DYADIC INTERNATIONAL, INC.
A Delaware Corporation

140 Intracoastal Pointe Drive, Suite 404
Jupiter, Florida 33477

Telephone: (561) 743-8333
Facsimile: (561) 743-8343

SIC Code: 2836

Federal EIN: 45-0486747

Issuer's Quarterly Report

For the three and nine months ended September 30, 2017

ISSUER'S EQUITY SECURITIES

COMMON STOCK

$0.001 Par Value Per Share
100,000,000 Shares Authorized
38,936,988 Shares Issued as of September 30, 2017
28,702,418 Shares Outstanding as of September 30, 2017

OTCQX: DYAI

Dyadic International, Inc. is responsible for the content of this Quarterly Report. The securities described in this document are not registered with, and the information contained in this Quarterly Report has not been filed with, or approved by, the U.S. Securities and Exchange Commission.

All references to "the Company," "the Issuer," "Dyadic," "we," "us" or "our" refers to Dyadic International, Inc. and its consolidated subsidiaries, unless the context otherwise indicates.

TABLE OF CONTENTS

Special Cautionary Note Regarding Forward-Looking Statements

Information (other than historical facts) set forth in this Quarterly Report contains forward-looking statements within the meaning of the Federal Securities Laws, which involve many of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements generally can be identified by use of the words "expect," "should," "intend," "anticipate," "will," "project," "may," "might," potential" or "continue" and other similar terms or variations of them or similar terminology. Dyadic International, Inc., and its subsidiaries cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such statements reflect the current views of our management with respect to our operations, results of operations and future financial performance. Forward-looking statements involve many risks, uncertainties or other factors within and/or beyond Dyadic's control. These factors include, but are not limited to, (1) general economic, political and market conditions; (2) our ability to carry out and implement our biopharmaceutical research and business plans and strategic initiatives; (3) our ability to retain and attract employees, consultants, directors and advisors; (4) our ability to implement and successfully carry out Dyadic's and third parties research and development efforts; (5) our ability to obtain new license and research agreements; (6) our ability to maintain our existing access to, and/or expand access to third party contract research organizations in order to carry out our research projects for ourselves and third parties; (7) competitive pressures and reliance on key third-party and related party research organizations, customers and collaborators; and (8) our reliance on qualified employees and professionals, including scientific, accounting and business personnel, economic, political and market conditions and price fluctuations, government and industry regulation, U.S. and global competition, upgrade financial staffing, implement and monitor internal controls, and comply with financial reporting requirements, and other factors. We caution you that the foregoing list of important factors is not exclusive. The forward-looking statements are based on our beliefs, assumptions and expectations of future performance, considering the information currently available to us. These statements are only predictions based upon our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. Moreover, we operate in a highly regulated, competitive and rapidly changing environment. Our competitors have far greater resources, infrastructure and market presence than we do which makes it difficult for us to enter certain markets, and/or to gain or maintain customers. New risks emerge from time to time and it is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Before investing in our common stock, investors should carefully read the information set forth under the caption "Risk Factors" in our December 31, 2016 Annual Report filed with the OTC Markets on March 24, 2017.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or occur. Except as required by law, we undertake no obligation to publicly update any forward-looking statements for any reason after the date of this Quarterly Report to conform these statements to actual results or to changes in our expectations.

We qualify all our forward-looking statements by these cautionary statements. In addition, with respect to all our forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Item 1 The exact name of the issuer and the address and telephone number of the issuer's principal executive offices.

The name of the issuer is Dyadic International, Inc. The address and telephone number of the issuer's principal executive office is as follow:

The address of the issuer is:	140 Intracoastal Pointe Drive, Suite 404 Jupiter, Florida 33477
The telephone and facsimile is:	Telephone: (561) 743-8333 Facsimile: (561) 743-8343
The issuer's website:	Dyadic's corporate website, www.dyadic.com, contains general information about the Company and our products and services. The information contained on or accessible from such websites shall not be deemed incorporated by reference herein.
Investor relations contact:	Thomas L. Dubinski Chief Financial Officer 140 Intracoastal Pointe Drive, Suite 404 Jupiter, Florida 33477 Telephone: (561) 743-8333 Facsimile: (561) 743-8343 Email: tdubinski@dyadic.com

Item 2 Shares outstanding

As of September 30, 2017, Dyadic had two classes of capital stock authorized, common stock and preferred stock. Our common stock is traded on the OTCQX U.S. Premier, a tier of the OTC marketplace. There were no shares of preferred stock outstanding as of the end of each reported period. The trading symbol for Dyadic's common stock assigned by the Financial Industry Regulatory Authority, Inc. is "DYAI."

The CUSIP number for our common stock is 26745T-10-1.

None of Dyadic's common stock has been registered under the Securities Act of 1933, as amended (the "Securities Act") or qualified under any state securities laws. Certain shares of our common stock are currently eligible for resale in the public market pursuant to the exemption from registration offered by Rule 144 under the Securities Act ("Rule 144"). The remaining outstanding shares of our common stock are "restricted securities" within the meaning of Rule 144, and may be eligible for resale in the future.

Common Stock

Dyadic's common stock has a par value of $0.001 per share. The following table shows our common stock share ownership as of September 30, 2017:

(i)	Number of shares authorized	100,000,000
(ii)	Number of shares issued	38,936,988
(iii)	Number of shares outstanding	28,702,418
(iv)	Number of shares held in treasury	10,234,570
(v)	Number of shares freely tradable (public float) (1)	20,478,195
(vi)	Total number of holders of record	74

There are greater than 1,708 beneficial shareholders owning at least 100 shares of the Company's common stock.

(1) Represents the number of shares outstanding excluding shares held by shareholders owning 10% or more of our common stock, and shares held by our officers and directors. Their shares may be "control shares" subject to the volume and manner of sale restrictions under Rule 144.

Preferred Stock

Dyadic's preferred stock has a par value of $0.0001 per share. The following table shows our preferred stock share ownership as of September 30, 2017:

(i)	Number of shares authorized	5,000,000
(ii)	Number of shares outstanding	-
(iii)	Number of shares freely tradable	-
(iv)	Total number of holders of record	-

Item 3 Unaudited interim consolidated financial statements

Financial Statements

DYADIC INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$ 5,590,273	$ 6,889,357
Escrowed Funds from Sale of Assets	—	7,364,859
Short-term Investment Securities	42,704,131	42,050,052
Interest Receivable	422,608	493,154
Accounts Receivable	270,795	588,213
Current Portion of Prepaid Research and Development	824,634	—
Prepaid Expenses and Other Assets	327,596	242,289
Total Current Assets	50,140,037	57,627,924
Non-current Assets:		
Long-term Investment Securities	2,327,667	1,066,643
Non-current Portion of Prepaid Research and Development	337,465	—
Other Assets	53,469	5,853
Total Assets	$ 52,858,638	$ 58,700,420
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable	$ 891,503	$ 279,057
Accrued Expenses	174,373	389,000
Provision for Contract Losses	—	216,324
Deferred Research and Development Obligation	—	122,222
Income Taxes Payable	—	3,634
Total Current Liabilities	1,065,876	1,010,237
Commitments and Contingencies (See Note 4)		
Stockholders' Equity:		
Preferred Stock, $.0001 Par Value:		
Authorized Shares - 5,000,000; None Issued and Outstanding	—	—
Common Stock, $.001 Par Value:		
Authorized Shares - 100,000,000; Issued Shares - 38,936,988 and 38,930,738, Outstanding Shares - 28,702,418 and 32,382,265 as of September 30, 2017 and December 31, 2016, respectively	38,937	38,931
Additional Paid-In Capital	93,835,384	93,257,472
Treasury Stock, Shares Held at Cost - 10,234,570 and 6,548,473 shares, as of September 30, 2017 and December 31, 2017, respectively	(16,098,082)	(10,401,906)
Accumulated Deficit	(25,983,477)	(25,204,314)
Total Stockholders' Equity	51,792,762	57,690,183
Total Liabilities and Stockholders' Equity	$ 52,858,638	$ 58,700,420

The Accompanying Notes are an Integral Part of these Unaudited Consolidated Financial Statements

DYADIC INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	**2016**	**2017**	**2016**
REVENUES:				
Research and Development Revenue	$ 272,491	$ —	$ 601,420	$ 101,836
COSTS AND EXPENSES:				
Cost of Revenue	220,526	—	541,848	98,822
Provision for Contract Losses	—	—	220,715	—
Research and Development	624,969	369,359	1,364,243	963,673
Research and Development - Related Party (See Note 3)	167,082	—	167,082	—
General and Administrative	1,126,641	939,195	4,150,733	2,923,127
Foreign Currency Exchange Gain, Net	(37,371)	(46,897)	(243,484)	(78,568)
Total Costs and Expenses	2,101,847	1,261,657	6,201,137	3,907,054
LOSS FROM OPERATIONS	(1,829,356)	(1,261,657)	(5,599,717)	(3,805,218)
Other Income:				
Settlement of Litigation, Net	—	—	4,358,223	2,100,000
Interest Income, Net	154,146	146,930	400,575	343,103
Total Other Income	154,146	146,930	4,758,798	2,443,103
NET LOSS BEFORE INCOME TAXES	(1,675,210)	(1,114,727)	(840,919)	(1,362,115)
(Benefit) Provision for Income Taxes	(160,437)	50,694	(72,980)	184,439
NET LOSS	$ (1,514,773)	$ (1,165,421)	$ (767,939)	$ (1,546,554)
NET LOSS PER SHARE				
Basic and Diluted	$ (0.05)	$ (0.03)	$ (0.03)	$ (0.04)
Weighted-Average Number of Shares				
Basic and Diluted	28,709,266	36,185,164	29,007,682	37,514,315

The Accompanying Notes are an Integral Part of these Unaudited Consolidated Financial Statements

DYADIC INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Unaudited)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance at December 31, 2016	38,930,738	$ 38,931	(6,548,473)	$(10,401,906)	$ 93,257,472	$ (25,204,314)	$ 57,690,183
Stock-based Compensation	—	—	—	—	565,257	—	565,257
Exercise of Stock Options	6,250	6	—	—	1,431	—	1,437
Repurchases of Common Stock	—	—	(3,686,097)	(5,696,176)	—	—	(5,696,176)
Cumulative Effect of Change in Accounting Principle	—	—	—	—	11,224	(11,224)	—
Net Loss	—	—	—	—	—	(767,939)	(767,939)
Balance at September 30, 2017	38,936,988	$ 38,937	(10,234,570)	$(16,098,082)	$ 93,835,384	$ (25,983,477)	$ 51,792,762

The Accompanying Notes are an Integral Part of these Unaudited Consolidated Financial Statements

DYADIC INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended September 30,	
	2017	**2016**
OPERATING ACTIVITIES		
Net loss	$ (767,939)	$ (1,546,554)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	565,257	538,471
Amortization of premium on held-to-maturity securities, net	19,897	(923,721)
Provision for contract losses	(216,324)	—
Foreign currency exchange gain	(243,484)	(14,689)
Changes in operating assets and liabilities:		
Interest receivable	70,546	(448,660)
Accounts receivable	334,165	64,164
Prepaid research and development	(1,162,099)	—
Prepaid expenses and other current assets	(74,444)	52,083
Accounts payable	576,894	(478,781)
Accrued expenses	(215,786)	(1,685,718)
Deferred research and development obligation	(122,222)	(92,596)
Income taxes payable	(3,634)	—
Other assets	(47,451)	—
Net cash used in operating activities	**(1,286,624)**	**(4,536,001)**
INVESTING ACTIVITIES		
Purchases of held-to-maturity investment securities	(41,336,000)	(51,202,000)
Proceeds from maturities of investment securities	39,401,000	2,500,000
Net cash used in investing activities	**(1,935,000)**	**(48,702,000)**
FINANCING ACTIVITIES		
Proceeds from issuance of stock	—	100,000
Proceeds from repayment of stock subscriptions	—	40,625
Proceeds from exercise of options	1,437	—
Repurchases of common stock	(5,696,176)	(9,672,969)
Net cash used in financing activities	**(5,694,739)**	**(9,532,344)**
Net decrease in cash, cash equivalents and restricted cash	**(8,916,363)**	**(62,770,345)**
Effect of exchange rate changes on cash	252,420	—
Cash, cash equivalents and restricted cash at beginning of period (See Note 1)	14,254,216	75,962,320
Cash, cash equivalents and restricted cash at end of period	**$ 5,590,273**	**$ 13,191,975**
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for interest	$ —	$ 909
Cash paid for income taxes, net of refunds	$ 19,057	$ 169,903

The Accompanying Notes are an Integral Part of these Unaudited Consolidated Financial Statements

Notes to the Consolidated Financial Statements (Unaudited)

Note 1: Organization and Summary of Significant Accounting Policies

Description of Business

Dyadic International, Inc. ("Dyadic", "we", or the "Company") is a global biotechnology platform company based in Jupiter, Florida with operations in the United States and the Netherlands. Over the past two decades, the Company has developed a gene expression platform for producing commercial quantities of enzymes and other proteins, and has previously licensed this technology to third parties, such as Abengoa Bioenergy, BASF, Codexis and others, for use in industrial (non-pharmaceutical) applications. This technology is based on the *Myceliophthora thermophila* fungus, which the Company nicknamed C1. The C1 technology is a robust and versatile fungal expression system for the development and production of enzymes and other proteins.

On December 31, 2015, the Company sold its industrial technology business to DuPont's (NYSE: DD) industrial biosciences business for $75.0 million (the "DuPont Transaction"). The DuPont Transaction included $8.0 million of the purchase price held in escrow for 18 months to ensure Dyadic's obligations with respect to certain indemnity claims and working capital adjustments. The escrow amount of approximately $7.4 million is net of contractual working capital adjustments agreed to by the parties and interest earned to the release date, as previously reported. The Company received the escrowed funds on July 6, 2017.

When held in the escrow account, the Company's escrowed funds from sale of assets were considered restricted cash, which includes cash and cash equivalents that are legally or contractually restricted as to withdrawal or usage. Effective July 1, 2017, we early adopted ASU 2016-18, Statement of Cash Flows (Topic 230) - Restricted Cash, which requires that restricted cash be included with cash and cash equivalents when reconciling the beginning and end-of-period total amounts shown on the statement of cash flows. As required by this ASU, we applied this change retrospectively to our prior period condensed consolidated statement of cash flows for the nine months ended September 30, 2016. See "Recently Adopted Accounting Pronouncements" for details.

DuPont granted Dyadic co-exclusive rights to the C1 technology for use in all human and animal pharmaceutical applications, with the exclusive ability to enter into sub-license agreements. DuPont retained certain rights to utilize the C1 technology in pharmaceutical applications, including the development and production of pharmaceutical products, for which it will make royalty payments to Dyadic upon commercialization. In certain circumstances, Dyadic may owe a royalty to either DuPont or certain licensor's of DuPont, depending upon whether Dyadic elects to utilize certain patents either owned by DuPont or licensed in by DuPont.

After the DuPont Transaction, the Company has focused on the biopharmaceutical industry, specifically in applying the proprietary C1 gene expression platform to help speed up the development, lower production costs and improve the performance of biologic vaccines and drugs at flexible commercial scales. The C1 technology is anticipated to be particularly beneficial in the development and manufacturing of human and animal vaccines, monoclonal antibodies, biosimilars and/or biobetters, as well as other therapeutic proteins.

Basis of Presentation

The accompanying unaudited interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intra-entity transactions and balances have been eliminated in consolidation.

The accompanying unaudited interim consolidated financial statements for the Company and its subsidiaries have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial reporting. Accordingly, certain information and footnote disclosures normally included in annual consolidated financial statements have been condensed or omitted. In the opinion of management, the accompanying unaudited interim

consolidated financial statements reflect all adjustments (consisting of only normal recurring adjustments and the elimination of intra-entity accounts) considered necessary for a fair presentation of all periods presented. The results of the Company's operations for any interim periods are not necessarily indicative of the results of operations for any other interim period or for a full fiscal year. These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes included in our Annual Report for the year ended December 31, 2016, which was posted to the OTC Markets website on March 24, 2017. Certain reclassifications and format changes have been made to prior period's amounts to conform to the current period's presentation.

Since concluding the DuPont Transaction, the Company has conducted business in one operating segment, which is identified by the Company based on how resources are allocated and operating decisions are made. Management evaluates performance and allocates resources based on the Company as a whole.

Use of Estimates

The preparation of these consolidated financial statements in accordance with GAAP requires management to make estimates and judgments that affect the reported amount of assets and liabilities and related disclosure of contingent assets and liabilities at the date of our consolidated financial statements and the reported amounts of revenues and expenses during the applicable period. Actual results may differ from these estimates under different assumptions or conditions. Such differences could be material to the consolidated financial statements.

Cash and Cash Equivalents

We treat highly liquid investments with original maturities of three months or less when purchased as cash and cash equivalents, including money market funds, which are unrestricted for withdrawal or use. At times, the Company has cash and cash equivalents at financial institutions exceeding the Federal Depository Insurance Company ("FDIC") and the Securities Investor Protection Corporation ("SIPC") insured limit on domestic currency and the Netherlands FDIC counterpart for foreign currency. The Company only deals with reputable financial institutions and has not experienced any losses on these accounts.

Investment Securities

Investment securities are classified as held-to-maturity, available-for-sale, or trading. Management determines the appropriate classification of its investments at the time of purchase and reevaluates the classifications at each balance sheet date. The Company's investments in debt securities have been classified and accounted for as held-to-maturity. Held-to-maturity securities are those securities that the Company has the ability and intent to hold until maturity. Held-to-maturity securities are recorded at amortized cost, adjusted for the amortization or accretion of premiums or discounts. Premiums and discounts are amortized over the life of the related held-to-maturity security. When a debt security is purchased at a premium, the statement of cash flows reflects an investing outflow for the face value of the debt, with the premium reflected as an operating outflow. Other-than-temporary impairment charges, if incurred, will be included in other income (expense).

The Company's investments in money market funds have been classified and accounted for as available-for-sale securities, and presented as cash equivalents on the consolidated balance sheet. As of September 30, 2017, and December 31, 2016, all our money market funds were invested in U.S. Government money market funds. The Company did not have any investment securities classified as trading as of September 30, 2017, and December 31, 2016.

The Company classifies its investment securities as either short-term or long-term based on each instrument's underlying contractual maturity date. Investment securities with maturities of 12 months or less are classified as short-term, and investment securities with maturities greater than 12 months are classified as long-term, from the applicable reporting date.

Concentrations

For the nine months ended September 30, 2017 and 2016, the Company's revenue was generated from three customers and one customer, respectively. At September 30, 2017 and December 31, 2016, the Company's accounts receivable were generated from three customers and three customers, respectively. The loss of business from one or a combination of the Company's customers could adversely affect its revenues.

The Company conducts operations in The Netherlands through its foreign subsidiary, and generates a large portion of its revenues from customers that are located outside of the United States. For the three and nine months ended September 30, 2017, one European customer accounted for approximately 15.9% and 26.9% of total revenue, respectively. For the three and nine months ended September 30, 2016, all the Company's revenue and accounts receivable were from one European customer.

Accounts Receivable

Account receivable consists of amounts billed and currently due from customers and unbilled receivables. Unbilled receivables represent the excess of contract costs and contract revenue (or amount reimbursable under contracts) recognized to date using the proportional performance accounting method over billings to date. Such amounts become billable according to the contract terms, which usually consider the passage of time, achievement of certain milestones or completion of the project. We anticipate that substantially all such unbilled amounts will be billed and collected over the next twelve months. The following table summarizes the billed and unbilled receivables:

	September 30, 2017	December 31, 2016
	(Unaudited)	(Audited)
Billed receivable	$ 97,232	$ 125,000
Unbilled receivable	173,563	463,213
	$ 270,795	$ 588,213

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

	September 30, 2017	December 31, 2016
	(Unaudited)	(Audited)
Prepaid insurance	$ 121,586	$ 94,313
Prepaid income taxes	88,403	—
Prepaid value added taxes	62,677	88,918
Prepaid expenses - other	54,930	59,058
	$ 327,596	$ 242,289

Accounts Payable

Accounts payable consisted of the following:

	September 30, 2017	December 31, 2016
	(Unaudited)	(Audited)
R&D expenses	$ 440,108	$ 135,800
Legal expenses	402,951	64,930
Other	48,444	78,327
	$ 891,503	$ 279,057

Accrued Expenses

Accrued expenses consisted of the following:

	September 30, 2017	December 31, 2016
	(Unaudited)	(Audited)
R&D expenses	$ 56,919	$ 284,329
Employee wages and benefits	110,732	93,400
Legal and other	6,722	11,271
	$ 174,373	$ 389,000

Revenue Recognition

Revenue is recognized when (1) persuasive evidence of an arrangement exists; (2) services have been rendered or product has been delivered; (3) price to the customer is fixed and determinable; and (4) collection of the underlying receivable is reasonably assured.

Since the sale of our industrial technology business to DuPont on December 31, 2015, the Company has devoted substantial resources to apply the C1 technology for use in the biopharmaceutical industry and enhancement of our intellectual property portfolio. We have no pharmaceutical products approved for sale at this point, and all our revenue to date has been research revenue from third party collaborations and government grants. The Company may generate future revenue from license agreements and collaborative arrangements, which may include upfront payment for licenses or options to obtain license, payment for research and development services and milestone payments.

The Company recognizes revenue from research funding under collaboration agreements when earned on a "proportional performance" basis as research hours are incurred. The Company typically performs services as specified in each respective agreement on a best efforts basis, and revenue is recognized over the respective contract periods as the services are performed. The Company initially defers revenue for any amounts billed and payments received in advance of related services performed. The Company then recognizes revenue pursuant to the related pattern of performance, based on total labor hours incurred relative to total labor hours estimated under the contract. Contract accounting requires judgment relative to assessing risks, estimating the revenue and costs and making assumptions for the length of time to complete the contract. Any changes to these assumptions and estimates could result in further adjustments in the future. Changes in estimated revenues, cost of revenues and the related effect on operating income are recognized in the current period using a cumulative catch-up adjustment to reflect the cumulative effect of the changes on current and prior periods based on a contact's proportional performance completed.

Provision for Contract Losses

The Company assesses the profitability of our collaboration agreements to provide research services to our contracted business partners and identifies those contracts where current operating results or forecasts indicate probable future losses. If the anticipated contract cost exceeds the anticipated contract revenue, a provision for the entire estimated loss on the contract is recorded and then accreted into the statement of operations over the remaining term of the contract. The provision for contract losses is based on judgment and estimates, including revenues and costs, where applicable, the consideration of our business partners' reimbursement, and when such loss is deemed probable to occur and is reasonable to estimate.

Research and Development Costs

Research and development ("R&D") costs are expensed as incurred. The R&D costs are related to the Company's internally funded R&D pharmaceutical programs and other partially funded governmental and third party commercial R&D projects.

Research and development expenses consist of the costs incurred in performing research and development activities, including personnel-related costs, facilities, research-related overhead, services from contract research organizations, and other external costs. Research and development costs incurred by type of cost consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Outside contracted services	$ 514,494	$ 282,450	$ 1,018,733	$ 680,396
Personnel related costs	96,809	81,089	296,221	238,652
Facilities, overhead and other	13,666	5,820	49,289	44,625
	$ 624,969	$ 369,359	$ 1,364,243	$ 963,673

General and Administrative Expenses

General and administrative expenses consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Litigation and legal expenses	$ 257,951	$ 74,900	$ 1,020,184	$ 389,984
Salary and benefits	448,873	406,299	1,442,685	832,455
Non-cash share-based compensation expenses	53,534	49,190	465,183	450,274
Consulting and outside service fees	207,261	208,114	696,420	644,098
Other	159,022	200,692	526,261	606,316
	$ 1,126,641	$ 939,195	$ 4,150,733	$ 2,923,127

Litigation Settlement

On March 1, 2017, Dyadic and the last remaining defendant law firm Greenberg Traurig, LLP, and Greenberg Traurig, P.A. (collectively, "Greenberg Traurig") reached a settlement before the case went to the jury. On April 14, 2017, the Company received the full settlement payment in the amount of $4,500,000, net of legal fees and expenses. Per the settlement agreement dated October 22, 2013 between Mark A. Emalfarb ("MAE"), and Dyadic, whereby Dyadic agreed to pay MAE 5% of any net company proceeds up to $25 million, and 8% of any net company proceeds in excess of $25 million; provided, that the maximum amount payable under the agreement be limited to $6 million. In the second quarter of 2017, the Company made a payment of $141,777 to MAE to satisfy this prior contractual obligation. The net litigation settlement gain of $4,358,223 was reported in the Company's consolidated statement of operations, in other income, in the first quarter of 2017.

Income Taxes

During the third quarter of 2017, the Company recorded a current income tax benefit of $160,437 associated with the return to provision adjustments related to our Netherlands entity. The Company's current income tax benefit of $72,980 for the nine months ended September 30, 2017 was based on management's estimate of our income taxes exposure, assessment of temporary differences resulting from differing treatment of items for tax and accounting purposes, and discrete items for the quarter. There were no unrecognized tax benefits as of September 30, 2017 and December 31, 2016.

Deferred tax assets as of September 30, 2017 and December 31, 2016 were approximately $6.0 million and $3.6 million, respectively. Due to the Company's history of operating losses and the uncertainty regarding our ability to generate taxable income in the future, the Company has established a 100% valuation allowance against deferred tax assets as of September 30, 2017 and December 31, 2016.

On March 30, 2017, the Company received a letter from the United States Internal Revenue Service (the "IRS") informing the Company that its 2015 federal tax return was selected for examination. During the period of May to September 2017, the Company had several meetings with the IRS agent and provided the IRS with all requested information. On October 17, 2017, the Company received the final closing letter from the IRS, informing the Company that its review of our tax filing for 2015 was complete, and no changes were required.

Recent Accounting Pronouncements

Financial Instruments

In January 2016, the FASB issued ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 will be effective for the Company beginning in the first quarter of 2018. The Company is currently evaluating the impact, if any, of the adoption of this newly issued guidance to its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which modifies the measurement of expected credit losses of certain financial instruments. ASU 2016-13 will be effective for the Company beginning in the first quarter of 2020. The Company is currently evaluating the impact, if any, of the adoption of this newly issued guidance to its consolidated financial statements.

Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled to when products are transferred to customers.

Subsequently, the FASB has issued the following standards related to ASU 2014-09: ASU 2016-08, Revenue from Contracts with Customers (Topic 606) - Principal versus Agent Considerations (Reporting Revenue Gross versus Net); ASU 2016-10, Revenue from Contracts with Customers (Topic 606) - Identifying Performance Obligations and Licensing; and ASU 2016-12, Revenue from Contracts with Customer (Topic 606) - Narrow-Scope Improvement and Practical Expedients. The Company must adopt ASU 2016-08, ASU 2016-10, and ASU 2016-12 together with ASU 2014-09 (collectively, the "new revenue standards.")

The Company will adopt the new revenue standards on January 1, 2018, using the full retrospective transition method. The Company does not expect the adoption of the new revenue standards to have a material impact on our consolidated financial position, results of operations or cash flows.

Other Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). Under the new guidance, lessees will be required to recognize the assets and liabilities that arise from operating leases. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. Lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. ASU 2016-02 will be effective for the Company beginning in the first quarter of

2019 and early application is permitted. The Company does not expect the standard to have a material impact to its consolidated financial statements and related disclosures.

In March 2017, the FASB issued ASU 2017-08, Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities. The amendments in this ASU shorten the amortization period for certain callable debt securities held at a premium. The amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. The amendments will be effective for interim and annual reporting periods beginning after December 15, 2018 (effective January 1, 2019 for the Company). The Company is still evaluating the impact, if any, of the adoption of this guidance to its consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments," which made eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. The ASU further clarified how the predominance principle should be applied to cash receipts and payments relating to more than one class of cash flows. The ASU is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2017 (effective January 1, 2018 for the Company). The ASU is to be applied retrospectively for each period presented. The Company is still evaluating the impact, if any, of the adoption of this guidance to its consolidated financial statements and related disclosures.

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718): Scope and Modification Accounting. An entity may change the terms or conditions of a share-based payment award for many different reasons, and the nature and effect of the change can vary significantly. Modification is currently defined as "a change in any of the terms or conditions of a share-based payment award." The amendments in this ASU provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in accordance with Topic 718. The amendments will be effective for interim and annual reporting periods beginning after December 15, 2017 (effective January 1, 2018 for the Company). The Company will adopt this new accounting guidance as required, and it is not expected to have a material impact on the Company's consolidated financial statements.

Other pronouncements issued by the FASB or other authoritative accounting standards group with future effective dates are either not applicable or not significant to our consolidated financial statements.

Recently Adopted Accounting Pronouncements

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting. The guidance simplifies several aspects of the accounting for employee share-based payment transactions including allowing excess tax benefits or tax deficiencies to be recognized as income tax benefits or expenses in the Statements of Income rather than in Additional Paid in Capital (APIC). Also, excess tax benefits no longer represent a financing cash inflow on the Statement of Cash Flows and instead will be included as an operating activity. Under this guidance, excess tax benefits and tax deficiencies will be excluded from the calculation of diluted earnings per share, whereas under current accounting guidance, these amounts must be estimated and included in the calculation. In addition, this simplifies the accounting for forfeitures and changes the statutory tax withholding requirements for share-based payments.

The Company adopted ASU 2016-09 in the first quarter of 2017 that began January 1, 2017. We have elected to account for forfeitures as they occur, rather than estimate expected forfeitures over the course of a vesting period. Because of the adoption of ASU 2016-09, we recognized the net cumulative effect of this change as an $11,224 increase to additional paid-in-capital, and an $11,224 increase to accumulative deficit as of January 1, 2017.

In November 2016, the FASB issued ASU 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash," which modifies the presentation of the statement of cash flows and requires reconciliation to the overall change in the total of cash, cash equivalents, restricted cash and restricted cash equivalents. As a result, the statement of cash flows will no longer present transfers between cash and cash equivalents and restricted cash and restricted cash equivalents.

The ASU is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2017. The ASU is to be applied retrospectively for each period presented.

The Company early adopted ASU 2016-18 in the third quarter of 2017 that began July 1, 2017. The adoption of this ASU impacted the Company's presentation of its statement of cash flows, but did not have a material impact on the Company's consolidated balance sheet or consolidated results of operations. Accordingly, the Company has retrospectively adjusted the presentation of its consolidated statement of cash flows for all periods presented. The following table summarizes, by financial statement line item, the adjusted presentation in the Company's condensed consolidated statement of cash flows as of September 30, 2016:

	As Filed September 30, 2016	Adjustments	Adjusted September 30, 2016
Investing activities:			
Escrowed funds and restricted cash	$ (2,795)	$ 2,795	$ —
Net cash used in investing activities	$ (48,704,795)	$ 2,795	$ (48,702,000)
Net (decrease) increase in cash, cash equivalents and restricted cash	$ (62,773,140)	$ 2,795	$ (62,770,345)
Cash, cash equivalents and restricted cash at beginning of period	68,601,138	7,361,182	75,962,320
Cash, cash equivalents and restricted cash at end of period	$ 5,827,998	$ 7,363,977	$ 13,191,975

Note 2: Cash, Cash Equivalents, and Investments

The Company's investments in debt securities are classified as held-to-maturity and are recorded at amortized cost, and its investments in money market funds are classified as cash equivalents. The following tables show the Company's cash, available-for-sale securities, and short-term and long-term investment securities by major security type as of September 30, 2017 and December 31, 2016:

	September 30, 2017 (Unaudited)				
	Level (1)	Fair Value	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Adjusted Cost
Cash and Cash Equivalents					
Cash		$ 2,448,802	$ —	$ —	$ 2,448,802
Money Market Funds	1	3,141,471	—	—	3,141,471
Subtotal		5,590,273	—	—	5,590,273
Short-Term Investment Securities (2)					
Corporate Bonds (4)	2	42,634,362	—	(69,769)	42,704,131
Long-Term Investment Securities (3)					
Corporate Bonds (4)	2	2,322,415	—	(5,252)	2,327,667
Total		$ 50,547,050	$ —	$ (75,021)	$ 50,622,071

	December 31, 2016 (Audited)				
	Level (1)	Fair Value	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Adjusted Cost
Cash and Cash Equivalents					
Cash		$ 3,501,160	$ —	$ —	$ 3,501,160
Money Market Funds	1	3,388,197	—	—	3,388,197
Subtotal		6,889,357			6,889,357
Short-Term Investment Securities (2)					
Corporate Bonds (4)	2	41,983,334	708	(67,426)	42,050,052
Long-Term Investment Securities (3)					
Corporate Bonds (4)	2	1,058,240	—	(8,403)	1,066,643
Total		$ 49,930,931	$ 708	$ (75,829)	$ 50,006,052

(1) Definition of the three-level fair value hierarchy:
- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Other inputs that are directly or indirectly observable in the markets
- Level 3 - Inputs that are generally unobservable

(2) Short-term investment securities will mature within 12 months or less, from the applicable reporting date
(3) Long-term investment securities will mature between 12 and 18 months, from the applicable reporting date
(4) The premium paid to purchase held-to-maturity investment securities were $755,777 and $1,985,433 for the nine months ended September 30, 2017 and 2016, respectively. The premium paid to purchase held-to-maturity investment securities was $1,553,375 for the year ended December 31, 2016.

The Company considers the declines in market value of its investment portfolio to be temporary in nature. The Company's investment policy requires investment securities to be investment grade and held to maturity with the primary objective to maintain a high degree of liquidity while maximizing yield. When evaluating an investment for other-than-temporary impairment, the Company reviews factors such as the length of time and extent to which fair value has been below its cost basis, the financial condition of the issuer and any changes thereto, changes in market interest rates, and whether it is more likely than not the Company will be required to sell the investment before recovery of the investment's cost basis. As of September 30, 2017, the Company does not consider any of its investments to be other-than-temporarily impaired.

Note 3: Research and Collaboration Agreement

On June 30, 2017, the Company entered into a strategic Research Services Agreement (the "RSA") with Biotechnology Developments for Industry in Pharmaceuticals, S.L.U. (“BDI Pharma”), and a Service Framework Agreement (the "SFA", and together with the RSA, the “R&D Agreements”), with VLP The Vaccines Company, S.L.U. (“VLPbio”), both of which companies are subsidiaries of Biotechnology Developments for Industry, S.L., a Spanish biotechnology company (“BDI Holdings” and together with BDI Pharma and VLPbio, "BDI").

The R&D Agreements provide a framework under which the parties will engage in a research and development collaboration encompassing several different projects over approximately a two-year period, with a focus on advancing Dyadic’s proprietary C1 technology in the development of next generation biological vaccines and drugs. Dyadic expects to leverage the BDI team’s previous C1 gene expression and industrial fermentation scale-up and commercialization experience with yeast and filamentous fungi processes to further advance Dyadic’s proprietary C1 technology with the potential to commercialize certain biopharmaceutical product(s). All the data and any products developed from the funded research projects will be owned by Dyadic.

Upon closing of the BDI transaction, the Company paid EUR €1 million in cash to engage BDI to develop designated C1 based product candidates and further improve the C1 manufacturing process, in consideration of which Dyadic also received a 16.1% equity interest in BDI Holdings and a 3.3% equity interest in VLPbio. BDI is obligated to spend a minimum amount of EUR €936,000 over two years in the conduct of the research and development project

under the RSA. If the research and development activities produce a product that is selected for additional development and commercialization, then Dyadic expects to share with BDI a range of between 50% and 75% of the net income from such selected product, depending upon the amount of BDI's aggregate spend in the development of the selected product, with a minimum aggregate spend by BDI of EUR €1 million for a 50% share and EUR €8 million for a 75% share. If BDI does not enter into an agreement with Dyadic for such additional development and commercialization of the selected product, then Dyadic will pay to BDI EUR €1.5 million of the net income from Dyadic's commercialization, if any, of the selected product. In addition, under the SFA, Dyadic agreed to purchase from BDI at least USD $1 million in contract research services specified by Dyadic over the next two years.

The Company has concluded that BDI is not a Variable Interest Entity ("VIE"), because BDI has sufficient equity to finance its activities without additional subordinated financial support and its at-risk equity holders have the characteristics of a controlling financial interest. Additionally, Dyadic is not the primary beneficiary of BDI. Specifically, Dyadic does not have the power to control or direct the activities of BDI or its operations. As a result, the Company does not consolidate its investments in BDI, and the financial results of BDI are not included in the Company's consolidated financial results.

The Company performed a valuation analysis of the components of the transaction and allocated the consideration based on the relative fair value of each component. As the fair value of BDI equity interest was considered immaterial, the initial payment of approximately USD $1.1 million (EUR €1.0 million) was accounted for as a prepaid research and development collaboration payment on our consolidated balance sheet, and both the collaboration payment and the remaining USD $1 million commitment to be paid by Dyadic under the SFA will be expensed as the related research services are performed by BDI. The first collaboration project under the SFA for a total amount of approximately EUR €0.3 million began during the third quarter of 2017.

At September 30, 2017, the prepaid research and development collaboration payment of approximately USD $1.2 million is included in our consolidated balance sheet and has been allocated between the current and noncurrent positions based on whether it is expected to be used over the next 12-month period or beyond. For the three and nine months ended September 30, 2017, the research and development expenses related to the BDI R&D Agreements were recorded in research and development - related party in our consolidated statements of operations in the amount of approximately $0.2 million.

Note 4: Commitments and Contingencies

Leases

Jupiter, Florida Headquarters

The Company’s corporate headquarters are in Jupiter, Florida. The Company occupies approximately 4,900 square feet with a monthly rental rate and common area maintenance charges of approximately $8,700. The lease expires on June 30, 2018.

The Netherlands Office

The Company maintains a small satellite office in Wageningen, The Netherlands. The Company occupies approximately 900 square feet with annual rentals and common area maintenance charges of approximately $4,700. The lease expires on January 31, 2019.

Employment Agreements

As of September 30, 2017, there have been no material changes to the Company executives' employment agreements as compared to December 31, 2016.

Purchase Obligations

As of September 30, 2017, there have been no material changes to the Company's purchase obligations outside the ordinary course of business as compared to December 31, 2016, except for the Research and Collaboration Agreement addressed in Note 3.

Professional Liability Lawsuit

On March 26, 2009, the Company filed a complaint in the Circuit Court of the 15th Judicial Circuit in and for Palm Beach County, Florida against Ernst & Young LLP and Ernst & Young-Hong Kong, L.P., alleging professional negligence/malpractice, breach of fiduciary duty and constructive fraud in connection with the accounting, advisory, auditing, consulting, financial and transactional services they provided to the Company.

On April 14, 2009, the Company amended the complaint (the "Amended Complaint") by naming as additional defendants the Company's former outside legal counsel consisting of the law firms of Greenberg Traurig, LLP, Greenberg Traurig, P.A. (collectively, "Greenberg Traurig"), Jenkens & Gilchrist, P.C. ("Jenkens & Gilchrist") and Bilzin Sumberg Baena Price & Axelrod LLP ("Bilzin Sumberg") as well as attorney Robert I. Schwimmer who previously represented the Company while an attorney at Jenkens & Gilchrist and later at Greenberg Traurig. Jenkens & Gilchrist went out of business in 2007 and is in the process of winding up its business and affairs. The Company also named as defendants the law firm of Moscowitz & Moscowitz, P.A. and its attorneys Norman A. Moscowitz and Jane W. Moscowitz (collectively, the "Moscowitz Defendants") who conducted the investigation and authored the investigative report requested by the Company's Audit Committee following the discovery of alleged improprieties at the Company's Asian subsidiaries. The claims against the Company's former outside legal counsel are for breach of fiduciary duty and professional negligence. In addition to these claims, the Amended Complaint contains a claim of civil conspiracy against Ernst & Young LLP, Greenberg Traurig and Mr. Schwimmer. The claims against Ernst & Young LLP and Ernst & Young-Hong Kong, L.P. were subsequently stayed in the Circuit Court action and submitted to binding arbitration. A final hearing before the arbitration tribunal was completed on May 27, 2011. On February 29, 2012, the arbitration tribunal issued a Final Award which found no auditor negligence, denied the Company any recovery against Ernst & Young LLP and Ernst & Young Hong Kong L.P., and further provided that each party shall bear its own attorneys' fees and costs.

On July 11, 2011, defendants Jenkens & Gilchrist, Bilzin Sumberg and the Moscowitz Defendants filed a counterclaim in the Circuit Court against the Company and a Third-Party Complaint against its President and Chief Executive Officer, Mark Emalfarb, individually, for abuse of process.

The counter claim and Third Party Complaint filed by Jenkens & Gilchrist and Bilzin Sumberg also included claims for common law indemnity against the Company and Mr. Emalfarb. In addition, Jenkens & Gilchrist made a claim against the Company for breach of the implied covenant of good faith and fair dealing. On July 18, 2011, the Moscowitz Defendants filed a motion for summary judgment which the Circuit Court denied in its entirety. On September 9, 2011, Jenkens & Gilchrist and Bilzin Sumberg amended their counterclaim and Third Party Complaint which dropped their claims for abuse of process but retained their claims for common law indemnity against the Company and Mr. Emalfarb.

Bilzin Sumberg also added claims against the Company and Mr. Emalfarb for breach of its retainer agreements and for declaratory relief. Also on September 9, 2011, the Moscowitz Defendants dropped their claims for abuse of process against the Company and Mr. Emalfarb. On December 8, 2011, the Circuit Court dismissed without prejudice all counterclaims against the Company and all third-party claims against Mr. Emalfarb.

On July 18, 2012, the Company filed a Second Amended Complaint which expanded and amplified the Company's prior allegations of negligent acts and omissions by the defendants in the Circuit Court proceedings. All the defendants have filed and served their answers and affirmative defenses.

On August 8, 2012, the Company, Jenkens & Gilchrist and Mr. Schwimmer entered into a Settlement Agreement and General Releases (the "J&G Settlement Agreement") whereby Jenkens & Gilchrist paid the Company $525,000 for the mutual release and discharge of (1) all causes of action between the Company and Jenkens & Gilchrist, and (2) causes of action between the Company and Mr. Schwimmer including, but not limited to, those in the professional

liability lawsuit, but only those which occurred while Mr. Schwimmer served as an attorney at Jenkens & Gilchrist and not while he served as an attorney at Greenberg Traurig or any other time. Such amount was included in other income in the consolidated statement of operations for the year ended December 31, 2012. Pursuant to the J&G Settlement Agreement, the Company, Jenkens & Gilchrist and Mr. Schwimmer have filed a Stipulation of Settlement with the Court to enforce the terms of the J&G Settlement Agreement including, but not limited to, the dismissal of Counts I and II of the Second Amended Complaint against Jenkens & Gilchrist and Mr. Schwimmer with prejudice.

On January 24, 2013, each of the remaining defendants served their amended affirmative defenses to the Second Amended Complaint. On February 11, 2013, the Company served its reply to such amended affirmative defenses.

The Company and the defendants in the Circuit Court proceedings are continuing to engage in written discovery, oral depositions and motion practice.

On November 26, 2013, the Court entered a Case Management Order. Pursuant to the Order, all pretrial motions and other litigation activities were to have been concluded by the end of 2014. The Court ordered mediation was held on November 10th and 11th, 2014.

On July 31, 2015, the Company reached a settlement with one of the three remaining defendant law firms in its ongoing professional liability litigation. On August 12, 2015, the Company received full payment in the amount of $2,170,000, which is net of fees and expenses. The settlement amount was reported in the Company's consolidated statement of operations, in other income, for the year ended December 31, 2015.

On September 29, 2015, the Court removed the professional liability litigation from the Court's eight-week trial docket which commenced on October 26, 2015. Instead, the Court, in an effort to promote settlement, ordered the parties to non-binding arbitration with an initial hearing to occur before December 16, 2015. The parties were scheduled to appear before the Court on November 13, 2015 for hearings on various pre-trial motions. At that time, the Court was expected to address when the professional liability litigation will be set for trial in 2016. The parties also voluntarily agreed to again attend mediation on November 18, 2015.

The parties attended both mediation and non-binding arbitration. No resolution was reached. Pretrial motion practice is now substantially completed. On March 3, 2016, the Court issued an Order setting a six-week jury trial commencing January 6, 2017.

On April 5, 2016, the Company reached a settlement with one of the two remaining defendant law firms, Bilzin Sumberg Baena Price & Axelrod LLP, in its ongoing professional liability litigation. On April 19, 2016, the Company received full payment in the amount of $2,100,000, which is net of legal fees and expenses. The settlement amount was reported in the Company's consolidated statement of operations, in other income, for the quarter ended June 30, 2016. The trial with the remaining defendant law firm Greenberg Traurig, LLP, Greenberg Traurig, P.A. (collectively, "Greenberg Traurig") and the estate of Robert I Schwimmer remains set for January 6, 2017.

On July 8, 2016, the Court heard oral argument on Greenberg Traurig's Renewed Motion for Summary Judgment as to its judgmental immunity affirmative defense.

On July 28, 2016, the Company stipulated to the release of the estate of Robert Schwimmer as a defendant. This was a procedural decision as Greenberg Traurig remains liable for the negligent conduct of deceased Greenberg Traurig lawyer, Robert Schwimmer.

On August 17, 2016, the Court denied Greenberg Traurig's Renewed Motion for Summary Judgment as to its judgmental immunity affirmative defense.

On October 17, 2016, Greenberg Traurig filed a Motion to Continue the Trial. On October 18, 2016, Greenberg Traurig filed a motion to bifurcate the liability and damages determination by the jury into separate trials. On October 27, 2016, the Court heard oral argument on both motions. Both motions were denied.

Trial commenced against Greenberg Traurig in this continuing professional liability litigation on January 6, 2017 and continued for eight weeks thereafter. On March 1, 2017, Dyadic and Greenberg Traurig settled before the case went to the jury, and reached a confidential settlement. On April 14, 2017, the Company received the full settlement payment in the amount of $4,500,000, net of legal fees and expenses. Per the settlement agreement dated October 22, 2013 between Mark A. Emalfarb ("MAE"), and Dyadic, whereby Dyadic agreed to pay MAE 5% of any net company proceeds up to $25 million, and 8% of any net company proceeds in excess of $25 million; provided, that the maximum amount payable under the agreement be limited to $6 million. In the second quarter of 2017, the Company made a payment of $141,777 to MAE to satisfy this prior contractual obligation. The net litigation settlement gain of $4,358,223 was reported in the Company's consolidated statement of operations, in other income, in the first quarter of 2017.

In addition to the matters noted above, from time to time, the Company is subject to legal proceedings, asserted claims and investigations in the ordinary course of business, including commercial claims, employment and other matters, which management considers immaterial, individually and in the aggregate. The Company makes a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. The requirement for these provisions are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a case. Litigation is inherently unpredictable and costly. While the Company believes that it has valid defenses with respect to the legal matters pending against it, protracted litigation and/or an unfavorable resolution of one or more of such proceedings, claims or investigations against the Company could have a material adverse effect on the Company's consolidated financial position, cash flows or results of operations.

Note 5: Share-Based Compensation

Description of Equity Plans

The 2011 Equity Incentive Plan (the "2011 Plan") was adopted by the Company's Board of Directors on April 28, 2011, and approved by the Company's stockholders on June 15, 2011. The 2011 Plan serves as the successor to the Company's 2006 Stock Option Plan (the "2006 Plan"). Since the effective date of the 2011 Plan, all future equity awards were made from the 2011 Plan, and no additional awards will be granted under the 2006 plan. Under the 2011 Plan, 3,000,000 shares of the Company's common stock have been initially reserved for issuance pursuant to a variety of share-based compensation awards, plus any shares available for issuance under the 2006 Plan or are subject to awards under the 2006 Plan which are forfeited or lapse unexercised and which following the effective date are not issued under the 2006 Plan.

As of September 30, 2017, there were 2,712,390 stock options outstanding and an additional 2,006,711 shares of common stock available for grant under the 2011 Plan. As of December 31, 2016, there were 2,158,083 stock options outstanding and an additional 2,567,268 shares of common stock available for grant under the 2011 Plan.

Stock Options

Options are granted to purchase common stock at prices that are equal to the fair value of the common shares on the date the option is granted. Vesting is determined by the Board of Directors at the time of grant. The term of any stock option awards under the Company's 2011 Plan is no more than ten years except for options granted to the CEO, which is five years.

The grant-date fair value of each option grant is estimated using the Black-Scholes option pricing model and amortized on a straight-line basis over the requisite service period, which is generally the vesting period, for each separately vesting portion of the award as if the award was, in substance, multiple awards. The Company has elected to account for forfeitures as they occur, upon the adoption of ASU 2016-09 beginning on January 1, 2017 (See Note 1 *Recently Adopted Accounting Pronouncement*). Use of a valuation model requires management to make certain assumptions with respect to selected model inputs, including the following:

Risk-free interest rate. The risk-free interest rate is based on U.S. Treasury rates with securities approximating the expected lives of options at the date of grant.

Expected dividend yield. The expected dividend yield is zero, as the Company has never paid dividends to common shareholders and does not currently anticipate paying any in the foreseeable future.

Expected stock price volatility. The expected stock price volatility was historically calculated based on the Company's own volatility. During the Company's annual review of its volatility assumption in 2017, the Company determined that it would be appropriate to use historical volatilities of peer companies adjusted for term and leverage as the best estimate of the Company's expected stock price volatility, given the significant changes in the Company's business and capital structure after the DuPont Transaction. The change in assumption is effective January 1, 2017 and only has impact on new options granted in 2017.

Expected life of option. The expected life of option was based on the contractual term of the option and expected employee exercise and post-vesting employment termination behavior. During the Company's annual review of its expected life of option assumption in 2017, the Company determined that it would be appropriate to use the weighted-average vesting period and contractual term of the option as the best estimate of the expected life of a new option (except for the CEO which remains 5 years), given the reduction in force and employee pool changes after the DuPont Transaction. The change in assumption is effective January 1, 2017, and only has an impact on new options granted in 2017.

Discount for lack of marketability. During the Company's annual review of its assumptions in 2017, the Company determined to apply a discount to reflect the lack of marketability due to the holding period restriction of its shares under Rule 144. The change in assumption is effective January 1, 2017 and only has impact on new options granted in 2017.

The assumptions used in the Black-Scholes option pricing model for stock options granted during the nine months ended September 30, 2017 are as follows:

Risk-Free interest rate	1.87% - 2.15%
Expected dividend yield	—%
Expected stock price volatility	70.24% - 71.43%
Expected life of option	5 - 6.25 years
Discount for lack of marketability	17.72%

The weighted average grant-date fair value of stock options granted during the nine months ended September 30, 2017 was $0.81, based on the Black-Scholes option pricing model.

The following table summarizes the stock option activity for the nine months ended September 30, 2017:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2016	2,158,083	$1.60	6.1	$214,883
Granted (1)	660,557	1.61		
Exercised	(6,250)	0.23		
Expired	(100,000)	1.33		
Canceled	—	—		
Outstanding at September 30, 2017	2,712,390	$1.62	6.3	$100,840
Exercisable at September 30, 2017	1,461,503	$1.59	5.6	$97,221

(1) Represents stock options granted on January 3, 2017 in connection with routine annual share-based compensation awards, including (a) 339,667 stock options with an exercise price of $1.63 granted to executives and key personnel, vesting upon grant or one year anniversary, (b) 250,000 stock options with an exercise price of $1.63 granted to Board of Directors, vesting 25% upon grant and the remaining 75% will vest annually in equal installments over four years, and (c) 20,890 stock options with an exercise price of $1.63 granted to employees, vesting annually in equal installments over four years, as well as 50,000 stock options granted to a board member during the third quarter of 2017 with an exercise price of $1.43, vesting 25% upon grant and the remaining 75% will vest annually in equal installments over four years.

Compensation Expenses

The Company recognized non-cash share-based compensation expense for its share-based awards in its statement of operations, and these charges had no impact on the Company's reported cash flows. Total non-cash share-based compensation expense was allocated among the following expense categories:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
General and administrative	$ 53,534	$ 49,190	$ 465,183	$ 450,274
Research and development	32,678	29,398	100,074	88,197
Total	$ 86,212	$ 78,588	$ 565,257	$ 538,471

In April 2017, the Compensation Committee and the Board of Directors approved the amendment to equity awards previously granted to a board member who resigned on June 1, 2017. The amendment provided for (1) acceleration of the vesting dates, and (2) extension of the exercise period. At the time of such modification, the incremental cost of this change was recognized immediately and the amount was immaterial.

As of September 30, 2017, total unrecognized compensation cost related to non-vested stock options granted under the Company's share option plan was approximately $289,185, which is expected to be recognized over a weighted-average period of 2.65 years. The Company will adjust unrecognized compensation cost for actual forfeitures as they occur.

Note 6: Shareholders' Equity

Share Repurchases and Buybacks

Privately Negotiated Share Buyback Transactions

On January 12, 2016, the Company repurchased and retired an aggregate of 2,136,752 shares of its common stock at $1.35 per share for an aggregate purchase price of $2,884,615 pursuant to a Securities Purchase Agreement entered into with Abengoa Bioenergy New Technologies, LLC (“ABNT”). The $1.35 per share price is equal to the average conversion price that Dyadic convertible debt holders received upon conversion of debt as of December 31, 2015. These shares repurchased from ABNT were treated as effective retirements, and therefore reduced reported shares issued and outstanding by the number of shares repurchased. The Company recorded the excess of the purchase price over the par value of the common stock in the accumulated deficit in compliance with U.S. GAAP.

On January 11, 2017, the Company entered into a Securities Purchase Agreement with Pinnacle Family Office Investments L.P (“Pinnacle”) to repurchase an aggregate of 2,363,590 shares of its common stock at $1.54 per share for an aggregate purchase price of $3,639,929. Upon repurchase, the shares are treated by Dyadic as treasury stock. The repurchase of shares from Pinnacle was in addition to Dyadic’s 2016 Stock Repurchase Program as discussed below.

Stock Repurchase Programs

On February 16, 2016, the Board of Directors authorized a one-year stock repurchase program, under which the Company was authorized to repurchase up to $15 million of its outstanding common stock (the "2016 Stock Repurchase Program"). The 2016 Stock Repurchase Program ended on February 15, 2017.

On August 16, 2017, the Board of Directors authorized a new one-year stock repurchase program, under which the Company may repurchase up to $5 million of its outstanding common stock (the "2017 Stock Repurchase Program").

Under the 2017 Stock Repurchase Program, the Company is authorized to repurchase shares in open-market purchases in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The extent to which the Company repurchases its shares, and the timing of such repurchases, is dependent upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as determined by the Company's management. The repurchase program may be extended, suspended or discontinued at any time. The Company expects to finance the program from its existing cash resources. All repurchased shares are held in treasury.

The following table summarizes the Company's stock repurchase activities:

Period	Number of Shares Purchased	Average Repurchase Price per Share	Amount	Total Number of Treasury Shares Purchased as Part of Publicly Announced Plan	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plan
Privately Negotiated Transactions:					
January 12, 2016 - ABNT repurchased and retired shares	2,136,752	$1.35	$ 2,884,615	—	N/A
January 11, 2017 - Pinnacle Family Office Investments L.P. repurchased shares	2,363,590	1.54	3,639,929	2,363,590	N/A
2016 Stock Repurchase Program (1):					$ 15,000,000
January through December 2016	6,548,473	1.59	10,401,906	6,548,473	$ 4,598,094
January 2017	867,507	1.60	1,384,021	867,507	$ 3,214,073
February 2017	448,000	1.48	662,356	448,000	$ 2,551,717
2017 Stock Repurchase Program:					$ 5,000,000
September 2017	7,000	1.41	9,870	7,000	$ 4,990,130
Total open market and privately negotiated purchases	12,371,322	$1.53	$ 18,982,697	10,234,570	

(1) The 2016 Stock Repurchase Program ended on February 15, 2017.

Treasury Stock

As of September 30, 2017, there were 10,234,570 shares of common stock held in treasury, at a cost of approximately $16.1 million, representing the purchase price on the date the shares were surrendered to the Company. As of December 31, 2016, there were 6,548,473 shares held in treasury, at a cost of approximately $10.4 million.

Note 7: Net Loss Per Share

Basic net loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted net loss per share adjusts the weighted average number of common shares outstanding for the potential dilution that could occur if common stock equivalents, such as stock options, warrants, restricted stock and convertible debt, were exercised or converted into common stock, calculated by applying the treasury stock method.

The following table summarizes the calculation of basic and diluted net loss per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net Loss	$ (1,514,773)	$ (1,165,421)	$ (767,939)	$ (1,546,554)
Weighted Average Common Shares Outstanding	28,709,266	36,185,164	29,007,682	37,464,968
Adjustment for Restricted Stock - Unissued vested shares	—	—	—	49,347
Adjustment for Warrants - Unissued vested shares	—	—	—	—
Total Basic Weighted Average Shares Outstanding	28,709,266	36,185,164	29,007,682	37,514,315
Adjustment for Dilutive Securities	—	—	—	—
Total Dilutive Weighted Average Shares Outstanding	28,709,266	36,185,164	29,007,682	37,514,315
Net Loss Per Share				
Basic and Diluted	$ (0.05)	$ (0.03)	$ (0.03)	$ (0.04)

For the three months ended September 30, 2017, and 2016, the effect of the potential exercise of options to purchase 2,712,390, and 2,183,083 shares of common stock were excluded from the computation of diluted net loss per share, respectively, as their effect would have been anti-dilutive.

For the nine months ended September 30, 2017, and 2016, the effect of the potential exercise of options to purchase 2,712,390 and 2,183,083 shares of common stock were excluded from the computation of diluted net loss per share, respectively, as their effect would have been anti-dilutive. In addition, 1,147,276 warrants outstanding as of September 30, 2016 that would have been anti-dilutive were excluded from the computation of diluted loss per share for the nine months ended September 30, 2016.

Note 8: Subsequent Events

The Company has evaluated these unaudited consolidated financial statements for subsequent events through November 9, 2017, the date these unaudited consolidated financial statements were available to be issued. Except as discussed in these quarterly financial statements and below, management is not aware of any material events that have occurred after the balance sheet date that would require adjustment to, or disclosure in the unaudited consolidated financial statements.

Subsequent to September 30, 2017, the Company repurchased, pursuant to the terms of its 2017 Stock Repurchase Program, 25,500 additional shares at a weighted average price of $1.40 per share through November 9, 2017.

On December 7, 2016, the Company received shareholders' approval for a potential reverse stock split in order to meet one of the requirements for a potential up-listing of the Company's common stock from the OTC Markets to NASDAQ. Our Board of Directors has concluded that the significant expense and distraction of an up-listing would not be in the best interest of the Company or its shareholders. Accordingly, the Company has decided not to effectuate a reverse split prior to the December 6, 2017 shareholder approved deadline. Management and the Company’s Board of Directors will continue to evaluate if such an action would be the in the best interest of the Company and its shareholders in the future.

Item 4. Management's discussion and analysis of financial condition and results of operations

The following discussion and analysis contains forward-looking statements about our plans and expectations of what may happen in the future. Forward-looking statements are based on many assumptions and estimates that are inherently subject to significant risks and uncertainties, and our results could differ materially from the results anticipated by our forward-looking statements because of many known or unknown factors, including, but not limited to, those factors discussed in "Risk Factors" to our Annual Report for the year ended December 31, 2016 which was filed with the OTC Markets on March 24, 2017. See also the "Special Cautionary Notice Regarding Forward-Looking Statements" set forth at the beginning of this report.

You should read the following discussion and analysis in conjunction with the unaudited consolidated financial statements, and the related footnotes thereto, appearing elsewhere in this report, and in conjunction with management's discussion and analysis and the audited consolidated financial statements included in our Annual Report for the year ended December 31, 2016 which was filed with the OTC Markets on March 24, 2017.

OVERVIEW

Description of Business

Dyadic International, Inc. ("Dyadic", "we", or the "Company") is a global biotechnology platform company based in Jupiter, Florida with operations in the United States and the Netherlands. Over the past two decades, the Company has developed a gene expression platform for producing commercial quantities of enzymes and other proteins, and has previously licensed this technology to third parties, such as Abengoa Bioenergy, BASF, Codexis and others, for use in industrial (non-pharmaceutical) applications. This technology is based on the *Myceliophthora thermophila* fungus, which the Company nicknamed C1. The C1 technology is a robust and versatile fungal expression system for the development and production of enzymes and other proteins.

On December 31, 2015, the Company sold its industrial technology business to DuPont's (NYSE: DD) industrial biosciences business for $75.0 million (the "DuPont Transaction"). The DuPont Transaction included $8.0 million of the purchase price held in escrow for 18 months to ensure Dyadic's obligations with respect to certain indemnity claims and working capital adjustments. The escrow amount of approximately $7.4 million is net of contractual working capital adjustments agreed to by the parties and interest earned to the release date, as previously reported. The Company received the escrowed funds on July 6, 2017.

DuPont granted Dyadic co-exclusive rights to the C1 technology for use in all human and animal pharmaceutical applications, with the exclusive ability to enter into sub-license agreements. DuPont retained certain rights to utilize the C1 technology in pharmaceutical applications, including the development and production of pharmaceutical products, for which it will make royalty payments to Dyadic upon commercialization. In certain circumstances, Dyadic may owe a royalty to either DuPont or certain licensor's of DuPont, depending upon whether Dyadic elects to utilize certain patents either owned by DuPont or licensed in by DuPont.

After the DuPont Transaction, the Company has focused on the biopharmaceutical industry, specifically in applying the proprietary C1 gene expression platform to help speed up the development, lower production costs and improve the performance of biologic vaccines and drugs at flexible commercial scales. The C1 technology is anticipated to be particularly beneficial in the development and manufacturing of human and animal vaccines, monoclonal antibodies, biosimilars and/or biobetters, as well as other therapeutic proteins.

Our Technology

The Company believes that the C1 gene expression platform attributes have the potential to be used in the development and manufacturing of biologic medicines and vaccines. The C1 cell line is a scientific anomaly compared to other filamentous fungal cells, and the Company believes it has competitive advantages compared to other leading pharmaceutical expression systems, such as CHO ("Chinese Hamster Ovary") cells. Specifically, the C1 cell line has:

- A unique morphology which translates into better growth conditions and very high secreted protein yield, and has been used in industrial production for 20 years at up to 500,000-liter scale.

- Several significant potential operational advantages include:
    - Lower cost synthetic media for the upstream fermentation steps
    - Greater retention of protein through downstream processing steps
    - High purity of secreted proteins
    - No virus carryover from production cells which eliminates two purification steps typical for CHO Production; low pH viral inactivation and virus Nano filtration
- Wide pH and temperature operating conditions which has the potential to translate into more reliable and robust production processes.
- Shorter Production Cycle Times than CHO which translates into the following savings:
    - Reduction of nearly 10-14 days vs CHO for the process of seed flask to fermenter
    - Fermentation cycle time of 5-7 days which is 1/2 to 1/3rd the fermentation production time of CHO and
    - World class protein expression, up to 80 g/l of the target protein/enzyme demonstrated for specialty chemical application

Our Industry and Market

The Company believes that the biopharmaceutical market is an attractive opportunity to apply the C1 technology. The four segments of the market that the Company is addressing are:

- Recombinant vaccines market
- New biologics market
- Biosimilars / Biobetters non-Glycosylated protein market
- Biosimilars / Biobetters Glycosylated protein market

The use of biologic medicines, such as antibodies, is growing fast in the biopharmaceutical industry. However, biologic medicines are very expensive treatments to both patients and the health care systems, and the Company believes that such high cost is the result of the following bottlenecks in the development and manufacture of biologic medicines:

- Low yielding gene expression systems utilized by the biopharmaceutical industry
- Underfunded development efforts for a more efficient next generation gene expression system
- The biopharmaceutical industry’s reluctance in the past to utilize advances in science, such as synthetic biology and genomics to develop next generation gene expression systems for bio manufacturing, such as glycoengineering potentially more productive microorganisms

The Company believes that the biopharmaceutical industry needs a next generation expression platform that is reliable, productive and cost effective to produce affordable biologic medicines, and the Company believes that by further engineering our C1 technology it will have the potential to be an alternative to CHO and other expression systems for certain biologic vaccines and drugs.

Our Goal and Business Development Efforts

Dyadic's goal is to further develop C1 into a safe and efficient gene expression system to help speed up the development, lower production costs and improve the performance of biologic vaccines and drugs at flexible commercial scales. The Company believes, utilizing the rapid advances and ever-increasing affordability of synthetic biology, and genomics that Dyadic is uniquely positioned to develop C1 into a leading next generation protein expression and production system.

The Company expects to continue utilizing a portion of the proceeds from the DuPont Transaction in combination with additional potential funding that is being sought from industry and government programs to conduct research and generate sufficient data to demonstrate C1's potential operational benefits and reduced capital requirements

for biologic vaccine and drug manufacturers. The Company believes that the unique attributes of C1 when combined with our platform development programs is likely to create attractive research, licensing, partnering/collaboration and other revenue and funding opportunities in the biopharmaceutical industry.

The Company is also pursuing a strategy to promote its C1 technology to a broad spectrum of international biopharmaceutical, government and academic audiences to highlight the potential benefits of applying the industrially proven C1 technology in the development and large-scale manufacture of low cost human and animal health protein vaccines and drugs. The Company is conducting marketing and business development initiatives to introduce and educate the market about the potential advantages of the C1 technology.

Through targeted business development efforts, the Company continues to raise the commercial, scientific and technical profile of its C1 technology by regularly attending and making presentations to the biopharmaceutical industry at various conferences, and arranging meetings with key decision makers and industry thought leaders around the world. The Company also regularly holds business development and scientific meetings with interested parties within academia, industry and governmental agencies to highlight the vast potential to further develop our C1 technology into a safe and efficient expression system that may help speed up the development, production and performance of biologic vaccines and drugs at flexible commercial scales, including strain and cell media development.

The Company continues to make progress and create greater interest in the C1 technology from the biopharmaceutical industry through the updated website, renewed marketing materials and presentations. The Company has secured at least 80 Confidential Disclosure Agreements ("CDAs") since the closing of the DuPont Transaction, which has led to several collaborations and Full Time Equivalent ("FTE") funded research collaboration discussions with several top global biopharmaceutical companies. Furthermore, we have retained an additional experienced biopharma board member and have hired consultants with both the experience and relationships within the biopharmaceutical industry and governmental agencies to help us with these efforts. The Company has secured a partially funded feasibility and expression project with one of the largest pharmaceutical companies and a fully funded feasibility and expression project with another of the largest pharmaceutical companies. Additionally, the Company has several other ongoing research and development discussions, at various stages of progress, with other major biopharmaceutical companies.

As well as these important steps, the Company continues to perform gene expression research and development with several therapeutic proteins and recombinant vaccines with and without industry and government support and collaborations with biopharmaceutical companies.

Our Research Partners and Contract Research Organizations (CROs)

In September 2016, the Company entered into a multi-year research and development agreement with a third-party Contract Research Organization, (the "Prime CRO") to begin to further modify and improve the Company's C1 technology.

Since the closing of DuPont Transaction, we have been conducting research and development work on C1 at DuPont's research center in Wageningen, The Netherland's, Dyadic's former C1 research and development center that was acquired by DuPont in the DuPont Transaction on December 31, 2015 ("DuPont Research Center"). On August 4, 2017, the Company announced the conclusion of its formal collaboration research agreement. The research services provided by DuPont concluded on September 30, 2017, and the Company successfully transitioned the C1 platform research programs to our two contract research organizations.

Collaboration Agreement with BDI

On June 30, 2017, the Company entered into a strategic Research Services Agreement (the "RSA") with Biotechnology Developments for Industry in Pharmaceuticals, S.L.U. ("BDI Pharma"), and a Service Framework Agreement (the "SFA", and together with the RSA, the "R&D Agreements"), with VLP The Vaccines Company, S.L.U. ("VLPbio"), both of which companies are subsidiaries of Biotechnology Developments for Industry, S.L., a Spanish biotechnology company ("BDI Holdings" and together with BDI Pharma and VLPbio, "BDI").

The R&D Agreements provide a framework under which the parties will engage in a research and development collaboration encompassing several different projects over approximately a two-year period, with a focus on advancing Dyadic's proprietary C1 technology in the development of next generation biological vaccines and drugs. Dyadic expects to leverage the BDI team's previous C1 gene expression and industrial fermentation scale-up and

commercialization experience with yeast and filamentous fungi processes to further advance Dyadic's proprietary C1 technology with the potential to commercialize certain biopharmaceutical product(s). All the data and any products developed from the funded research projects will be owned by Dyadic. We anticipate that BDI will conduct gene expression work and cGMP media development coupled with fermentation optimization work with a goal of developing high producing C1 strains expressing biologic vaccines, and drugs as well as improving the C1 technology's production process for manufacturing vaccines, antibodies, enzymes and other therapeutic proteins.

Upon closing of the BDI transaction, the Company paid EUR €1 million in cash to engage BDI to develop designated C1 based product candidates and further improve the C1 manufacturing process, in consideration of which Dyadic also received a 16.1% equity interest in BDI Holdings and a 3.3% equity interest in VLPbio. BDI is obligated to spend a minimum amount of EUR €936,000 over two years in the conduct of the research and development project under the RSA. If the research and development activities produce a product that is selected for additional development and commercialization, then Dyadic expects to share with BDI a range of between 50% and 75% of the net income from such selected product, depending upon the amount of BDI's aggregate spend in the development of the selected product, with a minimum aggregate spend by BDI of EUR €1 million for a 50% share and EUR €8 million for a 75% share. If BDI does not enter into an agreement with Dyadic for such additional development and commercialization of the selected product, then Dyadic will pay to BDI EUR €1.5 million of the net income from Dyadic's commercialization, if any, of the selected product. In addition, under the SFA, Dyadic agreed to purchase from BDI at least USD $1 million in contract research services specified by Dyadic over the next two years. Other shareholders of BDI include the founders of BDI and Inveready, an independent Spanish venture capital firm specializing in biotechnology.

The driving rational for this collaborative agreement includes the potential acceleration of certain proof of concept research and data generation, and fermentation process optimization which we believe could be utilized to support our business development and licensing efforts.

We believe that this collaboration agreement with BDI has the potential to enable the Company to further develop its research and development capabilities, such as providing Dyadic and its collaborators with additional C1 gene expression capabilities and C1 fermentation optimization under cGMP conditions, with a goal of developing one or more potential product candidates for further development and commercialization by third-parties.

The research and development initiatives and our investment in BDI are in its early stages and we cannot assure you that the foregoing or any anticipated benefits will be achieved, see "Risk Factors" included in our December 31, 2016, Annual Report filed with the OTC Markets on March 24, 2017, "Risk Factors" (including, "We may make acquisitions, investments and strategic alliances in the future that may use significant resources, result in disruptions to our business or distractions of our management, may not proceed as planned, and could expose us to unforeseen liabilities" and "We are dependent on collaborations with third parties and if we fail to maintain or successfully manage existing, or enter into new, strategic collaborations, we may not be able to develop and commercialize many of our technologies and products and achieve profitability") and also see the "Special Cautionary Note Regarding Forward-Looking Statements" set forth at the beginning of this report.

Our Research and Development ("R&D") Programs

The Company's current research and development activities are focused on the following biopharmaceutical programs:

Ongoing C1 Production Host R&D Programs

The Company has contracted our Prime CRO to further improve the C1 technology to become an even more robust, versatile and efficient therapeutic protein production platform which may be used to help bring biologic drugs to market faster, in greater volumes, at lower cost, and with new properties to drug developers and manufacturers. This includes: (i) improving the genome sequence-accuracy for the application of system biology tools, (ii) improving the C1 genetic tools, (iii) further reducing the background protease(s) levels by identifying and deleting certain protease genes and/or modifying C1 fermentation processes, and (iv) developing C1 strains where site specific integration can be used to increase productivity and to what we expect will help with future regulatory approvals. Furthermore, glycoengineering work has begun which we expect will positively modify the C1 glycosylation pathway to produce proteins that more resemble human glycoforms to produce glycosylated proteins, such as mAbs (monoclonal antibodies).

Some of the new strains developed through the program have already been applied in the two funded feasibility and expression projects with two of the largest pharmaceutical companies. The glycoengineering work of C1 has made good progress so far. However, it will take the Company significant time and effort to further reduce the protease levels being produced from C1 and to create the necessary C1 glycoengineered strains.

Biologic Vaccines Programs

ZAPI

We continue our participation in the ZAPI vaccination program. ZAPI (www.zapi-imi.eu) is a research and development project funded as part of IMI EU program (Zoonoses Anticipation and Preparedness Initiative (ZAPI project; IMI Grant Agreement n°115760)), with the assistance and partial financial support of IMI and the European Commission, and in-kind contributions from EFPIA partners. This project aims to develop a suitable platform for the rapid development and production of vaccines and protocols to fast-track registration of product developed to combat epidemic Zoonotic diseases that have the potential to affect human and animal populations. Some of the benefits we anticipate coming from a successful outcome, if the C1 antigens are used throughout the ZAPI project, will be additional performance and safety data which we would expect to help us in our efforts to apply the C1 expression system for use in developing and manufacturing vaccines across the broader animal and human health industries.

In the short term, we anticipate that the ZAPI project will be carried on at the Prime CRO, as necessary, as we continue to develop improved C1 strains and in our efforts to express sufficient quantities of desired antigens to meet the objectives of the ZAPI project including preparation of expressed antigen samples for further characterization of the C1 antigens, and potential additional immunogenicity tests by other ZAPI participants.

As it was reported previously, one of the Company's C1 expressed antigens was tested in a very small mice study within the ZAPI project and the data indicated that the C1 technology produced antigen generated an immune response in mice that protected the mice, and showed no negative effects on the health of the mice. We anticipate that more immunogenicity and safety testing will be conducted within the ZAPI project in the months and years ahead.

In addition, we plan on continuing our efforts to develop better expressed C1 strains and improve stirred fermentation processes more efficiently at the Prime CRO and BDI, to better meet the objectives that were and are being set out within the ZAPI project.

Biologic Drug Programs

(i) Non-glycosylated Therapeutic Programs

Prior to the conclusion of the collaboration research agreement and the research services provided by DuPont, the Company had been conducting internally funded research programs at the DuPont Research Center to evaluate the use of the state of the art C1 technology to develop non-glycosylated therapeutic products such as Insulin and ranibizumab, a biosimilar version of Lucentis®. The future developments of those two projects, if any, are expected to be carried on by the Prime CRO and BDI.

Ranibizumab (the antibody fragment that is the active pharmaceutical moiety for Lucentis®)

This research program is aiming to evaluate the use of our C1 technology to develop therapeutic proteins for which specific glycostructures are not needed for their Mode of Action ("MoA").

A recombinant version of ranibizumab produced from C1 may be able to be used for the treatment of retinal diseases. We believe that using the C1 technology to produce ranibizumab potentially could be an effective alternative approach in the emerging biosimilar, or biobetter global-markets as they become increasingly competitive.

We intend to continue our efforts to increase the expression level of ranibizumab produced from C1 by one of our newly developed C1 strains and by fermentation process optimization at BDI.

So far, we have been able to successfully express several monoclonal antibodies (mAbs) by using our previous C1 strain including ranibizumab and additionally several other mAbs from our funded feasibility and expression projects using our newly developed C1 strains. Those results provide important additional data that supports our belief that C1 could potentially serve as a powerful technology platform for the development and production of active mAbs. We continue to believe that the further improvements we are making to C1 such as, continuing to reduce the protease levels being produced from C1, along with glycoengineering C1 strains and further optimizing C1's fermentation processes

have the potential to deliver both desirable product quality attributes and high production levels of biologic vaccines and drugs.

Insulin

We continued to evaluate whether to carry out our research to express insulin with the newly developed C1 strains and improved technical approaches at our Prime CRO. Since the expression of insulin using C1 is being affected by proteolytic activity, we worked on identifying the relevant proteases and the conditions to properly expressed pro-insulin.

We understand the challenges and risks of bringing a low cost insulin product to market. It is unlikely that we will continue to try and express insulin using C1 without government or industry financial and other support. We will continue to explore our opportunities and potential research and business partners to determine what direction our insulin research program should proceed, if at all, based on our research results obtained so far.

(ii) Glycosylated Therapeutic Programs

The Company's longer-term objective, which will require substantially more time and money to achieve, is to apply the C1 technology for the even larger therapeutic glycoprotein market. We believe that the C1 technology has the potential to become a useful platform for the development and production of therapeutic glycoproteins with human-like or potentially even superior glycan structures. We believe that with the rapid advances already available today, and those being made at an accelerated pace in genomics and synthetic biology, and with the accelerated pace of new advancements being made, the hyper productive and novel C1 fungal cell line is an excellent candidate to further engineer glycosylation pathways: (i) to create improved immunogenicity in the case of vaccines, or (ii) to eliminate immunogenicity in the case of glycoproteins as therapeutic drugs.

We have started our glycoengineering work at the Prime CRO, aiming to leverage their scientific knowledge and experience to conduct these critical research and development tasks. Specifically, the Company and the Prime CRO are using what we consider to be the best strategies and plan, including implementation of their own experience and proprietary technology for this development work. We expect that the successful accomplishment of this task will facilitate the C1 technology to be an important production platform for developing and manufacturing glycosylated antibodies. As mentioned above, the glycoengineering work of C1 has recently begun, to date this research appears to be progressing as planned. However, there is a long way still to go in developing C1 into a safe and efficient expression system that may help speed up the development, lower production costs, and improve the performance of biologic vaccines and drugs at a flexible commercial scales.

In December 2016, the Company entered into an initial small research program with one of the world's largest pharmaceutical companies to demonstrate the potential of the C1 technology to produce glycosylated therapeutic proteins. This work is being conducted at the Prime CRO. In the first quarter of 2017, we received an upfront payment of $125,000 for this research project, and the remaining payment of the same amount will be received at the end of the project. Several scientific results reached during this proof of concept research program demonstrated that with further development C1 has the potential to become a safe and efficient express system. The Company is waiting to hear if this leading pharmaceutical company is willing to continue funding the further development of C1, and if so what might be the next steps of this collaboration.

In May 2017, the Company entered into a second research program with another one of the world's largest pharmaceutical companies to demonstrate the potential of the C1 technology to produce therapeutic proteins. This work started in June 2017, and is being conducted at the Prime CRO. This research project is fully funded by the pharmaceutical company.

These two funded initial research projects and others we expect to bring in will continue to help defray some of our research expenses, as we continue to develop, and demonstrate the potential of our C1 technology for use in developing and manufacturing biologics. Through these projects, we also hope that we will be able to develop a more meaningful relationship with these pharmaceutical companies.

(iii)Potential Commercialization Program at BDI

Under our collaboration program with BDI, we have begun to evaluate a basket of vaccines and medicines that are commonly used in the animal and human health markets to determine the potential candidates for future

commercialization. The assessment includes different types of molecules that are either glycosylated or non-glycosylated proteins, such as antigens, vaccines, mAbs, Fabs, and bi-specific mAbs.

We continue to review and evaluate our existing and new opportunities for internal and external pharmaceutical research and development projects and collaborations. When the Company has successfully demonstrated C1's capabilities in developing biologics, we will consider setting up our own research and development site in furtherance of our business objectives.

Based on the results from our academic and commercial collaborations and positive feedback that we received from experts in the industry, we believe that Dyadic's C1 technology has great potential to be a next generation gene expression platform to meet certain needs of companies who are developing and producing among other proteins (i) bi-specific and multi specific mAbs, (ii) Fabs, (iii) non glycosylated enzymes and proteins, and (iv) vaccines. The Company is continuing these efforts by working with biopharmaceutical developers and manufacturers to help enable them to bring biologic vaccines and drugs to market faster, in greater volumes, at lower cost, and with new properties, and hopefully, improve access by lowering costs for patients and the health-care system, but most importantly, save lives.

CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGEMENTS

The preparation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and judgments that affect the reported amount of assets and liabilities and related disclosure of contingent assets and liabilities at the date of our consolidated financial statements and the reported amounts of revenues and expenses during the applicable period. Actual results may differ from these estimates under different assumptions or conditions. Such differences could be material to the financial statements.

We define critical accounting policies as those that are reflective of significant judgments and uncertainties and which may potentially result in materially different results under different assumptions and conditions. In applying these critical accounting policies, our management uses its judgment to determine the appropriate assumptions to be used in making certain estimates. These estimates are subject to an inherent degree of uncertainty. Our critical accounting policies include the following:

Revenue Recognition

Revenue is recognized when (1) persuasive evidence of an arrangement exists; (2) services have been rendered or product has been delivered; (3) price to the customer is fixed and determinable; and (4) collection of the underlying receivable is reasonably assured.

Since the sale of our industrial technology business to DuPont on December 31, 2015, the Company has devoted substantial resources to the research and development of C1 technology for application in the pharmaceutical industry and development of our intellectual property. We have no pharmaceutical products approved for sale at this point, and all our revenue to date has been research revenue from third party collaborations and government grants. The Company may generate future revenue from license agreements and collaborative arrangements, which may include upfront payment for licenses or options to obtain license, payment for research and development services and milestone payments.

The Company recognizes revenue from research funding under collaboration agreements when earned on a "proportional performance" basis as research hours are incurred. The Company typically performs services as specified in each respective agreement on a best efforts basis, and revenue is recognized over the respective contract periods as the services are performed. The Company initially defers revenue for any amounts billed and payments received in advance of related services performed. The Company then recognizes revenue pursuant to the related pattern of performance, based on total labor hours incurred relative to total labor hours estimated under the contract. Contract accounting requires judgment relative to assessing risks, estimating the revenue and costs and making assumptions for the length of time to complete the contract. Any changes to these assumptions and estimates could result in further

adjustments in the future. Changes in estimated revenues, cost of revenues and the related effect on operating income are recognized in the current period using a cumulative catch-up adjustment to reflect the cumulative effect of the changes on current and prior periods based on a contact's proportional performance completed.

Provision for Contract Losses

The Company assesses the profitability of our collaboration agreements to provide research services to our contracted business partners and identifies those contracts where current operating results or forecasts indicate probable future losses. If the anticipated contract cost exceeds the anticipated contract revenue, a provision for the entire estimated loss on the contract is recorded and then accreted into the statement of operations over the remaining term of the contract. The provision for contract losses is based on judgment and estimates, including revenues and costs, where applicable, the consideration of our business partners' reimbursement, and when such loss is deemed probable to occur and is reasonable to estimate.

Accrued Research and Development Expenses

In preparing our financial statements, we are required to estimate our accrued expenses. This process involves reviewing open contracts and purchase orders, communicating with our personnel to identify services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of the actual cost. Most of our service providers invoice us monthly or quarterly in arrears for services performed or when contractual milestones are met. We make estimates of our accrued expenses as of each balance sheet date in our financial statements based on facts and circumstances known to us at that time. We periodically confirm the accuracy of our estimates with the service providers and adjust if necessary. Examples of accrued research and development expenses include amounts owed to contract research organizations, to service providers in connection with commercialization and development activities.

Stock-Based Compensation

We have granted stock options and restricted stock to employees, directors and consultants. The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model. The Black-Scholes model considers volatility in the price of our stock, the risk-free interest rate, the estimated life of the option, the closing market price of our stock and the exercise price. For purposes of the calculation, we assumed that no dividends would be paid during the life of the options and restricted stock. The Company performs review on assumptions used in the Black-Scholes option-pricing model on an annual basis. During the 2017 annual review, the Company considered the significant changes in the Company's business and capital structure, and reduction in force subsequent to the DuPont Transaction and determined that it would be appropriate to use historical volatilities of peer companies adjusted for term and leverage as the best estimate of the Company's expected stock price volatility, and to use the weighted-average vesting period and contractual term of the option as the best estimate of the expected life of a new option (with the exception of the CEO which remains 5 years). The Company also determined to apply a discount to reflect the lack of marketability due to the holding period restriction of its shares under Rule 144. The change in assumption is effective January 1, 2017 and only has impact on new options granted in 2017.

The estimates utilized in the Black-Scholes calculation involve inherent uncertainties and the application of management judgment. These estimates are neither predictive nor indicative of the future performance of our stock. As a result, if other assumptions had been used, our recorded share-based compensation expense could have been materially different from that reported. In addition, because some of the options and restricted stock issued to employees, consultants and other third-parties vest upon the achievement of certain milestones, the total expense of share-based compensation is uncertain.

In connection with board member and employee terminations, the Company may modify certain terms to certain outstanding share-based awards. We have recorded charges related to these modifications based on the estimated fair value of the share-based options immediately prior to and immediately after the modification occurs, with any incremental value being charged to expense. We have used the Black-Scholes pricing model in this valuation process,

and this requires management to use various assumptions and estimates. Future modifications to share-based compensation transactions may result in significant expenses being recorded in our consolidated financial statements.

Accounting for Income Taxes

The Company accounts for income taxes under the asset and liability method in accordance with ASC Topic 740, "Income Taxes". Under this method, income tax expense is recognized for: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all the deferred tax assets will not be realized.

In determining taxable income for the Company's consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process requires the Company to make certain estimates of our actual current tax exposure and assessment of temporary differences between the tax and financial statement recognition of revenue and expense. In evaluating the Company's ability to recover its deferred tax assets, the Company must consider all available positive and negative evidence including its past operating results, the existence of cumulative losses in the most recent years and its forecast of future taxable income. Significant management judgment is required in determining our provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets.

The Company is required to evaluate the provisions of ASC 740 related to the accounting for uncertainty in income taxes recognized in a company's financial statements. ASC 740 prescribes a comprehensive model for how a company should recognize, present, and disclose uncertain positions that the company has taken or expects to take in its tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. Differences between tax positions taken or expected to be taken in a tax return and the net benefit recognized and measured pursuant to the interpretation are referred to as "unrecognized benefits." A liability should be recognized (or amount of net operating loss carry forward or amount of tax refundable is reduced) for unrecognized tax benefit because it represents a company's potential future obligation to the taxing authority for a tax position that was not recognized because of applying the provision of ASC 740.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Recent Accounting Pronouncements

See Note 1 to the Consolidated Financial Statements for information about recent accounting pronouncements.

Results of Operations

Three and Nine Months Ended September 30, 2017 Compared to the Same Periods in 2016

Revenue, Cost of Revenue, and Provision for Contract Losses

The following table summarizes the Company’s revenue, cost of revenue and provision for contract losses for the three and nine months ended September 30, 2017 and 2016:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Revenue	$ 272,491	$ —	$ 601,420	$ 101,836
Cost of Revenue	$ 220,526	$ —	$ 541,848	$ 98,822
Provision for Contract Losses	$ —	$ —	$ 220,715	$ —

The increase in research and development revenue, and cost of revenue reflects the activities of the ZAPI project and two confidential biopharmaceutical collaborative research projects that began in December 2016 and June 2017, respectively. The provision for contract losses principally reflects the increase in the total estimated research costs due to the Company's extended involvement in the ZAPI program.

Research and Development

Research and development expenses for the three months ended September 30, 2017, increased 69.4% to approximately $625,000 compared to $369,000 for the same period a year ago. The increase principally reflects the costs of biopharmaceutical research initiatives with third-party contract research organizations and personnel related costs.

Research and development expenses for the nine months ended September 30, 2017, increased 41.5% to approximately $1,364,000 compared to $964,000 for the same period a year ago. The increase principally reflects the costs of biopharmaceutical research initiatives with third-party contract research organizations and personnel related costs.

Research and development expenses - related party, for the three and nine months ended September 30, 2017, increased to approximately $167,000 compared to $0 for the same period a year ago. The increase reflects the research and development costs related to the Company's R&D Agreements with BDI.

General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2017, increased 20.0% to approximately $1,127,000 compared to $939,000 for the same period a year ago. The increase principally reflects professional service costs associated with BDI R&D Agreements of approximately $257,000. This increase was offset by other cost reductions of approximately $69,000.

General and administrative expenses for the nine months ended September 30, 2017, increased 42.0% to approximately $4,151,000 compared to $2,923,000 for the same period a year ago. The increase principally reflects litigation costs for trial of approximately $372,000, financial reporting and biopharmaceutical business development resource costs of approximately $376,000, professional service costs associated with BDI R&D Agreements of approximately $314,000, and new employment agreements for executives of approximately $267,000. These increases were partially offset by reductions in insurance and other costs of approximately $101,000.

Litigation Settlement

On March 1, 2017, Dyadic and the last remaining defendant law firm Greenberg Traurig, LLP, and Greenberg Traurig, P.A. (collectively, "Greenberg Traurig") reached a settlement before the case went to the jury. On April 14, 2017, the Company received the full settlement payment in the amount of $4,500,000, net of legal fees and expenses. Per the settlement agreement dated October 22, 2013 between Mark A. Emalfarb ("MAE"), and Dyadic, whereby Dyadic agreed to pay MAE 5% of any net company proceeds up to $25 million, and 8% of any net company proceeds in excess of $25 million; provided, that the maximum amount payable under the agreement be limited to $6 million. In the second quarter of 2017, the Company made a payment of $141,777 to MAE to satisfy this prior contractual obligation. The net litigation settlement gain of $4,358,223 was reported in the Company’s consolidated statement of

operations, in other income, in the first quarter of 2017. See Note 4: *Commitments and Contingencies* - Professional Liability Lawsuit.

Foreign Currency Exchange Gain

Foreign currency exchange gain, for the three months ended September 30, 2017, was approximately $37,000 compared to $47,000 for the same period a year ago. The change represents the currency fluctuation of the Euro in comparison to the U.S. dollar.

Foreign currency exchange gain, for the nine months ended September 30, 2017, was approximately $243,000 compared to $79,000 for the same period a year ago. The change represents the strengthening of the Euro in comparison to the U.S. dollar.

Interest Income

Interest income for the three months ended September 30, 2017, increased 4.8% to approximately $154,000 compared to $147,000 for the same period a year ago. The change was not material.

Interest income for the nine months ended September 30, 2017, increased 16.9% to approximately $401,000 compared to $343,000 for the same period a year ago. The increase in interest income reflects earnings on the Company's investment grade debt securities, which are classified as held-to-maturity.

LIQUIDITY AND CAPITAL RESOURCES

Prior to the DuPont Transaction, the Company financed its operations primarily with proceeds from its industrial enzyme business, upfront fees from licensing of technology, external borrowings, borrowings from its stockholders, sales of common equity securities, and the receipt of settlement proceeds from its ongoing lawsuit against the Company’s former outside legal counsel.

After the DuPont Transaction, our primary source of cash has been cash received from the DuPont Transaction in December 2015 in addition to investment income, and funding from our research collaboration agreements. In April 2017, the Company's liquidity was further improved with the receipt of a litigation settlement of approximately $4.4 million, net of legal fees and other expenses, ending our long-standing professional liability litigation. (See Note 4: *Commitments and Contingencies* - Professional Liability Lawsuit.) In addition, on July 6, 2017, we received the escrowed funds from the DuPont Transaction of approximately $7.4 million. The Company completed its 2016 Stock Repurchase Program in February 2017, and on August 16, 2017, the Board of Directors authorized the 2017 Stock Repurchase Program, under which the Company may repurchase up to $5 million of its outstanding common stock. (See Note 6, *Shareholders' Equity* to the Consolidated Financial Statements) The Company expects to finance the 2017 Stock Repurchase Program from its existing cash resources.

Our ability to achieve profitability depends on several factors, including our scientific results and our ability to obtain new sublicense agreements. We may continue to incur substantial operating losses even if we begin to generate revenues from research and development and licensing. Our future cash needs are expected to be concentrated on operating activities, including R&D expenses. We believe our existing cash position and investments in investment grade securities will be adequate to meet our operational, business, and other liquidity requirements in the next twelve months.

At September 30, 2017, cash and cash equivalents were approximately $5.6 million compared to $6.9 million at December 31, 2016. The net decrease in cash and cash equivalents for the nine months ended September 30, 2017 of approximately $1.3 million principally reflects cash used in the repurchase of common stock of approximately $5.7 million, upfront payment for the previously announced BDI R&D Agreements of approximately $1.3 million, cash used in operations of approximately $4.2 million, cash used to purchase investment grade securities, net of proceeds from maturities and interest, of approximately $1.5 million, offset by cash received from escrowed funds of

approximately $7.4 million, cash received from a litigation settlement, net of related costs, of approximately $3.7 million, and the favorable effect of exchange rate changes on cash of approximately $0.3 million.

Net cash used in operating activities for the nine months ended September 30, 2017 of approximately $1,287,000 was principally attributable to a net loss of approximately $768,000, upfront collaboration payment of approximately $1,162,000, foreign currency exchange effect of approximately $243,000, and amortization of contract losses of approximately $216,000, partially offset by stock based compensation expense of approximately $565,000, changes in operating assets and liabilities of approximately $518,000, net amortization of premium on held-to-maturity securities of approximately $20,000.

Net cash used in operating activities for the nine months ended September 30, 2016 of approximately $4,536,000 was principally attributable to a net loss of approximately $1,546,600, investment securities premium and interest, net of amortization of approximately $1,372,400, and changes in operating assets and liabilities of approximately $2,155,500 primarily related to the pay out of payables related to DuPont transition services agreement and accrued employment termination costs, offset by stock based compensation expenses of approximately $538,500.

Net cash used in investing activities for the nine months ended September 30, 2017 of approximately $1.9 million was principally attributable to proceeds from maturities of investment grade securities.

Net cash used in investing activities for the nine months ended September 30, 2016 of approximately $48.7 million was primarily used for purchase of investment securities.

Net cash used in financing activities for the nine months ended September 30, 2017 of approximately $5.7 million was attributable to repurchase of common stock.

Net cash used in financing activities for the nine months ended September 30, 2016 of approximately $9.5 million was principally attributable to repurchase of common stock of $9.7 million offset by the issuance of common stock of $100,000 and the proceeds received from outstanding stock subscriptions of approximately $40,600.

Item 5. Legal proceedings

Professional Liability Lawsuits

See Note 4 to the Consolidated Financial Statements for information on legal proceeding regarding the professional liability lawsuits.

IRS Audit Request

On March 30, 2017, the Company received a letter from the United States Internal Revenue Service (the "IRS") informing the Company that its 2015 federal tax return was selected for examination. During the period of May to September 2017, the Company had several meetings with the IRS agent and provided the IRS with all requested information. On October 17, 2017, the Company received the final closing letter from the IRS, informing the Company that its review of our tax filing for 2015 was complete, and no changes were required.

The Company is also subject to legal proceedings, asserted claims and investigations in the ordinary course of business, including from time to time commercial claims, employment and other matters, which management considers immaterial, individually and in the aggregate. The Company makes a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. The requirement for these provisions are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a case. Litigation is inherently unpredictable and costly. While the Company believes that it has valid defenses with respect to the legal matters pending against it, protracted litigation and/or an unfavorable resolution of one or more of such proceedings, claims or investigations

against the Company could have a material adverse effect on the Company's consolidated financial position, cash flows or results of operations.

Item 6. Defaults upon senior securities

None.

Item 7. Other information

Quantitative and Qualitative Disclosures about Market Risk

The primary objective of our investment activities is to preserve principal while maximizing our income from investments and minimizing our market risk. We currently invest in government money market funds and investment-grade corporate debt in accordance with our investment policy, which we may change from time to time. The securities in which we invest have market risk. This means that a change in prevailing interest rates, and/or credit risk, may cause the fair value of the investment to fluctuate. For example, if we hold a security that was issued with a fixed interest rate at the then-prevailing rate and the prevailing interest rate later rises, the fair value of our investment will probably decline. As of September 30, 2017, our portfolio of financial instruments consists of cash equivalents, short-term and long-term interest bearing securities, including government money market funds and corporate bonds. The average duration of all our held-to-maturity investments held as of September 30, 2017 was less than 12 months. Due to the short-term nature of these financial instruments, we believe there is no material exposure to interest rate risk, and/or credit risk, arising from our portfolio of financial instruments.

Risk Factors

Investing in our common stock involves a high degree of risk. You should carefully consider all the matters described in this Quarterly Report for the three and nine months ended September 30, 2017 and the "risk factors" included in our December 31, 2016 Annual Report filed with the OTC Markets on March 24, 2017, which is incorporated herein by reference, in evaluating our current business and future performance. We cannot assure you that any of the events discussed in the risk factors will not occur. If we are not able to successfully address any of the risks or difficulties, we could experience significant changes in our business, operations and financial performance. In such circumstances, the trading price of our common stock could decline, and in some cases, such declines could be significant and you could lose part or all of your investment. In addition to the risks, other unforeseeable risks and uncertainties or factors that we currently believe are immaterial may also adversely affect our operating results, and there may be other risks that may arise in the future. Certain statements contained in this Quarterly Report for the three and nine months ended September 30, 2017 constitute forward-looking statements. Please refer to the section entitled "Special Cautionary Notice Regarding Forward-Looking Statements" appearing on page 3 of this Quarterly Report for important limitations and guidelines regarding reliance on forward-looking statements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Board of Directors Changes

On March 8, 2017, the Special Committee was disbanded because of the settlement of the Company's professional liability litigation.

Effective June 1, 2017, Mr. Stephen Warner resigned from the Board of Directors and all related Board committees to which he served, which included the audit, compensation and nominating committees of the Board. Mr. Warner served on the board of directors since October 2004.

Item 8. Exhibits

None

Item 9. Certifications

Certification

I, Mark A. Emalfarb, certify that:

1. I have reviewed the Information and Quarterly Report, exhibits, and all notes thereto of Dyadic International, Inc.;

2. Based on my knowledge, this Quarterly 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 Quarterly Report; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Quarterly Report.

Dated November 9, 2017

_____/s/ Mark A. Emalfarb_____

By: Mark A. Emalfarb
Title: President and Chief Executive Officer

Certification

I, Thomas L. Dubinski, certify that:

1. I have reviewed the Information and Quarterly Report, exhibits, and all notes thereto of Dyadic International, Inc.;

2. Based on my knowledge, this Quarterly 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 Quarterly Report; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Quarterly Report.

Dated November 9, 2017

/s/ Thomas L. Dubinski

By: Thomas L. Dubinski
Title: Vice President and Chief Financial Officer