

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (Right to Buy)	\$1.27	01/21/2025		A ⁽¹⁾		787,402		(3)	(3)	Common Stock	787,402	(2)	787,402	I	By Proehl Investment Ventures LLC ⁽⁴⁾

Explanation of Responses:

- The shares of Common Stock and accompanying Warrant were purchased by the Reporting Person from the Issuer in a private placement, which transaction is exempt from Section 16(b) in accordance with Rule 16b-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- The purchase price per share of Common Stock and accompanying Warrant was \$1.27.
- The Warrant will become exercisable beginning on the effective date of stockholder approval of the issuance of the shares of Common Stock issuable upon exercise of the warrants. The Warrant will expire five years from the effective date of stockholder approval. The Warrant cannot be exercised by the Reporting Person if, after giving effect thereto, the Reporting Person, together with his/her affiliates, would beneficially own, as determined in accordance with Section 13(d) of the Exchange Act, more than 9.99% of the number of shares of the Common Stock outstanding immediately after giving effect to such exercise, subject to certain exceptions.
- Reporting person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

/s/ Gerald T. Proehl

01/23/2025

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.