

CHEMOMAB THERAPEUTICS LTD.

AUDIT COMMITTEE CHARTER

The board of directors (the “Board”) of Chemomab Therapeutics Ltd. (the “Company”) has constituted and established an audit committee (the “Committee”) with the authority, responsibility and duties as described in this Audit Committee Charter (this “Charter”).

I. Purpose

The purpose of the Committee is to (i) oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company; (ii) approve certain acts and transactions requiring the approval of the Committee under the Israeli Companies Law 5759-1999 (the “Companies Law”); and (iii) oversee certain matters and make certain determinations, as prescribed under the Companies Law.

The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with U.S. generally accepted accounting principles (“GAAP”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “SEC”), subject to any available exception and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to “external directors” (as defined under the Companies Law), as applicable. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to external directors, as applicable.

III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with management, with the internal auditor and with the independent auditor.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company's Amended and Restated Articles of Association, as in effect from time to time (the "Articles of Association").

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles of Association and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* Subject to approval of the Board and, in the case of retention, the shareholders as well, the Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence.* The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate

action in response to the independent auditor's report to satisfy itself of the auditor's independence.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee must discuss with the independent auditor any audit problems or difficulties and management's response.

4. *Review of Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K or 20-F.* Review with management, and the independent auditor, as applicable, the annual, semi-annual and quarterly audited and unaudited financial statements of the Company prior to publication and/or filing (or submission, as the case maybe) with the SEC, as well as making a recommendation to the Board as to whether to include the annual audited financial statements and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition of Results of Operations" in the Company's annual Form 10-K or 20-F, as applicable, for filing with the SEC.

Other Duties and Responsibilities

5. *Related Party Transactions.* Review and approve transactions (other than transactions related to the compensation or terms of services) that require the Committee's approval under the Companies Law.

6. *Internal Auditor.* The Committee must (i) recommend to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law; (ii) approve the yearly or periodic work plan proposed by the internal auditor; and (iii) review and discuss the results of internal auditor activities, including significant findings and management's responses to significant findings.

7. *Quarterly Financial Statements.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor.

8. *Review of Earnings Releases.* The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

9. *Risk Assessment and Risk Management.* The Committee must discuss the Company's policies with respect to risk assessment and risk management.

10. *Hiring of Independent Auditor Employees.* The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.

11. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the submission by Company employees of concerns regarding questionable accounting or auditing matters.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

15. *Other Duties and Responsibilities.* The Committee shall perform such other activities and functions as are required by applicable law, Nasdaq rules or provisions in the Articles of Association, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.