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 quarter ended June 30, 2023

□ 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: 001-38762

BiomX Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**82-3364020**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
22 Einstein St., 4th Floor, Ness Ziona, Israel	**7414003**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **+972 723942377**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Units, each consisting of one share of common stock, $0.0001 par value, and one Warrant entitling the holder to receive one half share of common stock	PHGE.U	NYSE American
Common stock, $0.0001 par value	PHGE	NYSE American

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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No □

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 August 3, 2023, 45,979,730 shares of common stock, par value $0.0001 per share, were issued and outstanding.

BIOMX INC.

FORM 10-Q FOR THE QUARTER ENDED June 30, 2023

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This quarterly report on Form 10-Q, or the Quarterly Report, includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and other securities laws. The statements contained herein that are not purely historical, are forward-looking statements. Forward-looking statements include statements about our expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Words or phrases such as "anticipate," "believe," "continue," "estimate," "expect," "intend," "may," "ongoing," "plan," "potential," "predict," "project," "will" or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. For example, we are making forward-looking statements when we discuss our business strategy and plans, our clinical and pre-clinical development program, including timing, milestones and the design thereof, including acceptance of regulatory agencies of such design, the potential opportunities for and benefits of the BacteriOphage Lead to Treatment, or BOLT, platform, the potential of our product candidates and the sufficiency of financial resources and financial needs and ability to continue as a going concern. However, you should understand that these statements are not guarantees of performance or results, and there are a number of risks, uncertainties and other important factors that could cause our actual results to differ materially from those expressed in the forward-looking statements, including, among others:

- the ability to generate revenues, and raise sufficient financing to meet working capital requirements;
- our ability to continue as a going concern absent access to sources of liquidity;
- the unpredictable timing and cost associated with our approach to developing product candidates using phage technology;
- political and economic instability, including, without limitation, due to natural disasters or other catastrophic events, such as the Russian invasion of Ukraine and world sanctions on Russia, Belarus, and related parties, terrorist attacks, hurricanes, fire, floods, pollution and earthquakes;
- political, economic and military instability in the State of Israel, and in particular, the proposed judicial and other legislation by the Israeli government;
- obtaining U.S. Food and Drug Administration, or FDA, acceptance of any non-U.S. clinical trials of product candidates;
- our ability to enroll patients in clinical trials and achieve anticipated development milestones when expected;
- the ability to pursue and effectively develop new product opportunities and acquisitions and to obtain value from such product opportunities and acquisitions;
- penalties and market withdrawal associated with any unanticipated problems with product candidates and failure to comply with labeling and other restrictions;
- expenses associated with compliance with ongoing regulatory obligations and successful continuing regulatory review;
- market acceptance of our product candidates and ability to identify or discover additional product candidates;
- our ability to obtain high titers for specific phage cocktails necessary for preclinical and clinical testing;
- the ability of our product candidates to demonstrate requisite, safety and efficacy for drug products, or safety, purity and potency for biologics without causing adverse effects;
- expected benefits from FDA fast track designation for our BX004 product candidate;

- the success of expected future advanced clinical trials of our product candidates;
- our ability to obtain required regulatory approvals;
- our ability to enroll patients in clinical trials and achieve anticipated development milestones when expected;
- delays in developing manufacturing processes for our product candidates;
- the continued impact of general economic conditions, our current low stock price and other factors on our operations, the continuity of our business, including our preclinical and clinical trials, and our ability to raise additional capital;
- competition from similar technologies, products that are more effective, safer or more affordable than our product candidates or products that obtain marketing approval before our product candidates;
- the impact of unfavorable pricing regulations, third-party reimbursement practices or healthcare reform initiatives on our ability to sell product candidates or therapies profitably;
- protection of our intellectual property rights and compliance with the terms and conditions of current and future licenses with third parties;
- infringement on the intellectual property rights of third parties and claims for remuneration or royalties for assigned service invention rights;
- our ability to acquire, in-license or use proprietary rights held by third parties necessary to our product candidates or future development candidates;
- ethical, legal and social concerns about synthetic biology and genetic engineering that may adversely affect market acceptance of our product candidates;
- reliance on third-party collaborators;
- our ability to attract and retain key employees or to enforce the terms of noncompetition agreements with employees;
- the failure to comply with applicable laws and regulations other than drug manufacturing compliance;
- potential security breaches, including cybersecurity incidents; and
- other factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, or, the 2022 Annual Report.

For a detailed discussion of these and other risks, uncertainties and factors, see Part I, Item 1A “Risk Factors” of our 2022 Annual Report. All forward-looking statements contained in this Quarterly Report speak only as of the date hereof. Except as required by law, we are under no duty to (and expressly disclaim any such obligation to) update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Quarterly Report. Comparisons of results between current and prior periods are not intended to express any future trends, or indications of future performance, and should be viewed only as historical data.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

INDEX TO FINANCIAL STATEMENTS

BIOMX INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(USD in thousands, except share and per share data)
(unaudited)

	Note	As of June 30, 2023	As of December 31, 2022
ASSETS			
Current assets			
Cash and cash equivalents		29,711	31,332
Restricted cash		951	962
Short-term deposits		-	2,000
Other current assets	4	2,528	2,587
Total current assets		33,190	36,881
Non-current assets			
Operating lease right-of-use assets		3,673	3,860
Property and equipment, net		4,390	4,790
Total non-current assets		8,063	8,650
		41,253	45,531

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

BIOMX INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(USD in thousands, except share and per share data)
(unaudited)

	Note	As of June 30, 2023	As of December 31, 2022
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Trade accounts payable		2,228	820
Current portion of lease liabilities		654	687
Other accounts payable	5	3,394	2,150
Current portion of long-term debt	7	5,391	4,282
Total current liabilities		11,667	7,939
Non-current liabilities			
Contract liability		1,976	1,976
Long-term debt, net of current portion	7	8,159	10,591
Operating lease liabilities, net of current portion		3,396	3,798
Other liabilities		190	188
Total non-current liabilities		13,721	16,553
Commitments and Contingencies	6		
Stockholders' equity	8		
Preferred Stock, $0.0001 par value; Authorized - 1,000,000 shares as of June 30, 2023 and December 31, 2022. No shares issued and outstanding as of June 30, 2023 and December 31, 2022.		-	-
Common Stock, $0.0001 par value; Authorized - 120,000,000 shares as of June 30, 2023 and December 31, 2022. Issued –45,979,730 shares as of June 30, 2023 and 29,982,282 shares as of December 31, 2022. Outstanding 45,974,030 shares as of June 30, 2023 and 29,976,582 shares as of December 31, 2022.		3	2
Additional paid in capital		165,435	157,838
Accumulated deficit		(149,573)	(136,801)
Total stockholders' equity		15,865	21,039
		41,253	45,531

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

BIOMX INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(USD in thousands, except share and per share data)
(unaudited)

	Note	Three Months Ended June 30,		Six Months Ended June 30,	
		2023	2022	2023	2022
Research and development ("R&D") expenses, net		3,818	4,584	8,382	9,513
Amortization of intangible assets		-	379	-	759
General and administrative expenses		2,255	2,361	3,899	4,838
Operating loss		6,073	7,324	12,281	15,110
Other income		(90)	-	(181)	-
Interest expenses		745	488	1,310	949
Finance income, net		(325)	(339)	(652)	(426)
Loss before tax		6,403	7,473	12,758	15,633
Tax expenses		8	9	14	18
Net loss		6,411	7,482	12,772	15,651
Basic and diluted loss per share of Common Stock	9	0.12	0.25	0.31	0.53
Weighted average number of shares of Common Stock outstanding, basic and diluted		51,552,923	29,774,709	41,860,338	29,764,588

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

BIOMX INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(USD in thousands, except share and per share data)
(unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance as of January 1, 2023	29,976,582	2	157,838	(136,801)	21,039
Issuance of Common Stock and warrants under Private Investment in Public Equity ("PIPE"), net of $176 issuance costs**	3,199,491	*	1,293	-	1,293
Stock-based compensation expenses	-	-	175	-	175
Net loss	-	-	-	(6,361)	(6,361)
Balance as of March 31, 2023	33,176,073	2	159,306	(143,162)	16,146
Issuance of Common Stock and warrants under PIPE, net of $157 issuance costs**	12,797,957	1	5,858		5,859
Stock-based compensation expenses	-	-	271		271
Net loss				(6,411)	(6,411)
Balance as of June 30, 2023	45,974,030	3	165,435	(149,573)	15,865

(*) Less than $1.

(**) See Note 8A.

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

BIOMX INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(USD in thousands, except share and per share data)
(unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance as of January 1, 2022	29,747,538	2	156,017	(108,484)	47,535
Issuance of Common Stock under Open Market Sales Agreement, net of $1 issuance costs**	27,171	*	37	-	37
Stock-based compensation expenses	-	*	615	-	615
Net loss	-	*	-	(8,169)	(8,169)
Balance as of March 31, 2022	29,774,709	2	156,669	(116,653)	40,018
Stock-based compensation expenses	-	-	184	-	184
Proceeds on account of shares	-	-	19	-	19
Net loss	-	-	-	(7,482)	(7,482)
Balance as of June 30, 2022	29,774,709	2	156,872	(124,135)	32,739

(*) Less than $1.

(**) See Note 8A.

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

BIOMX INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(USD in thousands, except share and per share data)
(unaudited)

	For the Six Months Ended June 30,	
	2023	**2022**
CASH FLOWS – OPERATING ACTIVITIES		
Net loss	(12,772)	(15,651)
Adjustments required to reconcile cash flows used in operating activities:		
Depreciation and amortization	440	1,267
Stock-based compensation	446	799
Amortization of debt issuance costs	331	251
Finance income, net	(180)	(79)
Changes in other liabilities	2	(6)
Capital loss, net	-	5
Changes in operating assets and liabilities:		
Other current assets	59	1,941
Trade accounts payable	1,353	(1,139)
Other accounts payable	1,238	(3,059)
Net change in operating leases	(39)	(777)
Net cash used in operating activities	(9,122)	(16,448)
CASH FLOWS – INVESTING ACTIVITIES		
Investment in short-term deposits	-	(10,000)
Proceeds from short-term deposits	2,000	2,000
Purchases of property and equipment	(11)	(74)
Net cash provided by (used in) investing activities	1,989	(8,074)
CASH FLOWS – FINANCING ACTIVITIES		
Issuance of Common Stock under Open Market Sales Agreement, net of issuance costs	-	37
Proceeds on account of shares of Common Stock	-	19
Issuance of Common Stock and warrants under PIPE	7,485	-
Issuance costs from PIPE	(301)	
Repayment of long-term debt	(1,654)	-
Net cash provided by financing activities	5,530	56
Decrease in cash and cash equivalents and restricted cash	(1,603)	(24,466)
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(29)	79
Cash and cash equivalents and restricted cash at the beginning of the period	32,294	63,095
Cash and cash equivalents and restricted cash at the end of the period	30,662	38,708
Reconciliation of amounts on consolidated balance sheets		
Cash and cash equivalents	29,711	37,745
Restricted cash	951	963
Total cash and cash equivalents and restricted cash	30,662	38,708
Supplemental disclosures of cash flow information		
Cash paid for interest	992	692
Taxes paid	14	18
Uncollected proceeds from sale of property and equipment	-	3
Issuance costs from PIPE included in trade accounts payable	32	-
Property and equipment purchases included in accounts payable and other payables	29	-

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

NOTE 1 – GENERAL

General information

BiomX Inc., (individually, and together with its subsidiaries, BiomX Ltd, ("BiomX Israel") and RondinX Ltd., the "Company" or "BiomX") was incorporated as a blank check company on November 1, 2017, under the laws of the state of Delaware, for the purpose of entering into a merger, stock exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses or entities.

On October 29, 2019, the Company merged with BiomX Israel, who survived the merger as a wholly owned subsidiary of BiomX Inc. The Company acquired all outstanding shares of BiomX Israel. In exchange, shareholders of BiomX Israel received 15,069,058 shares of the Company's Common Stock, representing 65% of the total shares issued and outstanding after the acquisition ("Recapitalization Transaction"). BiomX Israel was deemed the "accounting acquirer" due to the largest ownership interest in the Company. The Company's shares of Common Stock and units are traded on the NYSE American under the symbols PHGE and PHGE.U, respectively. The registered warrants that the Company issued as part of its initial public offering were traded on the NYSE American under the symbol PHGE.WS and were delisted on June 2, 2023.

Since June 5, 2023, such registered warrants are quoted on the Over-the-Counter Market under the symbol PHGEW.

BiomX is developing both natural and engineered phage cocktails designed to target and destroy harmful bacteria in chronic diseases, focusing its efforts on cystic fibrosis and to a lesser degree on atopic dermatitis. BiomX discovers and validates proprietary bacterial targets and customizes phage compositions against these targets. The Company's headquarters are located in Ness Ziona, Israel.

Going concern

The Company has incurred significant losses and negative cash flows from operations and incurred an accumulated deficit of $149,573 as of June 30, 2023. The Company's management is of the opinion that its available funds as of June 30, 2023, are not sufficient to fund its operations for at least one year from the issuance date of these financial statements. Consistent with its continuing research and development activities, the Company expects to continue to incur additional losses and negative cash flows from operations for the foreseeable future. The Company plans to continue to fund its current operations, as well as other development activities relating to additional product candidates, through future issuances of debt and/or equity securities, loans and possibly additional grants from the Israel Innovation Authority ("IIA") (see note 6) and other government institutions. The Company's ability to raise additional capital in the equity and debt markets is dependent on a number of factors including, but not limited to, the market demand for the Company's Common Stock, which itself is subject to a number of development and business risks and uncertainties, as well as the uncertainty that the Company would be able to raise such additional capital at a price or on terms that are favorable to it. If the Company is unable to raise capital when needed or on attractive terms, it may be forced to delay or reduce its research and development programs. These factors raise substantial doubt as to the Company's ability to continue as a going concern. The unaudited condensed consolidated financial statements have been prepared on a going concern basis and do not include any adjustments that may be necessary should we be unable to continue as a going concern.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

A. Unaudited Condensed Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for condensed financial information. They do not include all the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair statement have been included (consisting only of normal recurring adjustments except as otherwise discussed).

The financial information contained in this report should be read in conjunction with the annual financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, that the Company filed with the U.S. Securities and Exchange Committee (the "SEC") on March 29, 2023. The year-end balance sheet data was derived from the audited consolidated financial statements as of December 31, 2022.

B. Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions have been eliminated upon consolidation.

C. Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities in the financial statements and the amounts of expenses during the reported years. Actual results could differ from those estimates.

D. Recent Accounting Standards

Recently adopted accounting pronouncements

In June 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-13, "Financial Instruments—Credit Losses—Measurement of Credit Losses on Financial Instruments." This guidance replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The guidance will be effective for smaller reporting companies (as defined by the rules under the Securities Exchange Act of 1934, as amended) for the fiscal year beginning on January 1, 2023, including interim periods within that year. The Company adopted the guidance on January 1, 2023, and has concluded that the adoption did not have a material impact on its consolidated financial statements.

NOTE 3 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company accounts for financial instruments in accordance with ASC 820, "Fair Value Measurements and Disclosures" ("ASC 820"). ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in non-active markets or in active markets for similar assets or liabilities, observable inputs other than quoted prices, and inputs that are not directly observable but are corroborated by observable market data.

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

There were no changes in the fair value hierarchy levelling during the six months ended June 30, 2023 and year ended December 31, 2022.

(USD and NIS in thousands, except share and per share data)

NOTE 3 – FAIR VALUE OF FINANCIAL INSTRUMENTS (Cont.)

The following table summarizes the fair value of our financial assets and liabilities that were accounted for at fair value on a recurring basis, by level within the fair value hierarchy:

	June 30, 2023			
	Level 1	**Level 2**	**Level 3**	**Fair Value**
Assets:				
Cash equivalents:				
Money market funds	25,755	-	-	25,755
	25,755	-		25,755
Liabilities:				
Contingent consideration	-	-	150	150
Foreign exchange contracts payable	-	55	-	55
		55	**150**	**205**

	December 31, 2022			
	Level 1	**Level 2**	**Level 3**	**Fair Value**
Assets:				
Cash equivalents:				
Money market funds	27,824	-	-	27,824
	27,824		-	**27,824**
Liabilities:				
Contingent consideration	-	-	148	148
Foreign exchange contracts payable		55		55
	-	**55**	**148**	**203**

Financial instruments with carrying values approximating fair value include cash and cash equivalents, restricted cash, short-term deposits, other current assets, trade accounts payable and other accounts payable, due to their short-term nature.

The Company determined the fair value of the liabilities for the contingent consideration based on a probability discounted cash flow analysis. This fair value measurement is based on significant unobservable inputs in the market and thus represents a Level 3 measurement within the fair value hierarchy. The fair value of the contingent consideration is based on several factors, such as: the attainment of future clinical, developmental, regulatory, commercial and strategic milestones relating to product candidates for treatment of primary sclerosing cholangitis. The discount rate applied ranged from 3.99% to 4.13%. The contingent consideration is evaluated quarterly, or more frequently, if circumstances dictate. Changes in the fair value of contingent consideration are recorded in consolidated statements of operations. Significant changes in unobservable inputs, mainly the probability of success and cash flows projected, could result in material changes to the contingent consideration liability. The change in contingent consideration for the six months ended June 30, 2023 and June 30, 2022 resulted from revaluation.

The Company uses foreign exchange contracts (mainly option and forward contracts) to hedge cash flows from currency exposure. These foreign exchange contracts are not designated as hedging instruments for accounting purposes. In connection with these foreign exchange contracts, the Company recognizes gains or losses that offset the revaluation of the cash flows also recorded under financial expenses (income), net in the condensed consolidated statements of operations. As of June 30, 2023, the Company had outstanding foreign exchange contracts for the exchange of USD to NIS in the amount of approximately $2,703 with a fair value liability of $55. As of December 31, 2022, the Company had outstanding foreign exchange contracts for the exchange of USD to NIS in the amount of approximately $4,547 with a fair value liability of $55.

(USD and NIS in thousands, except share and per share data)

NOTE 4 – OTHER CURRENT ASSETS

	June 30, 2023	December 31, 2022
Government institutions	138	90
Prepaid insurance	1,287	1,410
Other prepaid expenses	163	84
Grants receivables	657	567
Other	283	436
Other current assets	2,528	2,587

NOTE 5 – OTHER ACCOUNTS PAYABLE

	June 30, 2023	December 31, 2022
Employees and related institutions	1,284	800
Accrued expenses	1,194	887
Government institutions	178	166
Deferred fees from collaboration agreements and prepaid sublease income	684	242
Other	54	55
	3,394	2,150

NOTE 6 – COMMITMENTS AND CONTINGENCIES

A. In March 2021, the IIA approved two new applications in relation to the Company's cystic fibrosis product candidate for an aggregate budget of NIS 10,879 (approximately $3,286) and for the Company's product candidate for Inflammatory Bowel Disease ("IBD") and Primary Sclerosing Cholangitis for an aggregate revised budget of NIS 6,753 (approximately $2,118). The IIA committed to fund 30% of the approved budgets. The programs are for the period beginning January 2021 through December 2021. Through June 30, 2023, the Company received NIS 5,289 (approximately $1,622) from the IIA with respect to these programs.

In August 2021, the IIA approved an application that supports upgrading the Company's manufacturing capabilities for an aggregate budget of NIS 5,737 (approximately $1,778). The IIA committed to fund 50% of the approved budget. The program is for the period beginning July 2021 through June 2022. The program does not bear royalties. Through June 30, 2023, the Company received NIS 1,912 (approximately $577) from the IIA with respect to this program.

In March 2022, the IIA approved an application for a total budget of NIS 13,004 (approximately $4,094) in relation to the Company's cystic fibrosis product candidate. The IIA committed to fund 30% of the approved budget. The program is for the period beginning January 2022 through December 2022. Through June 30, 2023, the Company received NIS 1,365 (approximately $395) from the IIA with respect to this program.

In March 2023, the IIA approved an application for a total budget of NIS 11,283 (approximately $3,164) in relation to the Company's cystic fibrosis product candidate. The IIA committed to fund 30% of the approved budget. The program is for the period beginning January 2023 through December 2023. Through June 30, 2023, the Company received NIS 1,185 (approximately $328) from the IIA with respect to this program.

NOTE 6 – COMMITMENTS AND CONTINGENCIES (Cont.)

According to the agreement with the IIA, excluding the August 2021 program, BiomX Israel will pay royalties of 3% to 3.5% of future sales up to an amount equal to the accumulated grant received including annual interest of LIBOR linked to the dollar. BiomX Israel may be required to pay additional royalties upon the occurrence of certain events as determined by the IIA, that are within the control of BiomX Israel. No such events have occurred or were probable of occurrence as of the balance sheet date with respect to these royalties. Repayment of the grant is contingent upon the successful completion of the BiomX Israel's R&D programs and generating sales. BiomX Israel has no obligation to repay these grants if the R&D program fails, is unsuccessful or aborted or if no sales are generated. The Company had not yet generated sales as of June 30, 2023; therefore, no liability was recorded in these condensed consolidated financial statements. IIA grants are recorded as a reduction of R&D expenses, net.

Through June 30, 2023, total grants approved from the IIA aggregated to approximately $9,353 (NIS 32,068). Through June 30, 2023, the Company had received an aggregate amount of $7,563 (NIS 25,825) in the form of grants from the IIA. Total grants subject to royalties' payments aggregated to approximately $6,973. As of June 30, 2023, the Company had a contingent obligation to the IIA in the amount of approximately $7,325 including annual interest of LIBOR linked to the dollar.

The United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced in July 2017 that it will no longer persuade or require banks to submit rates for LIBOR after 2021. Even though the IIA has not declared the alternative benchmark rate to replace the LIBOR, the Company does not expect it will have a significant impact on its financial statements.

B. On June 23, 2022 ("Effective Date"), BiomX Israel entered into a new research collaboration agreement with Boehringer Ingelheim International GmbH ("BI") for a collaboration to identify biomarkers for IBD. Under the agreement, BiomX Israel is eligible to receive fees totaling $1,411 to cover costs to be incurred by BiomX Israel in conducting the research plan under the collaboration. The fees will be paid in instalments of $500 within 30 days of the Effective Date and three additional installments of $500, $200 and $211 upon completion of certain activities under the research plan. Unless terminated earlier, this agreement will remain in effect until (a) a period of eighteen (18) months after the Effective Date or (b) completion of the project plan and submission and approval of the final report, whichever occurs sooner, unless otherwise extended. The consideration is recorded as a reduction of R&D expenses, net in the condensed consolidated statements of operations according to the input model method on a cost-to-cost basis. The remainder of the consideration is recorded as other accounts payable in the condensed consolidated balance sheets. During the six and three months ended June 30, 2023, the Company recorded $256 and $131 in the condensed consolidated statements of operations as a reduction of R&D expenses. Through June 30, 2023, the Company received total funds of $1,200 from BI with respect to this agreement.

(USD and NIS in thousands, except share and per share data)

NOTE 7 – LONG-TERM DEBT

On August 16, 2021, the Company entered into a Loan and Security Agreement (the "Loan Agreement") with Hercules Capital, Inc. ("Hercules"), with respect to a venture debt facility. Under the Loan Agreement, Hercules provided the Company with access to a term loan with an aggregate principal amount of up to $30,000 (the "Term Loan Facility"), available in three tranches, subject to certain terms and conditions. The first tranche of $15,000 was advanced to the Company on the date the Loan Agreement was executed. Upon the occurrence of specified milestones and continuing through December 31, 2022, a loan in the aggregate principal amount of up to $10,000 ("the second tranche"), would have become available, and upon the occurrence of specified milestones and continuing through September 30, 2023, a loan in the aggregate principal amount of up to $5,000 ("the third tranche"), may become available. The milestones for the second tranche and for the extension of the period of interest only payments to September 1, 2023, were not reached and have expired. The milestones for the third tranche have not yet been reached as of June 30, 2023 and the Company does not expect to reach them. The Company was required to make interest only payments through March 1, 2023, and started to then repay the principal balance and interest in equal monthly installments through September 1, 2025.

The Company may prepay advances under the Loan Agreement, in whole or in part, at any time subject to a prepayment charge equal to: (a) 3.0 % of amounts prepaid, if such prepayment occurs during the first 12 months following the Closing Date; (b) 2.0% after 12 months but prior to 24 months; (c) 1.0% after 24 months but prior to 36 months, and (d) no charge after 36 months. Upon prepayment or repayment of all or any of the term loans under the Term Loan Facility, the Company is required to pay an end of term charge ("End of Term Charge") equal to 6.55% of the total aggregate amount of the term loans being prepaid or repaid.

Interest on the term loan accrues at a per annum rate equal to the greater of (i) the Prime Rate as reported in The Wall Street Journal plus 5.70% and (ii) 8.95%. On June 30, 2023, the Prime Rate was 8.25%. Interest expense is calculated using the effective interest method and is inclusive of non-cash amortization of capitalized loan issuance costs. Debt issuance costs are recorded on the consolidated balance sheet as a reduction of liabilities. Amounts allocated to the debt, net of issuance cost, are subsequently recognized at amortized cost using the effective interest method. On June 30, 2023, the effective interest rate was 19.13%.

As of June 30, 2023, the carrying value of the term loan consists of $13,346 principal outstanding in addition to the unamortized debt discount, issuance costs and End of Term Charge of approximately $204. The End of Term Charge of $983 is recognized over the life of the term loan as interest expense using the effective interest method. The debt issuance costs have been recorded as a debt discount which is being accreted to interest expense through the maturity date of the term loan.

Interest expense relating to the term loan, which is included in interest expense in the condensed statements of operations was $1,310 and $745 for the six and three months ended June 30, 2023 and $949 and $488 for the six and three months ended June 30, 2022.

Under the terms of the Loan Agreement, the Company granted first priority liens and security interests in substantially all of the Company's intellectual property as collateral for the obligations thereunder. The Company also granted Hercules the right, at their discretion, to participate in any closing of any single subsequent broadly marketed financing as defined up to a maximum aggregate amount of $2,000 under the terms as afforded to other investors in such financing. The Loan Agreement also contains representations and warranties by the Company and Hercules, indemnification provisions in favor of Hercules and customary affirmative and negative covenants, including a liquidity covenant beginning October 1, 2022, requiring the Company to maintain a minimum aggregate compensating cash balance of $5,000, and events of default, including a material adverse change in the Company's business, payment defaults, breaches of covenants following any applicable cure period, and a material impairment in the perfection or priority of Hercules' security interest in the collateral. In the event of default by the Company under the Loan Agreement, the Company may be required to repay all amounts then outstanding under the Loan Agreement.

Future principal payments for the long-term debt are as follows:

	June 30, 2023
2023	$ 2,601
2024	5,785
2025	4,960
Total principal payments	13,346
Unamortized discount, debt issuance costs and accretion of End of Term Charge	204
Total future principal payments	$ 13,550
Current portion of long-term debt	(5,391)
Long-term debt, net	$ 8,159

NOTE 8 – STOCKHOLDERS EQUITY

A. Share Capital:

Private Investment in Public Equity:

On February 22, 2023, the Company entered into a Securities Purchase Agreement to issue and sell an aggregate of 15,997,448 shares of its Common Stock and 14,610,714 pre-funded warrants (the "Pre-Funded Warrants", and collectively, the "Securities") at a price of $0.245 per share and $0.244 per Pre-Funded Warrant, through a PIPE. The gross proceeds from this offering are approximately $7,484, before deducting issuance costs. The offering closed in two parts. The first closing, which covered 3,199,491 shares of Common Stock and 2,776,428 Pre-Funded Warrants for gross proceeds of $1,469, occurred on February 27, 2023. Such Pre-Funded Warrants became exercisable on February 27, 2023, at an exercise price of $0.001 per share of Common Stock and have no expiration date. At the first closing, the Company raised net proceeds of $1,293, after deducting issuance costs of $176. On April 24, 2023, the Company's stockholders approved the issuance of up to 24,632,243 shares of Common Stock, comprised of shares and shares underlying Pre-Funded Warrants, in accordance with NYSE American rules. On May 4, 2023, the Company completed the second closing of the offering and issued an aggregate of 12,797,957 shares of Common Stock and 11,834,286 Pre-Funded Warrants. Such Pre-Funded Warrants became exercisable on May 4, 2023, at an exercise price of $0.001 per share of Common Stock and have no expiration date. At the second closing, the Company raised net proceeds of $5,859, after deducting issuance costs of $157.

The exercise of the outstanding Pre-Funded Warrants is subject to a beneficial ownership limitation between 9.90%-9.99%, The exercise price and number of shares of Common Stock issuable upon the exercise of the Pre-Funded Warrants are subject to adjustment in the event of any stock dividends, stock splits, reverse stock split and reclassification, as described in the agreements. Pursuant to the sole discretion of the holder, the Pre-Funded Warrants may be exercisable on a "cashless" basis. The Pre-Funded Warrants were classified as a component of stockholders' equity.

At-the-market Sales Agreement:

In December 2020, pursuant to a registration statement on Form S-3 declared effective by the Securities and Exchange Commission on December 11, 2020, the Company entered into an Open Market Sales Agreement ("ATM Agreement") with Jefferies LLC. ("Jefferies"), which provides that, upon the terms and subject to the conditions and limitations in the ATM Agreement, the Company may elect, from time to time, to offer and sell shares of Common Stock with an aggregate offering price of up to $50,000, with Jefferies acting as sales agent. During the six months ended June 30, 2023, the Company did not sell any shares of Common Stock under the ATM Agreement. During the six months ended June 30, 2022, the Company sold 27,171 shares of Common Stock under the ATM Agreement, at an average price of $1.36 per share, raising aggregate net proceeds of approximately $37, after deducting an aggregate commission of $1.

(USD and NIS in thousands, except share and per share data)

NOTE 8 – STOCKHOLDERS EQUITY (Cont.)

A. Share Capital: (Cont.)

CFF Agreement:

In December 2021, the Company entered into a Securities Purchase Agreement with the Cystic Fibrosis Foundation ("CF Foundation"), an organization that historically played a role in supporting the development of innovative therapies for patients suffering from cystic fibrosis (CF). Under the terms of the agreement, the Company will receive up to $5,000 in two tranches. In the first tranche, which closed and fully received on December 21, 2021, the CF Foundation invested $3,000 as an initial equity investment based on a share price of $2.57. Upon completion of patient dosing in Part 1 of the Company's Phase 1b/2a study of BX004, the Company had the right to receive the second tranche of $2,000, also as an equity investment. In the event that the average closing price of the Common Stock for the ten trading days prior to the second tranche completion is less than $2.57, the Company had the right in its sole discretion to waive the second tranche payment and in such event the CF Foundation would not have any right to receive additional shares. The Company waived its right to receive the second tranche of $2,000 mentioned above, as the CF Foundation decided to participate in the PIPE and invested an aggregate amount of $2,000.

Preferred Stock:

The Company is authorized to issue 1,000,000 shares of preferred stock with a par value of $0.0001 per share with such designation, rights and preferences as may be determined from time to time by the Company's Board of Directors (the "Board").

Warrants:

As of June 30, 2023, the Company had the following outstanding warrants to purchase Common Stock issued to stockholders:

Warrant	Issuance Date	Expiration Date	Exercise Price Per Share	Number of Shares of Common Stock Underlying Warrants
Private Placement Warrants	IPO (December 13, 2018)	December 13, 2023	11.50	2,900,000
Public Warrants	IPO (December 13, 2018)	October 28, 2024	11.50	3,500,000
2021 Registered Direct Offering Warrants	SPA (July 28, 2021)	January 28, 2027	5.00	2,812,501
Pre-Funded Warrants	February 27, 2023		0.001	2,776,428
Pre-Funded Warrants	May 4, 2023		0.001	11,834,286
				23,823,215

B. Stock-based Compensation:

On March 1, 2023, the Board of Directors approved the grant of 1,543,000 options to 49 employees, five senior officers and three directors under the Company's 2019 Equity Incentive Plan, without consideration. Options were granted at an exercise price of $0.40 per share with a vesting period of four years. Directors and senior officers are entitled to full acceleration of their unvested options upon the occurrence of both a change in control of the Company and the end of their engagement with the Company.

(USD and NIS in thousands, except share and per share data)

NOTE 8 – STOCKHOLDERS EQUITY (Cont.)

B. Stock-based Compensation: (Cont.)

The fair value of each option was estimated as of the date of grant or reporting period using the Black-Scholes option-pricing model, using the following assumptions:

	Six Months Ended June 30,	
	2023	**2022**
Underlying value of Common Stock ($)	0.40	0.66-1.41
Exercise price ($)	0.40	0.66-1.41
Expected volatility (%)	94.3	85.3-87
Expected terms of the option (years)	6.11	6.11
Risk-free interest rate (%)	4.21	2.5-3.39

The cost of the benefit embodied in the options granted during the six months ended June 30, 2023, based on their fair value as of the grant date, is estimated to be approximately $487. These amounts will be recognized in statements of operations over the vesting period.

(1) A summary of options granted to purchase the Company's Common Stock under the Company's share option plans is as follows:

	For the Six Months Ended June 30, 2023		
	Number of Options	**Weighted Average Exercise Price**	**Aggregate Intrinsic Value**
Outstanding at the beginning of period	4,769,441	$ 2.93	$ 40
Granted	1,543,000	$ 0.40	
Forfeited	(285,933)	$ 2.20	
Expired	(91,766)	$ 5.74	
Exercised	-	$ -	
Outstanding at the end of period	5,934,742	$ 2.26	$ 78
Exercisable at the end of period	3,103,014	$ 3.03	
Weighted average remaining contractual life of outstanding options – years as of June 30, 2023	7.20		

(USD and NIS in thousands, except share and per share data)

NOTE 8 – STOCKHOLDERS EQUITY (Cont.)

B. Stock-based Compensation: (Cont.)

Warrants:

As of June 30, 2023, the Company had the following outstanding compensation related warrants to purchase Common Stock:

Warrant	Issuance Date	Expiration Date	Exercise Price Per Share	Number of Shares of Common Stock Underlying Warrants
Private Warrants issued to scientific founders (see below)	November 27, 2017		-	2,974

In November 2017, BiomX Israel issued 2,974 warrants to its scientific founders. The warrants were fully vested at their grant date and will expire immediately prior to a consummation of an M&A transaction. The warrants did not expire as a result of the Recapitalization Transaction and have no exercise price.

(2) The following table sets forth the total stock-based payment expenses resulting from options granted, included in the statements of operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Research and development expenses, net	84	(10)	171	248
General and administrative	187	194	275	551
	271	184	446	799

NOTE 9 – BASIC AND DILUTED LOSS PER SHARE

Basic loss per share is computed on the basis of the net loss for the period divided by the weighted average number of shares of Common Stock outstanding during the period and fully vested Pre-Funded Warrants for the Company's Common Stock at an exercise price of $0.001 per share, as the Company considers these shares to be exercised for little to no additional consideration. Diluted loss per share is based upon the weighted average number of shares of Common Stock and of potential shares of Common Stock outstanding when dilutive. Potential shares of Common Stock equivalents include outstanding stock options and warrants, which are included under the treasury stock method when dilutive. The calculation of diluted loss per share for the six months ended June 30, 2023 does not include 5,934,742, 9,215,475 and 4,000,000 of shares underlying options, shares underlying warrants and contingent shares, respectively, because the effect would be anti-dilutive.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

References in this Quarterly Report to "the Company", "BiomX", "we", "us" or "our", mean BiomX Inc. and its consolidated subsidiaries unless otherwise expressly stated or the context indicates otherwise.

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the financial statements and the notes thereto contained elsewhere in this Quarterly Report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

General

We are a clinical stage product discovery company developing products using both natural and engineered phage technologies designed to target and kill specific harmful bacteria associated with chronic diseases, such as cystic fibrosis, or CF. Bacteriophage or phage are bacterial, species-specific, strain-limited viruses that infect, amplify and kill the target bacteria and are considered inert to mammalian cells. By utilizing proprietary combinations of naturally occurring phage and by creating novel phage using synthetic biology, we develop phage-based therapies intended to address both large-market and orphan diseases.

In our therapeutic programs, we focus on using phage therapy to target specific strains of pathogenic bacteria that are associated with diseases. Our phage-based product candidates are developed utilizing our proprietary research and development platform named BOLT. The BOLT platform is unique, employing cutting edge methodologies and capabilities across disciplines including computational biology, microbiology, synthetic engineering of phage and their production bacterial hosts, bioanalytical assay development, manufacturing and formulation, to allow agile and efficient development of natural or engineered phage combinations, or cocktails. The cocktail contains phage with complementary features and is optimized for multiple characteristics such as broad target host range, ability to prevent resistance, biofilm penetration, stability and ease of manufacturing.

Our goal is to develop multiple products based on the ability of phage to precisely target harmful bacteria and on our ability to screen, identify and combine different phage, both naturally occurring and created using synthetic engineering, to develop these treatments.

On May 24, 2022, we announced a corporate restructuring, or the Corporate Restructuring, whereby we announced that we plan to prioritize the CF program and delay the Company's atopic dermatitis, or AD, program. The Corporate Restructuring was intended to extend the Company's capital resources and included the laying off of approximately 42% of our employees.

Clinical and Pre-Clinical Developments

Ongoing Programs

Cystic Fibrosis

BX004 is our therapeutic phage product candidate under development for chronic pulmonary infections caused by Pseudomonas aeruginosa, or P. aeruginosa, a main contributor to morbidity and mortality in patients with CF. Enhanced resistance to antibiotics develops, particularly in CF patients, due to extensive drug use consisting of prolonged and repeated broad-spectrum antibiotic courses often beginning in childhood, and leading to the appearance of multidrug-resistant strains. In preclinical in vitro studies, BX004 was shown to be active against antibiotic resistant strains of P. aeruginosa and demonstrated the ability to penetrate biofilm, an assemblage of surface associated microbial cells enclosed in an extracellular polymeric substance and one of the leading causes for antibiotic resistance.

The Phase 1b/2a trial in CF patients with chronic respiratory infections caused by P. aeruginosa. is comprised of two parts. The study design is based on recommendations from the Cystic Fibrosis Therapeutic Development Network.

In February 2023, we announced positive results from Part 1 of the Phase 1b/2a trial evaluating BX004. Part 1 evaluated the safety, tolerability, pharmacokinetics and microbiologic activity of BX004 over a 7-day treatment period in nine CF patients (7 on BX004, 2 on placebo) with chronic P. aeruginosa pulmonary infection in a single ascending dose and multiple dose design. Results from Part 1 of the Phase 1b/2a trial included the following findings: No safety events related to treatment with BX004 occurred; Mean P. aeruginosa colony forming units (CFU) at Day 15 (compared to baseline): -1.42 log (BX004) vs. -0.28 log (placebo). This reduction was seen on top of standard of care inhaled antibiotics; Phage were detected in all patients treated with BX004 during the dosing period, including in several patients up to Day 15 (one week after end of therapy); no phage were detected in patients receiving placebo; there was no emerging resistance to BX004 during or after treatment with BX004; and there was no detectable effect on % predicted FEV1 (Forced Expiratory Volume in 1 second).

Part 2 of the Phase 1b/2a trial is designed to evaluate the safety and efficacy of BX004 in at least 24 CF patients randomized to a treatment or placebo cohort in a 2:1 ratio. Results from Part 2 are expected in November 2023.

In August 2023, the FDA granted BX004 Fast Track designation for the treatment of chronic respiratory infections caused by P. aeruginosa bacterial strains in patients with CF. The FDA's Fast Track designation is a process designed to facilitate the development and expedite the review of drugs to treat serious conditions and address significant unmet medical needs. The FDA defines addressing a significant unmet medical need as providing a therapy where none exists or providing a therapy which may be potentially better than available therapies. The benefits of Fast Track designation include but are not limited to early and frequent communication with the FDA throughout the entire drug development and review process. In addition, a drug with Fast Track designation is eligible for rolling submission and priority review of its Biologics License Application and/or New Drug Application. These assure that questions and issues are resolved quickly, often leading to earlier drug approval and access by patients.

Atopic Dermatitis

BX005 is our topical phage product candidate targeting Staphylococcus aureus, or S. aureus, a bacterium associated with the development and exacerbation of inflammation in AD. S. aureus is more abundant on the skin of AD patients than on the skin of healthy individuals and on lesional skin than nonlesional skin. It also increases in abundance, becoming the dominant bacteria, when patients experience flares. By reducing the load of S. aureus, BX005 is designed to shift the skin microbiome composition to its 'pre-flare' state and potentially provide a clinical benefit. In preclinical in vitro studies, BX005 was shown to eradicate over 90% of strains, including antibiotic resistant strains, from a panel of S. aureus strains (120 strains isolated from skin of subjects from the U.S. and Europe). On March 31, 2021, we announced the selection of the phage cocktail for BX005. On April 8, 2022, the FDA approved our investigational new drug application for BX005.

We are currently supporting a range of pre-clinical activities to move this program forward and working on evaluating timelines for a clinical trial.

Programs on hold

Inflammatory Bowel Disease and Primary Sclerosing Cholangitis

In November 2020, we combined our inflammatory bowel disease and primary sclerosing cholangitis programs to create a single product candidate called BX003, which targets K. pneumoniae to treat both diseases. Previously, we had separate candidates named BX002 and BX003. In February 2021, a Phase 1a pharmacokinetic study of BX002 demonstrated that it was safe and well-tolerated with no serious adverse events, and with high concentrations of viable phage delivered to the gastrointestinal tract.

On November 15, 2021, we announced that we paused development efforts for BX003 due to prioritizing resources towards our CF and AD programs, and we cannot currently provide guidance on resuming its development.

Colorectal Cancer

For our CRC program, we are exploring phage mediated delivery of therapeutic payloads to *Fusobacterium nucleatum* bacteria residing in the tumors of patients with colorectal cancer.

On November 15, 2021, we announced that we have paused development efforts for this program due to prioritizing resources towards our CF and AD programs, and we cannot provide guidance on resuming its development.

Consolidated Results of Operations

Comparison of the Three Months Ended June 30, 2023 and 2022

The following table summarizes our consolidated results of operations for the three months ended June 30, 2023 and 2022:

	Three Months Ended June 30,	
	2023	2022
	USD in thousands	
Research and development ("R&D") expenses, net	3,818	4,584
Amortization of intangible assets	-	379
General and administrative expenses	2,255	2,361
Operating loss	6,073	7,324
Other income	(90)	-
Interest expenses	745	488
Finance income, net	(325)	(339)
Loss before tax	6,403	7,473
Tax expenses	8	9
Net loss	6,411	7,482
Basic and diluted loss per share of Common Stock	0.12	0.25
Weighted average number of shares of Common Stock outstanding, basic and diluted	51,552,293	29,774,709

R&D expenses, net (net of grants received from the IIA, and consideration from research collaborations) were $3.8 million for the three months ended June 30, 2023, compared to $4.6 million for the three months ended June 30, 2022. The decrease of $0.8 million, or 17%, is primarily due to a decrease in salaries and related expenses and stock-based compensation expenses that resulted from a reduction in workforce, as part of the Corporate Restructuring, a decrease due to the delay in pre-clinical and clinical activities related to our AD product candidate, BX005, and higher proceeds from collaboration agreements in the 2023 period, offset by an increase in expenses related to conducting the clinical trial of our CF product candidate, BX004. We recorded $0.4 million and $0.3 million of IIA grants during the three months ended June 30, 2023 and 2022, respectively.

Amortization of intangible assets ended on December 31, 2022 as the intangible asset was fully amortized.

General and administrative expenses were $2.3 million for the three months ended June 30, 2023, compared to $2.4 million for the three months ended June 30, 2022. The decrease of $0.1 million, or 4%, is primarily due to a decrease in the Company's directors' and officers' insurance premium.

Other income was $0.1 million for the three months ended June 30, 2023 and consisted of proceeds from a sub-lease agreement for a portion of our office space in Ness Ziona, Israel starting August 2022.

Interest expenses were $0.7 million for the three months ended June 30, 2023 compared to $0.5 million for the three months ended June 30, 2022. The increase of $0.2 million, or 40%, is due to an increasing interest rate under our loan from Hercules Capital, Inc., or the Hercules Loan, entered into in August 2021.

Finance income, net was $0.3 million for each of the three months ended June 30, 2023 and June 30, 2022. The interest income increased as a result of rising interest rates, partially offset by appreciation of the U.S. dollar against the NIS.

Basic and diluted loss per share of Common Stock was $0.12 for the three months ended June 30, 2023, compared to $0.25 for the three months ended June 30, 2022. The decrease in diluted loss per share of $0.13, or 52%, is due mainly to the increase in outstanding shares resulting from the first and second closings of the PIPE in February 2023 and May 2023 as well as to a decrease in our operating loss.

Comparison of the Six Months Ended June 30, 2023 and 2022

The following table summarizes our consolidated results of operations for the six months ended June 30, 2023 and 2022:

	Six Months Ended June 30,	
	2023	2022
	USD in thousands	
R&D expenses, net	8,382	9,513
Amortization of intangible assets	-	759
General and administrative expenses	3,899	4,838
Operating loss	12,281	15,110
Other income	(181)	-
Interest expenses	1,310	949
Finance income, net	(652)	(426)
Loss before tax	12,758	15,633
Tax expenses	14	18
Net loss	12,772	15,651
Basic and diluted loss per share of Common Stock	0.31	0.53
Weighted average number of shares of Common Stock outstanding, basic and diluted	41,860,338	29,764,588

R&D expenses, net (net of grants received from the IIA, and considerations from research collaborations) were $8.4 million for the six months ended June 30, 2023, compared to $9.5 million for the six months ended June 30, 2022. The decrease of $1.1 million, or 12%, is primarily due to a decrease in salaries and related expenses and stock-based compensation expenses due to a reduction in workforce, as a result of the Corporate Restructuring and due to the delay in pre-clinical and clinical activities related to our AD product candidate, BX005. In addition, the decrease is due to higher proceeds from collaboration agreements in the 2023 period, partially offset by an increase in clinical activities in the development of BX004, our product candidate for the treatment of CF. We recorded $0.7 million of IIA grants during each of the six months ended June 30, 2023 and June 30, 2022.

General and administrative expenses were $3.9 million for the six months ended June 30, 2023, compared to $4.8 million for the six months ended June 30, 2022. The decrease of $0.9 million, or 19%, is primarily due to a decrease in the Company's directors' and officers' insurance premium and due to a decrease in stock-based compensation.

Other income was $0.2 million for the six months ended June 30, 2023 and consisted of proceeds from a sub-lease agreement for a portion of our office space in Ness Ziona, Israel starting August 2022.

Interest expenses were $1.3 million for the six months ended June 30, 2023, compared to $0.9 for the six months ended June 30, 2022. The increase of $0.4 million, or 44%, is due to an increasing interest rate under our loan from the Hercules Loan.

Finance income, net was $0.7 million for the six months ended June 30, 2023, compared to $0.4 million for the six months ended June 30, 2022. The increase in finance income, net of $0.3 million, or 75%, is primarily due to rising interest rates, which resulted in higher interest income.

Basic and diluted loss per share of Common Stock was $0.31 for the six months ended June 30, 2023, compared to $0.53 for the six months ended June 30, 2022. The decrease in diluted loss per share of $0.22, or 42%, is due mainly to the increase in outstanding shares resulting from the first and second closings of the PIPE in February 2023 and May 2023 as well as to a decrease in our operating loss.

Liquidity and Capital Resources

We believe our cash and cash equivalents and short-term deposits on hand will be sufficient to meet our working capital and capital expenditure requirements only into the third quarter of 2024. In the past, we revised our operating plans in order to reduce expenses including the Corporate Restructuring, which significantly reduced our expenses related to employees, and, subleasing a portion of our office space in Ness Ziona, Israel. We currently plan to continue to focus primarily on BX004, our product candidate for CF and continue our efforts to advance the development plan of BX005, our product candidate for AD. Although we recently completed the PIPE, in the future we will likely require or desire additional funds to support our operating expenses, capital requirements, resumption of our development plans for BX003 or our development plan in CRC or for other purposes. Accordingly, we are exploring and expect to further explore, raising such additional funds through public or private equity, debt financings, loans, governmental or other grants or collaborative agreements or from other sources, as well as under the ATM Agreement discussed below. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to grow or support our business and to respond to business challenges could be significantly limited. If there are increases in operating costs for facilities expansion, research and development and clinical activity, we will need to use mitigating actions such as to seek additional financing or postpone expenses that are not based on firm commitments. As a result of our recurring losses from operations, negative cash flows and lack of liquidity, management is of the opinion that there is substantial doubt as to the Company's ability to continue as a going concern. If we are unable to raise the requisite funds, we will need to curtail or cease operations.

Cash Flows

The following table summarizes our sources and uses of cash for the six months ended June 30, 2023 and 2022:

	Six Months Ended June 30,	
	2023	2022
	USD in thousands	
Net cash used in operating activities	(9,122)	(16,448)
Net cash provided by (used in) investing activities	1,989	(8,074)
Net cash provided by financing activities	5,530	56
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(29)	79
Net increase (decrease) in cash and cash equivalents	(1,632)	(24,387)

Operating Activities

Net cash used in operating activities for the six months ended June 30, 2023 was $9.2 million primarily due to a net loss of $12.8 million, mostly due to our R&D and general and administrative expenses, and due to changes in our operating assets and liabilities of $2.6 million, offset by non-cash charges of $1.0 million. Non-cash charges for the six months ended June 30, 2023 consisted primarily of depreciation and amortization expenses of $0.4 million and stock-based compensation expenses in the amount of $0.4 million. Net changes in our operating assets and liabilities consisted primarily of an increase in trade accounts payable of $1.3 million primarily due to expenses related to conducting the clinical trial of our CF product candidate, BX004, and in other accounts payable in the amount of $1.2 million, partially offset by an increase in other current assets in the amount of $0.1 million.

Net cash used in operating activities for the six months ended June 30, 2022 was $16.4 million primarily due to a net loss of $15.6 million, mostly due to our R&D and general and administrative expenses, and due to changes in our operating assets and liabilities of $3.0 million, offset by non-cash charges of $2.2 million. Non-cash charges for the six months ended June 30, 2022 consisted primarily of depreciation and amortization expenses of $1.3 million and stock-based compensation expenses in the amount of $0.8 million. Net changes in our operating assets and liabilities consisted primarily of a decrease in trade accounts payable of $1.1 million, other accounts payable in the amount of $3.1 million and a net change in operating leases in the amount of $0.7 million, partially offset by an increase in other current assets in the amount of $1.9 million.

Investing Activities

During the six months ended June 30, 2023, net cash provided by investing activities was $2.0 million, mainly consisting of proceeds from short-term deposits of $2.0 million.

During the six months ended June 30, 2022, net cash used in investing activities was $8.1 million, as a result of the net change in investment in short-term deposits of $8.0 million.

We have invested, and plan to continue to invest, our existing cash in short-term investments in accordance with our investment policy. These investments may include money market funds and investment securities consisting of U.S. Treasury notes, and high quality, marketable debt instruments of corporations and government sponsored enterprises. We use foreign exchange contracts (mainly option and forward contracts) to hedge balance sheet items from currency exposure. These foreign exchange contracts are not designated as hedging instruments for accounting purposes. In connection with these foreign exchange contracts, we record gains or losses that offset the revaluation of the balance sheet items under financial income, net in our condensed consolidated statements of operations. As of June 30, 2023, we had outstanding foreign exchange contracts for the exchange of USD to NIS in the amount of approximately $2.7 million with a fair value of $0.55 million. As of June 30, 2022, we had outstanding foreign exchange contracts for the exchange of USD to NIS in the amount of approximately $6.4 million with a fair value of $0.2 million.

Financing Activities

During the six months ended June 30, 2023, net cash provided by financing activities was $5.5 million, mainly consisting of the issuance of Common Stock in the first and second closings of the PIPE of $7.2 million net of issuance costs, partially offset by the repayment of long-term debt of $1.7 million under the Loan Agreement.

During the six months ended June 30, 2022, net cash provided by financing activities was $0.06 million, mainly due to the issuance of Common Stock pursuant to the ATM Agreement referred to below.

In December 2020, pursuant to a registration statement on Form S-3 declared effective by the Securities and Exchange Commission on December 11, 2020, we entered into an Open Market Sales Agreement, or the ATM Agreement, with Jefferies LLC, or Jefferies, which provides that, upon the terms and subject to the conditions and limitations in the ATM Agreement, we may elect, from time to time, to offer and sell shares of Common Stock having an aggregate offering price of up to $50,000,000 (subsequently reduced to $19,950,000) through Jefferies acting as sales agent. We are not obligated to make any sales of Common Stock under the ATM Agreement. From January 1, 2023 through August 3, 2023, we did not issue any shares of Common Stock under the ATM Agreement. We may continue to sell shares under the ATM Agreement and otherwise use our effective shelf registration statement to raise additional funds from time to time.

Under the Loan Agreement, we have a Term Loan Facility, available in three tranches, subject to certain terms and conditions. The first tranche of $15.0 million was advanced to us on the date the Loan Agreement was executed. Upon the occurrence of specified milestones and continuing through December 31, 2022, a loan in the aggregate principal amount of up to $10.0 million ("the second tranche"), would have become available, and upon the occurrence of specified milestones and continuing through September 30, 2023, a loan in the aggregate principal amount of up to $5.0 million ("the third tranche"), may have become available. The milestones for the second tranche and for the extension of the period of interest only payments to September 1, 2023, were not reached and have expired. The milestones for the third tranche have not yet been reached as of June 30, 2023 and we do not expect to reach them. We were required to make interest only payments through March 1, 2023, and started to then repay the principal balance and interest in equal monthly installments through September 1, 2025. Interest on the Hercules Loan accrues at a per annum rate equal to the greater of (i) the Prime Rate as reported in The Wall Street Journal plus 5.70% and (ii) 8.95%. On June 30, 2023, the Prime Rate was 8.5%. On June 30, 2023, the effective interest rate was 19.13%.

Under the terms of the Loan Agreement, we granted first priority liens and security interests in substantially all of our intellectual property as collateral for the obligations thereunder. We also granted Hercules the right, at their discretion, to participate in any closing of any single subsequent broadly marketed financing as defined up to a maximum aggregate amount of $2.0 million under the terms as afforded to other investors in such financing. The Loan Agreement also contains representations and warranties by us and Hercules, indemnification provisions in favor of Hercules and customary affirmative and negative covenants, including a liquidity covenant beginning October 1, 2022, requiring us to maintain a minimum aggregate compensating cash balance of $5.0 million, and events of default. In the event of default by us under the Loan Agreement, we may be required to repay all amounts then outstanding under the Loan Agreement. As of June 30, 2023, we believe we were in compliance with all covenants under the Loan Agreement.

On February 22, 2023, we entered into a Securities Purchase Agreement to issue and sell an aggregate of 15,997,448 shares of our Common Stock and 14,610,714 Pre-Funded Warrants at a price of $0.245 per share and $0.244 per Pre-Funded Warrant, through the PIPE. The gross proceeds from this offering were approximately $7.5 million, before deducting issuance costs. The financing closed in two parts. The first closing, which covered 3,199,491 shares of Common Stock and 2,776,428 Pre-Funded Warrants for gross proceeds of approximately $1.5 million, occurred on February 27, 2023. Such Pre-Funded Warrants became exercisable on February 27, 2023, at an exercise price of $0.001 per share of Common Stock and have no expiration date. In the first closing, we raised net proceeds of approximately $1.3 million, after deducting issuance costs of $0.2 million. The second closing for the remaining Securities was contingent upon approval of the issuance of the additional securities under the Securities Purchase Agreement by our stockholders in accordance with NYSE American rules, which occurred on April 24, 2023. The second closing, which covered 12,797,957 shares of Common Stock and 11,834,286 Pre-Funded Warrants occurred on May 4, 2023. In the second closing, we raised net proceeds of approximately $5.9 million, after deducting issuance costs of $0.2 million.

Outlook

We have accumulated a deficit of $149.6 million since our inception. To date, we have not generated revenue from our operations and we do not expect to generate any significant revenues from sales of products in the next twelve months. Our cash needs may increase in the foreseeable future. We expect to generate revenues, from the sale of licenses to use our technology or products, but in the short and medium terms any amounts generated are unlikely to exceed our costs of operations. According to our estimates and based on our current operating plans, our liquidity resources as of June 30, 2023, which consisted primarily of cash, cash equivalents, short-term deposits and restricted cash of approximately $30.7 million will be sufficient to fund our operations only into the third quarter of 2024.

Consistent with our ongoing R&D activities, we expect to continue to incur additional losses in the foreseeable future. To the extent we require funds above our existing liquidity resources in the medium and long term, we plan to fund our operations, as well as other development activities relating to additional product candidates, through future issuances of public or private equity, including under our ATM Agreement, issuance of debt securities, loans, and possibly additional grants from the IIA or other government or non-profit institutions. Our ability to raise additional capital in the equity and debt markets is dependent on a number of factors including, but not limited to, the market demand for our securities, which itself is subject to a number of development and business risks and uncertainties, as well as the uncertainty that we would be able to raise such additional capital at a price or on terms that are favorable to us.

We entered into forward and option contracts to hedge against the risk of overall changes in future cash flow from payments of salaries and related expenses, as well as other expenses denominated in NIS, for a period of less than one year.

As of June 30, 2023, we had outstanding foreign exchange contracts for the exchange of USD to NIS in the amount of approximately $2.7 million. As of June 30, 2022, we had outstanding foreign exchange contracts in the amount of approximately $6.4 million.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to make disclosures under this Item.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation, as of the end of the period covered by this Quarterly Report, of 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. Based on this evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective as of June 30, 2023.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting, as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the quarter ended June 30, 2023 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in the 2022 Annual Report, which could materially affect our business, financial condition or future results.

There have been no material changes from the risk factors previously disclosed in the 2022 Annual Report, except as noted below.

Risks Relating to Going Concern

We have concluded that there is substantial doubt about our ability to continue as a going concern. We have accumulated a deficit of $149.6 million since our inception. To date, we have not generated revenue from our operations and we do not expect to generate any significant revenues from sales of products in the next twelve months. Our cash needs may increase in the foreseeable future. As of June 30, 2023, we had $30.7 million of cash and cash equivalents, including amounts we received as a loan from Hercules.

As discussed in Note 1 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, based on these challenges, we have concluded that there is substantial doubt about our ability to continue as a going concern for at least one year after the date of issuance of these financial statements, or August 9, 2024. Our continuation as a going concern is dependent upon many factors, including our ability to raise additional funds, the success of our clinical trial for CF, and our ability to repay our loan to Hercules and other obligations when due. We cannot be sure that we will be able to obtain any future funding, and any such funding we may obtain may not be sufficient to finance our operations and to repay our debt to Hercules. If we are unable to obtain sufficient funds, we may be unable to continue as a going concern.

Item 6. Exhibits

No.	Description of Exhibit
3.1	Composite Copy of Amended and Restated Certificate of Incorporation of the Company, effective on December 11, 2018, as amended to date. (Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed by the Company on November 9, 2022)
3.2	Amended and Restated Bylaws of the Company, effective as of October 28, 2019 (Incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed by the Company on November 1, 2019)
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a)
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a)
32**	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS*	Inline XBRL Instance Document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

** 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.

BIOMX INC.

Date: August 9, 2023

By: /s/ Jonathan Solomon
Name: Jonathan Solomon
Title: Chief Executive Officer
(Principal Executive Officer)

Date: August 9, 2023

By: /s/ Marina Wolfson
Name: Marina Wolfson
Title: Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION
PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Jonathan Solomon, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BiomX Inc.;

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)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-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: August 9, 2023

/s/ Jonathan Solomon
Jonathan Solomon
Chief Executive Officer
(Principal executive officer)

Exhibit 31.2

CERTIFICATION
PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Marina Wolfson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BiomX Inc.;

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)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-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: August 9, 2023

/s/ Marina Wolfson
Marina Wolfson
Chief Financial Officer
(Principal financial officer)

Exhibit 32

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of BiomX Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2023 as filed with the Securities and Exchange Commission (the "Quarterly Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, that, to his or her knowledge:

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

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

Date: August 9, 2023

/s/ Jonathan Solomon
Jonathan Solomon
Chief Executive Officer
(Principal executive officer)

Date: August 9, 2023

/s/ Marina Wolfson
Marina Wolfson
Chief Financial Officer
(Principal financial officer)