PRIVATE PLACEMENT MEMORANDUM

PROCESSA PHARMACEUTICALS, INC.

7380 COCA COLA DRIVE, SUITE 106, HANOVER, MARYLAND

Minimum Offering $2,500,000
Maximum Offering $8,000,000

Units of Common Stock and Warrants
(Purchase Price per Unit: $2.27)

We are Processa Pharmaceuticals, Inc., a clinical development stage Delaware corporation ("PCSA," "the Company," "we" or "us") engaged in the business of developing therapeutic products to improve survival and/or quality of life for patients who have a high unmet medical need. This offering (this "Offering") is a private placement of shares of common stock of the Company, par value $0.0001 per share (the "Shares" or "Common Stock"), and warrants to purchase Shares (the "Warrants").

We are offering up to 3,524,229 Shares and Warrants to purchase Shares in this Offering. Each Warrant may be exercised to purchase one (1) Share at an exercise price equal to 120% of the Purchase Price. The Shares and Warrants will be sold in units. Each unit will be sold at a price of $2.27 per unit (the "Offering Price") and will consist of one (1) Share and one (1) Warrant. The Shares and Warrants will be issued separately but can only be purchased together in this Offering. Units will not be issued or certificated.

We are offering a minimum of 1,101,322 Shares and Warrants to purchase Shares at an aggregate minimum offering price of $2,500,000 (the "Minimum Offering") and up to a maximum of 3,524,229 Shares and Warrants at an aggregate maximum offering price of $8,000,000 (the "Maximum Offering"). See "Plan of Distribution." We may not sell fractional units in this Offering. We have engaged Boustead Securities, LLC (the "Placement Agent") as our exclusive agent to assist in selling the units. This Offering is being conducted only through this Private Placement Memorandum, as it may be amended or supplemented from time to time, including all annexes and exhibits hereto, if any (this "Memorandum"). Affiliates and related parties of the Placement Agent and/or our Company may purchase units in this Offering and any purchases by them may be counted in determining whether the Minimum Offering amount has been reached.

This Offering is being conducted on a "reasonable efforts, all or none" basis as to the Minimum Offering and a "reasonable efforts" basis for all amounts in excess of the Minimum Offering. If we are unable to sell the Minimum Offering prior to the close of business on May 21, 2018, we will return all funds to subscribers without deduction or interest. We will file a registration statement on Form S-1 or other appropriate form in our sole discretion (the "Registration Statement") to register the Shares purchased pursuant to this Offering and the Shares issuable upon exercise of the Warrants (the "Registrable Securities") under the Securities Act of 1933, as amended (the "Securities Act") within thirty days after the later of: (a) the filing of our Form 10-K for the year ended December 31, 2017 with the U.S. Securities and Exchange Commission (the "SEC") or (b) (the "Registration Filing Date") and will use commercially reasonable efforts to ensure that registration of the Registerable Securities becomes effective as soon as practical after the Registration Filing Date and thereafter to keep the Registration Statement effective until the due date for the Company's next Form 10-K.

	Purchase Price	Placement Agent Fee[1]	Proceeds to Company[2]
Price for one unit	$2.27	$0.136	$2.134
Minimum Offering	$2,500,000	$150,000	$2,350,000
Maximum Offering	$8,000,000	$480,000	$7,520,000

(1) The Placement Agent is entitled to additional non-cash compensation in the form of Warrants. See "Plan of Distribution."
(2) Before deducting legal and other offering expenses payable by us. See "Use of Proceeds" and "Plan of Distribution."

Investing in our Shares is speculative and involves a high degree of risk. You should not invest in our Shares unless you are in a position to lose the entire amount of your investment. See "Risk Factors." Our Shares trade in the OTC Pink Marketplace under the symbol "PCSA". Although the last reported trade for our Shares on January 26, 2018 was $4.10, very little public trading of our Shares occur and no assurance can be given that more robust trading will develop immediately after this Offering.

Neither the Securities and Exchange Commission nor any state securities authority has approved or disapproved of the units or the underlying Securities, passed on the completeness or accuracy of this Memorandum or the merits of this Offering. Any representation to the contrary is a criminal offense.

BOUSTEAD SECURITIES, LLC

The date of this Memorandum is January 29, 2018

EXPLANATORY NOTES

This Memorandum is intended to furnish information solely to investors regarding a possible investment in our Common Stock and contains summaries of certain provisions of the documents relating to our Common Stock. Such summaries are not complete and are subject to, and qualified in their entirety by, reference to the texts of the original documents.

This Offering is made solely to investors who qualify as "accredited investors," as defined in Regulation D promulgated under the Securities Act, in a private placement exempt from registration under the Securities Act and applicable state securities laws. We will not sell units in this Offering to any person who does not demonstrate compliance with the requirements described in this Memorandum. See "Terms of this Offering."

The Company is making this Offering exclusively through the Placement Agent. If you wish to purchase units in this Offering, you must submit to the Placement Agent one executed signature page to the Term Sheet which accompanied this Memorandum. You will then receive the Securities Purchase Agreement and a Subscription Agreement which is attached to the Securities Purchase Agreement. You will then need to execute those documents and return along with the required payment.

The units will be offered through February 21, 2018 (the "Initial Offering Period"), which period may be extended by PCSA and the Placement Agent, in their mutual discretion, to a date not later than May 21, 2018 (any such additional period, together the Initial Offering Period, shall be referred to as the "Offering Period"). All funds sent to PCSA by offerees to purchase the units will be deposited into a non-interest-bearing escrow account (the "Escrow Account"), maintained at and by Fintech Clearing LLC (the "Escrow Agent"). Once the Escrow Account contains at least the Minimum Offering contributions of $2,500,000 and other conditions to closing are satisfied, PCSA and the Placement Agent may conduct an initial closing with respect to such contributions (the "Initial Closing"). After the Initial Closing, PCSA and the Placement Agent may mutually agree to continue the Offering until the earlier of (i) the Maximum Offering being reached, or (ii) the expiration of the Offering Period. Subsequent closings may take place on an intermittent basis, as deemed practical by PCSA and the Placement Agent. We may, however, terminate this Offering at any time without prior notice.

Any investment in the Company involves a high degree of financial risk. Before participating in this Offering, you should carefully read this entire Memorandum and our public filings with the SEC and consider all of the risk factors relating to this Offering and the Company. In addition, you should consult your own counsel, accountants and other professional advisors (the "Authorized Representatives") as to legal, tax, accounting and other related matters concerning your investment in the Common Stock and its suitability for you. This Offering is intended only for persons or entities who can afford to lose all of their investment.

We are offering the units in a private placement in reliance upon exemptions from the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Shares, the Warrants and the Shares underlying the Warrants (together, the "Securities") that we sell in this Offering will be restricted securities under the Securities Act and, therefore, subject to restrictions on resale. You may not transfer the Securities, except in a transaction (i) registered under the Securities Act and applicable state securities laws or (ii) exempt from the Securities Act and applicable state securities registration requirements and upon your obtaining a legal opinion, reasonably acceptable to us, that your transfer is exempt from such registration. Each statement or certificate representing shares of a security will bear a legend evidencing this restriction. See "Restrictions on the Transfer of Securities."

We have not authorized anyone (other than the individuals to whom inquiries are specifically directed as set forth below) to provide any information about us or this Offering other than the information contained in this Memorandum and, if provided, you should not rely on any such information as having been authorized by us. The information contained herein, including any representations concerning the Company or the Offering, is correct as of the date of this Memorandum, and the delivery and use of this Memorandum at any time after such date does not imply, and should not be construed to mean, that such information is correct at such later date. We disclaim any intention or, subject to applicable law, obligation to update any of the information contained in this Memorandum.

Prior to any purchase of the units, you and your Authorized Representatives may ask questions concerning the terms and conditions of this Offering and our business, and to obtain additional information to the extent that we possess such information or can acquire it without unreasonable effort or expense. If you desire any additional information concerning our Company, **please contact Patrick Lin, our Chief Business and Strategy Officer, at (925) 402-4275, or if you have any questions involving the subscription procedures relating to this Offering, please contact Peter Conley, Boustead Securities, LLC, at (310) 383-7874.**

We have prepared this Memorandum solely for use in connection with this Offering. This Memorandum is personal to each offeree and does not constitute an offer to any other person, or to the public generally, to purchase units. This Memorandum and the information contained herein are our property. You must keep this Memorandum confidential and may not make or provide a copy of this Memorandum to anyone other than your Authorized Representatives, and then only for the purpose of advising you in connection with this Offering. By your acceptance of this Memorandum, you hereby acknowledge and agree to the foregoing restrictions.

The information contained in this Memorandum has been prepared to assist interested parties in making their own evaluation of PCSA and does not purport to contain all the information that a prospective investor may require. The information in this Memorandum is for background purposes only and is subject to change. In all cases interested parties should conduct their own investigation, analysis and evaluation of PCSA and the data set forth in this Memorandum. The information in this Memorandum has not been independently verified and was provided by PCSA and other sources deemed by such parties to be reliable. Neither legal counsel to PCSA nor legal counsel to the Placement Agent or their respective affiliates is acting as legal counsel for any potential investor and such persons are advised to retain and consult with their own legal counsel. Counsel for the Company and for the Placement Agent expressly disclaim any representation respecting any information concerning PCSA's future operating results that are included in this Memorandum.

We may reject any subscription for units, in whole or in part, in any order and for any or no reason, in our sole discretion. In the event that this Offering is over-subscribed, we may reduce (or reject) the subscriptions based on each investor's pro rata participation in this Offering or in any other manner that we together with the Placement Agent may determine.

NOTICE TO RESIDENTS OF ALL STATES

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF OUR COMPANY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. NO FEDERAL OR STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY HAS RECOMMENDED THESE SECURITIES, NOR HAVE ANY OF THE FOREGOING PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. FURTHERMORE, NONE OF THE FOREGOING AUTHORITIES HAS CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND MAY NOT BE TRANSFERRED OR RESOLD UNLESS REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") AND APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO AN EXEMPTION THEREFROM. INVESTORS SHOULD BE ABLE TO BEAR INDEFINITELY THE RISKS OF THEIR INVESTMENT AND TO WITHSTAND A TOTAL LOSS OF THEIR INVESTMENT.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OR THE LAWS OF ANY FOREIGN JURISDICTION AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS. THE SECURITIES WILL BE OFFERED AND SOLD UNDER THE EXEMPTION PROVIDED BY SECTION 4(A)(2) OF THE SECURITIES ACT AND RULE 506 OF REGULATION D PROMULGATED THEREUNDER AND OTHER EXEMPTIONS OF SIMILAR IMPORT IN THE LAWS OF THE STATES AND OTHER JURISDICTIONS WHERE THE OFFERING WILL BE MADE. AS SUCH, EACH PURCHASER OF THE INTERESTS OFFERED HEREBY MUST BE AN "ACCREDITED INVESTOR" WITHIN THE MEANING OF REGULATION D PROMULGATED UNDER THE SECURITIES ACT.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR OTHER JURISDICTION TO ANY PERSON OR ENTITY TO WHICH IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN SUCH STATE OR JURISDICTION. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM.

SPECIAL NOTICE TO FOREIGN INVESTORS

IF YOU LIVE OUTSIDE THE UNITED STATES, IT IS YOUR RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY PURCHASE OF OUR SECURITIES, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Memorandum contains "forward-looking statements," which include information relating to future events, future financial performance, financial projections, strategies, expectations, competitive environment and regulation. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," and similar expressions, as well as statements in future tense, identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and may not be accurate indications of when such performance or results will be achieved. Forward-looking statements are based on information we have when those statements are made or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Please see "Risk Factors" for additional risks which could adversely impact our business and financial performance.

Moreover, new risks regularly emerge, and it is not possible for our management to predict or articulate all risks we face, nor can we assess the impact of all risks on our business or the extent to which any risk, or combination of risks, may cause actual results to differ from those contained in any forward-looking statements. All forward-looking statements included in this Memorandum are based on information available to us on the date of this Memorandum. Except to the extent required by applicable laws or rules, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained above and throughout this Memorandum.

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BUSINESS SUMMARY

This summary highlights certain information regarding the Company, including its history, its business objectives, and management team. This summary does not contain all of the information that you should consider before purchasing the units. The words "Processa," "PCSA," "us," "we," the "Company" and any variants thereof used in this Memorandum refer to Processa Pharmaceuticals, Inc. ***You should read this entire Memorandum carefully, including the information under the heading "Risk Factors," before investing in the units.***

Overview

Processa Pharmaceuticals, Inc. is an emerging pharmaceutical company focused on the clinical development of drug products that are intended to improve the survival and/or quality of life for patients who have a high unmet medical need. Within this group of pharmaceutical products, we currently are developing one product for two indications (i.e., the use of a drug to treat a particular disease) and searching for additional products for our portfolio.

The Company was founded in August 2015 as Promet Therapeutics, LLC ("Promet"), a then privately-owned biotechnology company organized as a Delaware limited liability company. In October 2017 substantially all of Promet's assets and operations were purchased by Heatwurx, Inc. ("Heatwurx"), a Delaware corporation engaged in the business of asphalt repair, whose securities were traded on the OTC market in exchange for almost 90% of Heatwurx' common stock. The aforementioned acquisition resulted in the transformation of Heatwurx into a biotechnology company, since renamed Processa Pharmaceuticals, Inc. (OTC: PCSA), with the Promet management team assuming leadership roles within the Company and all Promet employees moving to Processa. The Company is headquartered in Hanover, Maryland.

Part of the business strategy for Processa is:

(i) to identify drugs that have potential efficacy in patients with an unmet medical need, as demonstrated by some clinical evidence, even if it be anecdotal, such that the patient's survival and/or quality of life might improve,

(ii) to identify drug products that have been developed or approved for other indications but can be repurposed to treat those patients who have an unmet medical need, and

(iii) to identify drugs that can be quickly developed within 2-4 years to completion of a pivotal study for the submission of a new drug application ("NDA") to the U.S. Food and Drug Administration ("FDA") or to license the drug to a potential strategic partner just prior to a more expensive and time consuming pivotal study.

Processa's lead product, PCS499, had previously been investigated for a different indication in Phase 2 studies before we obtained an option to license PCS499 from CoNCERT Pharmaceuticals, with the licensing option to be exercised in January 2018. Based on the diverse pharmacological activity of PCS499, the Processa team has defined a strategy to develop this product in two indications where physicians and patients seek significant medical help. PCS499 will be investigated for the treatment of two conditions that occur as a result of multiple pathophysiological changes, necrobiosis lipoidica and the adverse effects associated with radiation therapy in the treatment of head and neck cancer. Besides the diverse pharmacological properties of PCS499 targeting many of the physiological changes that occur for these two indications, an analog drug with similar pharmacology, presently approved for a different indication, has been successfully used in some patients for the treatment of these indications but cannot be used in many patients because it has dose limiting side effects, not allowing for higher doses to be administered to obtain adequate efficacy. The PCS499 dose limiting side effects appear to occur at a much higher dose based on the existing clinical and pre-clinical data for PCS499, allowing physicians to potentially increase the dose to effectively treat significantly more patients with these two conditions. These two indications do not have any FDA-approved treatments, have the potential to seriously affect a patient's day-to-day quality of life and have projected maximum annual gross sales of $750 million to $2 Billion worldwide. Our team had a successful pre-IND (Investigating New Drug) meeting with the FDA on necrobiosis lipoidica in October 2017, defining the next steps to move PCS499 into Phase 2 studies and the path to eventual approval.

To advance its mission, Processa has assembled an experienced, talented management and product development team. The Processa Team is experienced in developing drug products through all principal regulatory tiers from Initial New Drug ("IND") enabling studies to NDA submission. The Company's combined scientific, development and regulatory experience has resulted in more than 30 drug approvals by the FDA, over 100 meetings with FDA and involvement with more than 50 drug development programs, including drug products targeted to patients who have an unmet medical need. Most recently members of this team worked with Dr. David Young, a founder and the current CEO of Processa, at Questcor Pharmaceuticals, Inc. ("Questcor") where Dr. Young negotiated with the FDA the Acthar sNDA Infantile Spasms plan, executed on the plan, and received approval for this ultra-rare disease in October 2010 with 19 indications on the label. Dr. Young's efforts as a member of the Questcor Board and the Chief Scientific Officer helped to transform Questcor from a $15 million company in 2007 to a $5.6 billion company in 2014, when it was acquired by Mallinckrodt Pharmaceuticals.

In parallel the Processa team is looking to acquire additional drug candidates to help patients who have an unmet medical need. Processa has evaluated over 50 potential assets for acquisition and is presently performing due diligence on a cancer drug and a drug used for a cardiovascular condition that has no approved treatment with both drugs expected to have potential maximum annual gross sales over $500,000,000.

Research and Development, Product Manufacturing, and Clinical Supplies

We have no in-house laboratory, drug manufacturing, product manufacturing, or clinical facilities. We rely on third-party contract labs, animal facilities, clinical facilities, and drug manufacturers to make the material used to support the development of our product candidates and to execute the actual studies. However, the study designs and the final evaluation/interpretation of the data are made by Processa with the third-party contractors providing the hands-on services to perform the studies.

Customers and Distribution

As the Company is still in the process of developing its products, we do not currently sell or distribute pharmaceutical products.

Legal Proceedings

We are not currently, nor have we been in the past, party to any material legal proceedings.

Competition

At the present time the treatments used for Necrobiosis Lipoidica and the adverse effects associated with radiation treatment in head and neck cancer are products not approved for use in these two indications. These products have been reported to work in some patients while in most patients their quality of life does not appear to be significantly improved or they are unable to tolerate the side effects of the treatments. In addition, we do not know of any product being developed by a biotech or pharmaceutical company to treat these conditions.

Intellectual Property

We intend to continue to seek appropriate patent protection for product candidates in our research and development programs where applicable and their uses by filing patent applications in the United States and other selected countries. We intend for these patent applications to cover, where possible, claims for composition of matter, medical uses, processes for preparation and formulations.

We also rely on trade secrets, proprietary know-how and continuing innovation to develop and maintain our competitive position, especially when we do not believe that patent protection is appropriate or can be obtained. We seek protection of these trade secrets, proprietary know-how and any continuing innovation, in part, through confidentiality and proprietary information agreements.

Asset Acquisitions by Licensing Agreements or Company Acquisitions

Promet Therapeutics, LLC and CoNCERT Pharmaceuticals Inc. entered into an exclusive option and license agreement for the CTP-499 compound (the "Agreement") in October 2017. This Option and License Agreement is being changed so that Promet can exercise the option in January 2018 and assign the asset to Processa as permitted under the Agreement. CoNCERT will now receive 1) $8 million of equivalent equity of Processa, that is currently held by Promet, at the present market price of the stock, 2) 15% of any sublicense revenue until $8 million is raised, and 3) for a period of time a 4-10% royalty per year depending on the maximum net sales each year. Previously, the option to exercise was dependent on us raising not less than $8 million in equity. We have also evaluated over 50 potential assets for acquisition and are presently performing due diligence on a cancer drug and a drug used for a cardiovascular condition that has no approved treatment. If one or both of these assets are a good fit for our portfolio, we will try to acquire the asset through in-licensing or acquisition of the Company as long as the acquisition makes good business sense.

Employees

As of December 31, 2017, we have 13 employees. None of our employees is subject to a collective bargaining agreement or represented by a labor or trade union, and we believe that our relations with our employees are generally positive. We may hire additional employees depending on the results of our licensing of PCS499 and any acquisition of other drug candidates.

Principal Offices and Website

Our principal offices are located at 7380 Coca Cola Drive, Suite 106, Hanover, Maryland 21076. In October 2016, we leased approximately 6,500 square feet of office space in Hanover, Maryland. The term of the lease is three years. The rent for the remaining months of the lease term is approximately $7,195 per month. There are no options to extend the lease term. Total rent expense was $50,997 and $0 for the years ended December 31, 2016 and 2015, respectively.

Our web address is www.processapharma.com. However, information contained in or accessible through our web site is not, and should not be deemed to be, part of this Memorandum. For additional information about our business, financial condition and operations, see our public filings with the SEC.

SUMMARY OF THIS OFFERING

The following is a summary of material terms of the units to be sold in this Offering. Additional information regarding the Shares and Warrants comprising the units is set forth in "Description of the Our Capital Stock."

Issuer:	Processa Pharmaceuticals, Inc., a Delaware corporation
Placement Agent:	Boustead Securities, LLC has been engaged as our exclusive placement agent in connection with this Offering (the "Placement Agent"). For a description of compensation payable to the Placement Agent, please see "Plan of Distribution."
Offering Size:	Minimum Offering of units consisting of 1,101,322 Shares and Warrants ($2,500,000). Maximum Offering of units consisting of 3,524,229 Shares and Warrants ($8,000,000).
Securities Offered:	Units consisting of Common Stock, par value $0.0001 per share, of the Company (the "Shares") and warrants (the "Warrants") to purchase Shares (the "Warrant Shares"). Each unit will represent one (1) Share and one (1) Warrant. Units will not be issued or certificated. Shares and Warrants will be issued separately but can only be purchased together in this Offering.
Offering Price:	$2.27 per unit.
Warrants:	The Company will grant Warrants to investors on a 1:1 basis. The Warrants will have an exercise price equal to 120% of the Purchase Price. The Warrants will be exercisable six (6) months from the date of issuance. The Warrants will be callable if the closing bid price of the Shares, as reported by the OTC Markets or other trading market, if listed, is equal to 200% or more of the exercise price for twenty (20) consecutive trading days. The Warrants will expire three (3) years from the closing date of this Offering.
Offering Period	The units will be offered through February 21, 2018, which period may be extended by the Placement Agent and the Company, in their joint discretion, to a date not later than May 21, 2018 (such date, the "Termination Date"). We may hold an initial Closing at any time after subscriptions for the amount of the Minimum Offering have been received and accepted and after other conditions to closing have been satisfied.
Common Stock Outstanding Immediately Prior to this Offering:	35,272,558 shares of Common Stock.
Common Stock Outstanding After Minimum Offering:	36,373,880 shares of Common Stock (35,272,558 shares from prior to Offering, 1,101,322 shares from Offering). The shares of Common Stock outstanding exclude shares issuable upon exercise of the Warrants offered hereby.
Common Stock Outstanding After Maximum Offering:	40,110,150 shares of Common Stock (35,272,558 shares from prior to Offering, 3,524,229 shares from Offering, 1,313,363 shares from conversion of senior convertible bridge notes (the "Senior Notes")). The shares of Common Stock outstanding exclude shares issuable upon exercise of the Warrants offered hereby.
Senior (Bridge) Note Conversion:	The Senior (Bridge) Notes totaling approximately $2,580,000 with 8% annual interest will be automatically and mandatorily converted into Shares (a) provided this Offering yields gross proceeds to the Company of at least $4,000,000 or (b) no later than the one-year anniversary of the Note. If the Bridge Note has not been paid or converted prior to the one-year anniversary, the outstanding Principal Amount of the Note will be automatically converted into shares of common stock of the Company equal to the lesser of (i) $72 million pre-money valuation or (ii) any adjusted price resulting from the Company issuing any additional securities (including, but not limited to, any class of shares, preferred stock, warrants) for a lesser consideration per share. In the event the Company issues additional securities prior to December 31, 2018 for a lesser consideration per share, the Note Holder, at no additional cost, shall receive equity securities and rights to acquire additional

	securities (including, but not limited to, warrants and options) which the Note holder would have acquired had it participated in the new issuance.
Use of Proceeds:	We intend to use the net proceeds from the Offering primarily for research and development, operating expenses and general working capital. See "Use of Proceeds."
Escrow:	All subscription payments received will be held in a non-interest-bearing escrow account maintained by FinTech Clearing LLC. If the Minimum Offering amount is not closed on by the Termination Date, none of the Common Stock will be sold and all investor funds will be returned in full and without offset or interest thereon to investors.
Registration:	We will file a registration statement on Form S-1 or other appropriate form in our sole discretion to register the Shares purchased pursuant to this Offering and the Shares issuable upon the exercise of the Warrants under the Securities Act within thirty (30) days after the later of: (a) the filing of our Form 10-K for the year ended December 31, 2017 with the SEC or (b) the last Closing Date for the Offering, and will use commercially reasonable efforts to ensure that registration of the Registerable Securities becomes effective as soon as practical thereafter and to keep the Registration Statement effective until the due date for the Company's next Form 10-K. The registration expenses (exclusive of stock transfer taxes, underwriting discounts and commissions attributable to the securities being sold by the holders thereof and fees of counsel to the selling holders) will be borne by the Company.
Anti-dilution Provisions:	The Shares, but not the Warrants, will have weighted-average anti-dilution protection until the Company has issued equity securities or securities convertible into equity securities for a total of $14.0 million in cash or assets, including the proceeds from the exercise of the Warrants.
Risk Factors:	An investment in the units is extremely speculative, involves a high degree of risk and is a suitable investment only for certain investors. You should not invest in the units unless you are able to withstand a loss of your entire investment. See "Risk Factors."
Resale Restrictions:	We are making this Offering in reliance on exemptions from the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Shares and Warrants that we sell in this Offering are "restricted securities," as defined under the Securities Act, and are, therefore, subject to restriction on resale. You may not transfer these securities except in a transaction registered under the Securities Act and all applicable state securities laws or unless you obtain a legal opinion, reasonably acceptable to us, that the transfer is exempt from such registration. Each certificate evidencing the Shares and Warrants will bear a legend evidencing such restriction. See "Restrictions on the Transfer of Securities."
Insider Participation:	Our officers and directors, and entities affiliated with such individuals, and affiliates and related parties of the Placement Agent may purchase Shares in this Offering. Any purchases by our officers, directors or their affiliated entities or by affiliates and related parties of the Placement Agent may be counted in determining whether the Minimum Offering amount has been reached.
Investor Requirements:	We will sell units in this Offering only to investors who qualify as "accredited investors," as defined under the Securities Act. You will be required to make, and we will rely on, representations with respect to your status as an accredited investor and certain other matters in order to accept your purchase of units. See "Terms of this Offering."
How to Subscribe:	Please see "Terms of this Offering."

RISK FACTORS

An investment in the units is speculative and illiquid and involves a high degree of risk, including the risk of a loss of your entire investment. You should carefully consider the risks and uncertainties described in our Current Report on Form 8-K filed with the SEC on October 12, 2017, as amended on October 17, 2017, risks and uncertainties described below and the other information contained in this Memorandum before purchasing any units. These risks are not the only ones facing our Company. Additional risks and uncertainties may exist that could also adversely affect our business, operations and prospects. If any of the following risks actually materialize, our business, financial condition, prospects and/or operations could suffer. In such event, the value of your investment could decline, and you could lose all or a substantial portion of the money that you pay for the units.

Risks Related to Our Financial Position and Need for Capital

Although we are a clinical stage biopharmaceutical company, Processa, itself, has limited operating history, and no history of generating revenue.

We are a clinical stage biopharmaceutical company with a limited operating history. Processa, itself as an organization, has never had a drug approved by the FDA or any regulatory agency. The likelihood of success of our business plan must be considered in light of the challenges, substantial expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which we operate. Biopharmaceutical product development is a highly speculative undertaking, involves a substantial degree of risk, and is a capital-intensive business. If we cannot successfully execute our plan to develop our pipeline of drug(s), our business may not succeed, and your investment will be adversely affected.

From inception through September 30, 2017 we have incurred aggregate net losses in the amount of $17,452,408. Promet Therapeutics, LLC whose assets were acquired by Processa had an accumulated deficit of approximately $2.5 million incurred over about 21 months of existence. The Company will incur additional losses as we continue our research and development activities, seek regulatory approvals for our product candidates and engage in clinical trials. These losses will cause, among other things, our stockholders' equity and working capital to decrease. Any future earnings and cash flow from operations of our business are dependent on our ability to further develop our products and on revenues and profitability from sales of products or successful joint venture relationships.

There can be no assurance that we will be able to generate sufficient product revenue to become profitable at all or on a sustained basis. Even if we generate revenues, we expect to have quarter-to-quarter fluctuations in revenues and expenses, some of which could be significant, due to research, development, clinical trial, and marketing and manufacturing expenses and activities. Following completion of the Offering, we expect to incur substantial expenses without corresponding revenues, unless and until we are able to obtain regulatory approval and successfully license or commercialize our product candidates. If our product candidates fail in clinical trials or do not gain regulatory approval, or if our products do not achieve market acceptance, we may never become profitable.

We may never be able to obtain regulatory approval for the marketing of our product candidates in any indication in the United States or internationally. As we commercialize and market products, we will need to incur expenses for product marketing and brand awareness and conduct significant research, development, testing and regulatory compliance activities that, together with general and administrative expenses, could result in substantial operating losses for the foreseeable future. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Our stock price may decline and you may lose all or a substantial part of your investment in us.

We will require additional financing to continue as a going concern.

Assuming we sell the Minimum Offering, absent additional funding, we believe that our present cash and cash equivalents will be sufficient to fund our operations only for approximately eighteen (18) months. The development of our new business model will require substantial additional capital in the future to further our development and license in additional products. We have historically relied upon private investments to fund our operations. Delays in obtaining additional funding could adversely affect our ability to move forward with additional studies or in licensing activities.

Our ability to obtain additional financing will be subject to a number of factors, including market conditions, our operating performance and investor sentiment. If we are unable to raise additional capital when required or on acceptable terms, we may have to significantly delay, scale back or discontinue the development or commercialization of one or more of our product candidates, restrict our operations or obtain funds by entering into agreements on unattractive terms, which would likely have a material adverse effect on our business, stock price and our relationships with third parties with whom we have business relationships, at least until additional

funding is obtained. If we do not have sufficient funds to continue operations, we could be required to seek bankruptcy protection or other alternatives that would likely result in our stockholders losing some or all of their investment in us.

The proceeds of this Offering will only fund our operations for a limited time and we will need to raise additional capital to support our development and commercialization efforts.

We expect our operating costs to be substantial as we incur costs related to the clinical trials for our product candidates and that we will operate at a loss for the foreseeable future. We believe that the net proceeds we receive from the Minimum Offering along with our present cash will be sufficient to fund our operations for approximately 18 months from the date of the first closing of this Offering. We will need substantial additional capital to fund the clinical development program for our product candidates, as well as in-licensing additional development assets.

We do not have any prospective arrangements or credit facilities as a source of future funds, and there can be no assurance that we will be able to raise sufficient additional capital on acceptable terms, or at all. We may seek additional capital through a combination of private and public equity offerings, debt financings and strategic collaborations. If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders could be significantly diluted, and these newly issued securities may have rights, preferences or privileges senior to those of existing stockholders. Debt financing, if obtained, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, could increase our expenses and require that our assets secure such debt. Moreover, any debt we incur must be repaid regardless of our operating results. If we choose to pursue additional indications and/or geographies for our product candidates, in-license additional development assets, or otherwise expand more rapidly than we presently anticipate, we may also need to raise additional capital sooner than expected.

Risks Related to Product Development, Regulatory Approval, Manufacturing and Commercialization

The exercising of our exclusive option to license PCS499 (known as CTP-499 within CoNCERT) from CoNCERT Pharmaceuticals may not occur in January 2018 or may not occur at all, either of which would adversely affect our operations and development of our business plan.

Our Option and License Agreement with CoNCERT Pharmaceuticals is being changed so that we can exercise the option in January 2018. CoNCERT will receive from Promet $8 million of Common Stock of the Company at its present market price per share, 15% of any sublicense revenue until $8M is raised, and for a period of time 4-10% of royalties depending on the maximum net sales. Previously, the option to exercise was dependent on us raising not less than $8 million in equity. If we are unable to finalize the new terms, we will be required to raise at least $8 million in equity which if we are unable to comply all rights to CTP-499 will remain with or revert to CoNCERT. Although we have other drugs being positioned into our pipeline, should we lose our rights to CTP 499 our planned growth and business plan could be materially and adversely affected.

We currently do not have, and may never develop, any FDA-approved, licensed or commercialized products.

Processa, itself as a company, has not yet sought to obtain any regulatory approvals for any product candidates in the United States or in any foreign market. Therefore, the processes to develop drugs in other companies may not be applicable to the Company which would prevent or delay development, regulatory approval for marketing, licensing, commercialization of a product and/or valuation of the Company.

For us to develop any products that might be licensed or commercialized, we will have to invest further time and capital in research and product development, regulatory compliance and market development. Therefore, we and our licensor(s), prospective business partners and other collaborators may never develop any products that can be licensed or commercialized. All of our development efforts will require substantial additional funding, none of which may result in any revenue.

We depend entirely on the successful development of our product candidates, which have not yet demonstrated efficacy for their target indications in clinical trials. We may never be able to demonstrate efficacy for our product candidates, thus preventing us from licensing, obtaining marketing approval by any regulatory agency, and/or commercializing our product(s).

Our product candidates are either in the early stages of clinical development or late stages of preclinical development. Significant additional research and development activity and clinical testing are required before we will have a chance to achieve a viable product for licensing or commercialization from such candidates. Our research and development efforts remain subject to all the risks associated with the development of new biopharmaceutical products and treatments. Development of the underlying technology may be affected by unanticipated technical or other problems, among other research and development issues, and the possible

insufficiency of funds needed in order to complete development of these product candidates. Safety, regulatory and efficacy issues, clinical hurdles or other challenges may result in delays and cause us to incur additional expenses that would increase our losses. If we and our collaborators cannot complete, or if we experience significant delays in developing, our potential therapeutics or products for use in potential commercial applications, particularly after incurring significant expenditures, our business may fail and investors may lose the entirety of their investment.

When we submit an Investigational New Drug ("IND") or foreign equivalent to the FDA or international regulatory authorities seeking approval to initiate clinical trials in the United States and other countries, we may not be successful in obtaining acceptance from the FDA or comparable foreign regulatory authorities to start our clinical trials. If we do not obtain such acceptance, the time in which we expect to commence clinical programs for any product candidate will be extended and such extension will increase our expenses and increase our need for additional capital. Moreover, there is no guarantee that our clinical trials will be successful or that we will continue clinical development in support of an approval from the FDA or comparable foreign regulatory authorities for any indication. We note that most drug candidates never reach the clinical development stage and even those that do commence clinical development have only a small chance of successfully completing clinical development and gaining regulatory approval. Therefore, our business currently depends entirely on the successful development, regulatory approval, and licensing or commercialization of our product candidates, which may never occur.

We must successfully complete clinical trials for our product candidates before we can apply for marketing approval. Even if we complete our clinical trials, it does not assure marketing approval. Our clinical trials may be unsuccessful, which would materially harm our business. Even if our initial clinical trials are successful, we are required to conduct additional clinical trials to establish our product candidates' safety and efficacy, before a New Drug Application ("NDA"). Clinical testing is expensive, is difficult to design and implement, can take many years to complete and is uncertain as to outcome. Success in early phases of pre-clinical and clinical trials does not ensure that later clinical trials will be successful, and interim results of a clinical trial do not necessarily predict final results. A failure of one or more of our clinical trials can occur at any stage of testing. We may experience numerous unforeseen events during, or as a result of, the clinical trial process that could delay or prevent our ability to receive regulatory approval or commercialize our product candidates. The research, testing, manufacturing, labeling, packaging, storage, approval, sale, marketing, advertising and promotion, pricing, export, import and distribution of drug products are subject to extensive regulation by the FDA and other regulatory authorities in the United States and other countries, which regulations differ from country to country.

We are not permitted to market our product candidates as prescription pharmaceutical products in the United States until we receive approval of an NDA from the FDA, or in any foreign countries until we receive the requisite approval from such countries. In the United States, the FDA generally requires the completion of clinical trials of each drug to establish its safety and efficacy and extensive pharmaceutical development to ensure its quality before an NDA is approved. Regulatory authorities in other jurisdictions impose similar requirements. Of the large number of drugs in development, only a small percentage result in the submission of an NDA to the FDA and even fewer are eventually approved for commercialization. If our development efforts for our product candidates, including regulatory approval, are not successful for their planned indications, or if adequate demand for our product candidates is not generated, our business will be materially adversely affected.

We cannot guarantee that regulators will agree with our assessment of the results of the clinical trials we intend to conduct in the future or that such trials will be successful. The FDA, EMA and other regulators have substantial discretion in the approval process and may refuse to accept any application or may decide that our data is insufficient for approval and require additional clinical trials, or pre-clinical or other studies. In addition, varying interpretations of the data obtained from pre-clinical and clinical testing could delay, limit or prevent regulatory approval of our product candidates.

Processa, itself, has no corporate history of conducting clinical trials. Our planned clinical trials or those of our collaborators may reveal significant adverse events, toxicities or other side effects not seen in our preclinical studies and may result in a safety profile that could inhibit regulatory approval or market acceptance of any of our product candidates

Our operations to date have been limited to financing and staffing the Company, conducting research and developing our core technologies, and identifying and optimizing our lead product clinical candidates. Although we have recruited a team that has experience with clinical trials in the United States and outside the United States, as a company, we have no corporate experience conducting clinical trials in any jurisdiction and have not had previous experience commercializing product candidates or submitting an investigational new drug application ("IND") or any Application to the FDA or similar submissions to initiate clinical trials or obtain marketing authorization to foreign regulatory authorities. We cannot be certain that planned clinical trials will begin or be completed on time, if at all, that our planned development programs would be acceptable to the FDA or other regulatory authorities, or that, if regulatory approval is obtained, our product candidates can be successfully commercialized. Clinical trials and commercializing our product candidates will require significant additional financial and management resources, and reliance on third-party clinical investigators, contract research

organizations ("CROs"), consultants and collaborators. Relying on third-party clinical investigators, CROs or collaborators may result in delays that are outside of our control.

Furthermore, we may not have the financial resources to continue development of, or to enter into collaborations for, a product candidate if we experience any problems or other unforeseen events that delay or prevent regulatory approval of, or our ability to commercialize, product candidates.

In order to obtain marketing approval for any of our product candidates, we must demonstrate the safety and efficacy of the product candidate for the relevant clinical indication or indications through preclinical studies and clinical trials as well as additional supporting data. If our product candidates are associated with undesirable side effects in preclinical studies or clinical trials or have characteristics that are unexpected, we may need to interrupt, delay or abandon their development or limit development to more narrow uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk-benefit perspective.

Although CoNCERT Pharmaceuticals had dosed our drug product in healthy human volunteers and diabetic nephropathy patients, we have not yet initiated any clinical trials or dosed any of our product candidates in the targeted population of patients. Preclinical studies of our product candidates have been completed, but we do not know the predictive value of these studies for our targeted population of patients, and we cannot guarantee that any positive results in preclinical studies will translate successfully to our targeted population of patients. It is not uncommon to observe results in human clinical trials that are unexpected based on preclinical testing, and many product candidates fail in clinical trials despite promising preclinical results. Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that have believed their product candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval for their products. Human patients in clinical trials may suffer significant adverse events or other side effects not observed in our preclinical studies, including, but not limited to, immunogenic responses, organ toxicities such as liver, heart or kidney or other tolerability issues or possibly even death. The observed potency and kinetics of our planned product candidates in preclinical studies may not be observed in human clinical trials. If clinical trials of our planned product candidates fail to demonstrate efficacy to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our planned product candidates which may result in complete loss of expenditures which we devote to those products.

If significant adverse events or other side effects are observed in any of our future clinical trials, we may have difficulty recruiting patients to the clinical trial, patients may drop out of our trial, or we may be required to abandon the trial or our development efforts of that product candidate altogether. We, the FDA or other applicable regulatory authorities, or an Institutional Review Board ("IRB") may suspend clinical trials of a product candidate at any time for various reasons, including a belief that subjects in such trials are being exposed to unacceptable health risks or adverse side effects. Some potential therapeutics developed in the biotechnology industry that initially showed therapeutic promise in early-stage studies have later been found to cause side effects that prevented their further development. Even if the side effects do not preclude the drug from obtaining or maintaining marketing approval, undesirable side effects may inhibit market acceptance of the approved product due to its tolerability versus other therapies. Any of these developments could materially harm our business, financial condition and prospects.

Further, if any of our product candidates obtains marketing approval, toxicities associated with our product candidates may also develop after such approval and lead to a requirement to conduct additional clinical safety trials, additional warnings being added to the labeling, significant restrictions on the use of the product or the withdrawal of the product from the market. We cannot predict whether our product candidates will cause toxicities in humans that would preclude or lead to the revocation of regulatory approval based on preclinical studies or early stage clinical testing. However, any such event, were it to occur, would cause substantial harm to our business and financial condition and would result in the diversion of our management's attention.

Even if we receive regulatory approval for any of our product candidates, we may not be able to successfully license or commercialize the product and the revenue that we generate from its sales, if any, may be limited.

If approved for marketing, the commercial success of our product candidates will depend upon each product's acceptance by the medical community (including physicians, patients and health care payors) and the potential competitive products available to the patients upon commercialization. The degree of market acceptance for any of our product candidates will depend on a number of factors, including:

- demonstration of clinical safety and efficacy;
- relative convenience, dosing burden and ease of administration;
- the prevalence and severity of any adverse effects;

- the willingness of physicians to prescribe our product candidates, and the target patient population to try new therapies;
- efficacy of our product candidates compared to competing products;
- the introduction of any new products that may in the future become available targeting indications for which our product candidates may be approved;
- new procedures or therapies that may reduce the incidences of any of the indications in which our product candidates may show utility;
- pricing and cost-effectiveness;
- the inclusion or omission of our product candidates in applicable therapeutic and vaccine guidelines;
- the effectiveness of our own or any future collaborators' sales and marketing strategies;
- limitations or warnings contained in approved labeling from regulatory authorities;
- our ability to obtain and maintain sufficient third-party coverage or reimbursement from government health care programs, including Medicare and Medicaid, private health insurers and other third-party payors or to receive the necessary pricing approvals from government bodies regulating the pricing and usage of therapeutics; and
- the willingness of patients to pay out-of-pocket in the absence of third-party coverage or reimbursement or government pricing approvals.

If any of our product candidates are approved, but do not achieve an adequate level of acceptance by physicians, health care payors, and patients, we may not generate sufficient revenue and we may not be able to achieve or sustain profitability. Our efforts to educate the medical community and third-party payors on the benefits of our product candidates may require significant resources and may never be successful.

In addition, even if we obtain regulatory approvals, the timing or scope of any approvals may prohibit or reduce our ability to commercialize our product candidates successfully. For example, if the approval process takes too long, we may miss market opportunities and give other companies the ability to develop competing products or establish market dominance. Any regulatory approval we ultimately obtain may be limited or subject to restrictions or post-approval commitments that render our product candidates not commercially viable. For example, regulatory authorities may approve any of our product candidates for fewer or more limited indications than we request, may not approve the price we intend to charge for any of our product candidates, may grant approval contingent on the performance of costly post-marketing clinical trials, or may approve any of our product candidates with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that indication.

Even if we obtain marketing approval for any of our product candidates, we will be subject to ongoing obligations and continued regulatory review, which may result in significant additional expense. Additionally, our product candidates could be subject to labeling and other restrictions and withdrawal from the market and we may be subject to penalties if we fail to comply with regulatory requirements or if we experience unanticipated problems with our product candidates.

Even if we obtain regulatory approval for any of our product candidates for an indication, the FDA or foreign equivalent may still impose significant restrictions on their indicated uses or marketing or the conditions of approval, or impose ongoing requirements for potentially costly and time-consuming post-approval studies, including Phase 4 clinical trials, and post-market surveillance to monitor safety and efficacy. Our product candidates will also be subject to ongoing regulatory requirements governing the manufacturing, labeling, packaging, storage, distribution, safety surveillance, advertising, promotion, recordkeeping and reporting of adverse events and other post-market information. These requirements include registration with the FDA, as well as continued compliance with current Good Clinical Practices regulations, or cGCPs, for any clinical trials that we conduct post-approval. In addition, manufacturers of drug products and their facilities are subject to continual review and periodic inspections by the FDA and other regulatory authorities for compliance with cGMP, or current Good Manufacturing Practices regulations, requirements relating to quality control, quality assurance and corresponding maintenance of records and documents.

The FDA has the authority to require a risk evaluation and mitigation strategy, or REMS, as part of an NDA or after approval, which may impose further requirements or restrictions on the distribution or use or marketing of an approved drug, such as limiting prescribing to certain physicians or medical centers that have undergone specialized training, limiting treatment to patients who meet certain safe-use criteria or requiring patient testing, monitoring and/or enrollment in a registry. Any of these requirements or restrictions on approval or marketing could restrict the commercial promotion, distribution, prescription or dispensing of our product candidates. Moreover, product approvals may be withdrawn for non-compliance with regulatory standards or if problems occur following the initial marketing of the product. Any of the foregoing scenarios could materially harm the commercial success of our product candidates.

With respect to sales and marketing activities by us or any future partner, advertising and promotional materials must comply with FDA rules in addition to other applicable federal, state and local laws in the United States and similar legal requirements in other countries. In the United States, the distribution of product samples to physicians must comply with the requirements of the U.S. Prescription Drug Marketing Act. Application holders must obtain FDA approval for product and manufacturing changes, depending on the nature of the change. We may also be subject, directly or indirectly through our customers and partners, to various fraud and abuse laws, including, without limitation, the U.S. Anti-Kickback Statute, U.S. False Claims Act, and similar state laws, which impact, among other things, our proposed sales, marketing, and scientific/educational grant programs. If we participate in the U.S. Medicaid Drug Rebate Program, the Federal Supply Schedule of the U.S. Department of Veterans Affairs, or other government drug programs, we will be subject to complex laws and regulations regarding reporting and payment obligations. All of these activities are also potentially subject to U.S. federal and state consumer protection and unfair competition laws. Similar requirements exist in many of these areas in other countries.

In addition, if any of our product candidates are approved for a particular indication, our product labeling, advertising and promotion would be subject to regulatory requirements and continuing regulatory review. The FDA strictly regulates the promotional claims that may be made about prescription products. In particular, a product may not be promoted for uses that are not approved by the FDA as reflected in the product's approved labeling. If we receive marketing approval for our product candidates, physicians may nevertheless legally prescribe our products to their patients in a manner that is inconsistent with the approved label. If we are found to have promoted such off-label uses, we may become subject to significant liability and government fines. The FDA and other agencies actively enforce the laws and regulations prohibiting the promotion of off-label uses, and a company that is found to have improperly promoted off-label uses may be subject to significant sanctions. The federal government has levied large civil and criminal fines against companies for alleged improper promotion and has enjoined several companies from engaging in off-label promotion. The FDA has also requested that companies enter into consent decrees of permanent injunctions under which specified promotional conduct is changed or curtailed.

If we or a regulatory agency discovers previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, problems with the facility where the product is manufactured, or we or our manufacturers fail to comply with applicable regulatory requirements, we may be subject to various administrative or judicial sanctions, such as issuance of warning letters, withdrawal of the product from the market, injections or the imposition of civil or criminal penalties or monetary fines, suspension of any ongoing new clinical trials or suspension or withdrawal of regulatory approval.

The occurrence of any event or penalty described above may inhibit our ability to commercialize our product candidates and generate revenue. Adverse regulatory action, whether pre- or post-approval, can also potentially lead to product liability claims and increase our product liability exposure.

Obtaining and maintaining regulatory approval of our product candidates in one jurisdiction does not mean that we will be successful in obtaining regulatory approval of our product candidates in other jurisdictions.

Obtaining and maintaining regulatory approval of our product candidates in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approval in any other jurisdiction, but a failure or delay in obtaining regulatory approval in one jurisdiction may have a negative effect on the regulatory approval process in others. For example, even if the FDA grants marketing approval of a product candidate, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the product candidate in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from those in the United States, including additional preclinical studies or clinical trials, as clinical studies conducted in one jurisdiction may not be accepted by regulatory authorities in other jurisdictions. In many jurisdictions outside the United States, a product candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. In some cases, the price that we intend to charge for our products is also subject to approval.

Obtaining foreign regulatory approvals and compliance with foreign regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of our products in certain countries. If we fail to comply with the regulatory requirements in international markets and/ or to receive applicable marketing approvals, our target market will be reduced and our ability to realize the full market potential of our product candidates will be harmed.

Recently enacted and future legislation may increase the difficulty and cost for us to obtain marketing approval of and commercialize our product candidates and affect the prices we may obtain.

In the United States and some foreign jurisdictions, there have been a number of legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval for our product candidates, restrict or regulate post-approval activities and affect our ability to profitably sell our product candidates. Legislative and regulatory proposals

have been made to expand post-approval requirements and restrict sales and promotional activities for pharmaceutical products. We do not know whether additional legislative changes will be enacted, or whether the FDA regulations, guidance or interpretations will be changed, or what the impact of such changes on the marketing approvals of our product candidates, if any, may be. In addition, increased scrutiny by the U.S. Congress of the FDA's approval process may significantly delay or prevent marketing approval, as well as subject us to more stringent product labeling and post-marketing testing and other requirements.

We could face competition from other biotechnology and pharmaceutical companies, and our operating results would suffer if we fail to innovate and compete effectively.

Our products are used for indications where we believe that there is an unmet medical need. If existing or newly approved drug products, whether approved by the FDA for the indication or not approved, are able to successfully treat the same patients, it may be more difficult to perform clinical studies, to develop our product and/or to commercialize our product, adversely affecting the Processa business. Since the biopharmaceutical industry is characterized by intense competition and rapid innovation, our competitors may be able to develop other compounds or drugs that are able to achieve similar or better results than our product candidates. Our competitors may include major multinational pharmaceutical companies, established biotechnology companies, specialty pharmaceutical companies, and universities and other research institutions. Many of our competitors have substantially greater financial, technical and other resources, such as a larger research and development staff and experienced marketing and manufacturing organizations, established relationships with CROs and other collaborators, as well as established sales forces. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large, established companies. Mergers and acquisitions in the biotechnology and pharmaceutical industries may result in even more resources being concentrated in our competitors. Competition may increase further as a result of advances in the commercial applicability of technologies and greater availability of capital for investment in these industries. Our competitors, either alone or with collaborative partners, may succeed in developing, acquiring or licensing on an exclusive basis drug or biologic products that are more effective, safer, more easily commercialized or less costly than our product candidates or may develop proprietary technologies or secure patent protection and, in turn, exclude us from technologies that we may need for the development of our technologies and potential products.

Even if we obtain regulatory approval of any of our product candidates, we may not be the first to market and that may negatively affect the price or demand for our product candidates. Additionally, we may not be able to implement our business plan if the acceptance of our product candidates is inhibited by price competition or the reluctance of physicians to switch from existing methods of treatment to our product candidates, or if physicians switch to other new drug or biologic products or choose to reserve our product candidates for use in limited circumstances. Furthermore, for drugs that receive orphan drug designation at the FDA, a competitor could obtain orphan product approval from the FDA with respect to such competitor's drug product. If such competitor drug product is determined to be the same product as one of our product candidates, we may be prevented from obtaining approval from the FDA for such product candidate for the same indication for seven years, except in limited circumstances, and we may be subject to similar restrictions under non-U.S. regulations.

We are completely dependent on third parties to manufacture our product candidates, and our commercialization of our product candidates could be halted, delayed or made less profitable if those third parties fail to obtain manufacturing approval from the FDA or comparable foreign regulatory authorities, fail to provide us with sufficient quantities of our product candidates or fail to do so at acceptable quality levels or prices.

We do not currently have, nor do we plan to acquire, the capability or infrastructure to manufacture the active pharmaceutical ingredient, or API, in our product candidates for use in our clinical trials or for commercial product. In addition, we do not have the capability to formulate any of our product candidates into a finished drug product for commercial distribution. As a result, we will be obligated to rely on contract manufacturers, if and when any of our product candidates are approved for commercialization. We have not entered into an agreement with any contract manufacturers for commercial supply and may not be able to engage a contract manufacturer for commercial supply of any of our product candidates on favorable terms to us, or at all.

The facilities used by our contract manufacturers to manufacture our product candidates must be approved by the FDA or comparable foreign regulatory authorities pursuant to inspections that will be conducted after we submit an NDA or biologics license application to the FDA or their equivalents to other relevant regulatory authorities. We will not control the manufacturing process of, and will be completely dependent on, our contract manufacturing partners for compliance with cGMPs for manufacture of both active drug substances and finished drug products. These cGMP regulations cover all aspects of the manufacturing, testing, quality control and record keeping relating to our product candidates. If our contract manufacturers do not successfully manufacture material that conforms to our specifications and the strict regulatory requirements of the FDA or others, they will not be able to secure and/or maintain regulatory approval for their manufacturing facilities. If the FDA or a comparable foreign regulatory authority does not approve these facilities for the manufacture of our product candidates or if it withdraws any such approval in the future, we may need to find alternative

manufacturing facilities, which would significantly impact our ability to develop, obtain regulatory approval for or market our product candidates, if approved.

Our contract manufacturers will be subject to ongoing periodic unannounced inspections by the FDA and corresponding state and foreign agencies for compliance with cGMPs and similar regulatory requirements. We will not have control over our contract manufacturers' compliance with these regulations and standards. Failure by any of our contract manufacturers to comply with applicable regulations could result in sanctions being imposed on us, including fines, injunctions, civil penalties, failure to grant approval to market any of our product candidates, delays, suspensions or withdrawals of approvals, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect our business. In addition, we will not have control over the ability of our contract manufacturers to maintain adequate quality control, quality assurance and qualified personnel. Failure by our contract manufacturers to comply with or maintain any of these standards could adversely affect our ability to develop, obtain regulatory approval for or market any of our product candidates.

If, for any reason, these third parties are unable or unwilling to perform, we may not be able to terminate our agreements with them, and we may not be able to locate alternative manufacturers or formulators or enter into favorable agreements with them and we cannot be certain that any such third parties will have the manufacturing capacity to meet future requirements. If these manufacturers or any alternate manufacturer of finished drug product experiences any significant difficulties in its respective manufacturing processes for our API or finished products or should cease doing business with us, we could experience significant interruptions in the supply of any of our product candidates or may not be able to create a supply of our product candidates at all. Were we to encounter manufacturing issues, our ability to produce a sufficient supply of any of our product candidates might be negatively affected. Our inability to coordinate the efforts of our third-party manufacturing partners, or the lack of capacity available at our third-party manufacturing partners, could impair our ability to supply any of our product candidates at required levels. Because of the significant regulatory requirements that we would need to satisfy in order to qualify a new bulk or finished product manufacturer, if we face these or other difficulties with our current manufacturing partners, we could experience significant interruptions in the supply of any of our product candidates if we decided to transfer the manufacture of any of our product candidates to one or more alternative manufacturers in an effort to deal with the difficulties.

Any manufacturing problem or the loss of a contract manufacturer could be disruptive to our operations and result in lost sales. Additionally, we rely on third parties to supply the raw materials needed to manufacture our potential products. Any reliance on suppliers may involve several risks, including a potential inability to obtain critical materials and reduced control over production costs, delivery schedules, reliability and quality. Any unanticipated disruption to a future contract manufacturer caused by problems at suppliers could delay shipment of any of our product candidates, increase our cost of goods sold and result in lost sales.

We cannot guarantee that our future manufacturing and supply partners will be able to reduce the costs of commercial scale manufacturing of any of our product candidates over time. If the commercial-scale manufacturing costs of any of our product candidates are higher than expected, these costs may significantly impact our operating results. In order to reduce costs, we may need to develop and implement process improvements. However, in order to do so, we will need, from time to time, to notify or make submissions with regulatory authorities, and the improvements may be subject to approval by such regulatory authorities. We cannot be sure that we will receive these necessary approvals or that these approvals will be granted in a timely fashion. We also cannot guarantee that we will be able to enhance and optimize output in our commercial manufacturing process. If we cannot enhance and optimize output, we may not be able to reduce our costs over time.

We expect to rely on third parties to conduct clinical trials for our product candidates. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval for or commercialize any of our product candidates and our business would be substantially harmed.

We expect to enter into agreements with third-party CROs to conduct and manage our clinical programs including contracting with clinical sites to perform our clinical studies. We plan to rely heavily on these parties for execution of clinical studies for our product candidates and will control only certain aspects of their activities. Nevertheless, we will be responsible for ensuring that each of our studies is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards, and our reliance on CROs and clinical sites will not relieve us of our regulatory responsibilities. We and our CROs will be required to comply with cGCPs, which are regulations and guidelines enforced by the FDA, the Competent Authorities of the Member States of the European Economic Area and comparable foreign regulatory authorities for any products in clinical development. The FDA and its foreign equivalents enforce these cGCP regulations through periodic inspections of trial sponsors, principal investigators and trial sites. If we or our CROs fail to comply with applicable cGCPs, the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. We cannot assure you that, upon inspection, the FDA or other regulatory authorities will determine that any of our clinical trials comply with cGCPs. In addition, our clinical trials must be conducted with products produced under cGMP regulations and will require a large number of test

subjects. Our failure or the failure of our CROs or clinical sites to comply with these regulations may require us to repeat clinical trials, which would delay the regulatory approval process and could also subject us to enforcement action up to and including civil and criminal penalties.

Although we intend to design the clinical trials for our product candidates in consultation with CROs, we expect that the CROs will manage all of the clinical trials conducted at contracted clinical sites. As a result, many important aspects of our drug development programs would be outside of our direct control. In addition, the CROs and clinical sites may not perform all of their obligations under arrangements with us or in compliance with regulatory requirements. If the CROs or clinical sites do not perform clinical trials in a satisfactory manner, breach their obligations to us or fail to comply with regulatory requirements, the development and commercialization of any of our product candidates for the subject indication may be delayed or our development program materially and irreversibly harmed. We cannot control the amount and timing of resources these CROs and clinical sites will devote to our program or any of our product candidates. If we are unable to rely on clinical data collected by our CROs, we could be required to repeat, extend the duration of, or increase the size of our clinical trials, which could significantly delay commercialization and require significantly greater expenditures.

If any of our relationships with these third-party CROs or clinical sites terminate, we may not be able to enter into arrangements with alternative CROs or clinical sites. If CROs do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols, regulatory requirements or for other reasons, any such clinical trials may be extended, delayed or terminated, and we may not be able to obtain regulatory approval for or successfully commercialize our product candidates. As a result, our financial results and the commercial prospects for any of our product candidates would be harmed, our costs could increase and our ability to generate revenue could be delayed.

Clinical drug development involves a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results.

Clinical testing of drug product candidates is expensive and can take many years to complete, and its outcome is inherently uncertain. Failure can occur at any time during the clinical trial process. The results of pre-clinical studies and early clinical trials may not be predictive of the results of later-stage clinical trials. We cannot assure you that the FDA or comparable foreign regulatory authorities will view the results as we do or that any future trials of any of our product candidates will achieve positive results. Product candidates in later stages of clinical trials may fail to show the desired safety and efficacy traits despite having progressed through pre-clinical studies and initial clinical trials. A number of companies in the biopharmaceutical industry have suffered significant setbacks in advanced clinical trials due to lack of efficacy or adverse safety profiles, notwithstanding promising results in earlier trials. Any future clinical trial results for our product candidates may not be successful.

In addition, a number of factors could contribute to a lack of favorable safety and efficacy results for any of our product candidates. For example, such trials could result in increased variability due to varying site characteristics, such as local standards of care, differences in evaluation period and surgical technique, and due to varying patient characteristics including demographic factors and health status.

Even though we may apply for orphan drug designation for a product candidate, we may not be able to obtain orphan drug marketing exclusivity.

There is no guarantee that the FDA, EMA or their foreign equivalents will grant any future application for orphan drug designation for any of our product candidates, which would make us ineligible for the additional exclusivity and other benefits of orphan drug designation.

Under the Orphan Drug Act, the FDA may grant orphan drug designation to a drug intended to treat a rare disease or condition, which is generally a disease or condition that affects fewer than 200,000 individuals in the United States and for which there is no reasonable expectation that the cost of developing and making a drug available in the Unites States for this type of disease or condition will be recovered from sales of the product. Orphan drug designation must be requested before submitting an NDA. After the FDA grants orphan drug designation, the identity of the therapeutic agent and its potential orphan use are disclosed publicly by the FDA. Orphan product designation does not convey any advantage in or shorten the duration of regulatory review and approval process. In addition to the potential period of exclusivity, orphan designation makes a company eligible for grant funding of up to $400,000 per year for four years to defray costs of clinical trial expenses, tax credits for clinical research expenses and potential exemption from the FDA application user fee.

If a product that has orphan designation subsequently receives the first FDA approval for the disease or condition for which it has such designation, the product is entitled to orphan drug exclusivity, which means the FDA may not approve any other applications to market the same drug for the same indication for seven years, except in limited circumstances, such as (i) the drug's orphan designation is revoked; (ii) its marketing approval is withdrawn; (iii) the orphan exclusivity holder consents to the approval of another applicant's product; (iv) the orphan exclusivity holder is unable to assure the availability of a sufficient quantity of drug; or (v) a showing of clinical superiority to the product with orphan exclusivity by a competitor product. If a drug designated as an orphan product receives marketing approval for an indication broader than what is designated, it may not be entitled to orphan drug exclusivity. There can be no assurance that we will receive orphan drug designation for any of our product candidates in the indications for which we think they might qualify, if we elect to seek such applications.

Although we may pursue expedited regulatory approval pathways for a product candidate, it may not qualify for expedited development or, if it does qualify for expedited development, it may not actually lead to a faster development or regulatory review or approval process.

Although we believe there may be an opportunity to accelerate the development of certain of our product candidates through one or more of the FDA's expedited programs, such as fast track, breakthrough therapy, accelerated approval or priority review, we cannot be assured that any of our product candidates will qualify for such programs.

For example, a drug may be eligible for designation as a breakthrough therapy if the drug is intended, alone or in combination with one or more other drugs, to treat a serious or life-threatening condition and preliminary clinical evidence indicates that the drug may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints. Although breakthrough designation or access to any other expedited program may expedite the development or approval process, it does not change the standards for approval. If we apply for breakthrough therapy designation or any other expedited program for our product candidates, the FDA may determine that our proposed target indication or other aspects of our clinical development plans do not qualify for such expedited program. Even if we are successful in obtaining a breakthrough therapy designation or access to any other expedited program, we may not experience faster development timelines or achieve faster review or approval compared to conventional FDA procedures. Access to an expedited program may also be withdrawn by the FDA if it believes that the designation is no longer supported by data from our clinical development program. Additionally, qualification for any expedited review procedure does not ensure that we will ultimately obtain regulatory approval for such product candidate.

Third-party coverage and reimbursement and health care cost containment initiatives and treatment guidelines may constrain our future revenues.

Our ability to successfully market our product candidates will depend in part on the level of reimbursement that government health administration authorities, private health coverage insurers and other organizations provide for the cost of our products and related treatments. Countries in which any of our product candidates are sold through reimbursement schemes under national health insurance programs frequently require that manufacturers and sellers of pharmaceutical products obtain governmental approval of initial prices and any subsequent price increases. In certain countries, including the United States, government-funded and private medical care plans can exert significant indirect pressure on prices. We may not be able to sell our product candidates profitably if adequate prices are not approved or coverage and reimbursement is unavailable or limited in scope. Increasingly, third-party payors attempt to contain health care costs in ways that are likely to impact our development of products including:

- failing to approve or challenging the prices charged for health care products;
- introducing reimportation schemes from lower priced jurisdictions;
- limiting both coverage and the amount of reimbursement for new therapeutic products;
- denying or limiting coverage for products that are approved by the regulatory agencies but are considered to be experimental or investigational by third-party payors; and
- refusing to provide coverage when an approved product is used in a way that has not received regulatory marketing approval.

Risks Relating to Our Intellectual Property Rights

We depend on rights to certain pharmaceutical compounds that are or will be licensed to us. We do not control these pharmaceutical compounds and any loss of our rights to them could prevent us from selling our products.

Within our present pipeline and potentially future pipeline of drugs, our drugs are in-licensed from other biotech or pharmaceutical companies. We do not own the patents that underlie these licenses. Our rights to use the pharmaceutical compounds we license are subject to the negotiation of, continuation of and compliance with the terms of those licenses. Thus, these patents and patent applications are not written by us or our attorneys, and we did not have control over the drafting and prosecution. The former patent owners and our licensors might not have given the same attention to the drafting and prosecution of these patents and applications as we would have if we had been the owners of the patents and applications and had control over the drafting. Moreover, under certain of our licenses, patent prosecution activities remain under the control of the licensor. We cannot be certain that drafting of the licensed patents and patent applications, or patent prosecution, by the licensors have been or will be conducted in compliance with applicable laws and regulations or will result in valid and enforceable patents and other intellectual property rights.

Our rights to develop and commercialize the product candidates we license are subject to the validity of the owner's intellectual property rights. Enforcement of our licensed patents or defense or any claims asserting the invalidity of these patents is often subject to the control or cooperation of our licensors. Legal action could be initiated against the owners of the intellectual property that we license and an adverse outcome in such legal action could harm our business because it might prevent such companies or institutions from continuing to license intellectual property that we may need to operate our business. In addition, such licensors may resolve such litigation in a way that benefits them but adversely affects our ability to develop and commercialize our product candidates.

In addition, our rights to practice the inventions claimed in the licensed patents and patent applications are subject to our licensors abiding by the terms of those licenses and not terminating them. Our licenses may be terminated by the licensor if we are in material breach of certain terms or conditions of the license agreement or in certain other circumstances. Certain of our licenses contained in our agreements with CoNCERT Pharmaceuticals contain provisions that allow the licensor to terminate the license if (i) we breach any payment obligation or other material provision under the agreement and fail to cure the breach within a fixed time following written notice of termination, (ii) we or any of our affiliates, licensees or sublicensees directly or indirectly challenge the validity, enforceability, or extension of any of the licensed patents, or (iii) we declare bankruptcy or dissolve. Our rights under the licenses are subject to our continued compliance with the terms of the license, including the payment of royalties due under the license. Termination of these licenses could prevent us from marketing some or all of our products. Because of the complexity of our products and the patents we have licensed, determining the scope of the license and related royalty obligations can be difficult and can lead to disputes between us and the licensor. An unfavorable resolution of such a dispute could lead to an increase in the royalties payable pursuant to the license. If a licensor believed we were not paying the royalties due under the license or were otherwise not in compliance with the terms of the license, the licensor might attempt to revoke the license. If such an attempt were successful, we might be barred from producing and selling some or all of our products.

It is difficult and costly to protect our intellectual property rights, and we cannot ensure the protection of these rights.

Our commercial success will depend, in part, on obtaining and maintaining patent protection for our technologies, products and processes, successfully defending these patents against third-party challenges and successfully enforcing these patents against third party competitors. The patent positions of pharmaceutical companies can be highly uncertain and involve complex legal, scientific and factual questions for which important legal principles remain unresolved. Changes in either the patent laws or in interpretations of patent laws may diminish the value of our intellectual property. Accordingly, we cannot predict the breadth of claims that may be allowable or enforceable in our patents. The existing patent and patent applications relating to our product candidates and related technologies may be challenged, invalidated or circumvented by third parties and might not protect us against competitors with similar products or technologies.

The degree of future protection for our proprietary rights is uncertain, because legal means afford only limited protection and may not adequately protect our rights, permit us to gain or keep our competitive advantage, or provide us with any competitive advantage at all. For example, others have filed, and in the future are likely to file, patent applications covering products and technologies that are similar, identical or competitive to any of our product candidates, or important to our business. We cannot be certain that any patent application owned by a third party will not have priority over patent applications filed by us, or that we will not be involved in interference, opposition or invalidity proceedings before United States or foreign patent offices.

In the future we may rely on know-how and trade secrets to protect technology, especially in cases when we believe patent protection is not appropriate or obtainable. However, know-how and trade secrets are difficult to protect. While we intend to require employees, academic collaborators, consultants and other contractors to enter into confidentiality agreements, we may not be able to adequately protect our trade secrets or other proprietary or licensed information. Typically, research collaborators and scientific advisors have rights to publish data and information in which we may have rights. If we cannot maintain the confidentiality of our proprietary technology and other confidential information, our ability to receive patent protection and our ability to protect valuable information owned by us may be imperiled. Enforcing a claim that a third-party entity illegally obtained and is using any of our trade secrets is expensive and time consuming, and the outcome is unpredictable. In addition, courts are sometimes less willing to protect trade secrets than patents. Moreover, our competitors may independently develop equivalent knowledge, methods and know-how.

If we fail to obtain or maintain patent protection or trade secret protection for our product candidates or our technologies, third parties could use our proprietary information, which could impair our ability to compete in the market and adversely affect our ability to generate revenues and attain profitability.

We may also rely on the trademarks we may develop to distinguish our products from the products of our competitors. We cannot guarantee that any trademark applications filed by us or our business partners will be approved. Third parties may also oppose such trademark applications, or otherwise challenge our use of the trademarks. In the event that the trademarks we use are successfully challenged, we could be forced to rebrand our products, which could result in loss of brand recognition, and could require us to devote resources to advertising and marketing new brands. Further, we cannot provide assurance that competitors will not infringe the trademarks we use, or that we will have adequate resources to enforce these trademarks.

Our product candidates may infringe the intellectual property rights of others, which could increase our costs and delay or prevent our development and commercialization efforts.

Our success depends in part on avoiding infringement of the proprietary technologies of others. The pharmaceutical industry has been characterized by frequent litigation regarding patent and other intellectual property rights. Identification of third party patent rights that may be relevant to our proprietary technology is difficult because patent searching is imperfect due to differences in terminology among patents, incomplete databases and the difficulty in assessing the meaning of patent claims. Additionally, because patent applications are maintained in secrecy until the application is published, we may be unaware of third-party patents that may be infringed by commercialization of any of our product candidates or any future product candidate. There may be certain issued patents and patent applications claiming subject matter that we may be required to license in order to research, develop or commercialize any of our product candidates, and we do not know if such patents and patent applications would be available to license on commercially reasonable terms, or at all. Any claims of patent infringement asserted by third parties would be time-consuming and may divert the time and attention of our technical personnel and management.

Third parties may hold proprietary rights that could prevent any of our product candidates from being marketed. Any patent-related legal action against us claiming damages and seeking to enjoin commercial activities relating to any of our product candidates or our processes could subject us to potential liability for damages and require us to obtain a license and pay royalties to continue to manufacture or market any of our product candidates or any future product candidates. We cannot predict whether we would prevail in any such actions or that any license required under any of these patents would be made available on commercially acceptable terms, if at all. In addition, we cannot be sure that we could redesign our product candidates or any future product candidates or processes to avoid infringement, if necessary. Accordingly, an adverse determination in a judicial or administrative proceeding, or the failure to obtain necessary licenses, could prevent us from developing and commercializing any of our product candidates or a future product candidate, which could harm our business, financial condition and operating results.

A number of companies, including several major pharmaceutical companies, have conducted, or are conducting, research within the therapeutic fields in which we intend to operate, which has resulted, or may result, in the filing of many patent applications related to this research. If we were to challenge the validity of these or any issued United States patent in court, we would need to overcome a statutory presumption of validity that attaches to every issued United States patent. This means that, in order to prevail, we would have to present clear and convincing evidence as to the invalidity of the patent's claims. If we were to challenge the validity of these or any issued United States patent in an administrative trial before the Patent Trial and Appeal Board in the United States Patent and Trademark Office, we would have to prove that the claims are unpatentable by a preponderance of the evidence. There is no assurance that a jury and/or court would find in our favor on questions of infringement, validity or enforceability.

General Company-Related Risks

We will need to grow the size of our organization, and we may experience difficulties in managing this growth.

Within the first three to six months following the Offering, we anticipate having a core leadership team and a total of 10-20 full-time or part-time employees or consultants. As our development and commercialization plans and strategies develop, we may need to expand the size of our employee and consultant/contractor base. Future growth would impose significant added responsibilities on members of management, including the need to identify, recruit, maintain, motivate and integrate additional employees. In addition, our management may have to divert a disproportionate amount of its attention away from our day-to-day activities and devote a substantial amount of time to managing these growth activities. Our future financial performance and our ability to compete effectively will depend, in part, on our ability to manage any future growth effectively. To that end, we must be able to:

- manage all our development efforts effectively, especially our clinical trials;

- integrate additional management, administrative, scientific, operation and regulatory personnel;
- maintain sufficient administrative, accounting and management information systems and controls; and
- hire and train additional qualified personnel.

We may not be able to accomplish these tasks, and our failure to accomplish any of them could harm our financial results.

If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of our product candidates.

We face a potential risk of product liability as a result of the clinical testing of our product candidates and will face an even greater risk if we commercialize any of our product candidates or any other future product. For example, we may be sued if any product we develop, including any of our product candidates, or any materials that we use in our products allegedly causes injury or is found to be otherwise unsuitable during product testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability and a breach of warranties. In the US, claims could also be asserted under state consumer protection acts. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our product candidates. Even successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for any of our product candidates or any future products that we may develop;
- injury to our reputation;
- withdrawal of clinical trial participants;
- substantial costs to defend the related litigation;
- a diversion of management's time and our resources;
- substantial monetary awards to trial participants or patients;
- product recalls, withdrawals or labeling, marketing or promotional restrictions;
- the inability to commercialize some or all of our product candidates; and
- a decline in the value of our stock.

Our inability to obtain and retain sufficient product liability insurance at an acceptable cost to protect against potential product liability claims could prevent or inhibit the commercialization of products we develop. We currently maintain liability insurance coverage of $1,000,000 for US Studies and $5,000,000 GBP for a study, which we expect to commence in the UK during Q1 2018, that will be a Phase 1, Single Center, Open-Label, Randomized Study to Evaluate the Pharmacokinetics of Modified Release Formulations of CTP-499 Administered to 12 healthy volunteers. We intend to obtain product liability insurance covering our clinical trials. However, such insurance is expensive, difficult to obtain and may not be available in the future on acceptable terms, or at all. Although we will maintain such insurance, any claim that may be brought against us could result in a court judgment or settlement in an amount that is not covered, in whole or in part, by our insurance or that is in excess of the limits of our insurance coverage. Our insurance policies also have various exclusions, and we may be subject to a product liability claim for which we have no coverage. We may have to pay any amounts awarded by a court or negotiated in a settlement that exceed our coverage limitations or that are not covered by our insurance, and we may not have, or be able to obtain, sufficient capital to pay such amounts.

Our limited operating history may make it difficult to evaluate our business and our future viability.

We are in the relatively early stage of operations and development and have only a limited operating history as the existing entity on which to base an evaluation of our business and prospects. Even if we successfully obtain additional funding, we are subject to the risks associated with early stage companies with a limited operating history, including: the need for additional financings; the uncertainty of research and development efforts resulting in successful commercial products, as well as the marketing and customer acceptance of such products; unexpected issues with the FDA, other federal or state regulatory authorities or ex-US regulatory authorities; regulatory setbacks and delays; competition from larger organizations; reliance on the proprietary technology of others; dependence on key personnel; uncertain patent protection; fluctuations in expenses; and dependence on corporate partners and collaborators. Any failure to successfully address these risks and uncertainties could seriously harm our business and prospects. We may not succeed given the technological, marketing, strategic and competitive challenges we will face. The likelihood of our success must

be considered in light of the expenses, difficulties, complications, problems and delays frequently encountered in connection with the growth of a new business, the continuing development of new drug technology, and the competitive and regulatory environment in which we operate or may choose to operate in the future.

If we suffer negative publicity concerning the safety of our products in development, our sales may be harmed and we may be forced to withdraw such products.

If concerns should arise about the safety of any of our products that are being developed or marketed, regardless of whether or not such concerns have a basis in generally accepted science or peer-reviewed scientific research, such concerns could adversely affect the further development or market for these products. Similarly, negative publicity could result in an increased number of product liability claims, whether or not these claims are supported by applicable law or covered by insurance.

If we lose key management personnel, or if we fail to recruit additional highly skilled personnel, our ability to identify and develop new or next generation product candidates will be impaired, could result in loss of markets or market share and could make us less competitive.

We are highly dependent upon the principal members of our small management team and staff, including David Young, Pharm.D., Ph.D, our chief executive officer, and Sian Bigora, Pharm.D., our Chief Development Officer. The employment of Drs. Young and Bigora may be terminated at any time by either us or Dr. Young or Dr. Bigora. The loss of any current or future team member could impair our ability to design, identify, and develop new intellectual property and product candidates and new scientific or product ideas. Additionally, if we lose the services of any of these persons, we would likely be forced to expend significant time and money in the pursuit of replacements, which may result in a delay in the development of our product candidates and the implementation of our business plan and plan of operations and diversion of our management's attention. We can give no assurance that we could find satisfactory replacements for our current and future key scientific and management employees on terms that would not be unduly expensive or burdensome to us.

To induce valuable personnel to remain at our Company, in addition to salary and cash incentives, we have provided and expect that we will continue to provide stock options, restricted stock units or other equity securities that vest over time. Despite our efforts to retain valuable employees, members of our management, scientific and development teams may terminate their employment with us on short notice. Although we expect to have employment agreements with our key employees, these employment agreements may still allow these employees to leave our employment at any time, for or without cause. We do not maintain "key man" insurance policies on the lives of these individuals or the lives of any of our other employees. Our success also depends on our ability to continue to attract, retain and motivate highly skilled junior, mid-level and senior managers as well as junior, mid-level and senior scientific and medical and scientific personnel.

The lock-up agreements with present shareholders could affect the price of the Common Stock.

In connection with Heatwurx's acquisition of Promet's assets, the Company entered into certain lock-up agreements with certain of the Company's stockholders, including its controlling stockholder, Promet. Under the terms of these agreements, the Heatwurx equity holders who own Processa may not sell any of their shares of Common Stock for a period of 60 days beginning on October 5, 2017 and for an additional 210 days are limited to 15% of such shares in the event the shares are traded at 200% of a discounted private placement price and an additional 25% of shares if traded at 250% of a discounted private placement price. Officers, directors, employees and consultants of Promet are not allowed to sell any of their shares for 180 days and for an additional 180 days are limited following the same 15% and 25% restrictions. Processa in its sole discretion may (i) reduce the holding periods relating to any lock-up or leak out, (ii) may increase the number of shares which any shareholder, including Promet, may sell under these agreements, (iii) eliminate any other selling restrictions contained in the agreements, or (iv) terminate these lock-up agreements in their entirety. The foregoing lock-up restrictions may materially impact the number and price of shares of Common Stock investors may desire to purchase following the Offering.

Risks Related to this Offering

The Offering is a "reasonable efforts" offering with no firm commitment.

The Common Stock is being offered by us on a "reasonable efforts - all or none" basis for the Minimum Offering amount and on a "reasonable efforts" basis for the remainder, meaning that there is no assurance that any or all of the Offering will be sold. Because there is a minimum closing amount, there is an increased risk to investors who participate in the Offering if less than the Maximum Amount is raised, since the remainder of the funds may not be forthcoming. Our inability to raise the Maximum Amount will likely not provide us with sufficient funds to fully execute our business plan. See "Use of Proceeds."

The price of the units of this Offering have been determined based on a discount from the risk adjusted net present value (rNPV) that is often used to value in-licensing opportunities within Biotech and Pharma companies, but has a number of assumptions regarding development and sales. The rNPV calculations, the development assumptions and the commercial assumptions may be wrong.

If you purchase units in this Offering, you will pay a price that was not established in a competitive market. Rather, you will pay a price that was determined by the Placement Agent and us based on a discount from the risk adjusted net present value (rNPV) that is often used to value in-licensing opportunities within Biotech and Pharma companies, but has a number of assumptions regarding development and sales. The rNPV calculations, the development assumptions and the commercial assumptions may be wrong. The offering price for the units may bear no relationship to our assets, book value, historical results of operations or other established criterion of value, and may not be indicative of the fair value of the securities underlying the units. The trading price, if any, of the securities underlying the units that may prevail in any market that may develop in the future, for which there can be no assurance, may be higher or lower than the price you pay.

Future capital raises may dilute our existing stockholders' ownership and/or have other adverse effects on our operations.

If we raise additional capital by issuing equity securities, our existing stockholders' percentage ownership will be reduced, and these stockholders may experience substantial dilution. We may also issue equity securities that provide for rights, preferences and privileges senior to those of our Common Stock. If we raise additional funds by issuing debt securities, these debt securities would have rights senior to those of our Common Stock and the terms of the debt securities issued could impose significant restrictions on our operations, including liens on our assets. If we raise additional funds through collaborations and licensing arrangements, we may be required to relinquish some rights to our technologies or candidate products, or to grant licenses on terms that are not favorable to us. The Shares sold in this Offering enjoy certain anti-dilution provisions only until the Company has issued equity securities or securities convertible into equity securities for a total of $14.0 million in cash or assets, including the proceeds from the exercise of the Warrants.

Our Common Stock price is expected to be volatile.

The market price of our Common Stock could be subject to significant fluctuations. Market prices for securities of early-stage pharmaceutical, biotechnology and other life sciences companies have historically been particularly volatile. Some of the factors that may cause the market price of our Common Stock to fluctuate include:

- relatively low trading volume, which can result in significant volatility in the market price of our Common Stock based on a relatively smaller number of trades and dollar amount of transactions;
- the timing and results of our current and any future preclinical or clinical trials of our product candidates;
- the entry into or termination of key agreements, including, among others, key collaboration and license agreements;
- the results and timing of regulatory reviews relating to the approval of our product candidates;
- the initiation of, material developments in, or conclusion of, litigation to enforce or defend any of our intellectual property rights;
- failure of any of our product candidates, if approved, to achieve commercial success;
- general and industry-specific economic conditions that may affect our research and development expenditures;
- the results of clinical trials conducted by others on products that would compete with our product candidates;
- issues in manufacturing our product candidates or any approved products;
- the introduction of technological innovations or new commercial products by our competitors;
- changes in estimates or recommendations by securities analysts, if any, who cover our Common Stock;
- future sales of our Common Stock;
- period-to-period fluctuations in our financial results;

- publicity or announcements regarding regulatory developments relating to our products;
- period-to-period fluctuations in our financial results, including our cash and cash equivalents balance, operating expenses, cash burn rate or revenue levels;
- Common Stock sales in the public market by one or more of our larger stockholders, officers or directors;
- our filing for protection under federal bankruptcy laws; or
- a negative outcome in any litigation or potential legal proceeding.

The stock markets in general have experienced substantial volatility that has often been unrelated to the operating performance of individual companies. These broad market fluctuations may also adversely affect the trading price of our Common Stock. In the past, following periods of volatility in the market price of a company's securities, stockholders have often instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management attention and resources, which could significantly harm our profitability and reputation.

Our Common Stock is currently traded in the OTC Pink Marketplace and is subject to additional trading restrictions as a "penny stock," which could adversely affect the liquidity and price of such stock. If our Common Stock remains subject to the SEC's penny stock rules, broker-dealers may experience difficulty in completing customer transactions and trading activity in our securities may be adversely affected.

Our Common Stock currently trades in the OTC Pink Marketplace. The OTCQB, the OTC Bulletin Board and Pink Sheets are viewed by most investors as a less desirable, and less liquid, marketplace. As a result, an investor may find it more difficult to purchase, dispose of or obtain accurate quotations as to the value of our Common Stock.

Because our Common Stock is not listed on any national securities exchange, such shares will also be subject to the regulations regarding trading in "penny stocks," which are those securities trading for less than $5.00 per share, and that are not otherwise exempted from the definition of a penny stock under other exemptions provided for in the applicable regulations. The following is a list of the general restrictions on the sale of penny stocks:

Before the sale of penny stock by a broker-dealer to a new purchaser, the broker-dealer must determine whether the purchaser is suitable to invest in penny stocks. To make that determination, a broker-dealer must obtain, from a prospective investor, information regarding the purchaser's financial condition and investment experience and objectives. Subsequently, the broker-dealer must deliver to the purchaser a written statement setting forth the basis of the suitability finding and obtain the purchaser's signature on such statement.

A broker-dealer must obtain from the purchaser an agreement to purchase the securities. This agreement must be obtained for every purchase until the purchaser becomes an "established customer." The Securities Exchange Act of 1934 (the "Exchange Act"), requires that before effecting any transaction in any penny stock, a broker-dealer must provide the purchaser with a "risk disclosure document" that contains, among other things, a description of the penny stock market and how it functions, and the risks associated with such investment. These disclosure rules are applicable to both purchases and sales by investors.

A dealer that sells penny stock must send to the purchaser, within 10 days after the end of each calendar month, a written account statement including prescribed information relating to the security.

These requirements can severely limit the liquidity of securities in the secondary market because fewer brokers or dealers are likely to be willing to undertake these compliance activities. As a result of our Common Stock not being listed on a national securities exchange and the rules and restrictions regarding penny stock transactions, an investor's ability to sell to a third party and our ability to raise additional capital may be limited. We make no guarantee that market-makers will make a market in our Common Stock, or that any market for our Common Stock will continue.

Our principal stockholders have significant influence over us, they may have significant influence over actions requiring stockholder approval, and your interests as a stockholder may conflict with the interests of those persons.

Based on the number of outstanding shares of our Common Stock held by our stockholders as of October 10, 2017, our directors, executive officers and their respective affiliates beneficially owned or controlled over 90% of our outstanding shares of Common Stock and Promet, our largest stockholder, directly owned approximately 90% of the outstanding shares of our Common Stock. Dr. Young by virtue of his position as a Managing Member of Promet, may be deemed under federal securities laws to be the

beneficial owner of those shares. As a result, those stockholders have the ability to exert a significant degree of influence with respect to the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation or sale of all or substantially all of our assets. The interests of these persons may not always coincide with our interests or the interests of our other stockholders. This concentration of ownership could harm the market price of our Common Stock by (i) delaying, deferring or preventing a change in corporate control, (ii) impeding a merger, consolidation, takeover or other business combination involving us, or (iii) discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. The significant concentration of stock ownership may adversely affect the trading price of our Common Stock due to investors' perception that conflicts of interest may exist or arise.

Units may be purchased by related parties to the Placement Agent and us.

We, the Placement Agent and their respective officers, directors, employees and affiliates may purchase units in this Offering. Any such purchases by the related parties of us and of the Placement Agent may be used to satisfy the Minimum Offering. Accordingly, investors in this Offering should not expect that the sale of sufficient units to reach the Minimum Offering will be made to investors who have no financial or other interest in the Offering and should understand and recognize that not all subscribers will have made an independent investment decision. Because there may be purchases of units by affiliates of the Placement Agent (which will receive fees and other compensation depending on the success of the Offering) and affiliates and referrals of the Company, no potential investor should place any reliance on the sale of the Minimum Offering as an indication of the merits of the Offering. Each investor must make its own investment decision as to the merits of this Offering.

We have not retained independent professionals for subscribers.

We have not retained any independent professionals to review or comment on this Offering or otherwise protect the interests of the subscribers hereunder. Although PCSA and the Placement Agent have retained their own counsel, neither such firms nor any other firm has made any independent examination of any factual matters represented by management herein, and purchasers of the securities offered hereby should not rely on the firms so retained with respect to any matters herein described.

Our Common Stock is highly illiquid and the public market for the Common Stock may be minimal.

There is currently very little public trading for our Common Stock, and trading may not significantly increase in the foreseeable future. In particular, the shares of Common Stock are being offered and sold in this Offering in reliance upon exemptions from the registration requirements of applicable federal and state securities laws. Those exemptions require that the Common Stock be purchased for investment purposes only, and not with a current view toward their distribution or resale. Unless the Common Stock or the underlying Common Stock are subsequently registered with the Commission and any required state securities authorities, or appropriate exemptions from registration are available, you may be unable to liquidate your investment in us – even if your financial condition makes such liquidation necessary.

While the Company will make commercially reasonable efforts to file a registration statement within 30 days of filing our 2017 Form 10-K, there is no guarantee that such registration statement or any other registration statement will receive SEC approval. Without an effective registration, our investors could be unable to sell their respective interests in our Company unless an exemption from registration is available. Thus, investors should be prepared to hold their securities for an indefinite period of time. Furthermore, it is not our plan, nor can there be any assurance, that any form of merger, combination, or sale of us will take place following this Offering or that any merger, combination, or sale would provide liquidity for our investors following this Offering. You should not invest in our Company with the expectation that we will be able to sell the business in order to provide meaningful liquidity for our investors.

In addition, none of our securities will likely be readily acceptable as collateral for loans. Accordingly, prospective investors who require liquidity in their investments should not invest in the Common Stock. An investment in Common Stock should only be made by those who can afford the loss of their entire investment.

As we are in our early stages, an investment in our Company will require a long-term commitment, with no certainty of return. There is no public market for our Common Stock or any other security in our Company, and even if we become a publicly-listed reporting company, of which no assurances can be given, we cannot predict whether an active market for our stock will ever develop in the future. In the absence of an active trading market:

- investors may have difficulty buying and selling or obtaining market quotations;
- market visibility for shares of our stock may be limited; and

- a lack of visibility for shares of our stock may have a depressive effect on the market price for shares of our Common Stock.

The lack of an active market impairs your ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. The lack of an active market may also reduce the fair market value of your shares. An inactive market may also impair our ability to raise capital to continue to fund operations by selling shares and may impair our ability to acquire additional intellectual property assets by using our shares as consideration.

There may be limitations on the effectiveness of our internal controls, and a failure of our control systems to prevent error or fraud may materially harm our company.

Proper systems of internal controls over financial accounting and disclosure are critical to the operation of a public company. As we are a start-up company, we may be unable to effectively establish such systems. This would leave us without the ability to reliably assimilate and compile financial information about our company and significantly impair our ability to prevent error and detect fraud, all of which would have a negative impact on our company from many perspectives.

Moreover, we do not expect that disclosure controls or internal control over financial reporting, even if established, will prevent all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. We have previously incurred losses due to fraud from a cybersecurity breach. While we are taking steps to prevent such event from reoccurring, we cannot provide assurance that similar issues will not reoccur. Failure of our control systems to prevent error or fraud could materially adversely impact us.

We do not currently intend to pay dividends to our stockholders in the foreseeable future, and consequently, your ability to achieve a return on your investment will depend on appreciation in the value of our Company.

We have never and do not anticipate paying any cash dividends to our stockholders in the foreseeable future. Consequently, investors must rely on sales of their Common Stock or underlying common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. There is no guarantee that the valuation of our Company will appreciate in value or even maintain the valuation at which our stockholders have purchased their shares.

Our management has broad discretion in using the net proceeds from this Offering.

We have stated, in only a general manner, how we intend to use the net proceeds from this Offering. See "Use of Proceeds." We will have broad discretion in the timing of the expenditures and application of proceeds received in this Offering. If we fail to apply the net proceeds effectively, we may not be successful in bringing our proposed products to market. You will not have the opportunity to evaluate all of the economic, financial or other information upon which we may base our decisions to use the net proceeds from this Offering.

You will experience immediate and substantial dilution.

Because the price per share of our Common Stock being offered is substantially higher than the book value per share of our underlying Common Stock, you will suffer substantial dilution in the net tangible book value of the shares that you purchase in this Offering. Prior to this offering, we issued to Promet in exchange for all of its assets, approximately 31,745,242 shares of the common stock of the Company, which, at the closing, constituted approximately 90% of the Company's issued and outstanding Common Stock on a fully diluted basis. Immediately following the closing of Promet asset purchase, there were approximately 35,272,558 shares issued and outstanding of which the prior Heatwurx, Inc. shareholders own approximately, 3,527,316 shares after giving effect to issuances made for Series D Preferred stock and existing debt that converted into Common Stock. Accordingly, book value per share of Common Stock prior to this Offering is $0.0001 per share. If you purchase shares of Common Stock in this Offering, you will suffer immediate and substantial dilution of $2.27 per share in the net tangible book value of the shares of Common Stock.

If there should be dissolution of our company, you may not recoup all or any portion of your investment.

In the event of a liquidation, dissolution or winding-up of our Company, whether voluntary or involuntary, the proceeds and/or assets of our company remaining after giving effect to such transaction, and the payment of all of our debts and liabilities and distributions required to be made to holders of any outstanding Common Stock will then be distributed to our stockholders on a pro rata

basis. We may incur substantial amounts of additional debt and other obligations such as preferred stock that will rank senior to our Common Stock, and the terms of our Common Stock do not limit the amount of such debt or other obligations that we may incur. There can be no assurance that we will have available assets to pay to the holders of Common Stock or Common Stock any amounts, upon such a liquidation, dissolution or winding-up of our Company. In this event, you could lose some or all of your investment.

IN ADDITION TO THE ABOVE RISKS, BUSINESSES ARE OFTEN SUBJECT TO RISKS NOT FORESEEN OR FULLY APPRECIATED BY OUR MANAGEMENT. IN REVIEWING THIS MEMORANDUM, POTENTIAL INVESTORS SHOULD KEEP IN MIND THAT THERE MAY BE OTHER POSSIBLE RISKS THAT COULD BE IMPORTANT.

USE OF PROCEEDS

The net proceeds of this Offering, estimated to be approximately $2,350,000 if the Minimum Offering is sold, after deducting the Placement Agent's fee of $150,000, or $7,520,000 if the Maximum Offering is sold, after deducting the Placement Agent's fee of $480,000. With our present cash of $2,880,000 acquired from the Promet acquisition and Bridge Notes (see "CAPITALIZATION") the Company's cash on hand if the Minimum Offering is sold will be $5,230,000 while if the Maximum Offering is sold will be $10,400,000. The intended use of these funds are as follows:

	Minimum Offering	Maximum Offering
Research and Development	$2,330,000	$6,100,000
Working capital, salaries, offering expenses, and general corporate purposes (including IP prosecution and maintenance)	$2,900,000	$4,300,000
Total net proceeds plus current cash	$5,230,000	$10,400,000

The above table represents an estimate only of the use of the net proceeds of this Offering and our present cash position based upon our plans and current economic and industry conditions, and is subject to reallocation(s) of the net proceeds between or among the categories listed above or to new and additional areas of use. The expenses to be incurred in developing and pursuing our business plan cannot be predicted with any degree of certainty, especially given our lack of operating history. Specific allocation of proceeds will depend ultimately on, among other things, the progress and timing of our product development, marketing efforts and the timing and results of any required future debt and/or equity financings. See "Risk Factors – Our management has broad discretion in using the net proceeds from this Offering."

If we sell the Minimum Offering, we believe, based on our current estimates, that we will be able to fund our operations for at least 18 months following the Initial Closing. If we sell the Maximum Offering, we believe, based on our current estimates, that we will be able to fund our operations for at least 24 months following the closing of the Maximum Offering. We cannot assure you that our cost estimates will prove to be accurate or that unforeseen events, problems or delays will not occur that would require us to seek additional debt and/or equity funding, which may not be available on favorable terms, sooner than expected to meet our working capital requirements. See "Risk Factors – The proceeds of this Offering will only fund our operations for a limited time and we will need to raise additional capital to support our development and commercialization efforts."

In the event that our operations do not generate sufficient cash flow, or we cannot obtain additional funds, if and when needed, we may be forced to curtail or cease activities, which would likely result in loss to investors of all or a substantial portion of their investments.

CAPITALIZATION

The following table sets forth our total capitalization as of January 8, 2018:

- on a proforma basis to reflect our transaction with Promet as of September 30, 2016;
- on a proforma as adjusted basis to reflect the note conversion of $2,580,000 of Senior Notes issued October 2017 and the equity raise of $4,000,000 ($2,500,000 from minimum offering plus the $1,500,000 for 499 clinical trial funding) in exchange for 1,762,115 units; and
- on a proforma as adjusted basis to give effect to the application of the net proceeds as described under "Use of Proceeds."

	Proforma	Proforma as Adjusted for Minimum Offering	Proforma as Adjusted for Conversion of Notes & $4.0M Equity Raise	Proforma as Adjusted for Maximum Offering
Debt:				
Current liabilities	$251,542	$251,542	$251,542	$251,542
Total Debt	$251,542	$251,542	$251,542	$251,542
Equity:				
Common Stock, $0.0001 par value per share, 350,000,000 shares authorized as of January 8, 2018; 35,272,558 shares issued as of January 8, 2018	$24,691	$24,801	$24,998	$25,109
Additional paid in capital	17,941,132	20,291,022	24,280,957	28,040,714
Accumulated deficit	(17,036,341)	(17,036,341)	(17,036,341)	(17,036,341)
Total Equity	$929,482	$3,279,482	$7,269,614	$11,029,482
Total Capitalization	$1,181,024	$3,531,024	$7,521,156	$11,281,024

Senior Notes

In October 2017 the Company obtained an aggregate of $2.58 million in a private placement (the "Bridge Financing") of senior convertible bridge notes (the "Senior Notes"). The Company used proceeds from the Bridge Financing for general corporate purposes and overhead. All principal together with accrued and unpaid interest under each Senior Note (i) is subject to mandatory and automatic conversion of the note in the next PIPE financing that yields gross proceeds to the Company of at least $4 million (a "Qualified Financing"), or if not earlier converted (ii) will become due and payable on the one-year anniversary of the note ("Maturity Date"). Each note holder will be required to convert a Senior Note into the Qualified Financing at a conversion price per share determined with respect to the lower of (i) a $72 million pre-money valuation of the Company or (ii) a 10% discount to the pre-money valuation given in the Qualified Financing. This Mandatory Conversion shall be automatic, and the Company will provide notice to each note holder at least seven (7) days prior to the closing of a Qualified Financing as to the number of shares the holder would receive based on applying the discounted pricing described above. In conjunction with any conversion, the note holders will become a party to and will execute appropriate subscription agreements for the Qualified Financing. The intent of the Qualified Financing is to add gross proceeds to the Company of $4,000,000 or more, although no assurance can be given that the Company will be able to raise that amount or any amount. If prior to the Maturity Date, there is a Change of Control and a Senior Note has not previously been converted, its holder may elect to have the Senior Note together with any accrued interest repaid in full at that time plus an additional 10% on the principal amount of the Senior Note.

The Senior Notes also include an anti-dilution period which if at any time or from time to time extending through December 31, 2018 (the "Anti-Dilution Period") the Company issues any additional securities (a "New Issuance") (including, but not limited to, any class of shares, preferred stock, warrants, rights to subscribe for shares, convertible debt or other securities convertible into any share class, referred to below collectively as "Securities") for a consideration per share, after giving effect to commissions, fees and other expenses (collectively "offering costs"), that is less, or which on conversion or exercise of the underlying security is less, than the conversion price of the note holder (as adjusted for changes resulting from any forward or reverse share splits, stock dividends and similar events) (a "Down Round Price"), the Company shall issue additional Securities to Holder at no additional cost in an amount that it would have received at the Down Round Price, rounded up to the next whole share, on a full ratchet basis at no additional consideration ("Holder's Down Round Issuances"). In the event that a New Issuance is made at a Down Round Price and includes both equity securities and rights to acquire additional securities (whether in the form of warrants, options or other rights) (the "Rights"), then as part of any full ratchet adjustment the Company shall also include, within the Holder's Down Round Issuances, that number of Rights in which Holder would have acquired had it participated in the New Issuance.

If the Senior Notes have not been paid or converted prior to the Maturity Date, the outstanding Principal Amount of the Senior Notes will be automatically converted into shares of common stock of the Company at a price that is the equivalent to the lesser of (i) $72 million pre-money valuation or (ii) any adjusted price resulting from the application of the provision set forth above. In such event the Anti-Dilution Period will be extended for a further 12 months.

This Offering is intended to be a Qualified Financing that will trigger the mandatory conversion of the Senior Notes.

CTP-499 License

Promet and CoNCERT Pharmaceuticals Inc. entered into an exclusive option and license agreement for the CTP-499 compound (the "Agreement") in October 2017. In connection with its obligations thereto, in addition to other compensation as described in "Business Summary," CoNCERT will receive $8 million of Common Stock from Promet, at the present market price of the stock, 15% of any sublicense revenue until $8 million is raised, and for a period of time 4-10% annual royalty of net annual sales.

CTP-499 Clinical Trial

We are negotiating an arrangement with an investor who we will pay up to $1,500,000 for the clinical trial for CTP-499 compound. The investor will receive Shares and Warrants on the same terms including price as the Shares and Warrants being issued in this Offering. If we successfully consummate this arrangement, the investor's payments will not count toward whether we have achieved a Minimum Offering and will not count toward the $14.0 million issuance related to termination of the weighted-average anti-dilution protection afforded the Shares in this Offering.

DIVIDEND POLICY

We have not paid any cash dividends to date, nor do we anticipate paying any cash dividends in the foreseeable future. For the foreseeable future, we intend to retain all of our earnings, if any, to finance our growth and operations and to fund the expansion of our business. Payment of any dividends will be made at the discretion of our Board of Directors, after its taking into account various factors, including our financial condition, operating results, current and anticipated cash needs and plans for expansion.

MANAGEMENT AND BOARD OF DIRECTORS

Executive Officers and Board Members

NAME	AGE	EXECUTIVE OFFICER POSITION
David Young - Pharm.D., Ph.D.	65	Chief Executive Officer and Interim CFO
Patrick Lin	52	Chief Business & Strategy Officer
Sian Bigora	57	Chief Development Officer
Helen Pentikis	51	Interim Chief Scientific Officer
Wendy Guy	53	Chief Administrative Officer

NAME	AGE	BOARD OF DIRECTORS
David Young - Pharm.D., Ph.D.	65	Chairman; Chief Executive Officer and Interim CFO
Patrick Lin	52	Internal Director: Chief Business & Strategy Officer
Justin Yorke	51	Independent Director
Virgil Thompson	78	Independent Director

The following is a brief account of the education and business experience during at least the past five years of each director, executive officer and key employee of the Company, indicating the person's principal occupation and the person's prior employers during that period.

David Young, Pharm.D., Ph.D.
Chief Executive Officer, Interim Chief Financial Officer, Chairman of the Board, Founder

Dr. Young has over 30 years of pharmaceutical research, drug development, and corporate experience. He is a Founder and has served as Chief Executive Officer of Promet Therapeutics, LLC since its formation in August 2015. Dr. Young served as Chief Scientific Officer of Questcor from 2009-2014 and was responsible for working with the FDA on modernizing the Acthar Gel label and in obtaining FDA approval in Infantile Spasms. From 2006-2009 prior to joining the executive management team, Dr. Young served as an Independent Director on Questcor's board of directors. During the eight years that Dr. Young was involved with Questcor, Questcor transitioned to an orphan drug specialty pharmaceutical company, moving from near bankruptcy in 2007 to a valuation of approximately $5.6 billion in 2014. While serving on Questcor's board of directors, Dr. Young served as Executive Director and President of U.S. Operations of AGI Therapeutics plc. Dr. Young has also served as the Executive Vice President of the Strategic Drug Development Division of ICON plc ("ICON"), an international contract research organization, and was the Founder and Chief Executive Officer of GloboMax LLC, a contract research organization specializing in FDA drug development ("GloboMax"), which was purchased by ICON in 2003. Prior to forming GloboMax, Dr. Young was a Tenured Associate Professor at the School of Pharmacy, University of Maryland., where he led a group of 30 faculty, scientists, postdocs, graduate students and technicians in evaluating the biological properties of drugs and drug delivery systems in animals and humans.

Dr. Young is an expert in small molecule and protein non-clinical and clinical drug development. He has served on FDA Advisory Committees, was Co-Principal Investigator on a FDA funded Clinical Pharmacology contract, was responsible for the analytical and pharmacokinetic evaluation of all oral products manufactured in the UMAB-FDA contract which lead to the SUPAC and IVIVC FDA Guidance's, for 5 years taught FDA reviewers as part of the UMAB-FDA contract, has served on NIH grant review committees, and was Co-Principal Investigator on a National Cancer Institute contract to evaluate new oncology drugs.

Dr. Young has met more than 100 times with the FDA on more than 50 drug products and has been involved with more than 30 NDA/supplemental NDA approvals. Dr. Young has more than 150 presentations-authored publications-book chapters, including formal presentations to the FDA, FDA Advisory Committees, and numerous invited presentations at both scientific and investment meetings.

Dr. Young received his B.S. in Physiology from the University of California at Berkeley, his M.S. in Medical Physics from the University of Wisconsin at Madison, and his Pharm.D. - Ph.D. with emphasis in Pharmacokinetics and Pharmaceutical Sciences from the University of Southern California.

Patrick Lin
Chief Business and Strategy Officer, Board of Directors, Founder

Mr. Lin has over 20 years of financing and investing experience in the Biopharm Sector. He was Co-Founder and Chairman of the Board of Promet. He is a Founder and, for more than 15 years, has served as Managing Partner of Primarius Capital, a family office that manages public and private investments focused on small capitalization companies.

For 10 years prior to forming Primarius Capital, Mr. Lin worked at several Wall Street banking and brokerage firms, including Robertson Stephens & Co., E*Offering, and Goldman Sachs & Co. Mr. Lin was Co-Founding Partner of E*Offering.

Mr. Lin received an MBA from Kellogg Graduate School of Management, a Master of Engineering Management, and a Bachelor of Science in Business Administration from the University of Southern California.

Sian Bigora, Pharm.D.
Chief Development Officer, Founder

Dr. Bigora has over 20 years of pharmaceutical research, regulatory strategy and drug development experience working closely with Dr. Young. She was Co-Founder, Director, and Chief Development Officer at Promet. Prior to Promet, Dr. Bigora was Vice President of Regulatory Affairs at Questcor from 2009-2015, including leading efforts on modernizing the Acthar Gel label and in obtaining FDA approval in Infantile Spasms, events of material importance to Questcor's subsequent success. During her time at Questcor she assisted in building an expert regulatory group to address both commercial and development needs for complex products such as Acthar. Dr. Bigora's role at Questcor included heading up the development of a safety pharmacovigilance group and a clinical quality group.

Prior to her position at Questcor, Dr. Bigora was Vice President of Clinical and Regulatory Affairs, U.S. Operations of AGI Therapeutics, plc. In this role she was responsible for the development and implementation of Global Phase 3 studies and interactions with regulatory authorities. Previously she operated her own consulting company, serving as the regulatory and drug development expert team member for multiple small and mid-sized pharmaceutical companies. Dr. Bigora held multiple positions in regulatory affairs, operations and project management ending as VP of Regulatory Affairs at the Strategic Drug Development Division of ICON, plc, an international CRO, and at GloboMax LLC, a CRO specializing in FDA drug development, purchased by ICON plc in 2003. Prior to GloboMax, she worked in the Pharmacokinetics and Biopharmaceutics Laboratory at the School of Pharmacy, University of Maryland on the FDA funded Clinical Pharmacology contract and UMAB-FDA contract as a clinical scientist and instructor for FDA reviewers.

Dr. Bigora received a Pharm.D. from the School of Pharmacy at the University of Maryland at Baltimore. She also completed a Fellowship in Pharmacokinetics and Pediatric Infectious Diseases at the University of Maryland at Baltimore.

Helen Pentikis, Ph.D.
Interim Chief Scientific Officer

Dr. Pentikis has over 25 years of experience in strategic drug development, regulatory science and clinical research. Dr. Pentikis was a Founder and a member of the Management Team for Symbiomix Therapeutics, a venture backed, late stage pharmaceutical company acquired by Lupin Pharmaceuticals. She co-founded in 2008 SAJE Consulting, a clinical, pharmacokinetic, and strategic regulatory consulting company. Prior to SAJE Consulting, she served as Head, Clinical Pharmacology at AkaRx Inc. Her work on the senior management team was instrumental in the $300-million acquisition of AkaRx. Previously, Dr. Pentikis was Global Vice President, Pharmacokinetics and Pharmacodynamics at ICON plc, responsible for the scientific management of the PK and biostatistics teams. She was a research fellow in the pharmacometrics section at Sanofi-Aventis, where she successfully applied PK and PD principles to the design of Phase 1-3 studies. Dr. Pentikis was also involved in several worldwide regulatory submissions in the areas of women's health, allergy, and oncology supportive care.

Dr. Pentikis received a Bachelor of Science in biology from Wake Forest University, a Ph.D. in Pharmacology and Toxicology from the University of Maryland, and completed a Fellowship in Pharmacokinetics and Clinical Pharmacology at the FDA.

Wendy Guy
Chief Administrative Officer, Secretary of the Board of Directors, Founder

Ms. Guy has more than 20 years of experience in business operations. She has worked closely with Dr. Young over the last 18 years in corporate management and operations, HR, and finance. She was a Co-Founder and the Director and Chief Administrative Officer of Promet. Prior to Promet, Ms. Guy was employed at Questcor as a Senior Manager of Business Operation in charge of the

company's Maryland office. During the five years she spent at Questcor, she built a dynamic administrative and contracts team, grew the Maryland office from two employees to just under 100, and expanded the facility from 1,200 square feet to 15,000 square feet.

Prior to her position at Questcor, Ms. Guy was Senior Manager, U.S. Operations of AGI Therapeutics, plc. In this role she was responsible for the day to day business and administrative operations of the company. Previously she held multiple senior level positions with the Strategic Drug Development Division of ICON, GloboMax, and Mercer Management Consulting.

Ms. Guy received an A.A. from Mount Wachusett Community College.

Justin W. Yorke
Independent Director

Mr. Yorke has over 25 years of experience as an institutional equity fund manager and senior financial analyst for investment funds and investment banks and was appointed a director of the Company in September 2017. For more than the past 10 years he has been a manager of the San Gabriel Fund, JMW Fund and the Richland Fund whose primary activity is investing public and private companies in the United States. Mr. Yorke served as non-executive Chairman of Jed Oil and a Director and Chief Executive Officer at JMG Exploration. Mr. Yorke was a Fund Manager and Senior Financial Analyst, based in Hong Kong, for Darier Henstch, S.A., a private Swiss bank, where he managed their $400 million Asian investment portfolio. Mr. Yorke was an Assistant Director and Senior Financial Analyst with Peregrine Asset Management, which was a unit of Peregrine Securities, a regional Asian investment bank. Mr. Yorke was a Vice President and Senior Financial Analyst with Unifund Global Ltd., a private Swiss Bank, as a manager of its $150 million Asian investment portfolio.

Mr. Yorke has a B.A. from University of California, Los Angeles.

Virgil Thompson
Independent Director

Mr. Thompson has served as a Director of the Company since October 2017 and previously served on the Board of Directors at Promet and Mallinckrodt Pharmaceuticals (formerly Questcor) where he also served as a member of its Human Resources and Compensation Committee.

From July 2009 to July 2015, he served as Chief Executive Officer and Director of Spinnaker Biosciences, Inc., and now serves as Chairman of the Board of that company. Mr. Thompson is also the Chairman of the Board of Aradigm Corporation and a Director of Genz Corporation.

Mr. Thompson served as a Director of Questcor from 1996 and more recently served as Chairman of its board of directors until Questcor was acquired in August 2014. Mr. Thompson served as the President, Chief Executive Officer and as a Director of Angstrom Pharmaceuticals, Inc. from 2002 until 2007. From 2000 until 2002, Mr. Thompson was the President, Chief Executive Officer and a Director of Chimeric Therapies, Inc. From 1999 until 2000, Mr. Thompson was President, Chief Operating Officer and, from 1994, a Director of Bio-Technology General Corporation (subsequently Savient Pharmaceuticals, Inc).

Mr. Thompson obtained a Bachelor's Degree in Pharmacy from the University of Kansas and a J.D. degree from the George Washington University Law School.

Board Leadership Structure and Role in Risk Oversight

Our Board evaluates its leadership structure and role in risk oversight on an ongoing basis. At the present time our CEO serves as the Chairman of the Board. The Board does not currently have a policy, one way or the other, with respect to whether the same person should serve as both the chief executive officer and chair of the Board or, if the roles are separate, whether the chair of the Board should be selected from the non-employee directors or should be an employee.

In evaluating director nominees, our Company expects to consider the following factors:

- The appropriate size of the Board;
- Our needs with respect to the particular talents and experience of our directors;
- The knowledge, skills and experience of nominees;

- Experience with accounting rules and practices; and

- The nominees' other commitments.

Our Company's goal is to assemble a Board of Directors that brings our Company a variety of perspectives and skills derived from high quality business, professional and personal experience.

Biotechnology Corporate Advisory Board

The Company plans to form a Corporate Advisory Board of individuals who are unable to commit to joining the Board of Directors but are willing to serve as advisors given their experience in the biotechnology and healthcare industry.

Corporate Governance

Board Committees

The Board has formed an audit committee consisting of Justin Yorke, Chairman of the Audit Committee, and an additional Audit Committee member to be named in 2018 from the Independent Directors of the Board. The complete Board of Directors will serve as the Compensation Committee and Nominating and Corporate Governance Committee. Our Audit Committee will be primarily responsible for reviewing the services performed by our independent auditors and evaluating our accounting policies and systems of internal controls. The Board, in its capacity as the Compensation Committee, will be primarily responsible for reviewing and approving salaries, all benefit policies and other compensation. The Board, in its capacity as the Nominating and Governance Committee, has already voted unanimously to identify potential candidates to serve on the Board as Independent Directors.

Director Independence

The Board has determined that Justin Yorke and Virgil Thompson are Independent Directors as the term "independent" is defined by the rules of NASDAQ Rule 5605. The Board seeks to add at least one additional Independent Director in 2018.

Summary Compensation Table

The following sets forth all compensation awarded, earned or paid for services rendered in all capacities to Processa and its predecessors during fiscal years 2016 and 2017. No named officer of Heatwurx, Inc. received compensation in excess of $100,000 in 2016 and no named officer of Heatwurx received any salary during 2017. No named officer or director of Heatwurx or Processa received or had vested options to acquire securities of Heatwurx or Processa in 2016 or 2017. No named officer of Promet received compensation exceeding $100,000 during the years ending December 31, 2016 and December 31, 2017. No named director of Promet received compensation for services during the year ending December 31, 2017.

Director and Advisory Board Compensation

We do not currently have a policy regarding compensation for our independent directors and scientific advisory board members. We intend to adopt a policy regarding such compensation following the consummation of this Offering.

Equity Compensation Plan

General. We intend to adopt an equity compensation plan following completion of this Offering. The plan, if adopted, will be managed by our board of directors or compensation committee if one is established.

The general purpose of the Plan will be to provide eligible employees, officers, non-employee directors and other individual service providers a sense of proprietorship and personal involvement in our development and financial success, and to encourage them to devote their best efforts to our business, thereby advancing our interests and the interests of our stockholders. By means of the Plan, we will seek to retain the services of such eligible persons and to provide incentives for such persons to exert maximum efforts for our success and the success of our subsidiaries.

Administration. The Plan will be administered by the Board of Directors, which may grant options to purchase shares of our Common Stock, stock appreciation rights, restricted stock, stock units, performance shares, performance units, incentive bonus awards, other cash-based awards and other stock-based awards. The Board of Directors also has authority to determine the terms and conditions of each award, prescribe, amend and rescind rules and regulations relating to the Plan, and amend the terms of awards in any manner not

inconsistent with the Plan (provided that no amendment may adversely affect the rights of a participant without consent). The Board of Directors may delegate authority to a compensation committee of the Board and/or to officers and employees to grant options and other awards to employees (other than themselves), subject to applicable law and restrictions in the Plan. No award may be granted under the Plan on or after the ten-year anniversary of the adoption of the Plan by our Board of Directors, but awards granted prior to the ten year anniversary may extend beyond that date.

Eligibility. Persons eligible to receive awards under the Plan include any person who is an employee, officer, director, consultant, advisor or other individual service provider of Holdings or any subsidiary, or any person who is determined by the Compensation Committee to be a prospective employee, officer, director, consultant, advisor or other individual service provider of Holdings or any subsidiary.

Shares Subject to the Plan. The aggregate number of shares of Common Stock available for issuance in connection with options and awards granted under the Plan will initially be 10% of the outstanding shares. Incentive Stock Options may, but need not be, granted with respect to all of the shares available for issuance under the Plan after the increase in shares immediately following the final closing of the Offering. If any award granted under the Plan payable in shares of Common Stock is forfeited, cancelled, returned for failure to satisfy vesting requirements, is otherwise forfeited, otherwise terminates without payment being made, or if shares of Common Stock are withheld to cover withholding taxes on options or other awards, the number of shares of Common Stock as to which such option or award was forfeited, or which were withheld, will be available for future grants under the Plan.

In addition, the Plan contains an "evergreen" provision allowing for an annual increase in the number of shares of our Common Stock available for issuance under the Plan on January 1 of each year during the period beginning January 1, 2019, and ending on (and including) January 1, 2027. The annual increase in the number of shares shall be equal to the greater of (i) seven percent (7%) of the total number of shares of our Common Stock outstanding on December 31st of the preceding calendar year, or (ii) the difference between (x) twenty percent (20%) of the total number of shares of our Common Stock outstanding on December 31st of the preceding calendar year, and (y) the total number of shares of our Common Stock reserved under the Plan on December 31st of such preceding calendar year (including shares subject to outstanding awards, issued pursuant to awards or available for future awards); provided, however, that our board of directors may act prior to the first day of any calendar year to provide that there shall be no increase such calendar year, or that the increase shall be a lesser number of shares of common stock than would otherwise occur.

Indemnification Agreements

We will enter into Indemnification Agreements with each of our current directors and executive officers. The Indemnification Agreements will provide for indemnification against expenses, judgments, fines and penalties actually and reasonably incurred by an indemnitee in connection with threatened, pending or completed actions, suits or other proceedings, subject to certain limitations. The Indemnification Agreements will also provide for the advancement of expenses in connection with a proceeding prior to a final, non-appealable judgment or other adjudication, provided that the indemnitee provides an undertaking to repay to us any amounts advanced if the indemnitee is ultimately found not to be entitled to indemnification by us. The Indemnification Agreements will set forth procedures for making and responding to a request for indemnification or advancement of expenses, as well as dispute resolution procedures that will apply to any dispute between us and an indemnitee arising under the Indemnification Agreements.

DESCRIPTION OF OUR CAPITAL STOCK

Our authorized capital stock consists of 350,000,000 shares of Common Stock, $0.0001 value per share, and 10,000,000 shares of preferred stock, $0.0001 par value per share.

Common Stock

Each share of Common Stock entitles a stockholder to one vote on all matters upon which stockholders are permitted to vote. Common Stock does not confer on the holder any preemptive right or other similar right to purchase or subscribe for any additional securities issued by us and is not convertible into other securities. No shares of Common Stock are subject to redemption or any sinking fund provisions. All the outstanding shares of our Common Stock are fully paid and non-assessable. Subject to the rights of the holders of the preferred stock, the holders of shares of our Common Stock are entitled to dividends out of funds legally available when and as declared by our Board of Directors. In the event of our liquidation, dissolution or winding up, holders of our Common Stock are entitled to receive, ratably, the net assets available to stockholders after payment of all creditors and any liquidation preference on outstanding preferred stock.

In connection with the Asset Purchase we issued 222,217,112 shares of the Common Stock of the Company to Promet and after the transaction had a total of approximately 246,907,902 issued and outstanding shares of Common Stock. On October 30, 2017 we amended our certificate of incorporation in Delaware to change our name from Heatwurx, Inc. to Processa Pharmaceuticals Inc. On December 8, 2017 the Financial Industry Regulatory Association ("FINRA") approved a 1-for-7 reverse split (rounded up to next whole share) such that the total outstanding shares were decreased to 35,272,558.

Preferred Stock

We may issue up to 10,000,000 shares of "blank check" preferred stock, $0.0001 par value, in one or more classes or series within a class as may be determined by our Board of Directors, who may establish, from time to time, the number of shares to be included in each class or series, may fix the designation, powers, preferences and rights of the shares of each such class or series and any qualifications, limitations or restrictions thereof. Any preferred stock so issued by the Board of Directors may rank senior to the Common Stock with respect to the payment of dividends or amounts upon liquidation, dissolution or winding up of us, or both.

No series or shares of preferred stock are currently outstanding. The issuance of preferred stock, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from acquiring, a majority of our outstanding voting stock.

Warrants

We currently have no Warrants or options for shares of Common Stock outstanding. The Warrants that are included in the Offering's units have the following terms:

Exercise Price. The exercise price per share of Common Stock purchasable upon exercise of each Warrant is 120% of the Purchase Price. If we, at any time while the Warrants are outstanding, pay a stock dividend on our Common Stock or otherwise make a distribution on any class of capital stock that is payable in shares of our Common Stock, subdivide outstanding shares of our Common Stock into a larger number of shares or combine the outstanding shares of our Common Stock into a smaller number of shares, then, the number, class and type of shares available under the Warrants and the exercise price will be correspondingly adjusted to give the holder of the Warrants, on exercise for the same aggregate exercise price, the total number, class, and type of shares or other property as the holder would have owned had the Warrants been exercised prior to the event and had the holder continued to hold such shares until the event requiring adjustment.

Exercisability. Holders may exercise the Warrants beginning on the date that is six (6) months after the date of original issuance and at any time up to the date that is three (3) years from the initial date the Warrants became exercisable.

Cashless Exercise. If at any time during the Warrant exercisability period the fair market value of our Common Stock exceeds the exercise price of the Warrants and the issuance of shares of our Common Stock upon exercise of the Warrant is not covered by an effective registration statement, the holder is permitted to effect a cashless exercise of the Warrants (in whole or in part) by having the holder surrendering the Warrants to us, together with delivery to us of a duly executed exercise notice, canceling a portion of the Warrant in payment of the purchase price payable in respect of the number of shares of our Common Stock purchased upon such exercise.

Transferability. The Warrants may be transferred at the option of the Warrant holder upon surrender of the Warrants with the appropriate instruments of transfer.

Exchange Listing. We do not plan on making an application to list the Warrants on any national securities exchange or other nationally recognized trading system.

Rights as a Stockholder. Except by virtue of such holder's ownership of shares of our Common Stock, the holder of the Warrants do not have the rights or privileges of holder of our Common Stock, including any voting rights, until they exercise their Warrants.

Anti-dilution

The Shares, but not the Warrants, will have weighted-average anti-dilution protection.

In the event that the Company issues additional equity securities or securities convertible into equity securities at a purchase price less than $2.27 per share of Common Stock, the Offering Price shall be adjusted and new Shares issued in accordance with the following formula until the Company has issued equity securities or securities convertible into equity securities for a total of $14.0 million in cash or assets, including the proceeds from the exercise of the Warrants:

$$CP_2 = CP_1 * (A+B) / (A+C)$$

CP_2 = Offering Price in effect immediately after new issue

CP_1 = Offering Price in effect immediately prior to new issue

A = Number of shares of Common Stock deemed to be outstanding immediately prior to new issue (includes all shares of outstanding Common Stock, all shares of Common Stock on an as-converted basis, and all outstanding Warrants on an as-exercised basis; all shares of Common Stock reserved for issuance under any Company incentive plan; and does not include any convertible securities converting in the subject transaction.

B = Aggregate consideration received by the Company with respect to the new issue divided by CP_1

C = Number of Shares of stock issued in the subject transaction

The following issuances shall not trigger anti-dilution adjustment: (i) securities issuable upon exercise of the Warrants; (ii) securities issued upon the conversion of any outstanding debenture, warrant, option or other convertible security; (iii) Common Stock issuable upon a stock split, stock dividend, or any subdivision of shares of Common Stock, provided that such securities have not been amended since the date of this Agreement to increase the number of such securities or to decrease the exercise price, exchange price or conversion price of such securities (other than in connection with stock splits or combinations) or to extend the term of such securities; (iv) shares of Common Stock (or options to purchase such shares of Common Stock) issued or issuable to employees or directors of, or consultants to, the Company pursuant to any plan approved by the Company's Board of Directors and (v) securities issued pursuant to acquisitions or strategic transactions approved by a majority of the disinterested directors of the Company, provided that any such issuance shall only be to a person (or to the equity holders of a person) which is, itself or through its subsidiaries, believed by the Company to be an operating company or an owner of an asset in a business synergistic with the business of the Company.

PRINCIPAL STOCKHOLDERS

The following table sets forth information regarding the beneficial ownership of our Common Stock as of December 29, 2017 by:

- each of our stockholders who is known by us to beneficially own 5% or more of our Common Stock;
- each of our executive officers and directors; and
- all of our directors and current executive officers as a group.

Beneficial ownership is determined based on the rules and regulations of the Commission as defined in Rule 13d-3 of the Securities Exchange Act of 1934. A person has beneficial ownership of shares if such individual has the power to vote and/or dispose of shares. This power may be sole or shared and direct or indirect. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of Common Stock that are subject to options or warrants held by that person and exercisable as of, or within sixty (60) days of December 29, 2017 are counted as outstanding. These shares, however, are not counted as outstanding for the purposes of computing the percentage ownership of any other person(s).

Promet Therapeutics, LLC is managed by David Young, CEO of both Processa and Promet. If Promet's shares of the Company are distributed to Promet's shareholders, then the table below would reflect the beneficial ownership of our Common Stock of Processa Officers and Directors who are beneficial owners of Promet and other individuals who are beneficial owners of at least 5.50% of Promet prior to the offering (equivalent to approximately 5% of Processa prior to offering):

			% of Shares of Common Stock Beneficially Owned After Offering[1]	
Name of Beneficial Owner	Shares of Common Stock Beneficially Owned Prior to this Offering	% of Shares of Common Stock Beneficially Owned Prior to Offering	Minimum Offering of $2,500,000	Maximum Offering of $8,000,000
Officers and Directors				
David Young[1]	5,719,927	16.22%	15.73%	14.51%
Patrick Lin	2,314,022	6.56%	6.36%	5.77%
Sian Bigora	3,483,850	9.88%	9.58%	8.69%
Helen Pentikis	507,218	1.44%	1.39%	1.26%
Wendy Guy	2,194,075	6.22%	6.03%	5.47%
Justin W. Yorke	11,000	0.03%	0.03%	0.03%
Virgil Thompson	601,807	1.71%	1.65%	1.50%
5% Stockholders				
Neal Bradsher[2]	1,774,894	5.03%	4.88%	4.43%
Promet Therapeutics, LLC[3]	15,149,449	42.95%	41.65%	37.77%

1. Mr. Young has invested $200,000 as part of the Senior Bridge Note that has a mandatory conversion upon raising $4M. The conversion of the Senior Bridge Notes is included in the Maximum offer of $8M but not included in the Minimum Offering of $2.5M
2. Neal Bradsher was a Founding Investor in Promet and owns 5.59% of Promet.
3. The Processa equity listed in this table under Promet Therapeutics, LLC are the total Processa shares owned by Promet LLC which have been awarded to members in Promet who are not already listed on this table and who individually do not have greater than a 5% net ownership in Processa. Since the shares are still under the ownership of Promet, the shares have been listed in the table.

As of October 5, 2017, in connection with the close of our asset purchase from Promet Therapeutics LLC ("Promet"), we entered into lock-up/leak out agreements with certain shareholders of Heatwurx Inc. relating to an aggregate of 3,527,316 shares of our common stock given the effect on December 8, 2017 to a 1:7 reverse split of our common stock. Under the terms of these agreements those shareholders generally:

- May not sell any of the shares subject to the agreements for a period of 60 days;
- May sell during the ensuing 210 days (the "Leak out period") 15% of the shares subject to the agreements in the event that those shares trade at 200% of the discounted private placement price defined below;
- May separately sell an additional 25% of shares of the shares subject to the agreements during the Leak out period only in the event that those shares trade at 250% of the discounted private placement price;
- Have agreed that for purposes of these agreements "discounted private placement price" shall mean 90% of the lowest price per share at which Processa obtains funds following October 5, 2017; and
- Are allowed to make certain private transfers to beneficial holders, gifts, family members and like on the proviso that the transferee enter into a new written agreement that is substantially on the same terms as those applicable to the transferor.

As of October 5, 2017, in connection with the close of our asset purchase from Promet, we entered into a lock-up/leak out agreement with our principal and controlling shareholder, Promet. relating to an aggregate of 31,745,242 shares of our common stock given the effect to our 1:7 reverse split of common stock. Under the terms of this agreement Promet generally:

- May not sell any of the shares subject to the agreements for a period of 180 days;
- May leak out and sell during the ensuing 180 days (the "Promet Leak out period") 15% of the shares subject to the agreement in the event that those shares trade at 200% of the discounted private placement price defined above;
- May separately leak out and sell an additional 25% of shares of the shares subject to the agreements during the Promet Leak out period in the event that those shares trade at 250% of the discounted private placement price; and
- Is allowed to make certain private pro rata transfers or distributions to beneficial holders or members of Promet, and thereafter by way of gifts or other transfers to family members and like on the proviso that the transferee enter into a new written agreement that is substantially on the same terms as those applicable to the transferor.

The parties will cease to be subject to the restrictions of their respective agreements upon the termination of their respective leak out periods. Notwithstanding the restrictions described in the paragraphs above, the parties have also agreed that Processa in its sole discretion may (i) reduce the holding periods relating to any lock-up or leak out, (ii) may increase the number of shares which any shareholder, including Promet, may sell under these agreements, (iii) eliminate any other selling restrictions contained in the agreements, or (iv) terminate these lock-up/leak out agreements in their entirety.

David Young, CEO and interim CFO of Processa, is also the managing member of Promet, as a result of which any amendments or other changes to the lock-up/leak out agreements should not be viewed as being made or implemented on an arm's length basis. Any changes to these agreements may result in price declines and increased volatility in the trading of our shares which could result in losses being incurred by those who invest in this offering.

The foregoing is a summary of the lock-up agreements entered into by the parties and is qualified in its entirety by reference to the agreements filed as exhibits to the Form 8-K filed by the Company on October 12, 2017.

RESTRICTIONS ON THE TRANSFER OF SECURITIES

The Shares and the Shares underlying the Warrants (in this section, we refer collectively to the Shares and the Shares of underlying the Warrants as the "Securities") are subject to restrictions on transfer. The Securities have not been registered under the Securities Act or any state securities law. You must hold any Securities that you acquire indefinitely and may not transfer your Securities unless such transfer is permitted, as described in the following paragraph.

You may not transfer any Securities unless (a) a registration statement is in effect under the Securities Act covering your proposed transfer and you make such transfer in accordance with such registration statement or (b) you transfer the Securities in a transaction exempt from the registration requirements of the Securities Act and any related requirements imposed by applicable state securities laws. In the case of any transfer permitted under clause (b), you must notify us in writing of your proposed transfer and furnish us with an opinion of counsel, reasonably satisfactory to us, that your transfer will not require registration under the Securities Act or any applicable state securities laws. Each certificate representing a Security will contain a legend referring to this restriction on transfer and any legends required by state securities laws.

PLAN OF DISTRIBUTION

Summary of Offering Terms

We have entered into a placement agreement with Boustead Securities, LLC, to serve as the exclusive Placement Agent for this Offering. We have engaged the Placement Agent to sell, by itself or through selected dealers, units consisting of a minimum of 1,101,322 shares of Common Stock ($2,500,000) and a maximum of 3,524,229 shares of Common Stock ($8,000,000) and a similar number of Warrants at a purchase price of $2.27 per unit solely to "accredited investors." The Placement Agent has agreed to offer the units in this Offering on a "reasonable efforts, all-or-none" basis with respect to the Minimum Offering, and on a "reasonable efforts" basis for all amounts in excess of the Minimum Offering. The units will be offered until February 21, 2018. This Offering Period may be extended until May 21, 2018 by the Company and the Placement Agent in their mutual discretion.

Until and subject to our sale of the Minimum Offering, all funds received by the Placement Agent from subscribers will be held in a non-interest-bearing escrow account maintained by Fintech Clearing LLC. Unless subscriptions for the Minimum Offering are received during this Offering Period, we will terminate this Offering, no units will be sold, and the funds deposited in escrow will be promptly returned to subscribers without interest, deduction or offset. Investments by the Placement Agent (and its affiliates) or by officers, directors or other affiliates of the Company may be counted to determine whether the Minimum Offering and the Maximum Offering, as applicable, are reached.

Subject to the sale of the Minimum Offering, we have agreed to pay to the Placement Agent (i) a cash fee (the "Agent's Fee") equal to 6% of the gross proceeds raised in this Offering from all investors. In addition, we have agreed to reimburse the Placement Agent for its legal and other fees and expenses incurred in connection with the Offering up to an aggregate of $4,000. We have also agreed to issue Warrants to the Placement Agent in an amount equal to 3% of the total shares of Common Stock issuable in this Offering. Such Warrants will be identical to the Warrants comprising the units sold in this Offering.

The price of the units has been determined following our discussions with the Placement Agent. Among the factors considered in the negotiations were our limited operating history, our history of losses, the nature and scope of our intellectual property, an assessment of our management and our proposed operations, our current financial condition, our outstanding indebtedness, if any, the prospects for the industry in which we operate, the prospects for the development of our business with the capital raised in this Offering and the general condition of the securities markets at the time of this Offering. This Offering price of the units do not necessarily bear any relationship to our assets, book value or results of operations or any other generally accepted criterion of value. See "Risk Factors – The price of the units and other terms of this Offering have been arbitrarily determined."

TERMS OF THIS OFFERING

Investor Qualifications

Purchase of the units involves a number of significant risks and is a suitable investment only for certain investors. See "Risk Factors."

Only persons of adequate financial means who have no need for present liquidity with respect to this investment should consider purchasing the units offered hereby because: (i) an investment in the units involves a number of significant risks (See "Risk Factors"); and (ii) no market for the Securities underlying the units exists and none is likely to develop in the reasonably foreseeable future (See "Restrictions on the Transfer of Securities"). This Offering is intended to be a private offering that is exempt from registration under the Securities Act and applicable state securities laws.

This Offering is being made in the State of New York and such other states as determined by the Placement Agent and is limited solely to accredited investors (as defined below).

Accredited Investors

Accredited investors are defined in Regulation D under the Securities Act as only those persons or entities coming within any one or more of the following categories:

(i) Any bank, as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker-dealer registered pursuant to Section 15 of the Exchange Act; any insurance company, as defined in Section 2(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940 or a business development company, as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the United States Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of $5,000,000; and any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, that is either a bank, savings and loan association, insurance company or registered investment advisor, if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by person(s) that are accredited investor(s);

(ii) Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;

(iii) Any organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any corporation, Massachusetts or similar business trust, or company, not formed for the specific purpose of acquiring the Common Stock, with total assets in excess of $5,000,000;

(iv) Any director or executive officer of our Company;

(v) Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his or her purchase exceeds $1,000,000 (for purposes of calculating net worth under this category, (i) the natural person's primary residence shall not be included as an asset, (ii) indebtedness that is secured by the undersigned's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability, (iii) to the extent that the indebtedness that is secured by the primary residence is in excess of the fair market value of the primary residence, the excess amount shall be included as a liability, and (iv) if the amount of outstanding indebtedness that is secured by the primary residence exceeds the amount outstanding 60 days prior to the investment, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability);

(vi) Any natural person who had an individual income in excess of $200,000, or joint income with that person's spouse in excess of $300,000, in each of the two most recent years and who reasonably expects to reach the same income level in the current year;

(vii) Any trust with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the Common Stock, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; or

(viii) Any entity all of whose equity owners are accredited investors.

Applicable to All Investors

You will be required to represent to us in writing that you are an accredited investor under Regulation D, as described above. In addition to the foregoing requirement, you must also represent in writing that you are acquiring the Securities underlying the units for your own account and not for the account of others and not with a view to resell or distribute such Securities.

Only we may accept subscriptions, and we will have the sole discretion to reject any subscription (or any portion thereof) from you or any other person, in any order, and for any or no reason. We are entitled to rely upon the accuracy of your representations to us. We may, but under no circumstances shall we be obligated to, require additional evidence that a prospective investor meets the standards set forth above at any time prior to our acceptance of a prospective investor's subscription. You are not obligated to supply any information so requested by us, but we may reject a subscription from you or any person who fails to supply such information.

Subscription Procedure

The following discussion contains a summary of material features of the Securities Purchase Agreement to which all purchasers of the units will be parties. This summary is not complete and is subject in all respects to the provisions of, and is qualified in its entirety by reference to, the Securities Purchase Agreement.

General. In order to subscribe for the units, you must submit to the Placement Agent one (1) executed signature page to the Term Sheet which accompanied this Memorandum. You will then receive a Securities Purchase Agreement. You must then properly complete one (1) original of the signature page for the Securities Purchase Agreement and the subscription agreement which is attached to the Securities Purchase Agreement. You must mail or deliver such original signature page to the Placement Agent at Boustead Securities LLC, 6 Venture, Suite 300, Irvine, CA 92618 or via email to Pete Conley, Managing Director, Boustead Securities LLC at pete@boustead128.com. The purchase price for the units for which you are subscribing must be delivered by means of a wire transfer (unless you have made alternate arrangements with the Placement Agent). Wire transfer instructions are set forth in Exhibit B of the Securities Purchase Agreement.

All subscription funds will be deposited in a non-interest-bearing escrow account maintained at Fintech Clearing LLC (the "Escrow Agent"), until the earlier of the time at which the closing for at least the Minimum Offering is held, the rejection of your subscription or the termination (or expiration) of this Offering. No interest will be paid to any potential investors on funds deposited in the escrow account. Accordingly, you will lose the use of your funds for up to the duration of this Offering period. Subscription funds will be held by the Escrow Agent pursuant to the terms of an escrow agreement entered into by and among us, the Placement Agent and the Escrow Agent. The Escrow Agent will not accept or reject any subscriptions or review the adequacy of any documents delivered to prospective investors.

Subject to applicable state securities laws, you may not revoke any subscription that you deliver to the Placement Agent. However, we may reject any subscription, in whole or in part, in our sole discretion. If a subscription is wholly or partially rejected, subscription funds in the amount rejected will be returned (via regular mail) to such subscriber, without interest, deduction or offset, within 15 business days thereafter. As soon as practicable after our receipt and acceptance of subscriptions for gross proceeds of $2,500,000 or more, and collection of the funds paid therefor, we will hold an Initial Closing and issue statements representing the units subscribed for by all persons whose subscriptions have been accepted, together with their respective signature page for the Securities Purchase Agreement countersigned by us, and the funds underlying such subscriptions will then be released from the escrow account to us.

There will be a closing of this Offering only if subscriptions and funds for gross proceeds of $2,500,000 or more have been received and accepted by us on or before February 21, 2018, unless extended until May 21, 2018 as determined by us and the Placement Agent. If that condition is not satisfied, any subscriptions received for units will be canceled and all funds held by the Escrow Agent will be returned, without interest, deduction or offset. See "Plan of Distribution."

WHERE YOU CAN FIND MORE INFORMATION

This Memorandum does not contain all of the information that we file with the SEC. We file annual, quarterly and other reports, proxy statements and other information with the SEC on a voluntary basis. Our SEC filings are available to the public over the Internet at the SEC's website at http://www.sec.gov. You may also read and copy any document we file at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, including any amendments to those reports, and other information that we file with or furnish to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act can also be accessed free of charge through the Internet. These filings will be available as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

Any documents or information concerning the Company which a prospective subscriber reasonably requests to inspect or have disclosed to him or her will be made available or disclosed, subject in appropriate circumstances to receipt by the Company of reasonable assurances that such documents or information will be maintained in confidence.

If you require additional information or have any questions, please contact the Placement Agent's Compliance Department at: Boustead Securities LLC, Attn: Keith Moore keith@boustead1828.com

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Memorandum incorporates by reference information we have filed with the SEC. The information incorporated by reference is considered to be part of this Memorandum and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14, or 15(D) of the Exchange Act until we sell all of the units (other than information in documents that is deemed not to be filed):

- Annual report of Heatwurx, Inc. (our predecessor) on Form 10-K for the year ended December 31, 2016;
- Quarterly report of Heatwurx, Inc. on Form 10-Q for the quarters ended March 31, 2017 and June 30, 2017;
- Our quarterly report for September 30, 2017;
- Current reports of Heatwurx, Inc. on Form 8-K, filed with the SEC on October 5, 2017 (including the amendments filed on October 17, 2017 and January 24, 2018), October 12, 2017 and October 20, 2017; and
- Our current reports on Form 8-K, filed with the SEC on October 30, 2017, November 7, 2017, December 6, 2017 and December 15, 2017.

You may request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Processa Pharmaceuticals, Inc.
Attn: Wendy Guy
7380 Coca Cola Drive, Suite 106
Hanover, MD 21076
(443) 776-3133