Risk Factors Comparison 2024-03-08 to 2023-03-09 Form: 10-K

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The following risk ~~Below is a summary of material~~ factors ~~that make an~~ **and** ~~investment in our securities speculative or risky. Importantly, this summary does not address all of the risks and uncertainties that we face. Additional discussion of the risks and uncertainties summarized in this risk factor summary, as well as~~ other **information included** ~~risks and uncertainties that we face, can be found under " Risk Factors "~~ in ~~Part I, Item 1A of~~ this Annual Report **should be carefully considered** ~~on Form 10- K~~ . The ~~below summary is qualified in its entirety by that more complete discussion of such risks and uncertainties. You should consider carefully the~~ risks and uncertainties described **below are not** ~~under " Risk Factors " in Part I, Item 1A of this Annual Report on Form 10- K as part of your evaluation of~~ the **only ones we face. Additional** risks ~~associated with an~~ **and** ~~investment in~~ **uncertainties not presently known to us** ~~our~~ **or** ~~securities~~ **that we currently believe to be immaterial, also may impair our business operations** . ~~●~~ **If any of the following risks or uncertainties occur, our business, financial condition, operating results and cash flows could be materially adversely affected. Risks Related to our Royalty Aggregator Strategy** Our acquisitions of potential future royalty and / or milestone payments may not produce anticipated revenues and / or may be negatively affected by a default or bankruptcy of the licensor (s) or licensee (s) **under the applicable license agreement (s) covering such potential royalties and / or milestones** , and if such transactions are secured by collateral, we may be, or may become, under- secured by the collateral or such collateral may lose value and we will not be able to recuperate our capital expenditures associated with the acquisition. ~~our workforce.Item 1A.Risk FactorsThe following risk factors and other information included in this Annual Report should be carefully considered.The risks and uncertainties described below are not the only ones we face.Additional risks and uncertainties not presently known to us also may impair our business operations.If any of the following risks occur,our business,financial condition,operating results and cash flows could be materially adversely affected.Risks Related to our Royalty Aggregator StrategyOur acquisitions of potential future royalty and / or milestone payments may not produce anticipated revenues and / or may be negatively affected by a default or bankruptcy of the licensor (s) or licensee (s) under the applicable license agreement (s) covering such potential royalties and / or milestones,and if such transactions are secured by collateral,we may be,or may become,under- secured by the collateral or such collateral may lose value and we will not be able to recuperate our capital expenditures associated with the acquisition.~~ We **routinely** ~~are engaged in a continual~~ review ~~of~~ opportunities to acquire future royalties, ~~milestones~~ **milestone payments** and other payments related to drug development and sales as part of our royalty aggregator strategy or to acquire companies that hold royalty assets.Generally,at any time,we seek to have acquisition opportunities in various stages of active review,including,for example,our engagement of consultants and advisors to analyze particular opportunities,technical,financial and other confidential information,submission of indications of interest and involvement as a bidder in competitive auctions.Many potential acquisition targets do not meet our criteria,and for those that do,we may face significant competition for these acquisitions from other royalty buyers and enterprises. **These unsuccessful attempts to acquire new royalties could result in significant costs to us,could hurt our reputation and divert management and financial resources.** Competition for future asset acquisition opportunities in our markets could increase the price we pay for such assets and could reduce the number of potential acquisition targets.The ~~18sueeess~~ **success** of our acquisitions is based on our ability to make accurate assumptions regarding the valuation,probability,timing and amount of potential future royalty and milestone payments **,** as well as the viability of the underlying technology and intellectual property.The failure of any of these acquisitions to produce anticipated revenues may materially and adversely affect our financial condition and results of operations.Some of these acquisitions may expose us to credit risk in the event of a default by or bankruptcy of the licensor (s) or licensee (s) that are parties to the applicable license agreement (s) covering the potential milestone and royalty streams being acquired.In addition,recent volatility in the capital markets **,including financial institution instability,** may limit our licensees or royalty- agreement counterparties' **(or their licensees')** ability to access additional funding.While we generally try to structure our receipt of potential milestone and royalty payments to minimize the risk associated with such a default or bankruptcy,there can be no assurance that any such default or bankruptcy will not adversely affect our ability to receive future potential royalty and / or milestone payments.To mitigate this risk,on occasion ~~,~~ we may obtain a security interest as collateral in such royalty,milestone and other payments.Our credit risk in respect of such counterparty may be exacerbated when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount we are due pursuant to the terms of the agreements covering the particular assets.This could occur in circumstances where the original collateral was not sufficient to cover a complete loss (e.g.,our interests were only partially secured) or may result from the deterioration in value of **the collateral,so that,in either such case,we are unable to recuperate our full capital outlay.Any such losses resulting therefrom could materially and adversely affect our financial condition and results of operations.As we acquire and invest in companies that hold royalty assets,we may not realize the expected business or financial benefits and the acquisitions could prove difficult to integrate,disrupt our business,dilute stockholder value and adversely affect our operating results and the market value of our common stock.Additionally,we may not be able to complete or realize the expected business or financial benefits from our potential acquisitions or investments in companies that hold royalty assets,including our planned acquisition of Kinnate.Acquisitions and other similar transactions,arrangements and investments involve numerous risks and could create unforeseen operating difficulties and expenditures,including: ● the possibility that competing offers will be made; ● potential failure to successfully complete the acquisition or transaction in a timely manner, or at all, which may in turn, adversely affect us or our target' s business and the price of us or their respective common stock; ● potential failure to**

achieve the expected benefits on a timely basis or at all; ● our ability to integrate the acquired assets into our business; ● brand or reputational harm associated with our strategic investments or acquired companies; ● challenges converting the acquired company' s revenue recognition policies and forecasting the related revenues; ● division of financial and managerial resources from existing operations; ● challenges entering into new markets in which we have little or no experience or where competitors may have stronger market positions; ● difficulties and strain on resources in integrating acquired operations, technologies, assets and personnel; ● regulatory challenges from antitrust or other regulatory authorities that may block, delay or impose conditions (such as divestitures, ownership or operational restrictions or other structural or behavioral remedies) on the completion of transactions or the integration of acquired operations; 20 ● failure to fully assimilate, integrate or retrain acquired employees, which may lead to retention risk with respect to both key acquired employees and our existing key employees or disruption to existing teams; ● inability to generate sufficient revenue to offset acquisition or investment costs; ● challenges with the acquired company' s customers and partners, including the inability to maintain such relationships and changes to perception of the acquired business as a result of the acquisition; ● potential for acquired products to impact the profitability of existing products; ● unanticipated expenses related to acquired assets or its integration into our business; ● known and potential unknown liabilities associated with the acquired businesses, including due to litigation; ● difficulties in and financial costs of addressing acquired compensation structures inconsistent with our compensation structure; ● additional stock- based compensation issued or assumed in connection with the acquisition, including the impact on stockholder dilution and our results of operations; ● ineffective or inadequate controls, procedures and policies at the acquired company; and ● the tax effects of any such acquisitions including related integration and business operation changes, and assessment of the impact on the realizability of our future tax assets or liabilities. Any of these risks could harm our business or negatively impact our results of operations. In addition, to facilitate acquisitions or investments, we may seek additional equity or debt financing, which may not be available on terms favorable to us or at all, which may affect our ability to complete subsequent acquisitions or investments, and which may affect the risks of owning our common stock. For example, if we finance acquisitions by issuing equity or convertible or other debt securities or loans, our existing stockholders may be diluted, or we could face constraints related to the terms of, and repayment obligation related to, the incurrence of indebtedness that could affect the market price of our common stock. Many of our potential royalty acquisitions may be associated with ~~drug products~~ **product candidates** that are in clinical development and have not yet been commercialized. To the extent that such products are not successfully developed and commercialized, our financial condition and results of operations may be negatively impacted. Acquisitions of potential royalties associated with development stage biopharmaceutical product candidates are subject to a number of ~~uncertainties. ● We depend on our licensees and royalty- agreement counterparties for the determination of royalty and milestone payments. While we typically have primary or back- up rights to audit our licensees and royalty- agreement counterparties, the independent auditors may have difficulty determining the correct royalty calculation, errors, may be undetectable and payment calculations may call for retroactive adjustments. We may have to exercise legal remedies to resolve any disputes resulting from any such audit. ● The lack of liquidity of our acquisitions of future potential milestones and royalties may adversely affect our business and, if we need to sell any of our acquired assets, we may not be able to do so at a favorable price, if at all. As a result, we may suffer losses. We have sustained losses in the past, and we expect to sustain losses in the foreseeable future. ● The ongoing COVID- 19 pandemic, macroeconomic conditions, such as rising inflation rates, uncertain credit and global financial markets and supply chain disruptions, and geopolitical events, have adversely impacted and could materially and adversely impact the future our licensees or royalty- agreement counterparties or their licensees, which could cause delays or elimination of our receipts of potential milestones and royalties under our licensing or royalty and milestone acquisition arrangements. ● Our royalty aggregator strategy may require that we register with the SEC as an " investment company " in accordance with the Investment Company Act of 1940. If we were to become an " investment company " and be subject to the restrictions of the 1940 Act, those restrictions would likely require significant changes in the way we do business and add significant administrative burdens to our operations. ● Our royalty aggregator strategy may require us to raise~~ additional funds to acquire milestone and royalty interests..... candidates are subject to a number of uncertainties. As part of our royalty aggregator strategy, we may continue to purchase future potential milestone and royalty streams associated with ~~drug products~~ **product candidates** which are in clinical development and have not yet received marketing approval by any regulatory authority or been commercialized. There can be no assurance that the FDA, the EMA or other regulatory authorities will approve such products or that such products ~~will~~ **can** be brought to market **on a** timely **basis** or at all, or that the market will be receptive to such products. To the extent that any such ~~drug products~~ **product candidates** are not successfully developed and subsequently commercialized, the value of our acquired potential milestone and royalty streams ~~will~~ **may** be negatively affected. The ultimate success of our royalty aggregator strategy ~~will depend~~ **depends** on our ability to properly identify and acquire high quality products and the ability of the applicable counterparty to innovate, develop and commercialize their products, in increasingly competitive and highly regulated markets. Their inability to do so ~~would~~ **may** negatively affect **potential** ~~our ability to receive~~ royalty and / or milestone payments. In addition, we are dependent, to a large extent, on third parties to enforce certain rights for our benefit, such as **prosecution, maintenance and** protection of a patent estate, adequate reporting and other protections, and their failure to do so ~~would~~ **could** ~~presumably~~ negatively impact our financial condition and results of operations. ~~If~~ **21If** the FDA, the EMA or other regulatory authority approves a development- stage product candidate that generates our royalty, the labeling, packaging, adverse event reporting, storage, advertising, promotion and recordkeeping for the product will be subject to extensive and ongoing regulatory requirements. The subsequent discovery of previously unknown problems with the product, including adverse events of unanticipated severity or frequency, may result in restrictions on the marketing of the product, and could include withdrawal of the product from the market **, which could negatively impact potential royalty and / or milestone payments** . In addition, the developers of these development- stage product candidates

may not be able to raise additional capital to continue their discovery, development and commercialization activities, which may cause them to delay, reduce the scope of, or eliminate one or more of their clinical trials or research and development programs **, if such programs are continued at all** . If other product developers introduce and market products that are more effective, safer, less invasive or less expensive than the relevant products that generate our royalties, or if such developers introduce their products prior to the competing products underlying our royalties, such products may not achieve commercial success and thereby result in a loss for us. Further, the developers of such products may not have sales, marketing or distribution capabilities. If no sales, marketing or distribution arrangements can be made on acceptable terms or at all, the affected product may not be able to be successfully commercialized, which ~~will~~ **may** result in a loss for us. Losses from such assets could have a material adverse effect on our business, financial condition and results of operations. ~~19We~~ **We** intend to continue **to pursue** , and may ~~increase~~ **expand** , this strategy of acquiring development- stage product candidates. While we believe that we can ~~readily~~ **reasonably** evaluate ~~and gain conviction about~~ the likelihood of a development- stage product candidate' s **achievement of regulatory** approval and **potential** ~~achieving significant~~ sales, there can be no assurance that our assumptions **, estimates, forecasts and expectations** will prove correct **. We may have limited information concerning the intellectual property or products generating the royalties we are evaluating for acquisition and therefore** , **there may be material information that relates to such intellectual property products that we do not have. In addition, market data that we obtain may also prove to be incomplete or incorrect. In addition, there can be no assurance** that regulatory authorities will approve such development- stage product candidates, that such development- stage product candidates will be brought to market **on a** timely **basis** or at all, or that such products will achieve commercial success. ~~The ongoing COVID- 19 pandemic may continue to~~ **Any of these factors could have a material effect on our business** , **financial condition** and ~~other~~ **results of operations.** ~~actual~~ **Actual** or threatened epidemics, pandemics, outbreaks **of disease** , or **other** public health crises **have and** may in the future, adversely affect ~~our~~ **us** and our licensees or royalty- agreement counterparties or their licensees, which could cause delays or elimination of our receipts of potential milestones and royalties under our licensing or royalty and milestone acquisition arrangements. ~~The global spread of COVID- 19 and other actual~~ **Actual** or threatened epidemics, pandemics, outbreaks **of disease** , or **other** public health crises ~~has adversely impacted~~ **have in the past** and ~~could materially and~~ **may in the future** adversely impact **us,** ~~in the future~~ our licensees or royalty- agreement counterparties or their licensees, which ~~has~~ **have** and could further cause delays, suspensions or cancellations of their drug development efforts including, without limitation, their clinical trials, which would correspondingly delay, suspend or negate the timing of our potential receipts of milestones and royalties under our out- licensing or royalty acquisition agreements. ~~The~~ **These** disruptions to our licensees or RPA counterparties or their licensees could include, without limitation: ● delays or difficulties in recruiting and enrolling new patients in their clinical trials; ● delays or difficulties in clinical site initiation; ● diversion of healthcare resources away from the conduct of clinical trials, including the diversion of hospitals serving as their clinical trial sites and hospital staff supporting the conduct of their clinical trials; ● interruption of key clinical trial activities, such as clinical trial site monitoring **patient dosing and data analysis** ; **22** ● limitations in employee resources that would otherwise be focused on the conduct of their clinical trials, including because of sickness of employees or their families or the desire of employees to avoid contact with large groups of people; ● interruption in global shipping that may affect the transport of clinical trial supplies and materials; ● potential refusal by the FDA to accept data, including from clinical trials in affected geographies or failure to comply with updated FDA guidance and expectations related to the conduct of clinical trials during the COVID- 19 pandemic; ~~and~~ **● other delays in development of product candidates underlying our biopharmaceutical assets;** ● delays in receiving approval from the FDA, the EMA and other U. S. and foreign federal, state and local regulatory authorities to initiate their planned clinical trials or to market their products ~~. The extent to~~ **; and ● difficulty accessing capital or credit markets on favorable terms, if at all,** which **could** ~~the COVID- 19 pandemic continues to impact our business and prospects and the overall economies of the United States and other countries will depend on numerous evolving factors, which are highly uncertain and cannot be predicted with confidence, such as the duration and scope of the pandemic and mutations in the COVID- 19 virus. The evolving effects~~ **affect** ~~of the COVID- 19 pandemic and restrictive government measures taken in response have had a significant impact, both direct and indirect, on businesses and commerce, as significant reductions in business related activities have occurred, supply chains have been disrupted, and manufacturing and clinical development activities have been curtailed or~~ **our ability to fund** ~~suspended. In addition, quarantines, stay- at- home, executive and similar government orders, shutdowns or~~ **our** ~~other restrictions on the conduct of~~ business operations ~~continue to impact personnel at third- party clinical testing sites, manufacturing 20facilities, and the availability or cost of materials, which could disrupt our licensees' and RPA counterparties and their licensees' supply chains . The spread of COVID- 19, which has already resulted in a significant disruption of global financial markets, may materially affect us economically. While the evolving economic impacts brought by, and the duration of, COVID- 19 may be difficult to assess or predict, it has already significantly disrupted global financial markets, and may limit our ability to access capital, which could in the future negatively affect our liquidity. A recession or market correction resulting from the spread of COVID- 19 could materially affect our business and the value of our common stock. While several of our partners have experienced delays due to the COVID- 19 pandemic, we do not yet know the full extent of potential delays or impacts on our business, clinical trials, healthcare systems or the global economy as a whole. However, the effects could continue to have an impact on our operations and could have a material adverse effect on our business, financial condition, results of operations and prospects in future periods.~~ Risks Related to our IndustryBiopharmaceutical products are subject to sales risks. Biopharmaceutical product sales may be lower than expected due to a number of reasons, including pricing pressures, insufficient demand, product competition, failure of clinical trials, lack of market acceptance, **including lack of acceptance by healthcare programs or insurance plans, changes in our licensees' or royalty- agreement counterparties' strategic priorities,** obsolescence, loss of patent protection, government regulations ~~, the impact of COVID- 19~~ or other factors, and development- stage product candidates may fail to reach the market. Unexpected side effects, safety or efficacy concerns

can arise with respect to a product, leading to product recalls, withdrawals, declining sales or litigation. As a result, payments of our future potential milestones and / or royalties may be reduced or cease. In addition, these potential payments may be delayed, causing our near- term financial performance to be weaker than expected. Biopharmaceutical products are subject to substantial competition. The biopharmaceutical industry is a highly competitive and rapidly evolving industry. The length of any product' s commercial life cannot be predicted with certainty. There can be no assurance that one or more products on which we are entitled to a potential milestone or royalty will not be rendered obsolete or non- competitive by new products or improvements on which we are not entitled to a potential milestone or royalty, either by the current marketer of such products or by another marketer. Current marketers of products may undertake these development efforts in order to improve their products or to avoid paying our royalty. Adverse competition, obsolescence or governmental and regulatory action or healthcare policy changes could significantly affect the revenues, including royalty- related revenues, of the products which generate our potential milestones and royalties. Competitive factors affecting the market position and success of each product include: ● effectiveness; ● safety and side effect profile; ● price, including third- party insurance reimbursement policies; ● timing and introduction of the product; ● effectiveness of marketing strategy and execution; **23 ● market acceptance; ● manufacturing, supply and distribution; ● intellectual property protections;** ● governmental regulation; ~~21~~ ● availability of lower- cost generics and / or biosimilars; ● treatment innovations that eliminate or minimize the need for a product; and ● product liability claims. Biopharmaceutical products that have the potential to generate future milestones and royalties for us may be rendered obsolete or non- competitive by new products, including generics and / or biosimilars, improvements on existing products **, more effective commercialization,** or governmental or regulatory action. In addition, as biopharmaceutical companies increasingly devote significant resources to innovate next- generation products and therapies using gene editing and new curative modalities, such as cell and gene therapy, products on which we have a milestone or royalty rights may become obsolete. These developments could have a material adverse effect on the sales of the biopharmaceutical products that have potential to generate our milestones and royalties, and consequently could materially adversely affect our business, financial condition and results of operations. We depend on our licensees and royalty- agreement counterparties **(and their licensees)** for the determination of royalty and milestone payments. While we typically have primary or back- up rights to audit our licensees and royalty-agreement counterparties ~~,~~ **(and** ~~the~~ **their licensees), our** independent auditors may have difficulty determining the correct royalty calculation, we may not be able to detect errors and payment calculations may call for retroactive adjustments. We may have to exercise legal remedies, if available, to resolve any disputes resulting from any such audit. The royalty, milestone and other payments we may receive are dependent on our licensees and royalty agreement counterparties and their licensees' achievement of regulatory and developmental milestones and product sales. Each licensee' s calculation of the royalty payments is subject to and dependent upon the adequacy and accuracy of its sales and accounting functions, and errors may occur from time to time in the calculations made by a licensee and / or a licensee may fail to report the achievement of royalties or milestones in whole or in part. Our license and royalty agreements typically provide us the primary or back- up right to audit the calculations and sales data for the associated royalty payments; however, such audits may occur many months following our recognition of the royalty revenue, may require us to adjust our royalty revenues in later periods and may require expense on our part. Further, our licensees and royalty- agreement counterparties **(and their licensees)** may be uncooperative or have insufficient records, which may complicate and delay the audit process. Although we intend to ~~regularly~~ exercise our royalty audit rights as necessary and to the extent available, we rely in the first instance on our licensees and royalty- agreement counterparties **(and their licensees)** to accurately report the achievement of milestones and royalty sales and calculate and pay applicable milestones and royalties and, upon exercise of such royalty and other audit rights, we rely on licensees' and royalty-agreement counterparties' **(and their licensees')** cooperation in performing such audits. In the absence of such cooperation, we may be forced to incur expenses to exercise legal remedies, if available, to enforce our agreements. ~~The~~ **24The** lack of liquidity of our acquisitions of future potential milestones and royalties may adversely affect our business and, if we need to sell any of our acquired assets, we may not be able to do so at a favorable price, if at all. As a result, we may suffer losses. We generally acquire milestone and royalty rights that have limited secondary resale markets and may be subject to transfer restrictions. The illiquidity of most of our milestone and royalty receivable assets may make it difficult for us to dispose of them at a favorable price if at all and, as a result, we may suffer losses if we are required to dispose of any or all such assets in a forced liquidation or otherwise. In addition, if we liquidate all or a portion of our potential future milestone and / or purchased royalty stream interests **more** quickly **than planned** or ~~relating to~~ **in connection with** a forced liquidation, we may realize significantly less than the value **we anticipate or** at which we had previously recorded these interests. Our royalty aggregator strategy may require that we register with the SEC as an " investment company " in accordance with the Investment Company Act of 1940. The rules and interpretations of the SEC and the courts, relating to the definition of ~~"~~ **"** investment company ~~"~~ **"** are very complex. While we currently intend to conduct our operations so **as** ~~that we will~~ not **to** be **considered** an **"** investment company **, " and we do not believe we are an " investment company "** under ~~22applicable~~ -- **applicable** SEC ~~interpretations~~ **rules**, we can provide no assurance that the SEC ~~would~~ **will** not take the position that the Company **is** ~~would be~~ required to register under the ' 40 Act and comply with the ' 40 Act' s registration and reporting requirements, capital structure requirements, affiliate transaction restrictions, conflict of interest rules, requirements for disinterested directors, and other substantive provisions. We monitor our assets and income for compliance under the ' 40 Act and seek to conduct our business activities ~~to ensure~~ **in a manner such** that we do not fall within its definitions of " investment company " or that we qualify under one of the exemptions or exclusions provided by the ' 40 Act and corresponding SEC regulations. ~~If~~ **However, if** we were to ~~become~~ **be considered** an " investment company " and ~~be~~ **become** subject to the restrictions of the ' 40 Act, those restrictions likely would require significant changes in the way we do business and add significant administrative costs and burdens to our operations. **Additionally** ~~To ensure we do not fall within the ' 40 Act~~, we may need to take various actions which we might otherwise not pursue **in order to not come within scope of the ' 40 Act**. These actions may include **, among others,** restructuring the

Company and / or modifying our mixture of assets and income or a liquidation of certain of our assets. Our licensees or royalty-agreement counterparties or their licensees could be subject to natural disasters, public health crises, political crises and other catastrophic events that could hinder or disrupt development efforts. We depend on our licensees and royalty- agreement counterparties and their licensees to successfully develop and commercialize product candidates for which we may receive milestone, royalty and other payments in the future. Our licensees and royalty- agreement counterparties and their licensees operate research and development efforts in various locations in the ~~United States~~ **U. S.** and internationally. If any of their facilities is affected by natural disasters, such as earthquakes, tsunamis, power shortages or outages, floods ~~or~~ **,** monsoons **or wild fires** , public health crises, such as pandemics and epidemics, ~~political~~ **geopolitical instability,** crises ~~,~~ such as terrorism, war, political instability, labor disputes or strikes, other conflict **, including the ongoing conflict in Ukraine, conflict in the Middle East and surrounding areas and rising tensions between China and Taiwan** , or other events outside of their control, their research and development efforts could be disrupted, which could result in the delay or discontinuation of development of one or more of the product candidates in which we have rights to future milestone and / or royalty payments which could have a material adverse effect on our business, results of operations and prospects. Because many of the companies with which we do business also are in the biotechnology ~~sector~~ **industry** , the volatility of that ~~sector~~ **industry** can affect us indirectly as well as directly. The same factors that affect us directly also can adversely affect us indirectly by affecting the ability of our partners and others with whom we do business to meet their obligations to us and reduce our ability to realize the value of the consideration provided to us by these other companies in connection with their licensing of our products. ~~Risks~~ **25Risks** Related to our Financial Results and Capital RequirementsWe have sustained losses in the past, and we expect to sustain losses in the foreseeable future. We have incurred significant operating losses and negative cash flows from operations since our inception. **We** ~~Although we~~ generated net ~~income~~ **losses** of $ ~~15~~ **40** . 8 ~~million and positive cash flows from operations of $ 22. 7 million for the year ended December 31, 2021, we generated net loss of $ 17. 1~~ million and negative cash flows from operations of $ ~~12~~ **18** . ~~9~~ **2** million for the year ended December 31, ~~2022~~ **2023 ,** and we had an accumulated deficit of $ 1. 2 billion as of December 31, ~~2022~~ **2023** . We do not know whether we will ever achieve sustained profitability or whether cash flow from future operations will be sufficient to meet our needs. To date, we have financed our operations primarily through the sale of equity securities and debt and royalty interests, and payments received under our collaboration and licensing arrangements. The size of our future net losses ~~will depend~~ **depends** , in part, on the rate of our future expenditures and our and our partners' ability to generate revenues. If our partners' product candidates are not successfully developed or commercialized, or if revenues are insufficient following regulatory approval, we ~~will~~ **may** not achieve profitability and our business may fail. Our ability to achieve profitability is dependent in large part on the success of our and our partners' ability to license product candidates, and the success of our partners' development programs, both of which are uncertain. Our success is also dependent on our partners **'** obtaining regulatory approval to market product candidates which may not materialize or prove to be successful. ~~23Unstable~~ -- **Unstable** market and ~~global economic~~ **macroeconomic** conditions **, including adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non-performance by financial institutions or transactional counterparties,** may have adverse consequences on our business, financial condition and stock price. The global credit and financial markets have experienced volatility, including as a result of **trade and** ~~the~~ **other** ~~COVID- 19 pandemic~~ **international disputes, significant natural disasters (including as a result of climate change), new or increased tariffs and other barriers to trade** , changes **to fiscal and monetary policy or government budget dynamics (particularly** in **the pharmaceutical and biotechnology industries), tighter credit, high** interest rates, and economic inflation, which has included diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth **or recession** , high inflation, uncertainty about economic stability and changes in unemployment rates. The financial markets and the global economy may also be adversely affected by the current or anticipated impact of **geopolitical instability, including** military conflict, acts of terrorism or other geopolitical events. Sanctions imposed by the ~~United States~~ **U. S.** and other countries in response to such conflicts, including the one in Ukraine **and the Middle East** , may also continue to adversely impact the financial markets and the global economy, and any economic countermeasures by the affected countries or others could heighten market and economic instability. There can be no assurance that further deterioration in credit and financial markets and confidence in economic conditions will not occur. Our royalty aggregator strategy may be adversely affected by any such economic downturn, volatile business environment or continued unpredictable and unstable market conditions. Failure to secure any necessary financing in a timely manner could have a material adverse effect on our growth strategy, financial performance and stock price. **In addition, actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market- wide liquidity problems. For example, in March 2023, Silicon Valley Bank, Signature Bank and Silvergate Capital Corp. were each swept into receivership. Although we assess our banking relationships as we believe necessary or appropriate, our access to funding sources in amounts adequate to finance or capitalize our current and projected future business operations could be significantly impaired by factors that affect us, the financial institutions with which we have arrangements directly, or the financial services industry or economy in general. These factors could involve financial institutions or financial services industry companies with which we have financial or business relationships but could also include factors involving financial markets or the financial services industry generally.** ~~Our~~ **26Our** royalty aggregator strategy may require us to raise additional funds to acquire milestone and royalty interests; we cannot be certain that funds will be available or available at an acceptable cost of capital, and if they are not available, we may be unsuccessful in acquiring milestone and royalty interests to sustain the business in the future. We may need to commit substantial **additional** funds to continue our business, and we may not be able to obtain sufficient funds on acceptable terms, if at all. If the current equity and credit markets

deteriorate, it may make any additional debt or equity financing more difficult and more costly. Any additional debt financing or additional equity that we raise may contain terms that are not favorable to us and / or result in dilution to our stockholders, including pursuant to our 2018 Common Stock ATM Agreement, as amended and to our 2021 Series B Preferred Stock ATM Agreement. If we raise additional funds through licensing arrangements with third parties, we may be required to relinquish some rights to our technologies or our product candidates, grant licenses on terms that are not favorable to us or enter into a license arrangement for a product candidate at an earlier stage of development or for a lesser amount than we might otherwise choose. If **we raise additional funds through borrowings, we have in the past and may in the future repay the principal and interest of the loan from certain of our royalty payments and / or use our royalties as collateral for such borrowings. For example, on December 15, 2023, we, through XRL, a newly formed, wholly- owned subsidiary, entered into a non- dilutive, non- recourse, royalty- backed loan for up to $ 140. 0 million of capital with certain funds managed by the credit platform of Blue Owl Capital Inc. In the event of a default under such secured borrowings, one or more of our creditors or their assignees could obtain control of certain of our royalties and, in the event of a distressed sale, these creditors could dispose of these royalties for significantly less value than we could realize for them. If** adequate funds are not available on a timely basis, we may: ● reduce or eliminate royalty aggregation efforts; ● further reduce our capital or operating expenditures; ● curtail our spending on protecting our intellectual property; or ● take other actions which may adversely affect our financial condition or results of operations. Changes in the potential royalty acquisition market, including its structure ~~and~~ **,** participants **, growth rate, level of competition or financing methods** , or a reduction in the growth of the biopharmaceutical industry, could lead to diminished opportunities for us to acquire potential milestones and royalties, fewer potential milestones and royalties (or potential milestones or royalties of significant scale) being available, or increased competition for potential royalties. Even if we continue to acquire potential royalties and they become actual royalties, they may not generate a meaningful return for a period of several years, if at all, due to the price we pay for such royalties or other factors ~~relating to~~ **, such as** the underlying products **, or intellectual property, other competitive products, market conditions, or the structure of the transaction** . As a result, we may not be able to continue to acquire potential milestones and royalties as we have in the past, or at all. We have **an** ~~a continuing~~ obligation to pay quarterly dividends to holders of our Series A Preferred Stock and Series B Preferred Stock, which ~~will~~ **we expect to** be an on- going expenditure for us and may limit our ability to borrow additional funds. Holders of our Series A Preferred Stock are entitled to receive, when and as declared by our Board ~~of Directors~~ , out of funds legally available for the payment of dividends, cumulative cash dividends at the rate of 8. 625 % of the $ 25. 00 liquidation preference per year (equivalent to $ 2. 15625 per year). Dividends on the Series A Preferred Stock ~~will 24accumulate~~ -- **accumulate** and ~~be~~ **are** cumulative from, and including, the date of original ~~issue~~ **issuance** by us of the Series A Preferred Stock. Dividends **are** ~~will be~~ payable in arrears on or about the 15th day of January, April, July and October. In the event of any voluntary or involuntary liquidation, dissolution or winding up of our affairs, the holders of shares of Series A Preferred Stock are entitled to be paid out of our assets legally available for distribution to our stockholders a liquidation preference of $ 25. 00 per share, plus an amount equal to any accumulated and unpaid dividends up to the date of payment (whether or not declared), before any distribution or payment may be made to holders of shares of common stock or any other class or series of our equity stock ranking, as to liquidation rights, junior to the Series A Preferred Stock. The shares of Series A Preferred Stock are redeemable at our option, in whole or in part, at redemption prices ranging from $ 26. 00 per share to $ 25. 00 per share, plus any accrued and unpaid dividends, depending on the date of redemption. ~~Holders~~ **27Holders** of depositary shares representing interests in our Series B Preferred Stock are entitled to receive, when and as declared by our Board ~~of Directors~~ , out of funds legally available for the payment of dividends, cumulative cash dividends at the rate of 8. 375 % of the $ 25, 000 liquidation preference per share of Series B Preferred Stock ($ 25. 00 per depositary share) per year (equivalent to $ 2, 093. 75 per year per share **of Series B Preferred Stock** or $ 2. 09375 per year per depositary share). Dividends on the Series B Preferred Stock ~~will~~ accumulate and ~~be~~ **are** cumulative from, and including, the date of original ~~issue~~ **issuance** by us of the Series B Preferred Stock. Dividends are payable in arrears on or about the 15th day of January, April, July and October. The shares of Series B Preferred Stock are redeemable at our option, in whole or in part, at redemption prices ranging from $ 26, 000. 00 per share ($ 26. 00 per depositary share) to $ 25, 000. 00 per share ($ 25. 00 per depositary share), plus any accrued and unpaid dividends, depending on the date of redemption. The payment of cash dividends and share repurchases is subject to limitations under applicable laws and the discretion of our Board ~~of Directors and is determined~~ after considering current conditions, including earnings, other operating results and capital requirements. Decreases in asset values or increases in liabilities can reduce net earnings and stockholders' equity. A deficit in stockholders' equity could limit our ability to pay dividends and make share repurchases under Delaware law. On the other hand, our continued obligation to pay dividends to the holders of our Series A Preferred Stock and depositary shares representing interests in Series B Preferred Stock could restrict us from additional borrowings or make them more costly. The holders of preferred stock have rights that are senior to those of our common stockholders. As of December 31, ~~2022~~ **2023** , we had ~~issued and outstanding~~ 984, 000 shares of Series A Preferred Stock **issued and outstanding** with a liquidation preference of $ 25. 00 per share, plus an amount equal to any accumulated and unpaid dividends up to the date of payment (whether or not declared). Additionally, as of December 31, ~~2022~~ **2023** , we had ~~issued and outstanding~~ 1, 600, 000 depositary shares **issued and outstanding** , each representing a 1 / 1000th fractional interest in a share of our Series B Preferred Stock with a liquidation preference of $ 25, 000 per share of Series B Preferred Stock ($ 25. 00 per depositary share), plus an amount equal to any accumulated and unpaid dividends up to the date of payment (whether or not declared). Our preferred stock is senior to our shares of common stock in right of payment of dividends and other distributions. In the event of our bankruptcy, dissolution or liquidation, the holders of our preferred stock must be satisfied before any distributions can be made to our common stockholders. Information available to us about the **intellectual property or** biopharmaceutical products underlying the potential royalties we buy may be limited and therefore our ability to analyze each product and its potential future cash flow may be similarly limited. We may have limited information concerning the **intellectual property or** products generating the

future potential milestones and royalties we are evaluating for acquisition. **The** ~~Often following our acquisition, the~~ information we have regarding **intellectual property or** products underlying a potential milestone or royalty may be limited to the information that is available in the public domain. Therefore, there may be material information that relates to such **intellectual property or** products that we would like to know but do not have and may not be able to obtain. For example, we do not always know the results of studies conducted by sponsors of the products ~~of~~ **or** others or the nature or number of any complaints from doctors or users **of such products or the nature or number of adverse effects** of such products. In addition, the market data that we obtain independently may also prove to be incomplete or incorrect. Due to these and other factors, the actual ~~potential~~ cash flow from a potential royalty may be significantly lower than our estimates. ~~25Our~~ -- **Our** future income is dependent upon numerous potential milestone and royalty- specific assumptions and, if these assumptions prove not to be accurate, we may not achieve our expected rates of returns. Our business model is based on multiple- year internal and external forecasts regarding potential product sales and numerous product- specific assumptions in connection with each potential milestone and royalty acquisition, including **in circumstances** where we have limited information regarding the product. There can be no assurance that the assumptions underlying our financial models, including those regarding potential product sales or competition, patent expirations or license **terms or** terminations for the products underlying our portfolio, are accurate. These assumptions involve a significant element of subjective judgment and may be and in the past have been adversely affected by post- acquisition changes in market conditions and other factors affecting the underlying product **, such as uncertainties around the patent 28estate and the terms of the license agreement, as well as the development, labeling, regulatory approval, commercialization, manufacturing and supply of product candidates** . Our assumptions regarding the financial stability or operational or marketing capabilities of the partner obligated to pay us potential royalties may also prove to be incorrect. Due to these and other factors, the assets in our current portfolio or future assets may not generate our projected returns or in the time periods we expect. This could negatively impact our results of ~~operation~~ **operations** for a given period. Reductions or declines in income from potential milestones and royalties, or significant reductions in potential milestone or royalty payments compared to expectations, or impairments in the value of potential milestones and royalties acquired **,** could have a material adverse effect on our financial condition and results of ~~operation~~ **operations** . The amount and duration of a royalty ~~usually~~ varies on a country- by- country basis and **depends** ~~can be based~~ on a number of factors, such as payments to third party licensors, whether the product is sold singly or in combination, patent expiration dates, regulatory exclusivity, years from first commercial sale of the applicable ~~drug~~ product **candidate** , the entry of competing generic or biosimilar products, or other terms set out in the contracts governing the royalty. It is common for royalty durations to expire earlier or later than anticipated due to unforeseen positive or negative developments over time, including with respect to the granting of patents and patent term extensions, the invalidation of patents, claims of patent misuse, litigation between the party controlling the patents and third party challengers of the patents, the ability of third parties to design around or circumvent valid patents, the granting of regulatory exclusivity periods or extensions, timing of the arrival of generic or biosimilar competitor products, changes to legal or regulatory regimes affecting intellectual property rights or the regulation of pharmaceutical products, product life cycles, and industry consolidations. If an unexpected reduction in a royalty amount or shortening of a potential royalty term were to occur, it could result in a reduction in potential income from milestones and royalties, a significant reduction in potential milestones and royalty payments compared to expectations, or a permanent impairment of such potential milestones and royalty payments. A large percentage of the calculated net present value of our portfolio is represented by a limited number of products. The failure of any one of these products to move forward in clinical development or commercialization may have a material adverse effect on our financial condition and results of ~~operation~~ **operations** . Our asset portfolio ~~may~~ **is** not ~~be~~ fully diversified by product, therapeutic area, geographic region or other criteria. Any significant deterioration in the amount or likelihood of receipt of potential cash flows from the top products in our asset portfolio could have a material adverse effect on our business, financial condition and results of ~~operation~~ **operations** . For example, in September 2021, Novartis announced its decision to discontinue its study of CFZ533 (iscalimab) in kidney transplant. In September 2022, after an interim analysis of data, Novartis also decided to discontinue its study of CFZ533 in liver transplant **, and in July 2023, Novartis announced that it is discontinuing its Phase 3 trial investigating NIS793 in first- line metastatic pancreatic ductal adenocarcinoma. In August 2023, Novartis communicated to us that it intends to discontinue development activities related to NIS793 and will cease enrolling patients in the remaining active clinical studies. This, and any future deterioration in cash flows from the top products in our asset portfolio, could adversely affect our business and financial conditions** . In addition, should the payor of any future potential milestones or royalties decline to pay such potential milestones and royalties for any reason, such failure may result in a material adverse effect on our financial condition and results of ~~operation~~ **operations** . **The royalties that we acquire may fall outside the biopharmaceutical industry, and any such assets, and the cash flows therefrom, may not resemble the assets in our current portfolio. We have discretion as to the types of assets that we may acquire. While we expect to acquire assets that primarily fall within the biopharmaceutical industry, we are not obligated to do so and may acquire other types of assets that are peripheral to or outside of the biopharmaceutical industry. Consequently, our asset acquisitions in the future, and the cash flows from such assets, may not resemble those of the assets in our current portfolio. There can be no assurance that assets acquired in the future will have returns similar to the returns expected of the assets in our current portfolio or be profitable at all.** ~~26Risks~~ **29Risks** Related to Our Milestone and Royalty StreamsWe may not be able to successfully identify and acquire potential milestone and royalty streams on other products, product candidates, or programs, or other companies to grow and diversify our business, and, even if we are able to do so, we may not be able to successfully manage the risks associated with integrating any such products, product candidates, programs or companies into our business or we may otherwise fail to realize the anticipated benefits of these acquisitions. To grow and diversify our business, we plan to continue our business development efforts to identify and seek to acquire **potential milestone and royalty streams or companies** and / or **to** in- license **rights to** potential ~~milestone~~ **products, product candidates,** and **programs** ~~royalty streams or~~

~~companies~~ . Future growth through acquisition or in- licensing will depend upon the availability of suitable products, product candidates, programs or companies for acquisition or in- licensing on acceptable prices, terms and conditions. Even if appropriate opportunities are available, we may not be able to acquire rights to them on acceptable terms, or at all. The competition to acquire or in- license rights to promising products, product candidates, programs and companies is fierce, and many of our competitors are large, multinational pharmaceutical and biotechnology companies with considerably more financial, development and commercialization resources, personnel, and experience than we have. In order to compete successfully in the current business climate, we may have to pay higher prices for assets than may have been paid historically, which may make it more difficult for us to realize an adequate return on any acquisition. Even if we are able to successfully identify and acquire or in- license new products, product candidates, programs or companies, we may not be able to successfully manage the risks associated with integrating any products, product candidates, programs or companies into our business or the risks arising from anticipated and unanticipated problems in connection with an acquisition or in- licensing. Further, while we seek to mitigate risks and liabilities of potential acquisitions through, among other things, due diligence, indemnification and risk allocation, there may be risks and liabilities that such due diligence efforts fail to discover, that are not disclosed to us, or that we inadequately assess **or are otherwise unable to mitigate or prevent** . Any failure in identifying and managing these risks and uncertainties ~~effectively would~~ **could** have a material adverse effect on our business. In any event, we may not be able to realize the anticipated benefits of any acquisition or in- licensing for a variety of reasons, including the possibility that a product candidate fails to advance to clinical development, proves not to be safe or effective in clinical trials, or that a product fails to reach its forecasted commercial potential or that the integration of a product, product candidate, program or company gives rise to unforeseen difficulties and expenditures. Any failure in identifying and managing these risks and uncertainties ~~would~~ **could** have a material adverse effect on our business. If our potential royalty providers' therapeutic product candidates do not receive regulatory approval, our potential royalty providers will be unable to market them. Our potential royalty providers' product candidates cannot be manufactured and marketed in the ~~United States~~ **U. S.** or any other countries without required regulatory approvals. The U. S. government and governments of other countries extensively regulate many aspects of our partners' product candidates, including: ● clinical development and testing; ● manufacturing; ● labeling; ● storage; ● record keeping; ● promotion and marketing; and ● importing and exporting. ~~27In~~ **30In** the ~~United States~~ **U. S.** , the FDA regulates pharmaceutical products under the **FDCA** ~~Federal Food, Drug, and Cosmetic Act~~ and other laws, including, in the case of biologics, the Public Health Service Act. Initiation of clinical trials requires approval by health authorities. Clinical trials involve the administration of the investigational new drug to healthy volunteers or to patients under the supervision of a qualified principal investigator. Clinical trials must be conducted in accordance with **the requirements of the** FDA and International Conference on Harmonization Good Clinical Practices and the European Clinical Trials Directive, as applicable, under protocols that detail the objectives of the study, the parameters to be used to monitor safety and the efficacy criteria to be evaluated. Other national, foreign and local regulations also may apply. The developer of the drug must provide information relating to the characterization and controls of the product before administration to the patients participating in the clinical trials. This **may** ~~requires~~ **require** developing ~~approved~~ **authorized** assays of the product to test before administration to the patient and during the conduct of the trial. In addition, developers of pharmaceutical products must provide periodic data regarding clinical trials to the FDA and other health authorities, and these health authorities may issue a clinical hold upon a trial if they do not believe, or cannot confirm, that the trial can be conducted without unreasonable risk to the trial participants. The results of the preclinical studies and clinical testing, together with chemistry, manufacturing and controls information, are submitted to the FDA and other health authorities in the form of a NDA for a drug, and in the form of a BLA for a biological product, requesting approval to commence commercial sales. In responding to an NDA or BLA, the FDA or foreign health authorities may grant marketing approvals **determining that the product is safe and effective, or in the case of a biologic, safe, pure, and potent, for its intended use** , request additional information or further research, or deny the application if they determine the application does not satisfy regulatory approval criteria. Regulatory approval of an NDA, BLA, or supplement is never guaranteed. The approval process can take several years, is extremely expensive and can vary substantially based upon the type, complexity, and novelty of the products involved, as well as the target indications. Our potential royalty providers ultimately may not be able to obtain approval in a timely fashion or at all. The FDA and foreign health authorities have substantial discretion in the drug and biologics approval processes. Despite the time and expense incurred, failure can occur at any stage, and our potential development partners could encounter problems that cause abandonment of clinical trials or cause them to repeat or perform additional preclinical, clinical or manufacturing- related studies. Changes in the regulatory approval policy during the development period, changes in, or the enactment of additional regulations or statutes, or changes in regulatory review for a submitted product application may cause delays in the approval or rejection of an application. The FDA and other regulatory agencies have substantial discretion in both the product approval process and manufacturing facility approval process, and as a result of this discretion and uncertainties about outcomes of testing, we cannot predict at what point, or whether, the FDA or other regulatory agencies will be satisfied with our licensees' submissions or whether the FDA or other regulatory agencies will raise questions that may be material and delay or preclude product approval or manufacturing facility approval. In light of this discretion and the complexities of the scientific, medical and regulatory environment, our or our potential royalty providers' interpretation or understanding of the FDA' s or other regulatory agencies' requirements, guidelines or expectations may prove incorrect, which also could delay further or increase the cost of the approval process. Our potential milestone and royalty providers face uncertain results of clinical trials of product candidates. Drug development has inherent risk, and our potential milestone and royalty providers are required to demonstrate through adequate and well- controlled clinical trials that product candidates are effective, with a favorable benefit- risk profile for use in their target profiles before they can seek regulatory approvals for commercial use. It is possible our potential royalty providers may never receive regulatory approval for any licensed product candidates. Even if a product candidate receives regulatory approval, the resulting product may not gain

market acceptance among physicians, patients, healthcare payors and the medical community. ~~Our~~ **31Our** potential milestone and royalty providers' product candidates require significant ~~additional~~ research and development, extensive preclinical studies and clinical trials and regulatory approval prior to any commercial sales. This process is lengthy and expensive, often taking a number of years. As clinical results frequently are susceptible to varying ~~28interpretations~~ -- **interpretations** that may delay, limit or prevent regulatory approvals, the length of time necessary to complete clinical trials and to submit an application for marketing approval for a final decision by a regulatory authority varies significantly. As a result, it is uncertain whether: ● our potential milestone and royalty providers' future filings will be delayed; ● our potential milestone and royalty providers' preclinical studies will be successful; ● our potential milestone and royalty providers will be successful in generating viable product candidates; ● we will be successful in finding collaboration and licensing partners to advance our product candidates on our behalf; ● our potential milestone and royalty providers will be able to provide necessary data; ● results of future clinical trials by our potential milestone and royalty providers will justify further development; or ● our potential milestone and royalty providers ultimately will achieve regulatory approval for product candidates in which we have an interest. The timing of the commencement, continuation and completion of clinical trials by our potential milestone and royalty providers may be subject to significant delays relating to various causes, including failure to complete preclinical testing and earlier- stage clinical trials in a timely manner, inability to engage contract research organizations and other service providers, scheduling conflicts with participating clinicians and clinical institutions, changes in key personnel at clinical institutions, difficulties in identifying and enrolling patients who meet trial eligibility criteria and shortages of available drug supply. In addition, since we and our royalty agreement counterparties license our product candidates to others to fund and conduct clinical trials, we, and they, have limited control over how quickly and efficiently such licensees advance those trials. Patient enrollment is a function of many factors, including the size of the patient population, the proximity of patients to clinical sites, the concentration of patients in specialist centers, the eligibility criteria for the trial, the existence of competing clinical trials and the availability of alternative or new treatments. Regardless of the initial size or relative complexity of a clinical trial, the costs of such trial may be higher than expected due to increases in duration or size of the trial, changes in the protocol under which the trial is being conducted, additional or special requirements of one or more of the healthcare centers where the trial is being conducted, or changes in the regulatory requirements applicable to the trial or in the standards or guidelines for approval of the product candidate being tested or for other unforeseen reasons. In addition, our potential milestone and royalty providers may conduct clinical trials in foreign countries, which may subject them to further delays and expenses as a result of increased drug shipment costs, additional regulatory requirements and the engagement of foreign clinical research organizations, and may expose our potential milestone and royalty providers to risks associated with foreign currency transactions to make contract payments denominated in the foreign currency where the trial is being conducted. **32Our potential milestone and royalty providers may seek to obtain orphan drug designation for certain future product candidates, but they may be unable to ultimately obtain such designations or to maintain the benefits associated with orphan drug designation, including market exclusivity, which may cause our milestone or royalty revenue, if any, to be reduced. Some of our potential milestone or royalty providers may obtain orphan drug designation for their product candidates. Under the Orphan Drug Act, the FDA may designate a drug or biological product as an orphan drug if it is intended to treat a rare disease or condition, defined as a patient population of fewer than 200, 000 in the U. S., or a patient population greater than 200, 000 in the U. S. where there is no reasonable expectation that the cost of developing the drug will be recovered from sales in the U. S. Orphan drug designation must be requested before submitting a BLA. In the European Union, the EMA' s Committee for Orphan Medicinal Products grants orphan drug designation to promote the development of products that are intended for the diagnosis, prevention, or treatment of a life- threatening or chronically debilitating condition affecting not more than five in 10, 000 persons in the European Union. Additionally, designation is granted for products intended for the diagnosis, prevention, or treatment of a life- threatening, seriously debilitating or serious and chronic condition when, without incentives, it is unlikely that sales of the drug in the European Union would be sufficient to justify the necessary investment in developing the drug or biological product or where there is no satisfactory method of diagnosis, prevention, or treatment, or, if such a method exists, the medicine must be of significant benefit to those affected by the condition. In the U. S., orphan drug designation entitles a party to financial incentives such as opportunities for grant funding towards clinical trial costs, tax advantages, and application fee waivers. After the FDA grants orphan drug designation, the generic identity of the drug and its potential orphan use are disclosed publicly by the FDA. In addition, if a product receives the first FDA approval for the indication for which it has orphan designation, the product is entitled to orphan drug exclusivity, which means the FDA may not approve any other application to market the same drug for the same indication for a period of seven years, except in limited circumstances, such as a showing of clinical superiority over the product with orphan exclusivity or where the manufacturer is unable to assure sufficient product quantity for the orphan patient population. Exclusive marketing rights in the U. S. may also be unavailable if our royalty providers seek approval for an indication broader than the orphan designated indication and may be lost if the FDA later determines that the request for designation was materially defective. In the European Union, orphan drug designation entitles a party to financial incentives such as reduction of fees or fee waivers and ten years of market exclusivity following drug or biological product approval. This period may be reduced to six years if the orphan drug designation criteria are no longer met, including where it is shown that the product is sufficiently profitable not to justify maintenance of market exclusivity. Even with an orphan drug designation for its current and potential future product candidates, our royalty providers may not be the first to obtain marketing approval for any particular orphan indication due to the uncertainties associated with developing pharmaceutical products. Further, even if a royalty provider obtains orphan drug exclusivity for an existing or future product candidate, that exclusivity may not effectively protect the product from competition because different drugs with different active moieties still can be approved for the same**

condition even with an orphan drug designation. Even after an orphan drug is approved, the FDA can subsequently approve the same drug with the same active moiety for the same condition if the FDA concludes that the later drug is clinically superior in that it is safer, more effective, or makes a major contribution to patient care. Orphan drug designation neither shortens the development time or regulatory review time of a drug or biologic nor gives the drug or biologic any advantage in the regulatory review or approval process. The FDA' s interpretation of the scope of orphan drug exclusivity may change. The FDA' s longstanding interpretation of the Orphan Drug Act is that exclusivity is specific to the orphan indication for which the drug was actually approved. As a result, the scope of exclusivity has been narrow and protected only against competition from the same " use or indication " rather than the broader " disease or condition. " In the September 2021 case Catalyst Pharmaceuticals, Inc. v. FDA, a federal circuit court set aside the FDA' s narrow interpretation and ruled that orphan drug exclusivity covers the full scope of the orphan- designated disease or condition regardless of whether the drug obtains approval only for a narrower use. The decision concerned amifampridine, a drug used to treat Lambert- Eaton myasthenic syndrome (LEMS). Depending on how the FDA applies the decision beyond this case, it may limit the drugs that can receive exclusivity. 33The ability of our potential milestone and royalty providers to obtain and maintain orphan drug designation and the benefits thereof, including orphan drug exclusivity, may materially impact the potential milestones and royalties we receive. Biological products and product candidates of our potential milestone and royalty providers may face competition sooner than anticipated, which may materially impact the potential milestones and royalties we receive. The ACA includes a subtitle called the Biologics Price Competition and Innovation Act of 2009 (" BPCIA "), which created an abbreviated approval pathway for biological products that are biosimilar to or interchangeable with an FDA- licensed reference biological product. Under the BPCIA, an application for a highly similar or " biosimilar " product may not be submitted to the FDA until four years following the date that the reference product was first approved by the FDA. In addition, the approval of a biosimilar product may not be made effective by the FDA until 12 years from the date on which the reference product was first approved. During this 12- year period of exclusivity, another company may still market a competing version of the reference product if the FDA approves a full BLA for the competing product containing the sponsor' s own preclinical data and data from adequate and well- controlled clinical trials to demonstrate the safety, purity and potency of its product. The biological products and, if approved, product candidates of our royalty providers could be considered reference products entitled to 12- year exclusivity. However, there is a risk that this exclusivity could be shortened due to congressional action or otherwise, or that the FDA will not consider a product candidate to be a reference product for competing products, potentially creating the opportunity for competition sooner than anticipated. Other aspects of the BPCIA, some of which may impact the BPCIA exclusivity provisions, have also been the subject of recent litigation. Moreover, the extent to which a biosimilar, once approved, will be substituted for any reference products in a way that is similar to traditional generic substitution for non- biological products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing. Any of these events may materially impact the potential milestones and royalties we receive. If the FDA or comparable foreign regulatory authorities approve generic versions of any of the products or product candidates of our potential milestone or royalty providers that receive marketing approval under NDAs, or such authorities do not grant their product candidates appropriate periods of data or market exclusivity before approving generic versions of our product candidates, the sales of their product candidates could be adversely affected, which may materially affect the potential milestones and royalties we receive. Once an NDA is approved, the drug covered thereby becomes a " reference- listed drug " in the FDA' s publication, " Approved Drug Products with Therapeutic Equivalence Evaluations. " Manufacturers may seek marketing approval of generic versions of reference- listed drugs through submission of abbreviated new drug applications (" ANDAs ") in the U. S. In support of an ANDA, a generic manufacturer need not conduct clinical trials demonstrating safety and efficacy. Rather, the applicant generally must show that its drug is pharmaceutically equivalent to the reference listed drug, in that it has the same active ingredient (s), dosage form, strength, route of administration and conditions of use or labeling as the reference- listed drug, and that the generic version is bioequivalent to the reference- listed drug, meaning it is absorbed in the body at the same rate and to the same extent. Generic drugs may be significantly less costly to bring to market than the reference- listed drug and companies that produce generic drugs are generally able to offer them at lower prices. Thus, following the introduction of a generic drug, a significant percentage of the sales of any branded product or reference- listed drug is typically lost to the generic drug. The FDA may not approve an ANDA for a generic drug until any applicable period of non- patent exclusivity for the reference- listed drug has expired. The FDCA provides a period of five years of non- patent exclusivity for a new drug containing a new chemical entity, or NCE. During the exclusivity period, the FDA may not accept for review an ANDA or a 505 (b) (2) NDA submitted by another company for another version of such product candidate where the applicant does not own or have a legal right of reference to all the data required for approval. However, an application may be submitted after four years if it contains a certification of patent invalidity or non- infringement. The FDCA also provides three years of marketing exclusivity for an NDA, 505 (b) (2) NDA or supplement to an approved NDA if new clinical investigations, other than bioavailability studies, that were conducted or sponsored by the applicant are deemed by the FDA to be essential to the approval of the application, for example, for new indications, dosages or strengths of an existing product candidate. 34This three- year exclusivity covers only the conditions associated with the new clinical investigations and does not prohibit the FDA from approving ANDAs for product candidates containing the original active agent for other conditions of use. Five- year and three- year exclusivity will not delay the submission or approval of a full NDA. However, an applicant submitting a full NDA would be required to conduct or obtain a right of reference to all of the nonclinical studies and adequate and well- controlled clinical trials necessary to demonstrate safety and effectiveness. Manufacturers may seek to launch these generic drugs

following the expiration of the marketing exclusivity period, even if our potential milestone or royalty providers still have patent protection for our drug competition, and their products may therefore face from generic versions of their products and, if approved, their product candidates. This could materially and adversely impact their future revenue, profitability and cash flows and substantially limit their ability to obtain a return on the investments we have made in those products and, if approved, product candidates. Their future revenues, profitability and cash flows could also be materially and adversely affected and our ability to obtain a return on their investments in those product candidates may be substantially limited if their products are not afforded the appropriate periods of non- patent exclusivity. Any of these events may materially impact the potential milestones and royalties we receive. New products and technologies of other companies may render some or all of our potential milestone and royalty providers' product candidates noncompetitive or obsolete. New developments by others may render our potential milestone and royalty providers' product candidates or technologies obsolete or uncompetitive. Technologies developed and utilized by the biotechnology and pharmaceutical industries are changing ~~continuously~~ and ~~substantially~~ **evolving** . Competition in antibody- based technologies is intense and is expected to increase in the future as a number of established biotechnology firms and large chemical and pharmaceutical companies advance in these fields. In addition, as biopharmaceutical companies increasingly devote significant resources to innovate next- generation products and therapies using gene editing and new curative modalities, such as cell and gene therapy, products on which we have a milestone or royalty rights may become obsolete. Many of these competitors may ~~29be~~ **be** able to develop products and processes competitive with or superior to our potential milestone and royalty providers for many reasons, including that they may have: ● significantly greater financial resources; ● larger research and development staffs; ● entered into arrangements with, or acquired, biotechnology companies to enhance their capabilities; or ● extensive experience in preclinical testing and human clinical trials. These **and other** factors may enable others to develop products and processes competitive with or superior to our own or those of our potential milestone and royalty providers. In addition, a significant amount of research in biotechnology is being carried out in universities and other non- profit research organizations. These entities are becoming increasingly interested in the commercial value of their work and may become more aggressive in seeking patent protection and licensing arrangements. Furthermore, many companies and universities tend not to announce or disclose important discoveries or development programs until their patent position is secure or, for other reasons, later. As a result, we and our potential milestone and royalty providers may not be able to track development of competitive products, particularly at the early stages. Positive developments in connection with a potentially competing product may have an adverse impact on our future potential for receiving revenue derived from development milestones and royalties. For example, if another product is perceived to have a competitive advantage, or another product' s failure is perceived to increase the likelihood that our licensed product will fail, our potential milestone and royalty providers may halt development of product candidates in which we have an interest. ~~Our~~ **35Our** potential royalty providers may be unable to price our products effectively or obtain coverage and adequate reimbursement for sales of our products, which would prevent our potential royalty providers' products from becoming profitable and negatively affect the royalties we may receive. If our **current or** potential royalty providers succeed in bringing ~~our~~ product candidates to the market, they may not be considered cost effective, and reimbursement to the patient may not be available or may not be sufficient to allow our potential royalty providers to sell the products on a competitive basis. In both the ~~United States~~ **U. S.** and elsewhere, sales of medical products and treatments are dependent, in part, on the availability of coverage and adequate reimbursement from third- party payors, such as government and private insurance plans. Significant uncertainty exists as to the coverage and reimbursement status of any products for which our potential royalty providers may obtain regulatory approval. Even if coverage is available, the associated reimbursement rate may not be adequate for our potential royalty providers to cover related marketing costs. Additionally, coverage and reimbursement policies for ~~drug~~ **pharmaceutical** products can differ significantly from payor to payor as there is no uniform policy of coverage and reimbursement for ~~drug~~ **pharmaceutical** products among third- party payors in the ~~United States~~ **U. S** . Therefore, the process of obtaining coverage and reimbursement is often time- consuming and costly. Thus, even if our partners' product candidates are approved by the FDA, our royalty partners may not be able to price the products effectively or obtain coverage and adequate reimbursement for their products, which could adversely affect the royalties we receive. Third- party payors are increasingly challenging the prices charged for pharmaceutical products and services. Our business is affected by the efforts of government and third- party payors to contain or reduce the cost of healthcare through various means. In the ~~United States~~ **U. S.** , there have been **,** and **we expect,** will continue to be a number of federal and state proposals to implement government controls on pricing. In addition, the emphasis on managed care in the ~~United States~~ **U. S.** has increased and ~~will~~ **, we expect to** continue to increase the pressure on the pricing of pharmaceutical products. We cannot predict whether any legislative or regulatory proposals will be adopted or the effect these proposals or managed care efforts may have on our or our potential milestone and royalty providers' businesses. ~~30We~~ **We** do not know whether there will be, or will continue to be, a viable market for the product candidates in which we have an ownership or royalty interest. Even if product candidates in which we have an interest receive approval in the future, they may not be accepted in the marketplace. In addition, our potential royalty providers may experience difficulties in launching new products, many of which are novel and based on technologies that are unfamiliar to the healthcare community **. Our potential royalty providers may not have sales, marketing or distribution capabilities or may not be able to develop these capabilities in an effective manner, or at all** . We have no assurance healthcare providers and patients will accept such products, if developed. Similarly, physicians may not accept a product if they believe other products to be more effective or more cost effective or are more comfortable prescribing other products. Furthermore, government agencies, as well as private organizations involved in healthcare, from time to time publish guidelines or recommendations to healthcare providers and patients. Such guidelines or recommendations can be very influential and may adversely affect product usage directly (for example, by recommending a decreased dosage of a product in conjunction with a concomitant therapy) or indirectly (for example, by recommending a competitive product over a product in which we have an ownership or royalty interest).

Consequently, we do not know if physicians or patients will adopt or use products in which we have an ownership or royalty interest for their approved indications. Even approved and marketed products are subject to risks relating to changes in the market for such products. Introduction or increased availability of generic or biosimilar versions of products can alter the market acceptance of branded products. In addition, unforeseen safety issues may arise at any time, regardless of the length of time a product has been on the market which may lead to litigation, increased costs and delays or removal of the product from the market. ~~We are exposed to an increased risk~~ **36Product liability claims may diminish the returns on biopharmaceutical products. The developer, manufacturer or marketer** of **a product could become subject to** product liability claims. ~~The testing, marketing and sales of medical products entails an inherent risk of allegations of product liability. In the event of one or more large, unforeseen awards of damages against us, our product liability insurance may not provide adequate coverage.~~ A ~~significant~~ product liability claim ~~for which~~ **, regardless of its merits, could adversely affect the sales of the product and the amount of any related royalty payments, and consequently, could adversely affect the ability of a payor to make payments with respect to a royalty. Although** we ~~were~~ **believe we should** not **bear responsibility in the event of** ~~adequately covered by insurance or indemnified by~~ a ~~third party would have to be paid from cash~~ **product liability claim against the developer, manufacturer, marketer** or other ~~assets~~ **seller of a product that generates our royalty** , ~~which~~ **such claims** could ~~have an adverse~~ **adversely** ~~effect~~ **affect** ~~on~~ our business, financial condition and ~~the value of our common stock. To the extent we have sufficient insurance coverage, such a claim would presumably result~~ **results of operations due to** ~~in higher subsequent insurance rates. In addition, product liability claims can have various other~~ -- **the lower than expected cash flows** ~~ramifications, regardless of merit or eventual outcome, including loss of future sales opportunities, discontinuation of clinical trials, increased costs associated with replacing products, a negative impact on our goodwill and reputation, costs to defend litigation, and divert our management' s attention~~ from **the royalty** ~~our business, each of which could also adversely affect our business and operating results~~ . If we and our potential royalty providers are unable to protect our **or their** intellectual property, in particular patent protection for principal products, product candidates and processes in which we have an ownership or royalty interest, and prevent the use of the covered subject matter by third parties, our potential royalty providers' ability to compete in the market will be harmed, and we may not realize our profit potential. We and our potential royalty providers rely on patent protection, as well as a combination of copyright, trade secret, and trademark laws to protect our proprietary technology and ~~prevent~~ **deter** others from duplicating our **or their** products or product candidates. However, these means may afford only limited protection and may not: ● prevent our competitors from duplicating our products and those of our potential royalty providers; ● prevent our competitors from **using technologies or solutions similar to those incorporated into our products or product candidates, or those of our potential royalty providers in jurisdictions where we have not obtained patent protection and, further, exporting infringing products to territories where we have patent protection but where our enforcement efforts may be inadequate and protection in general of patented technology may be less robust than it is in the U. S.; ● prevent our competitors from** gaining access to our proprietary information and technology and that of our potential royalty providers; or ● permit us or our potential royalty providers to gain or maintain a competitive advantage. Because of the length of time and the expense associated with bringing new products to the marketplace, we and our potential royalty providers hold and are in the process of applying for a number of patents in the ~~United States~~ **U. S.** and abroad to protect product candidates and important processes and also have obtained or have the right to obtain exclusive ~~31licenses~~ -- **licenses** to certain patents and applications filed by others. However, the mere issuance of a patent is not conclusive as to its validity or its enforceability. The U. S. Federal Courts, the U. S. Patent & Trademark Office or equivalent national courts or patent offices elsewhere may invalidate our patents **or the patents of our royalty providers** or find them unenforceable. The America Invents Act introduced post- grant review procedures subjecting U. S. patents to post- grant review procedures similar to European oppositions. U. S. patents owned or licensed by us or our licensees may therefore be subject to post- grant review procedures, as well as other forms of review and re- examination. A decision in such proceedings adverse to our interests could result in the loss of valuable patent rights, which would have a material adverse effect on our business. In addition, the laws of foreign countries may not protect our intellectual property rights effectively or to the same extent as the laws of the ~~United States~~ **U. S** . If our, and our potential royalty providers intellectual property rights are not protected adequately, our potential royalty providers **or our licensees** may not be able to commercialize technologies or products in which we have an ownership or royalty interest, and their competitors could commercialize such technologies or products, which could result in a decrease in our potential royalty providers' **or our licensees'** sales and market share that would harm our business and operating results. Specifically, the patent position of biotechnology companies generally is highly uncertain and involves complex legal and factual questions. The legal standards governing the validity of biotechnology patents are in transition, ~~and~~ **37and** current defenses as to issued biotechnology patents may not be adequate or available in the future. Accordingly, there is uncertainty as to: ● whether any pending or future patent applications held by us or our potential royalty providers will result in an issued patent, or whether issued patents will provide meaningful protection against competitors or competitive technologies; ● whether competitors will be able to design around our or our potential royalty providers' patents or develop and obtain patent protection for technologies, designs or methods that are more effective than those covered by our or our potential royalty providers' patents and patent applications; or ● the extent to which our or our potential royalty providers' product candidates could infringe on the intellectual property rights of others, which may lead to costly litigation, result in the payment of substantial damages or royalties, reduce the royalty rate due to us, and prevent our potential royalty providers from using our technology or product candidates. If certain patents issued to others are upheld or if certain patent applications filed by others are issued and upheld, our potential royalty providers may require licenses from others to develop and commercialize certain potential products in which we have an ownership or royalty interest. These licenses, if required, may not be available on acceptable terms, or may trigger contractual royalty offset clauses in our license agreements, or those of our royalty- agreement counterparties. We may become involved in litigation to determine the proprietary rights of others, and any such litigation will presumably be costly, time consuming, may

not be adequately covered by insurance and may have other adverse effects on our business, such as inhibiting our potential royalty providers' ability to compete in the marketplace and absorbing significant management time. Due to the uncertainties regarding biotechnology patents, we also have relied and will continue to rely upon trade secrets, know- how and continuing technological advancement to develop and maintain our competitive position. Our employees and contractors are typically required to sign confidentiality agreements under which they agree not to use or disclose any of our proprietary information. Research and development contracts and relationships between us and our scientific consultants and potential licensees provide access to aspects of our know- how that are protected generally under confidentiality agreements. These confidentiality agreements may be breached or may not be enforced by a court. To the extent proprietary information is divulged to competitors or to the public generally, such disclosure may adversely affect our licensees' ability to develop or commercialize our products by giving others a competitive advantage or by undermining our patent position. In addition, periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and or applications will be due to the U. S. and various foreign patent offices at various points over the lifetime of our and our licensees' patents and / or applications. We have systems in place to remind us to pay these fees, and we rely on our ~~32outside~~ -- **outside** patent annuity service to pay these fees when due. Additionally, the U. S. and various foreign patent offices require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. We employ reputable law firms and other professionals to help us comply, and in many cases, an inadvertent lapse can be cured by payment of a late fee or by other means in accordance with rules applicable to the particular jurisdiction. However, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. If such an event were to occur, it could have a material adverse effect on our business. **Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain foreign countries do not favor the enforcement of patents and other intellectual property protection, which could make it difficult for us or our royalty providers to stop the infringement of our or their patents or the marketing of competing products in violation of our or their proprietary rights generally. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial costs and could divert our efforts and attention from other aspects of our business. 38Furthermore, in some instances, we have no ability to control the prosecution, maintenance, enforcement or defense of patent rights of our royalty providers. In such instances, there can be no assurance that they will vigorously prosecute, maintain, enforce or defend such rights, or that they will be successful in doing so. Any infringement of their intellectual property may adversely affect our royalty interest and consequently adversely affect our business, financial condition and results of operations.** No assurance can be given that our, or our partners or licensees' patents will be extended upon expiration, which may have an effect on our financial condition and results of operation. -We hold and have filed applications for a number of patents in the ~~United States~~ **U. S.** and internationally to protect our products and technology and have the right to obtain licenses to, or income streams based on, certain patents and applications filed by others. However, the life of a patent, and thus the protection it affords, is limited. **Patent terms may be inadequate to protect our competitive position for an adequate amount of time.** Significant patents in our portfolio ~~will~~ **are expected to** expire in the coming years and while various extensions may be available, on a jurisdiction- by- jurisdiction basis, continuous patent protection is not guaranteed. While we expect to seek, and expect our partners to seek, extensions of patent terms for issued patents where available and when necessary, failure to secure patent extensions may have an effect on our financial condition and results of operations. **Furthermore, there can be no assurance that our partners will seek extensions of their patent terms.** Litigation regarding intellectual property and / or the enforcement of our contractual rights against licensees and third parties can be costly and expose us to risks of counterclaims against us. From time to time, we are required to engage in litigation, arbitration or other proceedings to protect our intellectual property and / or enforce our contractual rights against former or current licensees or third parties, including third- party collaborators of such licensees **or royalty agreement counterparties** . The cost to us of complex proceedings of this type, even if resolved in our favor, can be substantial, and the parties opposing us in such proceedings may be able to sustain the cost of such proceedings more effectively than we can if they have substantially greater resources than we have. Any such proceedings and any negotiations leading up to them also may be time- consuming and can divert management' s attention and resources. If a proceeding of this type is resolved against us, we may lose the value associated with contract rights contained in our arrangements with licensees and third parties, the patents that are the subject of such proceeding may be declared invalid, we could be exposed to counterclaims against us, and we could be held liable for significant damages, fees and / or costs. While it is our current plan to continue to review and pursue, on a selective basis, potential material contractual breaches against licensees and third parties (including third- party collaborators of licensees **and royalty agreement counterparties**) and / or infringement of our intellectual property rights or technology, there can be no assurance that any such enforcement actions will be successful, or if successful, the timing of such success or that we will have sufficient capital to prosecute any such actions to a successful conclusion. ~~In~~ **For example, in** June 2021, we initiated ~~an~~ **a binding** arbitration proceeding ~~against~~ **with** one of our licensees (the " Licensee ") ~~with~~ **at** the American Arbitration Association / International Centre for Dispute Resolution **, seeking** ~~. We believe that the Licensee violated the terms of our License Agreement (the " License Agreement ") and that we are entitled to~~ milestone and royalty payments under ~~the License Agreement, and that the Licensee impermissibly attempted to sublicense~~ our ~~licensed~~ - **license** ~~patent rights. We also seek damages and fees and costs of the arbitration (which fees and costs are currently estimated to be in the mid- single- digit millions of U. S. dollars range). In response, the Licensee seeks declarations that the License Agreement~~ **agreement** ~~, under our interpretation, is unlawful, void and unenforceable, and that the License Agreement has expired. To date, the Licensee has not filed any counterclaims against us. However, to the extent the Licensee is deemed to be the prevailing party, the arbitrators, in their discretion, may require us to pay the Licensee' s fees and costs of the arbitration (currently estimated to be in the mid- single- digit millions of U. S. dollars range)~~ . A hearing before a panel of arbitrators was held ~~on this matter~~ in November 2022,

and the parties ~~have~~ submitted post- hearing briefs. ~~A~~ **On March 21, 2023, we received an adverse** decision ~~is expected~~ in ~~the first quarter~~ **this arbitration proceeding. The panel** of **arbitrators declined to award us damages and ruled that the license agreement has expired. The panel ruled that we were responsible for the Licensee' s costs as well as arbitrators' and administrative fees previously incurred by the Licensee of $ 4. 1 million, which we paid in April** 2023. In addition, we may be subject to claims that we, or our **licensees or our royalty agreement counterparties'** licensees, are infringing other parties' patents. If such claims are resolved against us, we or our licensees **or our royalty agreement counterparties' licensees** may be enjoined from developing, manufacturing, selling or importing products, processes or services unless we **or our licensees or our royalty agreement counterparties' licensees** obtain a license from the other party. Such a license may not be available on reasonable terms or at all, thus preventing us, or our licensees **or our royalty agreement counterparties' licensees** , from using **or licensing** these products, processes or services and adversely affecting our potential future revenue. ~~33Uncertainties~~ **39Uncertainties** resulting from our participation in litigation, arbitration or other proceedings involving intellectual property and / or contractual rights could have a material adverse effect on our or our partners' ability to compete in the marketplace. There could also be public announcements of the results of hearings, motions or interim proceedings or developments. If securities analysts or investors perceive these results to be negative, the perceived value of the ~~drug~~ product candidates as to which we hold potential milestone or royalty interests, or intellectual property or contractual rights could be diminished. Accordingly, the market price of our common stock may decline. Uncertainties resulting from the initiation and continuation of litigation, arbitration or other proceedings involving intellectual property and / or contractual rights could have a material adverse effect on our business, financial condition and results of ~~operation~~ **operations** . Risks Related to Our Reliance on Third PartiesWe and our partners rely heavily on license and collaboration relationships, and any disputes or litigation with our partners or termination or breach of any of the related agreements could reduce the financial resources available to us, including our ability to receive milestone payments and future potential royalty and other revenues. License or collaboration agreements relating to products may, in some instances, be unilaterally terminated or disputes may arise which may affect our potential milestones, royalties and other payments. License or collaboration agreements relating to the products generating our future potential milestones and royalties and other payment rights **have in the past been and** may **in the future** be terminated, which may adversely affect sales of such products and therefore the potential payments we may receive. For example, under certain license or collaboration agreements, marketers may retain the right to unilaterally terminate the agreements. When the last patent covering a product expires or is otherwise invalidated in a country, a marketer may be economically motivated to terminate the applicable license or collaboration agreement, either in whole or with respect to such country, in order to terminate its payment and other obligations. In the event of such a termination, a licensor (which may be us in the case of our out- licensed products) or collaborator may no longer receive all of the payments it expected to receive from the applicable licensee or collaborator and may also be unable to find another company to continue developing and commercializing the product on the same or similar terms as those under the license or collaboration agreement that has been terminated **. On October 23, 2023, Organon notified us of its intent to terminate the Organon License Agreement, which we assumed pursuant to the ObsEva IP Acquisition Agreement. The termination was effective as of January 21, 2024, and we will not be entitled to any milestone payments with respect to any milestone achieved by Organon following the notice of termination. We evaluated the related intangible asset balance for impairment and recorded an impairment charge of $ 14. 2 million as of December 31, 2023** . In addition, license or collaboration agreements may fail to provide significant protection for the applicable licensor (which may be us in the case of our out- licensed products) or collaborator in case of the applicable licensee' s or collaborator' s failure to perform or in the event of disputes. License and collaboration agreements which relate to the products underlying our potential future milestones, royalties and other payment rights, are complex and certain provisions in such agreements may be susceptible to multiple interpretations. Disputes may arise regarding intellectual property, royalty terms, payment rights or other contractual terms subject to a license or collaboration agreement, including: ● the scope or duration of rights granted under the license or collaboration agreement and other interpretative issues; ● the amounts or timing of royalties, milestones or other payments due under the license or collaboration agreement; ● the sublicensing of patent or other rights under our license or collaboration relationships; ● the diligence obligations under the license or collaboration agreement and what activities satisfy such diligence obligations: ● the inventorship and ownership of inventions and know- how resulting from the ~~joint~~ creation or use of intellectual property by us or our partners; and **40** ● the priority of invention of patented technology. The resolution of any contract interpretation disagreement that may arise could narrow what the licensor (which may be us in the case of our out- licensed products) or collaborator believes to be the scope of its rights to the relevant ~~34intellectual~~ -- **intellectual** property or technology, or decrease the licensee' s or collaborator' s financial or other obligations under the relevant agreement, any of which could in turn impact the value of our potential royalties, ~~milestones~~ **milestone payments** and other payments and have a material adverse effect on our business, financial condition, results of operations and prospects. If a marketer were to default on its obligations under a license or collaboration agreement, the licensor' s or collaborator' s remedy may be limited either to terminating certain licenses or collaborations related to certain countries or to generally terminate the license or collaboration agreement with respect to such country. In such cases, we may not have the right to seek to enforce the rights of the licensor or collaborator (if not us) and we may be required to rely on the resources and willingness of the licensor or collaborator (if not us) to enforce its rights against the applicable licensee or collaborator. In any of these situations, if the expected upfront, milestone, royalty or other payments under the license or collaboration agreements do not materialize, this could result in a significant loss to us and materially adversely affect our business, financial condition and results of ~~operation~~ **operations** . At any given time, the Company may be engaged in discussions with its licensees or collaborators regarding the interpretation of the payment and other provisions relating to products as to which we have milestones and potential royalty or other payment rights. Should any such discussions result in a disagreement regarding a particular product that cannot be resolved satisfactorily to us, we may end up being paid less than anticipated on such product should it successfully progress through clinical development and be

approved for commercialization. Should our milestone and future potential royalty or other payment interests be reduced or eliminated as a result of any such disagreement, it could have an adverse effect on our business, financial condition, results of ~~operation~~ **operations** and prospects. Our existing collaborations may not continue or be successful, and we may be unable to enter into future arrangements to develop and commercialize our unpartnered assets. **For example, in June 2023, Bioasis announced the suspension of all its operations and the termination of the research collaboration and license agreement between Bioasis and Chiesi. As a result, we do not expect to receive any milestone, royalty or other payments under the Biosis RPA or Second Bioasis RPA.** Generally, our current **licensees** ~~collaborative partners~~ have the right to terminate their collaborations at will or under specified circumstances. If any of our collaborative partners breach or terminate their agreements with us or otherwise fail to conduct their collaborative activities successfully (for example, by not making required payments when due, or at all or failing to engage in commercially reasonable efforts to develop products if required), our product development under these agreements will be delayed or terminated. **In addition, we could face significant competition in seeking appropriate collaborators and the negotiation process is time- consuming and complex. Our ability to reach a definitive collaborative agreement with any such new party will depend, among other factors, upon our assessment of the collaborator' s resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaborator' s evaluation of a number of factors. We cannot be certain that, following a strategic transaction or license, we will achieve the revenue or specific net income that justifies such transaction.** Our potential milestone and royalty providers may rely on third parties to provide services in connection with their product candidate development and manufacturing programs. The inadequate performance by or loss of any of these service providers could affect our potential milestone and royalty providers' product candidate development. Third parties provide services in connection with preclinical and clinical development programs, including in vitro and in vivo studies, assay and reagent development, immunohistochemistry, toxicology, pharmacokinetics, clinical trial support, manufacturing and other outsourced activities. If these service providers do not adequately perform the services for which our potential milestone and royalty providers have contracted, or cease to continue operations, and our potential milestone and royalty partners are not able to find a replacement provider quickly or lose information or items associated with their ~~drug~~ product candidates, our potential milestone and royalty providers' development programs and receipt of any potential resulting income may be delayed. **41The marketers of biopharmaceutical products are, in certain instances, substantially responsible for the ongoing regulatory approval, commercialization, manufacturing and marketing of products. In certain instances, the holders of royalties on products have granted regulatory approval, commercialization, manufacturing and marketing rights to the licensees of such products. Such licensees have substantial control over those efforts and discretion to determine the extent and priority of the resources they will commit to their program for a product. Accordingly, the successful commercialization of a product depends on the licensee' s efforts and is beyond our control. If a licensee does not devote adequate resources to the ongoing regulatory approval, commercialization and manufacture of a product, or if a licensee engages in illegal or otherwise unauthorized practices, the product' s sales may not generate sufficient royalties, or the product' s sales may be suspended, and consequently, could adversely affect our business. In addition, if licensees of biopharmaceutical products decide to discontinue product programs or we believe the commercial prospects of assets have been reduced, we may recognize material non- cash impairment charges related to the financial royalty asset associated with those programs or assets.** Agreements with other third parties, many of which are material to our business, expose us to numerous risks and have caused us to incur additional liabilities. Because our licensees, suppliers and contractors are independent third parties, they may be subject to different risks than we are and have significant discretion in, and different criteria for, determining the efforts and resources they ~~will~~ apply related **to activities relevant** to their agreements with us. If these licensees, suppliers and contractors do not successfully perform the functions for which they are responsible, we may not have the capabilities, resources or rights to do so on our own **or otherwise compel them to perform** . We do not know whether we or our licensees will **be able to** successfully develop and market any of the products that are or may become the subject of any of our licensing arrangements. In addition, third- party arrangements such as ours also increase uncertainties in the related decision- making processes and resulting progress under the arrangements, as we and our licensees may reach different conclusions, or support different paths forward, based on the same information, particularly when large amounts of technical data are involved. In addition, under the contracts with HCRP, the amortization for the reporting period is calculated based on the payments expected to be made by the licensees to HCRP over the term of the arrangement. Any changes to the estimated payments by the licensees to HCRP can result in a material adjustment to revenue previously reported. ~~35Failure~~ -- **Failure** of our potential milestone and royalty providers' product candidates to meet current Good Manufacturing ~~Practices~~ - **Practice** standards may cause delays in regulatory approval and penalties for noncompliance. Our potential milestone and royalty providers may rely on third party manufacturers and such contract manufacturers are required to produce clinical product candidates under cGMP to meet acceptable standards for use in clinical trials and for commercial sale, as applicable. If such standards change, the ability of contract manufacturers to produce our potential milestone and royalty providers' ~~drug~~ product candidates on the schedule required for clinical trials or to meet commercial requirements may be affected. In addition, contract manufacturers may not perform their obligations under their agreements with our potential milestone and royalty providers or may discontinue their business before the time required by us to successfully produce clinical and commercial supplies of our potential milestone and royalty providers' product candidates. Contract manufacturers are subject to pre- approval inspections and periodic unannounced inspections by the FDA and corresponding state and foreign authorities **for** ~~to ensure strict~~ compliance with cGMP and other applicable government regulations and corresponding foreign standards. We do not have control over a third- party manufacturer' s compliance with these regulations and standards. Any difficulties or delays in contractors' manufacturing and supply of our potential milestone and royalty providers' product candidates or any failure of our potential milestone and royalty providers' contractors to maintain compliance with the applicable regulations and standards

could increase costs, reduce revenue, ~~make~~ **cause** our licensees **to** postpone or cancel clinical trials, prevent or delay regulatory approval by the FDA and corresponding state and foreign authorities, prevent the import and / or export of our potential milestone and royalty providers' product ~~candidates~~ **42candidates** , or cause any of our potential milestone and royalty providers' products that may be approved for commercial sale to be recalled or withdrawn. Certain of our technologies are in-licensed from third parties, so our and our licensees' use of them may be restricted and subject to additional risks. We have licensed technologies from third parties. These technologies include phage display technologies licensed to us in connection with our bacterial cell expression technology licensing program and antibody products. However, our and our licensees and collaborators' use of these technologies is limited by certain contractual provisions in the licenses relating to them, and although we have obtained numerous licenses, intellectual property rights in the area of phage display are particularly complex. If we are unable to maintain our licenses, patents or other intellectual property, we could lose important protections that are material to continuing our operations and for future prospects. Our licensors also may seek to terminate our license **(s)** , which could cause us and our licensees to lose the right to use the licensed intellectual property and adversely affect our and our licensees' ability to commercialize our technologies, products or services. Risks Related to Employees, Location, Data Integrity, and LitigationThe loss of ~~, COVID- 19 related absence of,~~ or changes in any of our key personnel ~~,~~ could delay or prevent achieving our objectives. Our business efforts could be adversely affected by the loss ~~or COVID- 19 related absence~~ of one or more key members of our staff. We currently do not have key person insurance on any of our employees. ~~In addition, given our minimal employee base, a COVID- 19 outbreak in our employee population could significantly hinder our ability to meet our operating objectives.~~ Changes in management **, including due to potential acquisitions,** may cause ~~disruption~~ **disruptions** in our business, strategic and employee relationships, which may delay or prevent the achievement of our business objectives. During the transition periods, there may be uncertainty among investors, employees and others concerning our future direction and performance. Because we are a small ~~biopharmaceutical focused company~~ **biotech royalty aggregator** with limited resources, we may not be able to attract and retain qualified personnel. We had ~~12~~ **13** full- time employees ~~and one part- time employee~~ as of March ~~6~~ **4** , ~~2023~~ **2024** . We may require additional experienced executive, accounting, legal, administrative and other personnel from time to time in the future. We are highly dependent on principal members of our executive team, the loss of whose services may adversely impact the achievement of our objectives. There is intense competition for the services of these personnel ~~, especially in California. 36Moreover, we expect the high cost of living in the San Francisco Bay Area, where our headquarters is located, may impair our ability to attract and retain employees in the future~~ . If we do not succeed in attracting new personnel and retaining and motivating existing personnel, our business may suffer, and we may be unable to implement our current initiatives or grow effectively. We rely and will continue to rely on outsourcing arrangements for many of our activities, including financial reporting and accounting and human resources. Due to our small number of employees, we rely, and expect to continue to rely, on outsourcing arrangements for a significant portion of our activities, including financial reporting and accounting and human resources, as well as for certain of our functions as a public company. We may have limited control over these third parties, and we cannot guarantee that they will perform their obligations in an effective and timely manner. Our employees may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements and insider trading. We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with applicable regulations, provide accurate information to regulatory authorities, comply with federal and state fraud and abuse laws and regulations, report financial information or data accurately or disclose unauthorized activities to us. In particular, the health care industry is subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self- dealing and other abusive practices. It is not always possible to identify and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in ~~controlling~~ **43controlling** unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant fines or other sanctions. ~~Our business and operations would suffer in the event of system failures. Despite the implementation of security measures, our internal computer systems and those of our current and any future licensees, suppliers, contractors and consultants are vulnerable to damage from cyberattacks, computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. We could experience failures in our information systems and computer servers, which could be the result of a cyberattacks and could result in an interruption of our normal business operations and require substantial expenditure of financial and administrative resources to remedy. System failures, accidents or security breaches can cause interruptions in our operations and can result in a material disruption of our development programs and other business operations. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability.~~ If our information technology systems or data or those of our partners or contractors are ~~or were~~ compromised ~~by security incidents~~ , ~~our sensitive information could be exposed or~~ **our business** ~~stolen and we~~ could experience adverse consequences, including regulatory investigations or actions; litigation; fines and penalties; a disruption of our business operations; reputational harm; **and** loss of revenue or profits ~~; and other adverse business consequences~~ . Our business is increasingly dependent on critical, complex and interdependent information technology systems, including cloud- based systems, to support business processes as well as internal and external communications. ~~Our computer systems, and those of our partners and contractors, are potentially vulnerable to breakdown, malicious intrusion and computer viruses that may result in the impairment of key business processes. Such disruptions and breaches of security could have a material adverse effect on our business, financial condition and results of operations.~~ In the ordinary course of our business, we maintain sensitive data on our networks, including **personal information of our employees, legacy clinical trial patients, vendors and others,** our intellectual property and proprietary or confidential business information relating to our business and that of our business

partners. The secure maintenance and protection of this information is critical to our business and reputation. **Cybersecurity** ~~Threats~~ **threats have generally increased** ~~to our systems and sensitive data can come from a variety of sources, ranging~~ in sophistication ~~from a person with authorized access to 37our network~~ , ~~to~~ **scale,** ~~an~~ **and frequency** ~~individual hacker, to an organized threat actor organization, to a state- sponsored attack. Cyber threats also may be intentional or accidental. It is often difficult to anticipate or immediately detect cyber incidents and the damage caused by such incidents. Data breaches and any unauthorized access to our systems could compromise our intellectual property and expose sensitive business information. A data security breach could also lead to exposure of personal information of our employees, legacy clinical trial patients, vendors and others, which could expose us to liability under foreign, federal, or state privacy laws. Theft of proprietary information could be used to compete against us and could cause us to incur significant remediation costs, result~~ in **recent years** ~~product development delays, disrupt key business operations and divert attention of management and key information technology resources. These incidents could also subject us to liability, expose us to significant expense and cause significant harm to our reputation and business. Authorities worldwide have been warning businesses of increased cybersecurity threats from actors seeking to exploit the COVID- 19 pandemic. Moreover, failure to maintain effective internal accounting controls related to data security breaches and cybersecurity in general could impact our ability to produce timely and accurate financial statements and could subject us to regulatory scrutiny. In addition, these breaches and other inappropriate access can be difficult to detect, and any delay in identifying them may lead to increased harm of the type described above. Moreover, the prevalent use of mobile devices that access confidential information increases the risk of data security breaches, which could lead to the loss of confidential information, trade secrets or other intellectual property~~ . While we have implemented security measures that are intended to protect our data ~~security~~ and information technology systems, **our computer systems, and those of the third parties on which we rely, are still vulnerable to damage from data breaches, security incidents or other unauthorized intrusions or access, including cyberattacks or computer viruses, or from natural disasters, terrorism, war and telecommunication and electrical failures. Moreover, the prevalence of remote work on mobile devices that access confidential and sensitive information increases the risk of** such **an** ~~measures may not prevent~~ -- **event occurring. Threats to our systems and personal, confidential and proprietary information can come from a variety of sources, ranging in sophistication. Such threats also may be intentional or accidental. It is often difficult to anticipate or immediately identify these threats and the damage might cause. Data breaches, security incidents and other unauthorized intrusions or access to our data or systems, or those of the third parties on which we rely, could result in system disruptions, downtime or the compromise of personal information, our intellectual property and sensitive business information,** all **of which may interrupt our normal business operations and require substantial expenditure of financial and administrative resources to remedy.** ~~such~~ **Such** ~~cyber incidents~~ **events could have a material adverse effect on our business, financial condition and results of operations** . **Theft of proprietary information could be used to compete against us and could cause us to incur significant remediation costs, result in product development delays, disrupt key business operations and divert attention of management and key information technology resources.** ~~Further~~ **Furthermore , to the extent that any disruption, security breach, or other event were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of personal, confidential or proprietary information, we may be required to comply with notification requirements, be subject to litigation or regulatory action, or otherwise be subject to liability under applicable laws. These risks would expose us to significant expense and cause significant harm to our reputation and business. While we have insurance coverage** , we cannot be sure that our **policy** ~~insurance coverage~~ will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay **for** future claims. Compliance with **the** stringent and changing obligations related to data privacy and security ~~protection~~ is ~~a rigorous and~~ - **an** ~~time~~ **onerous and resource** - intensive process. Our actual or perceived failure to comply with any **data** privacy or ~~data~~ security obligations could lead to regulatory investigations or actions; litigation; fines and penalties; a disruption of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse business consequences. ~~Many~~ **Federal,** ~~states~~ - **state** , ~~countries~~ **local** and ~~jurisdictions strictly~~ **foreign legislators and / or** ~~regulate~~ **regulators are increasingly regulating** data privacy and ~~protection~~ **security** and may impose significant penalties for failure to comply with these requirements. For example, in the U. S., the **California Consumer Privacy Act of 2018 (“** CCPA **”)** ~~became effective on January 1, 2020. The CCPA~~ establishes a privacy framework for covered businesses, ~~including an expansive definition~~ **which applies to a broad range** of personal information and ~~data privacy rights for~~ **entities who conduct business in** California ~~residents and~~ **. Further,** the **California Privacy Rights Act (“** CPRA **”),** which **amends the CCPA,** became ~~effective~~ **fully operative** on January 1, 2023 **and** ~~, which~~ expands upon the CCPA **, imposing additional data protection obligations on covered businesses** . The CCPA ~~and /~~ CPRA ~~give~~ **gives** California residents ~~expanded privacy~~ **certain 44rights related to their personal information, including the** rights ~~, including the right~~ to request **the** correction **of** , access **to** and deletion of their personal information, the right to opt out of certain personal information sharing, and the right to receive detailed information about how their information is processed. ~~The CCPA and CPRA include a framework with potentially severe statutory damages and private rights of action and will likely impact our business activities, along with increasing our compliance costs and potential liability.~~ If we **, or the third parties on which we rely,** fail to comply with the CCPA ~~and /~~ CPRA, we may face significant fines ~~and~~ **,** penalties **and regulatory enforcement costs** that could adversely affect our **reputation,** business, financial condition and results of operations. **The CCPA / CPRA provides for civil penalties of up to $ 2, 500 per violation, and $ 7, 500 per intentional violation, following investigation by the state Attorney General and allows private litigants affected by certain data breaches to recover significant statutory damages. Similar comprehensive state privacy laws are now in effect in Virginia, Colorado, Connecticut, and Utah, and many have passed in** ~~Other~~ **other** states ~~are beginning to pass similar laws~~ . Compliance with laws ~~and~~ **,** regulations **, rules, guidance, industry**

standards, and contractual obligations concerning **data** privacy, ~~cybersecurity~~ ----- **security** , ~~data~~ governance and ~~data~~ protection is ~~a rigorous and~~ - **an** ~~time~~ **onerous and resource** - intensive process, **that** ~~and we~~ may ~~be required~~ - **require us** to put in place additional mechanisms ~~ensuring compliance with the laws and regulations~~ and incur substantial ~~expenditures~~ - **expenditure** . ~~If~~ **Achieving compliance could also require us to change our business practices in a manner that does not align with our business objectives. Furthermore, the regulatory landscape continues to evolve, making it difficult to maintain compliance. Further, in the event that** we ~~fail to comply with any such laws or regulations~~ , **or one of the third parties on which** we **rely** ~~may face significant fines and penalties that could adversely affect our business~~ , **is subject to a** ~~financial condition and results of operations. Further,~~ data **breach, security** ~~incidents~~ - **incident** ~~experienced by us~~ , ~~our partners or collaborators could lead to significant fines, required corrective action, the loss of trade secrets~~ or other **unauthorized intrusion** ~~intellectual property, public disclosure of sensitive clinical or commercial data, and the exposure of personally identifiable information (including sensitive personal information) of our~~ - **or access** ~~employees, partners, and others. A data security breach or privacy violation~~ that leads to **the** disclosure or modification of, or prevents access to, patient information, including personally identifiable information or protected health information, could result in fines, increased costs or loss of revenue as a result of: ~~●~~ harm to our reputation; ~~38 ●~~ fines imposed on us by regulatory authorities; ~~●~~ **remediation measures taken to respond to the event and prevent similar events from occurring in the future;** additional compliance obligations under federal, state or foreign laws **(including notification obligations)** ; ~~●~~ requirements for mandatory corrective action to be taken by us; and ~~●~~ requirements to verify the correctness of database contents and otherwise subject us to liability under laws and regulations that protect personal data. In addition, cyber incidents can be difficult to detect, and any delay in identifying them may lead to increased harm **as** ~~of the type~~ described above ~~. Moreover, the prevalent use of mobile devices that access confidential information increases the risk of data security breaches~~ . While we have implemented security measures to protect our data ~~security~~ and information technology systems, such measures may not prevent such events. **We also** ~~Lastly, we~~ cannot guarantee that we are in compliance with all applicable data **privacy, security and** protection laws and regulations as they are enforced now or as they evolve **. Our potential acquisitions of other companies could increase our exposure to litigation risk. Our exposure to risks associated with various claims, including claims related to the use of intellectual property as well as securities and related stockholder derivative claims, may be increased as a result of our acquisitions of other companies, including our potential acquisition of Kinnate, and we may ultimately be subject to liability or settlement costs. Additionally, we may have a lower level of visibility into the development process with respect to intellectual property or the care taken to safeguard against infringement risks with respect to acquired companies or assets. In addition, third parties may make claims in connection with our acquisitions, and they may also make infringement and similar or related claims after we have acquired assets that had not been asserted prior to our acquisition** . Risks Related to Government RegulationEven after FDA approval, a product may be subject to additional testing or significant marketing restrictions, its approval may be withdrawn, or it may be removed voluntarily from the market. Even if our potential royalty providers receive regulatory approval for our product candidates, they will be subject to ongoing regulatory oversight and review by the FDA and other regulatory entities. The FDA, the EMA, or another regulatory agency may impose, as a condition of the approval, ongoing requirements for post- approval studies or post- approval obligations, including additional research and development and clinical trials, and the FDA, EMA or other regulatory agency subsequently may withdraw approval based on these additional trials or obligations. Even for approved products, the FDA, EMA or other regulatory agency may impose significant restrictions on the indicated uses, conditions for use, labeling, advertising, promotion, marketing and production of such product. In addition, the labeling, packaging, adverse event reporting, storage, advertising, promotion and record- keeping for such products are subject to extensive regulatory requirements. ~~Furthermore~~ **45Furthermore** , marketing approval of a product may be withdrawn by the FDA, the EMA or another regulatory agency or such product may be withdrawn voluntarily by our potential royalty providers based, for example, on subsequently arising safety concerns. The FDA, EMA and other agencies also may impose various civil or criminal sanctions for failure to comply with regulatory requirements, including withdrawal of product approval. Healthcare reform measures and other statutory or regulatory changes could adversely affect our business. The ~~United States~~ **U. S.** and some foreign jurisdictions have enacted or are considering a number of legislative and regulatory proposals to change the healthcare system in ways that could affect our potential royalty providers' ability to sell products in which we have ownership or and royalty interests, if approved, profitably. Among policy makers and payors in the ~~United States~~ **U. S.** and elsewhere, there is significant interest in promoting changes in healthcare systems with the stated goals of containing healthcare costs, improving quality and expanding access. In the ~~United States~~ **U. S.** , the pharmaceutical industry has been a particular focus of these efforts and has been significantly affected by major legislative initiatives. For example, in March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, or collectively the ACA, was enacted, which, among other things, substantially changed the way healthcare is financed by both governmental and private payors. There have been judicial, Congressional and executive branch challenges to the ACA. As a result, there have been delays in the implementation of, and action taken to repeal or replace, certain aspects of the ACA. For example, on June 17, 2021, the U. S. Supreme Court dismissed a challenge on procedural grounds that argued the ACA is unconstitutional in its entirety because the " individual mandate " was repealed by Congress. In addition, there have been a number of health reform initiatives by the Biden administration that have impacted the ACA. On August 16, 2022, ~~39President~~ - **President** Biden signed the Inflation Reduction Act of 2022, or the IRA, into law, which among other things, extends enhanced subsidies for individuals purchasing health insurance coverage in ACA marketplaces through plan year 2025. The IRA also eliminates the " donut hole " under the Medicare Part D program beginning in 2025 by significantly lowering the beneficiary maximum out- of- pocket cost and through a newly established manufacturer discount program. It is possible that the ACA will be subject to judicial or Congressional challenges in the future. It is unclear how other such challenges, and the healthcare reform measures of the Biden administration will impact the ACA and our business ~~. Other legislative changes have~~

~~also been proposed and adopted since the ACA was enacted. For example, the Budget Control Act of 2011 resulted in aggregate reductions in Medicare payments to providers of up to two percent per fiscal year, starting in 2013 and, due to subsequent legislative amendments to the statute, will remain in effect until 2031 unless additional Congressional action is taken. Under current legislation the actual reduction in Medicare payments will vary from 1 % in 2022 to up to 4 % in the final fiscal year of this sequester. In addition, the American Taxpayer Relief Act of 2012, among other things, reduced Medicare payments to several types of providers and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. Such laws, and others that may affect our business that have been recently enacted or may in the future be enacted, may result in additional reductions in Medicare and other healthcare funding~~ . Also, there has been heightened governmental scrutiny recently in the U. S. over pharmaceutical pricing practices in light of the rising cost of prescription drugs and biologics. Such scrutiny has resulted in several recent Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to product pricing, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for products. For example, in July 2021, the Biden administration released an executive order, " Promoting Competition in the American Economy, " with multiple provisions aimed at prescription drugs. In response to Biden' s executive order, on September 9, 2021, the Department of Health and Human Services, or HHS, released a Comprehensive Plan for Addressing High Drug Prices that outlines principles for drug pricing reform and sets out a variety of potential legislative policies that Congress could pursue to advance these principles. In addition, the IRA, among other things, (i) directs the Secretary of HHS to negotiate the price of certain high- expenditure, single- source drugs and biologics covered under Medicare Part B and Medicare Part D, and subjects drug manufacturers to civil monetary penalties and a potential excise tax by offering a price that is not equal to or less than the negotiated " maximum fair price " under the law, and (ii) imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation. The IRA permits HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years. **HHS has and will continue to issue and update guidance as these programs are implemented.** These provisions will take effect progressively starting in fiscal year 2023 **. On August 29, 2023, HHS announced the list of the first ten drugs that will be subject to price negotiations** , although ~~they~~ **the** ~~may be~~ **Medicare drug price negotiation program is currently** subject to legal challenges. It is currently unclear how the IRA will be implemented but it is likely to have a significant impact on the pharmaceutical industry. Further, **in response to** the Biden administration ~~released an additional~~ **' s October 2022** executive order **,** on ~~October~~ **February** 14, ~~2022~~ **2023** , ~~directing~~ HHS ~~to~~ **released a** report ~~on how~~ **outlining three new models for testing by** the Center for Medicare and Medicaid Innovation ~~can~~ **which will** be ~~further leveraged~~ **evaluated on their ability** to ~~test new~~ **lower the cost of drugs, promote accessibility, and improve quality of care. It is unclear whether the** models ~~for lowering drug costs for Medicare and Medicaid beneficiaries~~ **will be utilized in any health reform measures in the future** . In addition, beginning in 2023, Centers for Medicare & Medicaid Services, or CMS, will require manufacturers to refund CMS for certain discarded amounts of single- dose container and single- use package drugs. At the state level, legislatures have increasingly passed legislation and implemented regulations designed to control ~~pharmaceutical~~ **46pharmaceutical** and biological product pricing, including price or patient reimbursement constraints, discounts, and restrictions on certain product access. In some cases, such legislation and regulations have been designed to encourage importation from other countries and bulk purchasing. An expansion in the government' s role in the U. S. healthcare industry may cause general downward pressure on the prices of prescription ~~drug~~ **pharmaceutical** products, lower reimbursements for providers, and reduced product utilization, any of which could adversely affect our business and results of operations. We expect that additional healthcare reform measures will be adopted in the future. We cannot know what form any such new legislation may take or the market' s perception of how such legislation would affect us. Any reduction in reimbursement from government programs may result in a similar reduction in payments from private payors. The implementation of cost containment measures or other healthcare reforms may prevent our potential royalty providers from being able to generate revenue, attain profitability, develop, or commercialize our current product candidates in which we have an ownership or royalty interest. ~~40We~~ **We** and our potential milestone and royalty providers are subject to various state and federal healthcare- related laws and regulations that if violated may impact the commercialization of our product candidates for which we possess milestone or royalty rights or could subject us to significant fines and penalties. Our operations may be directly or indirectly subject to various state and federal healthcare laws, including the federal Anti- Kickback Statute, the federal False Claims Act **, state analogues of those laws,** and **various** state and federal data privacy and security laws. These laws may impact, among other things, the commercial operations for any of our product candidates that may be approved for commercial sale. The federal Anti- Kickback Statute prohibits, among other things, persons and entities from knowingly and willfully soliciting, offering, receiving or providing any remuneration, directly or indirectly, in cash or in kind, in exchange for or to induce either the referral of an individual for, or the furnishing or arranging for the purchase, lease, or order of a good or service for which payment may be made under a federal healthcare program, such as the Medicare and Medicaid programs. The ACA modified the federal Anti- Kickback Statute' s intent requirement so that a person or entity no longer needs to have actual knowledge of the statute or the specific intent to violate it to have committed a violation. In addition, several courts have interpreted the statute' s intent requirement to mean that if any one purpose of an arrangement involving remuneration is to induce referrals of federal healthcare covered business, the statute has been ~~violated~~ **implicated** . The Anti- Kickback Statute is broad and prohibits many arrangements and practices that are lawful in businesses outside of the healthcare industry. The federal false claims laws, including the False Claims Act, and civil monetary penalties laws prohibit, among other things, persons and entities from knowingly filing, or causing to be filed, a false claim to, or the knowing use of false statements to obtain payment from the federal government. Certain suits filed under the False Claims Act, known as " qui tam " actions, can be brought by any individual on behalf of the government and such individual, commonly known as a " whistleblower **,** " ~~,~~ or " relator " may share in any amounts paid by the entity to the government in fines or settlement. The filing of qui tam actions has

caused a number of pharmaceutical, medical device and other healthcare companies to have to defend and / or settle a False Claims Act action. The Health Insurance Portability and Accountability Act of 1996, or HIPAA created new federal criminal statutes that prohibit, among other things, executing a scheme to defraud any healthcare benefit program, including a private payor, or falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of, or payment for, health care benefits, items or services. HIPAA, as amended by the Health Information Technology and Clinical Health Act, and its implementing regulations, also imposes certain requirements relating to the privacy, security and transmission of individually identifiable health information by entities subject to the law, such as certain healthcare providers, health plans, and healthcare clearinghouses as well as their respective business associates and their subcontractors that perform certain functions or activities that involve the use or disclosure of protected health information on their behalf. ~~Many~~ **47Many** states also have adopted laws similar to each of the federal laws described above, some of which apply to healthcare items or services reimbursed by any source, not only federal healthcare programs, such as the Medicare and Medicaid programs. In addition, some states have laws that require pharmaceutical companies to comply with the pharmaceutical industry' s voluntary compliance guidelines and the applicable compliance guidance promulgated by the federal government. Additionally, certain state and local laws require the registration of pharmaceutical sales representatives, restrict payments that may be made to healthcare providers and other potential referral sources, and require manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers. Further, some states have laws governing the privacy and security of health information in certain circumstances, many of which are not preempted by HIPAA and differ from each other in significant ways and may not have the same effect, thus complicating compliance efforts. Because of the breadth of these laws, and the narrowness of the statutory exceptions and regulatory safe harbors available, it is possible that some of our or our potential milestone and royalty providers' business activities could be subject to challenge under one or more of such laws. ~~41If~~ **If** we or our potential milestone and royalty providers are found to be in violation of any of the laws and regulations described above or other applicable state and federal healthcare laws, we or our potential milestone and royalty providers may be subject to penalties, including significant civil, criminal, and administrative penalties, damages, fines, disgorgement, imprisonment, integrity oversight and reporting obligations, reputational harm, exclusion from government healthcare reimbursement programs and the curtailment or restructuring of our or our potential milestone and royalty providers' operations, any of which could have a material adverse effect on our business and results of operations. In addition, we and our licensees may be subject to certain analogous foreign laws and violations of such laws could result in significant penalties. We are subject to the U. S. Foreign Corrupt Practices Act and other anti- corruption laws, as well as export control laws, import and customs laws, trade and economic sanctions laws and other laws governing our operations. We are subject to the U. S. Foreign Corrupt Practices Act and other anti- corruption laws, as well as export control laws, import and customs laws, trade and economic sanctions laws and other laws governing our operations. Our operations are subject to anti-corruption laws including the FCPA, the U. S. domestic bribery statute contained in 18 U. S. C. § 201, the U. S. Travel Act, and other anti- corruption laws that apply in countries where we do business. The FCPA and these other laws generally prohibit us and our employees and intermediaries from authorizing, promising, offering, or providing, directly or indirectly, improper or prohibited payments, or anything else of value, to government officials or other persons to obtain or retain business or gain some other business advantage. We and the royalty agreement counterparties and licensees who generate our royalties operate in a number of jurisdictions that pose a high risk of potential FCPA violations, and we participate in collaborations and relationships with third parties whose ~~corrupt or illegal~~ activities could potentially subject us to liability under the FCPA or local anti-corruption laws, even if we do not explicitly authorize or have actual knowledge of such activities. In addition, we cannot predict the nature, scope or effect of future regulatory requirements to which our international operations might be subject or the manner in which existing laws might be administered or interpreted. We are also subject to other laws and regulations governing our international operations, including regulations administered by the governments of the ~~United States~~ **U. S.** and authorities in the European Union, including applicable export control regulations, economic sanctions and embargoes on certain countries and persons, anti- money laundering laws, import and customs requirements and currency exchange regulations, collectively referred to as the Trade Control laws. There is no assurance that we will be completely effective in ensuring our compliance with all applicable anti- corruption laws, including the FCPA or other legal requirements, including Trade Control laws. If we are not in compliance with the FCPA and other anticorruption laws or Trade Control laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of the FCPA, other anti- corruption laws or Trade Control laws by the ~~United States~~ **U. S.** or other authorities could also have an adverse impact on our reputation, our business, financial condition and results of operations. ~~Efforts~~ **48Efforts** to ~~ensure~~ **confirm** that our business arrangements with third parties ~~will~~ comply with applicable healthcare laws and regulations ~~will~~ **may** involve substantial costs. Because of the breadth of these laws and the narrowness of the statutory exceptions and safe harbors available, it is possible that some of our business activities or our business arrangements with third parties could be subject to challenge under one or more of such laws. It is possible that governmental authorities will conclude that our business practices or the business practices of the royalty agreement counterparties and licensees who generate our royalties may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations or the operations of the royalty agreement counterparties and licensees who generate our royalties are found to be in violation of any of these laws or any other governmental regulations, we or the royalty agreement counterparties and licensees who generate our **royalties** may be subject to significant criminal, civil and administrative sanctions, including monetary penalties, damages, fines, disgorgement, individual imprisonment and exclusion from participation in government-funded healthcare programs, such as Medicare and Medicaid, additional reporting requirements and oversight if we or the royalty agreement counterparties and licensees who generate our royalties become subject to a corporate integrity agreement or

similar agreement to resolve allegations of non- compliance with these laws, reputational harm, and we or marketers of products that generate our royalties may be required to curtail or restructure operations, any of which could adversely affect our ability to operate our business and our results of operations. The risk of our being found in violation of these laws is increased by the fact that many of them have not been fully interpreted by the regulatory authorities or the courts, and their provisions are open to a variety of interpretations. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management' s attention from the operation of our business. The shifting ~~compliance environment~~ **enforcement landscape** and the need ~~42to~~ **to** build and maintain robust and expandable systems to comply with multiple jurisdictions with different compliance and / or reporting requirements increases the possibility that a healthcare company may run afoul of one or more of the requirements. As we or our potential milestone and royalty providers do more business internationally, we ~~will be~~ **expect to become** subject to additional political, economic and regulatory uncertainties. We or our potential milestone and royalty providers may not be able to operate successfully in any foreign market. We believe that because the pharmaceutical industry is global in nature, international activities ~~will be~~ **are expected to become** a significant part of future business activities and when and if we or our potential milestone and royalty providers are able to generate income, a substantial portion of that income will be derived from product sales and other activities outside the ~~United States~~ **U. S** . Foreign regulatory agencies often establish standards different from those in the ~~United States~~ **U. S.** , and an inability to obtain foreign regulatory approvals on a timely basis **, if at all,** could put us at a competitive disadvantage or make it uneconomical to proceed with a product or product candidate' s development. International sales may be limited or disrupted by many factors, including without limitation: ● imposition of government controls; ● export license requirements; ● political or economic instability **or conflict** ; ● trade restrictions **; ● international disputes** ; ● changes in tariffs; ● restrictions on repatriating profits; ● exchange rate fluctuations; **● evolving government regulations, including those related to healthcare reimbursement and data privacy and security;** ~~and~~ **and49** ● withholding and other taxation. General Risk Factors **If securities or industry analysts do not publish research reports about our business or if they make adverse recommendations regarding an investment in our stock, our stock price and trading volume may decline. The trading market for our common stock can be influenced by the research and reports that industry or securities analysts publish about our business. Currently, coverage of our Company by industry and securities analysts is limited. Investors have many investment opportunities and may limit their investments to companies that receive greater coverage from analysts. If additional industry or securities analysts do not commence coverage of the Company, the trading price of our stock could be negatively impacted. If one or more of the analysts downgrade our stock or comment negatively on our prospects, our stock price may decline. If one or more of these analysts cease to cover our industry or us or fail to publish reports about the Company regularly, our common stock could lose visibility in the financial markets, which could also cause our stock price or trading volume to decline. Further, incorrect judgments, estimates or assumptions made by research analysts may adversely affect our stock price, particularly if subsequent performance falls below the levels that were projected by the research analyst (s), even if we did not set or endorse such expectations. Any of these events could cause further volatility in our stock price and could result in substantial declines in the value of our stock.** Our share price may be volatile **, which may subject us to litigation** , and there may not be an active trading market for our common stock, Series A Preferred Stock or our Series B Preferred Stock. There can be no assurance that the market price of our common stock will not decline below its present market price. Additionally, there may not be an active trading market for our common stock, Series A Preferred Stock or depositary shares representing interests in our Series B Preferred Stock. The market prices of biotechnology companies have been and are likely to continue to be highly volatile ~~.~~ **, and are affected by a number of factors, including: ●** ~~Fluctuations~~ **fluctuations** in our operating results ~~and~~ **;** ● general market **and macroeconomic** conditions **, including** ~~for biotechnology stocks could have a significant impact on the volatility of our stock price or the existence of an active trading~~ market ~~for~~ **conditions in our industry and the industries of our collaborators; ● the coverage of** our common stock **by the financial media** , ~~Series A Preferred Stock~~ **including television, radio and press reports and blogs; ● recruitment or departure of key personnel; ●** ~~or~~ **our** ~~depositary~~ **ability to realize benefits from strategic partnerships, acquisitions or investments; ● trading activity or positions by a limited number of stockholders who together beneficially own a significant portion of our outstanding common stock; ● the issuance of** shares **of common** ~~representing interests in our Series B Preferred Stock~~ **stock by us, including as consideration in or in conjunction with acquisitions; ● the inability to execute on our share repurchase program as planned, including failure to meet internal or external expectations around the timing or price of share repurchases, and any reductions or discontinuances of repurchases thereunder; ● issuance of debt or other convertible securities, including as consideration in or in conjunction with acquisitions; ● the inability to conclude that our internal controls over financial reporting are effective; 50 ● changes to our credit ratings; and ● market perception or investment sentiment regarding us or our business strategy** . We have experienced significant volatility in the price of our common stock **in the past** . From January 1, ~~2022~~ **2023** , through March ~~6~~ **4** , ~~2023~~ **2024** , the share price of our common stock has ranged from a high of $ ~~32~~ **25** . ~~09~~ **91** to a low of $ ~~15~~ **13** . ~~68~~ **48** . From January 1, ~~2022~~ **2023** , through March ~~6~~ **4** , ~~2023~~ **2024** , the share price of our Series A Preferred Stock has ranged from a high of $ ~~27~~ **25** . ~~09~~ **98** to a low of $ ~~22~~ **21** . ~~14~~ **40** . From January 1, ~~2022~~ **2023** , through March ~~6~~ **4** , ~~2023~~ **2024** , the share price of our Series B Preferred Stock has ranged from a high of $ ~~26~~ **25** . ~~81~~ **37** to a low of $ ~~21~~ **20** . ~~75~~ **43** . Additionally, we **currently** have two significant holders of our common stock that could affect the liquidity of our stock and have a significant negative impact on our stock price if ~~the~~ **those** holders were to ~~quickly~~ sell their ownership positions. ~~43Our~~ -- **Our** results of operations and liquidity needs could be materially negatively affected by market fluctuations or an economic downturn. Our results of operations could be materially ~~negatively~~ **and adversely** affected by ~~economic~~ **macroeconomic** conditions generally, both in the ~~United States~~ **U. S.** and elsewhere around the world. Concerns over inflation, **slower growth or recession, new or increased tariffs or other barriers to trade, changes in fiscal and monetary policy or government**

budget dynamics, interest rates, high unemployment, labor availability constraints, currency fluctuations, epidemics and other public health crises (such as the COVID- 19 pandemic), significant natural disasters (including as a result of climate change), rising energy costs, geopolitical ~~issues~~ **conflict, such as the ongoing conflict in Ukraine, the Middle East and surrounding areas and the rising tensions between China and Taiwan** , the availability and cost of credit, and the **volatility in** U. S. financial markets have in the past contributed to, and may continue in the future contribute to, increased volatility and diminished expectations for the economy and the **U. S. and global** markets. Domestic and international equity markets periodically experience heightened volatility and turmoil. These events may have an adverse effect on us. In the event of a market downturn, our results of operations could be adversely affected by those factors in many ways, including making it more difficult for us to raise funds if necessary, and our stock price may decline. We have issued equity securities and may issue additional equity securities from time to time, that materially and adversely affect the price of our common stock, including our Series X ~~preferred~~ **Preferred** ~~stock~~ **Stock** , Series A Preferred Stock and depositary shares representing interests in our Series B Preferred Stock. We expect significant additional capital will be needed in the future to continue our planned operations. To the extent we raise additional capital by issuing equity securities, our stockholders may experience substantial dilution. We may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in such a manner as we determine from time to time, including pursuant to our 2018 Common Stock ATM Agreement, as amended, and 2021 Series B Preferred Stock ATM Agreement. If we sell common stock, convertible securities or other equity securities in more than one transaction, investors may be materially diluted by subsequent sales. These sales may also result in material dilution to our existing stockholders, and new investors could gain rights superior to our existing stockholders. If we issue additional equity securities, the price of our existing securities may be materially and adversely affected. As of December 31, ~~2022~~ **2023** , there were 5, 003 shares of Series X ~~preferred~~ **Preferred** ~~stock~~ **Stock** issued and outstanding. Each share of Series X ~~preferred~~ **Preferred** ~~stock~~ **Stock** is convertible into 1, 000 shares of registered common stock. The total number of shares of common stock issuable upon conversion of all issued Series X ~~preferred~~ **Preferred** ~~stock~~ **Stock** would be 5, 003, 000 shares. Each share is convertible at the option of the holder at any time, provided that the holder **is** ~~will be~~ prohibited from converting into common stock if, as a result of such conversion, the holder, together with its affiliates, would beneficially own a number of shares above a conversion blocker, which was initially set at 19. 99 % of our total common stock then issued and outstanding immediately following the conversion of such shares. A holder of Series X ~~preferred~~ **Preferred** ~~shares~~ **Stock** may elect to increase or decrease the conversion blocker above or below 19. 99 % on 61 days' notice, provided the conversion blocker does not exceed the limits under Nasdaq ~~Marketplace~~ **Listing** Rule 5635 (b), to the extent then applicable. If holders of our Series X ~~convertible preferred~~ **Preferred** ~~stock~~ **Stock** elect to convert their preferred shares into common stock such conversion would dilute our currently outstanding common stock both in number and in earnings per share. BVF (and its affiliates), as current holders of all **of the** shares of our Series X ~~preferred~~ **Preferred** ~~stock~~ **Stock** , would, if they converted all such shares to common stock, obtain majority voting control of ~~the~~ **51the** Company. As of December 31, ~~2022~~ **2023** , BVF owned approximately 31. ~~5~~ **6** % of our total outstanding shares of common stock, and if all of **its shares of** the Series X ~~convertible preferred~~ **Preferred** ~~shares~~ **Stock** were converted **(without taking into account beneficial ownership limitations)** , BVF would own 52. 3 % of our total outstanding shares of common stock. Additionally, as of December 31, ~~2022~~ **2023** , we had issued and outstanding 984, 000 shares of Series A Preferred Stock and 1, 600, 000 depositary shares, each representing a 1 / 1000th fractional interest in a share of our Series B Preferred Stock. In addition, funding from collaboration partners and others has in the past and may in the future involve issuance by us of our common stock. We cannot be certain how the purchase price of such shares, the relevant market price or premium, if any, will be determined or when such determinations will be made. Any issuance by us of equity securities, whether through an underwritten public offering, an at the market offering, a private placement, in connection with a collaboration or otherwise could result in dilution in the value of our issued and outstanding shares, and a decrease in the trading price of our securities. ~~44We~~ **We** may sell additional equity or debt securities to fund our operations, which may result in dilution to our stockholders and impose restrictions on our business. In order to raise additional funds to support our operations, we may sell additional equity or convertible debt securities, which would result in dilution to our stockholders and / or debt securities which may impose restrictive covenants that would adversely impact our business. The sale of additional equity or convertible debt securities could result in additional dilution or result in other rights or obligations that adversely affect our stockholders. For example, holders of shares of our Series A Preferred Stock are entitled to receive, when and as declared by our Board ~~of Directors~~ , out of funds legally available for the payment of dividends, cumulative cash dividends at the rate of 8. 625 % of the $ 25. 00 liquidation preference per year (equivalent to $ 2. 15625 per year). Additionally, holders of depositary shares representing interests in our Series B Preferred Stock are entitled to receive, when and as declared by our Board ~~of Directors~~ , out of funds legally available for the payment of dividends, cumulative cash dividends at the rate of 8. 375 % of the $ 25, 000 liquidation preference per share of Series B Preferred Stock ($ 25. 00 per depositary share) per year (equivalent to $ 2, 093. 75 per year per share or $ 2. 09375 per year per depositary share). The incurrence of indebtedness would result in increased fixed payment obligations and could also result in certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to acquire, sell or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. Our organizational documents contain provisions that may prevent transactions that could be beneficial to our stockholders and may insulate our management from removal. Our charter and by-laws: ● require certain procedures to be followed and time periods to be met for any stockholder to propose matters to be considered at annual meetings of stockholders, including nominating directors for election at those meetings; and ● authorize our Board ~~of Directors~~ to issue up to 1, 000, 000 shares of preferred stock without stockholder approval and to set the rights, preferences and other designations, including voting rights, of those shares as the Board ~~of Directors~~ may determine. In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law (the " DGCL "), that may prohibit large stockholders, in particular those owning 15 % or more of our outstanding common stock, from merging or combining with

us. These provisions of our organizational documents and the DGCL, alone or in combination with each other, may discourage transactions involving actual or potential changes of control, including transactions that otherwise could involve payment of a premium over prevailing market prices to holders of common stock, could limit the ability of stockholders to approve transactions that they may deem to be in their best interests, and could make it considerably more difficult for a potential acquirer to replace management. ~~As~~ **52As** a public company in the ~~United States~~ **U. S.** , we are subject to the Sarbanes- Oxley Act. We have determined our disclosure controls and procedures and our internal control over financial reporting are effective. We can provide no assurance that we will, at all times, in the future be able to report that our disclosure controls and internal controls over financial reporting are effective. Companies that file reports with the SEC, including us, are subject to the requirements of Section 404 of the SOX. Section 404 requires management to establish and maintain a system of internal control over financial reporting, and annual reports on Form 10- K filed under the Securities Exchange Act of 1934, as amended (the " Exchange Act "), must contain a report from management assessing the effectiveness of our internal control over financial reporting. Ensuring we have adequate internal financial and accounting controls and procedures in place to produce accurate financial statements on a timely basis is a time- consuming effort that needs to be re- evaluated frequently. Failure on our part to have effective internal financial and accounting controls would cause our financial reporting to be unreliable, could have a material ~~45adverse~~ -- **adverse** effect on our business, operating results, and financial condition, and could cause the trading price of our common stock to fall. Our ability to use our NOL carry- forwards and certain other tax attributes to offset taxable income or taxes may be limited. Our net operating loss, or NOL, carryforwards could expire unused and / or be unavailable to offset future income tax liabilities. As of December 31, ~~2022~~ **2023** , we had U. S. federal NOL carryforwards of $ ~~108~~ **137** . 8 million, of which $ 13. 6 million will begin to expire in 2036. Under the federal income tax law, federal NOLs incurred in taxable years beginning after December 31, 2017 may be carried forward indefinitely, but the deductibility of such federal NOLs is limited to 80 % of current year taxable income. It is uncertain if and to what extent various states will conform to the federal tax law. In addition, Section 382 of the U. S. Internal Revenue Code of 1986, as amended (~~or,~~ the **"** Code **"**), and corresponding provisions of state law, generally limit the ability of a corporation that undergoes an " ownership change " to utilize its NOL carry- forwards and certain other tax attributes against any taxable income in taxable periods after the ownership change. An " ownership change " is generally defined as a greater than 50 % change, by value, in a corporation' s equity ownership over a three- year period. Based on an analysis under Section 382 of Code, we experienced an ownership change in February 2017, that significantly limits the availability of our tax attributes to offset future income. To the extent that we do not utilize our carry forwards within the applicable statutory carry- forward periods, either because of Section 382 limitations or the lack of sufficient taxable income, the carry- forwards will also expire unused. **As of December 31, 2023, we had $ 55. 4 million in federal net operating loss carryforwards subject to an annual limitation of $ 0. 9 million. Of this amount, $ 13. 6 million will begin to expire in 2036, if not utilized.** Changes in tax laws or regulations that are applied adversely to us may have a material adverse effect on our business, cash flow, financial condition, or results of operations. -New tax laws, statutes, rules, regulations, or ordinances could be enacted at any time. For instance, the recently enacted Inflation Reduction Act imposes, among other rules, a 15 % minimum tax on the book income of certain large corporations and a 1 % excise tax on certain corporate stock repurchases. Further, existing tax laws, statutes, rules, regulations, or ordinances could be interpreted differently, changed, repealed, or modified at any time. Any such enactment, interpretation, change, repeal, or modification could adversely affect us, possibly with retroactive effect. In particular, changes in corporate tax rates, the realization of our net deferred tax assets, the taxation of foreign earnings, and the deductibility of expenses under the Tax Act, as amended by the CARES Act or any future tax reform legislation, could have a material impact on the value of our deferred tax assets, result in significant one- time charges, and increase our future tax expenses. **53** ~~Stockholder and private lawsuits, and potential similar or related lawsuits, could result in substantial damages, divert management' s time and attention from our business, and have a material adverse effect on our business, financial condition and results of operations. Securities- related class action and stockholder derivative litigation has often been brought against companies, including many biotechnology companies, which experience volatility in the market price of their securities. This risk is especially relevant for us because biotechnology and biopharmaceutical companies often experience significant stock price volatility in connection with their product development programs. It is possible that suits will be filed, or allegations received from stockholders, naming us and / or our officers and directors as defendants. These potential lawsuits are subject to inherent uncertainties, and the actual defense and disposition costs will depend upon many unknown factors. The outcome of these lawsuits is uncertain. We could be forced to expend significant time and resources in the defense of these suits, and we may not prevail. In addition, we may incur substantial legal fees and costs in connection with these lawsuits. Although we carry insurance to protect us from such claims, our insurance may not provide adequate coverage. It is possible that we could, in the future, incur judgments or enter into settlements of claims for monetary damages. A decision adverse to our interests on these actions could result in the payment of substantial damages, or possibly fines, and could have a material adverse effect on our cash flow, results of operations and financial position. 46~~