



## NOTICE OF MATERIAL EVENT

### NANOPHARMACEUTICS, INC. (TGRP)

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### Entry into a Material Definitive Agreement.

On February 16, 2024, Nanopharmaceuticals, Inc., a Nevada corporation (the “Parent”), entered into an agreement and plan of merger and reorganization (the “Merger Agreement”), with Nanopharmaceutic Holdings, Inc., a privately-held pharmaceutical development company incorporated in Nevada (“Company”) merging with NANOP Acquisition II, Inc. (“NANOP”), a wholly-owned subsidiary of Parent (the “Merger”). Following the consummation of the Merger, Nanopharmaceuticals, Inc. becomes a vertically-integrated clinical-stage pharmaceutical company with a minority stake in Alchem Laboratories Corporation and will continue to trade on the OTC Pink market. The Merger is intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Each of Nanopharmaceuticals, Inc., and Nanopharmaceutic Holdings, Inc., were majority controlled by Dr. James D. Talton at the time of the transaction.

Pursuant to the terms and conditions of the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each of Nanopharmaceutic Holdings, Inc. outstanding shares of common stock will be converted into one share of Nanopharmaceuticals, Inc. common stock. No fractional shares of Nanopharmaceutic Holdings, Inc. common stock will be issued in connection with the Merger as a result of the conversion described above, and any fractional share of Nanopharmaceuticals, Inc. common stock that would thereby be issuable will be rounded up to the next whole share.

Each of Nanopharmaceuticals, Inc. and Nanopharmaceutic Holdings, Inc. has made customary representations, warranties and covenants in the Merger Agreement. The Merger was approved by a majority of the stockholders of Nanopharmaceuticals, Inc. and Nanopharmaceutic Holdings, Inc.

### No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction in connection with the Mergers or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

NANOPHARMACEUTICS, INC.

By: /s/ James D. Talton, Ph.D.

James D. Talton, Ph.D.

President and CEO

## **Nanopharmaceutics, Inc. Announce Definitive Merger and Reorganization Agreement**

**Alachua, FL, February 16, 2024** -- Nanopharmaceutics, Inc. (OTC PINK:TGRP) and Nanopharmaceutic Holdings, Inc., announced signing of a definitive agreement for the merger and reorganization combining Nanopharmaceutic Holdings, Inc. with NANOP Acquisition II, Inc. ("NANOP"), a wholly-owned Nanopharmaceutics, Inc. subsidiary, in an all-stock transaction. Before the transaction, Nanopharmaceutic Holdings, Inc. held a minority stake in Alchem Laboratories Corporation, a research and development company manufacturing products for clinical trials based in Florida. Following consummation of the Merger, Nanopharmaceutics, Inc. becomes a vertically-integrated clinical-stage pharmaceutical company with a minority stake in Alchem Laboratories Corporation and will continue to trade on the OTC Pink market. The combined company's headquarters are located in Alachua, Florida. The Company intends to file a corporate action with FINRA with respect to the change.

### Clinical Stage Product Pipeline

Nanopharmaceutics, Inc. pipeline includes 10 clinical-stage, proprietary and partnered programs including (1) Triapine®, Ammonium Tetrathiomolybdate and Aza-TdC targeting cancer, (2) NanoBUP™, PRX-3140, NP-18-2, and NP-18-3 targeting CNS, and (3) Ramoplanin™ and NanoDOX™ targeting infectious disease. The company is also advancing a undisclosed portfolio of preclinical development candidates.

### Important Additional Information about Proposed Merger

This communication is being made in respect of the merger involving -- Nanopharmaceutics, Inc. (OTC PINK:TGRP) and Nanopharmaceutic Holdings, Inc. Nanopharmaceutics, Inc. will file a material event notice with the OTC Pink Market. This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities in connection with the proposed merger shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### **About Nanopharmaceutics, Inc.**

Nanopharmaceutics, Inc. is a clinical-stage specialty pharmaceutical company developing oral, topical, and injectable products for cancer, central nervous system (CNS) disorders, and infectious diseases. Leveraging its expertise in nanoparticle and fine-particle formulations, which can specifically be used to improve hard-to-deliver BCS category II and IV drugs, Nanopharmaceutics is focused on formulation development aimed at improving drug absorption and stability.

### **About Alchem Laboratories Corporation**

Alchem Laboratories Corporation, a Florida-based company founded in 1996 specializing in cGMP manufacturing of APIs and drug products, has manufactured hundreds of different APIs for government and industry partners. Alchem Laboratories has manufactured APIs and drug products for over 80 clinical trials in the last 10 years, including 20 active clinical studies listed in [clinicaltrials.gov](https://clinicaltrials.gov). The company supports various stages of the drug development process including synthesis of novel compounds for screening, process development and manufacturing of pharmaceuticals and oral, topical, and injectable products for clinical studies.

**Forward-Looking Statements:**

Legal Notice Regarding Forward-Looking Statements in this news release that are not historical facts are forward-looking statements that are subject to risks and uncertainties. Forward-looking statements are based on current facts and analyses and other information that are based on forecasts of future results, estimates of amounts not yet determined, and assumptions of management. Forward looking statements are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "aims", "potential", "goal", "objective", "prospective", and similar expressions or that events or conditions "will", "would", "may", "can", "could" or "should" occur. Actual results may differ materially from those currently anticipated due to a number of factors beyond the reasonable control of the Company. It is important to note that actual outcomes and the Company's actual results could differ materially from those in such forward-looking statements. Factors that could cause actual results to differ materially include misinterpretation of data, the Company's ability to raise financing for operations, breach by parties with whom we have contracted, and the possible inability to maintain qualified employees or consultants.

## Contact:

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