

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

Assignment ID: PAT1435520

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	03/30/2023

**CONVEYING PARTY DATA**

Name	Execution Date
Blackthorn Therapeutics, Inc.	03/30/2023

**RECEIVING PARTY DATA**

<b>Company Name:</b>	Neumora Therapeutics, Inc.
<b>Street Address:</b>	490 Arsenal Way, Suite 200
<b>City:</b>	Watertown
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02472

**PROPERTY NUMBERS Total: 13**

Property Type	Number
Application Number:	62473209
Application Number:	62585448
Application Number:	16846136
Application Number:	62585447
Application Number:	15924119
Application Number:	62609960
Application Number:	17390531
Application Number:	18542394
Application Number:	62515473
Application Number:	62778831
PCT Number:	US1823027
PCT Number:	US1836167
PCT Number:	US1966082

**CORRESPONDENCE DATA**

Fax Number: 2066826031

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2066224900

Email: LizM@SeedIP.com,ChrisR@SeedIP.com

**Correspondent Name:** Karl R. Hermanns  
**Address Line 1:** 701 Fifth Avenue, Suite 5400  
**Address Line 4:** Seattle, WASHINGTON 98104

**ATTORNEY DOCKET NUMBER:** 150123.001

**NAME OF SUBMITTER:** Liz Miller

**SIGNATURE:** Liz Miller

**DATE SIGNED:** 08/16/2024

**Total Attachments: 8**

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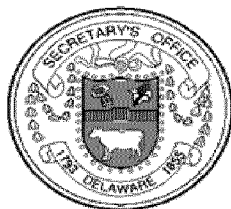
# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BLACKTHORN THERAPEUTICS, INC.", A DELAWARE CORPORATION, WITH AND INTO "NEUMORA THERAPEUTICS, INC." UNDER THE NAME OF "NEUMORA THERAPEUTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2023, AT 8:04 O`CLOCK A.M.



7717875 8100M  
SR# 20231214275

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203040290  
Date: 03-30-23

**PATENT**  
**REEL: 068318 FRAME: 0206**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
BLACKTHORN THERAPEUTICS, INC.,  
a Delaware corporation,  
WITH AND INTO  
NEUMORA THERAPEUTICS, INC.,  
a Delaware corporation**

March 30, 2023

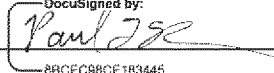
Pursuant to Title 8, Section 253(a) of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation hereby executes and submits the following Certificate of Ownership and Merger:

1. The names of the merging corporations are Blackthorn Therapeutics, Inc., a Delaware corporation (the "Subsidiary"), and Neumora Therapeutics, Inc., a Delaware corporation (the "Corporation").
2. The Subsidiary was first organized pursuant to the provisions of the DGCL on the 29th day of August, 2013. The Corporation was first organized pursuant to the provisions of the DGCL on the 22<sup>nd</sup> day of November, 2019.
3. The Corporation owns one-hundred percent (100%) of all issued and outstanding shares of each class of capital stock of the Subsidiary.
4. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on October 14, 2022 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation (the "Merger") pursuant to Section 253 of the DGCL.
5. The Corporation will be the surviving corporation of the Merger.
6. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.
7. This Certificate of Merger, and the Merger provided for herein, shall be effective immediately upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed and attested by its duly authorized officer as of March 30, 2023.

**Neumora Therapeutics, Inc.**

By:  \_\_\_\_\_  
DocuSigned by:  
8BC9C98CE1B3446...  
Name: **Paul Berns**  
Title: Chief Executive Officer

*[Certificate of Ownership and Merger]*

**PATENT**  
**REEL: 068318 FRAME: 0208**

**Exhibit A**

**Board Resolutions**

See attached.

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
NEUMORA THERAPEUTICS, INC.  
OCTOBER 14, 2022**

The undersigned, constituting all of the members of the Board of Directors (the "Board") of Neumora Therapeutics, Inc., a Delaware corporation (the "Company"), and acting in accordance with Section 141(f) of the Delaware General Corporation Law and Article III, Section 13 of the Company's Bylaws, permitting such action to be taken as of the date set forth above, hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

[SEPARATE APPROVALS NOT CONCERNING THE SUBJECT MERGER HAVE BEEN REDACTED]

[SEPARATE APPROVALS NOT CONCERNING THE SUBJECT MERGER HAVE BEEN REDACTED]

**APPROVAL OF MERGERS**

**WHEREAS**, the Company, owns all of the issued and outstanding shares of each class of capital stock of each of BlackThorn Therapeutics, Inc., Propellex Bio, Inc., Abelian Therapeutics, Inc. and Syllable Life Sciences, Inc., each a Delaware corporation (each a "Subsidiary" and together, the "Subsidiaries");

**WHEREAS**, the Board deems it advisable and in the best interest of the Company that the Company enter into a Certificate of Ownership and Merger, in the form attached hereto as Exhibit B (the "Plan of Merger") with each of the Subsidiaries, pursuant to which each Subsidiary will be merged with and into the Company pursuant to Section 253 of the DGCL, and the separate corporate existence of each Subsidiary will cease (each a "Merger", and together, the "Mergers");

**WHEREAS**, upon the consummation of each Merger, each share of common stock of the Subsidiary issued and outstanding or held in treasury prior to the Merger will, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired without any payment therefor or conversion thereof;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby determines that the terms and conditions of the Mergers, as described in each Plan of Merger are fair, advisable and in the best interests of the Company, that the Mergers be and hereby are authorized and approved;

**RESOLVED FURTHER**, that each Plan of Merger, in the form provided to the Board, be and hereby is, approved, and any officer of the Company (each, an "Authorized Person" and collectively, the "Authorized Persons") be, and each of them hereby is, authorized and directed for and on behalf of the Company to execute and deliver such agreement in substantially such form, with such changes, omissions, insertions, amendments or modifications thereto as the Authorized Person executing the same may approve, the execution thereof by any such officer conclusively to evidence the due authorization thereof by the Board, and to take such actions as may be necessary or advisable to comply with the terms of said agreement;

**RESOLVED FURTHER**, that each Authorized Person is hereby authorized and empowered to take such additional steps and to do such further things as such Authorized Person determines to be necessary, appropriate, advisable or desirable to give effect to the



foregoing resolutions, including, without limitation, the payment of all fees and expenses, and the making, execution, attestation, delivery, recordation and/or filing of all other agreements, undertakings, instruments, certificates and documents in furtherance thereof as such persons or any of them deem appropriate or to permit the transactions contemplated by the foregoing resolutions to be lawfully consummated, and any such agreements, instruments and documents so made, executed, attested, delivered, recorded or filed or acts, deeds or things done or caused to be done by any such person will be conclusive evidence of his or her authority in so executing or performing; and

**RESOLVED FURTHER**, that any and all actions heretofore or hereafter taken in the name and on behalf of the Company by any officer, agent or counsel of the Company in connection with or related to the matters set forth in or contemplated by the foregoing resolutions be, and they hereby are, adopted, confirmed, approved and ratified in all respects as the act and deed of the Company.

[SEPARATE APPROVALS NOT CONCERNING THE SUBJECT MERGER HAVE BEEN REDACTED]

#### **GENERAL AUTHORITY AND RATIFICATION**

**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Company, to prepare or cause to be prepared and to execute, deliver, verify, acknowledge, file or record any documents, instruments, certificates, statements, papers, or any amendments thereto, as may be deemed necessary or advisable in order to effectuate the transactions contemplated by the agreements and actions approved herein, and to take such further steps and do all such further acts or things as shall be necessary or desirable to carry out the transactions contemplated by the foregoing resolutions.

**RESOLVED FURTHER**, that the authority and power given hereunder be deemed retroactive and any and all acts authorized hereunder performed prior to the passage of these resolutions, are hereby ratified, approved and confirmed.