

# Biocept

## Completing the Answer™

### Biocept Announces Pricing of \$15.0 Million Public Offering of 33,333,333 Shares of Common Stock and Warrants to Purchase 33,333,333 Shares of Common Stock

January 26, 2018

SAN DIEGO, Jan. 26, 2018 /PRNewswire/ -- [Biocept, Inc.](#) (NASDAQ: BIOC) ("Biocept" or the "Company"), a leading commercial provider of liquid biopsy tests designed to provide physicians with clinically actionable information to improve the outcomes of patients diagnosed with cancer, announces the pricing of a "best efforts" public offering of up to 33,333,333 shares of its common stock and warrants to purchase up to an aggregate of 33,333,333 shares of its common stock at a combined offering price of \$0.45. The warrants will have a per share exercise price of \$0.50, are exercisable immediately and will expire five years from the date of issuance. Biocept is also offering, in lieu of purchasing common stock, Series A convertible preferred stock, to those purchasers whose purchase of common stock in the offering would otherwise result in such purchaser beneficially owning more than 4.99% of Biocept's outstanding common stock immediately following the consummation of the offering. The gross proceeds to Biocept from this offering are expected to be approximately up to \$15.0 million, before deducting the placement agents' fee and estimated offering expenses payable by Biocept. The offering is expected to close on January 30, 2018, subject to customary closing conditions. Biocept intends to use the proceeds for general corporate purposes, to fund ongoing operations and expansion of its business, and to service its existing indebtedness.



Dawson James Securities, Inc. and WestPark Capital, Inc. are acting as placement agents in connection with the offering. Dawson James Securities, Inc. served as sole bookrunner.

The shares of common stock, preferred stock and warrants are being offered pursuant to a registration statement on Form S-1 (File No. 333-221648), which was declared effective by the United States Securities and Exchange Commission ("SEC") on January 25, 2018. The securities may be offered only by means of a prospectus. Copies of the prospectus may be obtained, when available, at the SEC's website at [www.sec.gov](http://www.sec.gov) or from Dawson James Securities, Inc. Attention: Prospectus Department, 1 North Federal Highway, 5<sup>th</sup> Floor, Boca Raton, FL 33432, [ma@claren@dawsonjames.com](mailto:ma@claren@dawsonjames.com) or toll free at 866.928.0928.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sales of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

#### About Biocept

Biocept, Inc. is a molecular diagnostics company with commercialized assays for lung, breast, gastric, colorectal and prostate cancers, and melanoma. The Company uses its proprietary liquid biopsy technology to provide physicians with information for treating and monitoring patients diagnosed with cancer. The Company's patented Target Selector™ liquid biopsy technology platform captures and analyzes tumor-associated molecular markers in both circulating tumor cells (CTCs) and in plasma (ctDNA). With thousands of tests performed, the platform has demonstrated the ability to identify cancer mutations and alterations to inform physicians about a patient's disease and therapeutic options. For additional information, please visit [www.biocept.com](http://www.biocept.com).

#### Forward-Looking Statements Disclaimer Statement

This release contains forward-looking statements that are based upon current expectations or beliefs, as well as a number of assumptions about future events. Although we believe that the expectations reflected in the forward-looking statements and the assumptions upon which they are based are reasonable, we can give no assurance that such expectations and assumptions will prove to have been correct. Forward-looking statements are generally identifiable by the use of words like "may," "will," "should," "could," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative of these words or other variations on these words or comparable terminology. To the extent that statements in this release are not strictly historical, including without limitation statements as to our ability to close the offering, the proceeds from the offering, and our intended use of the proceeds from the offering, such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The reader is cautioned not to put undue reliance on these forward-looking statements, as these statements are subject to numerous risk factors as set forth in our SEC filings. The effects of such risks and uncertainties could cause actual results to differ materially from the forward-looking statements contained in this release. We do not plan to update any such forward-looking statements and expressly disclaim any duty to update the information contained in this press release except as required by law. Readers are advised to review our filings with the SEC, which can be accessed over the Internet at the SEC's website located at [www.sec.gov](http://www.sec.gov).

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