



\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the terms of a Share Exchange Agreement, dated as of February 23, 2021, by and among the Issuer, SmartKem Inc. (f/k/a SmartKem Limited) ("SmartKem"), and the former shareholders of SmartKem, on February 23, 2021, all of the equity interests in SmartKem, except certain "deferred shares," exchanged for shares of Issuer's (1) common stock, with SmartKem continuing as the Issuer's wholly owned subsidiary (the "Exchange"). As a condition to the Exchange, pursuant to the terms of a stock cancellation agreement, the reporting person voluntarily surrendered and canceled 50,000 shares of the Issuer's common stock prior to the consummation of the Exchange. The reporting person resigned as a director and officer of the Issuer upon consummation of the Exchange.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.