any of our product candidates for which we receive marketing approval; ● the revenue, if any, received from commercial sales of our product candidates for which we receive marketing approval; ● the costs of operating as a public company; and ● the extent to which we acquire or in- license other product candidates and technologies. We cannot be certain that additional funding will be available on acceptable terms, or at all. Until we can generate sufficient revenue to finance our cash requirements, which we may never do, we expect to finance our future cash needs through a combination of public or private equity offerings, debt financings, collaborations, strategic alliances, licensing arrangements and other marketing or distribution arrangements. This additional funding may not be sufficient for us to fund any of our products through regulatory approval. To the extent that we raise additional capital through the sale of common stock or securities convertible or exchangeable into common stock, your ownership interest will be diluted. In addition, any debt financing may subject us to fixed payment obligations and covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional capital through marketing and distribution arrangements or other collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish certain valuable intellectual property or other rights to our product candidates, technologies, future revenue streams or research programs or grant licenses on terms that may not be favorable to us. We also may be required to seek collaborators for any of our product candidates at an earlier stage than otherwise would be desirable or relinquish our rights to product candidates or technologies that we otherwise would seek to develop or commercialize ourselves. Market volatility and unforeseen events, such as the COVID- 19 pandemic and the conflict between Russia and Ukraine, could also adversely impact our ability to access capital as and when needed. If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of one or more of our product candidates or one or more of our other research and development initiatives. Any of the above events could significantly harm our business, prospects, financial condition and results of operations and cause the price of our common stock to decline. The Backstop Agreement could impose cash constraints on us in the long- term. Pursuant to the OTC Equity Prepaid Forward Transaction (the " Backstop Agreement ") with Vellar Opportunity Fund SPV LLC – Series 3, Meteora Special Opportunity Fund I, LP, Meteora Capital Partners, LP, Meteora Select Trading Opportunities Master, LP, and Polar Multi- Strategy Master Fund (the " Backstop Providers "), the backstop Providers purchased shares of Aesther Class A common stock from shareholders of Aesther including those that elected to exercise their option to redeem their shares. However, no later than three years after the Closing of the Business Combination, we may be required to repurchase shares purchased by the Backstop Providers from Aesther' s redeeming shareholders, which could create a significant ~~risks~~ **constraint on our cash and significantly reduce the amount of shares that are outstanding in the long- term. As a result, we may lack sufficient cash to exploit lucrative business opportunities and may need to resort to financing on burdensome terms. The issuance of our common stock to the Backstop Providers pursuant to the Backstop Agreement could cause substantial dilution, which could materially affect the trading price of our common stock. Pursuant to the Backstop Agreement, on the maturity date of the Backstop Agreement, the Backstop Providers will be entitled to consideration of $ 2. 50 per share of our common stock sold back to us, which is payable in shares of our common stock. The number of shares of our common stock that will be issued to the Backstop Providers will depend on the number of shares owned by the Backstop Providers at the maturity date and the trading price of our common stock at that time. The issuance of such common stock in connection with the payment of such consideration could result in substantial dilution and decreases to our stock price. In addition, purchases pursuant to the Backstop Agreement may reduce the public " float " of our common stock and the number of beneficial holders of our common stock, possibly making it difficult to maintain the quotation, listing or trading of our securities on Nasdaq. If our common stock does not trade above the floor set in the Backstop**

Agreement we may never receive cash from the Backstop Providers. The Backstop Agreement prohibits the Backstop Providers from selling our shares of common stock that are subject to the restrictions set forth in the Backstop Agreement unless our common stock is trading above $ 10. 34 per share, which means that no cash will be returned to us pursuant to any sales under the Backstop Agreement unless and until our common stock is trading above $ 10. 34 and our Backstop Providers are otherwise able to sell their shares. Therefore, we may never receive cash from the Backstop Providers during the term of the Backstop Agreement. The issuance of our common stock in connection with the Common Stock Purchase Agreement could cause substantial dilution, which could materially affect the trading price of our common stock. The Common Stock Purchase Agreement, by and between us and White Lion Capital, LLC (" White Lion "), dated as of September 7, 2022 (the " Common Stock Purchase Agreement "), grants us the right, but not the obligation, to require White Lion to purchase, from time to time, up to $ 75, 000, 000 of newly issued shares of our common stock. To the extent that we exercise our right to sell such shares under the Common Stock Purchase Agreement, we will need to issue new shares to White Lion. Although we cannot predict the number of shares of common stock that would actually be issued in connection with any such sale, such issuances could result in substantial dilution and decreases to our stock price. It is not possible to predict the actual number of shares of common stock, if any, we will sell under the Common Stock Purchase Agreement to White Lion or the actual gross proceeds resulting from those sales. On September 7, 2022, we entered into the Common Stock Purchase Agreement, pursuant to which White Lion has committed to purchase up to up to $ 75, 000, 000 in aggregate gross purchase price of newly issued shares of the our common stock, subject to certain limitations and conditions set forth in the Common Stock Purchase Agreement. Subject to the satisfaction of certain customary conditions including, without limitation, the effectiveness of a registration statement to be filed with the SEC registering the shares to be sold to White Lion for resale, our right to sell shares to White Lion will commence on the effective date of that registration statement and extend for a period of two years thereafter. During such term, subject to the terms and conditions of the Common Stock Purchase Agreement, we may notify White Lion when we exercise our right to sell shares. We generally have the right to control the timing and amount of any sales of our shares of common stock to White Lion under the Common Stock Purchase Agreement. Sales of our shares of common stock, if any, to White Lion under the Common Stock Purchase Agreement will depend upon market conditions and other factors to be determined by us. We may ultimately decide to sell to White Lion all , some or none of the shares of common stock that may be available for us to sell to White Lion pursuant to the Common Stock Purchase Agreement. Because the purchase price per share of common stock to be paid by White Lion for the shares of common stock that we may elect to sell to White Lion under the Common Stock Purchase Agreement, if any, will fluctuate based on the market prices of our common stock at the time we elect to sell shares of common stock to White Lion pursuant to the Common Stock Purchase Agreement, if any, it is not possible for us to predict, prior to any such sales, the number of shares of common stock that we will sell to White Lion under the Common Stock Purchase Agreement, the purchase price per share that White Lion will pay for shares of common stock purchased from us under the Common Stock Purchase Agreement, or the aggregate gross proceeds that we will receive from those purchases by White Lion under the Common Stock Purchase Agreement. The number of shares of common stock ultimately offered for sale by White Lion is dependent upon the number of shares of common stock, if any, we ultimately elect to sell to White Lion under the Common Stock Purchase Agreement. However, even if we elect to sell shares of common stock to White Lion pursuant to the Common Stock Purchase Agreement, White Lion may resell all, some or none of such shares at any time or from time to time in its sole discretion and at different prices. We are not required or permitted to issue any shares of common stock under the Common Stock Purchase Agreement if such issuance would breach our obligations under the rules or regulations of Nasdaq. Further, White Lion will not be required to purchase any shares of our common stock if such sale would result in White Lion' s beneficial ownership exceeding 9. 99 % of our outstanding shares of common stock. Our inability to access a part or all of the amount available under the Common Stock Purchase Agreement, in the absence of any other financing sources, could have a material adverse effect on our business. The sale and issuance of shares of common stock to White Lion will cause dilution to our existing securityholders, and the resale of the shares of common stock by White Lion, or the perception that such resales may occur, could cause the price of our securities to fall. The purchase price per share of common stock to be paid by White Lion for the shares of common stock that we may elect to sell to White Lion under the Common Stock Purchase Agreement, if any, will fluctuate based on the market prices of our shares of common stock at the time we elect to sell shares of common stock to White Lion pursuant to the Common Stock Purchase Agreement. Depending on market liquidity at the time, resales of such shares of common stock by White Lion may cause the trading price of our shares of common stock to fall. If and when we elect to sell shares of common stock to White Lion, sales of newly issued shares of common stock by us to White Lion could result in substantial dilution to the interests of existing holders of our shares of common stock. Additionally, the sale of a substantial number of shares of common stock to White Lion, or the anticipation of such sales, could make it more difficult for us to sell equity or equity- related securities in the future at a time and at a price that we might otherwise wish to effect sales. We may use proceeds from sales of our common stock made pursuant to the Common Stock Purchase Agreement in ways with which you may not agree or in ways which may not yield a significant return. We will have broad discretion over the use of proceeds from sales of our shares of common stock made pursuant to the Common Stock Purchase Agreement and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. However, we have not determined the specific allocation of any net proceeds among these potential uses, and the ultimate use of the net proceeds may vary from the currently intended uses. The net proceeds may be used for corporate purposes that do not increase our operating results or enhance the value of our securities. The amount of our future losses is uncertain and our quarterly operating results may fluctuate significantly or

may fall below the expectations of investors or securities analysts, each of which may cause our stock price to fluctuate or decline. Our quarterly and annual operating results may fluctuate significantly in the future due to a variety of factors, many of which are **outside of our control and may be difficult to predict, including the following: ● our ability to complete preclinical studies and successfully submit Investigational New Drug, or IND, applications or comparable applications for our product candidates; ● the timing and success or failure of preclinical studies and clinical trials for our product candidates or competing product candidates, or any other change in the competitive landscape of our industry, including consolidation among our competitors or partners; ● whether we are required by the FDA or similar foreign regulatory authorities to conduct additional clinical trials or other studies beyond those planned to support the approval and commercialization of our product candidates or any future product candidates; ● our ability to successfully recruit and retain subjects for clinical trials, and any delays caused by difficulties in such efforts, including the COVID- 19 pandemic; ● our ability to obtain marketing approval for our product candidates, and the timing and scope of any such approvals we may receive; ● the timing and cost of, and level of investment in, research and development activities relating to our product candidates, which may change from time to time; ● the cost of manufacturing our product candidates, which may vary depending on the quantity of production and the terms of our agreements with manufacturers; ● our ability to attract, hire and retain qualified personnel; ● expenditures that we will or may incur to develop additional product candidates; ● the level of demand for our product candidates should they receive approval, which may vary significantly; ● the risk / benefit profile, cost and reimbursement policies with respect to our product candidates, if approved, and existing and potential future therapeutics that compete with our product candidates; ● general market conditions or extraordinary external events, such as recessions, natural disasters, the conflict between Russia and Ukraine, and / or the COVID- 19 pandemic; ● the changing and volatile U. S. and global socio- economic and political environments; and ● future accounting pronouncements or changes in our accounting policies or changes in tax laws. The cumulative effects of these factors could result in large fluctuations and unpredictability in our quarterly and annual operating results. As a result, comparing our operating results on a period- to- period basis may not be meaningful. This variability and unpredictability could also result in our failing to meet the expectations of industry or financial analysts or investors for any period. If our revenue or operating results fall below the expectations of analysts or investors or below any forecasts we may provide to the market, or if the forecasts we provide to the market are below the expectations of analysts or investors, the price of our common stock could decline substantially. Such a stock price decline could occur even when we have met any previously publicly stated guidance we may provide. Risks Related to Clinical Development We are a biopharmaceutical company with a limited operating history, and many of our development programs are in early stages of development. This may make it difficult to evaluate our prospects and likelihood of success. We are an early- stage biopharmaceutical company with a limited operating history, have no products approved for commercial sale and have not generated any revenue. All of our product candidates are in the preclinical stages of development and will require additional preclinical studies or clinical development as well as regulatory review and approval, substantial investment, access to sufficient commercial manufacturing capacity and significant marketing efforts before we can generate any revenue from product sales. Our operations to date have been limited to organizing and staffing our company, business planning, raising capital, establishing our intellectual property portfolio and performing research and development of our product candidates. Our approach to the discovery and development of product candidates is unproven, and we do not know whether we will be able to develop any products of commercial value. In addition, our product candidates will require substantial additional development and clinical research time and resources before we would be able to apply for or receive regulatory approvals and begin generating revenue from product sales. We have not yet demonstrated the ability to initiate or progress any product candidate through clinical trials. We are still in preclinical development and may be unable to obtain regulatory approval, manufacture a commercial scale product, or arrange for a third party to do so on our behalf, or conduct sales and marketing activities necessary for successful product commercialization. Investment in biopharmaceutical product development is highly speculative because it entails substantial upfront capital expenditures and significant risk that any potential product candidate will fail to demonstrate adequate efficacy or an acceptable safety profile, gain regulatory approval and become commercially viable. In addition, as a business with a limited operating history, we may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown factors and risks frequently experienced by early- stage biopharmaceutical companies in rapidly evolving fields. Consequently, we have no meaningful history of operations upon which to evaluate our business, and predictions about our future success or viability may not be as accurate as they could be if we had a longer operating history or a history of successfully developing and commercializing drug and biological products. Our business is dependent on the success of our product candidates that we advance into the clinic. We currently have no products that are approved for commercial sale and may never be able to develop marketable products. If one or more of our product candidates encounters safety or efficacy problems, development delays, regulatory issues or other problems, our development plans and business could be significantly harmed. Before we can generate any revenue from sales of any of our product candidates, we must undergo additional preclinical and clinical development, regulatory review and approval in one or more jurisdictions. In addition, if one or more of our product candidates are approved, we must ensure access to sufficient commercial manufacturing capacity and conduct significant marketing efforts in connection with any commercial launch. These efforts will require substantial investment, and we may not have the financial resources to continue development of our product candidates. We may experience setbacks that could delay or prevent regulatory approval of, or our ability to commercialize, our product candidates, including: ● timely completion of our preclinical studies and clinical trials; ● negative or inconclusive results from our preclinical studies or clinical trials or the clinical**

trials of others for product candidates similar to ours, leading to a decision or requirement to conduct additional preclinical testing or clinical trials or abandon a program; ● the prevalence, duration and severity of potential product-related side effects experienced by subjects receiving our product candidates in our clinical trials or by individuals using drugs or therapeutics similar to our product candidates; ● delays in submitting INDs or comparable foreign applications or delays or failure in obtaining the necessary approvals from regulators to commence a clinical trial, or a suspension or termination of a clinical trial once commenced; ● conditions imposed by the FDA or comparable foreign authorities regarding the scope or design of our clinical trials; ● delays in enrolling subjects in clinical trials; ● high drop- out rates of subjects from clinical trials; ● inadequate supply or quality of product candidates or other materials necessary for the conduct of our clinical trials; ● greater than anticipated clinical trial costs; ● inability to compete with other therapies; ● poor efficacy of our product candidates during clinical trials; ● unfavorable FDA or other regulatory agency inspection and review of a clinical trial site; ● failure of our third- party contractors or investigators to comply with regulatory requirements or otherwise meet their contractual obligations in a timely manner, or at all; ● delays related to the impact of recessions, man- made and / or natural disasters, pandemics, and / or any other such events; ● delays and changes in regulatory requirements, policy and guidelines, including the imposition of additional regulatory oversight around clinical testing generally or with respect to our technology in particular; or ● varying interpretations of data by the FDA and similar foreign regulatory agencies. We do not have complete control over many of these factors, including certain aspects of clinical development and the regulatory submission process, potential threats to our intellectual property rights and our manufacturing, marketing, distribution and sales efforts or that of any future collaborator. Our underlying technology is unproven and may not result in marketable products. Our approach is designed to discover and develop targeted treatments for non- small cell lung cancer, or NSCLC, glioblastoma, or GBM, and possibly other visceral cancers, by targeting the prototypic chitinase- like protein Chi3l1 which we have found is induced in human cancers including in primary lung cancer formation, in pulmonary melanoma metastasis, and in pulmonary breast cancer metastasis. These findings are the basis for our OCX- 253, OCX- 410 (PD- 1), and OCX- 909 (CTLA- 4) programs. However, although multiple preclinical studies are currently underway, to date, our approach has not been tested in clinical trials for the treatment of NSCLC, GBM or other cancers. Our approach to drug discovery and development in the area of fibrosis, with initial focus on targeting chitinase 1, or Chit1, is unproven and may not result in marketable products. Our approach is designed to discover and develop targeted treatments for idiopathic pulmonary fibrosis, or IPF, Hermansky- Pudlak Syndrome, or HPS, and possibly other fibrotic diseases, by targeting Chit1 which we have found to be a master regulator of the TGF- ß1 mediated fibrosis response through various mechanisms. These findings are the basis for our OCF- 203 program. However, although multiple preclinical studies are currently underway, to date, our approach has not been tested in clinical trials for the treatment of IPF, HPS, or other fibrotic conditions. Our approach to therapeutics discovery and development in the area of malaria, with initial focus on targeting P. falciparum glutamic- acid- rich protein, or PfGARP, and P. falciparum schizont egress antigen, or PfSEA-1, is unproven and may not result in marketable products. Our approach is designed to discover and develop therapeutics for the treatment of malaria infections and short- term malaria prophylaxis, and to develop vaccines for immunization against malaria, by targeting PfGARP and PfSEA- 1, as applicable. Our findings regarding PfGARP and PfSEA- 1 form the basis for our ODA- 611, ODA- 579 and OCF- 203 programs. However, although multiple preclinical studies are currently underway, to date, our approach has not been tested in clinical trials for the treatment of malaria infections, to provide malaria prophylaxis or to provide immunization against malaria. Our approach to the discovery and development of product candidates based on our Whole Proteome Differential Screening target discovery platform represents a novel approach to product candidate development, which creates significant challenges for us. Our future success depends on the successful development of our product candidates, some of which may be discovered or developed by our Whole Proteome Differential Screening target discovery program, or WPDS. WPDS is a new technology, and as such, it is difficult to predict whether WPDS will enable us to successfully identify or develop product candidates. It is also difficult to accurately predict the developmental challenges we may incur for our product candidates as they proceed through product discovery or identification, preclinical studies and clinical trials. It is difficult for us to predict the time and cost of the development of product candidates identified by WPDS, and we cannot predict whether the application of our technology, or any similar or competitive technologies, will result in the identification, development, and regulatory approval of any products. There can be no assurance that any development problems we experience in the future related to our technology or any of our research programs will not cause significant delays or unanticipated costs, or that such development problems can be solved at all. Any of these factors may prevent us from completing our preclinical studies and clinical trials that we may initiate or commercializing any product candidates we may develop on a timely or profitable basis, if at all. Due to our business model, we must make decisions on the allocation of resources to certain programs and product candidates; these decisions may prove to be wrong and may adversely affect our business. We may forego or delay pursuit of opportunities with respect to additional research programs or product candidates or for indications other than those we are currently targeting. To the extent we allocate resources to any particular product candidate, our ability to pursue development of another product candidate may be hindered. Some of these opportunities may later prove to have greater commercial potential or a greater likelihood of success. Therefore, our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities, or expend resources on product candidates that are not viable. There can be no assurance that we will ever be able to identify additional therapeutic opportunities for our product candidates or to develop suitable potential product candidates through internal research programs, which could materially adversely affect our future growth and prospects. We may focus our efforts and resources on potential product candidates or other potential programs that

ultimately prove to be unsuccessful. We may not be successful in our efforts to identify or discover additional product candidates in the future. Although our business model relies in part on a plan to harness breakthrough inventions at research universities and medical centers and develop them into therapeutics that can address unmet medical needs, there can be no assurance that we will ever be able to identify additional candidate opportunities at these institutions or others. Even if we were able to identify such opportunities, there can be no assurance that we will be able to in- license them or otherwise acquire rights to them on terms that are beneficial to us. Furthermore, we could face competition for such opportunities from other companies and from venture capital firms. Our research programs may initially show promise in identifying potential product candidates, yet fail to yield product candidates for clinical development for a number of reasons, such as: ● our inability to design such product candidates with the pharmacological properties that we desire or attractive pharmacokinetics; or ● potential product candidates may, on further study, be shown to have harmful side effects or other characteristics that indicate that they are unlikely to be medicines that will receive marketing approval and achieve market acceptance. Research programs to identify new product candidates require substantial technical, financial and human resources. If we are unable to identify suitable compounds for preclinical and clinical development, we will not be able to obtain product revenue in future periods, which likely would result in significant harm to our financial position and adversely impact our stock price. We may not be able to file INDs or IND amendments or comparable applications to commence clinical trials on the timelines we expect, and even if we are able to, the FDA or other regulatory authorities may not permit us to proceed. We may not be able to file INDs or other comparable applications for our product candidates on the timelines we expect. For example, we or our third party collaborators may experience manufacturing delays or other delays with preclinical studies or FDA or other regulatory authorities may require additional preclinical studies that we did not anticipate. Moreover, we cannot be sure that submission of an IND or other comparable application will result in the FDA or other regulatory authorities allowing clinical trials to begin, or that, once begun, issues will not arise that result in a decision by us, by institutional review boards or independent ethics committees, or by the FDA or other regulatory authorities to suspend or terminate clinical trials, including as a result of a clinical hold. Additionally, even if FDA or other regulatory authorities agree with the design and implementation of the clinical trials set forth in an IND or comparable application, we cannot guarantee that they will not change their requirements or expectations in the future. These considerations also apply to new clinical trials we may submit as amendments to existing INDs or to a new IND or other comparable application. Any failure to file INDs or other comparable applications on the timelines we expect or to obtain regulatory approvals for our trials may prevent us from completing our clinical trials or commercializing our products on a timely basis, if at all. Preclinical and clinical development involves a lengthy, complex and expensive process, with an uncertain outcome and results of earlier studies and trials may not be predictive of future preclinical studies or clinical trial results. To obtain the requisite regulatory approvals to commercialize any product candidates, we must demonstrate through extensive preclinical studies and clinical trials that our product candidates are safe and effective in humans. Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. In particular, the general approach for FDA approval of a new product is dispositive data from two well- controlled, Phase 3 clinical trials of the relevant drug in the relevant patient population. Phase 3 clinical trials typically involve hundreds of patients, have significant costs and take years to complete. A product candidate can fail at any stage of testing, even after observing promising signals of activity in earlier preclinical studies or clinical trials. The results of preclinical studies and early clinical trials of our product candidates may not be predictive of the results of later- stage clinical trials. In addition, initial success in clinical trials may not be indicative of results obtained when such trials are completed. There is typically an extremely high rate of attrition from the failure of product candidates proceeding through clinical trials. Product candidates in later stages of clinical trials may fail to show the desired safety and efficacy profile despite having progressed through preclinical studies and initial clinical trials. A number of companies in the biopharmaceutical industry have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety issues, notwithstanding promising results in earlier trials. Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that have believed their product candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval of their product candidates. Most product candidates that commence clinical trials are never approved as products and there can be no assurance that any of our clinical trials will ultimately be successful or support further clinical development in any of our product candidates. Product candidates that appear promising in the early phases of development may fail to reach the market for several reasons, including but not limited to: ● preclinical studies or clinical trials may show the product candidates to be less effective than expected (e. g., a clinical trial could fail to meet its primary and / or secondary endpoint (s)) or to have unacceptable side effects or toxicities, or unexpected adverse drug- drug interactions; ● failure to establish clinical endpoints that applicable regulatory authorities would consider clinically meaningful; ● failure to execute the clinical trials caused by slow enrollment or subjects dropping out; ● failure to receive the necessary regulatory approvals; ● manufacturing costs, formulation issues, pricing or reimbursement issues, or other factors that make a product candidate uneconomical; and ● the proprietary rights of others and their competing products and technologies that may prevent one of our product candidates from being commercialized. In addition, differences in trial design between early- stage clinical trials and later- stage clinical trials make it difficult to extrapolate the results of earlier clinical trials to later clinical trials. Moreover, clinical data are often susceptible to varying interpretations and analyses, and many companies that have believed their product candidates performed satisfactorily in clinical trials have nonetheless failed to obtain marketing approval of their products. Additionally, some of our trials may be open- label studies, where both the patient and investigator know whether the patient is receiving the investigational product

candidate or either an existing approved drug or placebo. Most typically, open- label clinical trials test only the investigational product candidate and sometimes do so at different dose levels. Open- label clinical trials are subject to various limitations that may exaggerate any therapeutic effect, such as " patient bias " where patients in open- label clinical trials perceive their symptoms to have improved merely due to their awareness of receiving treatment. Moreover, patients selected for early clinical studies often include the most severe sufferers and their symptoms may have been bound to improve notwithstanding the new treatment. In addition, open- label clinical trials may be subject to an " investigator bias " where those assessing and reviewing the physiological outcomes of the clinical trials are aware of which patients have received treatment and may interpret the information of the treated group more favorably given this knowledge. Therefore, it is possible that positive results observed in open- label trials will not be replicated in later placebo- controlled trials. In addition, the standards that the FDA and comparable foreign regulatory authorities use when regulating us require judgment and can change, which makes it difficult to predict with certainty how they will be applied. The standards are also different for the development of small molecule drug products and for the development of biological products, both of which we are undertaking through our programs. Any analysis we perform of data from preclinical and clinical activities is subject to confirmation and interpretation by regulatory authorities, which could delay, limit or prevent regulatory approval. We may also encounter unexpected delays and / or increased costs due to new government regulations. Examples of such regulations include future legislation or administrative action, or changes in FDA policy during the period of product development and FDA regulatory review. It is impossible to predict whether legislative changes will be enacted, or whether FDA or foreign regulations, guidance or interpretations will be changed, or what the impact of such changes, if any, may be. The FDA may also require a panel of experts, referred to as an Advisory Committee, to deliberate on the adequacy of the safety and efficacy data to support approval. The opinion of the Advisory Committee, although not binding, may have a significant impact on our ability to obtain approval of any product candidates that we develop. If we seek to conduct clinical trials in foreign countries or pursue marketing approvals in foreign jurisdictions, we must comply with numerous foreign regulatory requirements governing, among other things, the conduct of clinical trials, manufacturing and marketing authorization, pricing and third- party reimbursement. The foreign regulatory approval process varies among countries and may include all of the risks associated with FDA approval described ~~**below**~~ **above as well as risks attributable to the satisfaction of local regulations in foreign jurisdictions** . ~~**You**~~ **Moreover, the time required to obtain approval may differ from that required to obtain FDA approval. Approval by the FDA does not ensure approval by regulatory authorities outside the United States and vice versa. The acceptance of study data from clinical trials conducted outside the United States or another jurisdiction by the FDA or comparable foreign regulatory authority may be subject to certain conditions or may not be accepted at all. If data from foreign clinical trials are intended to serve as the basis for marketing approval in the United States, the FDA will generally not approve the application on the basis of foreign data alone unless (i) the data are applicable to the U. S. population and U. S. medical practice, and (ii) the trials were performed by clinical investigators of recognized competence and pursuant to good clinical practice, or GCP, regulations. Additionally, the FDA' s clinical trial requirements, including sufficient size of patient populations and statistical powering, must be met. Many foreign regulatory authorities have similar approval requirements. Successful completion of clinical trials is a prerequisite to submitting a marketing application to the FDA and similar marketing applications to comparable foreign regulatory authorities, for each product candidate and, consequently, the ultimate approval and commercial marketing of any product candidates. We may experience negative or inconclusive results, which may result in our deciding, or our being required by regulators, to conduct additional clinical studies or trials or abandon some or all of our product development programs, which could have a material adverse effect on our business. We may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development of any of our product candidates. We may experience delays in initiating or completing clinical trials. Clinical trials can be delayed or terminated for a variety of reasons, including: ● regulators or institutional review boards, or IRBs, or ethics committees may not authorize us or our investigators to commence a clinical trial or conduct a clinical trial at a prospective trial site; ● the FDA or other comparable regulatory authorities may disagree with our clinical trial design, including with respect to dosing levels administered in our planned clinical trials, which may delay or prevent us from initiating our clinical trials with our originally intended trial design; ● we may experience delays in reaching, or fail to reach, agreement on acceptable terms with prospective trial sites and prospective contract research organizations, or CROs, which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites; ● the number of subjects required for clinical trials of any product candidates may be larger than we anticipate or subjects may drop out of these clinical trials or fail to return for post- treatment follow- up at a higher rate than we anticipate; ● our third- party contractors may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all, or may deviate from the clinical trial protocol or drop out of the trial, which may require that we add new clinical trial sites or investigators; ● we may need to address any subject safety concerns that arise during the course of a clinical trial; ● we may experience delays and interruptions to our manufacturing supply chain, or we could suffer delays in reaching, or we may fail to reach, agreement on acceptable terms with third- party service providers on whom we rely; ● the cost of clinical trials of our product candidates may be greater than we anticipate; ● logistical issues relating to any future clinical trials we may operate in developing countries; ● we may elect to, or regulators, IRBs, Data Safety Monitoring Boards, or DSMBs, or ethics committees may require that we or our investigators, suspend or terminate clinical research or trials for various reasons, including noncompliance with regulatory requirements or a finding that the participants are being exposed to unacceptable health risks; ● we may not have the financial resources available to begin and complete the planned trials, or the cost of clinical trials of any product candidates may be greater**

than we anticipate; ● the supply or quality of our product candidates or other materials necessary to conduct clinical trials of our product candidates may be insufficient or inadequate to initiate or complete a given clinical trial; and ● the FDA or other comparable foreign regulatory authorities may require us to submit additional data such as long- term toxicology studies, or impose other requirements before permitting us to initiate a clinical trial. We could also encounter delays if a clinical trial is suspended or terminated by us, by the IRBs or ethics committees of the institutions in which such clinical trials are being conducted, or by the FDA or other regulatory authorities. Such authorities may suspend or terminate a clinical trial due to a number of factors, including failure to conduct the clinical trial in accordance with regulatory requirements or our clinical trial protocols, inspection of the clinical trial operations or trial site by the FDA or other regulatory authorities resulting in the imposition of a clinical ~~should~~ hold ~~carefully consider~~, unforeseen safety issues or adverse side effects, failure to demonstrate a benefit from the product candidates, changes in governmental regulations or administrative actions or lack of adequate funding to continue the clinical trial. Moreover, principal investigators for our clinical trials may serve as scientific advisors or consultants to us from time to time and receive compensation in connection with such services. Under certain circumstances, we may be required to report some of these relationships to the FDA or comparable foreign regulatory authorities. The FDA or comparable foreign regulatory authority may conclude that a financial relationship between us and a principal investigator has created a conflict of interest or otherwise affected interpretation of the study. The FDA or comparable foreign regulatory authority may therefore question the integrity of the data generated at the applicable clinical trial site and the utility of the clinical trial itself may be jeopardized. This could result in a delay in approval, or rejection, of our marketing applications by the FDA or comparable foreign regulatory authority, as the case may be, and may ultimately lead to the denial of marketing approval of one or more of our product candidates. Our product development costs will increase if we experience additional delays in preclinical or clinical testing or in obtaining marketing approvals. We do not know whether any of our clinical trials will begin as planned, will need to be restructured or will be completed on schedule, or at all. If we do not achieve our product development goals in the time frames we announce and expect, the approval and commercialization of our product candidates may be delayed or prevented entirely. Significant clinical trial delays also could shorten any periods during which we may have the exclusive right to commercialize our product candidates and may allow our competitors to bring products to market before we do, potentially impairing our ability to successfully commercialize our product candidates and harming our business and results of operations. Any delays in our clinical development programs may harm our business, financial condition and results of operations significantly. Our clinical trials may reveal significant adverse events or unexpected drug- drug interactions not seen in our preclinical studies and may result in a safety profile that could delay or prevent regulatory approval or market acceptance of any of our product candidates. If significant adverse events or other side effects are observed in our clinical trials, we may be required to abandon the trials or our development efforts altogether. In addition, we may encounter unexpected drug- drug interactions in our planned trials, and may be required to further test those candidates, including in drug- drug interaction studies, which may be expensive, time- consuming and result in delays to our programs. Some potential therapeutics developed in the biopharmaceutical industry that initially showed therapeutic promise in early stage trials have later been found to cause side effects that prevented their further development. Even if the side effects do not preclude the product candidate from obtaining or maintaining marketing approval, undesirable side effects may inhibit market acceptance of the approved product due to its tolerability versus other therapies. If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed or otherwise adversely affected. Identifying and qualifying patients to participate in clinical trials of our product candidates is critical to our success. The timing of completion of our clinical trials depends in part on the speed at which we can recruit patients to participate in testing our product candidates, and we may experience delays in our clinical trials if we encounter difficulties in enrollment. We may not be able to initiate or continue clinical trials for our product candidates if we are unable to locate and enroll a sufficient number of eligible patients to participate in these trials as required by the FDA or similar regulatory authorities outside the United States, or as needed to provide appropriate statistical power for a given trial. We may experience difficulties in patient enrollment in our clinical trials for a variety of reasons. The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of patients who remain in the trial until its conclusion. The enrollment of patients depends on many factors, including: ● the patient eligibility and exclusion criteria defined in the protocol; ● the size of the patient population required for analysis of the trial' s primary endpoints and the process for identifying patients; ● the willingness or availability of patients to participate in our trials; ● the proximity of patients to trial sites; ● the design of the trial; ● our ability to recruit clinical trial investigators with the appropriate competencies and experience; ● clinicians' and patients' perceptions as to the potential advantages and risks of the product candidate being studied in relation to other available therapies, including any new products that may be approved for the indications we are investigating; ● reporting of the preliminary results of any of our clinical trials; ● the availability of competing commercially available therapies and other competing product candidates' clinical trials; ● our ability to obtain and maintain patient informed consents; ● the risk that patients enrolled in clinical trials will drop out of the trials before completion; and ● factors we may not be able to control, such as current or potential pandemics that may limit patients, principal investigators or staff or clinical site availability (e. g., the COVID- 19 pandemic). For example, we are initially developing OCF- 203 for the treatment of IPF, a rare disease. In the United States, IPF is estimated to affect approximately 160, 000 patients. As a result, we may encounter difficulties enrolling subjects in our clinical trials of OCF- 203 due in part to the small size of the patient population. In addition, our clinical trials will compete with other clinical trials for product candidates that are in the same therapeutic areas as our product candidates, and this

competition will reduce the number and types of patients available to us, because some patients who might have opted to enroll in our trials may instead opt to enroll in a trial being conducted by one of our competitors. Since the number of qualified clinical investigators is limited, we expect to conduct some of our clinical trials at the same clinical trial sites that some of our competitors use, which will reduce the number of patients who are available for our clinical trials in such clinical trial site. If any of our product candidates is shown to have undesirable side effects, some patients may decline or drop out of our clinical trials. Additionally, certain of our planned clinical trials may also involve invasive procedures which may lead some patients to decline or to drop out of trials. Further, timely enrollment in clinical trials is reliant on clinical trial sites which may be adversely affected by global health matters, including, among other things, pandemics. For example, if a clinical trial site is affected by the COVID- 19 pandemic, patients may contract COVID- 19 during participation in our trials or may be subject to isolation or shelter- in- place restrictions, which may cause them to drop out of our trials, miss scheduled doses or follow- up visits or otherwise fail to follow trial protocols. If patients are unable to follow the trial protocols or if our trial results are otherwise disrupted due to the effects of a pandemic or actions taken to mitigate its spread, the integrity of data from our trials may be compromised or not accepted by the FDA or other regulatory authorities, which would represent a significant setback for the applicable program. The design or execution of our clinical trials may not support marketing approval. The design or execution of a clinical trial can determine whether its results will support marketing approval, and flaws in the design or execution of a clinical trial may not become apparent until the clinical trial is well advanced. It is possible that we may need to amend our clinical trial designs, which would require us to resubmit our clinical trial protocols to IRBs and FDA for reexamination and approval, and may impact the costs, timing or successful completion of such clinical trials. Additionally, in some instances, there can be significant variability in safety or efficacy results between different trials with the same product candidate due to numerous factors, including differences in trial protocols, size and type of the patient populations, variable adherence to the dosing regimen or other protocol requirements and the rate of dropout among clinical trial participants. We do not know whether any clinical trials we conduct will demonstrate consistent or adequate efficacy and safety to obtain marketing approval to market our product candidates. Further, the FDA and comparable foreign regulatory authorities have substantial discretion in the approval process and in determining when or whether marketing approval will be obtained for any of our product candidates. Our product candidates may not be approved even if they achieve their primary endpoints in future Phase 3 clinical trials or registrational trials. The FDA or comparable foreign regulatory authorities may disagree with our trial designs and our interpretation of data from preclinical studies or clinical trials. In addition, any of these regulatory authorities may change requirements for the approval of a product candidate even after reviewing and providing comments or advice on a protocol for a pivotal Phase 3 or registrational clinical trial. In addition, any of these regulatory authorities may also approve a product candidate for fewer or more limited indications than we request or may grant approval contingent on the performance of costly post- marketing clinical trials. The FDA or comparable foreign regulatory authorities may not approve the labeling claims that we believe would be necessary or desirable for the successful commercialization of our product candidates, if approved. We intend to develop OCX- 253 and potentially other product candidates in combination with other therapies, which exposes us to additional risks. We intend to develop OCX- 253 and potentially other product candidates in combination with one or more approved or unapproved therapies to treat cancer or other diseases. Even if any product candidate we develop were to receive marketing approval for use in combination with other approved therapies, the FDA or comparable foreign regulatory authorities outside of the United States could still revoke approval of the therapy used in combination with our product. If the therapies used in combination with our product candidates are replaced as the standard of care for the indications we choose for any of our product candidates, the FDA or comparable foreign regulatory authorities may require us to conduct additional clinical trials. The occurrence of any of these risks ~~,~~ **could result** in **our own products, if approved, being removed from the market or being less successful commercially. Further, we will not be able to market and sell any product candidate we develop in combination with an unapproved cancer therapy for a combination indication if that unapproved therapy does not ultimately obtain marketing approval either alone or in combination with our product. In** addition **, unapproved cancer therapies face the same risks described with respect** to **our product candidates currently in development and clinical trials, including the potential for serious adverse effects, delay in** ~~the~~ **their clinical trials and lack of FDA approval. If the FDA or comparable foreign regulatory authorities do not approve these** other **products or revoke their approval of, or if safety, efficacy, quality, manufacturing or supply issues arise with, the products we choose to evaluate in combination with our product candidate we develop, we may be unable to obtain approval of or market such combination therapy. If we are unable to successfully validate, develop and obtain regulatory approval for any required companion diagnostic tests for our product candidates or experience significant delays in doing so, we may fail to obtain approval or may not realize the full commercial potential of these product candidates. In connection with the clinical development of our product candidates for certain indications, we intend to engage third parties to develop or obtain access to in vitro companion diagnostic tests to identify patient subsets within a disease category who may derive benefit from our product candidates, as we are targeting certain genetically defined populations for our treatments. For example, in the OCX- 253 program, we may develop a diagnostic tool for measuring the circulating Chi3l1 as a method of stratifying patients for particular clinical studies. Such companion diagnostics may be used during our clinical trials and may be required in connection with the FDA approval of our product candidates. To be successful, we or our collaborators will need to address a number of scientific, technical, regulatory and logistical challenges. Companion diagnostics are subject to regulation by the FDA and other regulatory authorities as medical devices and require separate regulatory approval prior to commercialization. Given our limited experience in developing and commercializing diagnostics, we intend to rely on**

third parties for the design, development and manufacture of companion diagnostic tests for our therapeutic product candidates that may require such tests. If we enter into such collaborative agreements, we will be dependent on the sustained cooperation and effort of our future collaborators in developing and obtaining approval for these companion diagnostics. We and our future collaborators may encounter difficulties in developing and obtaining approval for the companion diagnostics, including issues relating to selectivity / specificity, analytical validation, reproducibility, or clinical validation of companion diagnostics. We and our future collaborators also may encounter difficulties in developing, obtaining regulatory approval for, manufacturing and commercializing companion diagnostics similar to those we face with respect to our therapeutic product candidates themselves, including issues with achieving regulatory clearance or approval, production of sufficient quantities at commercial scale and with appropriate quality standards, and in gaining market acceptance. If we are unable to successfully develop companion diagnostics for these therapeutic product candidates, or experience delays in doing so, the development of these therapeutic product candidates may be adversely affected, these therapeutic product candidates may not obtain marketing approval or such approval may be delayed, and we may not realize the full commercial potential of any of these therapeutics that obtain marketing approval. As a result, our business, results of operations and financial condition could be materially harmed. In addition, a diagnostic company with whom we contract may decide to discontinue developing, selling or manufacturing the companion diagnostic test that we anticipate using in connection with development and commercialization of our product candidates or our relationship with such diagnostic company may otherwise terminate. We may not be able to enter into arrangements with another diagnostic company to obtain supplies of an alternative diagnostic test for use in connection with the development and commercialization of our product candidates or do so on commercially reasonable terms, which could adversely affect and / or delay the development or commercialization of our therapeutic product candidates. We may in the future seek orphan drug designation for our product candidates, but we may be unable to obtain orphan drug designation and, even if we obtain such designation, we may not be able to realize or maintain the benefits of such designation, including potential marketing exclusivity of our product candidates, if approved. Regulatory authorities in some jurisdictions, including the United States and other major markets, may designate products intended to treat conditions or diseases affecting relatively small patient populations as orphan drugs. Under the Orphan Drug Act of 1983, the FDA may designate a drug or biologic product candidate as an orphan drug if it is intended to treat a rare disease or condition, which is generally defined as having a patient population of fewer than 200, 000 individuals in the United States, or a patient population greater than 200, 000 in the United States where there is no reasonable expectation that the cost of developing the product will be recovered from sales in the United States. Orphan drug designation must be requested before submitting a marketing application. In the United States, orphan drug designation entitles a party to financial incentives such as opportunities for grant funding towards clinical trial costs, tax advantages and user- fee waivers. After the FDA grants orphan drug designation, the generic identity of the drug or biologic and its potential orphan use are disclosed publicly by the FDA. Orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process. Generally, if a product candidate with an orphan drug designation receives the first marketing approval for the indication for which it has such designation, the product is entitled to a period of marketing exclusivity, which precludes the FDA or foreign regulatory authorities from approving another marketing application for a product that constitutes the same drug treating the same indication for a period of seven (7) years, except in limited circumstances, such as a showing of clinical superiority to the product with orphan drug exclusivity or where the manufacturer is unable to assure sufficient product quantity. Orphan drug exclusivity may be revoked if any regulatory agency determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the product to meet the needs of patients with the rare disease or condition. We may seek orphan drug designation for OCF- 203 for IPF and HPS, and some of our other future product candidates in additional orphan indications in which there is a medically plausible basis for the use of these products. We may be unable to obtain and maintain orphan drug designation and, even if we obtain such designation, we may not be able to realize the benefits of such designation, including potential marketing exclusivity of our product candidates, if approved. Even if we obtain orphan drug exclusivity for a product candidate, that exclusivity may not effectively protect the product candidate from competition because different drugs can be approved for the same condition in the United States. Even after an orphan drug is approved, the FDA may subsequently approve another drug for the same condition if the FDA concludes that the latter drug is not the same drug or is clinically superior in that it is shown to be safer, more effective or makes a major contribution to patient care. If product liability lawsuits are brought against us, we may incur substantial financial or other liabilities and may be required to limit commercialization of our product candidates. We will face an inherent risk of product liability as a result of testing any of our other product candidates in clinical trials, and will face an even greater risk if we commercialize any products. For example, we may be sued if our product candidates cause or are perceived to cause injury or are found to be otherwise unsuitable during clinical trials, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. Claims could also be asserted under state consumer protection acts. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our product candidates. Even successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in: ● inability to bring a product candidate to the market; ● decreased demand for our products; ● injury to our reputation; ● withdrawal of clinical trial participants and inability to continue clinical trials; ● initiation of investigations by regulators; ● fines, injunctions or criminal penalties; ● costs to defend the related litigation; ● diversion of management'

s time and our resources; ● substantial monetary awards to trial participants; ● product recalls, withdrawals or labeling, marketing or promotional restrictions; ● loss of revenue; ● exhaustion of any available insurance and our capital resources; ● the inability to commercialize any product candidate, if approved; and ● decline in our share price. Our inability to obtain sufficient product liability insurance at an acceptable cost to protect against potential product liability claims could prevent or inhibit the commercialization of products we develop. We will need to obtain additional insurance for clinical trials as our product candidates enter the clinic. However, we may be unable to obtain, or may obtain on unfavorable terms, clinical trial insurance in amounts adequate to cover any liabilities from any of our clinical trials. Our insurance policies may also have various exclusions, and we may be subject to a product liability claim for which we have no coverage. We may have to pay any amounts awarded by a court or negotiated in a settlement that exceed our coverage limitations or that are not covered by our insurance, and we may not have, or be able to obtain, sufficient capital to pay such amounts. Even if our agreements with any future corporate collaborators entitle us to indemnification against losses, such indemnification may not be available or adequate should any claim arise. We face substantial competition, which may result in others discovering, developing or commercializing products before or more successfully than us. The development and commercialization of new drug products is highly competitive. We may face competition with respect to any product candidates that we seek to develop or commercialize in the future from major biopharmaceutical companies, specialty biopharmaceutical companies, and biotechnology companies worldwide. Potential competitors also include academic institutions, venture capital firms, hedge funds, government agencies, and other public and private research organizations that conduct research, seek patent protection, and establish collaborative arrangements for research, development, manufacturing, and commercialization. There are a number of large biopharmaceutical and biotechnology companies that are currently pursuing the development of products, or already have products in the market, for the treatment of cancer, fibrosis, and malaria. Although we believe that our approaches are unique, there is no assurance that they will demonstrate advantages or even parity against competitive products from other companies, including those with significant financial resources such as BristolMyersSquibb, Merck, Genentech, AstraZeneca / Daiichi Sankyo, Roche, Boehringer Ingelheim, GSK, AbbVie, Novartis, United Therapeutics and Horizon, as well as emerging biotechnology companies such as Fibrogen, Pliant, Galecto Biotech and Endeavor Biomedicines, to name a few. For additional information ~~contained in~~ **on our competitors please see Item 1 of** this Annual Report on Form 10- K **. Many of our current or potential competitors, either alone or with their strategic partners, have significantly greater financial resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals, and marketing approved products than we do. Mergers and acquisitions in the biopharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early- stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, more convenient, or less expensive than any products that we may develop. Furthermore, products currently approved for other indications could be discovered to be effective treatments of fibrosis as well, which could give such products significant regulatory and market timing advantages over our product candidates. Our competitors also may obtain FDA or other regulatory approval for their products more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. Additionally, products or technologies developed by our competitors may render our potential product candidates uneconomical or obsolete and we may not be successful in marketing any product candidates we may develop against competitors. The availability of competitive products could limit the demand, and the price we are able to charge, for any products that we may develop and commercialize. Risks Related to Manufacturing Because we rely on third- party manufacturing and supply vendors, our supply of research and development, preclinical and clinical development materials may become limited or interrupted or may not be of satisfactory quantity or quality. We rely on third- party contract manufacturers to manufacture our product candidates for preclinical studies and clinical trials. We do not own manufacturing facilities for producing any clinical trial product supplies. There can be no assurance that our preclinical and clinical development product supplies will not be limited, interrupted, or of satisfactory quality or continue to be available at acceptable prices. For example, the severity and duration of the COVID- 19 pandemic, or of any similar crises, may impact our ability to procure sufficient supplies for the development of our product candidates, particularly given delays or gaps in supply of materials driven by the prioritization of vaccine development during the COVID- 19 pandemic. In particular, any replacement of a contract manufacturer could require significant effort and expertise because there may be a limited number of qualified replacements. The manufacturing process for a product candidate is subject to FDA and foreign regulatory authority review. Suppliers and manufacturers must meet applicable manufacturing requirements and undergo rigorous facility and process validation tests required by regulatory authorities in order to comply with regulatory standards, such as current Good Manufacturing Practices, or cGMPs. In the event that any of our manufacturers fails to comply with such requirements or to perform its obligations to us in relation to quality, timing or otherwise, or if our supply of components or other materials becomes limited or interrupted for other reasons, we may be forced to manufacture the materials ourselves, for which we currently do not have the capabilities or resources, or enter into an agreement with another third- party, which we may not be able to do on reasonable terms, if at all. In some cases, the technical skills or technology required to manufacture our product candidates may be unique or proprietary to the original manufacturer**

and we may have difficulty transferring such skills or technology to another third- party and a feasible alternative may not exist. These factors would increase our reliance on such manufacturer or require us to obtain a license from such manufacturer in order to have another third- party manufacture our product candidates. If we are required to change manufacturers for any reason, we will be required to verify that the new manufacturer maintains facilities and procedures that comply with quality standards and with all applicable regulations and guidelines. We will also need to verify, such as through a manufacturing comparability or bridging study, that any new manufacturing process will produce our product candidate according to the specifications previously submitted to the FDA or another regulatory authority. The delays associated with the verification of a new manufacturer could negatively affect our ability to develop product candidates in a timely manner or within budget. To the extent that we enter into future manufacturing arrangements with third parties, we will depend on these third parties to perform their obligations in a timely manner consistent with contractual and regulatory requirements , including those related to quality control and assurance. If we are unable to obtain ~~our~~ or maintain third- party manufacturing for product candidates, or to do so on commercially reasonable terms, we may not be able to develop and commercialize our product candidates successfully. Our or a third-party' s failure to execute on our manufacturing requirements and comply with cGMP could adversely affect our business in a number of ways, including: ● an inability to initiate or continue clinical trials of product candidates under development; ● delay in submitting regulatory applications, or receiving regulatory approvals, for product candidates; ● loss of the cooperation of an existing or future collaborator; ● subjecting third- party manufacturing facilities or our manufacturing facilities to additional inspections by regulatory authorities; ● requirements to cease distribution or to recall batches of our product candidates; and ● in the event of approval to market and commercialize a product candidate, an inability to meet commercial demands for our products. Changes in methods of product candidate manufacturing or formulation may result in additional costs or delay. As product candidates progress through preclinical to late stage clinical trials to marketing approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods and formulation, are altered along the way in an effort to optimize yield, manufacturing batch size, minimize costs and achieve consistent quality and results. Such changes carry the risk that they will not achieve these intended objectives. Any of these changes could cause our product candidates to perform differently and affect the results of planned clinical trials or other future clinical trials conducted with the altered materials. This could delay completion of clinical trials, require the conduct of bridging clinical trials or the repetition of one or more clinical trials, increase clinical trial costs, delay approval of our product candidates and jeopardize our ability to commercialize our product candidates and generate revenue. In addition, there are risks associated with large scale manufacturing for clinical trials or commercial scale including, among others, cost overruns, potential problems with process scale- up, process reproducibility, stability issues, compliance with good manufacturing practices, lot consistency and timely availability of raw materials. Even if we obtain marketing approval for any of our product candidates, there is no assurance that our manufacturers will be able to manufacture the approved product to specifications acceptable to the FDA or other comparable foreign regulatory authorities, to produce it in sufficient quantities to meet the requirements for the potential commercial launch of the product or to meet potential future demand. Additionally, if we advance a biological candidate into IND- enabling studies, the manufacturing processes for biological products is more complex and expensive than with small molecule products and additional manufacturing suppliers may be needed to manufacture clinical supplies for these programs. If our manufacturers are unable to produce sufficient quantities for clinical trials or for commercialization, our development and commercialization efforts would be impaired, which would have an adverse effect on our business, financial ~~statements~~ condition, results of operations and growth prospects. The manufacture of drug products, and particularly biologics, is complex and our third- party manufacturers may encounter difficulties in production. If any of our third- party manufacturers encounter such difficulties, our ability to provide supply of our current product candidates or any future product candidates for clinical trials or our products for patients, if approved, could be delayed or prevented. Manufacturing drugs, particularly biologics, especially in large quantities, is often complex and may require the use of innovative technologies to handle living cells. Each lot of ~~and~~ an approved biologic must undergo thorough testing for identity, strength, quality, purity and potency. Manufacturing biologics requires facilities specifically designed for and validated for this purpose, and sophisticated quality assurance and quality control procedures are necessary. Slight deviations anywhere in the manufacturing process, including filling, labeling, packaging, storage and shipping and quality control and testing, may result in lot failures, product recalls or spoilage. When changes are made to the manufacturing process, we may be required to provide preclinical and clinical data showing the comparable identity, strength, quality, purity or potency of the products before and after such changes. If microbial, viral or other contaminations are discovered at the facilities of our manufacturers, such facilities may need to be closed for an extended period of time to investigate and remedy the contamination, which could delay clinical trials and adversely harm our business. In addition, there are risks associated with large scale manufacturing for clinical trials or commercial scale including, among others, cost overruns, potential problems with process scale- up, process reproducibility, stability issues, compliance with good manufacturing practices, lot consistency and timely availability of raw materials. Even if we obtain marketing approval for any of our current product candidates or any future product candidates, there is no assurance that our manufacturers will be able to manufacture the approved product to specifications acceptable to the FDA or other comparable foreign regulatory authorities, to produce it in sufficient quantities to meet the requirements for the potential commercial launch of the product or to meet potential future demand. If our manufacturers are unable to produce sufficient quantities for clinical trials or for commercialization, our development and commercialization efforts would be impaired, which would have an adverse effect on our business, financial condition, results of operations and growth prospects. Risks ~~related~~ Related to

Commercialization Even if a product candidate we develop receives marketing approval, it may fail to achieve the degree of market acceptance by physicians, patients, third- party payors and others in the medical community necessary for commercial success. Even if a product candidate we develop receives marketing approval, it may nonetheless fail to gain sufficient market acceptance by physicians, patients, third- party payors, such as Medicare and Medicaid programs and managed care organizations, and others in the medical community. In addition, the availability of coverage by third-party payors may be affected by existing and future health care reform measures designed to reduce the cost of health care. If the product candidates we develop do ~~notes~~ not achieve ~~and~~ an adequate level of acceptance, we may not generate significant product revenues and we may not become profitable. The degree of market acceptance of any product candidate, if approved for commercial sale, will depend on a number of factors, including: ● the efficacy and potential advantages compared to alternative treatments; ● the ability to offer our products, if approved, for sale at competitive prices; ● the convenience and ease of administration compared to alternative treatments; ● the willingness of the target patient population to try new therapies and of physicians to prescribe these therapies; ● the price we pay or any of our future collaborators charge for our products; ● the recommendations with respect to our product candidates in guidelines published by various scientific organizations applicable to us and our product candidates; ● the strength of marketing and distribution support; ● the ability to obtain sufficient third- party coverage and adequate reimbursement; ● the prevalence and severity of any side effects; and ● The size and effectiveness of our sales, marketing and distribution support. If government and other third- party payors do not provide coverage and adequate reimbursement levels for any products we commercialize, market acceptance and commercial success would be reduced. The market opportunities for our product candidates may be relatively small since the patients who may potentially be treated with our product candidates are those who are ineligible for or have failed prior treatments, and our estimates of the prevalence of our target patient populations may be inaccurate. Cancer therapies are sometimes characterized by line of therapy (first line, second line, third line, fourth line, etc.), and the FDA often approves new therapies initially only for a particular line or lines of use. When cancer is detected early enough, first line therapy is sometimes adequate to cure the cancer or prolong life without a cure. Whenever first line therapy, usually chemotherapy, antibody drugs, tumor- targeted small molecules, hormone therapy, radiation therapy, surgery, or a combination of these, proves unsuccessful, second line therapy may be administered. Second line therapies often consist of more chemotherapy, radiation, antibody drugs, tumor- targeted small molecules, or a combination of these. Third line therapies can include chemotherapy, antibody drugs and small molecule tumor- targeted therapies, more invasive forms of surgery and new technologies. In our oncology program, we may initially seek approval of certain of our product candidates as a second or third line therapy, for use in patients with relapsed or refractory metastatic cancer. Subsequently, for those product candidates that prove to be sufficiently safe and beneficial, if any, we would expect to seek approval as a second line therapy and potentially as a first line therapy, but there is no guarantee that our product candidates, even if approved as a second or subsequent line of therapy, would be approved for an earlier line of therapy, and, prior to any such approvals, we may have to conduct additional clinical trials. Our projections of both the number of people who have the cancers we are targeting, who may have their tumors genetically sequenced, as well as the subset of people with these cancers in a position to receive a particular line of therapy and who have the potential to benefit from treatment with our product candidates, are based on our beliefs and estimates. These estimates have been derived from a variety of sources, including scientific literature, surveys of clinics, patient foundations or market research, and may prove to be incorrect. Further, new therapies may change the estimated incidence or prevalence of the cancers that we are targeting. Consequently, even if our product candidates are approved for a second or third line of therapy, the number of patients that may be eligible for treatment with our product candidates may turn out to be much lower than expected. In addition, we have not yet conducted market research to determine how treating physicians would expect to prescribe a product that is approved for multiple tumor types if there are different lines of approved therapies for each such tumor type. We currently have no marketing and sales organization and have no experience as a company in commercializing products, and we may have to invest significant resources to develop these capabilities. If we are unable to establish marketing and sales capabilities or enter into agreements with third parties to market and sell our products, we may not be able to generate product revenue. We have no internal sales, marketing or distribution capabilities, nor have we commercialized a product. If any of our product candidates ultimately receive regulatory approval, we expect to establish either an internal or external marketing and sales organization with technical expertise and supporting distribution capabilities to commercialize each such product in major markets, which will be expensive and, to the extent we establish such organization in house, time consuming. We have no prior experience as a company in the marketing, sale and distribution of pharmaceutical products and there are significant risks involved in establishing or managing a sales organization, including our ability to hire, retain and incentivize qualified individuals, generate sufficient sales leads, provide adequate training to sales and marketing personnel and effectively manage a geographically dispersed sales and marketing team. Any failure or delay in the development of our internal or external sales, marketing and distribution capabilities would adversely impact the commercialization of these products. If we choose to collaborate with third parties that have direct sales forces and established distribution systems, either to augment our own sales force and distribution systems or in lieu of our own sales force and distribution systems, we may not be able to enter into collaborations or hire consultants or external service providers to assist us in sales, marketing and distribution functions on acceptable financial terms, or at all. In addition, our product revenues and our profitability, if any, may be lower if we rely on third parties for these functions than if we were to market, sell and distribute any products that we develop ourselves. We likely will have little control over such third parties, and any of ~~the~~ them may fail to devote the necessary resources and attention to sell and market our products effectively. If we are not successful in commercializing our

products, either on our own or through arrangements with one or more third parties, we may not be able to generate any future product revenue and we would incur significant additional losses. Risks Related to Our Reliance on Third Parties For Our Product Development We rely on third parties to conduct all or certain aspects of our preclinical studies and clinical trials. If these third parties do not successfully carry out their contractual duties, meet expected deadlines or comply with regulatory requirements, we may not be able to obtain regulatory approval of or commercialize any potential product candidates. We depend upon third parties to conduct all or certain aspects of our preclinical studies and clinical trials, under agreements with universities, medical institutions, CROs, CMOs, strategic collaborators and others. We expect to continue to negotiate budgets and contracts with such third parties, which may result in delays to our development timelines and increased costs. We will rely especially heavily on third parties over the course of our preclinical studies and clinical trials, and, as a result, we control only certain aspects of their activities. As a result, we have less direct control over the conduct, timing and completion of our preclinical studies and clinical trials and the management of data developed through preclinical studies and clinical trials than would be the case if we relied entirely upon our own staff. Nevertheless, we are responsible for ensuring that each of our studies and trials are conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards, and our reliance on third parties does not relieve us of our regulatory responsibilities. We and these third parties are required to comply with GCP and cGMP requirements, which are regulations and guidelines enforced by the FDA and comparable foreign regulatory authorities for product candidates in clinical development. Regulatory authorities enforce these GCP and cGMP requirements through periodic inspections of trial sponsors, clinical investigators, manufacturers and trial sites. If we or any of these third parties fail to comply with applicable GCP or cGMP requirements, the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to suspend or terminate these trials or perform additional preclinical studies or clinical trials before approving our marketing applications. We cannot be certain that, upon ~~section~~ inspection , such regulatory authorities will determine that any of our clinical trials comply with the GCP or cGMP requirements. Our failure or any failure by these third parties to comply with these regulations may require us to repeat clinical trials, which would delay the regulatory approval process. Failure by us or by third parties we engage to comply with regulatory requirements can also result in fines, adverse publicity, and civil and criminal sanctions. Moreover, our business may be implicated if any of these third parties violates federal or state fraud and abuse or false claims laws and regulations or healthcare privacy and security laws. Any third parties conducting aspects of our preclinical studies, clinical trials or manufacturing process will not be our employees and, except for remedies that may be available to us under our agreements with such third parties, we cannot control whether or not they devote sufficient time and resources to our preclinical studies and clinical programs. These third parties may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical trials or other product development activities, which could affect their performance on our behalf. If these third parties do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the preclinical or clinical data they obtain is compromised due to the failure to adhere to our protocols or regulatory requirements or for other reasons or if due to federal or state orders or absenteeism due to the COVID- 19 pandemic or other such crises they are unable to meet their contractual and regulatory obligations, our development timelines, including clinical development timelines, may be extended, delayed or terminated and we may not be able to complete development of, obtain regulatory approval of or successfully commercialize our product candidates. As a result, our financial results and the commercial prospects for our product candidates would be harmed, our costs could increase and our ability to generate revenue could be delayed. If any of our relationships with these third- party CROs, CMOs or others terminate, we may not be able to enter into arrangements with alternative CROs, CMOs or other third parties or to do so on commercially reasonable terms. Switching or adding additional CROs or CMOs involves additional cost and requires extensive time and focus of our management. In addition, there is a natural transition period when a new CRO or CMO begins work. As a result, delays may occur, which can materially impact our ability to meet our desired development timelines. Though we carefully manage our relationships with our CROs and CMOs, there can be no assurance that we will not encounter similar challenges or delays in the future or that these delays or challenges will not have a material adverse impact on our business, financial condition and prospects. We rely on third parties for blood and other tissue samples and other materials required for our research and development activities, and if we are unable to reach agreements with these third parties our research and development activities would be delayed. We rely on third parties, primarily hospitals, health clinics and academic institutions, for the provision of blood and other tissue samples, clinical and laboratory supplies and other materials required in our research and development activities. Obtaining these materials requires various approvals as well as reaching a commercial agreement on acceptable terms with the hospital or other provider of the materials. While we expect to enter into agreements with the institutions from which we receive our tissue samples, we do not have any exclusive arrangements with such sources and there is no guarantee that we will be able to enter into or renew such agreements on commercially reasonable terms, if at all. If we were unable to enter into or renew such agreements, we would be forced to seek new arrangements with new hospitals, clinics or health institutions. If so, we may not be able to reach agreements with alternative partners or do so on terms acceptable to us. If we are unable to enter into such agreements, our research and development activities will be delayed and our ability to implement a key part of our development strategy will be compromised. We are a party to sublicense agreements pursuant to which we are obligated to make substantial payments upon achievement of milestone events. The sublicense agreements may be terminated in their entirety immediately upon notice for failure by us to meet certain milestone events by certain dates. We are a party to various sublicense agreements that are important to our business and to our current and future

product candidates. For example, we sublicense all of the technologies forming our oncology, fibrosis and infectious disease programs from Elkurt, Inc. (" Elkurt "), a company formed by our scientific co- founders Jack A. Elias, M. D. and Jonathan Kurtis, M. D., Ph. D., both of whom also serve on our board of directors. Elkurt licenses such technologies from Brown University and Rhode Island University. These agreements contain obligations that require us to make substantial payments in the event certain milestone events are achieved. All of our current product candidates are being developed through sublicense agreements from Elkurt. Our rights to use currently licensed intellectual property from Elkurt are subject to the continuation of and our compliance with the terms of our sublicense agreements with Elkurt. In spite of our efforts, Elkurt might conclude that we have materially breached our obligations under one or more of such sublicenses and might therefore terminate any of such agreements, thereby removing or limiting our ability to develop and commercialize products and technology covered by these agreements. For example, our sublicense of the FRG Antibody from Elkurt (which licenses such technology from Brown University on substantially parallel terms) is subject to termination by Elkurt in the event of a default by us that is not cured within 30 days. If any of our existing sublicense agreements were to be terminated, our business and prospects could be substantially harmed. Additionally, the sublicense agreements may be terminated in their entirety immediately upon notice for failure by us to meet certain milestone events by certain dates. Each of the below listed sublicense agreements may be terminated if we do not complete a $ 10 million equity financing by November 1, 2023. In addition, the license agreements set forth the following milestone events and deadlines. Failure by us to meet such milestone events by the listed deadlines trigger a termination right by the licensing party upon notice: ● The FRG License Agreement (BROWN ID 2465, 2576, 2587): the filing of an IND within one year after commencing IND- enabling studies; completion of a Phase 1 clinical trial within one year following the filing of an IND; completion of a Phase 2 clinical trial within approximately four years following completion of a Phase 1 clinical trial; and completion of a Phase 3 clinical trial within three and a half years following completion of a Phase 2 clinical trial. ● The Anti- CTLA4 License Agreement (BROWN ID 3039): the filing of an IND within two years after commencing IND- enabling studies; the completion of a Phase 1 clinical trial within one year following the filing of an IND; completion of a Phase 2 clinical trial within approximately four years following completion of a Phase 1 clinical trial; and the completion of a Phase 3 clinical trial within approximately three years following the completion of a Phase 2 clinical trial. ● The FRGxPD- 1 License Agreement (BROWN ID 2613): the filing of an IND within two years after commencing IND- enabling studies; the completion of a Phase 1 clinical trial within one year following the filing of an IND; completion of a Phase 2 clinical trial within approximately four years following completion of a Phase 1 clinical trial; and the completion of a Phase 3 clinical trial within three years following the completion of a Phase 2 clinical trial. ● The Chit1 License Agreement (BROWN ID 2502): the filing of an IND within two years after commencing IND- enabling studies; the completion of a Phase 1 / 2 clinical trial within two years following the filing of an IND; and the completion of a Phase 3 clinical trial within approximately three years following the completion of a Phase 1 / 2 clinical trial. ● The PfGARP / PfSEA License Agreement (RIH # 154): the filing of an IND within two years after commencing IND- enabling studies; the completion of a Phase 1 / 2 clinical trial within one and a half years following the filing of an IND; and the completion of a Phase 3 clinical trial within three years following completion of a Phase 1 / 2 clinical trial. ● The Brown Anti- PfGARP Small Molecules License Agreement (BROWN ID 3085J): the filing of an IND in 2027; the commencement of Phase 1 / 2 clinical trials in 2027; and the commencement of a Phase 3 clinical trial in 2029. A core element of our business strategy also includes continuing to acquire or in- license additional technologies or product candidates. As a result, we intend to periodically explore a variety of possible strategic collaborations or licenses in an effort to gain access to additional product candidates, technologies or resources. Furthermore, license agreements we enter into in the future may not provide exclusive rights to use intellectual property and technology in all relevant fields of use and in all territories in which we may wish to develop or commercialize our technology and products. As a result, we may not be able to prevent competitors from developing and commercializing competitive products in territories included in all of our licenses. Collaborations are and will be important to our business. If we are unable to enter into new collaborations, or if these collaborations are not successful, our business could be adversely affected. A part of our strategy is to maximize the value of our product candidates by evaluating partnerships where we believe partners can add significant commercial and / or development capabilities. Further, we have limited capabilities for product development and do not yet have any capability for commercialization. Accordingly, we have and may in the future enter into collaborations with other organizations to provide us with important technologies and funding for our programs and technology. The collaborations we enter into may pose a number of risks, including the following: ● collaborators have significant discretion in determining the efforts and resources that they will apply; ● collaborators may not perform their obligations as expected; ● collaborators may not pursue development and commercialization of any product candidates that achieve regulatory approval or may elect not to continue or renew development or commercialization programs or license arrangements based on clinical trial results, changes in the collaborators' strategic focus or available funding, or external factors, such as a strategic transaction that may divert resources or create competing priorities; ● collaborators may delay clinical trials, provide insufficient funding for a clinical trial program, stop a clinical trial or abandon a product candidate, repeat or conduct new clinical trials or require a new formulation of a product candidate for clinical testing; ● collaborators could independently develop, or develop with third parties, products that compete directly or indirectly with our products and product candidates if the collaborators believe that the competitive products are more likely to be successfully developed or can be commercialized under terms that are more economically attractive than ours; ● product candidates discovered in collaboration with us may be viewed by our collaborators as competitive with their own product candidates or products, which may cause collaborators to cease to devote resources to the commercialization of our product candidates; ●

collaborators may fail to comply with applicable regulatory requirements regarding the development, manufacture, distribution or marketing of a product candidate or product; ● collaborators with marketing and distribution rights to one or more of our product candidates that achieve regulatory approval may not commit sufficient resources to the marketing and distribution of such product or products; ● collaborators may not provide us with timely and accurate information regarding development progress and activity under any future license agreement, which could adversely impact our ability to report progress to our investors and otherwise plan development of our product candidates; ● disagreements with collaborators, including disagreements over proprietary rights, contract interpretation or the preferred course of development, might cause delays or terminations of the research, development or commercialization of product candidates, might lead to additional responsibilities for us with respect to product candidates, or might result in litigation or arbitration, any of which would be time- consuming and expensive; ● collaborators may not properly maintain or defend our intellectual property rights or may use our proprietary information in such a way as to invite litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential litigation; ● collaborators may infringe the intellectual property rights of third parties, which may expose us to litigation and potential liability; ● if a collaborator of ours is involved in a business combination, the collaborator might deemphasize or terminate the development or commercialization of any product candidate licensed to it by us; and ● collaborations may be terminated by the collaborator, and, if terminated, we could be required to raise additional capital to pursue further development or commercialization of the applicable product candidates. If the collaborations we enter into do not result in the successful discovery, development and commercialization of product candidates or if one of our collaborators terminates its agreement with us, we may not receive any future research funding or milestone or royalty payments under such collaboration. All of the risks relating to product development, regulatory approval and commercialization described in this Annual Report on Form 10- K ~~titled " Management~~ **also apply to the activities of our therapeutic collaborators. Additionally, if one of our existing or future collaborators terminates its agreement with us, we may find it more difficult to attract new collaborators and our perception in the business and financial communities could be adversely affected. In addition, to the extent that any of our existing or future collaborators were to terminate a collaboration agreement, we may be forced to independently develop these product candidates, including funding preclinical or clinical trials, assuming marketing and distribution costs and defending intellectual property rights, or, in certain instances, abandon product candidates altogether, any of which could result in a change to our business plan and a material and adverse effect on our business, financial condition, results of operations and prospects. We face significant competition in seeking appropriate collaborators for our product candidates, and the negotiation process is time- consuming and complex. In order for us to successfully establish a collaboration for one or more of our product candidates, potential collaborators must view these product candidates as economically valuable in markets they determine to be attractive in light of the terms that we are seeking and other available products for licensing by other companies. Collaborations are complex and time- consuming to negotiate and document. In addition, there have been a significant number of recent business combinations among large biopharmaceutical companies that have resulted in a reduced number of potential future collaborators. Our ability to reach a definitive agreement for a collaboration will depend, among other things, upon our assessment of the collaborator** ' s ~~Discussion~~ **resources** and ~~Analysis of Financial~~ **expertise, the terms and** ~~Condition~~ **conditions of the proposed collaboration and the proposed collaborator' s evaluation of a number of factors. If we are unable to reach agreements with suitable collaborators on a timely basis, on acceptable terms, or at all, we may have to curtail the development of a product candidate, reduce or delay its development program or one or more of our other development programs, delay its potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to increase our expenditures to fund development or commercialization activities on our own, we may need to obtain additional expertise and additional capital, which may not be available to us on acceptable terms, or at all. If we fail to enter into future collaborations or do not have sufficient funds or expertise to undertake the necessary development and commercialization activities, we may not be able to further develop our product candidates, bring them to market and generate revenue from sales of drugs or continue to develop our technology, and our business may be materially and adversely affected. Even if we are successful in our efforts to establish new strategic collaborations, the terms that we agree upon may not be favorable to us, and we may not be able to maintain such strategic collaborations if, for example, development or approval of a product candidate is delayed or sales of** ~~and~~ **an approved product are disappointing. Any delay in entering into new strategic collaboration agreements related to our product candidates could delay the development and commercialization of our product candidates and reduce their competitiveness even if they reach the market. Risks Related to Our Intellectual Property Our success depends in part on our ability to protect our intellectual property. It is difficult and costly to protect our proprietary rights and technology, and we may not be able to ensure their protection. Our business will depend in large part on obtaining and maintaining patent, trademark and trade secret protection of our proprietary technologies and our product candidates, their respective components, synthetic intermediates, formulations, combination therapies, methods used to manufacture them and methods of treatment, as well as successfully defending these patents against third- party challenges. We currently license or sublicense all of the intellectual property underlying our product candidates from universities and from other institutions such as for example, Elkurt and Rhode Island Hospital, and as such do not currently and solely maintain patents regarding the intellectual property we use. Our ability to stop unauthorized third parties from making, using, selling, offering to sell or importing our product candidates is dependent upon the extent to which we have rights under valid and enforceable patents that cover these activities and whether a court would issue an injunctive remedy. If we are unable to secure and maintain patent protection for any product or technology we develop, or if the scope of the**

patent protection secured is not sufficiently broad, our competitors could develop and commercialize products and technology similar or identical to ours, and our ability to commercialize any product candidates we may develop may be adversely affected. The patenting process is expensive and time- consuming, and we or our licensors may not be able to file and prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. In addition, we or our licensors may not pursue, obtain, or maintain patent protection in all relevant markets. It is also possible that we will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. Moreover, in some circumstances, we may not have the right to control the preparation, filing and prosecution of patent applications, or to maintain the patents, covering technology that we license or sublicense from or license to third parties and are reliant on our licensors, sublicensors or licensees. The strength of patents in the biotechnology and biopharmaceutical field involves complex legal and scientific questions and can be uncertain. The patent applications that we in- license or may own in the future may fail to ~~Results~~ result ~~of Operations~~ in issued patents with claims that cover our product candidates or uses thereof in the United States or in other foreign countries . Even if the patents do successfully issue, third parties may challenge the validity, enforceability or scope thereof, which may result in such patents being narrowed, invalidated or held unenforceable. Furthermore, even if they are unchallenged, our patents and patent applications may not adequately protect our technology, including our product candidates, or prevent others from designing around our claims. If the breadth or strength of protection provided by the patent applications we hold with respect to our product candidates is threatened, it could dissuade companies from collaborating with us to develop, and threaten our ability to commercialize, our product candidates. Further, if we encounter delays in our clinical trials, the period of time during which we could market our product candidates under patent protection would be reduced. We cannot be certain that we were the first to file any patent application related to our technology, including our product candidates, and, if we were not, we may be precluded from obtaining patent protection for our technology, including our product candidates. We cannot be certain that we are the first to invent the inventions covered by pending patent applications and, if we are not, we may be subject to priority disputes. Furthermore, for United States applications in which all claims are entitled to a priority date before March 16, 2013, an interference proceeding can be provoked by a third- party or instituted by the United States Patent and Trademark Office, or USPTO, to determine who was the first to invent any of the subject matter covered by the patent claims of our applications. Similarly, for United States applications in which at least one claim is not entitled to a priority date before March 16, 2013, derivation proceedings can be instituted to determine whether the subject matter of a patent claim was derived from a prior inventor' s disclosure. We may be required to disclaim part or all of the term of certain patents or all of the term of certain patent applications. There may be prior art of which we are not aware that may affect the validity or enforceability of a patent or patent application claim. There also may be prior art of which we are aware, but which we do not believe affects the validity or enforceability of a claim, which may, nonetheless, ultimately be found to affect the validity or enforceability of a claim. No assurance can be given that if challenged, our patents would be declared by a court to be valid or enforceable or that even if found valid and enforceable, would adequately protect our product candidates, or would be found by a court to be infringed by a competitor' s technology or product. We may analyze patents or patent applications of our competitors that we believe are relevant to our activities, and consider that we are free to operate in relation to our product candidates, but our competitors may achieve issued claims, including in patents we consider to be unrelated, which block our efforts or may potentially result in our product candidates or our activities infringing such claims. The possibility exists that others will develop products which have the same effect as our products on an independent basis which do not infringe our patents or other intellectual property rights, or will design around the claims of patents that may issue that cover our products. Recent or future patent reform legislation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents. Under the enacted Leahy- Smith America Invents Act, or America Invents Act, enacted in 2013, the United States moved from a " first to invent " to a " first- to- file " system. Under a " first- to- file " system, assuming the other requirements for patentability are met, the first inventor to file a patent application generally will be entitled to a patent on the invention regardless of whether another inventor had made the invention earlier. The ~~occurrence~~ **America Invents Act includes a number** of **other significant changes to U. S. patent law, including provisions that affect the way patent applications are prosecuted, redefine prior art and establish a new post- grant review system. The effects of these changes are currently unclear as the USPTO only recently developed new regulations and procedures in connection with the America Invents Act and many of the substantive changes to patent law, including the " first- to- file " provisions, only became effective in March 2013. In addition, the courts have yet to address many of these provisions and the applicability of the act and new regulations on specific patents discussed herein have not been determined and would need to be reviewed. However, the America Invents Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, all of which could have a material adverse effect on our business and financial condition. The degree of future protection for our proprietary rights is uncertain because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage. For example: ● others may be able to make or use compounds that are similar to the compositions of our product candidates but that are not covered by the claims of our patents or those of our licensors; ● we or our licensors, as the case may be, may fail to meet our obligations to the U. S. government in regards to** any **in- licensed patents and patent applications funded by U. S. government grants, leading to the loss** of **patent rights; ● we or our licensors, as the case may be, might not have been the first to file patent applications for these inventions; ● others may independently develop similar or alternative technologies or duplicate any of our technologies; ● it is possible that our pending patent applications will not result in issued patents; ●**

it is possible that there are prior public disclosures that could invalidate our or our licensors' patents, as the case may be, or parts of our or their patents; ● it is possible that others may circumvent our owned or in- licensed patents; ● it is possible that there are unpublished applications or patent applications maintained in secrecy that may later issue with claims covering our products or technology similar to ours; ● the laws of foreign countries may not protect our or our licensors', as the case may be, proprietary rights to the same extent as the laws of the United States; ● the claims of our owned or in- licensed issued patents or patent applications, if and when issued, may not cover our product candidates; ● our owned or in- licensed issued patents may not provide us with any competitive advantages, may be narrowed in scope, or be held invalid or unenforceable as a result of legal challenges by third parties; ● the inventors of our owned or in- licensed patents or patent applications may become involved with competitors, develop products or processes which design around our patents, or become hostile to us or the patents or patent applications on which ~~the~~ they ~~events~~ are named as inventors; ● it is possible that ~~or~~ our owned or in- licensed patents or patent applications omit individual (s) that should be listed as inventor (s) or include individual (s) that should not be listed as inventor (s), which may cause these patents or patents issuing from these patent applications to be held invalid or unenforceable; ● we have engaged in scientific collaborations in the past and will continue to do so in the future. Such collaborators may develop adjacent or competing products to ours that are outside the scope of our patents; ● we may not develop additional proprietary technologies for which we can obtain patent protection; ● it is possible that product candidates or diagnostic tests we develop may be covered by third parties' patents or other exclusive rights; ● the patents of others may have an adverse effect on our business; or ● given that all of the preclinical developments **of our oncology, fibrosis and malaria programs have, to date, been funded through grants totaling more than $ 110 million (prior to in- licensing our product candidates), which include grants from the federal government, it is possible that the federal government could invoke its march- in rights under 35 U. S. C. § 203 if it deems that it is necessary for it, or for third parties it designates, to practice our patent rights in order to address a national public safety or national security threat. The intellectual property that we have in- licensed has been discovered through government funded programs and thus may be subject to federal regulations such as " march- in " rights, certain reporting requirements and a preference for U. S.- based companies. Compliance with such regulations may limit our exclusive rights, and limit our ability to contract with non- U. S. manufacturers. All of the intellectual property rights that we have in- licensed to date were discovered through the use of U. S. government funding and are therefore subject to certain federal regulations. As a result, the U. S. government may have certain rights, pursuant to the Bayh- Dole Act of 1980, or Bayh- Dole Act, and implementing regulations, to the intellectual property embodied in our current product candidates, all of which are ~~described~~ derived from our existing** in **- licensed intellectual property. These U. S. government rights in certain inventions developed under a government- funded program include a nonexclusive, non- transferable, irrevocable worldwide license to use inventions for any governmental purpose. In addition, the U. S. government has the right to require us or our licensors to grant exclusive, partially exclusive, or nonexclusive licenses to any of these inventions to a third party if it determines that: (i) adequate steps have not been taken to commercialize the invention; (ii) government action is necessary to meet public health or safety needs; or (iii) government action is necessary to meet requirements for public use under federal regulations (also referred to as " march- in rights "). All of our product candidates pursuant to the license agreements are subject to such march- in rights. The U. S. government also has the right to take title to these inventions if we, or the applicable licensor, fail to disclose the invention to the government and fail to file an application to register the intellectual property within specified time limits. These time limits have recently been changed by regulation and may change in the future. Intellectual property generated under a government funded program is also subject to certain reporting requirements, compliance with which may require us or the applicable licensor to expend substantial resources. In addition, the U. S. government requires that any products embodying the subject invention or produced through the use of the subject invention be manufactured substantially in the United States. The manufacturing preference requirement can be waived if the owner of the intellectual property can show that reasonable but unsuccessful efforts have been made to grant licenses on similar terms to potential licensees that would be likely to manufacture substantially in the United States or that under the circumstances domestic manufacture is not commercially feasible. This preference for U. S. manufacturers may limit our ability to contract with non- U. S. product manufacturers for products covered by such intellectual property. To the extent any of our future intellectual property is generated through the use of U. S. government funding, the provisions of the Bayh- Dole Act may similarly apply. If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. In addition to patent protection, we rely heavily upon know- how and trade secret protection, such as that involved in our WPDS platform, and we intend to enter into non- disclosure agreements and invention assignment agreements with our employees, consultants and third- parties, to protect our confidential and proprietary information, especially where we do not believe patent protection is appropriate or obtainable. In addition to contractual measures, we expect to try to protect the confidential nature of our proprietary information using physical and technological security measures. Such measures may not, for example, in the case of misappropriation of a trade secret by an employee or third- party with authorized access, provide adequate protection for our proprietary information. Our security measures may not prevent an employee or consultant from misappropriating our trade secrets and providing ~~the~~ them ~~following risk factors~~ to a competitor, and recourse we take against such misconduct may not provide ~~and~~ an adequate remedy to protect our interests fully. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret can be difficult, expensive, and time- consuming, and the outcome is unpredictable. In addition, trade secrets may be independently developed by others in a manner that could prevent legal recourse by us. For example, the way in which we use our WPDS platform is proprietary and confidential. If one or more third parties obtain or are otherwise able to replicate**

these techniques, an important feature and differentiator of our clinical development strategy will become available to potential competitors. If any of our confidential or proprietary information, such as our trade secrets, were to be disclosed or misappropriated, or if any such information was independently developed by a competitor, our competitive position could be harmed. In addition, courts outside the United States are sometimes less willing to protect trade secrets. If we choose to go to court to stop a third- party from using any of our trade secrets, we may incur substantial costs. These lawsuits may consume our time and other resources even if we are successful. Although we take steps to protect our proprietary information and trade secrets, including through contractual means with our employees and consultants, third parties may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets or disclose our technology. Thus, we may not be able to meaningfully protect our trade secrets. It is our policy to require our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to execute confidentiality agreements upon the commencement of employment or consulting relationships with us. These agreements provide that all confidential information concerning our business or financial affairs developed or made known to the individual or entity during the course of the party' s relationship with us is to be kept confidential and not disclosed to third parties except in specific circumstances. In the case of employees, the agreements provide that all inventions conceived by the individual, and which are related to our current or planned business or research and development or made during normal working hours, on our premises or using our equipment or proprietary information, are our exclusive property. In addition, we take other appropriate precautions, such as physical and technological security measures, to guard against misappropriation of our proprietary technology by third parties. We have also adopted policies and conduct training that provides guidance on our expectations, and our advice for best practices, in protecting our trade secrets. Risks Related to Third Party Intellectual Property We have entered into and may enter into license, sublicense or other collaboration agreements in the future that may impose certain obligations on us. If we fail to comply with our obligations under such agreements with third parties, we could lose license or sublicense rights that may be important to our future business. In connection with our efforts to expand our pipeline of product candidates, we have entered into and may enter into certain licenses, sublicenses or other collaboration agreements in the future pertaining to the in- license of rights to additional candidates. Such agreements impose various diligence, milestone payment, royalty, insurance or other obligations on us. If we fail to comply with these obligations, our licensor or collaboration partners may have the right to terminate the relevant agreement, in which event we would not be able to develop or market the products covered by such licensed or sublicensed intellectual property. Moreover, disputes may arise regarding intellectual property subject to a licensing agreement, including: ● the scope of rights granted under the license or sublicense agreement and other interpretation- related issues; ● the extent to which our product candidates, technology and processes infringe on intellectual property of the licensor that is not subject to the licensing agreement; ● the sublicensing of patent and other rights under our collaborative development relationships; ● our diligence obligations under the license or sublicense agreement and what activities satisfy those diligence obligations; ● the inventorship and ownership of inventions and know- how resulting from the joint creation or use of intellectual property by our licensors and us and our partners; and ● the priority of invention of patented technology. We are currently party to various sublicense agreements that we depend on to operate our business, and our rights to use currently licensed intellectual property are subject to the continuation of and our compliance with the terms of these agreements. In spite of our efforts, our sublicensors might conclude that we have materially breached our obligations under such sublicense agreements and might therefore terminate the sublicense agreements, thereby removing or limiting our ability to develop and commercialize products and technology covered by such agreements. In the event that we breach any of our sublicense agreements, or if any of the parties from whom we have sublicensed intellectual property breach the underlying license agreements, we may not be entitled to the intellectual property that we sublicense. Moreover, in the event that our sublicensors terminate such agreements, we may be unable to successfully prove that we have not materially breached our obligations if we disagree with the assertion, and we may be required to expend significant resources to protect our rights to the intellectual property even if our efforts to do so are ultimately unsuccessful. In addition, the agreements under which we currently license and sublicense intellectual property or technology from third parties are complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology, or increase what we believe to be our financial or other obligations under the relevant agreement, either of which could have a material adverse effect on our business, financial condition, results of operations, and prospects. Moreover, if disputes over intellectual property that we have sublicensed prevent or impair our ability to maintain our current sublicensing arrangements on commercially acceptable terms, we may be unable to successfully develop and commercialize the affected product candidates, which could have a material adverse effect on our business, financial conditions, results of operations, and prospects. In addition, we may have limited control over the maintenance and prosecution of these in- licensed patents and patent applications, or any other intellectual property that may be related to our in- licensed intellectual property. For example, we cannot be certain that such activities by any future licensors have been or will be conducted in compliance with applicable laws and regulations or will result in valid and enforceable patents and other intellectual property rights. We have limited control over the manner in which our sublicensors initiate an infringement proceeding against a third-party infringer of the intellectual property rights, or defend certain of the intellectual property that is sublicensed to us. It is possible that such infringement proceedings or defense activities may be less vigorous than had we conducted ~~the~~ them ~~risks described elsewhere~~ ourselves. Our collaborators may assert ownership or commercial rights to inventions they develop from research we support or that we develop from our use of blood and other tissue samples and other materials

required for our research and development activities, which they provide to us, or otherwise arising from the collaboration. We collaborate with several institutions, universities, medical centers, physicians and researchers in ~~this Annual Report~~ **scientific matters and expect to continue to enter into additional collaboration agreements. In certain cases, we do not have written agreements with these collaborators, or the written agreements we have do may not cover all instances of medical development that are researched by the counterparty. If we cannot successfully negotiate sufficient ownership and commercial rights to any inventions that result from our use of a third- party collaborator' s materials, or if disputes arise with respect to the intellectual property developed with the use of a collaborator' s samples, or data developed in a collaborator' s study, we may be limited in our ability to capitalize on the market potential of these inventions or developments. Third parties may assert that we are employing their proprietary technology without authorization. There may be third- party patents of which we are currently unaware with claims to compositions of matter, materials, formulations, methods of manufacture or methods for treatment that encompass the composition, use or manufacture of our product candidates. There may be currently pending patent applications of which we are currently unaware which may later result in issued patents that our product candidates or their use or manufacture may infringe. In addition, third parties may obtain patents in the future and claim that use of our technologies infringes upon these patents. If any third- party patent were held by a court of competent jurisdiction to cover our product candidates, intermediates used in the manufacture of our product candidates or our materials generally, aspects of our formulations or methods of use, the holders of any such patent may be able to block our ability to develop and commercialize the product candidate unless we obtained a license or sublicense or until such patent expires or is finally determined to be held invalid or unenforceable. In either case, such a license or sublicense may not be available on commercially reasonable terms or at all. If we are unable to obtain a necessary license or sublicense to a third- party patent on commercially reasonable terms, or at all, our ability to commercialize our product candidates may be impaired or delayed, which could in turn significantly harm our business. Even if we obtain a license or sublicense, it may be nonexclusive, thereby giving our competitors access to the same technologies licensed or sublicensed to us. In addition, if the breadth or strength of protection provided by our patents and patent applications is threatened, it could dissuade companies from collaborating with us to license, sublicense, develop or commercialize current or future product candidates. Parties making claims against us may seek and obtain injunctive or other equitable relief, which could effectively block our ability to further develop and commercialize our product candidates. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of employee resources from our business. In the event of a successful claim of infringement against us, we may have to pay substantial damages, including treble damages and attorneys' fees for willful infringement, obtain one or more licenses or sublicenses from third parties, pay royalties or redesign our infringing products, which may be impossible or require substantial time and monetary expenditure. We cannot predict whether any such license or sublicense would be available at all or whether it would be available on commercially reasonable terms. Furthermore, even in the absence of litigation, we may need to obtain licenses or sublicenses from third parties to advance our research or allow commercialization of our product candidates. We may fail to obtain any of these licenses or sublicenses at a reasonable cost or on reasonable terms, if at all. In that event, we would be unable to further develop and commercialize our product candidates, which** could harm our business **significantly. Third parties may assert that our employees , consultants or advisors have wrongfully used or disclosed confidential information or misappropriated trade secrets. As is common in the biotechnology and biopharmaceutical industries, we collaborate with and / or employ and intend to collaborate with and / or employ individuals who were previously affiliated with universities or other biotechnology or biopharmaceutical companies, including those that operate in the same indications we do. Although no claims against us are currently pending, and although we try to ensure that our employees and consultants do not use the proprietary information or know- how of others in their work for us, we may be subject to claims that we or our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed intellectual property, including trade secrets or other proprietary information, of a former employer or other third parties. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation or other legal proceedings relating to intellectual property claims may cause us to incur significant expenses, and could distract our technical and management personnel from their normal responsibilities. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments, and, if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. This type of litigation or proceeding could substantially increase our operating losses and reduce our resources available for development activities. We may not have sufficient financial or other resources to adequately conduct such litigation or proceedings. We may be unable to sustain the costs of such litigation or proceedings as a result of our currently limited financial resources. Uncertainties resulting from the initiation and continuation of patent litigation or other intellectual property related proceedings could adversely affect our ability to compete in the marketplace. We may not be successful in obtaining or maintaining necessary rights to develop any future product candidates on acceptable terms. Because our programs may involve additional product candidates that may require the use of proprietary rights held by third parties, the growth of our business may depend in part on our ability to acquire, in- license or use these proprietary rights. Our product candidates may also require specific formulations to work effectively and efficiently and these rights may be held by others. We may develop products containing our drug substance and pre- existing biopharmaceutical compounds. We may be unable to acquire or in- license any compositions, methods of use, processes or other third- party intellectual property rights from third parties that we identify as**

necessary or important to our business operations. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, if at all, which would harm our business. We may need to cease use of the compositions or methods covered by such third- party intellectual property rights, and may need to seek to develop alternative approaches that do not infringe on such intellectual property rights which may entail additional costs and development delays, even if we were able to develop such alternatives, which may not be feasible. Even if we are able to obtain a license or sublicense, it may be nonexclusive, thereby giving our competitors access to the same technologies licensed to us. In that event, we may be required to expend significant time and resources to develop or license replacement technology. Additionally, we currently collaborate and intend to continue collaborating with academic institutions to facilitate and / or complement our preclinical research and / or clinical development under written agreements with these institutions. In certain cases, these institutions may provide us with an option to negotiate a license to any of the institution' s rights in technology resulting from the collaboration. Regardless of such options, if we are granted one, we may be unable to negotiate a license within the specified timeframe or under terms that are acceptable to us. If we are unable to do so, the institution may offer the intellectual property rights to others, potentially blocking our ability to pursue our program. If we are unable to successfully obtain rights to required third- party intellectual property or to maintain the existing intellectual property rights we have, we may have to abandon development of such program and our business and financial condition **could suffer. The licensing and acquisition of third- party intellectual property rights is a competitive area, and institutions, which may be more established, or have greater resources than we do, may also be pursuing strategies to license or acquire third- party intellectual property rights that we may consider necessary or attractive in order to commercialize our product candidates. More established institutions may have a competitive advantage over us due to their size, cash resources and greater clinical development and commercialization capabilities. There can be no assurance that we will be able to successfully complete such negotiations and ultimately acquire the rights to the intellectual property surrounding the additional product candidates that we may seek to acquire. Risks Related to Intellectual Property Litigation Third- party claims of intellectual property infringement may prevent or delay our product discovery and development efforts. Our commercial success depends in part on our ability to develop, manufacture, market and sell our product candidates and use our proprietary technologies without infringing the proprietary rights of third parties. There is a substantial amount of litigation involving patents and other intellectual property rights in the biotechnology and biopharmaceutical industries, as well as administrative proceedings for challenging patents, including interference, derivation, inter partes review, post grant review, and reexamination proceedings before the USPTO or oppositions and other comparable proceedings in foreign jurisdictions. We may be exposed to, or threatened with, future litigation by third parties having patent or other intellectual property rights alleging that our product candidates and / or proprietary technologies infringe their intellectual property rights. Numerous U. S. and foreign issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we are developing our product candidates. As the biotechnology and biopharmaceutical industries expand and more patents are issued, the risk increases that our product candidates may give rise to claims of infringement of the patent rights of others. Moreover, it is not always clear to industry participants, including us, which patents cover various types of drugs, products or their methods of use or manufacture. Thus, because of the large number of patents issued and patent applications filed in our fields, there may be a risk that third parties may allege they have patent rights encompassing our product candidates, technologies or methods. If a third party claims that we infringe its intellectual property rights, we may face a number of issues, including, but not limited to: ● infringement and other intellectual property claims which, regardless of merit, may be expensive and time- consuming to litigate and may divert our management' s attention from our core business; ● substantial damages for infringement, which we may have to pay if a court decides that the product candidate or technology at issue infringes on or violates the third- party' s rights, and, if the court finds that the infringement was willful, we could be ordered to pay treble damages and the patent owner' s attorneys' fees; ● a court prohibiting us from developing, manufacturing, marketing or selling our product candidates, or from using our proprietary technologies, unless the third- party licenses its product rights to us, which it is not required to do; ● if a license is available from a third- party, we may have to pay substantial royalties, upfront fees and other amounts, and / or grant cross- licenses to intellectual property rights for our products and any license that is available may be nonexclusive, which could result in our competitors gaining access to the same intellectual property; and ● redesigning our product candidates or processes so they do not infringe, which may not be possible or may require substantial monetary expenditures and time. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise the funds necessary to continue our operations or could otherwise have a material adverse effect on our business** , results of operations, ~~cash flows~~ **financial condition and prospects. Furthermore** , **because of the substantial amount of discovery required in connection with intellectual property litigation or administrative proceedings, there is a risk that some of our confidential information could be compromised by disclosure. We may be involved in lawsuits to protect or enforce our patents or the patents of our licensors, which could be expensive, time- consuming and unsuccessful. Competitors may infringe our patents or the patents of our current or future licensors. To counter infringement or unauthorized use, we may be required to file infringement claims, which can be expensive and time- consuming. In addition, in** ~~and~~ **an infringement proceeding, a court may decide that one or more of our patents is not valid or is unenforceable, or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question or for other reasons. An adverse result in any litigation or defense proceedings could put one or more of our patents at risk of being invalidated, held unenforceable, or interpreted**

narrowly and could put our patent applications at risk of not issuing. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of employee resources from our business. We may choose to challenge the patentability of claims in a third- party' s U. S. patent by requesting that the USPTO review the patent claims in an ex- parte re- examination, inter partes review or post- grant review proceedings. These proceedings are expensive and may consume our time or other resources. We may choose to challenge a third- party' s patent in patent opposition proceedings in the European Patent Office, or EPO, or other foreign patent office. The costs of these opposition proceedings could be substantial, and may consume our time or other resources. If we fail to obtain a favorable result at the USPTO, EPO or other patent office ~~the~~ then ~~trading~~ we may be exposed to litigation by a third- party alleging that the patent may be infringed by our product candidates or proprietary technologies. In addition, because some patent applications in the United States may be maintained in secrecy until the patents are issued, patent applications in the United States and many foreign jurisdictions are typically not published until 18 months after filing, and publications in the scientific literature often lag behind actual discoveries, we cannot be certain that others have not filed patent applications for technology covered by our owned and in- licensed issued patents or our pending applications, or that we or, if applicable, a licensor were the first to invent the technology. Our competitors may have filed, and may in the future file, patent applications covering our products or technology similar to ours. Any such patent application may have priority over our owned and in- licensed patent applications or patents, which could require us to obtain rights to issued patents covering such technologies. If another party has filed a U. S. patent application on inventions similar to those owned by or in- licensed to us, we or, in the case of in- licensed technology, the licensor may have to participate in an interference or derivation proceeding declared by the USPTO to determine priority of invention in the United States. If we or one of our licensors is a party to an interference or derivation proceeding involving a U. S. patent application on inventions owned by or in- licensed to us, we may incur substantial costs, divert management' s time and expend other resources, even if we are successful. Interference or derivation proceedings provoked by third parties or brought by us or declared by the USPTO may be necessary to determine the priority of inventions with respect to our patents or patent applications or those of our licensors. An unfavorable outcome could result in a loss of our current patent rights and could require us to cease using the related technology or to attempt to license rights to it from the prevailing party. Our business could be harmed if the prevailing party does not offer us a license on commercially reasonable terms or at all, or if a nonexclusive license is offered and our competitors gain access to the same technology. Litigation or interference proceedings may result in a decision adverse to our interests and, even if we are successful, may result in substantial costs and distract our management and other employees. We may not be able to prevent, alone or with our licensors, misappropriation of our trade secrets or confidential information, particularly in countries where the laws may not protect those rights as fully as in the United States. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our ~~securities~~ **common stock . ~~Additional risks~~ Risks Related to Intellectual Property Laws Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non- compliance with these requirements. Periodic maintenance fees on any issued patent are due to be paid to the USPTO and foreign patent agencies in several stages over the lifetime of the patent. The USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other provisions during the patent application process and following the issuance of a patent. While ~~and~~ an inadvertent lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Noncompliance events that could result in abandonment or lapse of a patent or patent application include, but are not limited to, failure to respond to official actions within prescribed time limits, non- payment of fees and failure to properly legalize and submit formal documents. In certain circumstances, even inadvertent noncompliance events may permanently and irrevocably jeopardize patent rights. In such an event, our competitors might be able to enter the market, which would have a material adverse effect on our business. Any of our patents covering our product candidates could be found invalid or unenforceable if challenged in court or the USPTO. If we or one of our licensors initiate legal proceedings against a third- party to enforce a patent covering one of our product candidates, the defendant could counterclaim that the patent covering our product candidate, as applicable, is invalid and / or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity and / or unenforceability are commonplace, and there are numerous grounds upon which a third- party can assert invalidity or unenforceability of a patent. Third parties may also raise similar claims before administrative bodies in the United States or abroad, even outside the context of litigation. Such mechanisms include re- examination, inter partes review, post grant review, and equivalent proceedings in foreign jurisdictions (e. g., opposition proceedings). Such proceedings could result in revocation or amendment to our patents in such a way that they no longer cover our product candidates. The outcome following legal assertions of invalidity and unenforceability is unpredictable. With respect to the validity question, for example, we cannot be certain that there is no invalidating prior art, of which we, our patent counsel and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity and / or unenforceability, or if we are otherwise unable to adequately protect our rights, we would lose at least part, and perhaps all, of the patent protection on our product candidates. Such a loss of patent protection could have a material**

adverse impact on our business and our ability to commercialize or license our technology and product candidates. Likewise, without taking into account any possible patent term adjustments or extensions, our current sublicensed patents sublicensed from Brown University and Rhode Island Hospital may expire before, or soon after, our first product achieves marketing approval in the United States or foreign jurisdictions. Upon the expiration of our current patents, we may lose the right to exclude others from practicing these inventions. The expiration of these patents could also have a similar material adverse effect on our business, results of operations, financial condition and prospects. We also have rights to pending patent applications covering our proprietary technologies or our product candidates, but we cannot be assured that the USPTO or relevant foreign patent offices will grant any of these patent applications. Changes in patent law in the U. S. and in foreign jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our products. Changes in either the patent laws or interpretation of the patent laws in the United States could increase the uncertainties **and costs surrounding the prosecution of patent applications and the enforcement or defense of issued patents. Assuming that other requirements for patentability are met, prior to March 16, 2013, in the United States, the first to invent the claimed invention was entitled to the patent, while outside the United States, the first to file a patent application was entitled to the patent. On March 16, 2013, under the Leahy- Smith America Invents Act, or the America Invents Act, enacted in September 2011, the United States transitioned to a first inventor to file system in which, assuming that other requirements for patentability are met, the first inventor to file a patent application will be entitled to the patent on an invention regardless of whether a third party was the first to invent the claimed invention. A third party that files a patent application in the USPTO on or after March 16, 2013, but before us could therefore be awarded a patent covering an invention of ours even if we had made the invention before it was made by such third party. This will require us to be cognizant of the time from invention to filing of a patent application. Since patent applications in the United States and most other countries are confidential for a period of time after filing or until issuance, we cannot be certain that we or our licensors were the first to either (i) file any patent application related to our product candidates or (ii) invent any of the inventions claimed in our or our licensor' s patents or patent applications. The America Invents Act also includes a number of significant changes that affect the way patent applications will be prosecuted and also may affect patent litigation. These include allowing third party submission of prior art to the USPTO during patent prosecution and additional procedures to attack the validity of a patent by USPTO administered post- grant proceedings, including post- grant review, inter partes review, and derivation proceedings. Because of a lower evidentiary standard in USPTO proceedings compared to the evidentiary standard in United States federal courts necessary to invalidate a patent claim, a third party could potentially provide evidence in a USPTO proceeding sufficient for the USPTO to hold a claim invalid even though the same evidence would be insufficient to invalidate the claim if first presented in a district court action. Accordingly, a third party may attempt to use the USPTO procedures to invalidate our patent claims that would** not **have been invalidated if first challenged by the third party as a defendant in a district court action. Therefore, the America Invents Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our owned or in- licensed patent applications and the enforcement or defense of our owned or in- licensed issued patents, all of which could have a material adverse effect on our business, financial condition, results of operations, and prospects. In addition, the patent positions of companies in the development and commercialization of biopharmaceuticals are particularly uncertain. Recent U. S. Supreme Court rulings have narrowed the scope of patent protection available in certain circumstances and weakened the rights of patent owners in certain situations. This combination of events has created uncertainty with respect to the validity and enforceability of patents, once obtained. Depending on future actions by the U. S. Congress, the federal courts, and the USPTO, the laws and regulations governing patents could change in unpredictable ways that could have a material adverse effect on our existing patent portfolio and our ability to protect and enforce our intellectual property in the future. We have limited foreign intellectual property rights and may not be able to protect our intellectual property rights throughout the world. We have limited intellectual property rights outside the United States. Filing, prosecuting and defending patents on product candidates in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, we may not be able to** ~~presently~~ **prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their** ~~known~~ **own products and, further, may export otherwise infringing products** to **territories where we have patent protection but where enforcement is not as strong as that in the United States. These products may compete with our products in jurisdictions where we do not have any issued patents and our patent claims or other intellectual property rights may not be effective or sufficient to prevent them from competing. Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of, and may require a compulsory license to, patents, trade secrets and other intellectual property protection, particularly those relating to biopharmaceutical products, which could make it difficult for** us **to stop the infringement of** ~~or~~ **our patents or marketing of competing products against third parties in violation of our proprietary rights generally. The initiation of proceedings by third parties to challenge the scope or validity of our patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly and our patent**

applications at risk of not issuing and could provoke third parties to assert claims against us. We may not prevail in any lawsuits that we ~~currently deem~~ **initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license. Patent terms may be inadequate to protect our competitive position on our product candidates for an adequate amount of time. Patents have a limited lifespan. In the United States, if all maintenance fees are timely paid, the natural expiration of a patent is generally 20 years from its earliest U. S. non- provisional filing date. Various extensions such as patent term adjustments and / or extensions, may be available, but the life of a patent, and the protection it affords, is limited. Even if patents covering our product candidates are obtained, once the patent life has expired, we may be open to competition from competitive products. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. As a result, our owned and licensed patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. If we do not obtain patent term extension and data exclusivity for any product candidates we may develop, our business may be** ~~immaterial --~~ **materially harmed. Depending upon the timing, duration and specifics of any FDA marketing approval of any product candidates we** may **develop, one or more of our U. S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Action of 1984, or the Hatch- Waxman Amendments. The Hatch- Waxman Amendments permit a patent extension term of up to five years as compensation for patent term lost during the FDA regulatory review process. A patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of product approval, only one patent may be extended and only those claims covering the approved drug, a method for using it, or a method for manufacturing it may be extended. However, we may not be granted an extension because of, for example, failing to exercise due diligence during the testing phase or regulatory review process, failing to apply within applicable deadlines, failing to apply prior to expiration of relevant patents, or otherwise failing to satisfy applicable requirements. Moreover, the applicable time period or the scope of patent protection afforded could be less than we request. If we are unable to obtain patent term extension or the term of any such extension is less than we request, our competitors may obtain approval of competing products following our patent expiration, and our business, financial condition, results of operations, and prospects could be materially harmed. If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected. Our registered or unregistered trademarks or trade names may be challenged, infringed, circumvented or declared generic or determined to be infringing on other marks. We may not be able to protect our rights to these trademarks and trade names or may be forced to stop using these names, which we need for name recognition by potential partners or customers in our markets of interest. At times, competitors may adopt trade names or trademarks similar to ours, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. If we are unable to establish name recognition based on our trademarks and trade names, we may not be able to compete effectively and our business may be adversely affected. We may license our trademarks and trade names to third parties, such as distributors. Though these license agreements may provide guidelines for how our trademarks and trade names may be used, a breach of these agreements or misuse of our trademarks and tradenames by our licensees may jeopardize our rights in or diminish the goodwill associated with our trademarks and trade names. Our efforts to enforce or protect our proprietary rights related to trademarks, trade names, trade secrets, domain names, copyrights or other intellectual property may be ineffective and could result in substantial costs and diversion of resources and could adversely affect our competitive position, business, financial condition, results of operations and prospects. Risks Related to Managing Our Business and Operations The outbreak of the novel coronavirus disease, COVID- 19, could adversely impact our business, including our preclinical studies and clinical trials. In December 2019, a novel strain of the coronavirus disease, COVID- 19, was identified in Wuhan, China. This virus continues to spread globally and has spread to a number of countries globally, including the United States. The outbreak and government measures taken in response have** also ~~impair~~ **had a significant impact, both direct and indirect, on businesses and commerce, as worker shortages have occurred; supply chains have been disrupted; facilities and production have been suspended; and demand for certain goods and services, such as medical services and supplies, has spiked, while demand for other goods and services, such as travel, has fallen. In response to the spread of COVID- 19, we have closed our executive offices with our administrative employees continuing their work outside of our offices and limited the number of staff in any given research and development laboratory. As a result of the COVID- 19 pandemic, we may experience disruptions that could severely impact our business, including: ● interruptions in preclinical studies due to restricted or limited operations at our laboratory facilities or at facilities of our collaborators; ● interruption of, or delays in receiving, supplies for preclinical and / or clinical trials from our CROs, CMOs or other collaborators due to staffing shortages, production slowdowns or stoppages and disruptions in delivery systems; ● limitations on employee resources that would otherwise be focused on the conduct of our preclinical studies and clinical trials, including because of sickness of employees or their families or the desire of employees to avoid contact with large groups of people; ● interruption or delays to our sourced discovery and clinical activities; ● delays in receiving authorizations from regulatory authorities to initiate our planned clinical trials; ● delays or difficulties in commencing enrollment of patients in our clinical trials, enrolling and retaining patients in our clinical trials in adequate numbers and difficulties in clinical site initiation, including difficulties in recruiting clinical site investigators and clinical site staff; ● diversion of healthcare resources**

away from the conduct of clinical trials, including the diversion of hospitals serving as our clinical trial sites and hospital staff supporting the conduct of our clinical trials; ● interruption of key clinical trial activities, such as clinical trial site data monitoring, due to limitations on travel imposed or recommended by federal or state governments, employers and others or interruption of clinical trial subject visits and study procedures that are deemed nonessential, which may impact the integrity of subject data and clinical trial endpoints; and ● interruption or delays in the operations of the FDA or other regulatory authorities, which may impact review and approval timelines. The COVID- 19 pandemic continues to rapidly evolve. The extent to which the outbreak impacts our business will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the pandemic, travel restrictions and social distancing in the United States and other countries, business closures or business disruptions and the effectiveness of actions taken in the United States and other countries to contain and treat the disease. Our internal computer systems, or those of our collaborators or other contractors or consultants, may fail or suffer security breaches, which could result in a material disruption of our product development programs. Our internal computer systems and those of our current and any future collaborators and other contractors or consultants are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Such a material system failure, accident or security breach could result in a disruption of our development programs and our business operations **, whether due to a loss of our trade secrets or other proprietary information or other similar disruptions** ~~. This Annual Report~~ **For example, the loss of clinical trial data from an of our clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. Additionally, during the COVID- 19 pandemic, there have been a number of security breaches relating to companies providing or developing treatments or vaccines related to COVID- 19. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability, our competitive position could be harmed and the further development and commercialization of our product candidates could be delayed. We could be subject to risks caused by misappropriation, misuse, leakage, falsification or intentional or accidental release or loss of information maintained in the information systems and networks of our company and our vendors, including personal information of our employees and study subjects, and company and vendor confidential data. In addition, outside parties may attempt to penetrate our systems or those of our vendors or fraudulently induce our personnel or the personnel of our vendors to disclose sensitive information in order to gain access to our data and / or systems. We may experience threats to our data and systems, including malicious codes and viruses, phishing and other cyberattack. The number and complexity of these threats continue to increase over time. If a material breach of, or accidental or intentional loss of data from, our information technology systems or those of our vendors occurs, the market perception of the effectiveness of our security measures could be harmed and our reputation and credibility could be damaged. We could be required to expend significant amounts of money and other resources to repair or replace information systems or networks. In addition, we could be subject to regulatory actions and / or claims made by individuals and groups in private litigation involving privacy issues related to data collection and use practices and other data privacy laws and regulations, including claims for misuse or inappropriate disclosure of data, as well as unfair or deceptive practices. The development and maintenance of these systems, controls and processes is costly and requires ongoing monitoring and updating as technologies change and efforts to overcome security measures become increasingly sophisticated. Moreover, despite our efforts, the possibility of these events occurring cannot be eliminated entirely. As we outsource more of our information systems to vendors, engage in more electronic transactions with payors and patients, and rely more** on **cloud** ~~Form 10- K~~ **based information systems, the related security risks will increase and we will need to expend additional resources to protect our technology and information systems. In addition, there can be no assurance that our internal information technology systems or those of our third- party contractors, or our consultants' efforts to implement adequate security and control measures, will be sufficient to protect us against breakdowns, service disruption, data deterioration or loss in the event of a system malfunction, or prevent data from being stolen or corrupted in the event of a cyberattack, security breach, industrial espionage attacks or insider threat attacks which could result in financial, legal, business or reputational harm. We or the third parties upon whom we depend may be adversely affected by earthquakes or other natural disasters, as well as occurrences of civil unrest, and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster, including earthquakes, outbreak of disease or other natural disasters and civil unrest. Our operations may be adversely affected by fire, climate events, or other manmade or natural disasters or incidents, and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster or event. Such incidents or events may result in us being unable to fully utilize our facilities, or the manufacturing facilities of our third- party contract manufacturers, or of our collaborators, and thus may have a material and adverse effect on our ability to operate our business, particularly on a daily basis, and may have significant negative consequences on our financial and operating conditions. Loss of access to these facilities may result in increased costs, delays in the development of our product candidates or interruption of our business operations. Natural or manmade disasters could further disrupt our operations, and have a material and adverse effect on our business, financial condition, results of operations and prospects. If a natural disaster, power outage, fire or other event occurred that prevented us from using all or a significant portion of our critical infrastructure, such as our research facilities or the research or manufacturing facilities of our third- party collaborators, or that otherwise disrupted operations, it may be difficult or, in certain cases, impossible, for us to continue our business for a substantial period of time. Our disaster recovery and business continuity plans may prove inadequate in the event of a serious disaster or similar event. We may incur substantial expenses as a result of the limited nature of our disaster recovery, insurance coverage, and business**

continuity plans, which could have a material adverse effect on our business. Risks Related to Growing Our Organization We may encounter difficulties in managing our growth, which could adversely affect our operations. As of March 28, 2023, we had nine full- time employees. As our clinical development and commercialization plans and strategies develop, and as we transition into operating as a public company, we will need to expand our managerial, clinical, regulatory, sales, marketing, financial, development, manufacturing and legal capabilities or contract with third parties to provide these capabilities for us. As our operations expand, we expect that we will need to manage additional relationships with various strategic collaborators, suppliers and other third parties. Our future growth would impose significant added responsibilities on members of management, including: ● identifying, recruiting, integrating, maintaining and motivating additional employees; ● managing our development and commercialization efforts effectively, including the clinical and FDA review process for our product candidates, while complying with our contractual obligations to contractors and other third parties; and ● improving our operational, financial and management controls, reporting systems and procedures. Our ability to continue to develop and, if approved, commercialize our product candidates will depend, in part, on our ability to effectively manage any future growth. Our management may also ~~contains forward~~ **have to divert a disproportionate amount of its attention away from day** - ~~looking statements~~ **to- day activities in order to devote a substantial amount of time to managing these growth activities. We currently rely, and for the foreseeable future will continue to rely, in substantial part on certain independent organizations, advisors and consultants to provide certain services, including contract manufacturers and companies focused on research and development and discovery activities. There can be no assurance** that **the services of independent organizations, advisors and consultants will continue to be available to us on a timely basis when needed, or that we can find qualified replacements. In addition, if we are unable to effectively manage our outsourced activities or if the quality, accuracy or quantity of the services provided is compromised for any reason, our pre- clinical and clinical trials may be extended, delayed or terminated, and we may not be able to obtain, or may be substantially delayed in obtaining, regulatory approval of our product candidates or otherwise advance our business. There can be no assurance that we will be able to manage our existing consultants or find other competent outside contractors and consultants on economically reasonable terms, or at all. If we are not able to effectively expand our organization by hiring new employees and expanding our groups of consultants and contractors, we may not be able to successfully implement the tasks necessary to further develop and commercialize our product candidates and, accordingly, may not achieve our research, development and commercialization goals. We may acquire additional technology and complementary businesses in the future. Acquisitions** involve **many** risks **, any of which** ~~and uncertainties. Our actual results~~ could ~~differ~~ materially **harm our business, including the diversion of management' s attention** from **core business concerns, failure to effectively exploit acquired technologies, failure to successfully integrate** ~~those -~~ **the** ~~anticipated in~~ **acquired business or realize expected synergies or** the **loss** ~~forward- looking statements as a result~~ of ~~factors that are described in~~ **key employees from either our business or** the ~~following risk factors~~ **acquired businesses. The estimates of market opportunity** and ~~the risks described elsewhere~~ **forecasts of market growth included** in this Annual Report on Form 10- K **may prove to be inaccurate, and even if the markets in which we compete achieve the forecasted growth, our business may not grow at similar rates, or at all. Market opportunity estimates and growth forecasts included in this Annual Report on Form 10- K are subject to significant uncertainty and are based on assumptions and estimates which may not prove to be accurate. The estimates and forecasts included in this Annual Report on Form 10- K relating to size and expected growth of our target market may prove to be inaccurate. Even if the markets in which we compete meet the size estimates and growth forecasts included in this Annual Report on Form 10- K, our business may not grow at similar rates, or at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. We may engage in strategic transactions, which could impact our liquidity, increase our expenses, and present significant distractions to our management. We may consider engaging in a variety of different business arrangements, including mergers and acquisitions, spin- outs, strategic partnerships, joint ventures, co- marketing, co- promotion, distributorships, development and co- development, restructurings, divestitures, business combinations and investments on a global basis. Any such transaction (s) may require us to incur non- recurring or other charges, may increase our near- and long- term expenditures, grow and expand rapidly putting pressure on current resources and capabilities, and may pose significant integration challenges or disrupt our management or business, which could adversely affect our operations and financial results. Accordingly, there can be no assurance that we will undertake or successfully complete any transactions of the nature described above, and any transaction that we do complete could expose us to liability, delays, and implementation obstacles that could harm our business, financial condition, operating results, and prospects. We have no current commitment or obligation to enter into any transaction described above other than ones to which we are already committed** . Risks ~~Relating~~ **Related** to **Employee Matters If we lose key management** ~~our -~~ **or** ~~Search~~ **scientific personnel,** ~~for -~~ **or if we fail to recruit additional highly skilled personnel** , ~~Consummation of, or~~ **our** ~~Inability -~~ **ability** to ~~Consummate, a Business Combination~~ **develop current product candidates or identify** and ~~Post Business Combination Risks~~ **develop new product candidates will be impaired, could result in loss of markets or market share and could make us less competitive.** Our ~~search for a~~ **ability to compete in the highly competitive biotechnology and biopharmaceutical industries depends upon our ability to attract and retain highly qualified managerial, scientific and medical personnel. We are highly dependent on our management, including our Chief Executive Officer, Elizabeth Ng, MBA and our Executive Vice President, Head of External Innovation and Academic Partnerships, Daniel Behr, MBA and our scientific and medical personnel, including Dr. Elias and Dr. Kurtis. The loss of the services of any of our executive officers, other key employees, and other scientific and medical advisors, and our inability to find suitable replacements could result in delays in product development and harm our** business ~~combination~~ **.**

To induce valuable employees to remain at our company , in addition to salary and **cash incentives** ~~any target business with which we ultimately consummate a business combination~~ , **we intend to provide restricted stock awards and stock options that vest over time. The value to employees of restricted stock awards and stock options that vest over time** may be **significantly** ~~materially adversely~~ affected by **movements in our stock price that are beyond our control, and may at any time be insufficient to counteract more lucrative offers from** ~~the~~ **other** ~~ongoing coronavirus (COVID~~ **companies. Despite our efforts to retain valuable employees, members of our management, scientific and development teams may terminate their employment with us on short notice. Our key employees are at** ~~- 19) pandemic. The COVID- 19 pandemic has resulted in a widespread health crisis that has adversely affected the economies and financial markets worldwide, and the business of any potential target business with which we consummate a business combination could be materially and adversely affected. Furthermore, we may be unable to complete a business combination if continued concerns relating to COVID- 19 restrict travel, limit the ability to have meetings with potential investors or the target company' s personnel, vendors and services providers are unavailable to negotiate and consummate a transaction in a timely manner. The extent to which COVID- 19 impacts our search for a business combination~~ will **employees** ~~depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of COVID- 19 and the actions to contain COVID- 19 or treat its impact, among others. If the disruptions posed by COVID- 19 or other matters of global concern continue for an extensive period of time, our ability to consummate a business combination, or the operations of a target business with which we ultimately consummate a business combination, may be materially adversely affected. Our public stockholders may not be afforded an opportunity to vote on our proposed initial business combination~~ , which means ~~we may complete~~ **that any of our employees could leave our employment at any time, with** ~~our~~ - **or without notice. In addition, we** ~~initial business combination even though a majority of our public stockholders~~ do not ~~support~~ **maintain key person insurance. Our success also depends on our ability to continue to attract, retain and motivate highly skilled junior, mid- level and senior scientific and medical personnel. Our employees, independent contractors, consultants, commercial partners, collaborators and vendors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements. We are exposed to the risk of employee fraud or other illegal activity by our employees, independent contractors, consultants, commercial partners, collaborators and vendors. Misconduct by these parties could include intentional, reckless and / or negligent conduct that fails to comply with the laws of the FDA and other similar foreign regulatory bodies, provide true, complete and accurate information to the FDA and other similar foreign regulatory bodies, comply with manufacturing standards we have established, comply with healthcare fraud and abuse laws in the United States and similar foreign fraudulent misconduct laws, or report financial information or data accurately or to disclose unauthorized activities to us. If we obtain FDA approval of any of our product candidates and begin commercializing those products in the United States, our potential exposure under** such ~~a combination. We may choose not to hold a stockholder vote to approve our initial business combination unless the initial business combination would require stockholder approval under applicable law~~ **laws will increase significantly, and** ~~or~~ **our** ~~stock exchange listing requirements or if we decide to hold a stockholder vote for business or~~ **costs associated with compliance with such laws will also increase. These laws may impact, among** other ~~legal reasons. Except as required by applicable law or stock exchange requirements, the decision as to whether we will seek stockholder approval of a proposed initial business combination or will allow stockholders to sell their shares to us in a tender offer will be made by us, solely in our discretion, and will be based on a variety of factors, such as the timing of the transaction and whether the terms of the transaction would otherwise require us to seek stockholder approval. Accordingly, we may complete our initial business combination even if holders of a majority of our public shares do not approve of the initial business combination we complete. Please see the section of this~~ **things** ~~Report entitled " Item 1. Business — Stockholders May Not Have the Ability to Approve Our Initial Business Combination " for additional information. If we seek stockholder approval of our initial business combination~~ , our **current activities with principal investigators** ~~initial stockholders have agreed to vote in favor of such initial business combination, regardless of how our public stockholders vote. Pursuant to the letter agreement, our sponsor, officers~~ and **research patients** ~~directors have agreed to vote any founder shares held by them~~ , as well as **proposed and future sales, marketing and education programs. We adopted a code of ethical business conduct, but it is not always possible to identify and deter misconduct by our employees, independent contractors, consultants, commercial partners and vendors, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If** any **actions** ~~public shares they may acquire during or after our IPO (including in open market and privately negotiated transactions), in favor of our initial business combination. As a result, in addition to our initial stockholders' founder shares, we would need only 581, 251 or 5. 5 %, of the 10, 500, 000 public shares sold in the IPO to be voted in favor of an initial business combination (assuming only the minimum number of shares representing a quorum~~ are **instituted against** ~~voted) in order to have our initial business combination approved. In the event that all shares of our outstanding common stock are voted, we would need 3, 887, 501 or 37. 0 %, of the 10, 500, 000 public shares sold in the IPO to be voted in favor of an initial business combination (assuming only a quorum is present at the meeting and all shares to be issued to the representative of the underwriters and / or its designees are voted in favor of the business combination) in order to have our initial business combination approved (assuming the initial stockholders do not purchase any units or shares in the after- market). Our initial stockholders own shares representing 20 % of our outstanding shares of common stock. Accordingly, if we seek stockholder approval of our initial business combination, the agreement by our initial stockholders to vote in favor of our initial business combination will increase the likelihood that we will receive the requisite stockholder approval for such initial business combination. The ability of our public stockholders to redeem their shares for cash may make our financial condition unattractive to potential business combination targets, which may make it difficult for~~ us ~~to enter into an~~ **and** ~~initial business~~

~~combination with a target. We may seek to enter into an initial business combination agreement with a prospective target that requires as a closing condition that we have a minimum net worth or a certain amount of cash. If too many public stockholders exercise their redemption rights, we would not be able to meet such closing condition and, as a result, would not be able to proceed with the initial business combination. Furthermore, in no event will we redeem our public shares unless our net tangible assets are at least $ 5, 000, 001 either immediately prior to or upon consummation of our initial business combination and after payment of underwriters' fees and commissions (so that~~ we are not **successful in defending ourselves or asserting our rights, those actions could result in the imposition of civil, criminal and administrative penalties, damages, monetary fines, imprisonment, disgorgement, possible exclusion from participation in government healthcare programs, additional reporting obligations and oversight if we become** subject to **a corporate integrity** ~~the SEC' s " penny stock " rules) or any greater net tangible asset or cash requirement which may be contained in the~~ agreement ~~relating to our~~ - **or** ~~initial business combination. Consequently, if accepting all properly submitted redemption requests would cause our net tangible assets to be less than $ 5, 000, 001 upon consummation of our initial business combination and after payment of underwriters' fees and commissions or such greater amount necessary to satisfy a closing condition, each as described above, we would not proceed with such redemption and the~~ **other** ~~related business combination and may instead search for an alternate business combination. Prospective targets will be aware of these risks and, thus, may be reluctant to enter into an initial business combination with us. The ability of our public stockholders to exercise redemption rights with respect to a large number of our shares may not allow us to complete the most desirable business combination or optimize our capital structure. At the time we enter into an~~ agreement ~~for our initial business combination, we will not know how many stockholders may exercise their redemption rights, and therefore will need~~ to **resolve allegations** ~~structure the transaction based on our expectations as to the number~~ of ~~shares that will be submitted for redemption. If our initial business combination agreement requires us to use a portion of the cash in the trust account to pay the purchase price, or requires us to have a minimum amount of cash at closing, we will need to reserve a portion of the cash in the trust account to meet such requirements, or arrange for third party financing. In addition, if a larger number of shares are submitted for redemption than we initially expected, we may need to restructure the transaction to reserve a greater portion of the cash in the trust account or arrange for third party financing. Raising additional third- party financing may involve dilutive equity issuances or the incurrence of indebtedness at higher than desirable levels. Furthermore, this dilution would increase to the extent that the anti- dilution provision of the Class B common stock result in the issuance of Class A shares on a greater than one- to- one basis upon conversion of the Class B common stock at the time of the consummation of our business combination. The above considerations may limit our ability to complete the most desirable business combination available to us or optimize our capital structure. The amount of the deferred underwriting commissions payable to the underwriters will not be adjusted for any shares that are redeemed in connection with an initial business combination. The per- share amount we will distribute to stockholders who properly exercise their redemption rights will not be reduced by the deferred underwriting commission and after such redemptions, the per- share value of shares held by~~ non- ~~redeeming stockholders will reflect our obligation to pay the deferred underwriting commissions. The ability of our public stockholders to exercise redemption rights with respect to a large number of our shares could increase the probability that our initial business combination would be unsuccessful and that stockholders would have to wait for liquidation in order to redeem their stock. If our initial business combination agreement requires us to use a portion of the cash in the trust account to pay the purchase price, or requires us to have a minimum amount of cash at closing, the probability that our initial business combination would be unsuccessful is increased. If our initial business combination is unsuccessful, stockholders would not receive their pro rata portion of the trust account until we liquidate the trust account. If stockholders are in need of immediate liquidity, they could attempt to sell stock in the open market; however, at such time our stock may trade at a discount to the pro rata amount per share in the trust account. In either situation, stockholders may suffer a material loss on their investment or lose the benefit of funds expected in connection with our redemption until we liquidate or stockholders are able to sell stock in the open market. Our sponsor paid an aggregate of $ 25, 000 for the founder shares, or approximately $ 0. 009 per founder share. As a result of this low initial price, our sponsor, its affiliates and our management team stand to make a substantial profit even if an initial business combination subsequently declines in value or is unprofitable for our public stockholders. As a result of the low acquisition cost of our founder shares, our sponsor, its affiliates and our management team could make a substantial profit even if we select and consummate an initial business combination with an acquisition target that subsequently declines in value or is unprofitable for our public stockholders. Thus, such parties may have more of an economic incentive for us to enter into an initial business combination with a riskier, weaker- performing or financially unstable business, or an entity lacking an established record of revenues or earnings, than would be the case if such parties had paid the full offering price for their founder shares. The value of the founder shares and shares of common stock underlying the private placement warrants following completion of our initial business combination is likely to be substantially higher than the price paid for them, even if the trading price of our shares at such time is substantially less than $ 10. 00 per share. The SPAC model may not fully align the interests of our sponsor and management with those of our public stockholders. Our sponsor has invested in us an aggregate of $ 5, 436, 000, comprised of the $ 25, 000 purchase price for the founder shares and the $ 5, 411, 000 purchase price for the private placement warrants. Assuming a trading price of $ 10. 00 per share upon consummation of our initial business combination, the 2, 500, 000 founder shares would have an aggregate implied value of $ 25. 0 million. Even if the trading price of our shares was as low as approximately $ 2. 07 per share, the value of the founder shares would be equal to our sponsor' s initial investment in us (when including the acquisition of the private placement warrants). As a result, our sponsor is likely to be able to recoup its investment in us and make a substantial profit on that investment, even if our public shares have lost significant value. Accordingly, our management team, which owns interests in our sponsor, may have an economic incentive that differs from that of the public stockholders to pursue and consummate an initial business combination rather than to liquidate and to return all of the cash in the trust to the public stockholders, even if that business combination were with a riskier or less- established target business. For~~

the foregoing reasons, stockholders should consider our management team' s financial incentive to complete an initial business combination when evaluating whether to redeem their shares prior to or in connection with the initial business combination, to the extent allowed. The requirement that we complete our initial business combination within the prescribed time frame may give potential target businesses leverage over us in negotiating an initial business combination and may decrease our ability to conduct due diligence on potential business combination targets as we approach our dissolution deadline, which could undermine our ability to complete our initial business combination on terms that would produce value for our stockholders. Any potential target business with which we enter into negotiations concerning an initial business combination will be aware that we must complete our initial business combination within 12 months from the closing of the IPO or during any Extension Period. Consequently, such target business may obtain leverage over us in negotiating an initial business combination, knowing that if we do not complete our initial business combination with that particular target business, we may be unable to complete our initial business combination with any target business. This risk will increase as we get closer to the timeframe described above. In addition, we may have limited time to conduct due diligence and may enter into our initial business combination on terms that we would have rejected upon a more comprehensive investigation. We may not be able to complete our initial business combination within the prescribed time frame, in which case we would cease all operations except for the purpose of winding up and we would redeem our public shares and liquidate, in which case our public stockholders may only receive $ 10. 20 per share, or less than such amount in certain circumstances, and our warrants will expire worthless. Our amended and restated certificate of incorporation provides that we must complete our initial business combination within 12 months from the closing of the IPO (i. e., September 17, 2022) or during any Extension Period. We may not be able to find a suitable target business and complete our initial business combination within such time period. Our ability to complete our initial business combination may be negatively impacted by general market conditions, volatility in the capital and debt markets and the other risks described herein. For example, if the outbreak of COVID- 19 continues to grow both in the U. S. and globally and, while the extent of the impact of the outbreak on us will depend on future developments, it could limit our ability to complete our initial business combination, including as a result of increased market volatility, decreased market liquidity and third- party financing being unavailable on terms acceptable to us or at all. Additionally, the outbreak of COVID- 19 may negatively impact businesses we may seek to acquire. We may seek stockholder approval of the amendments to our amended and restated certificate of incorporation and the trust agreement entered into between us and Continental Stock Transfer & Trust Company, LLC for any extension beyond 18 months at a meeting called for such purpose. Public stockholders will be offered the opportunity to vote on or redeem their shares in connection with any such extension. If we have not completed our initial business combination within such time period, we will: (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the public shares, at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the trust account including interest earned on the funds held in the trust account and not previously released to us to pay our taxes (less up to $ 100, 000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our board of directors, dissolve and liquidate, subject in the case of clauses (ii) and (iii) above to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. In such case, our public stockholders may only receive $ 10. 20 per share, or less in certain circumstances, and our warrants will expire worthless. In certain circumstances, our public stockholders may receive less than $ 10. 20 per share on the redemption of their shares. See " — If third parties bring claims against us, the proceeds held in the trust account could be reduced and the per- share redemption amount received by stockholders may be less than $ 10. 20 per share " and other risk factors below. If we seek stockholder approval of our initial business combination, our sponsor, directors, officers and their affiliates may elect to purchase shares or warrants from public stockholders, which may influence a vote on a proposed initial business combination and reduce the public " float " of our Class A common stock. If we seek stockholder approval of our initial business combination and we do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, our sponsor, directors, officers or their affiliates may purchase public shares or public warrants or a combination thereof in privately negotiated transactions or in the open market either prior to or following the completion of our initial business combination, although they are under no obligation to do so. However, they have no current commitments, plans or intentions to engage in such transactions and have not formulated any terms or conditions for any such transactions. None of the funds in the trust account will be used to purchase shares or public warrants in such transactions. Such a purchase may include a contractual acknowledgement that such stockholder, although still the record holder of our shares is no longer the beneficial owner thereof and therefore agrees not to exercise its redemption rights. In the event that our sponsor, directors, officers or their affiliates purchase shares in privately negotiated transactions from public stockholders who have already elected to exercise their redemption rights or submitted a proxy to vote against our initial business combination, such selling stockholders would be required to revoke their prior elections to redeem their shares and any proxy to vote against our initial business combination. The price per share paid in any such transaction may be different than the amount per share a public stockholder would receive if it elected to redeem its shares in connection with our initial business combination. The purpose of such purchases could be to vote such shares in favor of the initial business combination and thereby increase the likelihood of obtaining stockholder approval of the initial business combination, or to satisfy a closing condition in an agreement with a target that requires us to have a minimum net worth or a certain amount of cash at the closing of our initial business combination, where it appears that such requirement would otherwise not be met. The purpose of any such purchases of public warrants could be to reduce the number of public warrants outstanding or to vote such warrants on any matters submitted to the warrant holders for approval in connection with our initial business combination. Any such purchases of our securities may result in the completion of our initial business combination that may not

~~otherwise have been possible. We expect that any such purchases will be reported pursuant to Section 13 and Section 16 of the Exchange Act to the extent such purchasers are subject to such reporting requirements. In addition, if such purchases are made, the public " float " of our Class A common stock or public warrants and the number of beneficial holders of our securities may be reduced, possibly making it difficult to obtain or maintain the quotation, listing or trading of our securities on a national securities exchange. If a stockholder fails to receive notice of our offer to redeem our public shares in connection with our initial business combination, or fails to comply with the procedures for tendering its shares, such shares may not be redeemed. We will comply with the tender offer rules or proxy rules, as applicable, when conducting redemptions in connection with our initial business combination. Despite our~~ compliance with these ~~rules~~ **laws** , ~~if a stockholder fails to receive our tender offer~~ **contractual damages, reputational harm, diminished profits and future earnings and the curtailment of** ~~or~~ **our** ~~proxy materials, as applicable, such stockholder~~ **operations. Risks Related to Tax and Accounting Matters Our ability to use our net operating loss carryforwards and certain tax credit carryforwards** may **be subject to limitation. We may from time to time generate net operating loss carryforwards that would be available to reduce future U. S. federal and state taxable income. Certain of these carryforwards may be carried forward indefinitely for U. S. federal tax purposes. It is possible that we will** not ~~become aware~~ **generate taxable income in time to use all or a portion** of ~~the~~ **these** ~~opportunity to redeem its shares~~ **net operating loss carryforwards before their expiration or at all. Under legislative changes made in December 2017, U. S. federal net operating losses incurred in 2018 and in future years may be carried forward indefinitely, but may only offset 80 % of our taxable income in any given year** . In addition, ~~proxy materials or~~ **our** ~~tender offer documents~~ **net operating loss carryforwards are subject to review and possible adjustment by the IRS** , **and state tax authorities. The federal and state net operating loss carryforwards and certain other attributes, such** as ~~applicable~~ **research tax credits** , ~~that we will furnish to holders of our public shares in connection with our initial business combination will describe the various procedures that must be complied with in order to validly tender or redeem public shares. For example, we~~ may **be subject** ~~require our public stockholders seeking~~ to ~~exercise their redemption rights, whether~~ **significant limitations under Section 382 and Section 383 of** ~~they~~ **the** ~~are record holders or hold~~ **U. S. Internal Revenue Code of 1986, as amended (** ~~their~~ **the** ~~shares in~~ " **Code** ~~street name,~~ " **)** ~~to either deliver their stock certificates to our transfer agent prior to the date set forth in the tender offer documents mailed to such holders~~ , **respectively** ~~or up to two business days prior to the vote on the proposal to approve the initial business combination in the event we distribute proxy materials~~ , **and similar provisions of U** ~~or to deliver their shares to the transfer agent electronically~~ . **S. state law. Under** ~~In the event that a stockholder fails to comply with these~~ **those** ~~or~~ **sections of the Code, if a corporation undergoes** ~~any~~ **an " ownership change, "** ~~other~~ **the corporation' s ability to use** ~~procedures disclosed in the proxy or tender offer materials, as applicable,~~ its ~~shares may not be redeemed. See the section of this Report entitled " Item 1. Business — Redemption Rights for Public Stockholders upon Completion of our Initial Business Combination — Tendering Stock Certificates in Connection with Redemption Rights. " Stockholders only opportunity to affect the investment decision regarding a potential business combination will be limited to the exercise of their right to redeem their shares from us for cash, unless we seek stockholder approval of the initial business combination. Since our board of directors may complete an initial business combination without seeking stockholder approval, public stockholders may not have the right or opportunity to vote on the initial business combination, unless we seek such stockholder vote. Accordingly, if we do not seek stockholder approval, a stockholders' only opportunity to affect the investment decision regarding a potential business combination may be limited to exercising their redemption rights within the period of time (which will be at least 20 business days) set forth in our tender offer documents mailed to our public stockholders in which we describe our initial business combination. Security holders will not have any rights or interests in funds from the trust account, except under certain limited circumstances. To liquidate an investment, therefore, security holders may be forced to sell public shares or warrants, potentially at a loss. Our public stockholders will be entitled to receive funds from the trust account only upon the earliest to occur of: (i) our completion of an initial business combination, and then only in connection with those shares of Class A common stock that such stockholder properly elected to redeem, subject to the limitations described herein, (ii) the redemption of any public shares properly submitted in connection with a stockholder vote to amend our amended and restated certificate of incorporation (A) to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or certain amendments to our amended and restated certificate of incorporation prior thereto or to redeem 100 % of our public shares if we do not complete our initial business combination within 12 months from the closing of the IPO (i. e., September 17, 2022) or during any Extension Period or (B) with respect to any other provision relating to stockholders' rights or~~ pre- ~~initial business combination activity,~~ **change net operating loss carryforwards** and ~~(iii) the~~ **other** ~~redemption of~~ **pre- change attributes to offset its post- change income** ~~our~~ **or** ~~public shares~~ **tax may be limited. In general, an " ownership change " would occur** if ~~we are unable to complete an initial business combination within 12 months from~~ the ~~closing~~ **percentage** of ~~the IPO (i. e., September 17, 2022) or~~ **our equity** ~~during any Extension Period, subject to applicable law and as further described herein. In no other circumstances will a public stockholder have any right or interest~~ **interests** ~~of any kind in the trust account. Holders of warrants will not have any right to the proceeds~~ held **by one or more of** ~~in the trust account with respect to the warrants. Accordingly, to liquidate an investment, a security holder may be forced to sell public shares or~~ **our** ~~warrants, potentially at a loss. Security holders are not entitled to protections normally afforded to investors of many other blank check companies. Since the net proceeds of the IPO and the sale of the placement warrants are intended to be used to complete an initial business combination with a target business that has not been identified, we may be deemed to be a~~ " ~~blank check " company under the United States securities laws. However, because we will have net tangible assets in excess of~~ $ ~~5 , 000, 000 upon the successful completion of the IPO and the sale of the placement warrants and have filed a Current Report on Form 8-~~ **percent shareholders** ~~K, including an audited balance sheet demonstrating this fact, we are exempt from rules promulgated by the SEC to protect investors in blank check companies, such as Rule 419. Accordingly, investors are not afforded the benefits or protections of those rules. Among other things, this means our units were immediately tradable and we will have a longer period~~

~~of time to complete our business combination than do companies subject to Rule 419. If we seek stockholder approval of our initial business combination and we do not conduct redemptions pursuant to the tender offer rules, and if stockholders or a " group " of stockholders are deemed to hold in excess of 15 % of our Class A common stock, stockholders will lose the ability to redeem all such shares in excess of 15 % of our Class A common stock. If we seek stockholder approval of our initial business combination and we do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, our amended and restated certificate of incorporation provides that a public stockholder, together with any affiliate of such stockholder or any other person with whom such stockholder is acting in concert or as a " group "~~ (as ~~defined under~~ **such term is used in** Section ~~13~~ **382** of the **Code** ~~Exchange Act~~) **increased by** ~~, will be restricted from seeking redemption rights with respect to~~ more than **50 percentage points over the lowest percentage of our equity held by such 5- percent shareholders at an any** ~~aggregate of 15 % of~~ **time during the relevant testing period (usually** ~~the~~ **three** ~~shares sold in~~ **years). Similar rules may apply under state tax laws. Our ability to utilize our net operating loss carryforwards and** ~~the other~~ ~~IPO without~~ **tax attributes to offset future taxable income** ~~our~~ - **or tax liabilities may be limited** ~~prior consent, which we refer to~~ as **a result** ~~the " Excess Shares. " However, we would not be restricting our stockholders' ability to vote all~~ of **future ownership changes** ~~their shares (including Excess Shares) for or against our initial business combination~~ . ~~A stockholder~~ **We identified a material weakness in Legacy Ocean** ' s **internal control** ~~inability to redeem the Excess Shares will reduce their influence~~ over **financial reporting. If** our **remediation of this** ~~ability to complete our initial business combination and such stockholder could suffer a~~ material **weakness** ~~loss on its investment in us if it sells Excess Shares in open market transactions. Additionally, stockholders' will not receive redemption distributions with respect to the Excess Shares if we complete our initial business combination. And as a result, such stockholders will continue to hold that number of shares exceeding 15 % and, in order to dispose of such shares, would be required to sell shares in open market transactions, potentially at a loss. Because of our limited resources and the significant competition for business combination opportunities, it may be more difficult for us to complete our initial business combination. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $ 10. 20 per share on our redemption of our public shares, or less than such amount in certain circumstances, and our warrants will expire worthless. We expect to encounter intense competition from other entities having a business objective similar to ours, including private investors (which may be individuals or investment partnerships), other blank check companies and other entities competing for the types of businesses we intend to acquire. Many of these individuals and entities are well- established and have extensive experience in identifying and effecting, directly or indirectly, acquisitions of companies operating in or providing services to various industries. Many of these competitors possess greater technical, human and other resources or more industry knowledge than we do, and our financial resources will be relatively limited when contrasted with those of many of these competitors. While we believe there are numerous target businesses we could potentially acquire with the net proceeds of the IPO and the sale of the placement warrants, our ability to compete with respect to the acquisition of certain target businesses that are sizable will be limited by our available financial resources. This inherent competitive limitation gives others an advantage in pursuing the acquisition of certain target businesses. Furthermore, because we are obligated to pay cash for the shares of Class A common stock which our public stockholders redeem in connection with our initial business combination, target companies will be aware that this may reduce the resources available to us for our initial business combination. This may place us at a competitive disadvantage in successfully negotiating and completing an initial business combination. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $ 10. 20 per share on the liquidation of our trust account, or less in certain circumstances, and our warrants will expire worthless. In certain circumstances, our public stockholders may receive less than $ 10. 20 per share upon our liquidation. See " — If third parties bring claims against us, the proceeds held in the trust account could be reduced and the per- share redemption amount received by stockholders may be less than $ 10. 20 per share " and other risk factors herein. If the net proceeds of the IPO and the sale of the placement warrants not being held in the trust account are insufficient to allow us to operate for at least the 12 months and during any Extension Period following the closing of the IPO, we may be unable to complete our initial business combination, in which case our public stockholders may only receive $ 10. 20 per share, or less than such amount in certain circumstances, and our warrants will expire worthless. The funds available to us outside of the trust account to fund our working capital requirements may not be sufficient to allow us to operate for at least the 12 months following the closing of the IPO, or up to 18 months, subject to the Extension Period, assuming that our initial business combination~~ is not **effective,** ~~completed during that time. We believe that the funds available to us outside of the trust account will be sufficient to allow us to operate for~~ - **or if** ~~at least the 12 months following the IPO, or up to 18 months, subject to the Extension Period; however,~~ we ~~cannot assure you that~~ **experience additional material weaknesses** ~~our~~ - **or otherwise fail** ~~estimate is accurate. Of the funds available~~ to **maintain an effective system** ~~us, we could use a portion~~ of **internal controls** ~~the funds available to us to pay fees to consultants to assist us with our search for a target business. We could also use a portion of the funds as a down payment or to fund a " no- shop " provision (a provision~~ in ~~letters of intent or merger agreements designed to keep target businesses from " shopping " around for transactions with other~~ -- **the future** ~~companies or investors on terms more favorable to such target businesses) with respect to a particular proposed initial business combination~~ , ~~although~~ we ~~do~~ **may** not **be** ~~have any current intention to do so. If we entered into a letter of intent or merger agreement where we paid for the right to receive exclusivity from a target business and were subsequently required to forfeit such funds (whether as a result of our breach or otherwise), we might not have sufficient funds to continue searching for, or conduct due diligence with respect to, a target business. If we are unable~~ -- **able** to **accurately report** ~~complete our initial business combination, our public stockholders may receive only approximately $ 10. 20 per share on the liquidation of our trust account, or less in certain circumstances, and our warrants will expire worthless. In certain circumstances, our public stockholders may receive less than $ 10. 20 per share upon our liquidation. See " — If third parties bring claims against us, the proceeds held in the trust account could be reduced and the per- share redemption amount received by stockholders may be less than $ 10. 20 per share " and other risk factors herein. If the net proceeds of the IPO and the sale of~~

~~the placement warrants not being held in the trust account are insufficient, it could limit the amount available to fund our search for a target business or businesses and complete our initial business combination and we will depend on loans from our sponsor or management team to fund our search for an initial business combination, to pay our taxes and to complete our initial business combination. If we are unable to obtain these loans, we may be unable to complete our initial business combination. Of the net proceeds of the IPO and the sale of the placement warrants, approximately $ 1, 000, 000 remains available to us as of January 28, 2022, outside the trust account to fund our working capital requirements. In the event that our offering expenses exceed our estimate of $ 1, 261, 000, we may fund such excess with funds not to be held in the trust account. In such case, the amount of funds we intend to be held outside the trust account would decrease by a corresponding amount. The amount held in the trust account will not be impacted as a result of such increase or decrease. Conversely, in the event that the offering expenses are less than our estimate of $ 1, 261, 000, the amount of funds we intend to be held outside the trust account would increase by a corresponding amount. If we are required to seek additional capital, we would need to borrow funds from our sponsor, management team or other third parties to operate or may be forced to liquidate. None of our sponsor, members of our management team nor any of their affiliates is under any obligation to advance funds to us in such circumstances. Any such advances would be repaid only from funds held outside the trust account or from funds released to us upon completion of our initial business combination. Up to $ 1, 500, 000 of such loans may be convertible into warrants, at a price of $ 1. 00 per warrant at the option of the lender, upon consummation of our initial business combination. The warrants would be identical to the placement warrants. Prior to the completion of our initial business combination, we do not expect to seek loans from parties other than our sponsor or an affiliate of our sponsor as we do not believe third parties will be willing to loan such funds and provide a waiver against any and all rights to seek access to funds in our trust account. If we are unable to obtain these loans, we may be unable to complete our initial business combination. If we are unable to complete our initial business combination because we do not have sufficient funds available to us, we will be forced to cease operations and liquidate the trust account. Consequently, our public stockholders may only receive approximately $ 10. 20 per share on our redemption of our public shares, or less in certain circumstances, and our warrants will expire worthless. In certain circumstances, our public stockholders may receive less than $ 10. 20 per share on the redemption of their shares. See " — If third parties bring claims against us, the proceeds held in the trust account could be reduced and the per- share redemption amount received by stockholders may be less than $ 10. 20 per share " and other risk factors below. Subsequent to the completion of our initial business combination, we may be required to take write- downs or write- offs, restructuring and impairment or other charges that could have a significant negative effect on~~ our financial condition ~~,~~ **or** results of operations ~~and our share price, which could cause security holders to lose some or all of their investment. Even if we conduct extensive due diligence on a target business with which we combine, we cannot assure security holders that this diligence will surface all material issues that may be present inside a particular target business, that it would be possible to uncover all material issues through a customary amount of due diligence, or that factors outside of the target business and outside of our control will not later arise. As a result of these factors, we may be forced to later write- down or write- off assets, restructure our operations, or incur impairment or other charges that could result in our reporting losses. Even if our due diligence successfully identifies certain risks, unexpected risks may arise and previously known risks may materialize in a manner not consistent with our preliminary risk analysis. Even though these charges may be non- cash items and not have an immediate impact on our liquidity, the fact that we report charges of this nature could contribute to negative market perceptions about us or our securities. In addition, charges of this nature may cause us to violate net worth or other covenants to which we may be subject as a result of assuming pre- existing debt held by a target business or by virtue of our obtaining debt financing to partially finance the initial business combination. Accordingly, any stockholders who choose to remain stockholders following the initial business combination could suffer a reduction in the value of their shares. Such stockholders are unlikely to have a remedy for such reduction in value unless they are able to successfully claim that the reduction was due to the breach by our officers or directors of a duty of care or other fiduciary duty owed to them, or if they are able to successfully bring a private claim under securities laws that the proxy solicitation or tender offer materials, as applicable, relating to the initial business combination constituted an actionable material misstatement or omission. If third parties bring claims against us, the proceeds held in the trust account could be reduced and the per- share redemption amount received by stockholders may be less than $ 10. 20 per share. Our placing of funds in the trust account may not protect those funds from third- party claims against us. Although we will seek to have all vendors, service providers, prospective target businesses and other entities with which we do business execute agreements with us waiving any right, title, interest or claim of any kind in or to any monies held in the trust account for the benefit of our public stockholders, such parties may not execute such agreements, or even if they execute such agreements they may not be prevented from bringing claims against the trust account, including, but not limited to, fraudulent inducement, breach of fiduciary responsibility or other similar claims, as well as claims challenging the enforceability of the waiver, in each case in order to gain advantage with respect to a claim against our assets, including the funds held in the trust account. If any third party refuses to execute an agreement waiving such claims to the monies held in the trust account, our management will perform an analysis of the alternatives available to it and will only enter into an agreement with a third party that has not executed a waiver if management believes that such third party' s engagement would be significantly more beneficial to us than any alternative. Certain parties, including our independent registered public accounting firm, and the underwriters of the IPO, did not, and will not, execute agreements with us waiving such claims to the monies held in the trust account. Examples of possible instances where we may engage a third party that refuses to execute a waiver include the engagement of a third party consultant whose particular expertise or skills are believed by management to be significantly superior to those of other consultants that would agree to execute a waiver or in cases where management is unable to find a service provider willing to execute a waiver. In addition, there is no guarantee that such entities will agree to waive any claims they may have in the future as a result of, or arising out of, any negotiations, contracts or agreements with us and will not seek recourse against the trust account for any reason. Upon redemption of our public shares, if~~

we are unable to complete our initial business combination within the prescribed timeframe, or upon the exercise of a redemption right in connection with our initial business combination, we will be required to provide for payment of claims of creditors that were not waived that may be brought against us within the 10 years following redemption. Accordingly, the per-share redemption amount received by public stockholders could be less than the $ 10. 20 per share initially held in the trust account, due to claims of such creditors. Pursuant to a letter agreement, our sponsor has agreed that it will be liable to us if and to the extent any claims by a third party for services rendered or products sold to us, or a prospective target business with which we have entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amount of funds in the trust account to below the lesser of (i) $ 10. 20 per public share and (ii) the actual amount per public share held in the trust account as of the date of the liquidation of the trust account, if less than $ 10. 20 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the trust account (whether or not such waiver is enforceable) nor will it apply to any claims under our indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act. However, we have not asked our sponsor to reserve for such indemnification obligations, nor have we independently verified whether our sponsor has sufficient funds to satisfy its indemnity obligations and believe that our sponsor' s only assets are securities of our company. Therefore, we cannot assure you that our sponsor would be able to satisfy those obligations. None of our officers or directors will indemnify us for claims by third parties including, without limitation, claims by vendors and prospective target businesses. Our directors may decide not to enforce the indemnification obligations of our sponsor, resulting in a reduction in the amount of funds in the trust account available for distribution to our public stockholders. In the event that the proceeds in the trust account are reduced below the lesser of (i) $ 10. 20 per share and (ii) the actual amount per share held in the trust account as of the date of the liquidation of the trust account if less than $ 10. 20 per share due to reductions in the value of the trust assets, in each case net of the interest which may be withdrawn to pay taxes, and our sponsor asserts that it is unable to satisfy its obligations or that it has no indemnification obligations related to a particular claim, our independent directors would determine whether to take legal action against our sponsor to enforce its indemnification obligations. While we currently expect that our independent directors would take legal action on our behalf against our sponsor to enforce its indemnification obligations to us, it is possible that our independent directors in exercising their business judgment and subject to their fiduciary duties may choose not to do so in any particular instance if, for example, the cost of such legal action is deemed by the independent directors to be too high relative to the amount recoverable or if the independent directors determine that a favorable outcome is not likely. If our independent directors choose not to enforce these indemnification obligations, the amount of funds in the trust account available for distribution to our public stockholders may be reduced below $ 10. 20 per share. We may not have sufficient funds to satisfy indemnification claims of our directors and executive officers. We have agreed to indemnify our officers and directors to the fullest extent permitted by law. However, our officers and directors have agreed to waive any right, title, interest or claim of any kind in or to any monies in the trust account and to not seek recourse against the trust account for any reason whatsoever. Accordingly, any indemnification provided will be able to be satisfied by us only if (i) we have sufficient funds outside of the trust account or (ii) we consummate an initial business combination. Our obligation to indemnify our officers and directors may discourage stockholders from bringing a lawsuit against our officers or directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against our officers and directors, even though such an action, if successful, might otherwise benefit us and our stockholders. Furthermore, a stockholder' s investment may be adversely affected to the extent we pay the costs of settlement and damage awards against our officers and directors pursuant to these indemnification provisions. If, after we distribute the proceeds in the trust account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, a bankruptcy court may seek to recover such proceeds, and we and our board may be exposed to claims of punitive damages. If, after we distribute the proceeds in the trust account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, any distributions received by stockholders could be viewed under applicable debtor / creditor and / or bankruptcy laws as either a " preferential transfer " or a " fraudulent conveyance. " As a result, a bankruptcy court could seek to recover some or all amounts received by our stockholders. In addition, our board of directors may be viewed as having breached its fiduciary duty to our creditors and / or having acted in bad faith, thereby exposing itself and us to claims of punitive damages, by paying public stockholders from the trust account prior to addressing the claims of creditors. If, before distributing the proceeds in the trust account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, the claims of creditors in such proceeding may have priority over the claims of our stockholders and the per- share amount that would otherwise be received by our stockholders in connection with our liquidation may be reduced. If, before distributing the proceeds in the trust account to our public stockholders, we file a bankruptcy petition or an involuntary bankruptcy petition is filed against us that is not dismissed, the proceeds held in the trust account could be subject to applicable bankruptcy law, and may be included in our bankruptcy estate and subject to the claims of third parties with priority over the claims of our stockholders. To the extent any bankruptcy claims deplete the trust account, the per- share amount that would otherwise be received by our stockholders in connection with our liquidation may be reduced. If we are deemed to be an investment company under the Investment Company Act, we may be required to institute burdensome compliance requirements and our activities may be restricted, which may make it difficult for us to complete our initial business combination. If we are deemed to be an investment company under the Investment Company Act, our activities may be restricted, including: ● restrictions on the nature of our investments; and ● restrictions on the issuance of securities, each of which may make it difficult for us to complete our initial business combination. In addition, we may have imposed upon us burdensome requirements, including: ● registration as an investment company with the SEC; ● adoption of a specific form of corporate structure; and ● reporting, record keeping, voting, proxy and disclosure requirements and other rules and regulations

that we are currently not subject to. In order not to be regulated as an investment company under the Investment Company Act, unless we can qualify for an exclusion, we must ensure that we are engaged primarily in a business other than investing, reinvesting or trading in securities and that our activities do not include investing, reinvesting, owning, holding or trading " investment securities " constituting more than 40 % of our total assets (exclusive of U. S. government securities and cash items) on an unconsolidated basis. Our business will be to identify and complete an initial business combination and thereafter to operate the post- transaction business or assets for the long term. We do not plan to buy businesses or assets with a view to resale or profit from their resale. We do not plan to buy unrelated businesses or assets or to be a passive investor. We do not believe that our anticipated principal activities will subject us to the Investment Company Act. To this end, the proceeds held in the trust account may only be invested in United States " government securities " within the meaning of Section 2 (a) (16) of the Investment Company Act having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a- 7 promulgated under the Investment Company Act which invest only in direct U. S. government treasury obligations. Pursuant to the trust agreement, the trustee is not permitted to invest in other securities or assets. By restricting the investment of the proceeds to these instruments, and by having a business plan targeted at acquiring and growing businesses for the long term (rather than on buying and selling businesses in the manner of a merchant bank or private equity fund), we intend to avoid being deemed an " investment company " within the meaning of the Investment Company Act. The trust account is intended as a holding place for funds pending the earliest to occur of: (i) the completion of our initial business combination; (ii) the redemption of any public shares properly submitted in connection with a stockholder vote to amend our amended and restated certificate of incorporation (A) to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or certain amendments to our charter prior thereto or to redeem 100 % of our public shares if we do not complete our initial business combination within 12 months from the closing of the IPO (i. e., September 17, 2022) or during any Extension Period or (B) with respect to any other provision relating to stockholders' rights or pre- initial business combination activity; or (iii) absent an initial business combination within 12 months from the closing of the IPO (i. e., September 17, 2022) or during any Extension Period, our return of the funds held in the trust account to our public stockholders as part of our redemption of the public shares. If we do not invest the proceeds as discussed above, we may be deemed to be subject to the Investment Company Act. If we were deemed to be subject to the Investment Company Act, compliance with these additional regulatory burdens would require additional expenses for which we have not allotted funds and may hinder our ability to complete an initial business combination or may result in our liquidation. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $ 10. 20 per share on the liquidation of our trust account, or less in certain circumstances, and our warrants will expire worthless. Our stockholders may be held liable for claims by third parties against us to the extent of distributions received by them upon redemption of their shares. Under the DGCL, stockholders may be held liable for claims by third parties against a corporation to the extent of distributions received by them in a dissolution. The pro rata portion of our trust account distributed to our public stockholders upon the redemption of our public shares in the event we do not complete our initial business combination within 12 months from the closing of the IPO (i. e., September 17, 2022) or during any Extension Period, may be considered a liquidating distribution under Delaware law. If a corporation complies with certain procedures set forth in Section 280 of the DGCL intended to ensure that it makes reasonable provision for all claims against it, including a 60- day notice period during which any third- party claims can be brought against the corporation, a 90- day period during which the corporation may reject any claims brought, and an additional 150- day waiting period before any liquidating distributions are made to stockholders, any liability of stockholders with respect to a liquidating distribution is limited to the lesser of such stockholder' s pro rata share of the claim or the amount distributed to the stockholder, and any liability of the stockholder would be barred after the third anniversary of the dissolution. However, it is our intention to redeem our public shares as soon as reasonably possible following the 18th month following the closing of the IPO (i. e., September 17, 2022), or during any Extension Period in the event we do not complete our initial business combination and, therefore, we do not intend to comply with the foregoing procedures. Because we will not be complying with Section 280, Section 281 (b) of the DGCL requires us to adopt a plan, based on facts known to us at such time that will provide for our payment of all existing and pending claims or claims that may be potentially brought against us within the 10 years following our dissolution. However, because we are a blank check company, rather than an operating company, and our operations will be limited to searching for prospective target businesses to acquire, the only likely claims to arise would be from our vendors (such as lawyers, investment bankers, etc.) or prospective target businesses. If our plan of distribution complies with Section 281 (b) of the DGCL, any liability of stockholders with respect to a liquidating distribution is limited to the lesser of such stockholder' s pro rata share of the claim or the amount distributed to the stockholder, and any liability of the stockholder would likely be barred after the third anniversary of the dissolution. We cannot assure you that we will properly assess all claims that may be potentially brought against us. As such, our stockholders could potentially be liable for any claims to the extent of distributions received by them (but no more) and any liability of our stockholders may extend beyond the third anniversary of such date. Furthermore, if the pro rata portion of our trust account distributed to our public stockholders upon the redemption of our public shares in the event we do not complete our initial business combination within 12 months following the closing of the IPO (i. e., September 17, 2022) or during any Extension Period is not considered a liquidating distribution under Delaware law and such redemption distribution is deemed to be unlawful (potentially due to the imposition of legal proceedings that a party may bring or due to other circumstances that are currently unknown), then pursuant to Section 174 of the DGCL, the statute of limitations for claims of creditors could then be six years after the unlawful redemption distribution, instead of three years, as in the case of a liquidating distribution. We may not hold an annual meeting of stockholders until after the consummation of our initial business combination, which could delay the opportunity for our stockholders to elect directors. In accordance with Nasdaq corporate governance requirements, we are not required to hold an annual meeting until no later than one year after our first fiscal year end following our listing on Nasdaq. Under Section 211 (b) of the DGCL, we are, however, required to hold an

annual meeting of stockholders for the purposes of electing directors in accordance with our bylaws unless such election is made by written consent in lieu of such a meeting. We may not hold an annual meeting of stockholders to elect new directors prior to the consummation of our initial business combination, and thus we may not be in compliance with Section 211 (b) of the DGCL, which requires an annual meeting. Therefore, if our stockholders want us to hold an annual meeting prior to the consummation of our initial business combination, they may attempt to force us to hold one by submitting an application to the Delaware Court of Chancery in accordance with Section 211 (c) of the DGCL. The grant of registration rights to our sponsor and holders of our placement warrants may make it more difficult to complete our initial business combination, and the future exercise of such rights may adversely affect the market price of our Class A common stock. Pursuant to an agreement entered into concurrently with the issuance and sale of the securities in the IPO, our sponsor, holders of our placement warrants, and their permitted transferees can demand that we register the placement warrants, the Class A common stock issuable upon exercise of the placement warrants, and the Class A common stock issuable upon conversion of the founder shares, and holders of warrants that may be issued upon conversion of working capital loans may demand that we register such warrants or the Class A common stock issuable upon exercise of such warrants. We will bear the cost of registering these securities. The registration and availability of such a significant number of securities for trading in the public market may have an adverse effect on the market price of our Class A common stock. In addition, the existence of the registration rights may make our initial business combination more costly or difficult to conclude. This is because the stockholders of the target business may increase the equity stake they seek in the combined entity or ask for more cash consideration to offset the negative impact on the market price of our Class A common shares that is expected when the common stock owned by our sponsor, holders of our placement warrants or holders of our working capital loans or their respective permitted transferees are registered. Because we are neither limited to evaluating a target business in a particular industry sector nor have we selected any specific target businesses with which to pursue our initial business combination, you will be unable to ascertain the merits or risks of any particular target business' s operations. We will seek to complete an initial business combination with companies in the pharmaceutical and medical devices sectors but may also pursue other business combination opportunities, except that we will not, under our amended and restated certificate of incorporation, be permitted to effectuate our initial business combination with another blank check company or similar company with nominal operations. Because we have not yet selected any specific target business with respect to a business combination, there is no basis to evaluate the possible merits or risks of any particular target business' s operations, results of operations, cash flows, liquidity, financial condition or prospects. To the extent we complete our initial business combination, we may be affected by numerous risks inherent in the business operations with which we combine. For example, if we combine with a financially unstable business or an entity lacking an established record of sales or earnings, we may be affected by the risks inherent in the business and operations of a financially unstable or a development stage entity. Although our officers and directors will endeavor to evaluate the risks inherent in a particular target business, we cannot assure you that we will properly ascertain or assess all of the significant risk factors or that we will have adequate time to complete due diligence. Furthermore, some of these risks may be outside of our control and leave us with no ability to control or reduce the chances that those risks will adversely impact a target business. We also cannot assure you that an investment in our securities will ultimately prove to be more favorable to investors than a direct investment, if such opportunity were available, in a business combination target. Accordingly, any security holders who choose to remain security holders following our initial business combination could suffer a reduction in the value of their securities. Such stockholders are unlikely to have a remedy for such reduction in value unless they are able to successfully claim that the reduction was due to the breach by our officers or directors of a duty of care or other fiduciary duty owed to them, or if they are able to successfully bring a private claim under securities laws that the proxy solicitation or tender offer materials, as applicable, relating to the business combination contained an actionable material misstatement or material omission. We may seek business combination opportunities in industries or sectors which may or may not be outside of our management' s area of expertise. Although we intend to focus on identifying pharmaceutical and medical devices sectors companies, we will consider an initial business combination outside of our management' s area of expertise if an initial business combination candidate is presented to us and we determine that such candidate offers an attractive business combination opportunity for our company or we are unable to identify a suitable candidate in the pharmaceutical and medical devices sectors after having expanded a reasonable amount of time and effort in an attempt to do so. Although our management will endeavor to evaluate the risks inherent in any particular business combination candidate, we cannot assure you that we will adequately ascertain or assess all of the significant risk factors. We also cannot assure you that an investment in our units will not ultimately prove to be less favorable to investors than a direct investment, if an opportunity were available, in an initial business combination candidate. In the event we elect to pursue a business combination outside of the areas of our management' s expertise, our management' s expertise may not be directly applicable to its evaluation or operation, and the areas of our management' s expertise would not be relevant to an understanding of the business that we elect to acquire. As a result, our management may not be able to adequately ascertain or assess all of the significant risk factors. Accordingly, any stockholders who choose to remain stockholders following our initial business combination could suffer a reduction in the value of their shares. Such stockholders are unlikely to have a remedy for such reduction in value. Although we have identified general criteria and guidelines that we believe are important in evaluating prospective target businesses, we may enter into our initial business combination with a target that does not meet such criteria and guidelines, and as a result, the target business with which we enter into our initial business combination may not have attributes entirely consistent with our general criteria and guidelines. Although we have identified general criteria and guidelines for evaluating prospective target businesses, it is possible that a target business with which we enter into our initial business combination will not have all of these positive attributes. If we complete our initial business combination with a target that does not meet some or all of these guidelines, such combination may not be as successful as a combination with a business that does meet all of our general criteria and guidelines. In addition, if we announce a prospective business combination with a target that

does not meet our general criteria and guidelines, a greater number of stockholders may exercise their redemption rights, which may make it difficult for us to meet any closing condition with a target business that requires us to have a minimum net worth or a certain amount of cash. In addition, if stockholder approval of the transaction is required by applicable law or stock exchange requirements, or we decide to obtain stockholder approval for business or other legal reasons, it may be more difficult for us to attain stockholder approval of our initial business combination if the target business does not meet our general criteria and guidelines. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $ 10. 20 per share on the liquidation of our trust account, or less in certain circumstances, and our warrants will expire worthless. In certain circumstances, our public stockholders may receive less than $ 10. 20 per share on the redemption of their shares. See " — If third parties bring claims against us, the proceeds held in the trust account could be reduced and the per- share redemption amount received by stockholders may be less than $ 10. 20 per share " and other risk factors herein. We may seek business combination opportunities with a financially unstable business or an entity lacking an established record of revenue, cash flow or earnings, which could subject us to volatile revenues, cash flows or earnings or difficulty in retaining key personnel. To the extent we complete our initial business combination with a financially unstable business or an entity lacking an established record of revenues or earnings, we may be affected by numerous risks inherent in the operations of the business with which we combine. These risks include volatile revenues or earnings and difficulties in obtaining and retaining key personnel. Although our officers and directors will endeavor to evaluate the risks inherent in a particular target business, we may not be able to properly ascertain or assess all of the significant risk factors and we may not have adequate time to complete due diligence. Furthermore, some of these risks may be outside of our control and leave us with no ability to control or reduce the chances that those risks will adversely impact a target business. We are not required to obtain a fairness opinion and consequently, you may have no assurance from an independent source that the price we are paying for the business is fair to our company from a financial point of view. Unless we complete our initial business combination with an affiliated entity or our board cannot independently determine the fair market value of the target business or businesses, we are not required to obtain an opinion from an independent investment banking firm or another independent entity that commonly renders valuation opinions that the price we are paying is fair to our company from a financial point of view. If no opinion is obtained, our stockholders will be relying on the judgment of our board of directors, who will determine fair market value based on standards generally accepted by the financial community. Such standards used will be disclosed in our proxy materials or tender offer documents, as applicable, related to our initial business combination. Resources could be wasted in researching business combinations that are not completed, which could materially adversely affect subsequent attempts to locate and acquire or merge with another business. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $ 10. 20 per share, or less than such amount in certain circumstances, on the liquidation of our trust account and our warrants will expire worthless. We anticipate that the investigation of each specific target business and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial management time and attention and substantial costs for accountants, attorneys, consultants and others. If we decide not to complete a specific initial business combination, the costs incurred up to that point for the proposed transaction likely would not be recoverable. Furthermore, if we reach an agreement relating to a specific target business, we may fail to complete our initial business combination for any number of reasons including those beyond our control. Any such event will result in a loss to us of the related costs incurred which could materially adversely affect subsequent attempts to locate and acquire or merge with another business. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $ 10. 20 per share on the liquidation of our trust account, or less in certain circumstances, and our warrants will expire worthless. In certain circumstances, our public stockholders may receive less than $ 10. 20 per share on the redemption of their shares. See " — If third parties bring claims against us, the proceeds held in the trust account could be reduced and the per- share redemption amount received by stockholders may be less than $ 10. 20 per share " and other risk factors herein. We may have a limited ability to assess the management of a prospective target business and, as a result, may effect our initial business combination with a target business whose management may not have the skills, qualifications or abilities to manage a public company, which could, in turn, negatively impact the value of our stockholders' investment in us. When evaluating the desirability of effecting our initial business combination with a prospective target business, our ability to assess the target business' s management may be limited due to a lack of time, resources or information. Our assessment of the capabilities of the target' s management, therefore, may prove to be incorrect and such management may lack the skills, qualifications or abilities we suspected. Should the target' s management not possess the skills, qualifications or abilities necessary to manage a public company, the operations and profitability of the post- combination business may be negatively impacted. Accordingly, any stockholders who choose to remain stockholders following the initial business combination could suffer a reduction in the value of their shares. Such stockholders are unlikely to have a remedy for such reduction in value. We may issue notes or other debt securities, or otherwise incur substantial debt, to complete an initial business combination, which may adversely affect our leverage and financial condition and thus negatively impact the value of our stockholders' investment in us. Although we have no commitments as of the date of this Report to issue any notes or other debt securities, or to otherwise incur outstanding debt, we may choose to incur substantial debt to complete our initial business combination. We have agreed that we will not incur any indebtedness unless we have obtained from the lender a waiver of any right, title, interest or claim of any kind in or to the monies held in the trust account. As such, no issuance of debt will affect the per- share amount available for redemption from the trust account. Nevertheless, the incurrence of debt could have a variety of negative effects, including: ● default and foreclosure on our assets if our operating revenues after an initial business combination are insufficient to repay our debt obligations; ● acceleration of our obligations to repay the indebtedness even if we make all principal and interest payments when due if we breach certain covenants that require the maintenance of certain financial ratios or reserves without a waiver or renegotiation of that covenant; ● our immediate payment of all principal and accrued interest, if any, if the debt security is

payable on demand; ● our inability to obtain necessary additional financing if the debt security contains covenants restricting our ability to obtain such financing while the debt security is outstanding; ● our inability to pay dividends on our common stock; ● using a substantial portion of our cash flow to pay principal and interest on our debt, which will reduce the funds available for dividends on our common stock if declared, our ability to pay expenses, make capital expenditures and acquisitions, and fund other general corporate purposes; ● limitations on our flexibility in planning for and reacting to changes in our business and in the industry in which we operate; ● increased vulnerability to adverse changes in general economic, industry and competitive conditions and adverse changes in government regulation; ● limitations on our ability to borrow additional amounts for expenses, capital expenditures, acquisitions, debt service requirements, and execution of our strategy; and ● other disadvantages compared to our competitors who have less debt. We may issue our shares to investors in connection with our initial business combination at a price that is less than the prevailing market price of our shares at that time . In connection with **Legacy Ocean' s preparation** our initial business combination, we may issue shares to investors in private placement transactions (so- called PIPE transactions) at a price of $ 10. 20 per share or which approximates the per- share amounts in our trust account at such time. The purpose of such issuances will be to enable us to provide sufficient liquidity to the post- business combination entity. The price of the shares we issue may therefore be less, and potentially significantly less, than the **audits** market price for our shares at such time. We may only be able to complete one business combination with the proceeds of **its** the IPO and the sale of the placement warrants, which will cause us to be solely dependent on a single business which may have a limited number of services and limited operating activities. This lack of diversification may negatively impact our operating results and profitability. Of the net proceeds from the IPO and the sale of the placement warrants, approximately $ 108, 000, 000 remained available as of January 28, 2022, to complete our initial business combination and pay related fees and expenses (which includes up to $ 3, 150, 000 for the payment of deferred underwriting commissions). We may effectuate our initial business combination with a single target business or multiple target businesses simultaneously or within a short period of time. However, we may not be able to effectuate our initial business combination with more than one target business because of various factors, including the existence of complex accounting issues and the requirement that we prepare and file pro forma financial statements with the SEC that present operating results and the financial condition of several target businesses as if **of December 31, 2020, 2021 and 2022, Legacy Ocean identified a material weakness as defined under** they **the Securities Exchange Act of 1934, as amended,** had been operated on a combined basis. By completing our **or** initial business combination with only a single entity, our lack of diversification may subject us to numerous economic, competitive and regulatory developments. Further, we would not be able to diversify our operations or benefit from the possible spreading of risks or offsetting of losses, unlike other **the Exchange Act** entities which may have the resources to complete several business combinations in different industries or different areas of a single industry. In addition , we intend to focus our search for an **and** initial business combination in a single industry. Accordingly, the prospects for our success may be: ● solely dependent upon the performance of a single business, property or asset, or ● dependent upon the development or market acceptance of a single or limited number of products, processes or services. This lack of diversification may subject us to numerous economic, competitive and regulatory risks, any or all of which may have a substantial adverse impact upon the particular industry in which we may operate subsequent to our initial business combination. We may attempt to simultaneously complete business combinations with multiple prospective targets, which may hinder our ability to complete our initial business combination and give rise to increased costs and risks that could negatively impact our operations and profitability. If we determine to simultaneously acquire several businesses that are owned by different sellers, we will need for each of such sellers to agree that our purchase of its business is contingent on the simultaneous closings of the other business combinations, which may make it more difficult for us, and delay our ability, to complete our initial business combination. We do not, however, intend to purchase multiple businesses in unrelated industries in conjunction with our initial business combination. With multiple business combinations, we could also face additional risks, including additional burdens and costs with respect to possible multiple negotiations and due diligence investigations (if there are multiple sellers) and the additional risks associated with the subsequent assimilation of the operations and services or products of the acquired companies in a single operating business. If we are unable to adequately address these risks, it could negatively impact our profitability and results of operations. We may attempt to complete our initial business combination with a private company about which little information is available, which may result in an initial business combination with a company that is not as profitable as we suspected, if at all. In pursuing our initial business combination strategy, we may seek to effectuate our initial business combination with a privately held company. Very little public information generally exists about private companies, and we could be required to make our decision on whether to pursue a potential initial business combination on the basis of limited information, which may result in an initial business combination with a company that is not as profitable as we suspected, if at all. Our management may not be able to maintain control of a target business after our initial business combination. We may structure an initial business combination so that the post- transaction company in which our public stockholders own shares will own less than 100 % of the equity interests or assets of a target business, but we will only complete such business combination if the post- transaction company owns or acquires 50 % or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for us not to be required to register as an investment company under the Investment Company Act. We will not consider any transaction that does not meet such criteria. Even if the post- transaction company owns 50 % or more of the voting securities of the target, our stockholders prior to the initial business combination may collectively own a minority interest in the post business combination company, depending on valuations ascribed to the target and us in the initial business combination. For example, we could pursue a transaction in which we issue a substantial number of new shares of Class A common stock in exchange for all of the outstanding capital stock of a target. In this case, we would acquire a 100 % interest in the target. However, as a result of the issuance of a substantial number of new shares of common stock, our stockholders immediately prior to such transaction could own less than a majority of our outstanding shares of common stock subsequent to such transaction. In addition, other minority stockholders may subsequently

combine their holdings resulting in a single person or group obtaining a larger share of the company' s stock than we initially acquired. Accordingly, this may make it more likely that our management will not be able to maintain our control of the target business. We cannot provide assurance that, upon loss of control of a target business, new management will possess the skills, qualifications or abilities necessary to profitably operate such business. We do not have a specified maximum redemption threshold. The absence of such a redemption threshold may make it possible for us to complete an initial business combination with which a substantial majority of our stockholders do not agree. Our amended and restated certificate of incorporation will not provide a specified maximum redemption threshold, except that in no event will we redeem our public shares unless our net tangible assets are at least $ 5, 000, 001 either immediately prior to or upon consummation of our initial business combination and after payment of underwriters' fees and commissions (such that we are not subject to the SEC' s " penny stock " rules) or any greater net tangible asset or cash requirement which may be contained in the agreement relating to our initial business combination. As a result, we may be able to complete our initial business combination even though a substantial majority of our public stockholders do not agree with the transaction and have redeemed their shares or, if we seek stockholder approval of our initial business combination and do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, have entered into privately negotiated agreements to sell their shares to our sponsor, officers, directors or their affiliates. In the event the aggregate cash consideration we would be required to pay for all shares of Class A common stock that are validly submitted for redemption plus any amount required to satisfy cash conditions pursuant to the terms of the proposed initial business combination exceed the aggregate amount of cash available to us, we will not complete the initial business combination or redeem any shares, all shares of Class A common stock submitted for redemption will be returned to the holders thereof, and we instead may search for an alternate business combination. In order to effectuate an initial business combination, blank check companies have, in the recent past, amended various provisions of their charters and other governing instruments, including their warrant agreements. We cannot assure you that we will not seek to amend our amended and restated certificate of incorporation or governing instruments in a manner that will make it easier for us to complete our initial business combination that our stockholders may not support. In order to effectuate an initial business combination, blank check companies have, in the recent past, amended various provisions of their charters and modified governing instruments, including their warrant agreements. For example, blank check companies have amended the definition of business combination, increased redemption thresholds and extended the time to consummate an initial business combination and, with respect to their warrants, amended their warrant agreements to require the warrants to be exchanged for cash and / or other securities. Amending our amended and restated certificate of incorporation with respect to any provisions related to pre- initial business combination activity (including the requirement to deposit proceeds of the IPO and the private placement of units into the trust account and not release such amounts except in specified circumstances, and to provide redemption rights to public stockholders as described herein) will require the approval of holders of 65 % of our common stock entitled to vote thereon, amending other provisions of our amended and restated certificate of incorporation will require the approval of holders of a majority of our common stock and amending our warrant agreement will require a vote of holders of at least a majority of the public warrants, as the case may be (which may include public warrants acquired by our sponsor or its affiliates in the open market). In addition, our amended and restated certificate of incorporation requires us to provide our public stockholders with the opportunity to redeem their public shares for cash if we propose an amendment to our amended and restated certificate of incorporation (A) to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or certain amendments to our charter prior thereto or to redeem 100 % of our public shares if we do not complete our initial business combination within 12 months from the closing of the IPO (i. e., September 17, 2022) or during any Extension Period or (B) with respect to any other provision relating to stockholders' rights or pre- initial business combination activity. To the extent any such amendments would be deemed to fundamentally change the nature of any securities offered through this registration statement, we would register, or seek an exemption from registration for, the affected securities. We cannot assure you that we will not seek to amend our charter or governing instruments or extend the time to consummate an initial business combination in order to effectuate our initial business combination. The provisions of our amended and restated certificate of incorporation that relate to our pre- business combination activity (and corresponding provisions of the agreement governing the release of funds from our trust account), including an amendment to permit us to withdraw funds from the trust account such that the per share amount investors will receive upon any redemption or liquidation is substantially reduced or eliminated, may be amended with the approval of holders of at least 65 % of our common stock, which is a lower amendment threshold than that of some other blank check companies. It may be easier for us, therefore, to amend our amended and restated certificate of incorporation and the trust agreement to facilitate the completion of an initial business combination that some of our stockholders may not support. Our amended and restated certificate of incorporation provides that any of its provisions related to pre- initial business combination activity (including the requirement to deposit proceeds of the IPO and the sale of the placement warrants into the trust account and not release such amounts except in specified circumstances, and to provide redemption rights to public stockholders as described herein and including to permit us to withdraw funds from the trust account such that the per share amount investors will receive upon any redemption or liquidation is substantially reduced or eliminated) may be amended if approved by holders of at least 65 % of our common stock entitled to vote thereon, and corresponding provisions of the trust agreement governing the release of funds from our trust account may be amended if approved by holders of at least 65 % of our common stock entitled to vote thereon. In all other instances, our amended and restated certificate of incorporation may be amended by holders of a majority of our outstanding common stock entitled to vote thereon, subject to applicable provisions of the DGCL or applicable stock exchange rules. We may not issue additional securities that can vote on amendments to our amended and restated certificate of incorporation. Our initial stockholders, who collectively beneficially own approximately 20 % of our common stock, will participate in any vote to amend our amended and restated certificate of incorporation and / or trust agreement and will have the discretion to vote in any manner they choose. As a result, we may be able to amend the provisions

of our amended and restated certificate of incorporation which govern our pre- initial business combination behavior more easily than some other blank check companies, and this may increase our ability to complete an initial business combination with which you do not agree. Our stockholders may pursue remedies against us for any breach of our amended and restated certificate of incorporation. Our sponsor, officers and directors have agreed, pursuant to a written agreement with us, that they will not propose any amendment to our amended and restated certificate of incorporation (i) to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or certain amendments to our charter prior thereto or to redeem 100 % of our public shares if we do not complete our initial business combination within 12 months from the closing of the IPO or during any Extension Period or (ii) with respect to any other provision relating to stockholders' rights or pre- initial business combination activity, unless we provide our public stockholders with the opportunity to redeem their shares of Class A common stock upon approval of any such amendment at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, divided by the number of then outstanding public shares. These agreements are contained in a letter agreement that we have entered into with our sponsor, officers and directors. Our stockholders are not parties to, or third- party beneficiaries of, these agreements and, as a result, will not have the ability to pursue remedies against our sponsor, officers or directors for any breach of these agreements. As a result, in the event of a breach, our stockholders would need to pursue a stockholder derivative action, subject to applicable law. Changes in the market for directors and officers liability insurance could make it more difficult and more expensive for us to negotiate and complete an initial business combination. In recent months, the market for directors and officers liability insurance for special purpose acquisition companies has changed in ways adverse to us and our management team. Fewer insurance companies are offering quotes for directors and officers liability coverage, the premiums charged for such policies have generally increased and the terms of such policies have generally become less favorable. These trends may continue into the future. The increased cost and decreased availability of directors and officers liability insurance could make it more difficult and more expensive for us to negotiate and complete an initial business combination. In order to obtain directors and officers liability insurance or modify its coverage as a result of becoming a public company, the post- business combination entity might need to incur greater expense and / or accept less favorable terms. Furthermore, any failure to obtain adequate directors and officers liability insurance could have an adverse impact on the post- business combination' s ability to attract and retain qualified officers and directors. In addition, after completion of any initial business combination, our directors and officers could be subject to potential liability from claims arising from conduct alleged to have occurred prior to such initial business combination. As a result, in order to protect our directors and officers, the post- business combination entity may need to purchase additional insurance with respect to any such claims (" run- off insurance "). The need for run- off insurance would be an added expense for the post- business combination entity and could interfere with or frustrate our ability to consummate an initial business combination on terms favorable to our investors. We may be unable to obtain additional financing to complete our initial business combination or to fund the operations and growth of a target business, which could compel us to restructure or abandon a particular business combination. We have not selected any specific business combination target, but intend to target businesses larger than we could acquire with the net proceeds of our IPO and the sale of the placement warrants. As a result, we may be required to seek additional financing to complete such proposed initial business combination. We cannot assure you that such financing will be available on acceptable terms, if at all. To the extent that additional financing proves to be unavailable when needed to complete our initial business combination, we would be compelled to either restructure the transaction or abandon that particular business combination and seek an alternative target business candidate. Further, the amount of additional financing we may be required to obtain could increase as a result of future growth capital needs for any particular transaction, the depletion of the available net proceeds in search of a target business, the obligation to repurchase for cash a significant number of shares from stockholders who elect redemption in connection with our initial business combination and / or the terms of negotiated transactions to purchase shares in connection with our initial business combination. If we are unable to complete our initial business combination, our public stockholders may receive only approximately $ 10. 20 per share plus any pro rata interest earned on the funds held in the trust account and not previously released to us to pay our taxes on the liquidation of our trust account and our warrants will expire worthless. In addition, even if we do not need additional financing to complete our initial business combination, we may require such financing to fund the operations or growth of the target business. The failure to secure additional financing could have a material adverse effect on the continued development or growth of the target business. None of our officers, directors or stockholders is required to provide any financing to us in connection with or after our initial business combination. If we are unable to complete our initial business combination, our public stockholders may only receive approximately $ 10. 20 per share on the liquidation of our trust account, or less in certain circumstances, and our warrants will expire worthless. Furthermore, as described in the risk factor entitled " If third parties bring claims against us, the proceeds held in the trust account could be reduced and the per- share redemption amount received by stockholders may be less than $ 10. 20 per share, " under certain circumstances our public stockholders may receive less than $ 10. 20 per share upon the liquidation of the trust account. Our initial stockholders may exert a substantial influence on actions requiring a stockholder vote, potentially in a manner that you do not support. Our initial stockholders own shares representing approximately 20 % of our issued and outstanding shares of common stock. Accordingly, they may exert a substantial influence on actions requiring a stockholder vote, potentially in a manner that you do not support, including amendments to our amended and restated certificate of incorporation and approval of major corporate transactions. If our initial stockholders purchase any additional shares of common stock in the aftermarket or in privately negotiated transactions, this would increase their control. Factors that would be considered in making such additional purchases would include consideration of the current trading price of our Class A common stock. In addition, our board of directors, were elected by our initial stockholders. We may not hold an annual meeting of stockholders to elect new directors prior to the completion of our initial business combination, in which case all of the current directors will continue in office until at least the completion of the initial business combination. Accordingly, our initial

~~stockholders will exert control of the board of directors for the near-term, including potentially until the completion of our initial business combination. Because we must furnish our stockholders with target business financial statements, we may lose the ability to complete an otherwise advantageous initial business combination with some prospective target businesses. The federal proxy rules require that a proxy statement with respect to a vote on an initial business combination meeting certain financial significance tests include historical and / or pro forma financial statement disclosure in periodic reports. We will include the same financial statement disclosure in connection with our tender offer documents, whether or not they are required under the tender offer rules. These financial statements may be required to be prepared in accordance with, or be reconciled to, accounting principles generally accepted in the United States of America, or GAAP, or international financial reporting standards as issued by the International Accounting Standards Board, or IFRS, depending on the circumstances and the historical financial statements may be required to be audited in accordance with the standards of~~ the Public Company Accounting Oversight Board (United States) ~~, or PCAOB. These~~ **in its internal control over** financial ~~statement requirements may limit the pool~~ **reporting. A material weakness is a deficiency, or a combination** of **deficiencies, in internal control over financial reporting,** ~~potential target businesses we may acquire because some targets may be unable to provide~~ such **that there is a reasonable possibility that a material misstatement of the company' s** financial statements ~~in time~~ **will not be prevented** ~~for -~~ **or** ~~us~~ **detected on a timely basis. Specifically, Legacy Ocean' s material weakness was that its management does not have adequate staffing in its accounting department and has not yet designed and implemented the appropriate processes and internal controls** to ~~disclose~~ **support accurate and timely financial reporting. Legacy Ocean is working to remediate the material weakness and is taking steps to strengthen its internal control over financial reporting** such **as Legacy Ocean' s hiring of Gurinder Kalra as its Chief Financial Officer in the first quarter of 2021, and he is now serving as the Company' s Chief Financial Officer. Additionally, Legacy Ocean and the Company plan to further develop and implement formal policies, processes and documentation procedures relating to financial reporting, including the oversight of third- party service providers. The actions that Legacy Ocean and the Company are taking are subject to ongoing executive management review. If Legacy Ocean and the Company are unable to successfully remediate the material weakness, or if in the future, we identify further material weaknesses in our or Legacy Ocean' s internal controls over financial reporting, we may not detect errors on a timely basis, and our financial** statements **may be materially misstated. We or our independent registered public accounting firm may not be able to conclude on an ongoing basis that we or Legacy Ocean have effective internal control over financial reporting, which could harm our operating results, cause investors to lose confidence in our reported financial information and cause the trading price of our stock to fall. In addition, as a public company, we will be required to file accurate and timely quarterly and annual reports with the SEC under the Exchange Act. Any failure to report our financial results on an accurate and timely basis could result in sanctions, lawsuits, delisting of our shares from Nasdaq or other adverse consequences that would materially harm our business. In addition, we could become subject to investigations by Nasdaq, the SEC, and other regulatory authorities, and become subject to litigation from investors and stockholders, which could harm our reputation and our financial condition, or divert financial and management resources from our core business. Our independent registered public accounting firm has not performed an evaluation of our internal control over financial reporting** in accordance with ~~federal proxy rules and complete our initial business combination within~~ the **provision of** ~~prescribed time frame. Compliance obligations under~~ the Sarbanes- Oxley Act ~~may make it more difficult~~ **of 2002, as amended,** ~~for -~~ **or** ~~us to effectuate our initial business combination, require substantial financial and management resources, and increase the time and costs of completing an initial business combination. Section 404 of~~ the Sarbanes- Oxley Act **, because no such evaluation has been** ~~requires~~ **required . Had** ~~that we evaluate and -~~ **an independent registered public accounting firm performed an evaluation of our internal control over financial reporting in accordance with the provisions of the Sarbanes- Oxley Act, additional material weaknesses might have been identified. If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately** report ~~on~~ **our financial results** ~~our -~~ **or** ~~system~~ **prevent fraud. As a result, stockholders could lose confidence in our financial and other public reporting, which would harm our business and the trading price** of **our common stock. Effective** internal controls **over financial reporting are necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations. In addition, any testing by us conducted in connection with Section 404, or any subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock. We are required to disclose changes made in our internal controls and procedures on a quarterly basis and our management is required to assess the effectiveness of these controls annually. In addition, our independent registered public accounting firm will be required to attest to the effectiveness of our internal controls over financial reporting pursuant to Section 404, however they will not be required to do so for so long as we are an EGC. We could be an EGC for up to five years. An independent assessment of the effectiveness of our internal controls over financial reporting could detect problems that our management' s assessment might not. Undetected material weaknesses in our internal controls over financial reporting could lead to restatements of our financial statements and require us to incur the expense of remediation. Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud. We are subject to certain reporting requirements of the Exchange Act. Our disclosure controls and procedures are designed to reasonably assure that information required to be disclosed by us in reports we file or submit under the Exchange Act is accumulated and**

communicated to management, recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision- making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements or insufficient disclosures due to error or fraud may occur and not be detected. Risks Related to Marketing, Reimbursement, Healthcare Regulations and Ongoing Government Regulatory Compliance Coverage and reimbursement may be limited or unavailable in certain market segments for our product candidates, if approved, which could make it difficult for us to sell any product candidates profitably. Significant uncertainty exists as to the coverage and reimbursement status of any products for which we may obtain regulatory approval. In the United States, sales of any products for which we may receive regulatory marketing approval will depend, in part, on the availability of coverage and reimbursement from third- party payors. Third- party payors include government authorities such as Medicare, Medicaid, TRICARE, and the Veterans Administration, managed care providers, private health insurers, and other organizations. Patients who are provided medical treatment for their conditions generally rely on third- party payors to reimburse all or part of the costs associated with their treatment. Coverage and adequate reimbursement from governmental healthcare programs, such as Medicare and Medicaid, and commercial payors are critical to new product acceptance. Patients are unlikely to use our product candidates unless coverage is provided and reimbursement is adequate to cover a significant portion of the cost. We cannot be sure that coverage and reimbursement will be available for, or accurately estimate the potential revenue from, our product candidates or assure that coverage and reimbursement will be available for any product that we may develop. Government authorities and other third- party payors decide which drugs and treatments they will cover and the amount of reimbursement. Coverage and reimbursement by a third- party payor may depend upon a number of factors, including the third- party payor' s determination that use of a product is: ● a covered benefit under its health plan; ● safe, effective and medically necessary; ● appropriate for the specific patient; ● cost- effective; and ● neither experimental nor investigational. In the United States, no uniform policy of coverage and reimbursement for products exists among third- party payors. As a result, obtaining coverage and reimbursement approval of a product from a government or other third- party payor is a time- consuming and costly process that could require us to provide to each payor supporting scientific, clinical and cost- effectiveness data for the use of our products on a payor- by- payor basis, with no assurance that coverage and adequate reimbursement will be obtained. Even if we obtain coverage for a given product, the resulting reimbursement payment rates might not be adequate for us to achieve or sustain profitability or may require co- payments that patients find unacceptably high. Additionally, third- party payors may not cover, or provide adequate reimbursement for, long- term follow- up evaluations required following the use of product candidates, once approved. It is difficult to predict what third- party payors will decide with respect to the coverage and reimbursement for our product candidates, if approved. Changes to currently applicable laws and state and federal healthcare reform measures that may be adopted in the future may result in additional reductions in Medicare and other healthcare funding and otherwise affect the prices we may obtain for any product candidates for which we may obtain regulatory approval or the frequency with which any such product candidate is prescribed or used. Our relationships with healthcare providers and physicians and third- party payors will be subject to applicable anti- kickback, fraud and abuse and other healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm and diminished profits and future earnings. Healthcare providers, physicians and third- party payors in the United States and elsewhere play a primary role in the recommendation and prescription of biopharmaceutical products. Arrangements with third- party payors, health care providers and customers can expose biopharmaceutical manufacturers to broadly applicable fraud and abuse and other healthcare laws and regulations, including, without limitation, the federal Anti- Kickback Statute, or AKS, and the federal False Claims Act, or FCA, which may constrain the business or financial arrangements and relationships through which such companies sell, market and distribute biopharmaceutical products. In particular, the research of our product candidates, as well as the promotion, sales and marketing of healthcare items and services, as well as certain business arrangements in the healthcare industry, are subject to extensive laws designed to prevent fraud, kickbacks, self- dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, structuring and commission (s), certain customer incentive programs and other business arrangements generally. Activities subject to these laws also involve the improper use of information obtained in the course of patient recruitment for clinical trials. The applicable federal, state and foreign healthcare laws and regulations laws that may affect our ability to operate include, but are not limited to: ● the federal Anti- Kickback Statute, which prohibits, among other things, knowingly and willfully soliciting, receiving, offering or paying any remuneration (including any kickback, bribe, or rebate), directly or indirectly, overtly or covertly, in cash or in kind, to induce or reward, or in return for, either the referral of an individual, or the purchase, lease, order or recommendation of any good, facility, item or service for which payment may be made, in whole or in part, under a federal healthcare program, such as the Medicare and Medicaid programs. A person or entity can be found guilty of violating the statute without actual knowledge of the statute or specific intent to violate it. In addition, a claim submitted for payment to any federal health care program that includes items or services that were made as a result of a violation of the federal Anti- Kickback Statute constitutes a false or fraudulent claim for purposes of the FCA. The Anti- Kickback Statute has been interpreted to apply to arrangements between biopharmaceutical manufacturers on the one hand and prescribers,

purchasers, and formulary managers, among others, on the other. There are a number of statutory exceptions and regulatory safe harbors protecting some common activities from prosecution; ● the federal civil and criminal false claims laws, including the FCA, and civil monetary penalty laws which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, false, fictitious or fraudulent claims for payment to, or approval by Medicare, Medicaid, or other federal healthcare programs; knowingly making, using or causing to be made or used a false record or statement material to a false or fraudulent claim or an obligation to pay or transmit money or property to the federal government; or knowingly concealing or knowingly and improperly avoiding or decreasing or concealing an obligation to pay money to the federal government. A claim that includes items or services resulting from a violation of the federal Anti- Kickback Statute constitutes a false or fraudulent claim under the FCA. Manufacturers can be held liable under the FCA even when they do not submit claims directly to government payors if they are deemed to " cause " the submission of false or fraudulent claims. The FCA also permits a private individual acting as a " whistleblower " to bring qui tam actions on behalf of the federal government alleging violations of the FCA and to share in any monetary recovery; ● the federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, which created additional federal criminal statutes that prohibit knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program or obtain, by means of false or fraudulent pretenses, representations, or promises, any of the money or property owned by, or under the custody or control of, any healthcare benefit program, regardless of the payor (e. g., public or private) and knowingly and willfully falsifying, concealing or covering up by any trick or device a material fact or making any materially false statements in connection with the delivery of, or payment for, healthcare benefits, items or services relating to healthcare matters. Similar to the federal AKS, a person or entity can be found guilty of violating HIPAA without actual knowledge of the statute or specific intent to violate it; ● HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, or HITECH, and their respective implementing regulations, which impose, among other things, requirements relating to the privacy, security and transmission of individually identifiable health information on certain covered healthcare providers, health plans, and healthcare clearinghouses, known as covered entities, as well as their respective " business associates, " those independent contractors or agents of covered entities that perform services for covered entities that involve the creation, use, receipt, maintenance or disclosure of individually identifiable health information. HITECH also created new tiers of civil monetary penalties, amended HIPAA to make civil and criminal penalties directly applicable to business associates, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorneys' fees and costs associated with pursuing federal civil actions; ● the federal Physician Payments Sunshine Act, created under the ACA, and its implementing regulations, which require some manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the Children' s Health Insurance Program (with certain exceptions) to report annually to CMS information related to payments or other transfers of value made to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors) and teaching hospitals, as well as ownership and investment interests held by physicians and their immediate family members. Effective January 1, 2022, these reporting obligations will extend to include transfers of value made in the previous year to certain non- physician providers such as physician assistants and nurse practitioners; ● federal consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers; and ● analogous state and foreign laws and regulations, such as state anti- kickback and false claims laws, which may apply to sales or marketing arrangements and claims involving healthcare items or services reimbursed by third- party payors, including private insurers, and may be broader in scope than their federal equivalents; state and foreign laws that require biopharmaceutical companies to comply with the biopharmaceutical industry' s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government or otherwise restrict payments that may be made to healthcare providers and other potential referral sources; state and foreign laws that require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers, marketing expenditures or drug pricing; state and local laws that require the registration of biopharmaceutical sales representatives; and state and foreign laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts. The distribution of biopharmaceutical products is subject to additional requirements and regulations, including extensive record- keeping, licensing, storage and security requirements intended to prevent the unauthorized sale of biopharmaceutical products. The scope and enforcement of each of these laws is uncertain and subject to rapid change in the current environment of healthcare reform, especially in light of the lack of applicable precedent and regulations. Ensuring business arrangements comply with applicable healthcare laws, as well as responding to possible investigations by government authorities, can be time- and resource- consuming and can divert a company' s attention from the business. It is possible that governmental and enforcement authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law interpreting applicable fraud and abuse or other healthcare laws and regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, reputational harm, possible exclusion from participation in federal and state funded healthcare programs, contractual damages and the curtailment or restricting of our operations, as well as additional reporting obligations and oversight if we become subject to a corporate integrity agreement or other agreement to resolve allegations of non- compliance with these laws. Further, if any of the physicians or other healthcare providers or entities with whom we expect to do business are found to not be in compliance with

applicable laws, they may be subject to significant criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs. Any action for violation of these laws, even if successfully defended, could cause a biopharmaceutical manufacturer to incur significant legal expenses and divert management' s attention from the operation of the business. Prohibitions or restrictions on sales or withdrawal of future marketed products could materially affect business in an adverse way. Even if we receive regulatory approval of any product candidates, we will be subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expense and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our product candidates. If any of our product candidates are approved, they will be subject to ongoing regulatory requirements for manufacturing, labeling, packaging, storage, advertising, promotion, sampling, record- keeping, conduct of post- marketing studies and submission of safety, efficacy and other post- market information, including both federal and state requirements in the United States and requirements of comparable foreign regulatory authorities. In addition, we will be subject to continued compliance with cGMP and GCP requirements for any clinical trials that we conduct post- approval. Manufacturers and their facilities are required to comply with extensive FDA and comparable foreign regulatory authority requirements, including ensuring that quality control and manufacturing procedures conform to cGMP regulations. As such, we and our contract manufacturers will be subject to continual review and inspections to assess compliance with cGMP and adherence to commitments made in any marketing application, and previous responses to inspection observations. Accordingly, we and others with whom we work must continue to expend time, money, and effort in all areas of regulatory compliance, including manufacturing, production and quality control. Any regulatory approvals that we receive for our product candidates may be subject to limitations on the approved indicated uses for which the product may be marketed or to the conditions of approval, or contain requirements for potentially costly post- marketing testing, including Phase 4 clinical trials and surveillance to monitor the safety and efficacy of the product candidate. The FDA may also require a risk evaluation and mitigation strategy, or REMS, as a condition of approval of our product candidates, which could entail requirements for long- term patient follow- up, a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. The FDA may impose consent decrees or withdraw approval if compliance with regulatory requirements and standards is not maintained or if problems occur after the product reaches the market. Later discovery of previously unknown problems with our product candidates, including adverse events of unanticipated severity or frequency, or with our third- party manufacturers or manufacturing processes, or failure to comply with regulatory requirements, may result in, among other things: ● restrictions on the marketing or manufacturing of our products, withdrawal of the product from the market or voluntary or mandatory product recalls; ● manufacturing delays and supply disruptions where regulatory inspections identify observations of noncompliance requiring remediation; ● revisions to the labeling, including limitation on approved uses or the addition of additional warnings, contraindications or other safety information, including boxed warnings; ● imposition of a REMS, which may include distribution or use restrictions; ● requirements to conduct additional post- market clinical trials to assess the safety of the product; ● fines, warning letters or holds on clinical trials; ● refusal by the FDA to approve pending applications or supplements to approved applications filed by us or suspension or revocation of license approvals; ● product seizure or detention or refusal to permit the import or export of our product candidates; and ● injunctions or the imposition of civil or criminal penalties. The FDA' s and other regulatory authorities' policies may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and we may not achieve or sustain profitability. The FDA and other regulatory agencies actively enforce the laws and regulations prohibiting the promotion of off- label uses. The FDA and other regulatory agencies strictly regulate the post- approval marketing, labeling, advertising, and promotion of products that are placed on the market. The FDA and other regulatory agencies impose stringent restrictions on sponsors' communications regarding off- label use. Products may be promoted only for the approved indications and in accordance with the provisions of the approved label. However companies may share truthful and not misleading information that is not inconsistent with the labeling. The FDA and other agencies actively enforce the laws and regulations prohibiting the promotion of off- label uses and a company that is found to have improperly promoted off- label uses may be subject to significant liability. The federal government has levied large civil and criminal fines against companies for alleged improper promotion of off- label use and has enjoined several companies from engaging in off- label promotion. Violation of the Federal Food, Drug, and Cosmetic Act, or the FDCA, and other statutes, including the False Claims Act, and equivalent legislation in other countries relating to the promotion and advertising of prescription products may also lead to investigations or allegations of violations of federal and state and other countries' health care fraud and abuse laws and state consumer protection laws. Even if it is later determined we were not in violation of these laws, we may be faced with negative publicity, incur significant expenses defending our actions and have to divert significant management resources from other matters. If we cannot successfully manage the promotion of our product candidates, if approved, we could become subject to significant liability, which would materially adversely affect our business and financial condition. Ongoing healthcare legislative and regulatory reform measures may have a material adverse effect on our business and results of operations. Changes in regulations, statutes or the interpretation of existing regulations could impact our business in the future by requiring, for example: (i) changes to our manufacturing and distribution arrangements; (ii) additions or modifications

to product labeling; (iii) the recall or discontinuation of our products; or (iv) additional record- keeping requirements. If any such changes were to be imposed, they could adversely affect the operation of our business. In the United States, there have been and continue to be a number of legislative initiatives to contain healthcare costs. For example, in March 2010, the Patient Protection and Affordable Care Act, or ACA, was passed, which substantially changed the way health care is financed by both governmental and private insurers, and significantly impacted the U. S. biopharmaceutical industry. The ACA, among other things, addressed a new methodology by which rebates owed by manufacturers under the Medicaid Drug Rebate Program are calculated for drugs that are inhaled, infused, instilled, implanted or injected, increased the minimum Medicaid rebates owed by manufacturers under the Medicaid Drug Rebate Program and extended the rebate program to individuals enrolled in Medicaid managed care organizations, established annual fees and taxes on manufacturers of certain branded prescription drugs, and created a new Medicare Part D coverage gap discount program, in which manufacturers must agree to offer 70 % (increased pursuant to the Bipartisan Budget Act of 2018, or BBA, effective as of 2019) point- of- sale discounts off negotiated prices of applicable brand drugs to eligible beneficiaries during their coverage gap period, as a condition for the manufacturer' s outpatient drugs to be covered under Medicare Part D. Since its enactment, there have been numerous judicial, administrative, executive, and legislative challenges to certain aspects of the ACA, and we expect there will be additional challenges and amendments to the ACA in the future. Various portions of the ACA are currently undergoing legal and constitutional challenges in the United States Supreme Court. It is unclear how such litigation and other efforts to repeal and replace the ACA will impact the ACA and our business. In addition, the former Trump administration issued various Executive Orders which eliminated cost sharing subsidies and various provisions that would impose a fiscal burden on states or a cost, fee, tax, penalty or regulatory burden on individuals, healthcare providers, health insurers, or manufacturers of pharmaceuticals or medical devices. Additionally, Congress has introduced several pieces of legislation aimed at significantly revising or repealing the ACA. It is unclear whether the ACA will be overturned, repealed, replaced, or further amended. We cannot predict what affect further changes to the ACA would have on our business. Other legislative changes have been proposed and adopted in the United States since the ACA was enacted. The Budget Control Act of 2011, among other things, created measures for spending reductions by Congress. A Joint Select Committee on Deficit Reduction, tasked with recommending a targeted deficit reduction of at least $ 1. 2 trillion for the years 2013 through 2021, was unable to reach the required goals, thereby triggering the legislation' s automatic reduction to several government programs, including aggregate reductions of Medicare payments to providers of 2 % per fiscal year. These reductions went into effect on April 1, 2013 and, due to subsequent legislative amendments to the statute, including the BBA, will remain in effect through 2030, unless additional congressional action is taken. However, these Medicare sequester reductions have been suspended multiple times. Most recently, the Protecting Medicare and American Farmers from Sequester Cuts Act impacts payments for all Medicare Fee for Services claims as follows: no payment adjustment through March 31, 2022; 1 % payment adjustment April 1- June 30, 2022; and 2 % payment adjustment beginning July 1, 2022. The sequester may be delayed by future legislation. The BBA also amended the ACA, effective January 1, 2019, by increasing the point- of- sale discount that is owed by pharmaceutical manufacturers who participate in Medicare Part D and closing the coverage gap in most Medicare drug plans, commonly referred to as the " donut hole. " On January 2, 2013, the American Taxpayer Relief Act of 2012 was signed into law, which, among other things, further reduced Medicare payments to several types of providers, including hospitals, imaging centers and cancer treatment centers, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. Moreover, increasing efforts by governmental and third- party payors in the United States and abroad to cap or reduce healthcare costs may cause such organizations to limit both coverage and the level of reimbursement for newly approved products and, as a result, they may not cover or provide adequate payment for our product candidates. There has been increasing legislative and enforcement interest in the United States with respect to specialty drug pricing practices. Specifically, there have been several recent U. S. Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to drug pricing, reduce the cost of prescription drugs under Medicare, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for drugs. At the federal level, the former Trump administration' s budget for fiscal year 2021 included a $ 135 billion allowance to support legislative proposals seeking to reduce drug prices, increase competition, lower out- of- pocket drug costs for patients, and increase patient access to lower- cost generic and biosimilar drugs. On March 10, 2020, the former Trump administration sent " principles " for drug pricing to Congress, calling for legislation that would, among other things, cap Medicare Part D beneficiary out- of- pocket pharmacy expenses, provide an option to cap Medicare Part D beneficiary monthly out- of- pocket expenses, and place limits on pharmaceutical price increases. The former Trump administration previously released a " Blueprint " to lower drug prices and reduce out of pocket costs of drugs that contained proposals to increase manufacturer competition, increase the negotiating power of certain federal healthcare programs, incentivize manufacturers to lower the list price of their products and reduce the out of pocket costs of drug products paid by consumers. On November 30, 2020, HHS issued regulations excluding from the definition of a " discount " eligible for Anti- Kickback Statute safe harbor protection certain reductions in price or other remuneration from a manufacturer of prescription pharmaceutical products to plan sponsors under Medicare Part D or pharmacy benefit managers under contract with them, modifying the existing discount safe harbor in particular contexts; and creating safe harbors for certain point- of- sale reductions in price on prescription pharmaceutical products and for certain PBM service fees. Following a lawsuit brought by the Pharmaceutical Care Management Association, the Biden Administration delayed the rule' s effective date to January 1, 2023. Subsequently, the Infrastructure Investment and Jobs Act, signed by President Biden on November 15, 2021, has

further delayed implementation to January 2026. On September 24, 2020, HHS and FDA issued a final rule under Section 804 of the Food, Drug, and Cosmetic Act allowing commercial importation of certain prescription drugs from Canada without the manufacturer' s authorization. The validity final rule has been challenged in federal court by the Pharmaceutical Research and Manufacturers of America, the Partnership for Safe Medicines and the Council for Affordable Health Coverage. On November 20, 2020, CMS announced a new payment model, the Most Favored Nation Model and issued a corresponding interim final rule, intended to lower prescription drug costs by paying no more for high- cost Medicare Part B drugs and biologicals than the lowest price that drug manufacturers receive in other similar countries. The interim rule was enjoined on December 29, 2020 and withdrawn by CMS on December 27, 2021. On November 20, 2020, CMS and the HHS Office of the Inspector General issued two final rules implementing changes to the Physician Self- Referral Law, or Stark Law, and the Anti- Kickback Statute. These new rules codify new value-based exceptions and safe harbors to the Stark Law and the Anti- Kickback Statute, as well as offer additional clarification in the form of updated definitions. We continue to analyze and monitor the potential impact of these new and amended exceptions and safe harbors. On December 23, 2020, the Health Resources and Services Administration issued a final rule requiring federally qualified health centers in the 340B Drug Pricing Program to pass drug discounts on to certain low- income patients as a condition of receiving federal grant funding. HHS has solicited feedback on some of these measures and has implemented others under its existing authority. For example, in May 2019, CMS issued a final rule that would allow Medicare Advantage Plans the option of using step therapy, a type of prior authorization, for Part B drugs beginning January 1, 2020. This final rule codified CMS' s policy change that was effective January 1, 2019. Although a number of these and other measures may require additional authorization to become effective, Congress has indicated that it will continue to seek new legislative measures to control drug costs. Any reduction in reimbursement from Medicare and other government programs may result in a similar reduction in payments from private payers. In addition, individual states in the United States have also increasingly passed legislation and implemented regulations designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. Further, on May 30, 2018, the Right to Try Act was signed into law. The law, among other things, provides a federal framework for certain patients to access certain investigational new drug products that have completed a Phase 1 clinical trial and that are undergoing investigation for FDA approval. Under certain circumstances, eligible patients can seek treatment without enrolling in clinical trials and without obtaining FDA permission under the FDA expanded access program. There is no obligation for a pharmaceutical manufacturer to make its drug products available to eligible patients as a result of the Right to Try Act. In November 2021, the Departments of Health and Human Services, Labor, the Treasury, and the Office of Personnel Management proposed rules under the Consolidated Appropriations Act of 2021 requiring health plans, health insurance issuers offering group or individual health insurance coverage, and health benefits plans offered to federal employees to submit key drug pricing data with a goal of increasing transparency of drug cost, with the ultimate goal of promoting competition and bringing down overall health care costs. On August 16, 2022 the Inflation Reduction Act of 2022 was passed, which among other things, allows for CMS to negotiate prices for certain single-source drugs and biologics reimbursed under Medicare Part B and Part D, beginning with **ten high- cost drugs paid for by Medicare Part D starting in 2026, followed by 15 Part D drugs in 2027, 15 Part B or Part D drugs in 2028, and 20 Part B or Part D drugs in 2029 and beyond. The legislation subjects drug manufacturers to civil monetary penalties and a potential excise tax for failing to comply with the legislation by offering a price that is not equal to or less than the negotiated " maximum fair price " under the law or for taking price increases that exceed inflation. The legislation also caps Medicare beneficiaries' annual out- of- pocket drug expenses at $ 2, 000. The effect of the Inflation Reduction Act of 2022 on our business and the healthcare industry in general is not yet known. At the state level, legislatures are increasingly passing legislation and implementing regulations designed to control biopharmaceutical and biologic product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. These laws, and future state and federal healthcare reform measures may be adopted in the future, any of which may result in additional reductions in Medicare and other healthcare funding and otherwise affect the prices we may obtain for any of our product candidates for which we may obtain regulatory approval or the frequency with which any such product candidate is prescribed or used. Additionally, we expect to experience pricing pressures in connection with the sale of any future approved product candidates due to the trend toward managed healthcare, the increasing influence of health maintenance organizations, cost containment initiatives and additional legislative changes. Inadequate funding for the FDA, the SEC and other government agencies could hinder their ability to hire and retain key leadership and other personnel, prevent new products and services from being developed or commercialized in a timely manner or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, which could negatively impact our business. The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, passage of federal FDA user fee legislation every five years, ability to hire and retain key personnel and accept the payment of user fees, public health emergencies, and statutory, regulatory, and policy changes. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of the SEC and other government agencies on which our operations may rely, including those that fund research and development activities, is subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA and other agencies may also slow the time necessary for new drugs to be reviewed and / or approved by necessary**

government agencies, which would adversely affect our business. For example, over the last several years, the U. S. government has shut down several times, and certain regulatory agencies, such as the FDA and the SEC, have had to furlough critical employees and stop critical activities. If a prolonged government shutdown occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Further, future government shutdowns could impact our ability to access the public markets and obtain necessary capital in order to properly capitalize and continue our operations. We are subject to certain U. S. and foreign anti- corruption, anti- money laundering, export control, sanctions, and other trade laws and regulations. We can face serious consequences for violations. Among other matters, U. S. and foreign anti- corruption, anti- money laundering, export control, sanctions, and other trade laws and regulations, which are collectively referred to as Trade Laws, prohibit companies and their employees, agents, clinical research organizations, legal counsel, accountants, consultants, contractors, and other partners from authorizing, promising, offering, providing, soliciting, or receiving directly or indirectly, corrupt or improper payments or anything else of value to or from recipients in the public or private sector. Violations of Trade Laws can result in substantial criminal fines and civil penalties, imprisonment, the loss of trade privileges, debarment, tax reassessments, breach of contract and fraud litigation, reputational harm, and other consequences. We have direct or indirect interactions with officials and employees of government agencies or government- affiliated hospitals, universities, and other organizations. We also expect our non- U. S. activities to increase in time. We plan to engage third parties for clinical trials and / or to obtain necessary permits, licenses, patent registrations, and other regulatory approvals and we can be held liable for the corrupt or other illegal activities of our personnel, agents, or partners, even if we do not explicitly authorize or have prior knowledge of such activities. If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business. Our research and development activities and our third- party manufacturers' and suppliers' activities involve the controlled storage, use, and disposal of hazardous materials, including the components of our product candidates and other hazardous compounds. We and our manufacturers and suppliers are subject to laws and regulations governing the use, manufacture, storage, handling, and disposal of these hazardous materials. In some cases, these hazardous materials and various wastes resulting from their use are stored at our and our manufacturers' facilities pending their use and disposal. We cannot eliminate the risk of contamination, which could cause an interruption of our commercialization efforts, research and development efforts, and business operations, and cause environmental damage resulting in costly clean- up and liabilities under applicable laws and regulations governing the use, storage, handling, and disposal of these materials and specified waste products. Although we believe that the safety procedures utilized by us and our third- party manufacturers for handling and disposing of these materials generally comply with the standards prescribed by these laws and regulations, we cannot guarantee that this is the case or eliminate the risk of accidental contamination or injury from these materials. In such an event, we may be held liable for any resulting damages and such liability could exceed our resources, and state or federal or other applicable authorities may curtail our use of specified materials and / or interrupt our business operations. Furthermore, environmental laws and regulations are complex, change frequently, and have tended to become more stringent. We cannot predict the impact of such changes and cannot be certain of our future compliance. We do not currently carry biological or hazardous waste insurance coverage. Compliance with governmental regulations regarding the treatment of animals used in research could increase our operating costs, which would adversely affect the commercialization of our products. The Animal Welfare Act, or AWA, is the federal law that covers the treatment of certain animals used in research. Currently, the AWA imposes a wide variety of specific regulations that govern the humane handling, care, treatment and transportation of certain animals by producers and users of research animals, most notably relating to personnel, facilities, sanitation, cage size, and feeding, watering and shipping conditions. Third parties with whom we contract are subject to registration, inspections and reporting requirements under the AWA. Furthermore, some states have their own regulations, including general anti- cruelty legislation, which establish certain standards in handling animals. Comparable rules, regulations, and or obligations exist in many foreign jurisdictions. If we or our contractors fail to comply with regulations concerning the treatment of animals used in research, we may be subject to fines and penalties and adverse publicity, and our operations could be adversely affected. Risks Related to Government Regulations Internationally Even if we obtain FDA approval of any of our product candidates, we may never obtain approval or commercialize such products outside of the United States, which would limit our ability to realize their full market potential. In order to market any products outside of the United States, we must establish and comply with numerous and varying regulatory requirements of other countries regarding safety and efficacy. Clinical trials conducted in one country may not be accepted by regulatory authorities in other countries, and regulatory approval in one country does not mean that regulatory approval will be obtained in any other country. Approval procedures vary among countries and can involve additional product testing and validation and additional administrative review periods. Seeking foreign regulatory approvals could result in significant delays, difficulties and costs for us and may require additional preclinical studies or clinical trials which would be costly and time consuming. Regulatory requirements can vary widely from country to country and could delay or prevent the introduction of our products in those countries. Satisfying these and other regulatory requirements is costly, time consuming, uncertain and subject to unanticipated delays. In addition, our failure to obtain regulatory approval in any country may delay or have negative effects on the process for regulatory approval in other countries. We do not have any product candidates approved for sale in any jurisdiction, including international markets, and we do not have experience in obtaining regulatory approval in international markets. If we fail to comply with regulatory requirements in international markets or to obtain and maintain required approvals, our ability to realize the full market potential of

our products will be harmed. EU drug marketing and reimbursement regulations may materially affect our ability to market and receive coverage for our products in the European member states. We intend to seek approval to market our product candidates in both the United States and in selected foreign jurisdictions. If we obtain approval in one or more foreign jurisdictions for our product candidates, we will be subject to rules and regulations in those jurisdictions. In some foreign countries, particularly those in the EU, the pricing of drugs is subject to governmental control and other market regulations which could put pressure on the pricing and usage of our product candidates. In these countries, pricing negotiations with governmental authorities can take considerable time after obtaining marketing approval of a product candidate. In addition, market acceptance and sales of our product candidates will depend significantly on the availability of adequate coverage and reimbursement from third- party payors for our product candidates and may be affected by existing and future health care reform measures. Much like the federal Anti- Kickback Statute prohibition in the United States, the provision of benefits or advantages to physicians to induce or encourage the prescription, recommendation, endorsement, purchase, supply, order or use of medicinal products is also prohibited in the EU. The provision of benefits or advantages to induce or reward improper performance generally is governed by the national anti- bribery laws of EU Member States, and in respect of the U. K. (which is longer a member of the EU), the U. K. Bribery Act 2010. Infringement of these laws could result in substantial fines and imprisonment. EU Directive 2001 / 83 / EC, which is the EU Directive governing medicinal products for human use, provides that, where medicinal products are being promoted to persons qualified to prescribe or supply them, no gifts, pecuniary advantages or benefits in kind may be supplier, offered or promised to such persons unless they are inexpensive and relevant to the practice of medicine or pharmacy. Breach of this provision is an offence under the Human Medicines Regulations 2012, which is the national implementing legislation of Directive 2001 / 83 / EC in the U. K. Payments made to physicians in certain EU Member States must be publicly disclosed. Moreover, agreements with physicians often must be the subject of prior notification and approval by the physician' s employer, his or her competent professional organization and / or the regulatory authorities of the individual EU Member States. These requirements are provided in the national laws, industry codes or professional codes of conduct, applicable in the EU Member States. Failure to comply with these requirements could result in reputational risk, public reprimands, administrative penalties, fines or imprisonment. In addition, in most foreign countries, including those in the European Economic Area, or EEA, the proposed pricing for a drug must be approved before it may be lawfully marketed. The requirements governing drug pricing and reimbursement vary widely from country to country. For example, the EU provides options for its member states to restrict the range of medicinal products for which their national health insurance systems provide reimbursement and to control the prices of medicinal products for human use. Reference pricing used by various EU member states and parallel distribution, or arbitrage between low- priced and high- priced member states, can further reduce prices. A member state may approve a specific price for the medicinal product or it may instead adopt a system of direct or indirect controls on the profitability of the company placing the medicinal product on the market. In some countries, we may be required to conduct a clinical trial or other studies that compare the cost- effectiveness of any of our product candidates to other available therapies in order to obtain or maintain reimbursement or pricing approval. There can be no assurance that any country that has price controls or reimbursement limitations for biopharmaceutical products will allow favorable reimbursement and pricing arrangements for any of our products. Historically, products launched in the EU do not follow price structures of the United States and generally prices tend to be significantly lower. Publication of discounts by third- party payors or authorities may lead to further pressure on the prices or reimbursement levels within the country of publication and other countries. If pricing is set at unsatisfactory levels or if reimbursement of our products is unavailable or limited in scope or amount, our revenues from sales and the potential profitability of any of our product candidates in those countries would be negatively affected. We may incur substantial costs in our efforts to comply with evolving global data protection laws and regulations, and any failure or perceived failure by us to comply with such laws and regulations may harm our business and operations. The global data protection landscape is rapidly evolving, and we may be or become subject to or affected by numerous federal, state and foreign laws and regulations, as well as regulatory guidance, governing the collection, use, disclosure, transfer, security and processing of personal data, such as information that we collect about participants and healthcare providers (including information relating to their representatives) in connection with clinical trials. Processing of personal data, including health related information, is increasingly subject to legislation and regulations in numerous jurisdictions around the world, including General Data Protection Regulation, (EU) 2016 / 679, or GDPR, and each of the California Consumer Privacy Act of 2018, or CCPA, and the Health Insurance Portability and Accountability Act, or HIPAA, in the United States, among many others. Our regulatory obligations in foreign jurisdictions could harm the use or cost of our solution in international locations as data protection and privacy laws and regulations around the world continue to evolve. Implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, which may create uncertainty in our business, affect our or our service providers' ability to operate in certain jurisdictions or to collect, store, transfer use and share personal data, result in liability or impose additional compliance or other costs on us. Any failure or perceived failure by us to comply with federal, state, or foreign laws or self- regulatory standards could result in negative publicity, diversion of management time and effort and proceedings against us by governmental entities or others. Recently, the CCPA, which went into effect on January 1, 2020 and provides new data privacy rights for consumers and new operational requirements for companies, which may increase our compliance costs and potential liability. The CCPA gives California residents expanded rights to access and delete their personal information, opt out of certain personal information sharing, and receive detailed information about how their personal information is used. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach

litigation. The CCPA (a) allows enforcement by the California Attorney General, with fines set at $ 2, 500 per violation (i. e., per person) or $ 7, 500 per intentional violation and (b) authorizes private lawsuits to recover statutory damages for certain data breaches. Additionally, on November 3, 2020, California voters approved the California Privacy Rights Act or CPRA ballot initiative. The CPRA, which will come into effect on January 1, 2023, will significantly modify the CCPA and expand the privacy rights of California residents. We cannot yet predict the impact of the CPRA on our business or operations, but it may require us to incur additional costs and expenses. While there is currently an exception for protected health information that is subject to HIPAA and clinical trial regulations, as currently written, the CCPA may impact certain of our business activities. The new California law may lead to similar laws in other U. S. states or at a national level, which could increase our potential liability and adversely affect our business. In addition to our operations in the United States, which may be subject to healthcare and other laws relating to the privacy and security of health information and other personal information, may seek to conduct clinical trials in EEA and may become subject to additional European data privacy laws, regulations and guidelines. The GDPR, became effective on May 25, 2018, and deals with the collection, use, storage, disclosure, transfer, or other processing of personal data, including personal health data, regarding individuals in the EEA. The GDPR has extra- territorial application and applies not only to organizations with a presence in the EU or the UK but also to businesses based outside the EU or the UK that carry out processing that is related to (i) an offer of goods or services to individuals in the EU or the UK, or (ii) the monitoring of their behavior so long as this takes place in the EU or the UK, even if the data is stored outside the EU or the UK. Running clinical trials involving participants in the EU or the UK and processing personal data in the context of that activity will trigger the application of the GDPR. The GDPR imposes a broad range of strict requirements on companies subject to the GDPR, including requirements relating to having legal bases for processing personal information relating to identifiable individuals and restrictions on cross- border data transfers unless a legal mechanism as set out in the GDPR can be relied on, such as transferring such information outside the EEA, including to the United States, (as detailed further below) providing details to those individuals regarding the processing of their personal health and other sensitive data, obtaining consent of the individuals to whom the personal data relates, keeping personal information secure, having data processing agreements with third parties who process personal information, responding to individuals' requests to exercise their rights in respect of their personal information, reporting security breaches involving personal data to the competent national data protection authority and affected individuals, appointing data protection officers, conducting data protection impact assessments, and record- keeping. The EU and UK may introduce further conditions, including limitations which could limit our ability to collect, use and share personal data (including health and medical information), or could cause our compliance costs to increase. In addition, the GDPR imposes strict rules on the transfer of personal data out of the EU / UK to third countries deemed to lack adequate privacy protections (including the United States), unless an appropriate safeguard specified by the GDPR is implemented, such as the Standard Contractual Clauses, or SCCs, approved by the European Commission, or a derogation applies. The Court of Justice of the European Union, or CJEU, recently deemed that the SCCs are valid. However, the CJEU ruled that transfers made pursuant to the SCCs and other alternative transfer mechanisms need to be analyzed on a case- by- case basis to ensure EU standards of data protection are met in the jurisdiction where the data importer is based, and there continue to be concerns about whether the SCCs and other mechanisms will face additional challenges. European regulators have issued recent guidance following the CJEU ruling that imposes significant new diligence requirements on transferring data outside the EEA, including under an approved transfer mechanism. This guidance requires an " essential equivalency " assessment of the laws of the destination country. If essentially equivalent protections are not available in the destination country, the exporting entity must then assess if supplemental measures can be put in place that, in combination with the chosen transfer mechanism, would address the deficiency in the laws and ensure that essentially equivalent protection can be given to the data. Complying with this guidance will be expensive and time consuming and may ultimately prevent us from transferring personal data outside the EEA, which would cause significant business disruption. Until the legal uncertainties regarding how to legally continue transfers pursuant to the SCCs and other mechanisms are settled, we will continue to face uncertainty as to whether our efforts to comply with our obligations under the GDPR will be sufficient. This and other future developments regarding the flow of data across borders could increase the complexity of transferring personal data across borders in some markets and may lead to governmental enforcement actions, litigation, fines and penalties or adverse publicity, which could have an adverse effect on our reputation and business. In addition, following the UK' s exit from the European Union, or Brexit, on January 31, 2020 and the transition period through December 31, 2020 during which the GDPR continued to apply in the UK, on January 1, 2021, the GDPR was brought into UK law as the ' UK GDPR.' On June 28, 2021, the EU Commission adopted two adequacy decisions for the UK, which enabled the free flow of data from the EU to the UK, where the level of data protection is essentially the same as that guaranteed under EU law. Nonetheless, there may be further developments about the regulation of particular issues such as UK- EU data transfers that may require us to take steps to ensure the lawfulness of our data transfers. The GDPR increases substantially the penalties to which we could be subject in the event of any non- compliance, including fines of up to 10, 000, 000 Euros or up to 2 % of our total worldwide annual turnover for certain comparatively minor offenses, or up to 20, 000, 000 Euros or up to 4 % of our total worldwide annual turnover, whichever is greater, for more serious offenses. The GDPR also confers a private right of action on data subjects and consumer associations to lodge complaints with supervisory authorities, seek judicial remedies, and obtain compensation for damages resulting from violations of the GDPR. The GDPR also introduces the right for non- profit organizations to bring claims on behalf of data subjects. Further, national laws of member states of the EU are in the process of being adapted to the requirements under the GDPR, thereby implementing national laws

which may partially deviate from the GDPR and impose different obligations from country to country, so that we do not expect to operate in a uniform legal landscape in the EEA. Also, as it relates to processing and transfer of genetic data, the GDPR specifically allows national laws to impose additional and more specific requirements or restrictions, and European laws have historically differed quite substantially in this field, leading to additional uncertainty. The United Kingdom' s decision to leave the EU, often referred to as Brexit, has created uncertainty with regard to data protection regulation in the United Kingdom. In particular, it is unclear how data transfers to and from the United Kingdom will be regulated now that the United Kingdom has left the EU. In the event we commence clinical trials in the EEA, the GDPR may increase our responsibility and liability in relation to personal data that we process where such processing is subject to the GDPR, and we may be required to put in place additional mechanisms and safeguards to ensure compliance with the GDPR, including as implemented by individual countries. Compliance with the GDPR will be a rigorous and time-intensive process that may increase our cost of doing business or require us to change our business practices, and despite those efforts, there is a risk that we may be subject to fines and penalties, litigation, and reputational harm in connection with our European activities, as well as materially and adversely affecting our operations and business performance. We expect that we will continue to face uncertainty as to whether our efforts to comply with any obligations under European privacy laws will be sufficient. If we are investigated by a European data protection authority, we may face fines and other penalties. Any such investigation or charges by European data protection authorities could have a negative effect on our existing business and on our ability to attract and retain new clients or biopharmaceutical partners. We may also experience hesitancy, reluctance, or refusal by European or multi- national clients or biopharmaceutical partners to continue to use our products and solutions due to the potential risk exposure as a result of the current (and, in particular, future) data protection obligations imposed on them by certain data protection authorities in interpretation of current law, including the GDPR. Such clients or biopharmaceutical partners may also view any alternative approaches to compliance as being too costly, too burdensome, too legally uncertain, or otherwise objectionable and therefore decide not to do business with us. Any of the forgoing could materially harm our business, prospects, financial condition and results of operations. Additional laws and regulations governing international operations could negatively impact or restrict our operations. If we expand our operations outside of the United States, we must dedicate additional resources to comply with numerous laws and regulations in each jurisdiction in which we plan to operate. The U. S. Foreign Corrupt Practices Act, or the FCPA, prohibits any U. S. individual or business entity from paying, offering, authorizing payment or offering of anything of value, directly or indirectly, to any foreign official, political party or candidate for the purpose of influencing any act or decision of the foreign entity in order to assist the individual or business in obtaining or retaining business. The FCPA also obligates companies whose securities are listed in the United States to comply with certain accounting provisions requiring the company to maintain books and records that accurately and fairly reflect all transactions of the corporation, including international subsidiaries, and to devise and maintain an adequate system of internal accounting controls for international operations. Compliance with the FCPA is expensive and difficult, particularly in countries in which corruption is a recognized problem. In addition, the FCPA presents particular challenges in the biopharmaceutical industry, because, in many countries, hospitals are operated by the government, and doctors and other hospital employees are considered foreign officials. Certain payments to hospitals and healthcare providers in connection with clinical trials and other work have been deemed to be improper payments to government officials and have led to FCPA enforcement actions. Various laws, regulations and executive orders also restrict the use and dissemination outside of the United States, or the sharing with certain non- U. S. nationals, of information products classified for national security purposes, as well as certain products, technology and technical data relating to those products. If we expand our presence outside of the United States, it will require us to dedicate additional resources to comply with these laws, and these laws may preclude us from developing, manufacturing, or selling certain products and product candidates outside of the United States, which could limit our growth potential and increase our development costs. The failure to comply with laws governing international business practices may result in substantial civil and criminal penalties and suspension or debarment from government contracting. The Securities and Exchange Commission, or SEC, also may suspend or bar issuers from trading securities on U. S. exchanges for violations of the FCPA' s accounting provisions. Risks Related to Our Securities There is a limited public market for our common stock and warrants, the stock price of our common stock and warrants may be volatile or may decline regardless of our operating performance and you may not be able to resell ~~our~~ your common stock or warrants at or above price you paid for them. There is a limited public market for our common stock and warrants. You may not be able to sell your shares or warrants quickly or at the market price if trading in our common stock or warrants is not active. An active or liquid market in common stock and warrants may not develop or, if it does develop, it may not be sustainable. As a result of these and other factors, you may be unable to resell your shares of our common stock or warrants at or above price you paid for them. Further, an inactive market may also impair our ability to raise capital by selling shares of our common stock and may impair our ability to enter into strategic collaborations or acquire companies or products by using our shares of common stock as consideration. The price of our common stock and warrants may be volatile, and you could lose all or part of your investment. The trading price of our common stock and warrants may be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control, including limited trading volume. In addition to the factors discussed in this " Risk Factors " section and elsewhere in this Annual Report on Form 10- K **, these factors include: ● the commencement, enrollment or results of any clinical trials of any of our programs; ● any delay in identifying and advancing a clinical candidate** for **our ~~the~~ other development programs; ● any delay ~~year ending December 31, 2022. Only~~** in **our regulatory filings of our product candidates and any adverse development or perceived adverse development with respect to the applicable regulatory authority' s review of such**

filings, including without limitation the FDA' s issuance of a " refusal to file " letter or a request for additional information; ● adverse results or delays in our clinical trials; ● our decision to initiate a clinical trial, not to initiate a clinical trial or to terminate an existing clinical trial; ● adverse regulatory decisions, including failure to receive regulatory approval of any product candidate; ● changes in laws or regulations applicable to any product candidate, including but not limited to clinical trial requirements for approvals; ● adverse developments concerning our manufacturers; ● our inability to obtain adequate product supply for any approved product or inability to do so at acceptable prices; ● our inability to establish collaborations, if needed; ● our failure to commercialize our product candidates, if approved; ● additions or departures of key scientific or management personnel; ● unanticipated serious safety concerns related to the use any of our product candidates; ● introduction of new products or services offered by us or our competitors; ● announcements of significant acquisitions, strategic partnerships, joint ventures or capital commitments by us or our competitors; ● our ability to effectively manage our growth; ● actual or anticipated variations in quarterly operating results; ● our cash position; ● our failure to meet the estimates and projections of the investment community or that we may otherwise provide to the public; ● publication of research reports about us or our industry, or product candidates in particular, or positive or negative recommendations or withdrawal of research coverage by securities analysts; ● changes in the market valuations of similar companies; ● changes in the structure of the healthcare payment systems; ● overall performance of the equity markets; ● sales of our common stock and public warrants by us or our stockholders in the future; ● trading volume of our common stock and public warrants; ● changes in accounting practices; ● ineffectiveness of our internal controls; ● disputes or ~~the~~ other developments relating to proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our technologies; ● significant lawsuits, including patent or stockholder litigation; ● general political and economic conditions, including any impact of the ongoing COVID- 19 pandemic; and ● other ~~event~~ events ~~we~~ or factors, many of which are beyond ~~deemed to be a large accelerated filer or~~ our control. In addition, the stock market in general, and the market for biopharmaceutical companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. Broad market and industry factors, as well as local or global socio- economic and political factors, including the conflict between Russia and Ukraine, may negatively affect the market price of our common stock, regardless of our actual operating performance. If the market price of our common stock and warrants does not exceed the price you paid for them, you may not realize any return on your investment in us and may lose some or all of your investment. In the past, securities class action litigation has often been instituted against companies following periods of volatility in the market price of a company' s securities. This type of litigation, if instituted, could result in substantial costs and a diversion of management' s attention and resources. We are " controlled company " within the meaning of Nasdaq rules and the rules of the SEC. As a result, we qualify for exemptions from certain corporate governance requirements that provide protection to shareholders of other companies. Poseidon Bio, LLC owns a majority of our outstanding common stock. As a result, we are a " controlled company " within the meaning of the corporate governance standards of Nasdaq. Under these rules, a company of which more than 50 % of the voting power is held by an individual ~~accelerated filer~~, group or another company is a " controlled company " and may elect not to comply with certain corporate governance requirements, including: ● the requirement that a majority of our board of directors consist of " independent directors " as defined under the rules of Nasdaq; ● the requirement that we have a compensation committee that is composed entirely of directors who meet the Nasdaq independence standards for compensation committee members; and ● the requirement that our director nominations be made, or recommended to our full board of directors, by our independent directors or by a nominations committee that consists entirely of independent directors. We currently rely on these exemptions. If we continue to utilize such exemptions available to controlled companies, we may not have a majority of independent directors, our nominations committee and compensation committee may not consist entirely of independent directors and such committees may not be subject to annual performance evaluations. Accordingly, under these circumstances, you will not have the same protections afforded to shareholders of companies that are subject to all of the corporate governance requirements of Nasdaq. We do not intend to pay dividends on our common stock so any returns will be limited to the value of our stock. We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. Furthermore, future debt or other financing arrangements may contain terms prohibiting or limiting the amount of dividends that may be declared or paid on our common stock. Any return to stockholders will therefore be limited to the appreciation of their stock. Our principal stockholders and management own a significant percentage of our Common and are able to exert significant control over matters subject to stockholder approval. Our executive officers, directors and their affiliates and our principal stockholders beneficially hold, in the aggregate, approximately 74 % of our outstanding voting stock. These stockholders, acting together, would be able to significantly influence all matters requiring stockholder approval. For example, these stockholders would be able to significantly influence elections of directors, amendments of our organizational documents, or approval of any merger, sale of assets, or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that you may feel are in your best interest as one of our stockholders. Our issuance of additional capital stock in connection with financings, acquisitions, investments, our stock incentive plans, employee stock purchase plan or otherwise will dilute all other stockholders. We expect to issue additional capital stock in the future that will result in dilution to all other stockholders. We expect to grant equity awards to employees, directors, and consultants under our stock incentive plans and employee stock purchase plan. We may also raise capital through equity financings in the future. As part of our business strategy, we may acquire or make investments in complementary companies, products, or technologies and issue equity securities

to pay for any such acquisition or investment. Any such issuances of additional capital stock, including as a result of the exercise of any warrants to purchase shares of common stock, may cause stockholders to experience significant dilution of their ownership interests and the per share value of our common stock to decline. We will incur increased costs as a result of operating as a public company, and our management will devote substantial time to compliance with its public company responsibilities and corporate governance practices. As a public company, we will incur significant legal, accounting and other expenses that Legacy Ocean did not incur as a private company, and these expenses may increase even more after we are no longer ~~qualify as~~ an emerging growth company, ~~will we be~~ **as defined in Section 2 (a) of the Securities Act. We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, which** ~~required~~ **require** ~~to comply~~ **, among other things, that we file** with the ~~independent registered public accounting firm attestation requirement on~~ **SEC annual, quarterly and current reports with respect to** our **business and** ~~internal control over~~ financial ~~reporting~~ **condition** . ~~Further~~ **In addition** , ~~for as long as we remain an emerging growth company, we will not be required to comply with the independent registered public accounting firm attestation requirement on our internal control over financial reporting. The fact that we are a blank check company makes compliance with the requirements of~~ the Sarbanes-Oxley Act **,** ~~particularly burdensome on us~~ as ~~compared to~~ **well as rules subsequently adopted by** ~~other~~ -- **the SEC and Nasdaq** ~~public companies because a target company with which we seek~~ to **implement** ~~complete our initial business combination may not be in compliance with the~~ provisions of the Sarbanes- Oxley Act ~~regarding adequacy~~ **, impose significant requirements on public companies, including requiring establishment and maintenance** of ~~its internal~~ **effective disclosure and financial reporting** controls **and changes in corporate governance practices** . **Further, in July 2010, the Dodd- Frank Wall Street Reform and Consumer Protection Act, or the Dodd- Frank Act, was enacted.** ~~The~~ **There** ~~development of~~ **are significant corporate governance and executive compensation related provisions in the Dodd- Frank Act that require the SEC to adopt additional rules and regulations in** ~~the~~ **these areas** ~~internal control of any~~ such ~~entity~~ **as " say on pay " and proxy access. EGCs are permitted** to ~~achieve~~ **implement many of these requirements over a longer period. Stockholder activism, the current political environment and the current high level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, which may lead to additional** compliance ~~with~~ **costs and impact** the ~~Sarbanes- Oxley Act may~~ **manner in which we operate our business in ways we cannot currently anticipate. We expect the rules and regulations applicable to public companies to substantially** increase ~~the time~~ **our legal** and **financial compliance** costs ~~necessary to complete any such business combination. If we effect our initial business combination with a company with operations or opportunities outside of the United States, we would be subject to a variety of additional risks that may negatively impact our operations. If we effect our initial business combination with a company with operations or opportunities outside of the United States, we would be subject to any special considerations or risks associated with companies operating in an~~ **and** ~~international setting, including any of the following: ● higher costs and difficulties inherent in managing cross- border business operations and complying with different commercial and legal requirements of overseas markets; ● rules and regulations regarding currency redemption; ● complex corporate withholding taxes on individuals; ● laws governing the manner in which future business combinations may be effected; ● tariffs and trade barriers; ● regulations related~~ to **make some activities more** ~~customs and import / export matters; ● longer payment cycles and challenges in collecting accounts receivable; ● tax issues, including but not limited to tax law changes and variations in tax laws as compared to the United States; ● currency fluctuations and exchange controls; ● rates of inflation; ● cultural and language differences; ● employment regulations; ● crime, strikes, riots, civil disturbances, terrorist attacks, natural disasters and wars; ● deterioration of political relations with the United States; and ● government appropriations of assets. We may not be able to adequately address these additional risks. If we were unable to do so, our operations might suffer, which may adversely impact our results of operations and financial condition. If our management team following our initial business combination is unfamiliar with United States securities laws, they may have to expend time and resources becoming familiar with such laws, which could lead to various regulatory issues. Following our initial business combination, our founding team may resign from their positions as officers or directors of the company and the management of the business combination partner will may assume the roles of executive officers and directors of our company. Such officers and directors may not be familiar with United States securities laws. If our new management following our initial business combination is unfamiliar with United States securities laws, they may have to expend time and resources becoming familiar with such laws. This could be expensive and~~ time- consuming and **costly. If these requirements divert the attention of our management and personnel from other business concerns, they** could ~~lead to various regulatory issues which may adversely affect our operations. After our initial business combination, substantially all of our assets may be located in a foreign country and substantially all of our revenue may be derived from our operations in such country. Accordingly, our results of operations and prospects will be subject, to a significant extent, to the economic, political and social conditions and government policies, developments and conditions in the country in which we operate. As we may acquire a business located outside of the United States as part of our initial business combination, the economic, political and social conditions, as well as government policies, of the country in which our operations would be located following our initial business combination could affect our business. Economic growth could be uneven, both geographically and among various sectors of the economy and such growth may not be sustained in the future. If in the future such country' s economy experiences a downturn or grows at a slower rate than expected, there may be less demand for spending in certain industries. A decrease in demand for spending in certain industries could materially and adversely affect our ability to find an attractive target business with which to consummate our initial business combination and if we effect our initial business combination, the ability of that target business to become profitable. Exchange rate fluctuations and currency policies may cause our target business' s ability to succeed in the international markets to be diminished. In the event we acquire a non-U. S. business as part of our initial business combination, all revenues and income would likely be received in a foreign currency, and the dollar equivalent of our net assets and distributions, if any, could be adversely affected by reductions in the~~

value of the local currency. The value of the currencies in our target regions fluctuate and are affected by, among other things, changes in political and economic conditions. Any change in the relative value of such currency against our reporting currency may affect the attractiveness of any target business or, following consummation of our initial business combination, our financial condition and results of operations. Additionally, if a currency appreciates in value against the dollar prior to the consummation of our initial business combination, the cost of a target business as measured in dollars will increase, which may make it less likely that we are able to consummate such transaction. We may reincorporate in another jurisdiction in connection with our initial business combination, and the laws of such jurisdiction may govern some or all of our future material agreements and we may not be able to enforce our legal rights. In connection with our initial business combination, we may relocate the home jurisdiction of our business from the U. S. to another jurisdiction. If we determine to do this, the laws of such jurisdiction may govern some or all of our future material agreements. The system of laws and the enforcement of existing laws in such jurisdiction may not be as certain in implementation and interpretation as in the United States. The inability to enforce or obtain a remedy under any of our future agreements could result in a significant loss of business, business opportunities or capital. There may be tax consequences to our business combinations that may adversely affect us. While we expect to undertake any merger or acquisition so as to minimize taxes both to the acquired business and / or asset and us, such business combination might not meet the statutory requirements of a tax- free reorganization, or the parties might not obtain the intended tax- free treatment upon a transfer of shares or assets. A reorganization that does not qualify as tax- free could result in the imposition of substantial taxes on holders of our securities. Risks Relating to our Sponsor and Management Team Our ability to successfully effect our initial business combination and to be successful thereafter will be totally dependent upon the efforts of our key personnel, some of whom may join us following our initial business combination. The loss of key personnel could negatively impact the operations and profitability of our post- combination business. Our ability to successfully effect our initial business combination is dependent upon the efforts of our key personnel. The role of our key personnel in the target business, however, cannot presently be ascertained. Although some of our key personnel may remain with the target business in senior management or advisory positions following our initial business combination, it is likely that some or all of the management of the target business will remain in place. While we intend to closely scrutinize any individuals we employ after our initial business combination, we cannot assure you that our assessment of these individuals will prove to be correct. These individuals may be unfamiliar with the requirements of operating a company regulated by the SEC, which could cause us to have to expend time and resources helping them become familiar with such requirements. In addition, the officers and directors of an initial business combination candidate may resign upon completion of our initial business combination. The departure of an initial business combination target' s key personnel could negatively impact the operations and profitability of our post- combination business. The role of an initial business combination candidate' s key personnel upon the completion of our initial business combination cannot be ascertained at this time. Although we contemplate that certain members of an initial business combination candidate' s management team will remain associated with the initial business combination candidate following our initial business combination, it is possible that members of the management of an initial business combination candidate will not wish to remain in place. The loss of key personnel could negatively impact the operations and profitability of our post- combination business. We are dependent upon our executive officers and directors and their departure could adversely affect our ability to operate. Our operations are dependent upon a relatively small group of individuals and, in particular, our executive officers and directors. We believe that our success depends on the continued service of our executive officers and directors, at least until we have completed our initial business combination. We do not have an **adverse** employment agreement with, or key- man insurance on the life of, any of our directors or executive officers. The unexpected loss of the services of one or more of our directors or executive officers could have a detrimental effect on **our business. The increased costs will decrease our net income or increase our net loss, and may require** us . Our key personnel may negotiate employment **to reduce costs in other areas of** or **our** consulting agreements with a target business in connection with a particular business combination. These agreements may provide for **or increase** them **the prices** to receive compensation following our initial business combination and as a result, may cause them to have conflicts of interest in determining whether a particular business combination is the most advantageous. Our key personnel may be able to remain with the company after the completion of our initial business combination only if they are able to negotiate employment or **our products** consulting agreements in connection with the initial business combination. Such negotiations would take place simultaneously with the negotiation of the initial business combination and could provide for **or** such individuals to receive compensation in the form of cash payments and / or our securities for services they would render to us after the completion of the initial business combination. The personal and financial interests of such individuals may influence their motivation in identifying and selecting a target business. However, we believe the ability of such individuals to remain with us after the completion of our initial business combination will not be the determining factor in our decision as to whether or not we will proceed with any potential business combination. There is no certainty, however, that any of our key personnel will remain with us after the completion of our initial business combination . We cannot **predict** assure you that any of our **or estimate the amount** key personnel will remain in senior management or advisory positions with us **timing of additional costs we may incur to respond to these requirements** . The **impact** determination as to whether any of our key personnel will remain with us will be made at the **these requirements** time of the consummation of our initial business combination. Our officers and directors will allocate their time to other businesses thereby causing conflicts of interest in their determination as to how much time to devote to our affairs. This conflict of interest could have a negative impact on our ability to complete our initial business combination. Our officers and directors are not required to, and will not, commit their full time to our affairs, which may result in a conflict of interest in allocating their time between our operations and our search for an initial business combination and their other businesses. We do not intend to have any full- time employees prior to the completion of our initial business combination. Each of our officers is engaged in other business endeavors for which he may be entitled to substantial compensation and our officers are not obligated to contribute any specific number of hours per week to

~~our affairs. Certain of our independent directors~~ also serve as officers or board members for..... the business combination. The foregoing may make it more difficult ~~and expensive~~ for us to ~~consummate~~ **attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers. Our management team has limited experience managing a public company. Most of the members of our management team have limited to no experience managing a publicly traded company, interacting with public company investors and complying with the increasingly complex laws pertaining to public companies. Our management team has not worked together at prior companies that were publicly traded. Our management team may not successfully or efficiently manage their new roles and responsibilities. Our transition to being a public company has subjected us to significant regulatory oversight and reporting obligations under the federal securities laws and the continuous scrutiny of securities analysts and investors. These new obligations and constituents will require significant attention from our senior management and could divert their attention away from the day- to- day management of our business, which could have a material adverse effect on our business, financial condition and results of operations. The Company' s Third Amended and Restated Certificate of Incorporation requires, to the fullest extent permitted by law, that derivative actions brought in our name, as applicable, against their respective directors, officers, other employees or stockholders for breach of fiduciary duty and other similar actions may be brought only in the Court of Chancery in the State of Delaware, which may have the effect of discouraging lawsuits against our directors, officers, other employees or stockholders, as applicable. Pursuant to the Company' s Third Amended and Restated Certificate of Incorporation (" the " Amended Certificate "), unless we consent in writing to the selection of** an **alternative** ~~initial business combination. We may amend the terms of the warrants in a manner that may be adverse to holders of public warrants with the approval by the holders of at least a majority of the then outstanding public warrants. As a result, the exercise price of your warrants could be increased, the exercise period could be shortened and the number of shares of our Class A common stock purchasable upon exercise of a warrant could be decreased, all without your approval. Our warrants were issued in registered form~~ **forum** ~~under a warrant agreement between Continental Stock Transfer & Trust Company~~ , ~~LLC, as warrant agent, and us. The warrant agreement provides that the terms of the warrants may be amended without the consent of any holder to cure any ambiguity or correct any mistake, including to conform the provisions of the warrant agreement to the description of the terms of the warrants and the warrant agreement set forth in our prospectus associated with our IPO, or defective provision, but requires the approval by the holders of at least a majority of the then~~ - **the** ~~outstanding public warrants to make any change that adversely affects the interests of the registered holders of public warrants (which may include public warrants acquired by our~~ **Court** ~~sponsor or its affiliates in the IPO or thereafter in the open market). Accordingly, we may amend the terms~~ of **Chancery** ~~the public warrants in a manner adverse to a holder if holders of at least a majority of the then outstanding public warrants approve of such amendment. Although our ability to amend the terms of the public warrants with the consent of at least a majority of the then outstanding public warrants is unlimited, examples of such amendments could be amendments to, among other things, increase the exercise price of the warrants, convert the warrants into cash or stock, shorten the exercise period or decrease the number of shares of our Class A common stock purchasable upon exercise of a warrant. Our warrant agreement designates the courts~~ of the State of **Delaware will be** ~~New York or the United States District Court for the Southern District of New York as~~ the sole and exclusive forum for **any state law claims** ~~certain types of actions and proceedings that may be initiated by holders of our warrants, which could limit the ability of warrant holders to obtain a favorable judicial forum~~ for **:** ~~disputes with our company. Our warrant agreement provides that, subject to applicable law,~~ (i) any **derivative** action ~~,~~ **or** proceeding **brought on** ~~or~~ **our behalf; (ii) any action asserting a claim of breach of a fiduciary duty or other wrongdoing by any of our directors, officers, employees or agents to us or our stockholders; (iii) any action asserting a** claim against us arising **pursuant to** ~~out of or relating in~~ any ~~way to~~ **provision of** the **General Corporation Law** ~~warrant agreement, including under the Securities Act, will be brought and enforced in the courts~~ of the State of **Delaware,** ~~New York or~~ the ~~United States District~~ **Amended Certificate and the Company' s bylaws; (iv) any action to interpret, apply, enforce or determine the validity of the Amended Certificate and the Company' s bylaws; or (v) any action asserting a claim governed by the internal affairs doctrine, in each case subject to the** Court ~~for the Southern District~~ of **Chancery having personal** ~~New York, and (ii) that we irrevocably submit to such~~ jurisdiction **over** ~~, which jurisdiction shall be~~ the **indispensable parties named as defendants therein, or the Delaware forum provision. This** exclusive forum ~~for any such action, proceeding or claim. We will waive any objection to such exclusive jurisdiction and that such courts represent an inconvenient forum. Notwithstanding the foregoing, these provisions~~ - **provision** ~~of the warrant agreement~~ will not apply to ~~suits brought to enforce~~ any ~~liability~~ **causes of action arising under the Securities Act** or ~~duty created by~~ the Exchange Act or any other claim for which the federal ~~district~~ courts **have exclusive jurisdiction. Unless we consent in writing to the selection** of **an alternate forum,** the United States ~~of America are~~ **District Courts shall be** the sole and exclusive forum **for resolving any complaint asserting a cause of action arising under the Securities Act, or the federal forum provision, as our principal office is located in Providence, Rhode Island** . ~~Any~~ **In addition, the Amended Certificate that any** person or entity purchasing or otherwise acquiring any interest in ~~any~~ **shares** of our ~~warrants shall be~~ **common stock is** deemed to have notice of and **consented to the Delaware forum provision and the federal forum provision; provided, however, that stockholders cannot and will not be deemed** to have ~~consented to~~ **waived our compliance with** the **federal securities laws and the rules and regulations thereunder. The Delaware** forum ~~provisions~~ - **provision and** ~~in our warrant agreement. If any action,~~ the ~~subject matter of which~~ **federal forum provision may impose additional litigation costs on stockholders who assert the provision** is **not enforceable** ~~within the scope the forum provisions of the warrant agreement, is filed in a court other than a court of the State of New York or the United States District Court for the Southern District of New York (a " foreign action ") in the name of any holder of our warrants, such holder shall be deemed to have consented to: (x) the personal jurisdiction of the state~~ and ~~federal courts located~~ **may impose more general additional litigation costs** in **pursuing** ~~the State of New York in connection with any action brought in~~ any such ~~court to enforce~~ **claims, particularly if the stockholders do**

not reside in or near the State of Delaware. In addition, ~~the~~ **these** forum **selection clauses** ~~provisions (an " enforcement action "), and (y) having service of process made upon such warrant holder~~ in **the Amended Certificate may limit our stockholders** ~~any such enforcement action by service upon such warrant holder~~ ' ~~s counsel in the foreign action as agent for such warrant holder. This choice- of- forum provision may limit a warrant holder' s~~ ability to bring a claim in a judicial forum that ~~it~~ **they** ~~finds~~ **find** favorable for disputes with **us** ~~our~~ **or** ~~company~~ **our directors, officers or employees** , which may discourage such lawsuits ~~. Alternatively~~ **against us and our directors, officers and employees even though an action** , if ~~a~~ **successful, might benefit our stockholders. In addition, while the Delaware Supreme Court ruled in March 2020 that federal forum selection provisions purporting to require claims under the Securities Act be brought in federal** court were **" facially valid " under Delaware law, there is uncertainty as** to ~~find this~~ **whether other courts will enforce our federal forum** provision ~~of our warrant agreement inapplicable or~~ **. If the federal forum provision is found to be** unenforceable ~~with respect to one or more of the specified types of actions or proceedings~~ , we may incur additional costs associated with resolving such matters ~~in other jurisdictions, which could materially and adversely affect our business, financial condition and results of operations and result in a diversion of the time and resources of our management and board of directors~~ . **The federal** ~~We may redeem unexpired warrants prior to their exercise at a time that is disadvantageous to the holders thereof, thereby making the warrants worthless. We have the ability to redeem outstanding warrants at any time after they become exercisable and prior to their expiration, at a price of $ 0. 01 per warrant, provided that the reported last sale price of our Class A common stock equals or exceeds $ 18. 00 per share (as adjusted for~~ **forum provision may also impose additional litigation costs** ~~stock splits, stock dividends, rights issuances, reorganizations, recapitalizations and the like) for any 20 trading days within a 30 trading- day period commencing once the warrants become exercisable and ending~~ on **stockholders who assert** ~~the third trading day prior to the date on which we give proper notice of such redemption and provided certain other~~ -- **the provision** ~~conditions are met. If and when the warrants become redeemable by us, we may not exercise our redemption right if the issuance of shares of common stock upon exercise of the warrants~~ is not **enforceable** ~~exempt from registration or qualification under applicable state blue sky laws or we are unable to effect such registration or qualification. We will use our~~ - **or invalid** ~~best efforts to register or qualify such shares of common stock under the blue sky laws of the state of residence in those states in which the warrants were offered by us in the IPO~~ . ~~Redemption~~ **The Court** of **Chancery of** ~~the outstanding warrants could force holders (i) to exercise warrants and pay the exercise price therefor at a time when it may be disadvantageous for such holders to do so, (ii) to sell warrants at the then~~ - **the State of Delaware and** ~~- current market price when holders might otherwise wish to hold warrants or (iii) to accept~~ the **United States District Courts may also reach different judgments** ~~nominal redemption price which, at the time the outstanding warrants are called for~~ - **or results** ~~redemption, is likely to be substantially less~~ than **would** ~~the market value of such warrants. We have no obligation to net cash settle the warrants. In no event will we have any obligation to net cash settle the warrants. Accordingly, the warrants may expire worthless. Because each unit contains one- half of one warrant and only a whole warrant may be exercised, the units may be worth less than units of~~ other ~~blank check companies. Each unit contains one- half of one warrant. Pursuant to the warrant agreement, no fractional warrants will be issued upon separation of the units, and only whole units will trade. If, upon exercise of the warrants, a holder would be entitled to receive a fractional interest in a share, we will round down to the nearest whole number of the number of shares of Class A common stock to be issued to the holder. This is different from other offerings similar to ours~~ **courts** ~~whose units include one common share and one warrant to purchase one whole share. We have established the components of the units in this way in order to reduce the dilutive effect of the warrants upon completion of a business combination since the warrants will be exercisable in the aggregate for one half of the number of shares compared to units that each contain a whole warrant to purchase one share~~ , ~~thus making us, we believe, a more attractive merger partner for target businesses. Nevertheless, this unit structure may cause our units to be worth less than if it included a warrant to purchase one whole share. Our warrants and founder shares may have an adverse effect on the market price of our Class A common stock and make it more difficult to effectuate our initial business combination. In connection with the IPO we issued 10, 500, 000 public warrants and concurrently therewith our sponsor purchased 5, 411, 000 placement warrants. Our sponsor currently owns an aggregate of 2, 625, 000 founder shares. The founder shares are convertible into shares of Class A common stock on a one- for- one basis, subject to adjustment as set forth herein. In addition, if our sponsor makes any working capital loans, up to $ 1, 500, 000 of such loans may be converted into warrants, at a price of $ 1. 00 per warrant at the option of the lender, upon consummation of our initial business combination. The warrants would be identical to the placement warrants. To the extent we issue shares of Class A common stock to effectuate an initial business combination, the potential for the issuance of a substantial number of additional shares of Class A common stock upon exercise of these warrants and loan conversion rights could make us a less attractive business combination vehicle to a target business. Any such issuance will increase the number of issued and outstanding shares of our Class A common stock and reduce the value of the shares of Class A common stock issued to complete the initial business combination. Therefore, our warrants and founder shares may make it more difficult to effectuate an initial business combination or increase the cost of acquiring the target business. The private placement warrants are identical to the warrants sold in the IPO except that the private placement warrants, so long as they are held by our sponsor, or its permitted transferees, (i) may not (~~ including **courts** ~~the common stock shares issuable upon exercise of these warrants), subject to certain limited exceptions, be transferred, assigned or sold by the holders until 30 days after the completion of our initial business combination, and (ii) will be entitled to registration rights. The private placement warrants (including the common stock issuable upon exercise thereof) may not, subject to certain limited exceptions, be transferred, assigned or sold by the holder. A provision of our warrant agreement may make it more difficult for us to consummate an initial business combination. Unlike most blank check companies, if (i) we issue additional shares of Class A common stock or equity- linked securities for capital raising purposes in connection with the closing of our initial business combination at an issue price or effective issue price of less than $ 9. 20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the sponsor or its affiliates, without~~

~~taking into account any founder shares held by the sponsor or its affiliates, prior to such issuance) (the " Newly Issued Price "); (ii) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of our initial business combination on the date of the consummation of our initial business combination (net of redemptions); and (iii) the volume weighted average trading price of the common stock during the 20 trading day period starting on the trading day prior to the day on which the Company consummates the initial business combination (such price, the " Market Value ") is below $ 9. 20 per share; then the exercise price of the warrants will be adjusted to be equal to 115 % of the greater of the Market Value and the Newly Issued Price, and the $ 18. 00 per share redemption trigger price will be adjusted (to the nearest cent) to be equal to 180 % of the greater of the Market Value and the Newly Issued Price. This may make it more difficult for us to consummate an initial business combination with a target business. There is currently a limited market for our securities and an active market for our securities may not develop, which would adversely affect the liquidity and price of our securities. The price of our securities may vary significantly due to one or more potential business combinations and general market or economic conditions. An active trading market for our securities may never develop or, if developed, may not be sustained. Additionally, if our securities become delisted from Nasdaq for any reason, and are quoted on the OTC Markets, an inter- dealer automated quotation system for equity securities not listed on a national exchange, the liquidity and price of our securities may be more limited than if we were~~ **where** ~~listed on Nasdaq or another national exchange. You may be unable to sell your securities unless~~ a ~~market can be established and sustained. Provisions in our amended and restated certificate of incorporation and Delaware law may inhibit a takeover of us, which could limit the price investors might be willing to pay in the future for our Class A common stock and could entrench management. Our amended and restated certificate of incorporation contains provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. These provisions include a staggered board of directors and the ability of the board of directors to designate the terms of and issue new series of preferred shares, which may make the removal of management more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. We are also subject to anti- takeover provisions under Delaware law, which could delay or prevent a change of control. Together these provisions may make the removal of management more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. Our amended and restated certificate of incorporation requires, to the fullest extent permitted by law, that derivative actions brought in our name, actions against our directors, officers, other employees or stockholders for breach of fiduciary duty and certain other actions may be brought only in the Court of Chancery in the State of Delaware and, if brought outside of Delaware, the~~ stockholder **considering** ~~bringing the suit will, subject to certain exceptions, be deemed to have consented to service of process on such stockholder' s counsel, which may have the effect of discouraging lawsuits against our directors, officers, other employees or stockholders. Our amended and restated certificate of incorporation requires, to the fullest extent permitted by law, that derivative actions brought in our name, actions against our directors, officers, other employees or stockholders for breach of fiduciary duty and certain other actions may be brought only in the Court of Chancery in the State of Delaware and, if brought outside of Delaware, the stockholder bringing the suit will be deemed to have consented to service of process on such stockholder' s counsel except any action (A) as to which the Court of Chancery in the State of Delaware determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), (B) which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery or (C) for which the Court of Chancery does not have subject matter jurisdiction. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and consented to the forum provisions in our amended and restated certificate of incorporation. This choice of forum provision may limit or make more costly a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in~~ an action ~~, we~~ may ~~incur additional costs associated with resolving~~ **be located or would otherwise choose to bring the action, and** such **judgments may be more** ~~action in other jurisdictions, which could harm our~~ **or less favorable to us** ~~business, operating results and financial condition. Our amended and restated certificate of incorporation provides that~~ **than our stockholders** ~~the exclusive forum provision will be applicable to the fullest extent permitted by applicable law, subject to certain exceptions~~. Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. As a result, the exclusive forum provision will not apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. ~~In addition, our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act, or the rules and regulations promulgated thereunder. We note, however, that there is uncertainty as to whether a court would enforce this provision and that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder.~~ Section 22 of the Securities Act creates concurrent jurisdiction for **federal and** state ~~and federal~~ courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. ~~General Risk Factors We are~~ **Accordingly, both state and federal courts have jurisdiction to entertain such claims. As noted above, the Amended Certificate provides that the federal district courts of the United States will be the exclusive forum for the resolution of any complaint asserting** a ~~newly formed~~ **cause of action under the Securities Act. Due to the concurrent jurisdiction for federal and state courts created by Section 22 of the Securities Act over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder, there is uncertainty as**

to whether a court would enforce the exclusive forum provision. Investors also cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Anti- takeover provisions contained in the Amended Certificate and the Company' s bylaws, as well as provisions of Delaware law, could impair a takeover attempt. The Amended Certificate and the Company' s bylaws contain provisions that could delay or prevent a change of control of our company ~~with~~ or changes in our board of directors that our stockholders might consider favorable. Some of these provisions include: ● a board of directors divided into three classes serving staggered three- year terms, such that not all members of the board will be elected at one time; ● a prohibition on stockholder action through written consent, which requires that all stockholder actions be taken at a meeting of our stockholders; ● a requirement that special meetings of stockholders be called only by the board of directors acting pursuant to a resolution approved by the affirmative vote of a majority of the directors then in office; ● advance notice requirements for stockholder proposals and nominations for election to our board of directors; ● a requirement that no ~~operating history~~ member of our board of directors may be removed from office by our stockholders except for cause and , in addition to any other vote required by law, upon the approval of ~~no~~ not ~~revenues, and you have~~ less than two- thirds of all outstanding shares of our voting stock then entitled to vote in the election of directors; ● a requirement of approval of ~~no~~ not ~~basis~~ less than two- thirds of all outstanding shares of our voting stock to amend any bylaws by stockholder action or to amend specific provisions of the Amended Certificate; ● the authority of the board of directors to issue convertible preferred stock on terms determined by the board of directors without stockholder approval and which convertible preferred stock may include rights superior to the rights ~~evaluate our ability to achieve our business objective. We are a newly formed company with no operating results. Because we lack an operating history, you have no basis upon which to evaluate our ability to achieve our business objective~~ of ~~completing our initial~~ the holders of common stock; andThe Amended Certificate contains a prohibition on us engaging in a business combination with an interested stockholder for a period of three years following becoming an interested stockholder unless (i) approved by the Board prior to the person becoming an interested stockholder, (ii) the interested stockholder owning at least 85 % of the voting stock of the company at the time the transaction commenced or (iii) approved by the Board and at least 66 2 / 3 % of the outstanding stock of the company not ~~one~~ owned by the interested stockholder. An interested stockholder includes persons owning 15 % or more ~~target~~ of the company' s voting stock. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the General Corporation Law of the State of Delaware, which may prohibit certain ~~businesses --~~ business combinations with stockholders owning 15 % or more of our outstanding voting stock. These anti- takeover provisions and other provisions in the Amended Certificate and the Company' s bylaws could make it more difficult for stockholders or potential acquirers to obtain control of our board of directors or initiate actions that are opposed by the then- current board of directors and could also delay or impede a merger, tender offer or proxy contest involving our company. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing or cause us to take other corporate actions you desire. Any delay or prevention of a change of control transaction or changes in our board of directors could cause the market price of our common stock to decline. Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third- party claims against us and may reduce the amount of money available to us. The Amended Certificate and the Company' s bylaws provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. In addition, as permitted by Section 145 of the DGCL, the Amended Certificate, the Company' s bylaws and the indemnification agreements that we entered into with our directors and officers provide that: ● we will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at its request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person' s conduct was unlawful; ● we may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law; ● we are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification; ● we are not be obligated pursuant to the Amended Certificate and the Company' s bylaws to indemnify a person with respect to proceedings initiated by that person against us or our other indemnitees, except with respect to proceedings authorized by our board of directors or brought to enforce a right to indemnification; and ● the rights conferred in the Amended Certificate and the Company' s bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons . If ~~we~~ securities or industry analysts do not publish or cease publishing research or reports about us, our business or our market, or if they change their recommendations regarding our securities adversely, the price and trading volume of our securities could decline. The trading market for our common stock and warrants is influenced by the research and reports that industry or securities analysts may publish about us, our business, market or competitors. Securities and industry analysts do not currently, and may never, publish research on us. If no securities or industry analysts commence coverage of us, our share price and trading volume would likely be negatively impacted. If any of the analysts who may cover us change their recommendation regarding our common stock or warrants adversely or provide more favorable relative recommendations about our competitors, the price of shares of our common stock and warrants would likely decline. If any analyst who may cover us were to cease coverage of us or fail to ~~complete~~ regularly publish reports on it, our common stock and warrants could lose visibility in the financial markets, which in turn could cause the price ~~our~~ or ~~initial business combination~~ trading volume of our common stock and warrants to decline. Future issuances of debt

securities and equity securities may adversely affect us , **including the market price of our common stock and warrants and may be dilutive to existing stockholders. In the future,** we **may incur debt or issue equity- ranking senior to our common stock. Those securities** will ~~never generate~~ **generally have priority upon liquidation. Such securities also may be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally,** any ~~operating revenues. Changes~~ **convertible or exchangeable securities that we issue** in ~~laws~~ **the future may have rights, preferences and privileges more favorable than those of** ~~or~~ **our** ~~regulations,~~ **common stock. Because** ~~or~~ **our decision to issue debt or equity in the future will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing, nature or success of our future capital raising efforts. As** a ~~failure~~ **result, future capital raising efforts may reduce the market price of our common stock and warrants and be dilutive to existing stockholders. There can be no assurance that we will be able** to comply with **the continued listing standards** ~~would be required to be at least $ 75 million,we would need to have 1.1 million publicly available shares and $ 20 million~~ of **Nasdaq** ~~market value of unrestricted publicly held shares,and we would be required to have a minimum of 400 round lot holders (with at least 50 % of such round lot holders holding securities with a market value of at least $ 2,500) of our securities~~ . **Our failure** ~~We cannot assure you that we will be able~~ to meet ~~those~~ -- **the** ~~initial~~ **continued** listing requirements ~~at~~ **of Nasdaq could result in a delisting of our common stock and warrants.Following the Business Combination,our common stock and warrants (other** ~~that~~ **than** ~~time~~ **warrants issued to Second Street Capital,LLC (the " Second Street Warrants ")) were listed on Nasdaq under the symbols " OCEA " and " OCEAW," respectively** .If ~~Nasdaq delists our securities from trading on its exchange and~~ we are not able to ~~list our securities on another national securities exchange~~ **comply with the continued listing standard of Nasdaq** ,we ~~expect our securities could be quoted on an~~ **and** ~~over- the- counter market.If this were to occur~~ -- **our stockholders** ~~,we~~ could face significant material adverse consequences ~~,~~ including **,but not limited to** :● a limited availability of market quotations for our securities;● reduced liquidity for our securities;● a determination that our ~~securities are~~ **common stock is** a " penny stock **,** " which will require brokers trading in our ~~securities~~ **common stock** to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our ~~securities~~ **common stock** ;● a limited amount of ~~news and~~ analyst coverage;and ● a decreased ability to issue additional securities or obtain additional financing in the future.The National Securities Markets Improvement Act of 1996,which is a federal statute,prevents or preempts the states from regulating the sale of certain securities,which are referred to as " covered securities." **Since** ~~Because we expect that~~ our ~~units and eventually our Class A~~ common stock and warrants **are** ~~will be~~ listed on Nasdaq, **they** ~~our units,Class A common stock,and warrants~~ will be covered securities.Although the states are preempted from regulating the sale of our securities,the federal statute does allow the states to investigate companies if there is a suspicion of fraud,and,if there is a finding of fraudulent activity,then the states can regulate or bar the sale of covered securities in a particular case.While we are not aware of a state **,other than the state of Idaho,** having used these powers to prohibit or restrict the sale of securities issued by blank check companies ~~,other than the State of Idaho~~ ,certain state securities regulators view blank check companies unfavorably and might use these powers,or threaten to use these powers,to hinder the sale of securities of blank check companies in their states.Further,if ~~we~~ **our securities** were no longer listed on Nasdaq,our securities would not be covered securities and we would be subject to regulation in each state in which we ~~offer~~ **offers** our securities ~~,including in connection with our initial business combination~~ .If **,after listing,** we ~~seek stockholder approval~~ **fails to satisfy the continued listing requirements** of **Nasdaq such as the corporate governance requirements or the minimum closing bid price requirement,Nasdaq may take steps to delist its securities.Such a delisting would likely have a negative effect on the price of the securities and would impair** ~~our~~ **your** ~~initial business combination and we~~ **ability to sell or purchase the securities when you wish to** do **so.In the event of a delisting,We can provide no assurance that** any ~~laws and regulations~~ **action taken by it to restore compliance with listing requirements would allow its securities to become listed again , stabilize the market price or improve the liquidity of its securities, prevent its securities from dropping below the Nasdaq minimum bid price requirement or prevent future non-compliance with Nasdaq' s listing requirements. Additionally, if our securities are not listed on, or become delisted from, Nasdaq for any reason, and are quoted on any of the markets offered by OTC Markets Group Inc., the liquidity and price of these securities** may **be more limited than if they were quoted or listed on Nasdaq or another national securities exchange. Our securityholders may be unable to sell their securities unless a market can be established or sustained. An active market for our securities may not develop, which would** adversely affect **the liquidity and price our securities. The price of our securities may vary significantly due to factors specific to us as well as to general market** ~~our~~ **or** ~~business~~ **economic conditions. Furthermore** , ~~including our ability to negotiate and~~ **an** ~~complete~~ **active trading market for our securities may never develop** ~~our~~ **or** ~~initial business combination~~ **, if developed, it may not be sustained. Holders of our securities may be unable to sell their securities unless a market can be established** and **sustained. The market price of our securities may decline as a** ~~results~~ **result** ~~of operations~~ **market factors** . ~~We~~ **Fluctuations in the price of our securities could contribute to the loss of all or part of your investment. If an active market for our securities develops and continues, the trading price of our securities could be volatile and subject to wide fluctuations in response to various factors, some of which** are **beyond our control** ~~subject to laws and regulations enacted by national, regional and local governments~~ . **Any of** ~~In particular, we will be required to comply with certain SEC and other~~ -- **the factors listed below** ~~legal requirements. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application may also change from time to time and those changes~~ could have a material adverse effect on ~~our~~ **your** ~~business, investments~~ **investment in our securities** and ~~results of operations~~ **our securities may trade at prices significantly below the price you paid for our securities** . In ~~addition~~ **such circumstances** , **the trading price of** ~~a failure to comply with applicable laws or~~ **our** ~~regulations,~~ **securities may not recover and may experience a further decline. The market price of our securities may decline** as ~~interpreted and applied, could have~~ a ~~material adverse effect on our business,~~ **result for a number of other reasons** including ~~our ability to negotiate and complete~~

~~our initial business combination and results of operations. Cyber incidents or attacks directed at us could result in information theft, data corruption, operational disruption and / or financial loss. We depend on digital technologies, including information systems, infrastructure and cloud applications and services, including those of third parties with which we may deal. Sophisticated and deliberate attacks on, or security breaches in, our systems or infrastructure, or the systems or infrastructure of third parties or the cloud, could lead to corruption or misappropriation of our assets, proprietary information and sensitive or confidential data. As an early stage company without significant investments in data security protection, we may not be sufficiently protected against such occurrences. We may not have sufficient resources to adequately protect against, or to investigate and remediate any vulnerability to, cyber incidents. It is possible that any of these occurrences, or a combination of them, could have adverse consequences on our ability to consummate a business combination and lead to financial loss. We may face risks related to companies in the pharmaceutical sector. Business combinations with companies in the pharmaceutical sector (where we plan to search for our initial business combination target) entail special considerations and risks. If we are successful in completing a business combination with such a target business, we may be subject to, and possibly adversely affected by, the following risks~~ : ● **if the effect of the Business Combination on our business** ~~an~~ **and prospects is not consistent** ~~inability to compete effectively in a highly competitive environment~~ with ~~many incumbents having substantially greater resources~~ **the expectations of securities or industry analysts** ; ● ~~an inability to manage~~ **if we do not achieve the perceived benefits of the Business Combination as** ~~rapid~~ **rapidly** ~~change, and growth~~ **or to the extent anticipated by securities or industry analysts** ; ● ~~an inability~~ **actual or anticipated fluctuations in our quarterly financial results or the quarterly financial results of companies perceived** to **be similar to us** ~~build strong brand identity and customer satisfaction and loyalty~~ ; ● **changes in the market** ~~an inability to comply with existing or newly promulgated government regulations; ● an inability to deal with customers~~ ' **s expectations about** ~~privacy concerns; ● an inability to attract and retain customers; ● an inability to license or~~ **our results** ~~enforce intellectual property rights on which our business may depend; ● any significant disruption in our computer systems or those~~ of ~~third parties that we would utilize in our~~ operations; ● **success of competitors; ● changes in financial estimates** ~~an~~ **and recommendations by securities analysts concerning us or the biopharmaceutical industry in general; ● operating and share price performance of other companies that investors deem comparable to us; ● our** ~~inability --~~ **ability to market new and enhanced products and technologies on a timely basis; ● changes in laws and regulations affecting our business; ● our ability to meet compliance requirements; ● commencement of, or involvement in, litigation involving us; ● changes in our capital structure, such as future issuances of securities or the incurrence of additional debt; ● the volume of our securities available for public sale; or ● any major change in our board of directors or management. Certain existing stockholders purchased our securities at a price below the current trading price of such securities, and may experience a positive rate of return based on the current trading price. Certain of our securityholders acquired shares of our common stock or warrants at prices below the current trading price of our common stock, and may experience a positive rate of return based on the current trading price. Such securityholders may be incentivized to sell their securities at prices below the prevailing trading price of such securities because the prices at which they acquired their shares may be lower than prevailing market prices and / or the prices at which public investors purchased our securities in the open market, and therefore such shareholders may generate positive rates of return on their investment that would not be available to public shareholders that acquired their securities at higher prices. Future sales, or the perception of future sales,** by us ~~,~~ **or** ~~or~~ **our stockholders in the public market could cause the market price for our common stock to decline. The sale of shares of our common stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of shares of our common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at** a ~~refusal~~ **time and at a price that it deems appropriate. Following the Business Combination, we have a total of 33, 774, 467 shares of common stock outstanding (excluding any outstanding warrants). Shares held** by ~~regulatory authorities~~ **our public stockholders are freely tradable without registration under the Securities Act** , **and without restriction, following the Closing, by persons other than our " affiliates " (as defined under Rule 144 of the Securities Act, " Rule 144 "), including our directors, executive officers and other affiliates. In connection with the Business Combination, certain existing of our stockholders, who collectively own approximately 23, 299, 608 shares of our common stock following the Business Combination, have agreed, subject** to ~~provide approvals~~ **certain exceptions, not to dispose of or hedge any of their shares of our common stock or securities convertible into or exchangeable** for **shares of our common stock during the period from the date of the Closing and ending on the earlier of (x) six months from the Closing or (y) subsequent to the Closing, the date we consummate a liquidation, merger, share exchange, reorganization or** ~~the~~ **other similar transaction with an unaffiliated third party that results in all of our stockholders having the right to exchange their shares of our common stock for cash, securities or other property. The Sponsor and its members have agreed, subject to certain exceptions, not to transfer their 2, 625, 000 shares of common stock or securities convertible into or exchangeable for shares of common stock ending on the earlier of (i) one year from the Closing, (ii) if the reported last** sale **price** of ~~certain products; ● potential liability~~ **the common stock equals or exceeds $ 12. 00 per share (as adjusted** for ~~negligence~~ **stock splits** , ~~copyright~~ **stock dividends, right issuances, reorganizations and the like)** ~~or~~ **for** ~~trademark infringement~~ **any 20 trading days within any 30- trading day period commencing at least 150 days after the Closing, or (iii) the date on which the Company completes a liquidation, merger, capital stock exchange, reorganization** or other ~~claims based~~ **similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property. In addition, the shares of our common stock reserved for future issuance under the 2022 Stock Option and Incentive Plan (the " Incentive Plan ") and 2022 Employee Stock Purchase Plan (the " ESPP ") will become eligible for sale in the public market once those shares are issued, subject to any applicable vesting requirements, lockup agreements and other restrictions imposed by law. The Incentive Plan and ESPP will initially**

reserve up to 6, 540, 000 shares of our common stock for issuance as awards in accordance with the terms of the Incentive Plan and ESPP. We expect to file one or more registration statements on **Form S- 8 under the Securities Act to register shares of our common stock or securities convertible into or exchangeable for shares of our common stock issued pursuant to the Incentive Plan or the ESPP. Any such Form S- 8 registration statements will automatically become effective upon filing. Accordingly, shares registered under such registration statements will be available for sale in the open market. The initial registration statement on Form S- 8 is expected to cover shares of our common stock. In the future, we may also issue our securities in connection with investments or acquisitions. The amount of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of the** ~~the~~ **then** ~~nature and content~~ **- outstanding shares** of ~~products that we may distribute; ● increased efforts to reduce healthcare costs; ● litigation, including product liability and intellectual property infringement litigation; ● disruption or~~ **our** ~~failure~~ **common stock. Any issuance** of **additional securities in connection with investments** ~~our~~ - **or** ~~networks, systems~~ **acquisitions may result in additional dilution to** ~~or~~ **our** ~~technology~~ **stockholders. We qualify** as **an** ~~a result of computer viruses,~~ " **emerging growth company** ~~cyber- attacks,~~ " ~~misappropriation of data or other malfeasance,~~ as well as ~~outages, natural disasters, terrorist attacks, accidental releases of information or similar events; ● the creation of new and improved drugs or products; and ● reliance on third- party manufactures of products. Any of the foregoing could have an adverse impact on our business, financial condition and results of operations following a business combination. Past performance by our management team may not be indicative of future performance of an investment in us. Past performance by our management team is not a guarantee either (i) of success with respect to any business combination we may consummate or (ii) that we will be able to locate a suitable candidate for our initial business combination. You should not rely on the historical record of our management team' s performance as indicative of our future performance of an investment in the company or the returns the company will, or is likely to, generate going forward. None of our directors has experience with blank check companies or special purpose acquisition companies. Additionally, in the course of their respective careers, members of our management team have been involved in businesses and deals that were unsuccessful. We may be subject to an increased rate of tax on our income if we are treated as a personal holding company. Depending on the date and size of our initial business combination, it is possible that we could be treated as~~ a " ~~personal holding company " for U. S. federal income tax purposes. A U. S. corporation generally will be classified as a personal holding company for U. S. federal income tax purposes in a given taxable year if more than 50 % of its ownership (by value) is concentrated, within a certain period of time, in five or fewer individuals (without regard to their citizenship or residency and including as individuals for this purpose certain entities such as certain tax- exempt organizations, pension funds, and charitable trusts), and at least 60 % of its income is comprised of certain passive items. We are an emerging growth company and a~~ smaller reporting company **"** within the meaning of the ~~rules adopted by the~~ Securities **Act** ~~and Exchange Commission~~, and if we take advantage of certain exemptions from disclosure requirements available to emerging growth companies ~~and smaller reporting companies~~, this could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies. We ~~are~~ **qualify as** an " emerging growth company " within the meaning of the ~~rules adopted by~~ **Section 2 (a) (19) of** the Securities **Act** ~~and Exchange Commission~~, as modified by the JOBS Act **. As such** , ~~and~~ we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies **for as long as we continue to be an emerging growth company,** including, but not limited to, **(i)** not being required to comply with the auditor ~~internal controls~~ attestation requirements of Section 404 of the Sarbanes- Oxley Act, **(ii)** reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements ~~,~~ and **(iii)** exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. As a result, our stockholders may not have access to certain information they may deem important. We ~~could be~~ **will remain** an emerging growth company ~~for up to five~~ **until the earliest of (i) the last day of the fiscal** ~~years~~ - **year in which** ~~, although circumstances could cause us to lose that status earlier, including if~~ the market value of our ~~Class A~~ common stock **that is** held by non- affiliates exceeds $ 700 ~~million~~ **, 000, 000** as of **the end of** ~~any June 30th before~~ that ~~time~~ **year' s second fiscal quarter** , **(ii) the last day of the fiscal year** in which ~~case~~ we ~~would no longer be an emerging growth company~~ **have total annual gross revenue of $ 1, 070, 000, 000 or more during such fiscal year (** as ~~of~~ **indexed for inflation), (iii) the date on which we have issued more than $ 1, 000, 000, 000 in non- convertible debt in the prior** ~~the~~ **three - year period or (iv) the last day of the fiscal year** following ~~December 31st~~ **the fifth anniversary of the date of the first sale of our common stock, as defined by the JOBS Act** . ~~We cannot predict whether investors~~ **Investors** ~~will~~ **may** find our securities less attractive because we will rely on these exemptions. If some investors find our securities less attractive as a result of ~~our~~ **its** reliance on these exemptions, the trading prices of our securities may be lower than they otherwise would be, there may be a less active trading market for ~~our~~ **its** securities and the trading prices of ~~our~~ **its** securities may be more volatile. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non- emerging growth companies but any such an election to opt out is irrevocable. We **intend** ~~have elected not~~ to ~~opt out~~ **take advantage** of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Additionally, we ~~are~~ **qualify as** a " smaller reporting company " as defined in ~~Rule~~ **Item** 10 (f) (1) of Regulation

S- K **promulgated by the SEC** . Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company **for so long as** ~~until the last day of the fiscal year in which (1)~~ the market value of ~~our~~ **its** common stock held by non- affiliates ~~equals or exceeds~~ **is less than** $ 250 **. 0** million ~~as of~~ **measured on** the ~~end~~ **last business day** of ~~the prior June 30th~~ **its second fiscal quarter** , ~~or (2) our~~ - **or its** annual ~~revenues~~ - **revenue** ~~equaled or exceeded~~ **is less than** $ 100 **. 0** million during ~~such~~ **the most recently** completed fiscal year and the market value of ~~our~~ **its** common stock held by non- affiliates ~~exceeds~~ **is less than** $ 700 **. 0** million ~~as of~~ **measured on** the ~~prior June 30th~~ **last business day of our second fiscal quarter** . To the extent we take advantage of such reduced disclosure obligations, it may also make comparison of ~~our~~ **its** financial statements with other public companies difficult or impossible. **Following consummation of the Business Combination** ~~ITEM 1B. Unresolved Staff Comments. Not applicable. ITEM 2. Properties. Our executive offices are located at 515 Madison Avenue~~ , ~~Suite 8078~~ **we may be required to take write- downs or write- offs** , ~~New York~~ **or we may be subject to restructuring** , ~~NY 10022. We~~ **impairment or other charges that could** have ~~agreed to pay Aesther Healthcare Sponsor, LLC, our sponsor,~~ a **significant negative effect on** ~~total of $ 10, 000 per month for office space, utilities and secretarial and administrative support and the use of this office location is included in such $ 10, 000 monthly payment. From September 17, 2021 to December 31, 2021, $ 35, 000 has been paid. Upon completion of our initial business combination or~~ **our** ~~our liquidation~~ **financial condition** , **results of** ~~we will cease paying these monthly fees. We consider our current office space adequate for our current~~ operations **and** ~~. ITEM 3. Legal Proceedings. From time to time, we may become involved in legal proceedings relating to claims arising from the ordinary course of business. Our management believes that there~~ -- **the price of** ~~are currently no claims or~~ **our securities** ~~actions pending against us~~ , ~~the ultimate disposition of~~ which could ~~have a material adverse effect on~~ **cause you to lose some or all of** ~~our~~ **your** ~~results of operations, financial condition or cash flows. ITEM 4. Mine Safety Disclosures. PART II ITEM 5. Market for Registrant' s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities. Market Information Our units, public shares and public warrants are each traded on the Nasdaq Global Market under the symbols AEHAU, " " AEHA " and " AEHAW, " respectively. Our units commenced public trading on September 15, 2021, and our public shares and public warrants commenced separate public trading on November 5, 2021. Our Class B common stock is not listed on any exchange. On January 28, 2022, there was one (1) holder of record of our units, three (3) holders of record of our Class A common stock, one (1) holders of record of our Class B common stock and two (2) holders of record of our warrants. The number of holders of record does not include a substantially greater number of " street name' holders or beneficial holders whose units, Class A common stock and public warrants are held of record by banks, brokers and other financial institutions. Dividends We have not paid any cash dividends on our common stock to date and do not intend to pay cash dividends prior to the completion of our initial business combination. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and general financial condition subsequent to completion of our initial business combination. The payment of any cash dividends subsequent to our initial business combination will be within the discretion of our board of directors at such time. In addition, our board of directors is not currently contemplating and does not anticipate declaring any stock dividends in the foreseeable future. Further, if we incur any indebtedness in connection with our initial business combination, our ability to declare dividends may be limited by restrictive covenants we may agree to in connection therewith. Securities Authorized for Issuance Under Equity Compensation Plans None. Recent Sales of Unregistered Securities Purchases of Equity Securities by the Issuer and Affiliated Purchasers Use of Proceeds from the Initial Public Offering On September 17, 2021, we consummated our Initial Public Offering of 10, 000, 000 Units, at $ 10. 00 per Unit, generating gross proceeds of $ 100. 0 million, and incurring offering costs of approximately $ 6. 7 million, inclusive of approximately $ 1. 0 million in an underwriting discount and $ 3. 15 million in deferred underwriting commissions. On September 17, 2021, the underwriter partially exercised its over- allotment option, pursuant to which we sold an additional 500, 000 Units (the " Over- Allotment Units "), generating gross proceeds of approximately $ 5. 0 million, and incurring additional offering costs of approximately $ 200 thousand in underwriting fees (inclusive of approximately $ 150 thousand in deferred underwriting fees). In connection with the Initial Public Offering and the sale of Over- Allotment Units, we incurred offering costs of approximately $ 4. 6 million, inclusive of approximately $ 3. 15 million in deferred underwriting commissions. Other incurred offering costs consisted principally of preparation fees related to the Initial Public Offering. After deducting the underwriting discounts and commissions (excluding the deferred portion, which amount will be payable upon consummation of the initial Business Combination, if consummated) and expenses associated with the Initial Public Offering and sale of Over- Allotment Units, $ 107, 100, 000 of the net proceeds from our Initial Public Offering, proceeds from the sale of Over- Allotment Units and certain of the proceeds from the Private Placement (totaling or $ 10. 20 per Unit sold in the Initial Public Offering, including the Over- Allotment Units) was placed in the Trust Account. The net proceeds of the Initial Public Offering and certain proceeds from the sale of the Private Placement Warrants are held in the Trust Account and invested as described elsewhere in this Annual Report on Form 10- K. The securities sold in the Initial Public Offering were registered under the Securities Act on a registration statement on Form S- 1 (No. 333- 258012). The SEC declared the registration statement effective on September 14, 2021. No payments for our expenses were made in the offering described above directly or indirectly to (i) any of our directors, officers or their associates, (ii) any person (s) owning 10 % or more of any class of our equity securities or (iii) any of our affiliates, except in connection with the repayment of outstanding loans and pursuant to the administrative support agreement disclosed herein which we entered into with our sponsor. There has been no material change in the planned use of proceeds from our offering as described in our final prospectus filed with the SEC pursuant to Rule 424 (b) related to the Initial Public Offering. ITEM 6. [Reserved]. ITEM 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our financial statements and related following Item 16 of this Annual Report on Form 10- K. Summary of The Information Contained in Management' s Discussion and Analysis of Financial Condition and Results~~

of Operations Our Management' s Discussion and Analysis of Financial Condition and Results of Operations (MD & A) is provided in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition, and cash flows. MD & A is organized as follows: ● Company Overview. Discussion of our business and overall analysis of financial and other highlights affecting us, to provide context for the remainder of MD & A. ● Liquidity and Capital Resources. An analysis of changes in our consolidated balance sheets and cash flows and discussion of our financial condition. ● Results of Operations. An analysis of our financial results from inception (June 17, 2021), through December 31, 2021. Company Overview We are a newly organized blank check company incorporated in June 2021 as a Delaware corporation whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses, which we refer to as our initial business combination. While we may pursue an initial business combination opportunity in any business, industry, sector or geographical location, we intend to focus on industries that complement our management team' s background, and to capitalize on the ability of our management team to identify and acquire a business and it is our current intention to pursue prospective targets that are focused in the pharmaceutical and medical devices sectors. We anticipate focusing our investment effort broadly across the pharmaceutical and medical devices sectors. We believe that our investment and operating expertise across multiple industry verticals will give us a large, addressable universe of potential targets. The diversity of the target universe and the number of largely uncorrelated subsectors maximizes that likelihood that our management team will be able to identify and execute an attractive transaction. Liquidity and Capital Resources At December 31, 2021, we had cash of $ 1, 075, 602 and working capital of $ 1, 303, 449. The Company' s liquidity needs up to December 31, 2021 were satisfied through **Although** the proceeds of $ 25, 000 from the sale of the founder shares, a loan of $ 190, 101 under an unsecured and noninterest bearing promissory note obtained from our sponsor, which was repaid following our IPO, and from the net proceeds from the consummation of the IPO and private placement held outside of the trust account (" Trust Account ") located in the United States at JPMorgan Chase Bank, N. A. with Continental Stock Transfer & Trust Company acting as trustee. As of December 31, 2021, the Company had cash in the Trust Account of $ 107, 102, 449. The Company intends to use substantially all of the funds held in the Trust Account, including any amounts representing interest earned on the Trust Account (less deferred underwriting commissions) to complete its initial business combination. The Company may withdraw interest to pay taxes. Until the consummation of its initial business combination, we **conducted** will be using the funds not held in the Trust Account for identifying and evaluating prospective acquisition candidates, performing due diligence on **Legacy Ocean** prospective target businesses, **this diligence may not surface all material issues that may be present with Legacy Ocean** paying for travel expenditures, selecting the target business to acquire, and structuring, negotiating and consummating the initial business combination. We will need to raise additional capital through loans or additional investments from our sponsor, stockholders, officers, directors, or third parties. The Company ' s **business. Factors outside of** sponsor, officers and directors may, but are not obligated to, loan the Company funds from time to time or **our and Legacy Ocean' s control may,** at any time, in whatever amount they deem reasonable in their sole discretion, to meet the Company' s working capital needs (" Working Capital Loans "). To date, there were no amounts outstanding under any Working Capital Loan. Accordingly, we may not be able to obtain additional financing. If the Company is unable to raise **arise** additional capital **. As a result of these factors** , **we may be forced to later write- down or write- off assets, restructure** it **its operations** may be required to take additional measures to conserve liquidity, which **or incur impairment or other charges that** could **result in us reporting losses** include, but not necessarily be limited to, curtailing operations, suspending the pursuit of a potential transaction, and reducing overhead expenses. **Even if** Based on the foregoing, management believes that the Company will have sufficient working capital and borrowing capacity to meet its needs through the earlier of the consummation of an initial business combination or **our** one year from this filing. Over this time period, the Company will be using the funds held outside of the Trust Account for paying existing accounts payable and accrued liabilities, identifying and evaluating prospective initial business combination candidates, performing due diligence **successfully identified certain risks, unexpected risks may arise, and previously known risks may materialize in a manner not consistent with our preliminary risk analysis. Even though these charges may be non- cash items and therefore not have an immediate impact** on prospective target businesses, paying for travel expenditures, selecting the target business to merge with or **our** acquire **liquidity** , and structuring, negotiating and consummating the **fact that we report charges of this nature could contribute** initial business combination. The Company does not believe it will need to raise **negative market perceptions about us or our securities. In** additional -- **addition** funds in order to meet the expenditures required for operating the business. However, **charges** if the Company' s estimate of **this nature** the costs of identifying a target business, undertaking in- depth due diligence and negotiating an initial business combination are less than the actual amount necessary to do so, the Company may **cause us** have insufficient funds available to **be unable** operate the business prior to the initial business combination. Moreover, the Company may need to obtain additional **future** financing either to complete the initial business combination or to redeem a significant number of our public shares upon completion of the initial business combination, in which case the Company may issue additional securities or incur debt in connection with such initial business combination. We cannot provide any assurance that such new financing will be available to us on **favorable** commercially acceptable terms **or** , if at all. If **We may redeem unexpired public warrants prior to** the **their** Company anticipates **exercise at a time** that **is disadvantageous** it may not be able to consummate **the holders, thereby making your public warrants worthless. We have the ability to redeem outstanding public warrants at** an **any** initial business combination within 12 months, the Company may, by resolution of the Company' s board if requested by the sponsor, extend the period of time **after** to consummate an initial business combination up to two times, each by an additional three months (for a total of up to 18 months to complete an initial business combination), subject to the **they become exercisable and** sponsor depositing additional funds into the Trust Account. In order to extend the time available for the Company to consummate its initial business combination, the sponsor or its affiliates or designees, upon five days advance notice prior to the **their expiration** applicable

deadline . **at a price of** must deposit into the Trust Account for each three- month extension, $ 1, 050, 000 ($ 0. 10 **01** per **warrant** share) on or prior to the date of the applicable deadline . **provided** up to an aggregate of $ 2, 100, 000, or approximately $ 0. 20 per share. Any such payments would be made in the form of a loan. Any such loans will be non- interest bearing and payable upon the consummation of the Company' s initial business combination. If the Company completes an initial business combination, it would repay such loaned amounts out of the proceeds of the Trust Account released to it. If the Company does not complete an initial business combination, we will not repay such loans. Furthermore, a letter agreement entered into with the Company' s initial stockholders contains a provision pursuant to which the sponsor has agreed to waive its right to be repaid for such loans out of the funds held in the Trust Account in the event that the Company does not complete an initial business combination. In the event that the Company receives notice from the sponsor five days prior to the applicable deadline of its wish for the Company to effect an extension, the Company intends to issue a press release announcing such intention at least **last** three days prior to the applicable deadline. In addition, the Company intends to issue a press release the day after the applicable deadline announcing whether or not the funds had been timely deposited. The sponsor and its affiliates or designees are not obligated to fund the Trust Account to extend the time for the Company to complete its initial business combination. The public stockholders will not be afforded an opportunity to vote on the extension of time to consummate an initial business combination from 12 months to 18 months described above or redeem their shares in connection with such extensions. Results of Operations Our entire activity from inception to our IPO was in preparation for our IPO, and since our Initial Public Offering, our activity has been limited to the search for a prospective initial business combination. We will not generate any operating revenues until the closing and completion of our initial business combination, at the earliest. For the period from June 17, 2021 (inception) through December 31, 2021, we had a net loss of $ 504, 519 from formation, offering and operating costs. Commitments and Contractual Obligations Registration Rights The holders of founder shares, private placement warrants and warrants that may be issued upon conversion of Working Capital Loans, if any (and any shares of common stock issuable upon the exercise of the private placement warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares), are entitled to certain registration rights pursuant to a registration rights agreement. These holders will be entitled to certain demand and " piggy- back " registration rights. We will bear the expenses incurred in connection with the filing of any such registration statements. Underwriting Agreement The underwriters were entitled to an underwriting discount of $ 0. 10 per Unit, or $ 1, 050, 000 in the aggregate (reflecting the partial exercise by the underwriter of its over- allotment option), paid at the closing of the IPO. A total of an aggregate of $ 3, 150, 000 (reflecting the partial exercise by the underwriter of its over- allotment option), will be payable to the underwriter for deferred underwriting commissions upon completion of the initial business combination. The deferred fee will become payable to the underwriter from the amounts held in the Trust Account solely in the event that the Company completes an initial Business Combination, subject to the terms of the underwriting agreement. JOBS Act The Jumpstart Our Business Startups Act of 2012 (the " JOBS Act ") contains provisions that, among other things, relax certain reporting requirements for qualifying public companies. We qualify as an " emerging growth company " and under the JOBS Act are allowed to comply with new or revised accounting pronouncements based on the effective date for private (not publicly traded) companies. We are electing to delay the adoption of new or revised accounting standards, and as a result, we may not comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non- emerging growth companies. As a result, the financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates. Additionally, subject to certain conditions set forth in the JOBS Act, if, as an " emerging growth company, " we plan to rely on rules which allow us to, among other things, delay the required (i) provision of an auditor' s attestation report on our system of internal controls over financial reporting pursuant to Section 404, (ii) provision of all of the compensation disclosure that may be required of non- emerging growth public companies under the Dodd- Frank Wall Street Reform and Consumer Protection Act, (iii) compliance with any requirement that may be adopted by the Public Company Accounting Oversight Board (PCAOB) regarding mandatory audit rotation or a supplement to the auditor' s report providing additional information about the audit and the financial statements (auditor discussion and analysis) and (iv) disclosure certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO' s compensation to median employee compensation. These exemptions will apply for a period of five years following the completion of our IPO or until we are no longer an " emerging growth company, " whichever is earlier. Class A Common Stock Subject to Possible Redemption We account for our Class A common stock subject to possible redemption in accordance with the guidance in Accounting Standards Codification (" ASC ") Topic 480 " Distinguishing Liabilities from Equity. " Shares of Class A common stock subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. Shares of conditionally redeemable Class A common stock (including Class A common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control) are classified as temporary equity. At all other times, shares of Class A common stock are classified as stockholders' equity. Our Class A common stock features certain redemption rights that are considered to be outside of our control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2021, 10, 500, 000 shares of Class A common stock subject to possible redemption are presented as temporary equity, outside of the stockholders' equity section of our balance sheet. Net Loss Per Common Share We comply with accounting and disclosure requirements of ASC Topic 260, " Earnings Per Share. " Net loss per common share is computed by dividing net loss applicable to common stockholders by the weighted average number of shares of common stock outstanding for the period. We have not considered the effect of the warrants sold in the initial public offering and the concurrent private placement to purchase an aggregate of 5, 411, 000 warrants to purchase shares of Class A common stock in the calculation of diluted earnings per share, since their inclusion would be anti- dilutive under the treasury stock method. As a result, diluted earnings per common share is the same as basic earnings per common share for the period. Net loss per share of common stock is computed by

dividing net loss by the weighted average number of common shares outstanding during the period. We apply the two- class method in calculating loss per share. Off- Balance Sheet Arrangements We had no outstanding off- balance sheet arrangements as of December 31, 2021. Critical Accounting Policies The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates. Recently Issued Accounting Standards For more information on recently issued accounting standards, see " Note 2 — Significant Accounting Policies ", to the Notes to Consolidated Financial Statements included herein following Item 16 of this Annual Report on Form 10- K. ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Pursuant to Item 305 (e) of Regulation S- K (§ 229. 305 (e)), the Company is not required to provide the information required by this Item as it is a " smaller reporting company, " as defined by Rule 229. 10 (f) (1). ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA This information appears following Item 16 of this Annual Report on Form 10- K and is incorporated herein by reference. ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE. ITEM 9A. CONTROLS AND PROCEDURES. Evaluation of Disclosure Controls and Procedures Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer (our principal executive officer and principal accounting / financial officer), Mr. Ajjarapu and Mr. Doss, respectively, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a- 15 (e) and 15d- 15 (e) under the Exchange Act, as of the end of the period covered by this Annual Report. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission' s rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that as of December 31, 2021, the design and operation of our disclosure controls and procedures were effective at a reasonable assurance level. Limitations on Effectiveness of Controls and Procedures and Internal Control over Financial Reporting In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs. Management' s Report on Internal Controls over Financial Reporting This Report does not include a report of management' s assessment regarding internal control over financial reporting or an attestation report of our registered public accounting firm due to a transition period established by the rules of the SEC for newly public companies. Changes in Internal Control over Financial Reporting There has not been any change in our internal control over financial reporting that occurred during the three months ended December 31, 2021, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. ITEM 9B. OTHER INFORMATION. ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS. PART III ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE Officers and Directors Our officers and directors are as follows: Name Age Position Suren Ajjarapu Chairman, Chief Executive Officer and Director Howard A. Doss Chief Financial Officer and Secretary Michael L. Peterson Director Venkatesh Srinivasan Director Donald G. Fell Director Siva Saravanan DirectorSuren Ajjarapu has served as our Chairman and Chief Executive Officer since our inception in June 2021. He has served as the Chairman of the Board, Chief Executive Officer and Secretary of TRxADE HEALTH, INC., formerly Trxade Group, Inc. (NASDAQ: MEDS) (" TRxADE ") since its acquisition of Trxade Group, Inc., a Nevada corporation (" Trxade Nevada ") (our predecessor company) on January 8, 2014, and as the Chairman of the Board, Chief Executive Officer and Secretary of Trxade Nevada since its inception. Since March 2021, Mr. Ajjarapu has served on the Board of OceanTech Acquisitions I Corp., a Special Purpose Acquisition Company (SPAC) (NASDAQ: OTECU). Mr. Ajjarapu was a Founder, CEO and Chairman of Sansur Renewable Energy, Inc., a company involved in developing wind power sites in the Midwest, United States, from 2009 to 2012. Mr. Ajjarapu was a Founder, President and Director of Acmetis, Inc., a biofuels company (AMTX. OB) and a Founder, Chairman and Chief Executive Officer of International Biofuels, a subsidiary of Acmetis, Inc., from 2006 to 2009. Mr. Ajjarapu was Co- Founder, COO, and Director Global Information Technology, Inc., an IT outsourcing and systems design company, headquartered in Tampa, Florida with major operations in India from 1995 to 2006. Mr. Ajjarapu holds an MS in Environmental engineering from South Dakota State University, Brookings, South Dakota, and an MBA from the University of South Florida, specializing in International Finance and Management. Mr. Ajjarapu is also a graduate of the Venture Capital and Private Equity program at Harvard University. We believe that his entrepreneurial experience and expertise in screening high quality target companies will be extremely beneficial in sourcing a target with strong growth potential and further believe that we can capitalize on his previous experiences in advising and expanding startups to help guide and prepare the target for the business combination, and as such, believe that Mr. Ajjarapu is well qualified to serve on the board of directors of the Company. Howard A. Doss has served as our Chief Financial Officer since our inception in June 2021. Since January 2014, he has served as the Chief Financial Officer of TRxADE. Since January 2014. Mr. Doss has served in a variety of capacities with accounting and investment firms. He joined the staff of Seidman & Seidman (BDO Seidman, Dallas) in 1977 and, in 1980, he joined the investment firm Van Kampen Investments, opening the firm' s southeast office in Tampa, Florida in 1982. He remained with the firm until 1996 when he joined Franklin Templeton to develop corporate retirement plan distribution. After working for the Principal Financial Group office in Tampa, Florida, Mr. Doss was City Executive for U. S. Trust in Sarasota, Florida, responsible for high net worth

individuals. He retired from that position in 2009. He served as CFO and Director for Sansur Renewable Energy, an alternative energy development company, from 2010 to 2012. Mr. Doss has also served as President of STARadio Corp. since 2005. Mr. Doss is a member of the America Institute of CPA' s. He is a graduate of Illinois Wesleyan University. Michael L. Peterson was appointed to our Board in September 2021. Mr. Peterson has served as the president of Nevo Motors, Inc. since December 2020, which is in the process of commercializing a range extender generator technology for the heavy- duty electric vehicle market. Mr. Peterson previously served as the president of the Taipei Taiwan Mission of The Church of Jesus Christ of Latter- day Saints, in Taipei, Taiwan from June 2018 to June 2021. Since February 2021, Mr. Peterson has served on the board of directors and as the Chairman of the Audit Committee of Indonesia Energy Corporation Limited (NYSE American: INDO). Mr. Peterson served as an independent member of the Board of Directors of Trxade from August 2016 to May 2021. Mr. Peterson served as the CEO of PEDEVCO Corp. (NYSE American: PED), a public company engaged primarily in the acquisition, exploration, development and production of oil and natural gas shale plays in the US from May 2016 to May 2018. Mr. Peterson served as CFO of PEDEVCO between July 2012 and May 2016, and as Executive Vice President of Pacific Energy Development (PEDEVCO' s predecessor) from July 2012 to October 2014, and as PEDEVCO' s President from October 2014 to May 2018. Mr. Peterson joined Pacific Energy Development as its Executive Vice President in September 2011, assumed the additional office of Chief Financial Officer in June 2012, and served as a member of its board of directors from July 2012 to September 2013. Mr. Peterson formerly served as Interim President and CEO (from June 2009 to December 2011) and as director (from May 2008 to December 2011) of Pacific Energy Development, as a director (from May 2006 to July 2012) of Aemetis, Inc. (formerly AE Biofuels Inc.), a Cupertino, California- based global advanced biofuels and renewable commodity chemicals company (AMTX. OB), and as Chairman and Chief Executive Officer of Nevo Energy, Inc. (NEVE) (formerly Solargen Energy, Inc.), a Cupertino, California- based developer of utility- scale solar farms which he helped form in December 2008 (from December 2008 to July 2012). From 2005 to 2006, Mr. Peterson served as a managing partner of American Institutional Partners, a venture investment fund based in Salt Lake City. From 2000 to 2004, he served as a First Vice President at Merrill Lynch, where he helped establish a new private client services division to work exclusively with high net worth investors. From September 1989 to January 2000, Mr. Peterson was employed by Goldman Sachs & Co. in a variety of positions and roles, including as a Vice President. Mr. Peterson received his MBA at the Marriott School of Management and a BS in statistics / computer science from Brigham Young University. His skills in managing businesses in public corporations, financial planning and strategic management will be a great asset for the target company, and as such, believe that Mr. Peterson is well qualified to serve on the board of directors of the Company. Venkatesh Srinivasan was appointed to our Board in September 2021. Mr. Srinivasan has served as the President of Micor Labs USA, a pharmaceuticals company since January 2021. From May 2020 to December 2020, he served as President of Rising Pharma, USA, a pharmaceuticals company. From January 2014 to March 2020, he served as President and Chief Executive Officer of Ascend Laboratories, USA, where he grew the business, including building a new team and strengthening processes and systems. In addition, Mr. Srinivasan served as a Director at Pfizer India from August 2006 to January 2014. From January 2005 to July 2006, Mr. Srinivasan served as Vice President at Zydus Cadila India. From January 2002 through January 2005, Mr. Srinivasan served as General Manager at Dr. Reddy' s Laboratories India. From May 1999 through January 2002, Mr. Srinivasan served as Deputy General Manager at Sara Lee Godrej India. From May 1997 through April 1999, Mr. Srinivasan served as Business Development Manager at Cargill India. Mr. Srinivasan received a Bachelor of Chemical Engineering degree from the University of Mumbai, a Master' s of Science Degree in Chemical Engineering from Washington State University, and an MBA from the Indian Institute of Management. His skillset will be extremely useful as we conduct due diligence works on target companies, and as such, believe that Mr. Srinivasan is well qualified to serve on the board of directors of the Company. Donald G. Fell was appointed to our Board in September 2021. Mr. Fell is presently Professor and Institute Director for the Davis, California- based Foundation for Teaching Economics where Mr. Fell has served since 1992, and adjunct professor of economics for the University of Colorado, Colorado Springs, a position he has held since 2011. Mr. Fell has also served as an independent director of TRxADE HEALTH, INC. since January 2014. From 1985 to May 2006, Mr. Fell served at the University of South Florida as an adjunct professor. From 2006 – 2012, Mr. Fell held positions with the University of South Florida as a member of the Executive MBA faculty, Director of Executive and Professional Education and Senior Fellow of the Public Policy Institute. He has also served as visiting professor of economics at the University of LaRochelle, France in 2011, and as adjunct professor of economics at both Illinois State University in 1978 and The Ohio State University between 1979 and 1984. Mr. Fell served as Professor and Department Chair at Illinois Valley Community College between 1968 and 1979. Mr. Fell served as Economics Consultant at Sundstrand Corp. from 1976 to 1978. Mr. Fell holds undergraduate and graduate degrees in economics from Indiana State University and is all but dissertation (ABD) in economics from Illinois State University. Through his work with the Foundation for Teaching Economics and the University of Colorado, Colorado Springs he has conducted graduate institutes on economic policy and environmental economics in 44 states, throughout Canada, the Islands and Eastern Europe. We believe that Mr. Fell' s extensive experience in the field of economics and business will provide us with valuable insight as we seek to execute our business strategy, and as such, believe that Mr. Fell is well qualified to serve on the board of directors of the Company. Siva Saravanan was appointed to our Board in September 2021. Mr. Saravanan has served as the Chief Digital Officer and Managing Director of Wavestone US, a management and consulting company since March 2020. From August 2018 to February 2020, Mr. Saravanan served as the Senior Vice President and Chief Information Officer for Reviver, an IoT start- up that creates connected digital license plates for autonomous driving. From June 2017 to August 2018, Mr. Saravanan served as the Chief Executive Officer and Principal of Harvis Group Inc., a human resource consulting company. He was also VP of IT Digital Transformation and Program Delivery at Aristocrat Technologies, where he led the transformation of business systems for a leading high- tech gaming manufacturer, from January 2016 to June 2017. Mr. Saravanan spent five years at Verifone as a Senior Director supporting technology operations in 40 countries and also taking on delivery responsibilities. From December 1998 to August 2000, Mr. Saravanan

served as a Principal at Computech Corp. Mr. Saravanan holds a M. S. in Systems Engineering from Tennessee State University and B. S in Mechanical Engineering from Annamalai University in Chidambaram, India. He is also on the Advisory Board of NishTech Inc., a digital commerce company and the Advisory Council of George Washington University School of Business Digital Program. Mr. Saravanan is a member of Forbes Technology Council contributing regularly. We believe that Mr. Saravanan' s significant management experience, varied operational knowledge, and experience with cutting edge technology, make him well qualified to serve on the board of directors of the Company Terms of Office of Officers and Directors As of the date of this Report we have five directors. In accordance with Nasdaq corporate governance requirements, we are not required to hold an annual meeting until one year after our first fiscal year end following our listing on Nasdaq. The term of office of our directors will expire at our first annual meeting of stockholders, subject to re- nomination and reappointment to the board by our stockholders. Our officers are appointed by the board of directors and serve at the discretion of the board of directors, rather than for specific terms of office. Our board of directors is authorized to appoint persons to the offices set forth in our bylaws as it deems appropriate. Our bylaws provide that our officers may consist of a Chairman of the Board, Chief Executive Officer, Chief Financial Officer, President, Vice Presidents, Secretary, Treasurer, Assistant Secretaries and such other offices as may be determined by the board of directors. Director Independence Nasdaq listing standards require that a majority of our board of directors be independent. An " independent director " is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship which in the opinion of the company' s board of directors, would interfere with the director' s exercise of independent judgment in carrying out the responsibilities of a director. Our board of directors has determined that all of our directors, other than Mr. Ajjarapu are " independent directors " as defined in the Nasdaq listing standards and applicable SEC rules. Our independent directors will have regularly scheduled meetings at which only independent directors are present, subject to the transition rules described above for newly listed companies. Committees of the Board of Directors Our board of directors has three standing committees: an audit committee, a compensation committee and a nominating and corporate governance committee. Subject to phase- in rules and a limited exception, Nasdaq rules and Rule 10A- 3 of the Exchange Act require that the audit committee of a listed company be comprised solely of independent directors, and Nasdaq rules require that the compensation committee of a listed company be comprised solely of independent directors. Each committee operates under a charter that has been approved by our board and has the composition and responsibilities described below, copies of which are incorporated by reference as exhibits to this Report. Audit Committee We have established an audit committee of the board of directors. Messrs. Peterson, Srinivasan and Fell serve as members of our audit committee, and Mr. Peterson chairs the audit committee. Under the Nasdaq listing standards and applicable SEC rules, we are required to have at least three members of the audit committee, all of whom must be independent. Each of Messrs. Peterson, Srinivasan and Fell meet the independent director standard under Nasdaq listing standards and under Rule 10- A- 3 (b) (1) of the Exchange Act. Each member of the audit committee is financially literate and our board of directors has determined that Mr. Peterson qualifies as an " audit committee financial expert " as defined in applicable SEC rules. We have adopted an audit committee charter, which will detail the principal functions of the audit committee, including: ● the appointment, compensation, retention, replacement, and oversight of the work of the independent registered public accounting firm engaged by us; ● pre- approving all audit and permitted non- audit services to be provided by the independent registered public accounting firm engaged by us, and establishing pre- approval policies and procedures; ● setting clear hiring policies for employees or former employees of the independent registered public accounting firm, including but not limited to, as required by applicable laws and regulations; ● setting clear policies for audit partner rotation in compliance with applicable laws and regulations; ● obtaining and reviewing a report, at least annually, from the independent registered public accounting firm describing (i) the independent registered public accounting firm' s internal quality- control procedures, (ii) any material issues raised by the most recent internal quality- control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with such issues and (iii) all relationships between the independent registered public accounting firm and us to assess the independent registered public accounting firm' s independence; ● reviewing and approving any related party transaction required to be disclosed pursuant to Item 404 of Regulation S- K promulgated by the SEC prior to us entering into such transaction; and ● reviewing with management, the independent registered public accounting firm, and our legal advisors, as appropriate, any legal, regulatory or compliance matters, including any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding our financial statements or accounting policies and any significant changes in accounting standards or rules promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities. Compensation Committee We have established a compensation committee of the board of directors. Messrs. Peterson, Srinivasan and Fell will serve as members of our compensation committee. Under the Nasdaq listing standards and applicable SEC rules, we are required to have at least two members of the compensation committee, all of whom must be independent. Each of Messrs. Peterson, Srinivasan and Fell are independent, and Mr. Fell chairs the compensation committee. We have adopted a compensation committee charter, which details the principal functions of the compensation committee, including: ● reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer' s compensation, if any is paid by us, evaluating our Chief Executive Officer' s performance in light of such goals and objectives and determining and approving the remuneration (if any) of our Chief Executive Officer based on such evaluation; ● reviewing and approving on an annual basis the compensation, if any is paid by us, of all of our other officers; ● reviewing on an annual basis our executive compensation policies and plans; ● implementing and administering our incentive compensation equity- based remuneration plans; ● assisting management in complying with our proxy statement and annual report disclosure requirements; ● approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our officers and employees; ● if required, producing a report on executive compensation to be included in our annual proxy statement; and ● reviewing, evaluating and recommending changes, if

appropriate, to the remuneration for directors. Notwithstanding the foregoing, as indicated above, other than the payment to Aesther Healthcare Sponsor, LLC, our sponsor, of $ 10, 000 per month for the office space, utilities, and secretarial and administrative support, which will cease upon completion of our initial business combination or our liquidation, no compensation of any kind, including finders, consulting or other similar fees, has been paid to any of our existing stockholders, officers, directors or any of their respective affiliates, prior to, or for any services they render in order to effectuate the consummation of an initial business combination. Accordingly, it is likely that prior to the consummation of an initial business combination, the compensation committee will only be responsible for the review and recommendation of any compensation arrangements to be entered into in connection with such initial business combination. The charter also provides that the compensation committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and will be directly responsible for the appointment, compensation and oversight of the work of any such adviser. However, before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the compensation committee will consider the independence of each such adviser, including the factors required by Nasdaq and the SEC. Nominating and Corporate Governance Committee We have established a nominating and corporate governance committee and adopted a nominating and corporate governance committee charter. The members of our nominating and corporate governance are Donald G. Fell, Michael L. Peterson and Venkatesh Srinivasan. Donald G. Fell serves as chair of the nominating and corporate governance committee. The primary purposes of our nominating and corporate governance committee will be to assist the board in: ● identifying, screening and reviewing individuals qualified to serve as directors and recommending to the board of directors candidates for nomination for election at the annual meeting of stockholders or to fill vacancies on the board of directors; ● developing, recommending to the board of directors and overseeing implementation of our corporate governance guidelines; ● coordinating and overseeing the annual self- evaluation of the board of directors, its committees, individual directors and management in the governance of the company; and ● reviewing on a regular basis our overall corporate governance and recommending improvements as and when necessary. The nominating and corporate governance committee is governed by a charter that complies with the rules of the Nasdaq. Director Nominations Our nominating and corporate governance committee will recommend to the board of directors candidates for nomination for election at the annual meeting of the stockholders. The board of directors will also consider director candidates recommended for nomination by our stockholders during such times as they are seeking proposed nominees to stand for election at the next annual meeting of stockholders (or, if applicable, a special meeting of stockholders). We have not formally established any specific, minimum qualifications that must be met or skills that are necessary for directors to possess. In general, in identifying and evaluating nominees for director, the board of directors considers educational background, diversity of professional experience, knowledge of our business, integrity, professional reputation, independence, wisdom, and the ability to represent the best interests of our stockholders. Prior to our initial business combination, holders of our public shares will not have the right to recommend director candidates for nomination to our board of directors. Compensation Committee Interlocks and Insider Participation None of our executive officers currently serves, and in the past year has not served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors. Code of Ethics We have adopted a Code of Ethics applicable to our directors, officers and employees. We have filed a copy of our Code of Ethics and our audit and compensation committee charters as exhibits to the registration statement. You will be able to review these documents by accessing our public filings at the SEC' s web site at www. sec. gov. In addition, a copy of the Code of Ethics will be provided without charge upon request from us. We intend to disclose any amendments to or waivers of certain provisions of our Code of Ethics in a Current Report on Form 8- K. Conflicts of Interest Subject to pre- existing fiduciary or contractual duties as described below, our officers and directors have agreed to present any business opportunities presented to them in their capacity as a director or officer of our company to us. Certain of our officers and directors presently have fiduciary or contractual obligations to other entities pursuant to which such officer or director is or will be required to present a business combination opportunity. Accordingly, if any of our officers or directors becomes aware of a business combination opportunity which is suitable for an entity to which he or she has then- current fiduciary or contractual obligations, he or she will honor his or her fiduciary or contractual obligations to present such opportunity to such entity. We believe, however, that the fiduciary duties or contractual obligations of our officers or directors will not materially affect our ability to complete our initial business combination. Our amended and restated certificate of incorporation provides that we renounce our interest in any corporate opportunity offered to any director or officer unless such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of our company and such opportunity is one we are legally and contractually permitted to undertake and would otherwise be reasonable for us to pursue, and to the extent the director or officer is permitted to refer that opportunity to us without violating another legal obligation. Our officers and directors may become officers or directors of another special purpose acquisition company with a class of securities intended to be registered under the Exchange Act, even prior to us entering into a definitive agreement for our initial business combination. Additionally, Mr. Ajjarapu is currently a director of Oceantech Acquisition I Corp., traded on Nasdaq under the symbol " OTECU " a special purpose acquisition company with a class of securities registered under the Exchange Act that focuses its search for a business combination in the leisure marine, yachting and superyachting industries. As of the date of this Report, Oceantech Acquisition I Corp. has not entered into a business combination. Below is a table summarizing the entities to which our executive officers and directors currently have fiduciary duties or contractual obligations: Individual (1) Entity (2) Entity' s Business Affiliation Suren Ajjarapu Oceantech Acquisitions I Corp. TRxADE HEALTH, INC. Special Purpose Acquisition Company Health services IT company Director Chief Executive Officer, Chairman and SecretaryHoward A. Doss TRxADE HEALTH, INC. STARadio Corp. Health services IT company Radio Broadcast Company Chief Financial Officer President Michael L. Peterson Nevo Motors, Inc. Indonesia Energy Corporation Limited Commercializing a range extender generator technology for the heavy- duty electric vehicle market Oil and Gas Company President Director and Chairman of Audit Committee Venkatesh Srinivasan Micro

~~Labs USA Pharmaceutical Company President Donald G. Fell Foundation for Teaching Economics University of Colorado, Colorado Springs TRxADE HEALTH, INC. Workshop and educational resource company University Health services IT company Professor and Institute DirectorAdjunct Professor Independent Director, Chair of compensation and nominating and corporate governance committees, member audit committee Siva Saravanan Wavestone US NishTech Inc. Management and Digital Consulting Content Management and Digital Marketing Chief Digital officer and Managing Director Advisory Board Member (1) Each person has a fiduciary duty with respect to the listed entities next to their respective names. (2) Each of the entities listed in this table has priority and preference relative to our company with respect to the performance by each individual listed in this table of his obligations and the presentation by each such individual of business opportunities. Accordingly, if any of the above executive officers or directors becomes aware of a business combination opportunity which is suitable for any of the above entities to which he or she has current fiduciary or contractual obligations, he or she will honor his or her fiduciary or contractual obligations to present such business combination opportunity to such entity, and only present it to us if such entity rejects the opportunity. We are not prohibited from pursuing an initial business combination with a company that is affiliated with our sponsor, officers or directors. In the event we seek to complete our initial business combination with such a company, we, or a committee of independent directors, would obtain an opinion from an independent investment banking firm or another independent entity that commonly renders valuation opinions, that such an initial business combination is fair to our company from a financial point of view. In the event that we submit our initial business combination to our public stockholders for a vote, pursuant to the letter agreement, our sponsor, officers and directors have agreed to vote any founder shares held by them and any public shares purchased during or after the offering (including in open market and privately negotiated transactions) in favor of our initial business combination. Potential investors should also be aware of the following other potential conflicts of interest: ● None of our officers or directors is required to commit his or her full time to our affairs and, accordingly, may have conflicts of interest in allocating his or her time among various business activities. ● In the course of their other business activities, our officers and directors may become aware of investment and business opportunities which may be appropriate for presentation to us as well as the other entities with which they are affiliated. Our management may have conflicts of interest in determining to which entity a particular business opportunity should be presented. ● Our initial stockholders have agreed to waive their redemption rights with respect to any founder shares and any public shares held by them in connection with the consummation of our initial business combination. Additionally, our initial stockholders have agreed to waive their redemption rights with respect to any founder shares held by them if we fail to consummate our initial business combination within 12 months from the closing of the IPO or during any Extension Period. If we do not complete our initial business combination within such applicable time period, the proceeds of the sale~~ **sales** ~~of the placement warrants held in the trust account will be used to fund the redemption of our public shares, and the placement securities will expire worthless. With certain limited exceptions, the founder shares will not be transferable, assignable by our sponsor until the earlier to occur of: (A) one year after the completion of our initial business combination and (B) subsequent to our initial business combination, (x) if the reported last sale~~ price of our ~~Class A~~ common stock equals or exceeds $ ~~12~~ **18** . 00 per share ~~(as adjusted for stock splits, stock dividends, right issuances, reorganizations, recapitalizations and the like)~~ for any 20 trading days within ~~any~~ **a** 30- trading day period ~~commencing at least 150~~ **ending on the third trading** ~~days~~ -- **day prior to** ~~after our initial business combination, or (y)~~ the date ~~on which~~ we **give notice of redemption. If and when** ~~complete a liquidation, merger, capital stock exchange, reorganization or other~~ -- **the public** ~~similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property. With certain limited exceptions, the placement~~ warrants **become redeemable** ~~and the Class A common stock underlying such warrants, will not be transferable, assignable or saleable by our sponsor or its permitted transferees until 30 days after the completion of our initial business combination. Since our sponsor and officers and directors may directly or indirectly own common stock, warrants following the IPO, our officers and directors may have a conflict of interest in determining whether a particular target business is an appropriate business with which to effectuate our initial business combination. ● Our officers and directors may have a conflict of interest with respect to evaluating a particular business combination if the retention or resignation of any such officers and directors was included by a target business as a condition to any agreement with respect to our initial business combination. ● Our sponsor, officers or directors may have a conflict of interest with respect to evaluating a business combination and financing arrangements as we may obtain loans from our sponsor or an affiliate of our sponsor or any of our officers or directors to finance transaction costs in connection with an intended initial business combination. Up to $ 1, 500, 000 of such loans may be convertible into warrants, at a price of $ 1. 00 per warrant at the option of the lender, upon consummation of our initial business combination. The warrants would be identical to the placement warrants. The conflicts described above may not be resolved in our favor. In general, officers and directors of a corporation incorporated under the laws of the State of Delaware are required to present business opportunities to a corporation if: ● the corporation could financially undertake the opportunity; ● the opportunity is within the corporation' s line of business; and ● it would not be fair to our company and its stockholders for the opportunity not to be brought to the attention of the corporation. Accordingly, as a result of multiple business affiliations, our officers and directors may have similar legal obligations relating to presenting business opportunities meeting the above- listed criteria to multiple entities. Furthermore, our amended and restated certificate of incorporation provides that we renounce our interest in any corporate opportunity offered to any director or officer unless such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of our company and such opportunity is one we are legally and contractually permitted to undertake and would otherwise be reasonable for us to pursue, and to the extent the director or officer is permitted to refer that opportunity to us without violating another legal obligation. Delinquent Section 16 (a) Reports Section 16 (a) of the Exchange Act requires our executive officers, directors and persons who beneficially own more than 10 % of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. These executive officers, directors, and greater than 10 % beneficial owners are required by SEC regulation to furnish us with copies of~~

all Section 16 (a) forms filed by such reporting persons. Based solely upon our review of the Section 16 (a) filings that have been furnished to us and representations by our directors and executive officers (where applicable), we believe that all filings required to be made under Section 16 (a) during the fiscal year ended December 31, 2020 were timely made, except that during the fiscal year ended December 31, 2021, Howard A. Doss, Suren Ajjarapu and our sponsor, failed to timely report the initial ownership of our common stock on Form 3, and Mr. Ajjarapu and our sponsor, each inadvertently failed to timely report one transaction on Form 4, and as a result, one Form 4 was not timely filed. ITEM 11. EXECUTIVE COMPENSATION Executive Officer and Director Compensation None of our officers has received any cash compensation for services rendered to us. Commencing on the date of the IPO, we agreed to pay Aesther Healthcare Sponsor, LLC, our sponsor, a total of $ 10, 000 per month for office space, utilities and secretarial and administrative support. Upon completion of our initial business combination or our liquidation, we will cease paying these monthly fees. No compensation of any kind, including any finder' s fee, reimbursement, consulting fee or monies in respect of any payment of a loan, will be paid by us to our sponsor , **we may exercise its redemption right even if** officers or directors or any affiliate of our sponsor, officers or directors, prior to, or in connection with any services rendered in order to effectuate, the consummation of our initial business combination (regardless of the type of transaction that it is). However, **unable to register or qualify** these -- **the underlying securities** individuals will be reimbursed for **sale under** any out- of- pocket expenses incurred in connection with activities on our behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. Our audit committee will review on a quarterly basis all **applicable state securities laws** payments that were made to our sponsor, officers or directors or our or their affiliates . **Redemption** Any such payments prior to an initial business combination will be made using funds held outside the trust account. Other than quarterly audit committee review of such payments, we do not expect to have any additional controls in place governing our reimbursement payments to our directors and executive officers for their out- of- pocket expenses incurred in connection with identifying and consummating an initial business combination. After the completion of our initial business combination, directors or members of our management team who remain with us may be paid consulting or management fees from the combined company. All of these fees will be fully disclosed to stockholders, to the extent then - **the** known, in the tender offer materials or proxy solicitation materials furnished to our stockholders in connection with a proposed initial business combination. We have not established any limit on the amount of such fees that may be paid by the combined company to our directors or members of management. It is unlikely the amount of such compensation will be known at the time of the proposed initial business combination, because the directors of the post- combination business will be responsible for determining officer and director compensation. Any compensation to be paid to our officers will be determined, or recommended to the board of directors for determination, either by a compensation committee constituted solely by independent directors or by a majority of the independent directors on our board of directors. We do not intend to take any action to ensure that members of our management team maintain their positions with us after the consummation of our initial business combination, although it is possible that some or all of our officers and directors may negotiate employment or consulting arrangements to remain with us after our initial business combination. The existence or terms of any such employment or consulting arrangements to retain their positions with us may influence our management' s motivation in identifying or selecting a target business but we do not believe that the ability of our management to remain with us after the consummation of our initial business combination will be a determining factor in our decision to proceed with any potential business combination. We are not party to any agreements with our officers and directors that provide for benefits upon termination of employment. ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS The following table sets forth information regarding the beneficial ownership of our common stock as of January 31, 2022 based on information obtained from the persons named below, with respect to the beneficial ownership of common stock, by: ● each person known by us to be the beneficial owner of more than 5 % of our outstanding **public warrants could force** common stock; ● each of our executive officers and directors that beneficially owns our common stock; and ● all our executive officers and directors as a group. In the **holders** table below, percentage ownership is based on 13, 225, 000 shares of our common stock, consisting of (i) **to exercise their public warrants** 10, 600, 000 shares of our Class A common stock and **pay the exercise price therefor at a time when it may be disadvantageous for them to do so,** (ii) 2, 625, 000 shares of **to sell their public warrants at the then- current market price when you might otherwise wish to hold** our **your** Class B common stock **public warrants or (iii) to accept the nominal redemption price which** , issued and **at the time the** outstanding **public warrants are called** as of January 31, 2022. On all matters to be voted upon, except for **redemption** the election of directors of the board , **is likely to be substantially** holders of the shares of Class A common stock and shares of Class B common stock vote together as a single class. Currently, all of the shares of Class B common stock are convertible into Class A common stock on a one- for- one basis. Unless -- **less** otherwise indicated, we believe that **than** all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them - **the market value of their public warrants** . **None** The following table does not reflect record or beneficial ownership of the private placement warrants **will** as these warrants are not exercisable within 60 days of the date of this Report. Class A Common Stock Class B Common Stock Approximate Number of Number of Percentage of Shares Approximate Shares Approximate Outstanding Beneficially Percentage Beneficially Percentage Common Name and Address of Beneficial Owner (1) Owned of Class Owned of Class Stock Aesther Healthcare Sponsor, LLC (1) (2)-- 2, 625, 000 100. 0 % 20. 0 % Suren Ajjarapu (1) (2)-- 2, 625, 000 100. 0 % 20. 0 % Howard A. Doss (3)----- Michael L. Peterson (3)----- Venkatesh Srinivasan (3)----- Donald G. Fell (3)----- Siva Saravanan (3)----- All executive officers and directors as a group (6 individuals)-- 2, 625, 000 100. 0 % 20. 0 % Space Summit Capital LLC (4) 600, 000 5. 7 %-- 4. 5 % Saba Capital Management, L. P. (5) 601, 289 5. 7 %-- 4. 5 % Beryl Capital Partners II LP (6) 673, 677 6. 4 %-- 5. 1 % (1) Aesther Healthcare Sponsor, LLC, our sponsor, is the record holder of the securities reported herein. Suren Ajjarapu, our Chairman and Chief Executive Officer, is the sole manager and a member of our sponsor. By virtue of this relationship, Mr. Ajjarapu may be **redeemable** deemed to share beneficial ownership of the

securities held of record by our sponsor. Mr. Ajjarapu disclaims any such beneficial ownership except to the extent of his pecuniary interest. The business address of the sponsor is 515 Madison Avenue, Suite 8078, New York, New York 10022. It is contemplated that our sponsor will transfer a portion of the founder shares to our officers and directors and certain third parties subsequent to the date of this Report. (2) Interests shown consist solely of founder shares, classified as shares of Class B common stock. Founder shares are convertible into shares of Class A common stock on a one- for- one basis, subject to adjustment. (3) Does not include any shares indirectly owned by this individual as a result of his ownership interest in our sponsor. (4) Shares beneficially owned are based on Schedule 13G filed with the SEC on September 23, 2021, by Space Summit Capital LLC, which information has not been independently confirmed. The address of Space Summit Capital LLC, as reported in the Schedule 13G is 15455 Albright Street, Pacific Palisades, CA 90272. (5) Shares beneficially owned are based on Schedule 13G filed with the SEC on September 24, 2021, by Saba Capital Management, L. P., a Delaware limited partnership (" Saba Capital "), Saba Capital Management GP, LLC, a Delaware limited liability company (" Saba GP "), and Mr. Boaz R. Weinstein, which information has not been independently confirmed. Each of Saba Capital, Saba GP and Mr. Weinstein has shared voting and dispositive power with respect to 601, 289 shares of Common Stock. The address of the shareholder, as reported in the Schedule 13G is 515 Madison Ave Suite 8078, New York, NY, 10022. (6) Shares beneficially owned are based on Schedule 13G filed with the SEC on September 27, 2021, by Beryl Capital Management LLC (" Beryl "), Beryl Capital Management LP (" Beryl GP "), Beryl Capital Partners II LP (only 604, 797 shares) (the " Partnership ") and David A. Witkin (collectively, the " Filers "). Each filer has shared voting and dipositive power of the shares held (except for the Partnership which only shares voting and dispositive control over 604, 797 shares). Each Filer disclaims beneficial ownership of the shares except to the extent of that person' s pecuniary interest therein. The address of the shareholder, as reported in the Schedule 13G is 515 Madison Ave Suite 8078, New York, NY, 10022. Restrictions on Transfers of Founder Shares and Placement Warrants The founder shares, and placement warrants, and securities contained therein, are each subject to transfer restrictions pursuant to lock- up provisions in a letter agreement with us entered into by our sponsor, officers and directors. Those lock- up provisions provide that such securities are not transferable or salable (i) in the case of the founder shares (or shares of common stock issuable upon conversion thereof), until the earlier to occur of: (A) one year after the completion of our initial business combination and (B) subsequent to our initial business combination, (x) if the reported last sale price of our Class A common stock equals or exceeds $ 12. 00 per share (as adjusted for stock splits, stock dividends, right issuances, reorganizations, recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing at least 150 days after our initial business combination, or (y) the date on which we complete a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, and (ii) in the case of the placement warrants, including the shares of Class A common stock issuable upon exercise of the placement warrants, until 30 days after the completion of our initial business combination, except in each case (a) to our or our sponsor' s officers, directors, or consultants, any affiliates or family members of any of our officers, directors, or consultants, any members of our sponsor, or any affiliates of our sponsor, (b) in the case of an individual, by gift to a member of one of the members of the individual' s immediate family or to a trust, the beneficiary of which is a member of one of the individual' s immediate family, an affiliate of such person or to a charitable organization; (c) in the case of an individual, by virtue of laws of descent and distribution upon death of any of our officers, our directors, the initial stockholders or members of our sponsor; (d) in the case of an individual, pursuant to a qualified domestic relations order; (e) by private sales or transfers made in connection with the consummation of an initial business combination at prices no greater than the price at which the securities were originally purchased; (f) in the event of our liquidation prior to the completion of our initial business combination; (g) in the event of our liquidation, merger, capital stock exchange, reorganization or other similar transaction which results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property subsequent to our completion of our initial business combination; or (h) to the Company for no value for cancellation in connection with the consummation of a business combination, provided, however, that in the case of clauses (a) through (e) these permitted transferees must enter into a written agreement agreeing to be bound by these transfer restrictions and the other restrictions contained in the letter agreements and by the same agreements entered into by our sponsor with respect to such securities (including provisions relating to voting, the trust account and liquidating distributions described elsewhere in this Report). The holders of the founder shares, placement warrants, and warrants that may be issued upon conversion of working capital loans, and any shares of Class A common stock issuable upon the exercise of the placement warrants and any warrants (and underlying Class A common stock) that may be issued upon conversion of working capital loans and Class A common stock issuable upon conversion of the founder shares, will be entitled to registration rights pursuant to a registration rights agreement which they have entered into with us, requiring us to register such securities for resale (in the case of the founder shares, only after conversion to our Class A common stock). The holders of the majority of these securities are entitled to make up to three demands, excluding short form demands, that we register such securities. In addition, the holders have certain " piggy- back " registration rights with respect to registration statements filed subsequent to our completion of our initial business combination and rights to require us to register for resale such securities pursuant to Rule 415 under the Securities Act. The registration rights agreement does not contain liquidated damages or other cash settlement provisions resulting from delays in registering our securities. We will bear the expenses incurred in connection with the filing of any such registration statements. Securities Authorized for Issuance under Equity Compensation Table As of December 31, 2021, we had no compensation plans (including individual compensation arrangements) under which equity securities were authorized for issuance. Changes in Control ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE Certain Relationships and Related Transactions The following is a summary of transactions since our formation on June 17, 2021, to which we have been a participant in which the amount involved exceeded or will exceed the lesser of $ 120, 000 or 1 % of the average of our total assets as of December 31, 2021, and in which any of our directors, executive officers or holders of

more than 5 % of our capital stock, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest. Founder Shares On June 30, 2021, our sponsor purchased 2, 875, 000 founder shares for an aggregate purchase price of $ 25, 000, or approximately $ 0. 009 per share. The number of founder shares issued was determined based on the expectation that such founder shares would represent 20 % of the outstanding shares upon completion of our IPO (excluding the placement warrants and underlying securities, and the representative' s shares). Up to 375, 000 founder shares held by our sponsor are subject to forfeiture by our sponsor depending on the extent to which the underwriters' over- allotment option is exercised. The founder shares (including the Class A common stock issuable upon exercise thereof) may not, subject to certain limited exceptions, be transferred, assigned or sold by the holder. The sponsor agreed to cancel up to 375, 000 of such shares depending on the extent to which the underwriters' over- allotment option in connection with the Company' s initial public offering was exercised. The underwriters' exercised a portion (500, 000 units) of the underwriters' option to purchase up to an additional 1, 500, 000 units to cover over- allotments, and such over- allotment option subsequently expired. As such, the sponsor cancelled 250, 000 of the Class B common stock originally issued to the sponsor on November 3, 2021. Private Placement Warrants Our sponsor purchased an aggregate of 5, 411, 000 placement warrants at a price of $ 1. 00 per warrant for an aggregate purchase price of $ 5, 411, 000 in connection with the IPO and the exercise by the underwriters of a portion of the over- allotment option. There will be no redemption rights or liquidating distributions from the trust account with respect to the founder shares or placement warrants, which will expire worthless if we do not consummate a business combination within 12 months from the closing of the IPO or during any Extension Period. The private placement warrants are identical to the warrants sold in the IPO except that the private placement warrants, so long as they are held by our sponsor, the **their** underwriters **initial purchasers** or their permitted transferees **. If we do** , (i) may not (including **file and maintain a current and effective registration statement relating to** the shares of Class A common stock issuable upon exercise of these -- **the** warrants), subject to certain limited exceptions, be transferred, assigned or sold by the holders until 30 days after the completion of our initial business combination, and (ii) will **only** be entitled **able** to **exercise such** registration rights. The private placement warrants (including the shares of Class A **on a " cashless basis. " If we do not file and maintain a current and effective prospectus relating to our** common stock issuable upon exercise **of** thereof) may not, subject to certain limited exceptions, be transferred, assigned or sold by the **warrants at the time that** holder **holders wish to exercise such warrants, they will only be able to exercise them on a " cashless basis " provided that an exemption from registration is available** . As **a result** more fully discussed in " Item 10. Directors , **the number** Executive Officers and Corporate Governance — Conflicts of **shares** Interest, " if any of our officers or **our common stock** directors becomes aware of a business combination opportunity that falls within the line of business of any entity to which he or she has then- current fiduciary or contractual obligations, he or she may be required to present such business combination opportunity to such entity prior to presenting such business combination opportunity to us. Certain of our officers and directors presently have, and any of them in the future may have, additional, fiduciary or contractual obligations to other entities pursuant to which such officer or director is or will be required to present a business combination opportunity to such entity. Commencing on the date of the IPO and continuing until the earlier of our consummation of a business combination and our liquidation, we agreed to pay our sponsor $ 10, 000 per month for office space and administrative and support services pursuant to an administrative support agreement entered into with our sponsor. A total of $ 35, 000 had been paid as of December 31, 2021. Other than the above, no compensation of any kind, including any finder' s fee, reimbursement, consulting fee or monies in respect of any payment of a loan, will be paid by us to our sponsor, officers or directors or any affiliate of our sponsor, officers or directors prior to, or in connection with any services rendered in order to effectuate, the consummation of an initial business combination (regardless of the type of transaction that it is). However, these individuals will be reimbursed for any out- of- pocket expenses incurred in connection with activities on our behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. Our audit committee will review on a quarterly basis all payments that were made to our sponsor, officers, directors or our or their affiliates and will determine which expenses and the amount of expenses that will be reimbursed. There is no cap or ceiling on the reimbursement of out- of- pocket expenses incurred by such persons in connection with activities on our behalf. Prior to the closing of the IPO, our sponsor agreed to loan us up to $ 300, 000 to be used for a portion of the expenses of the IPO. These loans are non- interest bearing, unsecured and are due at the earlier of June 30, 2022 or the closing of the IPO. As prior to the closing of the IPO, the Company had borrowed $ 190, 101 from the sponsor, which amount was repaid from proceeds from the IPO. The loan was repaid upon the closing of the IPO out of the offering proceeds that were allocated to the payment of offering expenses (other than underwriting commissions). In addition, in order to finance transaction costs in connection with an intended initial business combination, our sponsor or an affiliate of our sponsor or certain of our officers and directors may, but are not obligated to, loan us funds on a non- interest bearing basis as may be required. If we complete an initial business combination, we would repay such loaned amounts. In the event that the initial business combination does not close, we may use a portion of the working capital held outside the trust account to repay such loaned amounts but no proceeds from our trust account would be used for such repayment. Up to $ 1, 500, 000 of such loans may be convertible into warrants, at a price of $ 1. 00 per warrant at the option of the lender, upon consummation of our initial business combination. The warrants would be identical to the placement warrants. Other than as described above, the terms of such loans by our officers and directors, if any, have not been determined and no written agreements exist with respect to such loans. We do not expect to seek loans from parties other than our sponsor or an affiliate of our sponsor as we do not believe third parties will be willing to loan such funds and provide a waiver against any and all rights to seek access to funds in our trust account. After our initial business combination, members of our management team who remain with us may be paid consulting, management or other fees from the combined company with any and all amounts being fully disclosed to our stockholders, to the extent then known, in the tender offer or proxy solicitation materials, as applicable, furnished to our stockholders. It is unlikely the amount of such compensation will be known at the time of distribution of such tender offer materials or at the time of a stockholder meeting held to consider our initial business

combination, as applicable, as it will be up to the directors of the post- combination business to determine executive and director compensation. The holders of the founder shares, placement warrants, and warrants that may be issued upon conversion of working capital loans (and in each case holders of their component securities, as applicable) have and will have registration rights to require us to register a sale of any of our securities held by them pursuant to a registration rights agreement entered into with our initial stockholders in connection with the IPO, which is described under the heading " Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters — Registration Rights. " These holders will **receive upon exercise of** be entitled to make up to three -- **the** demands, excluding short **warrants will be fewer than it would have been had such holder exercised its Warrant** form - **for cash. Further, if an exemption from** registration **demands is not available** , that we register such securities **holders would not be able to exercise on a cashless basis and would only be able to exercise their warrants** for **cash if a current and effective** sale under the Securities Act. In addition, these holders will have " piggy- back " registration rights to include their securities in other registration statements - **statement** filed by us **relating to our common stock issuable upon exercise of the warrants is available** . We have entered into **Under the terms of certain warrant** agreements with our officers and directors to provide contractual indemnification in addition to the indemnification provided for in our amended and restated certificate of incorporation. Our bylaws also will permit us to secure insurance on behalf of any officer, director or employee for any liability arising out of his or her actions, regardless of whether Delaware law would permit such indemnification. We will purchase a policy of directors' and officers' liability insurance that insures our officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures us against our obligations to indemnify our officers and directors. Registration Rights Agreement Please see " Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations — Registration Rights Agreement " for a description of this agreement. Related Party Policy We have adopted a code of ethics requiring us to avoid, wherever possible, all conflicts of interests, except under guidelines or resolutions approved by our board of directors (or the appropriate committee of our board) or as disclosed in our public filings with the SEC. Under our code of ethics, conflict of interest situations will include any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) involving the company. In addition, our audit committee, pursuant to a written charter that we have adopted, is responsible for reviewing and approving related party transactions to the extent that we enter into such transactions. An affirmative vote of a majority of the members of the audit committee present at a meeting at which a quorum is present will be required in order to approve a related party transaction. A majority of the members of the entire audit committee will constitute a quorum. Without a meeting, the unanimous written consent of all of the members of the audit committee will be required to approve a related party transaction. We also require each of our directors and executive officers to complete a directors' and officers' questionnaire that elicits information about related party transactions. These procedures are intended to determine whether any such related party transaction impairs the independence of a director or presents a conflict of interest on the part of a director, employee or officer. To further minimize conflicts of interest , we have agreed not to consummate an initial business combination with an entity that is affiliated with any of our sponsor, officers or directors unless we, or a committee of independent directors, have obtained an opinion from an independent investment banking firm or another independent entity that commonly renders valuation opinions that our initial business combination is fair to our company from a financial point of view. Furthermore, no finder' s fees, reimbursements, consulting fee, monies in respect of any payment of a loan or other compensation will be paid by us **use** to our sponsor, officers or directors or any affiliate of our sponsor, officers or directors prior to, for services rendered to us prior to, or in connection with any services rendered in order to effectuate, the consummation of our initial business combination (regardless of the type of transaction that it **its best efforts** is). However, the following payments will be made to **meet** our sponsor, officers or directors, or our or their affiliates, none of which will be made from the proceeds of the IPO held in the trust account prior to the completion of our initial business combination: ● Repayment of up to an aggregate of $ 300, 000 in loans made to us by our sponsor to cover offering- related and organizational expenses, as discussed above; ● Payment to Aesther Healthcare Sponsor, LLC, our sponsor, of $ 10, 000 per month, for office space, utilities and secretarial and administrative support. Upon completion of our initial business combination or our liquidation, we will cease paying these **conditions** monthly fees; ● Reimbursement for any out- of- pocket expenses related to identifying, investigating and completing an **and to file** initial business combination; and ● Repayment of non- interest bearing loans which may be made by our sponsor or an **and maintain a current** affiliate of our sponsor or certain of our officers and directors to finance transaction costs in connection with an **and effective registration** intended initial business combination, the terms of which (other than as described above) have not been determined nor have any written agreements been executed with respect thereto. Up to $ 1, 500, 000 of such loans may be convertible into warrants, at a price of $ 1. 00 per warrant at the option of the lender, upon consummation of our initial business combination. The warrants would be identical to the placement warrants. Our audit committee will review on a quarterly basis all payments that were made to our sponsor, officers, directors or our or their affiliates. Nasdaq listing standards require that a majority of our board of directors be independent. An " independent director " is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship which in the opinion of the company' s board of directors, would interfere with the director' s exercise of independent judgment in carrying out the responsibilities of a director. Our board of directors has determined that all of our directors, other than Mr. Ajjarapu are " independent directors " as defined in the Nasdaq listing standards and applicable SEC rules. Our independent directors will have regularly scheduled meetings at which only independent directors are present. ITEM 14. Principal Accountant Fees and Services. The following table represents aggregate fees billed to us for the period from June 17, 2021 (inception) to December 31, 2021, by MaloneBailey, LLP, our independent registered public accounting firm. June 17, 2021 (inception) to December 31, 2021 Audit Fees $ 77, 500 Audit- Related Fees- Tax Fees 2, 000 All Other Fees- Total Fees $ 79, 500 Audit Fees Audit fees consist of fees billed for professional services rendered for the audit of our year- end financial statements - **statement** , reviews of our quarterly financial statements and services that are normally provided by our

independent registered public accounting firm in connection with regulatory filings. The aggregate fees billed by MaloneBailey, LLP for audit fees, inclusive of required filings with the SEC for the period from June 17, 2021 (inception) through December 31, 2021, and of services rendered in connection with our initial public offering, totaled $ 79, 500. Audit- Related Fees Audit-related fees consist of fees billed for assurance and related services that are reasonably related to performance of the audit or review of our year- end financial statements and are not reported under " Audit Fees. " These services include attest services that are not required by statute or regulation and consultation concerning financial accounting and reporting standards. We did not pay MaloneBailey, LLP any audit- related fees during the period from June 17, 2021 (inception) through December 31, 2021. Tax Fees Tax fees consist of fees billed for professional services relating to tax compliance, tax planning and tax advice. We did not pay MaloneBailey, LLP any tax fees during the period from June 17, 2021 (inception) through December 31, 2021. All Other Fees All other fees consist of fees billed for all other services. We did not pay MaloneBailey, LLP any other fees during the period from June 17, 2021 (inception) through December 31, 2021. Pre- Approval Policy Our audit committee was formed upon the consummation of our IPO. As a result, the audit committee did not pre- approve all of the foregoing services, although any services rendered prior to the formation of our audit committee were approved by our board of directors. Since the formation of our audit committee, and on a going- forward basis, the audit committee has and will pre- approve all auditing services and permitted non- audit services to be performed for us by our auditors, including the fees and terms thereof (subject to the de minimis exceptions for non- audit services described in the Exchange Act which are approved by the audit committee prior to the completion of the audit). PART IV ITEM 15. Exhibits, Financial Statements and Financial Statement Schedules (a) The following documents are filed as part of this Report: (1) Financial Statements Page Report of Independent Registered Public Accounting Firm F- 2 Financial Statements: Balance Sheet as of December 31, 2021 F- 3 Statement of Operations for the period from June 17, 2021 (inception) through December 31, 2021 F- 4 Statement of Changes in Stockholders' Equity for the period from June 17, 2021 (inception) through December 31, 2021 F- 5 Statement of Cash Flows for the period from June 17, 2021 (inception) through December 31, 2021 F- 6 Notes to Financial Statements F- 7 (2) Financial Statements ScheduleAll financial statement schedules are omitted because they are not applicable or **our** the amounts are immaterial and not required, or the required information is presented in the financial statements and notes beginning on F- 1 on this Report. (3) ExhibitsExhibit Incorporated by Reference Filed / Furnished No. Description Form File No. Exhibit Filing Date Herewith 1. 1 Underwriting Agreement, dated September 14, 2021, by and between the Company and EF Hutton, division of Benchmark Investments, LLC 8- K 001- 40793 1. 1 9 / 17 / 2021 3. 1 Amended and Restated Certificate of Incorporation 8- K 001- 40793 3. 1 9 / 17 / 2021 3. 2 By Laws S- 1 / A 333- 258012 3. 3 9 / 2 / 2021 4. 1 Specimen Unit Certificate S- 1 / A 333- 258012 3. 3 9 / 2 / 2021 4. 2 Specimen Class A Common Stock Certificate S- 1 / A 333- 258012 3. 3 9 / 2 / 2021 4. 3 Specimen Warrant Certificate (included in Exhibit 4. 4) 8- K 001- 40793 4. 1 9 / 17 / 2021 4. 4 Warrant Agreement, dated September 14, 2021, by and between Continental Stock Transfer & Trust Company and the Company 8- K 001- 40793 4. 1 9 / 17 / 2021 4. 5 Description of Registered Securities * X 10. 1 Promissory Note, dated June 30, 2021, issued to Aesther Healthcare Sponsor, LLC S- 1 / A 333- 258012 10. 2 9 / 2 / 2021 10. 2 Securities Subscription Agreement, dated June 30, 2021, between the Registrant and Aesther Healthcare Sponsor, LLC S- 1 / A 333- 258012 10. 5 9 / 2 / 2021 10. 3 Investment Management Trust Agreement, dated September 14, 2021, by and between Continental Stock Transfer & Trust Company and the Company 8- K 001- 40793 10. 1 9 / 17 / 2021 10. 4 Registration Rights Agreement, dated September 14, 2021, by and among the Company and the Sponsor 8- K 001- 40793 10. 2 9 / 17 / 2021 10. 5 Letter Agreement, dated September 14, 2021, by and among the Company, its officers and directors and the Sponsor 8- K 001- 40793 10. 3 9 / 17 / 2021 10. 6 Placement Warrant Purchase Agreement, dated September 14, 2021, by and between the Company and the Sponsor 8- K 001- 40793 10. 4 9 / 17 / 2021 10. 7 Administrative Support Agreement, dated September 14, 2021, by and between the Company and the Sponsor 8- K 001- 40793 10. 5 9 / 17 / 2021 10. 8 Indemnity Agreement, dated September 8, 2021, by and among the Company and Suren Ajjarapu 8- K 001- 40793 10. 6 9 / 17 / 2021 10. 9 Indemnity Agreement, dated September 8, 2021, by and among the Company and Howard A. Doss 8- K 001- 40793 10. 7 9 / 17 / 2021 10. 10 Indemnity Agreement, dated September 14, 2021, by and among the Company and Siva Saravanan 8- K 001- 40793 10. 8 9 / 17 / 2021 10. 11 Indemnity Agreement, dated September 14, 2021, by and among the Company and Michael L. Peterson 8- K 001- 40793 10. 9 9 / 17 / 2021 10. 12 Indemnity Agreement, dated September 14, 2021, by and among the Company and Venkatesh Srinivasan 8- K 001- 40793 10. 10 9 / 17 / 2021 10. 13 Indemnity Agreement, dated September 14, 2021, by and among the Company and Donald G. Fell 8- K 001- 40793 10. 11 9 / 17 / 2021 14. 1 Code of Ethics S- 1 / A 333- 258012 14. 1 9 / 2 / 2021 24. 1 * Power of Attorney (included on signature page here) X 31. 1 * Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes- Oxley Act X 31. 2 * Certification of Principal Accounting Officer pursuant to Section 302 of the Sarbanes- Oxley Act X 32. 1 * * Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes- Oxley Act X 32. 2 * * Certification of Principal Accounting Officer Pursuant to Section 906 of the Sarbanes- Oxley Act X99. 1 Audit Committee Charter S- 1 / A 333- 258012 99. 1 9 / 2 / 2021 99. 2 Compensation Committee Charter S- 1 / A 333- 258012 99. 2 9 / 2 / 2021 99. 3 Nominating and Corporate Governance Committee Charter S- 1 / A 333- 258012 99. 3 9 / 2 / 2021 101. INS * Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. X 101. SCH * Inline XBRL Taxonomy Extension Schema Document X 101. CAL * Inline XBRL Taxonomy Extension Calculation Linkbase Document X 101. DEF * Inline XBRL Taxonomy Extension Definition Linkbase Document X 101. LAB * Inline XBRL Taxonomy Extension Label Linkbase Document X 101. PRE * Inline XBRL Taxonomy Extension Presentation Linkbase Document X 104 * Inline XBRL for the cover page of this Annual Report on Form 10- K, included in the Exhibit 101 Inline XBRL Document Set. X * Filed herewith. * * Furnished herewith. Item 16. Form 10- K Summary AESTHER HEALTHCARE ACQUISITION CORP. INDEX TO FINANCIAL Page Report of Independent Registered Public Accounting Firm F- 2 Financial Statements: Balance Sheet as of December 31, 2021 F- 3 Statement of Operations for the period from June 17, 2021 (inception) through December 31, 2021 F- 4 Statement of Changes in Stockholders' Deficit for the period from June 17, 2021 (inception) through December 31, 2021 F-

5 Statement of Cash Flows for the period from June 17, 2021 (inception) through December 31, 2021 F- 6 Notes to Financial Statements F- 7REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM To the Stockholders and Board of Directors of Aesther Healthcare Acquisition Corp. Opinion on the Financial Statements We have audited the accompanying balance sheet of Aesther Healthcare Acquisition Corp. (the " Company ") as of December 31, 2021, and the related statements of operations, stockholders' equity, and cash flows for the period from June 17, 2021 (inception) through December 31, 2021, and the related notes (collectively referred to as the " financial statements "). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December, 31 2021, and the results of its operations and its cash flows for the period from June 17, 2021 (inception) through December 31, 2021, in conformity with accounting principles generally accepted in the United States of America. Basis for Opinion These financial statements are the responsibility of the Company' s management. Our responsibility is to express an opinion on the Company' s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (" PCAOB ") and are required to be independent with respect to the Company in accordance with the U. S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company' s internal control over financial reporting. Accordingly, we express no such opinion. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion. / s / MaloneBailey, LLP www. malonebailey. com We have served as the Company' s auditor since 2021. Houston, Texas January 31, 2022 206 AESTHER HEALTHCARE ACQUISITION CORP. BALANCE SHEET DECEMBER 31, 2021 Assets: Cash $ 1, 075, 602 Prepaid expenses 474, 291 Total current assets 1, 549, 893 Cash and marketable securities held in Trust Account 107, 102, 449 Total Assets $ 108, 652, 342 Liabilities and Stockholders' Deficit Accounts payable $ 34, 444 Accrued expenses 212, 000 Total current liabilities 246, 444 Deferred underwriting commissions 3, 150, 000 Total Liabilities 3, 396, 444 Commitments and Contingencies- Class A common stock **issuable upon exercise** ; 10, 500, 000 shares subject to possible redemption at $ 10. 20 per share 107, 100, 000 Stockholders' Deficit Preferred stock, $ 0. 0001 par value; 1, 250, 000 shares authorized; none issued and outstanding- Class A common stock, $ 0. 0001 par value; 125, 000, 000 shares authorized; 100, 000 issued and outstanding (excluding 10, 500, 000 shares subject to redemption) 10 Class B common stock, $ 0. 0001 par value; 12, 500, 000 shares authorized; 2, 625, 000 shares issued and outstanding 263 Common stock value- Additional paid- in- capital (1, 280, 265) Accumulated deficit (564, 110) Total Stockholders' Deficit (1, 844, 102) Total Liabilities and Stockholders' Deficit $ 108, 652, 342 The accompanying notes are an integral part of these -- **the** financial statements. AESTHER HEALTHCARE ACQUISITION CORP. STATEMENT OF OPERATIONS For the period from June 17, 2021 (Inception) Through December 31, 2021 Formation and operating costs $ (566, 558) Total operating loss (566, 558) Other Income (Expense) Interest income from Trust Account 2, 448 Net Loss (564, 110) Basic and diluted weighted average shares outstanding, Class A common stock 5, 649, 746 Class A common stock- basic and diluted net loss per share $ (0. 10) Basic and diluted weighted average shares outstanding, Class B common stock 2, 451, 777 Class B common stock- basic and diluted net loss per share $ (0. 23) AESTHER HEALTHCARE ACQUISITION CORP. STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT FOR THE PERIOD FROM JUNE 17, 2021 (INCEPTION) THROUGH DECEMBER 31, 2021 Class A Common Stock Class B Common Stock Additional Paid- In Accumulated Stockholders' Shares Amount Shares Amount Capital Deficit Deficit Balance as of June 17, 2021 (inception)- $-- $- $- $- $- Beginning balance- $-- $- $- $- $- Class B common stock issued to Sponsor-- 2, 875, 000 288 24, 712- 25, 000 Sale of Units through initial public offering 10, 500, 000 1, 050-- 104, 998, 950- 105, 000, 000 Issuance of representative shares 100, 000 10-- (10)-- Issuance of Private Placement Warrants---- 5, 411, 000- 5, 411, 000 Transaction and Underwriting costs---- (6, 715, 992)- (6, 715, 992) Class A common stock subject to possible redemption (10, 500, 000) (1, 050)-- (104, 998, 950)- (105, 000, 000) Redemption of Class B common stock-- (250, 000) (25) 25-- Net loss----- (564, 110) (564, 110) Balance as of December 31, 2021 100, 000 $ 10 2, 625, 000 $ 263 (1, 280, 265) $ (564, 110) $ (1, 844, 102) Ending balance 100, 000 $ 10 2, 625, 000 $ 263 (1, 280, 265) $ (564, 110) $ (1, 844, 102) AESTHER HEALTHCARE ACQUISITION CORP. STATEMENT OF CASH FLOWS FOR THE PERIOD FROM JUNE 17, 2021 (INCEPTION) THROUGH DECEMBER 31, 2021 Cash flows from operating activities: Net loss $ (564, 110) Adjustments to reconcile net loss to net cash used in operating activities: Interest income from Trust Account (2, 449) Changes in current assets and liabilities: Prepaid Expenses (474, 291) Accounts Payable 34, 444 Accrued Expenses 212, 000 Net cash used in operating activities (794, 406) Cash flows from investing activities: Investment of cash in trust account (107, 100, 000) Net cash used in investing activities (107, 100, 000) Cash flows from financing activities: Proceeds from initial public offering, net of underwriting discount 103, 687, 963 Proceeds from private placement warrants 5, 411, 000 Proceeds from issuance of founder shares 25, 000 Proceeds from issuance of promissory note to related party 190, 101 Payment of deferred offering costs (153, 955) Payment of promissory note to related party (190, 101) Net cash provided by financing activities 108, 970, 008 Net change in cash 1, 075, 602 Cash, beginning of the period — Cash, end of the period $ 1, 075, 602 Supplemental disclosure of cash flow information: Deferred underwriting commissions payable charged to additional paid- in- capital $ 3, 150, 000 AESTHER HEALTHCARE ACQUISITION CORP. NOTES TO FINANCIAL STATEMENTS Note 1 — Organization and Business Operations Aesther Healthcare Acquisition Corp. (the " Company ") is a blank check company formed in June 2021,

for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (the " Business Combination "). The Company has not selected any potential Business Combination target. As of December 31, 2021, the Company had not commenced any operations. All activity for the period from June 17, 2021 (inception) through December 31, 2021 relates to the Company' s formation, the initial public offering (" Initial Public Offering ") and activities to identify a target business. The Company will not generate any operating revenues until after the completion **expiration** of its initial Business Combination, at the earliest. The Company will generate non- operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the Initial Public Offering (as defined below). The Company has selected December 31 as its fiscal year- end. The registration statement for the Company' s Initial Public Offering was declared effective on September 14, 2021. On September 17, 2021, the Company consummated the Initial Public Offering of 10, 500, 000 units, each consisting of one share of Class A common stock and one- half of one redeemable warrant (the " Units " and, with respect to the shares of Class A common stock included in the Units sold, the " Public Shares "), at $ 10. 00 per Unit, generating gross proceeds of $ 105, 000, 000, which is described in Note 3 — Initial Public Offering. Simultaneously with the closing of the Initial Public Offering, the Company consummated the sale of 5, 411, 000 warrants (the " Private Placement Warrants ") at a price of $ 1. 00 per Private Placement Warrant in a private placement (the " Private Placement ") to Aesther Healthcare Sponsor, LLC (the " Sponsor "), generating gross proceeds of $ 5, 411, 000, which is described in Note 4 — Private Placement. Transaction costs amounted to $ 4, 615, 992, consisting of $ 1, 050, 000 of underwriting fees, $ 3, 150, 000 of deferred underwriting fees and $ 415, 992 of other offering costs. In addition, at December 31, 2021, cash of $ 1, 075, 602 was held outside of the Trust Account (as defined below) and is available for working capital purposes. Following the closing of the Initial Public Offering on September 17, 2021, an amount of $ 107, 100, 000 ($ 10. 20 per Unit) from the net proceeds of the sale of the Units in the Initial Public Offering and the sale of the Private Placement Warrants was placed in a trust account (the " Trust Account ") located in the United States and will be invested only in U. S. government securities, within the meaning set forth in Section 2 (a) (16) of the Investment Company Act of 1940, as amended (the " Investment Company Act "), with a maturity of 185 days or less or in any open- ended investment company that holds itself out as a money market fund selected by the Company meeting the conditions of paragraphs (d) (2), (d) (3) and (d) (4) of Rule 2a- 7 of the Investment Company Act, as determined by the Company, until the earlier of: (i) the completion of a Business Combination and (ii) the distribution of the Trust Account, as described below. The Company' s management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of the Private Placement Warrants, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. Nasdaq rules provide that the Business Combination must be with one or more target businesses that together have a fair market value equal to at least 80 % of the balance in the Trust Account (as defined below) (less any deferred underwriting commissions and taxes payable on interest earned on the Trust Account) at the time of the signing a definitive agreement to enter a Business Combination. The Company will only complete a Business Combination if the post- Business Combination company owns or acquires 50 % or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully effect a Business Combination. The Company will provide its holders of the outstanding Public Shares (the " Public Stockholders ") with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a stockholder meeting called to approve the Business Combination pursuant to the proxy solicitation rules of the SEC or (ii) by means of a tender offer. In connection with a proposed Business Combination, the Company will be required to seek stockholder approval of a Business Combination at a meeting called for such purpose at which stockholders may seek to redeem their shares, regardless of whether they vote for or against a Business Combination. The Company will proceed with a Business Combination only if the Company has net tangible assets of at least $ 5, 000, 001 either immediately prior to or upon such consummation of a Business Combination and a majority of the outstanding shares voted are voted in favor of the Business Combination. If the Company conducts redemptions of the Public Shares in connection with a Business Combination pursuant to the proxy solicitation rules in conjunction with a stockholder meeting instead of pursuant to the tender offer rules, the Company' s amended and restated certificate of incorporation (the " Certificate of Incorporation ") provides that, a public stockholder, together with any affiliate of such stockholder or any other person with whom such stockholder is acting in concert or as a " group " (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the " Exchange Act ")), will be restricted from seeking redemption rights with respect to 15 % or more of the Public Shares without the Company' s prior written consent. The public stockholders will be entitled to redeem their shares for a pro rata portion of the amount then in the Trust Account (initially $ 10. 20 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations). The per- share amount to be distributed to stockholders who redeem their shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters. There will be no redemption rights upon the completion of a Business Combination with respect to the Company' s warrants. These Class A common stock are recorded at redemption value and classified as temporary equity upon the completion of the Initial Public Offering, in accordance with Accounting Standards Codification (" ASC ") Topic 480 " Distinguishing Liabilities from Equity. " If the Company is unable to conduct redemptions pursuant to the proxy solicitation rules as described above, the Company will, pursuant to its Certificate of Incorporation, offer such redemption pursuant to the tender offer rules of the SEC, and file tender offer documents containing substantially the same information as would be included in a proxy statement with the SEC prior to completing a Business Combination. The Company' s Sponsor, officers, directors, and advisors have agreed (a) to vote their Founder Shares (as defined in Note 5 — Related Party Transactions) and any Public Shares purchased during or after the Initial Public Offering in favor of a Business Combination, (b) not to propose an amendment to the Company' s Certificate of Incorporation with respect to the Company' s pre- Business Combination activities prior to the consummation of a Business

~~Combination unless the Company provides dissenting public stockholders with the opportunity to redeem their Public Shares in conjunction with any such amendment; (c) not to redeem any shares (including the Founder Shares) into cash from the Trust Account in connection with a stockholder vote to approve a Business Combination (or to sell any shares in a tender offer in connection with a Business Combination if the Company is unable to conduct redemptions pursuant to the proxy solicitation rules) or a vote to amend the provisions of the Certificate of Incorporation relating to stockholders' rights of pre- Business Combination activity and (d) that the Founder Shares shall not participate in any liquidating distributions upon winding up if a Business Combination is not consummated~~ . However, ~~the Sponsor and our officers, directors and advisors will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares purchased during or after the Initial Public Offering if the Company fails to complete its Business Combination. If the Company is unable to complete a Business Combination within 12 months from the closing of the Initial Public Offering or September 17, 2022, subject to the right to extend the period of time to consummate the Business Combination two times, by an additional three months each time (for a total of up to 18 months) (the " Combination Period "), the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but no more than ten business days thereafter, redeem the public shares, at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to us to pay taxes (less up to $ 100, 000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the remaining stockholders and the Company' s board of directors, proceed to commence a voluntary liquidation and thereby a formal dissolution of the Company, subject in each case to its obligations under Delaware law to provide for claims of creditors and the requirements of applicable law. The underwriters have agreed to waive their rights to the deferred underwriting commission held in the Trust Account in the event the Company does not complete a Business Combination within the Combination Period and, in such event, such amounts will be included with the funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution will be less than the price per Unit $ 10. 20. F- 8 The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or Business Combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $ 10. 20 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the day of liquidation of the Trust Account, if less than $ 10. 20 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company' s indemnity of the underwriters of Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the " Securities Act "). However, the Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and believe that the Sponsor' s only assets are securities of the Company. Therefore, the Company cannot assure its stockholders that the Sponsor would be able to satisfy those obligations. None of the Company' s officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers, prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. As indicated in the accompanying financial statements, at December 31, 2021,~~ we ~~had $ 1, 075, 602 of cash and a working capital surplus of $ 1, 303, 449. Further, we have incurred and expect to continue to incur significant costs in pursuit of our financing and acquisition plans. We~~ cannot assure you that **it** ~~our plans to raise capital or to consummate the Business Combination~~ will be ~~successful~~ **able to do so. If we are unable to do so, the potential " upside " of the holder' s investment in us may be reduced or the warrants may expire worthless. There is no guarantee that the warrants will ever be in the money, and they may expire worthless and the terms of warrants may be amended. The exercise price for the warrants (other than the Second Street Warrants) is $ 11. 50 per share of common stock. There is no guarantee that the warrants will ever be in the money prior to their expiration, and as such, the warrants may expire worthless. The exercise price for our public warrants is higher than in many similar blank check company offerings in the past, and, accordingly, the public warrants are more likely to expire worthless. The exercise price of our public warrants is higher than is typical with many similar blank check companies in the past. Historically, with regard to units offered by blank check companies, the exercise price of a public warrant was generally a fraction of the purchase price of the units in the initial public offering. The exercise price for our public warrants is $ 11. 50 per share, subject to adjustment as provided therein. As a result, the public warrants are less likely to ever be in the money and more likely to expire worthless. The warrants will become exercisable for our common stock, which would increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders** . Our **private** ~~liquidity needs have been satisfied prior to the completion of the Initial Public Offering through a capital contribution from our Sponsor of $ 25, 000 for the founder shares and up to $ 300, 000 in loans available from our Sponsor under an unsecured promissory note (of which approximately $ 190, 000 had been borrowed and repaid as of September 17, 2021 and $ 0 was outstanding as of December 31, 2021). The net proceeds from (i) the sale of the units in the Initial Public Offering, after deducting transaction costs of $ 4, 615, 992, consisting of $ 1, 050, 000 of underwriting fees, $ 3, 150, 000 of deferred underwriting fees and $ 415, 992 of other offering costs (excluding deferred underwriting commissions of $ 3, 150, 000, and (ii) the sale of the~~ placement

warrants **are exercisable** for ~~a purchase price of $~~ 5, 411, 000 ~~), which was $ 105, 797, 045. Of this amount, $ 107, 100, 000 are held in the trust account, which includes $ 3, 150, 000 of deferred underwriting commissions. The proceeds held in the trust account will be invested only in U. S. government treasury obligations with a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a- 7 under the Investment Company Act which invest only in direct U. S. government treasury obligations. The remaining $ 2, 001, 000 ($ 1, 075, 602 as of December 31, 2021, after the repayment of amounts owed to the Sponsor and certain operating expenses) was not held in the trust account. In the event that our offering expenses exceed our estimate of $ 1, 261, 000, we may fund such excess with funds not to be held in the trust account. In such case, the amount of funds we intend to be held outside the trust account would decrease by a corresponding amount. Conversely, in the event that the offering expenses are less than our estimate of $ 1, 261, 000, the amount of funds we intend to be held outside the trust account would increase by a corresponding amount. F- 9 We intend to use substantially all of the funds held in the trust account, including any amounts representing interest earned on the trust account (less deferred underwriting commissions), to complete the Business Combination. We may withdraw interest to pay taxes. We estimate our annual franchise tax obligations, based on the number of~~ shares of ~~our~~ common stock **at** ~~authorized and outstanding after the completion of the Initial Public Offering, to be $ 200~~ **11. 50 per share and our public warrants are exercisable for 5, 250** , 000 ~~, which is the maximum amount of annual franchise taxes payable by us as a Delaware corporation per annum, which we may pay from funds from the Initial Public Offering held outside of the trust account or from interest earned on the funds held in our trust account and released to us for this purpose. Our annual income tax obligations will depend on the amount of interest and other income earned on the amounts held in the trust account. We expect the interest earned on the amount in the trust account will be sufficient to pay our income taxes. To the extent that our capital stock or debt is used, in whole or in part, as consideration to complete the Business Combination, the remaining proceeds held in the trust account will be used as working capital to finance the operations of the target business or businesses, make other acquisitions and pursue our growth strategies. On September 17, 2021, prior to the completion of the Business Combination we had available to us approximately $ 1, 800, 000 of proceeds held outside the trust account (when including prepaid expenses and interest) at December 31, 2021, approximately $ 1, 550, 000. We will continue to use these funds to identify and evaluate target businesses, perform business due diligence on prospective target businesses, to and from the offices, plants or similar locations of prospective target businesses or their representatives or owners, review corporate documents and material agreements of prospective target businesses, and structure, negotiate and complete an initial Business Combination. In order to fund working capital deficiencies or finance transaction costs in connection with an intended initial business combination, our Sponsor or an affiliate of our Sponsor or certain of our officers and directors may, but are not obligated to, loan us funds on a non- interest bearing basis as may be required. If we complete our initial business combination, we would repay such loaned amounts. In the event that our initial business combination does not close, we may use a portion of the working capital held outside the trust account to repay such loaned amounts but no proceeds from our trust account would be used for such repayment. Up to $ 1, 500, 000 of such loans may be convertible into warrants, at a price of $ 1. 00 per warrant at the option of the lender, upon consummation of our initial business combination. The warrants would be identical to the placement warrants. Other than as described above, the terms of such loans by our officers and directors, if any, have not been determined and no written agreements exist with respect to such loans. We do not expect to seek loans from parties other than our Sponsor or an affiliate of our Sponsor as we do not believe third parties will be willing to loan such funds and provide a waiver against any and all rights to seek access to funds in our trust account. We expect our primary liquidity requirements during that period to include approximately $ 500, 000 for legal, accounting, due diligence, travel and other expenses associated with structuring, negotiating and documenting successful business combinations; $ 100, 000 for legal and accounting fees related to regulatory reporting requirements; $ 56, 500 for Nasdaq Fees; $ 650, 000 for Directors & Officers Insurance; $ 180, 000 for office space, utilities and secretarial and administrative support; and approximately $ 163, 500 for working capital that will be used for miscellaneous expenses and reserves. These amounts are estimates and may differ materially from our actual expenses. In addition, we could use a portion of the funds not being placed in trust to pay commitment fees for financing, fees to consultants to assist us with our search for a target business or as a down payment or to fund a " no- shop " provision (a provision designed to keep target businesses from " shopping " around for transactions with other companies or investors on terms more favorable to such target businesses) with respect to a particular proposed initial business combination, although we do not have any current intention to do so. If we entered into an agreement where we paid for the right to receive exclusivity from a target business, the amount that would be used as a down payment or to fund a " no- shop " provision would be determined based on the terms of the specific business combination and the amount of our available funds at the time. Our forfeiture of such funds (whether as a result of our breach or otherwise) could result in our not having sufficient funds to continue searching for, or conducting due diligence with respect to, prospective target businesses. F- 10 We do not believe we will need to raise additional funds in order to meet the expenditures required for operating our business. However, if our estimates of the costs of identifying a target business, undertaking in- depth due diligence and negotiating an initial Business Combination are less than the actual amount necessary to do so, we may have insufficient funds available to operate our business prior to our initial Business Combination. Moreover, we may need to obtain additional financing either to complete our initial Business Combination or because we become obligated to redeem a significant number of our public~~ shares ~~upon completion~~ of ~~our initial Business Combination, in which case we may issue additional securities or incur debt in connection with such Business Combination. In addition, we intend to target businesses larger than we could acquire with the net proceeds of the Initial Public Offering and the sale of the placement warrants, and may as a result be required to seek additional financing to complete such proposed initial Business Combination. Subject to compliance with applicable securities laws, we would only complete such financing simultaneously with the completion of our initial Business Combination. If we are unable to complete our initial Business Combination because we do not have sufficient funds available to us, we will be forced to cease operations and liquidate the trust account. In addition, following our initial Business Combination, if cash on hand is~~

insufficient, we may need to obtain additional financing in order to meet our obligations. As of December 31, 2021, the Company has sufficient cash to meet its obligations as they become due within one year after the date that the financial statement is issued. Risks and Uncertainties Management is currently evaluating the impact of the COVID- 19 pandemic and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company' s financial position, results of its operations and / or search for a target company, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Note 2 — Significant Accounting Policies Basis of Presentation The accompanying financial statements are presented in conformity with accounting principles generally accepted in the United States of America (" US GAAP ") and pursuant to the rules and regulations of the U. S. Securities and Exchange Commission (the " SEC "). Emerging Growth Company Status The Company is an " emerging growth company, " as defined in Section 2 (a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012, (the " JOBS Act "), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non- emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company' s financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. F- 11 Concentration of Credit Risk Financial installments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage limit of $ 250, 000. As of December 31, 2021, the Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts. Cash and Cash Equivalents The Company considers all short- term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have cash equivalents as of December 31, 2021. Cash Held in Trust Account As of December 31, 2021, the Company had $ 107, 102, 449 in cash held in the Trust Account. All of the 10, 500, 000 Class A common stock sold as part of the Units in the Public Offering contain a redemption feature which allows for the redemption of such Public Shares in connection with the Company' s liquidation, if there is a stockholder vote or tender offer in connection with the Business Combination and in connection with certain amendments to the Company' s amended and restated certificate of incorporation. In accordance with ASC 480, conditionally redeemable Class A common stock (including Class A common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company' s control) are classified as temporary equity. Ordinary liquidation events, which involve the redemption and liquidation of all of the entity' s equity instruments, are excluded from the provisions of ASC 480. Although the Company did not specify a maximum redemption threshold, its charter provides that currently, the Company will not redeem its Public Shares in an amount that would cause its net tangible assets (stockholders' equity) to be less than $ 5, 000, 001. Accordingly, as of December 31, 2021, 10, 500, 000 shares of Class A common stock subject to possible redemption at the redemption amount were presented at redemption value as temporary equity, outside of the stockholders' equity section of the Company' s balance sheet. Fair Value of Financial Instruments The fair value of the Company' s assets and liabilities, which qualify as financial instruments under the FASB ASC 820, " Fair Value Measurements and Disclosures, " approximates the carrying amounts represented in the balance sheet, primarily due to its short- term nature. Offering Costs Associated with the Initial Public Offering The Company complies with the requirements of the ASC 340- 10- S99- 1 and SEC Staff Accounting Bulletin (" SAB ") Topic 5A — Expenses of Offering. Offering costs consisted of legal, accounting, underwriting fees and other costs incurred through the balance sheet date that are directly related to the Initial Public Offering. Offering costs amounted to $ 4, 615, 992 and was charged to stockholders' equity upon the completion of the Initial Public Offering. Net Loss Per Share of Common Stock The Company complies with the accounting and disclosure requirements of FASB ASC Topic 260, " Earnings Per Common Stock. " Net loss per common stock is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period, excluding common stock subject to forfeiture. An aggregate of 10, 500, 000 shares of Class A common stock subject to possible redemption at December 31, 2021 have been excluded from the calculation of basic loss per share of common stock, since such shares, if redeemed, only participate in their pro rata share of the trust earnings. The Company has not considered the effect of the warrants sold in the Initial Public Offering (including warrants sold in connection with the partial sale of units in connection with the over- allotment option) and Private Placement to purchase an aggregate of 5, 411, 000 shares of the Company' s common stock in the calculation of diluted loss per share, since the inclusion of such warrants would be anti- dilutive. F- 12 The Company' s

unaudited statements of operations includes a presentation of income (loss) per share of Common Stock for Redeemable Class A common stock in a manner similar to the two- class method of income (loss) per share of Common Stock. Net income per share of Common Stock, basic and diluted, for Redeemable Class A common stock is calculated by dividing the proportionate share of income or loss on marketable securities held by the Trust Account, net of applicable franchise and income taxes, by the weighted average number of common stock subject to possible redemption outstanding since original issuance. Net loss per share of Common Stock, basic and diluted, for non- redeemable Class A and Class B common stock is calculated by dividing the net loss, adjusted for income or loss on marketable securities attributable to redeemable Class A common stock, by the weighted average number of non- redeemable Common Stock outstanding for the period. Non- redeemable Class A and Class B common stock includes founder shares (see Note 5 — Related Party Transactions) and non- redeemable shares of Common Stock as these shares do not have any redemption features. Non- redeemable Class A and Class B common stock participates in the income or loss on marketable securities based on non- redeemable shares of Common Stock' s proportionate interest. Income Taxes The Company accounts for income taxes under FASB ASC 740, " Income Taxes " (" ASC 740 "). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statement and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise' s financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more- likely- than- not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company has identified the United States as its only " major " tax jurisdiction. The Company is subject to income tax examinations by major taxing authorities since inception. These examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company' s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. The provision for income taxes was deemed to be immaterial for the period from June 17, 2021 (inception) through December 31, 2021. Recent Accounting Standards Management does not believe that any recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on the Company' s financial statements. F- 13 Note 3 — Initial Public Offering On September 17, 2021, the Company sold 10, 500, 000 Units at $ 10 **11** . 00 **50** per Unit, generating gross proceeds of $ 105. 0 million, and incurring offering costs of $ 4, 613, 955, consisting of $ 1, 050, 000 of underwriting fees, $ 3, 150, 000 of deferred underwriting fees and $ 413, 955 of other offering costs. Each Unit consists of one share **shares** of the Company' s Class A common stock, par value $ 0 . **The Second Street** 0001 per share, and one- half of one redeemable warrant (" Public Warrant **Warrants are exercisable for 511, 712** "). Each whole Public Warrant will entitle the holder to purchase one share **shares** of Class A common stock at an exercise price of $ 11 **8** . **06** 50 per whole share (see Note 7 — Stockholders' Equity). Note 4- Private Placement Simultaneously with the closing of the Initial Public Offering, the Sponsor purchased 5, 411, 000 Private Placement Warrants at a price of $ 1. 00 per warrant, generating total proceeds of $ 5, 411, 000 to the Company. Each Private Placement Warrant is identical to the warrants offered in the Initial Public Offering, except that the Private Placement Warrants, so long as they are held by our Sponsor, or its permitted transferees, (i) may not (including the common stock shares issuable upon exercise of such warrants), subject to certain limited exceptions, be transferred, assigned or sold by the holders until 30 days after the completion of our initial Business Combination, and (ii) will be entitled to registration rights. Note 5 — Related Party Transactions In June 2021, the Sponsor paid $ 25, 000 to cover certain offering costs in consideration for 2, 875, 000 Class B shares (the " founder shares "). The number of founder shares outstanding was determined based on the expectation that the total size of the Initial Public Offering would be a maximum of 11, 500, 000 units if the underwriters' over- allotment option is exercised in full, and therefore that such founder shares would represent 20 % of the outstanding shares after the Initial Public Offering. Up to 375, 000 of the founder shares were subject to forfeiture depending on the extent to which the underwriters' over- allotment option is exercised, of which 125, 000 such founder shares were no longer subject to forfeiture on the date of the IPO and the remaining 250, 000 shares subject to forfeiture were forfeited and cancelled by the Sponsor in November 2021, upon the expiration of the underwriter' s over- allotment option. The Company' s initial stockholders have agreed not to transfer, assign or sell any of their founder shares until the earlier to occur of: (i) one year after the date of the consummation of the initial Business Combination or (ii) the date on which the Company consummates a liquidation, merger, stock exchange or other similar transaction which results in all of the stockholders having the right to exchange their shares of Class A common stock for cash, securities or other property. Any permitted transferees will be subject to the same restrictions and other agreements of the initial stockholders with respect to any founder shares. Notwithstanding the foregoing, if the closing price of the shares of Class A common stock equals or exceeds $ 12. 00 per share (as adjusted for stock splits , **102** stock dividends , **342** reorganizations, recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing 150 days after the initial Business Combination, the founder shares will no longer be subject to such transfer restrictions. Promissory Note — Related Party On June 30, 2021, the Sponsor agreed to loan the Company up to $ 300, 000 to be used for a portion of the expenses of the Initial Public Offering. These loans were non- interest bearing, unsecured and were due at the earlier of June 30, 2022 or the closing of the Initial Public Offering. These loans were repaid upon the closing of the Initial Public Offering out of the $ 2, 001, 000 of offering proceeds that had been allocated to the payment of offering expenses. As of December 31, 2021, the Company had borrowed $ 190, 101 under the promissory note and the amount was

paid in full. F- 14 Related Party Loans In order to finance transaction costs in connection with an intended initial Business Combination, the Sponsor, an affiliate of the Sponsor or certain of the Company' s officers and directors may, but are not obligated to, loan the Company funds as may be required (the " Working Capital Loans "). If the Company completes an initial Business Combination, the Company would repay such loaned amounts out of the proceeds of the Trust Account released to the Company. Otherwise, such loans would be repaid only out of funds held outside the Trust Account. In the event that the initial Business Combination does not close, the Company may use a portion of the working capital held outside the Trust Account to repay such loaned amounts but no proceeds from the Trust Account would be used to repay such loaned amounts. Up to $ 1, 500, 000 of such loans may be convertible into Private Placement Warrants of the post Business Combination entity, at a price of $ 1. 00 per warrant at the option of the lender. The warrants would be identical to the Private Placement Warrants issued to the Sponsor. At December 31, 2021, no such Working Capital Loans were outstanding. Administrative Support Agreement The Company has agreed to pay Aesther Healthcare Sponsor, LLC, our Sponsor a total of $ 10, 000 per month for office space, utilities and secretarial and administrative support. The administrative support agreement began on September 14, 2021 and continues monthly until (i) the completion of the Company' s initial Business Combination or (ii) liquidation of the Company. Amount Due to for Redemption Deposit in Trust Account The Company committed $ 2, 100, 000 of the private placement proceeds to the Trust Account so that the $ 10. 20 redemption price would be funded. Note 6 — Commitments and Contingencies The holders of the founder shares, Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans (and any shares of common stock issuable upon the exercise of the Private Placement Warrants or warrants issued upon conversion of the working capital loans and upon conversion of the founder shares) will be entitled to registration rights pursuant to a registration rights agreement entered into on the effective date of the Initial Public Offering, requiring the Company to register such securities for resale (in the case of the founder shares, only after conversion to shares of Class A common stock). The holders of these securities will be entitled to make up to three demands, excluding short form registration demands, that the Company registers such securities. In addition, the holders have certain " piggy- back " registration rights with respect to registration statements filed subsequent to the Company' s completion of the initial Business Combination and rights to require the Company to register for resale such securities pursuant to Rule 415 under the Securities Act. The Company will bear the expenses incurred in connection with the filing of any such registration statements. Underwriters Agreement The Company granted the underwriters a 45- day option to purchase up to 1, 500, 000 additional Units to cover any over- allotments, if any, at the Initial Public Offering price less the underwriting discounts and commissions, of which a portion of option, totaling 500, 000 Units was exercised simultaneously with the closing of the Initial Public Offering and the remaining portion expired unexercised. The underwriters are entitled to a cash underwriting discount of one percent (1 %) of the gross proceeds of the Initial Public Offering, or $ 1, 050, 000 and 100, 000 of Class A common stock. Additionally, the underwriters will be entitled to a deferred underwriting discount of 3. 0 % of the gross proceeds of the Initial Public Offering, or $ 3, 150, 000 held in the Trust Account upon the completion of the Company' s initial Business Combination subject to the terms of the underwriting agreement. F- 15 Note 7 — Stockholders' Equity Preferred Stock The Company is authorized to issue 1, 250, 000 shares of preferred stock with a par value of $ 0. 0001 per share. At December 31, 2021, there were no shares of preferred stock issued or outstanding. The Company is authorized to issue 125, 000, 000 shares of Class A common stock with a par value of $ 0. 0001 per share. Holders of Class A common stock are entitled to one vote for each share. At December 31, 2021, there were 10, 600, 000 shares of Class A common stock issued or outstanding. The underwriter was issued 100, 000 shares of common stock which are referenced as the " representative' s shares " as underwriting compensation in connection with the Initial Public Offering. An aggregate of 10, 500, 000 shares of Class A common stock were issued as part of the units offering and are subject to possible redemption. Class B Common Stock The Company is authorized to issue 12, 500, 000 shares of Class B common stock with a par value of $ 0. 0001 per share. Holders of the Class B common stock are entitled to one vote for each common stock. At December 31, 2021, there were 2, 625, 000 shares of Class B common stock issued and outstanding. The Company' s initial stockholders have agreed not to transfer, assign or sell any of their founder shares until the earlier to occur of (i) one year after the date of the consummation of the initial Business Combination or (ii) the date on which the Company consummates a liquidation, merger, stock exchange or other similar transaction which results in all of the stockholders having the right to exchange their shares of Class A common stock for cash, securities or other property. Any permitted transferees will be subject to the same restrictions and other agreements of the initial stockholders with respect to any founder shares. Notwithstanding the foregoing, if the closing price of the shares of Class A common stock equals or exceeds $ 12. 00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing 150 days after the initial Business Combination, the founder shares will no longer be subject to the Lock- up. The shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the initial Business Combination on a one- for- one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and subject to further adjustment as discussed below. In the case that additional shares of Class A common stock, or equity- linked securities, are issued or deemed issued in excess of the amounts offered in the Initial Public Offering and related to the closing of the initial Business Combination, the ratio at which shares of Class B common stock shall convert into shares of Class A common stock will be adjusted (unless the holders of a majority of the outstanding shares of Class B common stock agree to waive such adjustment with respect to any such issuance or deemed issuance) so that the number of shares of Class A common stock issuable upon conversion of all shares of Class B common stock will equal, in the aggregate, on an as- converted basis, 20 % of the sum of the total number of all shares of common stock outstanding upon the completion of the Initial Public Offering (not including the representative' s shares) plus all shares of Class A common stock and equity- linked securities issued or deemed issued in connection with the initial Business Combination (excluding any shares or equity- linked securities issued, or to be issued, to any seller in the initial Business Combination or any private placement- equivalent units issued to the Sponsor, its affiliates or certain of the Company' s officers

and directors upon conversion of Working Capital Loans made to the Company). Holders of the Class A common stock and holders of the Class B common stock will vote together as a single class on all matters submitted to a vote of the Company' s stockholders, with each share of common stock entitling the holder to one vote. F- 16 Each warrant entitles the holder to purchase one share of the Company' s Class A common stock at a price of $ 11. 50 per share, subject to adjustment. In addition, if (x) the Company issues additional shares of Class A common stock or equity- linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than $ 9. 20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the Sponsor or its affiliates, without taking into account any founder shares held by the Sponsor or its affiliates, prior to such issuance) (the " Newly- Issued Price "), (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of the initial Business Combination on the date of the consummation of the initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the common stock during the 20 trading day period starting on the trading day prior to the day on which the Company consummates the initial Business Combination (such price, the " Market Value ") is below $ 9. 20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115 % of the higher of the Market Value and the Newly Issued Price, and the $ 18. 00 per share redemption trigger price described below under " Redemption of warrants when the price per share of Class A common stock equals or exceeds $ 18. 00 " will be adjusted (to the nearest cent) to be equal to 180 % of the higher of the Market Value and the Newly Issued Price. The warrants will expire at 5: 00 p. m., New York City time, five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. On the exercise of any warrant, the warrant exercise price will be paid directly to the Company and not placed in the Trust Account. The Company has not registered the shares of Class A common stock issuable upon exercise of the warrants. However, the Company has agreed that as soon as practicable, but in no event later than 15 business days after the closing of the initial Business Combination, the Company will use its best efforts to file with the SEC a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants, to cause such registration statement to become effective and to maintain a current prospectus relating to those shares of Class A common stock until the warrants expire or are redeemed, as specified in the warrant agreement. If a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants is not effective within 90 days after the closing of the initial Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a " cashless basis " in accordance with Section 3 (a) (9) of the Securities Act of 1933, as amended, or another exemption. Redemption of warrants when the price per share of Class A common stock equals or exceeds $ 18. 00 Once the warrants become exercisable, the Company may redeem the outstanding warrants: ● in whole and not in part: ● At a price of $ 0. 01 per warrant; ● upon a minimum of 30 days' prior written notice of redemption (the " 30- day redemption period "); and ● if, and only if, the last sale price of the Class A common stock equals or exceeds $ 18. 00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30- trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. If the Company calls the warrants for redemption as described above, the management will have the option to require all holders that wish to exercise warrants to do so on a " cashless basis. " In determining whether to require all holders to exercise their warrants on a " cashless basis, " the management will consider, among other factors, the cash position, the number of warrants that are outstanding and the dilutive effect on the stockholders of issuing the maximum number of shares of Class A common stock issuable upon the exercise of the warrants. In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of Class A common stock equal to the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the warrants, multiplied by the difference between the exercise price of the warrants and the " fair market value " (defined below) by (y) the fair market value. The " fair market value " shall mean the average reported last sale price of the Class A common stock for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants. The Placement Warrants, as well as any warrants underlying additional units the Company issues to the Sponsor, officers, directors, initial stockholders or their affiliates in payment of Working Capital Loans made to the Company, are or will be identical to the warrants underlying the Units being offered in the Initial Public Offering and may not, subject to certain limited exceptions, be transferred, assigned or sold by the holders until 30 days after the completion of the Company' s initial Business Combination and will be entitled to registration rights. Note 8 — Subsequent Events The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to and through January 31, 2022 the date that the financial statements were issued. Other than as described below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the financial statements. F- 17 SIGNATURES Pursuant to the requirements of Section 13 or 15 (d) of the Securities Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized. January 31, 2022 Aesther Healthcare Acquisition Corp. By: / s / Suren Ajjarapu Name: Suren Ajjarapu Title: Chief Executive Officer (Principal Executive Officer) POWER OF ATTORNEY Each person whose individual signature appears below hereby authorizes and appoints Suren Ajjarapu and Howard Doss, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney- in- fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this Annual Report on Form 10- K and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys- in- fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys- in- fact and agents or any of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue thereof. Pursuant to the requirements of the Securities Exchange Act of

1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. Name Position Date / s / Suren Ajjarapu Chairman and Chief Executive Officer January 31, 2022 Suren Ajjarapu (Principal Executive Officer) / s / Howard Doss Chief Financial Officer January 31, 2022 Howard Doss (Principal Financial and Accounting Officer) / s / Michael L. Peterson Director January 31, 2022 Michael L. Peterson / s / Donald G. Fell Director January 31, 2022 Donald G. Fell / s / Venkatesh Srinivasan Director January 31, 2022 Venkatesh Srinivasan / s / Siva Saravanan Director January 31, 2022 Siva Saravanan Exhibit 4. 5 Description of the Company' s Securities Registered Under Section 12 of the Exchange Act of 1934 The following description of our units, common stock and warrants is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to our amended and restated certificate of incorporation, bylaws and warrant agreement, each of which are incorporated by reference as an exhibit to the Annual Report on Form 10- K of which this Exhibit 4. 5 is a part. Unless otherwise stated in this Exhibit, or the context otherwise requires, references to: ● " common stock " are to our Class A common stock and our Class B common stock, collectively; ● " Exchange Act " are to the Exchange Act of 1934, as amended; ● " equity- linked securities " are to any debt or equity securities that are convertible, exercisable or exchangeable for shares of our Class A common stock issued in connection with our initial business combination including but not limited to a private placement of equity or debt; ● " founder shares " are to shares of our Class B common stock initially purchased by our sponsor in a private placement prior to our IPO, and the shares of our Class A common stock issuable upon the conversion thereof; ● " initial stockholders " are to our sponsor and any other holders of our founder shares (or their permitted transferees); ● " IPO " or " initial public offering " are to the September 17, 2021, sale by the Company of 10, 500, 000 units which included the exercise of a portion (500, 000 units) of the underwriters' option to purchase up to an additional 1, 500, 000 units to cover over- allotments at an offering price of $ 10. 00 per unit, generating gross proceeds of $ 105, 000, 000; ● " placement warrants " are to the warrants purchased by our sponsor in the private placement; ● " private placement " are to the private placement of 5, 411, 000 redeemable warrants at a price of $ 1. 00 per warrant which closed simultaneously in connection with the IPO; ● " public shares " are to shares of our Class A common stock sold as part of the units in our IPO (whether they are purchased in the IPO or thereafter in the open market); ● " public stockholders " are to the holders of our public shares, including our initial stockholders and management team to the extent our initial stockholders and / or members of our management team purchase public shares, provided that each initial stockholder' s and member of our management team' s status as a " public stockholder " shall only exist with respect to such public shares; ● " public warrants " are to our redeemable warrants sold as part of the units in our IPO (whether they are purchased in the IPO or thereafter in the open market, including warrants that may be acquired by our sponsor or its affiliates in the IPO or thereafter in the open market) and to any placement warrants or warrants issued upon conversion of working capital loans in each case that are sold to third parties that are not initial purchasers or executive officers or directors (or permitted transferees) following the consummation of our initial business combination; ● " representative " are to EF Hutton, division of Benchmark Investments, LLC, who was the representative of the underwriters in the IPO; ● " sponsor " are to Aesther Healthcare Sponsor, LLC, a Delaware limited liability company, an affiliate of Suren Ajjarapu, our Chief Executive officer; ● " SEC " are to the U. S. Securities and Exchange Commission; ● " Securities Act " are to the Securities Act of 1933, as amended; ● " underwriters " are to the underwriters of the IPO, for which the representative acted as representative; ● " units " are to the Units sold in the IPO which each consisted of one share of Class A common stock, $ 0. 0001 par value per share and one half of one redeemable warrant, each whole warrant exercisable into one share of common stock at an exercise price of $ 11 **7** . 50 **47** per share ; ● " warrants " are to our redeemable warrants, which includes the public warrants as well as the placement warrants and **75** any warrants issued upon conversion of working capital loans to the extent they are no longer held by the initial holders or their permitted transferees; and ● " we, " " us, " " company " or " our company " are to Aesther Healthcare Acquisition Corp. Description of Securities Pursuant to our amended and restated certificate of incorporation, our authorized capital stock consists of 125, 000 , 000 shares of Class A common stock, $ 0. 0001 par value, 12, 500, 000 shares of Class B common stock, $ 0. 0001 par value, and 1, 250, 000 shares of undesignated preferred stock, $ 0. 0001 par value. Each unit consists of one share of Class A common stock and one- half of one warrant. Each whole warrant entitles the holder thereof to purchase one share of Class A common stock at a price of $ 11. 50 per share, subject to adjustments as described herein. Pursuant to the warrant agreement, a warrant holder may exercise its warrants only for a whole number of shares of the company' s Class A common stock. This means only a whole warrant may be exercised at any given time by a warrant holder. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. The units, shares of Class A common stock and warrants separately trade on The Nasdaq Global Market. Holders have the option to hold units or separate their units into the component securities. Holders need to have their brokers contact our transfer agent in order to separate the units into shares of Class A common stock and warrants. The units will automatically separate into their component parts and will not be traded after completion of our initial business combination. Common Stock Common stockholders of record are entitled to one vote for each share held on all matters to be voted on by stockholders. Holders of the Class A common stock and holders of the Class B common stock will vote together as a single class on all matters submitted to a vote of our stockholders, except as required by law. Unless specified in our amended and restated certificate of incorporation or bylaws, or as required by applicable provisions of Delaware General Corporation Law (DGCL) or applicable stock exchange rules, the affirmative vote of a majority of our shares of common stock that are voted is required to approve any such matter voted on by our stockholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50 % of the shares voted for the election of directors can elect all of the directors. Our stockholders are entitled to receive ratable dividends when, as and if declared by the board of directors out of funds legally available therefor. Because our amended and restated certificate of incorporation authorizes the issuance of up to 125, 000, 000 shares of Class A common stock, if we were to enter into an initial business combination, we may (depending on the terms of such an initial business combination) be required to increase the number of shares of Class A common stock which we are authorized to issue at the same time as our stockholders vote on the initial business combination to the extent we seek

stockholder approval in connection with our initial business combination. In accordance with Nasdaq corporate governance requirements, we are not required to hold an annual meeting until no later than one year after our first fiscal year end following our listing on Nasdaq. Under Section 211 (b) of the DGCL, we are, however, required to hold an annual meeting of stockholders for the purposes of electing directors in accordance with our bylaws, unless such election is made by written consent in lieu of such a meeting. We may not hold an annual meeting of stockholders to elect new directors prior to the consummation of our initial business combination, and thus we may not be in compliance with Section 211 (b) of the DGCL, which requires an annual meeting. Therefore, if our stockholders want us to hold an annual meeting prior to the consummation of our initial business combination, they may attempt to force us to hold one by submitting an application to the Delaware Court of Chancery in accordance with Section 211 (c) of the DGCL. We will provide our stockholders with the opportunity to redeem all or a portion of their public shares upon the completion of our initial business combination at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the trust account as of two business days prior to the consummation of our initial business combination including interest earned on the funds held in the trust account and not previously released to us to pay our taxes, divided by the number of then outstanding public shares, subject to the limitations described herein. The amount in the trust account is initially anticipated to be approximately $ 10. 20 per public share. The per- share amount we will distribute to investors who properly redeem their shares will not be reduced by the deferred underwriting commissions we have agreed to pay to the underwriters of our initial public offering. Our sponsor, officers and directors have entered into a letter agreement with us, pursuant to which they will agree to waive their redemption rights with respect to any founder shares and any public shares held by them in connection with the completion of our initial business combination. Unlike many blank check companies that hold stockholder votes and conduct proxy solicitations in conjunction with their initial business combinations and provide for related redemptions of public shares for cash upon completion of such initial business combinations even when a vote is not required by applicable law or stock exchange requirements, if a stockholder vote is not required by law and we do not decide to hold a stockholder vote for business or other legal reasons, we will, pursuant to our amended and restated certificate of incorporation, conduct the redemptions pursuant to the tender offer rules of the Securities and Exchange Commission (SEC), and file tender offer documents with the SEC prior to completing our initial business combination. Our amended and restated certificate of incorporation will require these tender offer documents to contain substantially the same financial and other information about the initial business combination and the redemption rights as is required under the SEC' s proxy rules. If, however, a stockholder approval of the transaction is required by applicable law or stock exchange requirements, or we decide to obtain stockholder approval for business or other legal reasons, we will, like many blank check companies, offer to redeem shares in conjunction with a proxy solicitation pursuant to the proxy rules and not pursuant to the tender offer rules. If we seek stockholder approval, we will complete our initial business combination only if a majority of the outstanding shares of common stock voted are voted in favor of the initial business combination. A quorum for such meeting will consist of the holders present in person or by proxy of shares of outstanding capital stock of the company representing a majority of the voting power of all outstanding shares of capital stock of the company entitled to vote at such meeting. If we seek stockholder approval of our initial business combination and we do not conduct redemptions in connection with our initial business combination pursuant to the tender offer rules, our amended and restated certificate of incorporation provides that a public stockholder, together with any affiliate of such stockholder or any other person with whom such stockholder is acting in concert or as a " group " (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the " Exchange Act ")), will be restricted from redeeming its shares with respect to more than an aggregate of 15 % of the shares of common stock sold in our initial public offering, which we refer to as the Excess Shares. However, we would not be restricting our stockholders' ability to vote all of their shares (including Excess Shares) for or against our initial business combination. Our stockholders' inability to redeem the Excess Shares will reduce their influence over our ability to complete our initial business combination, and such stockholders could suffer a material loss in their investment if they sell such Excess Shares on the open market. Additionally, such stockholders will not receive redemption distributions with respect to the Excess Shares if we complete the initial business combination. And, as a result, such stockholders will continue to hold that number of shares exceeding 15 % and, in order to dispose such shares would be required to sell their stock in open market transactions, potentially at a loss. Pursuant to our amended and restated certificate of incorporation, if we are unable to complete our initial business combination within 12 months from the closing of our initial public offering (i. e., until September 17, 2022) or during any Extension Period (as discussed below), we will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but no more than ten business days thereafter subject to lawfully available funds therefor, redeem the public shares, at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the trust account including interest earned on the funds held in the trust account and not previously released to us to pay our taxes (less up to $ 100, 000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our board of directors, dissolve and liquidate, subject in the case of clauses (ii) and (iii) above to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. Our sponsor, officers and directors have entered into a letter agreement with us, pursuant to which they will agree to waive their rights to liquidating distributions from the trust account with respect to any founder shares held by them if we fail to complete our initial business combination within 12 months from the closing of our initial public offering (i. e., September 17, 2022) or during any Extension Period. However, if our initial stockholders acquire public shares in or after our initial public offering, they will be entitled to liquidating distributions from the trust account with respect to such public shares if we fail to complete our initial business combination within the prescribed time period. As discussed above, we will have until 12 months from the closing of our initial public offering to complete our initial business combination. However, if we anticipate that we may not be able to consummate our initial business combination within

12 months (i. e., before September 17, 2022), we may, by resolution of our board if requested by our sponsor, extend the period of time to consummate a business combination up to two times, each by an additional three months (for a total of up to 18 months to complete a business combination), subject to the sponsor depositing additional funds into the trust account as set out below. Pursuant to the terms of the trust agreement entered into between us and Continental Stock Transfer & Trust Company, LLC on the date of this prospectus, in order to extend the time available for us to consummate our initial business combination, our initial shareholders or their affiliates or designees, upon five days advance notice prior to the applicable deadline, must deposit into the trust account for each three- month extension, $ 1, 050, 000 ($ 0. 10 per share) on or prior to the date of the applicable deadline, up to an aggregate of $ 2, 100, 000 ($ 0. 20 per share). In the event of a liquidation, dissolution or winding up of the company after an initial business combination, our stockholders are entitled to share ratably in all assets remaining available for distribution to them after payment of liabilities and after provision is made for each class of stock, if any, having preference over the common stock. Our stockholders have no preemptive or other subscription rights. There are no sinking fund provisions applicable to the common stock, except that we will provide our stockholders with the opportunity to redeem their public shares for cash equal to their pro rata share of the aggregate amount then on deposit in the trust account, upon the completion of our initial business combination, subject to the limitations described herein. The founder shares are identical to the shares of Class A common stock included in the units sold in our initial public offering, and holders of founder shares have the same stockholder rights as public stockholders, except that (i) the founder shares are subject to certain transfer restrictions, as described in more detail below, (ii) our sponsor, officers and directors have entered into a letter agreement with us, pursuant to which they have agreed (A) to waive their redemption rights with respect to any founder shares and any public shares held by them in connection with the completion of our initial business combination, (B) to waive their redemption rights with respect to their founder shares and any public shares in connection with a stockholder vote to approve an amendment to our amended and restated certificate of incorporation (x) to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or certain amendments to our charter prior thereto or to redeem 100 % of our public shares if we do not complete our initial business combination within 12 months from the closing of our initial public offering or during any Extension Period or (y) with respect to any other provision relating to stockholders' rights or pre- initial business combination activity and (C) to waive their rights to liquidating distributions from the trust account with respect to any founder shares held by them if we fail to complete our initial business combination within 12 months from the closing of the initial public offering or during any Extension Period, although they will be entitled to liquidating distributions from the trust account with respect to any public shares they hold if we fail to complete our initial business combination within such time period, (iii) the founder shares are shares of our Class B common stock that will automatically convert into shares of our Class A common stock at the time of the consummation of our initial business combination, on a one- for- one basis, subject to adjustment as described herein, and (iv) are entitled to registration rights. If we submit our initial business combination to our public stockholders for a vote, our sponsor, officers and directors, have pursuant to the letter agreement entered into with us, agreed to vote any founder shares held by them and any public shares purchased after the initial public offering (including in open market and privately negotiated transactions) in favor of our initial business combination. The shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the consummation of our initial business combination on a one- for- one basis (subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like), and subject to further adjustment as provided herein. In the case that additional shares of Class A common stock, or equity- linked securities, are issued or deemed issued in excess of the amounts offered in this prospectus and related to the closing of the initial business combination, the ratio at which shares of Class B common stock shall convert into shares of Class A common stock will be adjusted (unless the holders of a majority of the outstanding shares of Class B common stock agree to waive such adjustment with respect to any such issuance or deemed issuance) so that the number of shares of Class A common stock issuable upon conversion of all shares of Class B common stock will equal, in the aggregate, on an as- converted basis, 20 % of the sum of the total number of all shares of common stock outstanding upon completion of the initial public offering (excluding the placement warrants and underlying securities, and the representative' s shares) plus all shares of Class A common stock and equity- linked securities issued or deemed issued in connection with the initial business combination (excluding any shares or equity- linked securities issued, or to be issued, to any seller in the initial business combination, any private placement- equivalent units and their underlying securities issued to our sponsor or its affiliates upon conversion of loans made to us). We cannot determine at this time whether a majority of the holders of our Class B common stock at the time of any future issuance would agree to waive such adjustment to the conversion ratio. They may waive such adjustment due to (but not limited to) the following: (i) closing conditions which are part of the agreement for our initial business combination; (ii) negotiation with Class A stockholders on structuring an initial business combination; or (iii) negotiation with parties providing financing which would trigger the anti- dilution provisions of the Class B common stock. If such adjustment is not waived, the issuance would not reduce the percentage ownership of holders of our Class B common stock, but would reduce the percentage ownership of holders of our Class A common stock. If such adjustment is waived, the issuance would reduce the percentage ownership of holders of both classes of our common stock. The term " equity- linked securities " refers to any debt or equity securities that are convertible, exercisable or exchangeable for shares of Class A common stock issues in a financing transaction in connection with our initial business combination, including but not limited to a private placement of equity or debt. Securities could be " deemed issued " for purposes of the conversion rate adjustment if such shares are issuable upon the conversion or exercise of convertible securities, warrants or similar securities. With certain limited exceptions, the founder shares are not transferable, assignable or saleable (except to our officers, directors, consultants and other persons or entities affiliated with our sponsor, each of whom will be subject to the same transfer restrictions) until the earlier to occur of: (A) one year after the completion of our initial business combination and (B) subsequent to our initial business combination, (x) if the reported last sale price of our Class A common stock equals or exceeds $ 12. 00 per share (as adjusted for stock splits, stock dividends, reorganizations,

recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing at least 150 days after our initial business combination, or (y) the date on which we complete a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property. Redeemable Warrants Public Stockholders' Warrants We have issued warrants to purchase 5, 250, 000 shares of our Class A common stock to investors in our initial public offering. Each warrant entitles the registered holder to purchase one share of Class A common stock at a price of $ 11. 50 per share, subject to adjustment as discussed below, at any time commencing on the later of 12 months from the closing of our initial offering and 30 days after the completion of our initial business combination. Pursuant to the warrant agreement, a warrant holder may exercise its warrants only for a whole number of shares of Class A common stock. This means only a whole warrant may be exercised at a given time by a warrant holder. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. The warrants will expire five years after the completion of our initial business combination, at 5: 00 p. m., New York City time, or earlier upon redemption or liquidation. We will not be obligated to deliver any shares of Class A common stock pursuant to the exercise of a warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act of 1933, as amended (the " Securities Act ") with respect to the shares of Class A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to our satisfying our obligations described below with respect to registration. No warrant will be exercisable and we will not be obligated to issue shares of Class A common stock upon exercise of a warrant unless Class A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a warrant, the holder of such warrant will not be entitled to exercise such warrant and such warrant may have no value and expire worthless. In no event will we be required to net cash settle any warrant. In the event that a registration statement is not effective for the exercised warrants, the purchaser of a unit containing such warrant will have paid the full purchase price for the unit solely for the share of Class A common stock underlying such unit. We have agreed that as soon as practicable after the closing of our initial business combination, we will use our best efforts to file with the SEC a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants, to cause such registration statement to become effective and to maintain a current prospectus relating to those shares of Class A common stock until the warrants expire or are redeemed, as specified in the warrant agreement. If a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants is not effective by the 90th day after the closing of our initial business combination, warrant holders may, until such time as there is an effective registration statement and during any period when we will have failed to maintain an effective registration statement, exercise warrants on a " cashless basis " in accordance with Section 3 (a) (9) of the Securities Act or another exemption. Notwithstanding the foregoing, if a registration statement covering the Class A common stock issuable upon exercise of the warrants is not effective within a specified period following the consummation of our initial business combination, warrant holders may, until such time as there is an effective registration statement and during any period when we shall have failed to maintain an effective registration statement, exercise warrants on a cashless basis pursuant to the exemption provided by Section 3 (a) (9) of the Securities Act, provided that such exemption is available. If that exemption, or another exemption, is not available, holders will not be able to exercise their warrants on a cashless basis. Once the warrants become exercisable, we may call the warrants for redemption: ● in whole and not in part; ● at a price of $ 0. 01 per warrant; ● upon not less than 30 days' prior written notice of redemption given after the warrants become exercisable (the " 30- day redemption period ") to each warrant holder; and ● if, and only if, the reported last sale price of the Class A common stock equals or exceeds $ 18. 00 per share (as adjusted for stock splits, stock dividends, right issuances, reorganizations, recapitalizations and the like and for certain capital raising transactions as discussed below) for any 20 trading days within a 30- trading day period commencing once the warrants become exercisable and ending three business days before we send the notice of redemption to the warrant holders. If and when the warrants become redeemable by us, we may not exercise our redemption right if the issuance of shares of common stock upon exercise of the warrants is not exempt from registration or qualification under applicable state blue sky laws or we are unable to effect such registration or qualification. We will use our best efforts to register or qualify such shares of common stock under the blue sky laws of the state of residence in those states in which the warrants were offered by us in the initial public offering. We have established the last of the redemption criterion discussed above to prevent a redemption call unless there is at the time of the call a significant premium to the warrant exercise price. If the foregoing conditions are satisfied and we issue a notice of redemption of the warrants, each warrant holder will be entitled to exercise its warrant prior to the scheduled redemption date. However, the price of the Class A common stock may fall below the $ 18. 00 redemption trigger price (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) as well as the $ 11. 50 warrant exercise price after the redemption notice is issued. If we call the warrants for redemption as described above, our management will have the option to require any holder that wishes to exercise its warrant to do so on a " cashless basis. " In determining whether to require all holders to exercise their warrants on a " cashless basis, " our management will consider, among other factors, our cash position, the number of warrants that are outstanding and the dilutive effect on our stockholders of issuing the maximum number of shares of Class A common stock issuable upon the exercise of our warrants. If our management takes advantage of this option, all holders of warrants would pay the exercise price by surrendering their warrants for that number of shares of Class A common stock equal to the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the warrants, multiplied by the excess of the " fair market value " (defined below) over the exercise price of the warrants by (y) the fair market value. The " fair market value " for this purpose shall mean the average reported last sale price of the Class A common stock for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants. If our management takes advantage of this option, the notice of redemption will contain the information necessary to calculate the number of shares of Class A common stock to be received upon exercise of the warrants,

including the " fair market value " in such case. Requiring a cashless exercise in this manner will reduce the number of shares to be issued and thereby lessen the dilutive effect of a warrant redemption. We believe this feature is an attractive option to us if we do not need the cash from the exercise of the warrants after our initial business combination. A holder of a warrant may notify us in writing in the event it elects to be subject to a requirement that such holder will not have the right to exercise such warrant, to the extent that after giving effect to such exercise, such person (together with such person' s affiliates), to the warrant agent' s actual knowledge, would beneficially own in excess of 4. 9 % or 9. 8 % (or such other amount as a holder may specify) of the shares of Class A common stock outstanding immediately after giving effect to such exercise. If the number of outstanding shares of Class A common stock is increased by a stock dividend payable in shares of Class A common stock, or by a split- up of shares of Class A common stock or other similar event, then, on the effective date of such stock dividend, split- up or similar event, the number of shares of Class A common stock issuable on exercise of each whole warrant will be increased in proportion to such increase in the outstanding shares of Class A common stock. A rights offering to holders of Class A common stock entitling holders to purchase shares of Class A common stock at a price less than the fair market value will be deemed a stock dividend of a number of shares of Class A common stock equal to the product of (i) the number of shares of Class A common stock actually sold in such rights offering (or issuable under any other equity securities sold in such rights offering that are convertible into or exercisable for Class A common stock) and (ii) one (1) minus the quotient of (x) the price per share of Class A common stock paid in such rights offering divided by (y) the fair market value. For these purposes (i) if the rights offering is for securities convertible into or exercisable for Class A common stock, in determining the price payable for Class A common stock, there will be taken into account any consideration received for such rights, as well as any additional amount payable upon exercise or conversion and (ii) fair market value means the volume weighted average price of Class A common stock as reported during the ten (10) trading day period ending on the trading day prior to the first date on which the shares of Class A common stock trade on the applicable exchange or in the applicable market, regular way, without the right to receive such rights. In addition, if we, at any time while the warrants are outstanding and unexpired, pay a dividend or make a distribution in cash, securities or other assets to the holders of Class A common stock on account of such shares of Class A common stock (or other shares of our capital stock into which the warrants are convertible), other than (a) as described above, (b) certain ordinary cash dividends, (c) to satisfy the redemption rights of the holders of Class A common stock in connection with a proposed initial business combination, (d) to satisfy the redemption rights of the holders of Class A common stock in connection with a stockholder vote to amend our amended and restated certificate of incorporation (i) to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or certain amendments to our charter prior thereto or to redeem 100 % of our Class A common stock if we do not complete our initial business combination within 12 months from the closing of the initial public offering or during any Extension Period or (ii) with respect to any other provision relating to stockholders' rights or pre- initial business combination activity, (e) in connection with the redemption of our public shares upon our failure to complete our initial business combination, or (f) in connection with any payment in connection with the Company' s liquidation and the distribution of its assets upon its failure to consummate a initial business combination, then the warrant exercise price will be decreased, effective immediately after the effective date of such event, by the amount of cash and / or the fair market value of any securities or other assets paid on each share of Class A common stock in respect of such event. If the number of outstanding shares of our Class A common stock is decreased by a consolidation, combination, reverse stock split or reclassification of shares of Class A common stock or other similar event, then, on the effective date of such consolidation, combination, reverse stock split, reclassification or similar event, the number of shares of Class A common stock issuable on exercise of each whole warrant will be decreased in proportion to such decrease in outstanding shares of Class A common stock. Whenever the number of shares of Class A common stock purchasable upon the exercise of the warrants is adjusted, as described above, the warrant exercise price will be adjusted by multiplying the warrant exercise price immediately prior to such adjustment by a fraction (x) the numerator of which will be the number of shares of Class A common stock purchasable upon the exercise of the warrants immediately prior to such adjustment, and (y) the denominator of which will be the number of shares of Class A common stock so purchasable immediately thereafter. In case of any reclassification or reorganization of the outstanding shares of Class A common stock (other than those described above or that solely affects the par value of such shares of Class A common stock), or in the case of any merger or consolidation of us with or into another corporation (other than a consolidation or merger in which we are the continuing corporation and that does not result in any reclassification or reorganization of our outstanding shares of Class A common stock), or in the case of any sale or conveyance to another corporation or entity of the assets or other property of us as an entirety or substantially as an entirety in connection with which we are dissolved, the holders of the warrants will thereafter have the right to purchase and receive, upon the basis and upon the terms and conditions specified in the warrants and in lieu of the shares of our Class A common stock immediately theretofore purchasable and receivable upon the exercise of the rights represented thereby, the kind and amount of shares of stock or other securities or property (including cash) receivable upon such reclassification, reorganization, merger or consolidation, or upon a dissolution following any such sale or transfer, that the holder of the warrants would have received if such holder had exercised their warrants immediately prior to such event. The warrants were issued in registered form under a warrant agreement between Continental Stock Transfer & Trust Company, LLC, as warrant agent, and us. You should review a copy of the warrant agreement, which will be filed as an exhibit to the registration statement of which this prospectus is a part, for a complete description of the terms and conditions applicable to the warrants. The warrant agreement provides that the terms of the warrants may be amended without the consent of any holder to cure any ambiguity or correct any mistake, including to conform the provisions of the warrant agreement to the description of the terms of the warrants and the warrant agreement set forth in this prospectus, or defective provision, but requires the approval by the holders of at least a majority of the then outstanding public warrants to make any change that adversely affects the interests of the registered holders of public warrants. In addition, if (x) if the Company issues additional shares of Class A common stock or equity- linked securities for capital

raising purposes in connection with the closing of our initial business combination at an issue price or effective issue price of less than $ 9. 20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by our board of directors and, in the case of any such issuance to our sponsor or its affiliates, without taking into account any founder shares held by our sponsor or such affiliates, as applicable, prior to such issuance) (the " Newly Issued Price "), (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of our initial business combination on the date of the consummation of our initial business combination (net of redemptions), and (z) the volume weighted average trading price of our Class A common stock during the 20 trading day period starting on the trading day prior to the day on which we consummate our initial business combination (such price, the " Market Value ") is below $ 9. 20 per share, then the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115 % of the greater of the Market Value and the Newly Issued Price, and the $ 18. 00 per share redemption trigger price will be adjusted (to the nearest cent) to be equal to 180 % of the greater of the Market Value and the Newly Issued Price. The warrants may be exercised upon surrender of the warrant certificate on or prior to the expiration date at the offices of the warrant agent, with the exercise form on the reverse side of the warrant certificate completed and executed as indicated, accompanied by full payment of the exercise price (or on a cashless basis, if applicable), by certified or official bank check payable to us, for the number of warrants being exercised. The warrant holders do not have the rights or privileges of holders of Class A common stock and any voting rights until they exercise their warrants and receive shares of Class A common stock. After the issuance of shares of Class A common stock upon exercise of the warrants, each holder will be entitled to one (1) vote for each share held of record on all matters to be voted on by stockholders. No fractional shares will be issued upon exercise of the warrants. If, upon exercise of the warrants, a holder would be entitled to receive a fractional interest in a share, we will, upon exercise, round up to the nearest whole number of shares of Class A common stock to be issued to the warrant holder. We have agreed that, subject to applicable law, any action, proceeding or claim against us arising out of or relating in any way to the warrant agreement will be brought and enforced in the courts of the State of New York or the United States District Court for the Southern District of New York, and we irrevocably submit to such jurisdiction, which jurisdiction will be the exclusive forum for any such action, proceeding or claim. This provision applies to claims under the Securities Act but does not apply to claims under the Exchange Act or any claim for which the federal district courts of the United States of America are the sole and exclusive forum. Placement warrants Except as described below, the placement warrants have terms and provisions that are identical to those of the warrants sold as part of the units in the initial public offering, including as to exercise price, exercisability, redemption, and exercise period. The placement warrants (including the Class A common stock issuable upon exercise of the placement warrants) will not be transferable, assignable or salable until 30 days after the completion of our initial business combination (except, subject to certain other limited exceptions, to our officers, directors, consultants and other persons or entities affiliated with our sponsor). The private placement warrants are identical to the warrants sold in the initial public offering except that the private placement warrants, so long as they are held by our sponsor, or its permitted transferees, (i) may not (including the common stock shares issuable upon exercise of these warrants), subject to certain limited exceptions, be transferred, assigned or sold by the holders until 30 days after the completion of our initial business combination, and (ii) will be entitled to registration rights. The private placement warrants (including the common stock issuable upon exercise thereof) may not, subject to certain limited exceptions, be transferred, assigned or sold by the holder. If we do not complete our initial business combination within 12 months (or during any Extension Period) from the closing of the initial public offering, the proceeds of the sale of the private placement warrants will be used to fund the redemption of our public shares (subject to the requirements of applicable law) and the private placement warrants will be worthless. In order to finance transaction costs in connection with an intended initial business combination, our sponsor or an affiliate of our sponsor or certain of our officers and directors may, but are not obligated to, loan us funds as may be required. Up to $ 1, 500, 000 of such loans may be convertible into warrants, at a price of $ 1. 00 per warrant at the option of the lender, upon consummation of our initial business combination. The warrants would be identical to the placement warrants. However, as the warrants would not be issued until consummation of our initial business combination, such warrants would not be able to be voted on an amendment to the warrant agreement in connection with such business combination. Our sponsor has agreed not to transfer, assign or sell any of the placement warrants (including the Class A common stock issuable upon exercise of any of these warrants) until the date that is 30 days after the date we complete our initial business combination, except, subject to certain other limited exceptions, to our officers, directors, consultants and other persons or entities affiliated with our sponsor. We have not paid any cash dividends on our common stock to date and do not intend to pay cash dividends prior to the completion of an initial business combination. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and general financial conditions subsequent to completion of an initial business combination. The payment of any cash dividends subsequent to an initial business combination will be within the discretion of our board of directors at such time. Further, if we incur any indebtedness, our ability to declare dividends may be limited by restrictive covenants we may agree to in connection therewith. Our Transfer Agent and Warrant Agent The transfer agent for our common stock and warrant agent for our warrants is Continental Stock Transfer & Trust Company, LLC We have agreed to indemnify Continental Stock Transfer & Trust Company, LLC in its roles as transfer agent and warrant agent, its agents and each of its stockholders, directors, officers and employees against all claims and losses that may arise out of acts performed or omitted for its activities in that capacity, except for any liability due to any gross negligence, willful misconduct or bad faith of the indemnified person or entity. Our Amended and Restated Certificate of Incorporation Our amended and restated certificate of incorporation contains certain requirements and restrictions that will apply to us until the completion of our initial business combination. These provisions cannot be amended without the approval of the holders of at least 65 % of our common stock. Our initial stockholders, who collectively beneficially own 20 % of our common stock, will participate in any vote to amend our amended and restated certificate of incorporation and will have the discretion to vote in any manner they choose. Specifically, our amended and restated certificate

of incorporation provides, among other things, that: ● If we are unable to complete our initial business combination within 12 months from the closing of the initial public offering or during any Extension Period, we will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter subject to lawfully available funds therefor, redeem 100 % of the public shares, at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the trust account including interest earned on the funds held in the trust account and not previously released to us to pay our taxes (less up to $ 100, 000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our board of directors, dissolve and liquidate, subject in the case of clauses (ii) and (iii) above to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law; ● Prior to our initial business combination, we may not issue additional shares of capital stock that would entitle the holders thereof to (i) receive funds from the trust account or (ii) vote on any initial business combination; ● Although we do not intend to enter into an initial business combination with a target business that is affiliated with our sponsor, our directors or our officers, we are not prohibited from doing so. In the event we enter into such a transaction, we, or a committee of independent directors, will obtain an opinion from an independent investment banking firm or another independent entity that commonly renders valuation opinions that such an initial business combination is fair to our company from a financial point of view; ● If a stockholder vote on our initial business combination is not required by law and we do not decide to hold a stockholder vote for business or other legal reasons, we will offer to redeem our public shares pursuant to Rule 13e- 4 and Regulation 14E of the Exchange Act, and will file tender offer documents with the SEC prior to completing our initial business combination which contain substantially the same financial and other information about our initial business combination and the redemption rights as is required under Regulation 14A of the Exchange Act; whether or not we maintain our registration under the Exchange Act or our listing on Nasdaq, we will provide our public stockholders with the opportunity to redeem their public shares by one of the two methods listed above; ● So long as we obtain and maintain a listing for our securities on Nasdaq, Nasdaq rules require that we must complete one or more business combinations having an aggregate fair market value of at least 80 % of the value of the assets held in the trust account (excluding the deferred underwriting commissions and taxes payable on the interest earned on the trust account) at the time of our signing a definitive agreement in connection with our initial business combination; ● If our stockholders approve an amendment to our amended and restated certificate of incorporation (i) to modify the substance or timing of our obligation to allow redemption in connection with our initial business combination or certain amendments to our charter prior thereto or to redeem 100 % of our public shares if we do not complete our initial business combination within 12 months from the closing of the initial public offering or during any Extension Period or (ii) with respect to any other provision relating to stockholders' rights or pre- business combination activity, we will provide our public stockholders with the opportunity to redeem all or a portion of their shares of Class A common stock upon such approval at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including interest earned on the funds held in the trust account and not previously released to us to pay our taxes, divided by the number of then outstanding public shares; and ● We will not effectuate our initial business combination with another blank check company or a similar company with nominal operations. In addition, our amended and restated certificate of incorporation provides that under no circumstances will we redeem our public shares unless our net tangible assets are at least $ 5, 000, 001 either immediately prior to or upon consummation of our initial business combination and after payment of underwriters' fees and commissions. Certain Anti- Takeover Provisions of Delaware Law and our Amended and Restated Certificate of Incorporation and Bylaws We are subject to the provisions of Section 203 of the DGCL regulating corporate takeovers. This statute prevents certain Delaware corporations, under certain circumstances, from engaging in a " business combination " with: ● a stockholder who owns 15 % or more of our outstanding voting stock (otherwise known as an " interested stockholder "); ● an affiliate of an interested stockholder; or ● an associate of an interested stockholder, for three years following the date that the stockholder became an interested stockholder. A " business combination " includes a merger or sale of more than 10 % of our assets. However, the above provisions of Section 203 do not apply if: ● our board of directors approves the transaction that made the stockholder an " interested stockholder, " prior to the date of the transaction; ● after the completion of the transaction that resulted in the stockholder becoming an interested stockholder, that stockholder owned at least 85 % of our voting stock outstanding at the time the transaction commenced, other than statutorily excluded shares of common stock; or ● on or subsequent to the date of the transaction, the initial business combination is approved by our board of directors and authorized at a meeting of our stockholders, and not by written consent, by an affirmative vote of at least two- thirds of the outstanding voting stock not owned by the interested stockholder. Our amended and restated certificate of incorporation does not provide that our board of directors will be classified. As a result, a person can gain control of our board only by successfully engaging in a proxy contest at one annual meeting. Our authorized but unissued common stock and preferred stock are available for future issuances without stockholder approval and could be utilized for a variety of corporate purposes, including future offerings to raise additional capital, acquisitions and employee benefit plans. The existence of authorized but unissued and unreserved common stock and preferred stock could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise. Exclusive forum for certain lawsuits Our amended and restated certificate of incorporation requires, to the fullest extent permitted by law, that derivative actions brought in our name, actions against directors, officers and employees for breach of fiduciary duty and certain other actions may be brought only in the Court of Chancery in the State of Delaware, except any action (A) as to which the Court of Chancery in the State of Delaware determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), (B) which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery or (C) for

which the Court of Chancery does not have subject matter jurisdiction. If an action is brought outside of Delaware, the stockholder bringing the suit will be deemed to have consented to service of process on such stockholder' s counsel. Although we believe this provision benefits us by providing increased consistency in the application of law in the types of lawsuits to which it applies, a court may determine that this provision is unenforceable, and to the extent it is enforceable, the provision may have the effect of discouraging lawsuits against our directors and officers. Our amended and restated certificate of incorporation provides that the exclusive forum provision will be applicable to the fullest extent permitted by applicable law, subject to certain exceptions. Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. As a result, the exclusive forum provision will not apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. In addition, our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act, or the rules and regulations promulgated thereunder. We note, however, that there is uncertainty as to whether a court would enforce this provision and that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Section 22 of the Securities Act creates concurrent jurisdiction for state and federal courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Special meeting of stockholders Our bylaws provide that special meetings of our stockholders may be called only by a majority vote of our board of directors, by our Chief Executive Officer or by our Chairman. Advance notice requirements for stockholder proposals and director nominations Our bylaws provide that stockholders seeking to bring business before our annual meeting of stockholders, or to nominate candidates for election as directors at our annual meeting of stockholders, must provide timely notice of their intent in writing. To be timely, a stockholder' s notice will need to be received by the company secretary at our principal executive offices not later than the close of business on the 90th day nor earlier than the opening of business on the 120th day prior to the anniversary date of the immediately preceding annual meeting of stockholders. Pursuant to Rule 14a- 8 of the Exchange Act, proposals seeking inclusion in our annual proxy statement must comply with the notice periods contained therein. Our bylaws also specify certain requirements as to the form and content of a stockholders' meeting. These provisions may preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders. Action by written consent Any action required or permitted to be taken by our common stockholders must be effected by a duly called annual or special meeting of such stockholders and may not be effected by written consent of the stockholders other than with respect to our Class B common stock. Class B Common Stock Consent Right For so long as any shares of Class B common stock remain outstanding, we may not, without the prior vote or written consent of the holders of a majority of the shares of Class B common stock then outstanding, voting separately as a single class, amend, alter or repeal any provision our certificate of incorporation, whether by merger, consolidation or otherwise, if such amendment, alteration or repeal would alter or change the powers, preferences or relative, participating, optional or other or special rights of the Class B common stock. Any action required or permitted to be taken at any meeting of the holders of Class B common stock may be taken 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 the outstanding Class B common stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of Class B common stock were present and voted. Listing of Securities Our units, public shares and public warrants are each traded on the Nasdaq Global Market under the symbols " AEHAU, " " AEHA " and " AEHAW, " respectively. Our units commenced public trading on September 15, 2021, and our public shares and public warrants commenced separate public trading on November 5, 2021. Exhibit 31. 1 Certification of Chief Executive Officer I, Suren Ajjarapu, certify that: 1. I have reviewed this annual report on Form 10- K of Aesther Healthcare Acquisition Corp. (the " registrant "); 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)), for the registrant and have: a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b) [Intentionally omitted]; c) Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d) Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and5. 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: January 31, 2022 / s / Suren Ajjarapu Suren Ajjarapu Chief Executive Officer

(Principal Executive Officer) Exhibit 31. 2 Certification of Chief Financial Officer I, Howard Doss, certify that: a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b) [Intentionally omitted]; c) Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d) Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; andDate: January 31, 2022 / s / Howard Doss Howard Doss Chief Financial Officer (Principal Accounting / Financial Officer) Exhibit 32. 1 Pursuant to 18 U. S. C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes- Oxley Act of 2002 I, Suren Ajjarapu, Chief Executive Officer of Aesther Healthcare Acquisition Corp. (the " Company "), certify, pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, 18 U. S. C. Section 1350, that: (i) The Annual Report on Form 10- K of Aesther Healthcare Acquisition Corp. for the year ended December 31, 2021 (the " Report ") fully complies with the requirements of Section 13 (a) or Section 15 (d), as applicable, of the Securities Exchange Act of 1934, and (ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated. Dated: January 31, 2022 / s / SUREN AJJARAPU Suren Ajjarapu Chief Executive Officer (Principal Executive Officer) Exhibit 32. 2 I, Howard Doss, Chief Financial Officer of Aesther Healthcare Acquisition Corp. (the " Company "), certify, pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, 18 U. S. C. Section 1350, that: Dated: January 31, 2022 / s / HOWARD DOSS Howard Doss Chief Financial Officer (Principal Accounting / Financial Officer) v3. 22. 0. 1Cover- USD ($) 6 Months EndedDec. 31, 2021 Jan. 28, 2022 Jun. 30, 2021Document Type 10- K Amendment Flag false Document Annual Report true Document Transition Report false Document Period End Date Dec. 31, 2021 Document Fiscal Period Focus FY Document Fiscal Year Focus Current Fiscal Year End Date-- 12- 31 Entity File Number 001- 40793 Entity Registrant Name Aesther Healthcare Acquisition Corp. Entity Central Index Key Entity Tax Identification Number 87- 1309280 Entity Incorporation, State or Country Code DE Entity Address, Address Line One Madison Avenue Entity Address, Address Line Two Suite 8078 Entity Address, City or Town New York Entity Address, State or Province NY Entity Address, Postal Zip Code City Area Code (646) Local Phone Number 908- 2658 Entity Well- known Seasoned Issuer No Entity Voluntary Filers No Entity Current Reporting Status Yes Entity Interactive Data Current Yes Entity Filer Category Non- accelerated Filer Entity Small Business true Entity Emerging Growth Company true Elected Not To Use the Extended Transition Period false Entity Shell Company true Entity Public Float $ 0ICFR Auditor Attestation Flag false Auditor Name MaloneBailey, LLP Auditor Location Houston, Texas Auditor Firm ID Units Each Consisting Of One Share Of Class Common Stock And One Half Of One Redeemable Warrant [Member] Title of 12 (b) Security Units, each consisting of one share of Class A common stock and one half of one redeemable Warrant Trading Symbol AEHAU Security Exchange Name NASDAQ Class Common Stock Par Value 0. 0001 Per Share [Member] Title of 12 (b) Security Class A common stock, par value $ 0. 0001 per share Trading Symbol AEHA Security Exchange Name NASDAQ Warrants, each exercisable for one share of Class A common stock for $ 11. 50 per share [Member] Title of 12 (b) Security Warrants, each exercisable for one share of Class A common stock for $ 11. 50 per share Trading Symbol AEHAW Security Exchange Name NASDAQ Common Class A [Member] Entity Common Stock, Shares Outstanding 10, 600, 000 Common Class B [Member] Entity Common Stock, Shares Outstanding 2, 625, 000 X- DefinitionBoolean flag that is true when the XBRL content amends previously- filed or accepted submission. ReferencesNo definition available. Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionPCAOB issued Audit Firm Identifier ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 10- K- Number 249- Section 310Reference 2: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection fReference 3: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f Details Name: dei_AuditorFirmId Namespace Prefix: dei_ Data Type: dei: nonemptySequenceNumberItemType Balance Type: na Period Type: durationX- ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 10- K- Number 249- Section 310Reference 2: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection fReference 3: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f Details Name: dei_AuditorLocation Namespace Prefix: dei_ Data Type: dei: internationalNameItemType Balance Type: na Period Type: durationX- ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 10- K- Number 249- Section 310Reference 2: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection fReference 3: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f Details Name: dei_AuditorName Namespace Prefix: dei_ Data Type: dei: internationalNameItemType Balance Type: na Period Type: durationX- DefinitionArea code of city ReferencesNo definition available. Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionEnd date of current fiscal year in the format--MM- DD. ReferencesNo definition available. Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli: gMonthDayItemType Balance Type: na Period Type: durationX- DefinitionBoolean flag that is true only for a form used as an annual report. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 10- K- Number 249- Section 310Reference 2: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection fReference 3: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f Details Name: dei_DocumentAnnualReport

Namespace Prefix: dei_ Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10- Q or 10- QT statements have value Q1, Q2, and Q3 respectively, with 10- K, 10- KT or other fiscal year statements having FY. ReferencesNo definition available. Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei: fiscalPeriodItemType Balance Type: na Period Type: durationX- DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. ReferencesNo definition available. Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli: gYearItemType Balance Type: na Period Type: durationX- DefinitionFor the EDGAR submission types of Form 8- K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N- 1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY- MM- DD. ReferencesNo definition available. Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli: dateItemType Balance Type: na Period Type: durationX- DefinitionBoolean flag that is true only for a form used as a transition report. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Forms 10- K, 10- Q, 20- F- Number 240- Section 13- Subsection a- 1 Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionThe type of document being provided (such as 10- K, 10- Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word' Other'. ReferencesNo definition available. Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei: submissionTypeItemType Balance Type: na Period Type: durationX- DefinitionAddress Line 1 such as Attn, Building Name, Street Name ReferencesNo definition available. Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionAddress Line 2 such as Street or Suite number ReferencesNo definition available. Details Name: dei_EntityAddressAddressLine2 Namespace Prefix: dei_ Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionName of the City or Town ReferencesNo definition available. Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionCode for the postal or zip code ReferencesNo definition available. Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionName of the state or province. ReferencesNo definition available. Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei: stateOrProvinceItemType Balance Type: na Period Type: durationX- DefinitionA unique 10- digit SEC- issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2 Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei: centralIndexKeyItemType Balance Type: na Period Type: durationX- DefinitionIndicate number of shares or other units outstanding of each of registrant' s classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class / interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. ReferencesNo definition available. Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionIndicate' Yes' or' No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant' s current or most recent filing containing the related disclosure. ReferencesNo definition available. Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei: yesNoItemType Balance Type: na Period Type: durationX- DefinitionIndicate if registrant meets the emerging growth company criteria. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2 Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionIndicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Securities Act- Number 7A- Section B- Subsection 2 Details Name: dei_EntityExTransitionPeriod Namespace Prefix: dei_ Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1- 3 digits, the sequence number may contain 1- 8 digits, the optional suffix may contain 1- 4 characters, and the fields are separated with a hyphen. ReferencesNo definition available. Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei: fileNumberItemType Balance Type: na Period Type: durationX- DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non- accelerated Filer. Definitions of these categories are stated in Rule 12b- 2 of the Exchange Act. This information should be based on the registrant' s current or most recent filing containing the related disclosure. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2 Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei: filerCategoryItemType Balance Type: na Period Type: durationX- DefinitionTwo- character EDGAR code representing the state or country of incorporation. ReferencesNo definition available. Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei: edgarStateCountryItemType Balance Type: na Period Type: durationX- DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S- T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Regulation S- T- Number 232- Section 405

Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei: yesNoItemType Balance Type: na Period Type: durationX- DefinitionThe aggregate market value of the voting and non- voting common equity held by non- affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant' s most recently completed second fiscal quarter. ReferencesNo definition available. Details Name: dei_EntityPublicFloat Namespace Prefix: dei_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2 Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b- 2 of the Exchange Act. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2 Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionIndicates that the company is a Smaller Reporting Company (SRC). ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2 Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9- digit value assigned by the IRS. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b- 2 Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei: employerIdItemType Balance Type: na Period Type: durationX- DefinitionIndicate' Yes' or' No' if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. ReferencesNo definition available. Details Name: dei_EntityVoluntaryFilers Namespace Prefix: dei_ Data Type: dei: yesNoItemType Balance Type: na Period Type: durationX- DefinitionIndicate' Yes' or' No' if the registrant is a well- known seasoned issuer, as defined in Rule 405 of the Securities Act. Is used on Form Type: 10- K, 10- Q, 8- K, 20- F, 6- K, 10- K / A, 10- Q / A, 20- F / A, 6- K / A, N- CSR, N- Q, N- 1A. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Securities Act- Number 230- Section 405 Details Name: dei_EntityWellKnownSeasonedIssuer Namespace Prefix: dei_ Data Type: dei: yesNoItemType Balance Type: na Period Type: durationX- ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 10- K- Number 249- Section 310Reference 2: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 20- F- Number 249- Section 220- Subsection fReference 3: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Form 40- F- Number 249- Section 240- Subsection f Details Name: dei_IcfrAuditorAttestationFlag Namespace Prefix: dei_ Data Type: xbrli: booleanItemType Balance Type: na Period Type: durationX- DefinitionLocal phone number for entity. ReferencesNo definition available. Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli: normalizedStringItemType Balance Type: na Period Type: durationX- DefinitionTitle of a 12 (b) registered security. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection b Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei: securityTitleItemType Balance Type: na Period Type: durationX- DefinitionName of the Exchange on which a security is registered. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / presentationRef- Publisher SEC- Name Exchange Act- Number 240- Section 12- Subsection d1- 1 Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei: edgarExchangeCodeItemType Balance Type: na Period Type: durationX- DefinitionTrading symbol of an instrument as listed on an exchange. ReferencesNo definition available. Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei: tradingSymbolItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_StatementClassOfStockAxis = AEHAU_UnitsEachConsistingOfOneShareOfClassCommonStockAndOneHalfOfOneRedeemableWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = AEHAU_ClassCommonStockParValue0. 0001PerShareMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = AEHAU_WarrantsEachExercisableForOneShareOfClassCommonStockFor11. 50PerShareMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Balance Sheet Dec. 31, 2021 USD ($) Assets: Cash $ 1, 075, 602Prepaid expenses 474, 291Total current assets 1, 549, 893Cash and marketable securities held in Trust Account 107, 102, 449Total Assets 108, 652, 342Liabilities and Stockholders' Deficit Accounts payable 34, 444Accrued expenses 212, 000Total current liabilities 246, 444Deferred underwriting commissions 3, 150, 000Total Liabilities 3, 396, 444Commitments and Contingencies Class A common stock; 10, 500, 000 shares subject to possible redemption at $ 10. 20 per share 107, 100, 000Stockholders' Deficit Preferred stock, $ 0. 0001 par value; 1, 250, 000 shares authorized; none issued and outstanding Common stock value Additional paid- in- capital (1, 280, 265) Accumulated deficit (564, 110) Total Stockholders' Deficit (1, 844, 102) Total Liabilities and Stockholders' Deficit 108, 652, 342Common Class A [Member] Stockholders' Deficit Common stock valueCommon Class B [Member] Stockholders' Deficit Common stock value $ 263X- DefinitionCash and marketable securities held in trust account. ReferencesNo definition available. Details Name: AEHAU_CashAndMarketableSecuritiesHeldInTrustAccount Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionDeferred underwriting commissions. ReferencesNo definition available. Details Name: AEHAU_DeferredUnderwritingCommissions Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and

services received that are used in an entity' s business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 19 (a))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766 Details Name: us- gaap_AccountsPayableCurrent Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 20)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_AccruedLiabilitiesCurrent Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid- in capital (APIC) for common and preferred stock. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 718- SubTopic 10- Section 65- Paragraph 15- Subparagraph (g) (2)- URI http: / / asc. fasb. org / extlink & oid = 121322162 & loc = SL121327923- 165333Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (30) (a) (1))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_AdditionalPaidInCapital Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionSum of the carrying amounts as of the balance sheet date of all assets that are recognized. Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 9- 03 (11))- URI http: / / asc. fasb. org / extlink & oid = 120398452 & loc = d3e534808- 122878Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 22- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8736- 108599Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 6: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 03 (a) (12))- URI http: / / asc. fasb. org / extlink & oid = 120400017 & loc = d3e572229- 122910Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 8: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 50- Paragraph 7- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124433192 & loc = SL2890621- 112765Reference 9: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (ii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 10: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 11: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 12: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 13: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 14: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 15: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 16: http: / / www. xbrl. org / 2003 / role /

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Details Name: us- gaap_AssetsAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionSum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold, or consumed within one year (or the normal operating cycle, if longer). Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. ReferencesReference 1: http: // fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section 45- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 124098289 & loc = d3e6801- 107765Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 50- Paragraph 7- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124433192 & loc = SL2890621- 112765Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 9)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 6: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 8: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 9: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 10: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 11: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 12: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 810- SubTopic 10- Section 45- Paragraph 25- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 116870748 & loc = SL6758485- 165988Reference 13: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (B))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 14: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 114001798 & loc = d3e33918- 111571Reference 15: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (ii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 16: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 17: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards~~

Codification- Topic 810- SubTopic 10- Section 50- Paragraph 3- Subparagraph (bb)- URI http: / / asc. fasb. org / extlink & oid = 123419778 & loc = d3e5710- 111685Reference 18: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 19: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 20: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section 45- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 124098289 & loc = d3e6676- 107765Reference 21: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756 Details Name: us- gaap_AssetsCurrent Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 210- Section 45- Paragraph 20- URI http: / / asc. fasb. org / extlink & oid = 118262064 & loc = SL116631418- 115840Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 1)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 210- Section 45- Paragraph 21- URI http: / / asc. fasb. org / extlink & oid = 118262064 & loc = SL116631419- 115840 Details Name: us- gaap_Cash Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company' s resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 25)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 03. (a), 19)- URI http: / / asc. fasb. org / extlink & oid = 120400017 & loc = d3e572229- 122910Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 9- 03. 17)- URI http: / / asc. fasb. org / extlink & oid = 120398452 & loc = d3e534808- 122878Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 450- SubTopic 20- Section 50- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 121557415 & loc = d3e14326- 108349 Details Name: us- gaap_CommitmentsAndContingencies Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockValue Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionSum of the carrying amounts as of the balance sheet date of all liabilities that are recognized. Liabilities are probable future sacrifices of economic benefits arising from present obligations of an entity to transfer assets or provide services to other entities in the future. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 19- 26)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 50- Paragraph 7- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124433192 & loc = SL2890621- 112765Reference 3: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 30- Subparagraph (d)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8906- 108599Reference 4: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 50- Paragraph 7- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 124433192 & loc = SL2890621- 112765Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 810- SubTopic 10- Section 45- Paragraph 25- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 116870748 & loc = SL6758485- 165988Reference 6: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting

Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 8: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 9: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 810- SubTopic 10- Section 50- Paragraph 3- Subparagraph (bb)- URI http: / / asc. fasb. org / extlink & oid = 123419778 & loc = d3e5710- 111685Reference 10: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (B))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 11: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 12: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 810- SubTopic 10- Section 50- Paragraph 3- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123419778 & loc = d3e5710- 111685Reference 13: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 114001798 & loc = d3e33918- 111571Reference 14: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 15: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 16: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 17: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 18: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 19: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 20: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (ii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756 Details Name: us- gaap_Liabilities Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. ReferencesReference 1: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 114001798 & loc = d3e33918- 111571Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 9- 03 (23))- URI http: / / asc. fasb. org / extlink & oid = 120398452 & loc = d3e534808- 122878Reference 4: http: // fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 03 (a) (25))- URI http: / / asc. fasb. org / extlink & oid = 120400017 & loc = d3e572229- 122910Reference 5: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 6: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (32))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 7: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612 Details Name: us- gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- ReferencesNo definition available. Details Name: us- gaap_LiabilitiesAndStockholdersEquityAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 2: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 50- Paragraph 7- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124433192 & loc = SL2890621-

112765Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 4: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 50- Paragraph 7- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 124433192 & loc = SL2890621- 112765Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 810- SubTopic 10- Section 45- Paragraph 25- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 116870748 & loc = SL6758485- 165988Reference 6: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 7: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (ii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 8: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 9: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (i))- 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Subparagraph (SX 210. 13- 01 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 17: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 18: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 19: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 20: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 21)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_LiabilitiesCurrent Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766 Details Name: us- gaap_PreferredStockValue Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section 45- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 124098289 & loc = d3e6787- 107765Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section 45- Paragraph 1- Subparagraph (g)- URI http: / / asc. fasb. org / extlink & oid = 124098289 & loc = d3e6676- 107765Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 340- SubTopic 10- Section 45- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 6387103 & loc = d3e6435- 108320Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 340- SubTopic 10- Section 05- Paragraph 5- URI http: / / asc. fasb. org / extlink & oid

= 123349782 & loc = d3e5879- 108316 Details Name: us- gaap_PrepaidExpenseCurrent Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionThe cumulative amount of the reporting entity' s undistributed earnings or deficit. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (30) (a) (3))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 718- SubTopic 10- Section 65- Paragraph 15- Subparagraph (g) (2)- URI http: / / asc. fasb. org / extlink & oid = 121322162 & loc = SL121327923- 165333Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 03 (a) (23) (a) (4))- URI http: / / asc. fasb. org / extlink & oid = 120400017 & loc = d3e572229- 122910Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 40- Section 65- Paragraph 2- Subparagraph (h) (2)- URI http: / / asc. fasb. org / extlink & oid = 124501264 & loc = SL117420844- 207641Reference 6: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 40- Section 65- Paragraph 2- Subparagraph (g) (2) (i)- URI http: / / asc. fasb. org / extlink & oid = 124501264 & loc = SL117420844- 207641 Details Name: us- gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionTotal of all stockholders' equity (deficit) items, net of receivables from officers, directors, owners, and affiliates of the entity which are attributable to the parent. The amount of the economic entity' s stockholders' equity attributable to the parent excludes the amount of stockholders' equity which is allocable to that ownership interest in subsidiary equity which is not attributable to the parent (noncontrolling interest, minority interest). This excludes temporary equity and is sometimes called permanent equity. ReferencesReference 1: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 310- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SAB Topic 4. E)- URI http: / / asc. fasb. org / extlink & oid = 122038336 & loc = d3e74512- 122707Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (31))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 5: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 6: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (30))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 7: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 8: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 114001798 & loc = d3e33918- 111571 Details Name: us- gaap_StockholdersEquity Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- ReferencesNo definition available. Details Name: us- gaap_StockholdersEquityAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionCarrying amount of the par value of temporary equity outstanding. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 480- SubTopic 10- Section S99- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 122040564 & loc = d3e177068- 122764Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (27)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_TemporaryEquityValueExcludingAdditionalPaidInCapital Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Balance Sheet (Parenthetical) Dec. 31, 2021 $ / shares sharesPreferred stock, par value | $ / shares $ 0. 0001Preferred stock, shares authorized 1, 250, 000Preferred Stock, Shares IssuedPreferred Stock, Shares OutstandingCommon Class A [Member] Temporary Equity, Shares Outstanding 10, 500, 000Common Stock, Per Shares Possible Redemption | $ / shares $ 10.

20Common Stock, Par or Stated Value Per Share | $ / shares $ 0. 0001Common Stock, Shares Authorized 125, 000, 000Common Stock, Shares, Issued 100, 000Common Stock, Shares, Outstanding 100, 000Common Class B [Member] Common Stock, Par or Stated Value Per Share | $ / shares $ 0. 0001Common Stock, Shares Authorized 12, 500, 000Common Stock, Shares, Issued 2, 625, 000Common Stock, Shares, Outstanding 2, 625, 000X- DefinitionFace amount or stated value per share of common stock. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / ase. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe maximum number of common shares permitted to be issued by an entity' s charter and bylaws. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / ase. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockSharesAuthorized Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm' s shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / ase. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockSharesIssued Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / ase. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / ase. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockSharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / ase. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644 Details Name: us- gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity' s charter and bylaws. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / ase. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_PreferredStockSharesAuthorized Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionTotal number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) issued to shareholders (includes related preferred shares that were issued, repurchased, and remain in the treasury). May be all or portion of the number of preferred shares authorized. Exceludes preferred shares that are classified as debt. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / ase. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644 Details Name: us- gaap_PreferredStockSharesIssued Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / ase. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_PreferredStockSharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionAmount to be paid per share that is classified as temporary equity by entity upon redemption. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock

redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 480- SubTopic 10- Section S99- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 122040564 & loc = d3e177068- 122764Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (27)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_TemporaryEquityRedemptionPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe number of securities classified as temporary equity that have been issued and are held by the entity' s shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (27) (b))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_TemporaryEquitySharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Statement of Operations 6 Months EndedDec. 31, 2021 USD ($) $ / shares sharesFormation and operating costs $ (566, 558) Total operating loss (566, 558) Other Income (Expense) Interest income from Trust Account 2, 448Net Loss $ (564, 110) Common Class A [Member] Other Income (Expense) Basic and diluted weighted average shares outstanding, Class B common stock | shares 5, 649, 746Class B common stock- basic and diluted net loss per share | $ / shares $ (0. 10) Common Class B [Member] Other Income (Expense) Basic and diluted weighted average shares outstanding, Class B common stock | shares 2, 451, 777Class B common stock- basic and diluted net loss per share | $ / shares $ (0. 23) X- DefinitionFormation and operating costs. ReferencesNo definition available. Details Name: AEHAU_FormationAndOperatingCosts Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe amount of net income or loss for the period per each share in instances when basic and diluted earnings per share are the same amount and reported as a single line item on the face of the financial statements. Basic earnings per share is the amount of net income or loss for the period per each share of common stock or unit outstanding during the reporting period. Diluted earnings per share includes the amount of net income or loss for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. ReferencesReference 1: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 7- URI http: / / asc. fasb. org / extlink & oid = 125511455 & loc = d3e1337- 109256 Details Name: us- gaap_EarningsPerShareBasicAndDiluted Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: durationX- DefinitionAmount of interest income earned from interest bearing assets classified as other. ReferencesNo definition available. Details Name: us- gaap_InterestIncomeOther Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 9- 04 (22))- URI http: / / asc. fasb. org / extlink & oid = 120399700 & loc = SL114874048- 224260Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8933- 108599Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 4- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22595- 107794Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 04 (18))- URI http: / / asc. fasb. org / extlink & oid = 120400993 & loc = SL114874131- 224263Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123482062 & loc = SL123482106- 238011Reference 6: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 50- Paragraph 6- URI http: / / asc. fasb. org / extlink & oid = 124431353 & loc = SL124452729- 227067Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 8: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SX 210. 5- 03 (20))- URI http: / / asc. fasb. org / extlink & oid = 123367319 & loc = SL114868664- 224227Reference 9: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards

Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3602- 108585Reference 10: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 1- Subparagraph (b) (2)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22499- 107794Reference 11: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 12: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 13: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 14: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 15: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 9- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22663- 107794Reference 16: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 17: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (ii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 18: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 19: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22583- 107794Reference 20: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 21: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 60B- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 125511455 & loc = SL5780133- 109256Reference 22: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 114001798 & loc = d3e33918- 111571Reference 23: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 8- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22658- 107794Reference 24: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 45- Paragraph 1A- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124509347 & loc = SL7669619- 108580Reference 25: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 31- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8924- 108599Reference 26: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22694- 107794Reference 27: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22694- 107794Reference 28: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 205- SubTopic 20- Section 50- Paragraph 7- URI http: / / asc. fasb. org / extlink & oid = 109222650 & loc = SL51721683- 107760Reference 29: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 45- Paragraph 1B- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124509347 & loc = SL7669625- 108580Reference 30: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 22- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8736- 108599Reference 31: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 32: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (B))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 33: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 34: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 30- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8906- 108599Reference 35: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8933- 108599 Details Name: us- gaap_NetIncomeLoss Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- ReferencesNo

definition available. Details Name: us- gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe net result for the period of deducting operating expenses from operating revenues. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 31- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8924- 108599Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 30- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8906- 108599Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8933- 108599Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8933- 108599Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 22- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8736- 108599 Details Name: us- gaap_OperatingIncomeLoss Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionAverage number of shares or units issued and outstanding that are used in calculating basic and diluted earnings per share (EPS). ReferencesNo definition available. Details Name: us- gaap_WeightedAverageNumberOfShareOutstandingBasicAndDiluted Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: Statement of Changes in Stockholders' Equity- 6 months ended Dec. 31, 2021- USD ($) Common Stock [Member] Common Class A [Member] Common Stock [Member] Common Class B [Member] Additional Paid- in Capital [Member] Retained Earnings [Member] TotalBeginning balance at Jun. 16, 2021 Beginning balance, shares at Jun. 16, 2021 Class B common stock issued to Sponsor $ 288 24, 712 25, 000Class B common stock issued to Sponsor, shares 2, 875, 000 Sale of Units through initial public offering $ 1, 050 104, 998, 950 105, 000, 000Sale of Units through initial public offering, shares 10, 500, 000 Issuance of representative shares $ 10 (10) Issuance of representative shares, shares 100, 000 Issuance of Private Placement Warrants 5, 411, 000 5, 411, 000Transaction and Underwriting costs (6, 715, 992) (6, 715, 992) Class A common stock subject to possible redemption $ (1, 050) (104, 998, 950) (105, 000, 000) Class A common stock subject to possible redemption, shares (10, 500, 000) Redemption of Class B common stock $ (25) Redemption of Class B common stock, shares (250, 000) Net loss (564, 110) (564, 110) Ending balance at Dec. 31, 2021 $ 10 $ 263 $ (1, 280, 265) $ (564, 110) $ (1, 844, 102) Ending balance, shares at Dec. 31, 2021 100, 000 2, 625, 000 X- DefinitionClass A common stock subject to possible redemption. ReferencesNo definition available. Details Name: AEHAU_ClassACommonStockSubjectToPossibleRedemption Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionClass A common stock subject to possible redemption shares. ReferencesNo definition available. Details Name: AEHAU_ClassACommonStockSubjectToPossibleRedemptionShares Namespace Prefix: AEHAU_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionRedemption of class B common stock. ReferencesNo definition available. Details Name: AEHAU_RedemptionOfClassBCommonStock Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionRedemption of class B common stock shares. ReferencesNo definition available. Details Name: AEHAU_RedemptionOfClassBCommonStockShares Namespace Prefix: AEHAU_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionAmount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770 Details Name: us- gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionAmount of increase in additional paid in capital (APIC) resulting from the issuance of warrants. Includes allocation of proceeds of debt securities issued with detachable stock purchase warrants. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 20- Section 25- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123466302 & loc = d3e4724- 112606Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770 Details Name: us- gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 9- 04 (22))- URI http: / / asc. fasb. org / extlink & oid = 120399700 & loc = SL114874048- 224260Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8933-

108599Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 4- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22595- 107794Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 04 (18))- URI http: / / asc. fasb. org / extlink & oid = 120400993 & loc = SL114874131- 224263Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123482062 & loc = SL123482106- 238011Reference 6: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 50- Paragraph 6- URI http: / / asc. fasb. org / extlink & oid = 124431353 & loc = SL124452729- 227067Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 8: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SX 210. 5- 03 (20))- URI http: / / asc. fasb. org / extlink & oid = 123367319 & loc = SL114868664- 224227Reference 9: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3602- 108585Reference 10: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 1- Subparagraph (b) (2)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22499- 107794Reference 11: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 12: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 13: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 14: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 15: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 9- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22663- 107794Reference 16: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 17: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (ii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 18: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 19: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22583- 107794Reference 20: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 21: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 60B- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 125511455 & loc = SL5780133- 109256Reference 22: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 114001798 & loc = d3e33918- 111571Reference 23: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 8- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22658- 107794Reference 24: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 45- Paragraph 1A- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124509347 & loc = SL7669619- 108580Reference 25: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 31- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8924- 108599Reference 26: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22694- 107794Reference 27: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22694- 107794Reference 28: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 205- SubTopic 20- Section 50- Paragraph 7- URI http: / / asc. fasb. org / extlink & oid = 109222650 & loc = SL51721683- 107760Reference 29: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 45- Paragraph 1B- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124509347 & loc = SL7669625- 108580Reference 30: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards

Codification- Topic 280- SubTopic 10- Section 50- Paragraph 22- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8736- 108599Reference 31: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 32: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (B))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 33: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 34: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 30- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8906- 108599Reference 35: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8933- 108599 Details Name: us- gaap_NetIncomeLoss Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. ReferencesNo definition available. Details Name: us- gaap_SharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionNumber of shares issued in lieu of cash for services contributed to the entity. Number of shares includes, but is not limited to, shares issued for services contributed by vendors and founders. ReferencesNo definition available. Details Name: us-gaap_StockIssuedDuringPeriodSharesIssuedForServices Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionNumber of new stock issued during the period. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionNumber of shares of stock issued attributable to transactions classified as other. ReferencesNo definition available. Details Name: us-gaap_StockIssuedDuringPeriodSharesOther Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionValue of stock issued in lieu of cash for services contributed to the entity. Value of the stock issued includes, but is not limited to, services contributed by vendors and founders. ReferencesNo definition available. Details Name: us- gaap_StockIssuedDuringPeriodValueIssuedForServices Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionValue of shares of stock issued attributable to transactions classified as other. ReferencesNo definition available. Details Name: us-gaap_StockIssuedDuringPeriodValueOther Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionTotal of all stockholders' equity (deficit) items, net of receivables from officers, directors, owners, and affiliates of the entity which are attributable to the parent. The amount of the economic entity' s stockholders' equity attributable to the parent excludes the amount of stockholders' equity which is allocable to that ownership interest in subsidiary equity which is not attributable to the parent (noncontrolling interest, minority interest). This excludes temporary equity and is sometimes called permanent equity. ReferencesReference 1: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 310- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SAB Topic 4. E)- URI

http: / / asc. fasb. org / extlink & oid = 122038336 & loc = d3e74512- 122707Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (31))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 5: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 6: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (30))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 7: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 8: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (e)- URI http: / / asc. fasb. org / extlink & oid = 114001798 & loc = d3e33918- 111571 Details Name: us- gaap_StockholdersEquity Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantStatement of Cash Flows 6 Months EndedDec. 31, 2021 USD ($) Cash flows from operating activities: Net loss $ (564, 110) Adjustments to reconcile net loss to net cash used in operating activities: Interest income from Trust Account (2, 449) Changes in current assets and liabilities: Prepaid Expenses (474, 291) Accounts Payable 34, 444Accrued Expenses 212, 000Net cash used in operating activities (794, 406) Cash flows from investing activities: Investment of cash in trust account (107, 100, 000) Net cash used in investing activities (107, 100, 000) Cash flows from financing activities: Proceeds from initial public offering, net of underwriting discount 103, 687, 963Proceeds from private placement warrants 5, 411, 000Proceeds from issuance of founder shares 25, 000Proceeds from issuance of promissory note to related party 190, 101Payment of deferred offering costs (153, 955) Payment of promissory note to related party (190, 101) Net cash provided by financing activities 108, 970, 008Net change in cash 1, 075, 602Cash, beginning of the period Cash, end of the period 1, 075, 602Supplemental disclosure of cash flow information: Deferred underwriting commissions payable charged to additional paid- in- capital $ 3, 150, 000X- DefinitionDeferred underwriting commissions payable charged to additional paid in capital. ReferencesNo definition available. Details Name: AEHAU_DeferredUnderwritingCommissionsPayableChargedToAdditionalPaidincapital Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- ReferencesNo definition available. Details Name: AEHAU_InterestIncomeFromTrustAccount Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionInvestment of cash in trust account. ReferencesNo definition available. Details Name: AEHAU_PaymentInvestmentOfCashInTrustAccount Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionPayment of deferred offering costs ReferencesNo definition available. Details Name: AEHAU_PaymentOfDeferredOfferingCosts Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionProceeds from issuance of founder shares. ReferencesNo definition available. Details Name: AEHAU_ProceedsFromIssuanceOfFounderShares Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: us- gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short- term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 50- Paragraph 8- URI http: / / asc. fasb. org / extlink & oid = 123431023 & loc = SL98516268- 108586Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 24- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3521- 108585Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 4- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3044- 108585 Details Name: us-
gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short- term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 830- SubTopic 230- Section 45- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 123444420 & loc = d3e33268- 110906Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 24- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3521- 108585 Details Name: us-
gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe

increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity' s business. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3602- 108585 Details Name: us- gaap_ IncreaseDecreaseInAccountsPayable Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3602- 108585 Details Name: us- gaap_ IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: us- gaap_ IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of increase (decrease) of consideration paid in advance for other costs that provide economic benefits in future periods. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3602- 108585 Details Name: us- gaap_ IncreaseDecreaseInPrepaidExpensesOther Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long- term credit. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 24- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3521- 108585 Details Name: us- gaap_ NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: us- gaap_ NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 24- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3521- 108585 Details Name: us- gaap_ NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- ReferencesNo definition available. Details Name: us- gaap_ NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 25- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3536- 108585Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 24- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3521- 108585Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3602- 108585 Details Name: us- gaap_ NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: us- gaap_ NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 9- 04 (22))- URI http: / / asc. fasb. org / extlink & oid = 120399700 & loc = SL114874048- 224260Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8933- 108599Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 4- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22595- 107794Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 220- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 04 (18))- URI http: / / asc. fasb. org / extlink & oid = 120400993 & loc = SL114874131- 224263Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 815- SubTopic 40- Section 65- Paragraph 1- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123482062 & loc = SL123482106- 238011Reference 6: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 50- Paragraph 6- URI http: / / asc. fasb. org / extlink & oid = 124431353 & loc = SL124452729- 227067Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (5))- URI http: / / asc. fasb. org / extlink & oid =

124359900 & loc = SL124442552- 122756Reference 8: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SX 210. 5- 03 (20))- URI http: / / asc. fasb. org / extlink & oid = 123367319 & loc = SL114868664- 224227Reference 9: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 28- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3602- 108585Reference 10: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 1- Subparagraph (b) (2)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22499- 107794Reference 11: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 12: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 13: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 14: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (i))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 15: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 9- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22663- 107794Reference 16: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iv))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 17: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (4) (ii))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 18: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 28- Subparagraph (f)- URI http: / / asc. fasb. org / extlink & oid = 123596393 & loc = d3e14064- 108612Reference 19: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22583- 107794Reference 20: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (g) (1) (ii))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690Reference 21: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 45- Paragraph 60B- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 125511455 & loc = SL5780133- 109256Reference 22: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 323- SubTopic 10- Section 50- Paragraph 3- Subparagraph (e)- URI http: / / asc. fasb. org / extlink & oid = 114001798 & loc = d3e33918- 111571Reference 23: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 8- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22658- 107794Reference 24: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 45- Paragraph 1A- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124509347 & loc = SL7669619- 108580Reference 25: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 31- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8924- 108599Reference 26: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22694- 107794Reference 27: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 250- SubTopic 10- Section 50- Paragraph 11- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124431687 & loc = d3e22694- 107794Reference 28: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 205- SubTopic 20- Section 50- Paragraph 7- URI http: / / asc. fasb. org / extlink & oid = 109222650 & loc = SL51721683- 107760Reference 29: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 45- Paragraph 1B- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124509347 & loc = SL7669625- 108580Reference 30: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 22- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8736- 108599Reference 31: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1A- Subparagraph (SX 210. 13- 01 (a) (5))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442526- 122756Reference 32: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (B))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 33: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 10- Section S99- Paragraph 1B- Subparagraph (SX 210. 13- 02 (a) (4) (iii) (A))- URI http: / / asc. fasb. org / extlink & oid = 124359900 & loc = SL124442552- 122756Reference 34: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 30- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8906- 108599Reference 35:

http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 280- SubTopic 10- Section 50- Paragraph 32- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123359005 & loc = d3e8933- 108599 Details Name: us- gaap_NetIncomeLoss Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe cash inflow associated with the amount received from entity' s first offering of stock to the public. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us-gaap_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short- term and long- term debt. ReferencesReference 1: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us- gaap_ProceedsFromIssuanceOfDebt Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow associated with the amount received from entity' s raising of capital via private rather than public placement. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash outflow during the period from the repayment of aggregate short- term and long- term debt. Excludes payment of capital lease obligations. ReferencesReference 1: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 15- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3291- 108585 Details Name: us- gaap_RepaymentsOfDebt Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- ReferencesNo definition available. Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationOrganization and Business Operations 6 Months Ended Dec. 31, 2021 Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization and Business Operations Note 1 — Organization and Business Operations Aesther Healthcare Acquisition Corp. (the " Company ") is a blank check company formed in June 2021, for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (the " Business Combination "). The Company has not selected any potential Business Combination target. As of December 31, 2021, the Company had not commenced any operations. All activity for the period from June 17, 2021 (inception) through December 31, 2021 relates to the Company' s formation, the initial public offering (" Initial Public Offering ") and activities to identify a target business. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company will generate non- operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the Initial Public Offering (as defined below). The Company has selected December 31 as its fiscal year end. The registration statement for the Company' s Initial Public Offering was declared effective on September 14, 2021. On September 17, 2021, the Company consummated the Initial Public Offering of 10, 500, 000 units, each consisting of one share of Class A common stock and one- half of one redeemable warrant (the " Units " and, with respect to the shares of Class A common stock included in the Units sold, the " Public Shares "), at $ 10. 00 per Unit, generating gross proceeds of $ 105, 000, 000, which is described in Note 3 — Initial Public Offering. Simultaneously with the closing of the Initial Public Offering, the Company consummated the sale of 5, 411, 000 warrants (the " Private Placement Warrants ") at a price of $ 1. 00 per Private Placement Warrant in a private placement (the " Private Placement ") to Aesther Healthcare Sponsor, LLC (the " Sponsor "), generating gross proceeds of $ 5, 411, 000, which is described in Note 4 — Private Placement. Transaction costs amounted to $ 4, 615, 992, consisting of $ 1, 050, 000 of underwriting fees, $ 3, 150, 000 of deferred underwriting fees and $ 415, 992 of other offering costs. In addition, at December 31, 2021, cash of $ 1, 075, 602 was held outside of the Trust Account (as defined below) and is available for working capital purposes. Following the closing of the Initial Public Offering on September 17, 2021, an amount of $ 107, 100, 000 ($ 10. 20 per Unit) from the net proceeds of the sale of the Units in the Initial Public Offering and the sale of the Private Placement Warrants was placed in a trust account (the " Trust Account ") located in the United States and will be invested only in U. S. government securities, within the meaning set forth in Section 2 (a) (16) of the Investment Company Act of 1940, as amended (the " Investment Company Act "), with a maturity of 185 days or less or in any open- ended investment company that holds itself out as a money market fund selected by the Company meeting the conditions of paragraphs (d) (2), (d) (3) and (d) (4) of Rule 2a- 7 of the Investment Company Act, as determined by the Company, until the earlier of: (i) the completion of a Business Combination and (ii) the distribution of the Trust Account, as described below. The Company' s management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of the Private Placement Warrants, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. Nasdaq rules provide that the Business Combination must be with one or more target businesses that together have a fair market value equal to at least 80 % of the balance in the Trust Account (as defined below) (less any deferred underwriting commissions and taxes payable on interest earned on the Trust Account) at the time of the signing a definitive agreement to enter a Business Combination. The Company will only complete a Business Combination if the post- Business Combination company owns or acquires 50 % or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully effect a Business Combination. The

Company will provide its holders of the outstanding Public Shares (the " Public Stockholders ") with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a stockholder meeting called to approve the Business Combination pursuant to the proxy solicitation rules of the SEC or (ii) by means of a tender offer. In connection with a proposed Business Combination, the Company will be required to seek stockholder approval of a Business Combination at a meeting called for such purpose at which stockholders may seek to redeem their shares, regardless of whether they vote for or against a Business Combination. The Company will proceed with a Business Combination only if the Company has net tangible assets of at least $ 5, 000, 001 either immediately prior to or upon such consummation of a Business Combination and a majority of the outstanding shares voted are voted in favor of the Business Combination. If the Company conducts redemptions of the Public Shares in connection with a Business Combination pursuant to the proxy solicitation rules in conjunction with a stockholder meeting instead of pursuant to the tender offer rules, the Company' s amended and restated certificate of incorporation (the " Certificate of Incorporation ") provides that, a public stockholder, together with any affiliate of such stockholder or any other person with whom such stockholder is acting in concert or as a " group " (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the " Exchange Act ")), will be restricted from seeking redemption rights with respect to 15 % or more of the Public Shares without the Company' s prior written consent. The public stockholders will be entitled to redeem their shares for a pro rata portion of the amount then in the Trust Account (initially $ 10. 20 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations). The per- share amount to be distributed to stockholders who redeem their shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters. There will be no redemption rights upon the completion of a Business Combination with respect to the Company' s warrants. These Class A common stock are recorded at redemption value and classified as temporary equity upon the completion of the Initial Public Offering, in accordance with Accounting Standards Codification (" ASC ") Topic 480 " Distinguishing Liabilities from Equity. " If the Company is unable to conduct redemptions pursuant to the proxy solicitation rules as described above, the Company will, pursuant to its Certificate of Incorporation, offer such redemption pursuant to the tender offer rules of the SEC, and file tender offer documents containing substantially the same information as would be included in a proxy statement with the SEC prior to completing a Business Combination. The Company' s Sponsor, officers, directors, and advisors have agreed (a) to vote their Founder Shares (as defined in Note 5 — Related Party Transactions) and any Public Shares purchased during or after the Initial Public Offering in favor of a Business Combination, (b) not to propose an amendment to the Company' s Certificate of Incorporation with respect to the Company' s pre- Business Combination activities prior to the consummation of a Business Combination unless the Company provides dissenting public stockholders with the opportunity to redeem their Public Shares in conjunction with any such amendment; (c) not to redeem any shares (including the Founder Shares) into cash from the Trust Account in connection with a stockholder vote to approve a Business Combination (or to sell any shares in a tender offer in connection with a Business Combination if the Company is unable to conduct redemptions pursuant to the proxy solicitation rules) or a vote to amend the provisions of the Certificate of Incorporation relating to stockholders' rights of pre- Business Combination activity and (d) that the Founder Shares shall not participate in any liquidating distributions upon winding up if a Business Combination is not consummated. However, the Sponsor and our officers, directors and advisors will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares purchased during or after the Initial Public Offering if the Company fails to complete its Business Combination. If the Company is unable to complete a Business Combination within 12 months from the closing of the Initial Public Offering or September 17, 2022, subject to the right to extend the period of time to consummate the Business Combination two times, by an additional three months each time (for a total of up to 18 months) (the " Combination Period "), the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but no more than ten business days thereafter, redeem the public shares, at a per- share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to us to pay taxes (less up to $ 100, 000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the remaining stockholders and the Company' s board of directors, proceed to commence a voluntary liquidation and thereby a formal dissolution of the Company, subject in each case to its obligations under Delaware law to provide for claims of creditors and the requirements of applicable law. The underwriters have agreed to waive their rights to the deferred underwriting commission held in the Trust Account in the event the Company does not complete a Business Combination within the Combination Period and, in such event, such amounts will be included with the funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution will be less than the price per Unit $ 10. 20. The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or Business Combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $ 10. 20 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the day of liquidation of the Trust Account, if less than $ 10. 20 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company' s indemnity of the underwriters of Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the " Securities Act "). However, the Company has not asked the Sponsor to reserve for such indemnification obligations, nor has the Company independently verified whether the Sponsor has sufficient funds to satisfy its indemnity

obligations and believe that the Sponsor' s only assets are securities of the Company. Therefore, the Company cannot assure its stockholders that the Sponsor would be able to satisfy those obligations. None of the Company' s officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers, prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account. Liquidity and Capital Resources As indicated in the accompanying financial statements, at December 31, 2021, we had $ 1, 075, 602 of cash and a working capital surplus of $ 1, 303, 449. Further, we have incurred and expect to continue to incur significant costs in pursuit of our financing and acquisition plans. We cannot assure you that our plans to raise capital or to consummate the Business Combination will be successful. Our liquidity needs have been satisfied prior to the completion of the Initial Public Offering through a capital contribution from our Sponsor of $ 25, 000 for the founder shares and up to $ 300, 000 in loans available from our Sponsor under an unsecured promissory note (of which approximately $ 190, 000 had been borrowed and repaid as of September 17, 2021 and $ 0 was outstanding as of December 31, 2021). The net proceeds from (i) the sale of the units in the Initial Public Offering, after deducting transaction costs of $ 4, 615, 992, consisting of $ 1, 050, 000 of underwriting fees, $ 3, 150, 000 of deferred underwriting fees and $ 415, 992 of other offering costs (excluding deferred underwriting commissions of $ 3, 150, 000, and (ii) the sale of the placement warrants for a purchase price of $ 5, 411, 000), which was $ 105, 797, 045. Of this amount, $ 107, 100, 000 are held in the trust account, which includes $ 3, 150, 000 of deferred underwriting commissions. The proceeds held in the trust account will be invested only in U. S. government treasury obligations with a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a- 7 under the Investment Company Act which invest only in direct U. S. government treasury obligations. The remaining $ 2, 001, 000 ($ 1, 075, 602 as of December 31, 2021, after the repayment of amounts owed to the Sponsor and certain operating expenses) was not held in the trust account. In the event that our offering expenses exceed our estimate of $ 1, 261, 000, we may fund such excess with funds not to be held in the trust account. In such case, the amount of funds we intend to be held outside the trust account would decrease by a corresponding amount. Conversely, in the event that the offering expenses are less than our estimate of $ 1, 261, 000, the amount of funds we intend to be held outside the trust account would increase by a corresponding amount. We intend to use substantially all of the funds held in the trust account, including any amounts representing interest earned on the trust account (less deferred underwriting commissions), to complete the Business Combination. We may withdraw interest to pay taxes. We estimate our annual franchise tax obligations, based on the number of shares of our common stock authorized and outstanding after the completion of the Initial Public Offering, to be $ 200, 000, which is the maximum amount of annual franchise taxes payable by us as a Delaware corporation per annum, which we may pay from funds from the Initial Public Offering held outside of the trust account or from interest earned on the funds held in our trust account and released to us for this purpose. Our annual income tax obligations will depend on the amount of interest and other income earned on the amounts held in the trust account. We expect the interest earned on the amount in the trust account will be sufficient to pay our income taxes. To the extent that our capital stock or debt is used, in whole or in part, as consideration to complete the Business Combination, the remaining proceeds held in the trust account will be used as working capital to finance the operations of the target business or businesses, make other acquisitions and pursue our growth strategies. On September 17, 2021, prior to the completion of the Business Combination we had available to us approximately $ 1, 800, 000 of proceeds held outside the trust account (when including prepaid expenses and interest) at December 31, 2021, approximately $ 1, 550, 000. We will continue to use these funds to identify and evaluate target businesses, perform business due diligence on prospective target businesses, to and from the offices, plants or similar locations of prospective target businesses or their representatives or owners, review corporate documents and material agreements of prospective target businesses, and structure, negotiate and complete an initial Business Combination. In order to fund working capital deficiencies or finance transaction costs in connection with an intended initial business combination, our Sponsor or an affiliate of our Sponsor or certain of our officers and directors may, but are not obligated to, loan us funds on a non- interest bearing basis as may be required. If we complete our initial business combination, we would repay such loaned amounts. In the event that our initial business combination does not close, we may use a portion of the working capital held outside the trust account to repay such loaned amounts but no proceeds from our trust account would be used for such repayment. Up to $ 1, 500, 000 of such loans may be convertible into warrants, at a price of $ 1. 00 per warrant at the option of the lender, upon consummation of our initial business combination. The warrants would be identical to the placement warrants. Other than as described above, the terms of such loans by our officers and directors, if any, have not been determined and no written agreements exist with respect to such loans. We do not expect to seek loans from parties other than our Sponsor or an affiliate of our Sponsor as we do not believe third parties will be willing to loan such funds and provide a waiver against any and all rights to seek access to funds in our trust account. We expect our primary liquidity requirements during that period to include approximately $ 500, 000 for legal, accounting, due diligence, travel and other expenses associated with structuring, negotiating and documenting successful business combinations; $ 100, 000 for legal and accounting fees related to regulatory reporting requirements; $ 56, 500 for Nasdaq Fees; $ 650, 000 for Directors & Officers Insurance; $ 180, 000 for office space, utilities and secretarial and administrative support; and approximately $ 163, 500 for working capital that will be used for miscellaneous expenses and reserves. These amounts are estimates and may differ materially from our actual expenses. In addition, we could use a portion of the funds not being placed in trust to pay commitment fees for financing, fees to consultants to assist us with our search for a target business or as a down payment or to fund a " no- shop " provision (a provision designed to keep target businesses from " shopping " around for transactions with other companies or investors on terms more favorable to such target businesses) with respect to a particular proposed initial business combination, although we do not have any current intention to do so. If we entered into an agreement where we paid for the right to receive exclusivity from a target business, the amount that would be

used as a down payment or to fund a " no- shop " provision would be determined based on the terms of the specific business combination and the amount of our available funds at the time. Our forfeiture of such funds (whether as a result of our breach or otherwise) could result in our not having sufficient funds to continue searching for, or conducting due diligence with respect to, prospective target businesses. We do not believe we will need to raise additional funds in order to meet the expenditures required for operating our business. However, if our estimates of the costs of identifying a target business, undertaking in- depth due diligence and negotiating an initial Business Combination are less than the actual amount necessary to do so, we may have insufficient funds available to operate our business prior to our initial Business Combination. Moreover, we may need to obtain additional financing either to complete our initial Business Combination or because we become obligated to redeem a significant number of our public shares upon completion of our initial Business Combination, in which case we may issue additional securities or incur debt in connection with such Business Combination. In addition, we intend to target businesses larger than we could acquire with the net proceeds of the Initial Public Offering and the sale of the placement warrants, and may as a result be required to seek additional financing to complete such proposed initial Business Combination. Subject to compliance with applicable securities laws, we would only complete such financing simultaneously with the completion of our initial Business Combination. If we are unable to complete our initial Business Combination because we do not have sufficient funds available to us, we will be forced to cease operations and liquidate the trust account. In addition, following our initial Business Combination, if cash on hand is insufficient, we may need to obtain additional financing in order to meet our obligations. As of December 31, 2021, the Company has sufficient cash to meet its obligations as they become due within one year after the date that the financial statement is issued. Risks and Uncertainties Management is currently evaluating the impact of the COVID- 19 pandemic and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company' s financial position, results of its operations and / or search for a target company, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. X- ReferencesNo definition available. Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 205- URI http: / / asc. fasb. org / topic & trid = 2122149Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 810- URI http: / / asc. fasb. org / topic & trid = 2197479 Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationSignificant Accounting Policies 6 Months Ended Dec. 31, 2021 Accounting Policies [Abstract] Significant Accounting Policies Note 2 — Significant Accounting Policies Basis of Presentation The accompanying financial statements are presented in conformity with accounting principles generally accepted in the United States of America (" US GAAP ") and pursuant to the rules and regulations of the U. S. Securities and Exchange Commission (the " SEC "). Emerging Growth Company Status The Company is an " emerging growth company, " as defined in Section 2 (a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012, (the " JOBS Act "), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non- emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company' s financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Concentration of Credit Risk Financial installments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage limit of $ 250, 000. As of December 31, 2021, the Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have cash equivalents as of December 31, 2021. Cash Held in Trust Account As of December 31, 2021, the Company had $ 107, 102, 449 in cash held in the Trust Account. Class A Common Stock Subject to Possible Redemption All of the 10, 500, 000 Class A common stock sold as part of the Units in the Public Offering contain a redemption feature which allows for the redemption of such Public Shares in connection with the Company' s liquidation, if there is a stockholder vote or tender offer in

connection with the Business Combination and in connection with certain amendments to the Company' s amended and restated certificate of incorporation. In accordance with ASC 480, conditionally redeemable Class A common stock (including Class A common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company' s control) are classified as temporary equity. Ordinary liquidation events, which involve the redemption and liquidation of all of the entity' s equity instruments, are excluded from the provisions of ASC 480. Although the Company did not specify a maximum redemption threshold, its charter provides that currently, the Company will not redeem its Public Shares in an amount that would cause its net tangible assets (stockholders' equity) to be less than $ 5, 000, 001. Accordingly, as of December 31, 2021, 10, 500, 000 shares of Class A common stock subject to possible redemption at the redemption amount were presented at redemption value as temporary equity, outside of the stockholders' equity section of the Company' s balance sheet. Fair Value of Financial Instruments The fair value of the Company' s assets and liabilities, which qualify as financial instruments under the FASB ASC 820, " Fair Value Measurements and Disclosures, " approximates the carrying amounts represented in the balance sheet, primarily due to its short- term nature. Offering Costs Associated with the Initial Public Offering The Company complies with the requirements of the ASC 340- 10- S99- 1 and SEC Staff Accounting Bulletin (" SAB ") Topic 5A — Expenses of Offering. Offering costs consisted of legal, accounting, underwriting fees and other costs incurred through the balance sheet date that are directly related to the Initial Public Offering. Offering costs amounted to $ 4, 615, 992 and was charged to stockholders' equity upon the completion of the Initial Public Offering. Net Loss Per Share of Common Stock The Company complies with the accounting and disclosure requirements of FASB ASC Topic 260, " Earnings Per Common Stock. " Net loss per common stock is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period, excluding common stock subject to forfeiture. An aggregate of 10, 500, 000 shares of Class A common stock subject to possible redemption at December 31, 2021 have been excluded from the calculation of basic loss per share of common stock, since such shares, if redeemed, only participate in their pro rata share of the trust earnings. The Company has not considered the effect of the warrants sold in the Initial Public Offering (including warrants sold in connection with the partial sale of units in connection with the over- allotment option) and Private Placement to purchase an aggregate of 5, 411, 000 shares of the Company' s common stock in the calculation of diluted loss per share, since the inclusion of such warrants would be anti- dilutive. The Company' s unaudited statements of operations includes a presentation of income (loss) per share of Common Stock for Redeemable Class A common stock in a manner similar to the two- class method of income (loss) per share of Common Stock. Net income per share of Common Stock, basic and diluted, for Redeemable Class A common stock is calculated by dividing the proportionate share of income or loss on marketable securities held by the Trust Account, net of applicable franchise and income taxes, by the weighted average number of common stock subject to possible redemption outstanding since original issuance. Net loss per share of Common Stock, basic and diluted, for non- redeemable Class A and Class B common stock is calculated by dividing the net loss, adjusted for income or loss on marketable securities attributable to redeemable Class A common stock, by the weighted average number of non- redeemable Common Stock outstanding for the period. Non- redeemable Class A and Class B common stock includes founder shares (see Note 5 — Related Party Transactions) and non- redeemable shares of Common Stock as these shares do not have any redemption features. Non- redeemable Class A and Class B common stock participates in the income or loss on marketable securities based on non- redeemable shares of Common Stock' s proportionate interest. Income Taxes The Company accounts for income taxes under FASB ASC 740, " Income Taxes " (" ASC 740 "). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statement and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise' s financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more- likely- than- not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company has identified the United States as its only " major " tax jurisdiction. The Company is subject to income tax examinations by major taxing authorities since inception. These examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company' s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. The provision for income taxes was deemed to be immaterial for the period from June 17, 2021 (inception) through December 31, 2021. Recent Accounting Standards Management does not believe that any recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on the Company' s financial statements. X- ReferencesNo definition available. Details Name: us- gaap_AccountingPoliciesAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section 50- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 123372394 & loc = d3e18726- 107790Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- URI http: / / asc. fasb. org / topic & trid = 2122369 Details Name: us- gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationInitial Public Offering 6 Months Ended Dec. 31, 2021 Initial Public

Offering Initial Public Offering Note 3 — Initial Public Offering On September 17, 2021, the Company sold 10, 500, 000 Units at $ 10. 00 per Unit, generating gross proceeds of $ 105. 0 million, and incurring offering costs of $ 4, 613, 955, consisting of $ 1, 050, 000 of underwriting fees, $ 3, 150, 000 of deferred underwriting fees and $ 413, 955 of other offering costs. Each Unit consists of one share of the Company' s Class A common stock, par value $ 0. 0001 per share, and one- half of one redeemable warrant (" Public Warrant "). Each whole Public Warrant will entitle the holder to purchase one share of Class A common stock at an exercise price of $ 11 **10** . 50 per whole **34. The additional** share **shares of our common stock issued upon exercise of our warrants will result in dilution to the then existing holders of our common stock and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market could adversely affect the market price of our common stock. The Excise Tax included in the Inflation Reduction Act of 2022 may decrease the value of our securities or decrease the amount of funds available for distribution in connection with a liquidation. On August 16, 2022, President Biden signed into law the Inflation Reduction Act of 2022** (**the " IR Act "** see Note 7 — Stockholders' Equity) **, which, among other things, imposes a 1 % excise tax on certain repurchases (including certain redemptions) of stock by publicly traded domestic (i** . X **e., U. S.) corporations and certain domestic subsidiaries of publicly traded foreign (i. e., non** - **U** ReferencesNo definition available . **S** Details Name: AEHAU_DisclosureInitialPublicOfferingAbstract Namespace Prefix: AEHAU_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionInitial Public Offering [Text Block] ReferencesNo definition available . **) corporations (each** Details Name: AEHAU_InitialPublicOfferingTextBlock Namespace Prefix: AEHAU_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationPrivate Placement 6 Months Ended Dec. 31 , **a " covered corporation "). The excise tax will apply to repurchases occurring in** 2021 **2023** Private Placement Private Placement Note 4- Private Placement Simultaneously **and beyond. The amount of the excise tax is generally 1 % of the fair market value of the shares repurchased at the time of the repurchase. The U. S. Department of Treasury has authority to provide regulations and other guidance to carry out, and prevent the abuse or avoidance of, the excise tax. On December 27, 2022, the U. S. Department of the Treasury issued a notice that provides interim operating rules for the excise tax, including rules governing the calculation and reporting of the excise tax, on which taxpayers may rely until the forthcoming proposed Treasury regulations addressing the excise tax are published. Although such notice clarifies certain aspects of the excise tax, the interpretation and operation of other aspects of the excise tax remain unclear, and such interim operating rules are subject to change. Because Ocean Biomedical is a Delaware corporation and its securities are trading on Nasdaq, it is expected that Ocean Biomedical is a " covered corporation " for this purpose, and it is expected that Ocean Biomedical will be subject to the excise tax** with **respect** the closing of the Initial Public Offering, the Sponsor purchased 5, 411, 000 Private Placement Warrants at a price of $ 1. 00 per warrant, generating total proceeds of $ 5, 411, 000 to **any redemptions of** the Company. Each Private Placement Warrant is **its shares** identical to the warrants offered in **connection with** the **Business Combination** Initial Public Offering, except that **are treated** the Private Placement Warrants, so long as **repurchases for this purpose. The extent of** they - **the** are held by our Sponsor **excise tax that may be incurred would depend on a number of factors** , **including** or its permitted transferees, (i) **whether** may not (including the common **redemption is treated as a repurchase of** stock shares issuable upon **for purposes of the** exercise -- **excise tax** of such warrants) , subject to certain limited exceptions, be transferred, assigned or sold by the holders until 30 days after the completion of our initial Business Combination, and (ii) will be entitled to registration rights. X- ReferencesNo definition available. Details Name: AEHAU_DisclosurePrivatePlacementAbstract Namespace Prefix: AEHAU_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionPrivate Placement [Text Block] ReferencesNo definition available. Details Name: AEHAU_PrivatePlacementTextBlock Namespace Prefix: AEHAU_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationRelated Party Transactions 6 Months Ended Dec. 31, 2021 Related Party Transactions [Abstract] Related Party Transactions Note 5 — Related Party Transactions Founder Shares In June 2021, the Sponsor paid $ 25, 000 to cover certain offering costs in consideration for 2, 875, 000 Class B shares (the " founder shares "). The number of founder shares outstanding was determined based on the expectation that the total size of the Initial Public Offering would be a maximum of 11, 500, 000 units if the underwriters' over- allotment option is exercised in full, and therefore that such founder shares would represent 20 % of the outstanding shares after the Initial Public Offering. Up to 375, 000 of the founder shares were subject to forfeiture depending on the extent to which the underwriters' over- allotment option is exercised, of which 125, 000 such founder shares were no longer subject to forfeiture on the date of the IPO and the remaining 250, 000 shares subject to forfeiture were forfeited and cancelled by the Sponsor in November 2021, upon the expiration of the underwriter' s over- allotment option. The Company' s initial stockholders have agreed not to transfer, assign or sell any of their -- **the** founder shares until the earlier to occur of: (i) one year after the date of the consummation of the initial Business Combination or (ii) the date on which the Company consummates a liquidation, merger, stock exchange or other similar transaction which results in all of the stockholders having the right to exchange their shares of Class A common stock for cash, securities or other property. Any permitted transferees will be subject to the same restrictions and other agreements of the initial stockholders with respect to any founder shares. Notwithstanding the foregoing, if the closing price of the shares of Class A common stock equals or exceeds $ 12. 00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing 150 days after the initial Business Combination, the founder shares will no longer be subject to such transfer restrictions. Promissory Note — Related Party On June 30, 2021, the Sponsor agreed to loan the Company up to $ 300, 000 to be used for a portion of the expenses of the Initial Public Offering. These loans were non- interest bearing, unsecured and were due at the earlier of June 30, 2022 or the closing of the Initial Public Offering. These loans were repaid upon the closing of the Initial Public Offering out of the $ 2, 001, 000 of offering proceeds that had been allocated to the payment of offering expenses. As of December 31, 2021, the Company had borrowed $ 190, 101 under the promissory note and the amount was paid in full. Related Party Loans In order to finance transaction costs in connection with an intended

initial Business Combination, the Sponsor, an affiliate of the Sponsor or certain of the Company' s officers and directors may, but are not obligated to, loan the Company funds as may be required (the " Working Capital Loans "). If the Company completes an initial Business Combination, the Company would repay such loaned amounts out of the proceeds of the Trust Account released to the Company. Otherwise, such loans would be repaid only out of funds held outside the Trust Account. In the event that the initial Business Combination does not close, the Company may use a portion of the working capital held outside the Trust Account to repay such loaned amounts but no proceeds from the Trust Account would be used to repay such loaned amounts. Up to $ 1, 500, 000 of such loans may be convertible into Private Placement Warrants of the post Business Combination entity, at a price of $ 1. 00 per warrant at the option of the lender. The warrants would be identical to the Private Placement Warrants issued to the Sponsor. At December 31, 2021, no such Working Capital Loans were outstanding. Administrative Support Agreement The Company has agreed to pay Aesther Healthcare Sponsor, LLC, our Sponsor a total of $ 10, 000 per month for office space, utilities and secretarial and administrative support. The administrative support agreement began on September 14, 2021 and continues monthly until (i) the completion of the Company' s initial Business Combination or (ii) liquidation of the Company. Amount Due to for Redemption Deposit in Trust Account The Company committed $ 2, 100, 000 of the private placement proceeds to the Trust Account so that the $ 10. 20 redemption price would be funded. X- ReferencesNo definition available. Details Name: us- gaap_RelatedPartyTransactionsAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph (d)- URI http: / / asc. fasb. org / extlink & oid = 6457730 & loc = d3e39549- 107864Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 6457730 & loc = d3e39549- 107864Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 6457730 & loc = d3e39549- 107864Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 850- URI http: / / asc. fasb. org / topic & trid = 2122745Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 6- URI http: / / asc. fasb. org / extlink & oid = 6457730 & loc = d3e39691- 107864 Details Name: us- gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationCommitments and Contingencies 6 Months Ended Dec. 31, 2021 Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Note 6 — Commitments and Contingencies Registration Rights The holders of the founder shares, Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans (and any shares of common stock issuable upon the exercise of the Private Placement Warrants or warrants issued upon conversion of the working capital loans and upon conversion of the founder shares) will be entitled to registration rights pursuant to a registration rights agreement entered into on the effective date of the Initial Public Offering, requiring the Company to register such securities for resale (in the case of the founder shares, only after conversion to shares of Class A common stock). The holders of these securities will be entitled to make up to three demands, excluding short form registration demands, that the Company registers such securities. In addition, the holders have certain " piggy- back " registration rights with respect to registration statements filed subsequent to the Company' s completion of the initial Business Combination and rights to require the Company to register for resale such securities pursuant to Rule 415 under the Securities Act. The Company will bear the expenses incurred in connection with the filing of any such registration statements. Underwriters Agreement The Company granted the underwriters a 45- day option to purchase up to 1, 500, 000 additional Units to cover any over- allotments, if any, at the Initial Public Offering price less the underwriting discounts and commissions, of which a portion of option, totaling 500, 000 Units was exercised simultaneously with the closing of the Initial Public Offering and the remaining portion expired unexercised. The underwriters are entitled to a cash underwriting discount of one percent (1 %) of the gross proceeds of the Initial Public Offering, or $ 1, 050, 000 and 100, 000 of Class A common stock. Additionally, the underwriters will be entitled to a deferred underwriting discount of 3. 0 % of the gross proceeds of the Initial Public Offering, or $ 3, 150, 000 held in the Trust Account upon the completion of the Company' s initial Business Combination subject to the terms of the underwriting agreement. X- ReferencesNo definition available. Details Name: us- gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for commitments and contingencies. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 450- URI http: / / asc. fasb. org / topic & trid = 2127136Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 440- URI http: / / asc. fasb. org / topic & trid = 2144648Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 954- SubTopic 440- Section 50- Paragraph 1- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 6491277 & loc = d3e6429- 115629Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 440- SubTopic 10- Section 50- Paragraph 4- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123406679 & loc = d3e25336- 109308Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 440- SubTopic 10- Section 50- Paragraph 4- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123406679 & loc = d3e25336- 109308 Details Name: us- gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationStockholders' Equity 6 Months Ended Dec. 31, 2021 Equity [

Abstract] Stockholders' Equity Note 7 — Stockholders' Equity Preferred Stock The Company is authorized to issue 1, 250, 000 shares of preferred stock with a par value of $ 0. 0001 per share. At December 31, 2021, there were no shares of preferred stock issued or outstanding. Class A Common Stock The Company is authorized to issue 125, 000, 000 shares of Class A common stock with a par value of $ 0. 0001 per share. Holders of Class A common stock are entitled to one vote for each share. At December 31, 2021, there were 10, 600, 000 shares of Class A common stock issued or outstanding. The underwriter was issued 100, 000 shares of common stock which are referenced as the " representative' s shares " as underwriting compensation in connection with the Initial Public Offering. An aggregate of 10, 500, 000 shares of Class A common stock were issued as part of the units offering and are subject to possible redemption. Class B Common Stock The Company is authorized to issue 12, 500, 000 shares of Class B common stock with a par value of $ 0. 0001 per share. Holders of the Class B common stock are entitled to one vote for each common stock. At December 31, 2021, there were 2, 625, 000 shares of Class B common stock issued and outstanding. The Company' s initial stockholders have agreed not to transfer, assign or sell any of their founder shares until the earlier to occur of (i) one year after the date of the consummation of the initial Business Combination or (ii) the date on which the Company consummates a liquidation, merger, stock exchange or other similar transaction which results in all of the stockholders having the right to exchange their shares of Class A common stock for cash, securities or other property. Any permitted transferees will be subject to the same restrictions and other agreements of the initial stockholders with respect to any founder shares. Notwithstanding the foregoing, if the closing price of the shares of Class A common stock equals or exceeds $ 12. 00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing 150 days after the initial Business Combination, the founder shares will no longer be subject to the Lock- up. The shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the initial Business Combination on a one- for- one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and subject to further adjustment as discussed below. In the case that additional shares of Class A common stock, or equity- linked securities, are issued or deemed issued in excess of the amounts offered in the Initial Public Offering and related to the closing of the initial Business Combination, the ratio at which shares of Class B common stock shall convert into shares of Class A common stock will be adjusted (unless the holders of a majority of the outstanding shares of Class B common stock agree to waive such adjustment with respect to any such issuance or deemed issuance) so that the number of shares of Class A common stock issuable upon conversion of all shares of Class B common stock will equal, in the aggregate, on an as- converted basis, 20 % of the sum of the total number of all shares of common stock outstanding upon the completion of the Initial Public Offering (not including the representative' s shares) plus all shares of Class A common stock and equity- linked securities issued or deemed issued in connection with the initial Business Combination (excluding any shares or equity- linked securities issued, or to be issued, to any seller in the initial Business Combination or any private placement- equivalent units issued to the Sponsor, its affiliates or certain of the Company' s officers and directors upon conversion of Working Capital Loans made to the Company). Holders of the Class A common stock and holders of the Class B common stock will vote together as a single class on all matters submitted to a vote of the Company' s stockholders, with each share of common stock entitling the holder to one vote. Warrants Each warrant entitles the holder to purchase one share of the Company' s Class A common stock at a price of $ 11. 50 per share, subject to adjustment. In addition, if (x) the Company issues additional shares of Class A common stock or equity- linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than $ 9. 20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the Sponsor or its affiliates, without taking into account any founder shares held by the Sponsor or its affiliates, prior to such issuance) (the " Newly Issued Price "), (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of the initial Business Combination on the date of the consummation of the initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the common stock during the 20 trading day period starting on the trading day prior to the day on which the Company consummates the initial Business Combination (such price, the " Market Value ") is below $ 9. 20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115 % of the higher of the Market Value and the Newly Issued Price, and the $ 18. 00 per share redemption trigger price described below under " Redemption of warrants when the price per share of Class A common stock equals or exceeds $ 18. 00 " will be adjusted (to the nearest cent) to be equal to 180 % of the higher of the Market Value and the Newly Issued Price. The warrants will expire at 5: 00 p. m., New York City time, five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. On the exercise of any warrant, the warrant exercise price will be paid directly to the Company and not placed in the Trust Account. The Company has not registered the shares of Class A common stock issuable upon exercise of the warrants. However, the Company has agreed that as soon as practicable, but in no event later than 15 business days after the closing of the initial Business Combination, the Company will use its best efforts to file with the SEC a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants, to cause such registration statement to become effective and to maintain a current prospectus relating to those shares of Class A common stock until the warrants expire or are redeemed, as specified in the warrant agreement. If a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants is not effective within 90 days after the closing of the initial Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a " cashless basis " in accordance with Section 3 (a) (9) of the Securities Act of 1933, as amended, or another exemption. Redemption of warrants when the price per share of Class A common stock equals or exceeds $ 18. 00 Once the warrants become exercisable, the Company may redeem the outstanding warrants: ● in whole and not in part: ● At a price of $ 0. 01 per warrant; ● upon a minimum of 30 days' prior written notice of redemption (the " 30- day redemption period "); and ● if, and only if, the last sale price of the Class A common stock equals or

exceeds $ 18. 00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30- trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. If the Company calls the warrants for redemption as described above, the management will have the option to require all holders that wish to exercise warrants to do so on a " cashless basis. " In determining whether to require all holders to exercise their warrants on a " cashless basis, " the management will consider, among other factors, the cash position, the number of warrants that are outstanding and the dilutive effect on the stockholders of issuing the maximum number of shares of Class A common stock issuable upon the exercise of the warrants. In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of Class A common stock equal to the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the warrants, multiplied by the difference between the exercise price of the warrants and the " fair market value " **of the redemption treated as a repurchase of stock in connection with the Business Combination,** (**iii** defined below) **the nature and amount of the equity issued in connection with the Business Combination, and (iv) the content of forthcoming regulations and other guidance from the U. S. Department of the Treasury. Generally, issuances of stock** by (y) **a repurchasing corporation in a year in which such corporation repurchases stock would reduce** the fair market value **amount of excise tax imposed with respect to such repurchase** . The **excise tax is imposed** " fair market value " shall mean the average reported last sale price of the Class A common stock for the 10 trading days ending on the third trading day prior to **repurchasing corporation itself, not** the date **shareholders from which shares are repurchased, and only limited guidance on the mechanics of any required reporting and payment of the excise tax** on which the notice of redemption is sent **taxpayers may rely has been issued** to **date** the holders of warrants . The **imposition of** Placement Warrants, as well as any warrants underlying additional units the Company **excise tax could reduce the amount of cash available to Ocean Biomedical to fund operations and to make distributions to shareholders. If the number of securities redeemed exceeds the number of securities** issues **issued under** to the Sponsor, officers, directors, initial stockholders or their -- **the** affiliates in payment of Working Capital Loans made to the Company, are or will be identical to the warrants underlying the Units being offered in the Initial Public Offering and may not, subject to certain limited exceptions, be transferred, assigned or sold by the holders until 30 days after the completion of the Company' s initial Business Combination **Agreement** and will be entitled to registration rights. X- ReferencesNo definition available. Details Name: us- gaap_ EquityAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for shareholders' equity comprised of portions attributable to the parent entity and noncontrolling interest , **Backstop Agreement and** including other comprehensive income. Includes, but is not limited to, balances of common **Common** stock **Stock Purchase Agreement** , **however** preferred stock , additional paid- in capital, other -- **the** capital and retained earnings, accumulated balance for each classification of other comprehensive income and amount of comprehensive income **excise tax could be substantial** . **Consequently** ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496171- 112644Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496171- 112644Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 6: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph (d)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496189- 112644Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (g)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644Reference 8: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- URI http: / / asc. fasb. org / topic & trid = 2208762Reference 9: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496189- 112644Reference 10: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (h)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644Reference 11: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496171- 112644Reference 12: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 18- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496189- 112644Reference 13: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 16- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496180- 112644Reference 14: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (i)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644Reference 15: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1-

Subparagraph (SX 210. 4- 08 (e) (1))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690 Details Name: us- gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationSubsequent Events 6 Months Ended Dec. 31 , 2021 Subsequent Events [Abstract] Subsequent Events Note 8 — Subsequent Events The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to and through January 31, 2022 the date that the financial statements were issued. Other -- **the** than **value of your investment in our securities may decrease** as described below, **a result of** the Company did not identify any subsequent events that **excise tax. We may be the target of securities class action and derivative lawsuits which** would **could result** have required adjustment or disclosure in **substantial costs** the financial statements . **Securities class** X- ReferencesNo definition available. Details Name: us- gaap_SubsequentEventsAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 855- URI http: / / asc. fasb. org / topic & trid = 2122774Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 855- SubTopic 10- Section **action lawsuits and derivative lawsuits** 50- Paragraph 2- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 6842918 & loc = SL6314017- 165662 Details Name: us- gaap_SubsequentEventsTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationSignificant Accounting Policies (Policies) 6 Months Ended Dec. 31, 2021 Accounting Policies [Abstract] Basis of Presentation Basis of Presentation The accompanying financial statements are **often brought against** presented in conformity with accounting principles generally accepted in the United States of America (" US GAAP ") and pursuant to the rules and regulations of the U. S. Securities and Exchange Commission (the " SEC "). Emerging Growth Company Status Emerging Growth Company Status The Company is an " emerging growth company, " as defined in Section 2 (a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012, (the " JOBS Act "), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that **have entered into merger or business combination agreements. Additionally, our** are **share** not emerging growth **price may be volatile and, in the past,** companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have **experienced volatility in the market price of their stock** not had a Securities Act registration statement declared effective or do not have a **been subject to securities litigation, including** class of securities registered under **action litigation. We may be** the Exchange Act) **target of this type of litigation in the future. Even if the lawsuits** are required to comply with **without merit, defending against** the **these** new **claims can result in substantial costs and divert management time and resources. An adverse judgment could result in monetary damages, which could have a negative impact on** or **our** revised **liquidity and** financial **condition** accounting standards . **We cannot predict whether** The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non- emerging growth companies but any such **lawsuits** election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company' s financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates Use of Estimates The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Concentration of Credit Risk Concentration of Credit Risk Financial installments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage limit of $ 250, 000. As of December 31, 2021, the Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts. Cash and Cash Equivalents Cash and Cash Equivalents The Company considers all short- term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have cash equivalents as of December 31, 2021. Cash Held in Trust Account Cash Held in Trust Account As of December 31, 2021, the Company had $ 107, 102, 449 in cash held in the Trust Account. Class A Common Stock Subject to Possible Redemption Class A Common Stock Subject to Possible Redemption All of the 10, 500, 000 Class A common stock sold as part of the Units in the Public Offering contain a redemption feature which allows for the redemption of such Public Shares in connection with the Company' s liquidation, if there is a stockholder vote or tender offer in connection with the Business Combination and in connection with certain amendments to the Company' s amended and restated certificate of incorporation. In accordance with ASC 480, conditionally redeemable Class A common stock (including Class A common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company' s control) are classified as temporary equity. Ordinary liquidation events, which involve

the redemption and liquidation of all of the entity' s equity instruments, are excluded from the provisions of ASC 480. Although the Company did not specify a maximum redemption threshold, its charter provides that currently, the Company will not redeem its Public Shares in an amount that would cause its net tangible assets (stockholders' equity) to be less than $ 5, 000, 001. Accordingly, as of December 31, 2021, 10, 500, 000 shares of Class A common stock subject to possible redemption at the redemption amount were presented at redemption value as temporary equity, outside of the stockholders' equity section of the Company' s balance sheet. Fair Value of Financial Instruments Fair Value of Financial Instruments The fair value of the Company' s assets and liabilities, which qualify as financial instruments under the FASB ASC 820, " Fair Value Measurements and Disclosures, " approximates the carrying amounts represented in the balance sheet, primarily due to its short- term nature. Offering Costs Associated with the Initial Public Offering Offering Costs Associated with the Initial Public Offering The Company complies with the requirements of the ASC 340- 10- S99- 1 and SEC Staff Accounting Bulletin (" SAB ") Topic 5A – Expenses of Offering. Offering costs consisted of legal, accounting, underwriting fees and other costs incurred through the balance sheet date that are directly related to the Initial Public Offering. Offering costs amounted to $ 4, 615, 992 and was charged to stockholders' equity upon the completion of the Initial Public Offering. Net Loss Per Share of Common Stock Net Loss Per Share of Common Stock The Company complies with the accounting and disclosure requirements of FASB ASC Topic 260, " Earnings Per Common Stock. " Net loss per common stock is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period, excluding common stock subject to forfeiture. An aggregate of 10, 500, 000 shares of Class A common stock subject to possible redemption at December 31, 2021 have been excluded from the calculation of basic loss per share of common stock, since such shares, if redeemed, only participate in their pro rata share of the trust earnings. The Company has not considered the effect of the warrants sold in the Initial Public Offering (including warrants sold in connection with the partial sale of units in connection with the over- allotment option) and Private Placement to purchase an aggregate of 5, 411, 000 shares of the Company' s common stock in the calculation of diluted loss per share, since the inclusion of such warrants would be anti- dilutive. The Company' s unaudited statements of operations includes a presentation of income (loss) per share of Common Stock for Redeemable Class A common stock in a manner similar to the two- class method of income (loss) per share of Common Stock. Net income per share of Common Stock, basic and diluted, for Redeemable Class A common stock is calculated by dividing the proportionate share of income or loss on marketable securities held by the Trust Account, net of applicable franchise and income taxes, by the weighted average number of common stock subject to possible redemption outstanding since original issuance. Net loss per share of Common Stock, basic and diluted, for non- redeemable Class A and Class B common stock is calculated by dividing the net loss, adjusted for income or loss on marketable securities attributable to redeemable Class A common stock, by the weighted average number of non- redeemable Common Stock outstanding for the period. Non- redeemable Class A and Class B common stock includes founder shares (see Note 5 – Related Party Transactions) and non- redeemable shares of Common Stock as these shares do not have any redemption features. Non- redeemable Class A and Class B common stock participates in the income or loss on marketable securities based on non- redeemable shares of Common Stock' s proportionate interest. Income Taxes Income Taxes The Company accounts for income taxes under FASB ASC 740, " Income Taxes " (" ASC 740 "). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statement and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise' s financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more- likely- than- not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company has identified the United States as its only " major " tax jurisdiction. The Company is subject to income tax examinations by major taxing authorities since inception. These examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company' s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. The provision for income taxes was deemed to be immaterial for the period from June 17, 2021 (inception) through December 31, 2021. Recent Accounting Standards Recent Accounting Standards Management does not believe that any recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on the Company' s financial statements. X- DefinitionCash Held in Trust Account [Policy Text Block] ReferencesNo definition available. Details Name: AEHAU_CashHeldInTrustAccountPolicyTextBlock Namespace Prefix: AEHAU_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionClass A Common Stock Subject to Possible Redemption [Policy Text Block] ReferencesNo definition available. Details Name: AEHAU_ClassACommonStockSubjectToPossibleRedemptionPolicyTextBlock Namespace Prefix: AEHAU_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionEmerging Growth Company [Policy Text Block] ReferencesNo definition available. Details Name: AEHAU_EmergingGrowthCompanyPolicyTextBlock Namespace Prefix: AEHAU_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionOffering Costs Associated with Initial Public Offering [Policy Text Block] ReferencesNo definition available. Details Name: AEHAU_OfferingCostsAssociatedWithInitialPublicOfferingPolicyTextBlock Namespace Prefix: AEHAU_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- ReferencesNo definition available. Details Name: us-

gaap_AccountingPoliciesAbstract Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). ReferencesNo definition available. Details Name: us- gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for cash and cash equivalents with respect to unrestricted balances. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 50- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 123431023 & loc = d3e4273- 108586 Details Name: us- gaap_CashAndCashEquivalentsUnrestrictedCashAndCashEquivalentsPolicy Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for credit risk. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 1- Subparagraph (d)- URI http: / / asc. fasb. org / extlink & oid = 99393423 & loc = d3e5967- 108592Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 825- Section 50- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 123345438 & loc = d3e61044- 112788 Details Name: us- gaap_ConcentrationRiskCreditRisk Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 50- Paragraph 1- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 124432515 & loc = d3e3550- 109257Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 260- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 124432515 & loc = d3e3630- 109257 Details Name: us- gaap_EarningsPerSharePolicyTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for determining the fair value of financial instruments. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 820- SubTopic 10- Section 60- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 7493716 & loc = d3e21868- 110260Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 825- SubTopic 10- Section 50- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 123594938 & loc = d3e13279- 108611 Details Name: us- gaap_FairValueOfFinancialInstrumentsPolicy Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section 45- Paragraph 25- URI http: / / asc. fasb. org / extlink & oid = 123427490 & loc = d3e32247- 109318Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section 50- Paragraph 20- URI http: / / asc. fasb. org / extlink & oid = 121826272 & loc = d3e32847- 109319Reference 3: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section 50- Paragraph 19- URI http: / / asc. fasb. org / extlink & oid = 121826272 & loc = d3e32840- 109319Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section 50- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 124431353 & loc = SL116659661- 227067Reference 5: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section 50- Paragraph 9- URI http: / / asc. fasb. org / extlink & oid = 121826272 & loc = d3e32639- 109319Reference 6: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section 45- Paragraph 28- URI http: / / asc. fasb. org / extlink & oid = 123427490 & loc = d3e32280- 109318Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 740- SubTopic 10- Section 50- Paragraph 17- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 121826272 & loc = d3e32809- 109319 Details Name: us- gaap_IncomeTaxPolicyTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. ReferencesNo definition available. Details Name: us- gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationX- DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 12- URI http: / / asc. fasb. org / extlink & oid = 99393423 & loc = d3e6191- 108592Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 11- URI http: / / asc. fasb. org / extlink & oid = 99393423 & loc = d3e6161- 108592Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 9- URI http: / / asc. fasb. org / extlink & oid

= 99393423 & loc = d3e6143- 108592Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 1- Subparagraph (b)- URI http: / / ase. fasb. org / extlink & oid = 99393423 & loc = d3e5967- 108592Reference 5: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 4- URI http: / / ase. fasb. org / extlink & oid = 99393423 & loc = d3e6061- 108592Reference 6: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 8- URI http: / / ase. fasb. org / extlink & oid = 99393423 & loc = d3e6132- 108592Reference 7: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 275- SubTopic 10- Section 50- Paragraph 1- Subparagraph (c)- URI http: / / ase. fasb. org / extlink & oid = 99393423 & loc = d3e5967- 108592 Details Name: us- gaap_UseOfEstimates Namespace Prefix: us- gaap_ Data Type: dtr- types: textBlockItemType Balance Type: na Period Type: durationOrganization and Business Operations (Details Narrative)- USD ($) 3 Months Ended 6 Months EndedDec. 31, 2021 Sep. 17, 2021 Jun. 30, 2021 Sep. 30, 2021 Dec. 31, 2021Defined Benefit Plan Disclosure [Line Items] Share price $ 10. 20 Proceeds from issuance or sale of equity $ 105, 000, 000. 0 $ 2, 001, 000 Proceeds from Issuance of Private Placement $ 5, 411, 000Transaction costs 4, 615, 992 Underwriting fees 1, 050, 000 Deferred underwriting commissions $ 3, 150, 000 3, 150, 000 3, 150, 000Other offering costs $ 413, 955 Net proceeds from offering 103, 687, 963Debt Instrument, Redemption Price, Percentage 15. 00 % Interest on dissolution expenses $ 100, 000 Share price $ 10. 20 Cash 1, 075, 602 1, 075, 602Working capital surplus 1, 303, 449 1, 303, 449Number of common stock issued 105, 000, 000Unsecured debt $ 0 $ 0Stock repurchased and repaid $ 2, 001, 000 Number of shares authorized to be repurchased 1, 075, 602 1, 075, 602Offering expenses 1, 261, 000 Common stock value tax withholdings 200, 000 Proceeds from held outside trust account 1, 550, 000 $ 1, 800, 000Loans convertible into warrants $ 1, 500, 000 Price per unit $ 1. 00 Working capital 163, 500 Founder Shares [Member] | Sponsor [Member] Defined Benefit Plan Disclosure [Line Items] Number of common stock issued $ 25, 000 Repayments of unsecured debt 190, 000 Founder Shares [Member] | Sponsor [Member] | Unsecured Debt [Member] Defined Benefit Plan Disclosure [Line Items] Line of credit facility, maximum borrowing capacity 300, 000 300, 000Minimum [Member] Defined Benefit Plan Disclosure [Line Items] Minimum net tangible asset upon consummation of business combination 5, 000, 001 $ 5, 000, 001 5, 000, 001Share price $ 10. 20 Offering expenses $ 1, 261, 000 Aesther Healthcare Sponsor LLC [Member] Defined Benefit Plan Disclosure [Line Items] Percentage of voting interests acquired 50. 00 % Business acquisition, transaction costs $ 500, 000 Business combination, legal and accounting fees 100, 000 Business Combination, Acquisition Related Costs 56, 500 Aesther Healthcare Sponsor LLC [Member] | Director [Member] Defined Benefit Plan Disclosure [Line Items] Business Combination, Acquisition Related Costs 180, 000 Aesther Healthcare Sponsor LLC [Member] | Nasdaq Fees [Member] Defined Benefit Plan Disclosure [Line Items] Business Combination, Acquisition Related Costs $ 650, 000 IPO [Member] Defined Benefit Plan Disclosure [Line Items] Number of common stock issued 10, 500, 000 Share price $ 10. 00 Proceeds from issuance or sale of equity $ 105, 000, 000 Transaction costs 4, 613, 955 Underwriting fees 1, 050, 000 Deferred underwriting commissions 3, 150, 000 Other offering costs $ 415, 992 Cash held outside of Trust Account 1, 075, 602 1, 075, 602Share price $ 10. 20 Underwriting commissions 1, 050, 000 $ 1, 050, 000 Offering expenses 4, 615, 992 4, 615, 992Private Placement Warrants [Member] Defined Benefit Plan Disclosure [Line Items] Number of common stock issued 5, 411, 000 Share price $ 1. 00 Proceeds from Issuance of Private Placement $ 5, 411, 000 IPO and Private Placement [Member] Defined Benefit Plan Disclosure [Line Items] Share price $ 10. 20 Deferred underwriting commissions $ 3, 150, 000 $ 107, 100, 000 $ 3, 150, 000Net proceeds from offering $ 107, 100, 000 Public Shares and Private Placement [Member] | Aesther Healthcare Sponsor LLC [Member] Defined Benefit Plan Disclosure [Line Items] Percentage of voting interests acquired 80. 00 % Private Placement [Member] Defined Benefit Plan Disclosure [Line Items] Proceeds from Issuance of Private Placement $ 5, 411, 000 Over- Allotment Option [Member] Defined Benefit Plan Disclosure [Line Items] Deferred underwriting commissions 3, 150, 000 Net proceeds held in trust account $ 105, 797, 045 X- DefinitionCash held outside of trust account. ReferencesNo definition available. Details Name: AEHAU_CashHeldOutsideOfTrustAccount Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionCommon stock value tax withholdings. ReferencesNo definition available. Details Name: AEHAU_CommonStockValueTaxWithholdings Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionDeferred underwriting commissions. ReferencesNo definition available. Details Name: AEHAU_DeferredUnderwritingCommissions Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionInterest on dissolution expenses ReferencesNo definition available. Details Name: AEHAU_InterestOnDissolutionExpenses Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionNet proceeds held in trust account. ReferencesNo definition available. Details Name: AEHAU_NetProceedsHeldInTrustAccount Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionOffering expenses. ReferencesNo definition available. Details Name: AEHAU_OfferingExpenses Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionUnderwriting fees. ReferencesNo definition available. Details Name: AEHAU_UnderwritingFees Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionWorking capital. ReferencesNo definition available. Details Name: AEHAU_WorkingCapital Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionWorking capital surplus. ReferencesNo definition available. Details Name: AEHAU_WorkingCapitalSurplus Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionAmount of direct costs of the business combination including legal, accounting, and other costs incurred to consummate the business acquisition. ReferencesNo definition available. Details Name: us- gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionPercentage of voting equity interests acquired at the

acquisition date in the business combination. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 805- SubTopic 10- Section 50- Paragraph 2- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 79982066 & loc = d3e1392- 128463 Details Name: us- gaap_BusinessAcquisitionPercentageOfVotingInterestsAcquired Namespace Prefix: us- gaap_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: instantX- DefinitionThis element represents acquisition- related costs incurred to effect a business combination which costs have been expensed during the period. Such costs include finder' s fees; advisory, legal, accounting, valuation, and other professional or consulting fees; general administrative costs, including the costs of maintaining an internal acquisitions department; and may include costs of registering and issuing debt and equity securities. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 805- SubTopic 10- Section 25- Paragraph 23- URI http: / / asc. fasb. org / extlink & oid = 123586518 & loc = d3e1043- 128460 Details Name: us- gaap_BusinessCombinationAcquisitionRelatedCosts Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe amount of identifiable intangible assets recognized as of the acquisition date. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 805- SubTopic 10- Section 55- Paragraph 37- URI http: / / asc. fasb. org / extlink & oid = 123455525 & loc = d3e2207- 128464Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 805- SubTopic 20- Section 50- Paragraph 1- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123413009 & loc = d3e4845- 128472 Details Name: us- gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 210- Section 45- Paragraph 20- URI http: / / asc. fasb. org / extlink & oid = 118262064 & loc = SL116631418- 115840Reference 2: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 852- SubTopic 10- Section 55- Paragraph 10- URI http: / / asc. fasb. org / extlink & oid = 84165509 & loc = d3e56426- 112766Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 1)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 946- SubTopic 210- Section 45- Paragraph 21- URI http: / / asc. fasb. org / extlink & oid = 118262064 & loc = SL116631419- 115840 Details Name: us- gaap_Cash Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionThe value of the financial instrument (s) that the original debt is being converted into in a noncash (or part noncash) transaction." Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 50- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 123431023 & loc = d3e4304- 108586Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 50- Paragraph 5- URI http: / / asc. fasb. org / extlink & oid = 123431023 & loc = d3e4332- 108586 Details Name: us- gaap_DebtConversionConvertedInstrumentAmount1 Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionPercentage price of original principal amount of debt at which debt can be redeemed by the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 942- SubTopic 470- Section 50- Paragraph 3- Subparagraph e- URI http: / / asc. fasb. org / extlink & oid = 123599511 & loc = d3e64711- 112823 Details Name: us- gaap_DebtInstrumentRedemptionPricePercentage Namespace Prefix: us- gaap_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: durationX- DefinitionSpecific incremental costs directly attributable to a proposed or actual offering of securities which are deferred at the end of the reporting period. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 8)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 340- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SAB Topic 5. A)- URI http: / / asc. fasb. org / extlink & oid = 122040515 & loc = d3e105025- 122735 Details Name: us- gaap_DeferredOfferingCosts Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: us- gaap_DefinedBenefitPlanDisclosureLineItems Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe amount of expense provided in the period for legal costs incurred on or before the balance sheet date pertaining to resolved, pending or threatened litigation, including arbitration and mediation proceedings. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SX 210. 5- 03. 3)- URI http: / / asc. fasb. org / extlink & oid = 123367319 & loc = SL114868664- 224227 Details Name: us- gaap_LegalFees Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 19 (b), 22 (b))- URI http: / /

asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionCash paid for expenses incurred during underwriting activities (the process to review insurance applications, evaluate risks, accept or reject applications, and determine the premiums to be charged) for insurance companies. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 25- Subparagraph (g)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3536- 108585 Details Name: us-gaap_PaymentsForUnderwritingExpense Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe cash outflow for cost incurred directly with the issuance of an equity security. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 15- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3291- 108585 Details Name: us- gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionThe cash inflow associated with the amount received from entity' s first offering of stock to the public. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us-gaap_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow associated with the amount received from entity' s raising of capital via private rather than public placement. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow from issuance of preferred stocks by a business trust or other special purpose entity, mainly established by a bank holding entity, to third party investors. The trust' s assets are deeply subordinated debentures of the bank holding entity. Most trust preferred securities are subject to a mandatory redemption upon the repayment of the debentures. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us-gaap_ProceedsFromIssuanceOfTrustPreferredSecurities Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us-gaap_ProceedsFromIssuanceOrSaleOfEquity Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionThe cash outflow to repay long- term debt that is not secured by collateral. Excludes repayments of tax- exempt unsecured debt. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 15- Subparagraph (b)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3291- 108585 Details Name: us-gaap_RepaymentsOfUnsecuredDebt Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. ReferencesNo definition available. Details Name: us- gaap_SaleOfStockPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionPrice of a single share of a number of saleable stocks of a company. ReferencesNo definition available. Details Name: us-gaap_SharePrice Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionPer share or per unit amount of equity securities issued. ReferencesNo definition available. Details Name: us- gaap_SharesIssuedPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionNumber of new stock issued during the period. ReferencesReference 1: http: / / fasb. org / us-gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc =

d3e21463-112644Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB-Name Accounting Standards Codification-Topic 210-SubTopic 10-Section S99-Paragraph 1-Subparagraph (SX 210.5-02 (29))-URI http://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB-Name Accounting Standards Codification-Topic 210-SubTopic 10-Section S99-Paragraph 1-Subparagraph (SX 210.5-02 (28))-URI http://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682 Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: durationX-DefinitionThe number of shares authorized to be repurchased by an entity's Board of Directors under a stock repurchase plan. ReferencesNo definition available. Details Name: us-gaap_StockRepurchaseProgramNumberOfSharesAuthorizedToBeRepurchased Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instantX-DefinitionAmount remaining of a stock repurchase plan authorized. ReferencesNo definition available. Details Name: us-gaap_StockRepurchaseProgramRemainingAuthorizedRepurchaseAmount1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instantX-DefinitionIncluding the current and noncurrent portions, carrying value as of the balance sheet date of uncollateralized debt obligations (with maturities initially due after one year or beyond the operating cycle if longer). ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB-Name Accounting Standards Codification-Topic 210-SubTopic 10-Section S99-Paragraph 1-Subparagraph (SX 210.5-02 (22))-URI http://asc.fasb.org/extlink&oid=120391452&loc=d3e13212-122682Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB-Name Accounting Standards Codification-Topic 942-SubTopic 210-Section S99-Paragraph 1-Subparagraph (SX 210.9-03 (16))-URI http://asc.fasb.org/extlink&oid=120398452&loc=d3e534808-122878Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Publisher FASB-Name Accounting Standards Codification-Topic 944-SubTopic 210-Section S99-Paragraph 1-Subparagraph (SX 210.7-03 (a) (16))-URI http://asc.fasb.org/extlink&oid=120400017&loc=d3e572229-122910 Details Name: us-gaap_UnsecuredDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instantX- Details Name: us-gaap_RelatedPartyTransactionAxis=AEHAU_FounderSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=AEHAU_SponsorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_UnsecuredDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_BusinessAcquisitionAxis=AEHAU_AestherHealthcareSponsorLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: srt_TitleOfIndividualAxis=srt_DirectorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_FinancialInstrumentAxis=AEHAU_NasdaqFeesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidiarySaleOfStockAxis=AEHAU_PrivatePlacementWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidiarySaleOfStockAxis=AEHAU_IPOAndPrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidiarySaleOfStockAxis=AEHAU_PublicSharesAndPrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_OverAllotmentOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: Significant Accounting Policies (Details Narrative)-USD ($) 6 Months EndedDec. 31, 2021 Dec. 31, 2021 Sep. 17, 2021Property, Plant and Equipment [Line Items] Federal depository insurance coverage amount $ 250, 000 $ 250, 000 Cash equivalents Cash held in Trust Account 107, 102, 449 107, 102, 449 Offering expenses $ 1, 261, 000Minimum [Member] Property, Plant and Equipment [Line Items] Minimum net tangible asset upon consummation of business combination $ 5, 000, 001 $ 5, 000, 001 5, 000, 001Offering expenses $ 1, 261, 000Common Class A [Member] Property, Plant and Equipment [Line Items] Common stock subject to possible redemption 10, 500, 000 10, 500, 000 Aggregate amount of common stock shares 10, 500, 000 IPO [Member] Property, Plant and Equipment [Line Items] Offering expenses $ 4, 615, 992 $ 4, 615, 992 IPO [Member] | Common Class A [Member] Property, Plant and Equipment [Line Items] Sale of stock, number of shares issued in transaction 10, 500, 000 Private Placement [Member] Property, Plant and Equipment [Line Items] Antidilutive securities excluded from computation of earnings per share, amount 5, 411, 000 X-DefinitionAggregate amount of common stock shares. ReferencesNo definition available. Details Name: AEHAU_AggregateAmountOfCommonStockShares Namespace Prefix: AEHAU_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: durationX-DefinitionCash held in trust account. ReferencesNo definition available. Details Name: AEHAU_CashHeldInTrustAccount Namespace Prefix: AEHAU_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instantX-DefinitionOffering expenses. ReferencesNo definition available. Details Name: AEHAU_OfferingExpenses Namespace Prefix: AEHAU_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instantX-DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef-Publisher FASB-Name Accounting Standards Codification-Topic 260-SubTopic 10-Section 50-Paragraph 1-Subparagraph (c)-URI http://asc.fasb.org/extlink&oid=124432515&loc=d3e3550-109257 Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: durationX-DefinitionThe amount of identifiable intangible assets

recognized as of the acquisition date. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 805- SubTopic 10- Section 55- Paragraph 37- URI http: / / asc. fasb. org / extlink & oid = 123455525 & loc = d3e2207- 128464Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 805- SubTopic 20- Section 50- Paragraph 1- Subparagraph (c)- URI http: / / asc. fasb. org / extlink & oid = 123413009 & loc = d3e4845- 128472 Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles Namespace Prefix: us-gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short- term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 4- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3044-108585Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section 45- Paragraph 1- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 124098289 & loc = d3e6676- 107765Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 1)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionThe amount of cash deposited in financial institutions as of the balance sheet date that is insured by the Federal Deposit Insurance Corporation. ReferencesNo definition available. Details Name: us-gaap_CashFDICInsuredAmount Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: us- gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionThe number of shares issued or sold by the subsidiary or equity method investee per stock transaction. ReferencesNo definition available. Details Name: us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionThe number of securities classified as temporary equity that have been issued and are held by the entity' s shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed **filed** or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. **ITEM** If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (27) (b))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212-122682 Details Name: us- gaap_TemporaryEquitySharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- Details Name: srt_RangeAxis = srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidiarySaleOfStockAxis = us- gaap_IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_SubsidiarySaleOfStockAxis = us- gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: Initial Public Offering (Details Narrative)- USD ($) Sep. 17, 2021 Jun. 30, 2021 Dec. 31, 2021Subsidiary, Sale of Stock [Line Items] Shares Issued, Price Per Share $ 10. 20 Proceeds from issuance or Sale of equity $ 105, 000, 000. 0 $ 2, 001, 000 Payments of stock issuance costs 4, 615, 992 Underwriting commissions 1, 050, 000 Deferred underwriting commissions 3, 150, 000 $ 3, 150, 000Other offering costs $ 413, 955 Preferred stock, par value $ 0. 0001Warrant [Member] Subsidiary, Sale of Stock [Line Items] Preferred stock, par value $ 0. 0001 Public Warrant [Member] Subsidiary, Sale of Stock [Line Items] Common Stock, Par or Stated Value Per Share $ 11. 50 IPO [Member] Subsidiary, Sale of Stock [Line Items] Stock Issued During Period, Shares, New Issues 10, 500, 000 Shares Issued, Price Per Share $ 10. 00 Proceeds from issuance or Sale of equity $ 105, 000, 000 Payments of stock issuance costs 4, 613, 955 Underwriting commissions 1, 050, 000 Deferred underwriting commissions 3, 150, 000 Other offering costs $ 415, 992 X- DefinitionDeferred underwriting commissions. ReferencesNo definition available. Details Name: AEHAU_DeferredUnderwritingCommissions Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionUnderwriting fees. ReferencesNo definition available. Details Name: AEHAU_UnderwritingFees Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionFace amount or stated value per share of common stock. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us-

gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionSpecific incremental costs directly attributable to a proposed or actual offering of securities which are deferred at the end of the reporting period. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02. 8)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 340- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SAB Topic 5. A)- URI http: / / asc. fasb. org / extlink & oid = 122040515 & loc = d3e105025- 122735 Details Name: us- gaap_DeferredOfferingCosts Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: instantX- DefinitionThe cash outflow for cost incurred directly with the issuance of an equity security. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 15- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3291- 108585 Details Name: us- gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644 Details Name: us- gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us- gaap_ProceedsFromIssuanceOrSaleOfEquity Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionPer share or per unit amount of equity securities issued. ReferencesNo definition available. Details Name: us- gaap_SharesIssuedPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionNumber of new stock issued during the period. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: us- gaap_SubsidiarySaleOfStockLineItems Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_StatementEquityComponentsAxis = us- gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementEquityComponentsAxis = AEHAU_PublicWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_SubsidiarySaleOfStockAxis = us- gaap_IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: Private Placement (Details Narrative)- USD ($) 6 Months EndedSep. 17, 2021 Dec. 31, 2021Subsidiary, Sale of Stock [Line Items] Share price $ 10. 20 Proceeds from issuance of private placement $ 5, 411, 000Private Placement Warrants [Member] Subsidiary, Sale of Stock [Line Items] Number of common stock issued 5, 411, 000 Share price $ 1. 00 Proceeds from issuance of private placement $ 5, 411, 000 X- DefinitionThe cash inflow associated with the amount received from entity' s raising of capital via private rather than public placement. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us- gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionPer share or per unit amount of equity securities issued. ReferencesNo definition available. Details Name: us- gaap_SharesIssuedPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionNumber of new stock issued during the period. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc.

fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: us- gaap_SubsidiarySaleOfStockLineItems Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_SubsidiarySaleOfStockAxis = AEHAU_PrivatePlacementWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: Related Party Transactions (Details Narrative)- USD ($) 1 Months Ended 6 Months EndedDec. 31, 2021 Sep. 17, 2021 Jun. 30, 2021 Jun. 30, 2021 Jun. 30, 2021 Dec. 31, 2021 Nov. 30, 2021Related Party Transaction [Line Items] Aggregate purchase price $ 105, 000, 000 Common stock exceeds stock price per share $ 10. 20 Maximum borrowing capacity of related party promissory note $ 300, 000 $ 300, 000 $ 300, 000 Proceeds from Issuance or Sale of Equity $ 105, 000, 000. 0 $ 2, 001, 000 Outstanding balance of related party note $ 190, 101 190, 101 Working Capital Loans Warrant [Member] Related Party Transaction [Line Items] Loans convertible into warrants $ 1, 500, 000 $ 1, 500, 000 warrants price per share $ 1. 00 $ 1. 00 Founder Shares [Member] Related Party Transaction [Line Items] Percentage of issued and outstanding shares 20. 00 % Private Placement [Member] Related Party Transaction [Line Items] Due from trust account $ 2, 100, 000 $ 2, 100, 000 Redemption price per share $ 10. 20 $ 10. 20 Maximum [Member] Related Party Transaction [Line Items] Common stock exceeds stock price per share $ 12. 00 $ 12. 00 $ 12. 00 Founder Shares [Member] | Sponsor [Member] Related Party Transaction [Line Items] Aggregate purchase price $ 25, 000 Shares no longer subject to forfeiture 125, 000 125, 000 125, 000 250, 000Founder Shares [Member] | Sponsor [Member] | Maximum [Member] Related Party Transaction [Line Items] Sale of Units through initial public offering, shares 11, 500, 000 Shares subject to forfeiture 375, 000 Founder Shares [Member] | Sponsor [Member] | Common Class B [Member] Related Party Transaction [Line Items] Aggregate purchase price $ 25, 000 Sale of Units through initial public offering, shares 2, 875, 000 Administrative Support Agreement [Member] Related Party Transaction [Line Items] Office space, secretarial and administrative services expenses per month $ 10, 000 X- DefinitionAmount of maximum borrowing capacity of related party promissory note. ReferencesNo definition available. Details Name: AEHAU_MaximumBorrowingCapacityOfRelatedPartyPromissoryNote Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionThe maximum amount which a potential loan could have repaid through issuance of warrants. ReferencesNo definition available. Details Name: AEHAU_MaximumLoansConvertibleIntoWarrants Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionNumber of shares no longer subject to forfeiture. ReferencesNo definition available. Details Name: AEHAU_NumberOfSharesNoLongerSubjectToForfeiture Namespace Prefix: AEHAU_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionPercentage of issued and outstanding shares. ReferencesNo definition available. Details Name: AEHAU_PercentageOfIssuedAndOutstandingShares Namespace Prefix: AEHAU_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: durationX- DefinitionExercise price per share or per unit of warrants or rights outstanding. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21475- 112644 Details Name: us- gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionFace (par) amount of debt instrument at time of issuance. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 20- Section 50- Paragraph 1B - Subparagraph (a)- URI http: / / asc . fasb **UNRESOLVED STAFF COMMENTS** . org / extlink & oid = 123466505 & loc = SL123495323- 112611Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 835- SubTopic 30- Section 45- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 124435984 & loc = d3e28551- 108399Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 835- SubTopic 30- Section 55- Paragraph 8- URI http: / / asc. fasb. org / extlink & oid = 114775985 & loc = d3e28878- 108400Reference 4: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 835- SubTopic 30- Section 50- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 124429444 & loc = SL124452920- 239629Reference 5: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 20- Section 55- Paragraph 69C- URI http: / / asc. fasb. org / extlink & oid = 123466577 & loc = SL123495737- 112612Reference 6: http: / / www. xbrl. org / 2003 / role / exampleRef- Publisher FASB- Name Accounting Standards Codification- Topic 470- SubTopic 20- Section 55- Paragraph 69B- URI http: / / asc. fasb. org / extlink & oid = 123466577 & loc = SL123495735- 112612 Details Name: us- gaap_DebtInstrumentFaceAmount Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionThe amount for notes payable (written promise to pay), due to related parties. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 850- SubTopic 10- Section 50- Paragraph 1- Subparagraph (d)- URI http: / / asc. fasb. org / extlink & oid = 6457730 & loc = d3e39549- 107864Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 944- SubTopic 210- Section S99- Paragraph 1- Subparagraph (SX 210. 7- 03. 17)- URI http: / / asc. fasb. org / extlink & oid = 120400017 & loc = d3e572229- 122910Reference 3: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 235- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 4- 08 (k) (1))- URI http: / / asc. fasb. org / extlink & oid = 120395691 & loc = d3e23780- 122690 Details Name: us- gaap_NotesPayableRelatedPartiesCurrentAndNoncurrent Namespace

Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionThe price per share at which the preferred stock of an entity that has priority over common stock in the distribution of dividends and in the event of liquidation of the entity is redeemed or may be called at. The redemption features of this preferred stock are solely within the control of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 5- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21488- 112644Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21475- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 11- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21564- 112644 Details Name: us-gaap_PreferredStockRedemptionPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 14- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3255- 108585 Details Name: us-gaap_ProceedsFromIssuanceOrSaleOfEquity Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: us- gaap_RelatedPartyTransactionLineItems Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionPer share or per unit amount of equity securities issued. ReferencesNo definition available. Details Name: us- gaap_SharesIssuedPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionFees paid to advisors who provide certain management support and administrative oversight services including the organization and sale of stock, investment funds, limited partnerships and mutual funds. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 220- SubTopic 10- Section S99- Paragraph 2- Subparagraph (SX 210. 5- 03. 3)- URI http: / / asc. fasb. org / extlink & oid = 123367319 & loc = SL114868664- 224227 Details Name: us-gaap_SponsorFees Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: debit Period Type: durationX- DefinitionNumber of new stock issued during the period. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionNumber of shares (or other type of equity) forfeited during the period. ReferencesNo definition available. Details Name: us- gaap_StockIssuedDuringPeriodSharesShareBasedCompensationForfeited Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- Details Name: us- gaap_ClassOfWarrantOrRightAxis = AEHAU_WorkingCapitalLoansWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_SubsidiarySaleOfStockAxis = AEHAU_FounderSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_SubsidiarySaleOfStockAxis = us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: srt_RangeAxis = srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_RelatedPartyTransactionAxis = AEHAU_FounderSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_RelatedPartyTransactionsByRelatedPartyAxis = AEHAU_SponsorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_RelatedPartyTransactionAxis = AEHAU_AdministrativeSupportAgreementMember Namespace Prefix: Data Type: na

Balance Type: Period Type: Commitments and Contingencies (Details Narrative)- USD ($) Dec. 31, 2021 Sep. 17, 2021Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Underwriting Discount, Description The underwriters are entitled to a cash underwriting discount of one percent (1 %) of the gross proceeds of the Initial Public Offering Deferred underwriting commissions $ 3, 150, 000 $ 3, 150, 000Over- Allotment Option [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Percentage of underwriting commisions 3. 00 % Deferred underwriting commissions $ 3, 150, 000IPO [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Stock Issued During Period, Shares, New Issues 10, 500, 000Underwriting commissions $ 1, 050, 000 $ 1, 050, 000Deferred underwriting commissions 3, 150, 000IPO and Private Placement [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Deferred underwriting commissions $ 3, 150, 000 $ 107, 100, 000Underwriters Agreement [Member] | Common Class A [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Stock Issued During Period, Shares, New Issues 100, 000 Underwriters Agreement [Member] | Over- Allotment Option [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Stock Issued During Period, Shares, New Issues 1, 500, 000 Underwriters Agreement [Member] | IPO [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Stock Issued During Period, Shares, New Issues 500, 000 X- DefinitionDeferred underwriting commissions. ReferencesNo definition available. Details Name: AEHAU_DeferredUnderwritingCommissions Namespace Prefix: AEHAU_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: instantX- DefinitionPercentage of underwriting commissions. ReferencesNo definition available. Details Name: AEHAU_PercentageofUnderwritingCommissions Namespace Prefix: AEHAU_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: durationX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionCash paid for expenses incurred during underwriting activities (the process to review insurance applications, evaluate risks, accept or reject applications, and determine the premiums to be charged) for insurance companies. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 230- SubTopic 10- Section 45- Paragraph 25- Subparagraph (g)- URI http: / / asc. fasb. org / extlink & oid = 123570139 & loc = d3e3536- 108585 Details Name: us-gaap_PaymentsForUnderwritingExpense Namespace Prefix: us- gaap_ Data Type: xbrli: monetaryItemType Balance Type: credit Period Type: durationX- DefinitionNumber of new stock issued during the period. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 3: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 3- 04)- URI http: / / asc. fasb. org / extlink & oid = 120397183 & loc = d3e187085- 122770Reference 4: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: durationX- DefinitionDisclose the effect on the financial statements of underwriting commitments open at year- end and subsequently settled. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 940- SubTopic 20- Section 50- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 35710175 & loc = d3e41687- 110959 Details Name: us-gaap_UnderwritingCommitments Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- Details Name: us- gaap_SubsidiarySaleOfStockAxis = us- gaap_OverAllotmentOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_SubsidiarySaleOfStockAxis = us-gaap_IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us-gaap_SubsidiarySaleOfStockAxis = AEHAU_IPOAndPrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_TypeOfArrangementAxis = AEHAU_UnderwritersAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: Stockholders' Equity (Details Narrative)- $ / shares Dec. 31, 2021 Sep. 17, 2021Class of Stock [Line Items] Preferred stock, shares authorized 1, 250, 000 Preferred stock, par value $ 0. 0001 Preferred stock, shares issued Preferred stock, shares outstanding Public Warrant [Member] Class of Stock [Line Items] Common Stock, Par or Stated Value Per Share $ 11. 50Warrant [Member] Class of Stock [Line Items] Preferred stock, par value $ 0. 0001Warrants and Rights Outstanding, Term 5 years Warrant issue price per share $ 0. 01 IPO [Member] Class of Stock [Line Items] Percentage of issued and outstanding shares 20. 00 % Common Class A [Member] Class of Stock [Line Items] Common Stock, Shares Authorized 125, 000, 000 Common Stock, Par or Stated Value Per Share $ 0. 0001 Common stock, voting rights Holders of Class A common stock are entitled to one vote for each share Common stock, shares outstanding 10, 600, 000 Common Stock, Shares, Issued 100, 000 Temporary equity, shares outstanding 10, 500, 000 Common Stock, Shares, Outstanding 100, 000 Warrants, description the Company issues additional shares of Class A common stock or equity- linked securities for capital raising purposes in connection with the closing of the initial Business Combination at an issue price or effective issue price of less than $ 9. 20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the

Sponsor or its affiliates, without taking into account any founder shares held by the Sponsor or its affiliates, prior to such issuance) (the " Newly Issued Price "), (y) the aggregate gross proceeds from such issuances represent more than 60 % of the total equity proceeds, and interest thereon, available for the funding of the initial Business Combination on the date of the consummation of the initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the common stock during the 20 trading day period starting on the trading day prior to the day on which the Company consummates the initial Business Combination (such price, the " Market Value ") is below $ 9. 20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115 % of the higher of the Market Value and the Newly Issued Price, and the $ 18. 00 per share redemption trigger price described below under " Redemption of warrants when the price per share of Class A common stock equals or exceeds $ 18. 00 " will be adjusted (to the nearest cent) to be equal to 180 % of the higher of the Market Value and the Newly Issued Price. Temporary equity redemption price per share $ 10. 20 Common Class A [Member] | Public Warrant [Member] Class of Stock [Line Items] Common Stock, Par or Stated Value Per Share 11. 50 Common Class A [Member] | Warrant [Member] Class of Stock [Line Items] Temporary equity redemption price per share $ 18. 00 Common Class B [Member] Class of Stock [Line Items] Common Stock, Shares Authorized 12, 500, 000 Common Stock, Par or Stated Value Per Share $ 0. 0001 Common Stock, Shares, Issued 2, 625, 000 Common Stock, Shares, Outstanding 2, 625, 000 X- ReferencesNo definition available. Details Name: AEHAU_CommonStockShareOutstanding Namespace Prefix: AEHAU_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionPercentage of issued and outstanding shares. ReferencesNo definition available. Details Name: AEHAU_PercentageOfIssuedAndOutstandingShares Namespace Prefix: AEHAU_ Data Type: dtr- types: percentItemType Balance Type: na Period Type: durationX- DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. ReferencesNo definition available. Details Name: us- gaap_ClassOfStockLineItems Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionExercise price per share or per unit of warrants or rights outstanding. ReferencesReference 1: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21475- 112644 Details Name: us- gaap_ClassOfWarrantOrRightExerciseOfWarrantsOrRights1 Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionDescription of reason for issuing warrant or right. ReferencesNo definition available. Details Name: us- gaap_ClassOfWarrantOrRightReasonForIssuingToNonemployees Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionFace amount or stated value per share of common stock. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe maximum number of common shares permitted to be issued by an entity' s charter and bylaws. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockSharesAuthorized Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm' s shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockSharesIssued Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 2- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21463- 112644Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (29))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_CommonStockSharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionDescription of voting rights of common stock. Includes eligibility to vote and votes per share owned. Include also, if any, unusual voting rights. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 3- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = d3e21475- 112644 Details Name: us- gaap_CommonStockVotingRights Namespace Prefix: us- gaap_ Data Type: xbrli: stringItemType Balance Type: na Period Type: durationX- DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644 Details Name: us- gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types:

perShareItemType Balance Type: na Period Type: instantX- DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity' s charter and bylaws. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_PreferredStockSharesAuthorized Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionTotal number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) issued to shareholders (includes related preferred shares that were issued, repurchased, and remain in the treasury). May be all or portion of the number of preferred shares authorized. Excludes preferred shares that are classified as debt. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682Reference 2: http: / / www. xbrl. org / 2003 / role / disclosureRef- Publisher FASB- Name Accounting Standards Codification- Topic 505- SubTopic 10- Section 50- Paragraph 13- Subparagraph (a)- URI http: / / asc. fasb. org / extlink & oid = 123467817 & loc = SL123496158- 112644 Details Name: us- gaap_PreferredStockSharesIssued Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (28))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_PreferredStockSharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionAmount to be paid per share that is classified as temporary equity by entity upon redemption. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 480- SubTopic 10- Section S99- Paragraph 1- URI http: / / asc. fasb. org / extlink & oid = 122040564 & loc = d3e177068- 122764Reference 2: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (27)- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_TemporaryEquityRedemptionPricePerShare Namespace Prefix: us- gaap_ Data Type: dtr- types: perShareItemType Balance Type: na Period Type: instantX- DefinitionThe number of securities classified as temporary equity that have been issued and are held by the entity' s shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. ReferencesReference 1: http: / / fasb. org / us- gaap / role / ref / legacyRef- Publisher FASB- Name Accounting Standards Codification- Topic 210- SubTopic 10- Section S99- Paragraph 1- Subparagraph (SX 210. 5- 02 (27) (b))- URI http: / / asc. fasb. org / extlink & oid = 120391452 & loc = d3e13212- 122682 Details Name: us- gaap_TemporaryEquitySharesOutstanding Namespace Prefix: us- gaap_ Data Type: xbrli: sharesItemType Balance Type: na Period Type: instantX- DefinitionPeriod between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in' PnYnMnDTnHnMnS' format, for example,' P1Y5M13D' represents reported fact of one year, five months, and thirteen days. ReferencesReference 1: http: / / www. xbrl. org / 2009 / role / commonPracticeRef- Publisher FASB- Name Accounting Standards Codification- Topic 820- SubTopic 10- Section 50- Paragraph 2- Subparagraph (bbb) (2)- URI http: / / asc. fasb. org / extlink & oid = 123874694 & loc = d3e19207- 110258 Details Name: us- gaap_WarrantsAndRightsOutstandingTerm Namespace Prefix: us- gaap_ Data Type: xbrli: durationItemType Balance Type: na Period Type: instantX- Details Name: us- gaap_StatementEquityComponentsAxis = AEHAU_PublicWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementEquityComponentsAxis = us- gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_SubsidiarySaleOfStockAxis = us- gaap_IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X- Details Name: us- gaap_StatementClassOfStockAxis = us- gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: