

**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)

Docket Ref. No.: 167

NOTICE OF AUCTION AND SALE HEARING

1. On February 2, 2024, DMK Pharmaceuticals Corporation (“DMK”), and its affiliated debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”), filed their voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 – 1532 (the “Bankruptcy Code”).

2. On March 21, 2024, the Debtors filed a motion (the “Bidding Procedures and Sale Motion”), pursuant to sections 363 and 365 of the Bankruptcy Code and Rules 2002, 6004, and 6006 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), seeking entry of an order (the “Bidding Procedures Order”) (a) scheduling an auction (the “Auction”) for the sale of the Debtors’ assets (the “Assets”) on or about **May 1, 2024, at 10:00 a.m.** and a hearing to approve the sale of the Assets (the “Sale Hearing”) on or about **May 6, 2024 at 11:00 a.m. (prevailing Eastern Time)**, (b) approving procedures (the “Bidding Procedures”)² for submitting competing bids for the Assets, (c) authorizing, but not directing, the Debtors to designate the Stalking Horse Bidder and approving the Bid Protections in accordance with the Bid Procedures, (d) subject to final Court approval at the Sale Hearing, authorizing and approving the Debtors to enter into and perform under a purchase agreement, as applicable, subject to higher or otherwise better offers submitted in accordance with the Bidding Procedures, (e) approving the form and manner of the notice of the Auction and the Sale Hearing, and (f) establishing procedures for the assumption and assignment of the Assumed Contracts (as defined in the Bidding Procedures and Sale Motion) to any purchaser(s) of the Assets and approving the manner of notice thereof (the “Assumption and Assignment Notice”).

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 Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion or in the Bidding Procedures, as applicable.

3. On April 4, 2024, the Bankruptcy Court entered the Bidding Procedures Order [D.I.226]. Pursuant to the Bidding Procedures Order, if at least two (2) Qualified Bids with regard to any Assets (as defined in the Bidding Procedures Order) are received by the Bid Deadline (as defined below), the Debtor will conduct the Auction. The Auction shall be held on **May 1, 2024, starting at 10:00 a.m. (prevailing Eastern Time)**, or such other time as the Debtors shall designate, and notify all Qualified Bidders. Professionals and principals for the Debtors, each Qualified Bidder (including, its representative(s), if any), each of the Consultation Parties, and any other parties the Debtors deems appropriate shall be permitted to attend and observe the Auction. Only parties that have submitted a Qualified Bid, as set forth in the Bidding Procedures Order, by no later than **April 26, 2024, at 10:00 a.m. (prevailing Eastern Time)** (the “**Bid Deadline**”) may bid at the Auction. Any party that wishes to submit a Bid (as defined in the Bidding Procedures) for all or any portion of the Assets must submit a Bid prior to the Bid Deadline and in accordance with the Bidding Procedures.

4. The Sale Hearing to consider approval of the sale of the Assets to the Successful Bidder(s) at the Auction, free and clear of all liens, claims and encumbrances, will be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801 on **May 6, 2024, at 11:00 a.m. (prevailing Eastern Time)**, or at such other time thereafter as counsel may be heard. The Sale Hearing may be adjourned by the Debtors, in consultation with the Consultation Parties, from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing or by including such adjournment on any agenda filed with the Bankruptcy Court or by the filing of a notice with the Bankruptcy Court.

5. Objections to approval of the Sale, the conduct of the Auction, identity of the Successful Bidder, and ability of the Successful Bidder to provide adequate assurance of future performance, must be in writing, state the basis of such objection with specificity, and be filed with the Bankruptcy Court and served on **May 3, 2024, at 4:00 p.m. (prevailing Eastern Time)** by the following:

- (a) Debtors’ Counsel: (a) Nelson Mullins Riley & Scarborough, LLP (Attn: Dylan Trache, dylan.trache@nelsonmullins.com), 101 Constitution Avenue, NW, Suite 900, Washington, D.C., 20001; and (b) Gellert, Scali, Busenkell & Brown LLC, (Attn: Michael Busenkell, mbusenke@gsbblaw.com) 1201 N. Orange Street, Suite 300, Wilmington, DE 19801;
- (b) Counsel to the Official Unsecured Creditors Committee: Porzio, Bromberg & Newman, (Attn: Kelly Curtin, KDCurtin@pbnlaw.com) 100 Southgate Parkway, P.O. Box 1997, Morristown, NJ 07962-1997; and
- (c) The U.S. Trustee: the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Timothy J. Fox, Jr., Esq., Timothy.J.Fox@usdoj.gov).

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED WITHOUT FURTHER HEARING AND NOTICE.

6. This Sale Notice is subject to the fuller terms and conditions of the Bidding Procedures and Sale Motion and the Bidding Procedures Order, with such Bidding Procedures Order controlling in the event of any conflict. The Debtors encourage all parties-in-interest to review such documents in their entirety. Parties interested in receiving more information regarding the sale of the Assets and/or copies of any related document, including the Bidding Procedures and Sale Motion or the Bidding Procedures Order, may make a written request to Dylan G. Trache (dylan.trache@nelsonmullins.com) and Rachel A. Sternlieb (rachel.sternlieb@nelsonmullins.com). In addition, copies of the Bidding Procedures and Sale Motion, the Bidding Procedures Order and this Notice are on file with the Clerk of the Bankruptcy Court, Third Floor, 824 North Market Street, Wilmington, Delaware 19801 and are available on the Debtors' noticing agent's website free of charge at: <https://cases.creditorinfo.com/dmk/documents/docket>.

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Dated: April 5, 2024
Wilmington, Delaware

/s/ Michael Busenkell

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