

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 28, 2025

Predictive Oncology Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-36790

(Commission File Number)

33-1007393

(I.R.S. Employer Identification No.)

**91 43rd Street, Suite 110
Pittsburgh, Pennsylvania 15201**

(Address of Principal Executive Offices) (Zip Code)

(412) 432-1500

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	POAI	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

As previously reported, on January 1, 2025, Predictive Oncology Inc. a Delaware corporation (“Predictive Oncology”), entered into binding letter of intent (the “LOI”) with Renovaro, Inc., a Delaware corporation (“Renovaro”), with respect to the proposed acquisition of all of the capital stock of Predictive Oncology by Renovaro (the “Transaction”). On February 28, 2025, Predictive Oncology entered into an extension agreement with Renovaro (the “Extension Agreement”), pursuant to which the parties amended the LOI to (i) eliminate Renovaro’s obligation to acquire certain shares of Predictive Oncology’s common stock and (ii) extend the outside termination date of the LOI from February 28, 2025, to March 31, 2025. Additionally, pursuant to the Extension Agreement, Renovaro is acquiring 467,290 shares of Predictive Oncology’s common stock for an aggregate purchase price of \$500,000 and agreed to purchase an additional 901,298 shares of Predictive Oncology common stock for an aggregate of \$964,389 upon, and subject to, the execution of a definitive agreement in respect of the Transaction.

The foregoing description of the Extension Agreement is only a summary and is qualified in its entirety by reference to the complete text of the Extension Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference in this Item 1.01.

On March 3, 2025, the Company issued a press release announcing it had entered into the Extension Agreement described above. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Additional Information and Where to Find It:

This communication may be deemed to relate to a proposed acquisition of Predictive Oncology by Renovaro. In connection with the proposed acquisition, Predictive Oncology and Renovaro intend to file relevant materials with the Securities and Exchange Commission (SEC), including a Registration Statement on Form S-4 to be filed by Renovaro that will include a preliminary proxy statement of Predictive Oncology and also constitute a prospectus with respect to the shares of equity securities of Renovaro to be issued in the proposed transaction. The information in the preliminary proxy statement/prospectus will not be complete and may be changed. Predictive Oncology will deliver the definitive proxy statement to its stockholders as required by applicable law. This communication is not a substitute for any prospectus, proxy statement or any other document that may be filed with the SEC in connection with the proposed business combination.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the SEC free of charge at the SEC’s website, www.sec.gov. Copies of documents filed with the SEC by Predictive Oncology (when they become available) may be obtained free of charge on Predictive Oncology’s website at predictive-oncology.com. Copies of documents filed with the SEC by Renovaro (when they become available) may be obtained free of charge at Renovaro’s website at renovarogroup.com.

Participants in the Solicitation:

Predictive Oncology and its directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding these persons who may, under the rules of the SEC, be considered participants in the solicitation of Predictive Oncology stockholders in connection with the proposed transaction and their interests in the transaction will be set forth in the proxy statement/prospectus described above filed with the SEC. Additional information regarding Predictive Oncology’s executive officers and directors is included in Predictive Oncology’s annual report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 28, 2024 and Predictive Oncology’s proxy statement for its 2024 annual meeting of stockholders filed with the SEC on November 27, 2024. These documents may be obtained free of charge at the SEC’s website, www.sec.gov, or Predictive Oncology’s website, predictive-oncology.com.

Forward-Looking Statements

This Current Report on Form 8-K includes 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. These forward-looking statements include, but are not limited to, statements regarding Predictive Oncology's proposed business combination transaction with Renovaro, all statements regarding the Predictive Oncology's expected future financial position, results of operations, cash flows, dividends, financing plans, business strategy, budgets, capital expenditures, competitive positions, growth opportunities, plans and objectives of management, and statements containing words such as "anticipate," "approximate," "believe," "plan," "estimate," "expect," "project," "could," "would," "should," "will," "intend," "may," "potential," "upside," and other similar expressions. All statements in this Current Report on Form 8-K, including its exhibits, that are not historical facts, are forward-looking statements that reflect the best judgment of Predictive Oncology based upon currently available information.

Such forward-looking statements are inherently uncertain, and shareholders and other potential investors must recognize that actual results may differ materially from Predictive Oncology's expectations as a result of a variety of factors, including, without limitation, those discussed below. Such forward-looking statements are based upon management's current expectations and include known and unknown risks, uncertainties and other factors, many of which Predictive Oncology is unable to predict or control, that may cause its actual results, performance or plans to differ materially from any future results, performance or plans expressed or implied by such forward-looking statements. These statements involve risks, uncertainties and other factors discussed below and detailed from time to time in Predictive Oncology's filings with the SEC.

Risks and uncertainties related to the proposed Transaction include, but are not limited to, the risk that Predictive Oncology's stockholders do not approve the Transaction, potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Transaction, uncertainties as to the timing of the Transaction, adverse effects on Predictive Oncology's stock price resulting from the announcement of the Transaction or the failure of the Transaction to be completed, competitive responses to the announcement of the Transaction, the risk that regulatory, licensure or other approvals required for the consummation of the Transaction are not obtained or are obtained subject to terms and conditions that are not anticipated, litigation relating to the Transaction, the inability to retain key personnel, and any changes in general economic and/or industry-specific conditions.

In addition to the factors set forth above, other factors that may affect Predictive Oncology's plans, results or stock price are set forth in its most recent Annual Report on Form 10-K and in its subsequently filed reports on Forms 10-Q and 8-K.

Many of these factors are beyond Predictive Oncology's control. Predictive Oncology cautions investors that any forward-looking statements made by it are not guarantees of future performance. Predictive Oncology disclaims any obligation to update any such factors or to announce publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments, except as required by applicable law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No	Description
10.1	Extension Amendment, dated February 28, 2025, by and between Predictive Oncology Inc. and Renovaro, Inc.
99.1	Press release dated March 3, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Predictive Oncology Inc.

Date: March 5, 2025

By: /s/ Josh Blacher
Josh Blacher
Interim Chief Financial Officer

EXTENSION AGREEMENT

This Extension Agreement (“**Agreement**”) is entered into this 28th day of February 2025, by Predictive Oncology, Inc., a Delaware corporation (the “**POI**”), and Renovaro, Inc. a Delaware corporation (the, “**Renovaro**”)(collectively, POI and Renovaro may be referred to as the “**Parties**”).

BACKGROUND

WHEREAS, POI and Renovaro entered into a definitive Letter agreement dated January 1, 2025 (the “**Letter Agreement**”) in connection with a merger transaction (the “**Transaction**”);

WHEREAS, the Parties of desirous of amending the Letter Agreement on the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the foregoing, of the mutual agreements hereinafter set forth, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree follows:

1. The parties agree that the Recitals set forth above are true and correct and are incorporated into this Agreement by reference.
2. Section 2 of the Letter Agreement is hereby amended to delete the following sentence in recognition that Renovaro shall have no obligation thereunder:

“If the warrant exercise for the full number of such shares in (i) does not happen by January 15, 2025, the Buyer will acquire the unpurchased shares up to a number of shares that does not exceed 19.99% of the Company's issued and outstanding shares on the same terms as were offered to the warrant holders, provided that such shares shall be unregistered.”

3. Section 3 of the Letter Agreement shall be deleted in its entirety and replaced with the following:

4. This Letter shall terminate upon the earliest to occur of: (i) the execution and delivery of the definitive purchase agreement by the Company and Buyer and (ii) March 31, 2025. The Parties acknowledge and agree that the Transaction shall be subject to approval by the Company's stockholders.

a. the Parties agree that if within sixty days from the parties' execution of the definitive agreement the Company is unable to attain such stockholder approval on the Transaction and the Buyer has purchased Company shares as provided in (Paragraph 2) or the equivalent amount of capital is received by the Seller either through a warrant exercise or the Buyers purchase of common shares or a combination thereof representing, in the aggregate, additional investment of not less than \$1,000,000, then the Company shall provide the Buyer an exclusive royalty free license to its proprietary biobank of tumor samples and its tumor-specific 3D cell culture models, and all related data and technology for a period of two years from such execution. The Buyer agrees that any existing licensing or third-party contracts the Company has at the time the exclusive license is entered into shall continue and be unaffected by the Buyer's license, including any amendments thereto. Any business generated from the existing licenses will be distributed equally with the Buyer throughout the term of the license.

b. in the event of the Buyer's purchase or acquisition of any Company shares, the Buyer agrees to vote or have voted all of the Company shares it has acquired in favor of the definitive agreement.

3. Renovaro shall pay the sum of Five hundred Thousand Dollars (\$500,00.00) to POI upon the execution of this Agreement to purchase 467,290 shares at a purchase price of \$1.07 per share. Renovaro will purchase an additional 901,298 shares at \$1.07 for a purchase price of \$964,389 upon the execution of the definitive merger agreement in connection with the Transaction.

4. POAI hereby affirms all obligations of Renovaro under the Letter Agreement are hereby satisfied in full and that no default under the Letter Agreement exists.

5. This Agreement shall bind and inure to the benefit of the parties hereto, their respective successors and permitted assigns.

6. This Agreement may be executed in any number of counterparts, each of which shall constitute an original, and all of which, taken together, shall constitute the same instrument.

7. This Agreement may be executed by facsimile signature and that such facsimile signature shall have the same effect as original signatures.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

RENOVARO, INC.

By: /s/ David Weinstein
Name: David Weinstein
Title: CEO

PREDICTIVE ONCOLOGY INC.

By: /s/ Raymond Vennare
Name: Raymond Vennare
Title: CEO

Predictive Oncology Moves to Finalize Definitive Merger Agreement With Renovaro Biosciences

Predictive receives first tranche of financing to initiate integration of AI/ML platform technologies, core laboratory capabilities and business development efforts in Europe and the United States

Renovaro's recent strategic acquisition of BioSymetrics vastly expands Predictive Oncology's biomarker and drug discovery opportunities and the development of diagnostic applications in oncology

Merger expected to enhance shareholder value, accelerate business development efforts and solidify positioning in the capital markets

PITTSBURGH, March 03, 2025 (GLOBE NEWSWIRE) -- Predictive Oncology Inc. (NASDAQ: POAI), a leader in AI-driven drug discovery, today announced that it has received the first tranche of financing from Renovaro Biosciences, Inc. (NASDAQ: RENB) to initiate the integration of AI/ML platform technologies, core laboratory capabilities and business development efforts in Europe and the United States.

Predictive and Renovaro reiterate their unwavering commitment to improving the outcomes of cancer patients through earlier diagnosis, biomarker discovery and targeted therapies by integrating and leveraging Predictive's AI-driven drug discovery platform, vast biobank of more than 150,000 patient tumor samples, 200,000 pathology slides and decades of longitudinal drug response data with Renovaro's multi-disciplinary artificial intelligence, multi-omic and multi-modal data expertise.

"Since we first announced our intentions to merge with Renovaro Biosciences in January, Predictive and Renovaro have worked diligently to thoroughly evaluate the expanded market opportunities created by this merger. Renovaro's recent acquisition of BioSymetrics, together with our ability to launch ChemoFx in Europe, represent significant steps forward in these efforts," said Raymond Vennare, Chairman and Chief Executive Officer of Predictive Oncology.

Messrs. Vennare and David Weinstein, CEO of Renovaro added, "Although we have been working very hard over the past two months to anticipate all contingencies, the complicated logistics of combining our core platform technologies and international team of experts still requires a bit more effort. Nevertheless, we fully expect to sign a definitive merger agreement within the next few weeks."

Predictive Oncology does not intend to discuss or disclose further developments regarding these discussions unless and until its Board of Directors has approved a transaction or otherwise determined that further disclosure is appropriate or required by law.

About Renovaro

Renovaro <https://renovarogroup.com/> aims to accelerate precision and personalized medicine for longevity powered by mutually reinforcing AI and biotechnology platforms for early diagnosis, better-targeted treatments, and drug discovery. Renovaro Inc. includes RenovaroBio, an advanced cell-gene immunotherapy company, and Renovaro Cube.

Renovaro Cube has developed an award-winning AI platform that is committed to the early detection of cancer and its recurrence and monitoring subsequent treatments. Renovaro Cube intervenes at a stage where potential therapy can be most effective. Renovaro Cube is a molecular data science company with a background in FinTech and a 12-year history. It brings together proprietary artificial intelligence (AI) technology, multi-omics, multi-modal data, and the expertise of a carefully selected multidisciplinary team to radically accelerate precision medicine and enable breakthrough changes in disease agnostic decision support.

About Predictive Oncology

Predictive Oncology is on the cutting edge of the rapidly growing use of artificial intelligence and machine learning to expedite early biomarker and drug discovery and enable drug development for the benefit of cancer patients worldwide. The company's proprietary AI/ML platform has been scientifically validated to predict with 92% accuracy if a tumor sample will respond to a certain drug compound, allowing for a more informed selection of drug/tumor type combinations for subsequent in-vitro testing. Together with the company's vast biobank of more than 150,000 assay-capable heterogeneous human tumor samples, Predictive Oncology offers its academic and industry partners one of the industry's broadest AI-based drug discovery solutions, further complimented by its wholly owned CLIA lab and GMP facilities. Predictive Oncology is headquartered in Pittsburgh, PA.

Contact:

Tim McCarthy
LifeSci Advisors, LLC
tim@lifesciadvisors.com

Forward-Looking Statements:

Certain matters discussed in this release contain forward-looking statements. These forward-looking statements reflect our current expectations and projections about future events and are subject to substantial risks, uncertainties and assumptions about our operations and the investments we make. All statements, other than statements of historical facts, included in this press release regarding our strategy, future operations, future financial position, future revenue and financial performance, projected costs, prospects, changes in management, plans and objectives of management are forward-looking statements. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "would," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Our actual future performance may materially differ from that contemplated by the forward-looking statements as a result of a variety of factors including, among other things, factors discussed under the heading "Risk Factors" in our filings with the SEC. Except as expressly required by law, the company disclaims any intent or obligation to update these forward-looking statements.