UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

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Preliminary Proxy Statement

□ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

□ Soliciting Material Under §240.14a-12

Opus Genetics, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Repositioning Opus with New Assets and a Strategy to Optimize Shareholder Value

April 2025



Disclosures and Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements concerning expectations regarding our cash runway, data from and future enrollment for our clinical trials, our pipeline of additional indications, expectations of potential growth, and our expectations regarding our recent acquisition of former Opus Genetics Inc. These forward-looking statements relate to us, our business prospects and results of operations to differ materially from those anticipated by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those described under the heading "Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 and in our other filings with the U.S. Securities and Exchange Commission (the "SEC"). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. In some cases, you can identify forward-looking statements by the following words: "anticipate," "believe," "continue," "could, " estimate," "expect," "intend," "aim," "may," "ongoing," "plan," "position," "potential," "predict," "project," "should," will, " would," or the negative of these terms, or other comparable terminology, although not all forward-looking statements are based upon our current expectations and involve assumptions that may never a result of various risks and uncertainties, including, without limitation: un ability to successfully integrate the business of former Opus Genetics Inc. and manage our expanded combined product pipeline, our ability to develop and obtain regulatory approval for newly acquired gene therapies to treat inherited retinal diseases; our ability to obtain and maintain orphan drug designation or rare pediatric disease designation for our current and future product candidates, the success and product pipel

The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive. Readers are urged to carefully review and consider the various disclosures made by us in this presentation and in our reports filed with the SEC that advise interested parties of the risks and factors that may affect our business. All forward-looking statements contained in this presentation speak only as of the date on which they were made. We undertake no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made, except as required by applicable law.





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Executive Summary

Our Board has taken the right actions to maximize shareholder value

- Opus' predecessor company Ocuphire which was co-founded and led by Mina Sooch until she was terminated in April 2023 – faced a crossroads in 2023 when a lead asset failed to meet primary endpoints in a Phase 2 clinical trial, after the full out-licensing of another asset for commercialization, a process led by Ms. Sooch
- Our Board subsequently terminated Ms. Sooch's employment and recruited a new executive team
- We then conducted a comprehensive strategic review of our portfolio and capital allocation strategy with the assistance of independent financial advisors and legal counsel
- Based on that review, our Board identified the opportunity to merge with Opus as the most compelling path to sustainable value creation for its stockholders
- In March 2025, we raised approximately \$21.5 million in capital from new institutional biotech investors, demonstrating confidence in our new strategic direction, pipeline and leadership team

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We have the right Board and leadership team to oversee our strategy

- We have strengthened our executive leadership team with critical skills and experience to successfully advance Opus' most promising programs, increase operational efficiency and maximize shareholder value
- We have added three new Board members with deep ophthalmic drug development experience in October 2024, when we completed the merger with Opus
- Our Board members have significant experience serving as directors and executives of public and private biotechnology companies
- Collectively, our Board has extensive expertise developing and monetizing biotechnology programs and assets, which is critical to maximizing shareholder value



About Opus Genetics (NASDAQ: IRD)

- Opus Genetics is a clinical-stage ophthalmic biotechnology company focused on developing gene therapies for the treatment of inherited retinal diseases (IRDs) and other disorders
- Our robust pipeline of first-in-class IRD therapies targets conditions affecting 17,000+ US patients
- We have three leading programs: LCA5, BEST1 and RHO
- We have four additional programs in the pipeline: RDH12, MERTK, NMNAT1 and CNGB1

LCA5 BEST1 RHO ~200 patients^{3,4} | \$1M per eye | \$400M ~9,000 patients^{3,4} | \$500K per eye | \$9B ~5,600 patients4 | \$500K per eye | \$5.6B For early-onset, severe hereditary retinal For BEST1-related mutations associated with For RHO-related forms of retinitis pigmentosa degeneration retinal degenerative diseases IND enabling studies in 2025 Clinical proof of concept established 1st patient dosing in Ph 1b/2a clinical study First pediatric patient in Ph 1/2 trial enrolled in Q1 expected in 2H 2025 Minimal sales force expected to be required 2025 and second pediatric patient recently dosed Preliminary Ph 1/2 trial data expected by Q1 First data readout expected in Q3 2025 2026 As few as 17 additional patients for FDA approval Minimal sales force expected to be required Approximately \$25M company direct investment to NDA submission Minimal commercial sales force expected to be required **Opus Gene Therapy Programs Targeting** a \$15B Opportunity in the U.S. Source: FactSet. Data as of April 7, 2025. Before deducting underwriting discounts and commissions and offering expenses payable by the Company. Stone et al. Ophthalmology. 2017;124:1314-1331. Triangle Insights Group market research (compilation of prevalence studies), conducted August 2023. 6

2.3.4

Investor Presentation | April 2025

Market Value (\$M)1

Headquarters

Employees

Cash (\$M) (as of 12/31/24)

Net Offering Proceeds² (3/24/25)



\$39.9

\$30.3

\$20.0

18

Durham, NC

7

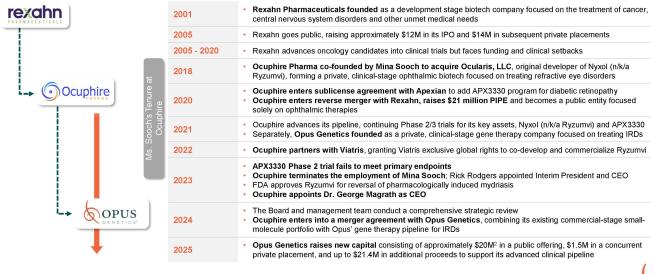
Our goal is to improve the lives of patients suffering from inherited retinal diseases

We are committed to building an innovative, efficient and sustainable clinical-stage ophthalmic biopharmaceutical company leading the development of transformative gene therapies for the treatment of inherited retinal diseases (IRDs)

Opus is advancing first-in-class retinal gene therapies



History of Opus Genetics and Its Predecessors



8 1. Source: Rexahn Form S-1/A filed November 23, 2005 and final prospectus. 2. Before deducting underwriting discounts and commissions and offering expenses payable by the Company.



Opus Today Is Stronger and Poised for Success

| | Ocuphire (Opus Predecessor) | Opus Today |
|-----------------|---|---|
| Executive Team | Only one C-level executive (Ms. Sooch) | Capable team of experienced industry professionals, including CFO, COO and CSDO |
| Assets | One asset that failed to reach its primary endpoint in its recent clinical trial and another that had been fully out-licensed | A promising portfolio of gene therapies with compelling early data, plus optionality from legacy assets |
| Patent Families | • 2 | 7 |
| Cash Runway | • Mid-2025 | Extended into second half of 2026 |
| 9 | | Investor Presentation April 2025 |

We Took Action to Maximize Shareholder Value

| Initiative | Achievements | | | | | |
|---|--|--|--|--|--|--|
| Appointed a new highly qualified CEO to lead Opus' next chapter | Appointed Dr. George Magrath as new CEO to lead execution of refreshed strategic plan | | | | | |
| 2 Conducted a comprehensive review and developed a new strategy | Engaged an independent consulting firm to assist in the identification and evaluation of potential assets Evaluated more than 50 potential assets and conducted deeper diligence on five companies Concluded review with Opus merger and began executing strategic plan to maximize gene therapy assets | | | | | |
| 3 Augmented the executive leadership team with critical skills | Expanded executive team with appointments of CFO, COO, CSDO to support operational effectiveness Bolstered scientific expertise with the addition of Dr. Jean Bennett as Scientific Advisor | | | | | |
| Executed a strategic financing transaction | Completed public offering in March 2025 for proceeds of approximately \$20 million¹ and concurrent private placement of \$1.5 million, with up to \$21.4 million in additional proceeds pending the release of clinical data Secured participation by experienced institutional biotech investors, including Perceptive Advisors and Nantahala Capital, demonstrating confidence in Opus' new management team and strategy | | | | | |
| 10 1. Before deducting underwriting discounts and commissions and off | ering expenses payable by the Company. Investor Presentation April 2025 | | | | | |



Shareholders Should Support Opus' Board, New Assets and Strategy



Our Board Has Positioned Opus to Optimize Value

- The Board undertook a comprehensive review after the failed Phase 2 trial of APX3330, resulting in new leadership, new assets, a strengthened Board and new equity capital
- The new lead assets are promising and have attracted some of the world's leading biotech investors and experts on retinal degeneration
- The Company expects to have sufficient cash resources to advance its clinical programs; if successful in trials, the Company's assets could create substantial value for shareholders

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Our New Assets and Strategy Represent the Best Opportunity for Value Creation

- We acquired the promising IRD gene therapy programs underpinning our new strategy in an all-stock merger with Opus Genetics in October 2024
- The merger consideration included the issuance of convertible Preferred Stock to the former stockholders of pre-merger Opus, with the shareholder vote on conversion of the Preferred Stock to Common Stock at the 2025 Annual Meeting
- Under the terms of the merger agreement, we are obligated to seek shareholder approval for the conversion every four months until approval is obtained
- Approval of Proposal No. 4 will prevent unnecessary use of Opus' cash resources to pay quarterly dividends on the Preferred Stock beginning later this year, if the conversion is not approved at this Annual Meeting



SECTION II We Took Action and Have the Right Strategy to Maximize Shareholder Value



We Have Reconfigured the Company

We have been executing a transformation to advance the Company's long-term viability

| Enhanced Leadership Team 2023 | Refreshed Strategy 2024 | Strengthened the Business 2025 |
|--|--|---|
| Executed a CEO transition, bringing in qualified leadership with experience more relevant to the Company's most viable path for value creation Appointed a Chief Operating Officer to strengthen oversight and improve efficiency Legacy Opus initiated Phase 1/2 clinical trial of LCA5 gene therapy assets | Enhanced the management team with the appointments of a Chief Financial Officer and a Chief Scientific & Development Officer Conducted a comprehensive strategic review with financial advisors Critically evaluated our portfolio of assets to ensure confidence in our forward plan Completed merger and business integration with Legacy Opus Augmented the Board with three new highly qualified directors | Completed significant financing as validation of our strategy and assets from leading biotech institutional investors Announced first patient enrollment in LCA5 Phase 1/2 clinical trial Met with FDA in March 2025 to discuss the potential regulatory path for OPGx-LCA5, including the design of a potential registrational study Amended our bylaws to expand shareholder rights and enhance our corporate governance practices |
| 13 | | Investor Presentation April 2025 |

Why Did We Change the Strategy?

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- Opus' predecessor company Ocuphire which was co-founded and led by Mina Sooch faced a crossroads in 2023 when a lead asset (APX3330) failed to meet primary endpoints in Phase 2
 - The Board explored financing alternatives for APX3330 but found extremely limited interest from potential investors
 - Accordingly, Ocuphire wound down manufacturing, pre-clinical and clinical development of APX3330 by late 2024
- The Company had fully out-licensed its other lead program, Ryzumvi, leaving it with only limited, indirect influence over further development and commercialization activities that will determine its future value as a financial asset of the Company
- Ms. Sooch was leading the Company as the sole executive, which resulted in ineffective management and hindered clinical development
 - As Ms. Sooch stated in her April 19, 2023 letter to the Board, she "[took] on the responsibilities of CFO/COO/CBO/CMO" and struggled to manage a schedule of "back to back meetings most days with no 15 or 30 min break between to check emails/make calls/or foodbreak"
 - In evaluating the failed APX3330 ZETA-1 trial, analysis found that ~20% of the patient images produced were missing or uninterpretable, while the
 interpretable clinical data for the primary endpoint demonstrated a lack of efficacy
- In April 2023, the Board terminated Ms. Sooch as CEO of Ocuphire and, in November 2023, following a comprehensive executive search process, appointed Dr. George Magrath, M.D., M.B.A., M.S., a board-certified ophthalmologist with extensive clinical, business and financial experience, to lead the Company through a strategic transition
 - Dr. Magrath was hired, in part, to effect change in Ocuphire's culture and create a more collaborative, multidisciplinary, team-focused approach
 to developing new drugs, in contrast to Ms. Sooch's approach in which decision-making and management were concentrated in the hands of the CEO
- To reposition the Company for success, Ocuphire's Board directed Dr. Magrath to build out and strengthen Ocuphire's executive team, evaluate the failure of ZETA-1 and the viability of the APX3330 program and develop a strategy to either proceed with APX3330's development or identify an alternative approach to creating stockholder value

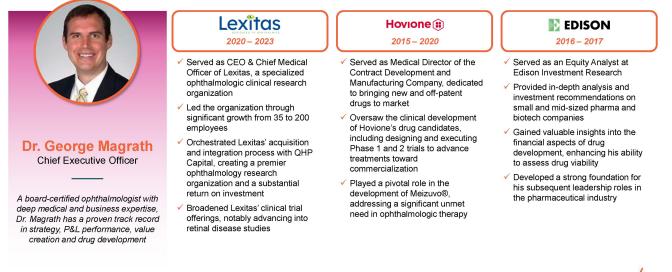


We Took Action to Maximize Shareholder Value

| Initiative | Achievements | | | | |
|---|--|--|--|--|--|
| Appointed a new highly qualified CEO to lead Opus' next chapter | ✓ Appointed Dr. George Magrath as new CEO to lead execution of refreshed strategic plan | | | | |
| 2 Conducted a comprehensive review and developed a new strategy | Engaged an independent consulting firm to assist in the identification and evaluation of potential assets Evaluated more than 50 potential assets and conducted deeper diligence on five companies Concluded review with Opus merger and began executing strategic plan to maximize gene therapy assets | | | | |
| 3 Augmented the executive leadership team with critical skills | Expanded executive team with appointments of CFO, COO, CSDO to support operational effectiveness Bolstered scientific expertise with the addition of Dr. Jean Bennett as Scientific Advisor | | | | |
| 4 Executed a strategic financing transaction | Completed public offering in March 2025 for proceeds of approximately \$20 million¹ and concurrent private placement of \$1.5 million, with up to \$21.4 million in additional proceeds pending the release of clinical data Secured participation by experienced institutional biotech investors, including Perceptive Advisors and Nantahala Capital, demonstrating confidence in Opus' new management team and strategy | | | | |
| 15 1. Before deducting underwriting discounts and commissions and off | fering expenses payable by the Company. Investor Presentation April 2025 | | | | |



1 We Appointed a Highly Qualified New CEO to Lead Opus' Next Chapter



16 Source: Company 8-K filed 11/01/23, Company websites, LinkedIn.



2 We Conducted a Comprehensive Review of Our Strategy and Portfolio

- From February 2024 to June 2024, our leadership team worked with leading retinologists and other industry experts to analyze the ZETA-1 dataset on a patient-by-patient basis to better understand the viability of, and commercial opportunity for, APX3330
- This initiative generated, and included review of, **thousands of pages of ancillary data analyses**, including qualitative imaging reviews, quantitative imaging analysis, and statistical analyses, which the Company shared with the investment and physician community
- Based on this analysis and the investment and physician community's tempered reception of the clinical data package and the new pre-clinical data, Ocuphire's leadership team determined that the signal for APX3330 in diabetic eye disease was modest
- Based on feedback received, Ocuphire's leadership team further determined that the Company's lack of intellectual property rights
 with respect to active moiety within the chemical structure, lack of robust pre-clinical data on APX3330, and lack of clinical signal for
 APX3330 likely limited external interest in the asset

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2 We Identified An Ideal Collection of Assets At Opus Genetics

- At the Board's instruction, Ocuphire engaged an independent consulting firm to assist in the identification and evaluation of potential assets
- We thoroughly evaluated more than 50 potential assets and conducted scientific diligence on five companies
- Through an active BD process, we identified Opus Genetics' LCA5 program, a clinical-stage gene therapy company for IRDs, as a
 particularly attractive asset due to its scientific merit, efficient timelines, significant positive signal in humans and potential
 market value
- Opus Genetics was seeded by leading research organizations and institutional biotech investors, Foundation Fighting Blindness (FFB) and Retinal Degenerative Fund (RD Fund), which continue to support Opus with their wealth of scientific and capital resources
- FFB's alignment with Opus' mission is so strong that the former CEO at both the FFB and the RD Fund joined Legacy Opus in July 2022 to help advance its programs to develop treatments for rare retinal diseases
- In addition, the Company gained the scientific advisory expertise of Dr. Jean Bennett, a highly regarded ocular gene therapist who
 had successfully developed and commercialized the first gene therapy ever approved for an inherited disease
- · Opus is now positioned for success with a highly experienced leadership team and a robust pipeline of promising assets

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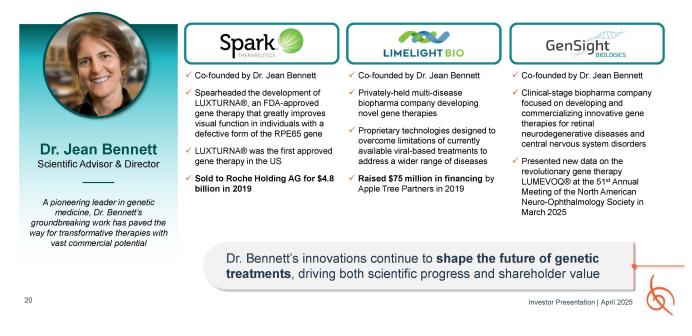


We Augmented Our Executive Leadership Team with Critical Skills



- Mina Sooch, Letter to the Ocuphire Pharma Board of Directors, April 19, 2023

³ Jean Bennett, M.D., Ph.D., Brings World-Class Expertise in Gene Therapy Development and Commercialization



We Executed a Strategic Financing Transaction

 In March 2025, we announced the pricing of an underwritten March 21, 2025 public offering and concurrent private placement OPUS **Opus Genetics Announces Pricing of** Public offering generated gross proceeds of approximately Public Offering and Concurrent Private Placement with Proceeds of Over \$20 \$20 million¹ Million Private placement generated gross proceeds of Additional approximately \$21 million tied to data release for the Company's BEST1 program approximately \$1.5 million, with up to \$21.4 million in RESEARCH TRIANGLE PARK, N.C., additional proceeds Public offering was led by Perceptive Advisors and Nantahala Capital Participation by major institutional shareholders Opus intends to use the net proceeds to fund clinical development of its lead gene therapy programs, OPGx-LCA5 and OPGx-BEST1, as well as for general demonstrates validation of our science and confidence in our strategy and management team corporate purposes and working capital." Opus CEO Dr. George Magrath and Chairman Cam Gallagher both participated in the concurrent private mprised of 21,052,631 shares of co The public offering is offering price of \$0.95. The v an initial exercise price of \$0. date and may be called by th Company's OPGx-BESTI DL average price of our common and the trading average daily day. varrants to purch placement, strengthening alignment with shareholders Net proceeds will (among other things) support the continued development of our leading programs, LCA5 and BEST1, as we advance them towards key milestones Before deducting underwriting discounts and commissions and offering expenses payable by the Company. Investor Presentation | April 2025 21 1.



We Have Advanced Our Pipeline and Expect Milestone Achievements in 2025

| Gene Target | LCA5 | BEST1 | Rho | RHD12 | NMNAT1 | MerTK | CNGB1 |
|---|--|---|---|--|--|--|--|
| Prevalence ¹ | 200 | 9,000 | 5,600 | 1,100 | 800 | 600 | 400 |
| Price Range ² | \$1M-\$2.5M | \$1M-\$2M | \$1M-\$2M | \$1M-\$2M | \$1M-\$2.5M | \$1M-\$2.5M | \$1M-\$2.5M |
| Market Potential | \$200M-\$500M | \$9B-\$18B | \$5.6B-\$11.2B | \$1.1B-\$2.2B | \$800M-\$2.0B | \$600M-\$1.5B | \$400M-\$1.0B |
| Potential Priority Review Voucher ³ | \checkmark | | | \checkmark | \checkmark | \checkmark | \checkmark |
| Program Status | Clinical proof of concept established First pediatric patient in Ph 1/2 trial enrolled in Q1 2025 First data readout expected in Q3 2025 | First patient dosing in Ph 1b/2a clinical study expected in 2H 2025 | IND enabling studies | IND enabling studies | IND enabling studies | IND enabling studies | IND enabling studies in process BESPOKE gene therapy grant expected to pay for Ph 1/2 trial |
| Insights Group (T 20 2. Price range is an | on Stone et. Al. Ophthalmology. 2017 Septemble 1G) market research conducted 2023 wIRD trea estimate for both eyes based on current gene th essional renewal of Rare Pediatric Disease Priori | ters and Payers, Prevalence i erapy pricing. | 1016/j.ophtha.2017.04.008. s compilation of studies. | Rates multiplied by US popul | ation 330M & Triangle | Investor Presentation | n April 2025 |

Analysts Have Expressed Support for Our Portfolio and Positioning





We see this acquisition [of Legacy Opus] as a **positive step in further expanding into the ophthalmology and retinal** space, with the addition of new gene therapies enhancing "OCUP's" existing pipeline...We are reiterating our Buy rating²



Source: H.C. Wainwright & Co. Research Note, November 13, 2024.
 Source: Alliance Global Partners Research Note, October 30, 2024.



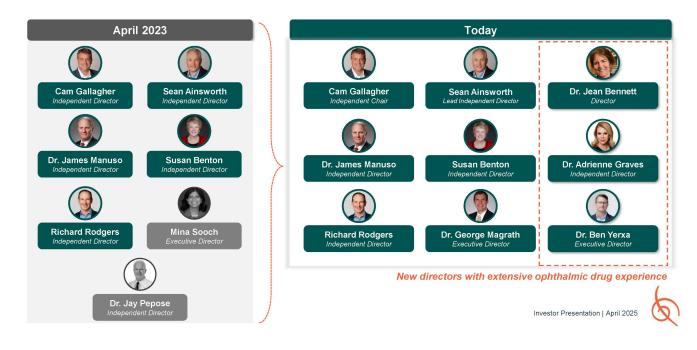
SECTION III We Have a Highly Qualified Board and Leadership Team to Execute Our Strategy



Fully Integrated Leadership Team with Decades of Expertise and Successful Track Records of Development and Commercialization



We Have Substantially Strengthened Our Board of Directors



We Have a Highly Experienced and Engaged Board



Our New Directors Added Valuable Skills and Experience



Dr. Jean Bennett Director Since Oct. 2024

- Renowned co-founder and leader of gene therapy companies with extensive biotechnology M&A and IPO experience
- Over 32 years of gene therapy research experience, with 24 patents and more than 175 peer-reviewed publications, including her pioneering work on gene therapy delivery of RPE65, which was foundational to the approval of Luxturna®
- Current F.M. Kirby Emeritus Professor of Ophthalmology at Perelman School of Medicine at the University of Pennsylvania (2004 – present)
- Co-founder of Spark Therapeutics (sold to Roche for \$4.8 billion), Limelight Bio and GenSight Biologics S.A.
- Other Public Company Directorships: REGENXBIO Inc. (2021-present)





Dr. Adrienne Graves Independent Director Since Oct. 2024

- Globally recognized leader in ophthalmology with extensive experience in biotechnology, pharmaceuticals and medical devices
- Established track record of leading and advising ophthalmic companies through major transactions, including the sale of IVERIC bio to Astellas Pharma for \$5.9 billion
- Former President and CEO of Santen Pharmaceutical Co., Ltd., SVP of Worldwide Clinical Development and Director of International Ophthalmology at Alcon Laboratories, Inc.
- Co-founder of Glaucoma 360
- Honors include the Visionary Award, Catalyst Award, and features on The Ophthalmologist Power List in 2021 & 2023
- Other Public Company Directorships: Harrow (2024-present), Ocular Therapeutix (2023-present), Greenblock TMS Inc. (2018-2023), IVERIC bio (2018-2023), Oxurion NV (2018-2023), Nicox S.A. (2014-2024), Akorn Inc. (2012-2018), TearLab Corporation (2005-2018)

Alcon HARROW Worldwide IVERIC



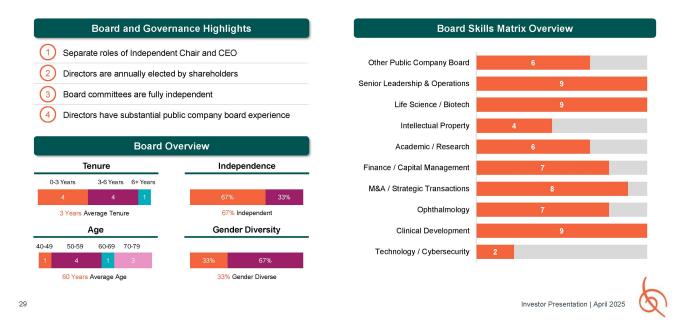
Dr. Ben Yerxa Director Since Oct. 2024

- President of Opus Genetics and former CEO of Legacy Opus
- Seasoned biotechnology industry executive with more than 30 years of experience in drug development and translating promising research discoveries into clinical milestones and treatments
- Expert in venture philanthropy and biotech investment, having established and led the Retinal Degeneration Fund while also serving as CEO of the Foundation Fighting Blindness
- Former CEO of Retinal Degeneration Fund, CEO of Foundation Fighting Blindness, Co-founder and CSO at Envisia Therapeutics and at Liquidia Technologies
- Held numerous senior development roles, including at Clearside Biomedical, Parion Sciences and Inspire Pharmaceuticals
- Other Public Company Directorships: Clearside Biomedical (2022-present)



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Our Board Is Committed to High Standards of Corporate Governance



Our Board Has the Right Skills to Oversee Our Strategy





Our Corporate Governance Supports Effective Oversight



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Diverse, Experienced and Independent Board

- Directors have deep executive-level experience in biotechnology and ophthalmology, intellectual property, M&A and strategic transactions, clinical development and finance
- Independent Chair and fully independent Board committees enhance the Board's oversight
- Three of nine directors are women, and six of nine directors are independent
- Balanced mix of tenures facilitates constructive dialogue in the boardroom
- Use of executive sessions facilitates open discussion among independent directors



Accountability to Shareholders

- Annual election of all directors promotes accountability to shareholders
- ✓ Simple majority vote requirements to amend charter and bylaws facilitates shareholder influence over governing documents
- Removal of directors without cause by simple majority ensures accountability
- Rights to call special meetings and act by written consent allow shareholders to act off-season

Alignment with Shareholders

- Significant stock purchases and ownership by directors gives them "skin in the game"
- Anti-hedging policy for all employees and directors
- Annual shareholder vote on executive compensation practices
- Proactive, ongoing engagement to solicit shareholder feedback



We Have Enhanced Our Corporate Governance Framework and Expanded Shareholders' Rights

| | Opus Before Recent Amendments | Opus Today |
|---|----------------------------------|------------------------------------|
| Annually Elected Board of Directors | | \checkmark |
| Independent Chair and Separate CEO | | |
| Simple Majority to Remove Directors | X | |
| Shareholder Ability to Call Special Meetings | X | |
| Shareholder Ability to Act by Written Consent | | |
| Simple Majority to Amend Bylaws | X | |
| Equal Voting Rights for All Shareholders | | |
| 2 | | Investor Presentation April 2025 |

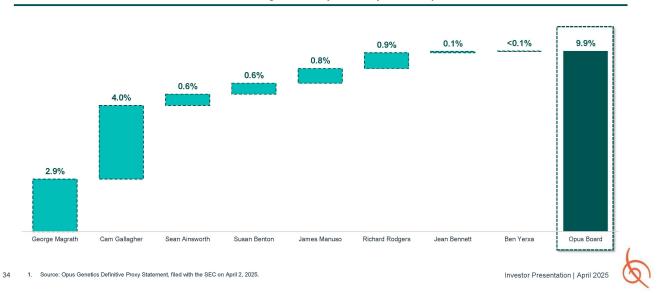
Our Executive Compensation Is Aligned with Performance

| Compensation Philosophy | Our compensation program is designed to attract, motivate, develop, reward and retain our management team while enforcing proper incentives for achieving financial goals and creating sustainable value We aim to provide a market-competitive compensation opportunity that is predominantly performance-based We reward executives for achieving superior financial performance and creating shareholder value |
|--|---|
| Management Development and Compensation Committee Process | The Compensation Committee, which met five times in 2024, works closely with its independent compensation consultant to assess pay and performance matters We regularly review and update our executive compensation program to ensure alignment with our objectives |
| Response to Shareholder Feedback | We are committed to ongoing engagement with our shareholders; these engagement efforts take place each year through meetings, phone calls, and correspondence involving our senior management and, when appropriate, directors We consider and incorporate shareholder feedback as we evaluate potential adjustments to future executive compensation plans |
| | |

33 Source: Opus Genetics Definitive Proxy Statement, filed with the SEC on April 2, 2025; Company documents.



Our Board's Interests Are Strongly Aligned with Those of Opus' Shareholders



% of Common Shares Outstanding Beneficially Owned by Current Opus Board Members¹

SECTION IV Mina Sooch's Claims Are Misleading



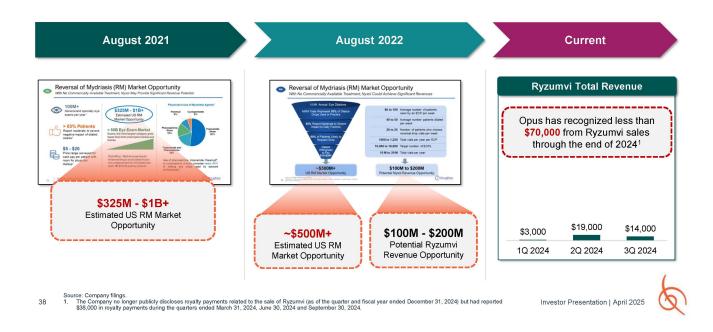
Ms. Sooch's Ideas Are Not Feasible and Unlikely to Create Value

| Торіс | Ms. Sooch's Idea | Opus' Response |
|------------------------|---|--|
| 4042220 | Seek partnerships or alternative financing | The Board is open to partnerships, but determined in its strategic review that the capital required to further develop APX3330 and the time required to obtain additional data are substantial, which will likely limit the universe of interested parties |
| APX3330 | Explore other indications beyond ophthalmology | Opus does not broadly hold the rights for indications outside the scope of ophthalmology Rights to the most likely non-ophthalmic indication are already licensed to another developer |
| Ryzumvi | Conserve cash and focus on realizing commercial potential | Opus has out-licensed the asset and does not have the ability to take back rights, leaving it with limited, indirect influence over further development and commercialization activities We have not received material Ryzumvi royalties to date, and the Ryzumvi franchise faces potential generic competition |
| | Pursue global licensing agreements aggressively | Opus has already out-licensed rights for phentolamine franchise worldwide to the same commercial partner, with the exception of South Korea |
| Gene Therapy Assets | Explore partnerships and risk-sharing collaborations | To date, pre-clinical data from our gene therapy asset portfolio has been compelling, and we expect such assets will require manageable capital to drive value inflection through generation of clinical data These assets are expected to require a small commercial footprint to market |

Ms. Sooch's Claims Regarding Ryzumvi and APX3330 Are Misleading

| Purported Advantage According to Ms. Sooch | Ms. Sooch's Claim | Opus' Response |
|---|--|--|
| | Ryzumvi is already FDA-approved with two more Phase 3 trials for large chronic indications underway | Viatris holds the exclusive global license for Ryzumvi commercialization Two indications are still in Phase 3 trials, with the clinical results unknown |
| Later-stage or FDA-approved | APX3330 completed Phase 2 trials across multiple diseases | APX3330 did not meet its primary endpoint in its last Phase 2 trial Additional trials based on the plan agreed upon with the FDA would require significant expenditures of capital over several years to reach data |
| Multiple Indications | Ryzumvi is positioned for three major markets (presbyopia, night vision disturbances and mydriasis) | Opus' partner is executing a strategy to address these indications, and the Company does not exercise significant influence over that strategy |
| Extensive Human Data | Both assets have substantial clinical data demonstrating safety and efficacy in hundreds of patients | APX3330 failed to achieve its primary endpoint in a Phase 2 trial; Ryzumvi has been out-licensed |
| Small-molecule, Cost- effective Therapies | Both assets can be efficiently produced, distributed and priced for access, in contrast with gene therapies | Commercial value is commensurate with the benefit brought to patients; IRD value will likely reflect transformational benefit similar to that seen in patients treated with other gene therapies to date |
| Strong IP Protection | Both assets have existing and new composition of matter, with APX salt patent protection extending into the 2040s, ensuring long-term commercial exclusivity | APX3330 lacks core composition of matter protection, limiting its value to partners Ryzumvi faces potential generic competition, with an ANDA having been filed in February 2025 to challenge its patent protection |
| Large Market Opportunity | Each asset addresses multi-billion-dollar markets | Ms. Sooch has consistently overstated and adjusted her view on the market potential for Ryzumvi We believe Opus' current strategy addresses attractive commercial opportunities in rare inherited retinal disease treatment |
| | | Investor Presentation April 2025 |

We Believe Ms. Sooch Has Overestimated the Potential Revenue of Ryzumvi



Despite Ms. Sooch's Purported Confidence in the Value of Ryzumvi and APX3330, She Rejected Our Offer to Acquire Those Assets

- Ms. Sooch has repeatedly stated her belief that Ryzumvi and APX3330 are the highest potential assets in Opus' portfolio
 - As Ocuphire CEO, Ms. Sooch led the Company to enter into a global license agreement with Viatris for the co-development and commercialization of Ryzumvi
 - Ocuphire received \$35 million upfront and, upon commercialization, is eligible to receive tiered double-digit royalties on global net sales through 2040
 and additional consideration for milestone achievements
 - Opus has recognized less than \$70,000 from Ryzumvi sales through the end of 2024
- On February 24, 2025, the Opus Board delivered a proposal under which Ms. Sooch could acquire all or part of the Ryzumvi asset, but Ms. Sooch rejected that proposal
- On March 11, 2025, Opus presented a term sheet outlining a proposal under which Ms. Sooch would acquire 100% of APX3330 and Ryzumvi rights (other than the two remaining approval milestone payments) for \$15 million; Ms. Sooch rejected the proposal and conveyed disinterest in any further negotiation that included her acquisition of the assets
- If Ms. Sooch were truly confident in the value she ascribes to Ryzumvi, we believe she would have been motivated to acquire the Ryzumvi and APX3330 assets

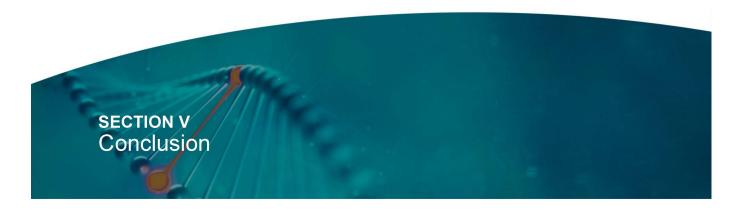
"The opportunity in retina has multi-billion dollar potential."

- Mina Sooch, Ocuphire Press Release, August 12, 2022

"I've had multiple interactions with doctors in the diabetic retinopathy space. There are no milestones in the next two years I am not capable of executing on. The ship I built is solid."

- Mina Sooch, Eyewire+ Article, April 21, 2023







Shareholders Should Support Opus' Board, New Assets and Strategy



Our Board Has Positioned Opus to Optimize Value

- The Board undertook a comprehensive review after the failed Phase 2 trial of APX3330, resulting in new leadership, new assets, a strengthened Board and new equity capital
- The new lead assets are promising and have attracted some of the world's leading biotech investors and experts on retinal degeneration
- The Company expects to have sufficient cash resources to advance its clinical programs; if successful in trials, the Company's assets could create substantial value for shareholders

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Our New Assets and Strategy Represent the Best Opportunity for Value Creation

- We acquired the promising IRD gene therapy programs underpinning our new strategy in an all-stock merger with Opus Genetics in October 2024
- The merger consideration included the issuance of convertible Preferred Stock to the former stockholders of pre-merger Opus, with the shareholder vote on conversion of the Preferred Stock to Common Stock at the 2025 Annual Meeting
- Under the terms of the merger agreement, we are obligated to seek shareholder approval for the conversion every four months until approval is obtained
- Approval of Proposal No. 4 will prevent unnecessary use of Opus' cash resources to pay quarterly dividends on the Preferred Stock beginning later this year, if the conversion is not approved at this Annual Meeting



Opus Genetics Urges Shareholders to Support the Board's Nominees

Shareholders should vote "FOR" ALL NINE of the Board's Nominees on the BLUE proxy card and

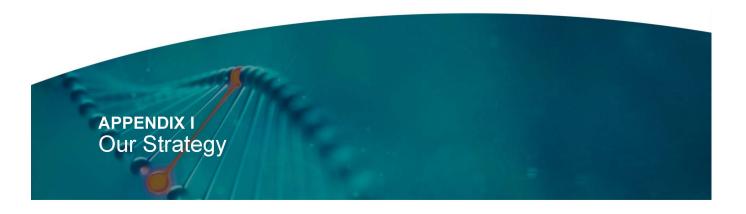
"FOR" all other proposals at the Annual Meeting, including "FOR" the Preferred Stock Conversion (Proposal No. 4)



If you have any questions or need additional copies of the proxy materials, please call:

Banks and Brokerage Firms: +1 (203) 658-9400 Shareholders and All Others: +1 (800) 662-5200 Email: ird@info.sodali.com





Our Strategy to Maximize Value for Shareholders

Building a robust, IRD-focused gene therapy pipeline

- · Stacked pipeline of gene therapies for several unaddressed inherited retinal diseases (IRDs) to balance risk across programs
- Favorable competitive landscape

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Multiple potential Priority Review Voucher opportunities

Partnering with patient networks and advocacy organizations

- · Significant relationships with key patient advocacy groups
- · Strategic partnerships to access global IRD patient registries

Focusing on small-scale, high-quality production

- · Strategic partners committed to small, high-quality gene therapy vectors at GMP grade
- · Dedicated production lines tailored for low- and relatively high- prevalence IRDs (100s to 1000s of patients) to support 1-2 INDs/year

Establishing repeatable scientific, clinical, and regulatory processes

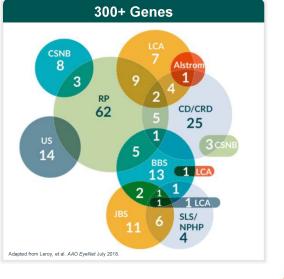
- Establishing strong partnerships, and leveraging synergies and learnings between programs
 - Collaboration with clinical and academic research centers of excellence, including thought leaders in gene therapy
 - Access to high-quality pre-clinical research to supplement internal discovery efforts
 - Disease indications are related, with knowledge and established technology that can be transferred to new programs
- Platform harmonization across programs to streamline clinical, manufacturing, and regulatory processes

44 GMP, Good Manufacturing Practices; IND, investigational new drug; IRD, inherited retinal disease.



There are Limited Treatment Options for Inherited Retinal Diseases (IRDs) Despite Key Advances in Gene Therapy

- Over 300 genes are known to cause IRDs, which severely affect vision in more than 180,000 people in the United States^{1,2}
- Almost all IRDs lack treatment to halt progression and rescue vision²
- Luxturna[®] is the only FDA-approved IRD gene therapy and targets the RPE65 gene mutation²



Luxturna[®] is a registered trademark of Spark Therapeutics, Inc. FDA, Food and Drug Administration; IRD, inherited retinal disease; RPE65, retinal pigment epithelium-specific 65 kDa protein. 45 1. Retinal Information Network: RetNet data. Accessed December 19, 2024. https://retnet.org. 2. Gong J. et al. *Clin Ophthalmol.* 2021;15:2855-2866.



Valuable Gene Therapies Have Robust Commercial Potential

| \$3,500,000 \$3,000,000 \$2,500,000 \$2,000,000 \$1,500,000 \$1,000,000 \$500,000 \$0,0000 \$0,0000 \$0,0000 \$0,000 \$0,0000 | \$850,000 | \$2,254,412 | \$2,800,000 | \$3,000,000 | \$3,200,000 |
|--|---|---|---|---|--|
| Product | Luxturna®* | Zolgensma® | Zynteglo™ | Skysona™ | Elevidys™ |
| Indication | Biallelic <i>RPE65</i> Mutation- Associated Retinal Dystrophy | <2 years old with Spinal muscular atrophy (SMA) | β-thalassemia patients who require regular red blood cell transfusions | 4-17-year-olds with Cerebral Adrenoleukodystrophy (CALD) | Ambulatory 4-5-year-olds with Duchenne Muscular Dystrophy (DMD) |
| Technology Type | AAV vector-based | AAV vector-based | Autologous hematopoietic stem cell-based | Autologous hematopoietic stem cell-based | AAV vector-based |
| Dosing Regimen | 1.5 x 10 ¹¹ vg per eye, on separate days, but no fewer than 6 days apart | 1.1 × 10 ¹⁴ vg per kg of body weight, IV over 60 minutes | 5.0 × 10 ⁶ CD34+ cells per kg of body weight, each bag via IV in <30 minutes | 5.0 × 10 ⁶ CD34+ cells per kg of body weight minimum single dose | 1.33 ×10 ¹⁴ vg per kg of body weight, IV over 1-2 hours (<10mL/kg/hr) |
| ROA | Subretinal | Intravenous | Intravenous | Intravenous | Intravenous |
| Approval Date | December 2017 | May 2019 | August 2022 | September 2022 | June 2023 |
| Patent Expiry | June 2025 | December 2029 | December 2029 | December 2032 | N/A |

*WAC for dosing both eyes; half for single eye. AAV, adeno-associated virus; IV, intravenous; RPE, retinal pigment epithelium; ROA, route of administration; WAC, wholesaler acquisition cost. Luxtura® is a registered trademark of Spark Therapeutics, Inc.; Zolgensma® is a registered trademark of Novartis Gene Therapies, Inc.; Zynteglo™ is a trademark of bluebird bio, Inc.; Skysona™ is a trademark of bluebird bio, Inc.; Elevidys™ is a trademark of Sarpat Therapeutics, Inc. Sources: Company websites.

Approved gene therapies are a **one-time** treatment for the lifetime of the patient

We Have a Strong IRD Pipeline with Multiple Near-Term Value Inflection Points

| Lead Candidates | U.S. Prevalence | Pre-clinical | IND-enabling | Phase 1/2 | Phase 2/3 | RPDD / ODD from FDA | Status |
|---|--|---|--|---|---|------------------------|--|
| OPGx-LCA5 LCA | ~200 patients ^{1,2} | | | | | Granted | Ph 1/2 pediatric data expected in 2025 |
| OPGx-BEST1 Bestrophinopathies | ~9,000 patients ^{1,2} | | | | | Eligible | • Ph 1/2 data expected by Q1 2026 |
| Future IRD Program | s | | | | | | |
| OPGx-RHO adRP | ~5,600 patients ² | | | | | Eligible | IND-enabling studies |
| OPGx-RDH12 LCA | ~1,100 patients ^{1,2} | | | | | Eligible | NHP GLP toxicology study |
| OPGx-MERTK RP | ~600 patients ¹ | | | | | Eligible | |
| OPGx-NMNAT1 LCA | ~800 patients ¹ | | | | | Eligible | |
| OPGx-CNGB1 RP | ~400 patients ¹ | | | | | Granted | |
| HPP, autosomal dominant retinitis pign ractices; IND, Investigational New Dru imate; NMNAT1, nicotinamide monon gmentosa; RPDD, Rare Pediatric Dise Stone et al. Ophthalmology. 2017;12-2 | g; IRD, inherited retinal disease; LCA ucleotide adenylyltransferase 1; ODI ase Designation. | , Leber congenital amai), Orphan Drug Designa | urosis; MERTK, MER prot tion; RDH12, retinol dehy | o-oncogene tyrosine kin drogenase 12; RHO, rho | ase; NHP, nonhuman dopsin; RP, retinitis | | nvestor Presentation April 2025 |





| DIRECTOR | CURRENT & PAST AFFILIATIONS | EXPERIENCE |
|--|--------------------------------|---|
| DIRECTOR With the second seco | | More than 31 years of experience in the life sciences and biotech industries with expertise in corporate development, finance, marketing and business development Seasoned institutional investor in early-stage life sciences companies and engaged advisor to portfolio companies scaling operations and navigating transformative transactions Current CEO and President of Alessa Therapeutics (2024 – present) Founder and Managing Director of Nerveda LLC (2007 – present) Co-founder and President of Zentalis Pharmaceuticals (2014 – 2024) Chief Business Officer of Immusoft Corporation (2019 – 2022) Chief Business Officer of jCyte Inc. (2019 – 2020) Chief Business Officer of RetroSense Therapeutics (2014 – 2016) Senior Director: promoted to Vice President Marketing at Versus Pharma (2004 – 2007) |
| | | Other Public Company Directorships: Zentalis Pharmaceuticals (2014 – 2024), Sorrento Therapeutics (2012 – 2014) |

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| DIRECTOR | CURRENT & PAST AFFILIATIONS | EXPERIENCE |
|---|---|--|
| Sean Ainsworth Lead Independent Director since 2020 | Conversion | Seasoned advisor of biotech companies with extensive experience in IP strategy, licensing and corporate development Track record of founding, scaling and leading biotech companies through various transactions, including M&A and strategic partnerships Current CEO and Chair of Immusoft Corporation (2018 – present) Current Chair and Co-founder of Ray Therapeutics (2021 – present) Executive Director, Clinical Development of Allergan plc (2016 – 2017) Founder, CEO and Chair of RetroSense Therapeutics (2009 – 2016) CEO of GenVivo (2007 – 2008) Co-founder of Compendia BioScience (2006) Principal of Ainsworth BioConsulting (2004 – 2012) Corporate Development Consultant at Mattson Jack Group (2001 – 2004) |

Investor Presentation | April 2025

| DIRECTOR | CURRENT & PAST AFFILIATIONS | EXPERIENCE |
|---------------------------|-----------------------------------|---|
| | | Experienced life sciences executive with a strong background in ophthalmology, clinical research and pharmaceuticals |
| | | Recognized for innovation, holding two granted patents and authoring over 25 peer-reviewed articles in biotechnology and ophthalmology |
| | | Proven track record of leading and scaling biotech clinical research companies, including as CEO of Lexitas, where he grew the Company from 35 to over 200 employees and oversaw its acquisition by QHP Capital |
| Dr. George Magrath | | Current CEO of Opus Genetics (2023 – present) |
| CEO & Director since 2023 | The Foundation Fighting Blindness | Chief Medical Officer and CEO of Lexitas Pharmaceutical Services (2020 – 2023) |
| | | Medical Director at Hovione Pharmaceuticals (2017 – 2020) |
| | EDISON | Equity Analyst at Edison Investment Research (2016 – 2017) |
| | | Board-certified Ophthalmologist with Fellowship Training in Ocular Oncology (2016-present) |
| | Hovione | Other Private Company Boards & Nonprofits: Implicit Bioscience (2022 – 2023), Line 6 Biotechnology (2022 – 2023), Lexitas Pharmaceutical Services (2021 – 2023), NanoRetinal (2024 – Present), Voxeleron (2024 – Present) |
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| DIRECTOR | CURRENT & PAST AFFILIATIONS | EXPERIENCE |
|---------------------------------|--------------------------------|--|
| | FIGHTING | Seasoned biotechnology industry executive with more than 30 years of experience in drug development and translating promising research discoveries into clinical milestones and treatments |
| | envisia | Expert in venture philanthropy and biotech investment, having established and led the Retinal Degeneration Fund while also serving as CEO of the Foundation Fighting Blindness |
| | THERAPEUTICS | Holds 60 U.S. patents and is the inventor of DIQUAS[™], an innovative dry eye treatment approved in Japan |
| | 🗢 t tau statta | Current President of Opus Genetics (2024 – present) |
| Dr. Benjamin Yerxa | 🜍 Liquidia | CEO of Legacy Opus (2022 – 2024) |
| President & Director Since 2024 | | CEO of Retinal Degeneration Fund (2018 – 2022) |
| | | CEO of Foundation Fighting Blindness (2017 – 2022) |
| | | Co-founder and Chief Scientific Officer of Envisia Therapeutics (2013 – 2017) |
| | A PARION | Chief Scientific Officer of Liquidia Technologies (2012 – 2015) |
| | SCIENCES | Vice President of R&D at Clearside Biomedical (2011 – 2012) |
| | | Vice President of Product Development at Parion Sciences (2010 – 2011) |
| | INSPIRE 🥔 | Chief of R&D at Inspire Pharmaceuticals (2008 – 2010) |
| | - | Other Public Company Directorships: Clearside Biomedical (2022 – present) |
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| 2 | | Investor Presentation April 2025 |

| | DIRECTOR | CURRENT & PAST AFFILIATIONS | EXPERIENCE |
|--|---|--------------------------------|---|
| | | School of Medicine | Renowned co-founder and leader of gene therapy companies with extensive biotechnology M&A and IPO experience |
| | | LIMELIGHT BIO | Over 30 years of gene therapy research experience, with 24 patents and more than 175 peer-reviewed publications, including her pioneering work on gene therapy delivery of RPE65, which was foundational to the approval of Luxturna® |
| | | | Current F.M. Kirby Emeritus Professor of Ophthalmology at Perelman School of Medicine at the University of Pennsylvania (2024 – present) |
| | Dr. Jean Bennett Independent Director since 2024 | Spark 🥟 | Co-founder of Limelight Bio (2017 – 2020) |
| | | | Director at the Center for Advanced Retinal and Ocular Therapies at the University of Pennsylvania (2014 – present) |
| | | GenSight BIOLOGICS | Co-founder of Spark Therapeutics (2013 – present) |
| | | | Co-founder of GenSight Biologics S.A. (2012 – 2024) |
| | ଜ୍ୟ | | Investigator at the Center for Cellular and Molecular Therapeutics at The Children's Hospital of Philadelphia (2005 – present) |
| | | of Philadelphia | Other Public Company Directorships: REGENXBIO Inc. (2021 – present) |
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| DIRECTOR | CURRENT & PAST AFFILIATIONS | EXPERIENCE |
|---------------------------------|--------------------------------|---|
| | O Théa | Seasoned professional with respect to capital raising, business development and complex transactions, including structuring and executing co-promotes, asset acquisitions and take-privates |
| | | Extensive experience driving strategic growth initiatives and ophthalmological pipeline expansion in senior leadership positions at several major biotechnology companies |
| | Shire | Current private consultant to ophthalmic start-up companies (2024 – present) |
| | | President of Thea Pharma Inc. (2019 – 2024) |
| Susan Benton | | Head of Global Product Strategy & New Ophthalmic Products at Shire Inc. (2017 – 2019) |
| independent Director Since 2020 | BAUSCH+LOMB | Head of Business Development (Ophthalmology) at Shire Inc. (2015 – 2017) |
| | SIRION Therapeutics | Executive Director of Global Business Development at Bausch + Lomb (2011 – 2013) |
| | | Co-founder and CCO of Sirion Therapeutics (2004 – 2010) |
| | | VP of Professional and Consumer Sales at LifeScan, owned by J&J (2001 – 2004) |
| | | Head of Diversified Products and VP of Professional Sales at Bausch + Lomb (1995 – 2001) |
| | | Biological Products Specialist and Senior Manager at Sanofi Pasteur (1987 – 1995) |
| | a Johnson Johnson company | Other Public Company Directorships: Tarsius Pharma Ltd. (2019 – present), Ripple Therapeutics Corporation (2022 – 2024) |
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| DIRECTOR | CURRENT & PAST AFFILIATIONS | EXPERIENCE |
|---|--------------------------------|---|
| Dr. Adrienne Graves Independent Director Since 2024 | | Globally recognized leader in ophthalmology with extensive experience in biotechnology, pharmaceuticals and medical devices, and honors including the Visionary Award, Catalyst Award, and features on The Ophthalmologist Power List in 2021 & 2023 Established track record of leading and advising ophthalmic companies through major transactions, including the sale of IVERIC bio to Astellas Pharma for \$5.9 billion President and CEO of Santen Pharmaceutical Co., Ltd. (2002 – 2010) SVP of Worldwide Clinical Development at Santen Pharmaceutical Co., Ltd. (1995 – 2002) Director of International Ophthalmology at Alcon Laboratories (1986 – 1995) Co-founder of Glaucoma 360 (2010 – present) Other Public Company Directorships: Harrow (2024 – present), Ocular Therapeutix (2023 – present), Greenbrook TMS (2018 – 2023), IVERIC bio (2018 – 2023), Oxurion NV (2018 – 2023), Nicox S.A. (2014 – 2024), Akom Inc. (2012 – 2018), TearLab Corporation (2005 – 2018) |



CURRENT & PAST AFFILIATIONS DIRECTOR EXPERIENCE Recognized industry expert with over 25 years of experience in the biopharmaceutical industry in finance, TuHURA business development, mergers & acquisitions and executive management Proven track record of leading and scaling companies, including as CEO of Astex Pharmaceuticals, where . he oversaw multiple domestic and international acquisitions before leading its sale to Otsuka Pharmaceutical Co. RespireRx Ct Accomplished author and innovator holding a pharmaceutical patent through his work at RespireRX and publishing over 30 articles, chapters and books on biotechnology and pharmaceutical sciences Otsuka James Manuso . Founder and current Managing Member of Laurelside LLC (2018 – present) Independent Director Since 2020 Current CEO and Chair of Talfinium Investments (2015 - present) astex . President, CEO and Vice Chair of RespireRX Pharmaceuticals (2015 - 2018) • Senior M&A Advisor at Otsuka Pharmaceutical Co. (2013 - 2013) \times HCW CEO and Chair of Astex Pharmaceuticals (2011 – 2013) Vice Chair and Head of M&A at H.C. Wainwright & Co. (2013) Other Public Company Directorships: TuHura Biosciences (2019 – present), RespireRX Pharmaceuticals (2015 – 2018), Novelos Therapeutics (2008 – 2011), Merrion Pharmaceuticals (2006 – 2008), Astex Pharmaceuticals (2002 – 2013), Inflazyme Pharmaceuticals (2002 – 2005) merrign

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