



EXERCISE OF WARRANTS OF SERIES TO2

Exercise period: 10 June – 21 June 2024



IMPORTANT INFORMATION

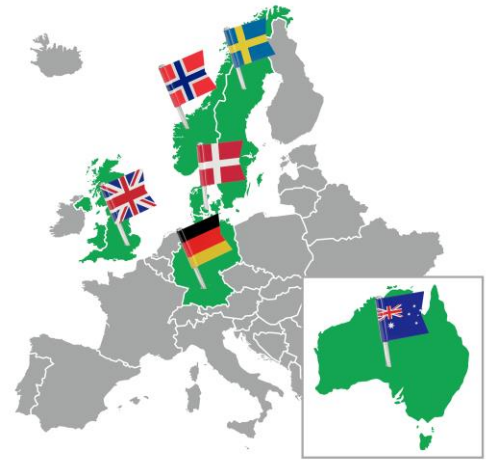
All investments in securities are associated with risk-taking. The company presentation of StenoCare ("The Company") contains descriptions of potential risks associated with the operations of The Company. Before an investment decision can be made, this information should be carefully read.

In case of any discrepancies between the wording of this investment brochure and the official company announcement made via Nasdaq First North Growth Market Denmark on 7 June 2024, the wording of the company announcement shall prevail



About Stenocare

Stenocare is a Danish pharmaceutical company founded in 2017. Already the following year, Stenocare became the first Danish company to obtain permits to cultivate, import, and handle medical cannabis oils in the Danish pilot Programme. Simultaneously, Stenocare is the first Danish company to have obtained approval for medical oil-based cannabis products for the Danish pilot Programme. Today, Stenocare operates in Denmark, Sweden, Norway, Germany, the UK, and Australia.



Medical cannabis is legalised for patient treatment in 22 European countries in various forms. Some countries are fully legalised (e.g., Germany, UK), some have a Pilot Programme (e.g., Denmark, France)– while others have not begun the legalisation process (e.g., Sweden, Norway).

More countries are expected to fully legalise in the coming years. They also represent an interesting patient group, as Stenocare expect they will value receiving treatment from a doctor with pharmaceutical-produced products controlled by the health authorities. This provides an opportunity to grow sales throuht expansion into new markets.

Stenocare has a strong track record to have prescription-based medical cannabis product approved by the Medicine Agencies. Across their 6 markets, they have 13 product products for sale – that are controlled by local Medicine Agencies.

Stenocare is investing in research and development of the next generation products with patent protection (ie the new Astrum brand), that will put the company in a unique competitive position. The Astrum products is expected to improve the treatment effect for patients with higher uptake in the blood, improved uniformity of uptake across patients, and reduce time to maximum uptake The product will launch in 2024.

Expected milestones in 2024/2025

2024

Record of 15 MDKK (gross sales):

- Successful launch of new, approved products adding to growth in 2024.
- The new Astrum brand: Launch the next generation medical cannabis oil products with patent protection, that offers better effect for patients and position Stenocare as the only supplier of this new and innovative oil technology.
- Stenocare expand sales with Astrum products in Australia, a high growth market
- Entry into a new country with the Astrum products

Q4 2024

Break-even:

- Stenocare's approval to sell THC/CBD oil in Denmark reinforces its exclusive market position.
- Stenocare anticipates doubling sales in 2024 and achieving break-even by year-end, with the full product line playing a pivotal role in this forecast.
- Legislation passed in Germany, opening a long-term important market.

2025

Grow market share & strengthening balance sheet, aiming to be debt-free

- Scaling existing markets with the strong product portfolio to grow gross sales
- Expand into 1-2 new markets with growth potential
- Scale Danish cultivation facility to full capacity and export flower to strategic partners

Strategy, scale-up

Strong growth paving the way for break-even

Stenocare’s recent performance reflects its trajectory for commercial expansion and financial stability, achieving revenue growth of 62% during the first quarter 2024. This growth was mainly driven by sales in their Danish home market.

Stenocare’s scale-up phase is further underscored by the new product introductions and approvals, such as the THC/CBD Oil in Denmark and Australia, signaling continued growth potential. In 2024 the new and innovative Astrum product will reach the market and put the company in a leadership role.

Germany’s positive regulatory changes, while not establishing a commercial market, offer promising prospects for medical cannabis accessibility. This is expected to significantly impact the country’s thriving medical cannabis market by increasing doctor prescriptions and reducing patient hurdles to begin treatment.

Solid financial position

Stenocare strengthened their financial position through a refinancing agreement which reduced the total debt by 2.8 mDKK as well as successfully raising 7.8 mDKK in equity through the TO1 warrant exercise, positioning themselves well for anticipated break-even by year-end 2024.



Strategy

Since 2017, Stenocare has led by securing approvals and pioneering medical cannabis oil products for the Danish Pilot-Programme. Evolving to STENOCARE 2.0, its strategy leverages their regulatory assets for new market entries, global distribution, supply chain assets for pharma-grade production and supply, and product development partnerships for innovative formulations.



USE OF FUNDS



Approximately 33% of net proceeds will be allocated towards working capital for financial stability ahead of break-even. Given Stenocare's evolution into an international company and their expanding commercial endeavors, including response to the changing landscape of medical cannabis legislation across various countries, the Stenocare team requires financial flexibility to navigate this and to secure growth.



Approximately 67% of net proceeds will be used to strengthen the balance sheet by amortising short term debt. Although debt can be beneficial to a company's business, the inability to repay can pose a risk. Therefore, by repaying debt, the company can strengthen its financial position and capital structure, which makes it more attractive to investors and can foster new opportunities for growth.

Terms & History

Unit Rights Issue in May/June 2023

Stenocare offered a 30% discount upon exercise of TO2 Warrants during the unit rights issue in June 2023 – with a max and min price. Despite favorable company developments, the share price declined during H2 2023, nearing the minimum warrant exercise price.

Terms: Every one (1) held TO2 warrant gives the holder (owner) the right to subscribe for one (1) new share in Stenocare at a price corresponding to 30% discount to the 10-day volume weighted average price, which was announced 7 June 2024.



Change of terms

To honor shareholder promises and maximize warrant proceeds, Stenocare removed exercise price limits for TO2 warrants in November 2023.

Maximum Subscription	
Price	3.16 DKK
Gross proceeds	5.4 mDKK
Transaction costs	0.5 mDKK
Net proceeds	4.9 mDKK

Trading in TO2 Warrants

TO2 warrants are tradable, meaning that it is possible to buy more TO2 warrants and/or to sell TO2 warrants in the market.

Buying TO2 warrants allows an investor to get the right to exercise and buy new Stenocare shares at a 30% during the trading window from June 10 to June 21.

The ISIN code for the TO2 warrants is DK0062493615 and can be bought or sold using your depot bank. Links for Avanza and Nordnet are listed below.

Note: TO2 Warrants not exercised or sold on June 19, will be void from June 22.

Subscribe for shares at a discount

Investors interested in purchasing the new shares will technically “subscribe” using their TO2 Warrants.

The owners of TO2 Warrants can subscribe for the new shares at the discounted price of DKK 3.16 each.

To subscribe, the TO2 Warrant owners must submit a subscription form to their deposit bank (where the TO2 warrants are held).

The ISIN code for the TO2 Warrant is ISIN DK0062493615 (ticker STENO TO 2) and deadline for subscription is 21 June, 5.00 PM (check with your bank if it has a sooner deadline).



[Click here](#) to trade TO2 on Avanza



[Click here](#) to trade TO2 on Nordnet

Get in touch with us, we are here to help



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CEO has the word

Stenocare was founded to enhance patients' quality of life. Medical cannabis is gaining recognition for its therapeutic benefits in chronic pain, multiple sclerosis spasms, epilepsy, and chemotherapy side effects. As an early player in Europe's medical cannabis sector, our focus revolves around four key initiatives.

Developing our product pipeline is key to position Stenocare as a serious supplier of products for doctor's treatment and ultimately this will drive our sales. We are collecting feedback from doctors to qualify product candidates, and then we engage with the medicine agencies to have the product approved for sales. This work includes aligning quality standards and production methods with the regulatory requirements from the medicine agencies in local markets. We have 13 prescription-based products approved for sales, and we have an ambition to revolutionize the industry with our innovative Astrum oil product in the very near future.

Securing our supply chain is important to scale with the demand in each market. Some markets are young and grow slowly – while others are growing faster. We need to manage the entire supply chain from cultivation to patient in markets with complex regulatory procedures. We have built solid knowledge for this in very different markets like Denmark, Germany and Australia. Our strategy is to have access to supply capacity that align and scale with our needs. Therefore, our own cultivation facility will be important for producing and exporting medical cannabis flower to our partners.

Growing our reach to patients is the prerequisite to grow sales. There is a need to make it easier for patients to find a skilled doctor, that is able to offer treatment with medical cannabis. In some markets access to doctors can both be expensive and geographically challenging. Therefore, we are working with local partners and doctors to improve accessibility for patients. We have developed our own IT-platform that doctors can use to operate Online Clinics to reach more patients. We are also partnering with other Online Clinics to improve reach to patients and thereby drive sales of our products.

Expanding number of prescribers of medical cannabis is vital to facilitate patients access to treatment and to grow sales. We provide training, consulting, and materials to help doctors enhance their skills. Our medical advisor collaborates with key opinion leaders to recruit and educate prescribers, expanding patient access to treatment.



Important dates

- **Last day of trading in TO2 warrants:** 19 June 2024 (5 PM)
- **Exercise period for TO2 warrants:** 10 June (9 AM) to 21 June 2024 (5 PM).
- **Trading in new shares:** Expected to take place during week 27, 2024.
- **Important information:** Each warrant holder is encouraged to check the deadline of their custodian bank for final day of exercise, as it may vary depending on which bank the warrants are held in.