

**FIRST AMENDMENT
TO
AMENDED AND RESTATED
LIMITED LIABILITY COMPANY OPERATING AGREEMENT
OF
RAPHA CAPITAL INVESTMENT VIII, LLC**

FIRST AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT RAPHA CAPITAL INVESTMENT VIII, LLC, dated as of May 28, 2021 (this “Amendment”), entered into by and among the Member’s set forth on Schedule A and Schedule B of the LLC Agreement (as defined herein).

Recitals

A. RAPHA CAPITAL INVESTMENT VIII, LLC (the “Company”) was formed as a limited liability company pursuant to and in accordance with the Delaware Limited Liability Company Act, as amended from time to time, and is governed pursuant to an Amended and Restated Limited Liability Company Agreement, dated as of February 5, 2021 (the “LLC Agreement”). Capitalized terms not otherwise defined in this Amendment shall have the meanings set forth in the LLC Agreement.

B. The Company with the consent of the Manager is admitting new Members to the Company pursuant to Section 2.04.

C. The Manager has approved the admission of those certain Members who have executed the joinders attached hereto as Exhibit A.

D. Pursuant to and in accordance with Section 11.09 of the LLC Agreement, the Manager desires to amend the LLC Agreement to reflect the foregoing and make certain other amendments related thereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged and agreed, the parties hereto hereby agree as follows.

ARTICLE I
Amendments to LLC Agreement

Section 1.01. The third and fourth recital are hereby deleted in their entirety and replaced with the following:

*“WHEREAS, the Company had admitted The Stuart Goldberg Family Trust as of February 5, 2021 and has admitted those certain additional Members set forth on Schedule B attached hereto (each a “**New Investment Member**” and collectively the “**New Investment Members**”), in connection with their Capital Contributions to the Company made with respect to the New Investments, as of the dates set forth on each New Investment Member’s joinder to this Agreement; and”*

“WHEREAS, the Members, the Manager and the Company desire to amend and restate the Original Agreement to provide for the admission of such New Investment Members, modify certain other terms set forth herein, and set forth the terms by which the affairs of the Company are regulated and managed.”

Section 1.02. Section 10.01 shall hereby be amended as follows:

(a) The following definitions shall be deleted in their entirety and replaced with the following respectively:

*“**Membership Interests**” means an interest in the Company owned by a Member, including such Member's rights to (i) receive a distributive share of Company assets and items of Company income, gain, loss, and deduction; (ii) vote, consent, or participate in any Member decisions provided in this Agreement and the Delaware Act; and (iii) receive any and all other benefits due to a Member under this Agreement and the Delaware Act. The Membership Interest of each Member will be stated as a percentage interest in the same proportion as the total Capital Contributions of such Member bears to the total Capital Contributions of all Members, provided the Membership Interest of the New Investment Members shall only apply to the New Investments and for all purposes shall be treated as its own class of Membership Interest pursuant to the terms set forth in Section 12.01.”*

*“**New Investments**” means those certain investments made by the Company in the form of Convertible Notes, issued by 3DBIO in favor of the Company on February 5, 2021 and May 28, 2021.”*

(b) Wherever the defined term “New Investment Member” is used in the LLC Agreement shall be replaced with the defined term “New Investment Members”.

Section 1.03. Section 2.04(a) is hereby deleted in its entirety and replaced with the following:

“(a) Additional Members may be admitted from time to time in connection with (i) the issuance of Membership Interests by the Company, or (ii) a Transfer of Membership Interests, subject to compliance with the provisions of ARTICLE VI, and in either case, following compliance with the provisions of Section 2.04(b) and with the consent of the Manager.”

Section 1.04. Section 11.09 is hereby deleted in its entirety and replaced with the following:

*“**Section 11.09 Amendment.** No provision of this Agreement, including Schedule A or Schedule B, may be amended or modified except by an instrument in writing executed by the Manager, provided, that, if any such amendment adversely affects the economic rights of a Member under this Agreement such Member's vote or consent shall be required to make such Amendment. Any such written amendment or modification will be binding upon the Company and each Member. Notwithstanding the foregoing, amendments to Schedule*

A and Schedule B following any new issuance, redemption, repurchase or Transfer of Membership Interests in accordance with this Agreement may be made at any time by the Manager without the consent of or execution by the Members.”

Section 1.05. Article XII of the LLC Agreement is hereby deleted in its entirety and replaced with the following:

“ARTICLE XII

New Investment Member

Section 12.01 New Investment Member. *Notwithstanding the forgoing or anything else contained herein:*

(a) *The New Investment Members’ Membership Interest in the Company shall be limited to the Company’s investment in the New Investment and the New Investment Members’ investment in the Company as set forth on the attached Schedule B to this Agreement. All references to “Members” set forth in this Agreement shall apply to the New Investment Member, but only with respect to the New Investment. For the avoidance of doubt, the New Investment Members shall only receive distributions pursuant to Section 5.01 in connection with available cash of the Company derived directly from the New Investment and no other Member, other than the New Investment Members and RCM, shall receive any distributions and/or have any rights with respect to the Company’s New Investment.*

(b) *Each New Investment Member shall have the sole right to his, her or its share of the Profits and Losses of the Company attributable solely to the New Investment and his, her or its right to receive distributions of the Company’s assets attributable solely to each New Investment Members’ Membership Interest in accordance with the provisions of this Agreement, the Act and as set forth on Schedule B.”*

Section 1.06. Schedule B of the LLC Agreement is hereby deleted in its entirety and replaced with Schedule B, attached hereto as Exhibit B.

ARTICLE II

Miscellaneous

Section 2.01. Headings. The headings of the various Articles of this Amendment are for convenience of reference only and shall not modify, define or limit any of the terms or provisions hereof.

Section 2.02. Governing Law. This Amendment and the rights of the parties hereunder shall be interpreted in accordance with the laws of the State of Delaware and all rights and remedies shall be governed by such laws without regard to principles of conflict of laws.

Section 2.03. Full Force and Effect. This Amendment shall be construed as amendatory to the LLC Agreement and shall form a part thereof, and all the provisions of the LLC Agreement,

as amended hereby, are ratified and confirmed. Except as amended hereby, the provisions of the LLC Agreement shall remain unchanged and in full force and effect.

Section 2.04. Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed an original and together shall constitute one and the same instrument.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Amendment as of the date first above written.

RAPHA CAPITAL INVESTMENT VIII, LLC

By: Rapha Capital Management, LLC, its manager

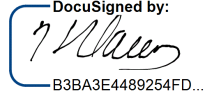
By:  B3BA3E4489254FD...
Name: Kevin Slawin, M.D.
Title: Manager

EXHIBIT A

Joinders for New Members

[See Attached]

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

If Member is An Individual:

[INSERT ENTITY]

a _____

Signature: _____

DocuSigned by:

4C8A76D16755475...

Individually

By: _____

Print Name: Adam Jesin

Print Name: _____

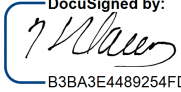
Address: 2 Ardmore Road, Toronto, Ontario,
Canada, M5P 1V3

Title: _____

The undersigned hereby accepts this Joinder, and accordingly, Adam Jesin is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

If Member is An Individual:

[INSERT ENTITY]

a _____

Signature: _____

DocuSigned by:
Brenda Greiff
E6ACF05A8D444F6...

Individually

By: _____

Print Name: Brenda Greiff

Print Name: _____

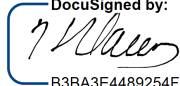
Address: 8 Woodland Place, Great Neck, NY.
11021

Title: _____

The undersigned hereby accepts this Joinder, and accordingly, Brenda Greiff is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

If Member is An Individual:

[INSERT ENTITY]

a _____

Signature: _____

DocuSigned by:

EC1AF988594344A...

Individually

By: _____

Print Name: Bryce Robertson

Print Name: _____

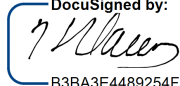
Address: 120 Nassau Street, #25D, Brooklyn,
NY. 11201

Title: _____

The undersigned hereby accepts this Joinder, and accordingly, Bryce Robertson is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  DocuSigned by:
B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the "Company"), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the "LLC Agreement"), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

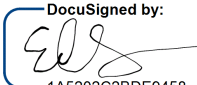
If Member Is An Entity:

If Member is An Individual:

[INSERT ENTITY]

a _____

Signature: _____

DocuSigned by:

1A5202C2BDE9458...

Individually

By: _____

Print Name: Eden Slawin

Print Name: _____

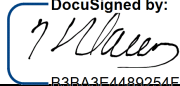
Address: 2336 Underwood Street, Houston,
TX 77030

Title: _____

The undersigned hereby accepts this Joinder, and accordingly, Eden Slawin is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

If Member is An Individual:

[INSERT ENTITY]

a _____

Signature: _____

DocuSigned by:
Edgar Urmanov
7BD3194B130C4EB...

Individually

By: _____

Print Name: Edgar Urmanov

Print Name: _____

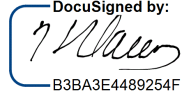
Address: 808 Marietta Street, NW, Unit
#1501-B, Atlanta GA 30318

Title: _____

The undersigned hereby accepts this Joinder, and accordingly, Edgar Urmanov is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of 5/27/2021.

If Member Is An Entity:

If Member is An Individual:

[INSERT ENTITY]

a _____

Signature: _____

DocuSigned by:
Jeremiah Jesin-Neuberger
90640B664642440...

Individually

By: _____

Print Name: Jeremiah Jesin-Neuberger

Print Name: _____

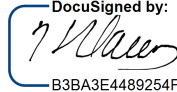
Address: 1705-161 Oakwood Avenue,
Toronto, Ontario. M6E 2V2 CANADA

Title: _____

The undersigned hereby accepts this Joinder, and accordingly, Jeremiah Neuberger Jesin is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this _____.

If Member Is An Entity:

Michael Zagdanski:

[INSERT ENTITY]

a _____

Signature: _____

Individually

By: _____

Print Name: Michael Zagdanski

Print Name: _____

Address: Nachalat Binyamin 6, Apt. 11,

Title: _____

Tel Aviv, Israel 6516106

The undersigned hereby accepts this Joinder, and accordingly, Rob Eisen is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By: _____

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the "Company"), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the "LLC Agreement"), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

MLCW Partners, LTD, a Texas limited partnership, by MLCW GP, LLC, a Texas limited liability company, its General Partners, by Marc Winograd, President

By:  B98FBA2F58A2437...

Print Name: Marc Winograd

Title: President

If Member is An Individual:

Signature: _____

Individually

Print Name: _____

Address: _____

The undersigned hereby accepts this Joinder, and accordingly, MLCW Partners Ltd.
is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the "Company"), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the "LLC Agreement"), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

[INSERT ENTITY]

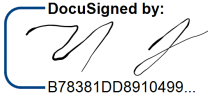
a _____

By: _____

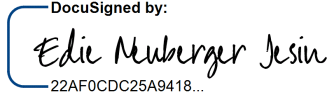
Print Name: _____

Title: _____

If Member is An Individual:

Signature:  _____
B78381DD8910499...

Norman Jesin

Signature:  _____
22AF0CDC25A9418...

Edie Neuberger Jesin

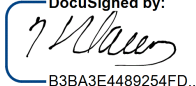
Print Name: Norman Jesin and Edie
Neuberger-Jesin (as tenants in common)

Address: 315 Avenue Road, Ste. 7, Toronto,
Ontario, Canada M4V 2H2

The undersigned hereby accepts this Joinder, and accordingly, Norman Jesin and Edie Neuberger-Jesin (as tenants in common) is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

If Member is An Individual:

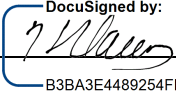
Rapha Capital BioVentures Fund I, LP,

a Delaware limited partnership

Signature: _____

Individually

By: Rapha Capital Management, LLC,

By:  _____

Print Name: _____

Print Name: Kevin Slawin

Title: President

Address: _____

The undersigned hereby accepts this Joinder, and accordingly, Rapha Capital BioVentures Fund I, LP
is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

If Member is An Individual:

[INSERT ENTITY]

a _____

Signature: _____

DocuSigned by:
Rob Eisen
D4B53065C2D64CB...

Individually

By: _____

Print Name: Rob Eisen

Print Name: _____

Address: 537 Deloraine Avenue

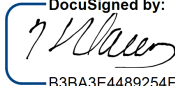
Title: _____

Toronto ON. M5M 2C2 CANADA

The undersigned hereby accepts this Joinder, and accordingly, Rob Eisen is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  DocuSigned by:
B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

RAPHA CAPITAL INVESTMENT VIII, LLC

Joinder to

Amended and Restated

Limited Liability Company Agreement

By affixing his, her or its, as applicable, signature hereto, the undersigned, as a Member of RAPHA CAPITAL INVESTMENT VIII, LLC, a Delaware limited liability company (the “Company”), hereby joins in the execution of the Amended and Restated Limited Liability Company Agreement of the Company dated as of February 5, 2021, as amended from time to time (the “LLC Agreement”), and as executed by its other Members (as defined in the LLC Agreement). Upon acceptance of this Joinder by the Company, the undersigned shall be a party to the LLC Agreement and shall be a Member of the Company.

The execution of this Joinder shall be a counterpart execution of the LLC Agreement, and the undersigned agrees to be bound by all the terms thereof as though he, she or it, as applicable, were an original party thereto.

IN WITNESS WHEREOF, the undersigned has executed this Joinder as of this 5/27/2021.

If Member Is An Entity:

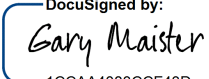
If Member is An Individual:

Sambose Investments, Ltd.

a Canadian Company

Signature: _____

Individually

By:  _____
1CCAA4083CCF43D...

Print Name: _____

Print Name: Gary Maister

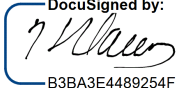
Title: Authorized Signing Officer

Address: _____

The undersigned hereby accepts this Joinder, and accordingly, Sambose Investments, Ltd.
is accepted as a Member of the Company.

RAPHA CAPITAL MANAGEMENT, LLC

a Delaware limited liability company

By:  B3BA3E4489254FD...

Print Name: Kevin Slawin

Print Title: President

EXHIBIT B

Revised Schedule B to LLC Agreement

[See Attached]

SCHEDULE B**NEW INVESTMENT****MEMBERS SCHEDULE****Updated May 28, 2021**

Member Name, Address, and Email	Capital Contribution	Member's Company Expense Allocation	Membership Interest
THE STUART GOLDBERG FAMILY TRUST 333 East Linden Avenue Englewood, NJ 07631 Email: goldsvg18@gmail.com	\$100,000.00	\$1,330.00	3.23%
MCGUYER INVESTMENTS, LTD. 314 Shadywood Road Houston, TX. 77057 Email: fmcguyer@mhinc.com	\$1,000,000.00	\$13,330.00	32.26%
ARBOR COMMERCIAL MORTGAGE, LLC 333 Earle Ovington Blvd. Uniondale, NY. 11553 Email: mcandрева@arbor.com	\$150,000.00	\$2,000.00	4.84%
EIGHTY SEVEN EIGHTEEN, LTD. 4295 San Felipe, Suite 370 Houston, TX 77027 Email: jerry@judwin.com	\$600,000.00	\$4,666.00	19.35%
1899142 ONTARIO INC. 18 Yorkville Avenue Toronto, Ontario M4R1L4 Email: mark@simondental.com	\$100,000.00	\$1,333.00	3.23%
JERRY JESIN 400 St. Germain Toronto, Ontario M5M 1W7 Canada Email: docjjj@gmail.com	\$35,000.00	\$667.00	1.11%
MICHAEL ZAGDANSKI Nachalat Binyamin 6, Apt. 11 Tel Aviv, Israel. 6516106 Email: mike@numilldev.com	\$125,000.00	\$1,666.00	4.03 %
WINOGRAD INVESTMENTS, LLC 4296 San Felipe, Suite 370 Houston, TX 77027 Email: jerry@judwin.com	\$62,500.00	\$833.00	2.02%
MLCW PARTNERS, LTD. 4297 San Felipe, Suite 370 Houston, TX 77027 Email: marc@judwin.com	\$62,500.00	\$833.00	2.02%
NORMAN JESIN AND EDIE NEUBERGER-JESIN (as tenants in common) 315 Avenue Road, Ste. 7 Toronto, Ontario CANADA. M4V 2H2 Email: njesin@jesinarb.com	\$50,000.00	\$667.00	1.61%

ADAM JESIN 2 Ardmere Road Toronto, Ontario, M5P 1V3 Email: adamjesin@gmail.com	\$100,000.00	\$1,333.00	3.23%
JEREMIAH JESIN-NEUBERGER 1705-161 Oakwood Avenue Toronto, Ontario, M6E 2V2, CANADA Email: jeremiah.jesin@outlook.com	\$50,000.00	\$667.00	1.61%
ROB EISEN 537 Deloraine Avenue Toronto ON. M5M 2C2 CANADA Email: dr.rbeisen@gmail.com	\$25,000.00	\$333.00	0.81%
SAMBOSE INVESTMENTS LTD 65 St. Mary Street, Suite 3802 Toronto, ON M5S OA6 CANADA Email: gary@cadan.ca	\$75,000.00	\$1,000.00	2.42%
EDGAR URMANOV 808 Marietta Street, NW, Unit #1501-B Atlanta GA 30318 Email: edurm98@yahoo.com	\$50,000.00	\$667.00	1.61%
BRENDA GREIFF 8 Woodland Place, Great Neck, NY. 11021 Email: greiff@optonline.et	\$100,000.00	\$1,333.00	3.23%
EDEN SLAWIN 2336 Underwood Street Houston, TX 77030 Email: edenslawin@gmail.com	\$40,000.00	\$533.00	1.29%
RAPHA CAPITAL BIOVENTURES FUND I, LP 9511 Collins Avenue, #1403 Surfside, Florida 33154 Email: kslawin@raphacap.com	\$250,000.00	\$3,333.00	8.06%
BRYCE ROBERTSON 120 Nassau Street, #25D Brooklyn, NY. 11201 Email: bryce@brycerobertson.com	\$25,000.00	\$333.00	.81%
RAPHA CAPITAL MANAGEMENT, LLC 9511 Collins Avenue, #1403 Surfside, Florida 33154 Email: kslawin@raphacap.com	\$100,000.00	\$1,333.00	3.23%
Total:	\$3,100,000.00	\$41,323.00	100%