

# AlphaTAU

## Company Overview

July 2021

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## **Additional Information**

In connection with the proposed Business Combination, the Company intends to file with the SEC a registration statement on Form F-4 containing a preliminary proxy statement/prospectus of the combined company, and after the registration statement is declared effective, HCCC will mail a definitive proxy statement/prospectus relating to the proposed Business Combination to its shareholders. This Presentation does not contain all the information that should be considered concerning the proposed Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. HCCC's shareholders and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus and the amendments thereto and the definitive proxy statement/prospectus and other documents filed in connection with the proposed Business Combination, as these materials will contain important information about the Company, HCCC and the Business Combination. When available, the definitive proxy statement/prospectus and other relevant materials for the proposed Business Combination will be mailed to shareholders of HCCC as of a record date to be established for voting on the proposed Business Combination. Shareholders will also be able to obtain copies of the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other documents filed with the SEC, without charge, once available, at the SEC's website at [www.sec.gov](http://www.sec.gov), or by directing a request to: Healthcare Capital Corp., 301 North Market Street, Suite 1414, Wilmington, DE 19801.

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HCCC, the Company and their respective directors and executive officers may be deemed participants in the solicitation of proxies from HCCC's shareholders with respect to the proposed Business Combination. A list of the names of HCCC's directors and executive officers and a description of their interests in HCCC is contained in HCCC's final prospectus relating to its initial public offering, dated January 11, 2020, which was filed with the SEC and is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov), or by directing a request to Healthcare Capital Corp., 301 North Market Street, Suite 1414, Wilmington, DE 19801. Additional information regarding the interests of the participants in the solicitation of proxies from HCCC's shareholders with respect to the proposed Business Combination will be contained in the proxy statement/prospectus for the proposed Business Combination when available.

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# Today's Presenters

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**Uzi Sofer**  
CEO & Chairman  
*Alpha Tau*



**Raphi Levy**  
CFO  
*Alpha Tau*



**William Johns**  
CEO  
*Healthcare Capital Corp.*



# HCC's Investment Rationale

## Potential to Transform Solid Tumors Treatment

- HCC evaluated many potential business combination candidates. Alpha Tau was chosen because of its innovative cancer radiotherapy and its potential to transform the treatment of solid tumors
- HCC and its external advisors were particularly impressed by Alpha Tau's proprietary therapy and advanced state of clinical development

## Differentiated Science

- World-class science and medical research has harnessed the power of the alpha particle, with the potential to be applied directly into tumors
- Isotopes attached to small metallic darts release alpha-emitting particles that can create double-strand DNA breaks, and have the potential to destroy cancer cells permanently
- The alpha radiation is emitted inside the tumor, and may be able to minimize damage to healthy surrounding tissue

## Wide-Ranging Applicability Potential

- Alpha Tau's technology process is innovative and proprietary, and may be able to broaden the scope for radiotherapy delivery across multiple clinical settings and different kinds of practitioners

## Well Positioned for Potential Marketing Approvals

- Alpha Tau's well-designed research and clinical trials across the world stand to further the progress toward potential marketing approvals for the treatment of challenging solid tumors, and may ultimately demonstrate that the Alpha DaRT is useful both as a monotherapy as well as in combination with other therapies

# Alpha Tau – Key Investment Highlights

- 1 Proprietary Alpha DaRT designed to safely deliver alpha radiation with localized precision in solid tumors, sparing surrounding healthy tissue
- 2 Broad potential and preclinical evidence supporting evaluation across various solid tumors (skin, pancreas, breast, GBM, etc.) with 18 peer-reviewed pre-clinical papers
- 3 Compelling potential immuno-stimulatory effect and synergetic combination with other therapies
- 4 Exhibited 100% ORR and ~78% CR in first-in-human clinical trial in 28 SCC tumors, with over 75 clinical tumors treated to date exhibiting a similar profile
- 5 No systemic toxicities and minimal (grade  $\leq 2$ ) local toxicities observed
- 6 Robust clinical-trial strategy with leading global centers, led by Memorial Sloan Kettering multi-center feasibility study, with FPI in early July 2021
- 7 Solid logistics based on purpose-built manufacturing facilities, built or in planning, in the US, Israel and Asia, with a highly scalable and optimized proprietary production process
- 8 Strong intellectual property (method and device) with over 135 issued and pending patents worldwide
- 9 Experienced management team, including Alpha DaRT's co-inventors, with expertise in oncology development, manufacturing scale up and commercialization

The logo for Alpha Tau, featuring the word "Alpha" in a bold, dark blue sans-serif font, followed by a stylized "TAU" in a lighter blue, uppercase sans-serif font. A small, dark blue icon resembling a circuit board or a stylized "A" is positioned between "Alpha" and "TAU".

# Therapeutic Focus

We are focused on delivering solutions to three markets that we believe would be best served by the unique characteristics of the Alpha DaRT

## Localized & Unresectable

- Localized tumors that are not surgical candidates and tumors that recur after surgery and are **resistant to other** therapies, specifically radiotherapy
- Alpha DaRT to be evaluated as a **later line therapy**
- Tumor types include **SCC, H&N SCC and prostate**



## High Unmet Need

- Solid tumors that have **limited treatment options** with limited SOC offering
- Alpha DaRT could potentially target **broad patient populations**
- Tumor types include **GBM and pancreatic cancer**





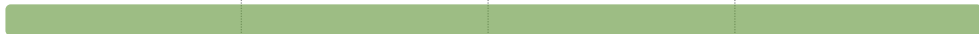










## Metastatic

- Alpha DaRT would be evaluated for its potential to induce an **immune response** in **metastatic** tumors
- Alpha DaRT would be evaluated **in combination with check point inhibitors** as an adjuvant therapy
- Tumor types include **liver, breast and H&N** (which includes lip, oral cavity, salivary glands, oropharynx & pharynx) cancers



# Development Pipeline

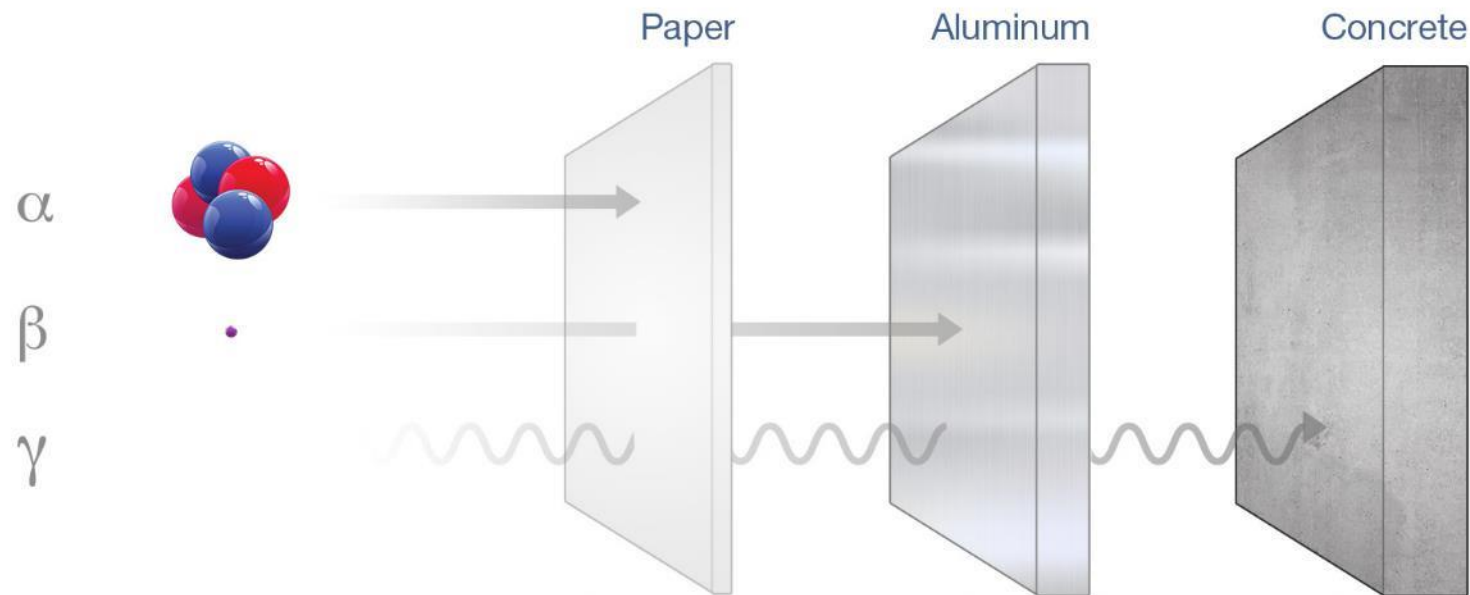
With over 75 clinical tumors treated to date across trials, our clinical trial strategy involves progressing our lead program (superficial tumors), particularly in the US, while conducting feasibility studies in other tumors in order to evaluate the potential of the Alpha DaRT in tumors of high unmet need or metastatic disease

Geography	Indication	Pre-Clinical Research	Feasibility Trial	Pivotal Trial	Marketing Authorization	Anticipated Milestones
North America	Skin Cancers	 U.S.				• Complete feasibility trial recruitment YE2021
	Pancreatic Cancer	 Canada				• First patient in feasibility trial 1Q 2022
Israel	Skin & Oral SCC					
	All Skin & Oral Cancers					• Trial completion and submission
	Ia/mHNSCC (combo with pembrolizumab)					• Initiate feasibility combination trial with Keytruda 3Q-4Q 2021
	Pancreatic Cancer					• Initiate feasibility trial 2Q 2022
	Prostate Cancer					• Initiate feasibility trial 3Q-4Q 2021
Europe	Neoadjuvant – Oral					• Initiate multi-center feasibility trial 2Q 2022
	Skin Cancers					• Trials underway
	Breast Cancer					• Trial underway
Japan	Skin & Oral SCC					• Targeting completion in 4Q 2021 – 1Q 2022
	Breast Cancer					• Trial underway
Additional Tumor Types	Hepatic cell carcinoma, GBM, lung					• Product development / pre-clinical trials currently underway



# Types of Radioactive Decay

Due to the mass of the alpha particle, in comparison to beta particle, alpha has a low penetration power. This means that the outside layer of the human skin, for example, can block these particles.



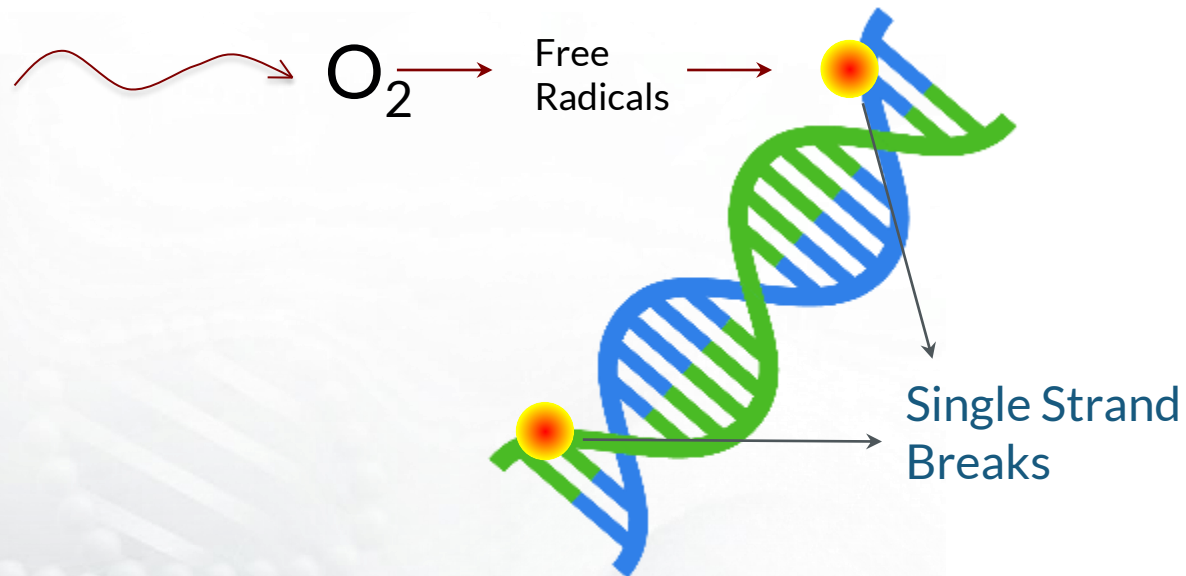
# Potent Alpha Radiation: Extensively Damages the DNA

Local radiation therapy with gamma or beta radiation is a mainstay of cancer treatment, but requires high local dose to be effective, as it primarily relies on single-strand breaks in a process relying on oxygen. Alpha radiation can be significantly more efficient given its ability to destroy both strands of the DNA directly, requiring lower levels of radiation

## Conventional Gamma/Beta Radiation

- Indirectly damaging the DNA
- Dependent on oxygen presence
- Repairable single strand breaks

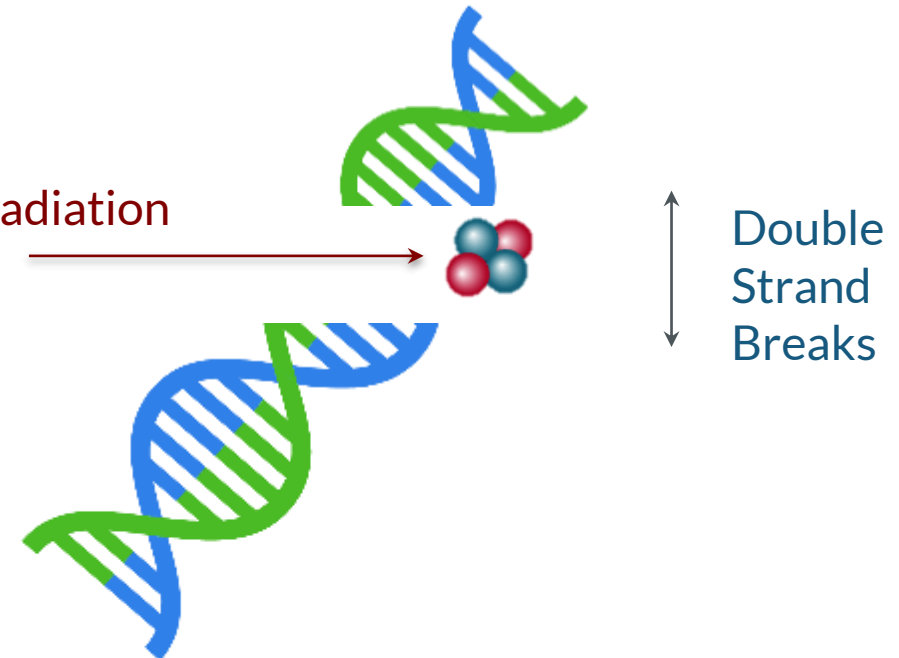
$\gamma/\beta$  Radiation



## Alpha Radiation

- Directly damaging the DNA
- Independent of oxygen presence
- Irreparable double strand breaks

$\alpha$  Radiation

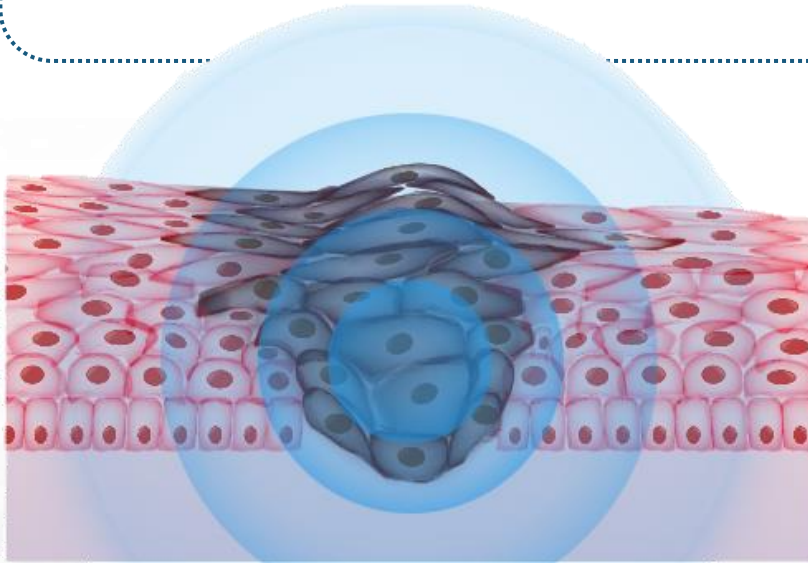


# Alpha Radiation is Focal - Short Range Limits Clinical Use

Whereas beta and gamma radiation can penetrate tissue with sufficient range to facilitate tumor coverage (while risking damage to healthy tissue), alpha radiation has short range in tissue (< 100  $\mu\text{m}$ ), which limits its clinical usefulness in local delivery

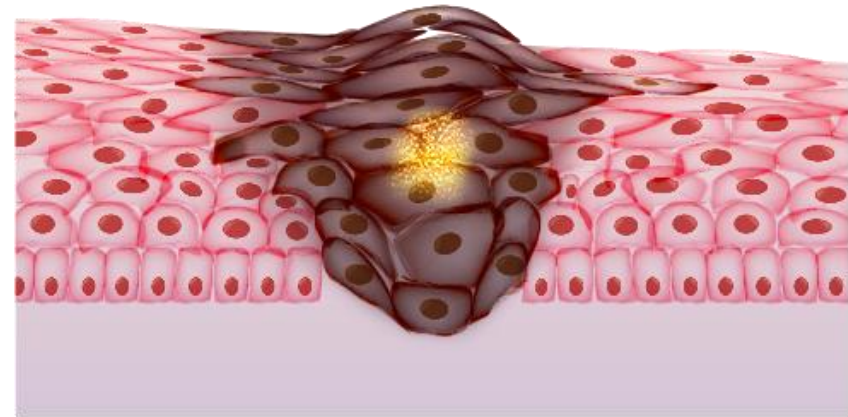
## Beta/Gamma Radiation

Long therapeutic range with risk to surrounding organs



## Alpha Radiation

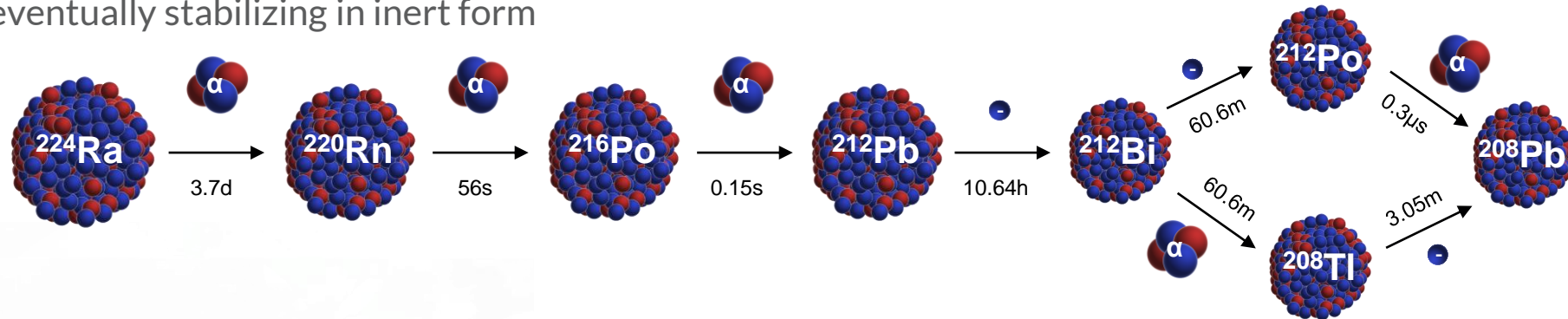
Short range in tissue limits damage to surrounding organs but also limits coverage



# Mechanism of Action of the Alpha DaRT Technology

## <sup>224</sup>Ra Decay Chain

- Alpha DaRT leverages the innate decay chain of Radium-224
- The decay chain of Radium-224 includes four alpha particles
- Radium-224 has a half-life of ~3.7 days, while the remaining decay chain has a total half-life of approximately 12 hours, before eventually stabilizing in inert form



## Alpha DaRT

- The Alpha DaRT utilizes stainless steel sources that are impregnated with Radium-224
- When the Alpha DaRT source is injected into the tumor, the radium remains attached to the source while its daughter atoms detach, emitting cytotoxic alpha particle payloads as they move deeper into the tumor until eventually stabilizing

Alpha DaRT is designed to overcome the range limitations of alpha particles through precise release of alpha emitters into the tumor, generating a potent and tight distribution of alpha radiation

# Alpha DaRT - Diffusing Alpha-emitters Radiation Therapy

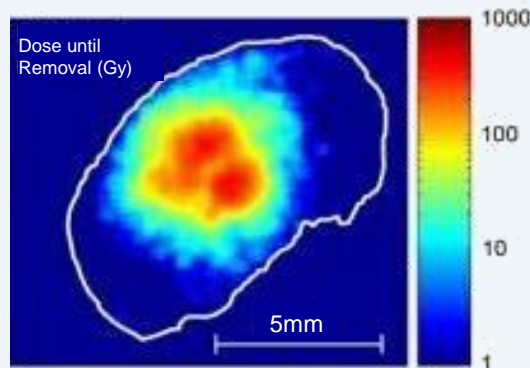
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<https://www.youtube.com/watch?v=nwfzJHm0fTQ>



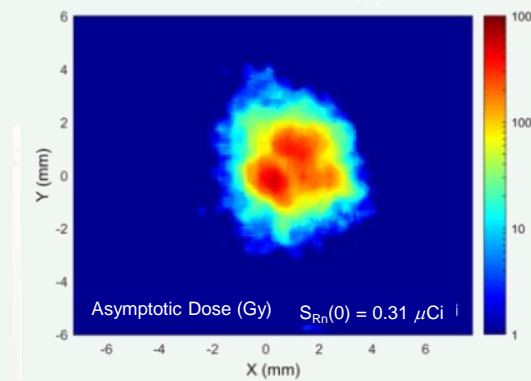
# Alpha DaRT Has a Unique Potential to Preserve Healthy Tissues

Alpha DaRT is unique in its potential to deliver a high dose of radiation in a very conformal form, with sharp dose drop-off outside of a 5mm range

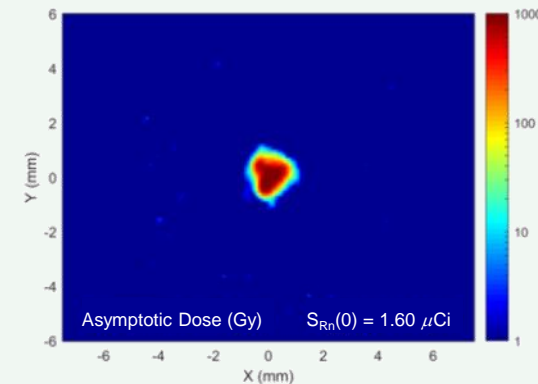


The range of the Alpha DaRT was observed to be meaningfully more extensive in tumor tissue than in healthy tissue in animal studies

Diffusion in SCC

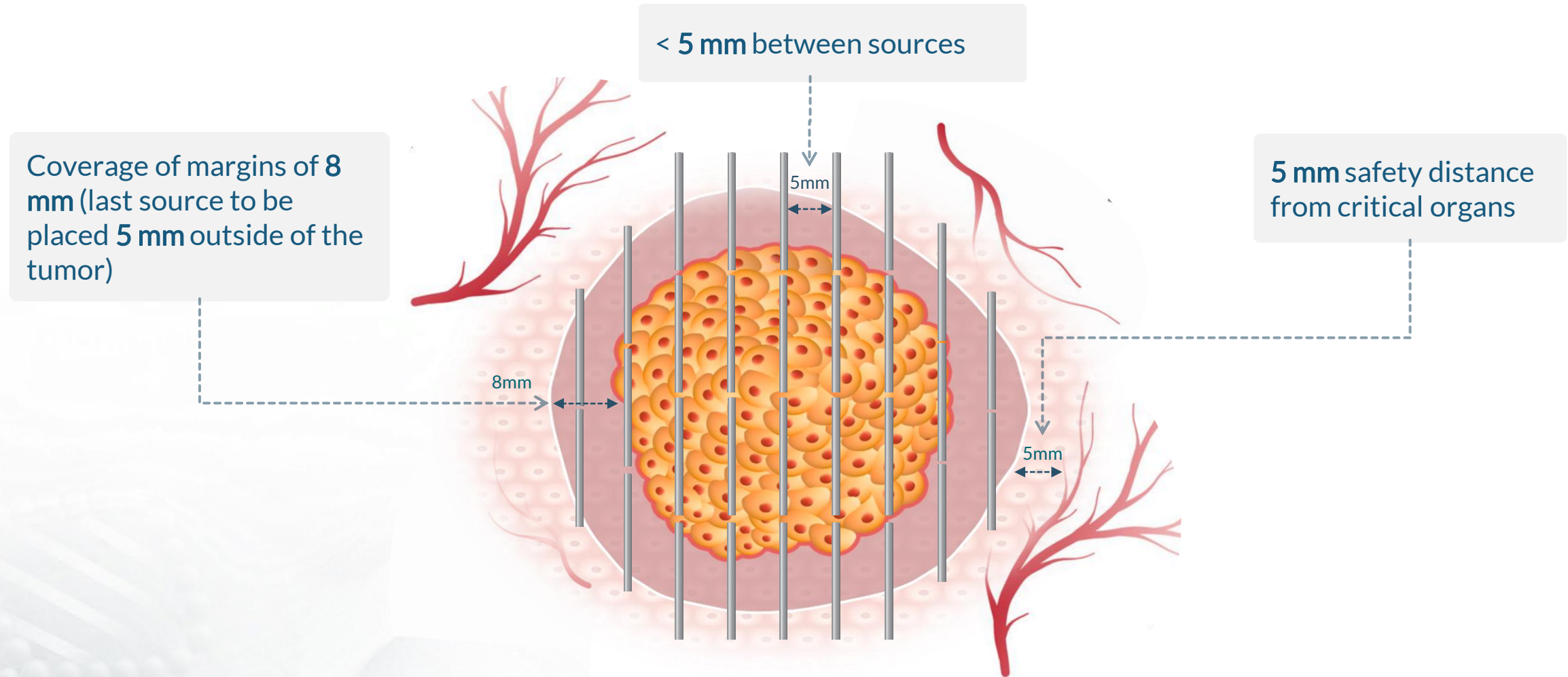


Diffusion in healthy tissue



# Alpha DaRT Source Placement

Through a series of Alpha DaRT injections to the tumor, spread a few millimeters apart, a clinician can potentially deliver alpha radiation to the full geometry of the tumor while taking care to avoid sensitive healthy tissue around the tumor



# Intra-tumoral Delivery Methods

We Have a Total of Seven Applicators Which Have Been Developed for a Range of Potential Uses to Accommodate for:

Treatment Delivery  
Method

Duration of  
Implantation

Tumor Location

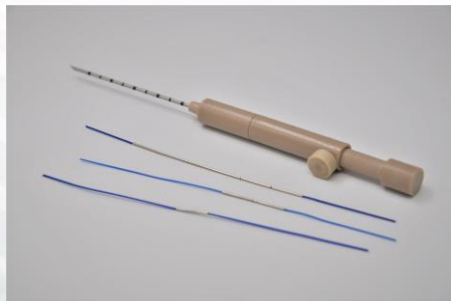
Our Applicators Allow Us Flexibility to Deliver Alpha DaRTs Into Both Superficial and Internal Tumors

## Temporary Implants (Superficial Tumors)

*Applicators are supplied preloaded, sealed and designed for immediate use in the procedure room*

*Sources are hollow and strung onto a surgical suture, allowing the clinician to insert the sources into the tumor and leave the suture in place*

Alpha DaRT Needle Applicator



Needle Applicator in Action



**Example Indication:  
Superficial Tumors.**  
sources are affixed to a biocompatible suture and loaded inside the needle

## Permanent Implants (Internal Tumors)

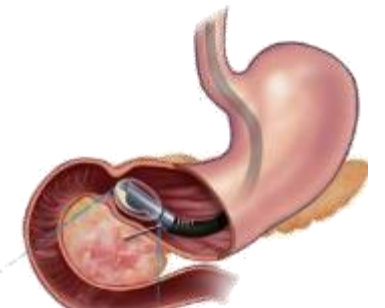
*Applicators are supplied preloaded or unloaded, and are designed to allow clinicians flexibility to load the sources in the course of treatment and to select how many sources to deliver*

Loading Device



**Example Indication:  
Pancreatic Tumors.**  
Device is designed to be fitted to existing needles such as standard Fine Needle Aspirator (FNA) to ultimately deliver sources into the tumor

Procedure: FNA in Conjunction with Endoscopic Ultrasound





# Response Observed in All Tested Solid Tumors in Preclinical Studies

18 Published Preclinical Studies in Peer-Reviewed Journals

Across a variety of tumor types, we have not observed resistance to the radiation delivered by the Alpha DaRT

Squamous Cell Carcinoma

Colon Carcinoma

Lung Adenocarcinoma

Glioblastoma Multiforme

Lung Squamous Cell  
Carcinoma

B-cell Lymphoma

Pancreas Adenocarcinoma

Melanoma

Prostate Adenocarcinoma

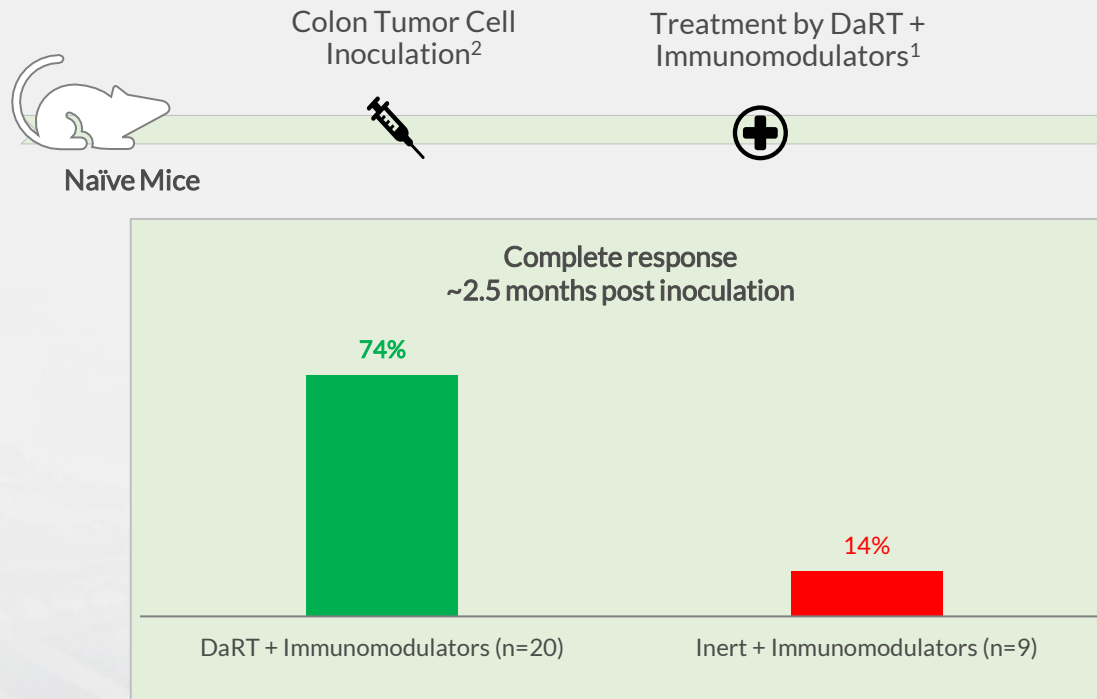
Breast Carcinoma



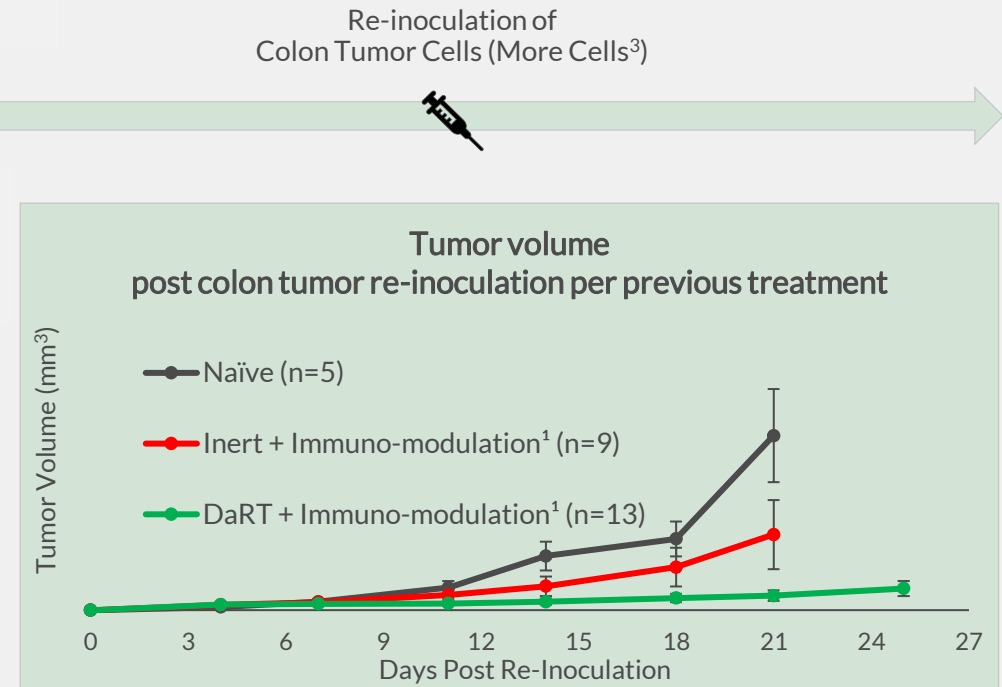
# Observed Cancer-Specific Immune Protection (1/2)

In challenging mice 4 months after treatment, those previously treated by the Alpha DaRT displayed a meaningful retained protection against regrowth of the same tumor type, as compared to the two control groups

## Tumor Treatment by DaRT + Immunomodulators<sup>1</sup>



## Tumor Re-Inoculation after Treatment by DaRT + Immunomodulators vs. Inert<sup>1</sup>



(1) Three groups of mice were inoculated with  $5 \times 10^5$  CT26 tumor cells and then treated with (1) DaRT + CP, Sildenafil and 2xCpG, N=10 (2) DaRT + CP, Sildenafil and CpG, N=10 or (3) inert + CP, Sildenafil and 2xCpG, N=9. Complete responders or tumor-resected mice were re-challenged ~4 months after DaRT with  $5 \times 10^6$  CT26 tumor cells.

(2) CT26  $5 \times 10^5$ .

(3) CT26  $5 \times 10^6$ .

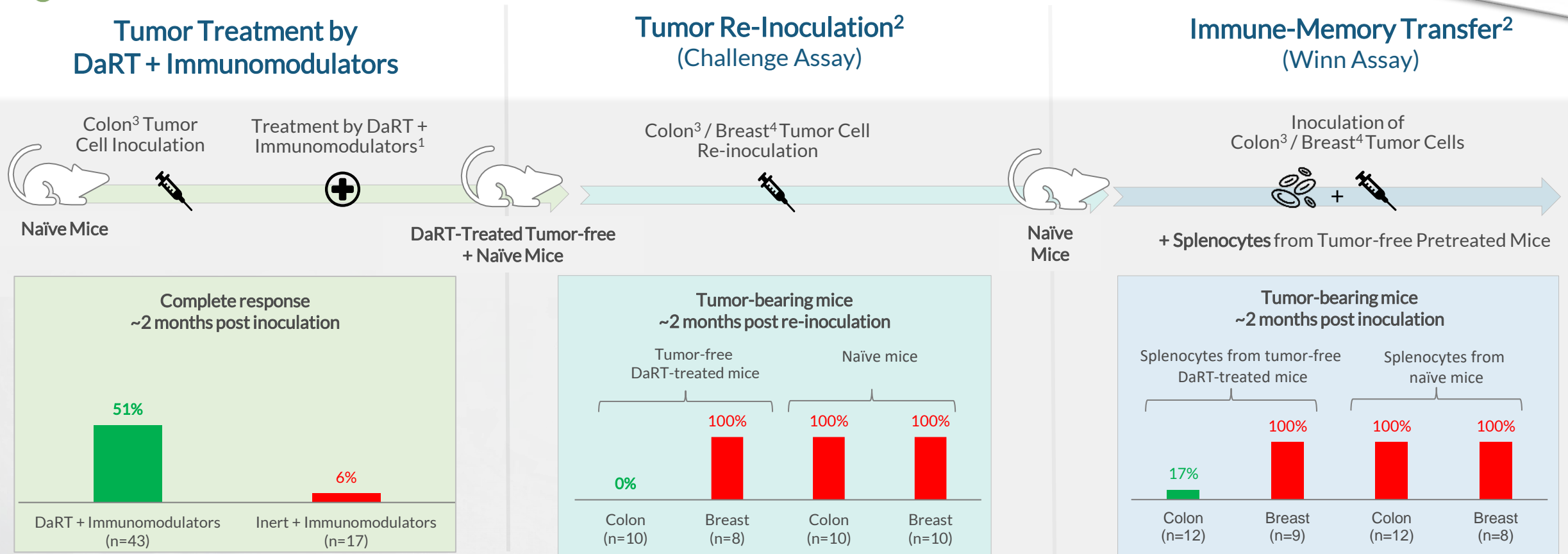


# Observed Cancer-Specific Immune Protection (2/2)

This activity was then shown to be tumor-specific – the challenge only resisted regrowth of the same tumor line. It was also shown to be transferrable via the transfer of splenocytes

Combining alpha radiation-based brachytherapy with immunomodulators promotes complete tumor regression in mice via tumor-specific long-term immune response

Vered Domankevich, Adi Cohen, Margalit Efrati, Michael Schmidt, Hans-Georg Rammensee, Sujit S. Nair, Ashutosh Tewari, Itzhak Kelson & Yona Keisari



(1) Immuno-modulation refers to a combination of low dose CP, Sildenafil and CpG.

(2) Mice with CR from DaRT + immuno-modulators (n = 18) and naïve mice (n = 20) were inoculated with  $5 \times 10^5$  CT26 or DA3 cells 52 days post inoculation (Challenge Assay). Naïve mice were injected intradermally with splenocytes from either naïve or CT26-bearing mice treated by DaRT and immunomodulators, coupled with CT26 or DA3 tumor cells (Winn assay). The presented results are based on cumulative data from two different experiments.

(3) CT26  $5 \times 10^5$ .

(4) DA3  $5 \times 10^5$ .

# Outline of Our First Clinical Study: Skin / Head & Neck SCC

*Trial Sites: Israel, Italy*

Primary objective: Evaluate feasibility & safety

Secondary objective: Evaluate initial tumor response & local progression-free survival

## Key Eligibility Criteria



**SCC** histopathologically confirmed

**Lesions**  $\leq 5 \text{ cm}^*$

**Age**  $\geq 18$

**ECOG performance scale**  $\leq 2$

**Patients** W/O immunosuppression

Generally **previously treated by radiation or surgery, recurrent**

## Treatment & Procedure



**Treatment plan** based on CT-simulation

**Sources** 1cm length, 0.7mm diam.

**Activity per source** 2  $\mu\text{Ci}$

**Outpatient** setting

**Local** anesthesia

**Number of sources** inserted: min 3, max 169

## Timeline and Follow-Up



**Alpha DaRT** sources insertion

**Removal** after 15 days

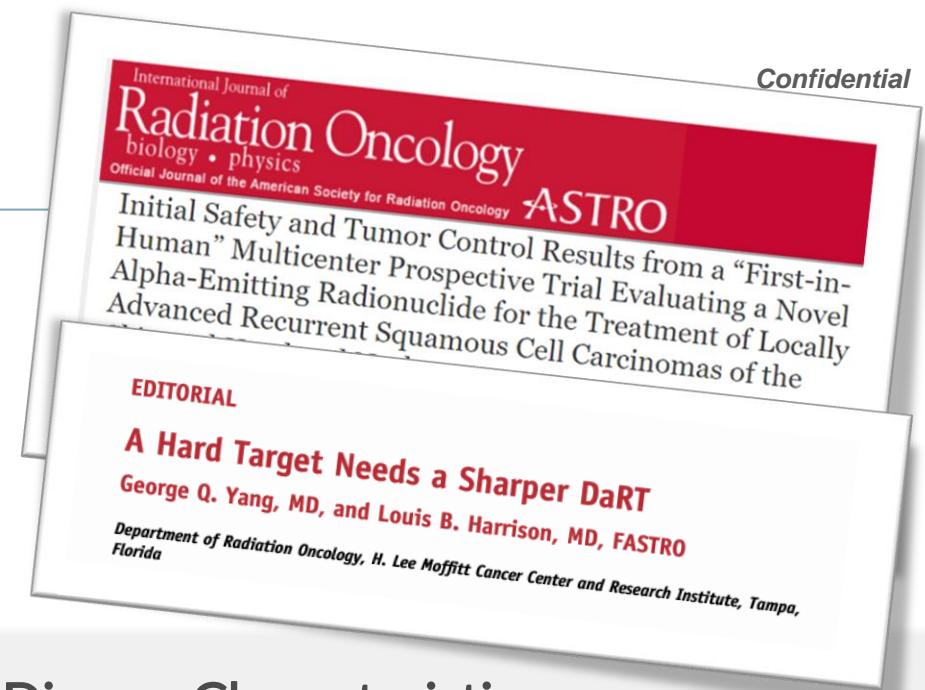
**Check-up** on days 4, 9 and 30 after insertion

**Long term** follow up based on standard of care

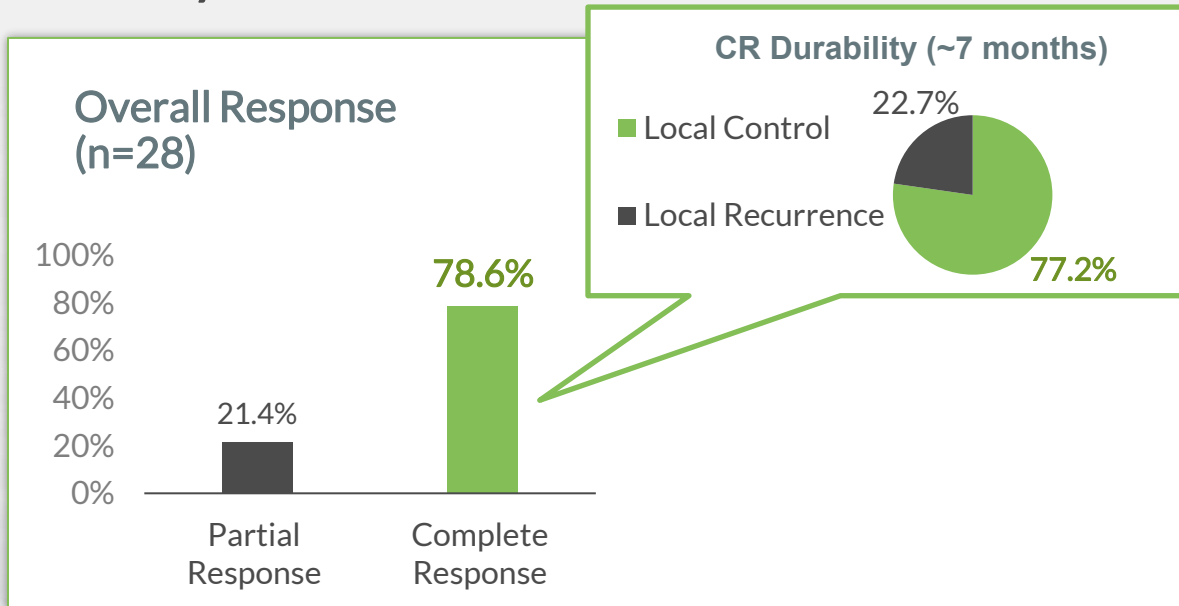
\*in the longest diameter (without nodal spread).

# Skin / Head & Neck SCC Study Results

- 100% overall response rate
- Durable responses observed
- Responses observed within days
- Well tolerated; no systemic toxicity observed

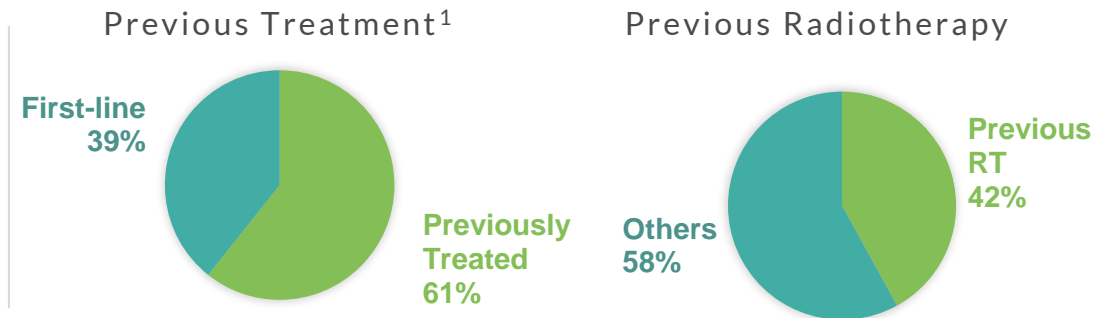


## Efficacy Results



## Baseline Disease Characteristics

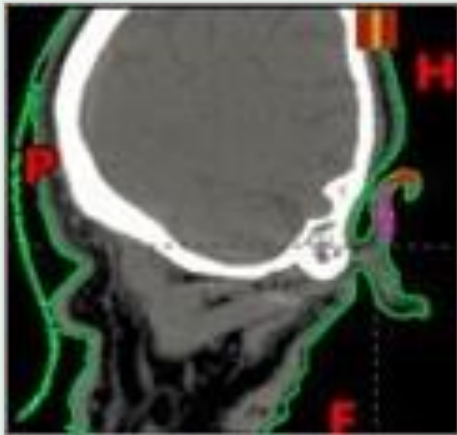
Effective against radioresistant tumors  
(Patient median age = 80.5 years)



<sup>1</sup> Most patients (60.7%) had recurrent and previously treated disease by either surgery, prior external beam radiotherapy or both; 13 of 31 (42%) had received prior RT.

# AP-02 Complete Response

Age	80	Applicators used	6
Previous treatments	Radiation, Surgery	Alpha DaRT sources inserted	10
Tumor initial volume [cm <sup>3</sup> ]	1.4	Total activity [μCi]	20



**Planning**



**Before**  
21/03/2017



**During**  
21/03/2017



**After**  
01/06/2017

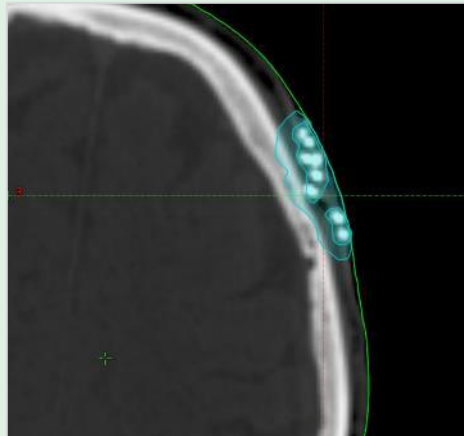


# AP-022 Complete Response

Age	68	Applicators used	12
Previous treatments	None	Alpha DaRT sources inserted	24
Tumor initial volume [cm <sup>3</sup> ]	2.8	Total activity [μCi]	48



**Before**  
27/08/2018



**During**  
30/08/2018



**During**  
30/08/2018



**After**  
30/09/2018

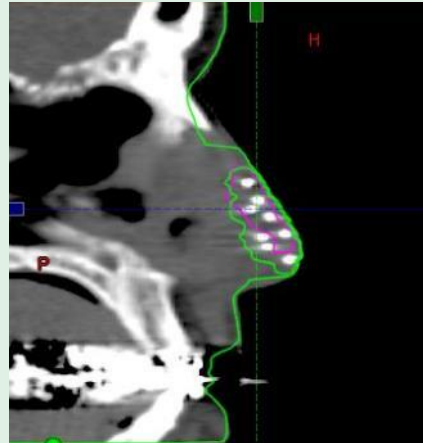


# AP-024 Complete Response

Age	61	Applicators used	8
Previous treatments	None	Alpha DaRT sources inserted	11
Tumor initial volume [cm <sup>3</sup> ]	0.6	Total activity [μCi]	22



**Before**  
13/11/2018



**During**  
13/11/2018



**During**  
13/11/2018



**After**  
29/11/2018

# Alpha DaRT Treatment was Well Tolerated

No systemic toxicities and minimal ( $\leq$  grade 2) local toxicities observed to date



## Targeted treatment

Designed to spare neighboring healthy tissue



## No systemic toxicity observed

Negligible and short-term radioactivity in the patient's body



## Minimal local toxicity observed

Minimal local toxicity with grade  $\leq 2$  resolved within a month



## Safe procedure for caregivers

No special shielding required



## No suppression of immune system observed

Critical in these times of pandemic

Acute Local Toxicity	Incidence (%)		
	Severity Grade		
	1	2	3
Administration site erythema	11 (41%)	9 (33%)	0 (0%)
Administration site edema	9 (33%)	10 (37%)	0 (0%)
Administration site pain	8 (30%)	11 (41%)	0 (0%)
Administration site exudate	2 (7%)	8 (30%)	0 (0%)
Administration site ulcer	4 (15%)	5 (19%)	0 (0%)
Administration site numbness	1 (4%)	0 (0%)	0 (0%)
Administration site pruritus	3 (11%)	0 (0%)	0 (0%)
Administration site bleeding	1 (4%)	0 (0%)	0 (0%)
Aural myiasis (administration site)	1 (4%)	0 (0%)	0 (0%)
Decreased appetite	1 (4%)	0 (0%)	0 (0%)

# Potential Systemic Immune Effect Observed in One Patient Where a Second, Untreated Lesion Manifested CR



Complete Response + Potential Systemic Immune Effect



## Treated Tumor

Before

30-Nov-17



After

29-Dec-17



## Untreated Tumors

Before

30-Nov-17



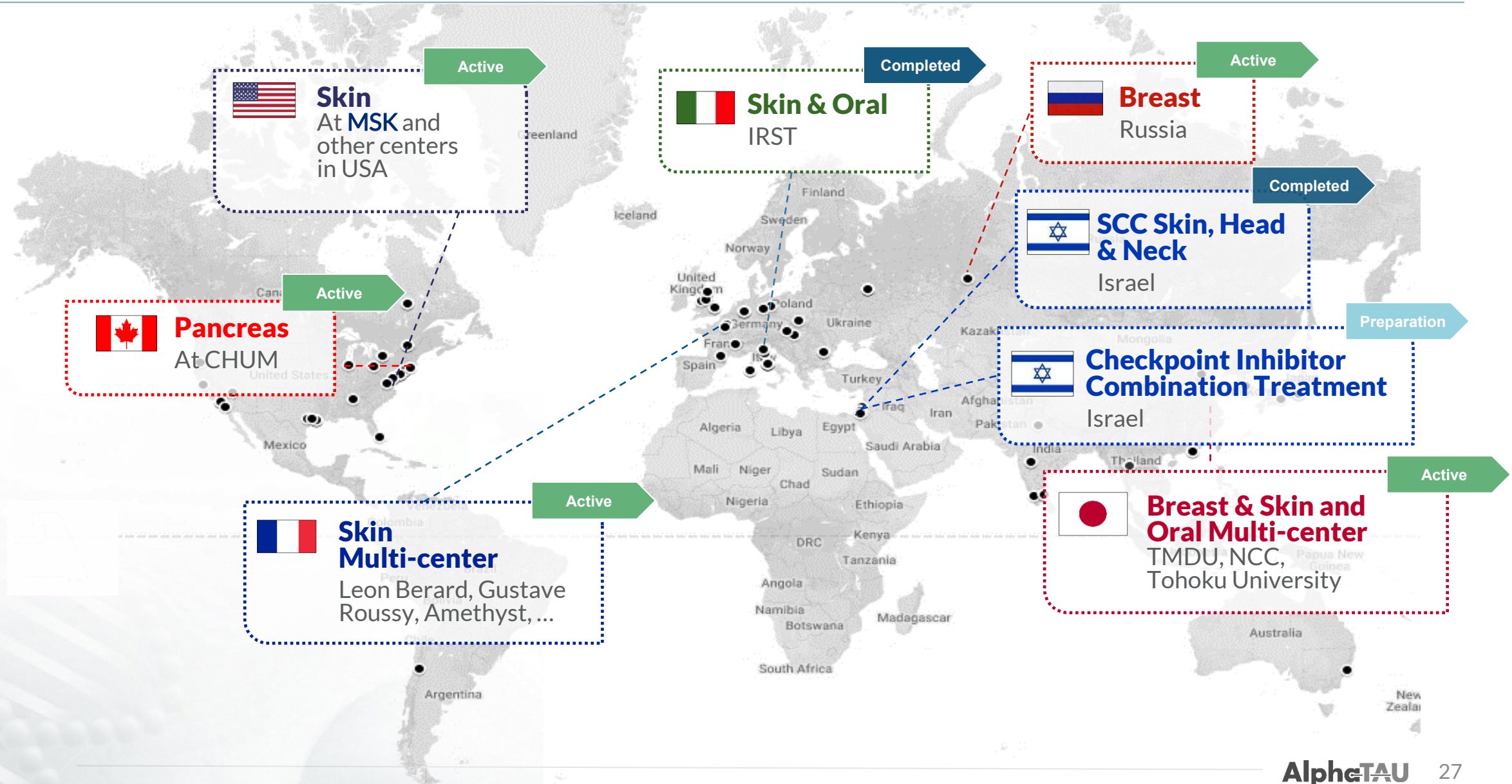
After

29-Dec-17





# Seeds of Hope Worldwide – Selected Current Clinical Trials



# FDA IDE Pilot Feasibility Study (Currently Recruiting)

- FDA has approved an expansion into a multi-center trial. First patient admitted to feasibility trial in early July 2021
- Breakthrough Device Designation received in June 2021

Location	Memorial Sloan Kettering Cancer Center
Target # of Patients	10
Tumor Type	Skin Cancers
Primary Objectives	Determine feasibility of delivering radiotherapy using DaRT, with successful delivery in at least 7 patients, and assess frequency and severity of acute AEs
Secondary Objectives	Assessments of radiotherapy-related AEs, tumor response, radiation safety, stability of device placement, and QoL
Eligibility	Malignant skin or superficial soft tissue tumor 1-5 cm in size that is suitable for percutaneous interstitial brachytherapy

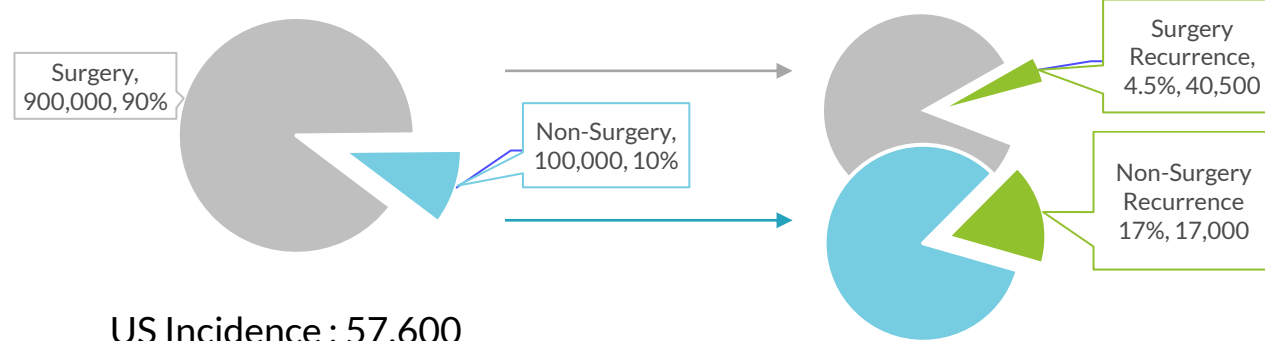
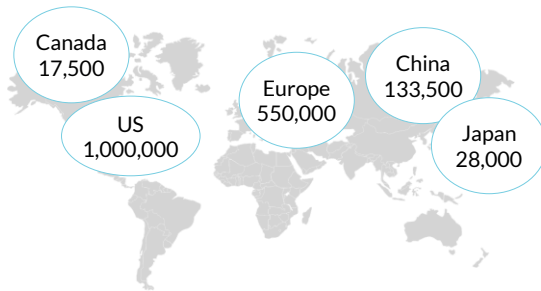


# Applicable Market Size – Estimates of Annual Incidence Data

## SCC / H&N Annual Incidence

US Incidence: ~1 million

US Applicable Mkt. Size

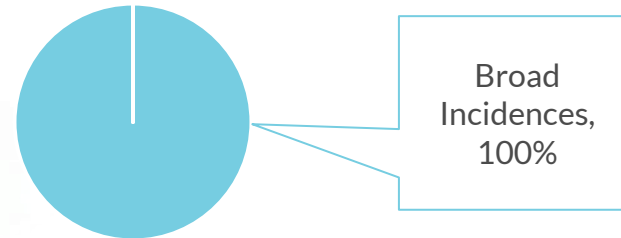
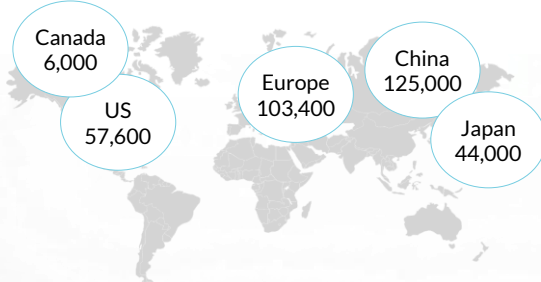


1L: 100,000  
2L: 57,500

## Pancreas Annual Incidence

US Incidence : 57,600

US Applicable Mkt. Size

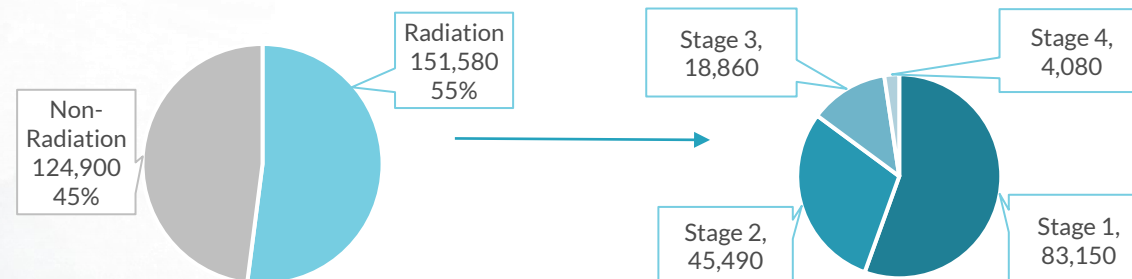


57,600

## Breast Annual Incidence

US Incidence : 276,480

US Applicable Mkt. Size

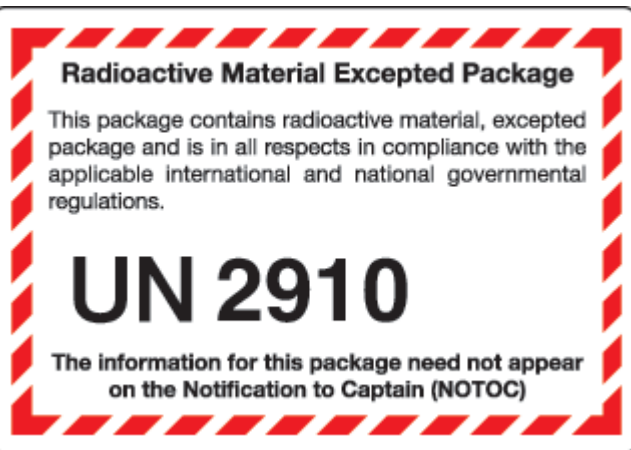


151,580

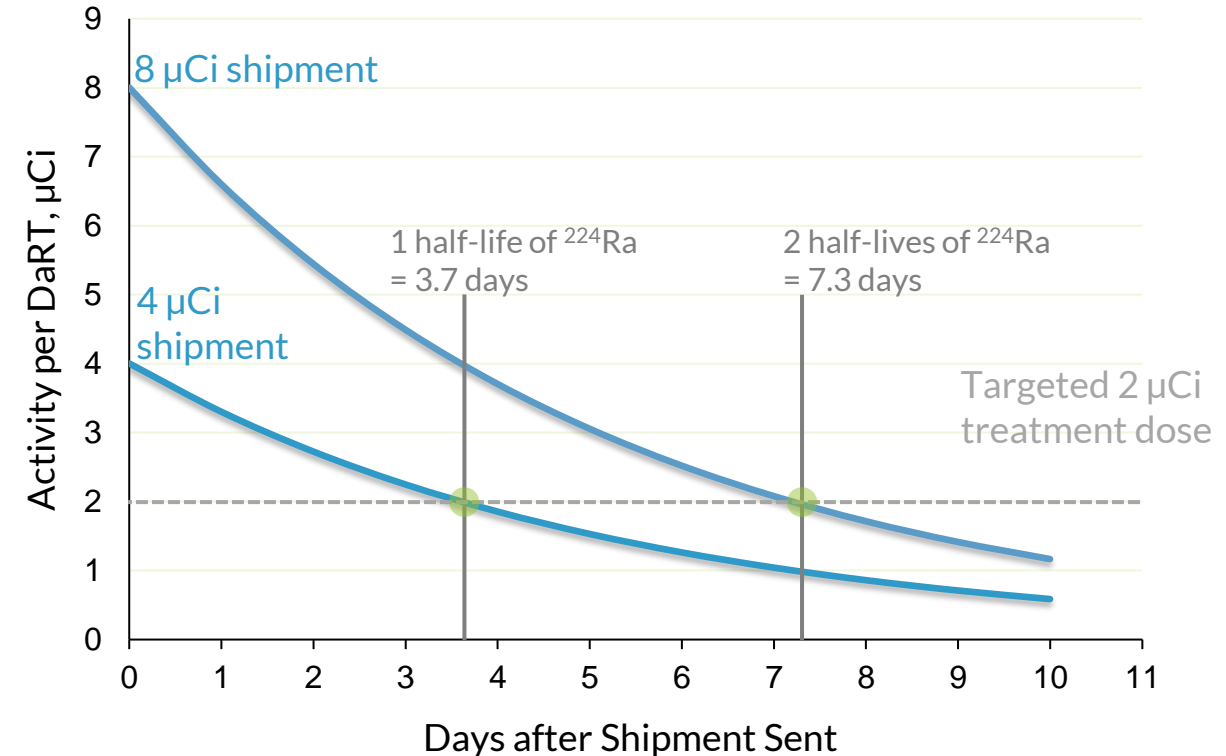
# Simple Radioactive Supply Chain

Delivery does not require any special handling and simple planning ensures on-time arrival

Alpha DaRT is shipped in Excepted Packages (low levels of radioactivity), and can therefore be dispatched in suitable applicators by standard courier, requiring no special handling or protective gear in transit



## Alpha DaRT Radioactive Decay



Personalized treatment, shipped out on a per-patient basis  
Simple planning ensures that an Alpha DaRT arrives with the required amount of  $^{224}\text{Ra}$  available, even when allowing for radioactive decay, based on the known half-life of the  $^{224}\text{Ra}$

# Global Manufacturing Facilities

For efficient commercial operations, we look to establish manufacturing operations in multiple regions of the world, to enable relatively short shipping times to our core markets

Lawrence, Massachusetts  
(~125,000 sources per year  
- *Ramping Up*)



Tel Aviv  
(*Test Facility - Operational*)



Jerusalem  
(~400,000 sources per  
year - *Equipping &  
Validation*)



Togane, Japan  
(*In Design*)



# The Alpha Tau Executive Team

Strong management team with years of experience across the scientific and medical device space



**Uzi Sofer**  
CEO & Chairman

- Co-Founder and CEO of BrainsWay (NASDAQ: BWAY)
- Medical device development, regulation, financing



**Raphi Levy**  
Chief Financial Officer

- Former executive director in charge of healthcare investment banking in Goldman Sachs Israel



**Prof. Itzhak Kelson**  
Chief Physics Officer

- Co-inventor of DaRT technology
- Emeritus professor of physics (taught at Tel Aviv University, Yale University, Weizmann Institute etc.)



**Prof. Yona Keisari**  
Chief Scientific Officer

- Co-inventor of DaRT technology
- Professor of Immunology and Microbiology at Tel Aviv University, former NCI Post Doc Fellow



**Robert Den, MD**  
Chief Medical Officer

- Radiation oncologist and Associate Professor at Thomas Jefferson University Hospital
- Medical degree from Harvard Medical School



**Amnon Gat**  
Chief Operations Officer

- >20 years experience in medical devices and healthcare
- Marketing strategy specialist



**Ronen Segal**  
Chief Technology Officer

- >20 years of top leadership roles, including medical device industry
- Chairman of the BSMT Consortium



# Board of Directors

Diverse mix of cancer therapeutic, medical device and financial expertise providing value-added oversight and guidance to corporate leadership



**Uzi Sofer**  
CEO &  
Chairman

- Co-Founder and CEO of BrainsWay (NASDAQ: BWAY)
- Medical device development, regulation, financing



**Michael Avruch**  
Director

- Expert in financing and restructuring
- CEO & CFO experience



**Morry Blumenfeld**  
Director

- Former managing director at GE Healthcare, CEO of Quescon Consultants, Founding partner of Meditech Advisors Management, director at Mako



**Meir Jakobsohn**  
Director

- Founder of Medison Ltd.,
- Representing Amgen, Biogen, etc. for the marketing and distribution of their products



**Alan Adler**  
Director

- 14 Years at McKinsey
- Senior Partner Evergreen Venture Capital
- Chairman and CEO of Oridion until its sale to Covidien



**Gary Leibler**  
Director

- Founder of Shavit Capital
- Led >20 companies to IPO



**John Brown**  
Director

- Senior pharmaceutical executive and physician
- Headed translational medicine globally for GSK & Royal College of Physicians



**Peter Melnyk**  
Director

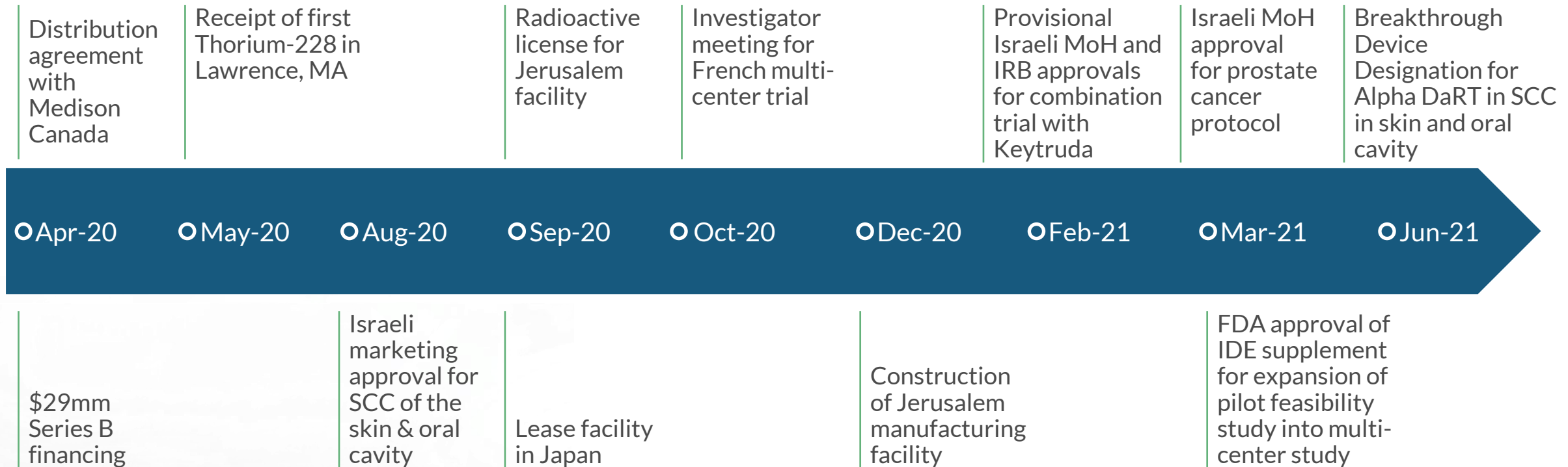
- Former Chief Commercial Officer at Novocure
- CEO of Fortovia Therapeutics
- Former Neuroscience marketing director at Bristol-Myers Squibb

Significant Industry Experience:





# Continued Track Record of Execution



# Anticipated Milestones

Geography	Indication	3Q 2021	4Q 2021	1H 2022	2H 2022	1H 2023
North America <i>(Subject to COVID Opening)</i>	Skin Cancers (United States)	First patient in feasibility trial in early July		Final read-out of feasibility trial Initiation of multi-center pivotal trial		Completion of multi-center pivotal trial
	Pancreatic Cancer (Canada)			First patient in feasibility trial	Interim read-out of feasibility trial	
Israel	Ia/mHNSCC (combination with pembrolizumab)	Initiate feasibility combination trial with Keytruda		Interim results in combination trial with Keytruda		
	Prostate Cancer	Initiate feasibility trial				
	Pancreatic Cancer			Initiate feasibility trial		
Europe	Oral Cavity SCC			Initiate multi-center oral cavity neoadjuvant feasibility trial		
Japan	Skin & Oral SCC		Completion of pivotal trial and submission for PMDA review		Potential PMDA approval	

Clinical / Enrollment

Regulatory

# Transaction Overview

# Transaction Overview

## Transaction Summary

- Alpha Tau and Healthcare Capital Corp. (Nasdaq: HCCC) to combine and create a publicly traded company focused on transforming the treatment of solid tumors through the precision delivery of Alpha radiation
- The transaction represents an implied pro forma equity value of approximately \$1 billion<sup>(1)</sup> and is expected to provide up to \$367 million in gross proceeds, including up to \$275 million of cash held in the trust account of Healthcare Capital Corp and a \$92 million PIPE
- The \$92 million fully-committed PIPE is anchored by a combination of Healthcare-focused financial and strategic investors including Yozma Investment Co. (part of Yozma Group Korea), Grand Decade Developments (an affiliate of China Grand Pharmaceutical and Healthcare Holdings) and Medison Group, as well as other leading technology investors including OurCrowd, Regah Ventures and the co-founders of Apax Partners, Alan Patricof and Sir Ronald Cohen
- All Alpha Tau shareholders will retain 100% of their equity holdings in the public company<sup>(1)</sup>

## Timing

- The proposed business combination is expected to be completed by the end of 2021, upon which Alpha Tau is expected to be listed on Nasdaq<sup>(2)</sup>

## Use of Proceeds

- After giving effect to the transaction (and assuming no redemptions by public shareholders), Alpha Tau is expected to have approximately \$362 million of cash on the balance sheet<sup>(1)</sup>
  - Net proceeds are to be used for further deepening of Alpha Tau's clinical strategy and broad R&D activities, expanding manufacturing capacity and preparing for commercialization, and are expected to provide cash runway at least into 2024

## Management & Board

- Alpha Tau will continue to be led by its current management team, and upon closing, it is expected that HCC Chairman Dr. David M. Milch will be appointed to the Alpha Tau Board of Directors

(1) Assuming no redemptions from HCC public stockholders, PIPE proceeds of \$92mm and transaction expenses of \$30mm.

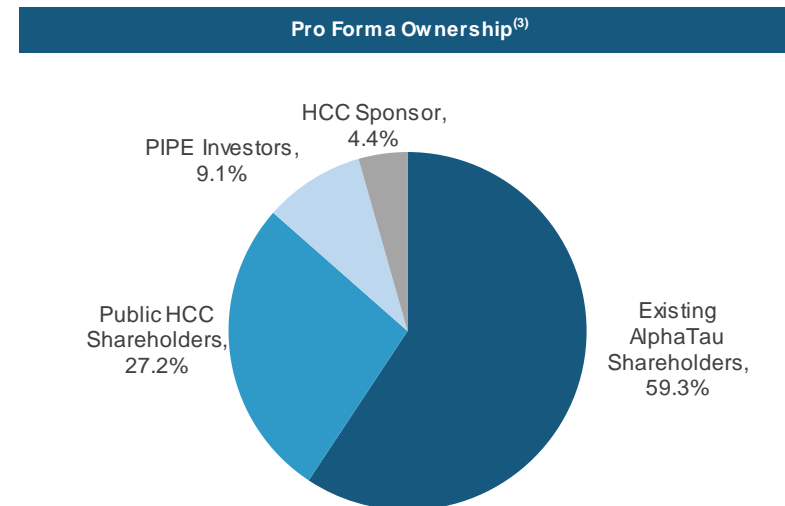
(2) Timing dependent upon the SEC review process and the satisfaction of other closing conditions.

# Transaction Economics at Closing

\$ in mm, unless otherwise noted.

Transaction Cash Sources and Uses					
Sources	\$	%	Uses	\$	%
HCC Cash in Trust <sup>(1)</sup>	\$275	70.2%	Cash to Balance Sheet	362	92.3%
PIPE Investment	92	23.5%	Estimated Transaction Fees & Expenses <sup>(5)</sup>	30	7.7%
Estimated Cash Contribution from AlphaTau's Balance Sheet <sup>(2)</sup>	25	6.4%			
<b>Total Sources</b>	<b>\$392</b>	<b>100.0%</b>	<b>Total Uses</b>	<b>\$392</b>	<b>100.0%</b>

Pro Forma Valuation	
Share Price	\$10.00
Total Shares	101.2
<b>Equity Value</b>	<b>\$1,012</b>
Pro Forma Cash	(362)
<b>Enterprise Value</b>	<b>\$650</b>
Pro Forma Ownership (\$10.00 / share) <sup>(3)</sup>	# Shares (mn)
Current AlphaTau Shareholders	60.0
HCC Public Shareholders	27.5
PIPE Investors	9.2
HCC Sponsor <sup>(4)</sup>	4.5
<b>Total</b>	<b>101.2</b>



(1) Assume no shareholder redemptions.

(2) Estimated existing Alpha Tau cash as of Q4 2021.

(3) Share allocation is at transaction pricing and excludes unvested options and shares, potential future equity earn-outs, HCC public warrants and HCC sponsor warrants, and includes vested Alpha Tau options and warrants on a net exercise basis.

(4) 40% of HCC's Face Value Promote (or 6.875mm shares and 6.8mm warrants) will be retained. 20% of HCC's Face Value Promote will be subject to a 3-year earn-out, earned out if prior to 3 years from closing of the merger the volume weighted average stock price of the Company is in excess of \$14/share for at least 20 out of 30 consecutive trading days. 15% of HCC's Face Value Promote will be forfeited and allocated to employee and services providers of the Company for retention purposes (subject to vesting). 25% of HCC's Face Value Promote will be retained if the total proceeds received from a PIPE and from HCC, net of deferred underwriting fees and redemptions, is equal to or exceeds \$250mm.

(5) Fees and expenses to HCC and Alpha Tau, includes deferred underwriting fees from HCC's IPO, advisory fees, PIPE fees, legal and other fees.



# Use of Proceeds

## Anticipated combined company is expected to be well capitalized.

- At the time of closing, the Company is expected to have approximately \$362 million of cash on the balance sheet<sup>(1)</sup>
- Funding is expected to provide cash runway at least into 2024 and to primarily be used for clinical programs, manufacturing capacity and preparations for commercialization

### Near Term<sup>(2)</sup>

\$65-75mm

- Operational expenses: \$30-35mm
- Company-led clinical trials underway or expected: ~\$20mm
- Near-term capex: \$10-15mm
- Pre-clinical / research collaborations: ~\$5mm

### Mid Term

~\$290mm

- Company-led clinical trials currently underway or expected: ~\$5mm
- Additional studies expected to launch: ~\$20mm
- KOL center of excellence in planning: ~\$10mm
- Manufacturing plants planned in US (expansion), Japan, Europe and China: ~\$120mm in total (~\$30mm each)
- ~\$135mm available for commercialization preparation efforts

(1) Assuming all warrants remain outstanding at close, no redemptions from HCC public stockholders, PIPE proceeds of \$92mm and transaction expenses of \$30mm.

(2) Partially occurring prior to deal closure.

# AlphaTAU

## Saving Lives Globally

