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Attorneys for the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF UTAH, CENTRAL DIVISION**

<p>In re:</p> <p>PolarityTE, Inc., a Delaware corporation</p> <p style="text-align: center;">Debtor</p>	<p>Case No. 23-bk-22358-KRA</p> <p>Case No. 23-bk-22360-KRA</p> <p>Case No. 23-bk-22361-KRA</p>
<p>In re:</p> <p>PolarityTE, MD Inc., a Nevada corporation</p> <p style="text-align: center;">Debtor</p>	<p>Chapter 11</p> <p>Judge Kevin R. Anderson</p>
<p>In re:</p> <p>PolarityTE, Inc., a Nevada corporation</p> <p style="text-align: center;">Debtor</p>	<p style="text-align: center;">THIS NOTICE RELATES TO ALL DEBTORS¹</p>

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are PolarityTE, Inc. (9524); PolarityTE MD, Inc. (1555); and PolarityTE, Inc. (6882). The location of the Debtors' service address is 1960 S. 4250 W., Salt Lake City, UT 84104.



**NOTICE OF (1) WINNING BIDDER; (2) SALE HEARING AND
PROPOSED SALE OF SUBSTANTIALLY ALL OF THE DEBTORS'
ASSETS; AND (3) ASSUMPTION AND ASSIGNMENT OF
EXECUTORY CONTRACTS TO WINNING BIDDER**

Sale Hearing: July 27, 2023, 9:00 a.m.

Objection Deadline: July 18, 2023, 5:00 p.m.

PLEASE TAKE NOTICE that, as authorized by the Order of the United States Bankruptcy Court for the District of Utah (the “**Bankruptcy Court**”) entered on June 16, 2023, approving certain Bid Procedures (the “**Bid Procedures Order**”),² debtors and debtors in possession PolarityTE, Inc., a Delaware corporation (“**PTE**”), PolarityTE MD, Inc., a Nevada corporation (“**PTE MD**”), and PolarityTE, Inc., a Nevada corporation (“**PTE NV**” and, together with PTE and PTE MD, the “**Debtors**” or each a “**Debtor**”), complied with the terms of each of the Bid Procedures Order and the Bid Procedures, and made efforts to market and sell the Debtors’ assets and bring in additional Qualified Bidders. Upon the Debtors making such efforts to procure additional Qualified Bids, and receiving none, then in accordance with the Bid Procedures Order this Court now recognizes the stalking horse bidder Grander Acquisition LLC, a Delaware limited liability company as the Sale’s winning bidder (“**Winning Bidder**”). The Debtors will receive from the Winning Bidder in consideration of the Debtors’ assets the consideration detailed in the APA, including without limit an initial purchase price before any adjustments equal to \$6,500,000. The Debtors intend to promptly close the Sale with the Winning Bidder under the terms of the APA and in accordance with terms of the Court’s Sale Order.

² Capitalized terms not defined herein have the meanings ascribed to those terms in the Bid Procedures Order.

PLEASE TAKE FURTHER NOTICE that the Court has scheduled a hearing (the “**Sale Hearing**”) to consider the relief requested in the Sale Motion, including final approval of the Sale of substantially all the Debtors’ assets to the Winning Bidder, and the assumption and assignment and approval of cure amounts of the Debtors’ executory contracts previously noticed to the Winning Bidder. The Debtors have filed herewith a motion to approve the Sale, which will include the material terms of the APA.

A copy of any of the foregoing documents or other filings in this chapter 11 case and any other materials referenced therein can be accessed through the Bankruptcy Court’s PACER (Public Access to Court’s Electronic Records) system or by contacting the Debtors’ counsel, **PARSONS BEHLE & LATIMER**, 201 S. Main St., Ste 1800, Salt Lake City, Utah 84111 (Attn: Brian M. Rothschild, Esq.) and brothschild@parsonsbehle.com, who will provide such documents free of charge.

YOUR RIGHTS MAY BE AFFECTED.

IF YOU OBJECT TO ANY OF THE RELIEF SOUGHT IN THE SALE MOTION, THE NOTICE OF ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS OR ANY OF THE RELIEF REQUESTED THEREIN, YOU MUST, **NO LATER THAN JULY 18, 2023, AT 5:00 P.M. (PREVAILING UTAH TIME)**, (1) **FILE YOUR OBJECTION WITH THE BANKRUPTCY COURT AND SERVE IT ON THE UNDERSIGNED, THE UNITED STATES TRUSTEE, AND ANY PARTY WHO HAS FILED A REQUEST FOR NOTICE IN THIS CASE; AND (2) ATTEND THE FINAL HEARING SCHEDULED FOR JULY 27, 2023, AT 9:00 A.M. (PREVAILING UTAH TIME)**. SUCH HEARING WILL BE CONDUCTED TELEPHONICALLY AT THE FOLLOWING CONFERENCE LINE UNLESS OTHERWISE NOTICED BY THE BANKRUPTCY COURT ON THE DOCKET:

Cases before Judge Anderson:
<https://www.zoomgov.com/j/16030076397>
Meeting ID: 160 3007 6397
Passcode/Participant ID: 6001201
CALL NOW or +1 669 254 5252

IF YOU FAIL TO TIMELY OBJECT, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT A HEARING AND WITHOUT CONSIDERING YOUR OBJECTION.

Dated July 11, 2023

PARSONS BEHLE & LATIMER

/s/ Brian M. Rothschild
J. Thomas Beckett
Brian M. Rothschild
Darren Neilson

Attorneys for Debtors

CERTIFICATE OF SERVICE

I hereby certify that on July 11, 2023, I caused a true and correct copy of the **NOTICE OF (1) WINNING BIDDER; (2) SALE HEARING AND PROPOSED SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS; AND (3) ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS TO WINNING BIDDER** to be served by filing with the Clerk of the Court using the CM/ECF system, which sent notification of such filing to the following:

- **J. Thomas Beckett** tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com
- **Gary M. Freedman** gary.freedman@nelsonmullins.com, sarah.castillo@nelsonmullins.com;francis.santelices@nelsonmullins.com
- **Darren B. Neilson** dneilson@parsonsbehle.com
- **Ellen E. Ostrow** eostrow@foley.com, ellen-ostrow-4512@ecf.pacerpro.com;rgledhill@foley.com;skamaya@foley.com;docketflow@foley.com;acardenas@foley.com
- **Brian M. Rothschild** brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
- **Rachel A. Sternlieb** rachel.sternlieb@nelsonmullins.com
- **United States Trustee** USTPRegion19.SK.ECF@usdoj.gov
- **Melinda Willden tr** melinda.willden@usdoj.gov, Lindsey.Huston@usdoj.gov;James.Gee@usdoj.gov;Rinehart.Peshell@usdoj.gov;Rachelle.D.Armstrong@usdoj.gov;Brittany.Eichorn@usdoj.gov

A further certificate of service as to all parties on the Debtors' mailing matrix, all executory contract counterparties, and all equity holders will be filed upon completion of service by KCC, LLC.

/s/ Brian M. Rothschild
Brian M. Rothschild