

S. JORDAN ASSOCIATES

LIFE SCIENCES CONSULTANT & REGISTERED REPRESENTATIVE

CAPABILITIES

For Institutional Investors Use Only

Securities are offered through Finalis Securities LLC Member FINRA/SIPC. S. Jordan Associates and Finalis Securities LLC are separate, unaffiliated entities.



DISCLOSURE STATEMENT

This presentation, including without limitation any information, estimates or projections contained herein or made in connection with this presentation, either in writing or orally or other format, (this "Presentation") is being furnished by or on behalf of The Translational Genomics Research Institute ("Company"). Any information contained in this Presentation is for informational purposes only and has not been independently verified. The Presentation may contain confidential and/or proprietary information and is provided for the exclusive use of the recipient and may not be reproduced, provided or disclosed to others, or used for any other purpose, without written authorization by S. Jordan Associates and the Company, and upon request must be returned to the Company or S. Jordan Associates.

S. Jordan Associates is not a Registered Investment Advisor, Broker/Dealer, Financial Analyst, Financial Bank, Securities Broker or Financial Planner, and any recipient of this Presentation acknowledges and agrees that S. Jordan Associates is not acting, nor is required to act, in any such capacity in connection with any transaction involving the Company pertaining to the matters contained herein. This Presentation is not intended to be and does not constitute financial advice or any other advice, is general in nature and not specific to any recipient. Recipients are responsible for their own investment research and investment decisions. Recipients should not construe any such information or other material as legal, tax, investment, financial, or other advice. Nothing contained on this Presentation constitutes a solicitation, recommendation, endorsement, or offer by the Company or S. Jordan Associates or any of their affiliates or any third party service provider to buy or sell any securities or other function in which such solicitation or offer would be unlawful under the securities laws of such jurisdiction. This Presentation does not address the circumstances of any particular individual or entity. S. Jordan Associates is not a fiduciary by virtue of any person's use of or access to this Presentation or the information contained herein. Recipients alone assume the sole responsibility of evaluating the merits and risks associated with the use of any information or other content in this Presentation before making any decisions based on such information or other content.

The Company, S. Jordan and Associates and their respective affiliates make no representation or warranty (express or implied) as to the accuracy or completeness of this Presentation and none of them will have any liability for any recipient's use of this Presentation or any other oral, written, or other communications transmitted to the recipient in the course of its evaluation of the Company, including without limitation, any improper use or defamatory, offensive, or illegal conduct of recipient or any other users. This Presentation is provided on an "as is" basis without warranties of any kind, either express or implied, including but not limited to warranties of title or implied warranties of merchantability or fitness for a particular purpose. The disclaimers of liability contained herein apply to any damages or injury caused by any failure of performance, error, omission, interruption, deletion, defect, delay in operation or transmission, computer virus, communication line failure, theft or destruction or unauthorized access to, alteration of, or use of record, whether for breach of contract, tortious behavior, negligence, or under any other cause of action. In exchange for accessing this Presentation, recipients agree not to hold Company or S. Jordan Associates or any of their affiliates or any third-party service provider liable for any possible claim for damages arising from any use by or decision made by recipients based on information or other content made available to recipients in or through this Presentation.

Any recipient of this Presentation acknowledges and agrees that the Company, S. Jordan Associates and their affiliates are not liable for any use of this Presentation or reliance on any information from this Presentation. In no event will the Company, S. Jordan Associates or any of their affiliates be liable for any direct, indirect, incidental, special, or consequential damages (including but not limited to lost profits or trading losses) arising out of the use of or inability to use this Presentation. S. Jordan Associates and their affiliates do not endorse and are not responsible for the accuracy or reliability of any opinion, advice, information or statement on this Presentation.

This Presentation includes certain forward-looking statements, estimates and projections provided by, and with respect to the anticipated future performance of, the Company. In some cases, recipients can identify forward-looking statements by terminology such as "may", "estimates", "anticipates", "intends", "will", "should", "could", "expects", "believes", or "predicts". Such statements, estimates, and projections reflect various assumptions and elements of subjective judgment made by management concerning anticipated results, which are subject to business, economic, and competitive uncertainties and contingencies, many of which are beyond the control of the Company and which may or may not prove to be correct. This Presentation contains certain projected financial information that reflects management's projections as to the size of the market in which it competes, general industry conditions, and other factors. The assumptions are based upon management's judgment. As a result, no representation or warranty is made as to the feasibility of the projected financial information included in this Presentation. This Presentation is not, and under no circumstances should be construed as, a solicitation to act as a securities broker or dealer in any jurisdiction. Recipients should not regard this Presentation as a substitute for the exercise of their own judgment. The Company reserves the right to negotiate with one or more prospective third parties at any time and to enter into a definitive agreement relating to a transaction with the Company without prior notice to the recipient or other prospective third parties. Also, the Company also reserves the right during the evaluation period to take any action, whether within or outside the ordinary course of business. Neither this Presentation nor its delivery to recipients shall constitute or be construed to be an offer to sell any securities of the Company. Neither the Company nor S. Jordan Associates expects to update or otherwise revise this Presentation or other materi



OPERATIONAL, BUSINESS DEVELOPMENT, AND BANKING EXPERIENCE



SCOTT JORDAN – Series 7

FOUNDER / CEO https://www.linkedin.com/in/sjordan1/

- C-Level Operations Experience Chief Financial Officer (CFO) / Chief Business Officer (CBO) for private and public (NASDAQ) biotechnology companies leveraging non-dilutive funding, strategic partnerships, and the capital markets to advance development programs through proof-of-concept clinical studies
- Business Development / Investment Banking Expertise Over 30 years of structuring licensing agreements, closing Seed / Series rounds, cross-over financings, equity lines, and \$1 / \$3 shelf offerings
- Facilitated "Exits" via Mergers and Acquisition (M&A), Initial Public Offerings (IPOs), and Alternative Public Offerings (APOs - Special Purpose Acquisition Companies - SPAC / reverse mergers)



COREY MENDOZA

CHIEF MARKETING OFFICER

https://www.linkedin.com/in/coreyjmendoza/

- A multiple award-winning Executive Producer, Writer, Director, Editor, Designer, Musician, and Marketing Strategist with over 25 years of professional experience. His expertise is in brand development, marketing & advertising, video and television production, and creative design.
- AWARDS:
 - (5) Emmy Awards for "Minds of Medicine & "Vital Signs" (NATAS/Mid-Atlantic)
- (3) Telly Awards for "Best Production" in Television "Gold Coast Reality"
- (5) Axiem Awards for "Absolute eXcellence" in Digital Media
- (3) Silver Mic Awards for Advertising Commercials
- (2) MarCom Creative for regional Advertising Campaign



LINDA SU

VP, BUSINESS DEVELOPMENT

https://www.linkedin.com/in/linda-su-60491861/

- Works across various business development and operational areas including investor relations, intellectual property, finance, and capital raising
- Manages SJA Customer Relations Management (CRM) Cloud-Based Platform, Hubspot, targeting and engaging with potential strategic partners / investors on behalf of life science, medical device, and diagnostic clients





AFFILIATED BROKER DEALER PARTNERS



CHRIS LEHMAN – Series 79

Affiliated Broker Dealer – Collabrity https://www.linkedin.com/in/chrislehman/

- Seasoned financial and business development executive in the life sciences industry with an exceptional combination of strategic partnering & financial leadership experience; 25+ years with venture-backed private and public industry leaders in therapeutics, diagnostics, CRO and industrial biotech
- Led or supported 40+ partnering and financing transactions totaling \$1.8 billion
- Direct experience in leveraging broad industry network with investment banks, venture capital, equity research analysts and strategic pharmaceutical partners to raise dilutive and non-dilutive capital; conducted numerous presentations to potential investors and partners in the United States, Europe and Asia. Founded and grew a successful strategy advisory firm with 20+ client engagements







S. JORDAN ASSOCIATES (SJA) SERVICE OFFERINGS

NON-DILUTIVE FUNDING

S. Jordan Associates (SJA) is proficient identifying non-dilutive capital sources from Local, State (Cancer Prevention Research Institute of Texas - CPRIT) and Federally sponsored institutions (NIH / SBIR)

Guide clients through the application process and work collaboratively to implement best practices leading to successful awards



STRATEGIC ADVISORY/ BUSINESS DEVELOPMENT

SJA engages with strategic partners seeking to outsource R&D via traditional and novel partnerships (option-to-buy / licensing, co-development). Services provided to emerging growth companies include:

- Assessing the competitive landscape and benchmarking against industry deal averages (upfront payments, royalties, milestones)
- Targeted outreach to large biopharmaceutical, diagnostic, and medical device companies managed within SJA's proprietary Customer Relationship Management (CRM) system
- Negotiating term sheets with prospective partners optimizing client deal metrics and shareholder return on investment (ROI)

PRIVATE COMPANY FINANCINGS

SJA exceeds client financing objectives by accessing the company's extensive network of institutional, angel groups, and alternative investors (accredited, family offices, hedge funds) to finance early to mid-stage biotech companies through major value inflection points / milestones

Effective at negotiating and closing Seed / Series rounds with institutional capital sources (venture capital, cross-over) and identifying / securing commitments from "Lead" sponsors pivotal to securing investor syndicates



"EXITS" / PUBLIC COMPANY FINANCINGS

SJA works diligently evaluating viable exit / public company financing vehicles including mergers and acquisitions, initial public offerings (IPOs), and alternative public offerings (reverse merger, SPAC) aligned with capital market conditions and company-specific attributes

Alternative Public Offerings (APOs):

Leverage strong relationships with sell-side banks and reverse merger / SPAC sponsors identifying public shells, submitting proposals to win auctions, and negotiating / closing term sheets on behalf of private companies seeking to list on public market exchanges (e.g. NASDAQ)





NON-DILUTIVE FINANCING - INOMAGEN THERAPEUTICS

- S. Jordan Associates (SJA) acted as financial advisor to Inomagen Therapeutics assisting with securing a \$3.67M NIH SBIR Fast Track Phase 1/2 Grant to develop a novel gene therapy for Atrial Fibrillation (AF)
- The award includes \$462,689 from the National Heart, Lung, and Blood Institute (NHLBI) to complete the 'Phase 1' segment of development which includes optimizing gene doses and electroporation parameters required for atrial gene delivery
- Upon successful completion of the Phase 1 segment, RTI eligible to receive an additional \$3,212,600 in NIH funding to carry out the 'Phase 2' segment, which will include determining optimal dose of gene therapy required to attenuate established electrical remodeling in AF

ABOUT INOMAGEN THERAPEUTICS, www.inomagen.com

 Inomagen Therapeutics, Inc. is a privately held biotechnology company with technology licensed from Northwestern University (NU) dedicated to delivering the promise of gene therapy for treating serious cardiovascular diseases such as atrial fibrillation



\$3.67M NIH SBIR Fast Track Grant Non-Dilutive Funding

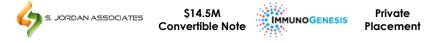


PRIVATE COMPANY FINANCING – IMMUNOGENESIS

- S. Jordan Associates (SJA) acted as financial advisor to ImmunoGenesis assisting with raising a \$14.5M convertible note
- Lead investors include the founders of Chicago-based hedge funds (Magnetar Capital and Peak6), early-stage venture capitalists (BioAdvance, Texas Halo Fund) and secondary markets trading firm / cross-over investor (Adit Ventures)

ABOUT IMMUNOGENESIS, www.immunogenesis.com

- ImmunoGenesis formed to develop products from the lab of Dr. Michael A. Curran, Associate Professor, Department of Immunology at MD Anderson Cancer Center who worked closely with Nobel Laureate, Dr. James Allison, and is on the patent for CTLA-4 (cytotoxic T-lymphocyte-associated protein 4 – Ipilimumab / Yervoy) inhibition
- Development programs to overcome immune resistance in "cold" tumors unresponsive to current checkpoint inhibition therapies which comprise the majority of all cancers





ACHIEVEMENTS: 2016 - 2020

NON-DILUTIVE FUNDING

- Secured awards from the Cancer Prevention Research Institute of Texas (CPRIT) resulting in ~\$35M of non-dilutive capital advancing three drug programs through Investigational New Drug (IND) enabling studies
- Leveraged non-dilutive capital during early stages of development to reach critical milestones resulted In subsequent financing rounds priced at higher valuations



STRATEGIC ADVISORY/ BUSINESS DEVELOPMENT

- Out-licensed South Korean rights to Salarius Pharmaceuticals / Iterion Therapeutics' lead compounds (Seclidemstat, Tegavivint) to HLB Lifesciences Co.
- Negotiated licensing terms including upfront payment, milestones, and royalties
- Established joint research committees monitoring progress and report findings to respective board members



7 | www.sjordanassociates.com Similar results are not guaranteed; based on investor demand and general market factors

PRIVATE COMPANY FINANCINGS

 Raised development funding from academic Institutions, angel groups, and accredited / institutional investors (venture capital)



"EXITS" / PUBLIC COMPANY FINANCINGS

- Identified, awarded, negotiated, and closed a term sheet / public shell with Flex Pharma (FLRX) resulting in Salarius Pharmaceuticals listing on NASDAQ via a reverse merger in 2019
- Facilitated a \$10.9M equity line with Aspire Capital, a private, long-only investment fund focused on making investments in publicly traded companies
- Closed a \$11M \$1 offering with Ladenburg Thalmann funding Salarius
 through Phase 1 / 2 clinical milestones



TOMBSTONES: 2016 - 2020



Capital raises and licensing agreements facilitated as an executive (CFO / CBO) of Salarius Pharmaceuticals and Iterion Therapeutics



TRANSACTION HISTORY: 2005 - 2016





Capital raises, licensing agreements, and M&A / public offerings facilitated as a placement agent of S. Jordan Associates and Healthios Capital Markets.



S. JORDAN ASSOCIATES

AI / MACHINE LEARNING – IQ500

Securities are offered through Finalis Securities LLC Member FINRA/SIPC. S. Jordan Associates and Finalis Securities LLC are separate, unaffiliated entities.



SJA PARTNERED WITH IQ500 - LEADER IN AI / MACHINE LEARNING



IQ500 connects Issuers, Investors, and Strategic Acquirers directly via an intelligent infrastructure that modernizes the entire private investment continuum from investment research and market analysis to relationship mapping, networking, opportunity screening, communication, transaction management, due diligence, FAQs, valuation, syndication, deal execution, benchmarking, performance measurement, and exit planning.

Powered by machine learning which accurately predicts investments with 93% statistical precision, IQ500 seeks to transform the efficiency of the \$480 billion Venture Capital market by streamlining investment selection, risk management, and outcome realization.

Machine Learning Algorithm: Trained on 2 million VC transactions using 160 million analytical arrays across 800-dimensional vectors



IQ500 VIDEO INTRODUCTION



IQ500 – RIGHT PERSON, RIGHT DEAL, RIGHT TIME

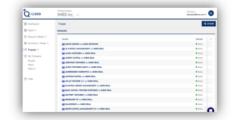


WHICH INVESTORS ARE BEST FOR THE COMPANY?

Financial and strategic targets which are 93% likely to lead the Company's next transaction.



fact as			11 10110	11.14	- 14 meters	11 m	14 I I I	100
1.10	Contract	March (Delta)		1048	8014 / Tolk	1010.00	10,0704 101	1
	registration frequences and				100.000	10.170	1.000	1
	Tage (Solar) Hangaroot, 14				100000000000000000000000000000000000000	10.150	1.000	
	Andrewsen Presents (2)				Indiana, Panel	141110		
	Search Section 1				and rates, france	10.00	1.000	
	August Tayloge				100.000	10.150	1.000	1
	Searce Second Science				(ad halls), Taxoff	141174	1.0000	
	URAL INSTRUMENTS				100000-0000	10.00	1.000	
	Collinson, 12				100-000-0000	10110	1.0000	
	Cate Response 11				Indiana, Tanak	14.176	1.000	
	Red 2004-00				100000-0000	10.00	1.000	
	Nam Designation (name) Tab				100.000	10.150	1.01000	
	Subjection, 12				patients, Tance	14170	1.000	
	100 magnet, 147				100000-0000	10.170	1.000	1
	Institute phone int				(and installer, Trans)(4)	1-1-1	1-binner	
	fact land form, of				and house. There is	10.75	1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	1.00



WHO DO WE CONTACT ? WHY? HOW?

Individual target contact affiliations. Direct, encrypted, "1:1" communication through MS Teams



WILL THERE BE INTEREST IN OUR DEAL?



Real—time, "in aggregate" data of activity by financial and strategic targets on Company listing

Q	Neuros Medical, Inc.			with the second strength	
E lations	re langes			< to	
E lost i D losse i (lost i	Neuros Medical, Inc.		arrianter		
Carlos Carlos (Nexus Nexus Inc.			
The second second		Record Reliat		17.74	
C Witness		Name And A. A successful course		1.1.1.1.1	
		and called within		Name Andre in an annual an anna a' fairte	
		Note which is a secondaries range three access second with the second second water access and the second second second water access and the second se		a) A starts gain property and the start of the West A. B. West was an adverter of the start of the PAR (PS) was an adverter of the start of the start PAR (PS) was an adverter of the start of the distance of the pAR (PS) was an adverter of the distance of the pAR (PS) was and the start of the distance of the pAR (PS) was and the pAR (PS) was advected by the pAR (PS) was advected by the the pAR (PS) was advected by the pAR (PS) was advected by the pAR (PS) was advected by the pAR (PS) (PS) was advected by the pAR (PS) was advected by the pAR (PS) (PS) was advected by the pAR (PS) (PS) was advected by the pAR (PS) (PS) (PS) (PS) (PS) (PS) (PS) (PS)	
		Territy.		10.00	
		 Terre Partie Terr 	10.00		
		the second distant			
				Sallow System at Second	
		1.1.22		Table Table	
				Canada Malay Tanan	

WHEN WILL THE DEAL CLOSE ?

	ter fastiens nit insets to	British
	Real Copie/Terrary, UT	
	rate interactions	
	test tests	
	August #	
	Cart and Artes - Age Dispets	
	1.0000	
	~	
ngat Trainin		2 barbon 2
•••••	n, hat we could think any relevant solar.	and shad and and and and and and and and and a
		NAME AND ADDRESS ADDRESS & A



KPI's, including strength of relationships; deal quality; likelihood of success; timing of close.



IQ500 – BENEFITS FOR ISSUERS



Each Company listing on **IQ500** features a range of deal experiences — solving the most important problems — and intended to support financial and strategic success throughout the business horizon.

HOW DO WE COMPARE ?

Peer Groups which place each Company among its closest "competitors", as established by investors and strategic participants on Company's target lists.



										b
to the second		~	-	-			T	1	and a	iii.
take Massailts in-	1.00		1000			Part 6, 210	- 10.4			
Malvon Market (Million etc.	1.00		1000	0.4	18.7	Name & 201	18.5	- 14	303	
Discours Local Meladianeers In. 14.	1.00		Tine .		1.0	Filling 6, 201	218	- 14		4
Approximation for	1.00	- 24	1000		-	1048.0.70	- 0.4			110
Contrast, pink	4.04		Tana		18.1	1000400 D. ROL	124	1.8	- 14	44
Compress Brahman (1997)	1.00	1.04	Band .			man, 4, 201	- 243	- 14	100.004	0.44.7.7
Collegences in the	1.01	-	-		- 100-0	Apression 1 - 4010	64.6			
manual its	4,00		(and (and			Departments (1998)	-16.0	- 11		
Consult Reducture	1.04				-411	include 4, 201	16.4			-
Contract of Contra	- 100	- 14	these in			mm 1.414			111.00	100
		- 44	100		-	100.0.000	10.4	- 18		
Parties in	100	141	the second second			101100	1.0	-	100.00	14.1
march and and	1.00		-			Aug. (10 (10))	-0.0			44.1
marris he	1.04	100	-	-		Manufact 1 (1987)	10.0	-		1000
Although the state of the state	1.00		10100			Street Test	11.0			
Construction of the local division of the lo	-346	- 24	-	1.00			- 11.8		110.044	10401
diseases large theory laws in the	+ 10		100			1000 (H 100	- 14		-	
No. in Children on	100	100	-	1000	100	mm 2.201	34		100 80	Call
Hand Tanandal Av	1.00		-			August A. Mark	114			
Photosophic Restau Links (1.00		and it			course in section				0.00

Ded France							
(best	-			The Local Division of the			
Annual Parts of Annual Annual Annual		10018	-	-			
stiff interlaps, inc.			in the second	rame.	-		
(photos)		1001.0	-		-		
Tally allow from			-		-	1.1	
Second 11	the straight had a						
Spectrement accession	- Sections						
trans, in					-	-	
ter ange a de anne anne an	Anne of Control of Con			1000.0	-		-
Genute	White is			1000	in the second second	(10.10)	-
Sector Contractor and the sector	4000				-		-
	desidentiar bio			(m) 4	-	1.1.m	-
				200.0		1110	-
	Annual Victoria Contractoria Co				-		



WHAT IS HAPPENING IN OUR MARKET ?

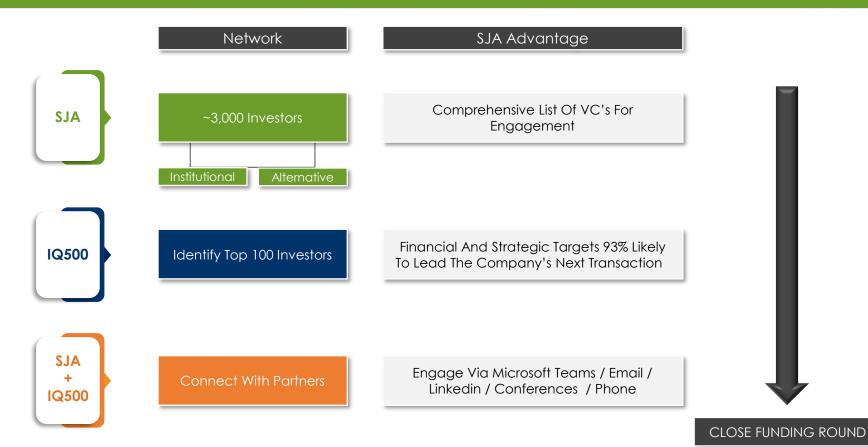
WITH INVESTORS, BUYERS, PEERS ?

Customized market data, competitive analysis, news, social sentiment.





OPTIMIZE INVESTOR TARGET LISTS / ENGAGEMENT / CLOSING





MARKETING / HUBSPOT (CRM)

Grow better with HubSpot

redda

man must served 17 25 15

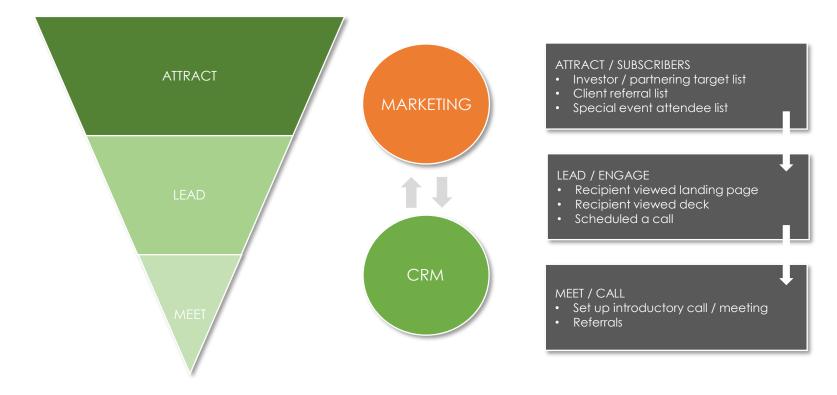
eventbrite "> POORDASH

000000

Securities are offered through Finalis Securities LLC Member FINRA/SIPC. S. Jordan Associates and Finalis Securities LLC are separate, unaffiliated entities.



EMAIL MARKETING: NURTURING RELATIONSHIPS THROUGH EMAIL CHANNEL





EMAIL MARKETING STRATEGY: OPTIMAL MESSAGE, AUDIENCE, TIME





UTILIZING HUBSPOT DATA TOOLS (CRM) TO MEASURE SUCCESS



METRICS

DELIVERY RATE •Delivered •Bounced •Spam

OPEN RATE

Desktop Vs. MobileEmail Providers

EMAIL VIEW TIME

- •Read
- •Skimmed
- •Glanced

SYC

HTML CLICK MAP

- Location Of The Clicks On The Email
- Optimization(s) For Button, Links, Graphics

CLICKED LINK(S)

Content Clicked

LEAD SCORING

 Content engagement score for prioritization

AUTO-ADVANCE LIFE CYCLE STAGES

- Leads
- Scheduled a call
- Won / lost

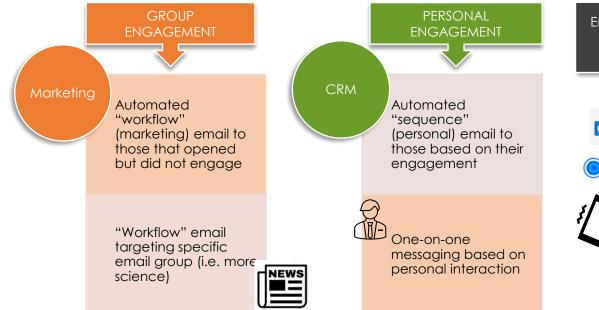
DASHBOARD

- Performance review
- Team discussion



DATA IS POWER

FOLLOW UP COMMUNICATIONS



Ensure conversations and activities connected to the contact database for continuous learning and optimization?





ALTERNATIVE PUBLIC OFFERINGS

Securities are offered through Finalis Securities LLC Member FINRA/SIPC. S. Jordan Associates and Finalis Securities LLC are separate, unaffiliated entities.



ALTERNATIVE PUBLIC OFFERINGS (APO) TEAM

STRONG TRACK RECORD OF FACILITATING APO'S IN THE LIFE SCIENCES INDUSTRY

APO Webinar, "Reverse Mergers and SPACS: Are Alternative Public Offerings the New Normal For Biotech's Going Public?" – March 18th, 2021 <u>https://hubs.ly/H0JLhtK0</u>



STEPHEN ALICANTI Partner DLA Piper, LLC (US)



SCOTT JANSSEN Managing Director LS Associates

Part of the broader LifeSci Partner platform supporting over 200 clients with IR, PR, partnering / BD , and virtual CFO services



MIKE MONTGOMERY Managing Partner Effectus Group

Public filings, audit preparation, mergers and acquisitions, business combinations, financial due diligence, and integration



SCOTT JORDAN Founder / CEO S Jordan Associates

Raise private placements and concurrent financings, licensing / partnership agreements, M&A, and APOs – Reverse / SPAC



APO SERVICES: INCEPTION TO CLOSING TRANSACTIONS

APO COORDINATION

S. Jordan Associates manages APO Process on Behalf of Reverse Merger Sponsors / Private Companies Including the facilitation of Public Company Readiness and Capital Supporting Transactions 5. JORDAN ASSOCIATES

LEGAL / PUBLIC COMPANY READINESS

LEGAL

- Legal advice and document preparation / negotiation including M&A, tax and securities law
- SEC disclosure and periodic reporting guidance

STEPHEN ALICANTI



- FINANCE / INTERIM C-LEVEL
- Evaluation and implementation of financial controls
- Recruiting and leading the internal accounting and finance team members
- Investor and public relations
 strategies and leadership

SCOTT JANSSEN



- ACCOUNTING / CONTROLS
- Audit readiness
- S-4 prep (F Pages, MDA, Pro Forma)
- Internal controls
- Accurate, reliable and timely KPI and financial reporting

MIKE MONTGOMERY



PROJECT MANAGEMENT / CAPITAL SUPPORT

CLOSE

INVESTMENT BANKING

- Forecasting and financial / cash
 flow modeling
 - Capital raises including venture capital (Series A>), concurrent and cross-over financings (PIPES), and public market offerings
 - Introduction to reverse merger sponsors
 - Term sheet negotiations

.

٠

SCOTT JORDAN





APO PUBLIC READINESS CHECKLIST

Strategic	Have you built an IPO or Reverse Merger roadmap with specific subject matter experts, work stream, and milestones?
	Who is the project owner / manager and do they have experience with this complex process?
	Has the board reviewed the plan and key dates?
	Have you performed a Board "audit" to make sure you have the people, skills, and governance in place to lead a company into and operate effectively as a public company?
	Are the internal shareholders and experts on the Board held accountable for their portion of the project?
	Have you engaged a team of expert consultants to support the project (e.g. attorney's, financial and technical accounting, consultants, auditors, D&O insurance providers)?
	Have you prepared accurate, reliable, and timely financial and scientific reports that will be required as a public company?
	Do you have reliable forecasting and subsequent actual to forecast reporting?
Finance / Accounting	Reviewed monthly closing book process / gap analysis necessary?
-	Team in place to implement financial planning and analysis including the review of budgt vs. actual processes?
	Audited financials? If not, has the company received quotations from potentail auditing firms?
	Company discussed with management / Board final selection of auditors?
	Company worked with auditors / director of finance from an accounting firm to complete the audit?
	Completed a 409A valuation that can be substantiated under PCAOB standards?
	Reviewed the cap table ensuring all supporting documentation in place including all financial transactions?
	Set up data base to collect company information such as contracts, stock option grants, financial statements for efficient audit process?
Capital Raise	Developed a plan and timeline for next financing?
Capital Kaise	Completed an investor deck review by Investor Relations and financial experts ensuring synergistic with financial forecasts and budget?
	Reviewed 5 / 10-year financial plan and balance sheet?
	Reviewed a list of possible Series / Cross-over investors and selected a banker to assist with the process?
	Initiated the IPO / Reverse Merger roadmap with estimated timelines, assigned workstreams to stakeholders and consultants?

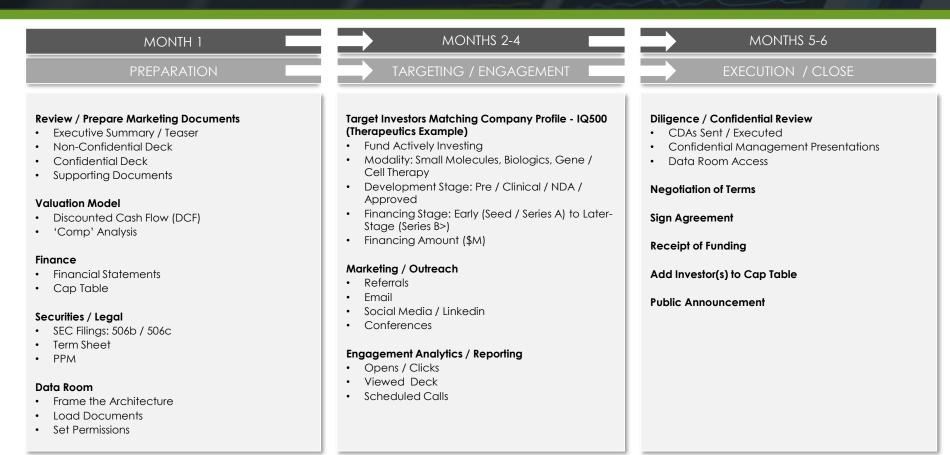


APPENDIX #1 – SJA PRIVATE PLACEMENT SERVICES AND TIMELINES

Securities are offered through Finalis Securities LLC Member FINRA/SIPC. S. Jordan Associates and Finalis Securities LLC are separate, unaffiliated entities.



PRIVATE PLACEMENTS - TIMELINE



MONTHLY ENGAGEMENT FEE / SERVICES

MONTHLY ENGAGEMENT FEE (\$)	Success Fee (%)	FUNDING ROUND / STAGE OF DEVELOPMENT / OTHER SERVICES	SERVICE OFFERINGS	DESCRIPTION / AFFILIATED PARTNERS
>\$10,000	Yes	Funding Round: Series A / B Stage of Development: Clinical Other Services: M&A / Pre-IPO	S. JORDAN ASSOCIATES	Full Banking Engagement Including Al Platform, IQ500
\$5,000 - \$10,000	Yes	Funding Round: IND-Ready, Series A Stage of Development: Pre / Clinical	S. JORDAN ASSOCIATES	IQ500 – Client Subscription with SJA In Supervisory Role Optional: Syndicate Investors Through Finalis Broker Dealer Network
None	None	Funding Round: Seed Round Stage of Development: Pre-Clinical	Q 1Q 500	IQ500 - Client Subscription

S. JORDAN ASSOCIATES

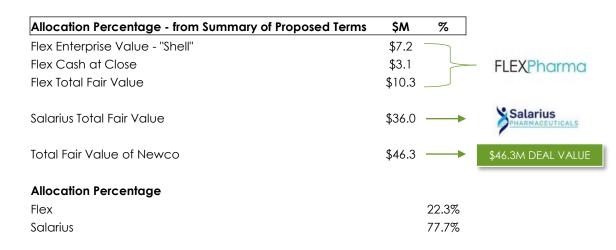
APPENDIX #2 – ALTERNATIVE PUBLIC OFFERING (APO) CASE STUDY

Securities are offered through Finalis Securities LLC Member FINRA/SIPC. S. Jordan Associates and Finalis Securities LLC are separate, unaffiliated entities.



SALARIUS PHARMACEUTICALS REVERSE MERGES INTO FLEX PHARMA

- Salarius Pharmaceutical (Nasdaq: SLRX), a clinical-stage oncology company targeting the epigenetic causes of cancers, announced closing a merger with Flex Pharma, Inc.'s wholly owned subsidiary on July 19, 2019
- The newly combined company focused on the continued development of Salarius' clinical pipeline, which targets rare, orphan cancers with lead compound, Seclidemstast, a LSD1 inhibitor (epigenetics validated target)
- Healthios Capital Markets (now Third500 <u>https://www.third500.com/</u>) served as financial advisor in the transaction
 to Salarius Pharmaceuticals and Wedbush PacGrow advised Flex Pharma





TIMELINE / MILESTONES FROM INCEPTION TO REVERSE MERGER CLOSING

FLEXPharma					10	Salarius PHARMACEUTICALS	S.	2020
	2018			20	19	NASDAQ: SLR	x 4	2020
↓ I I I I I I I I I I I I I I I I I I I	•	•	•	•	•	•	•	
1Q - 2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q
 Established Connections with Investment Banks via Buy Side / Conferences Banker Introductions to NASDAQ Shells - Auctions Salarius Submitted Proposals to Banks Reverse Merger Bids Declined - MIRNA / Anthera 	 Introduction to Ohr / Flex Signed CDAs / Completed Diligence Initiated Negotiations Exchange Ratio / Cash at Close Awarded Ohr / Flex Shells Flex Shell Selected, > Net Cash at Close Financial Audit Completed 	 Received Board Approval - Merger with Flex Pharma Closed \$6.4M Series A Financing Negotiated Merger Agreement / Term Sheet Fairness Opinion Completed by Third500 (Investment Bank) Exchange Ratio 77.7% Salarius / 22.3% Flex 	 Board Resolutions Approved Including Merger Agreement, Reverse Stock Split, Name Change Formation of Merger Sub Submitted SEC / NASDAQ Applications Including S-4 Filing - Financial Statements, Risk Factors, MD&A 	 Responded to NASDAQ Comment Letter S-4 declared effective by SEC Obtained CUSIP S-3 Shelf Offering Remained Active Met NASDAQ Deadlines for Shareholder Equity / Minimum Price Per Share Bid Price (>\$1.00) 	 Secured Stockholder Votes in Favor of Merger Prospectus Supplement / Comfort Letter Reverse Split: 25:1 Closed / Announced Merger Listing on NASDAQ Sold Flex Subsidiary - HOTSHOT Filed 8-K/A Launched S3 Offering 	 Secured \$10.9M Equity line from Aspire Capital From Salarius' S-3 Shelf Registration Drew Down \$2.6M in Aggregate Proceeds from Equity Line Ladenburg Selected for S1 Offering Held Annual Meeting of Stockholders 	 Filed S-1 Offering Raised \$11M From \$1 Prior to COVID Crisis Funding SLRX Through Read-Out of Clinical Milestones in 2021 (Ewing Sarcoma Phase 1 / 2 Study) Filed 4Q 10Q and 2019 10K Received Fast Track Designation 	 Filed 1Q 2020 10Q Launched Initiatives to Drive Trading Volume / Stock Price Purchases of Salarius Stock by Retail and Institutional Investors in Secondary Market – Hired IR / PR Firm Filed Proxy Announced Annual Meeting

Similar results are not guaranteed; based on investor demand and general market factors.

S. JORDAN ASSOCIATES

APPENDIX #3 – IQ500 Services

Securities LLC Member FINRA/SIPC.



SERVICE	DESCRIPTION		
IQ500 Monthly Subscription	Access to IQ500 – Profile, Top 100 Investors, Strategic Partners, Data Room	\$1,250 / Mo.	Cancellable Monthly
Document Review	Executive Summary, Management Presentation, Financial Model	\$5,000	Optional
Document Development	Executive Summary, Management Presentation	\$15,000	Optional
Financial Model Development	Progressive To "Peak" Value	\$20,000	Optional
EcoSystem Review	Network, Relationships, Targets, Peers, Exit Comps, M&A Precedents	\$2,500	Optional
Network Development	Warm Introductions, Referrals, Notifications	\$2,500 / Mo.	Optional
Deal Monitoring	Performance Tracking, Benchmarking, Data Analysis, Reporting	\$1,000 / Mo.	Optional
Deal Management	Network Development, Deal Monitoring, Plus Target Engagement	\$5,000 / Mo.	Optional
Total Listing Management	All The Above	\$7,500 / Mo.	Optional
Deal Syndication	For Issuers And VC's	% Spread	Optional
Secondary Transactions	For Issuers And VC's	% Spread	Optional



S. JORDAN ASSOCIATES

Life Sciences Consultant & Registered Representative

SCOTT JORDAN Founder / CEO

512 N. McClurg #4604 Chicago, IL 60611

312-451-6210 scott@sjordanassociates.com www.sjordanassociates.com



an1

@sjordanassociat

