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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of November 2023

Commission File Number 001-38807

CHEMOMAB THERAPEUTICS LTD.

(Translation of registrant's name into English)

Kiryat Atidim, Building 7, Tel-Aviv, Israel

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

EXPLANATORY NOTE

This Report of Foreign Private Issuer on Form 6-K (the “Form 6-K”) is being furnished by Chemomab Therapeutics Ltd. (the “Company”) for the purpose of: (i) furnishing, as Exhibit 99.1 to this Form 6-K, unaudited condensed consolidated financial statements of the Company as of and for the three and nine-months ended September 30, 2023; and (ii) furnishing, as Exhibit 99.2 to this Form 6-K, a press release, dated November 9, 2023, titled “Chemomab Therapeutics Announces Third Quarter 2023 Financial Results and Provides Corporate Update”.

Exhibits 99.1 and 99.2 to this Form 6-K are hereby incorporated by reference into the Company’s Registration Statements on Form F-3 (File No. 333-275002) and Form S-8 (File No. 333-259489 and No. 333-266868).

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u> |
|----------------------|--|
| 99.1 | Unaudited Condensed Consolidated Financial Statements as of September 30, 2023 |
| 99.2 | Press release, dated November 9, 2023, titled “Chemomab Therapeutics Announces Third Quarter 2023 Financial Results and Provides Corporate Update” |

SIGNATURE

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.

CHEMOMAB THERAPEUTICS LTD.

Date: November 9, 2023

By: /s/ Sigal Fattal

Sigal Fattal

Chief Financial Officer

**Chemomab Therapeutics Ltd. and
its subsidiaries**

**Condensed Consolidated Interim
Financial Statements**

As of September 30, 2023

(Unaudited)

Unaudited Condensed Consolidated Interim Financial Statements as of September 30, 2023

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Condensed Consolidated Balance Sheets

In USD thousands (except for share amounts)

| | <u>Note</u> | <u>September 30, 2023</u> Unaudited | <u>December 31, 2022</u> Audited |
|---|-------------|--|---|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | | 9,156 | 13,519 |
| Short term bank deposits | | 12,216 | 26,374 |
| Restricted cash | | 72 | 77 |
| Other receivables and prepaid expenses | | 922 | 1,766 |
| Total current assets | | 22,366 | 41,736 |
| Non-current assets | | | |
| Long term prepaid expenses | | 603 | 733 |
| Property and equipment, net | | 319 | 367 |
| Operating lease right-of-use assets | | 130 | 227 |
| Total non-current assets | | 1,052 | 1,327 |
| Total assets | | 23,418 | 43,063 |
| Current liabilities | | | |
| Trade payables | | 731 | 1,688 |
| Accrued expenses | | 3,007 | 3,378 |
| Employee and related expenses | | 1,527 | 1,560 |
| Operating lease liabilities | | 105 | 123 |
| Total current liabilities | | 5,370 | 6,749 |
| Non-current liabilities | | | |
| Operating lease liabilities - long term | | 5 | 91 |
| Total non-current liabilities | | 5 | 91 |
| Commitments and contingent liabilities | 3 | | |
| Total liabilities | | 5,375 | 6,840 |
| Shareholders' equity (*) | | | |
| Ordinary shares no par value - Authorized: 650,000,000 shares as of September 30, 2023 and December 31, 2022; | | - | - |
| Issued and outstanding: 248,094,700 Ordinary shares as of September 30, 2023 and 232,636,700 as of December 31, 2022; | | - | - |
| Treasury share at cost (11,640,460 Ordinary shares as of September 30, 2023 and December 31, 2022) | | (1,218) | (1,218) |
| Additional paid in capital | | 103,884 | 101,260 |
| Accumulated deficit | | (84,623) | (63,819) |
| Total shareholders' equity | | 18,043 | 36,223 |
| Total liabilities and shareholders' equity | | 23,418 | 43,063 |

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

(*) 1 American Depositary Share (ADS) represents 20 Ordinary Shares

Condensed Consolidated Interim Statements of Operations (Unaudited)

In USD thousands (except for share and per share amounts)

| | Three months Ended September 30, 2023 | Three months Ended September 30, 2022 | Nine months Ended September 30, 2023 | Nine months Ended September 30, 2022 |
|--|--|--|---|---|
| Operating expenses | | | | |
| Research and development | 3,377 | 5,423 | 15,284 | 11,082 |
| General and administrative | <u>990</u> | <u>2,894</u> | <u>6,327</u> | <u>8,809</u> |
| Total operating expenses | 4,367 | 8,317 | 21,611 | 19,891 |
| Financing expense (income), net | (231) | (237) | (807) | 27 |
| Loss before taxes | 4,136 | 8,080 | 20,804 | 19,918 |
| Taxes on income (tax benefit) | <u>(55)</u> | <u>-</u> | <u>-</u> | <u>(544)</u> |
| Net loss for the period | <u>4,081</u> | <u>8,080</u> | <u>20,804</u> | <u>19,374</u> |
| Basic and diluted loss per Ordinary Share (*) | 0.017 | 0.035 | 0.092 | 0.085 |
| Weighted average number of Ordinary Shares outstanding, basic, and diluted (*) | 236,449,153 | 228,773,418 | 226,449,755 | 228,349,115 |

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

(*) 1 American Depositary Share (ADS) represents 20 Ordinary Shares

Condensed Consolidated Interim Statements of Changes in Equity (Unaudited)

In USD thousands (except share amounts)

| | Ordinary Shares (*) | | Treasury shares | | Additional paid in capital | Accumulated Deficit | Total Shareholders' equity |
|--|---------------------|----------|---------------------|----------------|----------------------------|---------------------|----------------------------|
| | Number | USD | Number | USD | USD | USD | USD |
| For the nine-month period ended on September 30, 2023 | | | | | | | |
| Balance as of January 1, 2023 | 232,636,700 | - | (11,640,460) | (1,218) | 101,260 | (63,819) | 36,223 |
| Share-based compensation | - | - | - | - | 484 | - | 484 |
| Net loss for the period | - | - | - | - | - | (8,753) | (8,753) |
| Balance as of March 31, 2023 | 232,636,700 | - | (11,640,460) | (1,218) | 101,744 | (72,572) | 27,954 |
| Share-based compensation | - | - | - | - | 639 | - | 639 |
| Net loss for the period | - | - | - | - | - | (7,970) | (7,970) |
| Issuance of shares, net of issuance expenses | 15,422,000 | - | - | - | 1,368 | - | 1,368 |
| Balance as of June 30, 2023 | 248,058,700 | - | (11,640,460) | (1,218) | 103,751 | (80,542) | 21,991 |
| Share-based compensation | - | - | - | - | 130 | - | 130 |
| Net loss for the period | - | - | - | - | - | (4,081) | (4,081) |
| Issuance of shares, net of issuance expenses | 36,000 | - | - | - | 3 | - | 3 |
| Balance as of September 30, 2023 | 248,094,700 | - | (11,640,460) | (1,218) | 103,884 | (84,623) | 18,043 |

(*) 1 American Depositary Share (ADS) represents 20 Ordinary Shares

Condensed Consolidated Interim Statements of Changes in Equity (Unaudited)

In USD thousands (except share amounts)

| | Ordinary Shares (*) | | Additional paid in capital | Accumulated Deficit | Total Shareholders' equity |
|--|---------------------|-----|----------------------------|---------------------|----------------------------|
| | Number | USD | USD | USD | USD |
| For the nine-month period ended on September 30, 2022 | | | | | |
| Balance as of January 1, 2022 | 228,090,300 | - | 97,639 | (36,173) | 61,466 |
| Share-based compensation | - | - | 874 | - | 874 |
| Net loss for the period | - | - | - | (5,104) | (5,104) |
| Balance as of March 31, 2022 | 228,090,300 | - | 98,513 | (41,277) | 57,236 |
| Share-based compensation | - | - | 761 | - | 761 |
| Exercise of options | 542,820 | - | 29 | - | 29 |
| Net loss for the period | - | - | - | (6,190) | (6,190) |
| Balance as of June 30, 2022 | 228,633,120 | - | 99,303 | (47,467) | 51,836 |
| Share-based compensation | - | - | 836 | - | 836 |
| Exercise of options | 382,282 | - | 32 | - | 32 |
| Net loss for the period | - | - | - | (8,080) | (8,080) |
| Balance as of September 30, 2022 | 229,015,402 | - | 100,171 | (55,547) | 44,624 |

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

(*) 1 American Depositary Share (ADS) represents 20 Ordinary Shares

Condensed Consolidated Interim Statements of Cash Flows (Unaudited)

In USD thousands

| | Nine months ended September 30, 2023 | Nine months Ended September 30, 2022 |
|--|---|---|
| Cash flows from operating activities | | |
| Net loss for the period | (20,804) | (19,374) |
| Adjustments for operating activities: | | |
| Depreciation | 51 | 44 |
| Share-based compensation | 1,253 | 2,471 |
| Change in other receivables and prepaid expenses | 974 | (600) |
| Change in operating lease liability | (7) | (15) |
| Change in trade payables | (957) | (89) |
| Change in accrued expenses | (371) | 2,022 |
| Change in employees and related expenses | (33) | 874 |
| | <u>910</u> | <u>4,707</u> |
| Net cash used in operating activities | <u>(19,894)</u> | <u>(14,667)</u> |
| Cash flows from investing activities | | |
| Decrease in bank deposits | 14,158 | 10,250 |
| Purchase of property and equipment | (3) | (67) |
| Net cash provided by investing activities | <u>14,155</u> | <u>10,183</u> |
| Cash flows from financing activities | | |
| Issuance of Shares, net of issuance expenses | 1,371 | - |
| Exercise of options | - | 61 |
| Net cash provided by financing activities | <u>1,371</u> | <u>61</u> |
| Change in cash, cash equivalents and restricted cash | <u>(4,368)</u> | <u>(4,423)</u> |
| Cash, cash equivalents and restricted cash at beginning of period | <u>13,596</u> | <u>15,241</u> |
| Cash, cash equivalents and restricted cash at end of period | <u><u>9,228</u></u> | <u><u>10,818</u></u> |

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

CHEMOMAB THERAPEUTICS LTD AND ITS SUBSIDIARIES
(FORMERLY ANCHIANO THERAPEUTICS LTD.)
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Note 1 - General

- A.** Chemomab Therapeutics Ltd. (the “Company”) is an Israeli-based company incorporated under the laws of the State of Israel in September 2011. The Company’s registered office is located in Kiryat Atidim, Tel Aviv, Israel. The Company is a clinical-stage biotech company discovering and developing innovative therapeutics for conditions with high-unmet medical need that involve inflammation and fibrosis. The wholly owned subsidiaries of the Company are: Chemomab Ltd. (“Chemomab”), Chemomab Therapeutics Israel Ltd. and Chemomab Therapeutics, Inc.

The Company currently has no products approved for sale. The Company’s operations are funded primarily by its shareholders. The Company has incurred operating losses in each year since its inception and does not expect to generate significant revenue unless and until it obtains marketing approval for its products. Continuation of the Company’s development programs depend on its future ability to raise sources of financing. The Company believes that its existing liquidity resources as of September 30, 2023, will enable it to fund its operations through December 31, 2024 with the ability to perform cost reductions in order to extend the operations even further, if required to do so.

- B.** On October 7, 2023, Hamas terrorists infiltrated Israel’s southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Hamas also launched extensive rocket attacks on Israeli population and industrial centers located along Israel’s border with the Gaza Strip and in other areas within the State of Israel. These attacks resulted in extensive deaths, injuries and kidnapping of civilians and soldiers in the southern part of the country. Following the attack, Israel’s security cabinet declared war (“Iron Swords” war) against Hamas and a military campaign commenced in parallel to continued rocket and terror attacks by Hamas. In the weeks since the initial attack by Hamas, hostilities along Israel’s northern border with Hezbollah located in Lebanon have accelerated, and this clash may escalate in the future into a greater regional conflict.

Therefore, the effects of the war on the financial statements for periods prior to the beginning of the war are non-adjusting events pursuant to ASC 855. Nevertheless, the security situation, the continuation of fighting, the attacks on the State of Israel and the effects of the fighting on businesses and the population and the steps that were taken by the Government of Israel as a result of entering this war, have affected the country’s economic activity, and this may have an effect on the financial reporting of companies. Therefore, management is carefully considering the effect of the “Iron Swords” war on the financial statements. Currently, the Company does not consider the effect on the financial reporting to be significant.

Depending on the intensity and duration of the current war with Hamas, or any future hostilities that may emerge, PSC patients at Israeli hospitals may elect to either withdraw from the clinical trial or relocate to a different hospital outside of Israel. Also, hospital staff at Israeli hospitals available to help with the conduct of the CM-101 trial may become limited due to the general call-up of reservists to military service. The Company does not anticipate these factors will have any material adverse effect on its ability to complete the clinical trial on time due to the comparatively low ratio of patients currently being treated at Israeli hospitals relative to the total number of patients enrolled in the clinical trial globally.

CHEMOMAB THERAPEUTICS LTD AND ITS SUBSIDIARIES
(FORMERLY ANCHIANO THERAPEUTICS LTD.)
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Note 1 - General (cont'd)

B. (cont'd)

CM-101 clinical trial supplies for the Company's Phase 2 PSC trial are manufactured by a supplier in Denmark. The Company's clinical trials are not required to be conducted in Israel under the regulations of the Israel Innovation Authority of the Israeli Ministry of Economy and Industry. CM-101 clinical trial supplies for the Company's our Phase 2 PSC trial are packaged and stored in Germany for ongoing importation to an Israel depot and final distribution to our clinical sites. The current inventory at the Israel depot and sites is sufficient to support the ongoing patient enrollment and activity. As of the date of these financial statements, the Company has not experienced any significant impact to patient treatment visits in accordance with the protocol and the vast majority of active patients continue to receive treatments as scheduled.

At this time, the Company assesses, on the basis of the information it has on the date of approval of the financial statements, that the current events and the recent escalation of the conflict underway in Israel, have no significant effect on the business results of the Company. Since this is an event that is not under the control of the Company and matters such as the fighting continuing or stopping may affect the Company's assessments, as of the reporting date, it is not possible to predict the duration or severity of the ongoing conflict or its effects on the Company's business activities. The Company is continuing to regularly follow developments on the matter and is examining the effect on its operations and financial condition.

C. On April 30, 2021, the Company entered into an At the Market Offering Agreement (the "Cantor ATM Agreement") with Cantor Fitzgerald & Co., ("Cantor"). According to the Cantor ATM Agreement, the Company could offer and sell, from time to time, its ADSs having an aggregate offering price of up to \$75 million through Cantor or the Cantor ATM Agreement. On April 25, 2022, the Company filed a prospectus supplement with the SEC for the issuance and sale of up to \$18,125,000 of its ADSs in connection with the reactivation of the Cantor ATM Agreement facility and pursuant to General Instruction I.B.6 of Form S-3, which, subject to certain exceptions, limits the amount of securities the Company was able to offer and sell under such registration statement to one-third of the Company's unaffiliated public float. From April 30, 2021 through September 30, 2023, the Company issued 1,603,211 ADSs under the Cantor ATM Agreement, resulting in gross proceeds of \$17,606 thousand. In September 2023, the Company terminated the Cantor ATM Agreement. In October 2023, the Company entered into an At the Market Offering Agreement with Roth Capital Partners LLC. See also Note 4.

D. On June 1, 2023, the board of directors (the "Board") of the Company appointed Dr. Adi Mor as Chief Executive Officer of the Company (to replace Dr. Dale Pfof), and Sigal Fattal as the Chief Financial Officer of the Company (to replace Donald Marvin), effective as of the same date. The company recorded in June 2023 a provision for severance payments to Dale Pfof and Donald Marvin in the amount of \$1,110 thousand. The severance has been paid in 12 equal bi-monthly installments over 6 months. Through September 30, 2023, the Company paid the amount of \$442 thousand.

CHEMOMAB THERAPEUTICS LTD AND ITS SUBSIDIARIES
(FORMERLY ANCHIANO THERAPEUTICS LTD)
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Note 2 - Basis of Presentation and Significant Accounting Policies

A. Basis of Preparation

The condensed interim consolidated financial statements included in this quarterly report are unaudited. These financial statements have been prepared in accordance with U.S. GAAP and applicable rules and regulations of the SEC regarding interim financial reporting and reflect, in the opinion of management, all adjustments of a normal and recurring nature that are necessary for a fair statement of the Company's financial position as of September 30, 2023, and its results of operations for the nine months ended September 30, 2023, and 2022, changes in shareholders' equity for the nine months ended September 30, 2023 and 2022, and cash flows for the nine months ended September 30, 2023 and 2022. The results of operations for the nine months ended September 30, 2023 are not necessarily indicative of the results to be expected for the year ending December 31, 2023 or for any other future annual or interim period. These financial statements should be read in conjunction with the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. The Company's significant accounting policies are disclosed in the audited financial statements for the year ended December 31, 2022 included in the Company's Annual Report on Form 10-K. Since the date of such financial statements, there have been no changes to the Company's significant accounting policies.

B. Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates.

Note 3 – Contingencies

During 2022, the Israeli tax authority ("ITA") notified the Company that it had initiated a routine VAT audit to include tax years 2017 through 2022. The ITA raised several claims, mainly in respect with the recoverability of VAT related to the Merger Agreement expenses and the classification of the Company as a holding company. In July 2022, the ITA proposed a settlement, which the Company rejected. As a result, the ITA issued an assessment. In November 2022, the Company filed an appeal to the ITA's assessment. The Company has recorded a provision in 2022 that is inherently subjective due to the inherent uncertainty of these matters and the judicial process, therefore, the outcome may differ from the estimated liability recorded by the Company during 2022.

In October 2023, the ITA rejected the company's appeal on the assessment. The Company is planning to submit an appeal to the Israeli district court. Based on the consultancy of its tax advisors, the Company estimates that the amount of provision recorded in 2022 remains adequate.

CHEMOMAB THERAPEUTICS LTD AND ITS SUBSIDIARIES
(FORMERLY ANCHIANO THERAPEUTICS LTD)
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Note 4 – Events After the Balance Sheet Date

In September 2023, the Company terminated the Cantor ATM Agreement. In October 2023, the Company entered into ATM agreement (the "Roth ATM Agreement") with Roth Capital Partners LLC ("Roth"). According to the Roth ATM Agreement, the Company may offer and sell, from time to time, its ADSs having an aggregate offering price of up to \$2,864 thousand through Roth or the Roth ATM Agreement. On October 16, 2023, as amended on October 30, 2023, the Company filed a registration statement on Form F-3 (File No. 333-275002) with the SEC (the "Registration Statement"), which included a prospectus supplement for the issuance and sale of up to \$2,864 thousand of its ADSs pursuant to the Roth ATM Agreement. The Registration Statement is a replacement registration statement with respect to securities that remain unsold under the registration statement on Form S-3 (File No. 333-255658) filed on April 30, 2021, and declared effective on May 17, 2021.



Chemomab Therapeutics Announces Third Quarter 2023 Financial Results and Provides Corporate Update

—Continued Strong Progress in Advancing CM-101 Phase 2 PSC Trial Towards Completion of Enrollment--On Track for Topline Readout in Second Half of 2024—

—Reiterates Guidance that Cash Reserves Are Sufficient to Fund the Company Through the End of 2024, with Decreasing Quarterly Cash Burn Expected to Continue—

TEL AVIV, Israel — November 9, 2023 — Chemomab Therapeutics Ltd. (Nasdaq: CMMB) (Chemomab), a clinical stage biotechnology company focused on the discovery and development of innovative therapeutics for fibro-inflammatory diseases with high unmet need, today reported financial and operating results for the third quarter ended September 30, 2023, and provided a corporate update.

“Chemomab made excellent progress during the third quarter,” said Adi Mor, PhD, co-founder, Chief Executive Officer and Chief Scientific Officer of Chemomab. “Our focus on successfully completing our CM-101 Phase 2 trial in primary sclerosing cholangitis (PSC) is fueling rapid progress, as robust patient interest is enabling us to advance towards completion of the enrollment stage of the trial. We expect to provide more detail on projected trial completion and reporting timelines early in the new year.”

Dr. Mor added, “During the quarter we also participated in activities to raise awareness about PSC and the high unmet need for effective PSC therapies. We were an active participant in and supporter of the annual conference of the leading U.S. patient advocacy organization, which was complemented by our work with PSC advocates in Europe and Israel. We also continued to work closely with PSC key opinion leaders who are coordinating efforts to advance the evolving regulatory environment for PSC therapies, with the goal of incorporating new knowledge and improved technologies into regulatory decision-making. We expect that our ongoing collaborations with opinion leaders and patient groups will help us move expeditiously towards a Phase 3 registrational trial in PSC, if our current Phase 2 trial is successful.”

“We are also continuing our campaign to educate the scientific and medical communities about CCL24 and CM-101. We have an oral presentation and multiple posters at both the 2023 AASLD Liver Meeting® in Boston and the 2023 ACR Convergence conference in San Diego next week. Our continued success in achieving oral and poster presentations at top medical conferences highlights the scientific relevance of our CM-101 programs.”

“We are continuing to manage our resources prudently and expect our quarterly cash burn to continue to decrease in 2024. We reiterate our prior guidance that we believe we have adequate financial resources to both achieve our significant Phase 2 PSC topline data milestone and take us through the end of next year. We view the upcoming PSC milestone as a major catalyst for Chemomab. If successful, we expect the trial results to provide us a range of options for advancing CM-101 in PSC and other indications.”

“Finally, I want to note that despite the major challenges confronting Israel, we do not expect an impact on our ongoing activities. Currently, our headquarters and R&D operations in Tel Aviv are fully operational and our clinical development and medical affairs teams based in the U.S. are functioning normally, as planned. We would like to thank our employees and our many colleagues around the globe who have offered us tremendous support during this difficult time for Israel.”

Third Quarter 2023 Corporate Updates

Scientific Studies Accepted for Oral and Poster Presentations at 2023 AASLD The Liver Meeting® and at ACR Convergence 2023

Studies authored and co-authored by Chemomab scientists were accepted for presentation at two major U.S. medical conferences in November, including an oral presentation on PSC and a scientific poster at the AASLD The Liver Meeting® in Boston, as well as a poster presentation on the role of Chemomab’s CCL24 target in systemic sclerosis at the American College of Rheumatology Convergence 2023 conference in San Diego. Further details of the presentations will be released later this month.

Participated in Investor Conferences

Chemomab management recently participated in several investor conferences, including the 2023 Roth MKM Health Opportunities Conference and the 2023 H.C. Wainwright 25th Annual Global Investment Conference. During the quarter the Company was also proactive in reaching out to analysts and investors to educate them about Chemomab's programs and our future plans.

Third Quarter 2023 Financial Highlights

- **Cash Position:** Cash and cash equivalents were \$21.4 million as of September 30, 2023, compared to \$26.7 million for the quarter ended June 30, 2023. The Company currently expects its cash runway to last through year-end 2024.
- **Research and Development (R&D) Expenses:** R&D expenses were \$3.4 million for the third quarter ended September 30, 2023, compared to \$5.4 million for the same quarter in 2022. The decrease in R&D expense year-over-year primarily reflects a decrease in manufacturing costs for clinical supplies, which was partly offset by increases in the company's clinical program activities.
- **General and Administrative (G&A) Expenses:** G&A expenses were \$1.0 million for the third quarter ended September 30, 2023, compared to \$2.9 million for the same quarter in 2022. The decrease was primarily due to a decrease in salaries and related benefits expenses as well as a decrease in non-cash share-based expenses.
- **Net Loss:** Net loss was \$4.1 million, or a net loss of approximately \$0.017 per basic and diluted share, for the third quarter ended September 30, 2023, compared to a net loss of \$8.1 million, or a net loss of approximately \$0.035 per basic and diluted share, for the quarter ended September 30, 2022.

The weighted average number of Ordinary Shares outstanding, basic and diluted, for the quarter ended September 30, 2023, was 236,449,153 (equal to 11,822,458 American Depository Shares) compared to 228,773,418 Ordinary Shares (equal to 11,438,671 American Depository Shares) for the quarter ended September 30, 2022.

For further details on Chemomab's financial results for the quarter ended September 30, 2023, refer to the Report of Foreign Private Issuer on Form 6-K, which was filed with the SEC on November 9, 2023.

Forward Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act. These forward-looking statements include, among other things, statements regarding the clinical development pathway for CM-101; the future operations of Chemomab and its ability to successfully initiate and complete clinical trials and achieve regulatory milestones; the nature, strategy and focus of Chemomab; the development and commercial potential and potential benefits of any product candidates of Chemomab; and that the product candidates have the potential to address high unmet needs of patients with serious fibrosis-related diseases and conditions. Any statements contained in this communication that are not statements of historical fact may be deemed to be forward-looking statements. These forward-looking statements are based upon Chemomab's current expectations. Forward-looking statements involve risks and uncertainties. Because such statements deal with future events and are based on Chemomab's current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of Chemomab could differ materially from those described in or implied by the statements in this presentation, including those found under the caption "Risk Factors" and elsewhere in Chemomab's filings and reports with the SEC. Chemomab expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Chemomab's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based, except as required by law.

About Chemomab Therapeutics Ltd.

Chemomab is a clinical stage biotechnology company developing innovative therapeutics for fibro-inflammatory diseases with high unmet need. Based on the unique and pivotal role of CCL24 in promoting fibrosis and inflammation, Chemomab developed CM-101, a monoclonal antibody designed to neutralize CCL24 activity. In preclinical and clinical studies, CM-101 appears safe, with the potential to treat multiple severe and life-threatening fibro-inflammatory diseases. Chemomab has reported encouraging results from three clinical trials of CM-101 in patients, including a Phase 1b trial in NAFLD patients, a Phase 2a liver fibrosis trial in NASH patients and an investigator-initiated study in patients with severe lung injury. The CM-101 program for the treatment of systemic sclerosis is Phase 2-ready and a Phase 2 trial in primary sclerosing cholangitis patients is ongoing, with topline data expected in the second half of 2024. For more information about Chemomab, visit chemomab.com.

Contacts:**Media and Investors:**

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Condensed Consolidated Balance Sheets

In USD thousands (except for share amounts)

| | September 30, 2023 | December 31, 2022 |
|--|-------------------------------|------------------------------|
| | Unaudited | Audited |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | 9,156 | 13,519 |
| Short term bank deposits | 12,216 | 26,374 |
| Restricted cash | 72 | 77 |
| Other receivables and prepaid expenses | 922 | 1,766 |
| Total current assets | 22,366 | 41,736 |
| Non-current assets | | |
| Long term prepaid expenses | 603 | 733 |
| Property and equipment, net | 319 | 367 |
| Operating lease right-of-use assets | 130 | 227 |
| Total non-current assets | 1,052 | 1,327 |
| Total assets | 23,418 | 43,063 |
| Current liabilities | | |
| Trade payables | 731 | 1,688 |
| Accrued expenses | 3,007 | 3,378 |
| Employee and related expenses | 1,527 | 1,560 |
| Operating lease liabilities | 105 | 123 |
| Total current liabilities | 5,370 | 6,749 |
| Non-current liabilities | | |
| Operating lease liabilities - long term | 5 | 91 |
| Total non-current liabilities | 5 | 91 |
| Commitments and contingent liabilities | | |
| Total liabilities | 5,375 | 6,840 |
| Shareholders' equity (*) | | |
| Ordinary shares no par value - Authorized: 650,000,000 shares as of September 30, 2023 and December 31, 2022 | - | - |
| Issued and outstanding: 248,094,700 Ordinary shares as of September 30, 2023 and 232,636,700 as of December 31, 2022 | - | - |
| Treasury share at cost (11,640,460 Ordinary shares as of September 30, 2023 and December 31, 2022) | (1,218) | (1,218) |
| Additional paid in capital | 103,884 | 101,260 |
| Accumulated deficit | (84,623) | (63,819) |
| Total shareholders' equity | 18,043 | 36,223 |
| Total liabilities and shareholders' equity | 23,418 | 43,063 |

(*) 1 American Depositary Share (ADS) represents 20 Ordinary Shares

Condensed Consolidated Interim Statements of Operations (Unaudited)

In USD thousands (except for share and per share amounts)

| | Three months Ended September 30, 2023 | Three months Ended September 30, 2022 | Nine months Ended September 30, 2023 | Nine months Ended September 30, 2022 |
|--|--|--|---|---|
| Operating expenses | | | | |
| Research and development | 3,377 | 5,423 | 15,284 | 11,082 |
| General and administrative | 990 | 2,894 | 6,327 | 8,809 |
| Total operating expenses | 4,367 | 8,317 | 21,611 | 19,891 |
| Financing expense (income), net | (231) | (237) | (807) | 27 |
| Loss before taxes | 4,136 | 8,080 | 20,804 | 19,918 |
| Taxes on income (tax benefit) | (55) | - | - | (544) |
| Net loss for the period | 4,081 | 8,080 | 20,804 | 19,374 |
| Basic and diluted loss per Ordinary Share (*) | 0.017 | 0.035 | 0.092 | 0.085 |
| Weighted average number of Ordinary Shares outstanding, basic, and diluted (*) | 236,449,153 | 228,773,418 | 226,449,755 | 228,349,115 |

(*) 1 American Depositary Share (ADS) represents 20 Ordinary Shares