

### Sheppard Mullin Advised Vanterra Ventures, Silo Pharma, Celularity and Others in Recent Deals

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Sheppard Mullin's Corporate practice has closed several transactions recently:

#### Mergers & Acquisitions

- Represented **RPM Interactive, Inc.**, a generative artificial intelligence publishing and software company, in its acquisition by Avalon GloboCare Corp., a developer of precision diagnostic consumer products. The pairing of Avalon's consumer health products with RPM's AI-driven content engine is expected to accelerate audience reach, digital engagement and adoption of Avalon's product portfolio. The deal team included Richard Friedman, Stephen Cohen, Greg Carney and Benjamin Speizman.
- Advised **Thumzup Media Corporation**, a diversified technology-driven enterprise, in its acquisition of Dogehash Technologies, Inc., an industrial-scale blockchain infrastructure company focused on Dogecoin and Litecoin mining. The combined company will operate under the name Datacentrex, Inc. (Nasdaq: DTCX) and marks a significant milestone in Thumzup's transformation into a digital infrastructure company with exposure to blockchain mining, data-center operations and digital asset treasury strategies. The deal team included Richard Friedman, Stephen Cohen, Nazia Khan and Michael Blane.

#### Investments

- Represented venture and growth equity firm **Vanterra Ventures** as lead investor in Cove Soda's \$15 million Series A funding round. Canada-based Cove Soda is a functional carbonated soft drink brand that is sold in more than 7,000 retail stores across Canada and the U.S. This new funding will support the company's continued rapid growth across North America and the introduction of new flavors. The deal team included Ariel Yehezkel, Sidrah Amin and Maria Rydder Schwartz.

#### Public Offerings

- Advised **bioAffinity Technologies, Inc.**, in its \$4.8 million public offering of common stock and pre-funded warrants. bioAffinity addresses the need for noninvasive diagnosis of early-stage cancer and other diseases of the lung and broad-spectrum cancer treatments. The company's first product, CyPath® Lung, is a noninvasive test that has shown high sensitivity, specificity and accuracy for the detection of early-stage lung cancer. The deal team included Richard Friedman, Sean Reid, Emily Mastoloni and Michael Blane.

- Represented **Nova Minerals Limited** (Nasdaq NVA, NVAWW) (ASX: NVA), (FRA: QM3), a gold, antimony and critical minerals exploration stage company focused on advancing the Estelle Gold Project in Alaska, in connection with a \$20 million underwritten public offering. The deal team included Jeffrey Fessler, Greg Carney and Seth Lemings.
- Advised **Silo Pharma, Inc.**, in its \$2.5 million registered direct offering of common stock and warrants. Silo Pharma (Nasdaq: SILO) is a diversified developmental-stage biopharmaceutical and cryptocurrency treasury company focused on developing novel formulations and drug delivery systems for traditional therapeutics and psychedelic treatments to address underserved conditions, including stress-induced psychiatric disorders, chronic pain and central nervous system diseases. The deal team included Richard Friedman, Greg Carney and Emily Mastoloni.
- Represented **Sidus Space, Inc.** (NASDAQ: SIDU), an innovative space and defense technology company, in connection with two public offerings of common stock, totaling \$41.2 million. Sidus Space provides satellite manufacturing and technology integration, AI-driven space-based data solutions, mission planning and management operations, AI/ML products and services, and space and defense hardware manufacturing. The deal team included Jeffrey Fessler and Sean Reid.

## Private Placements

- Advised **Laidlaw & Co. (UK) Ltd.** as placement agent in connection with an \$8.1 million private placement of common stock for Unite Acquisition 3 Corp., a blank check company. Concurrently with the closing of the private placement, Unite Acquisition completed its acquisition of Palomino Laboratories, Inc. Palomino is a fabless semiconductor company pioneering the next generation of high-performance microLED-based optoelectronic solutions for data communication. The deal team included Richard Friedman, Stephen Cohen and Seth Lemings.
- Represented **MAIA Biotechnology, Inc.**, in its \$2.5 million private placement of common stock. MAIA (NYSE American: MAIA) is a targeted therapy, immuno-oncology company focused on developing and commercializing potential first-in-class drugs with novel mechanisms of action that are intended to meaningfully improve and extend the lives of people with cancer. Its lead program is ateganosine (THIO), a potential first-in-class cancer telomere targeting agent in clinical development for the treatment of NSCLC patients with telomerase-positive cancer cells. The company intends to use part of the net proceeds from the offering to fund the execution of Step 1 of Part C of the Phase II trial THIO -101 and for working capital. The deal team included Richard Friedman, Greg Carney and Emily Mastoloni, with specialist assistance from Dmitriy Chelnitsky.

## Financings

- Advised **Celularity Inc.** (Nasdaq: CELU), a leader in regenerative and cellular medicine, in closing a senior secured term loan and a secured convertible note financing with Philip A. Barach, co-founder and former president of DoubleLine Capital LP, a Los Angeles-based investment management firm. Celularity received \$10 million in gross proceeds, with the potential to access up to an additional \$2 million, subject to certain conditions and at the investor's election, as specified in the definitive agreements. The deal was led by Jeffrey Fessler, Nazia Khan and Emily Mastoloni and included Kevin Ryan and William de Sierra-Pambley.

## Attorneys

Sidrah Amin

Michael Blane

Greg R. Carney

Dmitriy Chelnitsky

Stephen A. Cohen

William de Sierra-Pambley

Jeffrey J. Fessler

Richard A. Friedman

Nazia J. Khan

Seth A. Lemings

Emily Mastoloni

Sean Reid

Kevin M. Ryan

Maria L. Rydder Schwartz

Ariel Yehezkel

## Practice Areas

Capital Markets

Corporate

Corporate Tax

Mergers and Acquisitions

## Industries

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Artificial Intelligence

Fintech

Food and Beverage

Healthcare

Life Sciences