UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2023

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: 001-40908

MiNK Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**82-2142067**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
149 Fifth Avenue Suite 500 New York, NY	
(Address of principal executive offices)	**10010 (Zip Code)**

Registrant's telephone number, including area code: 212-994-8250

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.00001 per share	INKT	Nasdaq Capital Market

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

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

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

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

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

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

As of August 4, 2023, the registrant had 34,508,336 shares of common stock, $0.00001 par value per share, outstanding.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

MINK THERAPEUTICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2023	December 31, 2022
ASSETS		
Cash and cash equivalents	$ 10,622,186	$ 19,635,725
Prepaid expenses	265,847	298,667
Other current assets	166,026	470,300
Total current assets	11,054,059	20,404,692
Equipment, net of accumulated depreciation of $385,632 and $283,682 at June 30, 2023 and December 31, 2022, respectively	1,057,864	1,066,910
Total assets	$ 12,111,923	$ 21,471,602
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Accounts payable	$ 4,885,638	$ 5,823,000
Accrued liabilities	4,249,691	4,238,555
Other current liabilities	2,329,480	2,621,611
Total current liabilities	11,464,809	12,683,166
Other long-term liabilities	79,342	108,500
Due to related parties	10,063,136	9,081,239
Commitments and contingencies		
STOCKHOLDERS' DEFICIT		
Common stock, par value $0.00001 per share; 150,000,000 shares authorized; 34,462,679 and 33,856,428 shares issued at June 30, 2023 and December 31, 2022, respectively	345	339
Additional paid-in capital	113,728,172	110,829,900
Accumulated other comprehensive loss	(401,811)	(292,468)
Accumulated deficit	(122,822,070)	(110,939,074)
Total stockholders' deficit	(9,495,364)	(401,303)
Total liabilities and stockholders' deficit	$ 12,111,923	$ 21,471,602

See accompanying notes to unaudited condensed consolidated financial statements.

MINK THERAPEUTICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Operating expenses:				
Research and development	$ 4,558,430	$ 5,876,092	$ 8,751,992	$ 11,153,427
General and administrative	1,784,914	1,822,339	3,445,448	3,919,293
Operating loss	(6,343,344)	(7,698,431)	(12,197,440)	(15,072,720)
Other income, net:				
Interest income, net	146,389	26,377	314,444	25,529
Other income, net	—	1,559,312	—	1,157,348
Net loss	$ (6,196,955)	$ (6,112,742)	$ (11,882,996)	$ (13,889,843)
Per common share data:				
Basic and diluted net loss per common share	$ (0.18)	$ (0.18)	$ (0.35)	$ (0.41)
Weighted average number of common shares outstanding	34,409,064	33,619,449	34,189,214	33,562,278
Other comprehensive income (loss):				
Foreign currency translation gain (loss)	$ (28,008)	$ 1,399,686	$ (109,343)	$ 1,922,457
Comprehensive loss	$ (6,224,963)	$ (4,713,056)	$ (11,992,339)	$ (11,967,386)

See accompanying notes to unaudited condensed consolidated financial statements.

MINK THERAPEUTICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Common Stock			Treasury Stock		Accumulated		
	Number of Shares	Par Value	Additional Paid-In Capital	Number of Shares	Par Value	Other Comprehensive Income (Loss)	Accumulated Deficit	Total
Balance at December 31, 2022	33,856,428	$ 339	$ 110,829,900	—	$ —	$ (292,468)	$ (110,939,074)	(401,303)
Net loss	—	—	—	—	—	—	(5,686,041)	(5,686,041)
Other comprehensive loss	—	—	—	—	—	(81,335)	—	(81,335)
Exercise of stock options and employee share purchases	99,555	1	45,495	—	—	—	—	45,496
Vesting of nonvested shares	30,413	—	—	—	—	—	—	—
Grant and recognition of stock options	—	—	887,811	—	—	—	—	887,811
Recognition of parent stock options	—	—	33,328	—	—	—	—	33,328
Issuance of shares for employee bonuses	476,804	5	726,260	(163,759)	(379,921)	—	—	346,344
Retirement of treasury shares	(163,759)	(2)	—	163,759	379,921	—	—	379,919
Balance at March 31, 2023	34,299,441	$ 343	$ 112,522,794	—	$ —	$ (373,803)	$ (116,625,115)	$ (4,475,781)
Net loss	—	—	—	—	—	—	(6,196,955)	(6,196,955)
Other comprehensive income	—	—	—	—	—	(28,008)	—	(28,008)
Grant and recognition of stock options	—	—	864,918	—	—	—	—	864,918
Recognition of parent stock options	—	—	33,347	—	—	—	—	33,347
Option exercises	32,211	—	22,020	—	—	—	—	22,020
Vesting of nonvested shares	46,313	1	(1)	—	—	—	—	—
Share retirement	(192)	—	—	—	—	—	—	—
Issuance of shares for employee bonuses	127,026	1	285,094	(42,120)	(97,718)	—	—	187,377
Retirement of treasury shares	(42,120)	—	—	42,120	97,718	—	—	97,718
Balance at June 30, 2023	34,462,679	$ 345	$ 113,728,172	—	$ —	$ (401,811)	$ (122,822,070)	$ (9,495,364)

MINK THERAPEUTICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Common Stock			Treasury Stock		Accumulated		
	Number of Shares	Par Value	Additional Paid-In Capital	Number of Shares	Par Value	Other Comprehensive Income (Loss)	Accumulated Deficit	Total
Balance at December 31, 2021	33,476,523	$ 335	$ 107,349,265	—	$ —	$ (625,269)	$ (82,947,862)	$ 23,776,469
Net loss	—	—	—	—	—	—	(7,777,101)	(7,777,101)
Other comprehensive income	—	—	—	—	—	522,771	—	522,771
Option exercises	84,391	1	688	—	—	—	—	689
Grant and recognition of stock options	—	—	741,773	—	—	—	—	741,773
Recognition of parent stock options	—	—	43,733	—	—	—	—	43,733
Balance at March 31, 2022	33,560,914	$ 336	$ 108,135,459	—	$ —	$ (102,498)	$ (90,724,963)	$ 17,308,334
Net loss	—	—	—	—	—	—	(6,112,742)	(6,112,742)
Other comprehensive income	—	—	—	—	—	1,399,686	—	1,399,686
Grant and recognition of stock options	—	—	796,924	—	—	—	—	796,924
Recognition of parent stock options	—	—	3,886	—	—	—	—	3,886
Option exercises	48,118	—	301	—	—	—	—	301
Forfeiture of restricted stock	(20,872)	—	(75)	—	—	—	—	(75)
Issuance of shares for employee bonuses	125,199	1	293,523	(43,665)	(157,194)	—	—	136,330
Retirement of treasury shares	(43,665)	—	—	43,665	157,194	—	—	157,194
Balance at June 30, 2022	33,669,694	$ 337	$ 109,230,018	—	$ —	$ 1,297,188	$ (96,837,705)	$ 13,689,838

See accompanying notes to unaudited condensed consolidated financial statements.

MINK THERAPEUTICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2023	**2022**
Cash flows from operating activities:		
Net loss	$ (11,882,996)	$ (13,889,843)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	97,592	55,386
Share-based compensation	1,819,404	1,586,316
Gain on forgiveness of liability	(266,780)	(2,790,809)
Changes in operating assets and liabilities:		
Prepaid expenses	33,151	(102,694)
Accounts payable	(965,909)	1,610,291
Accrued liabilities and other current liabilities	1,151,422	1,558,953
Other operating assets and liabilities	1,496,682	3,150,815
Net cash used in operating activities	(8,517,434)	(8,821,585)
Cash flows from investing activities:		
Purchases of plant and equipment	(50,518)	(62,413)
Net cash used in investing activities	(50,518)	(62,413)
Cash flows from financing activities:		
Proceeds from employee stock purchases and option exercises	67,516	990
Purchase of treasury shares to satisfy tax withholdings	(477,639)	(157,194)
Net cash used in financing activities	(410,123)	(156,204)
Effect of exchange rate changes on cash	(35,464)	(1,711)
Net decrease in cash and cash equivalents	(9,013,539)	(9,041,913)
Cash and cash equivalents, beginning of period	19,635,725	38,888,828
Cash and cash equivalents, end of period	$ 10,622,186	$ 29,846,915
Supplemental cash flow information:		
Cash paid for interest	$ 16,825	$ 1,550
Supplemental disclosures - non-cash activities:		
Purchases of plant and equipment in accounts payable and accrued liabilities	$ 23,042	$ 200,553
Issuance of common stock, $0.00001 par value, for payment of employee bonuses	1,011,358	293,524

See accompanying notes to unaudited condensed consolidated financial statements.

(1) Business and Liquidity

MiNK Therapeutics, Inc. ("MiNK" or the "Company") is a clinical stage biopharmaceutical company pioneering the discovery, development and manufacturing of allogeneic, off-the-shelf, invariant natural killer T ("iNKT") cell therapies to treat cancer and other immune-mediated diseases. iNKT cells are a distinct T cell population that combine durable memory responses with the rapid cytolytic features of natural killer cells. iNKT cells offer distinct therapeutic advantages as a platform for allogeneic therapy in that the cells naturally home to tissues, aid clearance of tumors and infected cells, and suppress graft-versus-host-disease. MiNK's proprietary platform is designed to facilitate scalable and reproducible manufacturing for off-the-shelf delivery. As such, the Company believes that its approach represents a highly versatile application for therapeutic development in cancer and immune diseases. MiNK is leveraging its platform and manufacturing capabilities to develop a wholly owned or exclusively licensed pipeline of both native and engineered iNKT cells.

Since inception, in 2017, until the completion of the Company's initial public offering ("IPO"), the Company financed its operations primarily through funding from Agenus Inc. ("Agenus"), its parent company. The Company has incurred losses since inception and, as of June 30, 2023, had an accumulated deficit of $122.8 million. MiNK expects to continue incurring operating losses and negative cash flows for the foreseeable future. Based on the Company's current plans and projections, MiNK believes its cash and cash equivalents balance as of June 30, 2023 of $10.6 million will be sufficient to satisfy its liquidity requirements for more than one year from when these financial statements were issued.

Management continually monitors the Company's liquidity position and adjusts spending as needed in order to preserve liquidity. The Company's future liquidity needs will be determined primarily by the success of its operations with respect to the progression of the Company's product candidates and key development and regulatory events in the future. Potential sources of additional funding for the Company include: (1) pursuing collaboration, out-licensing and/or partnering opportunities for the Company's portfolio programs and product candidates with one or more third parties, (2) securing debt financing and/or (3) selling equity securities. If additional funding is not obtained through these sources, Agenus has indicated a willingness to loan the Company certain funds to finance its operations.

MiNK's product candidates are in various stages of development and additional expenditures will be required if the Company starts new trials, encounters delays in its programs, applies for regulatory approvals, continues development of its technologies, expands its operations, and/or brings its product candidates to market. The eventual total cost of each clinical trial is dependent on a number of factors such as trial design, length of the trial, number of clinical sites, and number of patients. The process of obtaining and maintaining regulatory approvals for new therapeutic products is lengthy, expensive, and uncertain. Because all of the Company's programs are at an early stage of clinical development, the Company is unable to reliably estimate the cost of completing its research and development programs or the timing for bringing such programs to various markets or substantial partnering or out-licensing arrangements, and, therefore, when, if ever, material cash inflows are likely to commence.

(2) Significant Accounting Policies

The Company's significant accounting policies are disclosed in the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission ("SEC") on March 24, 2023. Since the date of those financial statements there have been no changes to the Company's significant accounting policies.

Financial Statement Preparation

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and with the instructions to Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete annual consolidated financial statements. In the opinion of the Company's management, the condensed consolidated financial statements include all normal and recurring adjustments considered necessary for a fair presentation of the Company's financial position and operating results. All significant intercompany transactions and accounts have been eliminated in consolidation. Operating results for the six months ended June 30, 2023, are not necessarily indicative of the results that may be expected for the year ending December 31, 2023.

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Management bases its estimates on

historical experience and on various assumptions that it believes to be reasonable under the circumstances. Actual results could differ materially from those estimates.

For the Company's foreign subsidiaries, the local currency is the functional currency. Assets and liabilities of its foreign subsidiaries are translated into U.S. dollars using rates in effect at the balance sheet date while expenses are translated into U.S. dollars using average exchange rates during the period. The cumulative translation adjustment resulting from changes in exchange rates are included in the condensed consolidated balance sheets as a component of accumulated other comprehensive income (loss) in total stockholders' equity (deficit).

(3) Net Loss Per Share

Basic loss per common share is calculated by dividing the net loss by the weighted average number of common shares outstanding. Diluted loss per common share is calculated by dividing net loss by the weighted average number of common shares outstanding plus the dilutive effect of outstanding instruments such as stock options. Because the Company reported a net loss for all periods presented, diluted loss per common share is the same as basic loss per common share, as the effect of utilizing the fully diluted share count would have reduced the net loss per common share. Therefore, the following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding as of June 30, 2023 and 2022, as they would be anti-dilutive:

	Three and Six Months Ended June 30,	
	2023	2022
Stock options	6,834,743	6,397,673
Non-vested shares	756,517	695,750

(4) Cash and Cash Equivalents

Cash equivalents consisted of the following as of June 30, 2023 and December 31, 2022 (in thousands):

	June 30, 2023		December 31, 2022	
	Cost	Estimated Fair Value	Cost	Estimated Fair Value
Institutional money market funds	$ 10,218	$ 10,218	$ 18,664	$ 18,664

(5) Accrued and Other Current Liabilities

Accrued liabilities consisted of the following as of June 30, 2023 and December 31, 2022 (in thousands):

	June 30, 2023	December 31, 2022
Payroll	$ 791	$ 1,655
Professional fees	560	642
Research services	1,000	1,681
Contract manufacturing costs	1,885	261
Other	14	—
Total	$ 4,250	$ 4,239

Other current liabilities of $2.3 million and $2.2 million as of June 30, 2023 and December 31, 2022, respectively, represent the advance received under the Company's research and development agreement with the Belgium Walloon Region Government ("Walloon Region"). In 2022, the Company received notice that the Walloon Region had obtained a default judgment seeking repayment of approximately $2.3 million of the advance based upon the Company allegedly not providing required notification that research and operations in the region were discontinued. In the period ended June 30, 2022, the Company reduced the recorded liability from the prior total of all amounts received under the advance from the Walloon Region, and recorded a gain of approximately $2.7 million in "other income (expense), net" on its condensed consolidated statement of operations.

(6) Share-based Compensation Plans

The Company primarily uses the Black-Scholes option pricing model to value options granted to employees and non-employees, as well as options granted to members of the Company's Board of Directors. All stock option grants have 10-year terms and generally vest ratably over a 3 or 4-year period.

A summary of option activity for the six-month period ended June 30, 2023 is presented below:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2022	6,148,447	$ 1.97		
Granted	797,278	2.26		
Exercised	(94,055)	0.24		
Forfeited	(2,317)	2.30		
Expired	(14,610)	3.03		
Outstanding at June 30, 2023	6,834,743	$ 2.03	7.78	$ 4,471,267
Vested or expected to vest at June 30, 2023	6,834,743	$ 2.03	7.78	$ 4,471,267
Exercisable at June 30, 2023	3,755,388	$ 1.32	7.02	$ 4,432,232

The weighted average grant-date fair values of options granted during the six months ended June 30, 2023 and 2022 were $1.70 and $2.15, respectively. During the six months ended June 30, 2023 and 2022, all options were granted with exercise prices equal to the market value of the underlying shares of common stock on the grant date.

As of June 30, 2023, there was $4.6 million of unrecognized share-based compensation expense related to stock options granted to employees, consultants and directors which, if all milestones are achieved on outstanding performance based awards, will be recognized over a weighted average period of 2.3 years. For awards with performance conditions, expense is recognized if the underlying performance conditions are deemed probable of achievement.

A summary of non-vested stock activity for the six-month period ended June 30, 2023 is presented below:

	Nonvested Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2022	726,163	$ 3.01
Granted	710,910	2.27
Vested	(680,556)	2.32
Forfeited	—	—
Outstanding at June 30, 2023	756,517	$ 2.94

As of June 30, 2023, there was $0.3 million of unrecognized share-based compensation expense related to these non-vested shares which will be recognized over a weighted average period of 0.4 years.

During the six months ended June 30, 2023, 37,711 shares were issued under the 2021 Employee Stock Purchase Plan, 94,055 shares were issued as a result of stock option exercises and 76,726 shares were issued as a result of the vesting of non-vested stock. Additionally, 603,830 shares were issued as payment for certain employee bonuses, with 205,879 of those shares being withheld to cover taxes, resulting in a net share issuance of 397,951.

Stock based compensation expense also includes expense related to awards to employees of the Company from the Agenus 2019 Equity Incentive Plan. The impact on the Company's results of operations from share-based compensation for the three and six months ended June 30, 2023 and 2022, was as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Research and development	$ 141	$ 126	$ 282	$ 245
General and administrative	757	675	1,537	1,341
Total share-based compensation expense	$ 898	$ 801	$ 1,819	$ 1,586

(7) Related Party Transactions

Until the completion of its IPO, the Company relied on Agenus for all of its working capital requirements. For the periods presented, certain of the Company's operations were fully integrated with Agenus, including, but not limited to, corporate functions such as finance, human resources, information technology and certain legal functions. The Company's consolidated financial statements reflect all costs of doing business related to these operations.

In September 2021, the Company entered into an Intellectual Property Assignment and License Agreement with Agenus (the "New Assignment and License Agreement"), upon which the prior intercompany agreement between Agenus and MiNK was terminated. Pursuant to the New Assignment and License Agreement, Agenus assigned to the Company certain patent rights and know-how related to its iNKT cell platform, product candidates and other patents and know-how related to its business. In addition to the patent rights assigned to the Company by Agenus, the Company also received an exclusive, royalty-free, sublicensable license to research, develop, manufacture and commercialize certain licensed technology in the field. The New Assignment and License Agreement further provides for the Company to grant Agenus a field-limited, non-exclusive, royalty-free license under the assigned patent rights, subject to MiNK's discretion and provided such access would not reasonably result in a disruption of planned MiNK activities. Agenus has also agreed to provide the Company with Agenus' biological material upon written request in order for the Company to use such material in its development activities of a combination therapy. Agenus may withhold the transfer of biological material, including, but not limited to, checkpoint modulating antibodies, for various reasons, including if such transfer would reasonably result in a disruption of planned Agenus activities. For any materials Agenus does share with the Company, the parties have agreed to enter into a separate agreement governing the transfer and providing for joint ownership of the data. Agenus has agreed that during the full term of the New Assignment and License Agreement, and for three years thereafter, it will not develop, manufacture or commercialize an iNKT cell therapy, directly or indirectly by transferring such technology. The Company may terminate the New Assignment and License Agreement without cause upon 90 days' prior written notice to Agenus. Either party may terminate if there has been a material breach which has not been cured within 90 days (or 45 days for breach of payment obligations) of receiving such notice.

Effective April 1, 2022, the Company entered into an Amended and Restated Intercompany Services Agreement (the "New Intercompany Agreement") with Agenus, which amended and restated the Intercompany General & Administrative Agreement between the Company and Agenus dated September 10, 2021 (the "Prior Intercompany Agreement"). Under the New Intercompany Agreement, Agenus provides the Company with certain general and administrative support, including, without limitation, financial, facilities management, human resources and information technology administrative support (the "Agenus Services"), and the Company and Agenus provide each other with certain research and development services (the "R&D Services") and other support services, including legal and regulatory support (the "Shared Services"). The Company is required to pay 10% of Agenus' costs related to the Agenus Services, and the costs of R&D Services are based upon pass-through costs related to such services plus an allocation of the costs of the employees performing the services. No payment will be due from either party for the Shared Services, provided that the services provided by each party are proportional in scope and volume. The Company is also entitled to use Agenus' business offices and laboratory space and equipment in exchange for the Company contributing a proportionate payment for the use of such facilities and equipment, and the Company will be covered by certain Agenus insurance policies, subject to certain conditions, including the Company paying the cost of such coverage. Either party may terminate the New Intercompany Agreement upon 60 days' prior written notice and individual services upon 30 days' prior written notice.

Allocated Agenus services primarily include payroll related expenses, facility costs, insurance and stock-based compensation, and are included in the accompanying financial statements based on certain estimates and allocations described above. Under the Prior Intercompany Agreement, the allocation methods primarily included time devoted to activities and headcount-based allocations. Agenus business services and occupancy costs were allocated to the Company based on the Company's headcount as a percentage of Agenus' and the Company was required to pay 105% of Agenus' costs for these business services and occupancy costs. Research services were charged between the entities based on hours recorded by Agenus employees as time spent on specific projects, applied to hourly wage rates, and the Company paid 110% of Agenus' costs for these research services. As such, these allocations may not be indicative of the actual amounts that would have been recorded had the Company operated as an independent, publicly traded company for the periods presented.

Allocation of Agenus services, net of approximately $290,000 and $470,000 for the three months ended June 30, 2023 and 2022, respectively, and $596,000 and $1.3 million for the six months ended June 30, 2023 and 2022, respectively, is included in “Operating expenses” in the Company’s statement of operations and “Due to related parties,” of $10.1 million as of June 30, 2023, in the Company’s condensed consolidated balance sheet. Agenus has agreed to not require repayment of this balance prior to September 30, 2024.

In January 2023, the Company's CEO ("Dr. Buell"), became an employee of Agenus in the role of Chairman of the Executive Counsel. As an employee of Agenus, Dr. Buell is paid $150,000 annually and was granted an option to acquire 750,000 shares of Agenus common stock that vest over a period of four years.

In 2022, the Company entered into a Master Services Agreement with Atlant Clinical Ltd. (“Atlant”), a subsidiary of Agenus, to provide clinical trial support services to the Company, including an eTMF platform, medical monitoring and data manager services. The Company’s Audit and Finance Committee approved the engagement under its related-party transactions policy for up to $250,000 in services. These services are expected to be completed in 2023. As of June 30, 2023, the Company had entered into work orders with Atlant totaling approximately $157,000, plus out of pocket expenses which are to pass through to Company at cost. For the three and six months ended June 30, 2023, approximately $13,700 and $21,700, respectively, and for the three and six months ended June 30, 2022, approximately $37,000, related to these services is included in “Research and development” expense in the Company’s condensed consolidated statements of operations.

Dr. Buell's spouse is a partner in the law firm of Wolf, Greenfield & Sachs, P.C. (“Wolf Greenfield”), which provided legal services to the Company during the period ended June 30, 2023, and continues to do so. For the three and six months ended June 30, 2023, the Company expensed Wolf Greenfield fees totaling approximately $58,000 and $97,000, respectively. Dr. Buell’s spouse does not receive direct compensation from the fees paid to Wolf Greenfield by the Company and the fees paid by the Company to Wolf Greenfield in the period was an insignificant amount of Wolf Greenfield’s revenues. The Company’s Audit and Finance Committee approved these services under its related-party transactions policy.

(8) Contingencies

The Company may currently be, or may become, a party to legal proceedings. While the Company currently believes that the ultimate outcome of any of these proceedings will not have a material adverse effect on its financial position, results of operations, or liquidity, litigation is subject to inherent uncertainty and consumes both cash and management attention.

(9) Recent Accounting Pronouncements

No new accounting pronouncement issued or effective during the six months ended June 30, 2023 had or is expected to have a material impact on the Company’s consolidated financial statements or disclosures.

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

Overview

MiNK Therapeutics, Inc. ("we," "us" and "our") is a clinical stage biopharmaceutical company pioneering the discovery, development and manufacturing of allogeneic, off-the-shelf invariant natural killer T ("iNKT") cell therapies to treat cancer and other immune-mediated diseases. iNKT cells are a distinct T cell population that combine durable memory responses with the rapid cytolytic features of natural killer ("NK") cells. iNKT cells offer distinct therapeutic advantages as a platform for allogeneic therapy in that the cells naturally home to tissues, aid clearance of tumors and infected cells and suppress Graft versus Host Disease ("GvHD"). Our proprietary platform is designed to facilitate scalable and reproducible manufacturing for off-the-shelf delivery. As such, we believe that our approach represents a highly versatile application for therapeutic development in cancer and immune diseases. We are leveraging our platform and manufacturing capabilities to develop a wholly owned or exclusively licensed pipeline of both native and engineered iNKT cells.

Our business activities include product research and development, manufacturing, regulatory and clinical development, corporate finance, and support of our collaborations. To be successful, our product candidates require clinical trials and approvals from regulatory agencies, as well as acceptance in the marketplace. We are a party to an Amended and Restated Intercompany Services Agreement and an Intellectual Property Assignment and License Agreement with Agenus. Under the Amended and Restated Intercompany Services Agreement, Agenus provides us with certain general and administrative support, including, without limitation, financial, facilities management, human resources and information technology administrative support, and we and Agenus provide each other with certain research and development services and other support services, including legal and regulatory support. We are also entitled to use Agenus' business offices and laboratory space and equipment in exchange for us contributing a proportionate payment for the use of such facilities and equipment, and we will be covered by certain Agenus insurance policies, subject to certain conditions, including us paying the cost of such coverage. Under the Intellectual Property Assignment and License Agreement, Agenus exclusively assigned patent rights and know-how related to our technology to us. We also have a field-limited exclusive license under certain Agenus patents and know-how; and we retain the rights to expand a proprietary pipeline of products and technologies.

Our most advanced product candidate, agenT-797, is an off-the-shelf, allogeneic, native iNKT cell therapy. iNKTs are a potent class of immune cells and serve as master regulators of immune response, possessing the killing power of NK cells and the memory of T-cells. Our proprietary manufacturing platform allows these cells to be infused in billion-fold numbers, arming the immune system against cancer and other life-threatening diseases. We have established and launched in-house iNKT cell manufacturing and product release capacity to supply more than 5,000 doses per year through an FDA-cleared scalable, fully closed, and automatic process. Our Phase 1 clinical trial studying agenT-797 in solid tumor cancers, as a monotherapy and in combination with anti-PD-1 checkpoint inhibitors, pembrolizumab and nivolumab, is currently advancing as a priority program. Encouraging activity was seen with agenT-797 monotherapy and combination, with durable responses and disease stabilization in patients, which was presented at the American Association for Cancer Research ("AACR") in 2023.

AgenT-797 showed clinical benefit and tolerable safety across a range of heavily pre-treated solid tumors, including non-small cell lung cancer ("NSCLC"), testicular cancer, and gastric cancer in a Phase 1 clinical trial (AACR 2023). A partial response was achieved in a metastatic gastric cancer patient treated with agenT-797 in combination with nivolumab, which was ongoing at 10 months. This patient previously had no response to anti-PD-1 therapy and standard of care chemotherapy. We also observed durable disease stabilization in cancers refractory to all prior therapies, including pembrolizumab and nivolumab, including but not limited to NSCLC, testicular cancer, and others. A tolerable safety profile seen with the cells alone and in combination with PD-1, up to a billion cells, with no neurotoxicity, dose-limiting toxicities, or severe cytokine release syndrome (> grade 3). We will further evaluate these signals through a randomized phase 1/2 expansion trial in combination with standard of care chemotherapy, immune- therapy (pembrolizumab/nivolumab) with or without botensilimab (Agenus' multifunctional anti-CTLA-4) in relapsed/refractory gastric cancer.

Most recently, we reported updated data from our Phase 1 clinical trial of agenT-797 in viral acute respiratory distress syndrome ("ARDS") at the American Thoracic Society International Conference. We reported an encouraging survival benefit of 75%, compared to ~10-22% in an in-hospital control and time-matched data from the Centers for Disease Control and Prevention. Notably, in addition to a survival benefit, we reported observations that agenT-797 improved lung function and significantly reduced inflammation and secondary infections in the population. There are currently no approved therapies for ARDS and secondary infections are a significant contributor to comorbidity and death in the ICU; our data contribute favorably as a potential therapeutic and we plan to advance agenT-797 in viral ARDS through strategic collaborations and non-dilutive external financing. Discussions are underway.

In addition, we completed a Phase 1 clinical trial of agenT-797 for the treatment of multiple myeloma and reported at SITC in 2022 that agenT-797 was tolerable to a billion cells/dose and suppressed biomarkers associated with disease progression. This proof of

concept phase 1 underscores the potential application of INKT cells in multiple myeloma and we believe supports the advancement of our armored B cell maturation antigen ("BCMA")-CAR-INKT program as a potential best in class next generation allogeneic BCMA cell therapy for these patients. Strategic discussions to advance this program are underway.

We are also advancing a pipeline of next-generation allogeneic, engineered iNKT programs. Our two most advanced engineered programs are (1) MiNK-215, an IL-15 armored tumor stromal targeting FAP-CAR-iNKT and (2) MiNK-413, an IL-15 armored CAR-iNKT program targeting BCMA program. MiNK-413 has demonstrated tumor clearance and improved persistence in preclinical models, as well as manufacturing and logistical improvements over current BCMA cell therapies. MiNK-215 has demonstrated efficacy in NSCLC and melanoma preclinical models, promoting curative responses, eliminating tumor burden in the lungs, and enhancing tumor specific CD8+ T cell infiltration through tumor stroma. These data and programs were presented at SITC in 2022 with more recent translational data presented at the American Society of Cell and Gene Therapy Conference in 2023. Investigational new drug ("IND") enabling activities are underway with an IND application on track for 2024.

Our research and development (“R&D”) expenses for the six months ended June 30, 2023 and 2022 were $8.8 million and $11.2 million, respectively. We have incurred losses since our inception. As of June 30, 2023, we had an accumulated deficit of $122.8 million.

We expect to continue to incur operating losses and negative cash flows for the foreseeable future. Based on our current plans and projections, we believe our quarter-end cash and cash equivalents balance will be sufficient to satisfy our liquidity requirements for more than one year from when these financial statements were issued. Management continues to monitor our liquidity position and will adjust spending as needed in order to preserve liquidity. Our future liquidity needs will be determined primarily by the success of our operations with respect to the progress of our product candidates and key development and regulatory events in the future. Potential sources of additional funding include: (1) pursuing collaboration, out-licensing and/or partnering opportunities for our portfolio programs and product candidates with one or more third parties, (2) securing debt financing and/or (3) selling equity securities. If additional funding is not obtained through these sources, our parent company has indicated a willingness to loan certain funds to us to finance our operations.

Historical Results of Operations

Three Months Ended June 30, 2023 Compared to the Three Months Ended June 30, 2022

Research and development expense

R&D expense includes the costs associated with our internal research and development activities, including compensation and benefits, occupancy costs, manufacturing costs, costs of expert consultants, and administrative costs. R&D expense decreased 22% to $4.6 million for the three months ended June 30, 2023 from $5.9 million for the three months ended June 30, 2022. This decrease is primarily due to decreased costs associated with the timing of our clinical trials and decreased costs associated with allocated Agenus services. These decreases were partially offset by increased personnel costs associated with increased headcount.

General and administrative expense

General and administrative ("G&A") expense consists primarily of personnel costs, facility expenses, and professional fees. G&A expense was $1.8 million for both the three months ended June 30, 2023 and 2022.

Interest income, net

Interest income increased $120,000 for the three months ended June 30, 2023, from income of $26,000 for the three months ended June 30, 2022 to income of $146,000 for the three months ended June 30, 2023, primarily due to increased interest earned on our money market funds.

Six Months Ended June 30, 2023 Compared to the Six Months Ended June 30, 2022

Research and development expense

R&D expense includes the costs associated with our internal research and development activities, including compensation and benefits, occupancy costs, manufacturing costs, costs of expert consultants, and administrative costs. R&D expense decreased 22% to $8.8 million for the six months ended June 30, 2023 from $11.2 million for the six months ended June 30, 2022. This decrease is primarily due to decreased costs associated with the timing of our clinical trials and decreased costs associated with allocated Agenus services. These decreases were partially offset by increased personnel costs associated with increased headcount.

General and administrative expense

G&A expense consists primarily of personnel costs, facility expenses, and professional fees. G&A expense decreased 12% to $3.4 million for the six months ended June 30, 2023 from $3.9 million for the six months ended June 30, 2022. This decrease is primarily due to decreased professional fees, primarily attributable decreased legal, insurance and consulting fees, and decreased costs associated with allocated Agenus services. These decreases were partially offset by increased personnel costs, including stock-based compensation expense, associated with increased headcount.

Interest income, net

Interest income increased $289,000 for the six months ended June 30, 2023, from income of $26,000 for the six months ended June 30, 2022 to income of $314,000 for the six months ended June 30, 2023, primarily due to increased interest earned on our money market funds.

Research and Development Programs

R&D program costs include compensation and other direct costs plus an allocation of indirect costs, based on certain assumptions.

	For the six months ended June 30, 2023	For the years ended December 31, 2022	2021
Payroll and personnel costs	$ 3,417,905	$ 5,729,235	$ 3,346,853
Professional fees	3,546,438	11,607,709	6,761,139
Allocated services	317,007	1,284,920	1,377,456
Materials and other	1,470,642	4,493,259	2,480,920
Total	$ 8,751,992	$ 23,115,123	$ 13,966,368

Our product candidates are in various stages of development and significant additional expenditures will be required if we start new clinical trials, encounter delays in our programs, apply for regulatory approvals, continue development of our technologies, expand our operations and/or bring our product candidates to market. The total cost of any particular clinical trial is dependent on a number of factors such as trial design, length of the trial, number of clinical sites, number of patients and trial sponsorship. The process of obtaining and maintaining regulatory approvals for new products is lengthy, expensive and uncertain. Because of the current stage of our product candidates, among other factors, we are unable to reliably estimate the cost of completing our research and development programs or the timing for bringing such programs to various markets or substantial partnering or out-licensing arrangements, and, therefore, when, if ever, material cash inflows are likely to commence.

Liquidity and Capital Resources

We have incurred annual operating losses since inception in 2017, and we had an accumulated deficit of $122.8 million as of June 30, 2023. We expect to incur losses over the next several years as we continue development of our technologies and product candidates, manage our regulatory processes, initiate and continue clinical trials, and prepare for potential commercialization of products.

In October 2021, we completed an initial public offering of 3,333,334 shares of our common stock, at a public offering price of $12.00 per share. The gross proceeds from the offering, before deducting underwriting discounts, commissions and other offering expenses, were approximately $46.0 million, which includes the exercise of the underwriters option to acquire an additional 500,000 shares at the public offering price, which shares were delivered in November 2021. Underwriting discounts, commissions and other offering expenses, were approximately $6.2 million, resulting in net proceeds of approximately $39.8 million.

In December 2018, we entered into an agreement with the Walloon Region in which the Walloon Region agreed to provide a grant of up to €1.3 million and an advance of up to €8.3 million for the development of one of our research programs. As of June 30, 2023, we had received $881,000 of the grant portion and $5.2 million of the advance. During 2020, we discontinued research efforts related to this program, and in 2021 we provided additional information as requested by the Walloon Region to terminate the agreement. We recognized the grant portion received as income during the years ended December 31, 2019 and 2020. We learned in the second quarter of 2022 that the Walloon Region had obtained a default judgment in the amount of €2,086,712 for repayment of the advance. In view of the default judgment, we reduced the recorded liability and recorded a gain of approximately $2.7 million in our consolidated statement of operations for the year ended December 31, 2022. We have included the remaining balance of $2.3 million in other current liabilities in our condensed consolidated balance sheet at June 30, 2023.

Our cash and cash equivalents balance as of June 30, 2023 was $10.6 million. Based on our current plans and projections we believe this cash balance will be sufficient to satisfy our liquidity requirements for more than one year from when these financial statements were issued.

Management continues to address our liquidity position and will adjust spending as needed in order to preserve liquidity. Our future liquidity needs will be determined primarily by the success of our operations with respect to the progression of our product candidates and key development and regulatory events in the future. Potential sources of additional funding include: (1) pursuing collaboration, out-licensing and/or partnering opportunities for our portfolio programs and product candidates with one or more third parties, (2) securing debt financing and/or (3) selling equity securities. If additional funding is not obtained through these sources, our parent company has indicated a willingness to loan certain funds to us to finance our operations.

Net cash used in operating activities for the six months ended June 30, 2023 and 2022 was $8.5 million and $8.8 million, respectively. Our future ability to generate cash from operations will depend on achieving regulatory approval and market acceptance of our product candidates, and our ability to enter into collaborations.

Forward-Looking Statements

This Quarterly Report on Form 10-Q and other written and oral statements we make from time to time contain certain “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). You can identify these forward-looking statements by the fact they use words such as “could,” “expect,” “anticipate,” “estimate,” “target,” “may,” “project,” “guidance,” “intend,” “plan,” “believe,” “will,” “potential,” “opportunity,” and “future,” and other words and terms of similar meaning and expression in connection with any discussion of future operating or financial performance. You can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual outcomes to differ materially from current expectations. These statements relate to, among other things, our business strategy, our research and development, our product development efforts, our ability to develop, including our ability to develop and obtain licensure of agenT-797, MiNK-215, and MiNK-413, our prospects for initiating partnerships or collaborations, the timing of the introduction of products, the effect of new

accounting pronouncements, uncertainty regarding our future operating results and our profitability, our csh runway and anticipated sources of funds as well as our plans, objectives, expectations, and intentions.

More detailed descriptions of these risks and uncertainties and other risks and uncertainties applicable to our business that we believe could cause actual results to differ materially from any forward-looking statements are included in in Part I-Item 1A “Risk Factors” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022. We encourage you to read those descriptions carefully. Although we believe we have been prudent in our plans and assumptions, no assurance can be given that any goal or plan set forth in forward-looking statements can be achieved. We caution investors not to place significant reliance on forward-looking statements contained in this document; such statements need to be evaluated in light of all the information contained in this document. Furthermore, the statements speak only as of the date of this document, and we undertake no obligation to update or revise these statements.

JOBS Act

We qualify as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). As an emerging growth company, we may take advantage of specified reduced disclosure and other requirements that are otherwise applicable generally to public companies, including reduced disclosure about our executive compensation arrangements, exemption from the requirements to hold non-binding advisory votes on executive compensation and golden parachute payments and exemption from the auditor attestation requirement in the assessment of our internal control over financial reporting.

We may take advantage of these exemptions until the last day of the fiscal year following the fifth anniversary of our initial public offering or such earlier time that we are no longer an emerging growth company. We would cease to be an emerging growth company earlier if we have more than $1.235 billion in annual revenue, we have more than $700.0 million in market value of our stock held by non-affiliates (and we have been a public company for at least 12 months and have filed one annual report on Form 10-K) or we issue more than $1.0 billion of non-convertible debt securities over a three-year period. For so long as we remain an emerging growth company, we are permitted, and intend, to rely on exemptions from certain disclosure requirements that are applicable to other public companies that are not emerging growth companies. We may choose to take advantage of some, but not all, of the available exemptions.

In addition, the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected not to “opt out” of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we will adopt the new or revised standard at the time private companies adopt the new or revised standard and will do so until such time that we either (i) irrevocably elect to “opt out” of such extended transition period or (ii) no longer qualify as an emerging growth company. Therefore, the reported results of operations contained in our consolidated financial statements may not be directly comparable to those of other public companies.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

This item is not required for smaller reporting companies.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

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

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the three months ended June 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

We are not a party to any material legal proceedings.

Item 1A. Risk Factors.

Our results of operations and financial condition are subject to numerous risks and uncertainties described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022. There have been no material changes to the risk factors described in Part I, Item 1A "Risk Factors" of our 2022 Form 10-K.

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

Use of Proceeds

On October 19, 2021, we closed the initial public offering of our common stock pursuant to which we issued and sold 3,333,334 shares of our common stock at a price to the public of $12.00 per share for aggregate gross proceeds of approximately $40.0 million, before deducting underwriting discounts and commissions and offering expenses payable by us. On November 3, 2021, we sold an additional 500,000 shares of our common stock pursuant to the underwriters' option to purchase additional shares in the initial public offering at the public offering price for an additional $6.0 million in gross proceeds.

All of the shares issued and sold in the initial public offering were registered under the Securities Act pursuant to a Registration Statement on Form S-1 (File No. 333-259503), which was declared effective by the SEC on October 14, 2021. Evercore Group L.L.C and William Blair & Company, L.L.C. acted as joint book-running managers and B. Riley Securities, Inc. and Robert W. Baird & Co. Incorporation acted as co-managers of our initial public offering.

We received net proceeds of approximately $39.8 million after deducting underwriting discounts and commissions and other offering expenses. None of the underwriting discounts and commissions or offering expenses were incurred or paid to directors or officers of ours or their associates or to persons owning 10 percent or more of our common stock or to any of our affiliates.

As of June 30, 2023, we had used approximately $29.2 million of the net proceeds from our initial public offering for the development of agenT-797 and working capital and other general corporate purposes. There has been no material change in our planned use of the net proceeds from the offering as described in our Registration Statement on Form S-1.

Item 6. Exhibits.

Exhibit Number	Description
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

SIGNATURES

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

MiNK Therapeutics, Inc.

Date: August 10, 2023 By: /s/ Jennifer S. Buell, Ph.D.

Jennifer S. Buell, Ph.D.
President and Chief Executive Officer (Principal Executive Officer)

Date: August 10, 2023 By: /s/ Christine M. Klaskin

Christine M. Klaskin
Treasurer (Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

Certification Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended

I, Jennifer S. Buell, certify that:

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

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

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

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

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

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. 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 function):

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

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

Date: August 10, 2023

/s/ Jennifer S. Buell, Ph.D.

Jennifer S. Buell, Ph.D.

President, Chief Executive Officer and Principal Executive Officer

Exhibit 31.2

Certification Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended

I, Christine M. Klaskin, certify that:

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

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

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

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

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

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. 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 function):

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

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

Date: August 10, 2023

/s/ Christine M. Klaskin

Christine M. Klaskin

Treasurer and Principal Financial Officer

Exhibit 32.1

Certification
Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of MiNK Therapeutics, Inc. (the "Company") for the quarterly period ended June 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned to his/her knowledge hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

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

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

/s/ Jennifer S. Buell, Ph.D.

Jennifer S. Buell, Ph.D.

President, Chief Executive Officer and Principal Executive Officer

/s/ Christine M. Klaskin

Christine M. Klaskin

Treasurer and Principal Financial Officer

Date: August 10, 2023

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

The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the Report and should not be considered filed as part of the Report.