

September 5, 2019



BioRestorative Therapies' Stockholders Approve Institutional Investor Agreement and Exchange Agreements

MELVILLE, N.Y., Sept. 05, 2019 (GLOBE NEWSWIRE) -- BioRestorative Therapies, Inc. (the "Company") (OTC: BRTX), a life sciences company focused on stem cell-based therapies, today announced that, at a special meeting of stockholders, the Company's stockholders approved the securities purchase agreement between the Company and Arena Investors LP ("Arena"), dated as of July 26, 2019, and the transactions contemplated thereby. The agreement provides for the issuance and sale to Arena of 5,500,000 shares of Series A preferred stock of the Company, a warrant for the purchase of 6,000,000 shares of common stock of the Company and a convertible promissory note of the Company in the principal amount of \$500,000 for an aggregate purchase price of \$5,400,000. Additional details regarding the private placement were included in a Form 8-K filed by the Company with the Securities and Exchange Commission on August 1, 2019.

Such stockholder approval was one of the conditions to the closing of the transactions contemplated by the agreement. The closing is also subject to, among other things, the execution of an underwriting agreement with regard to a public offering of the Company's securities with aggregate gross proceeds to the Company of at least \$7,500,000 and approval by the Nasdaq Stock Market of the Company's pending listing application with respect to its shares of common stock.

At the special meeting of stockholders, the Company's stockholders also approved an exchange agreement, dated as of July 26, 2019, between the Company and John M. Desmarais, one of the Company's directors and principal stockholders, as well as an exchange agreement, dated as of July 26, 2019, between the Company and a trust related to Mr. Desmarais. Pursuant to the exchange agreements, the promissory notes held by Mr. Desmarais and his related trust in the outstanding principal amounts of \$175,000 and \$500,000, respectively, will be exchanged for shares of common stock and warrants in connection with the contemplated public offering by the Company. Additional details regarding the exchange agreements were included in the Form 8-K filed by the Company with the Securities and Exchange Commission on August 1, 2019.

The offer and sale of the foregoing securities are being made in a transaction not involving a public offering and have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or applicable state securities laws. Accordingly, the securities may not be reoffered or resold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and such applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any state in which such offer,

solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state.

About BioRestorative Therapies, Inc.

BioRestorative Therapies, Inc. (www.biorestorative.com) develops therapeutic products using cell and tissue protocols, primarily involving adult stem cells. Our two core programs, as described below, relate to the treatment of disc/spine disease and metabolic disorders:

- **Disc/Spine Program (brtxDISC™):** Our lead cell therapy candidate, *BRTX-100*, is a product formulated from autologous (or a person's own) cultured mesenchymal stem cells collected from the patient's bone marrow. We intend that the product will be used for the non-surgical treatment of painful lumbosacral disc disorders. The *BRTX-100* production process utilizes proprietary technology and involves collecting a patient's bone marrow, isolating and culturing stem cells from the bone marrow and cryopreserving the cells. In an outpatient procedure, *BRTX-100* is to be injected by a physician into the patient's damaged disc. The treatment is intended for patients whose pain has not been alleviated by non-invasive procedures and who potentially face the prospect of surgery. We have received authorization from the Food and Drug Administration to commence a Phase 2 clinical trial using *BRTX-100* to treat persistent lower back pain due to painful degenerative discs.
- **Metabolic Program (ThermoStem®):** We are developing a cell-based therapy to target obesity and metabolic disorders using brown adipose (fat) derived stem cells to generate brown adipose tissue ("BAT"). BAT is intended to mimic naturally occurring brown adipose depots that regulate metabolic homeostasis in humans. Initial preclinical research indicates that increased amounts of brown fat in the body may be responsible for additional caloric burning as well as reduced glucose and lipid levels. Researchers have found that people with higher levels of brown fat may have a reduced risk for obesity and diabetes.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You are cautioned that such statements are subject to a multitude of risks and uncertainties that could cause future circumstances, events or results to differ materially from those projected in the forward-looking statements as a result of various factors and other risks, including, without limitation, whether the Company will be able to consummate the private placement and the satisfaction of closing conditions related to the private placement and those set forth in the Company's Form 10-K filed with the Securities and Exchange Commission. You should consider these factors in evaluating the forward-looking statements included herein, and not place undue reliance on such statements. The forward-looking statements in this release are made as of the date hereof and the Company undertakes no obligation to update such statements.

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Source: BioRestorative Therapies, Inc.