



Acerus Announces Definitive Agreement to Acquire Serenity LLC and the Global Rights to Noctiva™

Torreya advised Acerus on the transaction

Toronto, Canada, February 28, 2022

Acerus Pharmaceuticals Corporation ("Acerus") (TSX:ASP; OTCQB:ASPCF) announced its definitive agreement to indirectly acquire Serenity LLC ("Serenity") and the global rights to its Noctiva brand in a combined cash and stock transaction. Serenity, based in Miami, FL, is a specialty pharmaceutical company, focused on developing therapies for diseases associated with voiding disorders, previously granted approval by the FDA for its Noctiva (desmopressin acetate) nasal spray. Noctiva is indicated for the treatment of nocturia due to nocturnal polyuria in adults who awaken at least two times per night to void. It is the first FDA-approved therapy for nocturia. The combined company will have a significantly increased presence in the prescription urology and men's health markets.

Acerus will pay a \$6 million USD upfront fee to Serenity. Additionally, Serenity stockholders will be entitled to receive approximately 804 million common shares of Acerus, payable on the earlier of January 10, 2023, if first commercial sale has occurred before then, or the date of the first commercial sale of Noctiva™, resulting in Serenity stockholders owning approximately 32.6% of the fully diluted common shares of Acerus as calculated as of closing and without taking into account any future financing. Two additional one-time equity-based sales milestones valued at \$5 million USD each, will be paid to Serenity stockholders when aggregate Net Sales of Noctiva™ sold in the United States and Canada combined, first reach the respective thresholds of \$100 million and \$150 million USD in annual net sales. Also, Serenity stockholders will receive tiered low double-digit Contingent Sales Payments, paid in cash, equal to a percentage of Net Sales of Noctiva™ during each calendar year.

Torreya advised Acerus on this transaction, in addition to issuing a fairness opinion to the Board of Directors on the acquisition. This transaction highlights Torreya's continued strength and leadership position as an advisor to specialty pharmaceutical companies.

ABOUT ACERUS PHARMACEUTICAL CORPORATION:

For more information about Acerus, please see: www.aceruspharma.com

Deal Press Release

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Acquisition of Serenity LLC
and global rights to
Noctiva™

Announced
\$41 million + milestones
and royalties
February 2022

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