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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001372514

Name of Issuer

KIORA PHARMACEUTICALS INC

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☐ None

EYEGATE PHARMACEUTICALS
INC

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

KIORA PHARMACEUTICALS INC

Street Address 1

332 ENCINITAS BOULEVARD

City

ENCINITAS

State/Province/Country

CALIFORNIA

Street Address 2

SUITE 102

ZIP/PostalCode

92024

Phone Number of Issuer

619-629-3073

3. Related Persons

Last Name

Strem

First Name

Brian

Middle Name

Street Address 1

332 Encinitas Blvd., Suite 102

Street Address 2

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92024

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

President and Chief Executive Officer

Last Name

Tosca

First Name

Melissa

Middle Name

Street Address 1

332 Encinitas Blvd., Suite 102

Street Address 2

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92024

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Executive VP of Finance

Last Name

Daniels

First Name

Eric

Middle Name

Street Address 1

332 Encinitas Blvd., Suite 102

Street Address 2

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92024

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Chief Development Officer

Last Name	First Name	Middle Name
Stengone	Carmine	
Street Address 1	Street Address 2	
332 Encinitas Blvd., Suite 102		
City	State/Province/Country	ZIP/PostalCode
Encinitas	CALIFORNIA	92024
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Shapiro	Aron	
Street Address 1	Street Address 2	
332 Encinitas Blvd., Suite 102		
City	State/Province/Country	ZIP/PostalCode
Encinitas	CALIFORNIA	92024
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gayron	Kenneth	
Street Address 1	Street Address 2	
332 Encinitas Blvd., Suite 102		
City	State/Province/Country	ZIP/PostalCode
Encinitas	CALIFORNIA	92024
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Tyle	Praveen	
Street Address 1	Street Address 2	
332 Encinitas Blvd., Suite 102		
City	State/Province/Country	ZIP/PostalCode
Encinitas	CALIFORNIA	92024
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hollander	David	
Street Address 1	Street Address 2	
332 Encinitas Blvd., Suite 102		
City	State/Province/Country	ZIP/PostalCode
Encinitas	CALIFORNIA	92024
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Parsons	Erin	
Street Address 1	Street Address 2	
332 Encinitas Blvd., Suite 102		
City	State/Province/Country	ZIP/PostalCode
Encinitas	CALIFORNIA	92024
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture

☐ Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

☐ Yes☐ No

☐ Other Banking & Financial Services

☐ Business Services

☐ Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☒ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

☐ Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

☐ Restaurants

☐ Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

☐ Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

☐ Rule 504(b)(1) (not (i), (ii) or (iii))

☐ Rule 504 (b)(1)(i)

☐ Rule 504 (b)(1)(ii)

☐ Rule 504 (b)(1)(iii)

☒ Rule 506(b)

☐ Rule 506(c)

☐ Securities Act Section 4(a)(5)

☐ Investment Company Act Section 3(c)

☐ Section 3(c)(1)

☐ Section 3(c)(9)

☐ Section 3(c)(2)

☐ Section 3(c)(10)

☐ Section 3(c)(3)

☐ Section 3(c)(11)

☐ Section 3(c)(4)

☐ Section 3(c)(12)

☐ Section 3(c)(5)

☐ Section 3(c)(13)

☐ Section 3(c)(6)

☐ Section 3(c)(14)

☐ Section 3(c)(7)

7. Type of Filing

☒ New Notice

Date of First Sale

2024-02-05

☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Maxim Group LLC (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None Street Address 1 300 Park Avenue, 16th Floor City New York State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input checked="" type="checkbox"/> All States	Recipient CRD Number <input type="checkbox"/> None 120708 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None Street Address 2 State/Province/Country NEW YORK <input type="checkbox"/> Foreign/non-US	ZIP/Postal Code 10022
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13. Offering and Sales Amounts

Total Offering Amount \$15,000,000 USD or ☐ Indefinite
Total Amount Sold \$15,000,000 USD
Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The common stock and warrants sold for a combined purchase price of \$0.5524. Amount excludes any proceeds from a cash exercise of warrants.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,050,000 USD ☐ Estimate
Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Amount excludes any placement agent fees payable with respect to a cash exercise of warrants.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

Clarification of Response (if Necessary):

Some of the proceeds may be used for working capital and other general corporate purposes, which may include the payment of salaries and other fees to those listed in Item 3.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
KIORA PHARMACEUTICALS INC	/s/ Melissa Tosca	Melissa Tosca	EVP of Finance	2024-02-14

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.