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Zacks Small-Cap Research

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Steven Ralston, CFA
312-265-9426
sralston@zacks.com

scr.zacks.com

10 S. Riverside Plaza, Chicago, IL 60606

VolitionRx Ltd (VNRX-NYSE American)

Nu.Q Vet Cancer Screening Test launched; Silver One opened; Equity offering & cash grant provide over $20 million

A discounted cash flow (DCF) model that applies a 9.5% discount rate and a 2% terminal growth rate indicates a price target of $8.00 per share.

Current Price (02/16/21)	$5.10
Valuation	**$8.00**

OUTLOOK

Clinical studies on Nu.Q Vet assay are very promising. **Nu.Q Vet Cancer Screening Test launched on November 30th**.

New **production facility** in Belgium (Silver One) opened & expected to generate revenues in 2021.

VolitionRx is pursuing NETosis as an adjunct to its efforts of advancing the **Nu.Q COVID-19 triage test**

Large-scale clinical trials on CRC and lung cancers (at the National University of Taiwan) are ongoing.

SUMMARY DATA

52-Week High	**$6.67**
52-Week Low	**$2.22**
One-Year Return (%)	**4.51**
Beta	**1.85**
Average Daily Volume (shrs.)	**348,221**
Shares Outstanding (million)	**52.73**
Market Capitalization ($mil.)	**$268.92**
Short Interest Ratio (days)	**3.48**
Institutional Ownership (%)	**13.73**
Insider Ownership (%)	**37.06**
Annual Cash Dividend	**$0.00**
Dividend Yield (%)	**0.00**
5-Yr. Historical Growth Rates	
Sales (%)	**N/A**
Earnings Per Share (%)	**N/A**
Dividend (%)	**N/A**
P/E using TTM EPS	**N/M**
P/E using 2020 Estimate	**N/M**
P/E using 2021 Estimate	**N/M**

Risk Level	**Above Average**
Type of Stock	**Small-Growth**
Industry	**Med-Tech/Diagnostic**

ZACKS ESTIMATES

Revenue
(in thousands of $US)

	Q1 (Mar)	Q2 (Jun)	Q3 (Sep)	Q4 (Dec)	Year (Dec)
2018	0.0 A	0.0 A	0.0 A	0.0 A	0.0 A
2019	0.0 A	0.0 A	17.1 A	0.0 A	17.1 A
2020	0.5 A	5.2 A	0.6 A	7.7 E	18.4 E
2021					150.0 E

Earnings per Share)
(EPS is operating earnings before non-recurring items)

	Q1 (Mar)	Q2 (Jun)	Q3 (Sep)	Q4 (Dec)	Year (Dec)
2018	-$0.17 A	-$0.15 A	-$0.14 A	-$0.11 A	-$0.57 A
2019	-$0.12 A	-$0.11 A	-$0.10 A	-$0.09 A	-$0.41 A
2020	-$0.14 A	-$0.12 A	-$0.09 A	-$0.10 E	-$0.44 E
2021					-$0.40 E

Quarterly EPS may not equal annual EPS total due to rounding.

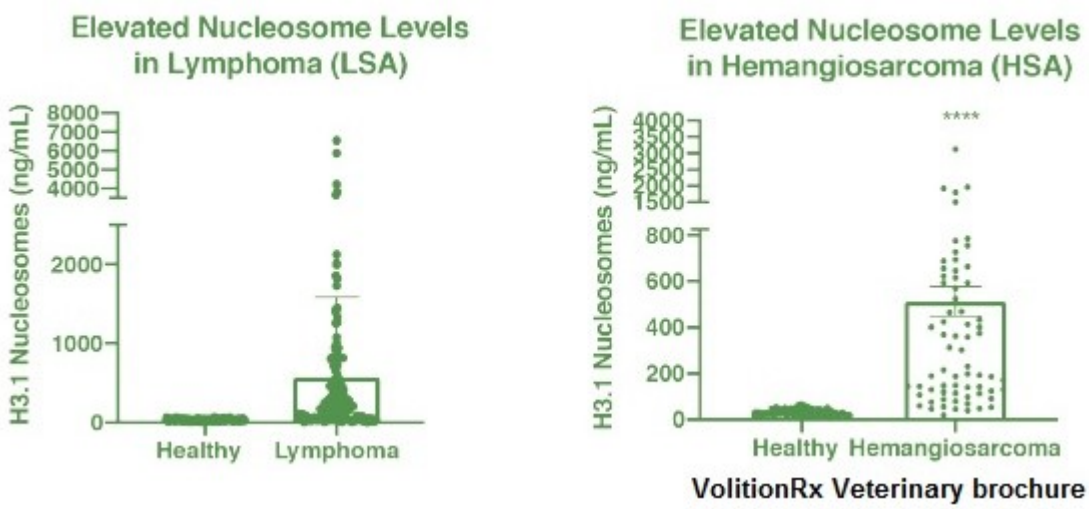
EXECUTIVE SUMMARY

VolitionRx is engaged in **multiple epigenetic projects** coupled with **several corporate initiatives**. The company is involved with developing numerous **blood-based clinical assays**, primarily **focused on** detecting certain **cancers** (CRC, lung, haematological), along with one targeting canine cancer. Management also saw an opportunity to utilize the company's proprietary Nu.Q™ platform to develop a clinical assay to aid in the treatment regimen of **COVID-19** patients.

Management's front-burner commercialization projects are the **Nu.Q Vet assay for cancer detection in canines** and the **Nu.Q COVID-19 triage test**. The Nu.Q Vet assay was launched on November 30, 2020, and the Nu.Q COVID-19 triage test is expected to start generating revenues in 2021, the latter being contingent on successfully completing a longitudinal study with European CE Mark having been obtained in January 2021.

The **Nu.Q Vet Cancer Screening Test** is **Volition Rx's first commercial product**

- Nu.Q Vet Cancer Screening Test was launched on November 30 2020
  - launch supported by brochures, leaflets, etc.
- Clinical studies on two canine cancers (Hemangiosarcoma and Lymphoma) were completed by Texas A&M College of Veterinary Medicine. Abstracts of the studies were presented at the virtual Veterinary Cancer Society Meeting in October 2020. PowerPoint presentations and the abstracts are available on the company's website.
  - Hemangiosarcoma (n=207, AUC of 97.6%)
  - Lymphoma (n=261, AUC of 87.3%)
- Nu.Q Vet Cancer Screening Test was launched on November 30 2020



- **Acquired and opened 10,000 square-foot building** (dubbed **Silver One**)
  - Situated in close proximity to the company's R&D center in Isnes, Belgium
  - Financing secured through a 10-year, 4% €830,000 ($973,000) loan
  - **Production facility**
    - expect to produce components (recombinant nucleosomes, reagents etc.) and supply kits in house (to secure company's supply chain and simultaneously lower costs)
    - produce reagents commercially in order to generate incremental revenues
  - Service laboratory
    - generate revenues by processing samples for external parties
  - Contract research facility

- **Blood Cancer Assay** (utilizes the same assay as the Nu.Q Vet assay)
    - Engaged **Diagnostic Oncology CRO, LLC** (a contract research organization) to conduct a clinical trial for Non-Hodgkin's Lymphoma and follow-up 510(k) submissions
    - Awarded European CE Mark certification in January 2021
- Expanded research program for the use of Nu.Q™ technology for **NETosis**
    - a **novel patent** has been filed for the application of the company's Nu.Q H3.1 assay for NETosis
    - management plans on initiating studies for influenza and sepsis
- Funding
    - Awarded a **$1.3 million cash grant** and **$2.7 million in loans** in January 2021 from Walloon Region and Namur Invest in Belgium
    - Completed equity offering of 3,809,524 shares in February 2021. **Net proceeds** are estimated to be **approximately $18.87 million**
- Due to VolitionRx's inclusion into two **Russell Microcap** Indexes in June, the iShares Russell 2000 ETF and the iShares Russell Growth ETF now own 786,313 shares of VNRX or 1.5% of the shares outstanding

Due to the number and intricacy of ongoing projects, an **outline** of projects, initiatives and milestones for 2021 (both achieved and expected) follows in order to better communicate the company's fundamental attributes and prospects.

OUTLINE of PROJECTS, INITATIVES and KEY MILESTONES

- **Management's expectations for 2021**
    - **Nu.Q Vet Cancer Screening Test for canines** - first non-human application of Nu.Q epigenetic platform
        - launched Nu.Q Vet Cancer Screening Test for canines on November 30, 2020
        - prospects of licensing agreements in 2021- 2022 for national distribution
    - **Nu.Q COVID-19 triage test**
        - longitudinal clinical study is expected to be completed in the first half of 2021, along with release of clinical data
    - **Silver One**
        - expected to achieve full ISO certification in 2H 2021 and FDA compliance in 2022
        - potential for commercial reagent sales and test kits in 2021
    - Licensing efforts
        - progress on project with **Shanghai Fosun Long March** Medical Science Co., Ltd to **adapt and transfer VolitionRx's assays** for use on Fosun's **open-access LUMIART-II** Automated Chemiluminescence Immunoassay **platform in China**
        - the agreement further allows for the negotiation of an exclusive licensing agreement for Fosun to distribute Volition's Nu.Q tests on the LUMIART-II System in China
    - Ongoing large-scale "Marquee" studies for **colorectal cancer** and **lung cancer** in Asia & U.S.
        - **An abstract** on Nu.Q performance in lung cancer **has been accepted** for presentation at the International Association for the Study of Lung Cancer (IASLC) conference in January 2021
    - **Nu.Q™ Capture platform** – sample enrichment tool
        - initiate studies on Nu.Q Capture's enriched samples with mass spectrometry and by sequencing for the purpose of **identifying tumors** and other mutations
        - plans to advance the development of Nu.Q™ Capture using mass-spectrometry and/or sequencing in order to **identify new biomarker targets**

- During the COVID-19 pandemic, VolitionRx has been able to keep the company's lab fully operational by maintaining social distancing in its 20,000 sq. ft. R&D facility in Belgium. Non-laboratory staff members are working remotely.

RECENT NEWS

Commercial Launch of Nu.Q Vet Cancer Screening Test for Canines

The Nu.Q Vet Cancer Screening Test for canines was **launched on November 30, 2020** through Texas A&M College of Veterinary Medicine. The test is being recommended for the **early detection** of cancer **in older dogs** (seven years and older) during their annual health checkup, especially for **at-risk breeds** that are particularly susceptible to cancer (neoplasia) such as Bernese Mountain Dogs, Golden Retrievers, Scottish Terriers, Bouvier des Flandres and Boxers.[i] The test is also being positioned for dogs that have developed clinical signs of cancer. The tests will be processed at the GI Lab at Texas A&M University.

The launch is being marketed to general practice veterinarians in Texas and specialist canine oncologists. A report entitled ***A Look to the Future of Cancer Diagnostics***, which relays insights from four veterinary oncologists, along with supporting clinical data of the Nu.Q Vet test, is being used to support the launch, along with brochures and leaflets (which can be viewed on the company's website under the PRESS ROOM tab in Presentations and Posters).

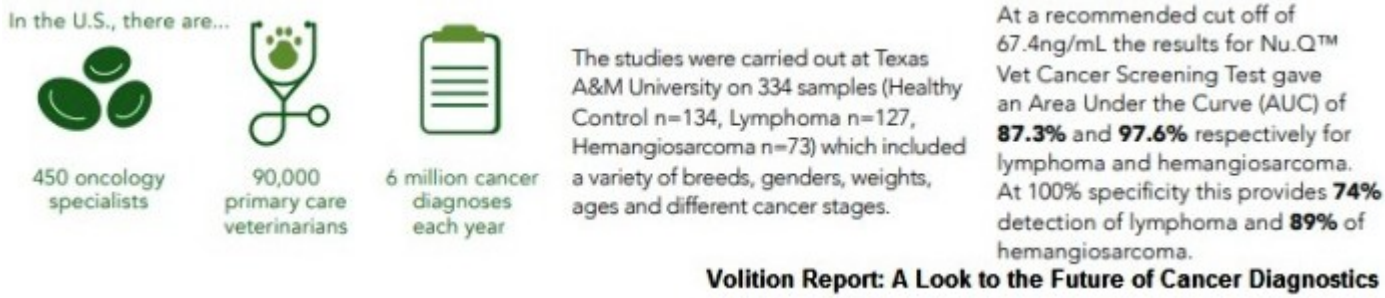
The Nu.Q Vet Cancer Screening Test is a non-invasive, ELISA-based blood test that was developed to screen for certain canine cancers, namely **Lymphoma** (a cancer of lymphocytes and lymphoid tissues) and **Hemangiosarcoma** (a cancer of blood vessel walls, particularly in the heart and spleen). Lymphoma and Hemangiosarcoma account for approximately 33% of canine cancers, which is the most common cause of death in dogs that are three years or older. Golden Retrievers, Labrador Retrievers and German Shepherds are the most commonly affected breeds by Hemangiosarcoma in the spleen and heart.[ii] Almost 50% of all dogs over 10 years old develop cancer.[iii] According the American Veterinary Medical Association's 2017-2018 U.S. Pet Ownership & Demographics Sourcebook, there are 76.8 million canine companion animals in the U.S,[iv] and according to the National Cancer Institute, **more than 6 million dogs are diagnosed with cancer every year**. This represents a potentially significant **market opportunity** for millions of annual cancer tests. VolitionRx expects to **price each test at $45** (85% gross margin) in anticipation that veterinarians will charge between $160 and $200 at the point of service. Interestingly, canine lymphoma is similar to human non-Hodgkin's lymphoma.

Two Abstracts Presented at the VCS Annual Conference in October 2020

VolitionRx Vet presented **two abstracts** at Veterinary Cancer Society Annual Conference (VCS 2020), which was held virtually between October 15th and 17th.

- Characterizing Circulating Nucleosomes in the Plasma of Dogs with **Lymphoma**
- Characterizing Circulating Nucleosomes in the Plasma of Dogs with **Hemangiosarcoma**

In a study of 334 dogs (134 health control animals, 73 with Hemangiosarcoma and 127 with Lymphoma), the Nu.Q Vet Cancer Screening Test demonstrated good clinical discrimination. The nucleosome levels were consistently low in healthy canines and elevated in those with Hemangiosarcoma and Lymphoma. The Area Under the Curve (**AUC**) for Hemangiosarcoma and Lymphoma were **97.6% and 87.3%,** respectively. At 100% Specificity, the Nu.Q Vet test demonstrated **detection rates** of **89% and 74%** in the canines with Hemangiosarcoma and Lymphoma, respectively. The clinical study was conducted by the Texas A&M College of Veterinary Medicine.



First Data from Lung Cancer Study Presented at World Conference on Lung Cancer

On January 28, 2021, VolitionRx had an abstract presented at the World Conference on Lung Cancer on a **220-subject subset** of the on-going 1,200-subject, **large-scale lung cancer study**. The abstract entitled *Circulating Nucleosomes in Lung Cancer Diagnosis following Low-Dose Computed Tomography* was virtually presented by Dr. Tung-Ming Tsai of the **National Taiwan University Hospital**.

The data suggests that Nu.Q™ assays could help identify non-cancerous nodules following a Low-Dose Computed tomography (LDCT) scan. LDCTs have limitations including poor specificity (i.e. a high percentage of false positives). The study's results suggest that Nu.Q assay for nucleosome detection may be able to discriminate well between non-cancerous benign nodules versus early-stage lung cancer. This ability **could reduce the number of unnecessary biopsies by as much as 32%**.

Nu.Q COVID-19 Triage Test Expanded into Research Program Targeting NETosis

In the process of advancing the company's Nu.Q COVID-19 Triage Test, management has expanded the research program to encompass **NETosis**, the activation and release of neutrophil extracellular traps (NETs) for the purpose of binding pathogens as an immune response to infections. The pandemic has brought the study of NETosis to the forefront due to the human body's over-response to COVID-19.

VolitionRx is negotiating for a large clinical trial using the company's assays for diagnostic tests and disease monitoring (particularly for monitoring the response to therapeutic treatments) of NETs-related diseases, including COVID-19, influenza and sepsis. Management will announce details of this initiative once the specifics have been finalized. VolitionRx has **filed a novel patent** for the application of the company's assays for NETosis.

Production Facility in Belgium (Silver One)

VolitionRx **acquired** a **10,000 square-foot building** (dubbed **Silver One**) that is situated in close proximity to the company's R&D center. The manufacturing facility opened on January 25, 2021. Silver One is expected to produce the recombinant nucleosomes and antibodies required for the company's Nu. Q assay product line. The new facility not only brings the manufacture of components in-house, but also will significantly reduce production costs of the company's assay products.

Management plans to manufacture the Nu.Q™ Vet Cancer Screening Test at Silver One. The facility also has a service laboratory, which can provide sample processing services for third parties.

The cost of the building and its fit-out was slightly over $1 million. VolitionRx **borrowed €830,000** ($973,000) from Preface S.A in order **to finance the acquisition of Silver One** and **the renovations required to convert the building** into an operative production facility. The 10-year loan carries an interest rate of 4%. After being refurbished, the building will serve as a production facility for components and supply kits, a service laboratory and contract research facility.

Silver One Manufacturing Facility

VolitionRx Press Release YouTube video January 25, 2021

Cash Grant and Loans

In early January 2021, VolitionRx was awarded a **cash grant of $1.3 million** and **$2.7 million in loans** from the Walloon Region and Namur Invest, Belgium. This non-dilutive funding brings the total amount awarded from agencies from the Walloon Region to approximately $13 million.

Equity Offering

On February 12, 2021, VolitionRx closed a public offering of 3,809,524 shares priced at $5.25 per share. **Net proceeds** are estimated to be approximately **$18.87 million**, which will be used for continued product development, clinical studies, product commercialization, working capital and general corporate purposes, including potential strategic acquisitions. The offering was pursuant to a shelf registration statement, and Cantor Fitzgerald & Co. was the sole book running manager.

VOLITION VETERINARY DIAGNOSTICS - CANINE CANCER

On June 3, 2019, VolitionRx formed **Volition Veterinary Diagnostics Development LLC**, which focuses on the veterinarian diagnostics market. Canine cancer represents a sizeable market as approximately 6.0 million cases of canine cancer are diagnosed each year in the U.S.[v] compared to 1.76 million human cancers.[vi] Roughly 25% of dogs develop cancer at some point in their lives, most often at an age between 8 and 10 years old. With pricing likely to be in the $100-to-$200 per test range, the canine cancer opportunity could be in the hundreds of millions of dollars.

Currently, there is a scarcity of accurate, simple and affordable cancer screening tests in veterinary medicine. In response to the initial symptoms of lethargy, lesions and/or soreness, a veterinarian grapples with a definitive diagnosis of the various possibilities (inflammation, infection, cancer etc.). For an infection, the line of treatment would be to prescribe an antibiotic and then wait-and-see if the dog's condition improves. The screening methodology for cancer involves taking a scan or a biopsy, which is expensive and not without risk, since anesthesia is necessary, in some cases. A front-line

blood test that could rule-in or rule-out cancer would aid the diagnosis process and allow for a more effective and less expensive treatment regimen.

Management's goal is to provide all veterinarian clinics with blood tests that can help identify canine cancers early. **Management intends to expand from the current one biomarker** in the company's current portfolio, **to several biomarkers in order to create a panel** in order to increase the accuracy of a single assay.

On October 25, 2019, VolitionRx **partnered with the Texas A&M College of Veterinary Medicine** & Biomedical Sciences. In exchange for 12.5% ownership of the veterinary subsidiary, Texas A&M University will conduct numerous clinical studies that will test whether VolitionRx's blood tests can detect canine cancer. VolitionRx holds 87.5% of the subsidiary.

The first canine clinical study with Texas A&M University was completed in April 2020. In the **proof of concept study,** a single Nu.Q Vet assay detected almost 70% of two cancers (Canine Hemangiosarcoma and Canine Lymphoma, which account for almost a third of all canine cancers). At a specificity of 90%, **AUCs were 84.5% and 83.1%** for cancer versus healthy.

The second canine clinical study was completed in September 2020 by the Texas A&M College of Veterinary Medicine. The study of 334 dogs (134 health control animals, 73 with Hemangiosarcoma and 127 with Lymphoma) demonstrated good clinical discrimination. The nucleosome levels were consistently low in healthy canines and elevated in those with Hemangiosarcoma and Lymphoma. The Area Under the Curve (**AUC**) for Hemangiosarcoma and Lymphoma were **97.6% and 87.3%,** respectively. At 100% Specificity, the Nu.Q Vet test demonstrated **detection rates** of **89% and 74%** in the canines with Hemangiosarcoma and Lymphoma, respectively.

The Nu.Q Vet test for the diagnosis of canine cancer was launched on November 30, 2020. Initially, management plans to sell the canine cancer test through the Texas A&M College of Veterinary Medicine. Then, in 2021, with assistance from Texas A&M, VolitionRx will pursue registering the product with the USDA (United States Department of Agriculture). Management believes that a canine cancer test could be a relatively fast-moving program given the less-stringent USDA regulatory pathway for animal diagnostics versus FDA's PMA or 510(k). Once registered, the company intends to pursue a licensing agreement with one or more animal diagnostics companies in order to launch the product nationwide.

Nu.Q COVID-19 TRIAGE ASSAY – A NEW OPPORTUNITY

VolitionRx is seeking to develop a COVID-19 triage test that is to be performed as a companion test **after** a patient has tested positive through one of the many front-line diagnostic PCR (polymerase chain reaction) screening tests approved under the Emergency Use Authorization (EUA) authority of the FDA. The purpose is to develop a **prognostic predictor** of the severity of the COVID-19 disease in a given patient.

Management believes that Nu.Q-developed blood tests for circulating nucleosome debris and NETs production may be able to provide early insight into and predict the evolution of the severity of the disease in COVID positive patients. Volition is investigating if Nu.Q epigenetic assays are able to **triage patients** into those that have a higher probability of requiring higher levels of therapeutic treatment in preparation for the onset of serious symptoms (e.g. immune suppressors, hospitalization, oxygen, ventilation, intubation, etc.) versus those that do not have a likelihood of developing serious symptoms, and therefore, not needing critical care. Those patients with low levels of nucleosome could be sent home to self-isolate and be monitored. Currently, doctors wait for the onset of more serious symptoms before requiring hospitalization, wasting valuable time that could be used to treat patients sooner and more effectively in the hospital.

By detecting elevated levels of nucleosomes and Neutrophil Extracellular Traps (NETs) BEFORE the onset of serious symptoms, management believes a Nu.Q assay has the potential to identify patients that ultimately will require hospitalization. In addition, not only are these elevated levels are anticipated to precede the actual onset of serious symptoms, but also the actual level is believed to serve as a **quantitative risk stratification tool**. It is supposed that more timely detection would lead to earlier appropriate treatment, which, in turn, would lead to better patient outcomes. Also, effective triaging of patients would result in a more efficient use of critical care resources.

If it is demonstrated that a VolitionRx Nu.Q assay is a robust prognostic predictor of the impending severity of the disease, the Nu.Q prognostic test would be administered immediately after a patient tests positive. However, the **potential market** would be larger, since not only would every patient be administered the initial triage test upon testing positive, but also each patient would be subjected to a series of potentially daily assays until the patient finally tests negative.

VolitionRx is proceeding with the process to determine the prognostic potential of a COVID-19 triage test using the Nu.Q H3.1 assay, which was developed on the company's Nu.Q epigenetic platform.

The participants in the **first proof-of-concept study** were 34 PCR COVID-19 positive subjects and 50 control subjects located in Isnes, Belgium. The preliminary study revealed that **PCR positive subjects exhibited elevated levels of nucleosomes relative to healthy control subjects**. The **AUC** (Area Under the Curve) **for a single Nu.Q assay was 98.7%** for PCR positive COVID patients versus control subjects with a sensitivity of 100% at 94% specificity. In other words, almost everyone who tested positive for COVID-19 had elevated nucleosomes. A second Nu.Q assay also revealed promising results with an AUC of 86.2%.

A **follow-up proof-of-concept study demonstrated stratification.** Two independent cohorts of COVID-19 positive patients at University Hospital Liege, Belgium and at the German Heart Center in Munich, Germany, were administered quantitative nucleosome immunoassays. It was found that the highest levels of nucleosome debris and NETs production (which is a result of a ramp-up of the immune system) were found in patients in the ICU that required ventilation. In addition, both histone 3.1 variant and citrullinated nucleosomes increased with disease severity. Importantly, there was a **correlation between the level of nucleosome elevation and the severity of the disease**. Healthy control subjects had the lowest levels nucleosome debris.

The results of these proof-of-concept clinical studies were submitted for peer review in July. The associated article, "Circulating Nucleosomes as potential prognostic markers for COVID-19 disease severity," was presented at virtual.MEDICA on November 19, 2020.

Management is **now focused on larger longitudinal studies** in order to **determine the lead time** between the realization of high levels of circulating nucleosome debris (and NETs production) and the onset of severe symptoms. Therefore, management believes that the demonstrated correlation implies strong prognostic and that circulating nucleosomes could serve as a biomarker for disease severity in COVID-19 positive patients.

A novel patent has been filed with the FDA for this COVID-19 triage test. The COVID-19 triage test uses the Nu.Q H3.1 assay, which has already received the European CE Mark certification for the blood cancer test in January 2021. The CE Mark helps sets the stage for FDA approval in 2021.

OVERVIEW

VolitionRx is a multi-national **epigenetics company** with a focus on **developing blood tests (assays)** that can help detect a range of cancers and other diseases so that appropriate treatment may be prescribed. Blood tests are a diagnostic tool that is relatively simple to administer, convenient and cost-effective. Also, as a front line screening modality, **blood tests would be the optimal approach for the diagnosis of life-threatening diseases** (especially cancer), where early diagnosis is the key factor for survivability.

Management's goal is to lead the foray and then dominate the epigenetics diagnostics space. The company has developed the **Nu.Q platform**, which is designed to accurately identify and measure the amount of nucleosomes (and chromatin) in the bloodstream. Each Nu.Q blood assay or panel is intended to detect epigenetically-altered, circulating nucleosomes, which are biomarkers for cancer and other diseases. The company is in the process of developing and clinically testing multiple blood assays, particularly for lung, colorectal and haematological cancers.

VolitionRx has undertaken the task to address a global unmet need - the scarcity of robust, low-cost screens for cancer. For example, the predominant screens for **lung cancer** are a chest x-ray and/or CT scan, both of which subject patients to radiation. If a suspected area of cancer is detected, a biopsy follows, which has the associated risks of pneumonia, blood clots, infection, adverse anesthesia complications, pleural effusion or pneumothorax (i.e. a collapsed lung, which occurs in 15% of lung biopsy patients[vii]). For **colorectal cancer**, a patient is advised to undergo a colonoscopy, which is invasive and can cause an infection, perforation (incidence of 1.96 per 1,000 procedures), bleeding and, in rare cases, death (probability of 0.01%[viii]). Therefore, many patients are reticent to undergo a colonoscopy, and some forgo the test altogether. For those who choose to avoid a colonoscopy and are later diagnosed with stage IV colorectal cancer, little more than 5% survive for five years. Conversely, those diagnosed with stage I bowel cancer (through early detection) have a five-year survival rate of 89.8%.[ix] An early diagnosis of both lung and colorectal cancer dramatically improves a patient's outcome. A low-risk, low-cost, blood-based test would aid in realizing an earlier diagnosis for many patients.

VolitionRx has a substantial IP portfolio with **58 patents**, including eight in the U.S., 10 in Europe and an additional 32 worldwide. The company has 97 patent applications pending.[x]

The company's **principal research and development center** is located in Isnes, **Belgium**. Opened in 2017, the **custom-designed facility** has 20,000 sq. ft. of office and R&D space, of which 10,000 square feet is devoted to the laboratory. Here, the company has the ability to conduct R&D and clinical studies in-house.

VolitionRx Presentation May 13, 2020

The company has **acquired** a second **10,000 square-foot building** (dubbed **Silver One**) that is situated in close proximity to the company's R&D center. After being refurbished, the building will serve as a production facility for components and supply kits, a service laboratory and contract research facility.

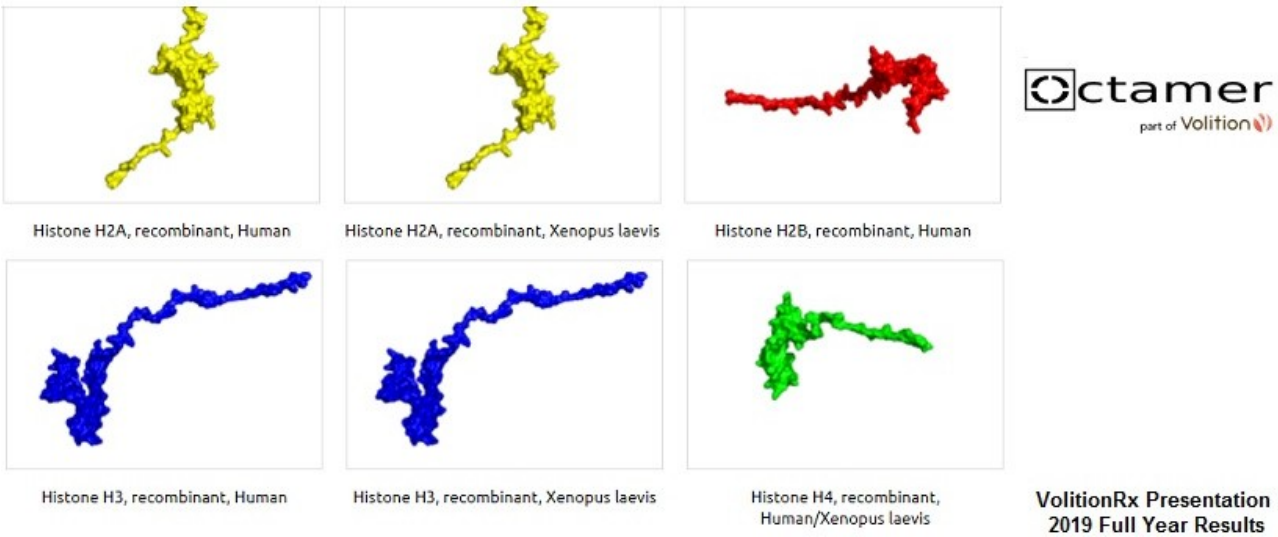
VNRX Added to the Russell 3000 and Russell Microcap Indexes

VolitionRx was added to both the **Russell 3000** and **Russell Microcap Indexes** effective on the close of June 26, 2020. The Russell indexes are reconstituted annually and many mutual funds benchmark to these indices. Consequently, the **shareholder base** of VolitionRx ought to **broaden**, and the stock should experience **greater liquidity**. In addition, the inclusion of the company's stock into these two Russell indices should **expand awareness** of VolitionRx among investors, both retail and institutional.

VOLITION GERMANY GmbH (fka OCTAMER)

On January 10, 2020, Volition **acquired Octamer GmbH** for €650,000 (approximately **$725,000**, of which $412,404 [€371,736] was in cash and 73,263 in restricted common shares of VNRX). Located in Gräfelfing, Bavaria, Octamer is an epigenetic reagent company. This **strategic acquisition** provided Volition with the in-house capability to **manufacture recombinant nucleosomes**, which are used as calibrants and are key components of Volition's Nu.Q platform. In addition, Octamer manufactures and sells **other epigenetic reagents** used in epigenetic research and drug discovery, such as histones, octamers and DNA templates. Not only does the acquisition help secure VolitionRx's supply chain, it also can allow the pace assay development work to increase. Dr. Adrian Schomburg, founder and CEO of Octamer, joined VolitionRx's Scientific Advisory Board.

In the first quarter of 2020, Octamer GmbH was **renamed Volition Germany GmbH**.



Nu.Q™ PROCESS RE-ENGINEERED

In early 2020, VolitionRx completed a project that **re-engineered the Nu.Q assay platform**. Previously, Volition's assays utilized a plate format, a process that utilizes high protein-binding plates

and requires a six-hour incubation period. After the re-engineering project, assays now use a **magnetic particle-based assay format** that gives a chemiluminescent endpoint which requires less than two hours. Luminescent assays are known to be very sensitive and have a wide dynamic range. Therefore, there has been a **step-change improvement** in analytical performance in terms of sensitivity, throughput and reproducibility, along with improved specificity and reduced background noise, all of which translates into improved clinical performance. In addition, the matrix was changed from serum to plasma, which enhanced accuracy (through an improved noise-to-signal ratio).

The magnetic particle-based chemiluminescent assay format provides at least a **10-fold improvement in analytical sensitivity** compared to the prior plate format due to the benefits of using blood plasma, which aided in reducing interferences. In addition, the new format **cuts the turnaround time** of test results with the time required to process a test having been reduced from six hours to one hour and 20 minutes. Obviously, this enables a much **higher throughput**. **Reproducibility** of test results is excellent, which improved from below 10% to just below 3%.

The re-engineered Nu.Q assay format can be used on a wider range of commercial, fully-automated platforms, and the FDA has approved the automated immunoassay analyzer with all of the above improvements for clinical use in the U.S. and Europe. Through the first quarter of 2020, VolitionRx has developed eight different bead-based Nu.Q assays on the new, re-engineered assay platform.

Even under the new re-engineered the Nu.Q assay platform, a few assays will continue to utilize the plate process, the triage tests and research-use kits, to name a couple.

LUNG CANCER

In early 2019, VolitionRx conducted a lung cancer **proof-of-concept study** with **76 subjects**. A Nu.Q assay detected lung cancer, including stage I cancer, with an **AUC of 85%** (cancer versus healthy). In a second confirmatory cohort with **152 subjects**, the same, single Nu.Q assay detected lung cancer with an **AUC of 79%**.

In May 2019, VolitionRx signed a formal contract with the **National University of Taiwan to conduct a large-scale lung cancer study**. The study includes **1,200 participants** receiving low-dose CT scan, 1,000 of which have lung cancer. Collection commenced in the summer of 2019, but the COVID-19 pandemic impacted the sample gathering process. It is anticipated that the collection process will be completed in May 2021.

The study could provide the first statistically-powered evidence of the potential utility of Nu.Q diagnostics as a screen for lung cancer or as an adjunct/triage test for low-dose CT. LDCT, currently the only recommended screening test for lung cancer, has drawbacks including its relatively high cost, patient exposure to radiation, over-diagnosis and a potential for meaningful rates of false-positives. As such, an adjunct or triage test that could improve accuracy of lung cancer screening and/or reduce the need for LDCT (without compromise to diagnosis) could have massive appeal, in our opinion. Preliminary data from this study was presented at the World Conference on Lung Cancer on January 28, 2021.

COLORECTAL CANCER (CRC)

In early 2019, VolitionRx conducted a CRC **proof-of-concept study** with **123 subjects**, a single Nu.Q assay detected CRC with an **AUC of 72%** (cancer versus healthy). In the same cohort, a two-assay panel, which included the initial Nu.Q assay and an inflammatory biomarker test, had an **AUC**

of 84%. The goal will be to replicate and confirm these results with reproducible assays in a larger study.

VolitionRx has several large-scale, ongoing colorectal cancer studies. In July 2018, VolitionRx signed an agreement with the **National University of Taiwan to conduct two, large-scale, three-year colorectal cancer studies: a** 5,000 subject asymptomatic screening study and a 2,000 subject symptomatic study. As of July 2020, **more than 50% of the samples have been collected**, but the COVID-19 pandemic is impacting the same gathering process.

CRC Trial Timelines of VolitionRx

Institution	Condition	Sample Collection	Cohort	Timing
Early Detection Research Network of the U.S. National Cancer Institute (EDRN)	Colorectal Cancer	9,000 Prospective, 4,600 Retrospective	13,500 + Screening Population	Collection Ongoing to 2020.
National Taiwan University	Colorectal Cancer	Prospective	5,000 Asymptomatic Patients	Collection Ongoing to 2021.
National Taiwan University	Colorectal Cancer	Prospective	2,000 Symptomatic Patients	Collection Ongoing to 2021.

VolitionRx 10-K 2018

The target number of samples for the prospective sampling in the EDRN trial (in the table above) is now at a minimum of 6,000 subjects. Given the shutdowns and lockdown restrictions in the U.S., the COVID-19 pandemic has slowed rate of collection, and at times, halted collections altogether. Due to slower-than-expected collections, management anticipates that the trial will be extended

HEMATOPOIETIC (BLOOD-BORNE) CANCER

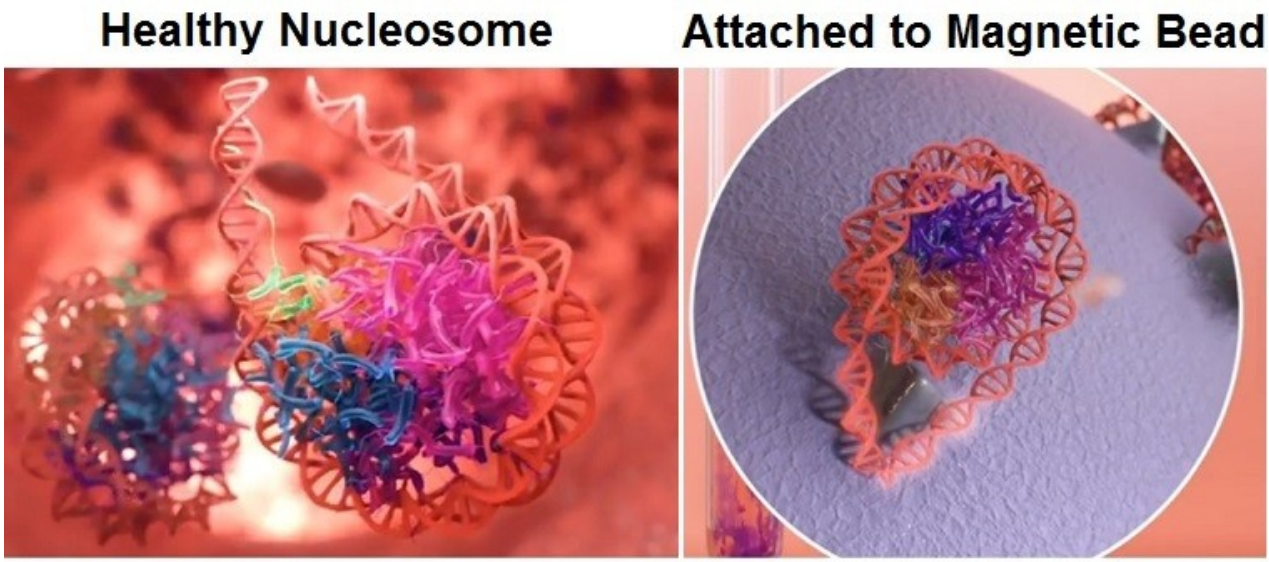
In December 2019, VolitionRx announced the results from a proof of concept study with 54 subjects diagnosed with hematopoietic cancers. A single Nu.Q assay was used to investigate whether the hematopoietic cancer could be detected. The Nu.Q assay detected blood cancer with an AUC of 91% (cancer vs healthy). Specifically, the test detected 80% of the subjects diagnosed with Non-Hodgkins Lymphoma, Acute Lymphocytic Leukemia and Acute Myeloid Leukemia at 95% specificity among healthy subjects. A number of other assays in development also demonstrated promising individual assay results with AUCs ranging from 79% to 91%.

The Nu.Q assay appears quite robust and seems to have high sensitivity. The results of this proof of concept study suggest that the Nu.Q assay could be potentially used to screen people for early detection of a wide variety of cancers.

Nu.Q™ CAPTURE TECHNOLOGY

Nu.Q Capture technology is based on the ability to **extract and isolate nucleosomes** (chromosome fragments) from blood samples. Consequently, the technology is able to isolate the nucleosomes containing particular epigenetic signals from the other particles in the blood that cause background noise, which **should improve accuracy** by reducing the number of false positives and false negatives. The isolation of nucleosomes would also allow for further investigation of those nucleosomes with mass spectrometry for further analysis and identification, which **could lead to the discovery of other biomarkers**. After Nu.Q Capture technology has been sufficiently advanced,

management plans to integrate Nu.Q Capture with Nu.Q assays, which is now expected to occur in the first quarter of 2021. Also, there could be a licensing opportunity to enable other companies in the liquid biopsy space to produce enriched samples (utilizing the Nu.Q Capture process) that would enhance their efforts in sequencing research.



VolitionRx Presentation May 13, 2020

Chromosomes from healthy cells are different from cancer cells both in their genetic sequence and in terms of their protein structure due to epigenetic differences. When cells die (apoptosis), chromosomes are degraded by enzymes, and the resulting fragmentation releases subunits called nucleosomes. These now circulating nucleosomes retain the epigenetic information of the chromosome. Nucleosomes from healthy chromosomes are slightly longer than those from cancerous chromosomes due to the linking characteristics of healthy DNA.

Nu.Q Capture is designed to pull out healthy nucleosomes from a plasma sample. Magnetic beads (that are coated with a protein that binds to linker DNA) are inserted into the plasma sample. Only the nucleosomes with linker DNA (healthy chromosomes) bind to the magnetic beads. The sample is then subjected to a magnetic field, drawing aside the magnetic beads with the longer healthy nucleosomes attached, allowing for the extraction of the shorter nucleosomes. The process allows for the capture and separation of shorter (potentially malignant) nucleosomes from a plasma sample. Analysis of the enriched sample of shorter nucleosomes (and their associated DNA content) is more accurate for diagnostic applications and disease monitoring due to the removal of the background noise from healthy, longer chromosomes. Also, it is easier to identify new biomarker targets in enriched samples through mass spectrometry.

In late May 2020, VolitionRx shared data at the ASCO meeting from a study on colorectal cancer that used the new enhanced Nu.Q Capture process. The study clearly demonstrated the separation of short and long nucleosomes from cancer cell lines and no difference in samples from healthy controls.

SHANGHAI FOSUN LONG MARCH – LICENSING EFFORT IN CHINA

On March 28, 2019, VolitionRx signed a memorandum of understanding (MOU) with **Shanghai Fosun Long March Medical Science** Co, Ltd (a wholly-owned subsidiary of Fosun Pharma 600196.SH; 02196.HK). So far, the MOU has resulted in two collaborative projects:

- The effort to transfer VolitionRx's Nu.Q magnetic particle-based assays onto Fosun's open-access LUMIART-II fully-automated, high throughput system, which is commercialized in China
- The initiation of lung cancer studies in China, along with plans to start to other studies, one in colorectal cancer and the other in ovarian cancer

Subsequently, on May 8, 2020, two companies signed a contract to **adapt and transfer VolitionRx's Nu.Q magnetic particle-based assays onto Fosun's open-access LUMIART-II** Automated Chemiluminescence Immunoassay platform. The agreement further allows for the negotiation for an exclusive licensing agreement for Fosun to distribute Volition's Nu.Q tests on the LUMIART-II System in China. Then, in the third quarter of 2019, VolitionRx and Fosun launched **clinical studies** using Nu.Q assays to screen **for lung cancer**, one being a small-scale study with Shanghai Fosun Long March and the other being a large-scale study with the National Taiwan University. Other studies with Fosun are expected in the areas of colorectal cancer and ovarian cancer

Also, in the third quarter of 2019, VolitionRx sold research-use only kits for the clinical studies, along with a provision for contract research services. As a result, the company recorded its **first revenues from sales** during that quarter.

EQUITY FINANCINGS

On May 22, 2020, VolitionRx closed a public offering of 5,019,750 shares priced at $2.75 per share. **Gross proceeds were $13.8 million**. Net proceeds will be used for continued product development, clinical studies, product commercialization, working capital and general corporate purposes, including potential strategic acquisitions.

Under an Equity Distribution Agreement (aka At The Market equity offering program or ATM) with Oppenheimer & Co., VolitionRx issued 436,372 shares under this shelf registration statement during the first half of 2020. **Net proceeds were approximately $1.7 million**. Subsequent to the quarter end, approximately an additional 1.2 million shares were sold under the ATM. **Net proceeds were approximately $4.7 million**.

During the third quarter of 2020, 450,000 options were exercised resulting in the issuance of 91,458 shares with the company receiving **net proceeds of $82,500**. In addition, 25,000 warrants were exercised resulting in the issuance of 25,000 shares and the company receiving **$61,750** in proceeds.

On November 12, 2020, a new Equity Distribution Agreement was entered into that provides for the sale of up to $25,000,000 worth of VolitionRx common stock by Oppenheimer and Cantor acting as joint sales agents. This ATM (At The Market) offering (aka shelf offering) supplements the EDA dated September 28, 2018.

On February 12, 2021, VolitionRx closed a public offering of 3,809,524 shares priced at $5.25 per share. **Net proceeds** are estimated to be approximately **$18.87 million**, which will be used for continued product development, clinical studies, product commercialization, working capital and general corporate purposes, including potential strategic acquisitions. The offering was pursuant to a shelf registration statement, and Cantor Fitzgerald & Co. was the sole book running manager.

VALUATION

Utilizing a financial model based on DCF methodology, which forecasts out to 2030, and uses a 9.5% discount rate (based on CAPM) and a 2% terminal growth rate, the indicated value of VNRX is **$8.00 per share**.

RISKS

- VolitionRx is a clinical stage company. Since its formation, the company has incurred losses due to the continued spending on the time-consuming and costly efforts to discover and develop diagnostic products, including conducting clinical studies, obtaining regulatory clearance/approval in the United States, Asia and Europe Management expects continued losses from ongoing research and development expenses, along with administrative, manufacturing, sales and marketing expenses.

- Additional capital is required to continue funding management's strategic plan of commercializing the Nu.Q platform through the development of a suite of blood-based diagnostic tests. To date, VolitionRx has been successful in raising capital to fund the company's initiatives.

- If third parties are believed to have infringed on the company's patents, the ensuing litigation would be time-consuming and costly. Conversely, third parties might believe that their proprietary rights have been infringed, which might also result in time-consuming and costly litigation, along with potentially impinging on VolitionRx's ability to manufacture and sell certain future products.

BALANCE SHEET

VolitionRx Limited					
(in $US except share data)	2016	2017	2018	2019	3Q 2020
Period ending	12/31/2016	12/31/2017	12/31/2018	12/31/2019	9/30/2020
ASSETS					
Cash and cash equivalents	21,678,734	10,116,263	13,427,222	16,966,168	20,927,729
Accounts receivable	-	-	-	-	573
Prepaid expenses	165,927	248,661	245,441	267,518	444,872
Other current assets	166,887	202,295	229,755	322,593	791,349
Total Current Assets	**22,011,548**	**10,567,219**	**13,902,418**	**17,556,279**	**22,164,523**
Property, plant and equipment	2,119,027	3,480,782	3,119,643	2,981,225	3,343,297
Operating lease right-of-use assets	-	-	-	381,483	257,903
Intangible assets	602,193	576,397	466,905	372,305	321,848
TOTAL ASSETS	**24,732,768**	**14,624,398**	**17,488,966**	**21,291,292**	**26,087,571**
Accounts payable	281,179	351,735	807,162	627,253	849,146
Accrued liabilities	1,439,275	1,278,428	923,034	2,168,588	2,403,102
Management and directors' fees payable	81,057	35,397	1,200	21,979	47,675
Current portion of long-term debt	30,655	443,908	416,553	647,569	765,151
Current portion of financing lease liabilities	119,016	139,084	145,150	97,946	57,047
Current portion of operating lease liabilities	-	-	-	257,244	157,796
Deferred grant income	45,510	-	-	-	-
Current portion of grant repayable	36,804	41,930	40,094	39,295	37,992
Total Current Liabilities	**2,033,496**	**2,290,482**	**2,333,193**	**3,859,874**	**4,317,909**
Long-term debt	432,027	1,312,785	1,984,262	2,195,278	1,831,021
Financing lease liabilities	889,810	874,684	720,013	607,708	591,658
Operating lease liabilities	-	-	-	131,875	108,305
Grant repayable	202,325	188,579	311,042	297,991	277,267
Non-Current Liabilities	**1,524,162**	**2,376,048**	**3,015,317**	**3,232,852**	**2,808,251**
TOTAL LIABILITIES	**3,557,658**	**4,666,530**	**5,348,510**	**7,092,726**	**7,126,160**
SHAREHOLDERS' EQUITY					
Common Stock	26,126	26,519	35,335	41,125	48,065
Additional paid-in capital	62,287,252	65,774,870	85,604,271	103,853,627	124,121,703
Accumulated other comprehensive income	(193,297)	(129,343)	223,651	125,670	(148,121)
Accumulated deficit	(40,944,971)	(55,714,178)	(73,722,801)	(89,821,856)	(105,036,840)
Total VolitionRx Stockholders' Equity	**21,175,110**	**9,957,868**	**12,140,456**	**14,198,566**	**18,984,807**
Non-controlling interest	-	-	-	-	(23,396)
Total Stockholders' Equity	**21,175,110**	**9,957,868**	**12,140,456**	**14,198,566**	**18,961,411**
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	**24,732,768**	**14,624,398**	**17,488,966**	**21,291,292**	**26,087,571**
Shares outstanding	26,126,049	26,519,394	35,335,378	41,125,303	48,064,575

PROJECTED ANNUAL NCOME STATEMENTS

VolitionRx Limited

Income Statement (in $US, except share and per share data)	2016 12/ 31/ 2016	2017 12/ 31/ 2017	2018 12/ 31/ 2018	2019 12/ 31/ 2019	2020 E 12/ 31/ 2020
Product	-				5,326
Service (Contract lab services)	-			16,204	0
Royalty (Research kits)	-			892	2,112
Total Revenues	**0**	**0**	**0**	**17,096**	**7,438**
Expenses					
Research and development	7,904,988	8,906,006	10,906,871	10,363,253	13,898,044
General and administrative	4,177,513	5,376,506	5,821,072	4,731,054	5,394,580
Sales and marketing	347,712	763,407	1,169,756	965,713	983,755
Total Operating Expenses	**12,430,213**	**15,045,913**	**17,897,699**	**16,060,020**	**20,276,379**
Loss Before Other Income	**(12,430,213)**	**(15,045,913)**	**(17,897,699)**	**(16,042,924)**	**(20,268,941)**
Grant income	-		-	155,031	98,870
Interest income	-		-	112,367	51,456
Interest (expense)	(20,378)	(73,133)	(110,924)	(126,572)	(120,835
Gain on disposal of fixed assets	-		-		293,595
Other income (expense)	545,313	349,839	-	(196,957)	0
Total Other Income (Expenses)	**524,935**	**276,706**	**(110,924)**	**(56,131)**	**323,086**
Net Loss	**(11,905,278)**	**(14,769,207**	**(18,008,623**	**(16,099,055)**	**(19,945,855**
Net Loss - Non-Controlling Interest					
Net Loss - VolitionRx Stockholders					
Basic and diluted loss per share	**(0.52)**	**(0.56)**	**(0.57)**	**(0.41)**	**(0.44)**
Wgted. Avg. Shares Out. - diluted	23,049,089	26,389,580	31,389,220	39,180,369	44,925,757

PROJECTED QUARTERLY INCOME STATEMENTS

VolitionRx Limited						
Income Statement	**2019**	**1Q 2020**	**2Q 2020**	**3Q 2020**	**4Q E 2020**	**Estimate 2020**
(in $US except share and per share data)	**12/31/2019**	**3/31/2020**	**6/30/2020**	**9/30/20120**	**12/31/2020**	**12/31/2020**
Product	892	304	3,322	575	1,125	5,326
Service (Contract lab services)	-		-	-		0
Royalty (Research kits)	16,204	240	1,872	0	-	2,112
Total Revenues	**17,096**	**544**	**5,194**	**575**	**1,125**	**7,438**
Expenses						
Research and development	10,363,253	3,894,966	3,492,845	3,180,177	3,330,056	13,898,044
General and administrative	4,731,054	1,703,522	1,508,836	1,080,308	1,101,914	5,394,580
Sales and marketing	965,713	273,954	215,891	244,510	249,400	983,755
Total Operating Expenses	**16,060,020**	**5,872,442**	**5,217,572**	**4,504,995**	**4,681,370**	**20,276,379**
Loss Before Other Income	**(16,042,924)**	**(5,871,898)**	**(5,212,378)**	**(4,504,420)**	**(4,680,245)**	**(20,268,941)**
Grant income	155,031	7,924	90,946	0	0	98,870
Interest income	112,367	38,414	7,741	2,801	2,500	51,456
Interest (expense)	(126,572)	(33,779)	(22,604	(34,722	(29,730	(120,835)
Gain on disposal of fixed assets	0	0	93,202	200,393	0	293,595
Other income (expense)	(196,957)	0	0	0	0	0
Total Other Income (Expenses)	**(56,131)**	**12,559**	**169,285**	**168,472**	**(27,230)**	**323,086**
Net Loss	**(16,099,055)**	**(5,859,339)**	**(5,043,093**	**(4,335,948**	**(4,707,475)**	**(19,945,855)**
Net Loss - Non-Controlling Interest	-	9,567	5,779	8,050	7,799	31,195
Net Loss - VolitionRx Stockholders	**(16,099,055)**	**(5,849,772)**	**(5,037,314**	**(4,327,898**	**(4,699,677)**	**(19,914,661)**
Basic and diluted loss per share	**(0.41)**	**(0.14)**	**(0.12)**	**(0.09)**	**(0.10)**	**(0.44)**
Wgted. Avg. Shares Out. - diluted	39,180,369	41,197,125	43,414,318	47,027,011	48,064,575	44,925,757

HISTORICAL STOCK PRICE

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