



**S. JORDAN ASSOCIATES**

LIFE SCIENCES CONSULTANT & REGISTERED REPRESENTATIVE

CAPABILITIES

*For Institutional Investors Use Only*

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# 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 S1 / S3 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/coreymendoza/>

- 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

Broker Dealer – Collabtrity / Finalis Securities

<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

## SERVICES

### Experience relevant to helping a company become “IPO Ready”

- Lead all IPO workstreams
- Assemble a bulge-bracket IPO syndicate
- Facilitate Big 4 firm audit
- Filing confidential S-1s with minimal SEC comments
- Support sell-side analysts preparing to initiate coverage.







# 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)







# ACHIEVEMENTS 2021-2022: GENE THERAPY & IMMUNE-ONCOLOGY

## 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, Inomagen 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](http://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](http://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



**\$14.5M  
Convertible Note**



**Private  
Placement**





# 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 Salaris Pharmaceuticals / Iterion Therapeutics' lead compounds (*Secclidemstat*, *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

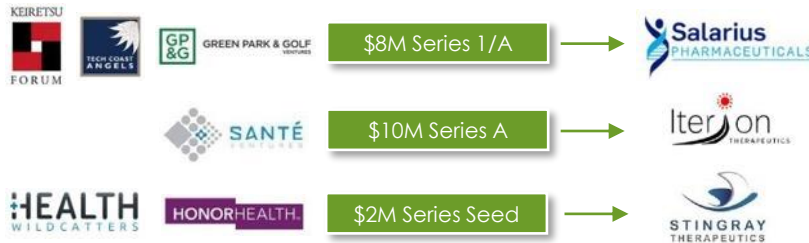


\$1M UPFRONT FEE



## 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 Salaris 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 S1 offering with Ladenburg Thalmann funding Salaris through Phase 1 / 2 clinical milestones



\$10.9M Equity Line



\$11M S1 Offering







# TOMBSTONES: 2016 - 2020

## SERIES 1



\$1.6M Convertible Note

## SERIES A



\$6.4M Convertible Preferred

## REVERSE MERGER



\$46.3M Deal Value

## EQUITY LINE



\$10.9M In Common Stock

## S1 OFFERING



\$11.0M In Common Stock

## SERIES A1 / A2



\$10.0M Convertible Preferred

## SERIES SEED



\$2M In Proceeds

## S. KOREAN RIGHTS



\$1M Upfront Payment

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





# TRANSACTION HISTORY: 2005 - 2016



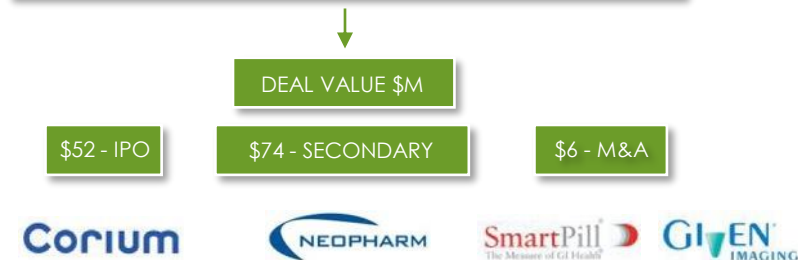
CLOSED \$583M IN LICENSING AGREEMENTS / PARTNERSHIPS



RAISED \$152M – PRIVATE PLACEMENTS



RAISED \$194 M – IPO / SECONDARY OFFERINGS / M&A







S. JORDAN ASSOCIATES

## AI / MACHINE LEARNING – IQ500

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# 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.



NAME	CONTACT	SCORE	STATUS
1. [Investor Name]	[Contact Info]	[Score]	[Status]
2. [Investor Name]	[Contact Info]	[Score]	[Status]
3. [Investor Name]	[Contact Info]	[Score]	[Status]
4. [Investor Name]	[Contact Info]	[Score]	[Status]
5. [Investor Name]	[Contact Info]	[Score]	[Status]
6. [Investor Name]	[Contact Info]	[Score]	[Status]
7. [Investor Name]	[Contact Info]	[Score]	[Status]
8. [Investor Name]	[Contact Info]	[Score]	[Status]
9. [Investor Name]	[Contact Info]	[Score]	[Status]
10. [Investor Name]	[Contact Info]	[Score]	[Status]

## WHO DO WE CONTACT ? WHY? HOW?

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



CONTACT	AFFILIATION	STATUS
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]
[Contact Name]	[Affiliation]	[Status]

## WILL THERE BE INTEREST IN OUR DEAL ?

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



ACTIVITY	DATE	SCORE
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]
[Activity]	[Date]	[Score]

## WHEN WILL THE DEAL CLOSE ?

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



KPI	VALUE	STATUS
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]
[KPI]	[Value]	[Status]





# 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.



## WHAT IS OUR VALUATION ?

### EXIT PATH ?

Precedent Transactions, Public Comparables



## WHAT IS HAPPENING IN OUR MARKET ?

### WITH INVESTORS, BUYERS, PEERS ?

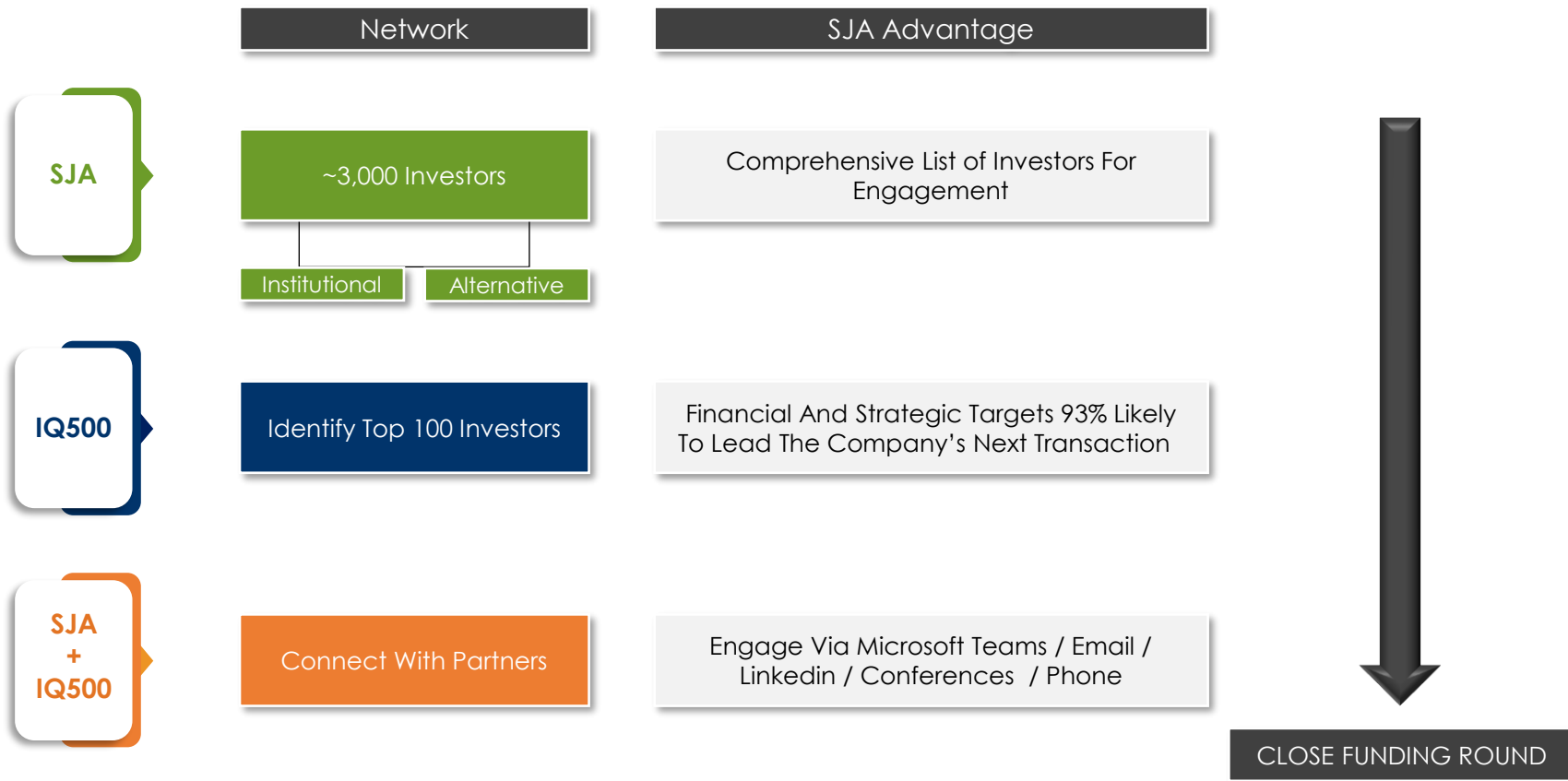
Customized market data, competitive analysis, news, social sentiment.







# OPTIMIZE INVESTOR TARGET LISTS / ENGAGEMENT / CLOSING







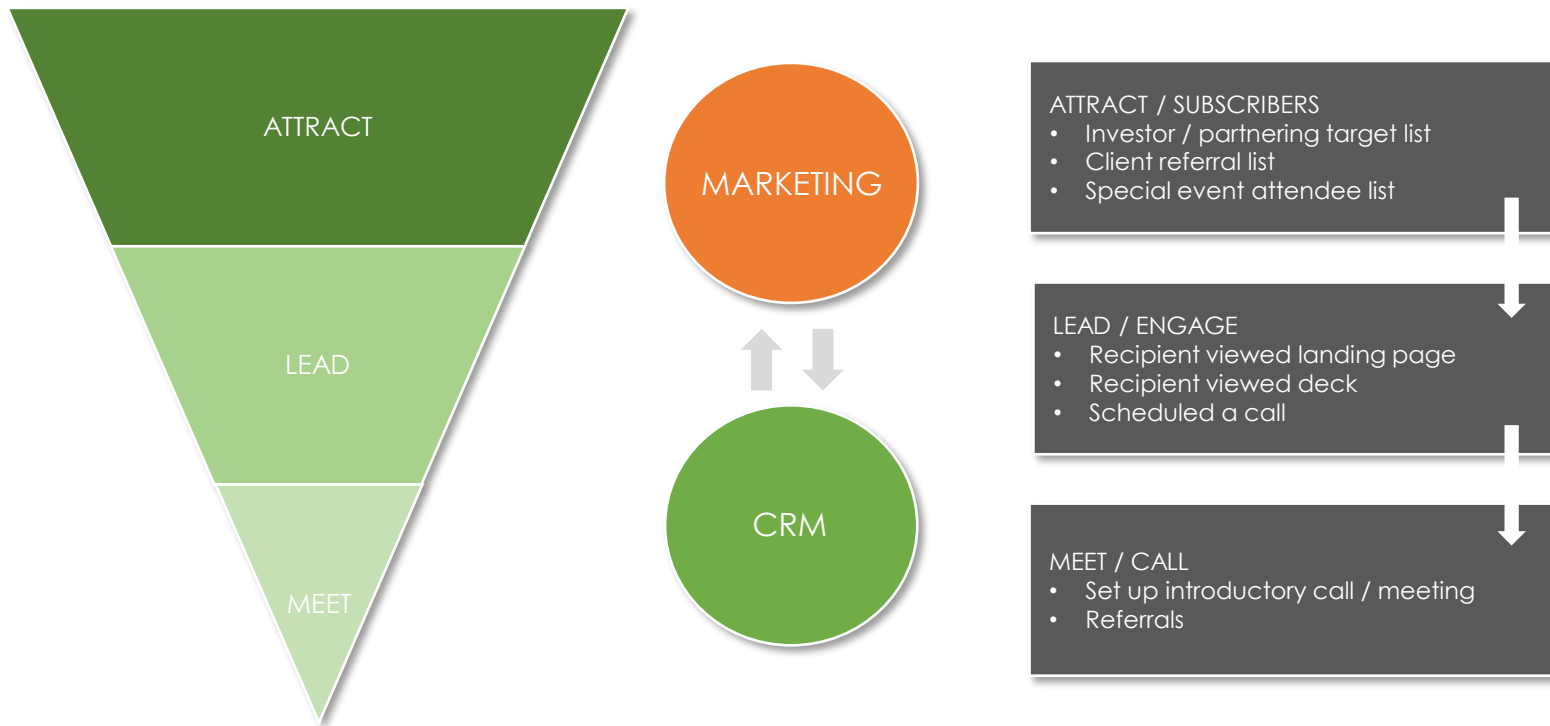
## MARKETING / HUBSPOT (CRM)

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# EMAIL MARKETING: NURTURING RELATIONSHIPS THROUGH EMAIL CHANNEL







- General Outreach / Brand Recognition
- News Update
- Event Sign Up
- Collaboration
- Capital Raising / Partnering

- Investors
- Strategic Partners
- Key Opinion Leaders
- Bankers

- Highest Open Rate
- Highest Engagement Rate
- Campaign Specific Time Sensitivity





# UTILIZING HUBSPOT DATA TOOLS (CRM) TO MEASURE SUCCESS



## METRICS

### DELIVERY RATE

- Delivered
- Bounced
- Spam

### OPEN RATE

- Desktop Vs. Mobile
- Email Providers

### EMAIL VIEW TIME

- Read
- Skimmed
- Glanced



## CLICKS

### 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

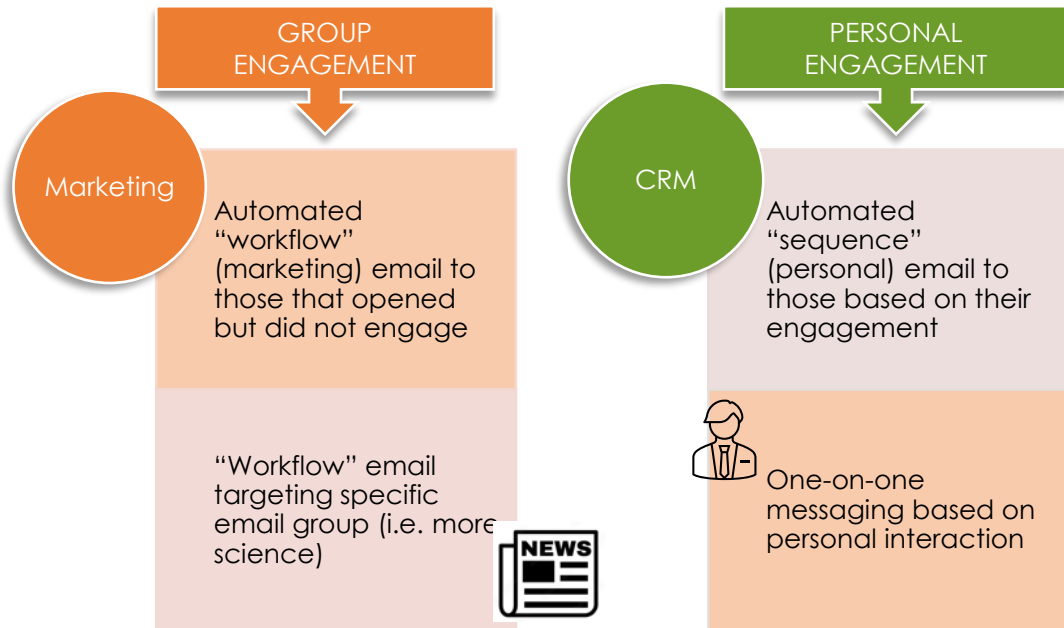
- Performance review
- Team discussion





# DATA IS POWER

## FOLLOW UP COMMUNICATIONS



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





## ALTERNATIVE PUBLIC OFFERINGS

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# 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 18<sup>th</sup>, 2021 <https://hubs.ly/H0JLhtK0>



**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



S. 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

#### 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

SCOTT JORDAN



S. JORDAN ASSOCIATES

1000 N. RIVER ST. SUITE 200, TAMPA, FL 33606





# 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 budget vs. actual processes?  
Audited financials? If not, has the company received quotations from potential 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?  
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

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# PRIVATE PLACEMENTS - TIMELINE







# MONTHLY ENGAGEMENT FEE / SERVICES

LEVEL	MONTHLY ENGAGEMENT FEE (\$)	SJA Success Fee (%)	FUNDING ROUND / STAGE OF DEVELOPMENT / OTHER SERVICES	SERVICE OFFERINGS	DESCRIPTION / AFFILIATED PARTNERS
Level 1	>\$8,000	Yes	<b>Funding Round:</b> Series A / B <b>Stage of Development:</b> Clinical <b>Other Services:</b> M&A / Pre-IPO / Business Development - Licensing	 S. JORDAN ASSOCIATES 	Full Banking Engagement Leveraging AI Engine, IQ500
Level 2	\$5,000 - \$8,000	Yes	<b>Funding Round:</b> IND-Ready, Series A <b>Stage of Development:</b> Pre / Clinical <b>Other Services:</b> See Slide #31	 S. JORDAN ASSOCIATES  	IQ500 – Client Subscription with SJA In Supervisory Role  Optional: Syndicate Investors Through Finalis Broker Dealer Network
Level 3	\$1,250 (to IQ500)	None	<b>Funding Round:</b> Seed Round <b>Stage of Development:</b> Pre-Clinical <b>Other Services:</b> See Slide #31		IQ500 - Client Subscription





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

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# SALARIUS PHARMACEUTICALS REVERSE MERGES INTO FLEX PHARMA

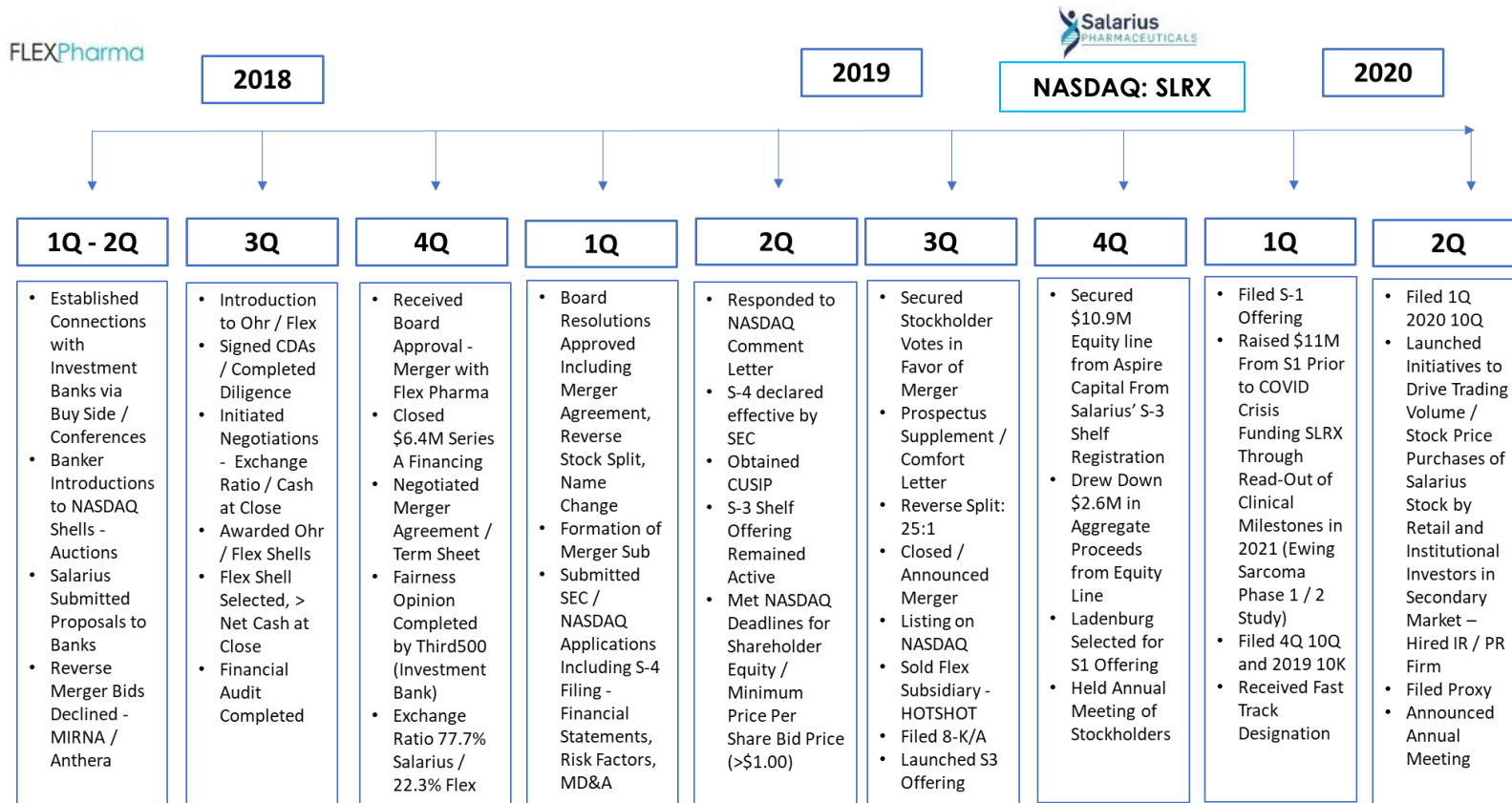
- Salariaus Pharmaceutical (Nasdaq: SLRX), a clinical-stage oncology company targeting the epigenetic causes of cancers, announced closing a merger with Flex Pharma, Inc.'s wholly owned subsidiary on July 19, 2019
- The newly combined company focused on the continued development of Salariaus' clinical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

Allocation Percentage - from Summary of Proposed Terms	\$M	%	
Flex Enterprise Value - "Shell"	\$7.2		
Flex Cash at Close	\$3.1		
Flex Total Fair Value	\$10.3		
Salariaus Total Fair Value	\$36.0		
Total Fair Value of Newco	\$46.3		
			
<b>Allocation Percentage</b>			
Flex		22.3%	
Salariaus		77.7%	





# TIMELINE / MILESTONES FROM INCEPTION TO REVERSE MERGER CLOSING







S. JORDAN & ASSOCIATES

## APPENDIX #3 – IQ500 Services

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## IQ500 – ‘Level 3’ Service Offerings

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





## S. JORDAN ASSOCIATES

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