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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2022

or

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

For the transition period from _____________ to _____________

Commission File Number 001-38185

PRESSURE BIOSCIENCES, INC.
(Exact name of registrant as specified in its charter)

Massachusetts	**04-2652826**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
14 Norfolk Avenue South Easton, Massachusetts	**02375**
(Address of principal executive offices)	(Zip Code)

(508) 230-1828
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☒ Yes ☐ No

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

The number of shares outstanding of the Issuer's common stock as of November 18, 2022 was 11,068,187.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

PRESSURE BIOSCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	September 30, 2022 (Unaudited)	December 31, 2021 (Audited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 230,880	$ 132,311
Accounts receivable	166,314	154,746
Inventories, net of $342,496 reserve at September 30,2022 and December 31, 2021	1,386,527	1,147,554
Prepaid expenses and other current assets	218,476	422,617
Total current assets	2,002,197	1,857,228
Investment in equity securities	51,929	59,976
Property and equipment, net	111,884	115,846
Right of use asset leases	313,564	395,565
Intangible assets, net	360,577	403,846
TOTAL ASSETS	$ 2,840,151	$ 2,832,461
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable	$ 608,054	$ 527,924
Accrued employee compensation	221,938	117,680
Accrued professional fees and other	2,435,910	1,955,672
Accrued interest and dividends payable	9,929,179	7,757,217
Deferred revenue	127,091	37,124
Convertible debt, net of unamortized debt discounts of $434,313 and $1,536,649, respectively	16,708,661	12,839,813
Other debt, net of unamortized discounts of $0 and $0, respectively	1,555,775	1,256,840
Related party, net of unamortized debt discount of $19,149 and $0, respectively	565,501	-
Operating lease liability	141,649	132,996
Total current liabilities	32,293,758	24,625,266
LONG TERM LIABILITIES		
Long term debt	150,000	150,000
Operating lease liability – long term	171,915	262,569
Deferred revenue	-	3,587
TOTAL LIABILITIES	32,615,673	25,041,422
COMMITMENTS AND CONTINGENCIES (Notes 4)		
STOCKHOLDERS' DEFICIT		
Series D, G, H, H2, J, K, AA Convertible Preferred Stock, $.01 par value (Note 6)	1,098	1,099
Common stock, $.01 par value; 100,000,000 shares authorized; 12,220,611 and 9,120,526 shares issued and outstanding on September 30, 2022 and December 31, 2021, respectively	122,207	91,206
Warrants to acquire common stock	31,995,762	31,715,154
Additional paid-in capital	67,041,489	64,261,048
Accumulated deficit	(128,936,078)	(118,277,468)
Total stockholders' deficit	(29,775,522)	(22,208,961)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 2,840,151	$ 2,832,461

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

PRESSURE BIOSCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue:				
Products, services, other	$ 144,032	$ 518,365	$ 1,122,169	$ 1,687,166
Total revenue	144,032	518,365	1,122,169	1,687,166
Costs and expenses:				
Cost of products and services	126,203	258,170	742,707	771,105
Research and development	262,370	282,622	716,685	839,072
Selling and marketing	226,526	66,068	422,422	252,209
General and administrative	892,293	1,154,063	2,591,644	2,788,779
Total operating costs	1,507,392	1,760,923	4,473,458	4,651,165
Operating loss	(1,363,360)	(1,242,558)	(3,351,289)	(2,963,999)
Other (expense) income:				
Interest expense, net	(2,034,021)	(3,330,101)	(6,448,771)	(11,524,306)
Unrealized (loss) gain on investment in equity securities	(8,675)	(162,071)	(8,047)	(404,451)
Gain (loss) on extinguishment of liabilities	(1,054,122)	(277,010)	(1,809,249)	(1,500,395)
Other income (expense)	(2,059)	60,627	(904)	119,280
Total other expense	(3,098,877)	(3,708,555)	(8,266,971)	(13,309,872)
Net loss	(4,462,237)	(4,951,113)	(11,618,260)	(16,273,871)
Deemed dividends on beneficial conversion feature	-	(815,914)	-	(873,798)
Preferred stock dividends	(431,709)	(432,149)	(1,295,566)	(1,239,535)
Net loss attributable to common shareholders	$ (4,893,946)	$ (6,199,176)	$ (12,913,826)	$ (18,387,204)
Basic and diluted net loss per share attributable to common shareholders	$ (0.44)	$ (0.82)	$ (1.24)	$ (3.02)
Weighted average common shares outstanding used in the basic and diluted net loss per share calculation	11,131,742	7,561,728	10,429,817	6,083,017

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

PRESSURE BIOSCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended September 30, 2022	For the Nine Months Ended September 30, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (11,618,260)	$ (16,273,871)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on loan forgiveness	(10,000)	(367,039)
Non-cash lease expense	82,001	48,158
Common stock and warrants issued for interest and extension fees	2,196,278	6,208,696
Depreciation and amortization	67,985	83,531
Accretion of interest and amortization of debt discount	1,777,863	5,308,424
Loss on extinguishment of accrued liabilities and debt	1,809,249	23,004
Stock-based compensation expense	128,984	219,943
Loss on investment in equity securities	8,047	404,451
Common stock and warrants issued for services	367,370	579,512
Changes in operating assets and liabilities:		
Accounts receivable	(11,568)	(407,404)
Inventories	(238,973)	(203,651)
Prepaid expenses and other assets	204,141	(306,024)
Accounts payable	80,130	(336,675)
Accrued employee compensation	104,258	39,801
Operating lease liability	(82,001)	(48,158)
Deferred revenue and other accrued expenses	2,083,239	943,400
Net cash used in operating activities	(3,051,257)	(4,083,902)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property plant and equipment	(20,754)	(4,503)
Net cash used in investing activities	(20,754)	(4,503)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds from Series AA Convertible Preferred Stock	-	1,015,000
Proceeds from stock option exercises	17,443	14,773
Net proceeds from convertible debt	3,428,249	5,054,500
Net proceeds from non-convertible debt - third party	1,815,000	1,610,688
Net proceeds from non-convertible debt - related party	762,500	194,600
Payments on convertible debt	(1,086,946)	(1,608,295)
Payments on non-convertible debt - related party	(259,600)	(256,600)
Payments on non-convertible debt	(1,506,066)	(1,291,150)
Net cash provided by financing activities	$ 3,170,580	$ 4,733,516
NET INCREASE IN CASH AND CASH EQUIVALENTS	98,569	645,111
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	132,311	18,540
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 230,880	$ 663,651
SUPPLEMENTAL INFORMATION		
Interest paid in cash	$ 938,451	$ 802,084
NON CASH TRANSACTIONS:		
Common stock issued for non-cash warrant exercise	-	363
Early adoption of ASU 2020-06 adoption	473,027	-
Common stock issued with debt	512,593	551,198
Discount from warrants issued with debt	93,576	1,403,546
Common stock issued in lieu of cash for dividend	306,333	114,298
Preferred stock dividends	1,295,566	1,239,535
Conversion of debt and interest into common stock	350,500	2,589,990
Discount due to beneficial conversion feature	-	1,231,528
Deemed dividend - beneficial conversion feature	-	873,798
Conversion of accrued liabilities and debt for Series AA preferred stock	-	500,250
Conversion of preferred stock into common stock	44	-

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

PRESSURE BIOSCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
(UNAUDITED)

For the nine months ended September 30, 2022

	Combined Preferred Stock		Common Stock					
	Shares	Amount	Shares	Amount	Stock Warrants	Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Deficit
BALANCE, December 31, 2021	109,878	$ 1,099	9,120,526	$ 91,206	$ 31,715,154	$ 64,261,048	$ (118,277,468)	$ (22,208,961)
Early adoption of ASU 2020-06	-	-	-	-	-	(2,728,243)	2,255,216	(473,027)
Stock-based compensation	-	-	-	-	-	64,483	-	64,483
Series AA Preferred Stock dividend	-	-	-	-	-	-	(432,149)	(432,149)
Issuance of common stock for services	-	-	37,000	370	-	77,330	-	77,700
Issuance of common stock warrants for services	-	-	-	-	39,761	-	-	39,761
Warrants issued for debt extension	-	-	-	-	132,537	-	-	132,537
Common stock issued for debt extension	-	-	214,500	2,145	-	470,755	-	472,900
Conversion of debt and interest for common stock	-	-	140,200	1,402	-	349,098	-	350,500
Issuance of common stock for dividends paid-in-kind	-	-	31,810	318	-	63,938	-	64,256
Issuance of common stock for interest paid-in-kind	-	-	558,100	5,581	-	1,167,877	-	1,173,458
Stock issued with debt	-	-	92,000	920	-	141,560	-	142,480
Warrants issued with debt	-	-	-	-	87,436	-	-	87,436
Net loss	-	-	-	-	-	-	(4,239,685)	(4,239,685)
BALANCE, March 31, 2022	109,878	$ 1,099	10,194,136	$ 101,942	$ 31,974,888	$ 63,867,846	$ (120,694,086)	$ (24,748,311)
Stock-based compensation	-	-	-	-	-	32,074	-	32,074
Stock option exercise	-	-	25,279	253	-	17,190	-	17,443
Series AA Preferred Stock dividend	-	-	-	-	-	-	(431,708)	(431,708)
Issuance of common stock for services	-	-	40,000	400	-	67,400	-	67,800
Common stock issued for debt extension	-	-	106,400	1,064	-	190,239	-	191,303
Conversion of preferred stock for common stock	(4)	(1)	4,400	44	-	(43)	-	-
Issuance of common stock for dividends paid-in-kind	-	-	86,464	865	-	150,156	-	151,021
Issuance of common stock for interest paid-in-kind	-	-	224,500	2,245	-	386,270	-	388,515
Stock issued with debt	-	-	22,000	220	-	35,628	-	35,848
Net loss	-	-	-	-	-	-	(2,916,338)	(2,916,338)
BALANCE, June 30, 2022	109,874	$ 1,098	10,703,179	$ 107,033	$ 31,974,888	$ 64,746,760	$ (124,042,132)	$ (27,212,353)
Stock-based compensation	-	-	-	-	-	32,427	-	32,427
Issuance of common stock for interest paid-in-kind	-	-	389,500	3,895	-	630,410	-	634,305
Issuance of common stock for dividends paid-in-kind	-	-	52,032	520	-	90,536	-	91,056
Issuance of common stock for services	-	-	113,500	1,135	-	166,240	-	167,375
Series AA Preferred Stock dividend	-	-	-	-	-	-	(431,709)	(431,709)
Common stock issued for debt extension	-	-	707,900	7,079	-	1,043,396	-	1,050,475
Warrants issued for services	-	-	-	-	14,734	-	-	14,734
Stock issued with debt	-	-	254,500	2,545	-	331,720	-	334,265
Stock warrants issued	-	-	-	-	6,140	-	-	6,140
Net loss	-	-	-	-	-	-	(4,462,237)	(4,462,237)
BALANCE, September 30, 2022	109,874	$ 1,098	12,220,611	$ 122,207	$ 31,995,762	$ 67,041,489	$ (128,936,078)	$ (29,775,522)

For the nine months ended September 30, 2021:

	Combined Preferred Stock		Common Stock		Stock	Additional Paid In	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Warrants	Capital	Deficit	Deficit
BALANCE, December 31, 2020	109,272	$ 1,093	4,168,324	$ 41,683	$ 29,192,471	$ 50,312,968	$ (96,465,807)	$ (16,917,592)
Stock-based compensation	-	-	-	-	-	61,237	-	61,237
Stock option exercise	-	-	21,411	214	-	14,559	-	14,773
Series AA Preferred Stock dividend	-	-	-	-	-	-	(403,215)	(403,215)
Issuance of common stock warrants for interest and paid-in-kind	-	-	-	-	600,298	-	-	600,298
Issuance of common stock for services	-	-	112,400	1,124	-	237,388	-	238,512
Beneficial conversion feature on debt	-	-	-	-	-	53,777	-	53,777
Series AA Preferred Stock offering	40	-	-	-	49,884	50,116	-	100,000
Beneficial conversion option on convertible preferred stock	-	-	-	-	-	57,884	-	57,884
Deemed dividend on convertible preferred stock	-	-	-	-	-	(57,884)	-	(57,884)
Conversion of debt and interest for common stock	-	-	47,200	472	-	117,528	-	118,000
Issuance of common stock for interest paid in kind	-	-	922,372	9,224	-	2,012,556	-	2,021,780
Warrants issued with debt	-	-	-	-	162,654	-	-	162,654
Net loss	-	-	-	-	-	-	(6,577,587)	(6,577,587)
BALANCE, March 31, 2021	109,312	$ 1,093	5,271,707	$ 52,717	$ 30,005,307	$ 52,860,129	$ (103,446,609)	$ (20,527,363)
Stock-based compensation	-	-	-	-	-	63,458	-	63,458
Series AA Preferred Stock dividend	-	-	-	-	-	-	(404,171)	(404,171)
Beneficial conversion feature on debt	-	-	-	-	-	513,070	-	513,070
Issuance of common stock for interest paid in kind	-	-	720,610	7,206	-	1,425,465	-	1,432,671
Issuance of common stock for dividends paid-in-kind	-	-	56,067	560	-	113,738	-	114,298
Conversion of debt and interest for common stock	-	-	92,500	925	-	230,325	-	231,250
Stock issued with debt	-	-	120,000	1,200	-	111,677	-	112,877
Warrants issued with debt	-	-	-	-	906,188	-	-	906,188
Net loss	-	-	-	-	-	-	(4,745,171)	(4,745,171)
BALANCE, June 30, 2021	109,312	$ 1,093	6,260,884	$ 62,608	$ 30,911,495	$ 55,317,862	$ (108,595,951)	$ (22,302,893)
Stock-based compensation	-	-	-	-	-	95,248	-	95,248
Issuance of common stock for non-cash warrant exercise	-	-	36,290	363	(343,201)	342,838	-	-
Issuance of common stock for interest paid-in-kind	-	-	788,200	7,883	-	2,146,064	-	2,153,947
Issuance of common stock for services	-	-	135,800	1,358		339,642	-	341,000
Series AA Preferred Stock dividend	-	-	-	-	-	-	(432,149)	(432,149)
Conversion of debt and interest for common stock	-	-	896,296	8,963	-	2,231,777	-	2,240,740
Warrants issued with debt	-	-	-	-	334,704	-	-	334,704
Series AA Preferred Stock issued for settlement of liabilities	200	2	-	-	245,635	277,617	-	523,254
Series AA Preferred Stock offering	366	4	-	-	459,246	455,750	-	915,000
Beneficial conversion feature on debt	-	-	-	-	-	664,681	-	664,681
Beneficial conversion option on convertible preferred stock	-	-	-	-	-	815,914	-	815,914
Deemed dividend on convertible preferred stock	-	-	-	-	-	(815,914)	-	(815,914)
Stock issued with debt	-	-	227,650	2,276	-	436,045	-	438,321
Net loss	-	-	-	-	-	-	(4,951,113)	(4,951,113)
BALANCE, September 30, 2021	109,878	$ 1,099	8,345,120	$ 83,451	$ 31,607,879	$ 62,307,524	$ (113,979,213)	$ (19,979,260)

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

1) <u>Business Overview, Liquidity and Management Plans</u>

Pressure BioSciences, Inc. (OTCQB: PBIO) (the "Company") is a leader in the development & sale of innovative, enabling, high pressure technology-based instruments, consumables, and services for the life sciences and other industries worldwide. Our products/services are based on three patented, high-pressure platforms: (i) Pressure Cycling Technology ("PCT"), (ii) BaroFold Technology ("BaroFold"), and (iii) Ultra Shear Technology ("UST").

The Company was founded on the belief that its PCT Platform had the potential to significantly increase the quality of sample preparation in both research and clinical settings. Although this premise has been proven true, and although PBI has been successful in installing its PCT Platform in the laboratories of key opinion leaders worldwide, the Company now believes – based on market feedback – that the commercial potential for its UST Platform far exceeds the potential of the PCT Platform. Consequently, in January 2022, PBI made the critical decision to immediately shift its primary business focus from PCT to its innovative UST Platform.

The UST Platform (7 issued patents) is based on the use of intense shear forces from ultra-high pressure discharge (greater than 20,000 psi) through a dynamically-controlled nano-gap valve under precisely controlled temperatures. UST has been shown to turn hydrophobic (water-repelling) oil-based supplements (e.g., CBD, curcumin), therapeutics (e.g., prednisone), and other active ingredients (e.g., retinol, astaxanthin) into long-term stable, effectively water-soluble, highly bioavailable, oil-in-water nanoemulsion formulations. The Company began commercialization of the UST Platform in May 2022, and executed agreements have subsequently been announced with three CBD companies and one cosmeceutical/skincare company for commercialization in Q4 2022.

The BaroFold Platform (8 issued patents) can be used to significantly improve the quality and production costs of protein biotherapeutics. It employs high pressure manipulations for the disaggregation, unfolding and controlled refolding of proteins to their desired native structures at yields and efficiencies not achievable using existing technologies. The BaroFold Platform has been shown to remove protein aggregates in biotherapeutic drug manufacturing, thereby improving product efficacy, safety, and cost for both new-drug entities and biosimilar (follow-on biologic) products. It is scalable and practical for standard manufacturing processes.

The PCT Platform (15 issued patents) uses alternating cycles of hydrostatic pressure between ambient and ultra-high pressures to control bio-molecular interactions safely and reproducibly in the area of sample preparation (e.g., the critical steps performed by tens of thousands of scientists worldwide prior to analytical measurements. Our primary focus for PCT is on making our recently released, GMP-compliant, next generation PCT-based Barocycler EXTREME system available globally to biopharmaceutical drug manufacturers for use in the design, development, characterization, and quality control of biotherapeutic drugs. We currently have over 350 PCT Systems placed in approximately 225 academic, government, pharmaceutical, and biotech research laboratories worldwide. There are currently over 200 independent publications highlighting the advantages of using the PCT Platform in scientific research & clinical laboratories.

2) <u>Going Concern</u>

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. However, we have experienced losses from operations and negative cash flows from operations with respect to our pressure cycling technology business since our inception. As of September 30, 2022, we do not have adequate working capital resources to satisfy our current liabilities and as a result, there is substantial doubt regarding our ability to continue as a going concern. We have been successful in raising debt and equity capital in the past and as described in Notes 5 and 6. In addition we raised debt and equity capital after September 30, 2022 as described in Note 7. We have financing efforts in place to continue to raise cash through debt and equity offerings. Although we have successfully completed financings and reduced expenses in the past, we cannot assure you that our plans to address these matters in the future will be successful. These financial statements do not include any adjustments that might result from this uncertainty.

3) <u>Summary of Significant Accounting Policies</u>

Basis of Presentation

The unaudited interim financial statements of Pressure BioSciences, Inc. and its consolidated subsidiaries (collectively, the "Company") included herein have been prepared by the Company in accordance with the instructions to Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission. Under these rules and regulations, some information and footnote disclosures normally included in financial statements prepared under accounting principles generally accepted in the United States of America have been shortened or omitted. Management believes that all adjustments necessary for a fair statement of the financial position and the results of operations for the periods shown have been made. All adjustments are normal and recurring. These financial statements should be read together with the Company's audited financial statements included in its Form 10-K for the fiscal year ended December 31, 2021. Operating results for the nine months ended September 30, 2022 are not necessarily indicative of the final results that may be expected for the year ending December 31, 2022.

Use of Estimates

The Company's consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America, which require the use of estimates, judgements and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. Global concerns about the COVID-19 pandemic have adversely affected, and we expect will continue to adversely affect, our business, financial condition and results of operations including the estimates and assumptions made by management. Significant estimates and assumptions include valuations of share-based awards, investments in equity securities and intangible asset impairment. Actual results could differ from the estimates, and such differences may be material to the Company's consolidated financial statements.

Recent Accounting Pronouncements

In August 2020, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2020-06, Accounting for Convertible Instruments and Contracts in an Entity's Own Equity, as part of its overall simplification initiative to reduce costs and complexity of applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. Among other changes, the new guidance removes the beneficial conversion separation model for convertible debt. As a result, after adopting the guidance, entities will no longer account for beneficial conversion features in equity. The guidance is effective for public business entities, other than small reporting company's financial statements starting January 1, 2022, with early adoption permitted. The Company is a small reporting company and early adopted the new guidance on January 1, 2022 using the modified retrospective approach and recorded a cumulative effect of adoption equal to a $2,728,243 decrease in additional paid in capital and a $2,255,216 decrease in accumulated deficit. There is no material impact to the Company's statements of operations or cash flows as the result of the adoption of ASU 2020-06.

Principles of Consolidation

The consolidated financial statements include the accounts of Pressure BioSciences, Inc., and its wholly owned subsidiaries PBI BioSeq, Inc. and PBI Agrochem, Inc. All intercompany accounts and transactions have been eliminated in consolidation.

Revenue Recognition

We recognize revenue in accordance with FASB ASC 606, *Revenue from Contracts with Customers,* and *ASC 340-40, Other Assets and Deferred Costs—Contracts with Customers*. Revenue is measured based on a consideration specified in a contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. We enter into sales contracts that may consist of multiple distinct performance obligations where certain performance obligations of the sales contract are not delivered in one reporting period. We measure and allocate revenue according to ASC 606-10.

We identify a performance obligation as distinct if both the following criteria are true: the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer and the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract. Determining the standalone selling price ("SSP") and allocation of consideration from a contract to the individual performance obligations, and the appropriate timing of revenue recognition, is the result of significant qualitative and quantitative judgments. Management considers a variety of factors such as historical sales, usage rates, costs, and expected margin, which may vary over time depending upon the unique facts and circumstances related to each performance obligation in making these estimates. While changes in the allocation of the SSP between performance obligations will not affect the amount of total revenue recognized for a particular contract, any material changes could impact the timing of revenue recognition, which would have a material effect on our financial position and result of operations. This is because the contract consideration is allocated to each performance obligation, delivered or undelivered, at the inception of the contract based on the SSP of each distinct performance obligation.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are in included in cost of revenues as consistent with treatment in prior periods.

Our current Barocycler® instruments require a basic level of instrumentation expertise to set-up for initial operation. To support a favorable first experience for our customers, upon customer request, and for an additional fee, we will send a highly trained technical representative to the customer site to install Barocyclers® that we sell, lease, or rent through our domestic sales force. The installation process includes uncrating and setting up the instrument, followed by introductory user training. Our sales arrangements do not provide our customers with a right of return. Any shipping costs billed to customers are recognized as revenue.

The majority of our instrument and consumable contracts contain pricing that is based on the market price for the product at the time of delivery. Our obligations to deliver product volumes are typically satisfied and revenue is recognized when control of the product transfers to our customers. Concurrent with the transfer of control, we typically receive the right to payment for the shipped product and the customer has significant risks and rewards of ownership of the product. Payment terms require customers to pay shortly after delivery and do not contain significant financing components.

Revenue from scientific services customers is recognized upon completion of each stage of service as defined in service agreements.

We apply ASC 845, "Accounting for Non-Monetary Transactions", to account for products and services sold through non-cash transactions based on the fair values of the products and services involved, where such values can be determined. Non-cash exchanges would require revenue to be recognized at recorded cost or carrying value of the assets or services sold if any of the following conditions apply:

a) The fair value of the asset or service involved is not determinable.

b) The transaction is an exchange of a product or property held for sale in the ordinary course of business for a product or property to be sold in the same line of business to facilitate sales to customers other than the parties to the exchange.

c) The transaction lacks commercial substance.

We recognize revenue for non-cash transactions at recorded cost or carrying value of the assets or services sold.

We account for lease agreements of our instruments in accordance with ASC 842, Leases. We record revenue over the life of the lease term, and we record depreciation expense on a straight-line basis over the thirty-six-month estimated useful life of the Barocycler® instrument. The depreciation expense associated with assets under lease agreement is included in the "Cost of PCT products and services" line item in our accompanying consolidated statements of operations. Many of our lease and rental agreements allow the lessee to purchase the instrument at any point during the term of the agreement with partial or full credit for payments previously made. We pay all maintenance costs associated with the instrument during the term of the leases.

Deferred revenue represents amounts received from service contracts for which the related revenues have not been recognized because one or more of the revenue recognition criteria have not been met. Revenue from service contracts is recorded ratably over the length of the contract.

Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical market, major product line, and timing of revenue recognition.

In thousands of US dollars ($)	Three Months Ended September 30,		Nine Months Ended September 30,	
Primary geographical markets	**2022**	**2021**	**2022**	**2021**
North America	$ 138	$ 351	$ 709	$ 1,036
Europe	13	57	61	244
Asia	(7)	110	352	407
	$ 144	$ 518	$ 1,122	$ 1,687

In thousands of US dollars ($)	Three Months Ended September 30,		Nine Months Ended September 30,	
Major products/services lines	**2022**	**2021**	**2022**	**2021**
Hardware	$ 1	$ 276	$ 532	$ 989
Consumables	49	45	165	191
Contract research services	-	100	125	242
Sample preparation accessories	41	39	93	108
Technical support/extended service contracts	41	26	94	84
Agrochem Products	10	17	93	17
Shipping and handling	2	11	20	46
Other	-	4	-	10
	$ 144	$ 518	$ 1,122	$ 1,687

In thousands of US dollars ($)	Three Months Ended September 30,		Nine Months Ended September 30,	
Timing of revenue recognition	**2022**	**2021**	**2022**	**2021**
Products transferred at a point in time	$ 103	$ 392	$ 903	$ 1,361
Services transferred over time	41	126	219	326
	$ 144	$ 518	$ 1,122	$ 1,687

Contract balances

In thousands of US dollars ($)	September 30, 2022	December 31, 2021
Receivables, which are included in ‘Accounts Receivable’	$ 166	$ 155
Contract liabilities (deferred revenue)	127	41

Transaction price allocated to the remaining performance obligations.

The following table includes estimated revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period.

In thousands of US dollars ($)	2022	2023	Total
Extended warranty service	$ 32	$ 95	$ 127

All consideration from contracts with customers is included in the amounts presented above.

Contract Costs

The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less. These costs are included in selling, general, and administrative expenses. The costs to obtain a contract are recorded immediately in the period when the revenue is recognized either upon shipment or installation. The costs to obtain a service contract are considered immaterial when spread over the life of the contract so the Company records the costs immediately upon billing.

Concentrations

Credit Risk

Our financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash, cash equivalents, and trade receivables. We have cash investment policies which, among other things, limit investments to investment-grade securities. We perform ongoing credit evaluations of our customers, and the risk with respect to trade receivables is further mitigated by the fact that many of our customers are government institutions, large pharmaceutical and biotechnology companies, and academic laboratories.

The following table illustrates the level of concentration as a percentage of total revenues during the three and nine months ended September 30, 2022 and 2021.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Top Five Customers	42%	56%	31%	42%
Federal Agencies	4%	3%	1%	6%

The following table illustrates the level of concentration as a percentage of net accounts receivable balance as of September 30, 2022 and December 31, 2021. The Top Five Customers category may include federal agency receivable balances if applicable.

	September 30, 2022	December 31, 2021
Top Five Customers	84%	82%
Federal Agencies	0%	5%

Product Supply

In recent years we utilized a contract assembler for our Barocycler® 2320EXT. They provided us with precision manufacturing services that included management support services to meet our specific application and operational requirements. Among the services provided to us were:

- CNC Machining
- Contract Assembly & Kitting
- Component and Subassembly Design
- Inventory Management
- ISO certification

Beginning in July 2021, we brought the assembly of our Barocycler 2320EXT instruments in-house. This became necessary when our independent contract assembler (CBM Industries) informed us that they were about to need 100% of their assembly space for one of their customers, who was in fact one of the largest life science instrument manufacturers in the U.S. We worked with our notified body to gain approval to use both the CE and CSA marks on the instrument, which we received during the quarter ending September 30, 2021. Until further notice, we expect to continue to assemble our Barocycler 2320EXT instrument at our South Easton, MA location.

We currently manufacture and assemble the Barocycler®, HUB440, HUB880, the SHREDDER SG3, and most of our consumables at our South Easton, MA facility. We will regularly reassess the tradeoffs between in-house assembly versus the benefits of outsourced relationships for of the entire Barocycler® product line, and future instruments.

Investment in Equity Securities

As of September 30, 2022, we held 100,250 shares of common stock of Nexity Global SA, (a Polish publicly traded company).

We account for this investment in accordance with ASC 320 "Investments — Debt and Equity Securities". ASC 320 requires equity investments with readily determinable fair values to be measured at fair value with changes in fair value recognized in net income.

As of September 30, 2022, our consolidated balance sheet reflected the fair value, determined on a recurring basis based on Level 1 inputs of our investment in Nexity, to be $51,929. We recorded $8,047 as unrealized loss during the nine months ended September 30, 2022 for changes in market value.

Computation of Loss per Share

Basic loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding. Diluted loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding plus additional common shares that would have been outstanding if dilutive potential common shares had been issued. For purposes of this calculation, convertible preferred stock, common stock dividends, and warrants and options to acquire common stock, are all considered common stock equivalents in periods in which they have a dilutive effect and are excluded from this calculation in periods in which these are anti-dilutive to our net loss.

The following table illustrates our computation of loss per share for the three and nine months ended September 30, 2022 and 2021:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Numerator:				
Net loss attributable to common stockholders	$ (4,893,946)	$ (6,199,176)	$ (12,913,826)	$ (18,387,204)
Denominator for basic and diluted loss per share:				
Weighted average common stock shares outstanding	11,131,742	7,561,728	10,429,817	6,083,017
Loss per common share – basic and diluted	$ (0.44)	$ (0.82)	$ (1.24)	$ (3.02)

The following table presents securities that could potentially dilute basic loss per share in the future. For all periods presented, the potentially dilutive securities were not included in the computation of diluted loss per share because these securities would have been anti-dilutive to our net loss. The Series D Convertible Preferred Stock, Series G Convertible Preferred Stock, Series H and H2 Convertible Preferred Stock, Series J Convertible Preferred Stock, Series K Convertible Preferred Stock, and Series AA Convertible Preferred Stock are presented below as if they were converted into common shares according to the conversion terms.

	As of September 30,	
	2022	2021
Stock options	1,307,822	1,342,490
Convertible debt	6,471,034	5,330,318
Common stock warrants	16,293,768	16,265,570
Convertible preferred stock:		
Series D Convertible Preferred Stock	25,000	25,000
Series G Convertible Preferred Stock	26,857	26,857
Series H Convertible Preferred Stock	33,334	33,334
Series H2 Convertible Preferred Stock	70,000	70,000
Series J Convertible Preferred Stock	115,267	115,267
Series K Convertible Preferred Stock	229,334	229,334
Series AA Convertible Preferred Stock	8,645,000	8,649,000
	33,217,416	32,087,170

Accounting for Stock-Based Compensation Expense

We maintain equity compensation plans under which incentive stock options and non-qualified stock options are granted to employees, independent members of our Board of Directors and outside consultants. We recognize stock-based compensation expense over the requisite service period using the Black-Scholes formula to estimate the fair value of the stock options on the date of grant.

Determining Fair Value of Stock Option and Warrant Grants

Valuation and Amortization Method - The fair value of each option award is estimated on the date of grant using the Black-Scholes pricing model based on certain assumptions. The estimated fair value of employee stock options is amortized to expense using the straight-line method over the vesting period.

Expected Term - The Company uses the simplified calculation of expected life, as the Company does not currently have sufficient historical exercise data on which to base an estimate of expected term. Using this method, the expected term is determined using the average of the vesting period and the contractual life of the stock options granted.

Expected Volatility - Expected volatility is based on the Company's historical stock volatility data over the expected term of the award.

Risk-Free Interest Rate - The Company bases the risk-free interest rate used in the Black-Scholes valuation method on the implied yield currently available on U.S. Treasury zero-coupon issues with an equivalent remaining term.

Forfeitures - The Company records stock-based compensation expense only for those awards that are expected to vest. The Company estimated a forfeiture rate of 5% for awards granted based on historical experience and future expectations of options vesting. The Company used this historical rate as our assumption in calculating future stock-based compensation expense.

The Company recognized stock-based compensation expense of $32,427 and $95,248 for the three months ended September 30, 2022 and 2021, respectively. The Company recognized stock-based compensation expense of $128,984 and $219,943 for the nine months ended September 30, 2022 and 2021, respectively. The following table summarizes the effect of this stock-based compensation expense within each of the line items of our costs and expenses within our Consolidated Statements of Operations:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Cost of sales	$ 2,184	$ 8,664	$ 8,694	$ 18,824
Research and development	9,499	43,031	37,803	95,384
Selling and marketing	4,583	7,168	18,166	17,650
General and administrative	16,161	36,385	64,321	88,085
Total stock-based compensation expense	$ 32,427	$ 95,248	$ 128,984	$ 219,943

Fair Value of Financial Instruments

Due to their short maturities, the carrying amounts for cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and debt approximate their fair value. The carrying amount of long-term debt approximates fair value due to interest rates that approximate prevailing market rates.

Fair Value Measurements

The Company follows the guidance of FASB ASC Topic 820, "*Fair Value Measurements and Disclosures*" ("ASC 820") as it related to all financial assets and financial liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis.

The Company generally defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company uses a three-tier fair value hierarchy, which classifies the inputs used in measuring fair values. These tiers include: Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring the Company to develop its own assumptions. A slight change in an unobservable input like volatility could have a significant impact on fair value measurement.

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company has determined that its financial assets are classified within Level 1 in the fair value hierarchy. The development of the unobservable inputs for Level 3 fair value measurements and fair value calculations are the responsibility of the Company's management.

The following tables set forth the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2022:

		Fair value measurements at September 30, 2022 using:		
	September 30, 2022	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Equity Securities	$ 51,929	$ 51,929	-	-
Total Financial Assets	$ 51,929	$ 51,929	$ -	$ -

The following tables set forth the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2021:

		Fair value measurements at December 31, 2021 using:		
	December 31, 2021	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Equity Securities	59,976	59,976	-	-
Total Financial Assets	$ 59,976	$ 59,976	$ -	$ -

4) Commitments and Contingencies

Operating Leases

The Company accounts for its leases under ASC 842. The Company has elected to apply the short-term lease exception to leases of one year or less.

Our corporate office is currently located at 14 Norfolk Avenue, South Easton, Massachusetts 02375. We are currently paying $6,950 per month, on a lease extension, signed on December 31, 2021, that expires December 31, 2022, for our corporate office. We expanded our space to include offices, warehouse and a loading dock on the first floor starting May 1, 2017 with a monthly rent increase already reflected in the current payments.

We extended our lease for our space in Medford, MA (the "Medford Lease") from December 30, 2020 to December 30, 2023. The lease required monthly payments of $7,282 subject to annual cost of living increases. The lease shall be automatically extended for additional three years unless either party terminates at least six months prior to the expiration of the current lease term.

The Company accounted for the lease extension of our Medford Lease as a lease modification under ASC 842. At the effective date of modification, the Company recorded an adjustment to the right-of-use asset and lease liability in the amount of $221,432 based on the net present value of lease payments discounted using an estimated borrowing rate of 12%.

On August 9, 2021, we entered into an operating lease agreement for our warehouse space in Sparks, NV (the "Sparks Lease") for the period from September 1, 2021 through September 30, 2026. The lease contains escalating payments during the lease period. The lease can be extended for an additional three years if the Company provides notice at least six months prior to the expiration of the current lease term.

The Company accounted for the Sparks Lease as an operating lease under ASC 842. Upon the commencement of the lease, the Company recorded a right-of-use asset and lease liability in the amount of $239,327 based on the net present value of lease payments discounted using an estimated borrowing rate of 12%.

Following is a schedule by years of future minimum rental payments required under operating leases with initial or remaining non-cancelable lease terms in excess of one year as of September 30, 2022:

2022	$	57,971
2023		149,299
2024		64,393
2025		66,969
2026		51,778
Thereafter		-
	$	390,410

Battelle Memorial Institute

In December 2008, we entered into an exclusive patent license agreement with the Battelle Memorial Institute ("*Battelle*"). The licensed technology is the subject of a patent application filed by Battelle in 2008 and relates to a method and a system for improving the analysis of protein samples, including through an automated system utilizing pressure and a pre-selected agent to obtain a digested sample in a significantly shorter period of time than current methods, while maintaining the integrity of the sample throughout the preparatory process. In addition to royalty payments on net sales on "licensed products," we are obligated to make minimum royalty payments for each year that we retain the rights outlined in the patent license agreement and we are required to have our first commercial sale of the licensed products within one year following the issuance of the patent covered by the licensed technology. After re-negotiating the terms of the contract in 2013, the minimum annual royalty was $1,200 in 2014 and $2,000 in 2015; the minimum royalties were $3,000 in 2016, $4,000 in 2017 and $5,000 in 2018 and each calendar year thereafter during the term of the agreement.

Target Discovery Inc.

In March 2010, we signed a strategic product licensing, manufacturing, co-marketing, and collaborative research and development agreement with Target Discovery Inc. ("*TDI*"), a related party. Under the terms of the agreement, we have been licensed by TDI to manufacture and sell an innovative line of chemicals used in the preparation of tissues for scientific analysis ("*TDI reagents*"). The TDI reagents were designed for use in combination with our pressure cycling technology. The companies believe that the combination of PCT and the TDI reagents can fill an existing need in life science research for an automated method for rapid extraction and recovery of intact, functional proteins associated with cell membranes in tissue samples. We did not incur any royalty obligation under this agreement in 2021 or 2020.

In April 2012, we signed a non-exclusive license agreement with TDI to grant the non-exclusive use of our pressure cycling technology. We executed an amendment to this agreement on October 1, 2016 wherein we agreed to pay a monthly fee of $1,400 for the use of a lab bench, shared space and other utilities, and $2,000 per day for technical support services as needed. The agreement requires TDI to pay the Company a minimum royalty fee of $60,000 in 2021 and $60,000 in 2022. For the nine months ended September 30, 2022 and September 30, 2021, the Company reported $65,100 and $44,600, respectively in TDI fees.

Severance and Change of Control Agreements

Each of Mr. Schumacher, and Drs. Ting, and Lazarev, executive officers of the Company, are entitled to receive a severance payment if terminated by the Company without cause. The severance benefits would include a payment in an amount equal to one year of such executive officer's annualized base salary compensation plus accrued paid time off. Additionally, the officer will be entitled to receive medical and dental insurance coverage for one year following the date of termination.

Each of these executive officers, other than Mr. Schumacher, is entitled to receive a change of control payment in an amount equal to one year of such executive officer's annualized base salary compensation, accrued paid time off, and medical and dental coverage, in the event of their termination upon a change of control of the Company. In the case of Mr. Schumacher, this payment would be equal to two years of annualized base salary compensation, accrued paid time off, and two years of medical and dental coverage. The severance payment is meant to induce the aforementioned executives to remain in the employ of the Company, in general; and particularly in the occurrence of a change in control, as a disincentive to the control change.

5) Convertible Debt and Other Debt

Convertible Debt

On various dates during the nine months ended September 30, 2022, the Company issued convertible notes for a total of $3,921,617 which contained varied terms and conditions including the following: a) 1 to 12-month maturity date; b) interest rates of 12% to 15%; c) convertible to the Company's common stock at issuance at a fixed rate of $2.50 or at variable conversion rates upon the Company's up-listing to NASDAQ or NYSE or an event of default. These notes were issued with either shares of common stock or warrants to purchase common stock that were fair valued at issuance date. The aggregate relative fair value of the shares of common stock and warrants issued with the notes of $606,169 was recorded as a debt discount to be amortized over the term of the notes. We also evaluated the convertible notes for derivative liability treatment and determined that the notes did not qualify for derivative accounting treatment at September 30, 2022.

The specific terms of the convertible notes and outstanding balances as of September 30, 2022 are listed in the tables below.

Inception Date	Term	Loan Amount	Outstanding balance with OID	Original Issue Discount (OID)	Interest Rate	Conversion Price	Deferred Finance Fees	Discount for conversion feature and warrants/shares
May 17, 2018 (1)(2)	12 months	$ 380,000	$ 98,544	$ 15,200	8%	$ 2.50	$ 15,200	$ 332,407
January 3, 2019 (1)(4)	6 months	$ 50,000	$ 50,000	$ 2,500	24%	$ 7.50	$ 2,500	-
June 4, 2019 (1)(2)	9 months	$ 500,000	$ 302,484	-	8%	$ 2.50	$ 40,500	$ 70,631
July 19, 2019 (1) (2)	12 months	$ 115,000	$ 115,000	-	4%	$ 2.50	$ 5,750	$ 15,460
September 27,2019 (1) (2)	12 months	$ 78,750	$ 78,750	-	4%	$ 2.50	$ 3,750	$ 13,759
October 24, 2019 (1) (2)	12 months	$ 78,750	$ 78,750	-	4%	$ 2.50	$ 3,750	-
November 15,2019 (1)	12 months	$ 385,000	$ 320,000	$ 35,000	10%	$ 2.50	$ 35,000	$ 90,917
January 2,2020 (1)	12 months	$ 330,000	$ 330,000	$ 30,000	10%	$ 2.50	$ 30,000	$ 91,606
January 24,2020 (1)	12 months	$ 247,500	$ 247,500	$ 22,500	10%	$ 2.50	$ 22,500	$ 89,707
January 29, 2020 (1)	12 months	$ 363,000	$ 363,000	$ 33,000	10%	$ 2.50	$ 33,000	$ 297,000
February 12, 2020 (1)	12 months	$ 275,000	$ 275,000	$ 25,000	10%	$ 2.50	$ 25,000	$ 225,000
February 19,2020 (1)	12 months	$ 165,000	$ 165,000	$ 15,000	10%	$ 2.50	$ 15,000	$ 135,000
March 11,2020 (1)	12 months	$ 330,000	$ 330,000	$ 30,000	10%	$ 2.50	$ 30,000	$ 232,810
March 13, 2020 (1)	12 months	$ 165,000	$ 165,000	$ 15,000	10%	$ 2.50	$ 15,000	$ 60,705
March 26, 2020 (1)	12 months	$ 111,100	$ 111,100	$ 10,100	10%	$ 2.50	$ 10,100	$ 90,900
April 8, 2020 (1)	12 months	$ 276,100	$ 276,100	$ 25,100	10%	$ 2.50	$ 25,000	$ 221,654
April 17,2020 (1)	12 months	$ 143,750	$ 143,750	$ 18,750	10%	$ 2.50	-	$ 96,208
April 30,2020 (1)	12 months	$ 546,250	$ 546,250	$ 71,250	10%	$ 2.50	$ 47,500	$ 427,500
May 6, 2020 (1)	12 months	$ 460,000	$ 460,000	$ 60,000	10%	$ 2.50	$ 40,000	$ 360,000
May 18,2020 (1)	12 months	$ 546,250	$ 221,250	$ 46,250	10%	$ 2.50	$ 35,500	$ 439,500
June 2, 2020 (1)	12 months	$ 902,750	$ 652,750	$ 92,750	10%	$ 2.50	$ 58,900	$ 708,500
June 12,2020 (1)	12 months	$ 57,500	$ 57,500	$ 7,500	10%	$ 2.50	$ 5,000	$ 45,000
June 22, 2020 (1)	12 months	$ 138,000	$ 138,000	$ 18,000	10%	$ 2.50	$ 12,000	$ 108,000
July 7, 2020 (1)	12 months	$ 586,500	$ 586,500	$ 76,500	10%	$ 2.50	$ 51,000	$ 400,234
July 17, 2020 (1)	12 months	$ 362,250	$ 362,250	$ 47,250	10%	$ 2.50	$ 31,500	$ 185,698
July 29, 2020 (1)	12 months	$ 345,000	$ 345,000	$ 45,000	10%	$ 2.50	$ 30,000	$ 241,245
July 21, 2020 (1) (5)	12 months	$ 115,000	$ 115,000	$ 15,000	10%	$ 2.50	$ 10,000	$ 24,875
August 14, 2020 (1)	12 months	$ 762,450	$ 462,450	$ 69,450	10%	$ 2.50	$ 66,300	$ 580,124
September 10, 2020 (1)	12 months	$ 391,000	$ 391,000	$ 51,000	10%	$ 2.50	$ 34,000	$ 231,043
September 21, 2020 (1) (5)	12 months	$ 345,000	$ 345,000	$ 45,000	10%	$ 2.50	$ 30,000	$ 66,375
September 23, 2020 (1)	12 months	$ 115,000	$ 15,000	$ 15,000	10%	$ 2.50	$ 10,000	$ 20,500
December 3, 2020 (1)	12 months	$ 299,000	$ 299,000	$ 39,000	10%	$ 2.50	$ 26,000	$ 197,882
October 22, 2020 (1) (5)	12 months	$ 115,000	$ 115,000	$ 15,000	10%	$ 2.50	$ 10,000	$ 18,875
February 17, 2021 (1)	12 months	$ 230,000	$ 230,000	$ 30,000	10%	$ 2.50	$ 20,000	$ 180,000
March 23, 2021 (1)	12 months	$ 55,000	$ 55,000	$ 5,000	10%	$ 2.50	-	$ 36,431
May 6, 2021 (1)	12 months	$ 402,500	$ 402,500	$ 52,500	10%	$ 2.50	$ 35,000	$ 312,551
June 17, 2021 (1)	12 months	$ 230,000	$ 230,000	$ 30,000	10%	$ 2.50	$ 20,000	$ 144,760
June 25, 2021 (1)	12 months	$ 977,500	$ 977,500	$ 127,500	10%	$ 2.50	-	$ 773,802
August 4, 2022 (13)	12 months	$ 50,000	$ 50,000	$ 1,500	12%	(14)	-	$ 7,948
August 31, 2022 (13)	6 months	$ 700,000	$ 700,000	$ 84,000	12%	(6)	-	-
July 3, 2021 (1)	12 months	$ 115,000	$ 115,000	$ 15,000	10%	$ 2.50	$ 10,000	$ 90,000
July 1,2022 (13)	6 months	$ 260,000	$ 185,000	$ 10,000	12%	(15)	$ 2,000	-
February 4, 2022 (1)(13)	8 months	$ 500,000	$ 500,000	$ 30,000	12%	(11)	-	-
May 13, 2022 (11)(13)	7 months	$ 500,000	$ 500,000	$ 25,000	12%	(11)	-	-
January 19,2022 (1) (13)	6 months	$ 52,000	$ 52,000	$ 2,000	12%	$ 2.50	$ 2,000	-
September 16, 2022 (3)(13)	1 month	$ 352,188	$ 352,188	$ 45,938	15%	(8)	-	-
September 26, 2022 (1)(3) (13)	1 month	$ 140,875	$ 140,875	$ 18,375	15%	(8)	-	-
August 31, 2021 (1)	12 months	$ 189,750	$ 189,750	$ 24,750	10%	(9)	$ 16,500	$ 148,500
May 8, 2022(13)	8 months	$ 65,000	$ 65,000	$ 3,000	12%	(7)	-	-
September 10, 2021 (1)	8 months	$ 100,000	$ 100,000	$ 4,000	12%	(7)	-	$ 43,520
September 15, 2021 (1)	6 months	$ 250,000	$ 250,000	$ 12,500	12%	(7)	-	$ 108,801
September 16, 2021 (1)	6 months	$ 250,000	$ 250,000	$ 12,500	12%	(7)	-	$ 112,337
September 24, 2021 (1)	8 months	$ 125,000	$ 125,000	$ 6,250	12%	(7)	-	$ 61,876
September 15, 2021 (1)	6 months	$ 250,000	$ 250,000	$ 37,500	12%	(7)	$ 30,000	-
October 21, 2021 (1)(5)	12 months	$ 189,750	$ 189,750	$ 24,750	12%	$ 2.50	$ 16,500	$ 87,332
November 1, 2021 (1)(5)	12 months	$ 189,750	$ 189,750	$ 24,750	12%	$ 2.50	-	$ 96,991
March 29,2022	8 months	$ 112,000	$ (8,573)	$ 13,000	12%	(12)	-	-
February 9,2022	12 months	$ 88,987	$ 35,737	$ 10,237	12%	(10)	-	-
March 30,2022	12 months	$ 100,000	$ 100,000	$ 5,000	12%	$ 2.50	-	$ 19,614
April 19,2022	12 months	$ 95,000	$ 95,000	-	12%	(12)	-	$ 16,234
May 23,2022	8 months	$ 950,000	$ 950,000	$ 57,000	12%	$ 2.50	$ 22,333	-
July 15, 2022	12 months	$ 22,000	$ 22,000	$ 880	12%	$ 2.50	-	$ 6,286
August 3, 2022	12 months	$ 25,000	$ 25,000	$ 980	12%	$ 2.50	-	$ 6,412
August 10, 2022	12 months	$ 196,319	$ 196,319	$ 22,585	12%	(10)	-	-
August 11, 2022	12 months	$ 50,000	$ 50,000	$ 2,000	12%	(16)	-	-
August 17, 2022	12 months	$ 50,000	$ 50,000	$ 2,000	12%	(15)	-	$ 7,149
August 24, 2022	12 months	$ 200,000	$ 200,000	$ 14,000	15%	(15)	-	-
September 7, 2022	12 months	$ 50,000	$ 50,000	$ 2,000	12%	(14)	-	$ 9,845
September 8, 2022	12 months	$ 87,500	$ 87,500	$ 11,375	12%	(12)	-	$ 22,430
September 16, 2022	12 months	$ 113,000	$ 113,000	-	12%	(17)	-	$ 25,651

September 9, 2022	10 months	$ 175,000	$ 175,000	$ 22,750	12%	(12)	-	-
September 26, 2022 (1)	1 month	$ 26,250	$ 26,250	-	0%	(15)	-	-
September 28, 2022	12 months	$ 52,000	$ 52,000	-	12%	(14)	-	$ 8,420
September 28, 2022	9 months	$ 262,500	$ 262,500	$ 12,500	12%	(18)	-	$ 50,005
			$ 17,142,974	$ 1,794,220			$ 984,083	$ 8,496,019
	Less remaining debt discount		$ 434,313					
	Total convertible debt		$ 16,708,661					

Notes:

(1) The Note is past due. The Company and the lender are negotiating in good faith to extend the loan.
(2) The Company and lenders have entered into Standstill and Forbearance Agreements (as described below).
(3) Note is secured by the assets of the Company's subsidiary, PBI Agrochem, Inc. and interest rate is 40.9% OID.
(4) During the year ended December 31, 2020, the Company entered into a Rate Modification Agreement with this lender. In this agreement the lender agreed to reduce their interest rate and were granted the right to convert loans using a variable conversion price if more than one other variable rate lender converted at a variable rate.
(5) The Company has agreed to issue shares of its common stock to lenders if their notes are not repaid by a defined date.
(6) Loan is not convertible until 180 days from the date of issuance of the Note and following an Event of Default will be convertible at the lowest trading price of the 20 days prior to conversion. The loan is guaranteed by the Company's Chief Executive Officer, but the lender may only enforce this guarantee after certain conditions have been met, specifically after (i) the occurrence of an Event of Default (as defined in the Note), (ii) the failure of the Company to cure the Default in 10 business days, and (iii) a failure by the Company to issue, or cause to be issued, shares of its common stock upon submission by the lender of a notice of conversion.
(7) Notes are convertible before maturity at $2.50 per share or mandatorily convertible when the Company up-lists to the NASDAQ at the lower of $2.50 or the up-list price.
(8) Notes can be converted at the lesser of $2.5 per share or 25% discount to the opening price of the Company's first day of trading on either Nasdaq or NYSE. In addition, if the Company fails to pay the Note in cash on maturity date, the conversion price will be adjusted to the lesser of (i) original conversion price or (ii) a 35% discount to the VWAP prior to each conversion date.
(9) Conversion price of this note is $2.50 and will be adjusted to, upon an Event of Default, the lower of (i) the conversion price or (ii) a 25% discount to the 5-day average VWAP of the stock prior to default. Additionally, if an up-list to a national exchange occurs while this note is outstanding, the conversion price shall be changed to the lower of (i) the conversion price or (ii) a 25% discount to the up-list price.
(10) Notes are convertible upon an Event of Default at 75% multiplied by the lowest trading price for the common stock during the five days prior to the conversion.
(11) Loans can be voluntarily converted before maturity at $2.50 per share. Lender retains the option upon an Up-list to convert at the lower of $2.50 or the 10% off Up-list price.
(12) Notes are convertible at $2.50 per share except that following an Event of Default the conversion price will be adjusted to 75% multiplied by the lowest trading price for the common stock during the five days prior to the conversion.
(13) During the nine months ended September 30, 2022, the Company extended 10 loans totaling $1,700,000 and increased the principal to $2,909,561. The Company issued 759,900 shares of common stock for these extensions and added principal.
(14) These notes can be voluntary converted at lower of 1) $2.50/share; or 2) purchase price of stock sold by PBI at a price lower than $2.50/share. In the event of default, these notes can be converted at lower of 1) $2.50/share; 2) 30% discount to 5-day VWAP prior to date of default.
(15) These notes can be voluntary converted at lower of 1) $2.50/share; or 2) purchase price of stock sold by PBI at a price lower than $2.50/share. In the event of default, these notes can be converted at lower of 1) $2.50/share; 2) 25% discount to 5-day VWAP prior to date of default.
(16) Conversion price is lower of (i) $2.50 or (ii) the price per share that the Company last sold Common Stock after the execution of an anti-dilution protection agreement.
(17) Conversion price is $2.50. If note is in default, it is $1.
(18) Note can be converted at a Voluntary Conversion Price which is the lower of 1) $2.50/share; or 2) purchase price of stock sold by the Company at a price lower than $2.50 except that following an Event of Default, the Holder shall have the right, with no further consent from the Borrower, to convert this note which can be converted at lower of 1) the Voluntary Conversion Price; 2) 70% of 5-day VWAP prior to conversion.

As of September 30, 2022, one lender holds approximately $9.4 million of the $17.1 million convertible notes outstanding.

For the nine months ended September 30, 2022, the Company recognized amortization expense related to the debt discounts indicated above of $1,728,846. The unamortized debt discounts as of September 30, 2022 related to the convertible debentures and other convertible notes amounted to $434,313.

Standstill and Forbearance Agreements

In recent years, the Company entered into Standstill and Forbearance Agreements with lenders who hold variable-rate convertible notes. Pursuant to these agreements the lenders agreed to not convert any portion of their notes into shares of common stock at a variable rate. The Company and two lenders ($673,528 outstanding principal at September 30, 2022) are negotiating in good faith to resolve the remaining loans.

In connection to these agreements, the Company incurred interest, penalties, and fees of approximately $202,058 and $606,158, in the three and nine months ended September 30, 2022, respectively.

Convertible Loan Modifications and Extinguishments

We refinanced certain convertible loans during the nine months ended September 30, 2022 at substantially the same terms for extensions ranging over a period of one to twelve months. We amortized any remaining unamortized debt discount as of the modification date over the remaining, extended term of the new loans. We applied ASC 470 of modification accounting to the debt instruments which were modified during the quarter or those settled with new notes issued concurrently for the same amounts but different maturity dates. The terms such as the interest rate, prepayment penalties, and default rates will be the same over the new extensions. According to ASC 470, an exchange of debt instruments between or a modification of a debt instrument by a debtor and a creditor in a nontroubled debt situation is deemed to have been accomplished with debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original instrument. If the terms of a debt instrument are changed or modified and the cash flow effect on a present value basis is less than 10 percent, the debt instruments are not considered to be substantially different and will be accounted for as modifications.

The cash flows of new debt exceeded 10% of the remaining cash flows of the original debt on several loans. During the nine months ended September 30, 2022 we recorded losses on extinguishment of liabilities of approximately $1,809,249 by calculating the difference of the fair value of the new debt and the carrying value of the old debt.

Other Debt

Other debt consists of non-convertible debt and Merchant agreements.

The following is a detail of the non-convertible debt:

			Principal Balance			
Note	Original Term	Inception	September 30, 2022	December 31, 2021	Interest Rate	Security
Accredited investor 1	9 mos.	3/21/17	$ 170,000	$ 170,000	10%	Unsecured
Accredited investor 2	13 mos.	9/19/19 & 2/28/20	691,500	691,500	7.5%	Unsecured (1)
On Deck Capital	12 mos.	4/29/22	29,807	-	2.5% (2)	Unsecured
Totals			$ 891,307	$ 861,500		

(1) As of September 30, 2022 the Company owes $691,500 on two notes to a private investor. During the nine months ended September 30, 2022, the Company issued 100,000 warrants (3-year term, $3.50 strike price) to the lender. The Company and the lender are negotiating in good faith to extend these loans.
(2) Rate is per month.

The following is a detail of the Merchant agreements debt:

We have signed various Merchant Agreements which are secured by second position rights to all customer receipts until the loan has been repaid in full and subject to interest rates of 2.8-9.1% per month. As illustrated in the following table, under the terms of these agreements, we received the disclosed Purchase Price and agreed to repay the disclosed Purchase Amount, which is collected by the Merchant lenders at the disclosed Payment Rate. The Company's Chief Executive Officer ("Guarantor") is guaranteeing that the Company will perform its obligations under the Agreement. In no circumstance will Guarantor be asked or obligated to repay or be liable for the payment of any amount paid by Buyer to Seller, including, but not limited to, the Purchase Price.

The following table shows our Merchant Agreements as of September 30, 2022:

Issue Date	**Purchase Price**	**Purchase Amount**	**Outstanding Balance**	**Payment Frequency**	**Payment Rate**	**Deferred Finance Fees**
12/21/21	$ 400,000	$ 520,000	$ 65,126	Weekly	$ 11,305	$ 6,000
5/11/22	$ 225,000	$ 308,250	$ 79,562	Weekly	$ 11,009	-
6/28/22	$ 250,000	$ 337,250	$ 125,575	Daily	$ 2,595	-
7/21/22	$ 180,000	$ 242,820	$ 114,081	Daily	$ 1,868	-
8/8/22	$ 140,000	$ 190,260	$ 96,645	Daily	$ 1,586	-
9/21/22	$ 190,000	$ 256,310	$ 183,479	Daily	$ 1,972	-
	$ 1,385,000	$ 1,854,890	$ 664,468			

The following table shows our Merchant Agreements as of December 31, 2021:

Inception Date	**Purchase Price**	**Purchased Amount**	**Outstanding Balance**	**Payment frequency**	**Payment Rate**	**Deferred Finance Fees**
December 21, 2021	$ 400,000	$ 520,000	$ 390,120	Weekly	$ 11,305	$ 6,000
July 6, 2021	125,000	166,250	8,790	Daily	$ 1,279	2,500
	$ 525,000	$ 686,250	$ 398,910			$ 8,500

We have accounted for the Merchant Agreements as loans under ASC 860 because while we provided rights to current and future receipts, we still had control over the receipts. The difference between the Purchase Amount and the Purchase Price is imputed interest that is recorded as interest expense when paid each day.

Related Party Debt

Note	Principal Balance September 30, 2022	Principal Balance December 31, 2021	Interest rate	Security
Candy Schumacher	$ 70,400	$ -	12%	Unsecured
Jeff Peterson	222,200	-	10%(1)	Unsecured
Richard Schumacher	165,550	-	12%	Unsecured
Accredited investor 3	110,000	-	12%	Unsecured
Accredited investor 4	16,500	$ -	12%	Unsecured
Totals	$ 584,650	$ -		
Unamortized debt discount	19,149	-		
Total current notes due	$ 565,501	$ -		

(1) Rate is per month.

The related parties' notes are due upon demand, 10% original issue discount and 12% to 120% in interest and are convertible into the Company's common stock at a fixed rate of $2.50 per share, at the option of holder. During the nine months ended September 30, 2022, related parties loaned the Company $844,250 and the Company paid back $259,600.

Long term debt

The Company entered into a COVID-19 government loan in 2020, the Economic Injury Disaster Loan (or "EIDL"). The Company's EIDL loan, $150,000, accrues interest at 3.75% and requires monthly payments of $731 for principal and interest beginning in December 2022. The balance of the principal will be due in 30 years. In connection with the EIDL loan the Company entered into a security agreement with the SBA, whereby the Company granted the SBA a security interest in all of the Company's right, title and interest in all of the Company's assets.

6) Stockholders' Deficit

Preferred Stock

We are authorized to issue 1,000,000 shares of preferred stock with a par value of $.01. Of the 1,000,000 shares of preferred stock, the following is outstanding:

	September 30, 2022	December 31, 2021
Series D Convertible Preferred Stock, $.01 par value; 850 shares authorized; 300 shares issued and outstanding on September 30, 2022 and December 31, 2021, respectively (Liquidation value of $300,000)	3	3
Series G Convertible Preferred Stock, $.01 par value; 240,000 shares authorized; 80,570 shares issued and outstanding on September 30, 2022 and December 31, 2021, respectively	806	806
Series H Convertible Preferred Stock, $.01 par value; 10,000 shares authorized; 10,000 shares issued and outstanding on September 30, 2022 and December 31, 2021, respectively	100	100
Series J Convertible Preferred Stock, $.01 par value; 6,250 shares authorized; 3,458 and 3,458 shares issued and outstanding on September 30, 2022 and December 31, 2021, respectively	35	35
Series K Convertible Preferred Stock, $.01 par value; 15,000 shares authorized; 6,880 shares issued and outstanding on September 30, 2022 and December 31, 2021, respectively	68	68
Series AA Convertible Preferred Stock, $.01 par value; 10,000 shares authorized; 8,645 and 8,649 shares issued and outstanding on September 30, 2022 and December 31, 2021, respectively	86	87
Series H2 Convertible Preferred Stock, $.01 par value; 21 shares authorized; 21 shares issued and outstanding on September 30, 2022 and December 31, 2021, respectively	-	-
Series A Junior Participating Preferred Stock, $.01 par value, 20,000 shares authorized, no shares outstanding	-	-
Series A Convertible Preferred Stock, $.01 par value, 313,960 shares authorized, no shares outstanding	-	-
Series B Convertible Preferred Stock, $.01 par value, 279,256 shares authorized, no shares outstanding	-	-
Series C Convertible Preferred Stock, $.01 par value, 88,098 shares authorized, no shares outstanding	-	-
Series E Convertible Preferred Stock, $.01 par value, 500 shares authorized, no shares outstanding	-	-
Total Convertible Preferred Shares	$ 1,098	$ 1,099

Stock Options and Warrants

At the Company's December 30, 2021 Special Meeting, the shareholder's approved the 2021 Equity Incentive Plan (the "2021 Plan") pursuant to which 3,000,000 shares of our common stock were reserved for issuance upon exercise of stock options or other equity awards. Consistent with the Company's existing 2013 Equity Incentive plan (the "2013 plan"), under the 2021 plan, we may award stock options, shares of common stock, and other equity interests in the Company to employees, officers, directors, consultants, and advisors, and to any other persons the Board of Directors deems appropriate. As of September 30, 2022, options to acquire 1,307,822 shares were outstanding under these Plans.

As of September 30, 2022, total unrecognized compensation cost related to the unvested stock-based awards was $43,971 which is expected to be recognized over weighted average period of 0.70 years. The aggregate intrinsic value associated with the options outstanding and exercisable, and the aggregate intrinsic value associated with the warrants outstanding and exercisable as of September 30, 2022, based on the September 30, 2022 closing stock price of $1.30, was $751,466.

The following table summarizes information concerning options and warrants outstanding and exercisable:

	Stock Options		Warrants			
	Weighted Average		Weighted Average			
	Shares	price per share	Shares	price per share	Shares	Total Exercisable
Balance outstanding, December 31, 2021	1,333,101	$ 0.72	16,207,108	$ 3.50	17,540,209	17,308,567
Granted	-	-	277,500	3.50	277,500	
Exercised	(25,279)	0.69	-	-	(25,279)	
Expired/forfeited	-	-	(190,840)	$ 3.50	(190,840)	
Balance outstanding, September 30, 2022	1,307,822	$ 0.72	16,293,768	$ 3.50	17,601,590	17,533,679

As of September 30, 2022, the 1,307,822 options outstanding have a $0.72 weighted average exercise price and 6.96 years weighted average remaining term. Of these options, 1,239,911 are currently exercisable.

Common Stock and Warrant Issuances

As profiled in the following table, for five loans we are obligated to issue common stock if not paid by defined dates.

Loan	**Loan Issuance Date**	**Loan Principal**	**% of Loan Principal Issuable**	**Defined Date**	**Shares Issuable Frequency**
Loan 1	July 21, 2020	$ 115,000	0.0435%	September 30, 2020	Monthly
Loan 2	September 21, 2020	$ 345,000	0.0362%	November 16, 2020	Weekly
Loan 3	October 22, 2020	$ 115,000	0.0652%	December 1, 2020	Weekly
Loan 4	October 21, 2021	$ 189,750	0.0435%	January 2, 2022	Monthly
Loan 5	November 1, 2021	$ 189,750	0.0435%	January 2, 2022	Monthly

For the three-month and nine-month period ended September 30, 2022, the Company is obligated to issue 389,500 and 1,172,100 shares of common stock, respectively, for the loans listed in the above table, but has not issued the shares. The Company and the lenders are negotiating in good faith to resolve these loans. During the three-month and nine-month period ended September 30, 2022, the Company accrued $634,305 and $2,196,278, respectively in interest expense for these obligations to issue common stock.

During the nine months ended September 30, 2022, the Company issued a total of 3,100,085 shares of restricted common stock to accredited investors and consultants. Shares issued:

- 25,279 shares for option exercise for $17,443;
- 190,500 shares for services valued at $312,875;
- 1,028,800 shares for debt extensions value at $1,714,678;
- 140,200 shares for conversion of debt and interest valued at $350,500;
- 4,400 shares for preferred stock conversions from Series AA Convertible Preferred Stock;
- 1,172,100 shares for interest paid-in-kind valued at 2,196,278;
- 368,500 shares for stock issued with debt valued at $512,593, and
- 170,306 shares with a fair value of $306,333 for dividends paid-in-kind.

During the nine months ended September 30, 2021, we issued a total of 4,176,796 shares of restricted stock to accredited investors and consultants. Shares issued:

- 2,431,182 shares of common stock with a fair value of approximately $5.6 million to lenders for interest paid-in-kind;
- 248,200 shares with a fair value of $579,512 for services rendered;
- 1,035,996 shares with a fair value of $2,589,990 for conversions of debt principal and interest;
- 21,411 shares for stock option exercises (at an exercise price of $0.69 per share);
- 56,067 shares with a fair value of $114,298 for dividends paid-in-kind;
- 347,650 shares with a fair value of $551,198 for new convertible debt issuances, and
- 36,290 shares of common stock for a non-cash warrant exercise.

During the nine months ended September 30, 2022, the Company issued a total of 277,500 warrants at a fair value of $280,608, all with a strike price of $3.50 per share and an expiration term ranging from 3 to 5 years. Warrants issued:

- 120,000 issued in conjunction with signing of new convertible loans;
- 100,000 issued for a debt extension, and
- 57,500 issued for professional services rendered.

During the nine months ended September 30, 2021, we issued 1,558,266 warrants (three to five-year term at a $3.50 to $5.00 exercise price) to acquire common stock at a fair value of $2.0 million to lenders in conjunction with signing of new convertible loans and interest paid-in-kind.

In this period, we also issued 200 shares of Series AA preferred stock and 200,100 warrants to acquire common stock (five year term and $3.50 exercise price) for settlement of liabilities, including accrued expense, accrued compensation to employees and non-convertible debt and related interest. The relative fair value of these warrants is $245,635. The Company also recognized a $23,004 loss on settlement of liabilities, which is included in losses on extinguishment of liabilities on the consolidated statement of operations. The Company also entered into Securities Purchase Agreements with accredited investors pursuant to which the Company sold an aggregate of 406 shares of Series AA Convertible Preferred Stock, each preferred share convertible into 1,000 shares of the Company's common stock, par value $0.01 per share, for an aggregate Purchase price of $1,015,000. We issued to the investors warrants to purchase an aggregate 406,000 shares of common stock with an exercise price of $3.50 per share. The Company did not incur any placement agent fees for these transactions.

7) Subsequent Events

From October 1, 2022 through November 18, 2022 the Company borrowed $104,500 from related parties (due upon demand, 10% OID and 10% interest per month, convertible into Company's common shares at $2.50 per share), entered into two (2) new merchant cash loan agreements collecting $580,000 (obligating the Company to repay $5,835 per day for 130 to 140 days) and issued six (6) convertible loans with a principal balance of $1,011,960. The term of these notes: loan term are from 2 to 12 months; interest rate from 0% to 24%, convertible into the Company's common stock at a fixed rate of $2.50 per share or at a variable conversion rate upon an event of default. In this time the Company also issued 150,000 shares of common stock to extend one convertible loan with $352,188 principal for one month and repaid another convertible loan in the amount of $146,542 on October 24, 2022. On October 5, 2022, a convertible note converted a $98,544 note and $5,751 accrued interest and fees into 41,718 common shares.

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

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In some cases, forward-looking statements are identified by terms such as "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "estimates," "projects," "predicts," "potential" and similar expressions intended to identify forward-looking statements. Such statements include, without limitation, statements regarding:

- our need for, and our ability to raise, additional equity or debt financing on acceptable terms, if at all;
- our need to take additional cost reduction measures, cease operations or sell our operating assets, if we are unable to obtain sufficient additional financing;
- our belief that we will have sufficient liquidity to finance normal operations for the foreseeable future;
- the options we may pursue in light of our financial condition;
- the potential applications for Ultra Shear Technology (*UST*);
- the potential applications of the BaroFold high-pressure protein refolding and disaggregation technology
- the amount of cash necessary to operate our business;
- the anticipated uses of grant revenue and the potential for increased grant revenue in future periods;
- our plans and expectations with respect to our continued operations;
- the expected number of pressure cycling technology ("PCT") and constant pressure ("CP") based units that we believe will be installed and the expected revenues from the sale of consumable products, extended service contracts, and biopharma contract services;
- our belief that PCT has achieved initial market acceptance in the mass spectrometry and other markets;
- the expected development and success of new instrument and consumables product offerings;
- the potential applications for our instrument and consumables product offerings;
- the expected expenses of, and benefits and results from, our research and development efforts;
- the expected benefits and results from our collaboration programs, strategic alliances and joint ventures;
- our expectation of obtaining additional research grants from the government in the future;
- our expectations of the results of our development activities funded by government research grants;
- the potential size of the market for biological sample preparation, biopharma contract services and Ultra Shear Technology;
- general economic conditions;
- the anticipated future financial performance and business operations of our company;
- our reasons for resources expended in the market for genomic, proteomic, lipidomic and small molecule sample preparation;
- the importance of mass spectrometry as a laboratory tool;
- the advantages of PCT over other current technologies as a method of biological sample preparation and protein characterization in biomarker discovery, forensics, and histology, as well as for other applications;
- the capabilities and benefits of our PCT Sample Preparation System, consumables and other products;
- our belief that laboratory scientists will achieve results comparable with those reported to date by certain research scientists who have published or presented publicly on PCT and our other products and services;
- our ability to retain our core group of scientific, administrative and sales personnel; and
- our ability to expand our customer base in sample preparation and for other applications of PCT, as well as for our other products and services in both the BaroFold and Ultra Shear Technology areas.

These forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements, expressed or implied, by such forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this Quarterly Report on Form 10-Q. Except as otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this Quarterly Report on Form 10-Q to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. Factors that could cause or contribute to differences in our future financial and other results include those discussed in the risk factors set forth in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2021 and in this Report. We qualify all of our forward-looking statements by these cautionary statements.

Pressure BioSciences, Inc. (OTCQB: PBIO) (the "Company") is a leader in the development & sale of innovative, enabling, high pressure technology-based instruments, consumables, and services for the life sciences and other industries worldwide. Our products/services are based on three patented, high-pressure platforms: (i) Pressure Cycling Technology ("PCT"), (ii) BaroFold Technology ("BaroFold"), and (iii) Ultra Shear Technology ("UST").

The Company was founded on the belief that its PCT Platform had the potential to significantly increase the quality of sample preparation in both research and clinical settings. Although this premise has been proven true, and although PBI has been successful in installing its PCT Platform in the laboratories of key opinion leaders worldwide, the Company now believes – based on market feedback – that the commercial potential for its UST Platform far exceeds the potential of the PCT Platform. Consequently, in January 2022, PBI made the critical decision to immediately shift its primary business focus from PCT to its innovative UST Platform.

The UST Platform (7 issued patents) is based on the use of intense shear forces from ultra-high pressure discharge (greater than 20,000 psi) through a dynamically-controlled nano-gap valve under precisely controlled temperatures. UST has been shown to turn hydrophobic (water-repelling) oil-based supplements (e.g., CBD, curcumin), therapeutics (e.g., prednisone), and other active ingredients (e.g., retinol, astaxanthin) into long-term stable, effectively water-soluble, highly bioavailable, oil-in-water nanoemulsion formulations. The Company began commercialization of the UST Platform in May 2022, and executed agreements have subsequently been announced with three CBD companies and one cosmeceutical/skincare company for commercialization in Q4 2022.

The BaroFold Platform (8 issued patents) can be used to significantly improve the quality and production costs of protein biotherapeutics. It employs high pressure manipulations for the disaggregation, unfolding and controlled refolding of proteins to their desired native structures at yields and efficiencies not achievable using existing technologies. The BaroFold Platform has been shown to remove protein aggregates in biotherapeutic drug manufacturing, thereby improving product efficacy, safety, and cost for both new-drug entities and biosimilar (follow-on biologic) products. It is scalable and practical for standard manufacturing processes.

The PCT Platform (15 issued patents) uses alternating cycles of hydrostatic pressure between ambient and ultra-high pressures to control bio-molecular interactions safely and reproducibly in the area of sample preparation (e.g., the critical steps performed by tens of thousands of scientists worldwide prior to analytical measurements. Our primary focus for PCT is on making our recently released, GMP-compliant, next generation PCT-based Barocycler EXTREME system available globally to biopharmaceutical drug manufacturers for use in the design, development, characterization, and quality control of biotherapeutic drugs. We currently have over 350 PCT Systems placed in approximately 225 academic, government, pharmaceutical, and biotech research laboratories worldwide. There are currently over 200 independent publications highlighting the advantages of using the PCT Platform in scientific research & clinical laboratories.

2022/2021 Key Accomplishments

- **September 28, 2022:** Imminent Commercial Launch of Revolutionary UST Processing Method to be Focus of PBI's Presentation at Emerging Growth Conference 40.
- **September 27:** Unique Advantages and Commercial Process Scalability of PBI's Revolutionary UST Platform Illuminated at the Conference of Food Engineering 2022.
- **September 13:** Pressure BioSciences to Expand on Pivotal Change in Business Strategy with Presentation at HC Wainwright Annual Global Investment Conference.
- **August 24:** PBI secures pivotal cosmeceuticals partnership for UST platform with Dr. Denese SkinScience, a 20-year industry leader with over $500 million in QVC sales.
- **August 18:** Third contract announced for hemp-derived CBD products, estimating $2 million 2023 revenue.
- **August 11:** PBI receives approval to manufacture hemp-derived CBD products in Mass, including novel CBD nanoemulsions processed by the Company's revolutionary Ultra Shear Technology (UST) platform.
- **July 21:** Second contract for toll manufacturing of a CBD nanoemulsion product using PBI's proprietary Ultra Shear Technology (UST) announced.
- **June 29:** PBI announces contracted production launch for estimated $3 million of UST-processed, nanoemulsified CBD spray for oral use.

- **June 14:** UST Platform positioned for critical enabling role in global $41B (2027) plant protein beverage market.
- **May 4:** PBI signs development/manufacturing agreement with Safer Medical of Montana for commercial production of CBD oral spray, under recently released UST Early Access Program.
- **April 27:** PBI announces Early Access Program for UST nanoemulsion processing platform.
- **April 5:** PBI announces strong FY 2021 Financial and Operational Successes: FY 2021 revenue increased 64% over FY 2020, UST platform achieved critical goals – discussions ongoing with key leaders in multiple markets, and PCT/BaroFold/PBI Agrochem groups all reported important gains in FY 2022.
- **March 10:** Emerging Technology Insider releases TechTalks video interview featuring PBI President Ric Schumacher, discussing OSU partnership, Food Industry Consortium, and commercialization of UST Platform.
- **March 3:** Ohio State installs & commissions new pilot-scale UST processing equipment for preparation of higher quality and safer liquid foods and beverages.
- **January 19:** PBI participated in FORCE Family Office's Webinar on *Innovations and Advancements in the $4.6 Billion CBD Market.*
- **December 22, 2021:** PBI shatters preconceived nanoemulsion stability, performance, and production limits, produces CBD oil nanoemulsions with 18-month stability.
- **November 11:** Second U.S. patent awarded for revolutionary UST platform: for innovative nanogap valve.
- **September 30:** UST successfully processes Neem Oil into a novel, highly potent agrochem nanoemulsion.
- **September 29:** Plans discussed for UST demo and manufacturing sites on U.S. east and west coasts.
- **July 13:** PBI's UST-enabled nanoemulsions soar past one-year stability goal; results open explosive growth potential for water-soluble CBD-infused beverages worldwide.
- **July 1:** UST processing results in breakthrough nanoemulsion for Astaxanthin - highly potent antioxidant.
- **May 13:** PBI awarded three new patents for revolutionary UST platform: Japan, Australia, and China.
- **February 24:** PBI and Ohio State University announce formation of a food industry consortium to advance commercialization of the Company's Ultra Shear Technology (UST) platform.

Results of Operations

The following disclosure compares the results of operations for the quarter ended September 30, 2022 ("Q3 2022") with September 30, 2021 ("Q3 2021") and compares the nine months ended September 30, 2022 ("YTD 2022") with September 30, 2021("YTD 2021").

Products and Services Revenue

We recognized total revenue of $144,032 for Q3 2022 compared to $518,365 for Q3 2021, a 72% decrease. For YTD 2022 we recognized revenue of $1,122,169 and compared to YTD 2021 of $1,687,166, respectively, a 33% decrease.

The decline in revenue for the year-to-date periods was primarily attributable to: (i) a 46% decline in PCT instrument sales due to expected Q3 orders received in Q4; (ii) a 48% decline in Scientific Services due to the completion of two contracts at the end of 2021 and another in mid-2022; and (iii) a change in the focus of the Company from spreading the staff's efforts in all three platform technology areas (PCT, BaroFold, and UST) to extending the vast majority of the staff's efforts in UST alone, as the Company prepared for the Q4 2022 commercial launch of the UST platform. This revenue decline was partially offset by a 442% increase in Agrochem product sales.

Cost of Products and Services

The cost of products and services was $126,203 for Q3 2022 compared to $258,170 for Q3 2021. For YTD 2022 and YTD 2021 our cost of products and services was $742,707and $771,105, respectively. Gross profit margin on products and services decreased 20% in the year-to-date period ended YTD 2022 from the same period ended YTD 2021. This decrease was attributable to reduction of revenue offset by increased shipping charges for the import of Agrochem products and a $0 profit non-revenue exchange sale to Ohio State University.

Research and Development

Research and development expenses were $262,370 for Q3 2022 compared to $282,622 for Q3 2021. For YTD 2022 and YTD 2021 these expenses were $716,685 and $839,072, respectively, an 15% decrease. The decreased expense was attributable to the resignation of a Senior Engineer at the end of 2021.

Selling and Marketing

Selling and marketing expenses were $226,526 for Q3 2022 compared to $66,068 for Q3 2021. For YTD 2022 and YTD 2021 expenses were $422,422 and $252,209, respectively, a 67% increase. The reported increase was primarily attributable to the hiring of new employees in sales and marketing focused on UST market development.

General and Administrative

General and administrative expenses were $892,293 for Q3 2022 compared to $1,154,063 for Q3 2021. For FY 2022 and FY 2021 these expenses were $2,591,644 and $2,788,779, respectively, a 7% decrease which is due to lower investor relations consulting fees.

Operating Loss

Operating loss was $1,363,360 for Q3 2022 compared to $1,242,558 for Q3 2021. For YTD 2022 and YTD 2021 the operating loss was $3,351,289 and $2,963,999 respectively, a 13% increase.

Interest Expense, net

Interest expense was $2,034,021 for Q3 2022 compared to $3,330,101 for Q3 2021. For YTD 2022 and YTD 2021 these expenses were $6,448,771 and $11,524,306 respectively, a 44% decrease. The decrease was attributable to few debt transactions.

Unrealized (loss) gain on investment in equity securities

Unrealized loss on investments in equity securities was $8,675 for Q3 2022 compared to an unrealized loss of $162,071 for Q3 2021. For YTD 2022 and YTD 2021 the unrealized loss on investments in equity securities was $8,047 as compared to a $404,451, respectively. The reported change was attributable to movement in the market price of the Company's investment in Nexity.

Loss on extinguishment of liabilities

In connection with debt extensions and forgiveness, we recognized net loss of $1,054,122 for Q3 2022 compared to $277,010 of losses for Q3 2021. For YTD 2022 and YTD 2021 these losses were $1,809,249 and $1,500,395 respectively. The increase in losses was attributable to increased debt extensions.

Net loss attributable to common stockholders

Net loss attributable to common stockholders was $4,893,946 ($0.44 per share) for Q3 2022 compared to $6,199,176 ($0.82 per share) for Q3 2021. For YTD 2022 and YTD 2021 these losses were $12,913,826 ($1.24 per share) and $18,387,204 ($3.02 per share), respectively. The decrease in loss per share was attributable to the lower net loss attributable to factors discussed above and increase in common stock outstanding thereby increasing weighted shares outstanding.

Liquidity and Financial Condition

We have experienced negative cash flows from operations with respect to our pressure cycling technology business since our inception. As of September 30, 2022, we did not have adequate working capital resources to satisfy our current liabilities and as a result, we have substantial doubt regarding our ability to continue as a going concern. As described in Notes 5 and 6 of the accompanying consolidated financial statements, we have been successful in raising debt and equity capital. We received $6 million in net proceeds from loans in the nine months ended September 30, 2022. In addition, we raised debt and equity capital after September 30, 2022 as described in Note 7 of the accompanying consolidated financial statements.

We will need substantial additional capital to fund our operations in future periods. If we are unable to obtain financing on acceptable terms, or at all, we will likely be required to cease our operations, pursue a plan to sell our operating assets, or otherwise modify our business strategy, which could materially harm our future business prospects.

Net cash used in operations for the nine months ended September 30, 2022 was \$3,051,257 as compared to \$4,083,902 for the nine months ended September 30, 2021.

Net cash used in investing activities for the nine months ended September 30, 2022 was \$20,754 compared to \$4,503 in the nine months ended September 30, 2021.

Net cash provided by financing activities for the nine months ended September 30, 2022 was \$3,170,580 as compared to \$4,733,516 for the nine months ended September 30, 2021.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This Item 3 is not applicable to us as a smaller reporting company and has been omitted.

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934 filings are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do, and management was necessarily required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of September 30, 2022, we carried out an evaluation, under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, 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 Securities Exchange Act of 1934. Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were not effective.

Our conclusion that our disclosure controls and procedures were not effective as of September 30, 2022 is due to the continued presence of the material weaknesses in our internal control over financial reporting identified in our Annual Report on Form 10-K for the year ended December 31, 2021. These material weaknesses are the following:

- We identified a lack of sufficient segregation of duties. Specifically, this material weakness is such that the design over these areas relies primarily on detective controls and could be strengthened by adding preventative controls to properly safeguard Company assets.

- Management has identified a lack of sufficient personnel in the accounting function due to our limited resources with appropriate skills, training and experience to perform the review processes to ensure the complete and proper application of generally accepted accounting principles, particularly as it relates to valuation of warrants and other complex debt /equity transactions. Specifically, this material weakness resulted in audit adjustments to the annual consolidated financial statements and revisions to related disclosures, valuation of warrants and other equity transactions.

- Limited policies and procedures that cover recording and reporting of financial transactions.

- Lack of multiple levels of review over the financial reporting process

We continue to plan to remediate those material weaknesses as follows:

- Improve the effectiveness of the accounting group by augmenting our existing resources with additional consultants or employees to assist in the analysis and recording of complex accounting transactions, and to simultaneously achieve desired organizational structuring for improved segregation of duties. We plan to mitigate this identified deficiency by hiring an independent consultant once we generate significantly more revenue or raise significant additional working capital.

- Improve expert review and achieve desired segregation procedures by strengthening cross approval of various functions including quarterly internal audit procedures where appropriate once we generate significantly more revenue or raise significantly more working capital.

During the period covered by this Report, we implemented and performed additional substantive procedures, such as supervisory review of work papers and consistent use of financial models used in equity valuations, to ensure our consolidated financial statements as of and for the three-month period ended September 30, 2022, are fairly stated in all material respects in accordance with GAAP. We have not, however, been able to fully remediate the material weaknesses due to our limited financial resources. Our remediation efforts are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner.

Except as described above, there have been no changes in our internal controls over financial reporting that occurred during the period ended September 30, 2022 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Item 1A. Risk Factors

Factors that could cause or contribute to differences in our future financial and operating results include those discussed in the risk factors set forth in Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2021 and in this Item 1A. The risks described in our Form 10-K and this Report are not the only risks that we face. Additional risks not presently known to us or that we do not currently consider significant may also have an adverse effect on the Company. If any of the risks actually occur, our business, results of operations, cash flows or financial condition could suffer.

There have been no material changes to the risk factors set forth in Item 1A of our 10-K for the year ended December 31, 2021 other than the following:

We owe over $9 million to one lender with such loans secured by a security interest in all of our assets. If we default under our obligations pursuant to such loans, the lender could foreclose on all of our assets which could require us to cease our operations.

Through September 30, 2022, we have issued Notes to the same holder such that the current gross amount owed to the holder is approximately $9.4 million. Our obligations under the Notes and the transaction documents relating to the Notes are secured by a security interest in all of our assets. As a result, if we default under our obligations under the Notes or the transaction documents, the holders of the Notes, acting through their appointed agent, could foreclose on their security interests and liquidate some or all of these assets, which could harm our business, financial condition and results of operations and could require us to reduce or cease operations. In addition, the pledge of these assets and other restrictions may limit our flexibility in raising capital for other purposes. Because all of our assets are pledged under these financing arrangements, our ability to incur additional secured indebtedness or to sell or dispose of assets to raise capital may be impaired, which could have an adverse effect on our financial flexibility.

The holders of our Common Stock could suffer substantial dilution due to our corporate financing practices.

The holders of our common stock could suffer substantial dilution due to our corporate financing practices which, in the past few years has included private placements. As of September 30, 2022, we had 12,220,611 shares of common stock outstanding. As of September 30, 2022, if all of the outstanding shares of Series D Convertible Preferred Stock, Series G Convertible Preferred Stock, Series H Convertible Preferred Stock, Series H2 Convertible Preferred Stock, Series J Convertible Preferred Stock, Series K Convertible Preferred Stock and Series AA Convertible Preferred Stock were converted into shares of common stock and all outstanding options and warrants to purchase shares of common stock were exercised and all fixed rate convertible notes and debentures were converted, each as of September 30, 2022, an additional 33,217,416 shares of common stock would be issued and outstanding. The full cash exercise of the options and warrants would result in approximately $57.2 million in cash proceeds to the Company. This additional issuance of shares of common stock would cause immediate and substantial dilution to our existing stockholders and could cause a significant reduction in the market price of our common stock.

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

Except where noted, all the securities discussed in this Part II, Item 2 were issued in reliance on the exemption under Section 4(a)(2) of the Securities Act.

During the nine months ended September 30, 2022, the Company issued a total of 3,100,085 shares of restricted common stock to accredited investors and consultants. Shares issued:

- 25,279 shares for option exercise for $17,443;
- 190,500 shares for services valued at $312,875;
- 1,028,800 shares for debt extensions value at $1,714,678;
- 140,200 shares for conversion of debt and interest valued at $350,500;
- 4,400 shares for preferred stock conversions from Series AA Convertible Preferred Stock;
- 1,172,100 shares for interest paid-in-kind valued at 2,196,278;
- 368,500 shares for stock issued with debt valued at $512,593, and
- 170,306 shares with a fair value of $306,333 for dividends paid-in-kind.

During the nine months ended September 30, 2022, the Company issued a total of 277,500 warrants at a fair value of $280,608, all with a strike price of $3.50 per share and an expiration term ranging from 3 to 5 years. Warrants issued:

- 120,000 issued in conjunction with signing of new convertible loans;
- 100,000 issued for a debt extension, and
- 57,500 issued for professional services.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibits	
31.1*	Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a))
31.2*	Certification by the Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a))
32.1**	Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2**	Certification by the Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

** In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are furnished and not filed.

SIGNATURES

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

PRESSURE BIOSCIENCES, INC.

Date: November 21, 2022

By: */s/ Richard T. Schumacher*

Richard T. Schumacher
President & Chief Executive Officer
(Principal Executive Officer and Principal Financial Officer)

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard T. Schumacher, certify that:

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

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

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

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

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

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

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

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

5. The registrant's other certifying officer 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.

Dated: November 21, 2022

/s/ Richard T. Schumacher

Richard T. Schumacher
President and Chief Executive Officer
Principal Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard T. Schumacher, certify that:

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

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

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

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

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

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

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

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

5. The registrant's other certifying officer 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.

Dated: November 21, 2022

/s/ Richard T. Schumacher

Richard T. Schumacher
Principal Financial Officer

EXHIBIT 32.1

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with the Quarterly Report on Form 10-Q of Pressure BioSciences, Inc., a Massachusetts corporation (the "Company") for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard T. Schumacher, President and Chief Executive Officer of the Company, do hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) that:

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

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

Date: November 21, 2022

By: */s/ Richard T. Schumacher*
Richard T. Schumacher
President & Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Pressure BioSciences, Inc. and will be retained by Pressure BioSciences, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with the Quarterly Report on Form 10-Q of Pressure BioSciences, Inc., a Massachusetts corporation (the "Company") for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard T. Schumacher, Principal Financial Officer of the Company, do hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) that:

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

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

Date: November 21, 2022

By: */s/ Richard T. Schumacher*
Richard T. Schumacher
President & Chief Executive Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Pressure BioSciences, Inc. and will be retained by Pressure BioSciences, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.