

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or Section 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 24, 2022**

**EXECUTIVE NETWORK PARTNERING  
CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-39521**  
(Commission  
File Number)

**85-1669324**  
(I.R.S. Employer  
Identification Number)

**137 Newbury Street, 7th Floor**  
**Boston, Massachusetts**  
(Address of principal executive offices)

**02116**  
(Zip Code)

**Registrant's telephone number, including area code: (857) 362-9205**

**Not Applicable**  
(Former Name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>CAPS™, each consisting of one share of Class A common stock and one-fourth of one redeemable warrant</b>	<b>ENPC.U</b>	<b>The New York Stock Exchange</b>
<b>Class A common stock, par value \$0.0001 per share</b>	<b>ENPC</b>	<b>The New York Stock Exchange</b>
<b>Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share</b>	<b>ENPC WS</b>	<b>The New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

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## EXPLANATORY NOTES

As previously disclosed, on May 16, 2022, Executive Network Partnering Corporation (the “Company” or “ENPC”), Granite Ridge Resources, Inc., a Delaware corporation (“Parent”), ENPC Merger Sub, Inc., a Delaware corporation, GREP Merger Sub, LLC, a Delaware limited liability company, and GREP Holdings, LLC, a Delaware limited liability company (“GREP”), entered into a business combination agreement (as it may be amended, supplemented or otherwise modified from time to time, the “Business Combination Agreement”) pursuant to which ENPC and GREP shall enter into a business combination. In connection therewith, ENPC is furnishing its unaudited financial statements for the three and nine months ended September 30, 2022, and related management’s discussion and analysis in this Current Report on Form 8-K (the “Current Report”).

### **Item 2.02 Results of Operations and Financial Condition**

The ENPC’s information regarding its financial statements for the three and nine months ended September 30, 2022, furnished under Item 7.01 is incorporated herein by reference.

### **Item 7.01 Regulation FD Disclosure**

An investment in ENPC’s securities involves a high degree of risk. Before making an investment decision, you should carefully consider the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2021 and our subsequent quarterly reports, before deciding whether to invest in ENPC securities. The occurrence of any of the adverse developments described in such risk factors could materially and adversely harm our business, financial condition, results of operations or prospects. In that case, the trading price of our securities could decline, and you may lose all or part of your investment.

PART I - FINANCIAL INFORMATION

Item 1. Condensed Financial Statements

EXECUTIVE NETWORK PARTNERING CORPORATION  
CONDENSED BALANCE SHEETS

	September 30, 2022 (Unaudited)	December 31, 2021
<b>Assets:</b>		
Current assets:		
Cash	\$ 103,949	\$ 93,862
Prepaid expenses	—	206,980
<b>Total current assets</b>	<b>103,949</b>	<b>300,842</b>
Investments held in Trust Account	416,329,383	414,052,978
<b>Total Assets</b>	<b>\$416,433,332</b>	<b>\$414,353,820</b>
<b>Liabilities, Class A Common Stock Subject to Possible Redemption and Stockholders' Deficit:</b>		
Current liabilities:		
Accounts payable	\$ 126,086	\$ 68,735
Accounts payable - related party	160,000	—
Accrued expenses	8,551,883	953,135
Franchise tax payable	68,389	174,603
Income tax payable	407,567	—
Convertible note - related party	1,548,481	—
<b>Total current liabilities</b>	<b>10,862,406</b>	<b>1,196,473</b>
Convertible note - related party, long term	—	430,000
Derivative warrant liabilities	9,771,325	7,135,560
<b>Total Liabilities</b>	<b>20,633,731</b>	<b>8,762,033</b>
<b>Commitments and Contingencies</b>		
Class A common stock subject to possible redemption; \$0.0001 par value; 41,400,000 shares issued and outstanding at \$10.03 and \$10.00 per share redemption value as of September 30, 2022 and December 31, 2021, respectively	415,433,227	414,000,000
<b>Stockholders' Deficit:</b>		
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; none issued or outstanding as of September 30, 2022 and December 31, 2021	—	—
Class A common stock, \$0.0001 par value; 380,000,000 shares authorized; 614,000 shares issued and outstanding as of September 30, 2022 and December 31, 2021, net of shares subject to possible redemption	61	61
Class B common stock, \$0.0001 par value; 1,000,000 shares authorized; 300,000 shares issued and outstanding as of September 30, 2022 and December 31, 2021	30	30
Class F common stock, \$0.0001 par value; 50,000,000 shares authorized; 828,000 shares issued and outstanding as of September 30, 2022 and December 31, 2021	83	83
Accumulated deficit	(19,633,800)	(8,408,387)
<b>Total stockholders' deficit</b>	<b>(19,633,626)</b>	<b>(8,408,213)</b>
<b>Total Liabilities, Class A Common Stock Subject to Possible Redemption and Stockholders' Deficit</b>	<b>\$416,433,332</b>	<b>\$414,353,820</b>

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

**EXECUTIVE NETWORK PARTNERING CORPORATION**  
**UNAUDITED CONDENSED STATEMENTS OF OPERATIONS**

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2022	2021	2022	2021
<b>Operating expenses</b>				
General and administrative expenses	\$ 204,115	\$ 308,210	\$ 8,719,899	\$ 849,209
Administrative fee - related party	60,000	60,000	180,000	180,000
Franchise tax expense	50,411	50,411	125,360	149,589
Loss from operations	(314,526)	(418,621)	(9,025,259)	(1,178,798)
Change in fair value of derivative warrant liabilities	(211,605)	1,482,770	(2,635,765)	2,421,945
Income from investments held in Trust Account	1,775,512	1,134	2,276,405	30,970
<b>Income (loss) before income tax expense</b>	1,249,381	1,065,283	(9,384,619)	1,274,117
Income tax expense	362,272	—	407,567	—
<b>Net income (loss)</b>	<u>\$ 887,109</u>	<u>\$ 1,065,283</u>	<u>\$ (9,792,186)</u>	<u>\$ 1,274,117</u>
<b>Weighted average shares outstanding of Class A common stock, basic and diluted</b>	<u>42,014,000</u>	<u>42,014,000</u>	<u>42,014,000</u>	<u>42,014,000</u>
<b>Basic and diluted net income (loss) per share of Class A common stock</b>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ (0.23)</u>	<u>\$ 0.03</u>
<b>Weighted average shares outstanding of Class B common stock, basic and diluted</b>	<u>300,000</u>	<u>300,000</u>	<u>300,000</u>	<u>300,000</u>
<b>Basic and diluted net income (loss) per share of Class B common stock</b>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ (0.23)</u>	<u>\$ 0.03</u>
<b>Weighted average shares outstanding of Class F common stock, basic and diluted</b>	<u>828,000</u>	<u>828,000</u>	<u>828,000</u>	<u>828,000</u>
<b>Basic and diluted net income (loss) per share of Class F common stock</b>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ (0.23)</u>	<u>\$ 0.03</u>

*The accompanying notes are an integral part of these unaudited condensed financial statements.*

**EXECUTIVE NETWORK PARTNERING CORPORATION**  
**UNAUDITED CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**

For the Three and Nine Months Ended September 30, 2022

	Common Stock						Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Class A		Class B		Class F				
	Shares	Amount	Shares	Amount	Shares	Amount			
<b>Balance - December 31, 2021</b>	<b>614,000</b>	<b>\$ 61</b>	<b>300,000</b>	<b>\$ 30</b>	<b>828,000</b>	<b>\$ 83</b>	<b>\$ —</b>	<b>\$ (8,408,387)</b>	<b>\$ (8,408,213)</b>
Net income	—	—	—	—	—	—	—	3,322,933	3,322,933
<b>Balance - March 31, 2022 (unaudited)</b>	<b>614,000</b>	<b>61</b>	<b>300,000</b>	<b>30</b>	<b>828,000</b>	<b>83</b>	<b>—</b>	<b>(5,085,454)</b>	<b>(5,085,280)</b>
Increase in redemption value of Class A common stock subject to possible redemption	—	—	—	—	—	—	—	(70,397)	(70,397)
Net loss	—	—	—	—	—	—	—	(14,002,228)	(14,002,228)
<b>Balance - June 30, 2022 (unaudited)</b>	<b>614,000</b>	<b>61</b>	<b>300,000</b>	<b>30</b>	<b>828,000</b>	<b>83</b>	<b>—</b>	<b>(19,158,079)</b>	<b>(19,157,905)</b>
Increase in redemption value of Class A common stock subject to possible redemption	—	—	—	—	—	—	—	(1,362,830)	(1,362,830)
Net income	—	—	—	—	—	—	—	887,109	887,109
<b>Balance - September 30, 2022 (unaudited)</b>	<b>614,000</b>	<b>\$ 61</b>	<b>300,000</b>	<b>\$ 30</b>	<b>828,000</b>	<b>\$ 83</b>	<b>\$ —</b>	<b>\$(19,633,800)</b>	<b>\$(19,633,626)</b>

For the Three and Nine Months Ended September 30, 2021

	Common Stock						Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Class A		Class B		Class F				
	Shares	Amount	Shares	Amount	Shares	Amount			
<b>Balance - December 31, 2020</b>	<b>614,000</b>	<b>\$ 61</b>	<b>300,000</b>	<b>\$ 30</b>	<b>828,000</b>	<b>\$ 83</b>	<b>\$ —</b>	<b>\$ (9,880,718)</b>	<b>\$ (9,880,544)</b>
Net income	—	—	—	—	—	—	—	1,621,543	1,621,543
<b>Balance - March 31, 2021 (unaudited)</b>	<b>614,000</b>	<b>61</b>	<b>300,000</b>	<b>30</b>	<b>828,000</b>	<b>83</b>	<b>—</b>	<b>(8,259,175)</b>	<b>(8,259,001)</b>
Net loss	—	—	—	—	—	—	—	(1,422,012)	(1,422,012)
<b>Balance - June 30, 2021 (unaudited)</b>	<b>614,000</b>	<b>61</b>	<b>300,000</b>	<b>30</b>	<b>828,000</b>	<b>83</b>	<b>—</b>	<b>(9,681,187)</b>	<b>(9,681,013)</b>
Net income	—	—	—	—	—	—	—	1,074,586	1,074,586
<b>Balance - September 30, 2021 (unaudited)</b>	<b>614,000</b>	<b>\$ 61</b>	<b>300,000</b>	<b>\$ 30</b>	<b>828,000</b>	<b>\$ 83</b>	<b>\$ —</b>	<b>\$ (8,606,601)</b>	<b>\$ (8,606,427)</b>

*The accompanying notes are an integral part of these unaudited condensed financial statements.*

**EXECUTIVE NETWORK PARTNERING CORPORATION**  
**UNAUDITED CONDENSED STATEMENTS OF CASH FLOWS**

	For the Nine Months Ended	
	September 30,	
	2022	2021
<b>Cash Flows from Operating Activities:</b>		
Net income (loss)	\$(9,792,186)	\$ 1,274,117
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Change in fair value of derivative warrant liabilities	2,635,765	(2,421,945)
Interest income from investments held in Trust Account	(2,276,405)	(30,970)
Changes in assets and liabilities:		
Prepaid expenses	206,980	150,417
Accounts payable	57,351	157,199
Accounts payable - related party	160,000	—
Accrued expenses	7,598,748	(94,681)
Franchise tax payable	(106,214)	86,359
Income tax payable	407,567	—
<b>Net cash used in operating activities</b>	<u>(1,108,394)</u>	<u>(879,504)</u>
<b>Cash Flows from Financing Activities:</b>		
Proceeds from convertible note - related party	1,118,481	180,000
<b>Net cash provided by financing activities</b>	<u>1,118,481</u>	<u>180,000</u>
<b>Net change in cash</b>	10,087	(699,504)
<b>Cash - beginning of the period</b>	93,862	888,097
<b>Cash - end of the period</b>	<u><u>\$ 103,949</u></u>	<u><u>\$ 188,593</u></u>

*The accompanying notes are an integral part of these unaudited condensed financial statements.*

**EXECUTIVE NETWORK PARTNERING CORPORATION**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2022**

**Note 1 - Description of Organization, Business Operations and Going Concern**

***Organization and General***

Executive Network Partnering Corporation (the “Company”) is a blank check company incorporated in Delaware on June 22, 2020. The Company was formed for the purpose of identifying a company to partner with, in order to effectuate a merger, share exchange, asset acquisition, share purchase, reorganization or similar partnering transaction with one or more businesses (“Partnering Transaction”). The Company may pursue a Partnering Transaction in any business or industry but expect to focus on a business where the Company believes its strong network, operational background, and aligned economic structure will provide the Company with a competitive advantage. The Company is an emerging growth company and, as such, the Company is subject to all of the risks associated with emerging growth companies. The Company’s sponsor is ENPC Holdings, LLC, a Delaware limited liability company (the “Sponsor”).

As of September 30, 2022, the Company had not commenced any operations. All activity for the period from June 22, 2020 (inception) through September 30, 2022 relates to the Company’s formation and the initial public offering (“Initial Public Offering”) and since the closing of the Initial Public Offering, the search for a prospective initial Partnering Transaction. The Company will not generate any operating revenues until after the completion of its initial Partnering Transaction, at the earliest. The Company generates non-operating income in the form of interest income on investments held in trust account from the proceeds derived from the Initial Public Offering.

***Financing***

The registration statement for the Company’s Initial Public Offering was declared effective on September 15, 2020. On September 18, 2020, the Company consummated its Initial Public Offering of 41,400,000 of its securities called CAPS<sup>TM</sup> (“CAPS<sup>TM</sup>”) (with respect to the Class A common stock included in the CAPS<sup>TM</sup> being offered, the “Public Shares”), which included 5,400,000 CAPS<sup>TM</sup> issued as a result of the underwriters’ exercise in full of their over-allotment option, at \$10.00 per CAPS<sup>TM</sup>, generating gross proceeds of \$414.0 million, and incurring offering costs of approximately \$4.8 million.

Concurrently with the closing of the Initial Public Offering, the Company completed the private sale of 614,000 private placement CAPS<sup>TM</sup> (“Private Placement CAPS<sup>TM</sup>”), at a price of \$10.00 per Private Placement CAPS<sup>TM</sup> to the Sponsor, generating gross proceeds to the Company of approximately \$6.1 million (Note 4). The CAPS<sup>TM</sup> have been retroactively restated to reflect the March 24, 2021, 2.5:1 forward stock split for each share of Class A common stock and warrant.

***Trust Account***

Upon the closing of the Initial Public Offering and the sale of Private Placement CAPS<sup>TM</sup>, \$414.0 million (\$10.00 per CAPS<sup>TM</sup>) of the net proceeds of the sale of the CAPS<sup>TM</sup> in the Initial Public Offering and the Private Placement were placed in a trust account (“Trust Account”) located in the United States with Continental Stock Transfer & Trust Company acting as trustee, and held as cash or invested only in U.S. “government securities,” within the meaning set forth in Section 2(a)(16) of the Investment Company Act of 1940 (the “Investment Company Act”), with a maturity of 185 days or less, or in money market funds meeting the conditions of paragraphs (d)(2), (d)(3) and (d)(4) of Rule 2a-7 under the Investment Company Act, which invest only in direct U.S. government treasury obligations, as determined by the Company, until the earlier of: (i) the completion of a Partnering Transaction and (ii) the distribution of the Trust Account as described below.

The Company must complete a Partnering Transaction with one or more partner candidate businesses having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the taxes

payable on the income earned on the Trust Account) at the time of the agreement to enter into the initial Partnering Transaction. However, the Company will only complete a Partnering Transaction if the post- transaction company owns or acquires 50% or more of the voting securities of the partner candidate or otherwise acquires a controlling interest in the partner candidate sufficient for it not to be required to register as an investment company under the Investment Company Act. The Company's certificate of incorporation provides that, other than the withdrawal of interest earned on the funds that may be released to the Company to pay taxes, none of the funds held in Trust Account will be released until the earlier of: (i) the completion of the Partnering Transaction; (ii) the redemption of any of the common stock included in the CAPS™ being sold in the Initial Public Offering to its holders (the "Public Stockholders") properly tendered in connection with a stockholder vote to amend certain provisions of the Company's certificate of incorporation prior to a Partnering Transaction or (iii) the redemption of 100% of the Public Shares if the Company does not complete a Partnering Transaction within the Partnering Period (defined below).

The Company, after signing a definitive agreement for a Partnering Transaction, will either (i) seek stockholder approval of the Partnering Transaction at a meeting called for such purpose in connection with which Public Stockholders may seek to redeem their Public shares, regardless of whether they vote for or against the Partnering Transaction or do not vote at all, for cash equal to their pro rata share of the aggregate amount then on deposit in the Trust Account calculated as of two business days prior to the consummation of the initial Partnering Transaction, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes, or (ii) provide the Public Stockholders with the opportunity to sell their shares to the Company by means of a tender offer (and thereby avoid the need for a stockholder vote) for an amount in cash equal to their pro rata share of the aggregate amount then on deposit in the Trust Account calculated as of two business days prior to commencement of the tender offer, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes. As a result, such common stock will be recorded at redemption amount and classified as temporary equity upon the completion of the Initial Public Offering, in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity." The amount in the Trust Account is initially anticipated to be \$10.00 per Public Share. The decision as to whether the Company will seek stockholder approval of the Partnering Transaction or will allow stockholders to sell their shares in a tender offer will be made by the Company, solely in its discretion, and will be based on a variety of factors such as the timing of the transaction and whether the terms of the transaction would otherwise require the Company to seek stockholder approval. If the Company seeks stockholder approval, it will complete its Partnering Transaction only if a majority of the voting power of the outstanding shares of common stock voted are voted in favor of the Partnering Transaction. However, in no event will the Company redeem its Public Shares in an amount that would cause its net tangible assets to be less than \$5,000,001 immediately prior to or upon consummation of the Company's initial Partnering Transaction. In such case, the Company would not proceed with the redemption of its Public Shares and the related Partnering Transaction, and instead may search for an alternate Partnering Transaction.

The Company will only have 24 months from the closing of the Initial Public Offering, or September 18, 2022 (or 27 months, or December 18, 2022, if the Company has executed a letter of intent, agreement in principle or definitive agreement for the Partnering Transaction within 24 months) to complete its initial Partnering Transaction (the "Partnering Period"). If the Company does not complete a Partnering Transaction within this period of time (and stockholders do not approve an amendment to the certificate of incorporation to extend this date), it will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to their pro rata share of the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes (less up to \$100,000 of such net interest to pay dissolution expenses), and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the remaining stockholders and the board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii), to the Company's obligations under Delaware law to provide for claims of creditors and in all cases subject to the other requirements of applicable law.

The holders of the Founder Shares immediately prior to the Initial Public Offering (the "Initial Stockholders") have entered into a letter agreement with the Company, pursuant to which they have agreed to (i) waive their



redemption rights with respect to any Founder Shares (as defined in Note 4) and Public Shares they hold in connection with the completion of the Partnering Transaction, (ii) waive their redemption rights with respect to any Founder Shares and Public Shares they hold in connection with a stockholder vote to approve an amendment to the Company's amended and restated certificate of incorporation to modify the substance or timing of the Company's obligation to redeem 100% of its Public Shares if the Company has not consummated a Partnering Transaction within the Partnering Period or with respect to any other material provisions relating to stockholders' rights or pre-Partnering Transaction activity and (iii) waive their rights to liquidating distributions from the Trust Account with respect to any Founder Shares they hold if the Company fails to complete the Partnering Transaction within 24 the Partnering Period (although they will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares they hold if the Company fails to complete the Partnering Transaction within the Partnering Period).

Pursuant to the letter agreement, the Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or other similar agreement or Partnering Transaction agreement, reduce the amount of funds in the Trust Account to below the lesser of \$10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if less than \$10.00 per public share due to reductions in the value of the Trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company's indemnity of the underwriter of the initial public offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act").

#### ***Proposed Partnering Transaction***

On May 16, 2022, the Company, Granite Ridge Resources, Inc., a Delaware corporation, ENPC Merger Sub, Inc., a Delaware corporation, GREP Merger Sub, LLC, a Delaware limited liability company, and GREP Holdings, LLC, a Delaware limited liability company ("GREP"), entered into a business combination agreement (as it may be amended, supplemented or otherwise modified from time to time, the "Business Combination Agreement") pursuant to which the Company and GREP shall enter into a business combination. For additional information regarding the Business Combination Agreement, see the Company's Current Report on Form 8-K filed with the SEC on May 17, 2022.

#### ***Going Concern Considerations***

As of September 30, 2022, the Company had approximately \$104,000 in its operating bank account, working capital deficit of approximately \$10.7 million. Interest income on the balance in the Trust Account may be used to pay the Company's franchise and income tax obligations. Management intends to use substantially all of the funds held in the Trust Account to complete the initial Partnering Transaction and to pay the Company's expenses relating thereto. To the extent that the Company's capital stock or debt is used, in whole or in part, as consideration to complete the initial Partnering Transaction, the remaining proceeds held in the Trust Account will be used as working capital to finance the operations of the target business or businesses, make other acquisitions and pursue growth strategies.

The Company's liquidity needs up to the closing of the Initial Public Offering and the sale of Private Placement CAPS<sup>SM</sup> had been satisfied through a capital contribution of \$25,000 from the Sponsor to purchase Class F and Class B common stock, the loan under the Note (as defined in Note 4) of approximately \$171,000 to the Company to cover for offering costs in connection with the Initial Public Offering, and the net proceeds from the consummation of the Private Placement not held in the Trust Account. The Company fully repaid the Note on September 22, 2020. In addition, in order to finance transaction costs in connection with a Partnering Transaction, the Company's officers, directors and initial stockholders may, but are not obligated to, provide the Company Working Capital Loans (see Note 4). As of September 30, 2022 and December 31, 2021, there were approximately \$1.5 million and \$430,000 outstanding under the Working Capital Loans, respectively.

In connection with the Company's assessment of going concern considerations in accordance with FASB Accounting Standards Update ("ASU")2014-15, "Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern," the Company has until September 18, 2022 (or 27 months, or December 18, 2022, if the Company has executed a letter of intent, agreement in principle or definitive agreement for the Partnering Transaction within 24 months) to consummate a Partnering Transaction. It is uncertain that the Company will be able to consummate a Partnering Transaction by this time. If a Partnering Transaction is not consummated by this date, there will be a mandatory liquidation and subsequent dissolution of the Company. Management has determined that the liquidity condition and mandatory liquidation, should a Partnering Transaction not occur, and potential subsequent dissolution raises substantial doubt about the Company's ability to continue as a going concern. Management intends to complete the Partnering Transaction prior to the liquidation date. No adjustments have been made to the carrying amounts of assets or liabilities should the Company be required to liquidate after September 18, 2022 (or 27 months, or December 18, 2022, if the Company has executed a letter of intent, agreement in principle or definitive agreement for the Partnering Transaction within 24 months).

## **Note 2 - Basis of Presentation and Summary of Significant Accounting Policies**

### ***Basis of Presentation***

The accompanying unaudited condensed financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). Accordingly, certain disclosures included in the annual financial statements have been condensed or omitted from these financial statements as they are not required for interim financial statements under U.S. GAAP and the rules of the SEC. In the opinion of management, all adjustments (consisting of normal accruals) considered for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2022 are not necessarily indicative of the results that may be expected for the period ending December 31, 2022, or for any future interim periods.

The accompanying unaudited condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on Form 10-K filed by the Company with the SEC on March 30, 2022.

### ***Emerging Growth Company***

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such an election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's unaudited condensed financial statements with another public company that is neither an emerging growth company nor an emerging growth company that has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

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***Use of Estimates***

The preparation of unaudited condensed financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed financial statements and the reported amounts of expenses during the reporting periods. Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the unaudited condensed financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. One of the more significant accounting estimates included in these financial statements is the determination of the fair value of the warrant liability. Accordingly, the actual results could differ significantly from those estimates.

***Cash and Cash Equivalents***

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of September 30, 2022 and December 31, 2021.

***Investments Held in Trust Account***

The Company's portfolio of investments held in the Trust Account is comprised of U.S. government securities, within the meaning set forth in Section 2(a) (16) of the Investment Company Act, with a maturity of 185 days or less, or investments in money market funds that invest in U.S. government securities and generally have a readily determinable fair value, or a combination thereof. When the Company's investments held in the Trust Account are comprised of U.S. government securities, the investments are classified as trading securities. When the Company's investments held in the Trust Account are comprised of money market funds, the investments are recognized at fair value. Trading securities and investments in money market funds are presented on the balance sheets at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of these securities are included in net gain from investments held in Trust Account in the accompanying unaudited condensed statements of operations. The estimated fair values of investments held in the Trust Account are determined using available market information.

***Concentration of Credit Risk***

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, at times, may exceed the Federal Deposit Insurance Corporation coverage of \$250,000, and cash equivalents held in Trust Account. As of September 30, 2022 and December 31, 2021, the Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts.

***Fair Value of Financial Instruments***

The fair value of the Company's assets and liabilities which qualify as financial instruments under the FASB ASC Topic 820, "Fair Value Measurements," approximates the carrying amounts represented in the condensed balance sheets, except for the derivative assets and liabilities.

***Fair Value Measurement***

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers consist of:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

#### ***Offering Costs Associated with the Initial Public Offering***

Offering costs consisted of legal, accounting, underwriting fees and other costs incurred through the Initial Public Offering that were directly related to the Initial Public Offering. Offering costs were allocated to the separable financial instruments issued in the Initial Public Offering based on a relative fair value basis, compared to total proceeds received. Offering costs associated with derivative warrant liabilities were expensed as incurred and presented as non-operating expenses in the statements of operations. Offering costs associated with the Class A common stock issued were charged against the carrying value of Class A common stock subject to possible redemption upon the completion of the Initial Public Offering.

#### ***Class A Common Stock Subject to Possible Redemption***

The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, “Distinguishing Liabilities from Equity.” Class A common stock subject to mandatory redemption (if any) is classified as a liability instrument and measured at fair value. Conditionally redeemable Class A common stock (including Class A common stock that features redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company’s control) is classified as temporary equity. At all other times, Class A common stock is classified as stockholders’ equity. As part of the Private Placement CAPS™, the Company issued 614,000 shares of Class A common stock to the Sponsor (“Private Placement Shares”). These Private Placement Shares will not be transferable, assignable or salable until 30 days after the completion of the initial Partnering Transaction, as such are considered non-redeemable and presented as permanent equity in the Company’s condensed balance sheets. The Company’s Class A common stock features certain redemption rights that are considered to be outside of the Company’s control and subject to the occurrence of uncertain future events. Accordingly, as of September 30, 2022 and December 31, 2021, 41,400,000 shares of Class A common stock subject to possible redemption is presented as temporary equity, outside of the stockholders’ deficit section of the Company’s condensed balance sheets.

Under ASC 480, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of each reporting period. This method would view the end of the reporting period as if it were also the redemption date for the security. Immediately upon the closing of the Initial Public Offering, the Company recognized the accretion from initial book value to redemption amount value. The change in the carrying value of the redeemable Class A common stock resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit.

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### ***Derivative Warrant Liabilities***

The Company does not use derivative instruments to hedge its exposures to cash flow, market or foreign currency risks. The Company evaluates all of the Company's financial instruments, including issued warrants to purchase its Class A common stock, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC 815-15. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

The Company issued 10,350,000 warrants to purchase Class A common stock to investors in the Company's Initial Public Offering, including the over-allotment, and simultaneously issued 153,500 Private Placement Warrants. All of the Company's outstanding warrants are recognized as derivative liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at the end of each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the condensed statements of operations. The fair value of the warrants issued in connection with the Initial Public Offering was initially measured using a Monte-Carlo simulation model and subsequently been measured based on the listed market price of such warrants at each measurement date when separately listed and traded. The fair value of the warrants issued in connection with the Private Placement have been estimated using a Black-Scholes Option Pricing model at each measurement date. The determination of the fair value of the warrant liability may be subject to change as more current information becomes available and, accordingly, the actual results could differ significantly. Derivative warrant liabilities are classified as non-current liabilities, as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

### ***Income Taxes***

The Company follows the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. 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 income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The effective tax rate was 28.11% and 0.00% for the three months ended September 30, 2022 and 2021, and (4.22)% and 0.00% for the nine months ended September 30, 2022 and 2021, respectively. The effective tax rate differs from the statutory tax rate of 21% for the three and nine months ended September 30, 2022 and 2021, due to changes in fair value in warrant liabilities and the valuation allowance on the deferred tax assets. There were no unrecognized tax positions and no amounts accrued for interest and penalties as of September 30, 2022 and December 31, 2021.

ASC Topic 740, "Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

### ***Net Income (Loss) per Share of Common Stock***

The Company complies with accounting and disclosure requirements of FASB ASC Topic 260, "Earnings Per Share." The Company has three classes of shares, which are referred to as Class A common stock, Class B common stock and Class F common stock. Income and losses are shared pro rata between the three classes of shares. This presentation assumes a business combination as the most likely outcome. Net income (loss) per share of common stock is calculated by dividing the net income (loss) by the weighted average number of common stock outstanding for the respective period.

The calculation of diluted net (loss) income per share of common stock does not consider the effect of the warrants underlying the Units sold in the Initial Public Offering and the Private Placement Warrants to purchase 10,503,500 shares of Class A common stock in the calculation of diluted income (loss) per share, because their inclusion would be anti-dilutive under the treasury stock method. As a result, diluted net (loss) income per share of common stock is the same as basic net income (loss) per share of common stock for the three and nine months ended September 30, 2022 and 2021. Accretion associated with the redeemable Class A common stock is excluded from earnings per share as the redemption value approximates fair value.

The tables below present a reconciliation of the numerator and denominator used to compute basic and diluted net income (loss) per share of common stock for each class of common stock:

	For the Three Months Ended September 30, 2022			For the Three Months Ended September 30, 2021		
	Class A	Class B	Class F	Class A	Class B	Class F
Basic net income per common stock:						
<i>Numerator:</i>						
Allocation of net income	\$ 874,750	\$ 6,246	\$ 17,239	\$ 1,037,430	\$ 7,408	\$ 20,445
<i>Denominator:</i>						
Weighted average common stock outstanding, basic and diluted	42,014,000	300,000	828,000	42,014,000	300,000	828,000
Basic and diluted net income per share of common stock	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>	<u>\$ 0.02</u>
	For the Nine Months Ended September 30, 2022			For the Nine Months Ended September 30, 2021		
	Class A	Class B	Class F	Class A	Class B	Class F
Basic net (loss) income per common stock:						
<i>Numerator:</i>						
Allocation of net (loss) income	\$ (9,525,322)	\$ (68,016)	\$ (187,722)	\$ 1,240,804	\$ 8,860	\$ 24,453
<i>Denominator:</i>						
Weighted average common stock outstanding, basic and diluted	42,014,000	300,000	828,000	42,014,000	300,000	828,000
Basic and diluted net (loss) income per share of common stock	<u>\$ (0.23)</u>	<u>\$ (0.23)</u>	<u>\$ (0.23)</u>	<u>\$ 0.03</u>	<u>\$ 0.03</u>	<u>\$ 0.03</u>

#### **Recent Accounting Pronouncements**

In June 2022, the FASB issued ASU2022-03, ASC Subtopic 820, "Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions". The ASU amends ASC 820 to clarify that a contractual sales restriction is not considered in measuring an equity security at fair value and to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value. The ASU applies to both holders and issuers of equity and equity-linked securities measured at fair value. The amendments in this ASU are effective for the Company in fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been issued or made available for issuance. The Company is still evaluating the impact of this pronouncement on the condensed financial statements.

The Company's management does not believe that any other recently issued, but not yet effective, accounting standards updates, if currently adopted, would have a material effect on the accompanying unaudited condensed financial statements.

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**Note 3 - Initial Public Offering****Public CAPS™**

On September 18, 2020, the Company consummated its Initial Public Offering of 41,400,000 CAPS™, which included 5,400,000 CAPS™ issued as a result of the underwriters' exercise in full of their over-allotment option, at \$10.00 per CAPS™, generating gross proceeds of \$414.0 million, and incurring offering costs of approximately \$4.8 million.

Each CAPS™ consists of one share of Class A common stock and one-quarter of one redeemable warrant (each, a "Public Warrant"). Each whole Public Warrant may be exercised to purchase one share of Class A common stock for \$11.50 per share, subject to adjustment (see Note 8).

**Underwriting Agreement**

The Company granted the underwriters a 45-day option to purchase up to 5,400,000 additional CAPS™ to cover any over-allotment, at the Initial Public Offering price less the underwriting discounts and commissions. The underwriters exercised the over-allotment option in full on September 18, 2020.

The underwriters were entitled to an underwriting discount of \$0.01 per CAPS™, or approximately \$4.1 million in the aggregate, paid upon the closing of the Initial Public Offering.

**Note 4 - Related Party Transactions****Founder Shares and Performance Shares**

On June 22, 2020, the Sponsor paid for certain offering costs on behalf of the Company in exchange for (i) 737,789 Class F common stock (the "Founder Shares") in exchange for a capital contribution of \$6,250, or approximately \$0.008 per share and (ii) 1,200 shares of Class B common stock (the "Performance Shares") for a capital contribution of \$18,750, or \$15.625 per share. On July 17, 2020 and March 24, 2021, the Company effected a 100:1 and a 2.5:1 forward stock split for each share of Class B common stock, respectively, resulting in an aggregate of 300,000 Performance Shares outstanding. On July 29, 2020, the Company effected a reverse stock split for Class F common stock, resulting in an aggregate of 690,000 shares of Class F common stock outstanding. On September 17, 2020, the Company effected a 1 for 1.2 forward stock split that increased the outstanding Class F common stock from 690,000 shares to 828,000 shares. All shares and associated amounts have been retroactively restated to reflect the stock splits. Of the 828,000 Founder Shares outstanding, up to 108,000 of the Founder Shares would be forfeited depending on the extent to which the underwriter's over-allotment is exercised, so that such Founder Shares would represent 5% of the outstanding shares issued in the Initial Public Offering. The underwriters fully exercised their over-allotment option on September 18, 2020; thus, these 108,000 Founder Shares were no longer subject to forfeiture. The Founder Shares are entitled to (together with the Performance Shares) a number of votes representing 20% of the Company's outstanding common stock (not including the private placement shares) prior to the completion of the Partnering Transaction.

The Initial Stockholders agreed not to transfer, assign or sell any of their Founder Shares until the earlier to occur of (i) 180 days after the completion of the Partnering Transaction and (ii) the date on which the Company completes a liquidation, merger, capital stock exchange or other similar transaction after the Partnering Transaction that results in all of the stockholders having the right to exchange their Class A common stock for cash, securities or other property; except to certain permitted transferees.

**Private Placement CAPS™**

Substantially concurrently with the closing of the Initial Public Offering, the Company completed the private sale of 614,000 Private Placement CAPS™, at a price of \$10.00 per Private Placement CAPS™ to the Sponsor, generating gross proceeds to the Company of approximately \$6.1 million.

Each Private Placement CAPS™ consists of one share of Class A common stock and one-quarter of one redeemable warrant (each, a “Private Placement Warrant”). Each Private Placement Warrant entitles the holder to purchase one share of Class A common stock at \$11.50 per share. A portion of the proceeds from the sale of the Private Placement CAPS™ was added to the proceeds from the Initial Public Offering held in the Trust Account. If the Company does not complete a Partnering Transaction, then the proceeds will be part of the liquidating distribution to the Public Stockholders and the warrants will expire worthless.

#### ***Related Party Loans***

On June 22, 2020, the Sponsor agreed to loan the Company up to an aggregate of \$300,000 pursuant to an unsecured promissory note (the “Note”) to cover expenses related to this Initial Public Offering. This loan was payable without interest upon the completion of the Initial Public Offering. The Company borrowed approximately \$171,000 under the Note. The Company fully repaid the Note on September 22, 2020. Subsequent to the repayment, the facility was no longer available to the Company.

In order to finance transaction costs in connection with a Partnering Transaction, the Sponsor or an affiliate of the Sponsor or certain of the Company’s officers and directors may, but are not obligated to, loan the Company funds as may be required (each a “Working Capital Loan”). Up to \$1.5 million of such Working Capital Loans may be convertible into Private Placement CAPS™ (“Working Capital CAPS™”) at a price of \$10.00 per Working Capital CAPS™ at the option of the lender. The Working Capital CAPS™ would be identical to the Private Placement CAPS™ issued to the Sponsor.

The Company has elected the fair value option to account for its Working Capital Loan. As a result of applying the fair value option, the Company records each draw at fair value with a gain or loss recognized at issuance, and subsequent changes in fair value are recorded as change in the fair value of Working Capital Loan on the condensed statements of operations. On September 23, 2021, the Company issued a Working Capital Loan to ENPC Holdings, LLC (“Sponsor”), pursuant to which the Company borrowed \$180,000 for ongoing expenses reasonably related to the business of the Company and the consummation of the Partnering Transaction. On October 27, 2021, the Company issued a Working Capital Loan to the Sponsor, pursuant to which the Company borrowed \$180,000 for ongoing expenses reasonably related to the business of the Company and the consummation of the Partnering Transaction. On February 18, 2022, the Company issued a Working Capital Loan to the Sponsor, pursuant to which the Company borrowed \$340,000 for ongoing expenses reasonably related to the business of the Company and the consummation of the Partnering Transaction. On May 17, 2022, the Company issued a Working Capital Loan to the Sponsor, pursuant to which the Company borrowed approximately \$158,000 for ongoing expenses reasonably related to the business of the Company and the consummation of the Partnering Transaction. On May 27, 2022, the Company issued a Working Capital Loan to the Sponsor, pursuant to which the Company borrowed \$620,000 for ongoing expenses reasonably related to the business of the Company and the consummation of the Partnering Transaction. The Working Capital Loan does not bear any interest. All unpaid principal under the Working Capital Loan will be due and payable in full on the earlier of (i) January 11, 2023 and (ii) the effective date of the Partnering Transaction (such earlier date, the “Maturity Date”). The Sponsor will have the option, at the time of consummation of a Partnering Transaction, to convert any amounts outstanding under the Working Capital Loan into Working Capital CAPS™.

During the three and nine months ended September 30, 2022, the Company borrowed approximately \$0 and \$1.1 million, respectively, pursuant to the Working Capital Loans for ongoing expenses reasonably related to the business of the Company and the consummation of the Partnering Transaction. As of September 30, 2022 and December 31, 2021, the Company had approximately \$1.5 million and \$430,000 outstanding under the Working Capital Loan, respectively.

#### ***Administrative Services Agreement***

Commencing on the date that the Company’s securities are first listed on the New York Stock Exchange through the earlier of consummation of the Partnering Transaction and the Company’s liquidation, the Company will pay an affiliate of the Sponsor for office space, secretarial and administrative services provided to members of the Company’s management team \$20,000 per month. The Company incurred \$60,000 in



expenses in connection with such services during the three months ended September 30, 2022 and 2021, and \$180,000 in expenses during the nine months ended September 30, 2022 and 2021, as reflected in the accompanying unaudited condensed statements of operations. As of September 30, 2022 and December 31, 2021, there were \$160,000 and \$0 outstanding in accounts payable-related party, respectively.

In addition, the Sponsor, executive officers and directors, or any of their respective affiliates will be reimbursed for any out-of-pocket expenses incurred in connection with activities on the Company's behalf such as identifying potential target businesses and performing due diligence on suitable Partnering Transactions. The Company's audit committee will review on a quarterly basis all payments that were made to the Sponsor, executive officers or directors, or their affiliates.

## **Note 5 - Commitments and Contingencies**

### ***Registration Rights***

The holders of the Founder Shares, Performance Shares, private placement warrants and private placement shares underlying the Private Placement CAPS™ and the Private Placement CAPS™ that may be issued upon conversion of Working Capital Loans (and any shares of Class A common stock into which such securities may convert and that may be issued upon exercise of private placement warrants) are entitled to registration rights pursuant to a registration rights agreement, requiring the Company to register such securities for resale. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company registers such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the completion of the Partnering Transaction. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

### ***Partnering Transaction Advisory Engagement Letter***

In September 2020, the Company engaged Evercore Group L.L.C. as a capital markets advisor in connection with the Partnering Transaction to assist the Company with the potential Partnering Transaction. The Company agreed to pay Evercore Group L.L.C. for such services upon the consummation of the Partnering Transaction a cash fee in an amount equal to 2.25% of the gross proceeds of the Initial Public Offering (exclusive of any applicable finders' fees which might become payable), which equates to approximately \$9.3 million. Pursuant to the terms of the capital markets advisory agreement, no fee will be due if the Company does not complete a Partnering Transaction. On May 15, 2022, Evercore Group L.L.C. agreed to waive their right to such fee and such agreement was terminated.

### ***Risks and Uncertainties***

Management continues to evaluate the impact of the COVID-19 pandemic on the industry and has concluded that while it is reasonably possible that the pandemic could have a negative effect on the Company's financial position, and the results of its operations and/or search for a target company, the specific impact is not readily determinable as of the date of the unaudited condensed financial statements. The unaudited condensed financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In February 2022, the Russian Federation and Belarus commenced a military action with the country of Ukraine. As a result of this action, various nations, including the United States, have instituted economic sanctions against the Russian Federation and Belarus. Further, the impact of this action and related sanctions on the world economy is not determinable as of the date of these unaudited condensed financial statements, and the specific impact on the Company's financial condition, results of operations, and cash flows is also not determinable as of the date of these unaudited condensed financial statements.

On August 16, 2022, the Inflation Reduction Act of 2022 (the "IR Act") was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after January 1, 2023. The excise tax is imposed on the repurchasing corporation

itself, not its shareholders from which shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the "Treasury") has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax. Any share redemption or other share repurchase that occurs after December 31, 2022, in connection with a Partnering Transaction, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Partnering Transaction, extension vote or otherwise will depend on a number of factors, including (i) the fair market value of the redemptions and repurchases in connection with the Partnering Transaction, extension or otherwise, (ii) the structure of a Partnering Transaction, (iii) the nature and amount of any "PIPE" (Private Investment in Public Entity) or other equity issuances in connection with a Partnering Transaction (or otherwise issued not in connection with a Partnering Transaction but issued within the same taxable year of a Partnering Transaction) and (iv) the content of regulations and other guidance from the Treasury. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Partnering Transaction and in the Company's ability to complete a Partnering Transaction.

#### **Note 6 - Warrants**

No fractional warrants will be issued upon separation of the CAPS™ and only whole warrants will trade. Each whole warrant entitles the registered holder to purchase one share of Class A common stock at a price of \$11.50 per share, subject to adjustment as discussed below, at any time commencing on the later of 12 months from the closing of the Initial Public Offering and 30 days after the completion of a Partnering Transaction, provided in each case that the Company has an effective registration statement under the Securities Act covering the shares of Class A common stock issuable upon exercise of the warrants and a current prospectus relating to them is available (or the Company permits holders to exercise their warrants on a cashless basis under the circumstances specified in the warrant agreement) and such shares are registered, qualified or exempt from registration under the securities, or blue sky, laws of the state of residence of the holder. The Company has agreed that as soon as practicable, but in no event later than fifteen (15) business days after the closing of the Partnering Transaction, the Company will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the shares of Class A common stock issuable upon exercise of the warrants. The Company will use its best efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration of the warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants is not effective by the sixtieth (60th) business day after the closing of the Partnering Transaction, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. Notwithstanding the above, if the shares of Class A common stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a "covered security" under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of Public Warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3 (a)(9) of the Securities Act and, in the event the Company so elect, it will not be required to file or maintain in effect a registration statement, and in the event the Company does not so elect, it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available.

The warrants will expire five years after the completion of the Partnering Transaction, or earlier upon redemption or liquidation. In addition, if (x) the Company issues additional Class A common stock or equity-linked securities for capital raising purposes in connection with the Partnering Transaction at an issue price or effective issue price of less than \$9.20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by the board of directors and, in the case of any such issuance to the Initial Stockholders or its affiliates, without taking into account any shares held by the Initial

Stockholders or such affiliates, as applicable, prior to such issuance) (the “Newly Issued Price”), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of the Partnering Transaction on the date of the consummation of the Partnering Transaction (net of redemptions), and (z) the volume weighted average trading price of the shares of Class A common stock during the 20 trading day period starting on the trading day after the day on which the Company consummates its Partnering Transaction (such price, the “Market Value”) is below \$9.20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 110% of the Newly Issued Price, and the \$18.00 per share redemption trigger price described below will be adjusted (to the nearest cent) to be equal to 180% of the higher of the Market Value and the Newly Issued Price.

The Private Placement Warrants are identical to the Public Warrants, except that the Private Placement Warrants and the shares of Class A common stock issuable upon exercise of the Private Placement Warrants will not be transferable, assignable or salable until 30 days after the completion of a Partnering Transaction, subject to certain limited exceptions. Additionally, the Private Placement Warrants will be non-redeemable so long as they are held by the Sponsor or its permitted transferees. If the Private Placement Warrants are held by someone other than the Sponsor or its permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants.

The Company may also redeem the Public Warrants, in whole and not in part, at a price of \$0.01 per warrant:

- at any time while the warrants are exercisable,
- upon a minimum of 30 days’ prior written notice of redemption,
- if, and only if, the last sales price of shares of the Class A common stock equals or exceeds \$18.00 per share for any 20 trading days within a 30 trading day period (the “30-day trading period”) ending three business days before the Company sends the notice of redemption, and
- if, and only if, there is a current registration statement in effect with respect to the shares of Class A common stock underlying such warrants commencing five business days prior to the 30-day trading period and continuing each day thereafter until the date of redemption.

If the Company calls the Public Warrants for redemption, management will have the option to require all holders that wish to exercise the Public Warrants to do so on a “cashless basis,” as described in the warrant agreement.

In no event will the Company be required to net cash settle any warrant. If the Company is unable to complete a Partnering Transaction within the Partnering Period and the Company liquidates the funds held in the Trust Account, holders of warrants will not receive any of such funds with respect to their warrants, nor will they receive any distribution from the Company’s assets held outside of the Trust Account with the respect to such warrants. Accordingly, the warrants may expire worthless.

As of September 30, 2022 and December 31, 2021, the Company had 10,350,000 Public Warrants and 153,500 Private Placement Warrants outstanding.

#### **Note 7 - Class A Common Stock Subject to Possible Redemption**

The Company’s Class A common stock feature certain redemption rights that are considered to be outside of the Company’s control and subject to the occurrence of future events. The Company is authorized to issue 380,000,000 Class A common stock with a par value of \$0.0001 per share. Holders of the Company’s Class A common stock are entitled to one vote for each share. As of September 30, 2022 and December 31, 2021, there were 42,014,000 Class A common stock outstanding, which 41,400,000 were subject to possible redemption and are classified outside of permanent equity in the condensed balance sheets.

The Class A common stock subject to possible redemption reflected on the condensed balance sheets is reconciled on the following table:

Gross proceeds from Initial Public Offering	\$ 414,000,000
Less:	
Fair value of Public Warrants at issuance	(13,558,500)
Offering costs allocated to Class A common stock subject to possible redemption	(4,588,064)
Plus:	
Accretion on Class A common stock subject to possible redemption value	18,146,564
<b>Class A common stock subject to possible redemption as of December 31, 2021 and March 31, 2022</b>	<b>414,000,000</b>
Increase in redemption value of Class A common stock subject to redemption	70,397
<b>Class A common stock subject to possible redemption as of June 30, 2022</b>	<b>414,070,397</b>
Increase in redemption value of Class A common stock subject to redemption	1,373,955
<b>Class A common stock subject to possible redemption as of September 30, 2022</b>	<b>\$ 415,444,352</b>

**Note 8 - Stockholders' Deficit**

**Preferred stock** - The Company is authorized to issue 1,000,000 shares of preferred stock with a par value of \$0.0001 per share. As of September 30, 2022 and December 31, 2021, there were no shares of preferred stock issued or outstanding.

**Class A Common Stock** - The Company is authorized to issue 380,000,000 shares of Class A common stock with a par value of \$0.0001 per share. As of September 30, 2022 and December 31, 2021, there were 42,014,000 shares of Class A common stock issued and outstanding, 41,400,000 shares of which were subject to possible redemption and are classified as temporary equity in the accompanying unaudited condensed balance sheets.

**Class B Common Stock** - The Company is authorized to issue 1,000,000 shares of Class B common stock with a par value of \$0.0001 per share. On July 17, 2020, the Company effected a 100:1 stock split for each share of Class B common stock, resulting in an aggregate of 120,000 shares of Class B common stock outstanding. On March 24, 2021, the Company effected a 2.5:1 forward stock split for each share of Class B common stock, resulting in an aggregate of 300,000 shares of Class B common stock outstanding. All shares and associated amounts have been retroactively restated to reflect the stock split. As of September 30, 2022 and December 31, 2021, there were 300,000 shares of Class B common stock issued and outstanding.

Each year following the completion of a Partnering Transaction, 10,000 shares of the Company's Class B shares will convert into 1,000 shares of Class A common stock. However, if the price of a share of the Company's Class A common stock exceeds \$11.00 for 20 out of any 30 trading days following the completion of the Partnering Transaction, then the number of shares of Class A common stock deliverable ("conversion shares") will be calculated as the greater of: (1) (a) 20% of the increase in the price of one Class A, year-over-year (but only after the price exceeds the "price threshold" being initially \$10.00 and adjusted at the beginning of each year to be equal to the greater of: (i) the price of the Class A common stock for the previous year; and (ii) the price threshold at the end of the previous year) multiplied by (b) the number of shares of Class A common stock outstanding at the close of the Partnering Transaction, excluding those shares of Class A common stock received by the Sponsor through the Class F common stock; and (2) 2,500 shares of Class A common stock. This calculation shall be based on the Company's fiscal year which may change as a result of the Partnering Transaction. The increase in the price of the Class A common stock, shall be based on the Company's annual volume weighted average price ("VWAP") for the Company's fiscal year provided that with respect to the 12th fiscal year end following the Partnering Transaction the conversion calculation for the remaining 10,000 shares of Class B shares, the calculation shall be the greater of (i) such annual VWAP and (ii) the VWAP of the last 20 trading days of such fiscal year.

The conversion shares will be calculated not only on the increase of the price of one share of Class A common stock but also on any dividends paid on one share of Class A common stock in such year. The price threshold for a particular year will be reduced by the dividends per shares of Class A common stock paid in such year. Upon a change of control, holders of the Class B shares shall receive the greater of: (a) the value of 6,000,000 shares of Class A common stock at the time of the announcement of the change of control or \$60,000,000. Such calculation shall decrease by 1/12 each year.

For so long as any shares of Class B common stock remain outstanding, the Company may not, without the prior vote or written consent of the holders of a majority of the shares of Class B common stock then outstanding, voting separately as a single class, amend, alter or repeal any provision the Company's amended and restated certificate of incorporation, whether by merger, consolidation or otherwise, if such amendment, alteration or repeal would alter or change the powers, preferences or relative, participating, optional or other or special rights of the Class B common stock.

**Class F Common Stock** - The Company is authorized to issue 50,000,000 shares of Class F common stock with a par value of \$0.0001 per share. On July 29, 2020, the Company effected a reverse stock split for Class F common stock, resulting in an aggregate of 690,000 shares of Class F common stock outstanding. On September 17, 2020, the Company effected a 1 for 1.2 forward stock split that increased the outstanding Class F common stock from 690,000 to 828,000 shares. All shares and associated amounts have been retroactively restated to reflect the reverse stock split on July 29, 2020 and the 1 for 1.2 forward stock split on September 17, 2020. As of September 30, 2022 and December 31, 2021, there were 828,000 shares of Class F common stock issued and outstanding.

The Founder Shares will automatically convert into shares of Class A common stock concurrently with or immediately following the consummation of a Partnering Transaction on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like. In the case that additional shares of Class A common stock or equity-linked securities are issued or deemed issued in connection with a Partnering Transaction, the number of shares of Class A common stock issuable upon conversion of all Founder Shares will equal, in the aggregate, on an as converted basis, 5% of the total number of shares of Class A common stock outstanding after such conversion (including the private placement shares) including the total number of shares of Class A common stock issued, or deemed issued or issuable upon conversion or exercise of any equity-linked securities or rights issued or deemed issued, by the Company in connection with or in relation to the consummation of the Partnering Transaction, provided that such conversion of Founder Shares will never occur on a less than one-for-one basis.

For so long as any shares of Class F common stock remain outstanding, the Company may not, without the prior vote or written consent of the holders of a majority of the shares of Class F common stock then outstanding, voting separately as a single class, amend, alter or repeal any provision of the Company's certificate of incorporation, whether by merger, consolidation or otherwise, if such amendment, alteration or repeal would alter or change the powers, preferences or relative, participating, optional or other or special rights of the shares of Class F common stock. Any action required or permitted to be taken at any meeting of the holders of shares of Class F common stock may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares of Class F common stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of Class F common stock were present and voted.

#### **Note 9 - Fair Value Measurements**

The following tables present information about the Company's financial assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2022 and December 31, 2021 by level within the fair value hierarchy:

	Fair Value Measured as of September 30, 2022			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Investments held in Trust Account - U.S. Treasury Securities	\$416,329,383	\$ —	\$ —	\$416,329,383
<b>Liabilities:</b>				
Warrant liabilities - Public Warrants	\$ 9,625,500	\$ —	\$ —	\$ 9,625,500
Warrant liabilities - Private Placement Warrants	\$ —	\$ —	\$145,825	\$ 145,825

	Fair Value Measured as of December 31, 2021			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Investments held in Trust Account - U.S. Treasury Securities	\$414,052,978	\$ —	\$ —	\$414,052,978
<b>Liabilities:</b>				
Warrant liabilities - Public Warrants	\$ 7,027,650	\$ —	\$ —	\$ 7,027,650
Warrant liabilities - Private Placement Warrants	\$ —	\$ —	\$107,910	\$ 107,910

Transfers to/from Levels 1, 2, and 3 are recognized at the beginning of the reporting period. There were no transfers between levels for the three and nine months ended September 30, 2022 and 2021.

The fair value of the warrants issued in connection with the Initial Public Offering was initially measured using a Monte-Carlo simulation model and subsequently been measured based on the listed market price of such warrants at each measurement date when separately listed and traded in November 2020. The fair value of the warrants issued in connection with the Private Placement has been estimated using a Black-Scholes Option Pricing model at each measurement date.

The estimated fair value of the Private Placement Warrants has been determined using Level 3 inputs. Inherent in a Black-Scholes Option Pricing model are assumptions related to expected stock-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the implied volatility based on the trading price of the public warrants as of the valuation date. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates remaining at zero.

The following table provides quantitative information regarding Level 3 fair value measurements inputs at their measurement:

	September 30, 2022	December 31, 2021
Exercise price	\$ 11.50	\$ 11.50
Stock Price	\$ 9.98	\$ 9.81
Term (in years)	5.00	5.00
Volatility	8.50%	14.20%
Risk-free interest rate	4.06%	1.34%
Dividend yield	0.00%	0.00%
Probability of success	90.00%	80.00%

The change in the fair value of the derivative warrant liabilities measured with Level 3 inputs for the three and nine months ended September 30, 2022 and 2021 is summarized as follows:

Level 3 warrant liabilities as of December 31, 2021	\$107,910
Change in fair value of warrant liabilities	<u>(60,325)</u>
Level 3 warrant liabilities as of March 31, 2022	47,585
Change in fair value of warrant liabilities	<u>93,635</u>
Level 3 warrant liabilities as of June 30, 2022	141,220
Change in fair value of warrant liabilities	<u>4,605</u>
Level 3 warrant liabilities as of September 30, 2022	<u>\$145,825</u>
Level 3 warrant liabilities as of December 31, 2020	\$165,780
Change in fair value of warrant liabilities	<u>(30,700)</u>
Level 3 warrant liabilities as of March 31, 2021	135,080
Change in fair value of warrant liabilities	<u>23,025</u>
Level 3 warrant liabilities as of June 30, 2021	158,105
Change in fair value of warrant liabilities	<u>(33,770)</u>
Level 3 warrant liabilities as of September 30, 2021	<u>\$124,335</u>

#### Note 10 - Subsequent Events

Management has evaluated subsequent events to determine if events or transactions occurring through the date of the unaudited condensed financial statements were issued. Based upon this review, the Company did not identify any subsequent event that would have required adjustment or disclosure in the unaudited condensed financial statements, except for the below.

On October 18, 2022, in connection with the Partnering Transaction, holders of 39,343,496 shares of Class A Common Stock exercised their right to redeem their shares for cash at a redemption price of approximately \$10.07 per share, for an aggregate redemption amount of approximately \$396.1 million.

On October 20, 2022, the Company held a special meeting of its stockholders (the "Special Meeting"), at which holders of 30,908,389 shares of ENPC's Class A common stock ("Class A Common Stock"), par value \$0.0001 per share, 300,000 shares of ENPC's Class B common stock ("Class B Common Stock"), par value \$0.0001 per share, and 828,000 shares of ENPC's Class F common stock ("Class F Common Stock"), par value \$0.0001 per share, were present in person or by proxy, collectively representing 78.9% of the voting power of ENPC's outstanding voting capital stock as of the date of the Special Meeting, and constituting a quorum for the transaction of business at the Special Meeting. The proposals listed below are described in more detail in the definitive proxy statement of ENPC which was filed with the Securities and Exchange Commission (the "SEC") on September 29, 2022 (the "Proxy Statement"). The stockholders approved the Business Combination Proposal, each of the Charter Proposals and the Incentive Plan Proposal (each as defined in the Proxy Statement). As set forth in the Proxy Statement, the Adjournment Proposal (as defined in the Proxy Statement) would only be presented to stockholders, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for the approval of one or more proposals at the Special Meeting. As each of the other Proxy Statement proposals passed, there was no need to present the Adjournment Proposal to the stockholders.

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

### Overview

We are a blank check company incorporated in Delaware on June 22, 2020 for the purpose of identifying a company to partner with in order to effectuate a merger, share exchange, asset acquisition, share purchase, reorganization or similar partnering transaction with one or more businesses ("Partnering Transaction"). We may pursue a Partnering Transaction in any business or industry but expect to focus on a business where we believe our strong network, operational background, and aligned economic structure will provide us with a competitive advantage. Our sponsor is ENPC Holdings, LLC, a Delaware limited liability company (our "Sponsor").

Our registration statements for our initial public offering (the "Initial Public Offering") became effective on September 15, 2020. On September 18, 2020, we consummated the Initial Public Offering of 16,560,000 (41,400,000 after giving effect to the Stock Split) CAPS™ (with respect to the Class A common stock included in the CAPS™ being offered, the "Public Shares"), which included 2,160,000 CAPS™ (5,400,000 CAPS™ after giving effect to the Stock Split) issued as a result of the underwriters' exercise in full of their over-allotment option, at \$25.00 per CAPS™ (\$10.00 per CAPS™ after giving effect to the Stock Split), generating gross proceeds of \$414.0 million, and incurring offering costs of approximately \$4.8 million.

Concurrently with the closing of the Initial Public Offering, we completed the private sale of 245,600 (614,000 after giving effect to the Stock Split) private placement CAPS™ ("Private Placement CAPS™"), at a price of \$25.00 per Private Placement CAPS™ (\$10.00 per Private Placement CAPS™ after giving effect to the Stock Split) to the Sponsor, generating gross proceeds to the Company of approximately \$6.1 million.

Upon the closing of the Initial Public Offering and the sale of Private Placement CAPS™, \$414.0 million (\$10.00 per CAPS™ after giving effect to the Stock Split) of the net proceeds of the sale of the CAPS™ in the Initial Public Offering and the Private Placement were placed in a trust account ("Trust Account") located in the United States with Continental Stock Transfer & Trust Company acting as trustee, and held as cash or invested only in U.S. "government securities," within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less, or in money market funds meeting the conditions of paragraphs (d)(2), (d)(3) and (d)(4) of Rule 2a-7 under the Investment Company Act, which invest only in direct U.S. government treasury obligations, as determined by us, until the earlier of: (i) the completion of a Partnering Transaction and (ii) the distribution of the Trust Account as described below.

We have 24 months from the closing of the Initial Public Offering, or September 18, 2022 (or 27 months, or December 18, 2022, if we have executed a letter of intent, agreement in principle or definitive agreement for the Partnering Transaction within 24 months) to complete its initial Partnering Transaction (the "Partnering Period"). If we do not complete a Partnering Transaction within this period of time (and stockholders do not approve an amendment to the certificate of incorporation to extend this date), we will (i) cease all operations except for the purpose of winding up, as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, of \$10.00, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the remaining stockholders and our board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii), to our obligations under Delaware law to provide for claims of creditors and in all cases subject to the other requirements of applicable law.

On May 16, 2022, the Company, Granite Ridge Resources, Inc., a Delaware corporation, ENPC Merger Sub, Inc., a Delaware corporation, GREP Merger Sub, LLC, a Delaware limited liability company, and GREP Holdings, LLC, a Delaware limited liability company ("GREP"), entered into a business combination agreement (as it may be amended, supplemented or otherwise modified from time to time, the "Business Combination Agreement") pursuant to which the Company and GREP shall enter into a business combination. For additional information regarding the Business Combination Agreement, see the Company's Current Report on Form 8-K filed with the SEC on May 17, 2022.

### Recent Events

On October 20, 2022, the Company held a special meeting of its stockholders (the "Special Meeting"), at which holders of 30,908,389 shares of ENPC's Class A common stock ("Class A Common Stock"), par value \$0.0001 per share, 300,000 shares of ENPC's Class B common stock ("Class B Common Stock"), par value \$0.0001 per share, and 828,000 shares of ENPC's Class F common stock ("Class F Common Stock"), par value \$0.0001 per share, were present in person or by proxy, collectively representing 78.9% of the voting power of ENPC's outstanding voting capital stock as of the date of the Special Meeting, and constituting a quorum for the transaction of business at the Special Meeting. The proposals listed below are described in more detail in the definitive proxy statement of ENPC which was filed with the Securities and Exchange Commission (the "SEC") on September 29, 2022 (the "Proxy Statement"). The stockholders approved the Business Combination Proposal, each of the Charter Proposals and the Incentive Plan Proposal (each as defined in the Proxy Statement). As set forth in the Proxy Statement, the Adjournment Proposal (as defined in the Proxy Statement) would only be presented to stockholders, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for the approval of one or more proposals at the Special Meeting. As each of the other Proxy Statement proposals passed, there was no need to present the Adjournment Proposal to the stockholders.

In connection with the Partnering Transaction, holders of 39,343,496 shares of Class A Common Stock exercised their right to redeem their shares for cash at a redemption price of approximately \$10.07 per share, for an aggregate redemption amount of approximately \$396.1 million.

### Results of Operations

Our entire activity since inception through September 30, 2022 related to our formation, the preparation for the Initial Public Offering, and since the closing of the Initial Public Offering, the search for a prospective initial Partnering Transaction. We have neither engaged in any operations nor generated any revenues to date. We will not generate any operating revenues until after completion of our initial Partnering Transaction. We generate non-operating income in the form of interest income on investments held in Trust Account. We expect to incur increased expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses.

For the three months ended September 30, 2022, we had net income of approximately \$898,000, which consisted of approximately \$1.8 million interest income from investments held in Trust Account, partially offset by approximately \$212,000 loss from change in fair value of warrant liabilities, approximately \$204,000 in general and administrative costs, \$60,000 in related party administrative fee, approximately \$50,000 of franchise tax expense and approximately \$351,000 income tax expense.



For the three months ended September 30, 2021, we had net income of approximately \$1.1 million, which consisted of approximately \$1,000 interest income from investments held in Trust Account and approximately \$1.5 million gain from change in fair value of warrant liabilities, partially offset by approximately \$308,000 in general and administrative costs, \$60,000 in related party administrative fee and approximately \$50,000 of franchise tax expense.

For the nine months ended September 30, 2022, we had net loss of approximately \$9.8 million, which consisted of approximately \$2.6 million loss from change in fair value of warrant liabilities, approximately \$8.7 million in general and administrative costs, \$180,000 in related party administrative fee, approximately \$125,000 of franchise tax expense and approximately \$396,000 income tax expense, partially offset by approximately \$2.3 million interest income from investments held in Trust Account.

For the nine months ended September 30, 2021, we had net income of approximately \$1.3 million, which consisted of approximately \$2.4 million gain from change in fair value of warrant liabilities and approximately \$31,000 interest income from investments held in Trust Account, partially offset by \$849,000 in general and administrative costs, \$180,000 in related party administrative fee and approximately \$150,000 of franchise tax expense.

### **Liquidity, Capital Resources and Going Concern**

As of September 30, 2022, we had approximately \$104,000 in our operating bank account and working capital deficit of approximately \$10.7 million, compared to approximately \$189,000 in our operating bank account and working capital deficit of approximately \$39,000 as of September 30, 2021. Interest income on the balance in the Trust Account may be used by us to pay franchise and income tax obligations. We intend to use substantially all of the funds held in the Trust Account to complete the initial Partnering Transaction and to pay our expenses relating thereto. To the extent that our capital stock or debt is used, in whole or in part, as consideration to complete the initial Partnering Transaction, the remaining proceeds held in the Trust Account will be used as working capital to finance the operations of the target business or businesses, make other acquisitions and pursue our growth strategies.

Our liquidity needs up to the closing of the Initial Public Offering and the sale of Private Placement CAPS™ had been satisfied through a capital contribution of \$25,000 from our Sponsor to purchase Class F and Class B common stock, a loan under our note agreement with our Sponsor of approximately \$171,000 (the "Note") to cover for offering costs in connection with the Initial Public Offering, and the net proceeds from the consummation of the Private Placement not held in the Trust Account. We fully repaid the Note on September 22, 2020. In addition, in order to finance transaction costs in connection with a Partnering Transaction, our officers, directors and initial stockholders may, but are not obligated to, provide us Working Capital Loans. As of September 30, 2022 and December 31, 2021, we had approximately \$1.5 million and \$430,000 outstanding under the Working Capital Loans, respectively, compared to \$180,000 outstanding under the Working Capital Loans as of September 30, 2021.

In connection with our assessment of going concern considerations in accordance with Financial Accounting Standard Board's Accounting Standards Update ("ASU") 2014-15, "Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern," we have until September 18, 2022 (or 27 months, or December 18, 2022, if we have executed a letter of intent, agreement in principle or definitive agreement for the Partnering Transaction within 24 months) to consummate a Partnering Transaction. It is uncertain that we will be able to consummate a Partnering Transaction by this time. If a Partnering Transaction is not consummated by this date, there will be a mandatory liquidation and subsequent dissolution of the Company. Management has determined that the liquidity condition and mandatory liquidation, should a Partnering Transaction not occur, and potential subsequent dissolution raises substantial doubt about our ability to continue as a going concern. Management intends to complete the Partnering Transaction prior to the liquidation date. No adjustments have been made to the carrying amounts of assets or liabilities should we be required to liquidate after September 18, 2022 (or 27 months, or December 18, 2022, if we have executed a letter of intent, agreement in principle or definitive agreement for the Partnering Transaction within 24 months).

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We continue to evaluate the impact of the COVID-19 pandemic and have concluded that the specific impact is not readily determinable as of the date of the condensed balance sheet. The unaudited condensed financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In February 2022, the Russian Federation and Belarus commenced a military action with the country of Ukraine. As a result of this action, various nations, including the United States, have instituted economic sanctions against the Russian Federation and Belarus. Further, the impact of this action and related sanctions on the world economy are not determinable as of the date of these unaudited condensed financial statements and the specific impact on the Company's financial condition, results of operations, and cash flows is also not determinable as of the date of these unaudited condensed financial statements.

On August 16, 2022, the Inflation Reduction Act of 2022 (the "IR Act") was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after January 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from which shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the "Treasury") has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax. Any share redemption or other share repurchase that occurs after December 31, 2022, in connection with a Partnering Transaction, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Partnering Transaction, extension vote or otherwise will depend on a number of factors, including (i) the fair market value of the redemptions and repurchases in connection with the Partnering Transaction, extension or otherwise, (ii) the structure of a Partnering Transaction, (iii) the nature and amount of any "PIPE" (Private Investment in Public Entity) or other equity issuances in connection with a Partnering Transaction (or otherwise issued not in connection with a Partnering Transaction but issued within the same taxable year of a Partnering Transaction) and (iv) the content of regulations and other guidance from the Treasury. In addition, because the excise tax would be payable by us and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Partnering Transaction and in our ability to complete a Partnering Transaction.

### **Contractual Obligations**

We do not have any long-term debt obligations, capital lease obligations, operating lease obligations, purchase obligations or long-term liabilities, other than an agreement to pay Administrative Services Agreement fees to our Sponsor that total \$20,000 per month for office space, secretarial and administrative services provided to members of our management team. The Company incurred \$60,000 in expenses in connection with such services during the three months ended September 30, 2022 and 2021, and \$180,000 in expenses during the nine months ended September 30, 2022 and 2021, as reflected in the accompanying unaudited condensed statements of operations. As of September 30, 2022 and December 31, 2021, there were \$160,000 and \$0 outstanding in related party accounts payable, respectively, as compared to \$0 outstanding in related party accounts payable as of September 30, 2021.

### **Critical Accounting Policies**

This management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of our financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities in our financial statements. On an ongoing basis, we evaluate our estimates and judgments, including those related to fair value of financial instruments and accrued expenses. We base our estimates on historical experience, known trends and events and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The Company has identified the following as its critical accounting policies:

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### *Class A Common Stock Subject to Possible Redemption*

Class A common stock subject to mandatory redemption (if any) is classified as a liability instrument and is measured at fair value. Conditionally redeemable Class A common stock (including Class A common stock that features redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) is classified as temporary equity. At all other times, Class A common stock is classified as stockholders' equity. As part of the Private Placement CAPS™, we issued 614,000 shares of Class A common stock to the Sponsor ("Private Placement Shares"). These Private Placement Shares will not be transferable, assignable or salable until 30 days after the completion of our initial Partnering Transaction, as such are considered non-redeemable and presented as permanent equity in our condensed balance sheet. Our Class A common stock features certain redemption rights that are considered to be outside of our control and subject to the occurrence of uncertain future events. Accordingly, as of September 30, 2022 and December 31, 2021, 41,400,000 shares of Class A common stock subject to possible redemption are presented as temporary equity, outside of the stockholders' equity (deficit) section of the Company's condensed balance sheets.

### *Net Income (Loss) per Share of Common Stock*

We comply with accounting and disclosure requirements of FASB ASC Topic 260, "Earnings Per Share." We have three classes of shares, which are referred to as Class A common stock, Class B common stock and Class F common stock. Income and losses are shared pro rata between the three classes of shares. Net income (loss) per share of common stock is calculated by dividing the net income (loss) by the weighted average number of common stock outstanding for the respective period.

The calculation of diluted net (loss) income per share of common stock does not consider the effect of the warrants underlying the Units sold in the Initial Public Offering and the Private Placement Warrants to purchase 10,503,500 shares of Class A common stock in the calculation of diluted income (loss) per share, because their inclusion would be anti-dilutive under the treasury stock method. As a result, diluted net income (loss) per share of common stock is the same as basic net income (loss) per share of common stock for the three and nine months ended September 30, 2022 and 2021. Accretion associated with the redeemable Class A common stock is excluded from earnings per share as the redemption value approximates fair value.

### *Derivative Warrant Liabilities*

We do not use derivative instruments to hedge its exposures to cash flow, market or foreign currency risks. Management evaluates all of our financial instruments, including issued warrants to purchase its Class A common stock, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC 815-15. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

We issued 10,350,000 warrants to purchase Class A common stock to investors in our Initial Public Offering, including the over-allotment, and simultaneously issued 153,500 Private Placement Warrants. All of our outstanding warrants are recognized as derivative liabilities in accordance with ASC 815-40. Accordingly, we recognize the warrant instruments as liabilities at fair value and adjust the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in our statement of operations. The fair value of the warrants issued in connection with the Initial Public Offering was initially measured using a Monte-Carlo simulation model and subsequently been measured based on the listed market price of such warrants at each measurement date when separately listed and traded. The fair value of the warrants issued in connection with the Private Placement have been estimated using a Black-Scholes Option Pricing model at each measurement date. The determination of the fair value of the warrant liability may be subject to change as more current information becomes available and accordingly the actual results could differ significantly. Derivative warrant liabilities are classified as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities.

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### *Recent Accounting Pronouncements*

In June 2022, the FASB issued ASU2022-03, ASC Subtopic 820 “Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions”. The ASU amends ASC 820 to clarify that a contractual sales restriction is not considered in measuring an equity security at fair value and to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value. The ASU applies to both holders and issuers of equity and equity-linked securities measured at fair value. The amendments in this ASU are effective for the Company in fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been issued or made available for issuance. The Company is still evaluating the impact of this pronouncement on the condensed financial statements.

Our management does not believe that any other recently issued, but not yet effective, accounting standards updates, if currently adopted, would have a material effect on the accompanying unaudited condensed financial statements.

### **Off-Balance Sheet Arrangements**

As of September 30, 2022, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

### **JOBS Act**

The Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) contains provisions that, among other things, relax certain reporting requirements for qualifying public companies. We qualify as an “emerging growth company” and under the JOBS Act are allowed to comply with new or revised accounting pronouncements based on the effective date for private (not publicly traded) companies. We are electing to delay the adoption of new or revised accounting standards, and as a result, we may not comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. As a result, the financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

Additionally, we are in the process of evaluating the benefits of relying on the other reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, if, as an “emerging growth company,” we choose to rely on such exemptions we may not be required to, among other things, (i) provide an auditor’s attestation report on our system of internal controls over financial reporting pursuant to Section 404, (ii) provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act, (iii) comply with any requirement that may be adopted by the PCAOB regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements (auditor discussion and analysis) and (iv) disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO’s compensation to median employee compensation. These exemptions will apply for a period of five years following the completion of our Initial Public Offering or until we are no longer an “emerging growth company,” whichever is earlier.

The foregoing is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act or the Exchange Act.

### ***Important Information and Where to Find It***

In connection with the Business Combination, ENPC and Granite Ridge have filed with the SEC a Registration Statement on Form S-4 (as amended, the “Registration Statement”), which includes the Proxy Statement and prospectus with respect to the Special Meeting. The Registration Statement was declared effective by the SEC on September 28, 2022. This document does not contain all the information that should be considered concerning the Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination.

INVESTORS AND SECURITY HOLDERS AND OTHER INTERESTED PARTIES ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS THAT HAVE BEEN FILED, OR WILL BE FILED, WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT ENPC, GRANITE RIDGE, THE BUSINESS COMBINATION AND RELATED MATTERS.

Stockholders are also be able to obtain copies of the Proxy Statement and other documents filed, or that will be filed, with the SEC, free of charge, by ENPC and Granite Ridge through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov), or by directing a request to ENPC, 137 Newbury Street, 17th Floor, Boston, Massachusetts 02116.

#### ***Participants in the Solicitation***

ENPC, Granite Ridge, Grey Rock (as such term is defined in the Proxy Statement) and their respective directors, officers and related persons may be deemed participants in the solicitation of proxies of ENPC stockholders in connection with the Business Combination. ENPC stockholders and other interested persons may obtain, without charge, more detailed information regarding the directors and officers of ENPC, and a description of their interests in the Proxy Statement, in ENPC's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which was filed with the SEC on March 30, 2022 and is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov), and in ENPC's subsequent filings with the SEC. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to ENPC stockholders in connection with the Business Combination and other matters to be voted upon at the Special Meeting is set forth in the Registration Statement. Additional information regarding the interests of participants in the solicitation of proxies in connection with the Business Combination is included in the Registration Statement. You may obtain free copies of these documents as described in the preceding paragraph.

#### ***Forward Looking Statements***

This Current Report, including the unaudited financial statements for the three and nine months ended September 30, 2022 and related notes and management's discussion and analysis contained under Item 7.01, includes includes certain statements that may constitute "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "intends," "may," "might," "outlook," "plan," "possible," "potential," "predict," "project," "should," "would" and other similar words and expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this Current Report may include, for example, statements about the future financial performance of Granite Ridge following the Business Combination; the timing and ability to close the Business Combination; changes in the Grey Rock Funds' (as such term is defined in the Proxy Statement) or Granite Ridge's strategy, future operations (including operations by the operators drilling the assets of the Grey Rock Funds or Granite Ridge), financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management. These forward-looking statements are based on information available as of the date of this Current Report, and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing the Grey Rock Funds', ENPC's or Granite Ridge's views as of any subsequent date, and none of the Grey Rock Funds, ENPC or Granite Ridge undertakes any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. You should not place undue reliance on these forward-looking statements. As a result of a number of known and unknown risks and uncertainties, the Grey Rock Funds' and Granite Ridge's actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include: (i) the timing to close the Business Combination; (ii) the occurrence of any event, change or other circumstances that could give rise to the termination of the definitive agreements relating to the Business Combination; (iii) the outcome of any legal proceedings that may be instituted against ENPC, the Grey Rock Funds, Granite Ridge or others following closing of the Business Combination; (iv) Granite Ridge's success in retaining or recruiting, or changes required with regards to, its officers, key employees or directors following the Business Combination; (v) Granite Ridge's ability to obtain the listing of its common stock and warrants on NYSE following the Business Combination; (vi) the risk that the

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Business Combination disrupts current plans and operations of the Grey Rock Funds as a result of the consummation of the Business Combination; (viii) the ability to recognize the anticipated benefits of the Business Combination; (ix) unexpected costs related to the Business Combination; (x) the amount of any redemptions by ENPC's public stockholders being greater than expected; (xi) the management and board composition of Granite Ridge following the Business Combination; (xii) limited liquidity and trading of Granite Ridge's securities; (xiii) the use of proceeds not held in ENPC's trust account or available from interest income on the trust account balance; (xiv) geopolitical risk and changes in applicable laws or regulations; (xv) the possibility that the Grey Rock Funds, ENPC or Granite Ridge may be adversely affected by other economic, business, and/or competitive factors; (xvi) operational risk; (xvii) the possibility that the COVID-19 pandemic, or another major disease, disrupts the Grey Rock Funds' business; (xviii) litigation and regulatory enforcement risks, including the diversion of management time and attention and the additional costs and demands on the Grey Rock Funds' resources; and (xix) the risks that the consummation of the Business Combination is substantially delayed or does not occur.

***No Offer or Solicitation***

This Current Report relates to the Business Combination between the Grey Rock Funds and ENPC. This document does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

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**SIGNATURE**

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

Dated: October 24, 2022

**EXECUTIVE NETWORK PARTNERING  
CORPORATION**

By: /s/ Alex J. Dunn

Name: Alex J. Dunn

Title: Chief Executive Officer