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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2021**

For the three months ended September 30, 2021

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 000-56026

TODOS MEDICAL LTD.
(Exact name of registrant as specified in its charter)

Israel	**Not Applicable**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

121 Derech Menachem Begin, 30th Floor, Tel Aviv, 6701203 Israel
(Address of principal executive offices and Zip Code)

+972 (52) 642-0126
(Registrant's telephone number, including area code)
(I.R.S. Employer Identification No.)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232-405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 11, 2021, the registrant had 914,387,625 ordinary shares outstanding.

TODOS MEDICAL LTD.
FORM 10-Q
FOR THE QUARTER ENDED SEPTEMBER 30, 2021
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General and Where You Can Find Other Information

Unless otherwise indicated, all references to the "Company," "we," "our," "Todos" and "Todos Medical" refer to Todos Medical Limited and its subsidiaries, Todos Medical USA, a Nevada corporation, Todos Medical Singapore Pte. Ltd., a Singaporean corporation, and to Corona Diagnostics, LLC, a Nevada limited liability company and a subsidiary of Todos Medical USA and Breakthrough Diagnostics Inc., a Nevada corporation. References to "revenues" refer to net revenues. References to "U.S. dollars," "dollars," "U.S. $" and "$" are to the lawful currency of the United States of America, and references to "NIS" are to new Israeli shekels. All references to "shares" in this quarterly report on Form 10-Q refer to the pre-reverse split ordinary shares of Todos Medical Ltd., par value NIS 0.01 per share. As is discussed elsewhere in this quarterly report on Form 10-Q, on July 26, 2021, Todos' shareholders approved a reverse split of its shares based upon a ratio to be determined by Todos' management.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

TODOS MEDICAL LTD.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF SEPTEMBER 30, 2021

TODOS MEDICAL LTD.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2021

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TODOS MEDICAL LTD.

CONDENSED CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands except share and per share amounts)

	As of September 30, 2021 Unaudited	As of December 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 166	$ 935
Trade receivables	2,072	378
Inventories	1,904	536
Other current assets	129	601
Total current assets	4,271	2,450
Non-current assets:		
Investment in affiliated companies accounted for under equity method		745
Investment in other company	495	224
Property and equipment, net	2,591	1,999
Right of use asset arising from operating lease	182	-
Prepaid expenses	361	591
Goodwill	7,761	-
Intangible assets	1,500	-
Total non-current assets	12,890	3,559
Total assets	$ 17,161	$ 6,009
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Receivables financing facility, net	$ -	$ 1,306
Loans	3,205	1,672
Accounts payable	1,169	1,640
Deferred revenues	13	844
Other current liabilities	3,450	2,316
Liability for minimum royalties	355	291
Total current liabilities	8,192	8,069
Non-current liabilities:		
Convertible bridge loans, net	17,017	5,965
Derivative warrants liability, net	2	301
Fair value of bifurcated convertible feature of convertible bridge loans	1,873	2,500
Operating lease liability	86	
Deferred taxes	315	-
Liability for minimum royalties	175	185
Total non-current liabilities	19,468	8,951
Shareholders' deficit:		
Ordinary Shares of NIS 0.01 par value each:		
Authorized: 5,000,000,000 and 1,000,000,000 shares at September 30, 2021 and December 31, 2020, respectively; Issued and outstanding: 874,813,050 shares and 376,335,802 shares at September 30, 2021 and December 31, 2020, respectively	2,593	1,059
Additional paid-in capital	58,735	35,211
Accumulated deficit	(71,827)	(47,281)
Total shareholders' deficit	(10,499)	(11,011)
Total liabilities and shareholders' deficit	$ 17,161	$ 6,009

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

TODOS MEDICAL LTD.

CONDENSED STATEMENTS OF OPERATIONS

	Nine months period ended September 30,		Three months period ended September 30,	
	2021	2020	2021	2020
	Unaudited		Unaudited	
Revenues	$ 7,773	$ 1,316	$ 1,010	$ 1,284
Cost of revenues	(5,191)	(894)	(1,043)	(883)
Gross profit (loss)	2,582	422	(33)	401
Research and development expenses	(685)	(9,655)	(166)	(9,086)
Sales and marketing expenses	(2,387)	(2,187)	(429)	(757)
General and administrative expenses	(5,198)	(1,729)	(1,869)	(804)
Operating loss	(5,688)	(13,149)	(2,497)	(10,246)
Financing expenses, net	(17,360)	(11,375)	(6,875)	(7,055)
Share in losses of affiliated companies accounted for under equity method, net	(1,499)	(734)	(1,007)	(734)
Net loss	$ (24,547)	$ (25,258)	$ (10,379)	$ (18,035)
Basic and diluted net loss per share	$ (0.04)	$ (0.12)	$ (0.01)	$ (0.07)
Weighted average number of ordinary shares outstanding attributable to ordinary shareholders used in computation of basic and diluted net loss per share	637,916,356	210,806,186	736,939,641	257,276,039

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

TODOS MEDICAL LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
(U.S. dollars in thousands except share and per share amounts)

	Ordinary shares		Additional paid-in capital	Accumulated deficit	Total Shareholders' deficit
	Shares	Amount			
Balance as of December 31, 2019	103,573,795	$ 280	$ 10,979	$ (17,508)	$ (6,249)
Changes during the three months period ended March 31, 2020:					
Issuance of ordinary shares for call option to acquire potential acquiree	17,091,096	49	951	-	1,000
Partial conversion of convertible bridge loans into ordinary shares	27,336,061	78	1,508	-	1,586
Classification of derivative warrants liability into equity as result of partial conversion of convertible bridge loans into ordinary shares	-	-	333	-	333
Issuance of ordinary shares and stock warrants upon modification of terms relating to convertible bridge loans transactions	350,000	1	376	-	377
Commitment to issue units consisting of ordinary shares and stock warrants	-	-	30	-	30
Issuance of stock warrants as part of convertible bridge loan received	-	-	466	-	466
Issuance of ordinary shares to service providers	5,718,588	17	815	-	832
Net loss for the period	-	-	-	(4,638)	(4,638)
Balance as of March 31, 2020 (unaudited)	154,069,540	425	15,458	(22,146)	(6,263)
Changes during the three months period ended June 30, 2020:					
Issuance of ordinary shares for call option to acquire potential acquiree	13,008,976	37	963	-	1,000
Partial conversion of convertible bridge loans into ordinary shares	13,015,711	36	866	-	902
Classification of derivative warrants liability into equity as result of partial conversion of convertible bridge loans into ordinary shares	-	-	193	-	193
Issuance of stock warrants as part of convertible bridge loan received	-	-	126	-	126
Issuance of ordinary shares as partial settlement of financial liability	13,750,000	39	910	-	949
Issuance of ordinary shares and stock warrants upon modification of terms relating to convertible bridge loans transactions	720,000	2	39	-	41
Issuance of ordinary shares to service providers	7,309,915	21	966	-	987
Net loss for the period	-	-	-	(2,585)	(2,585)
Balance as of June 30, 2020 (unaudited)	201,874,142	$ 560	$ 19,521	$ (24,731)	$ (4,650)
Changes during the three months period ended September 30, 2020:					
Partial conversion of convertible bridge loans into ordinary shares	14,017,973	41	1,413	-	1,454
Issuance of stock warrants as part of convertible bridge loan received	-	-	582	-	582
Issuance of ordinary shares as commitment shares in exchange for equity line granted	5,812,500	17	465	-	482
Issuance of ordinary shares through equity line	14,437,500	43	1,253	-	1,296
Issuance of ordinary shares as consideration to obtain control over affiliated company	67,599,796	193	5,891	-	6,084
Issuance of ordinary shares for call option to acquire potential acquire	18,608,113	54	946	-	1,000
Issuance of ordinary shares as commitment shares in exchange for receivables financing facility	3,500,000	10	305	-	315
Issuance of ordinary shares and stock warrants upon modification of terms relating to convertible bridge loans transactions	9,333,333	27	1,191	-	1,218
Issuance of units consisting of ordinary shares (or fixed number of shares to be issued) and warrants	1,000,000	3	(3)	-	-
Classification of derivative warrants liability into equity as result of partial conversion of convertible bridge loans into ordinary shares	-	-	70	-	70
Amount related to fixed number of ordinary shares to be issued as contingent consideration	-	-	1,300	-	1,300
Share based compensation for employees & directors	-	-	460	-	460
Share based compensation for service providers	-	-	57	-	57
Net loss for the period	-	-	-	(18,035)	(18,035)
Balance as of September 30, 2020 (unaudited)	336,183,357	$ 948	$ 33,451	$ (42,766)	$ (8,367)

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

TODOS MEDICAL LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT

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

	Ordinary shares		Additional paid-in capital	Accumulated deficit	Total Shareholders' deficit
	Shares	Amount			
Balance as of December 31, 2020	376,335,802	$ 1,059	$ 35,211	$ (47,281)	$ (11,011)
Changes during the three months period ended March 31, 2021:					
Issuance of ordinary shares as settlement of previous commitments	2,500,000	8	(8)	-	-
Partial conversion of convertible bridge loans into ordinary shares	134,358,817	409	6,461	-	6,870
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	-	-	792	-	792
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	11,921,053	36	30	-	66
Stock-based compensation to employees and directors	-	-	169	-	169
Net loss for the period	-	-	-	(17,557)	(17,557)
Balance as of March 31, 2021 (unaudited)	552,345,481	1,595	43,785	(64,838)	(19,458)
Changes during the three months period ended June 30, 2021:					
Partial conversion of convertible bridge loans into ordinary shares	55,415,011	170	1,606	-	1,776
Issuance of stock warrants as part of convertible bridge loan received	-	-	3,430	-	3,430
Stock-based compensation to service providers	-	-	21	-	21
Commitment to issue shares in acquisition of subsidiary	-	-	1,699	-	1,699
Stock-based compensation to employees and directors	-	-	143	-	143
Net income for the period	-	-	-	3,390	3,390
Balance as of June 30, 2021 (unaudited)	607,760,492	$ 1,765	$ 50,684	$ (61,448)	$ (8,999)
Changes during the three months period ended September 30, 2021:					
Partial conversion of convertible bridge loans into ordinary shares	238,190,489	739	7,179	-	7,918
Issuance of stock warrants as part of convertible bridge loan received	-	-	728	-	728
Stock-based compensation to service providers	3,000,000	9	76	-	85
Issuance of shares in acquisition of subsidiary	25,862,069	80	(80)	-	-
Stock-based compensation to employees and directors	-	-	148	-	148
Net loss for the period	-	-	-	(10,379)	(10,379)
Balance as of September 30, 2021 (unaudited)	874,813,050	$ 2,593	$ 58,735	$ (71,827)	$ (10,499)

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

TODOS MEDICAL LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. dollars in thousands)

	Nine months period ended September 30,	
	2021	2020
	Unaudited	Unaudited
Cash flows from operating activities:		
Net loss	$ (24,547)	$ (25,258)
Adjustments required to reconcile net loss to net cash used in operating activities:		
Depreciation	556	38
Liability for minimum royalties	53	29
Stock-based compensation	633	2,334
Expiration of call options to acquire potential acquiree	-	3,000
Impairment of intangible IPR&D, net of taxes	-	8,157
Impairment of investment in affiliated company	-	2,823
Revaluation of investment in affiliated company to fair value	-	(1,623)
Share in losses of affiliated company	1,499	-
Modification of terms relating to straight loan transaction	88	-
Modification of terms relating to convertible bridge loans transactions	-	(3,495)
Exchange differences relating to loans from shareholders	-	40
Issuance of shares as a settlement in excess of the carrying amount of financial liabilities	-	499
Issuance of ordinary shares and stock warrants upon modification of terms relating to convertible bridge loans transactions	-	415
Amortization of discounts and accrued interest on convertible bridge loans	18,080	8,393
Amortization of discounts and accrued interest on straight loans	2,290	-
Change in fair value of derivative warrants liability and fair value of warrants expired	(299)	-
Change in fair value of liability related to conversion feature of convertible bridge loans	(3,777)	-
Increase in trade receivables	(1,629)	(206)
Increase in inventories	(806)	(440)
Decrease (increase) in other current assets	704	48
Increase (decrease) in accounts payables	(961)	203
Decrease in deferred revenues	(857)	-
Increase (decrease) in other current liabilities	(326)	1,376
Net cash used in operating activities	(9,299)	(3,667)
Cash flows from investing activities:		
Purchase of property and equipment	(965)	(346)
Restricted cash	-	5
Purchase of intangible IPR&D	-	(450)
Cash used in purchased of subsidiary consolidated for the first time	(1,176)	-
Investment in other companies	(1,024)	(560)
Net cash used in investing activities	(3,165)	(1,351)
Cash flows from financing activities:		
Proceeds from straight loans, net	2,496	812
Repayment of Receivables financing facility	(1,249)	-
Repayment of straight loans	(1,329)	-
Repayment of convertible bridge loans	(2,165)	-
Proceeds from issuance of units consisting of convertible bridge loans, stock warrants and shares, net	13,687	3,087
Proceeds from issuance of units consisting of ordinary shares and stock warrants	-	30
Proceeds from issuance of ordinary shares through equity line	255	1,296
Net cash provided by financing activities	11,695	5,225
Change in cash, cash equivalents	(769)	207
Cash, cash equivalents at beginning of period	935	12
Cash, cash equivalents at end of period	$ 166	$ 219

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

TODOS MEDICAL LTD.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Cont.)
(U.S. dollars in thousands)

	Nine months period ended September 30,	
	2021	**2020**
	Unaudited	**Unaudited**
Supplemental disclosure of non-cash activities:		
Issuance of warrants as part of bridge loan transactions	4,157	948
Partial conversion of convertible bridge loans and liability related to conversion feature of convertible bridge loans into ordinary shares	(16,493)	(3,943)
Issuance of stock warrants as part of convertible bridge loan received	(870)	
Issuance of shares upon acquisition of an IPR&D	-	6,084
Issuance of shares for receiving an equity line	-	(315)
Issuance of shares or commitment to issue fixed number of shares for receiving convertible bridge loans	-	482
Issuance of ordinary shares upon modification of terms relating to convertible straight loan transaction	792	
Issuance of shares as settlement of financial liabilities	-	(450)
Investment in affiliated company by issuance shares and commitment for issued shares as contingent consideration and commitment for funding	-	(2,615)
Classification of warrants from liability into equity upon partial conversion of convertible bridge loans into ordinary shares	-	(595)
Conversion of loan from shareholder into ordinary shares	-	40
Cash used in purchased of subsidiary consolidated for the first time:		
Working capital (excluding cash and cash equivalents)	(18)	
Fixed assets	183	
Long term assets	3	
Net assets acquired	168	
Goodwill acquired	7,761	
Intangible assets acquired	1,500	
Second cash installment payable	(1,250)	
Consideration in convertible promissory note	(4,989)	
Consideration in Shares	(1,699)	
Deferred tax liability	(315)	
Net cash used in purchase of subsidiary consolidated for the first time	1,176	

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

TODOS MEDICAL LTD.

NOTES TO CONDENSED 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 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.

Additionally, 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, upon completion of the Share Purchase Agreement for the purchase of Provista Diagnostics, Inc. (see B below), the Company, through Provista Diagnostics, Inc. provide diagnostic testing laboratory 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.

For the period of nine months ended September 30, 2021, all of the revenue resulted from sales of COVID-19 related products and testing kits. Through September 30, 2021, the Company has not yet generated any revenue from its developed cancer-screening tests TMB-1 and TMB-2, LymPro Test™ , or its dietary supplement, Tollovid™.

B. Share Purchase Agreement

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.

Subject to the terms and conditions of the SPA, the Company shall purchase from the Sellers 3,599 shares of Preferred Stock and 1,581 shares of Ordinary Stock (collectively the "Provista Shares") representing 100% of Provista' s securities outstanding, for an aggregate purchase price of $7,500 subject to the following terms:

1. On or before April 19, 2021, (the "First Closing Date"), the Company shall deliver to Sellers a non-refundable deposit of $1,250 (the "Cash Deposit"). The Cash Deposit was delivered at April 21, 2021.

2. On or before the First Closing Date, the Company shall deliver to Sellers or Sellers' designees such number of non-refundable shares of its ordinary stock, par value NIS 0.01, (the "Todos Deposit Shares") with a fair market value of $1,500, as defined in the SPA. 25,862,069 ordinary shares were delivered in August 2021.

3. On or before July 1, 2021 (the "Second Closing Date"), the Company shall deliver to the Sellers a second payment of $1,250 (the "Second Cash Payment"). The second payment was made during July 2021.

4. The Company shall have the option of extending the payment of the Second Cash Payment until July 15, 2021, by paying the Sellers an additional amount of $250 (the "Extension Payment") on or before the Second Closing Date. If the Extension Payment is received by Sellers on or before the Second Closing Date, then the Company shall deliver the Convertible Note on the Second Closing Date and the Second Cash Payment on or before July 15, 2021. In the event the Company completes the Second Cash Payment, the aforesaid Extension Payment shall be credited towards the Second Cash Payment.

TODOS MEDICAL LTD.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 1 - GENERAL (Cont.)

5. On or before the Second Closing Date, the Company shall deliver to Sellers or their designees the Convertible Note in the principal amount of $3,500, payable by the Company to the Sellers (the "Note"). At any time or times on or after the issuance sate of the Note, the Holder shall be entitled to convert any portion of the outstanding and unpaid Conversion Amount into fully paid and nonassessable shares of common stock over a period commencing October 20, 2021 through April 8, 2025 (the "Maturity Date"), at the conversion price equal to the lesser of (i) $0.05 or (ii) the volume weighted average price of the last 20 trading days for the common shares prior to the conversion date (the "Fair Market Value").

In the event the Sellers deliver a conversion notice to the Company at a per share price less than $0.05, the Company shall have the right to immediately notify the Sellers of its intention to pay the conversion amount in cash within 3 business days of receipt of the conversion notice (i.e. before Sellers would take possession of shares converted under the conversion notice). If, at any time between October 20, 2021 and April 20, 2022, the average of the lowest bid and closing sale price is below $0.05, the Company has the option to buy out all or any portion of the Note (the "Buyback Option"). In the event the Company exercises the Buyback Option for an amount equal to or greater than $1,170 (the "Buyback Amount"), the Sellers shall not submit any conversions below $0.05 for 90-days period from receipt of the Buyback Amount (the "90-Days Period"). The Company may exercise a second Buyback Option at the end of the 90-Days Period under the same terms. The Company must provide 30-days' notice to the Sellers prior to exercising any Buyback Option or notify the Sellers of its intention to pay the Buyback Amount upon receipt of a conversion notice below $0.05 and pay the Buyback Amount within 3 business days of receipt of such notice.

In the event that the Company uplists its shares of common stock to a national securities exchange, the Note shall automatically be exchanged into preferred stock (the "Series B Preferred Stock") with a conversion price equal to the lesser of (i) $0.05, (ii) the opening price on the day of the uplisting provides there is no transaction associated with the uplisting or (iii) the deal price of an uplisting transaction (the "Mandatory Conversion").

If, at any time while this Note is outstanding, (i) the Company effects a Fundamental Transaction, , as defined in the SPA, then, upon any subsequent conversion of this Note, the Holder shall have the right to receive, for each Conversion Share that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of one share of common stock (the "Alternate Consideration").

6. The Company's obligation to deliver the Second Cash Payment and the Convertible Note to the Seller at the Second Closing shall be secured by the Provista Shares to be held and released in accordance with the Escrow Agreement and all of Provista' s assets (the "Assets") pursuant to the terms of the Security Agreement.

7. At the First Closing, the Sellers shall hold full right, title, and interest in and to the Cash Deposit, and the Todos Deposit Shares paid to the Sellers or their designees and/or assignees on the First Closing Date free and clear of all rights, liens and encumbrances, without limitation. Additionally, should the Company fail to deliver the Second Cash Payment and/or the Convertible Note by the Second Closing Date, the Escrow Agent shall return the Provista Shares to the Sellers, and the Sellers shall become the sole owners. The Company further agrees and understands that in the event that the Company fails to deliver the Second Cash Payment and/or the Convertible Note to the Sellers at the Second Closing, the Cash Deposit and the Todos Deposit Shares shall be the property of the Sellers, and the Sellers shall retain and hold full right, title, and interest in and be the sole owners of the Cash Deposit, the Todos Deposit Shares and 100% of the Provista Shares. In such an event, the Company will have absolutely no rights, claims or interest of any type in connection with the Provista Shares, Cash Deposit or Todos Deposit Shares or this transaction, regardless of any alleged conduct by Seller or anyone else. Further, in such event the Company irrevocably will be deemed to have canceled this Agreement and relinquished all rights in and to the Provista Shares, Cash Deposit and Todos Deposit Shares.

The consummation of the transactions contemplated by the SPA have been taken place as of April 19, 2021.

TODOS MEDICAL LTD.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 1 - GENERAL (Cont.)

C. Purchase price allocation

1. Non-refundable shares of its ordinary stock - As agreed in the SPA, the Company committed to issue non-refundable 29,296,875 ordinary stock, par value NIS 0.01. The fair value of the non-refundable shares was estimated as of the Closing Date based on the Company's share price as quoted in the OTC as of the Closing Date at $1,699.

2. The fair value of the convertible note was estimated by third party appraiser as weighted average of the two possible scenarios of the total loan amount conversion as of April 19, 2021, 90% probability for the Mandatory Conversion and 10% probability for the Optional / Maturity Conversion.

   The Optional / Maturity Conversion (scenario 1) was estimated by the appraiser using the Monte Carlo Simulation Model based on the following parameters:

	April 19, 2021
Risk-free interest rate	0.54%
Expected term (years)	3.94
Volatility	164.02%
Share price	0.058
Conversion price	*
Fair value	$ 5,101

- The lower of (i) 0.05 (ii) the volume weighted average price (VWAP) of the last 20 trading days for the Ordinary Stock as reported in the OTC market prior to the conversion.

   The Mandatory Conversion (scenario 2) was estimated by the appraiser using the Monte Carlo Simulation Model based on the following parameters:

	April 19, 2021
Risk-free interest rate	0.54%
Expected term (years)	0.04
Volatility	112.1%
Share price	0.058
Conversion price	*
Fair value	$ 4,976

- The lower of (i) 0.05 (ii) the volume weighted average price (VWAP) of the last 20 trading days for the Ordinary Stock as reported in the OTC market prior to the conversion.

   The fair value of the convertible component was estimated by the third-party appraiser after giving effect to the weighted average of the two possible scenarios as of issuance dates was $4,989.

The following table summarizes the total purchase price and purchase price allocation:

	U.S. dollars in thousands Unaudited
Cash payment	2,500
Consideration in Shares	1,699
Fair value of convertible promissory note	4,989
Total purchase price	9,188
Cash and cash equivalents	73
Trade receivables	66
Property and equipment, net	183
Security deposit	3
Technology intangible asset	1,500
Total identifiable assets	1,825
Accounts payable	(82)
Deferred tax liability	(315)
Due to related party	(1)
Total liability assumed	(398)
Total goodwill	7,761

TODOS MEDICAL LTD.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 1 - GENERAL (Cont.)

Unaudited pro forma results of operations for the nine months ended September 30, 2021 and for the year ended December 31, 2020 are included below as if the acquisition of the Provista's business occurred on January 1, 2020. This summary of the unaudited pro forma results of operations is not necessarily indicative of what the Company's results of operations would have been had the Provista Business been acquired at the beginning of 2020, nor does it purport to represent results of operations for any future periods.

	Nine months ended September 30, 2021	Year ended December 31, 2020
	(unaudited)	
Revenues	$ 7,866	$ 5,164
Net loss	(24,552)	(17,603)
Basic and diluted net loss per share	(0.04)	(0.04)

D. 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, 2021, 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 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 purchase of the remaining 80.01% of the issued and outstanding common stock of Breakthrough for consideration that was based on the Company's shares.

At the Closing Date, 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". In addition, it was determined that the License represents IPR&D with no alternative future use and therefore the entire purchase price allocated to the acquired IPR&D was charged to expense at the acquisition date as part of "Research and Development expenses" line in operations in the accompanying consolidated statement of operations for the year ended December 31, 2020.

5. Other entities

A. In June 2020, the Company entered into an agreement with NLC Pharma Ltd., under which Antigen COVID Test Killer was formed for the purpose of developing the diagnostic candidate Antigen Killer and product commercialization through the Company's sales channels.

B. In August 2020, the Company entered into an 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 September 30, 2021, Bio Imagery has not yet commenced its business operations and the Company wrote off its investment in the amount of $618.

The Company and its entities herein considered as the "Group".

6. Provista Diagnostics, Inc

See note 1B and 1C above

TODOS MEDICAL LTD.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 1 - GENERAL (Cont.)

E. Going concern uncertainty

The Company has devoted substantially all of its efforts to research and development of its cancer and other disease diagnostics products and raising capital to fund this development, along with its dietary supplement distribution. 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 September 30, 2021, the Company has incurred accumulated losses of $71,827. As of September 30, 2021, the Company's current liabilities exceed its current assets by $3,921, and there is a shareholders' deficit of $10,499. 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 (including through issuance of convertible loans together with other financial instruments) 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 or generating revenues from product sales 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.

During the year ended December 31, 2020, the Company raised net amounts of $10,685 through receivables financing facility, straight loans, private placement transactions (including equity line), and convertible bridge loans transactions. During the period of nine months ended September 30, 2021, the Company raised net amounts of $16,438, through straight loans, convertible bridge loans transactions and private placement transaction.

F. Risk factors

As described in the above paragraph, the Company has a limited operating history and faces a number of risks and uncertainties, including risks and uncertainties regarding to potential dispute which related to commercial terms in connection with unpaid invoices (related to sales, net yet recognized as revenue) with one of its significant clients

G. 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 have 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 global spread of COVID-19 and actions taken in response have caused and may continue to cause disruptions and/or delays in our supply chain and shipments and caused significant economic and business disruption to the Company's customers and vendors.

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 $5,031 and $7,733 during the year ended December 31, 2020 and the period of nine months ended September 30, 2021, respectively, substantially all of which was generated after July 2020. 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, and such changes are recognized or disclosed in the Company's consolidated financial statements.

TODOS MEDICAL LTD.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

A. Basis of presentation

The accompanying unaudited condensed consolidated financial statements and related notes should be read in conjunction with the Company's consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as filed with the Securities and Exchange Commission ("SEC") on April 21, 2021 (the "2020 Form 10-K"). The unaudited condensed 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 condensed 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.

The results for the nine and three months ended September 30, 2021 are not necessarily indicative of the results to be expected for the year ending December 31, 2021 or for any other interim period or for any future period.

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 Entities (VIE) and if so, whether the Group is its Primary Beneficiary (PB) and (v) 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

1. 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.

2. Intangible assets with finite lives are 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.

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 (accounted for as derivative liability) 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.

(U.S. dollars in thousands)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The net loss and the weighted average number of shares used in computing basic and diluted net loss per share for the period of nine month ended September 30, 2021 and 2020, is as follows:

	Nine month period ended September 30,	
	2021	2020
	Unaudited	Unaudited
Numerator:		
Net loss attributable to common shareholders	$ 24,547	$ 25,258
Revaluation of liability related to warrants to purchase shares of common Stock	-	-
Net loss attributable to common shareholders	$ 24,547	$ 25,258
Denominator:		
Shares of common stock used in computing basic net loss per share	637,916,356	210,806,186
Incremental shares from assumed exercise of warrants to purchase shares of common stock	-	-
Shares of common stock used in computing diluted net loss per share	637,916,356	210,806,186
Net loss per share of common stock, basic and diluted	$ 0.04	$ 0.12

During the period of nine months ended September 30, 2021 and 2020 the total weighted average number of potentially dilutive ordinary shares related to outstanding stock options, stock warrants and convertible bridge loans excluded from the calculation of the diluted loss per share was 452,109,492 and 48,642,797, respectively.

F. Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, other current liabilities, and operating lease liabilities in our condensed consolidated balance sheets.

ROU assets represent Company's right to use an underlying asset for the lease term and lease liabilities represent Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, the Company generally uses the incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

G. Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13") which changes the impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans, and other instruments, entities will be required to use a new forward-looking "expected loss" model that generall4y will result in the earlier recognition of allowances for losses. The guidance also requires increased disclosures. For the Company, the amendments in the update were originally effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. In November 2019, the FASB issued ASU No. 2019-10, which delayed the effective date of ASU 2016-13 for smaller reporting companies (as defined by the U.S. Securities and Exchange Commission) and other non-SEC reporting entities to fiscal years beginning after December 15, 2022, including interim periods within those fiscal periods. Early adoption is permitted.

The Company is currently assessing the impact the guidance will have on its condensed consolidated financial statements.

NOTE 3 - SIGNIFICANT TRANSACTIONS

A. Secured Convertible Equipment Loan Agreement

On December 31, 2020 (the "Effective Date"), the Company entered into Secured Convertible Equipment Loan Agreement with a private lender (the "Lender"), under which at the Effective Date and for the purpose for purchasing two Liquid Handler Machines (the "Collateral") to be placed in the laboratory of a Company's client, the Company will receive from the Lender a net cash amount of $450 which is including an original issue discount at the rate of 40% valued at $300, representing a face value of $750 for the loan (the "Aggregate Loan Principal Amount"). In addition, the Company incurred incremental and direct costs of $54.

In addition, under the terms of the Secured Convertible Equipment Loan Agreement, the Lender will be entitled to receive a royalty at a rate of 12.5% of all amounts resulting from any diagnostic tests performed by the two liquid handler machines. During the initial payback period and up until the earlier of either (a) April 30, 2021, or (b) the aggregate loan amount is paid in full, all royalty payments made to Lender will be counted towards their loan balance. Thereafter, the royalties continue so long as the machines are in use.

The Aggregate Loan Principal Amount was received in January 2021.

The Company has determined that its obligation for future royalties under the Secured Convertible Equipment Loan Agreement represent contingent interest feature. However, it was determined that such feature is not required to be bifurcated and accounted for as derivatives, as they are eligible for the scope exception prescribed under ASC Topic 815-10-15-59 (d) with respect to certain contracts that are not traded on an exchange, as the underlying is an entity specific performance measure. Accordingly, the obligation for future royalties was accounted for in accordance with the provisions of ASC Topic 450, Contingencies.

As the secured loan upon its original term does not include conversion feature (such feature will only become applicable as a penalty, upon the Company's failure to repay the Aggregate Loan Principal Amount by the Maturity Date), the liability was accounted for using the effective interest method over the term of the loans until their stated Maturity Date.

The total discount amortization expenses of $2,414 and $2,207, were recorded as part of "Finance Expenses" line in operations in the accompanying consolidated statement of operations for the period of nine and three months ended September 30, 2021, respectively. During the three months ended September 30, 2021 the lender converted the entire loan amount into 81,736,111 ordinary shares of the Company with aggregated value of $750.

B. Securities Purchase Agreement

On January 22, 2021, the Company entered into a Securities Purchase Agreement with Yozma Global Genomic Fund 1 ("Yozma") pursuant to which Yozma purchased from Todos a convertible note in the original principal amount of up to $4,857. The original principal amount has been originally issued with 30% discount of aggregated amount of $1,457, bearing per annum interest at a flat rate of 4% (the "Interest") until it becomes due and payable, whether upon the maturity date, which is January 22, 2022, acceleration, conversion, redemption or otherwise (in each case in accordance with the terms hereof) (the "Maturity Date"). In addition, the outstanding principal amount to be converted, redeemed or otherwise with respect to which this determination is being made and the accrued and unpaid Interest with respect to such outstanding principal amount shall be converted into shares of the Company at conversion price of $0.07161 (the "Conversion Price"). Subsequent to the effective date of the registration statement registering for resale the Conversions Shares and the Warrant Shares pursuant to the Purchase Agreement, if the closing sale price of the Common Stock averages less than the then Conversion Price over a period of 10 consecutive trading days, the Conversion Price shall reset to such average price. If the 10-day volume weighted average price of the Common Stock continues to be less than the Conversion Price, then the Conversion Price should reset to such 10-day average price with a maximum of a 20% discount from the initial Conversion Price.

At the Company's option and upon 30 days' notice to Yozma, 33% of the outstanding Principal and accrued and unpaid Interest of the Note (the "Repayment Amount") may be redeemed at any time at an amount equal to 115% of the Repayment Amount. The foregoing notwithstanding, Yozma may convert any or all of the Note into shares of Common Stock at any time. Through September 30, 2021, the Company has not redeemed any of the outstanding principal amount and accrued interest, and Yozma has not converted any portion of the Note into shares.

NOTE 3 - SIGNIFICANT TRANSACTIONS (Cont.)

B. Securities Purchase Agreement

At any time after Yozma becoming aware of an Event of Default as defined in the Securities Purchase Agreement, Yozma may require the Company to redeem (an "Event of Default Redemption") all or any portion of the Note in cash by wire transfer of immediately available funds at a price equal to principal amount plus interest calculated from the Event of Default at the greater of the default interest at a rate of 18% per annum or the maximum rate permitted under applicable law (the "Event of Default Redemption Price") together with liquidated damages of $250 plus an amount in cash equal to 1% of the Event of Default Redemption Price for each 30 day period during which redemptions fail to be made. No event of default has occurred through September 30, 2021.

In addition, the Company granted Yozma a warrant to purchase up to 16,956,929 ordinary shares for a period of 5 years with a fixed exercise price equal to $0.107415, subject to certain adjustments (the "Warrant"). If at the time of exercise hereof there is no effective registration statement registering, or the prospectus contained therein is not available for the issuance of the Warrant Shares to Yozma, then the Warrant may also be exercised, in whole or in part, at such time by means of a net shares settlement. Moreover, Yozma is entitled to an option to require the Company to purchase the Warrant for cash in an amount equal to their Black-Scholes Option Pricing Model value (the Black-Scholes Model), upon occurrence of fundamental transactions, as defined in the warrant agreement, occur.

Upon initial recognition, the management by assistance of third-party appraiser allocated the net cash proceeds received based on the relative fair value of the Note and the detachable warrants in total amount of $423 and $861, respectively. The amount allocated to the warrants was classified as a component of permanent equity (as their terms permit the holders to receive a fixed number of shares of common stock upon exercise for a fixed exercise price), net of any related issuance costs and as upon fundamental transaction the warrants holder shall be entitled to receive from the Company the same type of form of consideration such as holders of common stock.

Furthermore, it was determined that the embedded conversion feature is required to be bifurcated from the host loan instrument. The embedded conversion feature was recognized in total amount of $2,116 upon initial recognition and in subsequent periods as derivative liability at fair value through profit and loss. The remaining amounted to $423 was allocated to the host loan instrument, which in subsequent periods it is accounted for using the effective interest method over the term of the loan, until its stated maturity.

The Company recorded an income of $1,666 and expense of $742 related to remeasurement of the embedded conversion feature of convertible bridge loan and the discount amortization of the host loan instrument, respectively, as part of the "Finance Expenses" line in operations in the accompanying consolidated statement of operations for the period of nine months ended September 30, 2021. During the period of three months ended September 30, 2021, the Company recorded Finance Expenses of $164 and income of $58 related to remeasurement of the embedded conversion feature of convertible bridge loan and the discount amortization of the host loan instrument, respectively.

In addition, on October 7, 2020, the Company entered into consulting agreement with Aslano Private Limited ("Aslano") whereby Aslano will render non-exclusive advice and service to the Company concerning equity and/or debt financing with certain Potential Buyer or Investor or Financing Party as defined in the consulting agreement in exchange for success fee equal to 8% of the gross amount paid by the Potential Buyer or Investor or Financing Party. In consideration for Aslano's non-exclusive services with respect to the aforesaid Securities Purchase Agreement, during the period of nine months ended September 30, 2021, the Company incurred incremental and direct finder fee cost of $272 which was allocated to the identified components (i.e. convertible bridge loans, bifurcated embedded conversion feature and detachable Warrant) consistent with the allocation of the proceeds issuance expenses. Consequently, an amount of $34, $169 and $69 out of which was recorded as additional discount of the convertible bridge loans, immediate charge to finance expenses and as deduction of additional paid-in capital, respectively, at the outset of the transaction.

For more information in connection to additional funds raising and filing of registration statement on Form S-1 under the aforesaid Securities Purchase Agreement subsequent to the balance sheet date.

NOTE 3 - SIGNIFICANT TRANSACTIONS (Cont.)

C. First Amendment to Secured Convertible Equipment Loan Agreement

In March 2021, the Company entered into First Amendment to Secured Convertible Equipment Loan Agreement (the "Amendment") with one of its lenders, under which the parties agreed (i) on or before May 1, 2021, the Company shall repay to the lender the Aggregate Loan Principal Amount of $450 in cash, without interest, (ii) on or before May 1, 2021, the Company shall repay to the lender, or contribute to a charity designated by the lender, the original initial discount in the amount of $320, plus an additional $100 as compensation for the lender agreeing to postpone repayment of the Aggregate Principal Amount and (iii) upon the execution of the Amendment, the Company shall issue to the lender, or contribute to a charity designated by the lender, 2,000,000 restricted ordinary shares of the Company, nominal value NIS 0.0001 per share with fair value of $88, as additional compensation to the lender for its agreement to defer repayment of the Aggregate Loan Principal Amount.

The management has determined mainly based on the qualitative terms of the amendment that the terms of the amended instruments considered as substantially different. Consequently, the original convertible bridge loans were derecognized, the new loans were initially recorded at fair value as current financial liability and the shares were initially recorded at fair value as an increase of additional paid-in capital. As of September 30, 2021 the loan was repaid in full.

D. Closing Agreement

On March 3, 2021, the Company and one of its lenders entered into a Closing Agreement (the "Closing Agreement"), under which the lender exercised its right to invest an additional $884 into the Company in the form of July 2020 Convertible Notes (the "Tranche 2 Securities"). In addition, the Company covenanted and agreed to file a registration agreement with respect to the Tranche 2 Securities on or before the earlier to occur of (i) the date that the Company files a registration statement with respect to any other securities of the Company or (ii) April 1, 2021 (such date, the "Tranche 2 Filing Date") and cause a registration statement to be declared effective under the Securities Act with respect to the Tranche 2 Securities on or before May 1, 2021. The Company acknowledges that failure to timely comply with the foregoing obligations will subject the Company to substantial liability under the Registration Agreement, including without limitation liquidated damages in the amount of $250, along with an amount of cash accruing each month equal to the value of 1% of the value of the Tranche 2 Securities.

Upon initial recognition, it was determined that the embedded conversion feature is required to be bifurcated from the host loan instrument. The management by assistance of third-party appraiser measured the embedded conversion feature in total amount of $1,127 upon initial recognition and in subsequent periods as derivative liability at fair value through profit and loss. The excess of the fair value of identified instruments over net proceeds upon initial recognition amounted to $243 was recorded as part of the "Finance Expenses" line in operations in the accompanying consolidated statement of operations. In subsequent periods, the host loan instrument is accounted for using the effective interest method over the term of the loan, until its stated maturity.

The Company recorded interest expenses amounting to $2,750 related to valuation of the loan to fair value upon default event and income of $34 related to remeasurement of the embedded conversion feature, which were recorded as part of the "Finance Expenses" line in operations in the accompanying consolidated statement of operations for the period of nine months ended September 30, 2021. During the period of three months ended September 30, 2021, the Company recorded Finance Expenses of $2,647 related to valuation of the loan to fair value upon default event and $0 related to remeasurement of the embedded conversion feature.

E. Assignment of Receivable Agreement

During the period of nine months ended September 30, 2021, Corona Diagnostics (the "Assignor") entered into Assignment of Receivable Agreements with Ascendant Partners, LLC (the "Assignee") under which the Assignor assigned to the Assignee all of its right, title and interest in portion of receivable related to invoices for certain purchase orders with a discount in a rate of 10%. The Assignor is obligated to repurchase the PO in the event that payment is not received by the Assignee within 60-days period from the singing of the Assignment of Receivable Agreements.

During the period of nine months ended September 30, 2021, the Assignor received an amount of $1,467 under the Assignment of Receivable Agreements and repaid $1,117. In addition, the Company incurred finance expenses with respect to the applicable discount Interest under the Assignment of Receivable Agreements amounted to $50. As of September 30, 2021, an amount of $400 has not been repaid.

NOTE 3 - SIGNIFICANT TRANSACTIONS (Cont.)

F. Securities Purchase Agreement

1. On April 9, 2021, the Company entered into a Securities Purchase Agreement (the "SPA") with a Family Office Investor (the "Family Office") to which the Company has agreed to issue a promissory convertible note (the "Note") to the Family Office in the principal amount of $4,286 for proceeds of $3,000 (the "Transaction"). The closing occurred on April 12, 2021. The Note has a maturity date of one year from the date of issuance and pays interest at a rate of 4% per annum. The Note is convertible into shares of Common Stock (the "Conversion Shares") at a conversion price of $0.0599 (the "Conversion Price). In addition, the Family Office received a warrant (the "Warrant") to purchase up to 16,000,000 shares of Common Stock (the "Warrant Shares") of the Company with an exercise price equal to $0.107415 per share. The Warrant is exercisable for a 5-year period from the issuance date. Upon a listing of the Company's common shares onto a national exchange, the Note will exchange into a class of Series A Preferred Shares in order to help improve the Company's shareholder equity to meet the Nasdaq CM Initial Listing Standards.

The Family Office shall have the option, exercisable at the Family Office's sole discretion, on the date that is ninety (90) days following the date of effectiveness of a registration statement filed by the Company, to purchase a Second Note and the Second Warrant, for a principal amount of $4,286 for a consideration of $3,000 and a Warrant to purchase up to 16,000,000 shares of Common Stock, with an exercise price equal to $0.107415 per share.

Upon initial recognition, the management by assistance of third-party appraiser allocated the net cash proceeds received based on the relative fair value of the Note and the detachable warrants in total amount of $1 and $508, respectively. The amount allocated to the warrants was classified as a component of permanent equity (as their terms permit the holders to receive a fixed number of shares of common stock upon exercise for a fixed exercise price), net of any related issuance costs and as upon fundamental transaction the warrants holder shall be entitled to receive from the Company the same type of form of consideration such as holders of common stock.

Furthermore, it was determined that the Convertible note is hybrid instrument embodies both an embedded derivative and a host contract and that the embedded conversion feature is required to be bifurcated from the host loan instrument using the with-and-without method. The embedded derivative was measured first at fair value, and the residual amount was allocated to the host contract. The embedded conversion feature was recognized in total amount of $3,007 upon initial recognition and in subsequent periods as derivative liability at fair value through profit and loss. The host loan instrument is accounted for, in subsequent periods, using the effective interest method over the term of the loan, until its stated maturity.

The Company recorded an income of $2,166 and expenses of $55 related to remeasurement of the embedded conversion feature of convertible bridge loan and the discount amortization of the host loan instrument, respectively, as part of the "Finance Expenses" line in operations in the accompanying consolidated statement of operations for the period of nine months ended September 30, 2021. During the period of three months ended September 30, 2021, the Company recorded Finance Expenses of $143 and income of $49 related to remeasurement of the embedded conversion feature of convertible bridge loan and the discount amortization of the host loan instrument, respectively.

2. Further to the Securities Purchase Agreement described in Note 3B, on April 27, 2021, the Company entered into an additional Securities Purchase Agreement (the "SPA") with Yozma to which the Company has agreed to issue a promissory convertible note (the "Note") to Yozma in the principal amount of $4,714 for proceeds of $3,300 (the "Transaction"). The closing occurred on April 27, 2021. The Note has a maturity date of one year from the date of issuance and pays interest at a rate of 4% per annum. The Note is convertible into shares of Common Stock (the "Conversion Shares") at a conversion price of $0.0599 (the "Conversion Price). In addition, Yozma received a warrant (the "Warrant") to purchase up to 16,458,196 shares of Common Stock (the "Warrant Shares") of the Company with an exercise price equal to $0.107415 per share. The Warrant is exercisable for a 5-year period from the issuance date. Upon a listing of the Company's common shares onto a national exchange, the Note will exchange into a class of Series A Preferred Shares in order to help improve the Company's shareholder equity to meet the Nasdaq CM Initial Listing Standards.

Upon initial recognition, the management by assistance of third-party appraiser allocated the net cash proceeds received based on the relative fair value of the Note and the detachable warrants in total amount of $378 and $2,922, respectively. The amount allocated to the warrants was classified as a component of permanent equity (as their terms permit the holders to receive a fixed number of shares of common stock upon exercise for a fixed exercise price), net of any related issuance costs and as upon fundamental transaction the warrants holder shall be entitled to receive from the Company the same type of form of consideration such as holders of common stock.

NOTE 3 - SIGNIFICANT TRANSACTIONS (Cont.)

The Company recorded expenses in the amount of $753 and $538 related to remeasurement of the host loan instrument as part of the "Finance Expenses" line in operations in the accompanying consolidated statement of operations for the period of nine months and three months ended September 30, 2021, respectively.

The Company has agreed to file a registration statement on Form S-1 with the Securities and Exchange Commission registering for resale the Conversion Shares and the Warrant Shares (the "Registration Statement) under the above two transactions. Subsequent to the effective date of such registration statement, if the closing sale price of the Common Stock averages less than the then Conversion Price over a period of 10 consecutive trading days, the Conversion Price shall reset to such average price. If the 10-days volume weighted average price of the Common Stock continues to be less than the Conversion Price then the Conversion Price should reset to such 10-day average price with a maximum of a 20% discount from the initial Conversion Price.

On May 13, 2021, the Company filed a registration statement on Form S-1 with respect to up to 240,591,462 ordinary shares to be issued pursuant to Securities Purchase Agreement with Family Office and Yozma (first and second Tranches). As the Company complied with the registration statement filing requirements, as of September 30, 2021, no accrual has been recorded for liquidated damages since the amount to be paid was not probable and reasonably estimate under ASC 450 "Contingencies".

3. On July 7, 2021, the Company entered into a Securities Purchase Agreement (the "SPA") with an institutional investor (the "Purchaser") pursuant to which the Company has agreed to issue a promissory convertible note (the "Note") to the Purchaser in the principal amount of $1,536 for proceeds of $1,075 (the "Transaction"). The closing occurred on July 7, 2021 (the "Closing Date"). The Note has a maturity date of one year from the date of issuance and pays interest at a rate of 4% per annum. The Note is convertible into shares of Common Stock (the "Conversion Shares") at a conversion price of $0.0599 (the "Conversion Price). In addition, the Purchaser received a warrant (the "Warrant") to purchase up to 3,440,000 shares of Common Stock (the "Warrant Shares") of the Company with an exercise price equal to $0.107415 per share. The Warrant is exercisable for 5 years from the date of issuance. From the Closing Date until 180 days thereafter, the Company shall be restricted from issuing or entering into any agreement to issue any shares of Common Stock, except under certain circumstances. This provision shall no longer be in effect if the closing sale price of the Common Stock exceeds $0.10. The Company intends to use the net proceeds for general corporate purposes.

The Company has agreed to file a registration statement with the Securities and Exchange Commission registering for resale of the Conversion Shares and the Warrant Shares (the "Registration Statement). Subsequent to the effective date of such registration statement, if the closing sale price of the Common Stock averages less than the then Conversion Price over a period of ten (10) consecutive trading days, the Conversion Price shall reset to such average price. If the 10-day volume weighted average price of the Common Stock continues to be less than the Conversion Price then the Conversion Price should reset to such 10-day average price with a maximum of a 20% discount from the initial Conversion Price.

Upon initial recognition, the management by assistance of third-party appraiser allocated the net cash proceeds received based on the relative fair value of the Note and the detachable warrants in total amount of $697 and $121, respectively. The amount allocated to the warrants was classified as a component of permanent equity (as their terms permit the holders to receive a fixed number of shares of common stock upon exercise for a fixed exercise price), net of any related issuance costs and as upon fundamental transaction the warrants holder shall be entitled to receive from the Company the same type of form of consideration such as holders of common stock.

Furthermore, it was determined that the Convertible note is hybrid instrument embodies both an embedded derivative and a host contract and that the embedded conversion feature is required to be bifurcated from the host loan instrument using the with-and-without method. The embedded derivative was measured first at fair value, and the residual amount was allocated to the host contract. The embedded conversion feature was recognized in total amount of $257 upon initial recognition and in subsequent periods as derivative liability at fair value through profit and loss. The host loan instrument is accounted for, in subsequent periods, using the effective interest method over the term of the loan, until its stated maturity.

The Company recorded an expense of $81 and an expense of $148 related to remeasurement of the embedded conversion feature of convertible bridge loan and the discount amortization of the host loan instrument, respectively, as part of the "Finance Expenses" line in operations in the accompanying consolidated statement of operations for the period of nine months ended September 30, 2021.

NOTE 3 - SIGNIFICANT TRANSACTIONS (Cont.)

4. On September 15, 2021, the Company completed the conditions precedent required to enter into a Securities Purchase Agreement (the "SPA") with an institutional investor (the "Purchaser") pursuant to which the Company issued a promissory convertible note (the "Note") to the Purchaser in the principal amount of $2,857 for proceeds of $2,000 (the "Transaction"). The Note has a maturity date of one year from the date of issuance and pays interest at a rate of 4% per annum. The Note is convertible into shares of Common Stock (the "Conversion Shares") at a conversion price of $0.0599 (the "Conversion Price). In addition, the Purchaser received a warrant (the "Warrant") to purchase up to 11,924,636 shares of Common Stock (the "Warrant Shares") of the Company with an exercise price equal to $0.107415 per share. The Warrant is exercisable for 5 years from the date of issuance. The Company intends to use the net proceeds from this Note to initiate Phase 2/3 trials for Tollovir™ COVID-19 patients, initiate digital marketing for its dietary supplement Tollovid®, increase sales & marketing for Provista Diagnostics, and for general corporate purposes.

The Company has agreed to file a registration statement with the Securities and Exchange Commission registering for resale the Conversion Shares and the Warrant Shares (the "Registration Statement). Subsequent to the effective date of the Registration Statement, if the closing sale price of the Common Stock averages less than the then Conversion Price over a period of ten (10) consecutive trading days, the Conversion Price shall reset to such average price. If the 10 day volume weighted average price of the Common Stock continues to be less than the Conversion Price then the Conversion Price should reset to such 10-day average price with a maximum of a 20% discount from the initial Conversion Price.

Upon initial recognition, the management by assistance of third-party appraiser allocated the net cash proceeds received based on the relative fair value of the Note and the detachable warrants in total amount of $1,290 and $558, respectively. The amount allocated to the warrants was classified as a component of permanent equity (as their terms permit the holders to receive a fixed number of shares of common stock upon exercise for a fixed exercise price), net of any related issuance costs and as upon fundamental transaction the warrants holder shall be entitled to receive from the Company the same type of form of consideration such as holders of common stock.

Furthermore, it was determined that the Convertible note is hybrid instrument embodies both an embedded derivative and a host contract and that the embedded conversion feature is required to be bifurcated from the host loan instrument using the with-and-without method. The embedded derivative was measured first at fair value, and the residual amount was allocated to the host contract. The embedded conversion feature was recognized in total amount of $152 upon initial recognition and in subsequent periods as derivative liability at fair value through profit and loss. The host loan instrument is accounted for, in subsequent periods, using the effective interest method over the term of the loan, until its stated maturity.

The Company recorded an income of $3 and expenses of $45 related to remeasurement of the embedded conversion feature of convertible bridge loan and the discount amortization of the host loan instrument, respectively, as part of the "Finance Expenses" line in operations in the accompanying consolidated statement of operations for the period of nine months ended September 30, 2021.

G. Secured Promissory Note

On July 19, 2021, the Company entered into Secured Promissory Note (the "Note") with a lender (the "Lender"), pursuant to which the Company has agreed to issue a Note to the Lender in the principal amount of $1,666 for proceeds of $1,000 (the "Transaction"). The Note has a maturity date of 180 days from the date of issuance.

H. Lease Agreement

The Company signed a lease agreement for office space in Georgia, US through June 30, 2023 with monthly payments of $104.42. A lease liability in the amount of 182.19 and right-of-use asset in the amount of $182.19 have been recognized in the balance sheet as at September 30, 2021 in respect of the lease.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 4 - SHAREHOLDERS' DEFICIT

A. Ordinary Shares:

The Ordinary Shares confer upon the holders thereof all rights accruing to a shareholder of the Company, as provided in these Articles, including, inter alia, the right to receive notices of, and to attend meetings of shareholders; for each share held, the right to one vote at all meetings of shareholders; and to share equally, on a per share basis, in such dividend and other distributions to shareholders of the Company as may be declared by the Board of Directors in accordance with these Articles and the Companies Law, and upon liquidation or dissolution of the Company, in the distribution of assets of the Company legally available for distribution to shareholders in accordance with the terms of applicable law and these Articles. All Ordinary Shares rank pari passu in all respects with each other.

B. On July 26, 2021 the Annual General Meeting of the Company approved:

1. The resolution to amend the Company's Articles of Association: (a) to authorize the creation of 50,000 redeemable Preferred shares of the Company; (b) to authorize the creation of five thousand redeemable Preferred B Shares of the Company; (c) to increase the Company's authorized share capital to permit the issuance of a total of up to 5,000,000,000 ordinary shares of the Company; and (d) to allow the Company to fulfill relevant provisions of U.S. law in lieu of Israeli law requirements regarding External Directors, if and to the extent allowed to do so under Israeli corporate law and regulation was approved by the stockholders by the votes set forth in the table below

2. The nomination of additional two external directors to the board of directors of the Company for a period ending on July 26, 2024.

3. The extension for an additional year the authority granted to the Company's Board of Directors to effect a reverse split of the Company's ordinary shares (as per resolution of the Company's Shareholders' Meeting of May 11, 2020), such that the authority so granted shall extend until July 26, 2022, and to expand such authority to include a reverse split of the Company's entire share capital share at a ratio within the range from 1-for-2 up to 1-for 500, provided that the Company shall not effect reverse share splits that, in the aggregate, exceed 1-for-500.

C. Issuance of Ordinary Shares:

1. In March 2020, the Company entered into subscription agreements with several investors under which the Company raised gross funds in total amount of $30 in exchange for the issuance of units consisting of 1,500,000 ordinary shares of the Company and 1,339,284 warrants to purchase the same number of ordinary shares of the Company at an exercise price of $0.10. These warrants may be eligible for exercise over a period of four years from the issuance date and are subject to standard anti-dilution provisions. In addition, the Company may be subject to liquidated damages upon failure to timely deliver shares upon exercise of the warrants. An amount of 1,000,000 and 500,000 ordinary shares of NIS 0.01 par value out of the above have been issued during the year ended December 31, 2020 and the period of three months ended March 31, 2021, respectively.

2. On August 4, 2020, the Company entered into a Purchase Agreement (the "Purchase Agreement") and a Registration Rights Agreement (the "Registration Rights Agreement") with Lincoln Park Capital Fund, LLC ("Lincoln Park"), pursuant to which Lincoln Park has agreed to purchase from the Company, from time to time, up to $10,275 of its ordinary shares, par value NIS 0.01 per share (the "Ordinary Shares"), subject to certain limitations as set in the Purchase Agreement, during the Purchase Agreement term (the "Equity Line").

The Company does not have the right to commence any further sales to Lincoln Park under the Purchase Agreement until all of the conditions thereto that are set forth in the Purchase Agreement, all of which are outside of Lincoln Park's control, have been satisfied, including, among other things, the Registration Statement being declared effective by the SEC (the date on which all such conditions are satisfied, the "Commencement Date"). From and after the Commencement Date, under the Purchase Agreement, on any business day selected by the Company on which the closing sale price of the Company's Ordinary Shares exceeds $0.02, the Company may direct Lincoln Park to purchase up to 500,000 Ordinary Shares on the applicable purchase date (a "Regular Purchase"), which maximum number of shares may be increased to certain higher amounts up to a maximum of 1,000,000 Ordinary Shares, if the market price of our Ordinary Shares at the time of the Regular Purchase equals or exceeds $0.13 (such share and dollar amounts subject to proportionate adjustments for stock splits, recapitalizations and other similar transactions as set forth in the Purchase Agreement), provided that Lincoln Park's purchase obligation under any single Regular Purchase shall not exceed $500.

NOTE 4 - SHAREHOLDERS' DEFICIT (Cont.)

The purchase price of Ordinary Shares the Company may elect to sell to Lincoln Park under the Purchase Agreement in a Regular Purchase, if any, will be based on 95% of the lower of: (i) the lowest sale price on the purchase date for such Regular Purchase and (ii) the arithmetic average of the three lowest closing sale prices for an Ordinary Share during the 15 consecutive business days ending on the business day immediately preceding such purchase date for such Regular Purchase.

In addition to regular purchases, the Company may also direct Lincoln Park to purchase other amounts of the Company's Ordinary Shares in "accelerated purchases" and in "additional accelerated purchases" under the terms set forth in the Purchase Agreement.

In connection with the Purchase Agreement, the Company issued 5,812,500 Ordinary shares to Lincoln Park as a commitment fee of $482 which is recorded as prepaid expenses which are amortized in accordance with the Equity Line utilization. During the periods of three and nine months ended September 30, 2021, the Company recorded amortization expenses amounting to $0 and $12, respectively, as part of "Finance Expenses" line in operations in the accompanying consolidated statement of operations. As of September 30, 2021, the balance of those prepaid expenses was $361.

During the year ended December 31, 2020 and the period of nine months ended September 30, 2021, the Company sold 32,747,579 and 5,229,809 Ordinary Shares to Lincoln Park in an initial purchase out of the Investment Amount under the Purchase Agreement for a total purchase price of $2,339 and $255, respectively.

3. During the period of nine months ended September 30, 2021, Principal Amount and unpaid Interest in total amount of $4,423 have been converted into 427,964,317 ordinary shares. In addition, the Company issued 2,000,000 ordinary shares of NIS 0.01 par value as fulfillment of commitment related to loan received in 2020.

4. During the period of nine months ended September 30, 2021, one of the Company's Secured Convertible Equipment Loan Agreement was entered into default scenario as result of lapse of the original maturity date, as defined. Consequently, 20,000,000 ordinary shares of NIS 0.01 par value of the Company were issued as collateral shares for purpose of repayment of the principal amount. The issued shares have been valued at $870 and was deducted from the fair value of the principal amount.

5. During the period of nine months ended September 30, 2021, the Company entered into several service agreements with certain service providers, whereby the Company issued 14,921,053 ordinary share of NIS 0.01 par value or the Company is committed to issue fixed number of ordinary shares in exchange for services that have been rendered. Consequently, the Company recorded related stock-based compensation expense of $44 and $31 as part of "Sales and Marketing Expenses" and "General and Administrative Expenses" lines in operations in the accompanying consolidated statement of operations, respectively.

NOTE 5 - 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, 2021, there were 2,338,838 ordinary shares available for future issuance under the 2015 Plan.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 5 - STOCK OPTIONS (Cont.)

The following table presents the Company's stock option activity for employees and directors of the Company during the periods of three and nine months ended September 30, 2021 and 2020:

	Number of Options Unaudited	Weighted Average Exercise Price Unaudited
Outstanding as of July 1, 2021	2,545,083	0.095
Granted	13,750,000	0.030
Forfeited or expired	-	-
Outstanding as of September 30, 2021	16,295,083	0.040
Exercisable as of September 30, 2021	509,017	0.095
Outstanding as of January 1, 2021	3,682,818	0.066
Granted	13,750,000	0.030
Forfeited or expired	(1,137,735)	0.003
Outstanding as of September 30, 2021	16,295,083	0.040
Outstanding as of July 1, 2020	2,267,571	0.061
Granted	2,545,083	0.095
Forfeited or expired	(1,129,836)	0.120
Outstanding as of September 30, 2020	3,682,818	0.066
Exercisable as of September 30, 2020	1,137,735	0.003
Outstanding as of January 1, 2020	2,267,571	0.061
Granted	2,545,083	0.095
Forfeited or expired	(1,129,836)	0.120
Outstanding as of September 30, 2020	3,682,818	0.066

A. On July 29, 2020 (the "Commitment Date"), the Company held its Annual General Meeting of Shareholders, at which the shareholders of the Company approved compensation packages for two officers that include inter alia the Company is obligated to grant of 2,545,083 stock options which are exercisable into the same number of shares of common stock at an exercise price of $0.095 per share and shall become vested quarterly over a 5-year period from its grant date. At the Commitment Date, the Company by assistance of third-party appraiser measured the fair value of the stock options in total amount of $206 by using Black-Scholes-Merton pricing model in which the assumptions that have been used are as follows: expected dividend yield of 0%; risk-free interest rate of 0.25%; expected volatility of 131.9%, and stock options exercise period based upon the stated terms.

In addition, as one-time bonus as compensation for uncompensated efforts to the Commitment Date, the Company is obligated to grant fully vested shares equal to $275 based on the fair market value of the Company's shares as of July 28, 2020. The Company recorded stock-based compensation expense of this amount as part of "General and Administrative Expenses" line in operations in the accompanying consolidated statement of operations during the year ended December 31, 2020.

Moreover, upon consummation of the Company's planned public offering, 30,000,000 restricted stock units' bonuses will be granted to the aforesaid officers. At the Commitment Date, December 31, 2020 and September 30, 2021, the likelihood that the Performance Milestone for consummation of the Company's planned public offering was not considered as probable. Thus, during the year ended December 31, 2020 and the period of nine months ended September 30, 2021, stock-based compensation expense has not been recorded with respect to the Performance Milestone.

During the period of nine months ended September 30, 2021, the Company recorded stock-based compensation expense amounting to $59, as part of "General and Administrative Expenses" line in operations in the accompanying consolidated statement of operations.

B. On July 29, 2020 (the "Commitment Date"), the Company held its Annual General Meeting of Shareholders, at which the shareholders of the Company approved compensation packages for all its members of the Board of Directors that include inter alia grant of restricted stock units equal to aggregate amount of $900 that shall become vested quarterly over a 3-year period from its grant date (except the restricted stock of the board chairman who will be vested quarterly over a 1-year period).

During the period of nine months ended September 30, 2021, the Company recorded stock-based compensation expense amounting to $350, respectively, as part of "General and Administrative Expenses" line in operations in the accompanying consolidated statement of operations.

C. Compensation packages for officers and members of the Board of Directors and its committees

1. On March 10, 2021, the Company's Compensation Committee of the Board of Directors has approved compensation package for the Company's Chief Executive Officer that include inter alia (i) based annual salary of $400; (ii) an immediate granting of 50% of salary in restricted shares for uncompensated efforts to date; (iii) up to 30% cash bonus based on predefined milestones or milestone bonuses in form of Restricted Stock Units ranging of 250,000 up to 2,000,000 common shares, and cash bonus range of $250 up to $1,500 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 $50,000 which are based on market cap range of $1,000,000 up to $2,000,000 ("Milestone Bonus Fees"); (iv) 1.5% of gross margin for the calendar year 2020 based on Board approval of the Company's 2020 Financial Statements ("One-Time Bonus"); (v) grant of 8,750,000 stock options to purchase the same number of shares, vesting quarterly over the course of five years and (vi) 50% of base cash bonus and grant of 20,000,000 restricted shares upon consummation of the Company's planned public offering ("Uplist Fees").

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 5 - STOCK OPTIONS (Cont.)

2. On March 10, 2021, the Company's Compensation Committee of the Board of Directors has approved compensation package for the Company's Chief Financial Officer that include inter alia (i) based annual salary of $250; (ii) an immediate granting of 50% of salary in restricted shares for uncompensated efforts to date; (iii) up to 30% cash bonus predefined milestones or milestone bonuses in form of Restricted Stock Units range of 50,000 up to 200,000 and cash bonus range of $75 up to $300 which are based on cumulative volume of sales range of $25,000 up to $100,000 ("Milestone Bonus Fees"); (iv) 0.5% of gross margin for the calendar year 2020 based on Board approval of the Company's 2020 Financial Statements ("One-Time Bonus"); (v) grant of 5,000,000 stock options to purchase the same number of shares, vesting quarterly over the course of five years and (vi) 50% of base cash bonus and grant of 10,000,000 restricted shares upon consummation of the Company's planned public offering ("Uplist Fees").

3. On March 10, 2021, the Company's Compensation Committee of the Board of Directors has approved compensation package for the Company's members of the Board of Directors and its committees that include inter alia (i) each board member will receive $65 annual salary (to be paid quarterly after financing) and $150 in RSU vesting quarterly over three years; (ii) the Chairman of the board will receive $65 annual salary (to be paid quarterly after consummation of the Company's planned public offering) and $150 in RSU annually; (iii) Lead Independent Director is entitled to receive additional 100% of annual board cash compensation and RSU; (iv) a grant of RSU of the Company upon consummation of the Company's planned public offering in an amount equal to annual compensation of each director ("Uplist Fee") and (iv) cash bonus of $71 to be paid for services of all board committees ("Bonus Fee").

On July 26, 2021 the Annual General Meeting of the Company approved the Compensation packages for officers and members of the Board of Directors and its committees as detailed above.

As of September 30, 2021, the aggregate intrinsic value for the stock options outstanding and exercisable according to $0.04 price per share is $0, with a weighted average remaining contractual life of 4.7 years.

Stock-based compensation expenses incurred for employees (and directors) and non-employees for the period of nine months ended September 30, 2021, amounted to $558.

As of September 30, 2021, the aggregate accrual for officers and members of the board and its committees in connection with salary and other benefits, amounted to $1,515 and is included in Other Current liabilities in the balance sheet.

NOTE 6 - FINANCING EXPENSES, NET

	Nine months period ended September 30,		Three months period ended September 30,	
	2021	2020	2021	2020
	Unaudited	Unaudited	Unaudited	Unaudited
Modification of terms relating to straight loan transaction	$ 88	$ -	$ -	$ -
Modification of terms relating to convertible bridge loans transactions	-	(3,495)	-	(7,334)
Exchange differences relating to loans from shareholders	-	40	-	(43)
Issuance of ordinary shares and stock warrants upon modification of terms relating to convertible bridge loans transactions		415		415
Issuance of shares as a settlement in excess of the carrying amount of financial liabilities	-	1,234	-	734
Amortization of discounts and accrued interest on convertible bridge loans	18,080	8,393	4,432	10,896
Amortization of discounts and accrued interest on straight loans	2,290	-	1,637	-
Change in fair value of derivative warrants liability and fair value of warrants expired	(299)	-	(5)	-
Change in fair value of liability related to conversion feature of convertible bridge loans	(3,777)	-	530	-
Issuance of shares as call options to acquire potential acquire	-	3,000	-	1,000
Settlement in cash of prepayment obligation related to convertible bridge loan	182		182	
Interest and related royalties under receivables financing facility	546	633	495	633
Amortization of prepaid expenses related to commitment shares in connection with receivables financing facility and equity line	293	61	293	-
Exchange rate differences and other finance expenses	250	1,094	(689)	754
	$ 17,360	$ 11,375	$ 6,875	$ 7,055

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 7 - TAXES ON INCOME

A. Deferred income taxes reflect the net tax effects of net operating loss and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets are as follows

Composition of deferred tax assets:	**As of September 30, 2021**
Net operating loss carry-forward	$ 3,880
Deferred tax liability in respect of Share Purchase Agreement (see note 1B)	(315)
Valuation allowance	(3,880)
Net deferred tax liabilities	$ (315)

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that all or some portion of the deferred tax assets will not be realized. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences are deductible and net operating losses are utilized. Based on consideration of these factors, the Company recorded a full valuation allowance as of September 30,2021 and December 31, 2020.

B. For the nine months ended September 30, 2021, the following table reconciles the statutory income tax rate to the effective income tax rate:

	Nine months ended September 30, 2021 Unaudited
Tax rate	23%
Tax expense (benefit) at statutory rate	$ (5,647)
Tax rate differential	(31)
Permanent differences with respect to stock-based compensation	130
Permanent differences with respect to derivative warrants liabilities, bifurcated conversion feature and convertible loans	3,815
Change in temporary differences	1,733
Income tax expense (benefit)	$ -

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 8 – 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 (commencing the fourth quarter of 2020), 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	Total
		Unaudited		
Nine months ended September 30, 2021				
Revenues	-	-	7,773	7,773
Operating loss	(4,685)	-	(996)	(5,681)
Unallocated amounts:				
Financing expenses, net				(17,368)
Share in losses of affiliated companies accounted for under equity method, net				(1,499)
Net loss				(24,547)
Total Assets	10,257	-	6,904	17,161
Other significant items:				
Total expenditures for assets of reportable segment	2	-	933	935
Total depreciation for reportable segment	(22)	-	(504)	(526)

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)..

C. Revenues by geographic region are as follows:

	Nine months period ended September 30, 2021	Three months period ended September 30, 2021	Nine months period ended September 30, 2020	Three months period ended September 30, 2020
	Unaudited		Unaudited	
Israel	$ -	$ -	$ -	$ -
United States	7,773	1,010	1,316	1,284
	7,773	1,010	1,316	1,284

TODOS MEDICAL LTD.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)
(U.S. dollars in thousands)

NOTE 8 – SEGMENT REPORTING (Cont.)

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

	As of September 30, 2021 Unaudited	As of December 31, 2020
Israel	$ 41	$ 61
United States	2,550	1,938
	$ 2,591	$ 1,999

E. Major customers

During the three and nine months ended September 30, 2020, the Company had a major costumer representing 0% and 56.64% of the Company's total sales. During the three and nine months ended September 30, 2021, the Company's revenues from the major costumer represented 0% and 58.33% of the Company's total sales. The Company's contractual agreement to supply Covid-19 testing kits to the major customer has expired.

NOTE 9 - SUBSEQUENT EVENTS

The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the consolidated financial statements were available to be issued (November 15, 2021). Based upon this review, the Company did not identify any other subsequent events that would have required adjustment or disclosure in the financial statements, except as disclosed below**.**

On October 21, 2021, the Company entered into a Securities Purchase Agreement (the "SPA") with an institutional investor (the "Purchaser") pursuant to which the Company has agreed to issue a promissory convertible note (the "Note") to the Purchaser in the principal amount of $1,428,571.43 for proceeds of $1,000,000 (the "Transaction"). The closing occurred on October 22, 2021 (the "Closing Date"). The Note has a maturity date of one year from the date of issuance and pays interest at a rate of 4% per annum. The Note is convertible into shares of Common Stock (the "Conversion Shares") at a conversion price of $0.0599 (the "Conversion Price). In addition, the Purchaser received a warrant (the "Warrant") to purchase up to 3,440,000 shares of Common Stock (the "Warrant Shares") of the Company with an exercise price equal to $0.107415 per share. The Warrant is exercisable for 5 years from the date of issuance. The Company intends to use the net proceeds from this Note to continue funding the ongoing Phase 2 clinical trial of Tollovir® in hospitalized COVID-19 patients, beginning the initial marketing campaign for the cPass neutralizing antibody test launch at Provista Diagnostics and general corporate purposes.

The Company has agreed to file a registration statement with the Securities and Exchange Commission registering for resale the Conversion Shares and the Warrant Shares (the "Registration Statement). Subsequent to the effective date of the Registration Statement, if the closing sale price of the Common Stock averages less than the then Conversion Price over a period of ten (10) consecutive trading days, the Conversion Price shall reset to such average price. If the 10 day volume weighted average price of the Common Stock continues to be less than the Conversion Price then the Conversion Price should reset to such 10-day average price with a maximum of a 20% discount from the initial Conversion Price.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our financial statements and related notes included elsewhere in this quarterly report on Form 10-Q. This discussion and other parts of this quarterly report on Form 10-Q contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of several factors, including those set forth under "Risk Factors" and elsewhere in this quarterly report on Form 10-Q. We report financial information under US GAAP and our financial statements were prepared in accordance with generally accepted accounting principles in the United States.

Overview

Todos Medical Ltd. is a developer and distributor of medical diagnostics addressing cancers, Alzheimer's Disease and viruses, as well as a provider of Covid-19 testing supplies and automation solutions, and a developer and distributor of immune support products and antivirals that target the inhibition of 3CL protease for the treatment of Covid-19.

Diagnostics

Our medical diagnostics business is primarily engaged in the development and commercialization of blood tests for the early detection of primary breast cancer and recurrences, the diagnosis and management of SARS-COV-2 infections and immunity in response to vaccinations and natural or breakthrough infections, and the early detection of Alzheimer's Disease.

Videssa Breast

Current methods of breast cancer detection have known limitations, particularly in women with abnormal imaging findings. Our proprietary breast cancer test, Videssa Breast, is the first blood test of its kind to detect the presence or absence of breast cancer in women with abnormal or difficult-to interpret imaging findings. Videssa Breast provides biochemical evidence to complement the anatomical view of imaging for improved breast cancer detection. The test was developed to provide physicians with actionable information regarding breast cancer risk in women following an inconclusive mammogram result (BI-RADS III or IV), which primarily occurs in women with dense breasts. The data provided from the test, which has demonstrated specificity of ~99% in both women over and under 50 years of age, arms physicians with a powerful tool to help guide decisions of whether to continue to monitor a low-risk patient intermittently, or whether to advance an at-risk patient immediately into a more expensive and invasive diagnostic assessment that likely includes a breast biopsy. With Videssa as the proprietary centerpiece of our cancer diagnostic strategy, we will be looking to offer highly advanced, comprehensive cancer testing solutions to OB-GYNs, general practitioners and other stakeholders in the medical community who will ultimately be managing patients likely to be strong candidates for Videssa. This test is not only important for ruling out cancer in false positive mammograms, but for monitoring the appearance of cancer and the need for imaging on younger women that are at risk and are not offered mammograms. This test could potentially represent a new standard of care in certain areas for breast cancer screening, a marketplace that remains dramatically underserved both domestically in the US as well as internationally, and for which we believe we are well positioned to disrupt.

LymPro Test™

The Lymphocyte Proliferation (LymPro) Test™ measures markers of immune cells present in the blood as a surrogate for loss of nerve cell function and the toxic accumulation of beta-amyloid plaques in the brain, which is a hallmark of Alzheimer's disease. Based on differences observed in the response of cells from patients with Alzheimer's disease as compared with age-matched controls and patients with other dementias, it appears that the test has high potential as an adjunctive diagnostic for Alzheimer's disease. LymPro exploits the fact that abnormalities in replication (or the cell cycle) seem to extend to immune cells in the blood. The test specifically measures the alterations in cell cycle activity in blood lymphocytes (a type of immune cell) as a biomarker of neuronal damage, for the early identification and screening of Alzheimer's. Areas for deployment include initial IUO testing followed by full diagnostic testing for patients with MCI and dementia for differential diagnosis.

Provista Diagnostics Laboratory

Our Provista Diagnostics Laboratory serves as a hub for our diagnostic development programs, including our flagship Videssa blood test, as well as support for our automation solutions customers. We have focused our COVID-19 diagnostic testing efforts at Provista to prioritize delivering diagnostic services, including PCR and neutralizing antibody testing, becoming a direct provider to healthcare professionals. We have partnered with Fosun Pharma to offer the first neutralizing antibody test, cPass™ SARS-CoV-2 Neutralizing Antibody Detection Kit, which has received Emergency Use Authorization ("EUA") from the US FDA for the detection of SARS-CoV-2 receptor binding domain ("RBD" or "neutralizing") antibodies. We believe this test can serve as a key marker for physicians, businesses and schools to access Covid-19 immunity risk among their populations. This expansion into testing services allows us to diversify our business into higher margin revenue in the COVID-19 space, as well as help us to expand our business development opportunities with the labs we work with by providing reference lab testing services as we increase Provista's automated testing capabilities. We intend to build Provista into a highly automated lab capable of running multiple platforms in parallel in order to offer clients comprehensive testing solutions that meet their needs, especially in cancer, infectious disease, immune monitoring and Alzheimer's disease. We intend to focus on ways of leveraging our existing testing business and our client base to deliver actionable high value testing that will improve outcomes while lowering cost of care. We believe that our establishment of a strong commercial infrastructure is the key to unlocking the value of our intellectual property portfolio.

TBIA Platform

From a research and development perspective, our proprietary diagnostics technology centers on testing blood cells using a fourier transform infrared spectrometer (FTIR) to turn biological information into data, and then using our patented Total Biochemical Infrared Analysis (TBIA) deep learning data analytics platform to mine the data in order to develop algorithms that are indicative of the presence of cancer, and the tissue of origin in the body where the cancer is located. The TBIA detection method is based on cancer's influence on the immune system that triggers biochemical changes in peripheral blood. The primary advantages of the TBIA platform are the high accuracy (sensitivity and specificity) and low-cost structure due to the biological information being captured using spectroscopy versus biological antibody capture methods that require the manufacture of multiple antibodies to capture a biological signature. TBIA is based upon technology originally invented by the researchers at Ben Gurion University ("BGU") and Soroka, whose intellectual property has been licensed to us. We have received a CE Mark in the European Union authorizing the commercial use of the TBIA platform in the diagnosis of breast cancer and colon cancer.

Because of the novelty and highly disruptive nature of TBIA analysis using FTIR to diagnose disease, we believe the best path forward to bring our core technology to market in the United States is to demonstrate comparability with blood tests that are built on technology platforms that are in widespread use. Due to the relative scarcity of commercial blood tests in areas such as cancer and Alzheimer's disease, we have pursued a strategy of acquiring proprietary blood tests in those therapeutic indications in order to gain a foothold in the marketplace and fine tune our FTIR platform while fully commercializing these more advanced tests in the United States. We believe we are positioned to become a worldwide leader in the field of immune-based diagnostics.

Covid-19 Automated Testing Solutions and Distribution

We provide advanced technologies addressing bottlenecks, whether they be scientific, technical or logistical, to enable laboratories to rapidly expand testing capacity while reducing operational costs. To forward this business, we entered into distribution agreements with multiple companies to gain rights to rapid IgM/IgG COVID-19 antibody test kits, RNA extraction machines, RNA extraction reagents, qPCR reagents, digital PCR reagents and automated liquid handler machines, in order to offer a comprehensive suite of solutions to laboratories worldwide. We began marketing a turnkey automation services solution to laboratories seeking to expand their COVID-19 testing capabilities and started generating revenue from the distribution of products to support laboratory COVID testing through the automated machinery we provided.

Immune Support Products and 3CL Protease Inhibiting Antivirals

We entered into a joint venture with Israeli-based biotech company, NLC Pharma, to advance a theragnostic program targeting the 3CL protease, a key enzyme required for coronaviruses to replicate and infect other cells. We have funded the development of a novel enzymatic 3CL protease diagnostic test that determines whether a coronavirus is actively replicating vs. inactively being cleared from the body by the immune system, as well as 3CL protease inhibitors that aim to slow the replication of the virus in order to be able to further support the body's ability to be able to overcome a potential coronavirus exposure or infection. Furthermore, the partnership is in the development phase of our own antiviral, Tollovir™, a potent 3CL protease inhibitor for the treatment of hospitalized COVID-19 patients, which is currently undergoing a Phase 2 clinical trial in Israel with plans to expand the clinical development program to India. Lastly, our 3CL protease inhibitor botanical product, Tollovid, is a dietary supplement that helps to support and maintain healthy immune function. This technology will potentially have a significant impact for the development of virus targeting therapeutic development strategies, as well as clearance for return to life activities post-infection.

We believe that as we continue to grow our automation services business, we are creating a natural distribution base for the Videssa test, as well as for the eventual commercialization of our proprietary TBIA platform tests and diagnostics developed with NLC Pharma. We intend to seek out additional opportunities to leverage our expanding base of laboratory partners in the coming years.

Operating Results

Revenues

During the nine and three months ended September 30, 2021, we have generated revenues of $7,773,000 and $1,010,000, respectively, through our U.S. subsidiaries, Corona Diagnostics, LLC and Provista Diagnostic, Inc .

Operating Expenses

Our current operating expenses consist of four components - cost of revenues, research and development expenses, marketing expenses and general and administrative expenses.

Cost of revenues

Our cost of revenues consists primarily of materials, depreciation and other related cost of revenues expenses.

The following table discloses the breakdown of cost of revenues:

	Nine Months Ended September 30,		Three Months Ended September 30,	
U.S. dollars	2021	2020	2021	2020
Salaries and related expenses	$ 355,000	$ -	$ 290,000	$ -
Materials and other costs	4,354,000	894,000	581,000	883,000
Depreciation	482,000	-	172,000	-
Total	$ 5,191,000	$ 894,000	$ 1,043,000	$ 883,000

Research and Development Expenses

Our research and development expenses consist primarily of salaries and related personnel expenses, subcontracted work and consulting, liabilities for royalties and other related research and development expenses.

The following table discloses the breakdown of research and development expenses:

U.S. dollars	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020
Stock-based compensation	$ -	$ 60,000	$ -	$ -
Professional fees	165,000	800,000	41,000	365,000
IPR&D acquired as part of asset acquisition	-	8,157,000	-	8,157,000
Laboratory and materials	646,000	572,000	144,000	511,000
Depreciation	22,000	38,000	7,000	25,000
Insurance and other expenses	2,000	28,000	-	28,000
Total	$ 835,000	$ 9,655,000	$ 192,000	$ 9,086,000

We expect that our research and development expenses will materially increase as we plan to rapidly recruit more employees in order to accelerate our research and development efforts.

Sales and Marketing Expenses

Sales and marketing expenses consist primarily of salaries and share-based compensation expense.

The following table discloses the breakdown of sales and marketing expenses:

U.S. dollars	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020
Salaries and related expenses	$ 496,000	$ -	$ 243,000	$ -
Share Based Compensation	45,000	1,463,000	-	33,000
Professional Fees	1,846,000	724,000	186,000	724,000
Total	$ 2,387,000	$ 2,187,000	$ 429,000	$ 757,000

General and Administrative

General and administrative expenses consist primarily of salaries, share-based compensation expense, professional service fees (for accounting, legal, bookkeeping, intellectual property and facilities), directors fees and insurance and other general and administrative expenses.

The following table discloses the breakdown of general and administrative expenses:

U.S. dollars	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020
Salaries and related expenses	$ 127,000	$ 123,000	$ 43,000	$ 43,000
Share-based compensation	513,000	712,000	148,000	398,000
Professional fees	3,533,000	826,000	1,418,000	342,000
Insurance and other expenses	875,000	68,000	234,000	21,000
Total	$ 5,048,000	$ 1,729,000	$ 1,843,000	$ 804,000

Comparison of the Three and Nine Months Ended September 30, 2021 and September 30, 2020:

Results of Operations

Revenues. Our revenues for the three months ended September 30, 2021, were $1,010,000, compared to $1,284,000 during the three months ended September 30, 2020.

Our revenues for the nine months ended September 30, 2021 were $7,773,000, compared to $1,316,000 during the nine months ended September 30, 2020.

The increase in our revenues is a result of the sales of our COVID-19 testing products through our U.S. subsidiaries, Corona Diagnostics, LLC and Provista Diagnostic Inc,. Revenues for the nine and three months ended September 30, 2021 include $4,290,000 of revenues during the first quarter of 2021 to our significant customer with which Company's contractual agreement to supply Covid-19 testing kits to a significant customer expired.

Cost of revenues. Our cost of revenues for the three months ended September 30, 2021, were $1,043,000, compared to $883,000 during the three months ended September 30, 2020, and $5,191,000 during the nine months ended September 30, 2021, compared to $894,000 during the nine months ended September 30, 2020. The increase in our cost of revenues is related to the sales of our COVID-19 testing products.

Research and Development Expenses. Our research and development expenses for the three months ended September 30, 2021, were $192,000 compared to $9,086,000 for the three months ended September 30, 2020, representing a net decrease of $8,894,000, or 98%, and $835,000 for the nine months ended September 30, 2021, compared to $9,655,000 during the nine months ended September 30, 2020, a decrease of $8,820,000, or 91%. The decrease in the nine months ended September 30, 2021 is primarily due to IPR&D expenses associated with the acquisition of our subsidiary in the nine months ended September 30, 2020 offset by a decrease in Laboratory and materials and other research and development costs in connection with providing Covid testing services mainly through our wholly-owned subsidiary Corona Diagnostics, LLC and stock-based compensation used for continued development of our products.

Sales and Marketing Expenses. Our sales and marketing expenses increased from $429,000 in the three months ended September 30, 2020, to $757,000 in the three months ended September 30, 2021, providing an increase of $328,000 or 43%, and increased from $2,187,000 in the nine months ended September 30, 2020 to $2,387,000 in the nine months ended September 30, 2021, providing an increase of $200,000 or 9%. This increase was principally due to increases in marketing and public relations efforts and costs associated with the sales of our Covid products offset by a decrease in stock-based compensation.

General and Administrative Expenses. Our general and administrative expenses for the three months ended September 30, 2021, were $1,843,000, compared to $804,000 for the three months ended September 30, 2020, providing an increase of $1,039,000 or 129%, and $5,048,000 for the nine months ended September 30, 2021, compared to $1,729,000 for the nine months ended September 30, 2020, providing an increase of $3,319,000 or 192%. The increase is primarily due to the increase in professional services which consists mainly of legal fees, directors fees and other professional services.

Finance Expenses, Net. Our net finance expenses for the three months ended September 30, 2021 was $6,875,000 compared to net finance expenses of $7,055,000 for the three months ended September 30, 2020, providing a decrease of $180,000 or 3%, and $17,360,000 for the nine months ended September 30, 2021, compared to net finance expenses of $11,375,000 for the nine months ended September 30, 2020, providing an increase of $5,985,000 or 53%. The increase is primarily due to change in fair value of warrants liability, loss from extinguishment of loans from shareholders and amortization of discounts and accrued interest on convertible bridge loans. It should be noted that during the third quarter of 2021, most of the Company's convertible bridge loans were repaid.

Share in losses of affiliated company is accounted for under the equity method. Our share in losses of affiliated company accounted for under the equity method amounted to $1,007,000 in the three months and $734,000 in the nine months ended September 30, 2021.

Net Loss. Our net loss for the three months ended September 30, 2021 was $10,379,000, compared to net loss of $18,035,000 for the three months ended September 30, 2020, providing a decrease of $7,656,000 or 42%. Our net loss for the nine months ended September 30, 2021 was $24,547,000, compared with a net loss of $25,258,000 for the nine months ended September 30, 2020, a decrease in net loss of $711,000 or 3%. The decrease is primarily due to the changes as mentioned above.

We prepare our financial statements in accordance with US GAAP. At the time of the preparation of the financial statements, our management is required to use estimates, evaluations, and assumptions which affect the application of the accounting policy and the amounts reported for assets, obligations, revenues and expenses. Any estimates and assumptions are continually reviewed. The changes to the accounting estimates are credited during the period in which the change to the estimate is made.

Subject to certain conditions set forth in the JOBS Act, as an "emerging growth company," we elected to rely on other exemptions, including without limitation, (i) providing an auditor's attestation report on our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act and (ii) complying with any requirement that may be adopted by the PCAOB regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements (auditor discussion and analysis). These exemptions will apply until on or before the last day of the 2021 fiscal year (the fifth anniversary of the date of the first sale of our common equity securities pursuant to an effective registration statement under the Securities Act).

Going Concern Uncertainty

Until 2020, we devoted substantially all of our efforts to research and development and raising capital. In 2020, we raised significant capital, but we also generated revenues for the first time as a result of our activities related to Covid-19. There is no certainty as to the continuance of our revenues related to Covid-19. The development and commercialization of our other products, which are necessary for our long term financial health, are expected to require substantial further expenditures. We remain dependent upon external sources for financing our operations. Since inception, we have incurred substantial accumulated losses, negative working capital, and negative operating cash flow, and have a significant shareholders' deficit. These factors raise substantial doubt about our ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. We plan to finance our operations through the sale of equity and, to the extent available, short term and long-term loans. There can be no assurance that we will succeed in obtaining the necessary financing to continue our operations.

Liquidity and Capital Resources

Overview

To date, we have funded our operations primarily through revenue and with convertible bridge loans, grants from the IIA, and issuing Ordinary Shares and stock warrants (including warrants' exercise).

The table below presents our cash flows:

STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Nine months period ended September 30,	
	2021	2020
Cash flows from operating activities:		
Net loss	$ (24,547)	$ (25,257)
Adjustments required to reconcile net loss to net cash used in operating activities:		
Depreciation	556	38
Liability for minimum royalties	53	29
Stock-based compensation	633	2,334
Expiration of call options to acquire potential acquiree	-	3,000
Impairment of intangible IPR&D, net of taxes	-	8,157
Impairment of investment in affiliated company	-	2,823
Revaluation of investment in affiliated company to fair value	-	(1,623)
Share in losses of affiliated company	1,498	-
Modification of terms relating to straight loan transaction	88	-
Modification of terms relating to convertible bridge loans transactions	-	(3,495)
Exchange differences relating to loans from shareholders	-	40
Issuance of shares as a settlement in excess of the carrying amount of financial liabilities	-	499
Issuance of ordinary shares and stock warrants upon modification of terms relating to convertible bridge loans transactions	-	415
Amortization of discounts and accrued interest on convertible bridge loans	18,080	8,393
Amortization of discounts and accrued interest on straight loans	2,290	-
Change in fair value of derivative warrants liability and fair value of warrants expired	(299)	-
Change in fair value of liability related to conversion feature of convertible bridge loans	(3,777)	-
Increase in trade receivables	(1,629)	(206)
Increase in inventories	(1,806)	(440)
Decrease (increase) in other current assets	705	47
Increase (decrease) in accounts payables	(961)	203
Decrease in deferred revenues	(857)	-
Increase (decrease) in other current liabilities	(326)	1,376
Net cash used in operating activities	(9,299)	(3,667)
Cash flows from investing activities:		
Purchase of property and equipment	(965)	(346)
Restricted cash	-	5
Purchase of intangible IPR&D	-	(450)
Cash used in purchased of subsidiary consolidated for the first time	(1,176)	-
Investment in other companies	(1,024)	(560)
Net cash used in investing activities	(3,165)	(1,351)
Cash flows from financing activities:		
Proceeds from straight loans, net	2,496	812
Repayment of Receivables financing facility	(1,249)	-
Repayment of straight loans	(1,329)	-
Repayment of convertible bridge loans	(2,165)	-
Proceeds from issuance of units consisting of convertible bridge loans, stock warrants and shares, net	13,687	3,087
Proceeds from issuance of units consisting of ordinary shares and stock warrants	-	30
Proceeds from issuance of ordinary shares through equity line	255	1,296
Net cash provided by financing activities	11,695	5,225
Change in cash, cash equivalents	(769)	207
Cash, cash equivalents at beginning of period	935	12
Cash, cash equivalents at end of period	$ 166	$ 219

Operating Activities

Net cash used in operating activities for the nine months ended September 30, 2021 was $9,329,000 compared to $3,667,000 in the nine months ended September 30, 2020. The increase in the cash flow used in operating activities in 2021 compared to 2020 is primarily due to our operating loss less stock-based compensation, change in fair value of convertible bridge loans, amortization of discounts and accrued interest on convertible bridge loans and changes in other current assets, plus change in fair value of derivative warrants liability and fair value of warrants expired, change in fair value of liability related to conversion feature of convertible bridge loans, increase in inventory, increase in trade receivables and decrease in deferred revenues.

Investing Activities

Net cash used in investing activities for the for the nine months ended September 30, 2021 was $3,135,000, compared to $1,351,000 in the nine months ended September 30, 2020. The primary reason for the increase in investing activities was due to the purchase of laboratory equipment by our U.S. subsidiary, Corona Diagnostics, LLC, the investment in Provista Diagnostics Inc, and investments in other laboratories.

Financing Activities

Net cash provided by financing activities for the nine months ended September 30, 2021 was $11,695,000, compared to net cash provided by financing activities for the nine months ended September 30, 2020 of $5,225,000. This increase is primarily due to cash received from issuance of units consisting of convertible bridge loans, stock warrants and shares, net and from the proceeds from straight loans offset by repayment of receivables financing facility, repayment of straight loans and repayment of convertible bridge loans.

Current Outlook

We cannot assure that our cancer detection kits will be commercialized, work as indicated, or that they will receive regulatory approval and that we will earn revenues sufficient to support our operations or that we will ever be profitable. Furthermore, since we have no committed source of financing, we cannot assure that we will be able to raise money as and when we need it to continue our operations. If we cannot raise funds as and when we need them, we may be required to curtail, or even to cease, our operations.

We have limited experience with in-vitro-diagnostics. As such, these budget estimates may not be accurate. In addition, the actual work to be performed is not known at this time, other than a broad outline, as is normal with any scientific work. As further work is performed, additional work may become necessary or changes in plans or workload may occur. Such changes may have an adverse impact on our estimated budget. Such changes may also have an adverse impact on our projected timeline of drug development.

We are currently distributing COVID-19 testing kits as a means of funding our operations.

If we are unable to raise additional funds, we will need to do one or more of the following:

- delay, scale-back or eliminate some or all of our research and product development programs;
- provide licenses to third parties to develop and commercialize products or technologies that we would otherwise seek to develop and commercialize ourselves;
- seek strategic alliances or business combinations;

- attempt to sell our Company;
- cease operations; or
- declare bankruptcy.

Any debt financing secured by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to secure additional debt or equity financing in a timely manner, or at all, which could require us to scale back our business plan and operations.

The above conditions raise substantial doubt about our ability to continue as a going concern. The financial statements included elsewhere herein were prepared under the assumption that we would continue our operations as a going concern. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. Without additional funds from debt or equity financing, sales of our intellectual property or technologies, or from a business combination or a similar transaction, we will soon exhaust our resources and will be unable to continue operations. If we cannot continue as a viable entity, our shareholders may lose some or all of their investment in us.

Our management intends to attempt to secure additional required funding primarily through additional equity or debt financings. We may also seek to secure required funding through sales or out-licensing of intellectual property assets, seeking partnerships with other pharmaceutical companies or third parties to co-develop and fund research and development efforts, or similar transactions. However, there can be no assurance that we will be able to obtain required funding. If we are unsuccessful in securing funding from any of these sources, we will defer, reduce or eliminate certain planned expenditures in our research protocols. If we do not have sufficient funds to continue operations, we could be required to seek bankruptcy protection or other alternatives that could result in our shareholders losing some or all of their investment in us.

Recent Developments

On July 7, 2021, the Company entered into a Securities Purchase Agreement (the "SPA") with Kips Bay Select LP (the "Purchaser") pursuant to which the Company agreed to issue a promissory convertible note (the "Note") to the Purchaser in the principal amount of $1,535,714 for proceeds of $1,075,000 (the "Transaction"). The closing occurred on July 7, 2021 (the "Closing Date"). The Note has a maturity date of one year from the date of issuance and pays interest at a rate of 4% per annum. The Note is convertible into ordinary shares of the Company (the "Conversion Shares") at a conversion price of $0.0599 (the "Conversion Price). In addition, the Purchaser received a warrant (the "Warrant") to purchase up to 3,440,000 ordinary shares (the "Warrant Shares") of the Company with an exercise price equal to $0.107415 per share. The Warrant is exercisable for 5 years from the date of issuance. From the Closing Date until 180 days thereafter, the Company shall be restricted from issuing or entering into any agreement to issue any ordinary shares, except under certain circumstances, including an uplisting. This provision shall no longer be in effect if the closing sale price of the Common Stock exceeds $0.10. The Company intends to use the net proceeds for general corporate purposes.

The Company has agreed to file a registration statement with the Securities and Exchange Commission registering for resale of the Conversion Shares and the Warrant Shares (the "Registration Statement). Subsequent to the effective date of such registration statement, if the closing sale price of the ordinary shares averages less than the then Conversion Price over a period of ten (10) consecutive trading days, the Conversion Price shall reset to such average price. If the 10-day volume weighted average price of the ordinary shares continues to be less than the Conversion Price then the Conversion Price should reset to such 10-day average price with a maximum of a 20% discount from the initial Conversion Price.

On September 23, 2021, the Company completed the conditions precedent required to enter into a Securities Purchase Agreement (the "SPA") with Mercer Street Global Opportunity Fund, LLC (the "Purchaser") pursuant to which the Company issued a promissory convertible note (the "Note") to the Purchaser in the principal amount of $2,285,142.86 for proceeds of $2,000,000 (the "Transaction"). The Note has a maturity date of one year from the date of issuance and pays interest at a rate of 4% per annum. The Note is convertible into ordinary shares of the Company (the "Conversion Shares") at a conversion price of $0.0599 (the "Conversion Price). In addition, the Purchaser received a warrant (the "Warrant") to purchase up to 11,924,636 ordinary shares (the "Warrant Shares") of the Company with an exercise price equal to $0.107415 per share. The Warrant is exercisable for 5 years from the date of issuance. The Company intends to use the net proceeds from this Note to initiate Phase 2/3 trials for Tollovir™ COVID-19 patients, initiate digital marketing for its dietary supplement Tollovid®, increase sales & marketing for Provista Diagnostics, and for general corporate purposes.

The Company has agreed to file a registration statement with the Securities and Exchange Commission registering for resale the Conversion Shares and the Warrant Shares (the "Registration Statement). Subsequent to the effective date of the Registration Statement, if the closing sale price of the Common Stock averages less than the then Conversion Price over a period of ten (10) consecutive trading days, the Conversion Price shall reset to such average price. If the 10 day volume weighted average price of the Common Stock continues to be less than the Conversion Price then the Conversion Price should reset to such 10-day average price with a maximum of a 20% discount from the initial Conversion Price.

On July 22, 2021, the US Food & Drug Administration (FDA) granted a new Certificate of Free Sale for Tollovid Daily™, the newest member of the Company's Tollovid™ dietary supplement product line.

The Certificate of Free Sale is for a twice-daily dosing regimen and, critically, a 3CL protease inhibitor claim. Each 60-pill bottle of Tollovid Daily can help support and maintain healthy immune function for 30 days. The Company intends to establish a monthly subscription model as part of its marketing launch campaign for Tollovid Daily immune system support. Tollovid™ and Tollovid Daily are both 3CL protease inhibitor products developed under a joint venture with NLC Pharma.

On November 15, 2021, Todos USA sent a demand letter (the "Demand Letter") to a significant customer with which our contractual agreement to supply Covid-19 testing kits expired. The Demand Letter seeks (a) payment for testing kits that Todos USA supplied for which it was not paid, in the amount of $3,465,000, (b) the return of Todos USA's equipment, title to which remains with Todos USA unless and until the significant customer meets a minimum purchase requirement, and (c) payment of damages as a result of the significant customer's unlawful retention of Todos USA's equipment, in an amount anticipated to be $2 million. Todos USA has yet to receive a response to the Demand Letter.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to our market risk during the third quarter of 2021. In the ordinary course of our operations, we are exposed to certain market risks, primarily changes in foreign currency exchange rates and interest rates.

Quantitative and Qualitative Disclosure About Market Risk

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our current investment policy is to invest available cash in bank deposits with banks that have a credit rating of at least A-minus. Accordingly, a substantial majority of our cash and cash equivalents is held in deposits that bear interest.

Given the current low rates of interest we receive, we will not be adversely affected if such rates are reduced. Our market risk exposure is primarily a result of NIS/U.S. dollar exchange rates, which is discussed in detail in the following paragraph.

Foreign Currency Exchange Risk

Our results of operations and cash flow are subject to fluctuations due to changes in NIS/U.S. dollar currency exchange rates. The vast majority of our liquid assets is held in U.S. dollars, and a certain portion of our expenses is denominated in NIS. We expect that the percentage of our NIS denominated expenses will materially decrease in the near future, therefore reducing our exposure to exchange rate fluctuations. We do not hedge our foreign currency exchange risk. In the future, we may enter into formal currency hedging transactions to decrease the risk of financial exposure from fluctuations in the exchange rates of our principal operating currencies. These measures, however, may not adequately protect us from the material adverse effects of such fluctuations. Currently, all of our transactions are in United States dollars and Israeli shekels.

ITEM 4. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 30, 2021, or the Evaluation Date. Based on such evaluation, those officers have concluded that, as of the Evaluation Date, our disclosure controls and procedures are ineffective in recording, processing, summarizing and reporting, on a timely basis, information required to be included in periodic filings under the Exchange Act and that such information is not accumulated and communicated to management, including our principal executive and financial officers, in a manner sufficient to allow timely decisions regarding required disclosure, due to lack of sufficient internal accounting personnel, segregation of duties, lack of sufficient internal controls (including IT general controls) that encompass the Company as a whole with respect to entity and transactions level controls in order to ensure complete documentation of complex and non-routine transactions and adequate financial reporting.

Management has identified corrective actions to remediate such material weaknesses, and subject to fundraising, which includes hiring additional employees, Management intends to implement procedures to remediate such material weaknesses during the first quarter of 2022; however, the implementation of these initiatives may not fully address any material weakness or other deficiencies that we may have in our disclosure controls and procedures.

(b) Changes in Internal Control over Financial Reporting.

During the quarter ended September 30, 2021, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no material changes to our legal proceedings as described in "Part I, Item 3. Legal Proceedings" of our 2020 Form 10-K.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in our Form 10-K for the year ended December 31, 2020.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There are no transactions that have not been previously included in a Current Report on Form 8-K.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBIT INDEX

Exhibit Number	Description
10.1	Securities Purchase Agreement dated as of September 15, 2021, filed as Exhibit 10.1 on the Company's Report on Form 8-K filed on September 24, 2021.
10.2	Promissory Convertible Note dated September 15, 2021, filed as Exhibit 10.2 on the Company's Report on Form 8-K filed on September 24, 2021.
10.3	Ordinary Shares Purchase Warrant dated September 15, 2021, filed as Exhibit 10.3 on the Company's Report on Form 8-K filed on September 24, 2021.
31.1	Certification of Chief Executive Officer of Todos Medical Ltd. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Chief Financial Officer of Todos Medical Ltd. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Todos Medical Ltd.

Date: November 15, 2021

By: */s/ Gerald Commissiong*
Gerald Commissiong
Chief Executive Officer

Date: November 15, 2021

By: */s/ Daniel Hirsch*
Daniel Hirsch
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 31.1

Certification of Chief Executive Officer of Todos Medical Ltd.
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Gerald Commissiong, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Todos Medical Ltd.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 15, 2021

By: */s/ Gerald Commissiong*
Name: Gerald Commissiong
Title: Chief Executive Officer

EXHIBIT 31.2

Certification of Chief Financial Officer of Todos Medical Ltd.
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Daniel Hirsch, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Todos Medical Ltd.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 15, 2021

By: */s/ Daniel Hirsch*
Name: Daniel Hirsch
Title: Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Todos Medical Ltd. (the "Company") on Form 10-Q for the quarter ended September 30, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gerald Commissiong, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gerald Commissiong

Gerald Commissiong
Chief Executive Officer
(Principal Executive Officer)
Todos Medical Ltd.

Date: November 15, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Todos Medical Ltd. (the "Company") on Form 10-Q for the period ended September 30, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel Hirsch, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

/s/ Daniel Hirsch

Daniel Hirsch
Chief Financial Officer
(Principal Financial Officer)
Todos Medical Ltd.

Date: November 15, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.