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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Friedberg Ezra M</u>  (Last) (First) (Middle) C/O CHROMOCELL THERAPEUTICS CORPORATION 4400 ROUTE 9 SOUTH, SUITE 1000  (Street) FREEHOLD NJ 07728  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/15/2024	3. Issuer Name and Ticker or Trading Symbol <u>Chromocell Therapeutics Corp [ CHRO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	500,078	D <sup>(1)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	(3)	01/10/2033	Common Stock	16,667 <sup>(3)</sup>	22.68	D <sup>(2)</sup>	
Senior Secured Convertible Promissory Note	(4)	02/29/2024	Common Stock	13,649 <sup>(4)</sup>	(4)	D <sup>(1)</sup>	
Senior Secured Convertible Promissory Note	(5)	03/01/2024	Common Stock	6,992 <sup>(5)</sup>	(5)	D <sup>(1)</sup>	

1. Name and Address of Reporting Person * <u>Friedberg Ezra M</u>  (Last) (First) (Middle) C/O CHROMOCELL THERAPEUTICS CORPORATION 4400 ROUTE 9 SOUTH, SUITE 1000  (Street) FREEHOLD NJ 07728  (City) (State) (Zip)
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1. Name and Address of Reporting Person * <u>Balmoral Financial Group LLC</u>  (Last) (First) (Middle) 106 COURT ROAD SUITE 202  (Street) BALTIMORE MD 21208  (City) (State) (Zip)
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**Explanation of Responses:**

- These securities are held directly by Balmoral Financial Group LLC and indirectly by Ezra Friedberg, the manager of Balmoral Financial Group LLC. Mr. Friedberg has sole voting and dispositive power over the shares held by Balmoral Financial Group LLC as to which Mr. Friedberg disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- These securities are held directly by Mr. Friedberg.
- On January 10, 2023, Mr. Friedberg was granted stock options to purchase 16,667 shares of common stock at an exercise price of \$22.68 per share. 1,667 shares of such options became exercisable on April 10, 2023, 1,667 shares of such options became exercisable on July 10, 2023, 1,667 shares of such options became exercisable on October 10, 2023, 1,667 shares of such options became exercisable on January 10, 2024, 1,667 shares of such options will become exercisable on April 10, 2024, and the remaining 6,665 shares of such options shall become exercisable in equal installments on a quarterly basis, subject to Mr. Friedberg's continued service to Issuer. The final installment shall become exercisable on July 10, 2025, subject to Mr. Friedberg's continued service to Issuer.

4. Represents \$65,513.61 of outstanding principal and accrued and unpaid interest of this senior secured convertible promissory note, due February 29, 2024, which will automatically convert into 13,649 shares of common stock of the Issuer at a conversion price of 80.0% of the offering price of the securities sold to the public in the Issuer's initial public offering, which will automatically convert into 13,649 shares of common stock of the Issuer at a conversion price of 80.0% of the offering price of the securities sold to the public in the Issuer's initial public offering.

5. Represents \$33,136.00 of outstanding principal and accrued and unpaid interest of this senior secured convertible promissory note, due March 1, 2024, which will automatically convert into 6,992 shares of common stock of the Issuer at a conversion price of 80.0% of the offering price of the securities sold to the public in the Issuer's initial public offering, including an additional 88 shares of common stock issuable as consideration for this senior secured convertible promissory note.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Ezra Friedberg 02/15/2024  
Balmoral Financial Group by /s/  
Ezra Friedberg 02/15/2024

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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.**

**POWER OF ATTORNEY**

**KNOW ALL BY THESE PRESENT**, that the undersigned hereby constitutes and appoints Aaron M. Schleicher, Esq. and Chuanyang Jiang, Esq. of the law firm Sullivan & Worcester LLP and Francis Knuettel II, individually and not jointly, as the undersigned's true and lawful attorneys-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") an Application for EDGAR Access (Form ID), including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Chromocell Therapeutics Corporation (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this <sup>1</sup> day of August, 2023.

/s/ Ezra Friedberg  
Ezra Friedberg

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**POWER OF ATTORNEY**

**KNOW ALL BY THESE PRESENT**, that the undersigned hereby constitutes and appoints Aaron M. Schleicher, Esq. and Chuanyang Jiang, Esq. of the law firm Sullivan & Worcester LLP and Francis Knuettel II, individually and not jointly, as the undersigned’s true and lawful attorneys-in-fact to:

(1) prepare, execute, and file for and on behalf of the undersigned a Form ID Application (the “Form ID”) and any other related documents necessary or appropriate to obtain from the Electronic Data Gathering and Retrieval System (“EDGAR”) of the U.S. Securities and Exchange Commission (the “SEC”) the codes, numbers and passphrases enabling the undersigned to make electronic filings with the SEC as required under the Securities Exchange Act of 1934, as amended (the “Act”), or any rule or regulation of the SEC;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form ID and the timely filing of such forms with the SEC;

(3) execute for and on behalf of the undersigned, as a 10% stockholder of Chromocell Therapeutics Corporation, a Delaware corporation (the “Company”), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Act and the rules promulgated thereunder;

(4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8<sup>th</sup> day of August, 2023.

**BALMORAL FINANCIAL GROUP LLC**

By: /s/ Ezra Friedberg  
Name: Ezra Friedberg  
Title: General Partner

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