



Therapix Biosciences Ltd.

Quarterly Report

2nd Quarter | 2015



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As of the Report Date, Therapix Biosciences Ltd. ("the Company") is a "small corporation" in accordance with the conditions stipulated in Regulation 5c to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970 ("the Regulations"). According to the decision of the Company's Board, the Company adopts and applies (to the extent that such application is relevant or irrelevant to the Company) several exemptions prescribed in the Regulations as follows:

1. Increasing the materiality threshold in connection with the attachment of valuations to 20%¹;
2. Increasing the minimum requirement for attachment of financial statements of material associates to interim financial statements to 40% (the materiality threshold for attaching annual financial statements is (remains) 20%²;
3. Exemption from adopting the provisions of the Second Addendum to the Regulations regarding (details of the exposure to market risks and their management (the Galai Report))³;
4. Cancelling the duty to issue a report on internal control and an auditors' report on internal control thereby allowing the Company to attach only letters of representation that are limited in scope⁴.

¹ Regulation 5d(b)(1) to the Regulations. Pursuant to the ISA Staff legal resolution SLB 105-23, as updated on March 13, 2014 and July 16, 2014, regarding parameters for testing the materiality of valuations, "**a very material valuation in a small corporation**" is defined as a valuation:

- (a) whose subject matter represents at least 20% of the Company's total assets; or
- (b) whose effect of the change in value on the net income or comprehensive income, as applicable, represents at least 20% of total net income or comprehensive income, respectively, and the effect of said change represents at least 10% of the Corporation's equity.

² Regulation 5d(b)(2) to the Regulations.

³ Regulation 5d(b)(3) to the Regulations.

⁴ Regulation 5d(b)(4) to the Regulations.

Therapix Biosciences Ltd.

Chapter A - Update to the Chapter of Description of the Corporation's Business in the Periodic Report for 2014⁵ of Therapix Biosciences Ltd.⁶

("the Annual Report" and "the Company", respectively)

1. Update to section 1 (the Corporation's activities and description of its business development) in Chapter A to the Annual Report

- 1.1 The Company's business strategy focuses on cannabinoids - in keeping with the Company's business strategy, as discussed in the Periodic Report for the first quarter of 2014, for identifying and investing in promising bio-pharma technologies⁷, effective from August 2015, the Company decided to focus on developing approved drugs based on cannabinoid molecules. The Company intends to concentrate its business activity on creating and enhancing a portfolio of technologies and assets based on cannabinoid therapeutics⁸, in keeping with several other projects which the Company has already chosen to undertake in this area⁹. Therefore, as of the Report Date, the Company is looking to promote a program for developing a cannabinoid-based medical product with an indication for Tourette syndrome (by itself and/or through collaborating with third parties), using the entourage effect technology which is licensed by the Company, and also continues to explore a different technology with an indication for cognitive impairment (including Alzheimer's).¹⁰ In addition, the Company is taking measures to identify potential business development collaboration, strategic investment or other transaction underlying its Anti CD3 technology which is not at the center of the Company's operational focus.

⁵ The Company's periodic report for 2014 as published on the TASE's website (the magna) on March 31, 2015 (TASE reference: 2015-01-069427) ("the Annual Report").

⁶ The update has been prepared in conformity with Regulation 39a to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970 and consists of all material developments or changes in the Company's business that occurred in the interim period through the date of this update, regarding all matters that require disclosure in the Annual Report (which was not provided).

⁷ See more details of the change in the Company's business strategy effective from March 2014 in section 1 to Chapter A (Description of the Corporation's Business) to the Annual Report.

⁸ Cannabinoids are a diverse group of chemical compounds that operate on specific receptors in the body (CB1 and CB2). This family includes molecules that are derived from the cannabis plant (phytocannabinoids) (the most known ones being THC and CBD) and molecules that are naturally produced in the human and animal body (endocannabinoids) (such as AEA and 2-AG). Dozens of molecules have been identified as part of the cannabinoid family. Cannabinoids participate in a large number of physiological processes and are used for treating a wide range of medical conditions. See more information in section 8 to Chapter A (Description of the Corporation's Business) to the Annual Report.

⁹ See details of the Company's existing projects in this area as of the Report Date in sections 19.1 and 19.2 to the Annual Report, section 5/1 to Chapter A (Description of the Corporation's Business) to the Interim Report for the first quarter of 2015 of May 20, 2015 (TASE reference: 2015-01-024525) and the Company's immediate report of June 28, 2015 (TASE reference: 2015-01-057522).

¹⁰ See the Company's immediate report of June 28, 2015 (TASE reference: 2015-01-057522).

2. **Update to section 3 (the investments in the Company's capital and transactions in its shares) in Chapter A to the Annual Report**

2.1 Private placement to three private Israeli investors

According to a private placement agreement of November 2014 for the investment of three separate private investors in an aggregate of NIS 0.65 million, on December 21, 2014, the Company issued 1,300,000 Ordinary shares of the Company and 2,600,000 options of the Company to said investors at a price of NIS 0.5 per share and an exercise price of NIS 0.5 per option that vests immediately and NIS 0.65 per contingent option allocated according to the investment agreement¹¹. 1,300,000 options that vest immediately were exercised by the investors in consideration of an overall exercise price of NIS 650 thousand¹². The exercise of the remaining 1,300,000 contingent options will be allowed, based on their terms, until December 16, 2015.

2.2 Private placement to two private Israeli investors

According to a private placement agreement of February 2015 for the investment of two separate private investors in an aggregate of NIS 0.25 million, on March 15, 2015, the Company issued 500,000 Ordinary shares of the Company and 1,000,000 options of the Company to two private investors at a price of NIS 0.5 per share and an exercise price of NIS 0.65 per option that vests immediately and NIS 1.10 per contingent option allocated according to the investment agreement¹³. The options that vest immediately were not exercised and expired on May 10, 2015 and accordingly, the remaining contingent options also expired.¹⁴

¹¹ For details, see the Company's immediate report of December 21, 2014 (TASE reference: 2014-01-226122) and an immediate report on the extension of the vesting date of the options that vest immediately of March 15, 2015 (TASE reference: 2015-01-050608). For details of the exercise of the options that vest immediately see the Company's immediate reports of June 7, 2015 (TASE reference: 2015-01-042411) and June 14, 2015 (TASE reference: 2015-01-047439).

¹² For details, see the Company's immediate reports of March 15, 2015 (TASE reference: 2015-01-050605) and May 18, 2015 (TASE reference: 2015-01-022104).

¹³ For details, see the Company's irregular private placement report of February 19, 2015 (TASE reference: 2015-01-035320) and an (amended) report of February 25, 2015 (TASE reference: 2015-01-038902) and the Company's immediate reports of March 15, 2015 (TASE references: 2015-01-051154 and 2015-01-051157). These investments were made following former investments in the Company in November 2014 by other private investors (other than one identical investor). See details of these investments in the Company's private placement report of November 25, 2014 (TASE reference: 2014-01-204558).

¹⁴ See the Company's immediate report of May 10, 2015 (TASE reference: 2015-01-016461).

2.3 Private placement to private Israeli investor

According to a private placement agreement of late March 2015, on April 29, 2015, a private investor completed his investment in the Company's share capital (in the context of a private placement) in a total of approximately NIS 2.2 million in return for 4,400,000 Ordinary shares of the Company at a price of NIS 0.5 per share¹⁵.

2.4 Private placement to Dekel Pharmaceuticals Ltd. ("Dekel")

According to the license agreement (as discussed in section 4.1 below), the Company offered Dekel 3,876,000 options that vest immediately at a price of NIS 0.5 per option to be exercised by November 19, 2015 and 11,926,154 contingent options at a price of NIS 0.65 per option to be exercised by November 19, 2016.¹⁶

2.5 Listing the ADRs for trade in the United States

As part of the Company's plan to enhance the accessibility of foreign investors to the Company's activities and in keeping with its new business strategy, in early October 2014, the Company completed the process of listing its Level 1 ADRs on the OTCQB in the US. As of the Report Date, each ADR is comprised of 20 Ordinary shares of the Company which are traded OTC in the US under the symbol of THXBY¹⁷.

2.6 On May 10, 2015, the Company's listed stock options (series 4) expired.¹⁸

¹⁵ For details, see the Company's immediate reports of March 30, 2015 (TASE reference: 2015-01-065656), April 7, 2015 (TASE references: 2015-01-075517 and 2015-01-002034) and April 29, 2015 (TASE reference: 2015-01-008361).

¹⁶ See details in the Company's immediate report of August 19, 2015 (TASE reference: 2015-01-100422).

¹⁷ See the Company's immediate reports of May 28, 2014 (TASE reference: 2014-01-075777) and July 20, 2014 (TASE reference: 2014-01-117225). See also link to the OTCQB's website at <http://www.otcm Markets.com/stock/THXBY/quote>.

¹⁸ See the Company's immediate reports of April 12, 2015 (TASE reference: 2015-01-076618) And May 10, 2015 (TASE reference: 2015-01-016461).

3. Update to section 14 (human capital) in Chapter A to the Annual Report

- 3.1 On April 2, 2015, the Company announced the appointment and terms of employment of a new CFO in the Company effective from April 1, 2015 as well as a share-based payment of 400,000 options to the new CFO based on the resolution of the Company's Board of Directors and Compensation Committee¹⁹.
- 3.2 On April 5, 2015, the Company reported that it was agreed with the Company's CEO that he will conclude his service as the Company's CEO effective from June 1, 2015²⁰. The service terms of the retiring CEO were approved in the Company's general meeting of June 10, 2015²¹. On May 21, 2015, the Company's CFO, CPA Jonathan Berger, was appointed as the Company's CEO in addition to serving as CFO, with no change in his existing service terms²².
- 3.3 On May 20, 2015, the Company's Board of Directors approved the allocation of options to the CFO (on the date of approval), the allocation of 140,000 options to the VP of Business Development and Strategy and the allocation of 126,000 options to the Company's advisors. On August 19, 2015, the TASE approved the allocation of the options to the above two officers.

The Board of Directors also approved the allocation of 100,000 options to two members of the Company's Board based on a master plan to grant options to directors and, among others, approved the grant of 250,000 options to the Chairman of the Board, all subject to the approvals of the qualified entities in the Company and the approval of the TASE for listing the securities²³.

- 3.4 In the Company's general meeting of June 10, 2015, the appointment and service terms of three additional directors on the Company's Board were approved, of whom two ordinary directors (Mr. Ahmed Alimi and Mr. Michael Jesselson) and an independent director (Mrs. Yafit Stark). The general meeting also approved the grant of letters of indemnity and quittance to the acting directors under the Company's standard format, the service terms of the retiring CEO and a master agreement for a period of three years for the Company's occasional engagements with the insurance company for the purchase of directors' and officers' liability insurance policies²⁴.

¹⁹ See the Company's immediate report of April 2, 2015 (TASE reference: 2015-01-072625).

²⁰ See the Company's immediate report of April 5, 2015 (TASE reference: 2015-01-074647).

²¹ For the main details of the retiring CEO's service terms, see Appendix D to the Company's meeting notice report of April 21, 2015 (TASE reference: 2015-01-003756), as amended on April 30, 2015 (TASE reference: 2015-01-009876).

²² See an immediate report of the appointment of a senior officer of May 21, 2015 (TASE reference: 2015-01-024537).

²³ See more information in the Company's immediate report of May 21, 2015 (TASE reference: 2015-01-024534) and private placement reports of June 14, 2015 (TASE reference: 2015-01-047778) and an amendment of August 13, 2015 (TASE reference: 2015-01-096639). The Company intends to bring the grant of the options to the Chairman of the Board and to the two members of the Board to the approval of the general meeting of shareholders.

²⁴ See an immediate report of the general meeting results (including the approval of the Dekel transaction) of June 10, 2015 (TASE reference: 2015-01-045570).

4. The Company's Board decided to establish a Board Research and Development Committee (Preclinical and Clinical Trials) whose members will include the Company's executive officers and directors²⁵.

5. **Update to section 18 (material agreements) in Chapter A to the Annual Report**

5.1 **License agreement regarding the entourage effect technology**²⁶

On January 11, 2015, the Company's Board approved the signing of a binding term sheet with Dekel Pharmaceuticals Ltd. ("**Dekel**", collectively with the Company - "**the parties**"). The term sheet provides the principles of a final and specific agreement for licensing Dekel's technology and IP including an option for Dekel to invest in the Company (by itself and/or through others) ("**the approved outline**" and "**the license agreement**", respectively). The license agreement consists of a combined outline which sets forth terms for licensing Dekel's technology (the entourage effect) and for Dekel's capital investment in the Company (by itself and/or through others). The purpose of the license agreement is to allow the Company to develop Dekel's technology and simultaneously raise the capital it needs²⁷. The term sheet, the approved outline and the final license agreement with Dekel were all presented to the approval of the general meeting of the Company's shareholders which approved the engagement and all the commercial terms included in the license agreement on June 10, 2015. On August 19, 2015, the entire suspending conditions underlying the license agreement were met and it became effective²⁸.

²⁵ See the Company's immediate report of June 16, 2015 (TASE reference: 2015-01-097044).

²⁶ See the Company's report of April 21, 2015 (TASE reference: 2015-01-003744) and the meeting notice report amended on April 30, 2015 (TASE reference: 2015-01-009879). See supplementary information of the license agreement in a supplementary report to the transaction report and the Company's meeting notice report of June 2, 2015 (TASE reference: 2015-01-038487). See details of the results of the general meeting, which also approved the Dekel license transaction, in an immediate report of the results of the general meeting for the approval a transaction with the controlling shareholder of June 10, 2015 (TASE reference: 2015-01-045570). It should be clarified that as of the Report Date, the TASE's approval for the allocation of the securities based on the license agreement has not yet been obtained and therefore the suspending conditions underlying the completion of said engagement have not yet been met. The Company is taking steps to obtain the TASE's approval as soon as possible. Once the TASE's approval is obtained, the Company will report the completion of the engagement and allocate the securities to Dekel as stated above.

²⁷ See more details of the approved outline and the binding term sheet in the Company's immediate report of January 12, 2015 (TASE reference: 2015-01-010099) and in section 19.2 to Chapter A to the Annual Report.

²⁸ See the Company's immediate report of August 19, 2015 (TASE reference: 2015-01-100422).

5.2 Term sheet regarding the cognitive impairment technology (including for AD)²⁹

On June 25, 2015, the Company entered into a non-binding term sheet ("**the term sheet**") with Ramot at Tel-Aviv University Ltd., the Tel-Aviv University's technology transfer company ("**Ramot**", collectively with the Company - "**the parties**"), which outlines the principles for signing a final specific and binding R&D agreement between the parties ("**the agreement**"). The agreement consists of the research and licensing by the Company of Ramot's technology for using THC cannabinoids in very low doses for treating cognitive impairment, including for Alzheimer's disease ("**the technology**" and "**the research project**", respectively). The technology is based on the research lab work done by Prof. Joseph Serna of the Sackler Medical School at Tel-Aviv University who will also serve as the project's chief researcher. According to the term sheet, the agreement will include an agreed research program that will span 12 months from the date of signing the agreement (or any other period as agreed upon between the parties) and will also consist of the grant of a license for the technology, including the yields of the research project, for the purposes of development, production, use, commercialization and sale of products based on the technology by the Company or anyone on its behalf. The project products, including the jointly developed IP underlying the research project, will be co-owned by the parties. As of the Report Date, the parties are still holding negotiations for a final license agreement simultaneously with the Company's due diligence study on the technology.

²⁹

See more details in the Company's immediate report of June 28, 2015 (TASE reference: 2015-01-057522).

5.3 Investment agreement in LaraPharm Ltd.

In keeping with the investment agreement signed on June 15, 2014 (and its amendments) between the Company and LaraPharm Ltd. ("**LaraPharm**"), which develops a synthesized formulation that is based on cannabinoids, and in keeping with recent negotiations held between the Company and LaraPharm's management, on August 13, 2015, the latter informed the Company of the unilateral cancellation of the agreement, among others alleging that the Company has no intention of investing more funds in LaraPharm. It should be clarified that the Company has no commitment to invest additional funds in LaraPharm, unless certain conditions and/or milestones that are defined in the investment agreement are met, but it opposes the unilateral cancellation of the agreement and has officially made its position clear to LaraPharm. As of the Report Date, the Company holds shares of LaraPharm³⁰ and a director on its behalf serves on LaraPharm's board of directors. LaraPharm's cancellation announcement follows a series of meetings initiated by the Company and held with LaraPharm's management in an attempt to promote LaraPharm's R&D activity on the backdrop of the apparent stalemate in the formulation of LaraPharm's product. The Company estimates that the cancellation of the agreement will not have a material impact on the Company and/or its activities from any perspective (accounting, business or otherwise). The carrying amount of LaraPharm in the Company's books, which is calculated using the equity method of accounting, is immaterial³¹. The unilateral cancellation of the agreement (to which, as discussed above, the Company is strongly opposed) is not expected to have a material impact on maintaining the Company's normal and ongoing business activities or on sustaining its R&D activities in connection with cannabinoid-based medical products given that the Company has various effective alternatives for the continued development of improved cannabinoid-based therapeutics and products that are not based on LaraPharm's technology. The Company will continue to take steps to protect its material interests in LaraPharm, including protecting its legal rights pursuant to the agreement and its investment in LaraPharm³².

³⁰ Representing as of the Report Date about 48% of LaraPharm's issued and outstanding share capital. According to the agreement, LaraPharm has the right to reduce the Company's interests pro rata to the investment amounts transferred to it so that as of the Report Date, insofar as LaraPharm exercises this right, the Company's interests will be reduced to 11% only.

³¹ LaraPharm's carrying amount in the Company's books as of March 31, 2015 (unaudited) was approximately NIS 73 thousand and as of June 30, 2015 (unaudited) is NIS 0 thousand.

³² It should be noted that as of the Report Date, the Company has invested a total of approximately \$ 250 thousand in LaraPharm.

Forward-looking information warning - the Company's information and evaluations discussed above in connection with the implications of the agreement's cancellation announcement, the ability to retain the Company's material interests according to the agreement, the use of other options available to the Company for offering improved cannabinoid-based drugs, the Company's ability to continue to expand its technology portfolio in its area of operation and the R&D activity in this area, including forecasts, dates, evaluations and/or plans of the Company in connection therewith, all represent forward-looking information, as this term is defined in the Securities Law, 1968, which involves a great degree of uncertainty and is based, among others, on outside factors and numerous variables which are not necessarily under the Company's control and therefore, the Company's evaluations and expectations as above might not materialize in practice and/or might not materialize in full and/or might materialize in a manner that is materially different from that originally evaluated or anticipated. Among the factors that are liable to cause the Company's information and evaluations not to materialize as expected we should mention failure to identify technologies and/or complete engagements with other factors for the development of improved products, as discussed above, failure to protect the Company's interests according to the agreement (including by applying to courts of law) and the realization of any of the risk factors detailed in section 23 to Chapter A (Description of the Corporation's Business) to the Annual Report.

Therapix Biosciences Ltd.

Date: August 30, 2015

Names of signatories and their positions:

Dr. Asher Shmulewitz
CPA Jonathan Berger

Chairman of the Board
CEO and CFO

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Therapix Biosciences Ltd.

CHAPTER B - BOARD OF DIRECTORS' INTERIM REPORT ON THE STATE OF THE CORPORATION'S AFFAIRS

The Company's Board of Directors is hereby pleased to present the Board's report on the state of affairs of Therapix Biosciences Ltd. (collectively with its subsidiaries - "**the Company**" or "**Therapix**") as of June 30, 2015 and for the six and three month periods then ended ("**the Report Date**" and "**the Interim Period**", respectively), prepared in conformity with the Israeli Securities Regulations (Periodic and Immediate Reports), 1970 ("**the Board of Directors' Interim Report**" and "**the Report Regulations**", respectively). The Board of Directors' Interim Report is attached to the interim consolidated financial statements ("**the Interim Financial Statements**") under the assumption that the readers of this report also have at their disposal the Interim Financial Statements. The financial data from the Interim Financial Statements attributable to the Company itself on a stand-alone basis are also attached to this report ("**the Stand-alone Interim Financial Statements**"; collectively with the Interim Financial Statements, as applicable - "**the Financial Statements**").

a. **The Board's explanations for the state of the Company's affairs, operating results, equity and cash flows**

1. **General**

1.1 Effective from the second quarter of 2014, the Company has been focusing on identifying and investing in promising bio-pharma technologies. As of the Report Date, the Company continues to focus on creating a portfolio of technologies and assets based on cannabinoid therapeutics in keeping with several other projects which the Company has chosen to undertake in this area.

2. **The financial position**

The Company's auditors draw attention to the matter discussed in Note 1c to the Interim Financial Statements according to which in the six months ended June 30, 2015, the Company incurred losses of NIS 3,154 thousand and has negative cash flows from operating activities totaling NIS 2,656 thousand. These factors, along with other factors specified in this note, raise substantial doubt about the Company's ability to continue as a going concern. The Interim Financial Statements do not include any adjustments to the carrying amounts and classifications of assets and liabilities that would result if the Company was unable to continue as a going concern.

The Company's condensed consolidated balance sheets in NIS in thousands

	June 30, 2015	December 31, 2014
	Unaudited	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	1,032	614
Restricted cash	44	44
Accounts receivable	204	102
	1,280	760
NON-CURRENT ASSETS:		
Investment in investee	-	187
Property, plant and equipment	33	70
	33	257
Total assets	1,313	1,017
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Trade payables	1,162	1,182
Other accounts payable	257	132
	1,419	1,314
NON-CURRENT LIABILITIES:		
Government grants	172	156
	172	156
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT:		
Share capital	2,462	1,841
Share premium	87,562	80,460
Capital reserve from share-based payment transactions	15,462	15,215
Warrants	330	4,981
Capital reserve from translation of financial statements of foreign operation	20	10
Capital reserve from transactions with non-controlling interests	941	941
Accumulated deficit	(106,707)	(103,591)
	70	(143)
Non-controlling interests	(348)	(310)
Total equity deficit	(278)	(453)
Total liabilities and equity	1,313	1,017

2.1 Current assets

Cash and cash equivalents as of June 30, 2015 amounted to NIS 1,032 thousand compared to NIS 614 thousand as of December 31, 2014. The increase mainly arises from the issuance of shares and options totaling approximately NIS 3,094 thousand, offset by amounts totaling approximately NIS 2,656 thousand used in the Company's operating activities in the Reporting Period.

The balance of restricted cash as of June 30, 2015 amounted to NIS 44 thousand, similarly to December 31, 2014. The restricted deposit arises from the lease of the Company's offices.

Accounts receivable as of June 30, 2015 amounted to NIS 204 thousand compared to NIS 102 thousand as of December 31, 2014.

Total current assets as of June 30, 2015 amounted to NIS 1,280 thousand compared to NIS 760 thousand as of December 31, 2014. The change mainly derives from the increase in the cash balance as discussed above.

2.2 Non-current assets

As of June 30, 2015, the carrying amount of the investment in Lara-Pharm Ltd. was written off, as opposed to an investment of approximately NIS 187 thousand as of December 31, 2014. The decrease in the carrying amount of the investment which is accounted for at equity arises from losses incurred by Lara-Pharm in the Reporting Period and the write-off of approximately NIS 32 thousand due to the stalemate in LaraPharm's development activity.

Property, plant and equipment, net as of June 30, 2015 amounted to NIS 43 thousand compared to NIS 70 thousand as of December 31, 2014. The decrease is mainly a result of the sale of assets and their derecognition and the depreciation for the period.

Total non-current assets as of June 30, 2015 amounted to NIS 33 thousand compared to NIS 257 thousand as of December 31, 2014 arising, as discussed above, from the depreciation of property, plant and equipment, the derecognition of assets and the write-off of the investment in LaraPharm.

2.3 Current liabilities

Trade payables as of June 30, 2015 amounted to NIS 1,162 thousand compared to NIS 1,182 thousand as of December 31, 2014.

Other accounts payable as of June 30, 2015 amounted to NIS 257 thousand compared to NIS 132 thousand as of December 31, 2014. The increase is mainly a result of the added manpower in the Reporting Period and the accumulation of vacation days.

The balance of current liabilities as of June 30, 2015 amounted to NIS 1,419 thousand compared to NIS 1,314 thousand as of December 31, 2014. The increase is mainly due to the increase in other accounts payable as described above.

2.4 Non-current liabilities

Liabilities in respect of Government grants as of June 30, 2015 amounted to NIS 172 thousand compared to NIS 156 thousand as of December 31, 2014. The balance represents the fair value of the loans received from the Chief Scientist for the Anti CD3 project.

2.5 Equity

The Company's equity deficit as of June 30, 2015 amounted to NIS 278 thousand compared to equity deficit of NIS 453 thousand as of December 31, 2014. The decrease in equity deficit mainly stems from the loss in the Reporting Period offset by the issuance of shares and options.

3. Operating results (developments in profit and loss items)

The Company's consolidated statements of comprehensive income in NIS in thousands:

	Six months ended June 30,		Three months ended June 30,	
	2015	2014	2015	2014
Research and development expenses, net	(477)	(1,134)	(247)	(488)
General and administrative expenses	(2,456)	(2,485)	(1,304)	(1,273)
	(2,933)	(3,619)	(1,551)	(1,761)
Other income (expenses)	(19)	33	-	33
Operating loss	(2,952)	(3,586)	(1,551)	(1,728)
Financial income	-	392	12	66
Financial expenses	(5)	(44)	-	(39)
Group's share of losses of company accounted for at equity	(197)	-	(88)	-
Loss and total comprehensive loss	<u>(3,154)</u>	<u>(3,238)</u>	<u>(1,627)</u>	<u>(1,701)</u>
Attributable to:				
Equity holders of the parent	(3,166)	(3,218)	(1,611)	(1,656)
Non-controlling interests	(38)	(20)	(16)	(45)
	<u>(3,154)</u>	<u>(3,238)</u>	<u>(1,627)</u>	<u>(1,701)</u>

Analysis of the operating results

The Company is the development stage and does not generate any sales.

3.1 Research and development expenses

In the three months ended June 30, 2015, research and development expenses amounted to NIS 247 thousand compared to NIS 488 thousand in the corresponding period of last year. The Company's research and development expenses consist of wages, subcontractors, patents, etc. which are used in the Company's research and development activity in all its projects as detailed above. The decrease is mainly a result of cuts made in the Company's work plans and employee downsizing.

3.2 General and administrative expenses

In the three months ended June 30, 2015, general and administrative expenses amounted to NIS 1,294 thousand compared to NIS 1,273 thousand in the corresponding period of last year. The Company's general and administrative expenses consist of wages, professional services, office lease expenses etc.

3.3 Other income and expenses

In the three months ended June 30, 2015, there were no other expenses compared to other expenses in the corresponding period of last year which amounted to NIS 33 thousand.

3.4 Operating loss

In the three months ended June 30, 2015, operating loss amounted to NIS 1,551 thousand compared to operating loss of NIS 1,728 thousand in the corresponding period of last year. The decrease is mainly a result of reducing R&D expenses in the Reporting Period.

3.5 Financial income, net

In the three months ended June 30, 2015, financial income, net amounted to NIS 12 thousand compared to financial income, net of NIS 27 thousand in the corresponding period of last year.

3.6 The Group's share of losses of company accounted for at equity

In the three months ended June 30, 2015, the Group's share of losses of a company accounted for at equity, LaraPharm Ltd., totaled NIS 88 thousand. In the corresponding period of last year there were no expenses since the purchase of shares in LaraPharm Ltd. took place after the end of the second quarter of 2014. The expense of NIS 88 thousand resulted from the relative share in the losses of LaraPharm Ltd. in the amount of NIS 56 thousand and the write-off of the remaining investment of NIS 32 thousand.

3.7 Loss for the period and comprehensive loss

In the three months ended June 30, 2015, loss and comprehensive loss attributable to equity holders of the Company amounted to NIS 1,627 thousand and NIS 1,611 thousand, respectively, compared to loss and comprehensive loss of NIS 1,701 thousand in the corresponding period of last year.

3.8 Cash flows

Being a development stage company with no sales, the cash flows used in operating activities in the three months ended June 30, 2015 amounted to approximately NIS 1,966 thousand compared to approximately NIS 1,849 thousand in the corresponding period of last year.

There were no cash flows from investing activities in the three months ended June 30, 2015 compared to cash flows used in investing activities of approximately NIS 33 thousand in the corresponding period of last year.

Cash flows provided by financing activities in the three months ended June 30, 2015 amounted to approximately NIS 2,800 thousand due to the capital raised and the exercise of options into Company shares compared to cash flows from financing activities of approximately NIS 2,588 thousand in the corresponding period of last year.

4. Liquidity, cash flows and financing resources

- 4.1 Since its inception, the Company financed its activities using the capital raised from the public in December 2005 in the context of which the Company's securities were listed for trade on the Tel-Aviv Stock Exchange and from private placements.
- 4.2 On April 29, 2015, the Company raised capital in the amount of NIS 2,200 thousand from Jesselson Investments Ltd. (unrelated to the Company). In consideration, the Company issued a total of 4,400,000 Ordinary shares of NIS 0.01 par value each at the price of NIS 0.50 per share. As a result of the issuance, Jesselson Investments Ltd. holds about 18.87% of the Company's shares (16.2% on a fully diluted basis).
- 4.3 On June 9 and 15, 2015, 1,300,000 options which had been granted under a private placement from November 19, 2014 were exercised into Ordinary shares of NIS 0.1 par value each at an exercise price of NIS 0.5 per share. The total proceeds from the exercise of the shares were NIS 650 thousand.
- 4.4 The Company's cash balances might not be sufficient for financing its operating activities for a period exceeding six months from the date of approval of the Interim Financial Statements. These factors raise substantial doubt about the Company's ability to continue as a going concern. For details of the substantial doubt as to the Company's ability to continue as a going concern, see Note 1c to the Interim Financial Statements.

4.5 Issues to which the Company's auditor draws attention in the auditors' review report on the Interim Financial Statements

Due to the Company's accumulated losses and negative cash flows from operating activities, as discussed in Note 1c to the Interim Financial Statements, in the auditors' review report, the Company's auditor draws attention to the existence of doubts as to the Company's ability to continue as a going concern, as discussed in section 2 above.

5. **Remuneration of interested parties and senior officers**

In the Interim Period, there were no material changes compared to the Annual Board of Directors' Report regarding the examination of the remuneration terms of officers in the Company, the reasonableness of the remuneration and the correlation between the remuneration of officers and interested parties in the Company and their contribution to the Company, as required by Regulation 21 to the Securities Regulations (Periodic and Immediate Reports), 1970, other than the matters described in section 3 to Chapter A (Update to the Chapter of Description of the Corporation's Business) to this Report.

b. **Corporate governance aspects**

6. **Details of directors with accounting and financial expertise**

6.1 On August 24, 2014, the Company's Board decided that the minimum required number of directors (including external directors) with accounting and financial expertise on the Board ("**the minimum number**") should be one.

6.2 In the Interim Period and as of the Report Date, the number of directors with accounting and financial expertise was not below the minimum number.

7. **Independent directors**

In the Interim Period, the Company did not adopt in its articles of association the directive in section 219(e) to the Israeli Companies Law, 1999 ("**the Companies Law**") regarding the rate of independent directors.

8. **Update on events or matters that are subject to Regulation 37a2(a) to the Report Regulations**

8.1 In the Interim Period and as of the Report Date, the Company did not report any event or matter which might have occurred on a later date than the original report ("**the original report**") date which requires disclosure.

8.2 Without derogating from the aforementioned, see Chapter A (Update of the Description of the Corporation's Business) in this Report above for an update of the Company's activities and material changes that occurred during the Interim Period.

9. **Disclosure of the Company's internal auditor**

9.1 The Company's internal auditor meets all the provisions of sections 3(a) and 8 to the Israeli Internal Audit Law, 1992 ("**the Internal Audit Law**") and the requirements of section 146(b) to the Companies Law and serves as a senior officer in the Company by virtue of applicable law.

9.2 In the Interim Period and as of the Report Date, there was no material change regarding the Company's internal auditor compared to the disclosure provided in the Annual Board of Directors' Report.

9.3 The internal auditor has prepared an internal audit plan for 2015 after consulting with and obtaining the approval of the Audit Committee of the Company's Board of Directors.

10. **Details of outstanding certificates of liability**

In the Interim Period and as of the Report Date, the Company has no outstanding certificates of liability.

11. **Details of the financial statement approval process**

11.1 The Company's Management prepared the Financial Statements and the Company's auditor reviewed them. The entity in the Company in charge of entity-level controls and of the approval of the financial statements is the Board of Directors.

11.2 As of the Report Date, the members of the Company's Board consist of: Dr. Asher Shmulewitz (Chairman of the Board), Mr. Avi Meizler (director), Mr. Ahmed Alimi (director), Mr. Michael Jesselson (director), Mr. Zohar Heiblum (external director), Mrs. Tamar Kfir (director), Mr. Amit Berger (external director) and Dr. Yafit Stark (independent director).

11.3 Pursuant to the provisions of the Companies Regulations (Provisions and Conditions underlying the Financial Statement Approval Process), 2010 ("**the Financial Statement Approval Regulations**"), the Company's Audit Committee was also appointed as the Company's Financial Statement Review Committee (in this paragraph, "**the Committee**"). As of the Report Date, the Committee consists of three members: Mr. Zohar Heiblum, external director and Chairman of the Committee, Mrs. Tamar Kfir, ordinary director, and Mr. Amit Berger, external director.

11.4 The approval of the financial statements took place in three meetings as follows:

- (1) A meeting of the Financial Statement Review Committee;
- (2) Two meetings of the Board of Directors for discussing and approving the financial statements in view of the Committee's recommendations and comments.

11.5 The Committee met on August 11, 2015 and was attended by all the Committee members, the Company's external auditor, officers and other holders of positions in the Company. The Committee concluded that the Financial Statements are prepared in compliance with applicable laws. The Committee held a comprehensive and fundamental discussion of the critical reporting issues and also formulated its recommendations to the Board of Directors for the financial statement approval process, including reviewing the need to continue to adopt the "small corporation" exemptions. This also included examining the evaluations and estimates made in connection with the Financial Statements, the internal controls over financial reporting, the completeness and adequacy of disclosures in the Financial Statements, the accounting policies adopted and the accounting treatment of critical processes in the Company, including the going concern warning in the Company's Financial Statements through the Company's CFO's comprehensive presentation and review. The external auditor addressed the issues presented in the meeting. The Committee discussed the accounting policies and presentation and disclosure in the Financial Statements.

- 11.6 The Board's meeting of August 13, 2015 which discussed, among others, the approval of the Financial Statements, was attended by all the members of the Board. In addition to the Board members, the meeting was also attended by the Company's external auditor, officers and other holders of positions in the Company who were available and prepared to answer any question raised by the Board members. In this meeting, the Board discussed the Committee's recommendations, reviewed the Company's financial results, financial position and cash flows and was presented with data on the Company's activities compared to previous periods reviewed. In particular, a discussion was held regarding the Company's going concern warning and expected cash flows needed for its continued operations. The timeframe for delivering the Committee's recommendations to the Board members - one business day before the Board's meeting - was judged to be a reasonable timeframe for delivering recommendations in view of their scope and complexity. During the Board's meeting for approving the Financial Statements, the Company's CEO and CFO provided a comprehensive review of the main financial data presented in the Financial Statements, the major changes in the financial data in the Interim Period, the accounting policies applied and any changes therein and the adoption of the proper disclosure principle in the Financial Statements and accompanying information, including in all matters relating to the completeness and adequacy of the disclosure and reporting in the Financial Statements. The Board's meeting of August 30, 2015 which discussed the approval of the Financial Statements was attended by all members of the Board, excluding Mr. Avi Meizler and Mrs. Tamar Kfir, as well as by the Company's external auditor, officers and other holders of positions in the Company who were available and prepared to answer any question raised by the Board members. In this meeting, the Board particularly discussed the Company's cash flows and held a detailed debate about possible financial resources to be used by the Company for executing its short-term plans and Management's intention to raise capital in the backdrop of the Company's going concern warning in the Financial Statements. In the discussion, the Company's Management replied to the questions from the Board members and the external auditor addressed the Financial Statements in general and specifically the going concern warning. At the end of said discussion, once it became clear that the Financial Statements properly reflect the Company's business position and operating results, the Board adopted the Committee's recommendations and approved the Company's Financial Statements.

c. **Disclosure of the Company's financial reporting framework**

12. **Disclosure of events after the balance sheet date**

To the best of the Company's knowledge, there were no material events which occurred after the date of the statement of financial position other than those mentioned in Notes 3 and 4 to the Interim Financial Statements and in Chapter A (Update of the Description of the Corporation's Business) to this Report.

13. **Repurchase plan**

The Company has no plans for the repurchase of its securities, as the term "purchase" is defined in Regulation 10(b)(2)(i) to the Report Regulations.

The Company's Board thanks the Company's employees and managers for their contribution to promoting the Company's business.

Date: August 30, 2015

Signatories

Dr. Asher Shmulewitz
CPA Jonathan Berger

Position

Chairman of the Board
CEO and CFO

THERAPIX BIOSCIENCES LTD.
(Formerly: NasVax Ltd.)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

AS OF JUNE 30, 2015

UNAUDITED

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**Auditors' review report to the shareholders of
Therapix Biosciences Ltd. (formerly: NasVax Ltd.)**

Introduction

We have reviewed the accompanying financial information of Therapix Biosciences Ltd. (formerly: NasVax Ltd.) and subsidiaries ("the Group"), which comprises the condensed consolidated statement of financial position as of June 30, 2015 and the related condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the six and three months periods then ended. The Company's board of directors and management are responsible for the preparation and presentation of interim financial information for these periods in accordance with IAS 34, "Interim Financial Reporting" and are responsible for the preparation of this interim financial information in accordance with Chapter D of the Securities Regulations (Periodic and Immediate Reports), 1970. Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of review

We conducted our review in accordance with Review Standard 1 of the Institute of Certified Public Accountants in Israel, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in Israel and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with IAS 34.

In addition to the abovementioned, based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information does not comply, in all material respects, with the disclosure requirements of Chapter D of the Securities Regulations (Periodic and Immediate Reports), 1970.

Without qualifying our above conclusion, we draw attention to the matter discussed in Note 1c to the financial statements. For the six and three months periods ended June 30, 2015, the Company incurred losses totaling NIS 3,154 thousand and NIS 1,627 thousand, respectively, and it had negative cash flow from operating activities totaling NIS 2,656 thousand and NIS 1,966 thousand, respectively. These factors, along with other factors detailed in that Note, raise substantial doubt as to the Company's ability to continue as a going concern. Management's plans with respect to these matters are discussed in Note 1c. The financial statements do not include any adjustments to the carrying amounts and classifications of assets and liabilities that would result if the Company was unable to continue as a going concern.

Haifa, Israel
August 30, 2015

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	<u>June 30,</u>		<u>December 31,</u>
	<u>2015</u>	<u>2014</u>	<u>2014</u>
	<u>Unaudited</u>		<u>Audited</u>
	<u>NIS in thousands</u>		
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	1,032	3,563	614
Restricted cash	44	-	44
Accounts receivable	204	649	102
	<u>1,280</u>	<u>4,212</u>	<u>760</u>
NON-CURRENT ASSETS:			
Investment in company accounted for at equity	-	-	187
Property, plant and equipment	33	265	70
	<u>33</u>	<u>265</u>	<u>257</u>
	<u>1,313</u>	<u>4,477</u>	<u>1,017</u>

The accompanying notes are an integral part of the interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	<u>June 30,</u>		<u>December 31,</u>
	<u>2015</u>	<u>2014</u>	<u>2014</u>
	<u>Unaudited</u>		<u>Audited</u>
	<u>NIS in thousands</u>		
LIABILITIES AND EQUITY (DEFICIT)			
CURRENT LIABILITIES:			
Trade payables	1,162	1,216	1,182
Other accounts payable	257	229	132
Share options	-	7	-
	<u>1,419</u>	<u>1,452</u>	<u>1,314</u>
NON-CURRENT LIABILITIES:			
Government grants	<u>172</u>	<u>145</u>	<u>156</u>
EQUITY (DEFICIT) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY:			
Share capital	2,462	1,711	1,841
Share premium	87,562	80,272	80,460
Capital reserve from financial statements of foreign operation	20	-	10
Share options	330	4,650	4,981
Reserve from share-based payment transactions	15,462	15,153	15,215
Reserve from transactions with non-controlling interests	941	941	941
Accumulated deficit	<u>(106,707)</u>	<u>(99,602)</u>	<u>(103,591)</u>
	70	3,125	(143)
Non-controlling interests	<u>(348)</u>	<u>(245)</u>	<u>(310)</u>
Total equity (deficit)	<u>(278)</u>	<u>2,880</u>	<u>(453)</u>
	1,313	4,477	1,017

The accompanying notes are an integral part of the interim consolidated financial statements.

August 30, 2015

Date of approval of
the financial statements

Jonathan Berger
CEO and CFO

Asher Shmulewitz
Chairman of the Board

CONSOLIDATED STATEMENTS PROFIT OR LOSS

	Six months ended		Three months ended		Year ended
	June 30,		June 30,		December 31,
	2015	2014	2015	2014	2014
	Unaudited				Audited
	NIS in thousands (except per share data)				
Research and development expenses, net	(477)	(1,134)	(247)	(488)	(1,800)
General and administrative expenses	(2,456)	(2,485)	(1,304)	(1,273)	(5,238)
	(2,933)	(3,619)	(1,551)	(1,761)	(7,038)
Other income (expenses)	(19)	33	-	33	115
Operating loss	(2,952)	(3,586)	(1,551)	(1,728)	(6,923)
Finance income	-	392	12	66	401
Finance expenses	(5)	(44)	-	(39)	(427)
Group's share of losses of company accounted for at equity	(197)	-	(88)	-	(343)
Loss	<u>(3,154)</u>	<u>(3,238)</u>	<u>(1,627)</u>	<u>(1,701)</u>	<u>(7,292)</u>
Attributable to:					
Equity holders of the Company	(3,116)	(3,218)	(1,611)	(1,656)	(7,207)
Non-controlling interests	<u>(38)</u>	<u>(20)</u>	<u>(16)</u>	<u>(45)</u>	<u>(85)</u>
	<u>(3,154)</u>	<u>(3,238)</u>	<u>(1,627)</u>	<u>(1,701)</u>	<u>(7,292)</u>
Basic and diluted loss per share attributable to equity holders of the Company (in NIS)	<u>(0.15)</u>	<u>(0.22)</u>	<u>(0.07)</u>	<u>(0.11)</u>	<u>(0.45)</u>

The accompanying notes are an integral part of the interim consolidated financial statements.

CONSOLIDATED STATEMENTS COMPREHENSIVE INCOME

	Six months ended June 30,		Three months ended June 30,		Year ended December 31,
	2015	2014	2015	2014	2014
	Unaudited				Audited
	NIS in thousands				
Loss	(3,154)	(3,238)	(1,627)	(1,701)	(7,292)
Amounts that will be reclassified or that are reclassified to profit or loss when specific conditions are met:					
Adjustments arising from translating financial statements of foreign operations	10	-	15	-	10
Total other comprehensive income	10	-	15	-	10
Total comprehensive loss	<u>(3,144)</u>	<u>(3,238)</u>	<u>(1,612)</u>	<u>(1,701)</u>	<u>(7,282)</u>
Attributable to:					
Equity holders of the Company	(3,106)	(3,238)	(1,596)	(1,701)	(7,197)
Non-controlling interests	<u>(38)</u>	<u>-</u>	<u>(16)</u>	<u>-</u>	<u>(85)</u>
	<u>(3,144)</u>	<u>(3,238)</u>	<u>(1,612)</u>	<u>(1,701)</u>	<u>(7,282)</u>

The accompanying notes are an integral part of the interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to equity holders of the Company							Non-controlling interests	Total equity (deficit)
	Share capital	Share premium	Reserve from share-based payment transactions	Capital reserve from financial statements of foreign operation	Share options	Reserve from transactions with non-controlling interests	Accumulated deficit	Total	
	Unaudited								
	NIS in thousands								
Balance at January 1, 2015 (audited)	1,841	80,460	15,215	10	4,981	941	(103,591)	(143)	(453)
Loss	-	-	-	-	-	-	(3,116)	(3,116)	(3,154)
Other comprehensive loss	-	-	-	10	-	-	10	-	10
Total comprehensive loss	-	-	-	10	-	-	(3,116)	(3,106)	(3,144)
Issue of shares and share options (1)	490	1,907	-	-	-	-	-	2,397	2,397
Exercise of share options	131	875	-	-	(331)	-	-	675	675
Expiration of share options	-	4,320	-	-	(4,320)	-	-	-	-
Cost of share-based payment	-	-	247	-	-	-	-	247	247
Balance at June 30, 2015	2,462	87,562	15,462	20	330	941	(106,707)	70	(278)
Balance at January 1, 2014 (audited)	1,410	78,276	15,071	-	4,377	941	(96,384)	3,691	3,466
Loss	-	-	-	-	-	-	(3,218)	(3,218)	(3,238)
Issue of shares and share options (2)	301	1,996	18	-	273	-	-	2,588	2,588
Cost of share-based payment	-	-	64	-	-	-	-	64	64
Balance at June 30, 2014	1,711	80,272	15,153	-	4,650	941	(99,602)	3,125	2,880

(1) Less issuance expenses of NIS 33 thousand.

(2) Less issuance expenses of NIS 271 thousand.

The accompanying notes are an integral part of the interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to equity holders of the Company							Non-controlling interests	Total equity (deficit)
	Share capital	Share premium	Reserve from share-based payment transactions	Capital reserve from financial statements of foreign operation	Share options	Reserve from transactions with non-controlling interests	Accumulated deficit		
	Unaudited								
	NIS in thousands								
Balance at April 1, 2015	1,892	83,411	15,257	5	2,249	941	(105,096)	(1,341)	(1,673)
Loss	-	-	-	-	-	-	(1,611)	(1,611)	(1,627)
Other comprehensive loss	-	-	-	15	-	-	-	15	15
Total comprehensive loss	-	-	-	15	-	-	(1,611)	(1,596)	(1,612)
Issue of shares and share options (1)	440	1,714	-	-	-	-	-	2,154	2,154
Exercise of share options	130	846	-	-	(328)	-	-	648	648
Expiration of share options	-	1,591	-	-	(1,591)	-	-	-	-
Cost of share-based payment	-	-	205	-	-	-	-	205	205
Balance at June 30, 2015	2,462	87,562	15,462	20	330	941	(106,707)	70	(278)
Balance at April 1, 2014	1,410	78,276	15,092	-	4,377	941	(97,946)	2,150	1,950
Loss	-	-	-	-	-	-	(1,656)	(1,656)	(1,701)
Issue of shares and share options (2)	301	1,996	18	-	273	-	-	2,588	2,588
Cost of share-based payment	-	-	43	-	-	-	-	43	43
Balance at June 30, 2014	1,711	80,272	15,153	-	4,650	941	(99,602)	3,125	2,880

(1) Less issuance expenses of NIS 30 thousand.

(2) Less issuance expenses of NIS 271 thousand.

The accompanying notes are an integral part of the interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to equity holders of the Company									
	Share capital	Share premium	Reserve from share-based payment transactions	Capital reserve from financial statements of foreign operation	Share options	Reserve from transactions with non-controlling interests	Accumulated deficit	Total	Non-controlling interests	Total equity (deficit)
	Audited									
	NIS in thousands									
Balance at January 1, 2014	1,410	78,276	15,071	-	4,377	941	(96,384)	3,691	(225)	3,466
Loss	-	-	-	-	-	-	(7,207)	(7,207)	(85)	(7,292)
Other comprehensive loss	-	-	-	10	-	-	-	10	-	10
Total comprehensive loss	-	-	-	10	-	-	(7,207)	(7,197)	(85)	(7,282)
Issue of shares and share options (1)	431	2,184	-	-	604	-	-	3,219	-	3,219
Cost of share-based payment	-	-	144	-	-	-	-	144	-	144
Balance at December 31, 2014	1,841	80,460	15,215	10	4,981	941	(103,591)	(143)	(310)	(453)

(1) Less issuance expenses of NIS 290 thousand.

The accompanying notes are an integral part of the interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six months ended June 30,		Three months ended June 30,		Year ended December 31,
	2015	2014	2015	2014	2014
	Unaudited				Audited
	NIS in thousands				
<u>Cash flows from operating activities:</u>					
Loss attributable to the Company	(3,154)	(3,238)	(1,627)	(1,701)	(7,292)
Adjustments to reconcile loss to net cash used in operating activities of the Company:					
Adjustments to the profit or loss items:					
Depreciation and amortization	16	53	6	23	146
Loss (gain) from sale of property, plant and equipment	19	(33)	-	(33)	(116)
Cost of share-based payment	247	64	205	43	144
Increase in liability to the Chief Scientist	16	17	2	8	28
Finance expenses (income), net	-	(4)	-	(2)	(5)
Company's share of losses of company accounted for at equity	197	-	88	-	343
Decrease in value of share options	-	(389)	-	(65)	(396)
Change in fair value of financial derivatives	-	-	-	-	350
	495	(292)	301	(26)	494
Changes in operating asset and liability items:					
Decrease (increase) in accounts receivable	(102)	(200)	(112)	(91)	20
Increase (decrease) in trade payable	(20)	(340)	(627)	79	(374)
Increase (decrease) in other accounts payable	125	(114)	99	(112)	(211)
	3	(654)	(640)	(124)	(565)
Cash paid and received - the Company - during the period for:					
Interest received	-	4	-	2	5
Net cash used in operating activities attributable to the Company	(2,656)	(4,180)	(1,966)	(1,849)	(7,358)

The accompanying notes are an integral part of the interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six months ended June 30,		Three months ended June 30,		Year ended December 31,
	2015	2014	2015	2014	2014
	Unaudited				Audited
	NIS in thousands				
<u>Cash flows from investing activities:</u>					
Proceeds from sale of property, plant and equipment	2	33	-	33	220
Movement in restricted cash, net	-	-	-	-	283
Purchase of property, plant and equipment	-	-	-	-	(2)
Investment in financial derivatives	-	-	-	-	(350)
Investment in company accounted for at equity	-	-	-	-	(520)
Net cash provided by (used in) investing activities attributable to the Company	2	33	-	33	(369)
<u>Cash flows from financing activities:</u>					
Issue of share capital and share options (less issuance expenses)	2,397	2,588	2,154	2,588	3,219
Exercise of options into shares	675	-	648	-	-
Net cash provided by financing activities attributable to the Company	3,072	2,588	2,802	2,588	3,219
Increase (decrease) in cash and cash equivalents	418	(1,559)	836	772	(4,508)
Cash and cash equivalents at the beginning of the period	614	5,122	197	2,791	5,122
Cash and cash equivalents at the end of the period	1,032	3,563	1,033	3,563	614

The accompanying notes are an integral part of the interim consolidated financial statements.

NOTE 1:- GENERAL

- a. These financial statements have been prepared in a condensed format as of June 30, 2015 and for the six and three months periods then ended ("interim consolidated financial statements"). These financial statements should be read in conjunction with the Company's annual financial statements as of December 31, 2014 and for the year then ended and accompanying notes ("annual consolidated financial statements").
- b. Therapix Biosciences Ltd. (formerly: NasVax Ltd.) was incorporated in Israel and commenced its operations on August 23, 2004. After the reporting date, in August 2015, the Company revised its business strategy according to which it will focus on developing approved drugs based on cannabinoid molecules. The Company will focus on its business strategy by creating and deepening the portfolio of technologies and assets in the field of cannabinoid based treatments this in addition to several projects that the Company elected to sign in this field. The Company is examining the development plan of a cannabinoid based medical product for the Tourette syndrome using the entourage technology that was out-licensed to the Company. This development is in addition to another product candidate that the Company is currently examining in connection with cognitive impairment (including the Alzheimer's disease). The Company also continues its attempt to identify a business development for collaboration, strategic investment or other transaction with the Anti-CD3 technology which is not a core activity of the Company.
- c. Doubt as to the Company's ability to continue as a "going concern":

For the six and three months periods ended June 30, 2015, the Company incurred losses totaling NIS 3,122 thousand and NIS 1,595 thousand, respectively, and it had negative cash flow from operating activities totaling NIS 2,656 thousand and NIS 1,966 thousand, respectively. As discussed in Note 1b above, the Company's business strategy is to focus on identifying and investing in promising bio-pharma technologies in the field of cannabinoid based treatments and, at the same time, to develop the existing technologies. These activities involve, among others, continuous development efforts and pertinent regulatory approvals. Also, from the date of commencement of operation, the Company did not generate cash flows from the sale of its products to sustain its activities. Accordingly, the Company's continued operation is dependent on its ability to raise external funding sources, mainly by raising capital from private and institutional sources. The Company's management believes that this dependency will continue until the Company will be able to finance its operation by selling its products or commercializing the technology it owns.

The balance of cash at the Company's hands may not be sufficient to finance its operating activities in the period beyond 6 months after the date of the approval of the financial statements. These factors raise substantial doubt as to the Company's ability to continue as a "going concern".

NOTE 1:- GENERAL (Cont.)

The Company's management is focused on ensuring the Company's financial stability, among others, by exploring the option to raise capital from private investors, including from existing shareholders, through allocating Company's securities.

The financial statements do not include any adjustments to the carrying amounts and classifications of assets and liabilities that would result if the Company was unable to continue as a going concern.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of the interim consolidated financial statements:

The interim consolidated financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting" and in accordance with the disclosure requirements of Chapter D of the Securities Regulations (Periodic and Immediate Reports), 1970.

The accounting policies adopted in the preparation of the interim consolidated financial statements are consistent with those followed in the preparation of the annual consolidated financial statements.

NOTE 3:- EVENTS DURING THE REPORTING PERIOD

- a. On March 4, 2015, the Company reported that the Chief Scientist approved its compliance with the conditions related to the BBS technology (the Alzheimer's drug) as set by the Research Committee and, accordingly, the agreed outline between the Company and Ramot at Tel-Aviv University Ltd. ("Ramot") became effective. The Company and Ramot will act according to the agreed outline to transfer the Company's developments under the license agreement from the Company to Ramot and the license agreement will be cancelled. The Company will return the license to Ramot and, in return, the Company will receive royalties if the assets and know-how of the Company are commercialized in the future.
- b. On March 15, 2015, the Company reported that to the best of its knowledge the Securities Authority is conducting an administrative inquiry in connection with the Company's reports regarding the BBS technology and the intention at that time to cancel Ramot's license to the technology. In the estimate of the Company and its legal counsel, at this stage, the chances that any monetary sanctions will be imposed on the Company or their scope cannot be assessed.
- c. On February 1, 2015, the Company's share options (series 2) expired.

NOTE 3:- EVENTS DURING THE REPORTING PERIOD (Cont.)

- d. On February 19, 2015, the Company reported on a round of financing of NIS 250 thousand in consideration of 500,000 Ordinary shares of NIS 0.01 par value each, 1,000,000 immediate options and 1,000,000 contingent options. The immediate options may be exercised into shares on a 1:1 basis in consideration of the exercise price of NIS 0.65 from the date of allocation during 45 days. The contingent options may be exercised into shares on a 1:1 basis together with and subject to the exercise of the immediate options in consideration of the exercise price of NIS 1.10 during 24 months. Also, 40,000 options were issued to the Company's consultant as the investment broker. The fair value of the options granted to the consultant was estimated at NIS 2 thousand.

On April 30, 2015, the immediate and contingent options expired without being exercised.

- e. On April 2, 2015, the Company reported that Jonathan Berger, CPA, was appointed as the Company's CFO and on that date the Company reported that the Company's former CFO, Uri Ben-Or, CPA, and the former comptroller, Dov Weinberg, CPA, are leaving the Company.
- f. On April 5, 2015, the Company reported that the Company's CEO, Mr. Jan Turek, is leaving the Company effective May 31, 2015. On May 21, 2015, the Company reported that Jonathan Berger, CPA, was appointed as the Company's CEO in addition to his role as the Company's CFO.
- g. On May 10, 2015, 3,415,669 options (series 4) of the Company expired, 1,850,000 options which had been allocated in December 2013 expired and 1,000,000 immediate options expired.
- h. On April 29, 2015, the Company reported on a round of financing of NIS 2,200 thousand from Jesselson Investments Ltd. (unrelated to the Company). In consideration of this funding, the Company issued a total of 4,400,000 Ordinary shares of NIS 0.01 par value each at the price of NIS 0.50 per share. As a result of the issuance, Jesselson Investments holds about 18.87% of the Company's shares (16.2% on a fully diluted basis).
- i. On January 11, 2015, the Company reported that its Board approved to enter into a binding term sheet with Dekel Pharmaceuticals Ltd. ("Dekel", together with the Company, "the parties") which outlines the key elements of signing a final and detailed license agreement regarding Dekel's technology and IP consisting also of an option of Dekel's equity investment (by itself and/or others) ("the approved outline" and "the license agreement", respectively) of US\$ 0.5 million at the price of NIS 0.5 per share. Dekel was also granted the option to make an equity investment of US\$ 2 million at the price of NIS 0.65 for a 15-month period effective from the closing of the license agreement, provided that the options (or some of the options) at the price of NIS 0.5 per share have been exercised.

NOTE 3:- EVENTS DURING THE REPORTING PERIOD (Cont.)

The options expire 90 days after the effective date of the license agreement (unless all or some of the options have been exercised). On May 20, 2015, the Company's Board approved the license agreement and on June 10, 2015, the Company's general meeting approved the license agreement which sets a combined outline of the conditions for granting the Company the license to Dekel's technology (the entourage technology) and the conditions for Dekel's equity investment (by itself and/or others), as above. The license agreement consists of payments to Dekel based on the achievement of milestones, royalties amounting to 8% of net sales and 35% of sub-licenses and, on the date of closing the license agreement, a payment of advance to Dekel of NIS 100 thousand (payable by 200,000 Ordinary shares of the Company at the price of NIS 0.5 per share to be offset against future royalties).

On August 19, 2015, after the reporting date, the TASE approved the above allocation of options to Dekel as equity investment in the Company. Yet, as of the date of these financial statements, the approval of the TASE to the allocation of 200,000 shares associated with a debt to be offset against the payment of the advance of NIS 100,000 under the license agreement has not been obtained and the parties agreed that the receipt of the approval of the TASE to the allocation of shares as advance, as above, would not constitute a condition to completing the license agreement. Accordingly, all the preliminary conditions for the entry into force of the license agreement have been fulfilled and, on August 19, 2015, the license agreement became effective. It is clarified that Dekel's consent that receiving the approval of the TASE be a suspending condition for the entry into force of the license agreement does not include a waiver of the undertaking to pay the advance by allocating 200,000 shares of the Company, as above. Accordingly, the advance of NIS 100,000 is expected to be repaid by issuing Company's shares, as above, if the approval of the TASE is obtained or in any other way agreed upon between the parties.

To the best of the Company's knowledge, Dekel is a private company controlled by the Company's chairman, Mr. Asher Shmulewitz.

- j. On June 9 and 15, 2015, 1,300,000 options were exercised into Ordinary shares of NIS 0.1 par value each at the exercise price of NIS 0.5 per share which had been granted under a private placement dated November 19, 2014. The total proceeds from the exercise of the shares were NIS 650 thousand.
- k. On June 28, 2015, the Company reported that it entered into a memorandum of understanding with Ramot for the use of Ramot technology in research and licensing the use of low dose of cannabinoid type THC as a treatment for cognitive impairment including the Alzheimer's disease.

NOTE 3:- EVENTS DURING THE REPORTING PERIOD (Cont.)

According to the memorandum of understanding, the agreement will consist of an agreed research plan which will last 12 months from the date of approval of the agreement and it will include, among others, granting an exclusive right to develop products based on the technology. The Company will support the research project according to a research budget to be approved by the parties. The outcome of the research project, including the joint intellectual property that will be developed under the research project, will be jointly owned by the parties.

- l. On June 10, 2015, the general meeting approved to grant 800,000 options for immediate exercise by the outgoing CEO, Mr. Jan Turek, relating to his consulting services to the Company as CEO, of which 400,000 options into Ordinary shares are at the exercise price of NIS 0.5 per option and 400,000 options into Ordinary shares are at the exercise price of NIS 0.8 per option.

The fair value at the grant date was estimated at approximately NIS 144 thousand, calculated using the Black & Scholes model based on the exercise prices indicated above, standard deviation of 68.78% at the grant date, a price per share of NIS 0.721 at the grant date, risk-free interest rate of 0.11% and life of 0.47 years.

Total share-based payment expenses recorded during the period in respect of the CEO were NIS 144 thousand.

- m. On June 14, 2015, the Company's Board to grant 666,000 options to two officers and consultants of the Company with vesting terms of 3 years. Each option is exercisable at the exercise price of NIS 0.5.

The fair value at the grant date was estimated at approximately NIS 204 thousand, calculated using the Black & Scholes model based on the exercise price of NIS 0.5 per share, standard deviation of 74.34% at the grant date, a price per share of NIS 0.403 at the grant date, risk-free interest rate of 2.11% and life of 10 years.

Total share-based payment expenses recorded during the period in respect of this grant were NIS 32 thousand.

- n. On June 14, 2015, the Company's Board granted, subject to the approval of the general meeting of the Company's shareholders, 250,000 options to the Company's chairman, Mr. Asher Shmulewitz, with vesting terms of 3 years. Each option is exercisable at the exercise price of NIS 0.5.

The fair value at the grant date was estimated at approximately NIS 25 thousand.

Total share-based payment expenses recorded during the period in respect of this grant were NIS 1 thousand.

NOTE 4:- EVENTS AFTER REPORTING DATE

Regarding the investment agreement with LaraPharm Ltd. ("LaraPharm") - on August 16, 2015, the Company reported that in furtherance to the meeting recently held between the Company and LaraPharm's management, the latter informed the Company on unilateral cancellation of the agreement, among others, because LaraPharm argues that the Company does not plan on continuing to invest more money in LaraPharm. The Company clarifies that it is not required to invest more money in LaraPharm unless conditions and/or milestones that had been predetermined in the investment agreement occur, it opposes the unilateral cancellation of the agreement and it has even officially informed LaraPharm that. The Company will act to protect its material interests in LaraPharm as well as its legal rights under the agreement and its investment.

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THERAPIX BIOSCIENCES LTD.
(Formerly: NasVax Ltd.)

THERAPIX BIOSCIENCES LTD.
(Formerly: NasVax Ltd.)

PRESENTATION OF FINANCIAL INFORMATION FROM
THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
ATTRIBUTABLE TO THE COMPANY
AS OF JUNE 30, 2015

To

The shareholders of Therapix Biosciences Ltd. (formerly: NasVax Ltd.)

Dear Sirs/Mmes.,

**Re: Special Report to the Review of the Separate Interim Financial Information
in accordance with Regulation 38d to the Israeli Securities Regulations
(Periodic and Immediate Reports), 1970**

Introduction

We have reviewed the separate interim financial information disclosed in accordance with Regulation 38d to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970 of Therapix Biosciences Ltd. (formerly: NasVax Ltd.) ("the Company") as of June 30, 2015 and for the six and three months periods then ended. The Company's board of directors and management are responsible for the separate interim financial information. Our responsibility is to express a conclusion on the separate interim financial information based on our review.

Scope of review

We conducted our review in accordance with Review Standard 1 of the Institute of Certified Public Accountants in Israel, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of the separate interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in Israel and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the separate interim financial information is not prepared, in all material respects, in accordance with Regulation 38d to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970.

Without qualifying our above conclusion, we draw attention to the matter discussed in a to the additional information to the separate financial data and financial information attributable to the Company itself from the Group's consolidated financial statements. For the six and three months periods ended June 30, 2015, the Company incurred losses totaling NIS 3,116 thousand and NIS 1,611 thousand, respectively, and it had negative cash flow from operating activities totaling NIS 2,659 thousand and NIS 1,966 thousand, respectively. These factors, along with other factors detailed in a, raise substantial doubt as to the Company's ability to continue as a going concern. Management's plans with respect to these matters are discussed in a. The separate financial data and financial information attributable to the Company itself from the Group's consolidated financial statements do not include any adjustments to the carrying amounts and classifications of assets and liabilities that would result if the Company was unable to continue as a going concern.

Tel-Aviv, Israel
August 30, 2015

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

Special Report in accordance with Regulation 38d

Financial Data and Financial Information from the

Interim Consolidated Financial Statements Attributable to the Company

Below is separate financial data and financial information attributable to the Company from the Group's interim consolidated financial statements as of June 30, 2015, published as part of the periodic reports ("consolidated financial statements") presented in accordance with Regulation 38d to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970.

Financial Data from the Consolidated Statements of Financial Position
Attributable to the Company

	<div> <div>June 30,</div> <div>2015</div> <div>Unaudited</div> </div>		<div> <div>December 31,</div> <div>2014</div> <div>Audited</div> </div>
	NIS in thousands		
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	1,009	2,551	594
Restricted cash	44	328	44
Accounts receivable	202	245	98
	1,255	3,124	736
NON-CURRENT ASSETS:			
Receivables from subsidiaries	5,235	4,936	4,680
Investment in associate	-	-	187
Property, plant and equipment	33	249	69
	5,268	5,185	4,936
	6,523	8,309	5,672
LIABILITIES AND EQUITY (DEFICIT)			
CURRENT LIABILITIES:			
Trade payables	999	1,040	973
Other accounts payable	257	199	132
	1,256	1,239	1,105
NON-CURRENT LIABILITIES:			
Government grants	172	145	156
Liabilities less assets attributable to subsidiaries	5,025	3,800	4,554
	5,197	3,945	4,710
EQUITY (DEFICIT) ATTRIBUTABLE TO THE COMPANY	70	3,125	(143)
	6,523	8,309	5,672

August 30, 2015

Date of approval of
the financial statements

Jonathan Berger
CEO and CFO

Asher Shmulewitz
Chairman of the Board

**Financial Data from the Consolidated Statements of Profit or Loss
Attributable to the Company**

	Six months ended June 30,		Three months ended June 30,		Year ended December 31,
	2015	2014	2015	2014	2014
	Unaudited				Audited
	NIS in thousands				
Research and development expenses, net	(209)	(749)	(127)	(488)	(914)
General and administrative expenses	(2,351)	(2,382)	(1,275)	(1,273)	(4,910)
	(2,560)	(3,131)	(1,402)	(1,761)	(5,824)
Other income	(18)	33	-	33	109
Operating income (loss)	(2,578)	(3,098)	(1,402)	(1,728)	(5,715)
Finance income	132	201	63	66	333
Finance expenses	(2)	(26)	15	(39)	(433)
Company's share of losses of investees (including impairment of goodwill), net	(668)	(295)	(287)	-	(1,392)
Income (loss) attributable to the Company	<u>(3,116)</u>	<u>(3,218)</u>	<u>(1,611)</u>	<u>(1,701)</u>	<u>(7,207)</u>

Financial Data from the Consolidated Statements of Cash Flows
Attributable to the Company

	Six months ended June 30,		Three months ended June 30,		Year ended December 31,
	2015	2014	2015	2014	2014
	Unaudited				Audited
	NIS in thousands				
<u>Cash flows from the Company's operating activities:</u>					
Income (loss) attributable to the Company	(3,116)	(3,218)	(1,611)	(1,701)	(7,207)
Adjustments to reconcile income (loss) to net cash used in the Company's operating activities:					
Adjustments to the Company's profit or loss items:					
Depreciation and amortization	16	48	6	23	67
Loss (gain) from sale of property, plant and equipment	19	(33)	-	(33)	(38)
Cost of share-based payment	247	64	207	43	144
Increase in balance of liability to the Chief Scientist	16	17	2	8	28
Finance expenses (income), net	-	(4)	-	(2)	(5)
Impairment of share options	-	(81)	-	(65)	(81)
Company's share of losses (earnings) of investees, net	667	295	287	-	1,392
Impairment of financial instrument	-	-	-	-	350
	965	306	502	(26)	1,857
Changes in the Company's asset and liability items:					
Decrease (increase) in accounts receivable	(659)	(352)	(373)	(91)	52
Increase (decrease) in trade payable	26	(176)	(581)	79	(243)
Increase (decrease) in other accounts payable	125	(144)	97	(112)	(211)
	(508)	(672)	(857)	(124)	(402)
Cash received by the Company during the period for:					
Interest received	-	4	-	2	5
Net cash used in the Company's operating activities	(2,659)	(3,580)	(1,966)	(1,849)	(5,747)

Financial Data from the Consolidated Statements of Cash Flows
Attributable to the Company

	Six months ended June 30,		Three months ended June 30,		Year ended December 31,
	2015	2014	2015	2014	2014
	Unaudited				Audited
	NIS in thousands				
<u>Cash flows from the Company's investing activities:</u>					
Proceeds from sale of property, plant and equipment	2	33	-	33	201
Purchase of property, plant and equipment	-	-	-	-	(2)
Movement in restricted cash	-	-	-	-	283
Investment in company accounted for at equity	-	-	-	-	(870)
Net cash provided by (used in) the Company's investing activities	2	33	-	33	(388)
<u>Cash flows from the Company's financing activities:</u>					
Issue of share capital and share options (less issuance expenses)	2,397	2,588	2,179	2,588	3,219
Exercise of options into shares	675	-	621	-	-
Net cash provided by the Company's financing activities	3,072	2,588	2,800	2,588	3,219
Increase (decrease) in cash and cash equivalents	415	(959)	834	772	(2,916)
Cash and cash equivalents at the beginning of the period	594	3,510	175	2,791	3,510
Cash and cash equivalents at the end of the period	1,009	2,551	1,009	3,563	594

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-

a. General

This separate financial information has been prepared in a condensed format as of June 30, 2015 and for the six and three months periods then ended in accordance with Regulation 38d to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970. This separate financial information should be read in conjunction with the financial information from the annual consolidated financial statements as of December 31, 2014 and for the year then ended and the accompanying additional information.

b. Doubt as to the Company's ability to continue as a "going concern"

For the six months period ended June 30, 2015, the Company incurred losses totaling NIS 3,116 thousand and it had negative cash flow from operating activities totaling NIS 2,659 thousand. As discussed in Note 1b to the interim consolidated financial statements, the Company's business strategy is to focus on identifying and investing in promising bio-pharma technologies in the field of cannabinoid based treatments and, at the same time, to develop the existing technologies. These activities involve, among others, continuous development efforts and pertinent regulatory approvals. Also, from the date of commencement of operation, the Company did not generate cash flows from the sale of its products to sustain its activities. Accordingly, the Company's continued operation is dependent on its ability to raise external funding sources, mainly by raising capital from private and institutional sources. The Company's management believes that this dependency will continue until the Company will be able to finance its operation by selling its products or commercializing the technology it owns.

The balance of cash at the Company's hands may not be sufficient to finance its operating activities in the period beyond 6 months after the date of the approval of the financial statements. These factors raise substantial doubt as to the Company's ability to continue as a "going concern".

The Company's management is focused on ensuring the Company's financial stability, among others, by exploring the option to raise capital from private investors, including from existing shareholders, through allocating Company's securities.

The financial statements do not include any adjustments to the carrying amounts and classifications of assets and liabilities that would result if the Company was unable to continue as a going concern.

c. Events during the reporting period

See Note 3 to the interim consolidated financial statements.

THERAPIX BIOSCIENCES LTD.

CHAPTER D - LETTERS OF REPRESENTATION

Chief Executive Officer's Statement:

Pursuant to Regulation 5d(4)(b)-(c) and Regulation 38c(d)(1) to the Israel Securities Regulations (Periodic and Immediate Reports), 1970

Letter of Representation Chief Executive Officer's Statement

I, Jonathan Berger, certify that:

1. I have reviewed the Interim Report of Therapix Biosciences Ltd. ("**the Company**") for the second quarter of 2015 ("**the Reports**");
2. To the best of my knowledge, the Reports do not contain any untrue statement of a material fact or omit to state a material fact necessary not to make the statements made therein, in light of the circumstances under which such statements were made, misleading with respect to the period covered by the Reports.
3. To the best of my knowledge, the financial statements and other financial information included in the Reports fairly present, in all material respects, the financial position, results of operations and cash flows of the Company as of and for the periods presented in the Reports.
4. I have disclosed to the Company's auditors, the Company's Board of Directors and the Company's Board's Audit Committee (which also acts as the Financial Statement Review Committee) any fraud, whether or not material, that involves the CEO or anyone directly subordinate to the CEO or that involves other employees who have a significant role in the Company's internal control over financial reporting and disclosure.

There is nothing in the aforesaid to derogate from my responsibility or the responsibility of anyone else, pursuant to any law.

Date: August 30, 2015

CPA Jonathan Berger, CEO

Chief Financial Officer's Statement:

Pursuant to Regulation 5d(4)(b)-(c) and Regulation 38c(d)(1) to the Israel Securities Regulations (Periodic and Immediate Reports), 1970

Letter of Representation
Chief Financial Officer's Statement

I, Jonathan Berger, certify that:

1. I have reviewed the Interim Financial Statements and other financial information included in the Interim Report of Therapix Biosciences Ltd. ("**the Company**") for the second quarter of 2015 ("**the Reports**" or "**the Interim Reports**");
2. To the best of my knowledge, the Interim Financial Statements and other financial information included in the Interim Reports do not contain any untrue statement of a material fact or omit to state a material fact necessary not to make the statements made therein, in light of the circumstances under which such statements were made, misleading with respect to the period covered by the Reports.
3. To the best of my knowledge, the Interim Financial Statements and other financial information included in the Interim Reports fairly present, in all material respects, the financial position, results of operations and cash flows of the Company as of and for the periods presented in the Reports.
4. I have disclosed to the Company's auditors, the Company's Board of Directors and the Company's Board's Audit Committee (which also acts as the Financial Statement Review Committee) any fraud, whether or not material, that involves the CEO or anyone directly subordinate to the CEO or that involves other employees who have a significant role in the Company's internal control over financial reporting and disclosure.

There is nothing in the aforesaid to derogate from my responsibility or the responsibility of anyone else, pursuant to any law.

Date: August 30, 2015

CPA Jonathan Berger, CFO