

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

Amendment No. 8
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Vickers Vantage Corp. I

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

N/A
(I.R.S. Employer Identification
Number)

**1 Harbourfront Avenue, #16-06
Keppel Bay Tower, Singapore 098632
Singapore
(646) 974-8301**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Jeffrey Chi
Chief Executive Officer
1 Harbourfront Avenue, #16-06
Keppel Bay Tower, Singapore 098632
Singapore
(646) 974-8301**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement and the satisfaction or waiver of all other conditions under the Merger Agreement described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)	<input type="checkbox"/>
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)	<input type="checkbox"/>

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 8 (“Amendment No. 8”) to the Registration Statement on Form S-4 (File No. 333-264941) of Vickers Vantage Corp. I (the “Registration Statement”) is being filed solely for the purpose of filing exhibits 5.1, 23.4 and 99.8 in Part II of this Amendment No. 8. This Amendment No. 8 does not modify any provision of the proxy statement/prospectus that forms a part of the Registration Statement. Accordingly, a proxy statement/prospectus has been omitted.

PART II
INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 20. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, fraud or the consequences of committing a crime. The Current Charter provides for indemnification of our officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own actual fraud, willful default or willful neglect.

We have entered into indemnification agreements with each of our officers and directors a form of which is filed as Exhibit 10.4 to our Registration Statement on Form S-1 that was declared effective by the SEC on January 6, 2021. These agreements require us to indemnify these individuals to the fullest extent permitted under Cayman Islands law against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Pursuant to the Merger Agreement filed as Exhibit 2.1 to this Registration Statement, we have agreed to continue to indemnify our current directors and officers and have agreed to the continuation of director and officer liability insurance covering our current directors and officers.

It is anticipated that the New Scilex Board will, in connection with consummating the Business Combination, approve and direct New Scilex to enter into customary indemnification agreements with the persons intended to serve as directors and executive officers of New Scilex following the Business Combination.

Item 21. Exhibits and Financial Statements Schedules

<u>Exhibit</u>	<u>Description</u>
1.1	<u>Underwriting Agreement, dated January 6, 2021, by and among Vickers Vantage Corp. I and Maxim Group LLC (incorporated by reference to Exhibit 1.1 of Vickers's Current Report on Form 8-K (File No. 001-39852), filed with the SEC on January 11, 2021).</u>
1.2	<u>Amendment to Underwriting Agreement, dated March 17, 2022, by and among Vickers Vantage Corp. I and Maxim Group LLC (incorporated by reference to Exhibit 1.1 of Vickers's Current Report on Form 8-K (File No. 001-39852), filed with the SEC on March 21, 2022).</u>
2.1#‡	<u>Agreement and Plan of Merger, dated as of March 18, 2019, by and among Scilex Holding Company, Sigma Merger Sub, Inc., Semnur Pharmaceuticals, Inc., Fortis Advisors LLC, solely as the representative of the Equityholders and, solely with respect to Section 1.8(a), Section 3.11 and Article X, Sorrento Therapeutics, Inc.</u>
2.2‡	<u>Amendment No. 1 to Agreement and Plan of Merger, dated as of August 7, 2019, by and among Semnur Pharmaceuticals, Inc., Scilex Holding Company, Sigma Merger Sub, Inc., Fortis Advisors, LLC, solely as the representative of the Equityholders and, solely with respect to Section 1.8(a), 3.11 and Article X of the Agreement and Plan of Merger, Sorrento Therapeutics, Inc.</u>
2.3#‡	<u>Bill of Sale and Assignment and Assumption Agreement, dated May 12, 2022, by and between Scilex Holding Company and Sorrento Therapeutics, Inc.</u>
2.4^#‡	<u>Asset Purchase Agreement, dated April 23, 2021, between Sorrento Therapeutics, Inc. and Aardvark Therapeutics, Inc., as assumed by Scilex Holding Company on May 12, 2022, pursuant to the Bill of Sale and Assignment and Assumption Agreement, dated as of such date, by and between Scilex Holding Company and Sorrento Therapeutics, Inc.</u>

Exhibit	Description
2.5#	<u>Agreement and Plan of Merger, dated as of March 17, 2022, by and among Vickers Vantage Corp. I, Vickers Merger Sub, Inc. and Scilex Holding Company (included as Annex A-1 to the proxy statement/prospectus contained in this registration statement).</u>
2.6#	<u>Amendment No. 1 to Agreement and Plan of Merger, dated as of September 12, 2022, by and among Vickers Vantage Corp. I, Vickers Merger Sub, Inc. and Scilex Holding Company (included as part of Annex A-2 to the proxy statement/prospectus contained in this registration statement).</u>
3.1	<u>Amended and Restated Memorandum and Articles of Association of Vickers Vantage Corp. I (incorporated by reference to Exhibit 3.1 of Vickers's Current Report on Form 8-K (File No. 001-39852), filed with the SEC on January 11, 2021).</u>
3.2	<u>Extension Amendment, dated as of June 30, 2022, to the Amended and Restated Memorandum and Articles of Association of Vickers Vantage Corp. I (incorporated by reference to Exhibit 3.1 of Vickers's Current Report on Form 8-K (File No. 001-39852), filed with the SEC on July 5, 2022).</u>
3.3	<u>Form of Certificate of Incorporation of Vickers Vantage Corp. I (included as Annex B to the proxy statement/prospectus contained in this registration statement).</u>
3.4	<u>Form of Certificate of Designations of Scilex Holding Company (included as Annex I to the proxy statement/prospectus contained in this registration statement).</u>
3.5	<u>Form of Bylaws of Vickers Vantage Corp. I (included as Annex C to the proxy statement/prospectus contained in this registration statement).</u>
3.6‡	<u>Form of Certificate of Domestication of Vickers Vantage Corp. I, to be filed with the Secretary of State of Delaware.</u>
4.1	<u>Specimen Unit Certificate of Vickers Vantage Corp. I (incorporated by reference to Exhibit 4.1 of Vickers's Form S-1 (File No. 333-251352), filed with the SEC on December 15, 2020).</u>
4.2	<u>Specimen Ordinary Share Certificate of Vickers Vantage Corp. I (incorporated by reference to Exhibit 4.2 of Vickers's Form S-1 (File No. 333-251352), filed with the SEC on December 15, 2020).</u>
4.3	<u>Specimen Warrant Certificate of Vickers Vantage Corp. I (incorporated by reference to Exhibit 4.3 of Vickers's Form S-1 (File No. 333-251352), filed with the SEC on December 15, 2020).</u>
4.4	<u>Warrant Agreement, dated as of January 6, 2021, by and between Vickers Vantage Corp. I and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 of Vickers's Current Report on Form 8-K (File No. 001-39852), filed with the SEC on January 11, 2021).</u>
5.1	<u>Opinion of Loeb & Loeb LLP.</u>
8.1‡	<u>Opinion of Loeb & Loeb LLP regarding tax matters.</u>
10.1	<u>Form of Letter Agreement, by and among Vickers Vantage Corp. I and each of Vickers Venture Fund VI Pte Ltd, Vickers Venture Fund VI (Plan) Pte Ltd, and the officers and directors of Vickers (incorporated by reference to Exhibit 10.1 of Vickers's Form S-1 (File No. 333-251352), filed with the SEC on December 15, 2020).</u>
10.2	<u>Investment Management Trust Agreement, dated as of January 6, 2021, by and between Vickers Vantage Corp. I and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 10.1 of Vickers's Current Report on Form 8-K (File No. 001-39852), filed with the SEC on January 11, 2021).</u>
10.3	<u>Registration Rights Agreement, dated January 6, 2021, by and among Vickers Vantage Corp. I, Vickers Venture Fund VI Pte Ltd, Vickers Venture Fund VI (Plan) Pte Ltd and certain security holders (incorporated by reference to Exhibit 10.2 of Vickers's Current Report on Form 8-K (File No. 001-39852), filed with the SEC on January 11, 2021).</u>

Exhibit	Description
10.4	Form of Amended and Restated Registration Rights Agreement, by and among Scilex Holding Company, Vickers Venture Fund VI Pte Ltd, Vickers Venture Fund VI (Plan) Pte Ltd, Sorrento Therapeutics, Inc. and certain security holders (included as Annex H to the proxy statement/prospectus contained in this registration statement).
10.5	Administrative Services Agreement, dated January 6, 2021, between Vickers Vantage Corp. I and Vickers Venture Partners (incorporated by reference to Exhibit 10.3 of Vickers's Current Report on Form 8-K (File No. 001-39852), filed with the SEC on January 11, 2021).
10.6 [‡]	Form of Indemnification Agreement of Scilex Holding Company.
10.7 ^{*‡}	Scilex Pharmaceuticals, Inc. Amended and Restated 2017 Equity Incentive Plan.
10.8 ^{*‡}	Form of Option Agreement and Stock Option Grant Notice under the Scilex Pharmaceuticals Inc. 2017 Equity Incentive Plan.
10.9 ^{*‡}	Scilex Holding Company 2019 Stock Option Plan, as amended.
10.10 ^{*‡}	Form of Option Agreement and Stock Option Grant Notice under the Scilex Holding Company 2019 Stock Option Plan, as amended.
10.11 [*]	Scilex Holding Company 2022 Equity Incentive Plan (included as Annex D to the proxy statement/prospectus contained in this registration statement).
10.12 ^{*‡}	Form of Stock Option Grant Notice and Stock Option Agreement under the Scilex Holding Company 2022 Equity Incentive Plan.
10.13 ^{*‡}	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the Scilex Holding Company 2022 Equity Incentive Plan.
10.14 [*]	Scilex Holding Company 2022 Employee Stock Purchase Plan (included as Annex E to the proxy statement/prospectus contained in this registration statement).
10.15	Sponsor Support Agreement, dated as of March 17, 2022, by and among Vickers Vantage Corp. I and certain stockholders. (included as Annex F-1 to the proxy statement/prospectus contained in this registration statement).
10.15.1	Amendment No. 1 to Sponsor Support Agreement, dated as of September 12, 2022, by and among Vickers Vantage Corp. I and certain stockholders. (included as Annex F-2 to the proxy statement/prospectus contained in this registration statement).
10.16	Company Stockholder Support Agreement, dated as of March 17, 2022, by and among Vickers Vantage Corp. I, Scilex Holding Company and Sorrento Therapeutics, Inc (included as Annex G to the proxy statement/prospectus contained in this registration statement).
10.17 ^{*‡}	Offer Letter, dated as of April 19, 2019, between Scilex Pharmaceuticals Inc. and Jaisim Shah.
10.18 ^{*‡}	Offer Letter, dated as of April 19, 2019, between Scilex Pharmaceuticals Inc. and Dmitiri Lissin.
10.19 ^{*‡}	Offer Letter, dated as of March 29, 2019, between Scilex Pharmaceuticals Inc. and Suresh Khemani.
10.20 ^{*‡}	Offer Letter, dated as of April 19, 2019, between Scilex Pharmaceuticals Inc. and Suketu Desai.
10.21 ^{*‡}	Offer Letter, dated as of April 27, 2022, by and between Scilex Holding Company and Elizabeth Czerepak.
10.22 ^{^‡}	Commercial Supply Agreement, dated as of February 16, 2017, by and among Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation.
10.23 ^{^‡}	First Addendum to Commercial Supply Agreement, dated as of August 31, 2017, by and among Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation.
10.24 ^{^‡}	Second Addendum to Commercial Supply Agreement, dated as of May 9, 2018, by and among Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation.

Exhibit	Description
10.25‡	<u>Third Addendum to Commercial Supply Agreement, dated as of August 30, 2018, by and among Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation.</u>
10.26#‡	<u>Exclusive Distribution Agreement, dated as of August 6, 2015, by and among Scilex Pharmaceuticals Inc. and Cardinal Health 105, Inc.</u>
10.27‡	<u>Amendment to Exclusive Distribution Agreement, dated as of May 24, 2018, by and among Scilex Pharmaceuticals Inc. and Cardinal Health 105, Inc.</u>
10.28#‡	<u>Second Amendment to Exclusive Distribution Agreement, dated as of September 19, 2018, by and among Scilex Pharmaceuticals Inc. and Cardinal Health 105, Inc.</u>
10.29‡	<u>Third Amendment to Exclusive Distribution Agreement, dated as of October 1, 2021, by and among Scilex Pharmaceuticals Inc. and Cardinal Health 105, LLC (f/k/a Cardinal Health 105, Inc.).</u>
10.30^#‡	<u>Supply Agreement, dated as of December 17, 2015, by and between Genzyme Corporation and Semnur Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.33 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.31^‡	<u>Product Development Agreement, dated as of May 11, 2011, by and between Scilex Pharmaceuticals, Inc. (as successor to Stason Pharmaceuticals, Inc.), Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation (incorporated by reference to Exhibit 10.34 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.32‡	<u>First Amendment to Product Development Agreement, dated as of April 2, 2013, by and between Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation (incorporated by reference to Exhibit 10.35 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.33^‡	<u>Second Amendment to Product Development Agreement, dated as of February 20, 2017, by and between Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation (incorporated by reference to Exhibit 10.36 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.34^‡	<u>Third Amendment to Product Development Agreement, dated as of August 29, 2018, by and between Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation (incorporated by reference to Exhibit 10.37 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.35‡	<u>Fourth Amendment to Product Development Agreement, dated as of December 13, 2019, by and between Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation (incorporated by reference to Exhibit 10.38 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.36‡	<u>Fifth Amendment to Product Development Agreement, dated as of April 30, 2021, by and between Scilex Pharmaceuticals Inc., Oishi Koseido Co., Ltd. and Itochu Chemical Frontier Corporation (incorporated by reference to Exhibit 10.39 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.37^#‡	<u>Master Services Agreement — SP-102, dated as of January 27, 2017, by and between Semnur Pharmaceuticals, Inc. and Lifecore Biomedical, LLC (incorporated by reference to Exhibit 10.40 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on June 27, 2022).</u>

Exhibit	Description
10.38#‡	<u>Amendment No. 1 to Master Services Agreement, dated as of April 26, 2018, by and between Semnur Pharmaceuticals, Inc. and Lifecore Biomedical, LLC (incorporated by reference to Exhibit 10.41 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on June 27, 2022).</u>
10.39#‡	<u>Novation Agreement re Master Services Agreement, dated as of June 15, 2022, by and among Scilex Holding Company, Tulex Pharmaceuticals Inc. and Aardvark Therapeutics Inc. (incorporated by reference to Exhibit 10.42 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on June 27, 2022).</u>
10.40#‡	<u>Master Services Agreement, dated as of November 23, 2020, by and between Aardvark Therapeutics Inc. and Tulex Pharmaceuticals Inc. as assumed by Scilex Holding Company on May 12, 2022, as novated to Scilex Holding Company, pursuant to the Novation Agreement re Master Services Agreement, dated as of June 15, 2022, by and among Scilex Holding Company, Tulex Pharmaceuticals Inc. and Aardvark Therapeutics Inc. (incorporated by reference to Exhibit 10.43 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on June 27, 2022).</u>
10.41^#‡	<u>License and Commercialization Agreement, dated as of June 14, 2022, by and between Scilex Holding Company and RxOmeg Therapeutics LLC, a/k/a Romeg Therapeutics, LLC (incorporated by reference to Exhibit 10.44 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.42^‡	<u>Indenture, dated as of September 7, 2018, among Scilex Pharmaceuticals Inc., Sorrento Therapeutics, Inc. and U.S. Bank National Association, as trustee and collateral agent (incorporated by reference to Exhibit 10.45 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.43#‡	<u>Omnibus Amendment No. 1 to Indenture and Letter of Credit, dated as of October 1, 2019, among Scilex Pharmaceuticals Inc., Sorrento Therapeutics, Inc. and U.S. Bank National Association, as trustee and collateral agent, and the beneficial owners of the securities and the holders listed on the signature pages thereof (incorporated by reference to Exhibit 10.46 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.44^‡	<u>Omnibus Amendment No. 2 to Indenture and Letter of Credit, dated as of March 30, 2020, among Scilex Pharmaceuticals Inc., Sorrento Therapeutics, Inc. and U.S. Bank National Association, as trustee and collateral agent, and the beneficial owners of the securities and the holders listed on the signature pages thereof (incorporated by reference to Exhibit 10.47 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.45#‡	<u>Consent Under and Amendment No. 3 to Indenture and Letter of Credit, dated as of December 14, 2020, among Scilex Pharmaceuticals Inc., Sorrento Therapeutics, Inc. and U.S. Bank National Association, as trustee and collateral agent, and the beneficial owners of the securities and the holders listed on the signature pages thereof (incorporated by reference to Exhibit 10.48 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.46#‡	<u>Consent Under and Amendment No. 4 to Indenture, dated June 3, 2022, among Sorrento Therapeutics, Inc., Scilex Pharmaceuticals Inc., U.S. Bank Trust Company, National Association, as trustee and collateral agent, and the beneficial owners of the securities and the holders listed on the signature pages thereof (incorporated by reference to Exhibit 10.49 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.47#‡	<u>Collateral Agreement, dated as of September 7, 2018, by and between Scilex Pharmaceuticals Inc. and U.S. Bank National Association (incorporated by reference to Exhibit 10.50 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>

Exhibit	Description
10.48 [^] ‡	<u>Irrevocable Standby Letter of Credit, dated as of September 7, 2018, issued by Sorrento Therapeutics, Inc. in favor of Scilex Pharmaceuticals Inc. (incorporated by reference to Exhibit 10.51 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.49‡	<u>Subordinated Promissory Note, dated as of February 14, 2022, issued by Scilex Pharmaceuticals Inc. in favor of Sorrento Therapeutics, Inc. (incorporated by reference to Exhibit 10.52 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.50#‡	<u>Contribution and Loan Agreement, dated as of March 18, 2019, by and among Scilex Holding Company, Sorrento Therapeutics, Inc., the stockholders of Scilex Pharmaceuticals Inc. signatories thereto, and Scilex Pharmaceuticals Inc. (incorporated by reference to Exhibit 10.53 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.51‡	<u>Promissory Note, dated as of March 18, 2019, issued by Scilex Holding Company in favor of Sorrento Therapeutics, Inc. (incorporated by reference to Exhibit 10.54 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.52‡	<u>Intercompany Promissory Note, dated as of October 5, 2018, issued by Scilex Pharmaceuticals Inc. in favor of Sorrento Therapeutics, Inc. (incorporated by reference to Exhibit 10.55 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.53#‡	<u>Credit and Security Agreement, dated as of December 14, 2020, by and between Scilex Pharmaceuticals Inc. and CNH Finance Fund I, L.P. (incorporated by reference to Exhibit 10.56 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.54 [^] ‡	<u>Assignment Agreement, dated August 6, 2013, between Semnur Pharmaceuticals, Inc. and Shah Investor LP (incorporated by reference to Exhibit 10.57 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on June 27, 2022).</u>
10.55#‡	<u>Promissory Note, dated as of May 12, 2022, issued by Scilex Holding Company in favor of Sorrento Therapeutics, Inc. (incorporated by reference to Exhibit 10.58 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.56 [^] ‡	<u>Office Lease, dated as of August 8, 2019, by and between Scilex Pharmaceuticals Inc. and 960 San Antonio LLC (incorporated by reference to Exhibit 10.59 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.57 [^] ‡	<u>First Amendment to Office Lease, dated as of September 15, 2019, by and between Scilex Pharmaceuticals Inc. and 960 San Antonio LLC (incorporated by reference to Exhibit 10.60 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.58 [^] ‡	<u>Sublease Agreement, dated as of May 18, 2022, by and between Scilex Holding Company and Live Action, Inc. (incorporated by reference to Exhibit 10.61 to the amendment to Vickers's Form S-4 Registration Statement (File No. 333-264941) originally filed with the SEC on July 21, 2022).</u>
10.59‡	<u>Stockholder Agreement, dated as of September 12, 2022, between Vickers Vantage Corp. I and Sorrento Therapeutics, Inc.</u>
10.60#‡	<u>Contribution and Satisfaction of Indebtedness Agreement, dated as of September 12, 2022, by and among Sorrento Therapeutics, Inc., Scilex Holding Company and Scilex Pharmaceuticals, Inc.</u>

Exhibit	Description
10.61‡	Letter Agreement, dated October 17, 2022, between Scilex Holding Company and Sorrento Therapeutics, Inc.
10.62#‡	Warrant Transfer Agreement, dated October 17, 2022, by and among Sorrento Therapeutics, Inc., Vickers Venture Fund VI Pte Ltd., Vickers Venture Fund VI (Plan) Pte Ltd, and for the limited purposes set forth therein, Vickers Vantage Corp. I and Maxim Group LLC.
10.63#‡	Debt Contribution Agreement, dated October 17, 2022, by and among Vickers Vantage Corp. I, Vickers Venture Fund VI Pte Ltd and Vickers Venture Fund VI (Plan) Pte Ltd.
10.64‡	Letter Agreement, dated October 17, 2022, by and among Sorrento Therapeutics, Inc., Vickers Venture Fund VI Pte Ltd., Vickers Venture Fund VI (Plan) Pte Ltd, Vickers Vantage Corp. I and Maxim Group LLC.
21.1‡	List of Subsidiaries.
23.1‡	Consent of WithumSmith+Brown, PC, independent registered public accounting firm of Vickers Vantage Corp. I.
23.2‡	Consent of Ernst & Young LLP, independent registered public accounting firm of Scilex.
23.3‡	Consent of Deloitte & Touche LLP, former independent registered public accounting firm of Scilex.
23.4	Consent of Loeb & Loeb LLP (included in Exhibit 5.1 and 8.1).
24.1‡	Power of Attorney (included on signature page to this proxy statement/prospectus).
99.1‡	Consent of Henry Ji to be named as a director nominee.
99.2‡	Consent of Jaisim Shah to be named as a director nominee.
99.3‡	Consent of Tien-Li Lee to be named as a director nominee.
99.4‡	Consent of Laura J. Hamill to be named as a director nominee.
99.5‡	Consent of Dorman Followwill to be named as a director nominee.
99.6‡	Consent of David Lemus to be named as a director nominee.
99.7‡	Consent of Tommy Thompson to be named as a director nominee.
99.8	Form of Preliminary Proxy Card.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).
107‡	Filing Fee Table.

‡ Previously filed.

* Indicates management contract or compensatory plan or arrangement.

^ Certain identified information has been omitted pursuant to Item 601(b)(10) of Regulation S-K because such information is both (i) not material and (ii) information that the Registrant treats as private or confidential. The Registrant hereby undertakes to furnish supplemental copies of the unredacted exhibit upon request by the SEC.

Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601. The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

Item 22. Undertakings.

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material

information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (6) That prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to re-offerings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.
- (7) That every prospectus (i) that is filed pursuant to the paragraph immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Securities Act of 1933 and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Amendment No. 8 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on the 27th day of October, 2022.

Vickers Vantage Corp. I

By: /s/ Jeffrey Chi

Name: Jeffrey Chi
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey Chi</u>	Chairman and Chief Executive Officer (Principal Executive Officer)	October 27, 2022
<u>Jeffrey Chi</u>		
<u>/s/ Chris Ho</u>	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	October 27, 2022
<u>Chris Ho</u>		
<u>*</u>		
<u>Pei Wei Woo</u>	Director	October 27, 2022
<u>*</u>		
<u>Suneel Kaji</u>	Director	October 27, 2022
<u>*</u>		
<u>Steve Myint</u>	Director	October 27, 2022

*By: /s/ Jeffrey Chi

Jeffrey Chi
Attorney-in-fact



LOEB & LOEB LLP

345 Park Avenue

New York, NY 10154-1895

Main 212.407.4000

Fax 212.407.4990

October 27, 2022

Vickers Vantage Corp. I
 1 Harbourfront Avenue, #16-06
 Keppel Bay Tower, Singapore 098632
 Singapore

Re: Vickers Vantage Corp. I

Ladies and Gentlemen:

We have acted as United States securities counsel to Vickers Vantage Corp. I, a Cayman Islands exempted company (the “**Company**”) in connection with the Registration Statement on Form S-4 (File No. 333-264941) initially filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on May 13, 2022 under the Securities Act of 1933, as amended (the “**Act**”). Such Registration Statement as amended, or supplemented, is hereinafter referred to as the “**Registration Statement**”. The Company has entered into an Agreement and Plan of Merger, dated as of March 17, 2022, as amended, (the “**Merger Agreement**”) by and among the Company, Vantage Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of the Company (“**Merger Sub**”), and Scilex Holding Company, a Delaware corporation (“**Scilex**”). Pursuant to the Merger Agreement, Merger Sub will merge with and into Scilex, with Scilex continuing as the surviving entity and as a wholly-owned subsidiary of the Company (the “**Merger**”). Prior to the effective time of the Merger (the “**Effective Time**”), the Company will change its jurisdiction of incorporation to Delaware by discontinuing as an exempted company in the Cayman Islands and continuing and domesticating as a corporation incorporated under the laws of the State of Delaware (the “**Domestication**”).

To implement the Domestication, the Company will effect a deregistration under Article 206 of the Cayman Islands Companies Law and a domestication under Section 388 of the General Corporation Law of the State of Delaware (the “**DGCL**”) by filing a certificate of corporate domestication together with a certificate of incorporation with the Secretary of State of the State of Delaware. The Domestication is subject to the approval of the shareholders of the Company. We refer herein to the Company following effectiveness of the Domestication as “**New Scilex**.”

On the effective date of the Domestication, among other things, (i) all of the currently issued and outstanding ordinary shares, par value \$0.0001 per share, of the Company (the “**Ordinary Shares**”) will convert automatically by operation of law, on a one-for-one basis, into shares of Common Stock, par value \$0.0001 per share, of New Scilex (the “**Common Stock**”), (ii) each of the Company’s currently issued and outstanding warrants (the “**Warrants**”), issued pursuant to that certain Warrant Agreement, dated January 6, 2021, by and between the Company and Continental Stock Transfer & Trust Company (the “**Warrant Agreement**”), will automatically become by operation of law (and pursuant to Section 4.5 of the Warrant Agreement) warrants to acquire Common Stock (the “**New Scilex Warrants**”), and (iii) each outstanding unit of the Company consisting of one Ordinary Share and one-half of one Warrant will automatically become by operation of law one New Scilex unit consisting of one share of Common Stock and one-half of one New Scilex Warrant (the “**New Scilex Units**”).

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This opinion is being rendered in connection with the registration under the above-referenced Registration Statement of up to (i) 184,090,000 shares of Common Stock (the “**Shares**”) (consisting of (a) 17,250,000 shares issuable upon conversion of the 17,250,000 issued and outstanding Ordinary Shares into Common Stock (the “**Conversion Shares**”), (b) 13,740,000 shares of Common Stock issuable upon exercise of the New Scilex Warrants (the “**Warrant Shares**”), (c) up to 150,000,000 shares of Common Stock issuable as consideration to the holders of the issued and outstanding shares of common stock of Scilex pursuant to the Merger Agreement (the “**Merger Agreement Common Shares**”), and (d) 3,100,000 shares of Common Stock issuable to Sorrento Therapeutics, Inc. (“**Sorrento**”), the holder of the Scilex series A preferred stock, par value \$0.0001 per share pursuant to the Merger Agreement (the “**Sorrento Shares**”); (ii) 31,000,000 shares of series A preferred stock, par value \$0.0001 per share, of New Scilex issuable to Sorrento pursuant to the Merger Agreement (the “**New Scilex Preferred Shares**”); (iii) 13,740,000 New Scilex Warrants to purchase 13,740,000 shares of Common Stock, and (iv) 54,820 New Scilex Units.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinions set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon representations of certain officers of the Company.

Based upon the foregoing, we are of the opinion that:

1. Upon the effectiveness of the Domestication, the Conversion Shares, when issued, will be validly issued, fully paid and non-assessable.
 2. Upon the effectiveness of the Domestication, each issued and outstanding New Scilex Warrant will be a valid and binding agreement of New Scilex, enforceable against New Scilex in accordance with its terms..
 4. Upon the effectiveness of the Domestication, and following the exercise by holders of the New Scilex Warrants in accordance with the terms thereof and the payment in full of the exercise price for the Warrant Shares pursuant to the New Scilex Warrants, the Warrant Shares will be validly issued, fully paid and non-assessable.
 5. Upon the effectiveness of the Domestication, the New Scilex Units, when issued, will be validly issued, fully paid and non-assessable.
-

5. At the Effective Time, the Merger Agreement Common Shares and the Sorrento Shares will be validly issued, fully paid and non-assessable.

6. At the Effective Time, the New Scilex Preferred Shares will be validly issued, fully paid and non-assessable.

The opinion we express in paragraph 2, above, is based upon a review only of those laws, statutes, rules, ordinances and regulations which, in our experience, a securities lawyer who is a member of the bar of the State of New York and practicing before the Commission exercising customary professional diligence would reasonably recognize as being applicable to the foregoing transactions

The opinion set forth in paragraph 2, above, is subject to (i) the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar law relating to or affecting creditors' rights generally (including, without limitation, fraudulent conveyance laws) and (ii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless whether considered in a proceeding in equity or at law.

We express no opinion as to the enforceability of (i) provisions that relate to choice of law, forum selection or submission to jurisdiction (including, without limitation, any express or implied waiver of any objection to venue in any court or of any objection that a court is an inconvenient forum) to the extent that the validity, binding effect or enforceability of any such provision is to be determined by any court other than a state court of the State of New York or (ii) waivers by the Company of any statutory or constitutional rights or remedies. We draw your attention to the fact that, under certain circumstances, the enforceability of terms to the effect that provisions may not be waived or modified except in writing may be limited.

The opinions we express herein are limited to matters involving the internal laws of the State of New York and the applicable provisions of the DGCL. We express no opinion with respect to any other laws.



We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference made to us under the caption, "Legal Matters," in the Registration Statement and in the prospectus constituting a part of the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder or Item 509 of Regulation S-K promulgated under the Act.

Very truly yours,

/s/ Loeb & Loeb LLP

Loeb & Loeb LLP

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Vote by Internet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

VICKERS VANTAGE CORP. I

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on November 8, 2022.

**INTERNET –**
www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

**Vote at the Meeting –**

If you plan to attend the virtual online extraordinary general meeting, you will need your 12 digit control number to vote electronically at the extraordinary general meeting. To attend:

<https://www.cstproxy.com/vickersvantagecorp/sm2022>

**PLEASE DO NOT RETURN THE PROXY CARD
 IF YOU ARE VOTING ELECTRONICALLY.**



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
VICKERS VANTAGE CORP. I

The undersigned hereby appoints Jeffrey Chi or failing him Chris Ho as proxies (the "**Proxies**") and hereby authorizes them to represent and to vote, as designated on the reverse side, all ordinary shares of Vickers Vantage Corp. I ("**Vickers**") registered in the name of the undersigned on October 20, 2022, at the Extraordinary General Meeting of Shareholders ("**Extraordinary Meeting of Shareholders**") to be held at 10:00 a.m., Eastern Time, on Wednesday, November 9, 2022 at the Nasdaq World Headquarters located at 151 W. 42nd St., 10FL Einstein Executive Conference Room, New York, NY 10036, United States of America, and virtually via live webcast at **www.cstproxy.com/vickersvantagecorp/sm2022**, or any postponement or adjournment thereof. My Proxies shall be entitled to vote at his discretion on any resolution or motion properly put to the Extraordinary Meeting of Shareholders for which I have not indicated a vote, or to abstain.

The undersigned acknowledges receipt of the accompanying proxy statement.

THE SHARES REPRESENTED BY THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO SPECIFIC DIRECTION IS GIVEN AS TO THE PROPOSALS ON THE REVERSE SIDE, THIS PROXY WILL BE VOTED "FOR" EACH OF THE PROPOSALS PRESENTED TO THE SHAREHOLDERS. THIS PROXY WILL BE VOTED AT THE DISCRETION OF THE HOLDER OF THE PROXY ON ANY OTHER RESOLUTION OR MOTION PROPERLY PUT TO THE EXTRAORDINARY MEETING OF SHAREHOLDERS.

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY.
THIS PROXY REVOKES ALL PRIOR PROXIES FOR THE EXTRAORDINARY MEETING OF
SHAREHOLDERS GIVEN BY THE UNDERSIGNED.

THIS PROXY MUST BE RECEIVED PRIOR TO THE COMMENCEMENT OF THE EXTRAORDINARY MEETING OF SHAREHOLDERS, THAT IS TO SAY BY 10:00 AM, EASTERN TIME, ON WEDNESDAY, NOVEMBER 9, 2022 AT THE LATEST OR THE COMMENCEMENT OF ANY ADJOURNED EXTRAORDINARY MEETING OF SHAREHOLDERS. TELEPHONE AND INTERNET VOTING FACILITIES FOR VICKERS'S SHAREHOLDERS OF RECORD WILL BE AVAILABLE 24 HOURS A DAY UNTIL 11:59 P.M., EASTERN TIME, ON TUESDAY, NOVEMBER 8, 2022.

(Continued and to be marked, dated and signed on reverse side)

Important Notice Regarding the Availability of Proxy Materials for the General Meeting to be held on November 9, 2022:

This notice of extraordinary general meeting and the accompanying Proxy Statement are available at <https://www.cstproxy.com/vickersvantagecorpi/sm2022>

PROXY CARD

THIS PROXY WILL BE VOTED AS DIRECTED. IF NO DIRECTIONS ARE GIVEN, THIS PROXY WILL BE VOTED "FOR" PROPOSALS 1 THROUGH 10 BELOW. THE VICKERS'S BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH PROPOSAL.

Please mark your votes like this

Proposal 1—The Business Combination Proposal — **RESOLVED, AS AN ORDINARY RESOLUTION THAT** the transactions contemplated under the Agreement and Plan of Merger, dated as of March 17, 2022 (as it may be amended or restated from time to time, including by Amendment No. 1 to Agreement and Plan of Merger, dated as of September 12, 2022, (the "Merger Agreement Amendment"), the "Merger Agreement"), by and among Vickers, Vantage Merger Sub Inc., a Delaware corporation and wholly-owned subsidiary of Vickers ("Merger Sub"), and Scilex Holding Company, a Delaware corporation ("Scilex") and majority-owned subsidiary of Sorrento Therapeutics, Inc. ("Sorrento"), with Scilex surviving the merger (the "Business Combination"), copies of each of which are attached to this proxy statement/prospectus as Annex A-1 and Annex A-2, respectively, be and are hereby approved and adopted (such proposal, the "Business Combination Proposal"). The Business Combination Proposal is conditioned on the approval of the other Condition Precedent Proposals (as defined below).
FOR **AGAINST** **ABSTAIN**

Advisory Proposal F — to provide that from and after the Sorrento Trigger Event, stockholders will not be permitted to act by written consent in lieu of holding a meeting of stockholders; and
FOR **AGAINST** **ABSTAIN**
Advisory Proposal G — to change the post-Business Combination corporate name from "Vickers Vantage Corp. I" to "Scilex Holding Company," to make the post-Business Combination company's corporate existence perpetual and to eliminate provisions specific to its status as a blank check company."
FOR **AGAINST** **ABSTAIN**

Proposal 2—The Domestication Proposal — **RESOLVED, AS A SPECIAL RESOLUTION THAT** the change of the domicile of Vickers pursuant to a transfer by way of continuation of an exempted company out of the Cayman Islands and a domestication into the State of Delaware as a corporation, and the de-registration of Vickers in the Cayman Islands (the "Domestication") and the approval of the Proposed Charter and the Proposed Bylaws under Delaware law of Vickers, in each case, prior to the Effective Time, be and are hereby approved and adopted (such proposal, the "Domestication Proposal"). The Domestication Proposal is conditioned on the approval of the other Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Proposal 6—The Director Election Proposal — **RESOLVED, AS AN ORDINARY RESOLUTION THAT**, effective as of the consummation of the Business Combination, Jaisim Shah, Henry Ji, Ph.D., Dorman Followwill, Laura J. Hamill, Tien-Li Lee, M.D., David Lemus, and Tommy Thompson, be and are hereby elected as directors and serve on the New Scilex Board until the expiration of their respective terms and until their respective successors are duly elected and qualified (such proposal, the "Director Election Proposal"). The Director Election Proposal is conditioned on the approval of the other Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Proposal 3—The Charter Approval Proposal — **RESOLVED, AS A SPECIAL RESOLUTION THAT**, in connection with the Domestication, the replacement of the Current Charter with the proposed certificate of incorporation of Vickers, in the form attached to this proxy statement/prospectus as Annex B, to be effective immediately following the completion of the Domestication and prior to the Effective Time, be and is hereby approved and adopted (such proposal, the "Charter Approval Proposal"). The Charter Approval Proposal is conditioned on the approval of the other Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Proposal 7—The Stock Plan Proposal — **RESOLVED, AS AN ORDINARY RESOLUTION THAT** the Scilex Holding Company 2022 Equity Incentive Plan (the "Equity Incentive Plan"), a copy of which is attached to this proxy statement/prospectus as Annex D, to be effective upon the consummation of the Business Combination, be and is hereby approved and adopted (such proposal, the "Stock Plan Proposal"). The Stock Plan Proposal is conditioned on the approval of the other Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Proposal 4—The Bylaws Approval Proposal — **RESOLVED, AS A SPECIAL RESOLUTION THAT**, in connection with the Business Combination, the bylaws, in the form attached to this proxy statement/prospectus as Annex C, to be effective immediately following the completion of the Domestication and prior to the Effective Time, be and are hereby approved and adopted (such proposal, the "Bylaws Approval Proposal"). The Bylaws Approval Proposal is conditioned on the approval of the other Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Proposal 8—The ESPP Proposal — **RESOLVED, AS AN ORDINARY RESOLUTION THAT** the Scilex Holding Company 2022 Employee Stock Purchase Plan (the "ESPP"), a copy of which is attached to this proxy statement/prospectus as Annex E, to be effective upon consummation of the Business Combination, be and is hereby approved and adopted (such proposal, the "ESPP Proposal"). The ESPP Proposal is conditioned on the approval of the other Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Proposal 5—The Advisory Governance Proposals — **RESOLVED, AS AN ORDINARY RESOLUTION THAT ON A NON-BINDING ADVISORY BASIS**, certain governance provisions contained in the Proposed Charter, being presented in accordance with the requirements of the U.S. Securities and Exchange Commission as seven separate sub-proposals, be and are hereby approved and adopted (collectively, the "Advisory Governance Proposals"), none of which are conditioned on any Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Proposal 9—The Nasdaq Proposal — **RESOLVED, AS AN ORDINARY RESOLUTION THAT**, for purposes of complying with Nasdaq Listing Rule 5635(a) and (b), the issuance of more than 20% of the issued and outstanding Vickers Ordinary Shares and the resulting change in control in connection with the Business Combination, be and are hereby approved and adopted (such proposal, the "Nasdaq Proposal"). The Nasdaq Proposal is conditioned on the approval of the other Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Advisory Proposal A — to increase the total number of authorized shares of all classes of capital stock to 785,000,000 shares, consisting of 740,000,000 authorized shares of common stock and 45,000,000 authorized shares of preferred stock;
FOR **AGAINST** **ABSTAIN**

Proposal 10—The Adjournment Proposal — **RESOLVED, AS AN ORDINARY RESOLUTION THAT** the adjournment of the Meeting by the chairman thereof to a later date, if necessary, under certain circumstances, including for the purpose of soliciting additional proxies in favor of the Business Combination Proposal, the Domestication Proposal, the Charter Approval Proposal, the Bylaws Approval Proposal, the Advisory Governance Proposals, the Director Election Proposal, the Stock Plan Proposal, the ESPP Proposal and the Nasdaq Proposal (together the "Condition Precedent Proposals"), in the event Vickers does not receive the requisite shareholder vote to approve the foregoing proposals, be and is hereby approved (such proposal, the "Adjournment Proposal"). The Adjournment Proposal is not conditioned on the approval of any of the Condition Precedent Proposals.
FOR **AGAINST** **ABSTAIN**

Advisory Proposal B — to provide that subject to the rights of any holders of preferred stock to elect directors, the number of directors that shall constitute the New Scilex Board shall be as determined from time to time exclusively by the New Scilex Board, except that until such time as the Sorrento Trigger Event occurs, the stockholders of New Scilex shall be permitted to fix the number of directors;
FOR **AGAINST** **ABSTAIN**

To change the address on your account, please check the box and indicate your new address in the address space provided below

Advisory Proposal C — to require the removal of any director be only for cause and by the affirmative vote of at least 66 2/3% of the voting power of all then-outstanding shares of stock of New Scilex entitled to vote thereon, voting together as a single class, from and after the Sorrento Trigger Event (and prior to such event, by the affirmative vote of the holders of a majority in voting power of the then-outstanding shares of stock of New Scilex entitled to vote generally in the election of such directors);
FOR **AGAINST** **ABSTAIN**

IMPORTANT: PLEASE MARK, SIGN, DATE AND MAIL THIS PROXY CARD PROMPTLY AND IN ANY EVENT SO AS TO BE RECEIVED PRIOR TO THE COMMENCEMENT OF THE EXTRAORDINARY MEETING OF SHAREHOLDERS, THAT IS TO SAY BY 10:00 AM, EASTERN TIME, ON WEDNESDAY, NOVEMBER 9, 2022 AT THE LATEST OR THE COMMENCEMENT OF ANY ADJOURNED EXTRAORDINARY MEETING OF SHAREHOLDERS. TELEPHONE AND INTERNET VOTING FACILITIES FOR VICKERS'S SHAREHOLDERS OF RECORD WILL BE AVAILABLE 24 HOURS A DAY UNTIL 11:59 P.M., EASTERN TIME, ON TUESDAY, NOVEMBER 8, 2022.

Advisory Proposal D — to provide that from and after the Sorrento Trigger Event, the alteration, amendment or repeal of certain provisions of the Proposed Charter will require the affirmative vote of the holders of at least 66 2/3% of the voting power of the then-outstanding shares of stock entitled to vote thereon, voting together as a single class;
FOR **AGAINST** **ABSTAIN**

Advisory Proposal E — to provide that from and after the Sorrento Trigger Event, the alteration, amendment or repeal of the Proposed Bylaws will require the affirmative vote of the holders of at least 66 2/3% of the voting power of the then-outstanding shares of stock entitled to vote thereon, voting together as a single class;
FOR **AGAINST** **ABSTAIN**

CONTROL NUMBER

Signature _____ Signature, if held jointly _____ Date _____, 2022
 Note: In the case of joint holders any one of the joint holders may sign a proxy to vote. If more than one of the joint holders appoints a proxy (or representative) for the Extraordinary Meeting of Shareholders, the votes of the senior holder will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company. When signing as an executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If the signer is a partnership, please sign in partnership name by authorized person.