

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Todos Medical Ltd

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Tel Aviv, 6701203 Israel

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3841

Annual Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,130,423,853 as of March 31, 2023

1,425,643,066 as of December 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

⁵ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

The name of the issuer is Todos Medical Ltd.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Todos Medical Ltd was incorporated under the laws of the State of Israel and commenced its operations on April 22, 2010.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office:

The address(es) of the issuer's principal place of business:

☐ *Check if principal executive office and principal place of business are the same address:*

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Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☐ Yes: ☒ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Worldwide Stock Transfer ,LLC
Phone: (201) 820-2008
Email: CG@wwstr.com
Address: One University Plaza
Suite 505
Hackensack, NJ 07601

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>TOMDF</u>	
Exact title and class of securities outstanding:	<u>Ordinary Shares</u>	
CUSIP:	<u>M8790Y108</u>	
Par or stated value:	<u>\$0.01</u>	
Total shares authorized:	<u>10,000,000,000</u>	as of date: <u>March 31, 2023</u>
Total shares outstanding:	<u>2,130,423,853</u>	as of date: <u>March 31, 2023</u>
Number of shares in the public float:	<u>1,807,202,650</u>	as of date: <u>March 31, 2023</u>
Total number of shareholders of record:	<u>100</u>	as of date: <u>March 31, 2023</u>

All additional class(es) of publicly quoted or traded securities (if any):

None.

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

None.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

The Ordinary Shares do not have cumulative voting rights for the election of directors. The company has not declared or paid any dividend since inception on our Ordinary Shares. We do not anticipate that we will declare or pay dividends in the foreseeable future on our Ordinary Shares.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

NA

3. Describe any other material rights of common or preferred stockholders.

NA

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

NA

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☐ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>396,335,802</u> Preferred: <u>NA</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>1/18/2023</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Daniel Reich</u>	<u>Debt conversion</u>	<u>restricted</u>	<u>S1</u>
<u>1/19/2021</u>	<u>New Issuance</u>	<u>16,460,905</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>1/22/2021</u>	<u>New Issuance</u>	<u>1,505,126</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Alexsander Bar-On</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>1/29/2021</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Capital LLC</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>02/01/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Ben Tsion Kasid</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/01/2021</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Orion Capital Advisors, LLC</u> <u>Michael Friedman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>

<u>2/01/2021</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Financial Buzz Media Networks, LLC</u> <u>Jay Wu</u>	<u>PR services</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>2/10/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Lincoln Park Capital Fund, LLC</u> <u>Robert Garcia</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/10/2021</u>	<u>New Issuance</u>	<u>11,852,776</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/11/2021</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Lincoln Park Capital Fund, LLC</u> <u>Robert Garcia</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/11/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Lincoln Park Capital Fund, LLC</u> <u>Robert Garcia</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/11/2021</u>	<u>New Issuance</u>	<u>10,006,485</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Ethel Zieleniec</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>2/12/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Lincoln Park Capital Fund, LLC</u> <u>Robert Garcia</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/16/2021</u>	<u>New Issuance</u>	<u>1,229,809</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Lincoln Park Capital Fund, LLC</u> <u>Robert Garcia</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/17/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>CN Capital, LLC</u> <u>Eilon Natan</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/18/2021</u>	<u>New Issuance</u>	<u>421,053</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Srax, INC</u> <u>Randy Clark</u>	<u>Data Services</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>2/19/2021</u>	<u>New Issuance</u>	<u>13,256,394</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/01/2021</u>	<u>New Issuance</u>	<u>14,534,884</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/01/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Lincoln Park Capital Fund, LLC</u> <u>Robert Garcia</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>

<u>3/02/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Lincoln Park Capital Fund, LLC</u> <u>Robert Garcia</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/03/2021</u>	<u>New Issuance</u>	<u>7,598,784</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/08/2021</u>	<u>New Issuance</u>	<u>6,337,180</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Greentree Financial Group, INC.</u> <u>Chris Cottone</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/08/2021</u>	<u>New Issuance</u>	<u>17,857,142</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/10/2021</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Friends of Yeshiva Orot Hateshuba, INC</u> <u>Mises Goren</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule144</u>
<u>3/12/2021</u>	<u>New Issuance</u>	<u>8,928,571</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/15/2021</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>AI & J Media, INC</u> <u>Joseph Grigoli</u>	<u>PR services</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>3/16/2021</u>	<u>New Issuance</u>	<u>1,060,606</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Shmuel Rotbard</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/24/2021</u>	<u>New Issuance</u>	<u>12,354,785</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/31/2021</u>	<u>New Issuance</u>	<u>8,605,179</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>4/13/2021</u>	<u>New Issuance</u>	<u>1,060,606</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Shmuel Rotbard</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>4/28/2021</u>	<u>New Issuance</u>	<u>434,243</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Shmuel Rotbard</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>5/06/2021</u>	<u>New Issuance</u>	<u>484,496</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Shmuel Rotbard</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Sq</u>
<u>5/07/2021</u>	<u>New Issuance</u>	<u>12,444,305</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>5/13/2021</u>	<u>New Issuance</u>	<u>4,342,766</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>

						<u>Avi Geller</u>			
<u>5/19/2021</u>	<u>New Issuance</u>	<u>3,521,398</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Tehresa Tan Yee Ling</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>5/25/2021</u>	<u>New Issuance</u>	<u>23,696,720</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>6/28/2021</u>	<u>New Issuance</u>	<u>5,341,880</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Shmuel Rotbard</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>7/06/2021</u>	<u>New Issuance</u>	<u>13,265,306</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>6/02/2021</u>	<u>New Issuance</u>	<u>4,088,597</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Daniel Reich</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>7/22/2021</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/02/2021</u>	<u>New Issuance</u>	<u>20,778,281</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Bel Har Investments LTD.</u> <u>Harry Cooper</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>8/03/2021</u>	<u>New Issuance</u>	<u>2,700,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Orot Plus LTD</u> <u>Ron Streichman</u>	<u>Settlement</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>8/03/2021</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>AGRS Holdings LTD</u> <u>Ron Streichman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>8/03/2021</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Strategic Investment Holdings, LLC</u> <u>Robert Rill</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>8/04/2021</u>	<u>New Issuance</u>	<u>11,111,111</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/05/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Shmuel Rotbard</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/09/2021</u>	<u>New Issuance</u>	<u>17,857,142</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/09/2021</u>	<u>New Issuance</u>	<u>24,362,069</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Strategic Investment Holdings, LLC</u> <u>Robert Rill</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>

<u>8/18/2021</u>	<u>New Issuance</u>	<u>18,867,924</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/19/2021</u>	<u>New Issuance</u>	<u>12,500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/26/2021</u>	<u>New Issuance</u>	<u>3,125,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Shmuel Rotbard</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>9/01/2021</u>	<u>New Issuance</u>	<u>28,125,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>9/01/2021</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>9/24/2021</u>	<u>New Issuance</u>	<u>19,108,280</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>9/24/2021</u>	<u>New Issuance</u>	<u>22,292,993</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>9/24/2021</u>	<u>New Issuance</u>	<u>21,656,051</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>9/28/2021</u>	<u>New Issuance</u>	<u>18,503,401</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>10/04/2021</u>	<u>New Issuance</u>	<u>39,473,684</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>MND Diagnostics LTD</u> <u>Dorit Arad</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>11/02/2021</u>	<u>New Issuance</u>	<u>100,891</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Bel Har Investments LTD.</u> <u>Harry Cooper</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>12/10/2021</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Greentree Financial Group, INC.</u> <u>Chris Cottone</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>12/13/2021</u>	<u>New Issuance</u>	<u>1,485,670</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>A Vner S. Krohn</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>12/17/2021</u>	<u>New Issuance</u>	<u>23,089,172</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>

<u>12/29/2021</u>	<u>New Issuance</u>	<u>11,296,615</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Shmuel Rotbard</u>		<u>Unrestricted</u>	<u>S1</u>
<u>12/30/2021</u>	<u>New Issuance</u>	<u>23,885,350</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>1/13/2022</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Priyanka Misra</u>	<u>Employee Option</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/27/2022</u>	<u>New Issuance</u>	<u>22,531,847</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/04/2022</u>	<u>New Issuance</u>	<u>8,620,690</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Strategic Investment Holdings, LLC</u> <u>Robert Rill</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/17/2022</u>	<u>New Issuance</u>	<u>21,656,051</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/08/2022</u>	<u>New Issuance</u>	<u>7,961,783</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/10/2022</u>	<u>New Issuance</u>	<u>41,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Strategic Investment Holdings, LLC</u> <u>Robert Rill</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/18/2022</u>	<u>New Issuance</u>	<u>16,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/25/2022</u>	<u>New Issuance</u>	<u>45,461,783</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>4/07/2022</u>	<u>New Issuance</u>	<u>24,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Horizon Design Investments LTD</u> <u>Oded Gold</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>4/07/2022</u>	<u>New Issuance</u>	<u>512,821</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>SRAX, INC</u> <u>Randy Clark</u>	<u>Data Services</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>4/07/2022</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Testing123 LLC</u> <u>Raphy Kohentab</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>4/08/2022</u>	<u>New Issuance</u>	<u>11,160,714</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Toledo Advisors LLC</u> <u>Mark Mueller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>

<u>4/11/2022</u>	<u>New Issuance</u>	<u>15,625,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Mercer Street Global</u> <u>Jonathan Juchno</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/24/2022</u>	<u>New Issuance</u>	<u>46,178,343</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/25/2022</u>	<u>New Issuance</u>	<u>47,770,700</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/31/2022</u>	<u>New Issuance</u>	<u>30,015,923</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/31/2022</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Dutchess Group LLC</u> <u>James Mahoney</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>8/30/2022</u>	<u>New Issuance</u>	<u>9,896,942</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>9/06/2022</u>	<u>New Issuance</u>	<u>3,319,415</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Greentree Financial Group, INC</u> <u>Ch Jonathan Juchnoris Cottone</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>9/13/2022</u>	<u>New Issuance</u>	<u>14,012,738</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>10/11/2022</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>First Choice International Company, INC</u> <u>Mark Peikin</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>11/07/2022</u>	<u>New Issuance</u>	<u>33,757,961</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>11/17/2022</u>	<u>New Issuance</u>	<u>17,515,923</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>1/10/2023</u>	<u>New Issuance</u>	<u>2,456,530</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>1800 Diagonal Lending LLC</u> <u>Stephen J. Czarnik</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>1/18/2023</u>	<u>New Issuance</u>	<u>2,456,530</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>1800 Diagonal Lending LLC</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>

						<u>Stephen J. Czarnik</u>			
<u>1/20/2023</u>	<u>New Issuance</u>	<u>2,727,273</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>1800 Diagonal Lending LLC</u> <u>Stephen J. Czarnik</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>1/23/2023</u>	<u>New Issuance</u>	<u>4,787,391</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>1800 Diagonal Lending LLC</u> <u>Stephen J. Czarnik</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>1/24/2023</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>1/26/2023</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Testing123, LLC</u> <u>Raphy Kohentab</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>2/02/2023</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/09/2023</u>	<u>New Issuance</u>	<u>11,262,438</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/15/2023</u>	<u>New Issuance</u>	<u>18,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Quick Capital LLC</u> <u>Eilon Natan</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/16/2023</u>	<u>New Issuance</u>	<u>151,404,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>N</u>	<u>Strategic Investment Holdings, LLC</u> <u>Robert Rill</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/17/2023</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Capital LLC</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/21/2023</u>	<u>New Issuance</u>	<u>19,985,030</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/24/2023</u>	<u>New Issuance</u>	<u>22,292,993</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/24/2023</u>	<u>New Issuance</u>	<u>19,985,030</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>2/28/2023</u>	<u>New Issuance</u>	<u>18,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Quick Capital LLC</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>

						<u>Eilon Natan</u>			
<u>3/01/2023</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/02/2023</u>	<u>New Issuance</u>	<u>47,770,700</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/06/2023</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/06/2023</u>	<u>New Issuance</u>	<u>18,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Quick Capital LLC</u> <u>Eilon Natan</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/13/2023</u>	<u>New Issuance</u>	<u>35,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/13/2023</u>	<u>New Issuance</u>	<u>18,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Quick Capital LLC</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/14/2023</u>	<u>New Issuance</u>	<u>57,652,872</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leonite Fund I, LP</u> <u>Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
<u>3/16/2023</u>	<u>New Issuance</u>	<u>120,000,000</u>	<u>Ordinary shares</u>	<u>NA</u>	<u>Y</u>	<u>Leviston Resources, LLC</u> <u>John Miller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>S1</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
<u>Date 03/31/2023</u>									
<u>2,130,423,853</u>									
Common:									
Preferred: <u>NA</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>6/23/2020</u>	<u>\$300,000.00</u>	<u>\$400,000.00</u>	<u>\$10,403.00</u>	<u>6/22/2021</u>	<u>NA</u>	<u>Daniel Reich</u>	<u>Loan</u>
<u>7/17/2020</u>	<u>\$77,000.00</u>	<u>\$666,667.00</u>	<u>\$171,780.81</u>	<u>7/17/2021</u>	<u>NA</u>	<u>Leonite</u> <u>Avi Geller</u>	<u>Loan</u>
<u>04/24/2020</u>	<u>\$200,000.00</u>	<u>\$250,000.00</u>	<u>\$39,144.00</u>	<u>4/24/2022</u>	<u>NA</u>	<u>Infusion</u> <u>Scott Vandermeer</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>\$4,857,143.00</u>	<u>\$4,857,143</u>	<u>\$194,285.72</u>	<u>1/29/2022</u>	<u>NA</u>	<u>Yozma</u> <u>Donjung Lee</u>	<u>Loan</u>
<u>03/04/2021</u>	<u>\$1,263,393.00</u>	<u>\$1,263,393.00</u>	<u>\$197,455.00</u>	<u>3/4/2022</u>	<u>NA</u>	<u>Leviston Resources</u> <u>Avi Geller</u>	<u>Loan</u>
<u>04/08/2021</u>	<u>\$4,285,714.00</u>	<u>\$4,285,714.00</u>	<u>\$891,109.00</u>	<u>4/8/2022</u>	<u>NA</u>	<u>Kips Bay Select LP</u> <u>John Miller</u>	<u>Loan</u>
<u>4/27/2021</u>	<u>\$4,714,286.00</u>	<u>\$4,714,286.00</u>	<u>\$188,571.00</u>	<u>04/27/2022</u>	<u>NA</u>	<u>Yozma</u> <u>Donjung Lee</u>	<u>Loan</u>
<u>7/7/2021</u>	<u>\$1,535,714.00</u>	<u>\$1,535,714.00</u>	<u>\$76,743.00</u>	<u>7/7/2022</u>	<u>NA</u>	<u>Kips Bay Select LP</u> <u>John Miller</u>	<u>Loan</u>
<u>7/15/2021</u>	<u>\$285,714.00</u>	<u>\$285,714.00</u>	<u>\$14,277.00</u>	<u>7/15/2022</u>	<u>NA</u>	<u>SB Nihul</u> <u>Oded Gold</u>	<u>Loan</u>
<u>8/9/2021</u>	<u>\$142,857.00</u>	<u>\$142,857.00</u>	<u>\$7,138.00</u>	<u>8/9/2022</u>	<u>NA</u>	<u>Quick Capital</u> <u>Eilon Natan</u>	<u>Loan</u>
<u>9/15/2021</u>	<u>\$2,857,143.00</u>	<u>\$2,857,143.00</u>	<u>\$61,682.98</u>	<u>9/15/2022</u>	<u>NA</u>	<u>Mercer Capital</u> <u>Jonathan Jucno</u>	<u>Loan</u>
<u>10/18/2021</u>	<u>\$1,428,571.00</u>	<u>\$1,428,571.00</u>	<u>\$25,675.14</u>	<u>10/18/2022</u>	<u>NA</u>	<u>Kips Bay Select LP</u> <u>Donjung Lee</u>	<u>Loan</u>
<u>11/9/2021</u>	<u>\$1,432,143.00</u>	<u>\$1,432,143.00</u>	<u>\$22,286.50</u>	<u>11/9/2022</u>	<u>NA</u>	<u>Leonite</u> <u>Avi Geller</u>	<u>Loan</u>
<u>11/22/2021</u>	<u>\$300,000.00</u>	<u>\$300,000.00</u>	<u>\$4,175.34</u>	<u>11/24/2022</u>	<u>NA</u>	<u>Green Tree</u> <u>Chris Cottone</u>	<u>Loan</u>
<u>12/14/2021</u>	<u>\$142,850.00</u>	<u>\$142,850.00</u>	<u>\$1,675.15</u>	<u>12/14/2022</u>	<u>NA</u>	<u>Quick Capital</u> <u>Eilon Natan</u>	<u>Loan</u>
<u>12/21/2021</u>	<u>\$300,000.00</u>	<u>\$300,000.00</u>	<u>\$3,287.67</u>	<u>12/21/2022</u>	<u>NA</u>	<u>Ascedant Partners</u> <u>Estate of Richard Galterio</u>	<u>Loan</u>

<u>8/23/2022</u>	<u>\$714,286.00</u>	<u>\$714,286.00</u>	<u>NA</u>	<u>8/23/2023</u>	<u>NA</u>	<u>Kips Bay Select LP</u> <u>John Miller</u>	<u>Loan</u>
<u>9/9/2022</u>	<u>\$285,714.00</u>	<u>\$285,714.00</u>	<u>NA</u>	<u>9/9/2023</u>	<u>NA</u>	<u>Kips Bay Select LP</u> <u>John Miller</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Todos Medical Ltd. is a comprehensive medical diagnostics and related solutions company focused on distributing comprehensive solutions for COVID-19 screening and diagnosis, and immune resisting supplements, and on developing blood tests for the early detection of cancer and Alzheimer's disease.

B. List any subsidiaries, parent company, or affiliated companies.

The company was incorporated in the State of Israel in April 2010, and are subject to the Israel Companies Law, 5760-1999 (the "Companies Law"). Since March 7, 2017, our Ordinary Shares have been quoted on the OTCQB under the symbol TOMDF.

In January 2016, we incorporated our wholly owned subsidiary, Todos (Singapore) Pte. Ltd. In March 2016, Todos (Singapore) Pte. Ltd. changed its name to Todos Medical Singapore Pte. Ltd., or Todos Singapore. Todos Singapore has not yet commenced its business operations.

In January 2020, we incorporated Todos Medical USA, a Nevada corporation ("Todos US"), for the purpose of conducting business as a medical importer and distributor focused on the distribution the Company's testing products and services to customers in North America and Latin America. In addition, in March 2020, Todos US formed a subsidiary, Corona Diagnostics, LLC, in the State of Nevada, for the purpose of marketing COVID-19 related products in the United States. In July 2020, we completed the acquisition of Breakthrough Diagnostics, Inc, which is now a wholly owned subsidiary of Todos. In July 2021, we completed the acquisition of Provista Diagnostics, Inc., which is now a wholly owned subsidiary of Todos.

In April 2020, the Company incorporated a U.S. subsidiary named Corona Diagnostics, LLC ("Corona Diagnostics") for the purpose of marketing COVID-19 related products in the United States to validate potential products the Company is contemplating distributing and creating marketing materials for the testing products based upon those validations.

On February 27, 2019, the Company entered into Shares Purchase and Assignment of License Agreement with Amarantus Bioscience Holdings, Inc. ("Amarantus"), under which the Company purchased 19.99% of the issued and outstanding common stock of Breakthrough Diagnostics, Inc. ("Breakthrough") for entering into the field of early detection of Alzheimer's disease. On July 28, 2020, the Company entered into Amendment No. 1 to the Shares Purchase and Assignment of License Agreement with Amarantus, pursuant to which the Company completed the purchasing of the remaining 80.01% of the issued and outstanding common stock of Breakthrough for consideration that was based on the Company's shares. See also Note 5A.

On April 19, 2021, the Company entered into a Share Purchase Agreement ("SPA") with Strategic Investment Holdings, LLC, Ascenda BioSciences LLC ("SIH", "Ascenda" and together referring as "Sellers", respectively) and Provista Diagnostics, Inc. ("Provista"). Ascenda was the sole owner of the outstanding securities of Provista and SIH is the sole owner of all the outstanding securities of Ascenda. Provista is a medical diagnostics company based in Alpharetta, Georgia that owns the intellectual property rights to the proprietary breast cancer blood test, Videssa®, and has a diagnostic testing laboratory currently performing COVID-19 PCR testing, primarily for the medical and entertainment industries. See also Note 3.

In June 2020, the Company entered into agreement with NLC Pharma Ltd., under which Antigen COVID Test Killer was formed for the purpose of development diagnostic candidate Antigen Killer and product commercialize through the Company's sales channels. See also Note 5B and Note 24 for subsequent events.

In August 2020, the Company entered into agreement with Care GB Plus Ltd, under which Bio Imagery Ltd. ("Bio Imagery") has been incorporated for the purpose of developing, marketing and commercializing the Products and all the Intellectual Property of the Company ("Todos Cancer Assets") and to develop new Intellectual Property, products and services, and pursue the business based on the Todos Cancer Assets and on new intellectual property that will be developed by Bio Imagery. As of December 31, 2021, Bio Imagery has not yet commenced its business operations and the Company wrote off its investment in the amount of \$618

C. Describe the issuers' principal products or services.

Todos Medical Ltd. (the "Company" or "Todos") was incorporated under the laws of the State of Israel and commenced its operations on April 22, 2010. The Company engineers life-saving diagnostic solutions for the early detection of a variety of cancers. The Company's patented Todos Biochemical Infrared Analyses (TBIA) is a proprietary cancer-screening technology using peripheral blood analysis that deploys deep examination into cancer's influence on the immune system, looking for biochemical changes in blood mononuclear cells and plasma. Todos' two internally developed cancer-screening tests, TMB-1 and TMB-2, have received a CE mark in Europe.

Todos is also developing blood tests for the early detection of neurodegenerative disorders, such as Alzheimer's disease. The Lymphocyte Proliferation Test (LymPro Test™) is a diagnostic blood test that determines the ability of peripheral blood lymphocytes (PBLs) and monocytes to withstand an exogenous mitogenic stimulation that induces them to enter the cell cycle. LymPro is unique in the use of peripheral blood lymphocytes as a surrogate for neuronal cell function, suggesting a common relationship between PBLs and neurons in the brain.

Commencing 2020, the Company through its U.S. subsidiary (Corona Diagnostics, LLC) has entered into several distribution agreements with other companies to distribute certain novel coronavirus (COVID-19) test kits. The agreements cover multiple international suppliers of PCR testing kits and related materials and supplies, as well as antibody testing kits from multiple third-party manufacturers after completing validation of said testing kits and supplies in certified laboratory in the United States.

Additionally, during 2021, upon completion of the Share Purchase Agreement for the purchase of Provista Diagnostics, Inc. (see below), the Company, through Provista Diagnostics, Inc. provide diagnostic testing laboratory services currently performing COVID-19 PCR testing, primarily for the medical and entertainment industries.

In December 2020, the Company announced the commercial launch of its proprietary 3CL protease inhibitor dietary supplement Tollovid™. Tollovid, a mix of botanical extracts, is being targeted to support healthy immune function against circulating coronaviruses. Tollovid was granted a Certificate of Free Sale by the US Food and Drug Administration (FDA) in August 2020, allowing its commercial sale anywhere in the United States. In May 2021, the FDA granted the Company a new Certificate of Free Sale for a second dosing regimen for Tollovid™ as a dietary supplement, under which the Company is authorized to market Tollovid with a dosing regimen of 60 pills over a five-day period, equivalent to 12 pills per day.

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

On November 25, 2020, the Company entered into an agreement with CARE GB Plus Ltd for office space leasing in Rehovot, Israel for a monthly consideration of NIS500. The lease period is two years commencing November 2020 and may be renewable annually thereafter.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Dr. Herman Weiss	<u>Director</u>	<u>Bet Shemesh/Israel</u>	<u>300,000</u>	<u>Common</u>	<u>.0001%</u>	<u>N/A</u>
Gerald Commissiong	<u>Director/Officer</u>	<u>Hershy/PA</u>	<u>79,077,125</u>	<u>Common</u>	<u>.030%</u>	<u>N/A</u>
Lauren Chung	<u>Director</u>	<u>New York/ NY</u>	<u>0</u>	<u>Common</u>	<u>0%</u>	<u>N/A</u>
Moshe Abramovitz	<u>Director</u>	<u>Ashdod/Israel</u>	<u>0</u>	<u>Common</u>	<u>0%</u>	<u>N/A</u>
Moshe Schlisser	<u>Director</u>	<u>Tel Aviv/Israel</u>	<u>0</u>	<u>Common</u>	<u>0%</u>	<u>N/A</u>
Daniel Hirsch	<u>Director/Officer</u>	<u>Ashkelon/Israel</u>	<u>54,000</u>	<u>Common</u>	<u>.000001%</u>	

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Gary L. Blum – attorney letter preparer
Firm: Law Offices of Gary L. Blum
Address 1: 3278 Wilshire Blvd, Los Angeles, CA 90010
Address 2: Suite 603
Phone: 213-381-7450
Email: gblum@gblumlaw.com

Accountant or Auditor

Name: Joseph Himy
Firm: CFO Squad
Address 1: 575 Lexington Ave, _____
Address 2: New York, NY 10022, United States _____
Phone: 845.613.3394
Email: jhimy@cfosquad.com _____

Name: Richard Edelson
Firm: Get OTC Current, LLC
Address 1: 1050 West Jericho Turnpike
Address 2: Smithtown, NY 11787

Phone: 631-747-0117
Email: Rich@getotccurrent.com

Investor Relations

Name: Gerald Commissiong
Firm: Todos Medical Ltd
Address 1: 45 Wall Street, New York, NY 10005
Address 2: Suite 920
Phone: 650-862-5391
Email: Gerald@todosmedical.com

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

A. The following financial statements were prepared in accordance with:

☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁶:

Name: Joseph Himy
Title: Consultant – CFO Squad
Relationship to Issuer: None

Describe the qualifications of the person or persons who prepared the financial statements: Joseph Himy is an expericened accountant with over a decade of preparing financial statements for public companies.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Gerald Commissiong certify that:

1. I have reviewed this Disclosure Statement for Todos Medical Ltd;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

7/13/2023 [Date]

Gerald Commissiong [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Daniel Hirsch certify that:

1. I have reviewed this Disclosure Statement for Todos Medical Ltd;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under

which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

7/13/2023 [Date]

Daniel Hirsch [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

TODOS MEDICAL LTD.

**CONSOLIDATED FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2022
(Unaudited)**

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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<u>Consolidated Statements of Operations for the years ended December 31, 2022 and 2021</u>	F-2
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TODOS MEDICAL LTD.
CONSOLIDATED BALANCE SHEETS

Unaudited

(U.S. dollars in thousands except share and per share amounts)

	As of December 31,	
	2022	2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 34	\$ 189
Trade receivables	1,048	2,520
Inventories	1,021	1,603
Other current assets	1,269	404
Total current assets	<u>3,372</u>	<u>4,716</u>
Non-current assets:		
Investment in affiliated companies, net	40	40
Investment in other company	455	455
Property and equipment, net	1,369	2,045
Right of use asset arising from operating lease	68	143
Prepaid expenses	2,247	-
Goodwill	6,216	6,216
Intangible assets	1,500	1,500
Total non-current assets	<u>11,895</u>	<u>10,399</u>
Total assets	<u>\$ 15,267</u>	<u>\$ 15,115</u>
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Receivables financing facility, net	\$ -	\$ -
Loans, net	5,301	2,023
Accounts payable	6,603	2,276
Deferred revenues	-	-
Other current liabilities	4,189	4,284
Liability for minimum royalties	476	377
Total current liabilities	<u>16,569</u>	<u>8,960</u>
Non-current liabilities:		
Convertible bridge loans, net	32,865	25,406
Derivative warrants liability, net	-	-
Fair value of bifurcated convertible feature of convertible bridge loans	136	4,182
Operating lease liability	46	141
Deferred taxes	315	315
Liability for minimum royalties	226	183
Other non-current liabilities	-	140
Total non-current liabilities	<u>33,588</u>	<u>30,367</u>
Commitments and contingent liabilities	-	-
Shareholders' deficit:		
Ordinary Shares of NIS 0.01 par value each:		
Authorized: 5,000,000,000 shares at December 31, 2022 and 2021, respectively; Issued and outstanding: 1,425,643,006 shares and 975,644,432 shares at December 31, 2022 and 2021, respectively.	4,246	2,913
Redeemable Preferred shares: Authorized: 50,000 at December 31, 2022 and 2021, respectively, non-issued.		
Preferred B Shares: Authorized: 5,000 at December 31, 2022 and 2021, non-issued.		
Additional paid-in capital	75,819	63,470
Accumulated deficit	(115,576)	(90,595)
Total shareholders' deficit	<u>(34,890)</u>	<u>(24,212)</u>

Total liabilities and shareholders' deficit	\$ 15,267	\$ 15,115

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

TODOS MEDICAL LTD.
CONSOLIDATED STATEMENTS OF OPERATIONS
Unaudited

(U.S. dollars in thousands except share and per share amounts)

	Year Ended December 31,	
	2022	2021
Revenues	\$ 7,695	\$ 12,230
Cost of revenues	(3,385)	(7,847)
Gross profit	4,310	4,383
Research and development expenses	(620)	(824)
Sales and marketing expenses	(2,277)	(3,481)
General and administrative expenses	(11,161)	(9,364)
Operating loss	(9,748)	(9,286)
Financing income (expenses), net	(14,850)	(30,340)
Impairment losses	(396)	(2,030)
Share in losses of affiliated companies	-	(1,658)
Less: Net loss attributable to non-controlling interest	13	-
Net loss for the year	\$ (24,994)	\$ (43,314)
Basic and diluted net loss per share	\$ (0)	\$ (0.06)
Weighted average number of ordinary shares outstanding attributable to ordinary shareholders		679,574,516

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

TODOS MEDICAL LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
Unaudited

(U.S. dollars in thousands except share and per share amounts)

	Ordinary shares		Additional	Accumulated	Total
	Shares	Amount	paid-in capital	deficit	Shareholders' deficit
Balance at December 31, 2020	376,335,802	\$ 1,059	\$ 35,211	\$ (47,281)	\$ (11,011)
Changes during the year ended December 31, 2021:					
Partial conversion of convertible bridge loans into ordinary shares	487,822,015	1,511	18,584	-	20,095
Issuance of ordinary shares as settlement of previous commitments	2,500,000	8	(8)	-	-
Issuance of ordinary shares upon modification of terms relating to convertible straight loan transaction	2,000,000	6	82	-	88
Issuance of stock warrants as part of convertible bridge loan received	-	-	5,422	-	5,422
Issuance of ordinary shares in exchange for equity line received	5,229,809	16	239	-	255
Issuance of ordinary shares as collateral for loan repayment	20,000,000	61	809	-	870
Issuance of ordinary shares or commitment for issuance of fixed number of ordinary shares to service providers	14,921,053	45	107	-	152
Commitment to issue shares in acquisition of subsidiary	-	-	1,699	-	1,699
Issuance of shares in acquisition of subsidiary	25,862,069	80	(80)	-	-
Issuance of ordinary shares as part of joint ventures agreements	39,473,684	122	328	-	450
Share based compensation for employees & directors	-	-	645	-	645
Share based compensation for service providers	1,500,000	5	432	-	437
Net loss for the year	-	-	-	(43,314)	(43,314)
Balance at December 31, 2021	<u>975,644,432</u>	<u>\$ 2,913</u>	<u>\$ 63,470</u>	<u>\$ (90,595)</u>	<u>\$ (24,212)</u>

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

TODOS MEDICAL LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
Unaudited

(U.S. dollars in thousands except share and per share amounts)

	<u>Ordinary shares</u>		<u>Additional</u>			<u>Non-</u>		<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>paid-in</u>	<u>Accumulated</u>		<u>controlling</u>		<u>Shareholders'</u>
			<u>capital</u>	<u>deficit</u>		<u>Interest</u>		<u>deficit</u>
Balance at December 31, 2021	975,644,432	\$ 2,913	\$ 63,470	\$ (90,595)		-	\$	(24,212)
Changes during the year ended December 31, 2022:								
Partial conversion of convertible bridge loans into ordinary shares	315,704,409	923	7,131	-		-		8,054
Issuance of ordinary shares as partial settlement of financial liability	11,160,714	35	165	-		-		200
Share based compensation for employees & directors	-	-	1,334	-		-		1,334
Share based compensation for service providers	32,012,821	92	1,672	-		-		1,764
Issuance of stock warrants as part of convertible bridge loan received	-	-	44	-		-		44
Conversion of warrants into ordinary shares	16,000,000	49	(49)	-		-		-
Conversion of warrants into ordinary shares	1,500,000	5	6	-		-		11
Issuance of shares in acquisition of subsidiary	49,620,690	152	1,728	-		635		2,515
Issuance of ordinary shares as part of joint ventures agreements	24,000,000	77	319	-		-		396
Net loss for the year	-	-	-	(24,981)		(13)		(24,994)
Balance at December 31, 2022	<u>1,425,643</u>	<u>\$ 4,246</u>	<u>\$ 75,820</u>	<u>\$ (115,576)</u>		<u>\$ 622</u>	<u>\$</u>	<u>(34,890)</u>

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

	Year Ended December 31	
	2022	2021
Cash flows from operating activities:		
Net loss	\$ (24,994)	\$ (43,314)
Adjustments required to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	750	763
Impairment of property and equipment	-	485
Impairment of goodwill	396	1,545
Liability for minimum royalties	142	82
Interest and royalty expenses related to receivables financing facility	694	375
Stock-based compensation	3,108	1,234
Impairment of investment in affiliated company	-	1,658
Sale of subsidiary shares to non-controlling interest	1,245	-
Impairment of intangible IPR&D, net of taxes	-	450
Modification of terms relating to straight loan transaction	-	88
Change in fair value, amortization of discounts and accrued interest on convertible bridge loans	14,850	25,575
Amortization of discounts and accrued interest on straight loans	-	2,657
Issuance of shares as a settlement in excess of the carrying amount of financial liabilities	-	870
Change in fair value of derivative warrants liability and fair value of warrants expired	-	(301)
Change in fair value of liability related to conversion feature of convertible bridge loans	(3,651)	(2,180)
Increase in trade receivables	1,471	(2,076)
Increase in inventories	333	(1,066)
Decrease (increase) in other current assets	(1,131)	791
Increase in accounts payables	4,329	(100)
Increase (decrease) in deferred revenues	-	(844)
Increase in other current liabilities	(235)	2,106
Operating lease liabilities	(20)	(22)
Net cash used in operating activities	<u>(2,713)</u>	<u>(11,224)</u>
Cash flows from investing activities:		
Purchase of property and equipment	(74)	(1,097)
Cash used in purchased of subsidiary consolidated for the first time	(3,537)	(2,426)
Investment in other company	-	(1,183)
Net cash used in investing activities	<u>(1,807)</u>	<u>(4,706)</u>
Cash flows from financing activities:		
Proceeds from Receivables financing facility and straight loans	7,202	2,486
Repayment of loans	(3,537)	(3,557)
Proceeds from issuance of units consisting of straight loans and stock warrants	-	-
Proceeds from issuance of units consisting of convertible bridge loans, stock warrants and shares, net	700	16,000
Proceeds from issuance of units consisting of ordinary shares and stock warrants	-	-
Proceeds from issuance of ordinary shares through equity line	-	255
Net cash provided by financing activities	<u>4,365</u>	<u>15,184</u>
Change in cash, cash equivalents and restricted cash	(155)	(746)
Cash, cash equivalents and restricted cash at beginning of year	189	935
Cash, cash equivalents and restricted cash at end of year	\$ 34	\$ 189

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

TODOS MEDICAL LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Cont.)
Unaudited
(U.S. dollars in thousands)

	Year ended December 31	
	2022	2021
Supplemental disclosure of non-cash activities:		
Partial conversion of convertible loans and liability related to conversion feature of convertible bridge loans into ordinary shares	\$ 9,536	\$ 20,095
Issuance of ordinary shares for call option to acquire potential acquiree	\$ 1,804	\$ -
Sale of subsidiary shares to non-controlling interests	\$ 635	\$ -
Shares issued in settlement of a financial liability	\$ 200	\$ -
Issuance of shares upon acquisition of an asset	\$ 396	\$ -

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

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(U.S. dollars in thousands)

NOTE 1 – GENERAL

A. Operations

Todos Medical Ltd. (the “Company” or “Todos”) was incorporated under the laws of the State of Israel and commenced its operations on April 22, 2010. The Company discovers, acquires, develops and commercializes novel diagnostic solutions for the early detection breast cancer, Alzheimer’s and SARS-CoV-2 viral persistence and related immune dysfunction. The Company’s patented artificial intelligence (AI) Todos Biochemical Infrared Analyses (TBIA) is a proprietary immune system technology using peripheral blood analysis that is based on proprietary spectroscopy data capture to that deploys deep learning to characterize the immune system and accurately diagnose cancers at the earliest stages by profiling biochemical changes in blood mononuclear cells and plasma. Todos’ two internally developed breast cancer-screening tests, TMB-1 and TMB-2, have received a CE mark in Europe. The Company has also developed a colon cancer test, TMC. The Company believes that it will ultimately be able to profile all immune system related diseases based upon the TBIA platform. The Company acquired right to Videssa breast cancer and the LymPro Alzheimer’s blood test to help further train TBIA.

The Videssa breast cancer blood test (Videssa) is a blood test for the detection of breast cancer. Videssa measures key tumor associated antibodies (TAABs) and serum protein markers (SRB) that together may help physicians diagnose patients earlier, distinguish between dense breast and tumor formation, as well monitor patients and remission for potential recurrence of disease. Additionally, Videssa will allow for the more frequent monitoring for breast cancer especially for those ineligible for mammograms.

The Lymphocyte Proliferation Test (LymPro Test™) is a blood test for the early detection of Alzheimer’s disease. Lympro measures the ability of peripheral blood lymphocytes (PBLs) and monocytes to withstand an exogenous mitogenic stimulation that induces them to inappropriately enter the cell cycle (cell cycle dysregulation or CCD). LymPro is unique in the use of peripheral blood lymphocytes as a surrogate for neuronal cell function, suggesting a common relationship between PBLs and brain neurons. Alzheimer’s and cancers demonstrate CCD.

In April 2020, the Company launched its U.S. subsidiary (Corona Diagnostics, LLC) which entered into several distribution agreements to distribute fully integrated coronavirus (COVID-19) PCR testing solutions, including DNA/RNA extraction and PCR reagents, extraction and PCR machines, and Tecan liquid handlers. In 2021, the Company acquired Provista Diagnostics, Inc. (Provista), a CLIA/CAP certified testing lab providing molecular and SARS-CoV-2 neutralizing antibody diagnostic testing laboratory services to the US market. In 2022, Provista launch the Post-COVID Test with Amerimmune. In 2023, Provista expanded its test menu to include blood chemistry testing in order to serve the skilled nursing community. The Company intends to launch its proprietary Videssa, LymPro and TBIA-related tests as laboratory developed tests at Provista.

In June 2020, the Company entered into a licensing and distribution agreement with joint venture partner NLC Pharma, LTD. (NLC) to develop the 3CL protease diagnostic assay TolloTest. The Company has successfully completed analytical validation and clinical validation for TolloTest in hospitalized patients, and has clinical proof of concept for hospitalized COVID-19 patients exhibiting viral persistence. The Company is looking to further develop TolloTest alongside related 3CL protease inhibitor supplements and therapeutic drug candidates.

In September 2020, the Company expanded its agreement with NLC to include the distribution of patent pending proprietary dietary supplement formulations and other plant-based solutions related to the inhibition of the 3CL protease. In December 2020, the Company commercially launch the proprietary 3CL protease inhibitor dietary supplement Tollovid™. Tollovid, a mix of botanical extracts, is being targeted to support and maintain healthy immune function by cleansing the body of 3CL protease. A Tollovid formulation was first granted a Certificate of Free Sale by the Federal Trade Commission in the United States in August 2020. The Company has received six (6) different certificates of sale with the FTC.

In January 2022, the Company announced positive Phase 2 clinical trial data from its therapeutic drug candidate NLC-V-001 (“3CL-001” or “Tollovir”) in the treatment of severe/critical hospitalized COVID-19 patients.

In March 2022, the Company entered into an agreement to deepen its partnership with NLC, pursuant to which Todos would assign its rights into majority-owned 3CL Pharma USA, Inc. (“3CL USA”) in order to allow for 3CL USA to raise funding to further generate data for Tollovid in Long COVID and for Tollovir in hospitalized COVID and Long COVID. Todos and NLC extended the deadline for their partnership in September 2022 and continue to negotiate the final terms of the transaction.

In September 2022, the Company formed subsidiary Todos Botanicals LLC (Botanicals) to prepare for the manufacturing scale up of Tollovid and to develop additional Botanicals brands for other related immune support supplements. Botanicals also manufactures CBD-related products for white-label clients. In November 2022, Botanicals entered into an agreement with Smart Automated Retail Network (SARN) for exclusive rights to distribute immune support supplements through SARN’s automated retail machines. The company is preparing to launch Botanicals-branded automated retail machines in the second half 2023.

Revenues of the twelve months ended December 31, 2022, resulted from sales of COVID-19 related products, lab testing services, testing kits and dietary supplement, Tollovid™.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(U.S. dollars in thousands, except shares amounts)

B. Foreign operations

1. Todos Medical (Singapore) Pte Ltd

On January 27, 2016, the Company incorporated a wholly owned subsidiary in Singapore under the name of Todos Medical (Singapore) Pte Ltd. (“Todos Singapore”) for the purpose of advancing clinical trials of the Company’s core technology for breast cancer in Southeast Asia. As of September 30, 2022, Todos Singapore has not yet commenced its business operations.

2. Todos Medical USA

In January 2020, the Company incorporated a U.S. subsidiary named Todos Medical USA (“Todos U.S.”) for the purpose of conducting business as medical importer and distributor focused on the distribution of the Company’s testing products and services to customers in the North America and Latin America.

3. Corona Diagnostics, LLC

In April 2020, the Company incorporated a U.S. subsidiary named Corona Diagnostics, LLC (“Corona Diagnostics”) for the purpose of marketing COVID-19 related products in the United States to validate potential products the Company is contemplating distributing and creating marketing materials for the testing products based upon those validations.

4. Breakthrough Diagnostics, Inc.

On July 28, 2020, the Company completed the purchase of 100% of the issued and outstanding common stock of Breakthrough Diagnostics, Inc. (“Breakthrough”), a U.S based company, for entering into the field of early detection of Alzheimer’s disease.

Breakthrough was determined to be excluding substantive process as required under the definition of business in accordance with the provisions of ASC Topic 805 “Business Combination”, it was also determined that the asset purchased had no alternative future use and therefore the entire purchase price allocated to the acquired IPR&D was charged to expense in the consolidated statement of operations.

5. Provista Diagnostics, Inc

On April 19, 2021, the Company entered into an agreement to purchase 100% of the issued and outstanding common stock of Provista Diagnostics, Inc. Provista is a molecular diagnostics company based in the U.S focused on developing and commercializing proprietary blood-based proteomic diagnostic, prognostic and monitoring tests in women’s cancer, Videssa®, such as breast and gynecologic cancers. Provista also operates a laboratory for purposes of test validation and commercialization activities related to the distribution and sampling of COVID-19 testing.

On March 14, 2022, the Company entered into a Revolving Line of Credit Agreement with Testing 123, LLC. Under the terms of the Revolving Line of Credit Agreement, the Company agreed to deliver to Testing 123, LLC, shares, equal to a 10% ownership stake in Provista. In the event that additional shares of Provista are issued, the Company committed to issue the Lender additional shares so that his 10% stake in Provista is maintained.

6. Bio Imagery Ltd.

In August 2020, the Company entered into an agreement with Care GB Plus Ltd, under which Bio Imagery Ltd. (“Bio Imagery”) has been incorporated in Israel for the purpose of developing, marketing and commercializing the Products and all the Intellectual Property of the Company (“Todos Cancer Assets”), developing new Intellectual Property, products and services, and pursue the business based on the Todos Cancer Assets and on new intellectual property that will be developed by Bio Imagery. Under the agreement, the Company granted Bio Imagery an irrevocable, perpetual, exclusive license to distribute, market and sale of the products and new products in Israel, Europe and Africa (the “Territories”). Distribution, marketing and sale in other Territories (except China) are authorized by the Company’s written and in advance approval.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(U.S. dollars in thousands except shares amounts)

On April 5, 2022 the Company entered into an Agreement Addendum according to which the Company issued 24,000,000 ordinary shares of the Company to Care GB Plus Ltd to increase its holding in Bio Imagery to 51%. The Company estimated the value of the shares issued based on the share price of the Company as of the agreement date at \$396.

At the Agreement Addendum Closing Date, Bio Imagery was determined to be excluding substantive process as required under the definition of business in accordance with the provisions of ASC Topic 805 “Business Combination”. The entire additional investment was charged to expenses at the acquisition date as “other expenses” in the profit and loss as Bio Imagery has not yet commenced its business operations.

7. Todos Botanicals, inc

In September 2022, the Company incorporated a U.S. subsidiary named Todos Botanicals, Inc (“Todos Botanicals”) for the purpose of manufacturing, marketing and sales of its proprietary 3CL protease inhibitor immune support dietary supplement Tollovid™ and botanical ‘0% THC’ CBD products in pill, tincture, gummy, candy and cream finished products to third parties.

8. Other entities

In June 2020, the Company entered into agreement with NLC Pharma Ltd., under which Antigen COVID Test Killer (“CATK”) was formed as a joint venture Israeli based company, for the purpose of development of diagnostic candidate Antigen Killer and product commercialize through the Company’s sales channels. In September 2020, the companies expanded the agreement to include the distribution of Tollovid. As of December 31st, 2022, the Company hold 15% of the outstanding equity of CATK.

See also note 1 regarding 3CL Pharma USA, Inc., incorporated in June 2022.

The Company and its entities herein considered as the “Group”.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

NOTE 1 - GENERAL

C. Going concern uncertainty

The Company has devoted substantially all of its efforts to research and development of its products and raising capital to fund this development. The development and commercialization of the Company's products are expected to require substantial further expenditures. To date, the Company has not yet generated sufficient revenues from operations to support its activities, and therefore it is dependent upon external sources for financing its operations. Since inception through December 31, 2022, the Company has incurred accumulated losses of \$115,597. As of December 31, 2022, the Company's current liabilities exceed its current assets by \$13,197, and there is a shareholders' deficit of \$34,890. The Company has generated negative operating cash flow for all periods. Management has considered the significance of such condition in relation to the Company's ability to meet its current obligations and to achieve its business targets and determined that these conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company plans to finance its operations through the sale of equity and to the extent available, short-term and long-term loans and also through revenues from sales of corona testing related products. There can be no assurance that the Company will succeed in obtaining the necessary financing to continue its operations as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

D. COVID-19

On March 11, 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. The outbreak has reached all of the regions in which the Company does business, and governmental authorities around the world implemented numerous measures attempting to contain and mitigate the effects of the virus, including travel bans and restrictions, border closings, quarantines, shutdowns, limitations or closures of non-essential businesses, and social distancing requirements.

The COVID-19 pandemic has created and may continue to create significant opportunity under the uncertainty in macroeconomic conditions, which may cause further demand for the Company's core business related to PCR testing kits and related materials and supplies as already reflected by recognized revenues of \$7,695 and \$12,229 during the twelve months ended December 31, 2022 and 2021, respectively. However, the Company may face uncertainties around its estimates of revenue collectability and accounts receivable credit losses and its expectation to receive funds from external sources for financing its operations. The Company expects uncertainties around its key accounting estimates to continue to evolve depending on the duration and degree of impact associated with the COVID-19 pandemic. The Company estimates may change as new events occur and additional information emerges.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

A. Basis of presentation

The unaudited consolidated financial statements have been prepared in accordance with the rules and regulations of the SEC related to interim financial statements. As permitted under those rules, certain information and footnote disclosures normally required or included in financial statements prepared in accordance with U.S. GAAP have been or omitted. The financial information contained herein is unaudited; however, management believes all adjustments have been made that are considered necessary to present fairly the results of the Company's financial position and operating results for the interim periods. All such adjustments are of a normal recurring nature.

B. Use of estimates in the preparation of financial statements

The preparation of the financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates. As applicable to these financial statements, the most significant estimates and assumptions include (i) identification of and measurement of financial instruments in funding transactions; (ii) Initial measurement of investment in affiliated companies and subsequent equity method implications; (iii) determination whether an acquired company or formed entities represents a 'business'; (iv) determination whether acquired or formed entities are considered Variable Interest Entity (VIE) and if so, whether the Group is its Primary Beneficiary (PB) (v) deferred income taxes and (vi) measurement of the fair value of equity awards.

C. Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and when applicable its majority owned entities that were determined to be VIE and that the Group was determined as their Primary Beneficiary (PB). Intercompany transactions and balances have been eliminated upon consolidation.

D. Goodwill and intangible assets

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets acquired in business combinations accounted for in accordance with the "purchase method" and is allocated to reporting units at acquisition. Goodwill is not amortized but rather tested for impairment at least annually in accordance with the provisions of ASC Topic 350, "Intangibles - Goodwill and Other". The Company performs its goodwill annual impairment test for the reporting units at December 31 of each year, or more often if indicators of impairment are present.

Intangible assets with finite lives will be amortized using the straight-line basis over their useful lives, to reflect the pattern in which the economic benefits of the intangible assets are consumed or otherwise used up. The Company will start amortizing the intangible asset when the asset will be brought into actual use.

During the twelve months ended December 31, 2022 the Company recorded \$0, of impairment losses.

E. Basic and diluted net loss per ordinary share

The Company computes net loss per share in accordance with ASC 260, "Earning per Share", which requires presentation of both basic and diluted loss per share on the face of the statement of operations.

Basic net loss per ordinary share is computed by dividing the net loss for the period applicable to ordinary shareholders, by the weighted average number of ordinary shares outstanding during the period. Diluted loss per share gives effect to all potentially dilutive common shares outstanding during the year using the treasury stock method with respect to stock options and certain stock warrants and using the if-converted method with respect to convertible bridge loans and certain stock warrants. In computing diluted loss per share, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. During the years ended December 31, 2022 and 2021 the total weighted average number of ordinary shares related to outstanding stock options, stock warrants and convertible bridge loans excluded from the calculation of the diluted loss per share was 450,033,661 and 112,508,547, respectively.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

F. Recent Accounting Pronouncements

On October 1, 2021, the Company early adopted ASU No. 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity (ASU 2020-06), which simplifies the accounting for convertible instruments by reducing the number of accounting models available for convertible debt instruments. This guidance also eliminates the treasury stock method to calculate diluted earnings per share for convertible instruments and requires the use of the if-converted method. The new standard was effective for us beginning January 1, 2022, with early adoption permitted. The adoption of this new standard did not have a material impact on our consolidated financial statements.

Other new pronouncements issued but not effective as of December 31, 2022 are not expected to have a material impact on the Company’s consolidated financial statements.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

NOTE 3 - SIGNIFICANT TRANSACTIONS

A. On September 28, 2022, the Company held its Annual General Meeting of Shareholders, at which the shareholders of the Company approved the increase of the authorized share capital of the Company to a total of up to 10,000,000,000 and in addition, approved Company's Board of Directors and compensation committee meetings, dated July 17, 2022 as follows:

1. Cash compensation to the CEO, CFO and other key individuals up to a total of 5% out of the gross margin for the year ended December 31, 2021.
2. Compensation package for the Company's Chief Executive Officer that include (i) based annual salary of \$400; (ii) an immediate granting of 50% of salary in restricted shares for uncompensated efforts to date; (iii) cash bonus of 50% of base salary upon uplisting (iv) 100 million restricted shares bonus upon uplisting (iv) grant of 8,750,000 stock options to purchase the same number of shares, vesting quarterly over the course of five years and (vi) Restricted Stock Units bonus with value ranging from \$250 up to \$1,400 as determined in Board resolution, and cash bonus of \$250 up to \$1,000 which are based on cumulative volume of sales range from \$25,000 up to \$100,000 or milestone bonuses in form of Restricted Stock Units in value of \$10,000 up to \$40,000 which are based on market cap range of \$1,000,000 up to \$2,000,000, as determined in Board resolution.
3. Compensation package for the Company's Chief Financial Officer that include (i) based annual salary of \$250; (ii) an immediate granting of 50% of salary in restricted shares for uncompensated efforts to date; (iii) cash bonus of 50% of base salary upon uplisting (iv) 50 million restricted shares bonus upon uplisting (iv) grant of 5,000,000 stock options to purchase the same number of shares, vesting quarterly over the course of five years and (vi) Restricted Stock Units bonus with value ranging from \$50,000 up to \$100,000, and cash bonus range of \$75 up to \$150 which are based on cumulative volume of sales range from \$25,000 up to \$100,000.
4. Compensation package for the Company's members of the Board of Directors and its committees that include (i) each board member will receive \$65 annual salary and \$150 in RSU vesting quarterly over three years; (ii) the expert director will receive \$86 annual salary and \$150 in RSU vesting quarterly over three years; (iii) Upon uplisting, each Director shall be granted RSU's equal to the dollar amount of that Director's total annual compensation, provided that the terms applicable to Board members' annual RSU grant shall apply; (iv) additional annual cash compensation ranging from \$6 up to \$44 and equal amounts in RSU, for each director based on his additional committee he or she is serving.

B. Exchange of warrants

On March 10, 2022 the Company and Leonite Capital LLC (the "Investor") entered into an Agreement pursuant to which, the Company agreed to issue the Investor 16,000,000 ordinary shares of the Company as full conversion of all Investor's outstanding warrants. On March 17, 2022, the Company issued 16,000,000 ordinary shares of the Company pursuant to the agreement. The Company accounted for the warrants within the equity.

C. Revolving Line of Credit Agreement

On March 14, 2022, the Company and Testing 123, LLC (the "Lender") signed a Revolving Line of Credit Agreement, pursuant to which the Lender will provide the Company with a credit facility of up to \$1,250 bearing a monthly interest of 5% calculated for a minimum period of 60 days. The Company may draw funds under the agreement from the date of the agreement and until March 14, 2023. The Maturity date of each draw will be the earlier of (i) 60 days from the date of the loan, (ii) the occurrence of an event of default as defined in the agreement and (iii) with respect to funds received by Borrower through collections on receivables included in a Receivables Pool, as defined in the agreement, 3 days after such funds have been received by the escrow account agent or the Company.

In addition to the above the Company agreed to issue the Lender shares, a 10% ownership stake in Provista. In the event that additional shares of Provista are issued, the Company committed to issue the Lender additional shares such that his stake in Provista shall be maintained at 10%.

On April 7, 2022 the Company issued 1,500,000 ordinary shares (with fair value of \$25) as additional interest.

As of December 31, 2022, the Company utilized the full credit facility.

The Company has estimated the fair value of the 10% portion of shares of Provista on March 14, 2022 at \$710. The carrying value sold to non-controlling interests as of March 14, 2022 was \$635, accordingly \$75 was recognized in additional paid in capital. The fair value of the 10% ownership in Provista which is the cost associated with obtaining the revolving line of credit, was amortized to interest expenses as the entire credit facility was utilized.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

D. Issuance of Ordinary Shares

1. On January 13, 2022, the Company issued 1,500,000 ordinary shares to a service provider of which 1,250,000 ordinary shares were issued in exchange of previous commitment to issue a fixed number of shares.
2. On February 4, 2022 and March 10, 2022 the Company issued total of 49,620,690 ordinary shares as partial conversion of \$1,804 of principal and accrued interest, out of a convertible note in the principal amount of \$3,500, issued in the acquisition of Provista Diagnostic, Inc.
3. On March 17, 2022, the Company issued 16,000,000 ordinary shares – see 3B above.
4. On April 8, 2022 the Company issued 11,160,714 ordinary shares as part of its April 7, 2022 settlement agreement – see 3E below.
5. On April 7, 2022 the Company issued 24,000,000 ordinary shares to increase its interest in Bio Imagery. see note 1B6 above.
6. On April 7, 2022 the Company issued 512,821 ordinary shares to a service provider in consideration for his annual investor relations services.
7. On April 7, 2022 the Company issued 1,500,000 ordinary shares (with fair value of \$25) as additional interest under its Revolving Line of Credit Agreement (see note 3C above).
8. On August 8, 2022 the Company issued 10,000,000 ordinary shares to a service provider in consideration for his 6 months market relations services.
9. During the period of twelve months ended December 31, 2022, Principal Amount and unpaid Interest in total amount of \$2,330 (with fair value of \$7,735) have been converted into 315,704,409 ordinary shares.

E. Settlement Agreement with Toledo Advisors LLC

On April 7, 2022, the Company and Toledo Advisors LLC (“Toledo”) signed a Settlement Agreement pursuant to which upon execution of the agreement the Company shall pay Toledo \$130 and shall issue to Toledo \$200 worth of ordinary shares. Upon delivery of the cash payment and shares the parties shall file and discontinue the compliant file by Toledo on January 7, 2022 and Toledo irrevocably and unconditionally, release and discharge the Company from its June 19, 2020 Financing Agreement and the July 28, 2020 Royalty Agreement. The company recorded an income of \$153 in the second quarter of 2022, as a result of the cancelation of prior agreements.

F. Legal Proceedings

Former Todos Medical Ltd. Executive in Israel

In September 2022, a former executive of the Company filed a motion with the Tel Aviv District Court against the Company for unpaid severance pay, unpaid salary, various social benefits and related claims totaling NIS 1,256 (approximately \$360). In addition the former employee asserts that he is entitled to receive Company’s options. On October 26, 2022, the Company filed a response in which it denied substantially all of the allegations. Subsequently the Company and the Applicant have, through counsel, engaged in discussions with a view towards engaging in a formal mediation process. In January 2023, the Company entered into a settlement agreement with the former employee and has completed the first of three payment. Subsequently, the Company failed to make the final 2 payments totaling \$96,000 and recently agreed with the Tel Aviv District Court to complete the payments by mid-August 2023.

Although management cannot estimate the outcomes of such motion at this early stage it believes that the current accruals in the financial statement in respect of the former employee are adequate.

Former Provista Diagnostics Employees in Georgia

In February 2023, former employees of Provista Diagnostics filed a motion with the in Georgia Federal Court against Provista for unpaid salary and benefits and related claims totaling approximately \$136. The Company is currently defending itself in the lawsuit.

Financing Agreements

In April 2023, Todos Medical USA was called into default on financing arrangements it made with several of its financiers. The Company has retained counsel to seek to invalidate summary judgments against the Company as a result of violations of the Fair Debt Collection Practices Act.

TODOS MEDICAL LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

NOTE 4 - OTHER CURRENT LIABILITIES

	As of December 31, 2022	As of December 31, 2021
	<u>Unaudited</u>	
Accrued payroll and related taxes	\$ 311	\$ 208
Provision for vacation	60	67
Management and directors	2,443	1,752
Accrued expenses and other accounts payables	1,375	2,257
	<u>\$ 4,189</u>	<u>\$ 4,284</u>

NOTE 5 - STOCK BASED COMPENSATION

Stock-based compensation expenses incurred for employees (and directors) and non-employees for the period of twelve months ended December 31, 2022, amounted to \$ \$3,108.

A. STOCK OPTIONS

On January 11, 2016, the Company's Board of Directors approved and adopted the Todos Medical Ltd. 2015 Israeli Share Option Plan (the "2015 Plan"), pursuant to which the Company's Board of Directors may award stock options to purchase its ordinary shares to designated participants. Subject to the terms and conditions of the 2015 Plan, the Company's Board of Directors has full authority in its discretion, from time to time and at any time, to determine (i) the designate participants; (ii) the terms and provisions of the respective Option Agreements, including, but not limited to, the number of Options to be granted to each Optionee, the number of Shares to be covered by each Option, provisions concerning the time and the extent to which the Options may be exercised and the nature and duration of restrictions as to the transferability or restrictions constituting substantial risk of forfeiture and to cancel or suspend awards, as necessary; (iii) determine the Fair Market Value of the Shares covered by each Option; (iv) make an election as to the type of Approved 102 Option under Israeli IRS law; (v) designate the type of Options; (vi) take any measures, and to take actions, as deemed necessary or advisable for the administration and implementation of the 2015 Plan; (vii) interpret the provisions of the 2015 Plan and to amend from time to time the terms of the 2015 Plan.

The 2015 Plan permits grant of up to 6,000,000 options to purchase ordinary shares subject to adjustments set in the 2015 Plan. As of September 30, 2022, there were 2,338,838 ordinary shares available for future issuance under the 2015 Plan.

The following table presents the Company's stock option activity for employees and directors of the Company during the periods of nine months ended September 30, 2022 and 2021:

	Number of Options <u>Unaudited</u>	Weighted Average Exercise Price <u>Unaudited</u>
Outstanding as of January 1, 2022	16,295,083	0.040
Granted	-	-
Forfeited or expired	-	-
Outstanding as of March 31, 2022	16,295,083	0.040
Granted	-	-
Forfeited or expired	-	-
Outstanding as of June 30, 2022	16,295,083	0.040
Granted	-	-
Forfeited or expired	-	-
Outstanding as of September 30, 2022	16,295,083	0.040
Granted	-	-
Forfeited or expired	-	-
Outstanding as of December 31, 2022	<u>16,295,083</u>	<u>0.040</u>
Exercisable as of December 31, 2022	<u>3,768,033</u>	<u>0.050</u>
Outstanding as of January 1, 2021	3,682,818	0.663
Granted	-	-
Forfeited or expired	(1,137,735)	0.003
Outstanding as of March 31, 2021	2,545,083	0.095
Granted	-	-
Forfeited or expired	-	-
Outstanding as of June 30, 2021	2,545,083	0.095
Granted	13,750,000	0.030

Forfeited or expired	-	
Outstanding as of September 30, 2021	<u>16,295,083</u>	<u>0.040</u>
Granted	-	-
Forfeited or expired	<u>-</u>	<u>-</u>
Outstanding as of December 31, 2021	<u><u>16,295,083</u></u>	<u><u>0.040</u></u>

As of December 31, 2022, the aggregate intrinsic value for the stock options outstanding and exercisable according to \$0.018 price per share is \$0, with a weighted average remaining contractual life of 4.3 years.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

B. RESTRICTED STOCK UNITS

The Company issues restricted stock units ("RSU") under the 2015 Plan to employees and non-employees. The following table outlines the restricted stock awards activity for the Company's during the periods of nine months ended September 30, 2022 and 2021:

	Number of RSU's
	Unaudited
Outstanding as of January 1, 2022	41,967,152
Granted	10,000,000
Vested	(3,782,699)
Forfeited or expired	-
Outstanding as of March 31, 2022	48,184,453
Granted	-
Vested	(7,220,199)
Outstanding as of June 30, 2022	40,964,254
Granted	14,000,000
Vested	(8,845,199)
Outstanding as of September 30, 2022	46,119,055
Granted	-
Vested	-
Outstanding as of December 31, 2022	46,119,055
Weighted average grant date fair value of restricted stock awards granted during the period	0.022
Outstanding as of January 1, 2021	9,687,500
Granted	-
Vested	(1,562,500)
Forfeited or expired	-
Outstanding as of March 31, 2021	8,125,000
Granted	-
Vested	(1,562,500)
Forfeited or expired	-
Outstanding as of June 30, 2021	6,562,500
Granted	31,034,483
Vested	(1,562,500)
Forfeited or expired	-
Outstanding as of June 30, 2021	36,034,483

Weighted average grant date fair value of restricted stock awards granted during the twelve month ended December 31, 2022 was \$0.022.

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

NOTE 6 – SEGMENT REPORTING

A. General information

Commencing 2020, the operations of the Company are conducted through three different core activities: Breast Cancer Test (TM-B1, TM-B2), Alzheimer and COVID-19 testing, each of which are operating segments. These activities also represent the reportable segments of the Group.

The reportable segments are viewed and evaluated separately by Company management, since the marketing strategies, processes and expected long term financial performances of the segments are different.

B. Information about reported segment profit or loss and assets

	Breast Cancer Test	Alzheimer	COVID-19 Testing and related products Unaudited	Un-allocated	Total
Year ended December 31, 2022					
Revenues	-	-	7,695	-	7,695
Operating gain (loss)	(1,352)	-	2,765	(11,161)	(9,748)
Unallocated amounts:					
Financing expenses, net				(14,850)	(14,850)
Other losses				(396)	(396)
Share in losses of affiliated companies accounted for under equity method, net				13	13
Net loss	(1,352)	-	2,765	(26,394)	(24,994)
	Breast Cancer Test	Alzheimer	COVID-19 Testing and related products Unaudited	Un-allocated	Total
Year ended December 31, 2022					
Revenues	-	-	-	-	12,230
Operating gain (loss)	(528)	-	(3,442)	(5,316)	(9,286)
Unallocated amounts:					
Financing expenses, net				(30,340)	(30,340)
Other losses				(2,030)	(2,030)
Share in losses of affiliated companies accounted for under equity method, net				(1,658)	(1,658)
Net loss	-	-	-	(43,314)	(24,547)

The evaluation of performance is based on the operating income of each of the three reportable segments.

Accounting policies of the segments are the same as those described in the accounting policies applied in the consolidated financial statements.

Due to the reportable segments' nature, there have been no inter-segment sales or transfers during the reported periods.

Financing expenses, net and the share of the Company in losses of affiliated companies were not allocated to the reportable segments, since these items are carried and evaluated on the enterprise level.

Management has determined that none of the equity method investees is eligible to be considered as reportable segment as they do not meet the criteria in ASC Topic 280-10-50 (or they did not commence their operations).

TODOS MEDICAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(U.S. dollars in thousands)

C. Revenues by geographic region are as follows:

	For the years ended December 31,	
	2022	2021
	Unaudited	
Israel	\$ -	\$ -
United States	7,695	6,292
	<u>\$ 7,695</u>	<u>\$ 6,292</u>

NOTE 7 – SEGMENT REPORTING (continue)

D. Property and equipment, net, by geographic areas:

	As of December 31, 2022	As of December 31, 2021
	Unaudited	
Israel	\$ 25	\$ 34
United States	1,573	2,011
	<u>\$ 1,344</u>	<u>\$ 2,045</u>

E. Major customers

	As of December 31,	
	2022	2021
Client A	-	47.2%
Client B	11.5%	12.0%
Client C	1.2%	11.9%
Client D	8.0%	0.0%
	<u>20.7%</u>	<u>71.1%</u>

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NOTE 8 – SUBSEQUENT EVENTS

On May 2nd, 2023, Provista entered into Share Purchase Agreements with owners of 100% of the outstanding American Laboratory Services, Inc. (ALS), sole owner of NewStar Medical Laboratories LLC (NewStar) based in Kennesaw, GA to acquire all equity in ALS and NewStar. ALS shareholders represent leaders in the medical and business communities in the Atlanta, GA area and southeastern United States. NewStar is a CLIA/COLA-certified lab with over 14 in-network laboratory service contracts with 7 out of the top 10 medical insurance companies, including Blue Cross & Blue Shield (BCBS), providing toxicology and proprietary specialized patient monitoring and drug drug interaction (DDI) diagnostic tools under the CareView brand to help physicians manage patients. Since closing, H. Swift Services, the largest former shareholder of ALS, has provided over \$600,00 in working capital for Provista.

Under the terms of the agreement at the Closing

- ALS shareholders acquired 52.5% of the common shares of Provista, Todos retains 37.5% and Testing123 retains 10%.
- Todos was issued \$2,240,000 in Preferred Shares (Preferred), Testing123 was issued \$385,000 and H. Swift Services was issued \$105,000.
- Testing123 and Provista amended its revolving line of credit facility to include NewStar Medical.
- Todos maintains full ownership of its proprietary Videssa, LymPro and TBIA diagnostic tests, and agrees to license to Provista the laboratory. developed test (LDT) rights to its proprietary diagnostic technologies in the United States. Provista agreed to share all relevant data with Todos allow for US FDA and ex-US regulatory submissions for approval as diagnostic test kits. Provista is responsible for all funding needed to launch Videssa, LymPro and TBIA.
- Todos retains all revenue from clients prior to the agreement, and from sales representatives that predated the SPA.

On May 26, 2023, Todos entered into a Master Supplier Agreement with Natural Partners, Inc. (dba FullScript) for the wholesale distribution of the dietary supplement Tollovid in the United States exclusively for the sale of products to the healthcare, health and wellness professionals. The Company retains full

rights to sell through all retain and other non-healthcare, health and wellness wholesale distribution channels in the United States, and through all channels ex-US.