UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): March 31, 2023

TONIX PHARMACEUTICALS HOLDING CORP.

(Exact name of registrant as specified in its charter)

Nevada (State or Other Jurisdiction of Incorporation) 001-36019 (Commission File Number) 26-1434750 (IRS Employer Identification No.)

26 Main Street, Chatham, New Jersey 07928 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (862) 904-8182

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	TNXP	The NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Regulation FD Disclosure.

On March 31, 2023, Tonix Pharmaceuticals Holding Corp. (the "Company") received a letter (the "Notice") from the Listing Qualifications staff of The Nasdaq Stock Market LLC ("Nasdaq") indicating that, based upon the closing bid price of the Company's common stock for the last 30 consecutive business days, the Company no longer meets the requirement to maintain a minimum bid price of \$1 per share, as set forth in Nasdaq Listing Rule 5550(a)(2) (the "Minimum Bid Price Requirement").

In accordance with Nasdaq listing rules, the Company has been provided a period of 180 calendar days, or until September 27, 2023, in which to regain compliance. In order to regain compliance with the Minimum Bid Price Requirement, the closing bid price of the Company's common stock must be at least \$1 per share for a minimum of ten consecutive business days during this 180-day period. In the event that the Company does not regain compliance within this 180-day period, the Company may be eligible to seek an additional compliance period of 180 calendar days if it meets the continued listing requirement for market value of publicly held shares and all other initial listing standards for the Nasdaq Capital Market, with the exception of the Minimum Bid Price Requirement, and provides written notice to Nasdaq of its intent to cure the deficiency during this second compliance period, by effecting a reverse stock split, if necessary. However, if it appears to the Nasdaq Staff that the Company will not be able to cure the deficiency, or if the Company is otherwise not eligible, Nasdaq will provide notice to the Company that its common stock will be subject to delisting.

The Notice does not result in the immediate delisting of the Company's common stock from the Nasdaq Capital Market. The Company intends to monitor the closing bid price of the Company's common stock to allow a reasonable period for the price to rebound from its recent decline but will continue to consider its available options to regain compliance. There can be no assurance that the Company will be able to regain compliance with the minimum bid price requirement or maintain compliance with the other listing requirements.

Item 7.01 Regulation FD Disclosure.

On April 4, 2023, the Company announced that it is reallocating resources and cash to streamline its pipeline and focus on its mid- and late-stage clinical programs within its core central nervous system ("CNS") portfolio. A copy of the press release which discusses this matter is furnished hereto as Exhibit 99.02, and incorporated herein by reference.

The Company updated its investor presentation, which is used to conduct meetings with investors, stockholders and analysts and at investor conferences, and which the

Company intends to place on its website, which may contain nonpublic information. A copy of the presentation is filed as Exhibit 99.01 hereto and incorporated herein by reference. On April 4, 2023, the Company announced it is reallocating resources and cash to streamline its pipeline and focus on its mid- and late-stage clinical programs within its core central nervous system ("CNS") portfolio. A copy of the press release which discusses this matter is furnished hereto as Exhibit 99.02, and incorporated herein by reference.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibits 99.01 and 99.02 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the United States Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the United States Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

On April 4, 2023, the Company announced that it is reallocating resources and cash to streamline its pipeline and focus on its mid- and late-stage clinical programs within its core CNS portfolio, including the advancement of late and mid-stage clinical fibromyalgia, depression, migraine, and cocaine intoxication studies. The Company is delaying the start of a Phase 3 study of its TNX-102 SL (sublingual cyclobenzaprine tablets) product candidate for post-traumatic stress disorder in Kenya. As the Company has already received regulatory clearance for this study, it expects to be able to rapidly restart the program at the appropriate time. The Company is discontinuing the enrollment of new patients in a Phase 2 clinical trial for TNX-102 SL in fibromyalgia-type Long COVID, and will follow the approximately 60 patients enrolled to date in this study to completion. Topline data for this study are expected to be reported in the third quarter of 2023. The Company believes that the data from this study may guide future development and support grant applications.

The Company is continuing to advance the development of its TNX-801 (live virus vaccine to protect against smallpox and mpox) vaccine candidate, and its portfolio of potential broad-spectrum antiviral agents, including the direct antiviral engineered proteins of its TNX-4000 product candidate, and the host-directed antiviral series of molecules of its TNX-3900 product candidate. The Company will also continue work on the recombinant pox virus platform vector technology as a platform for rapid response to new pathogens, rather than specifically on its TNX-1800 and TNX-1850 vaccine candidates for COVID-19. Near-term preclinical work on other COVID-19 related programs, including the anti-COVID antibody candidates TNX-3600, TNX-3800 and TNX-4100, will be deprioritized.

The Company will continue development of its TNX-1500 (a third generation anti-CD40L monoclonal antibody for prophylaxis of organ transplant rejection and treatment of autoimmune disorders) and TNX-2900 (intranasal potentiated oxytocin), a small peptide for the treatment of hyperphagia in Prader-Willi syndrome, product candidates.

Key anticipated milestones during 2023 are:

- Interim analysis results of Phase 3 RESILIENT study of TNX-102 SL for fibromyalgia in the second quarter of 2023.
- Interim analysis results of Phase 2 PREVENTION study of the TNX-1900 (intranasal potentiated oxytocin) product candidate for chronic migraine in the fourth quarter of 2023.
- Interim analysis results of Phase 2 UPLIFT study of the TNX-601 ER (tianeptine hemioxalate extended-release tablets) product candidate for major depressive disorder in the fourth quarter of 2023.
- Topline results of Phase 3 RESILIENT study of TNX-102 SL for fibromyalgia in the fourth quarter of 2023.
- Initiate enrollment in a potentially pivotal Phase 2 study of the TNX-1300 (recombinant double-mutant cocaine esterase for injection) product candidate for the
 emergency room reversal of the effects of cocaine intoxication.

Forward- Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and Private Securities Litigation Reform Act, as amended, including those relating to the Company's product development, clinical trials, clinical and regulatory timelines, market opportunity, competitive position, possible or assumed future results of operations, business strategies, potential growth opportunities and other statement that are predictive in nature. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate and management's current beliefs and assumptions.

These statements may be identified by the use of forward-looking expressions, including, but not limited to, "expect," "anticipate," "intend," "plan," "believe," "estimate," "potential," "predict," "project," "should," would" and similar expressions and the negatives of those terms. These statements relate to future events or our financial performance and involve known and unknown risks, uncertainties, and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include those set forth in the Company's filings with the SEC. Prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this press release. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d)	Exhibit	Description
	No.	Description.
	<u>99.01</u>	Press release of the Company, April 4, 2023
	<u>99.02</u>	Corporate Presentation by the Company for April 2023
	104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TONIX PHARMACEUTICALS HOLDING CORP.

By: <u>/s/ Bradley Saenger</u> Bradley Saenger Chief Financial Officer

Confidential

Tonix Pharmaceuticals Announces Pipeline Prioritization Update for 2023

Prioritizing Clinical-Stage CNS Programs in Fibromyalgia, Depression, Migraine, and Cocaine Intoxication Deprioritizing COVID-19 Related Programs and Pending Posttraumatic Stress Disorder (PTSD) Trial Cash and Cash Equivalents Totaled Approximately \$120.2 Million at December 31, 2022

CHATHAM, N.J., April 4, 2023 (GLOBE NEWSWIRE) – Tonix Pharmaceuticals Holding Corp. (Nasdaq: TNXP), a clinical-stage biopharmaceutical company, today announced it is reallocating resources and cash to streamline its pipeline and focus on its mid- and late-stage clinical programs within its core central nervous system (CNS) portfolio. The pipeline realignment prioritizes key near-term value drivers, reduces investment in several longer-term programs, particularly COVID-19-related studies, and delays the start of a posttraumatic stress disorder (PTSD) study in Kenya.

"We are excited to focus our efforts on the confirmatory, registration-enabling Phase 3 trial in fibromyalgia and the potentially pivotal Phase 2 trials for chronic migraine and depression," said Seth Lederman, M.D., Chief Executive Officer of Tonix Pharmaceuticals. "To increase our operational efficiency, we intend to focus resources on our CNS portfolio – which also includes an upcoming Phase 2 study in cocaine intoxication – and to deprioritize several other programs with longer timelines, particularly programs related to COVID-19. With our experienced development team, Tonix is confident in its abilities to advance its diverse portfolio with multiple opportunities for achieving value creating milestones in 2023 and beyond."

Key Anticipated 2023 Milestones

- Interim analysis results of Phase 3 RESILIENT study of TNX-102 SL (sublingual cyclobenzaprine tablets) for fibromyalgia in the second quarter of 2023.
- Interim analysis results of Phase 2 PREVENTION study of TNX-1900 (intranasal potentiated oxytocin) for chronic migraine in the fourth quarter of 2023.
- Interim analysis results of Phase 2 UPLIFT study of TNX-601 ER (tianeptine hemioxalate extended-release tablets) for major depressive disorder in the fourth quarter of 2023.
- Topline results of Phase 3 RESILIENT study of TNX-102 SL for fibromyalgia in the fourth quarter of 2023.
- Initiate enrollment in a potentially pivotal Phase 2 study of TNX-1300 (recombinant double-mutant cocaine esterase for injection) for the emergency room reversal of the effects of cocaine intoxication.

Tonix is aligning its operational and scientific efforts on its core CNS programs and deprioritizing other programs as follows:

Central Nervous System (CNS): The Company is prioritizing the advancement of its late- and mid-stage clinical fibromyalgia, depression, migraine, and cocaine intoxication studies and delaying the start of the Kenya PTSD study. The Company has received regulatory clearance in Kenya, which will allow it to rapidly restart the PTSD program at the appropriate time. The Company is discontinuing the enrollment of new patients in a Phase 2 clinical trial in fibromyalgia-type Long COVID. The approximately 60 patients enrolled to date in the Long COVID study will be followed to completion, with topline data expected in the third quarter of 2023. The Company believes that the data from the study may guide future development and support grant applications.

Infectious Disease: The Company is continuing to advance development of TNX-801 (live virus vaccine to protect against smallpox and mpox) and its portfolio of potential broad-spectrum antiviral agents, including direct antiviral engineered proteins, TNX-4000, and the host-directed antiviral series of molecules, TNX-3900. The Company will also continue work on the recombinant pox virus (RPV) platform vector technology as a platform for rapid response to new pathogens, rather than specifically on the TNX-1800/TNX-1850 vaccines for COVID-19. Near-term preclinical work on other COVID-19 related programs, including anti-COVID antibodies TNX-3600, TNX-3800 and TNX-4100, will be deprioritized.

Immunology and Rare Disease: The Company is continuing development on TNX-1500 (a third generation anti-CD40L monoclonal antibody for prophylaxis of organ transplant rejection and treatment of autoimmune disorders), and TNX-2900 (intranasal potentiated oxytocin), a small peptide for the treatment of hyperphagia in Prader-Willi syndrome (PWS). The FDA has granted Orphan Drug designation for TNX-2900 for PWS.

Tonix Pharmaceuticals Holding Corp.*

Tonix is a clinical-stage biopharmaceutical company focused on discovering, licensing, acquiring and developing therapeutics to treat and prevent human disease and alleviate suffering. Tonix's portfolio is composed of central nervous system (CNS), rare disease, immunology and infectious disease product candidates. Tonix's CNS portfolio includes both small molecules and biologics to treat pain, neurologic, psychiatric and addiction conditions. Tonix's lead CNS candidate, TNX-102 SL (cyclobenzaprine HCl sublingual tablet), is in mid-Phase 3 development for the management of fibromyalgia with interim data expected in the second quarter of 2023. TNX-102 SL is also being developed to treat Long COVID, a chronic post-acute COVID-19 condition. Enrollment of approximately 60 patients in a Phase 2 study has been completed, and topline results are expected in the third quarter of 2023. TNX-1900 (intranasal potentiated oxytocin), in development for chronic migraine, is currently enrolling with interim data expected in the fourth quarter of 2023. TNX-601 ER (tianeptine hemioxalate extended-release tablets), a once-daily formulation being developed as a treatment for major depressive disorder (MDD), is also currently enrolling with interim data expected in the fourth quarter of 2023. TNX-1300 (cocaine esterase) is a biologic designed to treat cocaine intoxication and has been granted Breakthrough Therapy designation by the FDA. A Phase 2 study of TNX-1300 is expected to be initiated in the second quarter of 2023. Tonix's rare disease portfolio includes TNX-2900 (intranasal potentiated oxytocin) for the treatment of Prader-Willi syndrome. TNX-2900 has been granted Orphan Drug designation by the FDA. Tonix's immunology portfolio includes biologics to address organ transplant rejection, autoimmunity and cancer, including TNX-1500, which is a humanized monoclonal antibody targeting CD40-ligand (CD40L or CD154) being developed for the prevention of allograft and xenograft rejection and for the treatment of autoimmune diseases. A Phase 1 study of TNX-1500 is expected to be initiated in the second quarter of 2023. Tonix's infectious disease pipeline includes TNX-801, a vaccine in development to prevent smallpox and mpox, for which a Phase 1 study is expected to be initiated in the second half of 2023. TNX-801 also serves as the live virus vaccine platform or recombinant pox vaccine platform for other infectious diseases. The infectious disease portfolio also includes TNX-3900 and TNX-4000, classes of broad-spectrum small molecule oral antivirals.

*All of Tonix's product candidates are investigational new drugs (IND) or biologics and have not been approved for any indication. TNX-801, TNX-1500, TNX-2900, TNX-3900 and TNX-4000 are in pre-IND stage of development and have not been approved for any indication.

Forward Looking Statements

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as "anticipate," "believe," "forecast," "estimate," "expect," and "intend," among others. These forward-looking statements are based on Tonix's current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, risks related to the failure to obtain FDA clearances or approvals and noncompliance with FDA regulations; delays and uncertainties caused by the global COVID-19 pandemic; risks related to the timing and progress of clinical development of our product candidates; our need for additional financing; uncertainties of patent protection and litigation; uncertainties of government or third party payor reimbursement; limited research and development, regulatory approval and commercialization of new products. Tonix does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in the Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the Securities and Exchange Commission (the "SEC") on March 13, 2023, and periodic reports filed with the SEC on or after the date thereof. All of Tonix's forward-looking statements are expressly qualified by all such risk factors and other cautionary statements. The information set forth herein speaks only as of the date thereof.

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Cautionary Note on Forward-Looking Statements

Certain statements in this presentation regarding strategic plans, expectations and objectives for future operations or results are "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as "anticipate," "believe," "forecast, "estimate" and "intend," among others. These forward-looking statements are based on Tonix's current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, the risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations; delays and uncertainties caused by the global COVID-19 pandemic; risks related to the timing and progress of clinical development of our product candidates; our need for additional financing; uncertainties of patent protection and litigation; uncertainties of government or third party payor reimbursement; limited research and development efforts and dependence upon third parties; and substantial competition. As with any pharmaceutical under development, there are significant risks in the development, regulatory approval and commercialization of new products. The forward-looking statements in this presentation are made as of the date of this presentation, even if subsequently made available by Tonix on its website or otherwise. Tonix does not undertake an obligation to update or revise any forward-looking statement, except as required by law. Investors should read the risk factors set forth in the Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the Securities and Exchange Commission (the "SEC") on March 13, 2023, and periodic reports and current reports filed with the SEC on or after the date thereof. All of Tonix's forward-looking statements are expressly qualified by all such risk factors and other cautionary statements.



Who We Are



OUR MISSION

Tonix Pharmaceuticals is committed to improving population health by inventing and developing innovative therapies and vaccines, through broad in-house capabilities and creative collaborations, to help address important unmet needs.

OUR VISION

Tonix strives to be a leader in providing **novel drug therapies and** vaccines to improve population health around the world.

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Investment Highlights



DIVERSE PIPELINE

Tonix's core focus is on **central nervous system** disorders, but we also target unmet needs across multiple therapeutic areas including **immunology**, **infectious disease** and **rare disease**.



IN-HOUSE CAPABILITIES

Investment in domestic, in-house, R&D and manufacturing to accelerate development timelines and improve the ability to respond to pandemics.



STRATEGIC PARTNERSHIPS

Partnering strategically with other **biotech companies**, **world-class academic and non-profit** research organizations to bring innovative therapeutics to market faster.



FINANCIAL POSITION

Tonix had approximately \$120 M in cash and cash equivalents as of 12/31/22. Tonix has no debt.

Pipeline: Key Clinical Programs

Candidates*	Indication	Status/Next Milestone
TNX-102 SL ¹	Fibromyalgia (FM) Long COVID (PASC ²)	Mid-Phase 3 - >50% enrolled Phase 2 enrollment complete
TNX-13003	Cocaine Intoxication - FDA Breakthrough Designation	Mid-Phase 2, Targeted 2Q 2023 Start
TNX-19004	Prevention of Chronic Migraine	Phase 2 - enrolling ⁵
TNX-601 ER	Depression	Phase 2 - enrolling6
TNX-29007	Prader-Willi Syndrome - FDA Orphan Drug Designation	Phase 2 ready
TNX-1500 ⁸	Organ Transplant Rejection/ Autoimmune Conditions	Phase 1, Targeted 2Q 2023 Start
TNX-8019	Smallpox and mpox vaccine	Phase 1, Targeted 2H 2023 Start

VAI of Tonix's product candidates are investigational new drugs or biologics and have not been approved for any indication.
TNX-102 SL (cyclobenzaprine HCI sublingual tablets) also has active INDs for Agitation in Alzheimer's Disease (AAD), Alcohol Use Disorder (AUD), and Posttraumatic Stress Disorder (PTSD), All indications are Phase 2 ready.
Poss-Acute Squeles of COVD-16.
TNX-102 (bubble-mularit cocaine estremas) was loansed from Columbia University.
Prove full squeles of COVD-16.
TNX-1030 (double-mularit cocaine estremas) was loansed from Columbia University.
Prove full squeles of COVD-16.
Prove full squeles of COVD-16.
Prove full squeles of COVD-16.
TNX-1030 (double-mularit cocaine estremant with Stanford University. Pranned Investigator initiated Binge Eating Disorder (BED) study is expected start 20 2023.
No Phase 1 trial under an investigator-initiated III has been completed on the U.S. Using TNX-1900.
Prove full completed outside of the U.S. Other potential indications include PT3D and neurocognitive dysfunction from steroids 'Co-exclusive license agreement with Trench National Institute of Health and Medical Research (Insem)
*Init-COVD. Unmarined monotoginal antbody
*Love attenuated vaccine based on horsepox virus

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Five Late-Stage CNS Programs to be in the Clinic by 1H 2023¹ Four Studies Enrolling Now

Active Studies

· In Phase 3:

- TNX-102 SL for fibromyalgia (>50% enrolled)
- In Phase 2:
 - TNX-102 SL for fibromyalgia-type Long COVID
 - TNX-1900 for migraine headache (new mechanism for US patients)
 - TNX-601 ER for major depressive disorder (new mechanism for US patients)

Entering Phase 2

• In 2Q 2023:

- TNX-1300 for cocaine intoxication (FDA Breakthrough Therapy Designation)

Potential Pivotal Study

CNS PORTFOLIO

Potential Pivotal Study Potential Pivotal Study

Potential Pivotal Study

¹Not approved for any indication



TNX-102 SL*: Fibromyalgia Cyclobenzaprine Protectic[®] Sublingual Tablets

PROFILE

Fibromyalgia (FM) is a chronic pain disorder resulting from amplified sensory and pain signaling within the CNS

- Afflicts an estimated 6-12 million adults in the U.S., approximately 90% of whom are women¹
- Symptoms include chronic widespread pain, nonrestorative sleep, fatigue, and cognitive dysfunction
- Patients struggle with daily activities, have impaired quality of life, and frequently are disabled
- Physicians and patients report common dissatisfaction with currently marketed products



When the check engine light malfunctions, the light is on even though the car is not malfunctioning

Patents Issued

¹American Chronic Pain Association (www.theacpa.org, 2019)

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TNX-102 SL: Phase 3 RESILIENT Study Design

General study characteristics:

- · Randomized, double-blind, placebo-controlled study in fibromyalgia
- U.S. sites only, expected to enroll approximately 470 patients
- · One unblinded interim analysis based on 50% of randomized participants

Primary Endpoint:

- Daily diary pain severity score change from baseline to Week 14 (TNX-102 SL vs. placebo)
 - · Weekly averages of the daily numerical rating scale scores
 - · Analyzed by mixed model repeated measures with multiple imputation (MMRM with MI)



DEVELOPMENT PROGRAM

Market Entry: Fibromyalgia

Additional Indications: Long COVID, PTSD, Agitation in Alzheimer's, Alcohol Use Disorder

Status: One Positive Phase 3 study RELIEF completed

Second Phase 3 study RALLY missed primary endpoint

Confirmatory Phase 3 study RESILIENT is currently enrolling

Next Steps: Interim analysis results expected 2Q 2023

NS PORTFOLIO

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Topline analysis results expected 4Q 2023

*TNX-102 SL has not been approved for any indication.



TNX-102 SL*: Fibromyalgia-Type Long COVID (PASC) Cyclobenzaprine Protectic[®] Sublingual Tablets

PROFILE

- Occurs in approximately 13% of recovered COVID-19 patients¹
- As many as 40% of Long COVID patients experience multi-site pain, a hallmark of fibromyalgia^{2,3}
- Symptoms of Long COVID, like multi-site pain, fatigue and insomnia, are the hallmarks of chronic pain syndromes like fibromyalgia and myalgic encephalomyelitis/chronic fatigue syndrome (ME/CFS)
- In August 2022, the HHS released the National Research Action Plan on Long COVID⁴ which endorses the connection between Long COVID and chronic fatigue syndrome

Patents Issued

*TNX-102 SL has not been approved for any indication

DEVELOPMENT PROGRAM Market Entry: Fibromyalgia-Type Long

Additional Indications: Fibromyalgia, PTSD, Agitation in Alzheimer's, Alcohol Use Disorder

Next Steps: Topline results expected 3Q 2023

Status: Phase 2 study PREVAIL has

completed enrollment of 60 patients

COVID (PASC)

CNS PORTFOLIO

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September 1, 2022- CDC - https://www.cdc.gov/coronavirus/2019-ncov/long-term-effects/index.html Hamis, H, et al. Tonix data on file. 2022

"Interior Analysis " "Department of Health and Human Services, Office of the Assistant Secretary for Health. 2022. National Research Action Plan on Long COVID, 200 Independence Ave SW, Washington, DC 20201.

TNX-102 SL: Phase 2 PREVAIL Study Design

Study characteristics:

- Randomized, double-blind, placebo-controlled study of TNX-102 SL in fibromyalgia-type Long COVID
- U.S. sites only, has enrolled approximately 60 patients

Primary Endpoint:

- Daily diary pain severity score change from baseline to Week 14 (TNX-102 SL vs. placebo)
 - · Weekly averages of the daily numerical rating scale scores
 - · Analyzed by mixed model repeated measures with multiple imputation (MMRM with MI)

TNX-102 SL once-daily at bedtime 5.6 mg (2 x 2.8 mg tablets)*

Placebo once-daily at bedtime

14 weeks

Two week run in at 2.8 mg dose at bedtime, followed by 12 weeks at 5.6 mg dose

ClinicalTrials.gov Identifier: NCT05472090 "A Phase 2 Study to Evaluate the Efficacy and Safety of TNX-102 SL in Patients With Multi-Site Pain Associated With Post-Acute Sequelae of SARS-CoV-2 Infection (PREVAIL)"

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TNX-601 ER*: Depression Tianeptine Hemioxalate Extended-Release Tablets (39.4 mg)

PROFILE

- A novel, oral, extended-release once-daily tablet
- Treatment effect of tianeptine sodium immediate release t.i.d. in depression is well-established
- Tianeptine restores neuroplasticity in animal models
- Indirectly modulates the glutamatergic system
- Does not interact with AMPA, NMDA or Kainate receptors¹

Differentiators:

- Relative to tianeptine IR available ex-US: • Once daily dosing
- Once daily dosing

Relative to traditional antidepressants:

- Unique mechanism of action beyond neurotransmitter modulation
- Tianeptine sodium IR has similar efficacy but fewer side effects than traditional antidepressants

Patents Issued

¹AMPA=o-amino-3-hydroxy-6-methyl-4-isoxazolepropionic acid; NMDA=N-methyl-D-aspartate

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DEVELOPMENT PROGRAM

Market Entry: Major Depressive Disorder

Additional Indications: PTSD, Neurocognitive Disorder From Corticosteroids

Status: Phase 2 study UPLIFT is currently enrolling

Next Steps: Interim analysis results on first 50% of sample expected 4Q 2023

"TNX-601 ER has not been approved for any indication.



CNS PORTFOLIO

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TNX-1900*: Migraine Intranasal Potentiated Oxytocin (OT) with Magnesium

PROFILE

- Intranasal OT has potential utility in treating migraine¹
- Magnesium is known to potentiate the binding of OT to its receptor^{2,3}
- · One billion individuals worldwide suffer from migraines

Differentiator: Novel non-CGRP antagonist approach to treatment



Tzabazis A, et al. Oxylocin and Migraine Headache. Headache. 2017 May:57 Suppl 2:64-76. doi: 10.1111/head.13082. PMIC: 28485846.
Antoni FA. Cradio SE. Essential role of magnesium in orgitodir-receptor affirity and Igand specificity, Biochem J. 1989. Jun 15; 257(2):611-4. doi: 10.1042/bj2570611. PMIC: 2539090; PMCID: PMC1139923.
Misylorout, J. Loi, et al. The options alignating comparison reveals and inclusion dependence. AMI Struct Med Biol (2022), (https://doi.org/10.1048/bi1504-022-00728-4)
A Phase 2 trial under an investigator-initiated IND has been completed in the U.S. using TNX-199
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DEVELOPMENT PROGRAM

Market Entry: Chronic Migraine

Additional Indications: Acute Migraine, Craniofacial Pain, Insulin Resistance, Binge Eating Disorder

Status: Phase 2 study PREVENTION is currently enrolling⁴ **CNS PORTFOLIO**

Next Steps: Interim analysis results expected 4Q 2023

Investigator initiated Phase 2 trial in obesity-associated binge eating disorder 2Q 2023

*TNX-1900 has not been approved for any indication. CGRP = calcitonin gene related peptide.

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TNX-1900: Phase 2 PREVENTION Study Design

General study characteristics:

- Randomized, double-blind, placebo-controlled study (three arms– two treatment regimens and one placebo) in chronic migraine
- U.S. sites only, expected to enroll approximately 300 patients
- One unblinded interim analysis based on 50% of randomized participants expected 4Q'23

Primary Endpoint:

 Mean change in the number of migraine headache days between the 28-day Run-In phase and the last 28-days of the Treatment phase (TNX-1900 vs. placebo)



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TNX-1300*: Cocaine Intoxication Cocaine Esterase (CocE)

PROFILE

Cocaine is the main cause for drug-related ED visits¹ CocE is a recombinant protein that degrades cocaine in the bloodstream

- · Rapidly reverses physiologic effects of cocaine
- Drops plasma exposure by 90% in 2 minutes

Differentiators: Rapidly metabolizes cocaine in the bloodstream; no other product currently on the market for this indication.



DEVELOPMENT PROGRAM

Market Entry: Cocaine Intoxication

Status: Mid-Phase 2

Next Steps: Initiate new Phase 2 trial 2Q 2023 pending FDA agreement CNS PORTFOLIO

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- Single-blind, placebo (+ usual care) controlled, randomized, potentially pivotal study
- Expected to enroll approximately 60 emergency department patients at sites in the US

FDA Breakthrough Therapy Designation

Awarded Cooperative Agreement Grant from National Institute on Drug Abuse (NIDA)

¹Havakuk O et al. *J Am Coll Cardiol*. 2017;70:101-113. ED = emergency department.

© 2023 Tonix Pharmaceuticals Holding Corp. *TNX-1300 has not been approved for any indication.



TNX-2900*: Hyperphagia in Prader-Willi Syndrome Intranasal Potentiated Oxytocin (OT) with Magnesium

PROFILE

Prader-Willi Syndrome is the most common genetic cause of life-threatening childhood obesity

· Rare disease occurring in 1 in 10,000 to 1 in 30,000 births

Differentiator: No approved therapeutic currently on the market for hyperphagia in PWS

Dangers of PWS Hyperphagia:



Patents Issued

Tillier JL, et al. Am J Med Genet A. 2011;155A(5):1040-1049. "Bidler MKS, et al. Genet Med. 2017;19(6):035-042. "Bidler MS. NOCO, Updatal 2014: Accessed May 25, 2022. https://www.pvsausa.org/inav-diseases/prader-will-syndromol/ "Proder-Willi Syndrome Association USA, Accessed May 25, 2022. https://www.pvsausa.org/inavidiseases/prader-will-syndromol/ "Muscopulin", ca. J. Endocomic Muset. 2021;44(1):2037-2070.

DEVELOPMENT PROGRAM

Market Entry: Hyperphagia in Prader-Willi Syndrome

Additional Indications: Rare Hyperphagia Conditions

RARE DISEASE PORTFOLIO

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Status: Phase 2 ready

Next Steps: IND submission

FDA Orphan Drug Designation

*TNX-2900 is in the pre-IND stage of development and has not been approved for any indication.











TNX-801*

Recombinant Pox Vaccine (RPV) Platform Using Live Virus Technolog

Differentiators:

- Live virus vaccines are the most established vaccine technology
 - Starting with Edward Jenner's smallpox vaccine, the first vaccine, which eradicated smallpox
 - Prevents forward transmission
 - Effective in elicitize durable or lo
- · Economical to manufacture at scale
 - Low dose because replication amplifies dose in vivo
 - Single shot administration
- Standard refrigeration required for shipping and storage

Nayoe RS: et al. Construction of an infectious horsepox vius vaccine from chemically synthesized DNA fragments. PLoS One: 2016 Jun 19(13)(1)(0)16453 "Branna, Z. Endomits March 2, 2022 (https://kingto.com/weaker-emicron-variant-ia-great-news-for-the-world-but-bad-newsfor constribution (international) and 2023 Transix Proximicaeuticals Holding Carp.



Mpox and Smallpox Vaccine

Status: Preclinical

 TNX-801 is a cloned version of horsepox¹ (without any insert) purified from cell culture

Next Steps: Initiate Phase 1 Trial 2H 2023

Vaccine for Future Emerging Infectious Diseases

Example: TNX-1850 for COVID-19 Status: Model System

TNX-801* scHPXV (Horsepox) 212,811 bp



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Internal Development & Manufacturing Capabilities

R&D Center (RDC) - Frederick, MD

- Functions:
 - Accelerated development of vaccines and antiviral drugs against COVID-19, its variants and other infectious diseases
 - Research advancing CNS and immunology drugs
- Description: ~48,000 square feet, BSL-2 with some areas designated BSL-3
- · Status: Operational

Advanced Development Center (ADC) - North Dartmouth, MA

- Function: Development and clinical scale manufacturing of biologics
- Description: ~45,000 square feet, BSL-2
- · Status: Operational

Commercial Manufacturing Center (CMC) - Hamilton, MT

- · Function: Phase 3 and Commercial scale manufacturing of biologics
- Description: ~44-acre green field site, planned BSL-2
- · Status: Planning for site enabling work in 2023





Pipeline: Key Pre-Clinical Programs

Candidates*	Indication	Status/Next Milestone
TNX-16001	Depression, PTSD and ADHD	Preclinical
TNX-1700 ²	Gastric and colorectal cancers	Preclinical
TNX-18503	COVID-19 (horsepox-based live virus vaccine platform)	Preclinical
TNX-23004	COVID-19 (bovine parainfluenza virus-based live virus vaccine)	Preclinical
TNX-37005	COVID-19 (zinc nanoparticle mRNA technology)	Preclinical
TNX-3900	Filoviruses (broad spectrum antiviral)	Preclinical
TNX-4000	Filoviruses (broad spectrum antiviral)	Preclinical

¹Acquired from TRImaran Pharma; license agreement with Wayne State University ²Recombinant Indvil factor 2 (TFF2) based protein; licensed from Columbia University ²Live attenuated vaccine based on horsepox virus vector, expressed SARS-CoV-2 spike protein. TNX-1850 is based on the BA.2 variant spike protein. ²Live attenuated vaccine based on bowine paraimfluenza (BPI) virus ⁴COVID vaccine based on mRNA in zinc nanoparticle (ZNP) formulation with CD40L molecular trigger

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TNX-1700*: Gastric and Colorectal Cancers Recombinant Trefoil Factor 2 (rTFF2-HSA) Fusion Protein

Potential New Cancer Treatment

- TNX-1700 (rTFF2) has effects on cancer by altering the tumor micro-environment
- Mechanism of action: suppresses myeloid-derived suppressor cells and activates anti-cancer CD8+ T cells
- Potential synergy with anti-PD-1 or anti-PD-L1 monoclonal antibodies (mAbs)

Preclinical Evidence for Inhibiting Growth of **Cancer Cells**

- · Data showed that mTFF2-CTP augmented the efficacy of mAb anti-PD-1 therapy. Anti-PD-1 in combination with TFF2-CTP showed greater anti-tumor activity in PD-L1overexpressing mice
- mTNX-1700 (mTFF2-MSA fusion protein) and anti-PD-1 monotherapy each was able to evoke anti-tumor immunity in the MC38 model of colorectal cancer1
- mTNX-1700 augmented the anti-tumor efficacy of anti-PD-1 therapy in both the MC38 and the CT26.wt models'

Patents Filed

Market Entry: Immuno-oncology, combination therapy with PD1 blockers for gastric and colorectal cancer

Status: Preclinical

Next Steps: Animal studies ongoing

Differentiator: No product yet identified consistently augments PD1 effects on cold tumors

IMMUNOLOGY PORTFOLIO

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Licensed from Columbia University

Developing in partnership under sponsored research agreement

*TNX-1700 is in the pre-IND stage of development and has not been approved for any indication.

www.tonixpharma.com/wp-content/uploads/2023/03/mTFF2-MSA_mTNX-1700_Suppresses-Tumor-Growth-and-Increases-Survival-in-an-Anti-PD-1-Treated-MC38-Colorectal-Cancer-Model-by-Targeting-MDSCs.pdf TONIX © 2023 Tonix Pharmaceuticals Holding Corp.







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Milestones: Recently Completed and Upcoming

- ¥ 2nd Quarter 2022 Phase 3 RESILIENT study start of TNX-102 SL for the management of fibromyalgia
- 3rd Quarter 2022 Phase 2 PREVAIL study start of TNX-102 SL for the treatment of fibromyalgia-type Long COVID
- 1st Quarter 2023 Phase 2 study start of TNX-1900 for the treatment of migraine
- 1st Quarter 2023 Phase 2 UPLIFT study start of TNX-601 ER for major depressive disorder

Expected Data

- □ 2nd Quarter 2023 Interim Analysis results of Phase 3 RESILIENT study of TNX-102 SL for fibromyalgia
- □ 3rd Quarter 2023 Topline results of Phase 2 PREVAIL study of TNX-102 SL for fibromyalgia-type Long COVID
- □ 4th Quarter 2023 Interim Analysis results of Phase 2 PREVENTION study of TNX-1900 for chronic migraine
- □ 4th Quarter 2023 Interim Analysis results of Phase 2 UPLIFT study of TNX-601 ER for major depressive disorder
- □ 4th Quarter 2023 topline results of Phase 3 RESILIENT study of TNX-102 SL for fibromyalgia

Expected Clinical Trial Initiations

- 2nd Quarter 2023 Phase 1 study start of TNX-1500 for prevention of allograft rejection
 2nd Quarter 2023 Phase 2 study start of TNX-1300 for the treatment of cocaine intoxication
- 2nd Half 2023 Phase 1 study start of TNX-801 for prevention of mpox and smallpox

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