

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

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/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





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)





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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



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



6 | 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



6

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

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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.



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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

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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.



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WHAT IS HAPPENING IN OUR MARKET ?

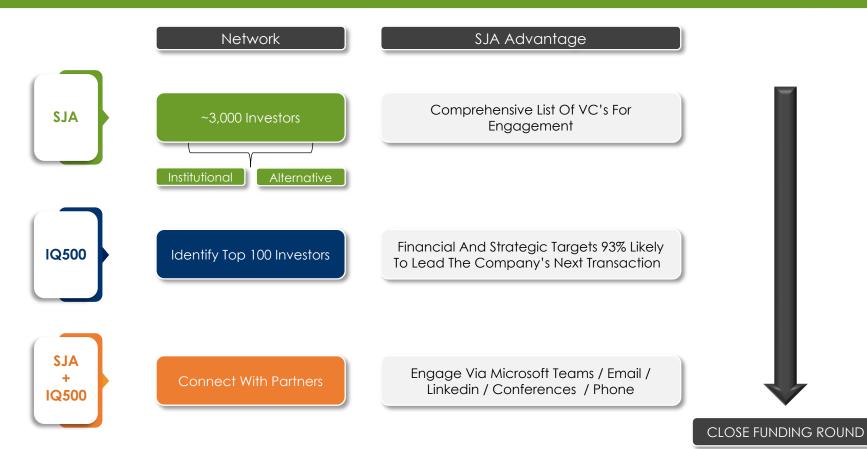
WITH INVESTORS, BUYERS, PEERS ?

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





OPTIMIZE INVESTOR TARGET LISTS / ENGAGEMENT / CLOSING



	SOCIATES
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MARKETING / HUBSPOT (CRM)

Grow better with HubSpot

reddit eventbrite

Your Weekly Activity

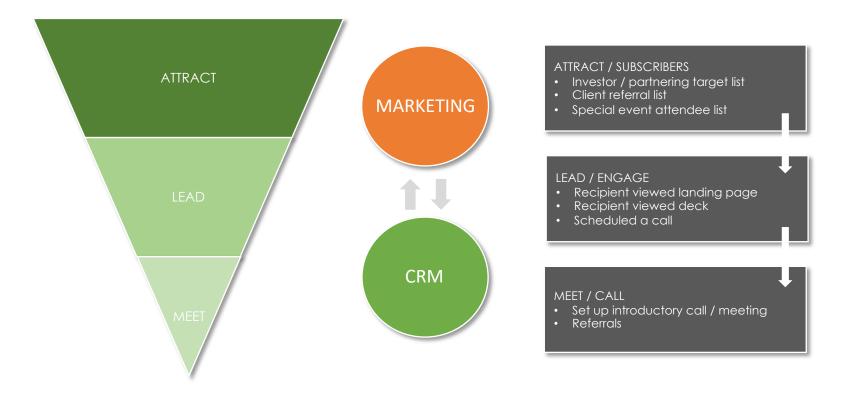
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EMAIL MARKETING: NURTURING RELATIONSHIPS THROUGH EMAIL CHANNEL





EMAIL MARKETING STRATEGY: OPTIMAL MESSAGE, AUDIENCE, TIME



www.sjordanassociates.com



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



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

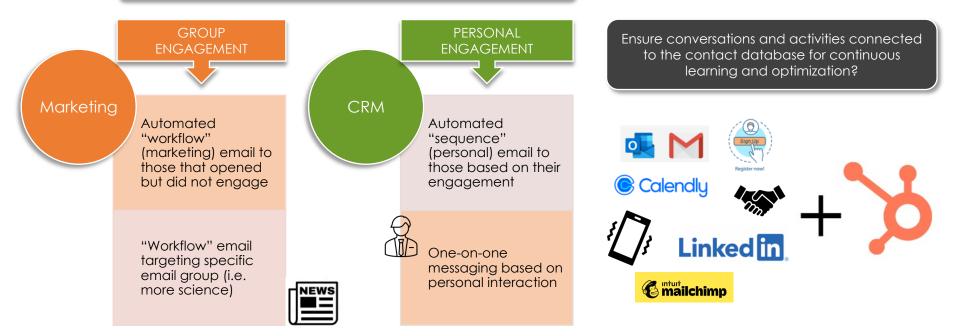
DASHBOARD

- Performance review
- Team discussion



DATA IS POWER

FOLLOW UP COMMUNICATIONS





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 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 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

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

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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?
	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?



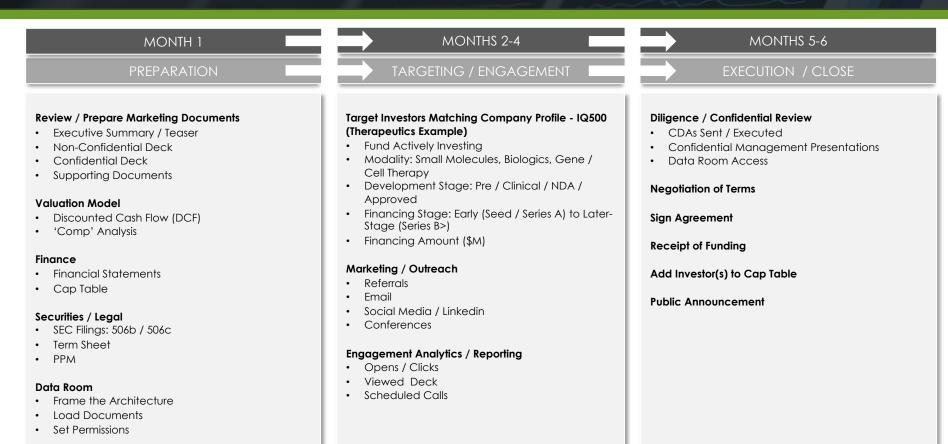
APPENDIX #1 – SJA PRIVATE PLACEMENT SERVICES AND TIMELINES

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PRIVATE PLACEMENTS - TIMELINE





MONTHLY ENGAGEMENT FEE / SERVICE PROVIDERS

MONTHLY ENGAGEMENT FEE	FUNDING ROUND / STAGE OF DEVELOPMENT	SERVICE OFFERING	DESCRIPTION / AFFILIATED PARTNERS
>\$10,000	Series A, B / Clinical	5. JORDAN ASSOCIATES	Full Banking Engagement
\$5,000 - \$10,000	Seed, Series A / Pre-Clinical	S. JORDAN ASSOCIATES	Potential Syndication Through Finalis Broker Dealer Network Syndication Through IQ500 With SJA In Supervisory Role
<\$5,000	Seed Round / Pre-clinical	S. JORDAN ASSOCIATES	Syndication Through IQ500 With SJA In Supervisory Role



PRIVATE PLACEMENT SERVICE OFFERINGS

	¹ S. Jordan Associates (SJA)	Services	² Finalis / Marketplace	Services	³ IQ500	Services
	 SJA is a Chicago / Miami-based investment bank specializing in providing the following services for emerging growth biotechnology, medical device, and diagnostic companies including: Non-Dilutive Capital Private Placements M&A Alternative Public Offerings Strategic Advisory 		World's fastest growing deal making and management platform powered by the Company's "Marketplace" enabling issuers to raise capital through Finalis' broker dealer syndicate network which comprises over 200 registered representatives.		Connects Issuers, Investors and Strategic acquirors 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, FAQ's, valuation, syndication, deal execution, benchmarking, performance measurement and exit planning.	
Economics Terms						
Engagement Fee / Month	n					
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\$6,000 - \$10,000	*	SJA (+ Equity) - ⁴ Finalis Syndicate Manager (Optional)	*	⁵ Finalis Syndicate - Placement (Optional)	*	Optional
< \$6,000	*	Finalis Syndicate Manager	*	Finalis Syndicate - Placement	*	Optional
None					*	
Success Fee (%)	*	To be Negotiated	*	To be Negotiated	*	To be Negotiated
Term (Months)	*	4-6	*	4-6		Cancellable Monthly
Subscription Fees (\$)					*	\$1,000 / Month

FOOTNOTES

¹SJA Engagements - Terms and Conditions Contingent Upon Approved Engagement Following SJA Diligence Review

Finalis Engagement - Terms and Conditions Contingent Upon Approved Engagement Following Finalis Diligence Review Al Platform

⁴ SJA as Syndicate Manager - Oversee Finalis Investor Syndicate Activities

⁵ Finalis Syndicate - Consortium of Registered Representatives Under Agreement to Raise Capital on Behalf of Issuer

S. JORDAN ASSOCIATES

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

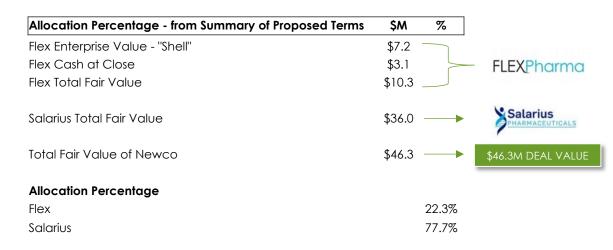
Securities are offered through Finalis Securities LLC Member FINRA/SIPC.

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	2018			20	19	Salarius PHARMACEUTICAL		2020
 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 	3Q 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	4Q 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 Financial Statements, Risk Factors, MD&A 	2Q • 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)	3Q 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	4Q 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 \$1 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 	2Q 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.



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