

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DMK PHARMACEUTICALS CORP., *et al.*,¹

Debtor.

Chapter 11

Case No. 24-10153 (MFW)

(Jointly Administered)

Ref. Docket Nos. 8, 38

**FINAL ORDER ESTABLISHING NOTICE AND
OBJECTION PROCEDURES FOR TRANSFERS OF
DEBTOR'S EQUITY SECURITIES, AND GRANTING RELATED RELIEF**

Upon the Debtors' motion (the "Motion")² for entry of a final order (the "Final Trading Order") establishing notice and objection procedures for transfers of the Debtor, DMK's Equity Securities to protect the potential value of NOLs and certain other Tax Attributes (as defined in the Motion), as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2); and the Court having authority to enter a final order

¹ The Debtors in these Chapter 11 cases, along with the last four (4) digits of their federal tax identification numbers, are: (i) DMK Pharmaceuticals Corporation ("DMK") (9727) (ii) Adamis Corporation ("Adamis") (4912); (iii) Adamis Pharmaceuticals Corporation ("Adamis Pharma") (9663); (iv) Biosyn, Inc. ("Biosyn") (4982); (v) Rhombus Pharmaceuticals Corp. ("Rhombus") (6127); and (vi) US Compounding, Inc. ("USC") (7460) (collectively referred to as the "Debtors"). The Debtors' mailing address is: 50 Division Street, Suite 501, Somerville, NJ 08876, with copies to Nelson Mullins Riley & Scarborough LLP, Attn: Lee Hart, Atlantic Station, Suite 1700, 201 17th Street NW, Atlanta, GA 30363; and Gellert, Scali, Busenkell & Brown LLC, Attn: Michael Busenkell, 1201 N. Orange Street, Suite 300, Wilmington, DE 19801.

consistent with Article III of the United States Constitution; and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon the First Day Declaration and the record of the Hearing and all the proceedings before the Court; and the Court having found and determined the relief requested is in the best interests of the Debtors, their estates and creditors, and any parties in interest; and the legal and factual bases set forth in the Motion and at the Hearing having established just cause for the relief granted herein; and after due deliberation thereon, and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Equity Transfer Procedures set forth herein are approved in all respects on a final basis.
3. The following Equity Transfer Procedures shall apply in the Debtors’ above-captioned Chapter 11 Cases, effective as of the date of this Order:
 - a. Certain Defined Terms. For purposes of this Motion and the Trading Order sought hereunder:
 - i. A “Substantial Equityholder” is any person or entity that beneficially owns at least 454,592 shares (representing approximately 4.5% of the 10,102,050 issued and outstanding shares) of DMK;
 - ii. “Beneficial ownership” of Equity Securities shall be determined in accordance with applicable rules under Section 382 of the Tax Code and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all equity owned or acquired by its subsidiaries), (ii) ownership by such holder’s family members and persons acting in concert with such holder to make a coordinated acquisition of stock and (iii) ownership of Options to acquire stock;

- iii. An “Option” to acquire stock includes all interests described in Treasury Regulations Section 1.382-4(d)(9), including any contingent purchase, warrant, convertible debt, exchangeable shares, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and
- iv. a “Transfer” means any transfer of Equity Securities to the extent described in paragraph 3(c) below (Equity Security Acquisition Notice) and/or paragraph 3(d) below (Equity Security Disposition Notice).

b. Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (a) file with the Court and (b) serve upon: (i) the Debtors, DMK, Adamis, Adamis Pharma, Biosyn, Rhombus, and USC, 50 Division Street, Suite 501, Somerville, NJ 08876, (Attn: Seth Cohen); (ii) Proposed counsel to the Debtors, (a) Nelson Mullins Riley & Scarborough, LLP; Attn: Lee Hart, Esq. (lee.hart@nelsonmullins.com) and Adam Herring, Esq., (adam.herring@nelsonmullins.com) at Atlantic Station, Suite 1700, 201 17th Street NW, Atlanta, GA 30363, Dylan Trache, Esq., (dylan.trache@nelsonmullins.com) at 101 Constitution Avenue, NW, Suite 900, Washington, D.C. 20001; and Rachel Sternlieb, Esq. (rachel.sternlieb@nelsonmullins.com) at 1400 Wewatta Street, Suite 500, Denver, CO 80202; and (b) and Gellert, Scali, Busenkell & Brown LLC, Attn: Michael Busenkell, Esq. (mbusenkell@gsbblaw.com) at 1201 N. Orange Street, Suite 300, Wilmington, DE 19801; (iii) Counsel to any Committee, should one be appointed in these Chapter 11 Cases; and (iv) Office of the United States Trustee, District of Delaware, Attn: Timothy J. Fox. (Timothy.Fox@usdoj.gov) at 844 King Street, Suite 220, Room 2207, Wilmington, DE 19801, a notice of such status, in the form attached as **Exhibit 2** to the Interim Trading Order [D.I. 38] (a “Notice of Substantial Equityholder Status”), on or before the later of (A) seven (7) days after entry of this Trading Order or (B) seven (7) days after becoming a Substantial Equityholder. For the avoidance of doubt, the other Equity Transfer Procedures

set forth herein shall apply to any Substantial Equityholder even if no Notice of Substantial Equityholder Status has been filed.

c. Equity Security Acquisition Notice. At least seven (7) days prior to any transfer of Equity Securities (including any transfer of Options to acquire stock or any exercise thereof) that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (a) file with the Court and (b) serve on the Debtors, counsel to the Debtors, and counsel to the Official Committee of Unsecured Creditors (if appointed), advance written notice of the intended transfer of Equity Securities, in the form attached as **Exhibit 3** annexed to the Interim Trading Order [D.I. 38] (an “Equity Security Acquisition Notice”), on or before the later of: (A) seven (7) days after entry of the Trading Order or (B) seven (7) days after becoming a Substantial Equityholder, such Substantial Equityholder shall serve on the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee (if appointed) a notice (the “Substantial Equityholder Notice”) containing the Tax Ownership information substantially in the form of **Exhibit 2** annexed to the Interim Trading Order [D.I. 38].

d. Equity Security Disposition Notice. Prior to any transfer of Equity Securities (including any transfer of Options to acquire stock or any exercise thereof) that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (a) file with the Court and (b) serve on the Debtors, counsel to the Debtors, and counsel to the Official Committee of Unsecured

Creditors (if appointed), advance written notice of the intended transfer of Equity Securities, in the form attached as **Exhibit 4** to the Interim Trading Order [D.I. 38] (an “Equity Security Disposition Notice”). For the avoidance of doubt, the taking of any action that claims any deduction for worthlessness of beneficial ownership of Equity Securities for a tax year ending before the earlier of (x) December 31, 2024, and (y) Debtors’ emergence from Chapter 11 protection shall constitute a transfer of Equity Securities subject to the Equity Transfer Procedures set forth in this paragraph 3(d).

e. Restrictions and Procedures for Trading in Equity Security. Any Person that, after the Petition Date,

- i. is not a Substantial Equityholder and wishes to purchase or otherwise acquire Tax Ownership of an amount of Equity Security that would cause the Person to become a Substantial Equityholder;
- ii. is a Substantial Equityholder and wishes to purchase or otherwise acquire Tax Ownership of any additional Equity Security; or
- iii. is a Substantial Equityholder and wishes to sell or otherwise dispose of Tax Ownership of any Equity Security,

must, prior to the consummation of any such transaction, file with the Court (at the holder’s election, in a redacted form that does not include such holder’s taxpayer identification number and the aggregate number of shares of Equity Security that such holder beneficially owns), and serve on the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee (if appointed) an unredacted notice in the form attached as **Exhibit 3** to Interim Trading Order [D.I. 38], in the case of a proposed acquisition of Equity Security, or **Exhibit 4** to Interim Trading Order [D.I. 38], in the case of a proposed disposition of Stock, including the case of a 50 percent shareholder who intends to claim a worthlessness deduction with respect to such Equity Security (either such notice, a “Proposed Equity Security Transaction Notice”). The Debtors shall consult with counsel to the Creditors’

Committee (if appointed) prior to responding to any Proposed Equity Security Transaction Notice. If written approval of the proposed transaction is filed with the Court by the Debtors within seven (7) calendar days following the receipt of a Proposed Equity Security Transaction Notice, then the transaction may proceed. If written approval of the proposed transaction is not filed by the Debtors with the Court within such period, then the transaction may not be consummated unless approved by a final and non-appealable order of the Court. Further transactions within the scope of this Section (b) must be the subject of additional notices as set forth herein with additional waiting periods.

f. Objection Procedures. The Debtors and the Committee shall have seven (7) days after receipt of an Equity Security Acquisition Notice or an Equity Security Disposition Notice (each, a “Transfer Notice”) to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer on the grounds that such Transfer may adversely affect the Debtors’ ability to utilize its NOLs or other Tax Attributes. If the Debtors or the Committee files an objection, the proposed Transfer will not be effective unless and until approved by a final and non-appealable order of this Court. If neither the Debtors nor the Committee object within such seven (7) day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers within the scope of this paragraph must be the subject of additional Transfer Notices in accordance with the Equity Transfer Procedures set forth herein, with an additional seven (7) day objection period for each Transfer Notice.

g. Unauthorized Transfers of Equity Securities. Effective as of the Petition Date and until further order of this Court to the contrary, any acquisition or disposition of Equity Securities (including any transfer of Options to acquire stock or any exercise thereof) in violation of the Equity Transfer Procedures shall be null and void *ab initio*.

h. Confidentiality. The Debtors, their counsel, and counsel to the Creditors' Committee (when appointed) shall keep all information provided in all notices delivered pursuant to the Interim Trading Order strictly confidential and shall not disclose the contents thereof to any person (including any member of any Creditors' Committee), except (i) to the extent necessary to respond to a petition or objection filed with the Court, (ii) to the extent otherwise required by law, or (iii) to the extent that the information contained therein is already public; *provided, however,* that the Debtors may disclose the contents thereof to their professional financial advisers, who shall keep all such notices strictly confidential and shall not disclose the contents thereof to any other person subject to further Court order. To the extent confidential information is necessary to respond to a petition or objection filed with the Court, such confidential information shall be filed under seal or in redacted form.

i. Sanctions for Noncompliance. Acquisitions and dispositions of Tax Ownership of Stock in violation of the restrictions and procedures set forth in Paragraph 3 of this Final Trading Order shall be void *ab initio*, and the sanction for violating same shall be reversal of the noncompliant transaction or such other (or additional) measures as the Court may consider appropriate.

j. Discretionary Waiver by Debtors. The Debtors, with the consent of the Creditors' Committee (if appointed) or pursuant to an order of the Court, may waive any sanctions, remedies, or notification procedures imposed by the Interim Trading Order; *provided, however,* that any such waiver shall be filed with the Court.

4. Within two (2) business days after the entry of this Final Trading Order, the Debtors shall provide notice in substantially the form attached as **Exhibit 1** to the Interim Trading Order

[D.I. 38] (the “Equity Transfer Procedures Notice”) to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel for the Official Committee of Unsecured Creditors (when appointed); (c) the United States Attorney’s Office for the District of Delaware; (d) the United States Securities and Exchange Commission; (e) the Internal Revenue Service; and (f) any registered holders of the outstanding Equity Securities (including Options to acquire stock), and will publish the Final Order to the Case Website maintained by BMC Group, Inc., Debtors’ Noticing Agent, at <https://cases.creditorinfo.com/dmk>, with such notice being reasonably calculated to provide notice to all parties that may be affected by the Equity Transfer Procedures whether known or unknown, and no further notice of the Equity Transfer Procedures shall be necessary.

5. Upon receipt of such Equity Transfer Procedures Notice, any broker, bank, dealer, or other agent or nominee of a beneficial holder (each a “Nominee”) of Equity Securities (including Options to acquire stock) will be required, within five business days of receipt of such notice and on at least a quarterly basis thereafter, to send the Equity Transfer Procedures Notice to all beneficial holders of Equity Securities on whose behalf such Nominee holds Equity Securities. To the extent such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Equity Transfer Procedures Notice to any holder for whose account such holder holds Equity Securities, and so on down the chain of ownership. In addition, any person, entity, broker, or agent acting on behalf of any holder of Equity Securities who sells at least 454,592 shares (representing approximately 4.5% of the 10,102,050 issued and outstanding shares of common stock) of DMK to another person or entity must provide a copy of the Equity Transfer Procedures Notice to such purchaser or any broker or agent acting on such purchaser’s behalf.

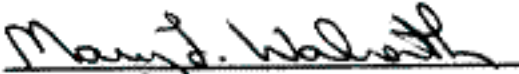
6. The notices substantially in the form attached to the Interim Trading Order as **Exhibit 1**, **Exhibit 2**, **Exhibit 3**, and **Exhibit 4** are APPROVED on a Final basis.

7. The requirements set forth in this Final Trading Order are in addition to the requirements of Federal Rule of Bankruptcy Procedure 3001(e) and applicable law, and do not excuse compliance therewith.

8. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Final Trading Order.

9. This Court retains jurisdiction over all matters arising from or related to the implementation or interpretation of this Final Trading Order.

Dated: February 23rd, 2024
Wilmington, Delaware


MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DMK PHARMACEUTICALS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10153 (MFW)
(Jointly Administered)

**NOTICE OF (A) ENTRY OF INTERIM ORDER ESTABLISHING
EQUITY TRANSFER PROCEDURES AND (B) HEARING TO
CONSIDER ENTRY OF ORDER ON EQUITY TRANSFER PROCEDURES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On February 2, 2024 (the “Petition Date”), the DMK Pharmaceuticals Corporation (“DMK”) and its affiliated debtors and debtors in possession (collectively, the “Debtors”) commenced cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).
2. On the Petition Date, the Debtors filed the *Debtors’ Motion for Entry of Interim and Final Orders Establishing Notice and Objection Procedures for Transfers of Debtors’ Equity Securities Granting Related Relief* (the “Motion”).
3. On February 23, 2024, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered a final order (the “Trading Order”) approving the procedures set forth below (the “Equity Transfer Procedures”) on a final basis with respect to transfers of equity securities in DMK (such securities, “Equity Securities”) to assist the Debtors in preserving their net operating and other tax losses (“NOLs”).

¹ The Debtors in these Chapter 11 cases, along with the last four (4) digits of their federal tax identification numbers, are: (i) DMK Pharmaceuticals Corporation (“DMK”) (9727) (ii) Adamis Corporation (“Adamis”) (4912); (iii) Adamis Pharmaceuticals Corporation (“Adamis Pharma”) (9663); (iv) Biosyn, Inc. (“Biosyn”) (4982); (v) Rhombus Pharmaceuticals Corp. (“Rhombus”) (6127); and (vi) US Compounding, Inc. (“USC”) (7460) (collectively referred to as the “Debtors”). The Debtors’ mailing address is: 11622 El Camino Real, Suite 100, San Diego, California 92130, with copies to Nelson Mullins Riley & Scarborough LLP, Attn: Lee Hart, Atlantic Station, Suite 1700, 201 17th Street NW, Atlanta, GA 30363; and Gellert Scali Busenkell & Brown LLC, Attn: Michael Busenkell, 1201 N. Orange Street, Suite 300, Wilmington, DE 19801.

4. ANY PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF EQUITY SECURITIES (INCLUDING OPTIONS (AS SUCH TERM IS DEFINED BELOW) TO ACQUIRE STOCK) IN DMK IN VIOLATION OF THE EQUITY TRANSFER PROCEDURES SET FORTH BELOW SHALL BE NULL AND VOID *AB INITIO* AS AN ACT IN VIOLATION OF THE AUTOMATIC STAY UNDER SECTION 362 OF THE BANKRUPTCY CODE AND SHALL CONFER NO RIGHTS ON THE TRANSFEREE.

5. Pursuant to the Final Trading Order, the following Equity Transfer Procedures shall apply to holding and transferring beneficial interests in Equity Securities in DMK:

a. Certain Defined Terms. For purposes of this Motion and the Trading Order sought hereunder:

- i. a “Substantial Equityholder” is any person or entity that beneficially owns at least 454,592 shares (representing approximately 4.5% of the 10,102,050 issued and outstanding shares) of DMK;
- ii. “Beneficial ownership” of Equity Securities shall be determined in accordance with applicable rules under Section 382 of the Tax Code and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all equity owned or acquired by its subsidiaries), (ii) ownership by such holder’s family members and persons acting in concert with such holder to make a coordinated acquisition of stock and (iii) ownership of Options to acquire stock;
- iii. An “Option” to acquire stock includes all interests described in Treasury Regulations Section 1.382-4(d)(9), including any contingent purchase, warrant, convertible debt, exchangeable shares, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and
- iv. a “Transfer” means any transfer of Equity Securities to the extent described in paragraph 5(c) below (Equity Security Acquisition Notice) and/or paragraph 5(d) below (Equity Security Disposition Notice).

b. Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (a) file with the Court and (b) serve

upon (i) the Debtors, DMK, Adamis, Adamis Pharma, Biosyn, Rhombus, and USC, 50 Division Street, Suite 501, Somerville, NJ 08876, (Attn: Seth Cohen); (ii) Proposed counsel to the Debtors, (a) Nelson Mullins Riley & Scarborough, LLP; Attn: Lee Hart, Esq. (lee.hart@nelsonmullins.com) and Adam Herring, Esq., (adam.herring@nelsonmullins.com) at Atlantic Station, Suite 1700, 201 17th Street NW, Atlanta, GA 30363, Dylan Trache, Esq., (dylan.trache@nelsonmullins.com); at 101 Constitution Avenue, NW, Suite 900, Washington, D.C. 20001; and Rachel Sternlieb, Esq. (rachel.sternlieb@nelsonmullins.com) at 1400 Wewatta Street, Suite 500, Denver, CO 80202; and (b) and Gellert, Scali, Busenkell & Brown LLC, Attn: Michael Busenkell, Esq. (mbusenkell@gsbblaw.com) at 1201 N. Orange Street, Suite 300, Wilmington, DE 19801; (iii) Counsel to any Committee, should one be appointed in these Chapter 11 Cases; and (iv) Office of the United States Trustee, District of Delaware, Attn: Timothy J. Fox. (Timothy.Fox@usdoj.gov) at 844 King Street, Suite 220, Room 2207, Wilmington, DE 19801, a notice of such status, in the form attached as **Exhibit 2** to the Trading Order (a “Notice of Substantial Equityholder Status”), on or before the date that is seven (7) days after the later of (A) the date the Trading Order is entered, or (B) the date such person qualifies as a Substantial Equityholder. For the avoidance of doubt, the other Equity Transfer Procedures set forth herein shall apply to any Substantial Equityholder even if no Notice of Substantial Equityholder Status has been filed.

c. Equity Security Acquisition Notice. At least seven (7) days prior to any transfer of Equity Securities (including any transfer of Options to acquire stock or any exercise thereof) that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity

becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (a) file with the Court and (b) serve on the Debtors, counsel to the Debtors, and counsel to the Official Committee of Unsecured Creditors (if appointed), advance written notice of the intended transfer of Equity Securities, in the form attached as **Exhibit 3** to the Trading Order (an “Equity Security Acquisition Notice”), on or before the later of: (A) seven (7) days after entry of the Trading Order or (B) seven (7) days after becoming a Substantial Equityholder, such Substantial Equityholder shall serve on the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee (if appointed) a notice (the “Substantial Equityholder Notice”) containing the Tax Ownership information substantially in the form of **Exhibit 2** annexed to the Trading Order.

d. Equity Security Disposition Notice. Prior to any transfer of Equity Securities (including any transfer of Options to acquire stock or any exercise thereof) that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (a) file with the Court and (b) serve on the Debtors, counsel to the Debtors, and counsel to the Official Committee of Unsecured Creditors (if appointed), advance written notice of the intended transfer of Equity Securities, in the form attached as **Exhibit 4** to the Trading Order (an “Equity Security Disposition Notice”). For the avoidance of doubt, the taking of any action that claims any deduction for worthlessness of beneficial ownership of Equity Securities for a tax year ending before the earlier of (x) December 31, 2024, and (y) Debtors’ emergence from

Chapter 11 protection shall constitute a transfer of Equity Securities subject to the Equity Transfer Procedures set forth in this paragraph 5(d).

e. Restrictions and Procedures for Trading in Equity Security. Any Person that, after the Petition Date,

- i. is not a Substantial Equityholder and wishes to purchase or otherwise acquire Tax Ownership of an amount of Equity Security that would cause the Person to become a Substantial Equityholder;
- ii. is a Substantial Equityholder and wishes to purchase or otherwise acquire Tax Ownership of any additional Equity Security; or
- iii. is a Substantial Equityholder and wishes to sell or otherwise dispose of Tax Ownership of any Equity Security,

must, prior to the consummation of any such transaction, file with the Court (at the holder's election, in a redacted form that does not include such holder's taxpayer identification number and the aggregate number of shares of Equity Security that such holder beneficially owns), and serve on the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee (if appointed) an unredacted notice in the form attached as **Exhibit 3** to this Trading Order, in the case of a proposed acquisition of Equity Security, or **Exhibit 4** to this Trading Order, in the case of a proposed disposition of Stock, including the case of a 50 percent shareholder who intends to claim a worthlessness deduction with respect to such Equity Security (either such notice, a "Proposed Equity Security Transaction Notice"). The Debtors shall consult with counsel to the Creditors' Committee (if appointed) prior to responding to any Proposed Equity Security Transaction Notice. If written approval of the proposed transaction is filed with the Court by the Debtors within seven (7) calendar days following the receipt of a Proposed Equity Security Transaction Notice, then the transaction may proceed. If written approval of the proposed transaction is not filed by the Debtors with the Court within such period, then the transaction may not

be consummated unless approved by a final and non-appealable order of the Court. Further transactions within the scope of this Section (b) must be the subject of additional notices as set forth herein with additional waiting periods.

Objection Procedures. The Debtors and the Committee shall have seven (7) days after receipt of an Equity Security Acquisition Notice or an Equity Security Disposition Notice (each, a “Transfer Notice”) to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer on the grounds that such Transfer may adversely affect the Debtors’ ability to utilize its NOLs or other Tax Attributes. If the Debtors or the Committee files an objection, the proposed Transfer will not be effective unless and until approved by a final and non-appealable order of this Court. If neither the Debtors nor the Committee object within such seven (7) day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers within the scope of this paragraph must be the subject of additional Transfer Notices in accordance with the Equity Transfer Procedures set forth herein, with an additional seven (7) day objection period for each Transfer Notice.

f. Unauthorized Transfers of Equity Securities. Effective as of the Petition Date and until further order of this Court to the contrary, any acquisition or disposition of Equity Securities (including any transfer of Options to acquire stock or any exercise thereof) in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code. In the case of any such acquisition or disposition of Equity Securities in violation of the Equity Transfer Procedures, the person or entity making such transfer shall be required to take remedial actions specified by the Debtors, which may include the actions specified in

Private Letter Ruling 201010009 (Dec. 4, 2009), to appropriately reflect that such transfer is null and void *ab initio*.

g. Confidentiality. The Debtors, their counsel, and counsel to the Creditors' Committee (if appointed) shall keep all information provided in all notices delivered pursuant to the Interim Trading Order strictly confidential and shall not disclose the contents thereof to any person (including any member of any Creditors' Committee (when appointed)), except (i) to the extent necessary to respond to a petition or objection filed with the Court, (ii) to the extent otherwise required by law, or (iii) to the extent that the information contained therein is already public; *provided, however*, that the Debtors may disclose the contents thereof to their professional financial advisers, who shall keep all such notices strictly confidential and shall not disclose the contents thereof to any other person subject to further Court order. To the extent confidential information is necessary to respond to a petition or objection filed with the Court, such confidential information shall be filed under seal or in redacted form.

h. Sanctions for Noncompliance. Acquisitions and dispositions of Tax Ownership of Stock in violation of the restrictions and procedures set forth in Paragraph 5 shall be void *ab initio*, and the sanction for violating same shall be reversal of the noncompliant transaction or such other (or additional) measures as the Court may consider appropriate.

i. Discretionary Waiver by Debtors. The Debtors, with the consent of the Creditors' Committee or pursuant to an order of the Court, may waive any sanctions, remedies, or notification procedures imposed by the Trading Order; *provided, however*, that any such waiver shall be filed with the Court.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE AND IN THE TRADING ORDER SHALL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY UNDER SECTION 362 OF THE BANKRUPTCY CODE. ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF EQUITY SECURITIES (INCLUDING OPTIONS TO ACQUIRE STOCK) OF DMK IN VIOLATION OF THE ORDER WILL BE NULL AND VOID *AB INITIO*.

6. Complete copies of the Motion and the Trading Order are available via PACER at the Court's website at <https://ecf.deb.uscourts.gov> for a fee, or for free through the Case Website maintained by Debtors' Noticing Agent, BMC Group, Inc. at the following link: <https://cases.creditorinfo.com/dmk>.

7. The requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable law and do not excuse compliance therewith;

Dated: February 26, 2024, 2024

/s/ Michael Busenkell
Michael Busenkell (DE 3933)
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- and -

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Counsel for the Debtors in Possession

EXHIBIT 2

Notice of Substantial Equityholder Status

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DMK PHARMACEUTICALS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10153 (MFW)
(Jointly Administered)

NOTICE OF SUBSTANTIAL EQUITYHOLDER STATUS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Equityholder] is/has become a Substantial Equityholder² with respect to the common stock (the “Common Stock”) of DMK Pharmaceuticals Corporation (“DMK”), a debtor in Case No. _____ (_____) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. As of _____, 20____, [Name of Equityholder] Beneficially owns:

¹ The Debtors in these Chapter 11 cases, along with the last four (4) digits of their federal tax identification numbers, are: (i) DMK Pharmaceuticals Corporation (“DMK”) (9727) (ii) Adamis Corporation (“Adamis”) (4912); (iii) Adamis Pharmaceuticals Corporation (“Adamis Pharma”) (9663); (iv) Biosyn, Inc. (“Biosyn”) (4982); (v) Rhombus Pharmaceuticals Corp. (“Rhombus”) (6127); and (vi) US Compounding, Inc. (“USC”) (7460) (collectively referred to as the “Debtors”). The Debtors’ mailing address is: 50 Division Street, Suite 501, Somerville, NJ 08876, with copies to Nelson Mullins Riley & Scarborough LLP, Attn: Lee Hart, Atlantic Station, Suite 1700, 201 17th Street NW, Atlanta, GA 30363; and Gellert, Scali, Busenkell & Brown LLC, Attn: Michael Busenkell, 1201 N. Orange Street, Suite 300, Wilmington, DE 19801.

² For purposes of this Notice: (a) a “Substantial Equityholder” is any person or entity that Beneficially Owns (as defined below) at least 454,592 shares (representing approximately 4.5% of the 10,102,050 issued and outstanding shares) of DMK Pharmaceuticals Corporation (as defined below); (b) “Beneficial Ownership” of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to Beneficially Own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons or entities acting in concert with such holder to make a coordinated acquisition of equity, and (iii) ownership of Options (as defined below) to acquire equity; and (c) an “Option” to acquire equity includes all interests described in Treasury Regulations Section 1.382-4(d)(9), including any contingent purchase, warrant, convertible debt, exchangeable shares, put, call, equity subject to risk of forfeiture, contract to acquire equity, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

Number of Shares of Common Stock	Date Acquired

(Attach Additional Page if Necessary)

3. The last four digits of the taxpayer identification number of **[Name of Equityholder]** are _____.

4. Under penalty of perjury, **[Name of Equityholder]** hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct, and complete.

5. Pursuant to the Trading Order establishing the Equity Transfer Procedures (as defined in the Trading Order), this Notice is being (a) filed with the Court and (b) served upon (i) the Debtors, DMK, Adamis, Adamis Pharma, Biosyn, Rhombus, and USC, 50 Division Street, Suite 501, Somerville, NJ 08876, (Attn: Seth Cohen); (ii) Proposed counsel to the Debtors, (a) Nelson Mullins Riley & Scarborough, LLP; Attn: Lee Hart, Esq. (lee.hart@nelsonmullins.com) and Adam Herring, Esq., (adam.herring@nelsonmullins.com) at Atlantic Station, Suite 1700, 201 17th Street NW, Atlanta, GA 30363; Dylan Trache, Esq., (dylan.trache@nelsonmullins.com); at 101 Constitution Avenue, NW, Suite 900, Washington, D.C. 20001; and Rachel Sternlieb, Esq. (rachel.sternlieb@nelsonmullins.com), at 1400 Wewatta Street, Suite 500, Denver, CO 80202; and (b) and Gellert, Scali, Busenkell & Brown LLC, Attn: Michael Busenkell, Esq. (mbusenkell@gsbblaw.com) at 1201 N. Orange Street, Suite 300, Wilmington, DE 19801; (iii) Counsel to any Committee, should one be appointed in these Chapter 11 Cases; and (iv) Office of

the United States Trustee, District of Delaware, Attn: Timothy J. Fox. (Timothy.Fox@usdoj.gov)
at 844 King Street, Suite 220, Room 2207, Wilmington, DE 19801.

Respectfully Submitted,

(Name of Equityholder)

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

EXHIBIT 3

Equity Security Acquisition Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DMK PHARMACEUTICALS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10153 (MFW)
(Jointly Administered)

EQUITY SECURITY ACQUISITION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Prospective Acquirer] hereby provides notice of its intention to purchase, acquire, or otherwise accumulate one or more shares of, or an Option (as such term is defined below) with respect to (or to exercise such an Option) (any such action, a “Proposed Transfer”), the common stock (the “Common Stock”) of DMK Pharmaceuticals Corporation (“DMK”), a debtor in Case No. 24-[_____] (_____) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. If applicable, on [Prior Date(s)], [Name of Prospective Acquirer] filed a Notice of Substantial Equityholder Status² with the Court and served copies thereof on the above-captioned debtors and debtors in possession (collectively, the “Debtors”) and the Debtors’ counsel.

¹ The Debtors in these Chapter 11 cases, along with the last four (4) digits of their federal tax identification numbers, are: (i) DMK Pharmaceuticals Corporation (“DMK”) (9727) (ii) Adamis Corporation (“Adamis”) (4912); (iii) Adamis Pharmaceuticals Corporation (“Adamis Pharma”) (9663); (iv) Biosyn, Inc. (“Biosyn”) (4982); (v) Rhombus Pharmaceuticals Corp. (“Rhombus”) (6127); and (vi) US Compounding, Inc. (“USC”) (7460) (collectively referred to as the “Debtors”). The Debtors’ mailing address is: 50 Division Street, Suite 501, Somerville, NJ 08876, with copies to Nelson Mullins Riley & Scarborough LLP, Attn: Lee Hart, Atlantic Station, Suite 1700, 201 17th Street NW, Atlanta, GA 30363; and Gellert, Scali, Busenkell & Brown LLC, Attn: Michael Busenkell, 1201 N. Orange Street, Suite 300, Wilmington, DE 19801.

² For purposes of this Notice: (a) a “Substantial Equityholder” is any person or entity that Beneficially Owns (as defined below) at least 454,592 shares (representing approximately 4.5% of the 10,102,050 issued and outstanding shares) of DMK Pharmaceuticals Corporation (as defined below); (b) “Beneficial Ownership” of equity securities shall be

3. **[Name of Prospective Acquirer]** currently Beneficially Owns _____ shares of Common Stock of DMK.

4. Pursuant to the Proposed Transfer, **[Name of Prospective Acquirer]** proposes, as applicable, to purchase, acquire, or otherwise accumulate _____ shares of Common Stock or an Option (or to exercise such an Option) with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, **[Name of Prospective Acquirer]** will Beneficially Own _____ shares of Common Stock after the transfer becomes effective.

5. The last four digits of the taxpayer identification number of **[Name of Prospective Acquirer]** are _____.

6. Under penalty of perjury, **[Name of Prospective Acquirer]** hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

7. Pursuant to the Trading Order establishing the Equity Transfer Procedures (as defined in the Trading Order), this Notice is being (a) filed with the Court and (b) served upon (i) the Debtors, DMK, Adamis, Adamis Pharma, Biosyn, Rhombus, and USC, 50 Division Street, Suite 501, Somerville, NJ 08876, (Attn: Seth Cohen); (ii) Proposed counsel to the Debtors, (a) Nelson Mullins Riley & Scarborough, LLP; Attn: Lee Hart, Esq. (lee.hart@nelsonmullins.com)

determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to Beneficially Own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons or entities acting in concert with such holder to make a coordinated acquisition of equity, and (iii) ownership of Options (as defined below) to acquire equity; and (c) an "Option" to acquire equity includes all interests described in Treasury Regulations Section 1.382-4(d)(9), including any contingent purchase, warrant, convertible debt, exchangeable shares, put, call, equity subject to risk of forfeiture, contract to acquire equity, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable

and Adam Herring, Esq., (adam.herring@nelsonmullins.com) at Atlantic Station, Suite 1700, 201 17th Street NW, Atlanta, GA 30363; Attn: Dylan Trache, Esq., (dylan.trache@nelsonmullins.com); at 101 Constitution Avenue, NW, Suite 900, Washington, D.C. 20001; and Attn: Rachel Sternlieb, Esq. (rachel.sternlieb@nelsonmullins.com) at 1400 Wewatta Street, Suite 500, Denver, CO 80202; and (b) and Gellert, Scali, Busenkell & Brown LLC, Attn: Michael Busenkell, Esq. (mbusenkell@gsbblaw.com) at 1201 N. Orange Street, Suite 300, Wilmington, DE 19801; (iii) Counsel to any Committee, should one be appointed in these Chapter 11 Cases; and (iv) Office of the United States Trustee, District of Delaware, Attn: Timothy J. Fox. (Timothy.Fox@usdoj.gov) at 844 King Street, Suite 220, Room 2207, Wilmington, DE 19801.

8. The Debtors and the Committee have seven (7) days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors or the Committee file an objection, such Proposed Transfer will not be effective unless approved by a final and non-appealable order of the Court. If neither the Debtors nor the Committee object within such 1seven (7) day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Notice.

9. The undersigned Prospective Acquirer understands that any further transactions that may result in [**Name of Prospective Acquirer**] purchasing, acquiring, or otherwise accumulating additional shares of Common Stock or an Option (or exercising such an Option) will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

[signature block on following page]

Respectfully Submitted,

(Name of Equityholder)

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____